

Proposed Standard Bylaws for Councils of Catholic Ladies of Columbia

[Finalized ~ July 2016]

Mission Statement

The Catholic Ladies of Columbia is a Fraternal Benefit Society meeting the needs of individuals by providing secure financial products, fellowship and service to others.

I. Organization of the Council

A. Name: The name of this council shall be _____
_____ Council # _____ of the Catholic Ladies of Columbia
(hereinafter the "Society").

B. Relation of the Council to the Society: The Council is a subordinate body of the Society, yielding authority thereto, and is subject to all provisions of the Constitution and Bylaws of the Society, as amended, and to all powers of direction or control thereby vested in it or its officers.

C. Objectives: The objectives of this Council shall be

1. To further the purposes and objectives of the Society as outlined in the Constitution; and
2. To perpetuate fellowship and service to others.

D. Membership: The membership in the Council shall be composed of benefit members, fraternal members, and honorary members as defined in the bylaws of the Society (hereinafter referred to as Members), who have associated themselves with or been assigned to the Council. Members shall be entitled to all rights and privileges accorded to their class of membership by the Bylaws of the Society.

II. Officers of the Council

A. Officers: The officers of the Council shall be determined by the Council and listed herein. At a minimum the officers shall include the President, Vice President, Secretary and Treasurer. Optional officers may include the Inner Guard, Monitor, Trustee(s), and any others as deemed necessary by the Council.

No person shall serve in any elected or appointed office who is not a Member at the time of election or appointment and during tenure of office. If an elected or appointed officer loses their status as a Member, the President shall declare the

office vacant. Any two or more offices may be held by the same person, except the office of President shall not hold the office of Secretary.

- B. Term: The term of office of all elected offices shall be established by the Council. All persons serving in an elective office shall serve until their successors are installed in office. The appointments of all appointed officers and committee members shall expire in January after the next election.
- C. Election: All officers shall be elected individually by a majority vote of the Council. Only Members of the Council shall be entitled to vote for the election of Council officers. Elections shall be conducted at a regular meeting determined by the Council, with notification to Members. Elections should take place at least every two years.
- D. Installation: Elected Council officers shall be installed at the first meeting of the Council immediately following their election. Officers elected to fill a vacant office shall be installed at the same meeting at which they are elected or as soon thereafter as possible. The Council Secretary shall report to the Society the name and address of all installed officers in a timely fashion.

If the Council fails or refuses to elect or install officers as herein provided, the Board of Directors shall have the power to appoint and declare installed any and all officers of the Council.

E. Powers and Duties:

- 1. General Powers and Duties: Officers of the Council shall exercise such powers and duties as are reasonably necessary or incidental to the full performance of the duties of their offices, shall make all reports and remittances as required by an action of the Council or the Board of Directors of the Society, shall answer promptly any question or information request by any officer or representative of the Society concerning the affairs of the Council or its membership, and shall exercise such specific duties and powers as described herein. Officers and members of committees of the Council shall promptly deliver to their successors in office or service all records and property of every kind or character pertaining thereto.

Upon the written request of the Board of Directors of the Society, for the purposes of audit or examination, the Council shall forward immediately any and all books, records, or accounts which relate in any manner to the business affairs of the Council to the Board.

2. Specific Powers and Duties:

- a) **President:** The Council President shall be first in authority, preside over all meetings of the Council, call special meetings of the Council, appoint all committees not provided for otherwise by Council action and decide all questions of order (subject to appeal to the Council and affirmation or reversal by the Board of Directors).

- b) **Vice President:** The Vice President shall be the second officer of the Council, assist the President and shall perform the duties of President during the absence or disability of that officer.
 - c) **Secretary:** The Council Secretary shall be the principal recording and corresponding officer of the Council. The Secretary shall maintain an accurate and complete account of all proceedings of the Council and shall perform such other duties as may be delegated.
 - d) **Treasurer:** The Treasurer shall be the principal accounting officer of the Council. The Treasurer shall receive all moneys, pay all obligations properly approved by the Council, keep separate accounting of all funds, and deposit all moneys received in a bank account or similar vehicle in the name of the Council. The treasurer shall report the financial condition of the Council at the regular meetings and shall perform such other duties as may be delegated. The Treasurer's accounts shall always be open for inspection by any Member of the Council.
 - e) **Other Officers:** The Council may prescribe duties for the Monitor, Inner Guard, Trustee(s), and any others, if elected, as the Members deem necessary.
- F. Compensation: Council officers may be compensated from the Council funds in accordance with a resolution approved by a majority vote of the Council at a regular meeting.
- G. Removal: Any officer of the Council may be removed from the office for failure to perform or improperly performing the official duties of their respective office, by the affirmative vote of two-thirds of the Members who are present and voting on such a resolution at a meeting of the Council. Absence of any Council Officer from four regular meetings of the Council shall be deemed a resignation from the office unless such absence is excused for reasonable cause. The Board of Directors of the Society may remove any Council officer for cause and appoint a temporary successor.
- H. Vacancies: A vacancy occurring for any reason in any elective office of the Council shall be filled by an election at the next regular meeting of the Council. The Secretary shall immediately report to the Society any vacancy in the office of Council President.

III. Business of the Council

- A. Meetings: Regular meetings of the Council shall be held not less frequently than required by law on such day and at such time as the Council may determine by majority vote. Special meetings may be called by the President of the Council or by the petition of three Members of the Council. Special meetings may be called only to transact special or urgent business. The Council Secretary shall provide

Members notice of a special meeting of the Council at least five (5) days prior to such meeting. The notice shall specify the time, day, location and business to be transacted at the meeting. The business transacted at a special meeting shall be limited to the purposes specified in the notice.

- B. Voting and Quorum: Each Member entitled to vote shall have one vote on all matters coming before the Council, and no Member may vote by proxy. For purposes of transacting business at a meeting of the Council, the number of Members present at such meeting shall constitute a quorum. Except where provided otherwise herein, whenever the Members are required to approve, take, or exercise any action, authority, or discretion, a majority vote of the Members present at the time of the vote shall be the action of the Members.
- C. Order of Business: The order of business at Council meetings shall be determined in advance by the President of the Council. Parliamentary procedure at such meetings shall be governed by Robert's Rules of Order in all particulars not covered by or in conflict with the provisions of these Bylaws, the Constitution and Bylaws of the Society, actions by the Board of Directors of the Society or special rules of procedure adopted by a majority vote of the Council. As part of the order of business, the Council shall participate in a ritualistic form of work as provided by the Society. Unless the Members otherwise agree, the order of business at all meetings shall be as follows:

Call to Order, Opening as prescribed by Ritual
Roll Call of Officers and Members
Reading of the Minutes of Previous Meeting
Report of Officers:
 Treasurer's report - Reading of Bills against the Council and
 Payment of Dues
 Other Officer's Reports
Report of Committees:
 Standing Committees
 Special Committees
Reading of Communications
Unfinished Business
New Business
Adjournment, Closing as prescribed by Ritual

- D. Audit: The Council shall each year appoint an Audit Committee whose duties include auditing the reports, books and accounts of the Council. The Audit Committee shall perform its audit immediately after the close of the Council fiscal year-end and report its findings to the Home Office and at the next regular meeting of the Council.
- E. Suspension, Revocation and Disbandment: To protect the rights or interests of any Member, Council or the Society, the Board of Directors may suspend or revoke the charter of any Council for cause, and the Board of Directors may remove any Council Officer and appoint a temporary successor. Additionally, a Council may voluntarily disband at any time.

Upon disbandment, no Member shall have or acquire individual rights to any of the assets of the Council, or be entitled to any apportionment on the surrender of any part of such assets; rather, the disbanded Council's remaining funds after all debts have been discharged shall be distributed to such charitable organizations as recommended by the Council Officers upon approval of the Board of Directors. All books, records, papers, documents (including without limitation, the Council Charter) and all other personal property belonging to a disbanded Council shall be delivered to Home Office or the President of the Society may take immediate possession of the same on behalf of the Society.

IV. Amendments to the Council Bylaws

- A. The Bylaws of this Council may be amended by proposals therefore presented in writing and read at a regular meeting of the Council and adopted by the affirmative vote of two-thirds of the Members of the Council who are present and voting on said amendment. The Council Secretary shall send a copy of the amendment to the Society immediately following its adoption. No amendment to these Bylaws, which is approved by the Council, shall become effective without prior written approval of the Board of Directors. The Board of Directors of the Society may, from time to time, adopt new Council Bylaws in accordance with the Constitution and Bylaws of the Society.