

**KNIGHTS OF COLUMBUS  
5983 CORPORATION**

**RT. REV. MSGR.  
WILLIAM A. DELANEY  
COUNCIL #5983  
110 MERRITS ROAD  
FARMINGDALE NY 11735  
516-391-5983**

**CORPORATION BY-LAWS**

**Knights of Columbus**  
**RT. REV. MSGR. WILLIAM A. DELANEY COUNCIL #5983**  
**110 MERRITTS ROAD**  
**FARMINGDALE N.Y. 11735**

**5983 CORPORATION BY- LAWS**

**\*\*Article 1-NAME/MEMBERSHIP\*\***

**SECTION 1:** This Corporation, a membership corporation, shall be known as the 5983 Corporation.

**SECTION 2:** Membership of the Corporation shall consist entirely of the members in good standing of the Rt. Rev. Msgr. William A. Delaney Knights of Columbus Council No. 5983, 110 Merritts Road, Farmingdale, NY 11735, for whose benefit the corporation is formed. When a person's membership in the council is terminated for any reason, (transfer, death, suspension, Etc.) his membership in the corporation and all further rights in the corporation will automatically terminate.

**SECTION 3:** There shall be no initiation fee, dues, or other monies assessed or levied.

**\*\*Article 2-PURPOSES\*\***

**SECTION 1:** The purposes for forming this corporation are as follows:

- To promote and extend fraternal, charitable, civic and social pursuits.
- To render mutual aid and assistance to its sick, disabled, and needy members and their families.
- To uphold and perpetuate the highest standards among its members in the community.
- To create and perpetuate true friendship among its members.
- To dedicate a portion of its members time and energy to unselfish service to others.
- To instill humanitarian virtues in the daily lives of its members.
- To cooperate and participate in all of the fraternal, charitable, patriotic, and civic enterprises of the Rt. Rev. Msgr. William A. Delaney Council #5983 of the Knights of Columbus.

**SECTION 2:** The 5983 Corporation is to own, acquire, hold, convey, lease, manage, maintain, mortgage, administer, build on real property, and alter if necessary, the property which shall serve as a clubhouse to Council rooms of the Rt. Rev. Msgr. William A. Delaney Council 5983 of the Knights of Columbus, and to also perform such acts as may be necessary or incidental thereto for the use, benefit, and accommodation of its members and guests.



**\*\*Article 3-BOARD OF DIRECTORS\*\***

**SECTION 1:** The Board of Directors, which is the policy making and governing body, shall consist of the six (6) most immediate Past Grand Knights able and willing to serve, the Grand Knight and the Deputy Grand Knight of the Rt. Rev. Msgr. William A. Delaney Council #5983 of the Knights of Columbus and six (6) Directors at Large.

**SECTION 2:** Only members in good standing and who have been initiated in the First Three Degrees of the Order shall be eligible to hold office of Director.

**SECTION 3:** The annual election of Directors – At – Large shall take place at the first Regular Business Meeting in June of each year of the Rt. Rev. Msgr. William A. Delaney Council #5983 of the Knights of Columbus.

**SECTION 4:** The Nominating Committee of and for the Rt. Rev. Msgr. William A. Delaney Council #5983 of the Knights of Columbus, shall include the nominees for the office of the three (3) Directors – At- Large positions in its list of nominees for Council officers. The election of these three (3) Directors – At – Large shall proceed in conformity with the By- Laws of the Rt. Rev. Msgr. William A. Delaney Council #5983 of the Knights of Columbus.

**SECTION 5:** Three (3) Directors – At – Large shall be elected for a period of Two (2) years.

**SECTION 6:** The position of Director – At -Large or Past Grand Knight Director shall be considered vacated when such Director has three (3) unauthorized absences from Board meetings. This provision can be overridden by a 2/3rds majority vote of the full Board of Directors.

**SECTION 7:** A vacancy in the office of a Director – At – Large due to inability or unwillingness to serve shall be filled by election at the next meeting of the Corporation, following due notice to the entire membership. The newly elected Director – At – Large shall serve for the remainder of the vacant term. A Vacancy in the office of a Past Grand Knight Director due to inability or unwillingness to serve shall be filled by a Past Grand Knight of the Rt. Rev. Msgr. William A. Delaney Council #5983 of the Knights of Columbus and shall be elected by a majority vote of the Board of Directors at the next scheduled or special Board meeting.

**\*\* Article 4- BOARD OF DIRECTORS- RESPONSIBILITIES\*\***

**SECTION 1:** It shall be the duty of the Board of Directors to assure that all expenditures incurred since the last Corporation meeting be reported at the Board of Directors meeting immediately preceding the Corporation meeting, which same report shall be made at the Corporation meeting.

**SECTION 2:** The Board of Directors shall have the power to direct the Treasurer to enter into any short term (one year or less) financial investment.

**SECTION 3:** There shall be no alterations, additions, replacements, or any changes to the existing corporation premises without the approval of the Board of Directors.



**SECTION 4:** There shall be no sale or disposition of any Corporation assets without the approval of the Board of Directors and two-thirds (2/3) approval vote of the Corporate Membership present and voting at a Corporation Business meeting.

**SECTION 5:** No long term contracts of more than three (3) consecutive days or contracts involving repetitive weekly or monthly rentals will be entered into without the approval of the Board of Directors.

**SECTION 6:** It shall be the duty of the Board of Directors to develop rules and regulations governing the operations of the Corporation premises and direct them to the corporate officers for implementation.

**SECTION 7:** It shall be the duty of the Board of Directors to arrange for an annual audit of the financial records of the Corporation by a qualified accountant for purposes of filing annual tax reports and returns.

**SECTION 8:** It shall be the duty of the Board of Directors to annually review and if necessary revise these By- Laws in accordance with the procedures set forth in Article 12, Section 1. This annual review and/or revision shall be conducted in the first quarter of each Columbian year. The completion of the review or revision shall be duly noted in the corporate minutes and the date of the review shall be affixed to the right hand corner of each page of the corporate file copy of the By-Laws.

#### **\*\* Article 5-BOARD OF DIRECTORS-LIMITATIONS\*\***

**SECTION 1:** All expenditures shall be approved by a two-thirds (2/3) of the members of the Board of Directors present and voting.

**SECTION 2:** The Board of Directors may not approve the expenditure of a sum exceeding more than \$4,000.00 on any one item without the approval of two-thirds (2/3) of the corporate Membership present and voting at a Corporation Business Meeting. **(See Art. 10, Sec. 5)**

**SECTION 3:** The Board of Directors shall not have the power to make or acquire any loans, issue or purchase stocks or bonds or enter into any long term (over one year) financial agreements without the approval of two-thirds (2/3) of the Corporate Membership present and voting at a quarterly or special corporation meeting.

**SECTION 4:** **\*\*\*\*\*No Corporate Officers or Directors shall hold office and receive compensation at the same time as an employee of the 5983 Corporation or the Rt. Rev. Msgr. William A. Delaney Council 5983. A suspension of this section shall pertain to the Corporate Treasurer and Corporate Attorney for services rendered.**

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**\*\* Article 6- BOARD OF DIRECTOR-MEETINGS\*\***

**SECTION 1:** The Grand Knight of the Rt. Rev. Msgr. William A. Delaney Council 5983 of the Knights of Columbus shall be the Presiding Officer and Chairman of the Board of Directors. In the absence or inability of the Chairman, the Vice Chairman (the Deputy Grand Knight of the Rt. Rev. Msgr. William A. Delaney Council) shall preside and execute all of the duties of the Chairman. In the absence or inability of both the Chairman and the Vice Chairman, the Board of Directors shall agree among them who shall preside.

**SECTION 2:** No official business shall be transacted without a quorum which shall consist of no less than eight (8) directors or more. The Chairman counts as part of the quorum.

**SECTION 3:** All Directors shall have the right to vote at Board Meetings with the exception of the Chairman, who will only vote in the case of a tie.

**SECTION 4:** The newly elected Chairman of the Board shall schedule the first meeting of the Board of Directors at which time he shall submit a schedule of the Board of Directors Meetings for the remainder of the Columbian year.

**SECTION 5:** Special meetings of the Board of Directors may be convened by the Chairman or by the written request of three (3) or more Directors, whose request shall state the object of the meeting. Due notice and the purpose of the special meeting shall be given to the Secretary upon the direction of the Chairman to all Directors and Corporate Officers as required.

**SECTION 6:** The following shall be the Order of Business and Procedure at Regular Business Meetings of the Board of Directors:

- Call to Order
- Roll Call of Officers and Directors
- Reading of the Minutes of the Previous Meeting
- Reading of Bills and Communications
- Reports of Committees
- Report of Treasurer
- Report of Auditors or Directors
- Unfinished Business
- New Business
- Adjournment

**SECTION 7:** The Chairman of the Board of Directors shall insure that all motions and resolutions approved by the Board of Directors are implemented.



**\*\*Article 7-COMMITTEES OF THE BOARD OF DIRECTORS\*\***

**SECTION 1:** There shall be two (2) standing committees- the Planning Committee and the Auditing Committee. Special committees shall be created when and as needed.

**SECTION 2:** The Chairman of the Board, with the concurrence of the majority of the Board, shall appoint all standing and special committees with the exception of the Auditing Committee. The appointed committees shall serve at the discretion of the majority of the Board.

**SECTION 3:** The Planning Committee shall consist of a Chairman and two (2) other members of the Corporation. This committee shall prepare plans, projections, and schedules for the anticipated improvements of the Corporation premises. They shall report their recommendations to the Board at each of the meetings as needed.

**SECTION 4:** The Auditing Committee shall consist of the three (3) Trustees of the Rt. Rev. Msgr. William A. Delaney Council #5983. The Chairman shall be the Senior (one year) Trustee. This committee shall complete audits of all books and accounts of the Corporation and report results to the Board at its meetings prior to the regularly scheduled Corporation Meetings in May and November or at any other time an audit is deemed necessary by the Board of Directors. In the event that a conflict of interest should arise as a result of one or more of the Trustees holding a corporate office or offices, the Trustee or Trustees shall be removed and alternates selected by the Chairman of the Board and with the approval of the Board of Directors.

**SECTION 5:** No committee shall include more than three (3) voting members of the Board of Directors.

**\*\*Article 8- CORPORATE OFFICERS\*\***

**SECTION 1:** The Corporate officers, who are the administrators of corporate policy, shall consist of the President, Vice-President, Secretary, and Treasurer. These Officers shall be appointed by the Chairman of the Board with the concurrence of the majority of the Board of Directors and serve at their discretion.

**\*\*Article 9-CORPORATE OFFICERS-RESPONSIBILITIES\*\***

**SECTION 1:** The **President** is the chief operating officer and shall have the responsibility of conducting the corporate premises pursuant to the policy set forth by the Board of Directors. This responsibility shall include but not be limited to overseeing such areas as the operation of the Bar, Custodial, Maintenance, Engineering and all Council Affairs. **He shall have the sole responsibility of all Corporate Personnel and the retaining and termination of such personnel.**

**SECTION 2:** The **Vice-President** in the absence of the President shall assume the responsibilities of the President. He shall perform other duties as directed by the President as needed.



**SECTION 3:** The **Secretary** shall be the custodian of and retain on the corporate premises the following; the Corporate Seal, the original copy of the Corporate By-Laws together with all Amendments and all Board of Directors and Corporation Meeting Minutes. He shall take minutes of all Board of Directors and Corporation meetings. He shall insure that such minutes are available for the next meeting. Copies of the minutes shall be provided to each member of the Board of Directors and Corporation Officers at the next regularly scheduled Board Meetings. The Secretary shall give due notice of all Board of Directors meetings to the members of the Board and Corporate Officers.

**SECTION 4:** The **Treasurer** is the chief fiscal officer of the Corporation. He shall be the custodian of all financial records of the Corporation which shall be retained on the corporate premises. The Treasurer shall deposit all receipts in a bank to the credit of the Corporation. Disbursements from this fund shall be made only by check with two (2) signatures required. These signatures shall be that of the Treasurer and any one of the following:

- **Chairman of the Board**
- **President of the Corporation**
- **Vice President of the Corporation**

The Treasurer shall be responsible for preparing all the records for all audits of the Corporation.

**SECTION 5: Bonding-** All members authorized to accept or disburse corporate funds shall be bonded by a surety company in an amount specified by the Board of Directors.

**SECTION 6:** The Corporation shall provide Personal Liability Insurance for the protection of the Board of Directors and Corporate officers. The amount of coverage is to be determined by the Board of Directors.

**SECTION 7:** All monies **Obtained from any source** shall be considered corporation funds and shall be delivered forthwith to the Treasurer who shall give his official receipt thereof and is responsible for making the appropriate reports.

#### **\*\*Article 10- CORPORATION MEETINGS\*\***

**SECTION 1:** The Corporation shall hold at least four (4) meetings each year as regular business meetings. These scheduled meetings, which will be conducted by the President of the Corporation, shall be held in conjunction with the first regular meeting of the Rt. Rev. Msgr. William A. Delaney Council 5983 of the Knights of Columbus in the months of August, November, February, and May.

**SECTION 2:** The Following shall be the Order of Business and Procedure at Regular Business Meetings of the Corporation:

- Call to Order
- Roll Call of Officers and Directors
- Reading of the Minutes of the Previous Meeting
- Reading of Bills and Communications
- Reports of Committees
- Report of the Treasurer



- Report of Auditors or Directors
- Unfinished Business
- New Business
- Adjournment

**SECTION 3:** A special business meeting shall be convened as follows:

- By a majority vote of the Corporation at a preceding regular business meeting.
- By the Chairman of the Board of Directors
- By the President upon written request of seven (7) members, whose request shall state the object of the meeting.

Due notice of a special meeting, its object and its purpose shall be given to the membership. No other Corporation business shall be brought to a vote at such special meetings. Publication in the council's Knight Light or direct mail notification shall serve as "Due Notice".

**SECTION 4:** At least twenty five (25) members in good standing of the Corporation, excluding Directors and Officers, shall constitute a quorum at business meetings.

**SECTION 5:** All Corporation expenditures, other than those approved by the Board of Directors within the limits prescribed in Article 5. Section 2 shall be approved by two-thirds (2/3) of the members of the Corporation present and voting.

#### **\*\* Article 11- COMMITTEES OF THE CORPORATION\*\***

**SECTION 1:** The Chairman of the Board, with the concurrence of the majority of the Board, shall appoint the Chairman of all Corporation Committees. These Chairmen shall report to the Corporate President as needed.

- **Bar Committee:** The Bar Committee shall be headed by a Chairman who shall be responsible for the running of the Corporation Bar area. The remainder of the Bar Committee shall consist of a Bar Co Chairman and the as many bartenders needed who shall assist the Chairman in the day to day operations of the Bar and adjacent areas. The Bar Committee is responsible for the operation of the bar in accordance with the rules and regulations set forth and directed by the Board.
- **Maintenance and Upkeep Committee:** This Committee shall be headed by the person or persons employed to take proper care of the corporately owned premises. They will report to the President or Vice President and shall perform other tasks as requested by these Corporate Officers.
- **Sales Committee:** *This committee shall be headed by an employee or employees as deemed necessary for the proper handling of the hall rentals of the premises. The employees in this position shall conduct Business in accordance with the values and objectives consistent with the Rt. Rev. Msgr. William A. Delaney Council #5983 of the Knights of Columbus. This position will report to the Corporate President and make quarterly updates to the Board of Directors on the status of all sales and hall rentals. He/they will observe all areas of these by-Laws that apply to contractual and hall rentals. See Article 4 Section 5.*



**\*\* Article 12- PROCEDURES \*\***

**SECTION 1:** These By- Laws may be amended by a two thirds (2/3) vote of the members present and voting at a Corporation business meeting held subsequent to notice in writing of the proposed amendment.

**SECTION 2:** Copies of the By Laws and amendments thereto shall be provided to each member of the Corporation.

**SECTION 3:** Procedure and debate shall be in accordance with these By-Laws and the Rules of Parliamentary Law known as Robert's Rules of Order. However, it is specifically understood that a monetary resolution or any other resolution requiring notice prior to voting upon it may be discussed at the time of the making of the resolution.

*These by laws were amended and approved on \_\_\_\_\_ by the Board of Directors and approved by the corporate membership on \_\_\_\_\_.*

*George Kehm  
PGK FDD PCC  
Corp. Review Committee Chairman*

**Committee Members:**  
*Neal Mancuso, PGK  
Corp President*

*Keith Wilson  
PGK FDD PFN PCC  
Corp Vice President*

**Corporate Seal affixed here**