

MONROE BUILDING ASSOCIATION BY-LAWS

Adopted July 12, 2023

ARTICLE I - NAME

The name of this Corporation(hereinafter sometimes called the Association) is MONROE BUILDING ASSOCIATION.

ARTICLE II - PURPOSE AND POWER

Section 1. PURPOSE: The purpose for this Association as stated in its Certificate of Incorporation is: To acquire title to and hold ownership of a building or buildings for the use and benefit of the members of Monroe Council #1266 Knights of Columbus and to lease or sublet said building or buildings or to sell mortgage or dispose of same and with full power to acquire other buildings for the use and benefit of said Monroe Council #1266 Knights of Columbus.

Section 2. POWERS: The Association shall have the power to sue and be sued, to hold, receive, lease, and purchase such real estate and personal property as may be requisite and expedient for its purpose, and to sell, lease, encumber and dispose of such property. It shall have all other powers granted to a non-stock corporation by the general laws of the State of Michigan. The Association shall not have or issue share or pay dividends. No part of the earnings or assets shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that it shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its authorized purpose.

ARTICLE III - AGENT/OFFICE

The Association shall have and continuously maintain, in this State of Michigan, a registered office and a registered agent. The President of the Association shall be the registered agent.

ARTICLE IV - MEMBERS

Section 1. Members: The members of this Association shall be solely the active

members in good standing of Monroe Council #1266 Knights of Columbus. Termination for any reason (including without limitation, transfer, death, suspension, or expulsion) of active membership in good standing in said Council #1266 shall automatically and immediately terminate membership in the Association and no terminated member shall have any further rights, title or interest in this Association or in the privileges of membership therein.

Section 2. Voting: Each member shall be entitled to one vote on each matter submitted to a **vote of the members.**

Section 3. TRANSFER of MEMBERSHIP: Membership in this Association is not transferable or assignable.

ARTICLE V - MEETINGS

Section 1. Annual Meeting: The Annual Meeting of the members of the Association shall be held in June, immediately following the meeting of the Monroe Council #1266 Knights of Columbus. Not less than **Thirty (30)** days before the date of the Annual Meeting the Secretary of the Association shall advise the members,in the Council newsletter (The Courier) posting on the Council website, in the Council Lounge and by e-mail the date, time and place of the Annual Meeting. The purpose of the Annual Meeting shall be to elect Officers and for the transaction of such business as may come before the meeting.

Section 2. Special Meeting: Special Meetings of the members may be called by the President, the Board of Directors, or by six or more of the members.

Section 3. Notice of Special Meetings: Notice of all Association meetings will be posted, Not less than Five (5) days prior to the meeting date, on the councils' website, in the councils' newsletter(The Courier), when practical, by e-mail, and posted in the Council Lounge in writing. Written, printed or electronic notice stating the date, time, place and purpose of any special meeting of the members may be delivered, either personally, by mail, or by e-mail to each member, not less than five or more than thirty days before the date of such meeting, by or at the direction of the President, Secretary, or the Persons calling the meeting. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his

Section 4. Quorum: **Ten (10)** members shall constitute a quorum at any meeting of the members of the Association. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Number: The Board of Directors shall consist of **fifteen (15)** Third Degree members in good standing of Council #1266 Knights of Columbus. If a member of the board shall lose his membership in Monroe Council #1266 for any reason whatsoever, he shall automatically and immediately terminate his membership in the Board of Directors.

Section 2. Initial Election: By Virtue of office, the Grand Knight, Deputy Grand Knight, the (3) Trustees and Advocate of Monroe Council #1266 are automatically on the Board of Directors. The other nine (9) members of the Board of Directors shall come from the general membership of Monroe Council #1266. At the first election of the nine (9) members of the Board of Directors, three shall be elected to serve a term of one (1) year, three shall be elected to serve a term of two (2) years, and three (3) serve a term of three (3) years. Thereafter, upon the expiration of the term of office, each director shall be elected to serve a term for three (3) years.

Section 3. Election of Directors: Sixty (60) days prior to the Annual Meeting, the President shall name a nomination chairman who shall present a list of Third Degree members (who will have been informed that they are expected to attend at least Two-Thirds (2/3) or (8) of the (12) monthly scheduled meeting per year.) Nominations will be asked for by the Nominating Chairman at regular scheduled Council meetings Sixty (60) and Thirty (30) days prior to the Annual Meeting. There will be no nominations recognized from the floor at the Annual Meeting. The individuals receiving the highest number of votes on the first secret Ballot shall be declared elected.

Section 4. Vacancies: Vacancies occurring on the Board of Directors, other than that due to the expiration of a term of office, shall be filled by the Board of Directors.

Section 5. General Powers: The Board of Directors shall be charged with the responsibilities and shall have the authority usually entrusted to a Board of Directors, including overseeing the management of the Association properties and the control of its financial affairs.

Section 6. Regular and Special Meetings: The Board of Directors shall meet monthly for the purpose of transacting such business as may properly come before the meeting. It shall require the presence of at least ten (10) members of the Board of Directors at any meeting to constitute a quorum. At any meeting of the Board of Directors, the vote of the majority of the Directors present shall determine any matter submitted to the Board for consideration. Special Meetings of the Board of Directors may be called by the President by giving no less than three (3) days written or oral notice of the date, time, and place of such meeting, and the business to be transacted thereat. Upon the request of not less than four (4) members of the Board of Directors, given written notice as set forth herein. Any Director may waive call for a notice of any special meeting.

Section 7. Compensation: Directors as such shall not receive any compensation for their services.

Section 8. Committees: Committees not having or exercising the authority of the Board of Directors in overseeing the management of the Association properties may be designated by resolution adopted by a majority of the Board of Directors present at a meeting at which a quorum is present. Members of the Association who are not members of the Board of Directors may be designated as committee members.

ARTICLE VII - OFFICERS

Section 1. Officers: At the first meeting of the Board of Directors after the Annual Meeting of the Association, the Board of Directors shall proceed to organize by electing officers for the ensuing year. The officers of the Association shall be as follows: President, Vice President, Secretary/Treasurer, who shall serve one (1) year until their successors shall have been duly elected and qualified. Officers shall be elected members of the Board of Directors.

Section 2. Duties: The duties of the officers shall be as follows.

A. President: The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and at all meetings of the Board of Directors. The President shall have the powers to appoint such committees as may be necessary, with approval of the Board of Directors.

B. Vice President: The Vice President shall preside in the absence or inability of the President and execute all the duties of said President. He shall make a monthly report of the actions of the Board of Directors to the members of Monroe

Council #1266 Knights of Columbus at each scheduled Business meeting of the Council. He shall perform any other duties which may be assigned to him by the President or the Board of Directors.

C. Secretary: The Secretary shall keep a record of all meetings of the Association, and shall perform such duties as are usually performed by Secretaries of Associations.

D. Treasurer: The Treasurer shall receive all funds paid to the Association and shall deposit same in the official depositories and shall make normal disbursements. Disbursements not previously authorized may only be made by order of the Board of Directors. His books and accounts shall at all times be open to the inspection of the President, Board of Directors and any authorized auditors. He shall make a report at the Annual Meeting of the Association and at such times as the President or the Board of Directors may require.

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts: The Board of Directors may authorize any officers, agent or agents of the Association, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.: All checks, drafts or other orders for the payment of money notes or other indebtedness issued in the name of the Association, shall require two signatures of the elected officers of the Board of Directors as required by the Financial Institute.

Section 3. Deposits: All funds of the Association shall be deposited to credit of the Association in such banks, trust companies or other depositories as the Board of Directors select.

Section 4. Gifts: The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purpose of the Association.

ARTICLE X - ORDER OF BUSINESS

Section 1. The following shall be the order of business for meetings of the Board of Directors.

1. Call to Order
2. Prayer
3. Approval of the Minutes of the previous meeting
4. Treasurer's Report
5. Reading of bills and communications
6. Report of Committees
7. Unfinished business
8. New business
9. Prayer
10. Adjournment

Section 2. The following shall be the order of business for the Annual Meeting of the Association.

1. Call to Order
2. Prayer
3. President's Report
4. Presentation of Financial Report
5. Presentation of Budget for the ensuing year
6. Election of Directors
7. Unfinished business
8. New business
9. Prayer
10. Adjournment

ARTICLE XI - TERMINATION OF EXISTENCE

Upon termination of the existence of the Association, in any manner, all of the funds shall be turned over in full, after payment of all its liabilities, to Monroe Council #1266 Knights of Columbus. In the event of the dissolution of Monroe Council #1266 Knights of Columbus, equally to St. Anne (Monroe), St. Charles (Newport), St. John the Baptist, St. Mary and St. Michael Churches (Monroe) as long as they are recognized by the Internal Revenue Service under section 501 (c)

(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Laws.

ARTICLE XII - AMENDMENT TO THE BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the members present at a meeting of the Association provided at least thirty (30) days' notice is given of the intention to alter, or repeal or adopt new By-Laws at such meeting. Said Notice will be deemed sent by any or all of the following methods: E-Mail, Posted on the Council Website, In the Council Newsletter (The Courier), Posted in the Council Lounge, or U.S. Mail.