

MONROE BUILDING ASSOCIATION BY-LAWS

Adopted July 12, 2023
Adopted, (Month), (Date), 2025

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~~ with full power to let and 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. Said corporation shall be organized and operated exclusively for pleasure, recreation, religious, charitable, educational or other non-profitable purposes."

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 insure 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 registered office is located at 202 W. Front St., Monroe, Michigan 48161.~~ 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 ~~of the~~ Knights of Columbus. Termination for any reason (including without limitation, transfer, death, suspension, or expulsion) of active membership in good standing in said ~~Monroe~~ Council #1266 shall automatically and immediately terminate membership in the Association and no

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terminated member shall have any further rights, title or interest in this Association or in the privileges of membership therein.

Section 2. Voting: Except as otherwise specifically provided in these By-Laws, all general business and governance decisions of the Association shall be determined by a majority vote of the Board of Directors at a duly called meeting at which a quorum is present.

The members in good standing of Monroe Council #1266 Knights of Columbus shall vote on the election of Directors and Officers as provided in Articles VI and VII of these By-Laws, and shall vote on proposed amendments to these By-Laws as provided in Article XII.

The Board of Directors may, at its discretion, submit any additional matter to the general membership for consideration and vote. When a matter is submitted to the membership, a majority vote of the members in good standing present at a duly called meeting shall determine the outcome, unless a different voting requirement is expressly provided in these By-Laws. 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.~~ The Annual Meeting of the Association shall be held for the purpose of electing the Officers of the Association as described in Article VII, receiving reports, and transacting such other business as may properly come before the membership. The Officers of the Association shall be elected by the members in good standing of Monroe Council #1266 Knights of Columbus from among the individuals serving on the Board of Directors.

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.

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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 Council's website, in the Council's 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 **five days after when** deposited in the United States mail addressed to the member at his address as it appears **on** in the records of the Monroe Council #1266, with postage thereon prepaid.

Section 4. Quorum: **Ten (10)** members shall constitute a quorum at any meeting of the members of the Association, **provided there is the presence of at least one officer of the Association and one Council officer.** If a quorum is not present at any meeting of the members, a majority of the members present may **vote to continue scheduled business or 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) thirteen (13)** Third Degree members in good standing of **the Monroe Council #1266 of the 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. **The Board of Directors shall consist of thirteen (13) Directors. Three (3) Directors shall be the Grand Knight, Deputy Grand Knight, and Faithful Advocate of Monroe Council #1266, who shall serve as Directors by virtue of their Council offices.** The remaining ten (10) Directors shall be elected from the general membership of the Council.

Section 2. Initial Elections: By Virtue of office, the Grand Knight, Deputy Grand Knight, and Faithful Advocate of Monroe Council #1266 shall serve as members of the Board of Directors, however shall not be eligible for election to the Officer positions of the Association. The ten (10) elected members of the Board of Directors shall be elected at the Annual (June) Council Meeting of Monroe Council #1266 Knights of Columbus. Such elections shall be conducted in accordance with the rules and procedures governing that meeting. Those elected shall serve as Directors of the Association in accordance with these By-Laws. **The Grand Knight, Deputy Grand Knight, the (3) Trustees and Advocate of Monroe Council #1266 are automatically on**

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~~the Board of Directors. The other nine (9) ten (10) members of the Board of Directors shall come be elected from the general membership of Monroe Council #1266. At the first election of the nine (9) ten (10) 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 for a term of three (3) years.~~

Section 3. Election of Directors: Sixty (60) days prior to the Annual Meeting, the ~~President shall name a nomination chairman Association Secretary who~~ shall present a list of Third Degree members ~~seeking nomination to the Board of Directors (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 shall~~ be asked for by the ~~Nominating Chairman Association Secretary~~ 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 on the Board of Directors shall be filled in accordance with the rules governing the respective office of Monroe Council #1266 or the Association. Any person elected or appointed to fill such an office shall automatically assume the corresponding position on the Board of Directors. ~~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. ~~All operational, financial, and managerial decisions of the Association shall be made by the Board of Directors unless these By-Laws specifically reserve such decisions to the membership. The Board of Directors shall not alter, amend, or repeal these By-Laws except as provided in Article XII.~~

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 seven (7) ten (10) members of the Board of Directors at any meeting to constitute a quorum. ~~No quorum shall be constituted without the presence of at least one officer of the Association and one Council officer.~~ 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

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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, ~~and with given~~ written notice as set forth herein, ~~a special meeting shall be called~~. Any Director may waive ~~call for a~~ notice of ~~any special such~~ meeting. Regular meetings of the Board of Directors shall be limited to members in good standing of Monroe Council #1266 Knights of Columbus. Non-members may attend only upon invitation of the Board of Directors and solely for the purpose for which they have been invited. The Board reserves the right to enter into executive session at any time and to limit attendance as it deems appropriate.

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 ~~vote resolution~~ adopted by a majority of the Board of Directors present at a meeting at which a quorum is present. ~~All work of said committees shall present their assigned work to the Board of Directors for ratification or denial. Members of the Association who are not members of the Board of Directors, as well as non-members of the Association~~ 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 members of the Association shall be proceed to organize by elect officers for the ensuing year of the Association, who shall be the President, Vice President, Secretary, and Treasurer. 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 from among the thirteen (13) members of the Board of Directors, aside from the Grand Knight, Deputy Grand Knight and Faithful Advocate.~~ At the Annual Business Meeting of the Association, the members in good standing of Monroe Council #1266 shall elect the Officers of the Association. The Officers shall be elected from among the eligible members of the Board of Directors. The Officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer. The Grand Knight, Deputy Grand Knight, and Advocate shall not be eligible to serve as Officers of the Association. Officers shall serve a term of one (1) year or until their successors have been duly elected and qualified.

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

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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 **any 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

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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 IX – USE OF THE BUILDING

Section 1. Lounge Use: The lounge facilities of the Association shall be available only to members in good standing of the Knights of Columbus, or its direct affiliates and shall not be rented out to the general public. “Lounge or Associate Memberships” apart from active membership in the Knights of Columbus shall no longer be solicited after calendar year 2025.

Subsection A. 2025-26 Current Lounge or Associate Memberships: All current Lounge or Associate memberships shall be honored until the end of their current paid membership of year 2025-26. Upon the conclusion of calendar year 2025-26, they shall not be renewed and terminated. At this point if any Lounge or Associate member so wishes they may apply to full membership of the Knights of Columbus. All Applicants would be required to meet the requirements set forth by the Supreme Council of the Knights of Columbus.

Subsection B. Council Approved Functions: The lounge may be reserved for sponsored functions of the Monroe Council #1266. Notice of these events must be requested fifteen (15) days in advance and voted on at the Council General Business meeting, then brought to Association for approval.

Subsection C. Guest Policy: Each member of the Knights of Columbus may be accompanied by no more than three (3) guests at any one time while using the facilities of the Association. The member shall be responsible for the conduct of all guests and for any damages caused by their guests. All Guests must sign in to the guest book upon entry.

Subsection C1. Guest Definition: For the purposes of this Article, a guest shall be defined as any individual who is not a current member in good standing of the Knights of Columbus or the Monroe Building Association and who is invited by a member to use or attend functions held on Association property. A member’s spouse and dependent children shall not be considered guests under this policy and therefore shall not count toward any limit on the number of guests a member may bring.

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Subsection D. Lounge Use Policy:

The Board of Directors shall adopt and maintain a written Lounge Use Policy governing the day-to-day use of the Association's lounge facilities. This policy shall be consistent with these By-Laws and shall include, but not be limited to, rules regarding guest privileges, hours of operation, conduct, and other matters of lounge use. The Lounge Use Policy shall be reviewed by the Board of Directors at least once every six (6) months and may be amended or updated by majority vote of the Board of Directors at any regular or special meeting, without the thirty (30) days' notice required for amendments to these By-Laws.

Section 2. Use of the Halls: Halls 1, 2, and 3 of the Monroe Building Association are facilities intended for the use of Monroe Council #1266 Knights of Columbus and its associated programs, as well as for community, charitable, and private events approved by the Board of Directors.

Subsection A. Reservation and Rental: All hall reservations shall be made through the established rental process managed by the Association. Members and outside parties wishing to rent any of the halls must submit a completed rental agreement and applicable deposit to the Hall Manager or designated agent. Rates, deposits, and rental terms shall be established and reviewed periodically by the Board of Directors. The Board reserves the right to approve or deny any rental request based on scheduling, appropriateness of the event, or past conduct of the renter.

Subsection B. Conduct and Responsibilities: The renting party shall be responsible for the conduct of all attendees and for any damages to property or equipment. Alcoholic beverages may be served only in accordance with the Association's liquor license and local laws. Smoking or vaping is permitted only in designated outdoor areas in accordance with local ordinances. The use of confetti, open flames, or other potentially hazardous materials must be approved in advance by the Hall Manager or Board.

Subsection C. Cleaning and Damages: All rented halls must be left in a clean and orderly condition immediately following the event. Any damages or cleaning costs incurred will be deducted from the deposit or billed to the renter. The Board of Directors may suspend rental privileges for individuals or groups who repeatedly fail to comply with hall policies.

Subsection D. Hall Use Policy: The Board of Directors shall adopt and maintain a written Hall Use Policy detailing rental rates, deposits, event restrictions, and any additional rules necessary for proper hall management. This policy shall be reviewed at least once every twelve (12) months and may be amended or updated by majority vote of the Board without the thirty (30) days' notice required for amendments to these By-Laws.

Section 3. Restrictions: Except as otherwise provided in this Article, guests and non-members shall not be permitted to use the facilities of the Association unless accompanied by a member in good standing. This restriction shall not apply to individuals or groups renting Halls 1, 2, or 3 pursuant to Section 2 of this Article, or to attendees of Board-approved events. The Board of Directors may establish additional rules or restrictions regarding building use as necessary, provided such rules are consistent with these By-Laws.

Section 4. Enforcement:

The Board of Directors shall have the authority to suspend or revoke the building privileges of any member who violates the provisions of this Article. Such action shall require a majority vote of the Board of Directors. The affected member shall be given written notice of the action within seven (7) days, together with a statement of the reason for the action. The suspension or revocation shall remain in effect until reviewed by the membership of Monroe Council #1266 Knights of Columbus at its next regular business meeting, where the member shall have the opportunity to be heard before a final vote of the membership is taken.

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

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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~~ Officers
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 ~~vote of the members present at a meeting of the Association~~ members of The Monroe Building Association present at a duly called Annual Business Meeting or other meeting of the Association at which notice of the proposed amendment has been given. 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.

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