

**THE BYLAWS
OF
STATE COUNCIL CHARITIES**

ARTICLE I - PURPOSE

SECTION 1. PURPOSE:

The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes. In furtherance of those purposes, the corporation may establish centers for the dissemination of the truths of Christianity; maintain facilities for the proper physical, intellectual, and moral development of youth, and administer scholarship funds, and other grants for the benefit of deserving persons or entities.

ARTICLE II - OFFICE

SECTION 1. OFFICE:

The principal office of State Council Charities (the "Corporation") shall be in the City of Austin, Texas.

ARTICLE III – MEMBERSHIP AND MEETINGS

SECTION 1. MEMBERSHIP:

Membership of the Corporation shall consist of two classes of members: 1) Sustaining – These are voting members who shall be the certified delegates to the Annual State Convention of the Texas State Council for the year that they are delegates only; and 2) Associate – These are non-voting members who shall be every other member of any Knights of Columbus council in the state of Texas who is not a voting member (sustaining) as set forth above.

SECTION 2. ANNUAL MEETINGS:

The annual meeting of the members shall be held each year at the time, at the place, and on a day during the weekend of the Texas State Council Knights of Columbus annual convention.

ARTICLE IV - DIRECTORS

SECTION 1. MANAGEMENT:

The affairs of the Corporation shall be managed by the Board of Directors who may exercise all such powers of the Corporation and do all such lawful acts and things as are not (by statute, the Articles of Incorporation, or these Bylaws) directed or required to be exercised or done by the members.

SECTION 2. NUMBER, QUALIFICATION, ELECTION AND TERM:

The authorized number of directors of this Corporation shall be not less than ten (10), but not more than thirteen (13) (as determined from time to time by the Board of Directors). Each director shall hold office until his successor is elected and qualified or until his death, resignation, or removal.

- (A) Seven of the directors shall be the officers of the Texas State Council. They shall include: President, Vice President-Secretary, Vice President-Spiritual, Vice President-Legal, Vice President-Arrangements, Treasurer and Immediate Past State Deputy.
- (B) Any Supreme Director who is a member of a Subordinate Council and an ex-officio state officer shall also be a Director of the Corporation. Each officer and any ex-officio state officer has the right to vote as a State Council Charities Director. The term of office for each director, who is also an officer of the Texas State Council, shall be concurrent with his term of office as a state officer in the Texas State Council.
- (C) The remaining directors shall be elected for a two (2) year term by the Board of Directors at the first called meeting of the Board for each fraternal year. In the case of death, resignation, or dismissal, a replacement director will be elected by the Board of Directors to fill the unexpired term. If the Supreme Director is the Immediate Past State Deputy, he is

not an ex-officio member of the Board, but serves on the Board as the Immediate Past State Deputy. In this case the number of two year directors shall be elected accordingly.

- (D) An individual must be a 3rd degree member of the Knights of Columbus to serve as a director.

SECTION 3. CHANGE IN NUMBER:

The number of directors may be increased or decreased, within said limits, from time to time, but no decrease shall have the effect of shortening the term of any incumbent director. Any directorship to be filled by reason of an increase in number of directors shall be filled by election at a meeting of the Directors.

SECTION 4. PLACE OF MEETINGS:

Meetings of the Board of Directors, regular or special, may be held within the State of Texas, at such place or places as shall be designated (from time to time) by the President.

SECTION 5. REGULAR MEETINGS:

The Board of Directors shall meet at least two (2) times a year at such times and places as may be designated by the President. Other regular meetings of the Board of Directors may be held at such times and places as shall, from time to time, be determined by the President.

SECTION 6. SPECIAL MEETINGS:

Special meetings of the Board of Directors may be called by the President on ten (10) day's notice to each director, either personally, by mail, by email, by facsimile, or by telephone. Special meetings shall be called by any other officer in like manner, and on like notice on the written request of two (2) directors, or the written request of one (1) director, if he should be the only director. Except as otherwise expressly provided by statute, the Articles of Incorporation, or these Bylaws, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice or waiver of notice.

SECTION 7. QUORUM AND MAJORITY VOTE:

At meetings of the Board of Directors, a majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the quorum of the directors present at a meeting shall be the act of the Board of Directors, except as otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws. If a quorum is not present at a meeting of the Board of Directors, the directors present may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum is present. Proxy voting shall not be permitted.

SECTION 8. REMOVAL OF DIRECTOR:

Any director, who is not an officer of the Texas State Council, may be removed for cause by a majority vote of the all the other directors, whether present at the meeting or not. Good Cause shall mean the failure to attend two consecutive meetings or failure to fulfill the director's duties, or for other intentional or reckless misconduct. The meeting to remove the director must be announced in accordance with the bylaws, may not be waived and must set forth that removal of the director is on the agenda.

ARTICLE V - OFFICERS

SECTION 1. NUMBER, QUALIFICATION, ELECTION AND TERM:

The corporation shall have a President, Vice President-Secretary, Vice President-Spiritual, Vice President-Legal, Vice President-Arrangements, Treasurer, Immediate Past State Deputy and such other officers, assistant officers, and agents as the Board of Directors may think necessary. The term of office for each officer, who is also an officer of the Texas State Council, shall be concurrent with his term of office as a state officer in the Texas Sate Council.

SECTION 2. PRESIDENT:

The President shall be the State Deputy of the Texas State Council of the Knights of Columbus. The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the members and the Board of Directors, shall exercise general and active management of the affairs of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

SECTION 3. VICE PRESIDENT-SECRETARY:

The Vice President-Secretary shall be the State Secretary of the Texas State Council of the Knights of Columbus. The Vice President-Secretary shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. The Vice President-Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors. The Vice President-Secretary shall perform such other duties and have such other authority and powers as the Board of Directors may, from time to time delegate.

SECTION 4. VICE PRESIDENT-SPIRITUAL:

The Vice President-Spiritual shall be the State Chaplain for the Texas State Council of the Knights of Columbus. If the Chaplain is absent, the Associate State Chaplain for the Texas State Council shall take the Chaplain's place and shall be entitled to vote.

SECTION 5. VICE PRESIDENT-LEGAL:

The Vice President-Legal shall be the State Advocate of the Texas State Council of the Knights of Columbus.

SECTION 6. VICE PRESIDENT-ARRANGEMENTS:

The Vice President-Arrangements shall be the State Warden of the Texas State Council of the Knights of Columbus.

SECTION 7. TREASURER:

- (A) The Treasurer shall be the State Treasurer of the Texas State Council of the Knights of Columbus.
- (B) The Treasurer shall have the custody of the Corporation's funds and securities, shall keep full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all funds and other valuables in the name and to the credit of the Corporation in depositories designated by the Board of Directors. The Treasurer may delegate all or a part of said duties to the Executive Secretary of the Texas State Council Knights of Columbus except for the custody and control of the Corporation funds and securities.
- (C) If required by the Board of Directors, he shall give the Corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board) for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, monies, and other property of whatever kind in his possession or under his control belonging to the Corporation.
- (D) He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe, or as the President may from time to time delegate.
- (E) Each year prior to the annual members' meeting, the Treasurer shall submit to the Board of Directors for approval a budget for the next year. No money shall be spent on any unbudgeted item or purpose unless prior approval of a majority of the directors has been obtained.

SECTION 8. IMMEDIATE PAST STATE DEPUTY:

The Immediate Past State Deputy shall be the Immediate Past State Deputy of the Texas State Council of the Knights of Columbus.

ARTICLE VI – GENERAL PROVISIONS

SECTION 1. BOOKS AND RECORDS:

The Corporation shall keep complete books and records of accounts and minutes of the proceedings of its Annual Membership and Board of Directors meetings at its registered office or principal place of business.

SECTION 2. SEAL:

The Corporation elects to have no seal.

SECTION 3. NOTICES:

(A) Whenever by statute, the Articles of Incorporation, these Bylaws, or otherwise, notice is required to be given to a director or member, and no provision is made as to how the notice shall be given, it shall not be construed to require only personal notice, but any such notice must also be given either: (1) in writing by mail, postage prepaid, addressed to the director or member at the address appearing on the books of the Corporation; or (2) by any other method permitted by law or specified in Article IV, Section 6 (Special Meetings). Any notice required or permitted to be given by mail shall be deemed given at the time when the same is deposited in the United States mail.

(B) Whenever, by statute, the Articles of Incorporation, or these Bylaws, notice is required to be given to members or directors, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends for the express purpose of objecting to the transactions of any business on the ground that the meeting is not lawfully called or convened.

SECTION 4. ACTION WITHOUT MEETING – TELEPHONE AND SIMILAR MEETINGS:

(A) Any action required by statute to be taken at a meeting of the members or the directors, or any action which may be taken at a meeting of the members or the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors, as the case may be, entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the directors, as the case may be. The signed consent or a signed copy shall be placed in the minutes book.

(B) Members and directors may participate in and hold a meeting by means of a conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

SECTION 5. INDEMNIFICATION OF OFFICERS AND DIRECTORS:

The Corporation shall, in accordance with Article 1396-2.22A of the Texas Non-Profit Corporation Act defend, hold harmless and indemnify the officers and directors of the Corporation from any claim to the maximum extent provided for under the law as now exist or may hereinafter be amended. The Corporation shall purchase and maintain Officer and Director liability insurance for the benefit of its officers and directors.

SECTION 6. AMENDMENTS OF BYLAWS:

(A) These Bylaws may be altered, amended, or repealed at any meeting of the Board of Directors at which a quorum is present by the affirmative vote of a majority of the directors present at such meeting, provided notice of the proposed alteration, amendment, or appeal is contained in the notice of the meeting.

(B) These Bylaws may also be altered, amended, or repealed at any meeting of the members at which a quorum is present, provided notice of the proposed alteration, amendment, or repeal is contained in the notice of the meeting.

SECTION 7. CONSTRUCTION:

(A) Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely.

- (B) If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable an possible, the remainder of these Bylaws shall be considered valid and operative, and effect shall be given to the intent manifested by the portion held invalid or inoperative.
- (C) The headings are for organization, convenience, and clarity. In the interpreting these Bylaws, they shall be subordinated in importance to the other written material.

SECTION 8. RELATION TO ARTICLES OF INCORPORATION:

These Bylaws are subject to, and governed by, the Articles of Incorporation.

SECTION 9. EFFECTIVE DATE

These Bylaws will take effect July 1, 2003