

SERRA CLUB OF ARLINGTON, VA

BYLAWS JULY 31, 2020

ARTICLE I

Name and Territorial Limits

Section 1. This organization shall be known as the Serra Club of Arlington, VA, hereafter referred to as "the Club".

Section 2. The territorial limits of the Club shall be within the Diocese of Arlington, Virginia.

ARTICLE II

Objectives and Purposes

Section 1. The objectives and purposes of the Club shall be:

- to foster and promote vocations to the ministerial priesthood in the Catholic Church as a particular vocation to service, and to support priests in their sacred ministry;
- to encourage and affirm vocations to consecrated religious life in the Catholic Church; and
- to assist its members to recognize and respond in their own lives to God's call to holiness in Jesus Christ and through the Holy Spirit.

Section 2. The Club is organized and will be operated at all times exclusively for charitable, religious, and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code").

ARTICLE III

Membership

Section 1. Requirements of membership. Members of the Club shall be restricted to practicing Catholic laypersons and permanent deacons.

Section 2. Active members. Active members of the Club shall be entitled to all rights and privileges of the Club and shall share all responsibilities. Each active member should have sufficient control over their time to participate in programs and Club activities.

Section 3. Members under 35. Members under 35 years of age are the same as active members but dues are discounted 50%.

Section 4. Spouse Member. A Spouse Member is a spouse of an active member who is paying full dues. A Spouse Member is the same as an active member but dues are discounted 50% and do not include a hardcopy subscription to the Serran magazine.

Section 5. Membership process. Any member may propose for membership a person meeting the Bylaw qualifications by submitting a sponsor's recommendation form to the Membership Committee. The sponsor's recommendation form must be approved by the Membership

Committee and Board of Trustees, and may include consultation with the prospective member's pastor. The prospective member shall be invited to attend an orientation meeting, and after that orientation shall be invited to become a member of the Club. They shall become a member at the induction ceremony taking place at Mass or a regular Serra Club meeting and upon payment of the initiation fee.

Section 6. Membership reinstatement. Any former member may be reinstated by nomination under the guidelines of Section 5 of this Article.

ARTICLE IV

Termination of Membership

Section 1. Any member may resign his or her membership by notifying the Treasurer in writing, but every member will be expected to pay all dues accrued prior to such resignation.

Section 2. Any member may be expelled from membership by the Board of Trustees should he or she be found guilty of inactivity, non-payment of dues or conduct reflecting discredit upon the Club or the Catholic Church.

ARTICLE V

Board of Trustees

Section 1. The governing body of the Club shall be called the Board of Trustees. It shall determine the policies and exercise supervision over all officers, members and committees. Its decision can be overruled only by a two-thirds vote of the members at a regular meeting with at least 51% of members present.

Section 2. The Board shall consist of the President, President elect, four Vice Presidents, Secretary, Treasurer, the immediate Past President and not more than three additional Trustees.

Section 3. The Board shall meet at least once quarterly at a time and place designated by the President. Teleconference, Web and E-mail meetings are allowed. Preferably, these meetings shall be separate from regular Club meetings. A majority of the Board of Trustees shall constitute a quorum for the transaction of business.

Section 4. Any three members of the Board of Trustees shall have the right to call a meeting of the Board with five days' notice in writing or email to the entire Board. The President can call a special board meeting with forty-eight (48) hours notice by contacting all board members by phone or email.

ARTICLE VI

Officers and Their Duties; Elections

Section 1. The principal officers of the Club shall be a President, President elect, four Vice Presidents, a Secretary, the immediate Past President and a Treasurer. The Board may elect additional officers at its discretion, and such officers shall perform the duties prescribed by the Board.

Section 2. The **President** shall preside at all meetings, appoint all committees, serve as Chairman of the Board of Trustees, and shall have such perform other duties that pertain to the office of the President.

Section 3. The **President elect** shall perform such duties as assigned by the President and shall preside and take over the duties of the President in his or her absence or in the event of a vacancy in the office of the President.

Section 4. The **Vice President for Programs** shall Chair the Programs Committee and be in charge of all programs presented at Club meetings.

Section 5. The **Vice President for Membership** shall Chair the Membership Committee and be in charge of all activities affecting the Club's membership including: membership recruitment, retention of existing members, orientation and induction programs, and maintain the roster of the Club and its current officers in the Serra International Portal.

Section 6. The **Vice President for Vocations** shall Chair the Vocations Committee and be responsible for all vocation efforts.

Section 7. The **Vice President for Communications** shall Chair the Communications Committee and be responsible for internal and external communications and public relations efforts.

Section 8. The **Secretary** shall record all proceedings of Club meetings and Board of Trustee meetings. He or she shall be custodian of the records, maintain the Club's Bylaws, and shall have such further duties as ordinarily pertain to the office of the Secretary.

Section 9. The **Treasurer** shall collect all dues, keep the books and accounts, and have custody of all funds of the Club. He or she shall render periodic reports of the financial position of the Club as directed by the Board of Trustees, pay all bills and obligations on time and have other duties as ordinarily pertain to the office of Treasurer. The Treasurer shall deposit all Club funds into the account of the Serra Club of Arlington, VA, in a bank designated by the Board of Trustees. The Treasurer shall file the annual IRS Form 990-N, Electronic Notice for Tax-Exempt Organizations.

Section 10. All officers shall be elected for a term of not more than two years. Those elected for a one-year term may be re-elected for an additional year. Preferably, one-third of the Trustees shall be elected each year for a term of three years. Elections shall be held annually. Officers and Trustees may be inducted at the same induction ceremony used for new members. Their term of office shall begin and end when their successors have been elected and inducted, respectively. No Officer may succeed themselves in office without unanimous approval of the Board of Trustees. In the event of a vacancy in any office or on the Board of Trustees, the Board of Trustees shall have the power to fill such vacancy for the balance of the remaining term, except in the office of President, where automatic succession to office by the President elect fills this vacancy per these Bylaws.

Section 11. A nominating committee appointed by the President shall make nominations for election of the officers and Trustee not less than one month prior to the election. This committee shall consist of at least three members and shall present its report at the last meeting of members before the election of new officers. It shall nominate one candidate for each of the principal offices. Further nominations may be made from the floor at the time of the election by any

member. Election shall be by secret ballot as to any office for which there is a contest. Each member present shall be entitled to one vote and the candidate who receives the largest number of those votes cast on the first ballot is elected. Nominees shall agree as a condition of nomination to attend the Spring District Leadership Conference if at all possible.

ARTICLE VII

Chaplain

Section 1. The Club shall have a Chaplain appointed by the Ordinary of the Diocese. His duties shall be advisory on Church and spiritual matters. His term of office shall be continuous until his resignation or a vacancy exists for any other reason.

ARTICLE VIII

Meetings

Section 1. Regular Club meetings shall be held at least semi-monthly, at such time and place as shall be determined by the Board. Every active member is encouraged to attend every event/meeting but is required to attend at least 50% of the events/meetings.

ARTICLE IX

Relationship to Serra International, Council, Regions and Districts

Section 1. The Club is a member of Serra International and shall in all things cooperate with Serra International and, where applicable, the Serra USA Council, region and district organizations. It is the express intention of the Club to maintain its relationship in good standing with Serra International and to be permanently bound by its Constitution and Bylaws. The Club understands that only Clubs with an active charter in good standing with Serra International shall be entitled to operate as Serra Clubs.

Section 2. The Board shall appoint a delegate, or, if necessary, a proxy delegate, to represent the Club at the annual convention of Serra International. The credential form for a delegate or proxy delegate shall be signed by the President and the Secretary and shall either be mailed to Serra International not less than 30 days prior to the opening day of the convention or delivered to the convention office before noon on the opening day of the convention.

Section 3. In the event of a conflict between these Bylaws and the Bylaws of Serra International, the Bylaws of Serra International shall take precedence.

ARTICLE X

Revenue

Section 1. Initiation Fee. All members shall pay an initiation fee in the amount established by Serra International to the Club.

Section 2. Regular semi-annual dues. All members shall pay regular semi-annual dues in an amount decided by the Board and such dues shall be paid to the Club Treasurer. Regular semi-annual dues will be paid by new members starting on the next semi-annual invoice date from

Serra International.

Section 3. Changes in regular semi-annual dues. Dues changes shall be approved by a two-thirds vote of members at a regular meeting with at least 50% of members present.

ARTICLE XI

Committees

Section 1. The regularly constituted committees of the Club shall be Program, Vocations, Membership and Communications.

Section 2. In addition, the President may appoint special committees as needed. The President shall be an ex-officio member of all committees.

ARTICLE XII

Fund Raising to Promote the Objectives and Purposes of Serra

Section 1. While no Serra Club may devote itself to fund raising as an objective, each Club, at its discretion, may conduct activities to raise funds to assist it in promoting the objectives and purposes of Serra International, assuming Serra International is at all relevant times exempt under section 501(c)(3) of the Code. All income after expenses from such fund-raising activities shall be utilized solely for furthering the objectives and purposes of Serra International, assuming Serra International is at all relevant times exempt under section 501(c)(3) of the Code, and the Club.

Section 2. The Club recognizes the desirability of making funds available to promote vocations and for seminarians studying for the Diocese of Arlington, Virginia, assuming the Diocese of Arlington, Virginia, is at all relevant times exempt under section 501(c)(3) of the Code. The amount of funds and time of distribution shall be determined by the Board of Trustees.

ARTICLE XIII

Amendments

Section 1. These Bylaws shall only be amended by a two-thirds vote of the members of the Club at a regular meeting with at least 50% of members present. Proposed amendments shall be filed with the Secretary in writing, and a written resolution shall be introduced at a regular meeting with action thereon deferred to the following meeting. Written notice will be sent by the Secretary to all members, with a copy of the proposed resolution advising that the proposal will be acted upon at the next meeting. Such amendments shall not become a part of the Bylaws until the same have been submitted to and approved in writing by the Board of Trustees of Serra International.

ARTICLE XIV

Inurement Prohibited

Section 1. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, Trustees, officers, or other private persons, except that the Club shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Club shall not carry on any other activities not permitted to be carried on (a) by a Club exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a Club, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE XV

Distribution of Assets Upon Dissolution

Section 1. Upon dissolution of the Club, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Club is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These foregoing local Club Bylaws supersede and completely replace any prior Bylaws adopted by this organization and were adopted by a majority of two-thirds of the members present and voting at a regular meeting of the membership to certify which witness the signature of the President and Secretary of said Club, this 31st day of July, 2020.

President: 
H. Lawrence Clark, Jr.

Secretary: 
Janice Hofstee