



COLUMBUS CHARITIES

By-Laws



MAY 14, 2022

COLUMBUS CHARITIES CORPORATION
Washington State

TABLE OF CONTENTS

Article I	Corporate Name
Article II	Shares of Stock
Article III	Salary
Article IV	Purpose and Powers
Article V	Members
5.1	Qualifications
5.2	Voting Rights
5.3	Membership Status
Article VI	Meetings and Elections
6.1	Meeting Time and Place
6.2	Special Meetings
6.3	Conflict of Interest Clause
6.4	Quorum - Directors
6.5	Annual Meeting
6.6	Voting
6.7	Members Powers
Article VII	Board of Directors
7.1	Number
7.2	Terms
7.3	Vacancies
7.4	Powers
7.5	Meetings
7.6	Emergency Meetings
7.7	Reimbursement
7.8	Change of Number
7.9	Removal
7.10	Action by Directors without a Meeting

Article VIII Officers and Committees

- 8.1 Designations
- 8.2 President
- 8.3 Committees
- 8.4 Vice President
- 8.5 Treasurer
- 8.6 Secretary
- 8.7 Duties
- 8.8 Loans
- 8.9 Charitable Giving Committee
- 8.10 Investment Committee

Article IX Contracts, Checks, Deposits and Funds

- 9.1 Contracts
- 9.2 Checks
- 9.3 Deposits
- 9.4 Gifts
- 9.5 Financial Review

Article X Notices

- 10.1 Types of Notice
- 10.2 Newsletter

Article XI Books and Records

- 11.1 Books

Article XII Amendments

- 12.1 Amendment of By-Laws

Article XIII Previous By-Laws

- 13.1 Repeal

ARTICLE I NAME

The name of this non-profit Corporation shall be "Columbus Charities."

ARTICLE II SHARES OF STOCK

There shall be no shares of stock of the Corporation.

ARTICLE III SALARY

No Officers of the Corporation shall receive a salary or other remuneration for their services.

ARTICLE IV PURPOSE AND POWERS

The purposes and powers of the Columbus Charities Corporation (referred to as the Corporation), as fully stated in the Articles of Incorporation at Article VI and Article VII are hereby incorporated by reference into these By-Laws.

ARTICLE V MEMBERSHIP

Section 1

The membership of the Corporation shall consist of each member in good standing in each of the subordinate councils of the Knights of Columbus in the Washington State Council (referred to as the Council).

Section 2

The right to vote at any annual or special meeting of the Corporation shall be vested in the officers of the Corporation and of the Grand Knight and immediate Past Grand Knight only of each subordinate council of the Knights of Columbus in the Council or in their duly elected alternates.

Section 3

If any member shall be expelled, resign or be dropped from the membership for any reason, he shall automatically be removed from the membership of the Corporation.

ARTICLE VI MEETINGS AND ELECTIONS

Section 1

The Board of Directors (referred to as the Board) of the Corporation shall meet at the time and at the place for the transaction business of the Corporation as determined by the Board.

Section 2

Special meetings of the Board may be called at any time by the President, by written request by any two of the Directors, or upon written petition by twenty-five (25) or more members in good standing of the Corporation to the President. Such meetings shall be held at a place as the Directors designate. Such special meetings shall be held within thirty (30) calendar days after such request or petition.

Section 3

Any Director of the Corporation, or related person of a Director who may financially benefit from a decision involving the assets of the Corporation or any other transaction of the Corporation, shall recuse himself from any vote on the matter before the Board. For purposes of this section, "related person of a Director" means: (a) the Director's spouse, or the spouse's parent or sibling; (b) the Director's child, grandchild, sibling or parent, or any spouse of the foregoing; (c) any individual having the same home as the Director; (d) any trust, estate or other entity of which the Director is a fiduciary; or (e) any corporation, partnership, company or other entity in which the Director is an officer, director, partner or LLC manager, in which the Director holds or votes, directly or indirectly, five percent (5%) or more of its outstanding equity or voting power.

Section 4

A simple majority of the membership of the Board of Directors shall constitute a quorum at the meetings of the Board for the transaction of business.

Section 5

The Annual Meeting of the members will usually be held at the time and place of the Annual Meeting of the Washington State Council of the Knights of Columbus or at a time and place as determined by the Board of Directors. The purpose of such meeting is to transact such business as properly comes before the membership.

Section 6

Unless otherwise provided in these By-Laws, actions to be voted on by the Board or membership shall be decided by a simple majority of the authorized voting members in good standing who vote on the matter. The number of members who vote on the matter shall constitute a quorum. A member may vote in person, by mail, or by electronic transmission as determined by the Board.

ARTICLE VI
MEETINGS AND ELECTIONS (continued)

Section 7

The members' powers, privileges and voting interests in the Corporation are expressly limited to the amendment of the Corporation's By-Laws (Article XII) and other business as properly comes before the membership.

ARTICLE VII BOARD OF DIRECTORS

Section 1

The management of the affairs, property and interests of the Corporation shall be vested in the Board of Directors. The Board shall consist of no less than seven (7) members in good standing with the Washington State Council (Council). The Directors of the Corporation shall be the elected officers of the Council plus the Immediate Past State Deputy. One additional member shall be the Chairman of the Charitable Giving Committee (Article VIII, Section (9) (e)). By virtue of his office, the State Deputy will serve as the President of the Corporation. The remaining officers will be elected among the Directors.

Section 2

The duly elected officers of the Corporation shall assume the positions of office and be the Board of the Corporation serving a term that is concurrent with their Council offices or appointments. The term of office of the Immediate Past State Deputy shall be for two years, commencing on July 1 following the election.

Section 3

In the event of a vacancy during the term of office, the remaining members of the Board, by majority vote shall elect a successor who may serve until the next regular election, at which time the members will fill the position consistent with Article VII, Section 1.

Section 4

The Board shall be charged with the responsibilities and shall have the authority usually entrusted to a Board of Directors, including the management of the Corporation and the control of its financial affairs except as otherwise limited.

Section 5

The Board shall meet at least annually and may meet at other times that are convenient to them for the purpose of transacting such business that may properly come before the Board. Emergency meetings may be called by the President of the Board as needed.

Section 6

Emergency meetings shall require at least four (4) members to constitute a quorum. At any meeting of the Board, the majority vote of the Directors present and voting shall determine any matter submitted for consideration.

Section 7

Directors shall be reimbursed for one night's lodging at the host hotel rate for each meeting attended. The cost of an evening meal at required meetings will also be paid by the Columbus Charities fund for Directors and their wives. Reimbursement for travel shall be determined by the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS (continued)

Section 8

The number of Directors may at any time be increased or decreased by amendment of these By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director.

Section 9

Any Director may be removed at any time, with or without cause, by an affirmative vote of two-thirds ($2/3$) of the votes cast by members having voting rights regarding the election of Directors.

Section 10

Any action by Directors required or permitted to be taken at a meeting of the Board of Directors, or a committee thereof, may be taken without a meeting by consent of a majority of the Directors. Such action may also be ratified after it has been taken, either at a meeting of the Directors or by unanimous written consent.

ARTICLE VIII OFFICERS AND COMMITTEES

Section 1

The officers of the Corporation shall be: President, Vice-President, Secretary and Treasurer (see Article VII, Section 1).

Section 2

The President, or in his absence, the Vice President, shall preside at all meetings of the members and the Board and to have a general supervision of the affairs of the Corporation.

Section 3

The President shall appoint all Committees of the Corporation and shall be an ex-officio member of all committees or may appoint another Board member to act in his stead. The President shall not be counted in determining a quorum.

Section 4

The Vice-President shall:

- a. Discharge the duties of the President in the event of absence or disability for any cause whatsoever of the President.
- b. Receive all gifts to the Columbus Charities fund and issue gift receipts to donors.
- c. Prepare for the Treasurer vouchers which detail all items to be covered by any payments authorized by the Board. Said vouchers shall be approved by the President, or in his absence by the Vice-President.
- d. Prepare and send reports as required to regulatory agencies.
- e. Prepare a financial statement showing the expenses and income of the Corporation and funds available for charitable request expenditures during the year. A statement shall be provided to all Board members at each meeting and to the members at the Annual Meeting.

Section 5

The Treasurer shall:

- a. Keep a true and accurate account of money received and disbursed.
- b. Deposit all Corporation funds in a financial institution approved by the Board.
- c. Disburse funds of the Corporation only on a voucher drawn on said funds approved by the President, or in his absence, the Vice-President. No payment or check shall be issued without a supporting voucher which details all items covered by the payment to be issued.

ARTICLE VIII

OFFICERS AND COMMITTEES (continued)

Section 6

The Secretary shall:

- a. Prepare and maintain a record of the proceedings of the Board and keep all books, papers, records, and documents belonging to the Corporation, or in any way pertaining to the business of the Corporation, except the books and records incidental to the duties of the Vice-President or the Treasurer. He shall prepare and distribute a report listing the dates, frequencies and amounts of donations as directed by the President.

Section 7

Directors: All officers shall perform such additional duties as shall from time to time be imposed or required by the Board, or as may be prescribed from time to time by the By-Laws.

Section 8

No loan shall be made by the Corporation to any Officer or Director of the Corporation.

Section 9

- a. The Charitable Giving Committee (referred to as the Committee) shall be instituted by the President.
- b. The Committee shall be a permanent committee.
- c. The Committee shall be made up of five (3) – seven (7) members of the Corporation. The terms will be staggered as determined by the President.
- d. Appointments to the Committee shall be for a three (3) year term and may be renewed for one additional three (3) year term at the discretion of the President.
- e. The Chairman of the Committee shall be appointed by the President. The Chairman shall serve as a Director of the Corporation.
- f. The Committee shall be responsible for:
 - 1) Preparing a Distribution Policy Statement for the Corporation that delineates the intended distributions from the Fund as well as documenting the process, procedures, and policies for the decision-making process.
 - 2) Analyzing all requests/recommendations for funding by the Corporation.
 - 3) Vetting the recipient organizations to assure they meet the requirements for gift recipients.
 - 4) The Committee shall vote on gift requests and forward requests to the Board for final approval.
 - 5) Approval requires a majority vote of the Committee members who vote on the matter. The number of members who vote on the matter shall constitute a quorum. A member may vote in person, by mail, or by electronic transmission as determined by the Chairman.

ARTICLE VIII

OFFICERS AND COMMITTEES (continued)

Section 9 (Continued)

- 6) Any Committee Member may be removed at any time, with or without cause, by an affirmative vote of two-thirds (2/3) of the votes cast by members of the Board.

Section 10

- a. The Investment Committee shall be instituted by the President.
- b. The Investment Committee shall be a permanent committee.
- c. The Investment Committee shall be made up of three (3) members of the Corporation. Appointments to the Investment Committee shall be for a three (3) year term and may be renewed for one additional three (3) year term at the discretion of the President. The three (3) Investment Committee members shall be elected for staggered terms of three (3) years each. The tenure of these positions will ensure continuity and allow for a regular change of representation. At any given time, there will be a member with three (3), two (2) and one (1) year(s) remaining in their respective terms, and they will be identified as the same.
- d. The Chairman of the Investment Committee shall be appointed by the President.
- e. The Investment Committee shall be responsible for:
 - 1) Preparing an Investment Policy Statement for the Corporation that delineates the Fund Authority, Investment Goals and Philosophy, Investment Guidelines, Parameters and Restrictions, Fund Management and Review.
 - 2) Providing an ongoing monitoring of performance of investments.
 - 3) Review the asset allocations and other investment parameters and restrictions as specified in the Investment Policy Statement.
 - 4) Providing a report to the Board of Directors regarding the Fund assets on a quarterly basis.
 - 5) The Investment Committee shall vote on investment issues and forward recommendations to the Board for final approval.
 - 6) Any Committee Member may be removed at any time, with or without cause, by an affirmative vote of two-thirds (2/3) of the votes cast by members of the Board.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1

The Board may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation and such authority may be general or specific.

Section 2

All drafts, checks or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer, or in his absence, by the Vice-President, and countersigned by the President. A voucher shall be approved by the President or in his absence, by the Vice President, for each payment.

Section 3

All funds of the Corporation shall be deposited to the credit of the Columbus Charities Corporation in such bank, trust company, depository, or financial institution, as the Board may elect.

Section 4

The Board is authorized to accept on behalf of the Corporation any gift, contribution, bequest or devise of any nature at any time.

Section 5

The Board shall review all financial books and records of the Corporation on a quarterly basis. The Board shall cause all financial books and records of the Corporation to be reviewed and/or audited annually by a certified public accountant or financial professional as approved by the Board.

X NOTICES

Section 1

Except as may otherwise be required by law, any notice to any member or director may be delivered personally, by mail or by electronic transmission. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the Knights of Columbus. The member shall be solely responsible for ensuring such address is current.

Section 2

Notice via the monthly newsletter of Washington State Council of the Knights of Columbus shall be deemed to be proper notice.

XI BOOKS and RECORDS

Section 1

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business a record of its Directors, giving the names and addresses of all Directors.

**ARTICLE XII
AMENDMENTS TO BY-LAWS**

Section 1

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a two-thirds majority of the members present and voting at an Annual Meeting or duly called special meeting: provided that such proposed alterations, amendments, adoptions or repeal of such By-Laws be submitted to the Board in resolution form by a member of the Corporation in a timely manner as determined by the Board.

**ARTICLE XIII
PREVIOUS BY-LAWS**

Section 1

All By-Laws other than the foregoing are hereby repealed and are of no further effect.

Adopted by the Columbus Charities Corporation on: _____

President

Vice President

Secretary