

**BYLAWS  
OF  
VINCENTIAN MARIAN YOUTH SOUTHEAST MISSOURI**

**ARTICLE I - NAME**

The name of the Corporation is Vincentian Marian Youth Southeast Missouri (VMY SEMO).

**ARTICLE II - PURPOSES**

The purposes of the Corporation shall be those described in the Articles of Incorporation. VMY SEMO shall, to the fullest extent permitted by law, follow the provisions outlined in the Statutes of Vincentian Marian Youth USA and the Vincentian Marian Youth International Lay Association.

**ARTICLE III - DEFINITIONS**

As used in these Bylaws, the following terms shall be defined as stated herein:

- (a) The term "Corporation" shall refer to VMY SEMO.
- (b) The term "Members" shall refer to those who participate in VMY SEMO activities and events.
- (c) The term "Employee" shall refer to those individuals hired by the Corporation to serve in a specific capacity.

**ARTICLE IV - MEMBER**

The members and employees of VMY SEMO shall be, ex officio, of Vincentian Marian Youth USA. The Corporation shall have such rights and exercise such responsibilities as are granted to them in the Articles of Incorporation, the Bylaws of the Corporation and under the laws of the State of Missouri.

Membership in VMY SEMO is designed

- (a) The term "Student Member" shall refer to school students (Freshman thru Senior) who actively participate in 60% of VMY SEMO weekly youth group nights as well as attend one (1) VMY Mass and one (1) Service on Saturday event a quarter. "Adult/Young Adult members"
- (b) The term "Adult Member" shall refer to those volunteers who actively participate in one (1) Service on Saturday and one (1) VMY Mass per quarter or a volunteer who gives a minimum of 30 hours per quarter at Labouré Exchange.
- (c) The term "Associate Member" shall refer to those students and adults who participate, but do not meet the expectations of student or adult membership.

**ARTICLE V - RESERVED POWERS**

Certain powers are reserved to the Corporation. These reserved powers are:

- (a) Determining and maintaining the philosophy and identity of the Corporation;
- (b) Removal of any member of the Board of Directors, for cause as determined by the Corporation;

- (c) Approval of amendments to the Articles of Incorporation;
- (d) Amendment of these Bylaws and approval of amendments to these Bylaws if such amendments originate with the Board of Directors;
- (e) Approval of any borrowing or guaranties by the Corporation in accordance with policies which may be established by the Corporation;
- (f) Approval of the purchase or sale or other acquisition, disposition or transfer of real estate, including any interest therein, by the Corporation, except for real estate received as a bequest or donation and not used in the charitable activities of the Corporation and with other exceptions which may be established by Corporation;
- (g) Initiation and approval of any merger, consolidation, reorganization or dissolution of the Corporation; and
- (h) Receipt from the Board of Directors of an annual report of the operations and annual financial reports of the Corporation.

## **ARTICLE VI - BOARD OF DIRECTORS**

### Section 1. GOVERNANCE OF THE CORPORATION

The governance of the Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. Each Director shall be entitled to one (1) vote on matters brought before the Board of Directors.

### Section 2. COMPOSITION

The Board of Directors shall consist of a President, Secretary, Treasurer, CM or DC advisor, Executive Director (ex-officio non-voting) and three (3) to five (5) adult lay advisors.

### Section 3. TERM OF OFFICE

A Board Member is elected to serve a two (2) year term unless they are removed by the Board of Directors. Board Members may not serve more than three (3) full terms in office. A Board Member who is selected to fill a vacancy, as outlined in this Art. V. Sect. 4, shall have been considered to have served a full term if his/her appointment to the Board was for more than 12 months. An appointment of less than 12 months to an unexpired term shall not be considered service of a full term for purposes of election to the Board of Directors.

### Section 4. VACANCIES

All vacancies by death, resignation, removal, expiration of term, or otherwise occurring among the Officers shall be filled by the nomination process outlined in Art. V, Sect. 2. If a Board Member is nominated to fill the unexpired term of an Officer because of death, resignation, or removal, the newly elected Officer shall serve the unexpired term of the departing Officer's term.

#### Section 5. RESIGNATION AND REMOVAL

An Officer or Board Member may resign at any time by giving written notice of such Officer/ Board Member's resignation to the President. Any Officer/ Board Member may be removed at any time for cause. Cause shall be as determined by the Board of Directors. To remove a Officer/ Board Member for cause, the Board of Directors must have a  $\frac{2}{3}$  majority vote for such action. The Officer/ Board Member subject to removal shall not have a right to vote on his/her removal for cause and shall not be counted in determining whether a  $\frac{2}{3}$  majority has voted in favor of removal.

#### Section 6. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have full power and authority to govern the affairs of the Corporation. Governance by the Board of Directors shall include, but shall not be limited to, the following matters:

- (a) Developing policies for the effective operation of the Corporation in accordance with the purposes of the Corporation as stated in the Articles of Incorporation.
- (b) Providing for effective management of the Corporation including the election or removal of the Officers of the Corporation.
- (c) Monitoring and evaluating the operations of the Corporation.
- (d) Planning and providing for the solvency and financial stability of the Corporation.
- (e) Causing an annual operating budget for the Corporation to be prepared and approving such a budget.
- (f) Causing to be prepared reports of operations and financial reports of the Corporation.
- (g) Performing such other functions as may be required of the Board of Directors for the operation of the Corporation.

#### Section 7. MEETINGS

The annual meeting of the Board of Directors shall be held in December of each year. All meetings of the Board of Directors shall be held in the conference room of Labouré or if necessary at a location designated by the Board of Directors. Regular meetings of the Board of Directors will be held at such times as determined by the Board of Directors and be open to the public. Special meetings of the Board

of Directors may be held when called by the President or by a majority of the Board of Directors. Except for confidential personnel, legal, or contract negotiations, Board meetings shall be open to the public.

#### Section 8. NOTICE

Notice of time and place of all meetings shall be delivered personally or by telephone to each Board Member or sent by first class mail or facsimile or electronically, charges prepaid, addressed to each Board Member at that Board Member's address as shown on the records of the Corporation. In case the notice is mailed, it shall be deposited in the United States mail at least ten (10) days before the time of holding of the meeting. In case the notice is delivered personally, or by telephone or facsimile or electronically, it shall be delivered at least 72 hours before the time of holding of the meeting. Any oral notice given personally or by telephone must be communicated to the Board Member. Notice of any meeting of the Board of Board Members need not state the business to be transacted nor the purpose thereof. Notice to any Board Member may be waived by executing a written waiver thereof or by attendance at any meeting except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

#### Section 9. QUORUM

A  $\frac{2}{3}$  majority of the voting members of the Board of Directors shall be required for the transaction of business at any duly held meeting of the Board of Directors.

#### Section 10. TELEPHONE CONFERENCE

The Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting. Voting is not permitted via text message, email or electronic communication in which discussion may not occur.

#### Section 11. VALIDATION OF MEETING

The transactions of the Board of Directors at any meeting, however called or noticed, or wherever held, shall be as valid as though they had taken place at a meeting held after call and notice if a quorum is present and if, either before or after the meeting each Board Member signs a written waiver of notice, a consent to the holding of such meeting, and an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

#### Section 12. ACTION WITHOUT MEETING

Any action required or permitted to be taken by Officers or committee thereof under any provision of law, the Articles of Incorporation, or these Bylaws may be taken without a meeting if each Officer or

committee member signs a written consent which sets forth the action taken. Such written consents shall be filed with the minutes of the proceedings of the meeting. Such action by written consent shall have the same force and effect as a unanimous vote of the Officers or committee members. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or committee. Any certificate or other document filed on behalf of the Corporation relating to an action taken by the Officers without a meeting shall state that the action was taken by the unanimous written consent of the Officers without a meeting, and that the Bylaws of the Corporation authorized its Officers to so act.

Section 13.      **COMPENSATION**

Officers/ Board Members shall not receive compensation for their services as Officers provided that nothing contained herein shall be construed to preclude an Officer from serving the Corporation in any other capacity and receiving compensation therefor.

**ARTICLE VII - CONFLICT OF INTEREST**

Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors should be disclosed to the other members of the Board of Directors and made a matter of record in the minutes of the meeting.

Any Officer/ Board Member having a duality of interest or possible conflict of interest on any matter shall not vote or use personal influence on the matter, shall not be counted in determining the quorum for the meeting and shall not be present in the room when the Board of Directors votes on the matter. The minutes of the meeting should accurately reflect that a complete disclosure was made, the abstention from voting, the non-presence in the room when the vote was taken, and the quorum situation.

Instances of a Conflict of Interest will follow VMY SEMO's Conflict of Interest policy. Proper documentation will be completed as outlined in this adopted policy to ensure proper procedures are followed in the best interest of the Corporation.

Officers/ Board Members shall complete an annual conflict of interest notice to help ensure the protection of the Corporation.

**ARTICLE VIII - COMMITTEES**

Section 1.      **BOARD COMMITTEES**

The Board of Directors, by resolution adopted by a majority of the Officer/ Board Members in office, may designate one (1) or more committees each of which shall consist of two (2) or more Officer/ Board Members and/or Members, to serve at its pleasure and to have such powers and perform such functions

as may be assigned to them. The resolution designating a committee shall set forth the composition and responsibilities of any such committee.

Section 2. OTHER COMMITTEES

Other committees, ad hoc committees and task forces may be established by the Board of Directors or the President from time to time. They shall make recommendations to the Board of Directors, a committee of the Board of Directors, or the President and perform such other functions as requested, but shall not be empowered to act on behalf of the Board of Directors.

**ARTICLE IX - OFFICERS**

Section 1. OFFICERS OF THE CORPORATION

The Corporation shall have a President, Secretary, and Treasurer, DC or CM Advisor, and Executive Director (ex-officio non-voting). Officers of the corporation may only serve two (2) consecutive terms in the same position, with the exception of the Executive Director as an employee of the Corporation. The Board of Directors may elect such subordinate officers as it deems necessary to serve for such period and have such authority and perform such duties as the Board of Directors may authorize.

Section 2. ELECTION OF OFFICERS

Officers are elected by a majority vote of the Board of Directors, Student Members and Adult Members. Employees of the Corporation may not vote for officers even if they meet the qualifications of membership.

Section 3. REMOVAL

Any Officer may be removed from office at any time by a vote of the majority of the entire Board of Directors. Removal from office does not remove the Officer from the Board of Directors unless action is taken under Art. V Sect. 5 to remove the Officer. If a Board Member resigns or is removed under Art. V Sect. 5, s/he shall automatically be removed as an Officer.

Section 4. VACANCIES

A vacancy in any office caused by death, resignation, removal or otherwise shall be filled by the Board of Directors for the unexpired term.

**ARTICLE X- DUTIES OF OFFICERS**

Section 1. PRESIDENT

The President ("President") shall supervise and control the business, property and affairs of the Corporation, subject to the authority given to the Board of Directors elsewhere in these Bylaws. The

President shall preside at all meetings of the Board of Directors. The President shall execute on behalf of the Corporation deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except where the execution thereof shall be expressly delegated to another Officer or agent of the Corporation, or shall be required by law to be otherwise executed. The President shall appoint members of all committees.

Section 2. SECRETARY

The Secretary shall record or cause to be recorded the minutes of all meetings of the Board of Directors, shall be the custodian of the Corporation's records and shall deliver the Corporate records to his or her successor in office. The Secretary shall have such other duties as assigned by the Board of Directors.

Section 3. TREASURER

The Treasurer of the Corporation shall oversee the financial condition of the Corporation and shall report to the Board of Directors at all meetings thereof concerning the financial condition of the Corporation. The Treasurer shall have such other duties as assigned by the Board of Directors. The Treasurer shall not have management responsibility for the financial operations of the Corporation.

Section 4.

The DC/ CM Advisor of the Corporation shall oversee the formational efforts of the Corporation ensuring that its educational materials and programming are in compliance and alignment with the teachings of the Catholic Church and Vincentian Marian Youth USA.

Section 5.

The Executive Director shall oversee the daily operations of the Corporation and is responsible for the execution and administration of the Corporation's goals and objectives. S/he is responsible for budgetary oversight, hiring staff, program development, employee relations, payroll and all other duties as assigned from the Board of Directors. The Executive Director, while serving on the Board of Directors, is responsible for providing clarification on those matters requiring vote as needed by the Board of Directors, however, s/he serves in a non-voting capacity in order to fully protect the Corporation and prevent self-dealing.

ARTICLE XI - INDEMNIFICATION

Each Board Member or Officer of the Corporation, hereinafter collectively referred to as "Covered Persons" and their heirs and legal representatives, shall to the extent permitted in accordance with standards and procedures contained in R.S.Mo. 355.476, be indemnified and held harmless by the Corporation against any claims, demands, liabilities, expenses, counsel fees and costs reasonably incurred by them, their estate or their heirs in connection with, related to, or arising out of any action, suit, proceeding or claim in which any of them are made a party by reason of their being, of having been,

such Covered Persons; provided, that in no case shall the Corporation indemnify and hold such Covered Persons harmless with respect to any matters as to which they are liable for malfeasance in the performance of their duties as such Covered Persons. The indemnification herein provided shall also apply to any amount paid in compromise of any action, suit, proceeding or claim asserted against such Covered Persons (including expenses, counsel fees and costs reasonably incurred in connection therewith) provided the Board of Directors shall have first approved such proposed compromise settlement, but in taking such action any Officer/ Board Member involved shall not be qualified to vote thereon. In determining whether or not a Covered Person was liable for malfeasance in relation to such matters, the Board of Directors may rely conclusively upon an opinion of independent legal counsel selected by the Board of Directors.

Additionally, the Corporation may provide indemnification to any Covered Person or other employee or agent of the Corporation to the extent permitted by R.S.Mo. 355.476 and as the same may be amended.

The right of indemnification herein provided shall not be exclusive of any other rights to which such Covered Person may be lawfully entitled.

#### **ARTICLE XII – ADDITIONAL PROVISIONS**

##### Section 1. FISCAL YEAR

The fiscal year of the Corporation shall be established by the Board of Directors.

##### Section 2. SEAL

The Corporation shall have no seal.

#### **ARTICLE XIII - AMENDMENT**

These Bylaws may be amended by a 2/3rds majority vote of the Board of Directors. Any proposed amendment to these Bylaws must be presented to the Board of Directors at a regular meeting of the Board and may not be acted upon until the next regularly scheduled meeting of the Board of Directors.