

# BY-LAWS OF QUEEN OF PEACE BUILDING CORPORATION

## NAME:

The name of this non-profit corporation shall be "Queen of Peace Building Corporation".

## OFFICE:

The principal office of said corporation shall be the Knights of Columbus Council #4556 building located at 1405 North Van Dyke Avenue, Imlay City, MI 48444.

## PURPOSES:

The purpose or purposes of this corporation are as follows: to build, erect, maintain, finance, mortgage, manage, supervise, sub-let, lease, bargain, sell, assign, transfer building and/or buildings, real estate, and/or all property or properties, real or personal, now owned or hereafter acquired by purchase, gift, lease, power of attorney, or otherwise, and those properties and their charitable works and any operation retains or overages shall be for the benefit of the council of our Lady Queen of Peace, Council #4556, Knights of Columbus. Also, it is to provide and maintain housing, club, recreational, and social facilities, etc., for charitable community events and any approved functions.

No benefit shall ever inure to any individual or group of members as differentiated from the membership of Council #4556 as a body, from any properties, real or personal, owned by this corporation.

## MEMBERSHIP AND SELECTIONS:

1. All members admitted to membership in our Lady Queen of Peace Council #4556, Knights of Columbus, shall automatically become eligible as members of this corporation, and as such, eligible to vote and hold office upon council appointment.
2. Member suspended or transferred from membership in said council shall automatically be suspended from membership in this corporation.
3. All members in good standing in said council shall be considered in good standing in this corporation.
4. All meetings of the corporation shall be held at the headquarters of the corporation.
  - A. VOTING Each members is entitled to one vote for his membership in this corporation.
  - B. QUOROR A majority of the directors must be present at meetings, after due notice is given, to transact business of the corporation.
  - C. ANNUAL MEMBERSHIP MEETING Shall be held in the month of July, on the third Wednesday, two weeks after the regular business meeting of members of Council #4556.

Notice of the annual membership meeting of this corporation must be given in the official publication of Council #4556, or by mail, at least ten (10) days prior to said meeting.

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## DIRECTORS:

The property and business of this corporation shall be managed by its Board of Directors, nine in number, five shall be elected by, and from, the general membership; the current Grand Knight and Trustees of Our Lady Queen of Peace Council #4556, Knights of Columbus shall be ex-officio members of the Board of Directors, with full voting power.

During the annual general membership meeting in each November, nominations for, and election of two or more members of the Board of Directors of this corporation shall take place.

Vacancies in the office of Director, for any unexpired term, shall be filled, by election, at the next general membership meeting.

The Board of Directors shall have general supervision and control of the business and affairs of this corporation, and shall establish all policies, and make rules and regulations, not inconsistent with law, the Articles of Incorporation, and these by-laws, for the management of the business, and for the guidance of its officers, employees and agents.

1. The Board shall provide for adequate insurance of all properties and chattels to protect the corporation's interest therein. Also, it shall provide adequate public liability insurance for protection in its contracts with the public.
2. The Board shall provide such an accounting system, and adequate supporting records to reflect the assets and liabilities, and to show the complete operations of the corporation.
3. The Board shall secure the services of a competent auditor, or accountant, who shall make a careful and thorough audit of the books of the corporation as soon as possible after the close of each fiscal year, and at such other times as it shall deem necessary. A report thereof shall be rendered, in writing, and submitted to the membership at the annual meeting.
4. The Board shall cause to be kept a complete and detailed record of all meetings, proceedings and actions of the Board of Directors, committees and members.

Unexcused absence at three (3) regular meetings of the Board of Directors may be cause for the removal of such director, and the Board of Directors is hereby empowered to declare the office of such director vacant.

## MEETINGS

Regular monthly meetings of the Board of Directors shall be generally held at 7:00pm, the Monday previous to the general membership meeting, or at such time and place as they shall determine.

Special meetings of the Board of Directors may be called by the President or Secretary at any time. However, upon written notice of three (3) of the directors, or upon the majority

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vote of the members of the Board of Directors at a regular or special meeting, the President shall call a meeting within ten (10) days, and, if such a meeting has not been called within the allotted time, then it is obligatory upon any, and all serving directors to call such a meeting.

Nominations and election of directors to succeed those whose terms expire at the end of each fiscal year shall take place at the annual general membership meeting in November.

The annual report, covering the entire prior year, shall be submitted to the membership at the November meeting.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at the regular or special meetings of the Board.

Personal notice, or notice by mail, shall be given the members of the Board at least two days prior to the date of any special meeting.

## OFFICERS:

The officers of the corporation shall be chosen by the directors, and shall be a President, Vice President, Secretary, and Treasurer. The Board of Directors may also choose additional vice-presidents, assistant treasurers, and assistant secretaries as it may deem necessary from the general membership. Any two of said offices may be held by the same person, with the exception of the offices of the President and Vice-President.

## PRESIDENT:

The president of the corporation shall be the chief executive officer of the corporation; he shall preside at all meetings; he shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the Board of Directors are put into effect.

After proper approval by the Board of Directors, he shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation. He shall be an ex-officio member of all standing and special committees, and shall have general powers and duties of supervision usually invested in the Office of President of a corporation.

## VICE PRESIDENT:

In order of seniority, shall, in the absence of the President or during his disability to perform the duties and exercise the powers of President, preside at all meetings, and shall perform such other duties as the Board of Directors may prescribe.

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## SECRETARY:

Shall attend all sessions of the Board, and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform such other duties as may be prescribed by the Board of Directors, under whose supervision he shall be.

## TREASURER:

Shall have custody of the corporate funds and securities, and shall keep full and accurate records of receipts and disbursements in books belonging to the corporation, and shall deposit all moneys and other valuable effects in the name of and to the credit of the corporation, in such depositories as may be designated by the Board. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at regular meetings of the Board, or whenever they may require it, an account of all his transactions as treasurer, and of the financial condition of the corporation. He shall also make and file annual reports to the Michigan Corporation and Securities Commission, and to the Bureau of Internal Revenue, or any such reports as may be required.

The treasurer shall give the corporation a bond for the faithful performance of his duties and the restoration of all books and records to the corporation, such bond as to amount and other conditions to be determined by the Board.

1. CHECKS The Board of Directors shall select one or more banks to act as the depositories for the funds of the corporation. All checks, drafts, and notes of the corporation shall be signed by such officer or officers, or such other person or persons as the Board of Directors may from time to time designate, provided, however, that in all cases requiring the disbursal of funds, the signature of at least two officers shall be required.

## DUTIES OF OFFICERS MAY BE DELEGATED

In case of the absence of any officer of the corporation, or for any reason, the board may delegate, for the time being, the powers of duties of any such officer to any other officer, or to any director, provided a majority of the Board members present concur therein.

## FISCAL YEAR

The fiscal year of this corporation shall commence on the first day of January each year.

## AMENDMENT

These by-laws may be amended by a two-thirds majority of the council members present and voting at any regular, or special meeting called for that purpose, provided, that at least ten days' notice of any proposed amendment is published in the council publication, or mailed to the members.

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## OFFICIAL NOTIFICATION:

Subject to any qualifications in these by-laws, whenever any official notice is required, a notice in the council paper, at that time, shall be considered as completion of requirements.

## PARLIAMENTARY:

Robert's Rules of Order on Parliamentary Procedure shall govern the conduct of all meetings of the Board of members.

## TRANSACTIONS:

Any questions involving the purchase, sale, lease or mortgaging of the real estate and buildings of the corporation shall be submitted to the council members for their approval. This section shall not apply to intermittent rental of the facilities of the corporation, which shall be under the direction of the board.

## DISPOSAL OF FUNDS:

The directors of the corporation are restricted by the following:

1. They cannot donate or give away the funds of this corporation in excess of five (5) dollars, without the direct approval of the council membership.
2. Upon dissolution, or the winding up of affairs of the corporation, in any manner, after all debts are paid, then any remaining assets shall be transferred to Our Lady Queen of Peace CANCEL #4556, Knights of Columbus, or to the successors and assigns of said council.