

DRAFT FOR VOTE
at MLC-NA Business Meeting: September, 17, 2022

BYLAWS OF THE
Marianist Lay Community of North America, Inc.
A RELIGIOUS NON-PROFIT ORGANIZATION



REVISED: September, 2022

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Article I. ORGANIZATION

Section I.01 Name

The name of the organization is *Marianist Lay Community of North America, Incorporated* ("the Corporation"), also known as **MLC-NA**, and may function under titles appropriate to the accomplishment of its purposes.

Section I.02 Purpose

The Marianist Lay Communities are Christian communities at the service of the Church's mission in the world. We are part of the Marianist Family and our inspiration is the charism exemplified by William Joseph Chaminade, Adele Batz de Trenquelléon, and Marie-Thérèse de Lamarous. The MLC members, as baptized, are called to grow in the likeness of Christ, Son of God, born to Mary for the salvation of all people.

In answer to our Marianist vocation, we want to live the call to make Christ present in the world, moved by the Spirit, in alliance with Mary. To belong to the MLC is a life option for us.

The purpose of the organization / association is:

- (a) Encourage and provide opportunities for member communities and individuals to engage in our mission through formation, service, and spiritual activities.
- (b) Represent our Membership to the International Organization of Marianist Lay Communities.
- (c) Represent our Membership when collaborating with the Society of Mary, the Daughters of Mary, the Alliance Mariale, and other groups or individuals who share our vision in doing religious, educational, literary, scientific, and/or charitable works.
- (d) Maintain membership records and other obligations required by Canon Law and the Statutes and policies of the Marianist Lay Communities.

Section I.03 Restrictions

The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or successor legislation.

The Corporation shall not carry on any other activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended or successor legislation.

Section I.04 Conflicts of Interest

Whenever member of the Leadership Council, Officer of the Corporation, or Committee member has a financial or personal interest in any matter coming before the Leadership Council, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

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Article II. LEADERSHIP COUNCIL

Section II.01 General

The MLC-NA Leadership Council, formerly known as the Leadership Team, will be organized according to the “Three Offices” model of Fr. Chaminade: Spirituality (Zeal), Education (Instruction), and Temporalities. By so doing, the Leadership Council will embrace the concerns of Jesus Christ, son of Mary, as priest, prophet, and servant-leader, that is, by the way Jesus prayed, taught, and worked.

Members of the Leadership Council shall serve as directors of the Corporation. All corporate legal powers shall be exercised by or under the authority of the Leadership Council and the affairs of the MLC-NA shall be managed under the direction of the Leadership Council, except as otherwise provided by law.

Section II.02 Other Powers and Compensation

Without prejudice to the general powers conferred by or implied in the preceding section, the Leadership Council, the Leadership Council shall have the power (a) to fix, define, and limit the duties of all officers, (b) to appoint and at their discretion to remove or suspend such officers, assistants, managers, directors, agents, and employees as the directors may from time to time deem fit, and determine their duties and fix their compensations, and (c) to designate a depository or depositaries of the funds of the MLC-NA and the officer or officers or other persons who shall be authorized to sign notices, checks, drafts, contracts, deeds, mortgages, and other instruments on behalf of the MLC-NA. As directors of the Corporation, the Leadership Council shall serve without compensation, except that a director may be reimbursed for actual expenses incurred in the performance of the director’s duties.

Section II.03 General Responsibilities

The responsibilities of the Leadership Council shall be to (a) approve the mission of the MLC-NA, (b) review and approve the annual plan and budget for the operations of the MLC-NA, (c) evaluate progress on the annual plan and budget, (d) work with the National Director to set their annual performance objectives and to evaluate their performance against these objectives, and (e) advance the mission of the MLC-NA.

Section II.04 Chair and Heads of Office

The Leadership Council shall consist of no less than four members and at a minimum include the Chair and the three Heads of Office. The Chair and three Heads of Office are voting members of the Leadership Council. The Chair and three Heads of Office are each responsible, according to their unique area of concern, for overseeing the entirety of the mission of the MLC-NA and ensuring its alignment with the Marianist charism, spirituality, and mission and in accordance with the signs of the times.

(a) Chair

The Chair of MLC-NA will provide leadership and direction to the organization and shall facilitate and preside over the functions of the Leadership Council. The Chair will harness and moderate the productive tensions inherent in the concerns of the Three Offices and will be accountable to the Membership regarding the Leadership Council’s accomplishment of established goals and adherence to these Bylaws. The Chair will report to the International Organization of Marianist Lay Communities in accordance with the Statutes and policies of the Marianist Lay Communities.

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(b) Head of the Office of Spirituality

The Head of the Office of Spirituality will ensure that all affairs of the MLC-NA are adequately concerned with nurturing a passion for the Marianist charism and mission as well as an intentionality of life in accordance with Marianist spirituality. The Head of the Office of Spirituality will fulfill all duties of the Chair in the event of the absence of the Chair or the Chair's inability or refusal to act. The Head of the Office of Spirituality will assume the office of Chair in the event of the death, resignation, or other vacancy of the Chair.

(c) Head of the Office of Education

The Head of the Office of Education will ensure that all affairs of the MLC-NA are adequately concerned with the intellectual, moral, and religious formation of individuals, communities, and institutions, at all levels of education.

(d) Head of the Office of Temporalities

The Head of the Office of Temporalities will ensure that all affairs of the MLC-NA are adequately concerned with the material wellbeing of the MLC-NA and its works, the promotion of social justice, and the formation of persons engaged in these activities.

Section II.05 Chair-Elect

The Chair-Elect shall aid the Chair in the performance of the Chair's responsibilities in such manner and to such extent as the Chair may request. The Chair-Elect shall perform such further duties and have such further powers as usually pertain to the office, or as may be designated by the Leadership Council or the Chair. The term of office for the Chair-Elect shall be for one (1) year and shall begin one year prior to the end of the Chair's term. There will be no Chair-Elect for the first two (2) years of the Chair's term of office. The Chair-Elect shall immediately assume the position of the Chair upon the conclusion of the Chair's term, or upon the death, resignation, or refusal to act of the Chair.

Section II.06 Elections

The positions of Chair-Elect and the three Heads of Office shall be elected by a plurality vote of the Membership through an election process. The Election process will assure that the Membership nominates candidates, the candidates are vetted, qualified candidates are put on the ballot, and voting is done in a consistent manner.

Section II.07 Appointment of At-Large Members

The Leadership Council may, by majority vote, at any regular meeting, appoint up to two (2) at-large members of the Leadership Council. No more than two (2) at-large members may serve on the Leadership Council at one time. At-large members of the Leadership Council appointed in this manner are full voting members of the Leadership Council.

Section II.08 Terms of Office

The terms of all Leadership Council Members except for the Chair-Elect shall be for three (3) years, or if filling a vacancy, for the balance of that unexpired term, or until their successors have been elected and qualified. Neither the Chair, Chair-Elect, any of the three Heads of Office, nor any other elected or appointed member of the Leadership Council may hold more than one elected or appointed position at

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the same time. Any member of the Leadership Council elected or appointed to a second position, the term of which has not concluded, shall automatically vacate their first position at the start of the second position.

Section II.09 Terms Limits

The Chair is limited to one (1) term.

The Heads of Office are limited to two (2) consecutive full terms.

A Leadership Council Member may serve an unlimited number of terms, but may not serve more than two (2) full terms in succession, and may not be re-elected or reappointed at the earliest until the expiration of one year following the end of the Leadership Council Member's second consecutive full term.

Section II.10 Removal

Any Leadership Council Member may be removed by the Voting Members of the Leadership Council, with just cause, at any time by affirmative vote of the majority of the Voting Members of the Leadership Council. Just cause may be for any subject or reason which might be considered detrimental to the reputation of the organization. Any vacancy due to this section may be filled by a majority vote of the Leadership Council for the balance of that unexpired term.

Section II.11 Resignation

Any Leadership Council Member may resign at any time by giving written notice to the Leadership Council. A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of such resignation shall not be necessary to make it effective unless so specified in the resignation. Any vacancy due to this section may be filled by a majority vote of the Leadership Council for the balance of that unexpired term.

Section II.12 Delegation of Authority

The Leadership Council Members may delegate their authority to personal representatives so long as it complies with all civil or Canon laws, and the policies of the MLC-NA.

Section II.13 Meetings

Meetings are held at the discretion of the Leadership Council. The Leadership Council shall meet no less than two times a year. Meetings will be held in a place, or electronically, at the discretion of the Leadership Council. Meeting minutes shall be recorded and documented for each meeting.

Section II.14 Quorum

At any meeting of the Leadership Council, the presence of sixty percent (60%), rounded up, of the number of members of the Leadership Council then serving shall constitute a quorum for the transaction of business. If less than a quorum of members of the Leadership Council are present, a majority of council members may adjourn the meeting without further notice.

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Section II.15 Voting

The business of MLC-NA shall be decided upon by a majority vote of the council members at a meeting at which a quorum is in attendance, unless a greater number is required by civil or canon law, the Articles of Incorporation, or these Bylaws.

Section II.16 Committees

The Leadership Council shall establish and dissolve such standing committees and *ad hoc* committees as are deemed necessary.

Section II.17 Advisors

The Leadership Council may invite special advisors to assist in the affairs of the Leadership Council as necessary. The Leadership Council shall invite one member of the Marianist Family to serve the council in the capacity of a spiritual advisor for a period of three (3) years, which may be renewed for a second term. The Leadership Council shall invite the current Regional Responsible of its region of the Marianist Lay Communities to join council meetings in an advisory capacity.

Article III. OFFICERS OF THE CORPORATION

Section III.01 Number and Title

The Officers of the Corporation shall consist of no less than four (4) and shall include a Chair of the Leadership Council, a National Director, a Treasurer, and a Secretary.

Additional Officers may be defined at the discretion of the Leadership Council as long as they comply with civil and canon law, the Articles of Incorporation, and these Bylaws.

Section III.02 Terms of Office

The terms of the Officers shall be concurrent with the terms of the position for which they were elected, appointed, or hired.

Section III.03 Removal

Any Officer may be removed by the Voting Members of the Leadership Council, with just cause, at any time by affirmative vote of the majority of the Voting Members of the Leadership Council. Just cause may be for any subject or reason which might be considered detrimental to the reputation of the organization. Any vacancy due to this section may be filled by a majority vote of the Leadership Council for the balance of that unexpired term.

Section III.04 Resignation

Any Officer may resign at any time by giving written notice to the Leadership Council. A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of such resignation shall not be necessary to make it effective unless so specified in the resignation. Any vacancy due to this section may be filled by a majority vote of the Leadership Council for the balance of that unexpired term.

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Section III.05 Chair

The Chair of the Leadership Council shall preside at all meetings of the Leadership Council. The Chair shall also have the right and authority to sign all official legal documents and papers for an on behalf of the MLC-NA. The execution of legal documents and papers by the Chair shall be coordinated with the like authority of the National Director. The Chair shall be responsible for supporting the National Director in their work of developing the annual plan and budget. The Chair shall preside at all business meetings of the MLC-NA membership and shall be responsible for ensuring that the business meetings are conducted according to the requirements of law, the Articles of Incorporation, and these Bylaws.

Section III.06 National Director

The National Director shall supervise, administer, and direct the MLC-NA's affairs subject to and in accordance with the direction of the Leadership Council and any committee thereof. The National Director shall formulate and propose business policies and shall carry out the business policies approved by the Leadership Council. In addition, the National Director shall exercise general management and direction of the activities of the MLC-NA, and shall have all powers ordinarily exercised by the president or executive director of a corporation, and shall perform such other administrative duties as may be assigned to them from time to time by the Leadership Council. The National Director will be responsible for the supervision of all MLC-NA staff members. The National Director shall have the right and authority to sign all official legal documents and papers for an on behalf of the MLC-NA and in coordination with the Chair of the Leadership Council. Further, the National Director shall (a) prepare an annual plan and budget and present it to the Leadership Council for approval, (b) develop all of the systems and procedures needed to carry out the mission and business of the MLC-NA, and (c) hire full and part-time staff needed to carry out the mission and business of the MLC-NA and to evaluate on an annual basis their performance.

Section III.07 Treasurer

The Treasurer shall have general supervision of all finances of the MLC-NA, shall receive and have charge of all money, bills, notes, deeds, leases, and similar property belonging to the MLC-NA, and shall do with the same as may from time to time be required by the Leadership Council; and shall perform such other and further duties as may from time to time be required by the Leadership Council. In addition, the Treasurer shall (a) report to the Leadership Council on the financial status of the MLC-NA, (b) work with the National Director to make sure that all of the necessary tax information is appropriately supported, and (c) ensure the proper allocation of donation funds to appropriate projects or lay communities organized under the MLC-NA.

Section III.08 Secretary

The Secretary shall keep minutes of all proceedings of the Leadership Council, and shall make a proper record of the same, which shall be attested by the Secretary; sign all legal documents and papers executed by the MLC-NA requiring the Secretary's signature and in coordination with the Chair and National Director; and shall perform such other duties as may from time to time be required by the Leadership Council.

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Article IV. INDEMNIFICATION AND INSURANCE

To the fullest extent not prohibited by law, MLC-NA shall indemnify each person who, by reason of being, or having been, a member of the MLC-NA Leadership Council, an agent, or employee.

Insurance may be purchased on behalf of MLC-NA and its officers at the discretion of the Leadership Council.

Article V. MEMBERSHIP

Section V.01 General

Membership in this organization will consist of individuals who are registered with the MLC-NA and meet the membership criteria defined in the MLC-NA Membership Document. Additionally, MLC-NA officially defines, recognizes, and governs Marianist Lay Communities as defined in the MLC-NA Membership Document.

Section V.02 Rights of Members

Each Member shall be eligible to cast one vote in any election or vote by the Membership of the MLC-NA.

Section V.03 Business Meeting

In coordination with the Leadership Council and National Director, the Chair shall preside over a business meeting of the MLC-NA Membership at least one time during each fiscal year of the Corporation. Participation in the business meeting may be in person or by telephone or video conference as determined by the Leadership Council. The Membership of MLC-NA shall be given written notice of the business meeting no less than thirty (30) days in advance of said meeting, which notice shall set forth the date, time, place, method of participation, and agenda of the meeting. The date, time, place, method of participation, and agenda for the business meeting shall be approved by a regular vote of the Leadership Council, and the approval shall be given prior to the aforementioned notice of the business meeting to the Membership of the MLC-NA.

Section V.04 Quorum

The members present at any properly announced meeting shall constitute a quorum.

Section V.05 Voting

All elections and votes by the Membership of the MLC-NA, whether conducted at a business meeting or by another process established in accordance with civil or canon law, the Articles of Incorporation, and these Bylaws, shall be determined by a simple majority unless otherwise prescribed by civil or canon law, the Articles of Incorporation, or these Bylaws.

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Article VI. AMENDMENT OF BYLAWS

Section VI.01 General

These Bylaws may be amended from time-to-time by majority vote of the Membership of the MLC-NA gathered at any business meeting of the MLC-NA Membership that is conducted in accordance with the regulations of these Bylaws. Alternatively, these Bylaws may be amended by a two-thirds (2/3) vote of the Leadership Council, provided that the proposed changes were communicated to the membership of MLC-NA no less than thirty (30) days prior to the vote by the Leadership Council. Publication of the proposed changes must include notice of a valid means for MLC-NA members to submit support, feedback, or objections to the proposed changes.

Article VII. DISSOLUTION

Upon dissolution, any assets remaining shall be conveyed to such organization or organizations as shall be selected by the affirmative vote of a majority of the Voting Members of the Leadership Council or the Membership. Such organization or organizations shall be exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or successor legislation.

Article VIII. FISCAL YEAR

The fiscal year shall be July 1 to June 30.