

**THE CONSTITUTION AND BY-LAWS
OF ST. JOHN VIANNEY LADIES CLUB**

ARTICLE I - NAME

The name of this organization shall be St. John Vianney Ladies' Club (hereinafter referred to as "the Club"), a non-profit organization. This organization is sponsored by, and its activities shall be in accordance with the goals of the Parish of St. John Vianney Catholic Church.

ARTICLE II - PURPOSE

The purpose for which the Club is formed and to be operated is exclusively for promoting religious and social camaraderie with the Parish of St. John Vianney as its focal point. The activities shall include, but are not limited to:

Social and recreational activities, club and parishwide; fund raising for the benefit of St. John Vianney Parish; and *introduction of programs and activities with and for the youth of the parish and/or community.

*These and other activities of the Club are dependent on the approval of the pastor or acting administrator of the Parish of St. John Vianney.

ARTICLE III - ADDRESS

The Post Office address of the club shall be, St. John Vianney Rectory, Prince Frederick, MD 20678.

ARTICLE IV - OPERATION

The Club shall operate without capital stock and will not be operated for profit.

None of the net earnings of income 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 distribution in furtherance of the purposes set forth herein.

In the event of the dissolution of the Club, all assets remaining after the liquidation of all liabilities shall be at that time turned over to St. John Vianney Church.

ARTICLE V - OFFICERS

Section 1 The officers of the Club shall consist of the following: President, Vice President, Treasurer and Secretary. A co-President, Vice President, Treasurer and Secretary shall also be elected to serve in the absence of any of the officers. Each of the officers shall be elected from the total membership of the club by majority rule and as prescribed by the By-Laws.

Section 2 Elected officers shall hold office for one year commencing from the Annual Meeting. The Annual Meeting will be September of each year at which time election of officers will be held.

Section 3 Officers shall not be eligible to serve for more than two consecutive elected full terms in the same office.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 The governing body of the Club between meetings shall be the Board of Directors, consisting of the Elected Officers and four Directors elected at large. The Officers of the Club shall serve as the Officers of the Board of Directors.

Section 2 The four at-large Directors shall serve for two year overlapping terms such that two at-large Directors shall be elected at the same time as the election of officers.

Section 3 Immediate past Presidents shall be a voting member of the Board of Directors.

Section 4 The duties and responsibilities of the Board of Directors shall be to implement the purpose of the Club, to conduct the business of the Club, and to report to the general membership via meetings and the Church Bulletin.

ARTICLE VII - POWERS

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Club and its members and Directors.

Section 1 At any meeting of the Directors and/or members of the Club, the votes required to take, or authorize any action, shall be a majority of votes then and there cast at such meeting.

ARTICLE VIII - DURATION

The duration of the Club shall be perpetual.

BY-LAWS

ARTICLE I - MEMBERSHIP

A membership in the Club shall be open to all Christian women.

ARTICLE II - VOTING AND ELECTIONS

Section 1 Each member shall be entitled to one vote for the election of the Club officers and Board of Directors and shall be entitled to one vote on all other business coming before a Club meeting. All nominations for officers shall be by an open forum.

Section 2 The Board of Directors shall appoint a Nominating Committee to nominate at least one candidate for each elected office.

Section 3 Additional nominations may be made from the floor by any member, provided it is seconded by a member.

Section 4 A preferential ballot will be used in the case of more than two nominees for any one office to ensure the winning candidate receives a majority vote.

ARTICLE III - DUES

No dues apply. However, contributions will be gratefully accepted.

ARTICLE IV - MEETINGS

A. The Annual Meeting of the Club shall be held during the first two weeks of September. The fiscal year, all bookkeeping and all monies shall date from the Annual Meeting. The business of the Annual Meeting shall include annual reports from all officers and chairpersons of standing committees, and the election and installation of new officers.

B. The time and place of the Annual Meeting shall be determined by the Board of Directors with at least thirty (30) days notice given to the general membership by Church Bulletin or mail.

C. Special meetings of the Club may be called by the Board of Directors at any time providing at least seven (7) days notice is given the general membership.

D. No business shall be conducted at meetings without a quorum of the Board of Directors present.

ARTICLE V - BOARD OF DIRECTORS

Section 1 The Board of Directors shall conduct all business of the Club between meetings, shall approve all appointments and carry out the duties spelled out in the Club Constitution and By-Laws.

Section 2 Meetings of the Board of Directors shall be called at the discretion of the President, provided all members of the Board have at least seven (7) days notice. The length of notice may be waived with the unanimous consent of the Board.

Section 3 A special meeting of the Board shall be called by the President at the request of three Board members. At least seven (7) days notice shall be given for a special meeting of the Board unless waived by unanimous consent of the Board.

Section 4 All Board of Directors' meetings shall be open to the general membership. The Board may, however, limit debate by non-members at the Board meeting. Only members of the Board shall vote at a Board meeting.

ARTICLE VI - OFFICERS

Section 1 The duties of the Officers of the Club shall be as follows:

a. President - Shall oversee and monitor all the Club activities. She shall appoint, with approval of the Board of Directors, such committees, committee chairpersons, and committee members as she deems necessary to accomplish the goals and objectives of the Club, such appointments to run until completion of the task assigned or at the President's discretion. The President shall preside at all the Club meetings, Board of Directors meetings and the Club functions. The President shall vote at meetings of the Club and the Club Board of Directors only in case of a tie. The President will have the power to appoint interim officers to positions which fall vacant between elections subject to general membership approval.

b. Vice President - The Vice President shall act for the President at all functions from which the President and Co-President are absent. If, for any reason, the office of the President falls vacant, the Vice President shall assume the duties and title of President for the

remainder of the elected term. The Vice President shall also be responsible for programs and facilities for meetings and parliamentary procedure.

c. Treasurer - The Treasurer shall maintain the Club financial records, arrange for annual audit of books; pay all due bills; prepare, in close coordination with the Board of Directors, an annual budget for consideration by the membership. Perform other financial duties as the Board of Directors or President may assign.

d. Secretary - The Secretary shall keep a record of all meetings of the Club and the Club Board of Directors; answer all correspondence, maintain rosters and rolls of members. The Secretary shall perform other secretarial duties that the Board of Directors and the President shall assign. The Secretary may, with the approval of the Board, appoint assistants deemed necessary in the carrying out of these functions. The Co-Secretary shall act for the Secretary at all functions from which the Secretary is absent.

ARTICLE VII - COMMITTEES

All committees provided for by the Board of Directors, shall be appointed by the President with the approval of the Board at its first meeting after the Annual meeting to serve at the discretion of the President till the next Annual Meeting.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

The rules contained in the most recent edition of "Robert's Rules of Order, Newly Revised", shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the members of the Club may adopt.

ARTICLE IX - REMOVAL FROM OFFICE AND EXPULSION

Section 1 An officer may be removed from office for a grave act upon a two-thirds vote of recommendation of the Board of Directors and a three-fourths vote of the voting members of the Club attending a meeting of which thirty (30) days notice has been given thereof.

Section 2 A member may be expelled from the Club for a grave act upon a two-thirds vote of recommendation of the Board of Directors and a three-fourths vote of the Club voting members attending a meeting of which a thirty (30) day notice has been given thereof.

ARTICLE X - AMENDMENTS

These By-Laws may be amended by two-thirds of the voting members voting at any meeting after at least thirty (30) days notice of the nature of the proposed amendment. Any three voting members may propose an amendment by providing the Secretary with a statement of the nature thereof at least sixty (60) days before a business meeting. The Secretary shall issue a statement in the notice of the meeting.