

BYLAWS

OF THE

CATHOLIC KOLPING SOCIETY NEW YORK

Historical Note:

These Bylaws are revised in their entirety and were adopted at the general meeting of the Society held at the Kolping House, 165 East 88th Street, New York, New York on October 28, 1983.

This revision incorporates the purposes of the Society as set forth in the Certificate of Incorporation, March 13, 1894, the program of the Katholischer Gesellen Verein of 1921, and the revisions of 1955, 1963, 1972 and 1976.

General Note:

Although masculine pronouns are used in these Bylaws, feminine pronouns may be substituted, since no sexual bias is implied or intended.

D. Means to achieve the aims of the Society:

The principal means of achieving the aims of the Society is the erection and maintenance of centers known as Kolping Houses. These centers provide the necessary spiritual and material comforts of a Christian home for men and women of any honorable trade or profession, and form the basis of the Society's spiritual and social activities for members of the Kolping families.

E. St. Joseph, model of the worker and of Christian family life, is the patron.

ARTICLE III - BOARD OF DIRECTORS

A. The management of the Society shall be vested in a Board of Directors consisting of nineteen (19) members, as follows:

1. Four (4) officers: Praeses and Vice-Praeses, who are appointed; and President and Vice-President, who are elected.

2. Nine (9) elected members designated as the Senior Board, who are members of the Society in good standing for a period of at least ten (10) years.

3. Six (6) elected members designated as the Junior Board, who are members of the Society in good standing for a period of at least one (1) year.

B. Non-Catholics who are members in good standing for at least one (1) year may be elected to the Board of Directors provided that Catholics on the Board comprise at least two-thirds of the Board's membership.

C. All members of the Board, including the officers of the Society, serve on a voluntary basis and derive no financial remuneration from the Society with the exception of the ordinary expenses associated with the function of their offices.

D. The Board has the exclusive right to manage, supervise and direct all affairs, funds, property or other subject groups of the Society as exists or may be formed. It shall be responsible for the management of the Kolping Houses and the enforcement of the pertinent Rules. The Board of Directors, holding and managing all property of the corporation, shall not have the power to purchase, sell, dispose of or otherwise encumber any of its real estate without a majority vote of those members present at a general membership meeting, who shall have been notified of the proposed action by mail at least thirty (30) days prior to the general membership meeting. The quorum requirement at a general membership meeting at which such action is to be voted upon shall be at least one-third of the entire voting membership of the Society.

E. The Board shall have the power to make all Rules necessary for its own government and may propose to the membership amendments to the Bylaws for its consideration as set forth in Article XII.

F. No paid employee of the Society shall be at the same time a member of the Board of Directors.

G. It is the responsibility of the Board of Directors to seek a Praeses if the post should fall vacant.

H. It is the responsibility of the Board of Directors to appoint the membership of the standing committees as set forth in Article VI.

The duties of the Praeses shall be to foster in all members a growth of Christian values and to act as a counselor to members in all temporal and spiritual problems. The Praeses will hold office for a three (3) year term, which may be renewed by the Board. The term of the Praeses and the term of the Vice-Praeses shall not be concurrent nor renewable in the same year.

B.

The Vice-Praeses, whenever feasible, should also be a member of the clergy and, if he is a member of the clergy, he shall be subject to the same conditions as the Praeses. If this is not feasible, a member of the laity may be selected. He is appointed by the Board of Directors for a three (3) year term, which may be renewed by the Board. He performs duties especially assigned to him by the Praeses. He shall attend all Board meetings and shall be a voting member of the Board. In case the office of Praeses should become vacant, the Vice-Praeses shall assist the Board in the proper selection of a new Praeses, in close cooperation with the Bishop of the Diocese and with the Board of Directors.

C.

The President is elected by the general membership at the annual general membership meeting. The President shall preside at all meetings of the Society; shall exercise general supervision and administration of all matters of major policy, and shall execute all legal documents and contracts subject to the direction of the Board, to whom he shall report at all its meetings. He shall be the spokesman of the Society at all functions and affairs, and shall be an ex-officio member of all committees except the Executive Committee, of which he is a voting member.

D.

The Vice-President shall be elected in the same manner as the President. He shall assist the President in his duties and assume the duties of the President in the event of the absence or incapacity of the President.

E.

The Chairman of the Board shall be elected by the Board from among its membership at the first meeting of the Board following the annual general membership meeting. He may not hold office for more than two (2) consecutive years. He presides at meetings of the Board and represents the Society in all business matters.

F.

The Vice-Chairman shall be elected by the Board. He shall assist the Chairman on all matters and shall act in the absence of the Chairman with the same authority as the Chairman.

G.

The Executive Secretary shall be elected by the Board of Directors. He shall act as corresponding secretary of the Society. He shall keep a list of the membership of the Society and records of membership. He is responsible for the records and data of the Society and is a member of the Membership Committee.

H.

The Recording Secretary is elected by the Board of Directors. He shall take the minutes of all meetings of the Board and of meetings of the general membership.

I.

The Comptroller shall be elected by the Board of Directors. He shall have charge of the financial records of the Society and shall give a quarterly report at the meeting of the Board and a yearly report to the general membership at the annual general membership meeting. His books shall be audited annually by an Audit Committee.

The Comptroller shall not retain any funds of the Society in his possession, but all funds shall be promptly deposited in the accounts of the Society.

J. The Treasurer shall be elected by the Board of Directors. He shall have full charge of all payments and expenses. His books shall be audited periodically by an Audit Committee. The Treasurer shall not retain any funds of the Society in his possession, but shall promptly deposit them in the accounts of the Society.

ARTICLE VI - COMMITTEES

A. The Board shall appoint members to the standing committees except as provided for in these Bylaws and in accordance with the Rules. All committee chairmen shall be elected by members of the committees and approved by the Board.

B. Membership on standing committees is limited to members in good standing. Their tenure shall be as specified in the Rules.

C. The standing committees shall be:

1. Executive Committee
2. Finance Committee
3. Membership Committee
4. House Committee
5. Kolping-On-Hudson Committee
6. Arrangements Committee

D. Executive Committee:

The Executive Committee shall consist of the Chairman of the Board, Vice-Chairman,

President, Vice-President, Treasurer, Comptroller, Executive Secretary, and Recording Secretary. Additional members may be authorized in accordance with the Rules. The minutes of all meetings will be taken by the Recording Secretary. The Executive Committee shall meet at least once between Board meetings. A quorum shall consist of at least four (4) voting members, one of whom shall be the President or Chairman of the Board. The Executive Committee shall be the operating committee for the Society's facilities. It shall be responsible for the operation and administration of all Society facilities, including their maintenance and repair. The Executive Committee shall report to the Board on a quarterly basis and shall inform the Board of any problems. In addition, the Committee shall request approval of expenditures significantly over the previously approved annual operating budget. Full minutes of all meetings shall be circulated to the Board as soon as possible after each meeting of the Executive Committee.

E. The Finance Committee shall consist of at least five (5) members, two (2) of whom shall be the Treasurer and the Comptroller of the Society.

It shall be the duty of the Finance Committee to prepare an annual budget for the Society, which shall be approved prior to the beginning of the fiscal year. The Finance Committee shall be charged with other duties as defined in the Rules.

F. The Membership Committee shall consist of at least three (3) members. The Membership Committee shall develop a program for encouraging growth of the Society membership and shall serve as an educational resource for

new members to acquaint them with the traditions and programs of the Society. The Membership Committee shall be responsible for membership standings and for collection of dues.

G. The House Committee shall consist of at least five (5) members. The Committee is responsible for overseeing the operation of the Kolping Houses and for seeing that the physical plants are maintained in good working order. The House Committee must notify the Finance Committee of any anticipated extraordinary expenses and then report to the Board.

H. The Kolping-On-Hudson Committee shall consist of at least five (5) members. The Committee is responsible for the efficient operation of the Montrose facilities and for the maintenance of the physical plant. The Committee shall prepare a written financial report to be submitted to the Finance Committee and the Board of Directors at least twice a year. The Committee shall also prepare an annual report to the membership for presentation at the annual general membership meeting.

I. The Arrangements Committee shall consist of at least three (3) members. The Committee shall designate Society members or Board members to oversee the various functions of the Society.

ARTICLE VII - MEMBERSHIP

A. Requirements for membership:

Membership is open to men and women who have reached the age of 17, who believe in Jesus Christ, and who are members of a Christian Church.

B. Sponsorship of candidates:

Each applicant for membership must be sponsored by at least one active member of the Society who will be responsible for:

1. Instruction of the candidate about the goals, ideals and practices of the Kolping Society.
2. Verifying his/her commitment to Christ and active membership in a Christian Church.
3. Introducing the candidate to the Membership Committee at one of its meetings. The Committee will present the candidate at a formal initiation ceremony.

C. At least one meeting of the Membership Committee and one initiation ceremony will be held at each of the Society's facilities annually.

D. The initiation fee will be set by the Board of Directors in accordance with the Rules and will include the first year's dues.

E. Categories of membership:

The Society has four (4) categories of membership, namely: individual, family, student and honorary.

1. Individual membership is open to any person who meets the general qualifications for membership.

2. Family membership is open to husbands and wives who meet the general qualifications for membership.

3. Student membership is open to any person who is a full-time student in high school or an institution of higher education, and who meets the general qualifications for membership.

4. Honorary membership is open to persons who have, by reason of their service to the Society, been designated as honorary members by the Board of Directors. Application for this category must be made to the Board. Honorary members are exempt from the dues of the Society.

F. The period of probation for a new member is three (3) months. During that time, the probationary member shall not miss any meeting without sufficient cause. This period of probation shall not start until the applicant has received a letter from the Society stating that his application has been received by the Membership Committee. When the period of probation has expired, and if no objection has been raised against his reception, he shall be invited by letter for formal initiation.

G. A member coming from another branch of the Society shall be considered as a member of the local branch in the same capacity only if he is a member in good standing in his former branch, and applies to the Membership Committee and presents his membership card. Otherwise, he must be received as a new member.

H. Dues: Annual dues of the members are payable in a manner as specified in the Rules. The Board

shall recommend the amount of annual dues for each class of membership. These recommendations must be approved by a majority of voting members present and voting at the general membership meetings. "Members in good standing" shall refer to members whose dues are not in arrears.

ARTICLE VIII - RIGHTS AND DUTIES OF MEMBERS

A. All members shall consider themselves honored, as far as possible, to promote the interests and ideals of the Society, and to perform any committee work which may be assigned to them.

B. Only members in good standing shall be eligible to vote at a regular or general membership meeting.

C. All members are entitled to visit and use the meeting rooms and the social and recreational facilities available to them at all the centers of the Society.

D. Members are obligated to strive for religious and moral conduct, and for the highest standards of their profession or trade. They are also encouraged to regularly attend meetings of the Society and to participate in activities of the Society. Members are asked to show concern for the sick and to attend funerals of deceased members.

E. In the event of the death of a member, the Society will notify the other members. A memorial Mass, sponsored by the Society, will be celebrated at a later date.

ARTICLE IX - WITHDRAWAL AND DISMISSAL
OF MEMBERS

- A. A member may cancel his membership by giving notice to the Board of Directors.
- B. Members who have not paid their outstanding dues for a period of two (2) years, having been duly notified by mail by the Executive Secretary, shall be removed from the membership rolls by action of the Board of Directors. A communication directed to the Praeses regarding financial hardship, sickness, unemployment or other unfortunate circumstance, shall be taken into consideration with regard to payment of dues. The dismissed member may be re-admitted after the cause of dismissal has been removed and/or reparation made.
- C. A member may be expelled by action of the Board of Directors for conduct contrary to the ideals, aims and standards of the Kolping Society, including, but not limited to, scandalous, immoral or dishonest conduct, or disloyalty towards the Society, the Church or the State.

ARTICLE X - MEMBERSHIP MEETINGS

- A. A meeting of the general membership shall be convened at a time and place agreed upon by the Board of Directors. An annual meeting will be held in the first quarter of each year at the Kolping House, 165 East 88th Street, New York, N.Y. 10128, for the purposes of electing officers and members of the Board and conducting such business as may arise. The agenda shall be prepared by the President and approved by the Board.

- B. A quorum at a general membership meeting shall be ten (10) percent of the members in good standing.
- C. Except as provided, the parliamentary procedure of the Corporation shall be in accord with "Robert's Rules of Order."

ARTICLE XI - AMENDMENTS TO THE BYLAWS

Proposed amendments to the Bylaws may originate by a majority vote of the Board of Directors present or by petition bearing the signature of twenty-five (25) members in good standing. Proposals for amendments shall be presented to the Chairman of the Board at least sixty (60) days prior to a general membership meeting. The Board shall submit the proposed amendment, with its recommendations, to the Secretary who will mail the document to all members of the Society at least thirty (30) days prior to a general membership meeting. A secret ballot shall be taken at the general membership meeting on the proposed amendment(s). Amendments to the Bylaws require a favorable vote of two-thirds of the ballots received.

ARTICLE XII - RULES OF THE CORPORATION

Section 1. General Outline:

- A. The Rules of the Corporation (the "Rules") augment the Articles of Incorporation and the Bylaws. Their purpose is to detail and expedite administrative matters of the Corporation. The Rules include matters which come under the purview of the Board, which is responsible for their development, enactment and documentation.

- B. The enactment or amendment of a Rule requires a majority vote of the members of the Board present and becomes effective immediately after such ballot, unless otherwise stipulated.

Section 2. Duties of the Board of Directors:

- A. In addition to the duties specified in the Bylaws, the Board of Directors shall also have the following duties:

1. Due to the necessity for certain appointments caused by unforeseen circumstances or to emergency situations, the Board shall give the President the privilege of making interim appointments without the approval of the Board. However, all interim appointments must be presented to the Board as soon as practicable and no later than the next Board meeting. Such appointments must be approved by the Board to be continuing.

2. The Board shall approve an operating budget for each fiscal year, which shall run from January 1 to December 31.

- B. In addition to the meetings specified by the Bylaws, special meetings of the Board may be called by the President, Chairman of the Board, or by a majority of the members of the Board of Directors. Members of the Board shall be notified by the Executive Secretary of any special meetings, and of their purpose, at least one week prior to the meeting.

Section 3. Duties of the Officers:

In addition to the duties specified in the Bylaws, officers shall have the following duties:

- A. The Chairman of the Board shall call meetings of the Executive Committee at appropriate times to discuss the affairs of the Society.

- B. The Executive Secretary shall:

1. Keep an up-to-date record of the membership, their status and address.
2. Inform each new member of his initiation.
3. Mail ballots to the membership.
4. Mail to the Board for their consideration any business which the Board has decided to conduct by mail.
5. Mail proposed Bylaw amendments to membership and any statements from the Board on such amendments.

- C. The Comptroller shall:

1. See to it that all necessary Federal, State and City reports are filed.
2. Bank the Society's funds in appropriate accounts.
3. Present an annual budget for approval by the Board.

- D. The Treasurer shall:

1. Oversee the recording of receipts and disbursements from the houses and restaurants.
2. Keep interest payments current on all share accounts.

- E. The Recording Secretary shall mail out the agenda and the minutes and meeting notices for all Board and Executive Committee meetings.

ARTICLE XIII - LIABILITY

The Directors and Officers of the Society shall not be personally responsible for any contract, debt, or liability of the Society, or for the acts of negligence of any agent or employee, and the Society agrees to indemnify and hold any Director or Officer harmless from any such claim.

ARTICLE XIV - DISSOLUTION OF THE SOCIETY

- A. The Society can be dissolved only by unanimous vote of the Board of Directors and unanimous vote of the general membership.
- B. For this particular purpose, a general membership meeting must be called with thirty (30) days notice.
- C. All members in good standing are entitled to vote at this meeting.
- D. The State laws must be observed in this matter.
- E. In the event of dissolution, all property and assets of the Society shall be transferred to the National Kolping Society; if this Society is no longer in existence, then to the Arch-diocese of New York.

ARTICLE XV - CATHOLIC KOLPING SOCIETY OF AMERICA - NATIONAL INITIATION CEREMONY

- A. The initiation ceremony shall take place on Kolping Memorial Day, celebrated on the first Sunday of December at the Kolping House, or at any quarterly communion breakfast held at any of the other facilities.
- B. The room should be properly decorated for this occasion. A Kolping picture or bust should be the highlight of the decoration.
- C. The ceremony should start with an appropriate song (Kolping hymn) and during the singing, the Kolping flag should be presented.
- D. The Secretary or the Chairman of the Membership Committee will step forward and address those in attendance: "Reverend Father Praeses, Kolping brothers and sisters, the following friends want to join the Kolping family: Names." (As the names are read off, the prospective members walk to the speaker's stand or designated area.) After the introduction of the prospective members, the person introducing says: "You all know the ideas and ideals of the Kolping movement and we want you to join us in brotherly cooperation, and with us, bring about the aims of Kolping in your family, church, country and vocation. Therefore, I recommend that you be accepted as members of the Kolping family."

E.

The Praeses and the President stand facing the prospective members. The President addresses the prospective members and says: "As President of the New York Kolping Society, I welcome you to our family. Faithfully, we will stand together and, therefore, I ask of you that you promise to work for the Kolping movement and to uphold our constitution and the National and International constitutions." The new members will repeat after the President the Kolping Oath: "I promise to faithfully stand by Adolph Kolping and his work and to serve my family, vocation, mankind and God." After the Kolping Oath, the Praeses and the President shake the hands of the new members across the horizontal Kolping flag. After the handshake, the Kolping pin is given to the new members.

F.

In closing, the Praeses should address the new members. (Suggestion: "Through this Oath, you are now sons and daughters of Kolping and Kolping brothers and sisters. You are not only members of the New York Kolping family, but also members of the National and worldwide Kolping movement.") More can be added.

G.

Closing with a prayer and a song.