

# **CONSTITUTION**

## **For**

# **SERRA'S NATIONAL COUNCIL**

# **FOR THE UNITED STATES**

### **ARTICLE I**

#### **Name and Location**

The name of this association is Serra's National Council for the United States (hereinafter called "USAC"). It is a voluntary nonprofit association of the Serra Clubs and Serra members in the United States and its territories and possessions (hereinafter called "United States"), in order to further the objectives of Serra International. USAC and its Constitution and Bylaws are subject to Serra International's Constitution and Bylaws and guidelines established by the Board of Trustees of Serra International from time to time. Serra International's location and chief place of activity is at the City of Chicago, Illinois, but USAC may maintain an Executive Office and other offices at such other location or locations as may be determined by the USAC's board of directors subject to the approval of the Board of Trustees of Serra International.

### **ARTICLE II**

#### **Objectives and Purposes**

The objectives and purposes of USAC are:

1. To foster and promote vocations to the ministerial priesthood in the Catholic Church as a particular vocation to service, and to support priests in their sacred ministry;
2. To encourage and affirm vocations to consecrated religious life in the Catholic Church; and
3. To assist its members to recognize and respond in their own lives to God's call to holiness in Jesus Christ and through the Holy Spirit.

### **ARTICLE III**

#### **Non-Profit**

No part of the net earnings of USAC shall enure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that USAC 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 in Article II above. No substantial part of the activities of USAC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and USAC shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, USAC shall not carry on any other activities not permitted to be carried on (a) by a Council exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Council, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code for 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Upon the dissolution of USAC, the entire net assets remaining after the payment or satisfaction of any and all liabilities and obligations of the association shall be distributed exclusively to Serra International. In the event Serra International no longer exists, such net assets shall be distributed to such organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of

*Approved: January 6, 2015*  
*Serra International Board*

*Approved: March 2, 2015*  
*Serra's National Council for the United States*

1986 (or a corresponding provision of any future United States Internal Revenue Law) as USAC's board of directors shall determine.

#### **ARTICLE IV Dedication**

USAC shall perform all of its work under the protection and patronage of Mary, Mother of Vocations, and Blessed Junipero Serra.

#### **ARTICLE V Officers and Board Members**

Section 1. The principal officers of USAC shall be a President, President Elect, four Vice Presidents, Secretary, Treasurer, and Immediate Past President.

Section 2. The governing body of USAC shall be a board of directors, consisting of the principal officers and such number of additional board members as shall be fixed by USAC's Constitution and Bylaws.

Section 3. Each officer and director shall be an active member in good standing of a United States Serra Club or an active member-at-large within the United States or its territories or possessions.

Section 4. The President, the President Elect, the four Vice Presidents, the Secretary and the Treasurer shall be elected as provided by the bylaws of USAC. All officers shall hold office until their respective successors have been duly elected in accordance to USAC's Bylaws. The additional members of the board of directors shall be elected by the United States Serra Clubs as provided by the Bylaws of USAC. They shall hold office until the expiration of their respective terms and until their respective successors have been duly elected. Regional coordinators shall be selected from the officers by the President and approved by the board of directors.

Section 5. The officers and other members of USAC's board of directors shall manage the affairs of USAC and shall have such other duties and powers as are given them in or pursuant to the Bylaws of USAC.

Section 6. In the event of any vacancy in any office or on USAC's board of directors, the board shall have the power and responsibility to fill such vacancy until the next election, at which time such office or board vacancy shall be declared open and to be filled in a regular manner for the balance of any unexpired term unless otherwise specifically provided in USAC's Constitution and Bylaws. A vacancy shall exist upon the death, continuing incapacity to serve, resignation or appointment of the incumbent to another vacant board position.

#### **ARTICLE VI Membership**

1. **Club Membership.** All Serra Clubs presently existing in the United States and its territories and possessions duly organized and chartered under the provision of the Constitution and Bylaws of Serra International, and all Serra Clubs hereafter duly organized and chartered under such provisions of Serra International, are members of USAC.

2. **Individual Membership.** All Serrans in good standing of duly organized and chartered Serra Clubs, or members-at-large, in the United States and its territories and possessions are members of USAC.

3. **Membership-At-Large.** Whenever the charter of any United States Serra Club is revoked or a member relocates to an area within the United States where there is no Serra Club, any qualified active member of such Serra Club may be permitted to transfer to another Serra Club within the same or any nearby community, without regard to the territorial limits of the latter Serra Club. Where another Serra Club does not exist in the foregoing area, upon the recommendation of USAC, the Board of Trustees of Serra

*Approved: January 6, 2015  
Serra International Board*

*Approved: March 2, 2015  
Serra's National Council for the United States*

International may, at its discretion and upon such conditions as it may prescribe, designate such a member as a member-at-large.

A prospective member may also become a member-at-large if that person resides in an area within the United States where there is no Serra Club. The district governor of the district, or, if no district exists, the district governor of an adjacent district will provide for the required education of these new members in the objects and purposes of Serra. Members-at-large shall be under the immediate direction and supervision of the district governor, shall pay dues in the amount required by Article VIII of these bylaws, and shall be entitled to all the rights and privileges of membership, except the right to vote.

## **ARTICLE VII Amendments**

This Constitution may be amended by vote of at least 2/3's of the USAC Serra Clubs in good standing, provided that no action on any proposed amendment shall be taken unless the following requirements of this Article have been met.

Except as provided further in this article, an amendment may be proposed only by a duly organized, chartered and active Serra Club in the United States, a district governor, a regional director or by USAC's board of directors. The proposed amendment shall be received at the national office of USAC at least 90 days prior to the date that it will be voted upon. The Secretary of USAC shall mail or electronically transmit a copy of the proposed amendment, or cause to be mailed or electronically transmitted, to all duly organized, chartered and active Serra Clubs in the United States at least 70 days prior to its voting date. Thereafter, modification germane to the proposed amendment may be proposed by any duly organized, chartered and active Serra Club and/or any duly constituted district or region, in the United States at least 40 days prior to the voting. The Secretary of USAC shall mail or electronically transmit, or cause to be mailed or electronically transmitted, a copy of any such proposed modification changing the sense of the proposed amendment, to all duly organized, chartered and active Serra Clubs in the United at least 30 days prior to the voting date. Voting may take place either at USAC's annual meeting, by mail or by electronic means, as determined by USAC's board of directors.

Prior to the adoption of any such amendment, approval of the Serra International Board of Trustees shall be requested in compliance with the Bylaws of Serra International. This Constitution shall be amended by action of USAC's board of directors in response to written directions to do so by the Serra International Board of Trustees in order to cause the USAC Constitution to conform to the Constitution, Bylaws or guidelines of Serra International as determined by the Board of Trustees of Serra International.

*Approved: January 6, 2015  
Serra International Board*

*Approved: March 2, 2015  
Serra's National Council for the United States*

# BYLAWS Of SERRA'S NATIONAL COUNCIL FOR THE UNITED STATES

## ARTICLE I Board of Directors

Section 1. **Formation.** The Serra's National Council for the United States (hereinafter "USAC") board of directors shall, for the consideration of the Board of Trustees of Serra International, create a method or procedure for dividing and numbering Serra Clubs in the United States into districts and into regions and shall recommend the geographical boundaries of each numbered district and region, subject to the approval of the Serra International Board of Trustees.

The assignment of United States Serra Clubs to regions will conform as closely as possible to the regions established by the National Council of Catholic Bishops in the United States.

Section 2. **Number.** The USAC board of directors shall consist of the principal officers and regional directors. The number of regional directors shall not exceed the number of NCCB regions in the United States.

It is the intention that each region will have one representative on the USAC board of directors, but regions that do not have at least 200 Serra members shall not be entitled to a representative. In those situations, member Serra Clubs shall be part of an adjacent region for purposes of representation, which shall include the privilege of nomination and election of officers of USAC as well as voting by Serra Club, until their region has sufficient members to qualify for an elected representative.

Section 3. **Duties.** (a) USAC's board of directors shall define the policies and have full administrative authority in all matters of USAC and shall have general management control of USAC's activities, property and funds. The USAC board of directors shall also be responsible for regular communications to and from Serra International and to comply with the Constitution and Bylaws of Serra International and guidelines established by the Serra International Board from time to time.

(b) The USAC board of directors shall exercise general control and supervision over the duties of USAC's officers and the activities of its committees.

(c) The USAC board of directors shall, through its Treasurer and Finance and Budget Committee, prepare and approve a budget showing the amount of anticipated receipts and expenditures for the ensuing fiscal year, and make same available to the general membership.

Section 4. **Regular meetings.** USAC's board of directors shall meet at least once a year at a time and place that shall be determined by it. Special meetings shall be called at such other times and places as the board of directors shall determine.

Section 5. **Special meetings.** Special meetings of the board of directors may be called by the President or may be called upon the written request of five members of the board of directors, and held at such time and place as may be determined by the President, provided 15 days' prior written, telephonic or other electronic notice of such special meetings shall be given to each member of the board of directors.

Section 6. **Transaction of business by mail or other means.** The USAC board of directors may transact business and vote on resolutions by mail, telephone or other electronic means with the approval of the President. All transmitted votes shall be returned to USAC's Secretary at USAC's office within 15 days

*Approved: January 6, 2015*  
*Serra International Board*

*Approved: March 2, 2015*  
*Serra's National Council for the United States*

after the date of mailing or electronic transmission of the matter to be voted upon. A simple majority of the board of directors shall be decisive of any resolution, other than an amendment to the Constitution transmitted to the USAC board of directors.

Section 7. **A Meeting Quorum.** At any board of directors meeting, a majority of the members shall constitute a quorum for the transaction of business, and a majority of those present and voting at the time shall be decisive of any resolution.

Section 8. **Executive Committee.** The board of directors shall have an Executive Committee, consisting of USAC's principal officers, including its Immediate Past President who shall serve for one year after his or her term of office as President. The Executive Committee shall have all the powers of the board of directors when not in session, except the power to (a) fill vacancies of an officer or director on the board of directors, (b) change any USAC policy, or (c) make appropriations beyond the limits established by the board of directors in written USAC policy. The Executive Committee shall keep minutes of its proceedings and report the same to the board of directors. A majority of the Executive Committee shall constitute a quorum at its meetings for the transaction of business, and a majority of those present and voting at any Executive Committee meeting shall be decisive of any resolution. Meetings of the Executive Committee may be called by the President or by two other officers and held upon seven days' mailed or three days' telephonic or other electronic notice to members of this committee. The Executive Committee shall also be members of the Finance and Budget Committee.

Section 9. **Errors and Omissions.** The USAC board of directors is authorized to make any alterations resulting from scrivener's error or omission and/or such other changes that do not alter basic terms or intent of the bylaws over the duties of USAC's officers and the activities of its committees and provided that any such changes do not conflict with the Constitution and Bylaws of USAC and Serra International.

## **ARTICLE II**

### **Meetings**

Section 1. **Meetings.** USAC shall hold an annual meeting of its members. If possible, it will be held in conjunction with the Serra International Convention. National, regional or other meetings of USAC may be held at the times and places, and for the purposes authorized by the board of directors. Voting, delegates and methods of procedures shall be determined by the board of directors.

Section 2. **Rules of Procedure.** Robert's Rules of Order shall govern all meetings of USAC except to the extent that such rules conflict with the provisions of the Articles of Incorporation, the Constitution, the Bylaws, or any standing rules for meetings of USAC in effect at the time.

## **ARTICLE III**

### **Election of USAC Board Members**

Section 1. **When Held.** The election of officers and regional directors whose term of office shall expire shall be conducted annually at such a date and time determined by the board of directors.

Section 2. **Officers' Term of Office.** The President and President Elect shall serve for one year commencing at the conclusion of the USAC annual meeting. All of the remaining officers shall serve for two year terms commencing at the conclusion of the USAC annual meeting ending the previous term. Presentation of the new officers shall be made at the USAC annual meeting. The Vice President for Communications, the Vice President for Membership and the Secretary shall be elected for a two-year term in the odd-numbered years. The Vice President for Vocations, Vice President for Programs and the Treasurer shall be elected for a two-year term in the even-numbered years. The Vice Presidents for Vocations, Membership, Programs and Communications shall not succeed themselves in that office.

*Approved: January 6, 2015*  
*Serra International Board*

*Approved: March 2, 2015*  
*Serra's National Council for the United States*

Section 3. **Qualifications for Officers.** Nominees for officers of USAC must have served at least two years, as of the date they will take office, on either USAC's board of directors, as chair of a USAC standing committee, on the Serra International Board or on the Serra International Foundation Board.

Section 4. **Nominating Committee for USAC Officers.**

(a) The USAC President shall appoint two members of the board of directors whose term of office will not expire that year and two United States Serrans not serving on the USAC board of directors to serve on the Nominating Committee. The Immediate Past President of USAC will be on the Nominating Committee as well and will serve as its chair.

(b) The Nominating Committee shall, on or before December 10 of each year, propose one or more nominees for each open office for the next USAC year, to begin at the conclusion of the USAC annual meeting. This slate of officers shall be sent by such date to the Secretary of USAC at the USAC national office.

(c) The Secretary of USAC, with the assistance of USAC's staff, shall prepare a ballot, made up of the names of the nominees submitted by the Nominating Committee. The ballot shall then be mailed to the President of each Serra Club in USAC by December 15.

(d) Write-in candidates for each office shall be permitted.

(e) Each Serra Club in USAC shall cast its vote for one of the candidates for each office. The ballot shall be placed in an envelope and sealed. The President or Secretary of the Serra Club shall sign the outside of the sealed envelope for purposes of validating the Serra Club's vote.

(f) The sealed envelope containing the Serra Club's ballot and its President's or Secretary's signature on the outside of the envelope shall be mailed to USAC's national office to the attention of the Secretary of USAC by January 15.

(g) With the assistance of USAC's staff, the Secretary of USAC shall count the ballots forthwith and the candidate who has the most votes for each office shall be declared the winner of the election. The Secretary of USAC shall then notify the elected officer immediately and the results of the election shall be sent to all the Presidents of Serra Clubs in USAC. The Nominating Committee shall not be involved in the election process of other members of the USAC board of directors.

Section 5. **Regional Directors**

(a) Regional directors representing even-numbered regions shall be elected in even-numbered years for a two-year term. Regional directors representing odd-numbered regions shall be elected in odd-numbered years for a two-year term. Each may be elected to one successive term. Their term commences at the conclusion of the USAC annual meeting

(b) The outgoing regional director shall act as chair of a regional nominating committee and shall select two additional members, preferably from different districts, to serve with him or her as members of a regional nominating committee.

(c) A regional nominating committee shall on or before the 10th of December of each respective year propose a nominee or nominees for the position of regional director to serve on the USAC board of directors.

The name(s) proposed shall be submitted by that date to the Secretary of USAC at the USAC national office.

*Approved: January 6, 2015*  
*Serra International Board*

*Approved: March 2, 2015*  
*Serra's National Council for the United States*

(d) The Secretary of USAC, with the assistance of USAC's staff, shall prepare a ballot, made up of the name(s) of the nominee(s) submitted by the regional nominating committee. The ballot shall then be mailed to the President of each Serra Club in the region on or before December 15.

(e) Each Serra Club in the region shall cast its vote for only one of the candidates for the position of regional director on the ballot. The ballot shall be placed in an envelope and sealed. The President or Secretary of the Serra Club shall sign the outside of the sealed envelope for purposes of validating the Serra Club's vote.

The sealed envelope containing the Serra Club's ballot and its President's or Secretary's signature on the outside of the envelope shall be mailed to USAC's national office to the attention of the Secretary of USAC on or before January 15.

(f) With the assistance of USAC's staff, the Secretary of USAC shall count the ballots forthwith and the candidate who has the most votes shall be declared the winner of the election.

The Secretary of USAC shall then notify the elected candidate immediately and the results of the election shall be sent to all of the Presidents of Serra Clubs in the region.

(g) The USAC board of directors shall appoint a qualified person from the region to fill the vacated office of a regional director for the unexpired term. Such appointee shall be eligible for election to a full term.

If the appointed regional director does not choose to run for election of a full term, then the USAC board of directors will appoint a chair of the regional nominating committee to obtain a candidate for election as regional director.

(h) If there is a tie vote in a region for a position, there shall be a runoff election within the region. The manner of such a runoff election shall be determined by the affected region involved or by the USAC board of directors.

(i) A candidate shall have served as a Serra Club President and either a District Governor or on a national or international standing committee for two years and be a resident of the region that they will be representing.

A member of the USAC board of directors may serve concurrently on the Board of Trustees of Serra International with the approval of USAC board of directors.

Section 6. **Deputy Regional Directors.** Deputy regional directors may be appointed as need requires to serve for two years. The term of a deputy regional director shall coincide with the term of the regional director for that particular region.

#### **ARTICLE IV Duties of Board Officers**

Section 1. **President.** The President shall preside at all meetings of the USAC board of directors and meetings of its general membership. The President shall exercise general supervision over the work and activities of USAC and perform such other duties as would normally pertain to the office.

Section 2. **President Elect.**

(a) The President Elect shall perform such duties as may be assigned to him by the USAC board of directors, Executive Committee or by the President. The President Elect shall perform the duties of the

*Approved: January 6, 2015  
Serra International Board*

*Approved: March 2, 2015  
Serra's National Council for the United States*

President during the temporary absence of the President for so long as such absence continues and shall assume the office of President in the event the office becomes vacant.

(b) In the event of a temporary absence or vacancy in both the office of President and President-Elect, the Executive Committee shall designate which of the other officers shall perform the duties of the President until the vacancy is filled.

Section 3. **Vice Presidents.** Each Vice President shall be responsible for the activities of one of the following standing committees, as assigned by the President: Vocations, Programs, Membership and Communications. The activities of these committees are more specifically detailed in Article VI of these Bylaws.

Section 4. **Secretary.** The Secretary shall be responsible for recording all proceedings at meetings of the board of directors and Executive Committee as well as any national meetings and shall be responsible for mailing out notices for such meetings.

Section 5. **Treasurer.** The Treasurer shall receive all monies paid to USAC, shall deposit them in such depository as the board of directors may direct and shall disburse such funds as authorized by the board of directors. The Treasurer shall keep the accounts of USAC and render a report at USAC's annual meeting when held to the Board's meeting when held and at such other times as the President and board of directors may require. The Treasurer's accounts and books at all times should be made available to the board of directors for inspection, and to auditors who may be named by the board of directors. The Treasurer shall, if required by the board of directors, give a bond for the faithful discharge of his or her duties in an amount fixed by the board of directors. The premium for such bond shall be paid by USAC.

Section 6. **Regional Coordinators.** The regional coordinators shall be appointed by the President from the USAC principal officers. They shall be responsible for assisting, coordinating, and managing the regional director(s) assigned to them to achieve a consistent national approach to USAC activities in the clubs, districts and regions. They shall serve as a liaison between the President and the board of directors with the regional directors and deputy regional directors. They shall provide periodic reports to the President and the board of directors on the status of Serra in their assigned regions, and identify regional needs to the board of directors. They shall assist in the training and development of the regional directors, and may, in addition to the regional directors, represent USAC at meetings held within the regions.

Section 7. **Other Officers and Duties.** The board of directors may appoint other officers and assistant officers and define their duties, and may prescribe additional duties for the general officers.

Section 8. **Immediate Past President.** The Immediate Past President shall automatically fill the Immediate Past President position on the board of directors, and shall chair the Nominating Committee for USAC officers.

## **ARTICLE V Duties of Regional Directors**

Section 1. **Duties of USAC's Regional Directors** (as distinguished from USAC's Officers). In addition to the duties spelled out in Article I, Section 3 of the USAC bylaws, they shall:

- (a) Supplement communications between the USAC board of directors, the district governors and the member Serra Clubs;
- (b) Assist district governors;
- (c) Prepare and submit periodic written recommendations to the USAC board of directors, as specified;

*Approved: January 6, 2015  
Serra International Board*

*Approved: March 2, 2015  
Serra's National Council for the United States*



- (d) Perform duties as requested by the President of USAC.

**ARTICLE VI**  
**USAC Committees**

Section 1. **Standing Committees.** The following committees shall be the standing committees of USAC:

- (a) Executive
- (b) Vocations
- (c) Programs
- (d) Membership
- (e) Communications
- (f) Constitution and Bylaws
- (g) Finance and Budget
- (h) Long Range Planning
- (i) Audit
- (j) Compensation
- (k) Relationships
- (l) Structures
- (m) Meetings and Conventions
- (n) Leadership Development
- (o) Fund Development

Section 2. **Executive.** The Executive Committee will meet as called by the President to advise the President on matters on which there is no established policy; to approve expenditures as provided by board of directors' policies; to periodically review the progress of USAC between board of directors' meetings and to make recommendations to that board. The President shall be responsible for this committee.

Section 3. **Vocations.** The Vocations Committee shall study ways and means to foster, promote and affirm vocations to the ministerial priesthood and religious life of the Catholic Church and shall make recommendations to the board of directors toward this goal. The Vice President of Vocations shall be responsible for this committee.

Section 4. **Programs.** The Programs Committee shall study and recommend ways and means to help Serrans to recognize and respond to God's call to holiness. By promoting fellowship, prayer and continuing Catholic education, the Program Committee seeks to better prepare Serrans to fulfill their Christian vocation to service, especially in the Serran mission and ministry. The Vice President of Programs shall be responsible for this committee.

*Approved: January 6, 2015*  
*Serra International Board*

*Approved: March 2, 2015*  
*Serra's National Council for the United States*

Section 5. **Membership.** The Membership Committee shall study ways and means to expand Serra in the form of new Serra Clubs and new members to those existing chartered clubs, and shall make recommendations to the board of directors on these matters. The Vice President of Membership shall be responsible for this committee.

Section 6. **Communications.** The Communications Committee shall study, formulate plans and make recommendations to the board of directors for the improvement of its internal and external communications and public relations, and to implement USAC's communications with the United States Serra Clubs and Serra International. The Vice President of Communications shall be responsible for this committee.

Section 7. **Constitution and Bylaws.** The Constitution and Bylaws Committee shall advise the board of directors on the interpretation of USAC's Constitution and Bylaws, review proposed amendments and make recommendations to the Board on issues relating to the Constitution and Bylaws. The Secretary shall be responsible for this committee.

Section 8. **Finance and Budget.** The Finance and Budget Committee shall study the cost of operating USAC, prepare an annual budget and make recommendations to the board of directors on financial matters. The Treasurer shall be responsible for this committee. The members of the Executive Committee shall also be members of the Finance and Budget Committee.

Section 9. **Long Range Planning.** The Long Range Planning Committee shall study, formulate plans and make recommendations to the board of directors, for long range direction, development, structure, composition and activity of USAC and of the United States Serra Clubs. This work shall be done in communication with the Serra International Long Range Planning Committee. The President Elect shall be responsible for this committee.

Section 10. **Audit.** The Audit Committee will meet when called, at least annually, to receive and review the formal audit and the independent auditor's commentary, usually submitted as a letter to USAC's national office after the close of USAC's fiscal year. Further responsibilities include, but are not necessarily limited to:

- (a) Recommending to the USAC board of directors a Certified Public Accountant to perform the annual audit; agreeing on the scope of the proposed audit and supplementary reports; and negotiating the pricing thereof;
- (b) Having a meeting with the independent auditor at least once a year to discuss the audit report;
- (c) Notifying the USAC board of directors of any specific concerns that need to be taken to assure, to the extent feasible, that its financial reports present a fair and accurate assessment of USAC's financial situation.

The committee shall consist of at least five members who shall be appointed by the President of USAC. The President shall set their term of office not to exceed three years and he shall appoint the committee's chair.

Section 11. **Compensation.** The Compensation Committee shall be responsible for annually reviewing the salary, hourly wage and benefit structure of the employees of USAC and developing recommendations for approval by the Finance and Budget Committee. This Committee shall be Chaired by the Treasurer and also include the President, President-Elect and Immediate Past President.

Section 12. **Relationships.**

- (a) The Relationships Committee is to act as a catalyst to establish and maintain interworking relations on the local, regional and national levels between Serra Clubs in the United-States and other

*Approved: January 6, 2015*  
*Serra International Board*

*Approved: March 2, 2015*  
*Serra's National Council for the United States*

Catholic organizations involved in religious vocations work; to carry out the National Conference of Catholic Bishops' plans for developing new feeder systems and other religious vocations activities to identify candidates for vocations to the ministerial priesthood and religious life.

(b) The committee shall consist of at least three members of USAC's board of directors who shall be appointed by the President of USAC. The President shall set their term of office not to exceed three years and shall appoint the committee's chair.

**Section 13. Structures** The Structures Committee shall study national not-for-profit organizational structures, formulate plans, make recommendations to the board of directors for the organizational structure of USAC, including the establishment of districts and regions subject to the approval of the Board of Trustees of Serra International. The committee shall consist of no less than three members appointed by the President to serve for a period of three years. These terms will expire on a staggered basis. One of the committee members shall have been a past president of USAC. The majority of the committee members shall be people who have not been past presidents. The President shall be responsible for this committee during his or her tenure of office.

**Section 14. Meetings and Convention.**

(a) The Meetings and Convention Committee shall have a chair along with at least three, and not more than seven, members appointed by the President for terms of office not to exceed three years.

(b) The objectives of this committee are to guide, assist and aid the Serra leadership chairing the USAC regional and district conventions and conferences to effect uniformity and consistency in fostering, promoting, and implementing Serra's mission, objectives and goals at these conventions and conferences. The committee shall also encourage the current and immediate past regional and district convention and conference chairpersons to disseminate, exchange and share information, experience and data regarding each past and future held conventions and conferences including their financial reports for the purpose of further supporting the successes of each held future conventions and conferences.

(c) The committee shall meet as a whole each time that the USAC board of directors meets. Current and immediate past chairpersons of regional and district conventions and conferences shall be invited and encouraged to attend and participate in all of this committee's meetings.

**Section 15. Leadership Development** The Leadership Development Committee shall study, formulate plans, and make recommendations to the board of directors for the development of all leadership positions within USAC. The committee shall develop appropriate training manuals and training sessions for, but not limited to, Serra Club leadership, district governors, district governors elect, regional directors and board of directors members. The committee shall consist of no less than three members appointed by the President to serve for a period of three years; terms that will expire on a staggered basis. The committee chair shall report to the President.

**Section 16. Fund Development.** The Fund Development Committee shall be responsible for developing alternative methods of raising money for use by USAC and developing recommendations for approval by the Finance and Budget Committee. The Treasurer shall be responsible for this committee.

**Section 17. Standing Committee Appointments.** Each standing committee shall consist of not less than 3 members with such terms of office as the board of directors authorizes. The President of USAC shall promptly appoint successor members on each standing committee as the term of office of prior committee members expire.

**Section 18. Additional Committees.** Additional committees may be appointed by the President from time to time as he or she may deem necessary, with such term of office and duties as the President may prescribe.

*Approved: January 6, 2015*  
*Serra International Board*

*Approved: March 2, 2015*  
*Serra's National Council for the United States*

**ARTICLE VII**  
**National Chaplain**

The USAC board of directors shall select a National Chaplain for USAC to serve for a time it designates.

**ARTICLE VIII**  
**Revenue**

Section 1. **Dues.** (a) In addition to Serra International dues for the United States that the delegates at Serra International Convention approve, there shall be annual dues to USA Council from Serrans in the United States SERRA CLUBS. The USAC dues shall be set by USAC's Board and approved by its membership and shall remain thereafter until changed.

(b) Where both spouses of a family are members, the second member's dues shall be reduced by 50% of the dues established for a single membership.

(c) Members under 35. Members under 35 years of age shall pay 50% of the dues established for a single membership. Spouses of members under 35 years of age will pay 50% of the dues of a single membership under age 35. Initiation fees for members under 35 will be 25% of the full dues paid to Serra International.

(d) Associate members. If a member has been active in the affairs of the club for a period of at least three years, but can no longer be active because of age, health, change of occupation, or the working hours of his or her occupation, she or he may be excused from the attendance requirements of this article by the 2/3 majority vote of the club board of trustees. Prior to being excused due to either change of occupation or the working hours of his or her occupation, the member must present a written petition to the board of trustees explaining why he or she cannot meet the attendance requirements. Such a member shall be designated as an associate member. An associate member shall be entitled to all the rights and privileges of his or her club, except the right to vote and the privilege of holding club office. Serra International, USAC and club membership dues of associate members are not waived.

(e) Notice of any proposed dues or recommended changes in these dues shall be sent by the Secretary of USAC by mail, FAX or telephonic communication to all duly chartered and active United States SERRA CLUBS ninety (90) days before the dues or proposed change is to take effect.

(f) All duly chartered and active SERRA CLUBS in USAC shall have the opportunity to vote to either confirm or oppose the suggested dues or any changes in dues. Voting may take place either by mail or at a time and place that shall be determined by USAC's Board. An affirmed vote shall be at least a majority of those clubs voting.

Section 2. **Depository Funds.** The depository of funds of USAC shall be determined by its Board.

Section 3. **Dues to Serra International.** The USAC shall coordinate the allotment or payment of per capita membership dues to Serra International. The amount of the per capita dues shall be determined by Serra International's Board of Trustees, notwithstanding anything to the contrary in the Bylaws of Serra International.

Section 4. **Magazine.** USAC membership dues, except for discounted dues members, shall include a subscription to any magazine published by USAC.

**ARTICLE IX**  
**Accounts and Fiscal Year**

*Approved: January 6, 2015*  
*Serra International Board*

*Approved: March 2, 2015*  
*Serra's National Council for the United States*

Section 1. **Audit of Accounts.** The accounts of USAC shall be audited annually by a certified public accountant selected by the board of directors.

Section 2. **Fiscal Year.** USAC's fiscal year shall be January 1 to December 31, or as may otherwise be approved by its board of directors from time to time.

## **ARTICLE X Amendments**

### Section 1. **Who May Amend.**

(a) An amendment shall be submitted only by a duly organized chartered and active Serra Club in the United States or by a duly constituted Serra district or region in the United States, or by the USAC board of directors. The proposed amendment shall be addressed to and received by the Secretary at the national office of USAC at least sixty (60) days prior to the date that will be given to be voted upon. The Secretary of USAC shall mail or electronically transmit, or cause to be mailed or electronically transmitted, a copy of the proposed amendment, to all duly organized, chartered and active Serra Clubs in the United States and its territories and possessions at least fifty (50) days prior to its voting date. Thereafter, a modification germane to the proposed amendment may be proposed by any duly organized, chartered and active Serra Club in the United States or any duly constituted Serra district or region in the United States at least thirty (30) days prior to the voting. The Secretary of USAC shall mail or electronically transmit, or cause to be mailed or electronically transmitted, a copy of the proposed modification changing the sense of the proposed amendment, to all duly organized, chartered and active Serra Clubs in the United States and its territories and possessions at least twenty (20) days prior to the voting date. Voting may take place either by mail, electronic means or at a place that shall be determined by USAC's board of directors.

(b) Amendments shall be affirmed by a majority vote of the United States Serra Clubs voting.

(c) Prior to the enactment of any such amendment, approval of the Serra International Board of Trustees shall be sought in accordance with the Bylaws of Serra International.

Section 2. **Amendment by International Board Directive.** These Bylaws shall also be amended by action of the USAC board of directors in response to written directions to do so by the Serra International Board of Trustees in order to cause these Bylaws to conform to the Constitution, Bylaws or guidelines of Serra International as determined by the Board of Trustees of Serra International.

*Approved: January 6, 2015  
Serra International Board*

*Approved: March 2, 2015  
Serra's National Council for the United States*