

**CONSTITUTION**  
**for**  
**SERRA'S NATIONAL COUNCIL**  
**FOR THE UNITED STATES**  
**Approved March 3, 1994**

**ARTICLE I**  
**Name and Location**

The name of the 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, in order to further the objectives of Serra International. This Council is affiliated with Serra International and its Constitution and Bylaws, guidelines established by the Board of Serra International and Amendments thereto. This Council and its Constitution and Bylaws are subject to Serra International's Constitution and Bylaws and guidelines established by the Board 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 Council's board subject to the approval of the Board 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 of the Catholic Church as a particular vocation to service and to develop appreciation of the ministerial priesthood and of all vowed religious vocations in the Catholic Church.
2. To further Catholicism by encouraging its members, in fellowship, through education, to fulfill their Christian vocation to service.
3. To establish and maintain liaison with the Roman Catholic Church Hierarchy, the Episcopal Conference and all other national organizations interested in or responsible for vocations to the priesthood and religious life in the United States.
4. To enhance the spirituality of all Serrans through education and fellowship.
5. To communicate, convey, publicize and otherwise

disseminate to Serrans and SERRA CLUBS in the United States, the official voice of Serra International on all matters concerning the objectives of Serra International.

6. To provide help and assistance to all Serrans and SERRA CLUBS in the United States as they may require for the orientation and coordination of their individual programs and the mutual exchange of views.
7. To promote membership growth and the establishment of new SERRA CLUBS in the United States, and to give assistance to further those efforts to District Governors and individual clubs in the United States.
8. To establish and maintain an additional supplementary link between United States Serrans, SERRA CLUBS and Serra International, to assure appropriate and effective communications.
9. To organize and carry out United States national Serra events in collaboration with governors and clubs.
10. To furnish all SERRA CLUBS in the United States with all appropriate documents, manuals, forms, progress directives and instructions issued and published by Serra International. USAC may also furnish additional advisory materials.
11. To publish and distribute magazines, newsletters, pamphlets, brochures and other kinds of materials, including records, cassettes and other audio/visual aids giving information to Serrans and SERRA CLUBS in the United States in assisting their aims, or that might facilitate Serra's apostolate to be carried out by its members.
12. To make more effective use of all available media to most effectively promote Serra International's ideals and objectives.
13. To set realistic goals for the Council, and to be accountable to the membership.

**ARTICLE III**  
**Non-Profit**

No part of the net earnings of the 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 the association, 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 1986 (or a corresponding provision of any future United States Internal Revenue Law) as the Council's Board shall determine.

**ARTICLE IV**  
**Dedication**

USAC shall perform all of its work under the protection and patronage of Mary, Mother of the Church, 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 Council board, consisting of the principal officers and such number of additional board members as shall be fixed by USAC's bylaws.

Section 3. Each officer and board member shall be an active member in good standing of a United States or SERRA CLUB or an active member at large within the USA 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 board members shall be elected by the member 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. The Regional Coordinators shall be selected by the President and approved by the Board.

Section 5. The officers and other members of USAC's board 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 the Council board, 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 the unexpired term unless otherwise specifically provided in USAC's constitution and bylaws.

**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 thereafter 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 club is revoked or a member relocates to an area where there is no Serra club, any qualified active member of such club may

be permitted to transfer to another club within the same or any nearby community, without regard to the territorial limits of the latter club. Where another club does not exist in the foregoing area, upon the recommendation of the council, may at its discretion and upon such conditions as it may prescribe, designate such a member as a Member-at-Large. A person also may become a Member-at-Large if that person resides in an area 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 the bylaws, and shall be entitled to all the rights and privileges of membership.

## **ARTICLE VII** **Amendments**

This Constitution may be amended by vote of at least 2/3's of the United States member 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 member SERRA CLUB in the United States and its territories and possessions, Office of District Governor or Regional Director or by USAC's Council Board. The proposed Amendment shall be received at the Executive Office of USAC at least 90 days prior to the date that it will be voted upon. The secretary of USAC shall mail or FAX a copy of the proposed Amendment, or cause to be mailed or faxed, to all duly organized, chartered and active member SERRA CLUBS in the United States and at least 70 days prior to its voting date. Thereafter, modification germane to the proposed Amendment may be proposed by an duly organized, chartered and active member SERRA CLUB in the United States 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 FAX or cause to be mailed or faxed a copy of any such proposed modification changing the sense of the proposed Amendment, to all duly organized, chartered and active member SERRA CLUBS in the United States at least 30 days prior to the voting date. Voting may take place either by attendance at a national or International Serra Convention or by mail or FAX that shall be determined by USAC's Board.

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 the Council Board in response to written directions to do so by the International Board in order to cause the Constitution to conform to the Constitution, bylaws or guidelines of Serra International as determined by the Board of Serra International.

**BYLAWS**  
**of**  
**SERRA'S NATIONAL COUNCIL**  
**FOR THE UNITED STATES**  
**(hereinafter referred to as USAC)**  
**Approved March 3, 1994**

**ARTICLE I**  
**USAC's Council Board**

Section 1. **Formation.** The USAC Board shall create a method or procedure for dividing and numbering the member clubs of the United States and territories and possessions into districts and into regions and determine the geographical boundaries of each numbered district and region.

The assignment of member clubs to Districts 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 Council Board shall consist of the principal officers and regional directors. The number of USAC Board members shall not exceed the number of USCCB Regions in the United States.

It is the intention that each region will have one representative on the USAC Board, but regions that do not have at least 200 Serra Members shall not be entitled to a representative. In those situations, member 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 club, until their region has sufficient members to qualify for an elected representative. Until such a representative is elected, the regional director of the selected adjacent region shall have responsibility for the isolated clubs in his or her region.

Section 3. **Duties.** (a) USAC's Board 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 Board shall also be responsible to comply with the Constitution and Bylaws of Serra International and guidelines established by the Serra International Board from time to time.

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

(c) The Board shall, through its Treasurer and Finance 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 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 shall determine.

Section 5. **Special meetings.** Special meetings of the Board may be called by the President or may be called upon the written request of five Board Members, and held at such time and place as may be determined by the President, provided 15 days' prior written, faxed or telephonic notice of such special meetings shall be given to each Member of the Board.

Section 6. **Transaction of business by mail or other means.** The Board may transact business and vote on resolutions by mail or FAX and/or electronic transmission with the approval of the President. All transmitted votes shall be returned to USAC's Secretary at USAC's office within 15 days after the date of mailing, faxing or electronic transmission of the matter to be voted upon. A simple majority of the Board shall be decisive of any resolution other than an amendment to the Constitution transmitted to the Board's Members.

Section 7. **A Meeting Quorum.** At any Board meeting, a majority of the Board 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 shall have an Executive Committee, consisting of the USAC's principal officers and its immediate past president who shall serve for one year after his or her term of office. The Executive Committee shall have all the powers of the Board when not in session, except the power to (a) fill vacancies on the Board and officers of USAC, (b) change any policy established by the Board, and (c) make appropriations beyond the limits established by the Board in written USAC policy. The Executive Committee shall keep minutes of its proceedings and report the same to the Board. 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 members of that committee and held upon seven days' mailed or three days' faxed, telegraphic or telephonic notice to members. The Executive Committee shall also be members of the Finance and Budget Committees.

**Section 9. Errors and Omissions.** The USAC Board is authorized to make any alterations resulting from Scrivener's error or commission and/or such other changes that do not alter basic term or intent of the bylaws.

## **ARTICLE II**

### **Meetings**

**Section 1. Meetings.** National, Regional or other meetings of USAC may be held at the times and places, and for the purposes authorized by the Board. Voting, delegates and methods of procedures shall be determined by the Board.

**Section 2. Rules of Procedure.** Robert's Rules of Order shall govern all meetings of the USAC except to the extent that such rules conflict with the provisions of the Articles of Incorporation or 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.

**Section 2. Officers' Term of Office.** The President and President Elect shall serve for one year commencing at the conclusion of Serra's International Convention or July 1, if there is no Serra International Convention held that year. All of the remaining officers shall serve for two years commencing at the conclusion of Serra's International Convention or July 1, if there is no Serra International Convention. The Vice-president for Communications and the Vice-president for Membership and the Secretary 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.

### **Section 3. Qualifications for Officers.**

(a) Nominees for officers of USAC must have served or be in the process of serving at least one term on USAC's

Board, or a minimum of two years, whichever is greater, or have served or be in the process of serving at least two years as chairman of a USAC standing committee, or have served or be in the process of serving at least two years of service on the Serra International Board or Serra International Foundation Board.

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

(a) The USAC President shall appoint two Board Members whose term of office on the council will not expire that year and two non-Board members for the USAC membership to serve on the Nominating Committee. This Committee shall consist of the two appointed Board Members, the two non-Board members and the Immediate Past President of USAC.

(b) The Nominating Committee shall, on or before March 15, propose one or more nominees for each open office for the next USAC fiscal year. This slate of officers shall be sent to the Secretary of USAC at the USAC national office by March 20.

(c) The Secretary of USAC, with the assistance of USAC's National 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 club in USAC by April 1.

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

(e) Each 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 club shall sign the outside of the sealed envelope for purposes of validating the club's vote.

(f) The sealed envelope containing the 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 April 30.

(g) With the assistance of USAC's national 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 clubs in USAC. The Nominating Committee shall not be involved in the election process of Board Members to USAC.

## 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. They may be elected to one successive term.

(b) The outgoing regional director shall act as chairman of the Regional Nominating Committee and shall select two additional members, preferably from different districts, to serve with him or her as regional members of the Regional Nominating Committee.

(c) The Regional Nominating Committee shall on or before the 10th of December of each year propose a nominee or nominees for the office of regional Board Member.

The nominees' names shall be submitted to the Secretary of USAC at the USAC national office within said 60-day period.

(d) The Secretary of USAC, with the assistance of USAC's national staff, shall prepare a ballot, made up of the names of the nominees submitted by the Regional Nominating Committee. The ballot shall then be mailed to the President of each club in the region on or before December 15.

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

The sealed envelope containing the 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 28.

(f) With the assistance of USAC's national 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 Board Member immediately and the results of the election shall be sent to all of the Presidents of clubs in the region.

(g) The Board 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 Board will appoint a chairman 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 board member, there shall be a runoff election within the region. The manner of such a runoff election shall be determined by the region involved or by the USAC Board.

(i) A Board candidate shall have served as a 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 may serve concurrently on the Board of Trustees of Serra International with the approval of the USA Council.

**Section 6. Deputy Regional Directors.** Deputy Regional Director members may be appointed as need require to serve for two years. The term of Deputies shall coincide with the term of the Board Member for the particular region.

## ARTICLE IV Duties of Board Officers

**Section 1. President.** The President shall preside at all meetings of the USAC Board 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. (a) President-Elect.** The President-Elect shall assume the office of President at the time specified in the Bylaws of USAC. Pending such assumption, the President-Elect shall perform the duties of the President during the absence or disability of the President for so long as such absence or disability continues and shall assume the office of President in the event of the death of the President. The President-Elect shall perform such duties as may be assigned to him by the Board or Executive Committee or by the President, not inconsistent with action of the Board or Executive Committee, and such other duties as are elsewhere specified in these Bylaws.

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

**Section 3. Vice Presidents.** Each Vice President shall be responsible for the activities of one of the following Stand-

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

**Section 6. Regional Coordinators.** The Regional Coordinators shall be responsible for assisting, coordinating, and managing the Regional Director assigned to him/her. With the other Regional Coordinator, a consistent national approach to the USA Council activities is achieved in the clubs, districts and regions. Serves as a liaison between the President and the Board with the Regional Directors and Deputy Regional Directors. Provides periodic reports to the President and the Board on the status of Serra in his/her assigned region and identifies regional needs to the Board. Assists in the training and development of the Regional Directors. Along with the Regional Directors may represent the USA Council at meetings held with the regions.

**Section 7. Other Officers and Duties.** The Board 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 Past-president Board position.

#### **ARTICLE V Duties of Board Members**

**Section 1. Duties of USAC's Board Members** (as distinguished from USAC's Officers). In addition to the duties spelled out in Article I, Section 2 of the USAC Bylaws, shall be the following:

- (a) Supplement communications between the USAC Board and the District Governors and the member clubs of Serra;
- (b) Assist the District Governor;
- (c) Prepare and submit periodic written recommendations to the USAC Board, as specified;
- (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) Districts and Regions
- (m) Meetings and Conventions
- (n) Leadership Development
- (o) Structures

**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 policies; to periodically review the progress of the USA Council between

Board meetings and to make recommendations to the 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 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 promote the University of Christian Principles and further Catholicism by encouraging members of USAC through fellowship and education, to fulfill their Christian vocation to service. The Vice President of Programs shall be responsible for this committee.

**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 on these matters. The Vice President of Membership shall be responsible for this committee during.

**Section 6. Communications.** The Communications Committee shall study, formulate plans and make recommendations to the Board for the improvement of its internal and external communications and public relations, and to implement USAC's communications with the United States SERRA CLUBS. 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 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 of the Board 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 on financial matters. The Treasurer of the Board shall be responsible for this committee during his or her tenure of office. 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, for long range direction, development, structure, composition and activity of USAC and of the United States SERRA CLUBS. The President Elect shall be responsible for this committee.

**Section 10. Audit.** The Audit Committee will meet as 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 office after the close of USAC's fiscal year. Further responsibilities include, but are not necessarily limited to:

- (a) recommending to the USAC Board 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) as an option having a meeting with the independent auditor at least once a year to discuss the audit report;
- (c) notifying the USAC Board of any specific concerns of actions 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.
- (d) 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 Chairperson.

**Section 11. Compensation.** The Compensation Committee shall be responsible for annually reviewing the salary, hourly wage and benefit structure of the employees of the USA Council and developing recommendations for approval by the Finance Committee.

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

- (b) The Committee shall consist of at least three USAC Board Members 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 Chairperson.

**Section 13. Districts and Regions.** (a) The Districts and Regions Committee shall be charged with the responsibility of reviewing, studying and recommending to the USAC Board the establishment of new districts and realignment of established districts within the United States for the purpose of having manageable districts as related to number of clubs in the district, the geographical location of the district and the district's relationship within the region.

- (b) The committee shall consist of four USAC Board Members who shall be appointed by the President of USAC, set their term of office not to exceed three (3) years and

appoint the committee's chairperson.

**Section 14. Meetings and Convention.** (a) The Meetings and Convention Committee shall consist of all of the Regional Representatives currently serving on the USAC's Council and its chairperson shall be appointed by USAC's current president. The terms of the committee members and its chairperson shall run concurrent with his or her own term of office as a regional representative.

(b) The objectives of this committee are to guide, assist and aid the Serra leadership chairing the annually held United States 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 Council Board 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 Committee.** The Leadership and Development Committee shall study, formulate plans, make recommendations to the Board for the development of all leadership positions with the Council. The committee shall develop appropriate training manuals and training sessions for, but not limited to, club leadership, district governors, district governors-elect, regional directors and board 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. Structures Committee.** The Structures Committee shall study national not-for-profit organizational structures, formulate plans, make recommendations to the board for the organizational structure of the Council. 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. One of the committee members shall have been a past president of the Council. 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 17. Standing Committee Appointments.** Each standing committee shall consist of such number of members

(not less than 3) with such terms of office as the Board 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 of the Board may prescribe.

## **ARTICLE VII Episcopal Advisor**

(a) The Board of USAC shall select an Episcopal Advisor for USAC to serve for a time as designated by its Board.

## **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. Serra Magazine.** Membership dues shall include a subscription to any magazine published by the Council or by Serra International except for discounted dues members.

## **ARTICLE IX**

### **Accounts and Fiscal Year**

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

**Section 2. Fiscal Year.** USAC's fiscal year shall be June 1 to May 31.

## **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 and its territories and possessions or by a duly constituted District in the United States and its territories and possessions, or by the USAC's Board. 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 cause to be mailed, 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 and its territories and possessions or any

duly constituted District or region in the United States and their territories and possessions at least thirty (30) days prior to the voting. The Secretary of USAC shall mail or cause to be mailed 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 or at a place that shall be determined by USAC's Board.

(b) Amendments shall be affirmed by a majority vote of the United States 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 Council Board in response to written directions to do so by the International Board in order to cause these Bylaws to conform to the Constitution, Bylaws or guidelines of Serra International as determined by the Board of Serra International.