

**THE BYLAWS
OF**



**THE
SERRA INTERNATIONAL FOUNDATION**

**(A Corporation organized under the
General Not-for-Profit Corporation Act
of the State of Illinois)**

Revision approved on 15 January 2006

ARTICLE I Objectives and Purposes

This corporation is organized and operated to raise funds by all lawful means and to hold, invest, and disburse such funds to meet the following objectives and purposes:

- to give financial aid to programs that foster and promote vocations to the ministerial priesthood of the Catholic Church as a particular vocation to service and to support priests in their sacred ministry;
- to give financial aid to programs of formation for men and women in consecrated religious life in the Catholic Church; and
- to enhance the recognition of Serra International as the global lay apostolate for vocations in the Catholic Church.

ARTICLE II Members

Section 1. Appointment of Members. The board of trustees of Serra International shall appoint the members of this corporation.

Section 2. Qualifications of Members. Each member of the corporation shall, at the time of his or her appointment, be a member in good standing of Serra International.

Section 3. Number of Members. This corporation shall have sixteen (16) members whose terms of office shall be as specified in Article II, Section 4 of these Bylaws.

Section 4. Members and their Terms of Office. The retired past president of Serra International, *ex officio*, shall be a member of this corporation for a one-year term. If such retired past president shall refuse or be unable to serve as a member of this corporation, then the board of trustees of Serra International shall appoint another person as a member of this corporation for a one-year term in place of the retired past president of Serra International. The president elect of the U.S.A. Council of Serra International (hereafter, "USAC") shall recommend, giving his or her order of preference, four (4) Serrans to be members, *ex officio*, of this corporation of which only two (2) will be eligible to be members of this corporation each for one-year terms (hereafter, "USAC One-Year Nominees"). The two USAC One-Year Nominees shall, if approved by the Board of Trustees of Serra International, be appointed to serve as members of this corporation for one-year terms but they may not be nominated as USAC One-Year Nominees for more than three consecutive one-year terms. The nominating committee of this corporation may request that the president elect of USAC recommend additional Serrans in the event that none of the four (4) USAC One-Year Nominees is nominated or approved in accordance with this Section 4. The remaining thirteen (13) members of this corporation shall serve as members for three-year terms which shall, where possible, be staggered three-year terms.

The terms of office of each of the members of this corporation shall commence on the first day of the calendar year following the date of his or her approval by the board of trustees of Serra International and shall continue until such time as his or her successor's term of office commences.

Section 5. Vacancies and Re-appointments. Vacancies in the membership of this corporation shall be filled by nomination by the board of trustees of this corporation and subject to approval by the board of trustees of Serra International. Members of this corporation may serve for no more than six consecutive years.

Section 6. Removal. The board of trustees of Serra International, by the vote of two-thirds of its members who are present at a meeting at which there is a quorum, may remove a member of this corporation, who, in the judgment of those voting for such removal, is not performing his or her duties as a member of this corporation in accordance with these Bylaws.

**ARTICLE III
Officers and Trustees**

Section 1. Board of Trustees. The corporation's board of trustees, which shall consist of four (4) officers and twelve (12) trustees, shall manage the affairs of this corporation. The officers of this corporation shall be a president, a president elect, a secretary and a treasurer. The same person may hold any two or more offices, except that of president and president elect.

Section 2. Qualification of Trustees. Each officer and trustee shall be a member in good standing of Serra International and a member of this corporation in accordance with Article II, Sections 1 and 2 of these Bylaws.

Section 3. Assistant Officers. The corporation's board of trustees may elect such assistant officers as it may deem necessary. Such assistant officers need not be trustees of the corporation.

Section 4. Election and Term. The officers of this corporation shall be elected by the board of trustees of the corporation at its regular annual meeting, to serve for a term of one year and until their respective successors have been elected and have qualified. An officer may be elected to succeed himself or herself, but no person may be elected as president of this corporation for more than two successive one-year terms.

Section 5. Duties of Officers. The officers of this corporation shall perform the duties that usually pertain to their respective offices, and such other duties as may be given them by resolution of the corporation's board of trustees.

ARTICLE IV Board Meetings

Section 1. Meetings: When held. The board of trustees of this corporation shall regularly hold an annual meeting. This meeting shall be held at the same place as and within one week of the annual convention of Serra International. If the annual convention of Serra International is not held in a particular year, the president shall determine the time and place of the board's annual meeting. Additional meetings of the board of trustees of this corporation may be held, within or without the State of Illinois, at the call of the president, or at the written request of any other three (3) trustees.

Section 2. Notice of Meetings. Written notice of each meeting, stating the place, date and time of the meeting, shall be delivered or mailed to each officer and trustee not less than ten (10) days, nor more than forty (40) days, before the date of the meeting. An agenda shall be mailed with the notice of the meeting or shortly thereafter.

Section 3. Quorum for Meetings. A majority of the board of trustees of this corporation shall constitute a quorum at any meeting of such board. The act of the majority of the board of trustees present at a meeting at which there is a quorum shall be the act of the board of trustees of this corporation, unless the act of a greater number is required by the General Not-For-Profit Corporation Act of the State of Illinois.

Article V Board Committees

Section 1. Executive Committee. The board of trustees of this corporation shall annually appoint an executive committee that shall consist of the president, the president elect, the immediate past president, the secretary, the treasurer and the chairman of the finance, budget and investment committee. The executive committee shall have all the powers of the board of trustees of this corporation when not in session, except (a) to fill vacancies on the board of trustees, the executive committee and in the officers of the corporation; (b) to change any policy established by the board of trustees; and (c) to make grants from the funds of the corporation not approved by the board of trustees. The executive committee shall keep minutes of its proceedings and provide them to the board of trustees prior to its next meeting. Meetings of the executive committee (including by telephone conference or electronic means) shall be called by the president or two members of the executive committee and held upon seven (7) days' notice to members.

Section 2. Nominating Committee. The nominating committee shall consist of the president, the president elect, the immediate past president and such other members as the board of trustees may select. The nominating committee shall propose one nominee for each office or for each other place to be filled on the corporation's board of trustees, for approval by the board of trustees of Serra International. The nominating committee shall observe the following principles in nominating the officers and trustees of the corporation:

- (a) That no member of nominating committee shall be eligible for nomination as an officer or trustee by the nominating committee on which he or she serves;
- (b) That no member of the corporation's board of trustees shall be nominated to serve more than six successive years.

Section 3. Finance, Budget, and Investment Committee. The finance, budget, and investment committee shall study the cost of operating this corporation, prepare the annual budget, and develop specific policies for the investment of the funds of the corporation and make recommendations to the board of trustees.

Section 4. Grants Committee. The grants committee shall study all grant applications from qualified applicants, prepare a slate of showing the grant recipients and the amount of the corporation's funds to be allocated to each of them in the following fiscal year and make recommendations to the board of trustees.

Section 5. Additional Committees. Additional committees may be appointed by the president, subject to the approval of the corporation's board of trustees. Such committees shall be given specific terms of reference by the president and make recommendations to the board of trustees.

ARTICLE V

Use of Funds

Section 1. Investment. The funds of this corporation, not otherwise employed for its operation, shall be invested in the manner from time to time authorized by the corporation's board of trustees, or a committee thereof, pursuant to general or specific investment policies and guidelines.

Section 2. Compensation for Services. The board of trustees may employ and compensate such person or persons and agency or agencies as it may deem necessary to counsel the board of trustees with respect to the raising and investment of funds.

Section 3. Grants, Goals, and Plans. The board of trustees shall determine annually both the amount of funds of the corporation available for grants in the following fiscal year, and the goals and plans of the corporation during the following fiscal year for raising, investing, and distributing funds. A report of funds available for grants in the following fiscal year shall be given by the president of this corporation to the board of trustees of Serra International at its first meeting of each calendar year.

Section 4. Grants. The distribution of the total funds available for grants in the following fiscal year, determined as provided in Article V, Section 3 of these Bylaws shall be authorized by the board of trustees of this corporation for grants which conform with the objectives and purposes of this corporation, to such organizations as the board of trustees of this corporation determines, after review by and advice from the board of trustees Serra International. Disbursement of such grants shall be by the treasurer of the corporation.

Section 5. Grant Monitoring. The board of trustees of this corporation, or a committee thereof, shall monitor each grant funded by this corporation during the period of the grant, and assess each grant as to its execution and its success in meeting the objectives stated in the grant application.

**ARTICLE VI
Office**

The principal office of this corporation shall be located at the same place as the principal office of Serra International.

**ARTICLE VII
Fiscal Year**

The fiscal year of this corporation shall begin on the first day of January of each year and end on the thirty-first day of December of that year.

**ARTICLE VIII
Seal**

The seal of this corporation shall have inscribed thereon the name of the corporation and the words "Corporate Seal - Illinois".

**ARTICLE IX
Dissolution**

Upon the dissolution of this corporation, the entire net assets remaining after the payment or satisfaction of any and all liabilities and obligations of the corporation shall be distributed to Serra International, if such corporation shall then exist. In the event Serra International shall not then exist, such net assets of this corporation shall be distributed to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes of the Catholic Church as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Law) as the board of trustees of this corporation shall determine.

**ARTICLE X
Amendments**

Section 1. Passage of Amendments. These Bylaws may be amended by a majority vote of the officers and trustees of this corporation present at any meeting at which there is a quorum.

Section 2. Approval of Amendments. Prior to any amendment to these Bylaws becoming effective, it must be approved by the board of trustees of Serra International.