

**PROPOSED
AMENDMENTS**

BYLAWS
OF
ST. MARY PARISH FOUNDATION

ARTICLE ONE

The purpose for which the corporation is formed and the powers which it may exercise are set forth in its Articles of Incorporation.

ARTICLE TWO

Board of Trustees

~~1. The first Board of Trustees (the board) shall consist of ten members, being Father Lou Anderson, the Pastor, Eric D. Williams, Jane M. Williams, Robert Horan, Jr., Dolores Horan, Rex Schuberg, Marcia Schuberg, Steve Miller, Julie Miller, and John Doyle.~~

1. The first Board of Trustees (the board) shall consist of ten members, being Father Lou Anderson, the Pastor, Eric D. Williams, Jane M. Williams, Robert Horan, Jr., Dolores Horan, Rex Schuberg, Marcia Schuberg, Steve Miller, Julie Miller, and John Doyle. ***The board shall nominate board members, and the Pastor shall appoint board members from those persons nominated by the board.***

~~2. The board shall set staggered terms of office for the board position not held by the Pastor. The board shall set the dates and methods for holding elections or appointing board members other than the Pastor.~~

2. The board shall set staggered 3 year terms of office for its members. Board members can serve no more than 6 consecutive years. After a break in service of at least one year, a person may be appointed to the board and serve up to 6 consecutive years. After the first Board of Trustees, the board membership shall not have related parties as members.

~~3. The board has complete discretion in setting the time and manner of holding elections, and the time and manner of appointing Trustees, except the persons eligible to act as Trustees shall be limited to the Pastor and adult active members of St. Mary Parish.~~

3. The persons eligible to serve as Trustees must be adult active members of St. Mary Parish.

4. Vacancies occurring prior to the expiration of a Trustee's term shall be filled by appointment by the Pastor for the balance of the term.

5. The board may change the number of Trustees within the limits set by the Articles of Incorporation.

6. The board shall manage the corporation's business and may exercise all powers of the corporation consistent with its Articles of Incorporation.

~~7. A majority of the Trustees holding office may remove any Trustee (other than the pastor) upon majority vote, with or without cause.~~

7. A majority of the board can recommend removal of a board member, and the pastor can remove a board member upon recommendation by the board.

8. The board may appoint or designate committees of Trustees as deemed advisable to assist the board in managing and transacting the corporation's business.

~~9. One of the board's positions shall be held by the Pastor of St Mary Parish, or his designee.~~

9. One of the board's positions shall be held by the Pastor of St Mary Parish, or his designee. **The pastor must serve, and cannot replace himself with a designee.**

10. One of the board positions should be held by the Chairperson of the Pastoral Council, and another should be held by the Chairperson of the Finance Council.

ARTICLE THREE

Board Meetings

1. Regular board meetings shall be held at least once a year, and more often as set by the board. No formal notice of meetings need be given to Trustees present when subsequent meetings are scheduled. Formal notice can be given by ordinary mail postmarked at least three days prior to the date of a meeting, by notice in the parish bulletin, or by email 48 hours in advance of the meeting. Notice of regular meetings shall be posted in the bulletin.

2. An annual board meeting shall be held each year during the month of May for purpose of electing officers, scheduling elections, and attending to such other business as may be necessary.

3. Special meetings of the board may be called at any time by the Pastor or President with as little as 24 hours actual notice to all board members. Notice of a special meeting of the board stating the time, place, and purposes of the meeting must be given to each Trustee. There can be no more than two special meetings in any calendar year.
4. A Trustee's attendance at or participation in a meeting waives any required notice to the Trustee of the meeting, unless, at the beginning of the meeting or upon the Trustee's arrival, the Trustee objects to the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. A Trustee may waive in writing any right of notice before or after a meeting.
5. A majority of Trustees constitutes a quorum. The act of a majority of Trustees present at a meeting at which there is a quorum shall be the act of the board. A Trustee may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting constitutes presence in person at the meeting.
6. Each Trustee is entitled to one vote. To exercise the right to vote, a Trustee must be present at the meeting at which the vote is called. A Trustee may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting constitutes presence in person at the meeting.
7. Meetings of the board shall be conducted by the presiding member, and generally accepted rules of parliamentary procedure shall be followed. All disputes over parliamentary procedure shall be decided by the presiding official.
8. Should the board authorize particular action at a meeting, subject to further consent of the board, such consent can be given in writing if filed with the minutes of the meeting at which authorization is granted. Written consents of all Trustees have the same effect as a vote.
9. Board meetings shall be open to all members of St. Mary Parish.
10. Minutes shall be kept, approved at subsequent meetings, distributed to board members, and made available upon request to members of St. Mary Parish, and the Bishop of the Diocese of Grand Rapids, or his designee.

ARTICLE FOUR

Officers

1. The board shall appoint a President, Secretary, Treasurer, and other officers as the board deems appropriate. The President and Treasurer must be Trustees. The same person may fill two offices.

~~2. Terms of office shall be set by the board. Appointments may be renewed or extended. By a majority vote the board may remove an Officer without cause.~~

2. Terms of office for officers shall be set by the board, and shall not extend or shorten the person's membership term on the board. Re-appointments should be limited to match board service limits.

3. The President is the chief executive and shall preside at all Trustee's meetings. The President shall sign bonds, mortgages, and other contracts and agreements on the corporation's behalf, except when the board specifies the same to be done by some other officer or agent. The President shall see that all orders and resolutions of the board are carried into effect and shall perform all other duties necessary or appropriate to the office of President.

4. Each Vice President shall perform such duties as the President assigns or the board prescribes.

5. The Secretary shall maintain the minutes of all board meetings and perform such other duties as the President assigns or the board prescribes.

6. Except as otherwise prescribed, the Treasurer shall have custody of the corporation funds and securities, and shall keep full and accurate accounting records for the corporation, and shall deposit all funds to the credit of the corporation, in depositories as the board designates, and perform such other duties as the President assigns or the board prescribes. The Pastor or his designee shall act as Treasurer unless otherwise appointed by the Board.

7. The board may from time to time appoint other officers to perform such duties and exercise such authority as the President assigns or the board prescribes.

ARTICLE FIVE

Dedication of Assets

1. The corporation's funds and property shall be used exclusively for the corporation's purpose set forth in the Article of Incorporation. No dividend, distribution, or compensation of any kind shall be paid to persons in their capacities as Trustees or officers of the board.

2. The corporation shall hold and administer all its assets and accumulated income to effectuate its tax-exempt purposes. No part of the income or assets of this corporation shall inure to the private benefit of any individual or Trustee. If the corporation's purposes fail or if the corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the corporation voluntarily dissolves, then all of the corporation's assets and accumulated income shall be distributed to St. Mary Parish, or if the Parish is no longer in existence, then to the Diocese of Grand Rapids, and if the Diocese is no longer in existence, then to such other local charitable organizations as the Trustees may designate, or if the Trustees are no longer acting, then to such other local charitable organizations as the Circuit Court for the county of Mecosta shall designate as best accomplishing the purposes for which the corporation was formed, provided that the organizations receiving such assets are qualified as tax-exempt under Section (c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The corporation shall be dissolved after all its property has been so distributed.

3. The principle or corpus of each gift, contribution or donation to St. Mary Parish Foundation of St. Mary Parish shall be preserved by the corporation.

4. Only net earnings (including net realized capital gains) from corporation assets can be distributed by order or direction of the board, and only for the purposes of the corporation set forth in the Articles of Incorporation.

5. Earnings must be ordered or directed by the board to be distributed within the same accounting year in which the earnings actually accumulate. All earnings not the subject of an order or directive distributing them by the end of the fiscal year shall become part of the principal assets of the corporation, and from that point forward shall not be available for distribution.

6. Until the assets of the corporation (excluding earnings available in any single calendar year) reach a net worth of at least one million (\$1,000,000.00) dollars, no more than fifty (50%) per cent of net annual earnings on corporation assets can be distributed by the board.

7. Until assets of the corporation (excluding earnings available for distribution by the board) reach a net worth of at least one hundred thousand (\$100,000.00) dollars, none of the net annual earnings on corporation assets can be distributed by the board.

8. After assets of the corporation reach a net worth of 2.5 million (\$2,500,000.00) dollars (excluding earnings available for distribution by the board) all of the net annual earnings on assets can be distributed by the board.

~~9. The only circumstances in which assets of the corporation (other than earnings available for distribution) can be invaded or depleted shall be when there is a unanimous vote and declaration by the board that a state of financial emergency is confronting St. Mary Parish to the extent the very existence of the Parish is threatened. Such a note and~~

~~declaration shall authorize the board to invade or deplete corporate assets to the extent necessary to preserve the existence of St. Mary Parish. The authorization shall expire thirty (30) days from the date of the vote and declaration.~~

9. The only circumstance in which assets of the corporation (other than earnings available for distribution) can be invaded or depleted shall be when there is a unanimous vote and declaration by the board that a state of financial emergency is confronting St. Mary Parish to the extent the ~~very existence of the Parish is threatened~~ ***funds must be withdrawn from the foundation.*** Such a note and declaration shall authorize the board to invade or deplete corporate assets to the extent necessary to preserve the existence of St. Mary Parish. The authorization shall expire thirty (30) days from the date of the vote and declaration.

10. Assets shall be invested conservatively with an emphasis on security and preserving the corporation's viability as a foundation.

11. Gifts can be directed or earmarked by donors for particular parish purposes or projects, and the corporation and its board can recommend the use of earnings attributed to such gifts for the specified purposes or projects.

ARTICLE SIX

Limitations on Authority

1. The corporation and its board shall not exercise budgetary or financial control over St. Mary Parish.

2. The Pastoral Council, Finance Council, and Pastor of St. Mary Parish, and their successors, shall make budgetary and spending decisions within the organization of St. Mary Parish.

ARTICLE SEVEN

Amendments

~~1. The board may amend or repeal these Bylaws by unanimous vote at a regular meeting, but only after the text of the existing and proposed Bylaws are posted in conspicuous places in St. Mary Church for not less than sixty (60) days, with a notice of the date, time, and place of the regular meeting at which the change is to be considered and decided.~~

1. The board may amend or repeal these Bylaws by unanimous vote at a regular meeting, but only after the text of the existing and proposed Bylaws are posted in conspicuous

places in St. Mary Church for not less than sixty (60) days, with a notice of the date, time, and place of the regular meeting at which the change is to be considered and decided. ***Bylaw changes must be submitted to the Chancellor or Vice Chancellor of the Diocese of Grand Rapids for review and approval prior to action by the board.***