

Caritas Society of St. John's College, Inc.

Bylaws

Article I: Corporate Name

The corporate name of the organization shall be Caritas Society of St. John's College, Inc. The Corporation shall be non-profit, shall issue no stock, and shall operate in accordance with the Maryland Code, Corporations and Associations, and shall maintain a tax-exempt determination under the federal Internal Revenue Code.

Article II: Purposes

Section 1: To support the educational goals of undergraduate students in good standing at St. John's College in Annapolis by providing financial assistance to those who meet the federal and college mandated criteria for financial need but have exhausted other avenues of funding.

Section 2: To provide other financial aid, such as required book supplements, to students who meet the college mandated criteria for financial need but have exhausted other avenues of funding.

Section 3: To foster solid relationships between St. John's College and residents of the larger Annapolis area through mutually beneficial educational programs, events, and activities that contribute to lifelong learning and enrichment.

Article III: Offices

The principal offices of the Corporation shall be located at 60 College Avenue, Annapolis, Maryland 20401.

Article IV: Fiscal Year

The fiscal year shall be from July 1 to June 30.

Article V: Books and Records

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors, committees, and membership meetings.

Article VI: Membership

Section 1: Membership, as set forth in Article VI, shall be open to anyone interested in supporting the purposes of the Corporation.

Section 2: There shall be four membership categories

- a) Yearly Members (Individual and Dual), who pay dues each fiscal year
- b) Life Members (Individual and Dual), who have paid a one-time fee prior to July 1, 2019
- c) St. John's College Staff Members who shall pay dues as per Section 5 below
- d) Non-dues paying Honorary Members such as the St. John's President and Dean and others as determined by the Board of Directors (Board).

Section 3: Dual members must have the same address of record.

Section 4: The Board shall propose yearly membership dues amounts to be effective at the beginning of the subsequent fiscal year, which shall be approved by the membership at the annual meeting in the year in which they are proposed.

Section 5: As set by the Board, dual membership dues shall be reduced up to twenty (20) percent from two individual yearly memberships.

Section 6: As set by the Board, staff membership dues shall be reduced up to twenty (20) percent from individual yearly memberships.

Section 7: All members in good standing shall have full voting rights to carry on the business of the Corporation.

Section 8: There shall be a minimum of four (4) membership meetings to conduct any business before the membership and featuring a program of interest. If business requiring a membership vote is to be transacted, a minimum of 25 members must be in attendance.

Section 9: The membership year shall coincide with the fiscal year.

Article VII: Officers and Terms of Office

Section 1: The Board shall consist of elected members who shall be the Officers of the Corporation (Officers) and such appointed members as the Board deems necessary. The Officers shall be the President, Vice President for Fundraising, Vice President for Programs, Vice President for Membership, Secretary, and Treasurer. The duties of the Board are to manage and control the affairs of the Corporation and to facilitate the purposes of the organization as specified in Article II. In the absence of the President, the Vice President for Fundraising shall serve as interim President.

Section 2: All members of the Board shall have voting rights and a quorum shall be a simple majority.

Section 3: The Officers shall comprise the Executive Committee. The Executive Committee shall exercise all the powers of the Board when the Board is not in session except the filling of elected positions.

Section 4: The number of Board members shall be not less than the six or more than fifteen.

Section 5: Terms of Office

- a) Elected members of the Board shall serve two year terms and may serve two consecutive terms.
- b) The Board may approve appointed directors at any time during a fiscal year.
- c) Directors appointed during a fiscal year may serve for two (2) subsequent fiscal years and may be reappointed for an additional two (2) fiscal years.

Section 6: Board members may be terminated for, but not limited to, the following reasons:

- a) Failure to appear at three (3) consecutive meetings without just cause and without advance notification of the President.
- b) Failure to comply with the Conflict of Interest Policy or providing an incomplete or inaccurate Annual Disclosure Statement.
- c) Inappropriate conduct.

Prior to termination of membership, the President shall notify that member in writing of his/her alleged violation(s). Within ten (10) days of the date of such notice, the member so charged shall have the right to appear before the Governance Committee to present any evidence or witness in denial, defense, or mitigation. Within five (5) days thereafter, the Governance Committee shall issue its written decision.

Article VIII: Committees

Section 1: There shall be three standing committees, the Nominating Committee, the Financial Review Committee, and the Bylaws Review Committee.

- a) The President shall appoint the Financial Review Committee and it shall consist of three members, one of whom shall be a Board member other than the Treasurer. The Committee shall conduct an annual review of the account books.
- b) The Board shall elect the Nominating Committee and it shall consist of five members, of whom one shall be a past President, two shall be current Board members and two shall be from the membership. The committee shall present at each annual meeting nominations for the election of officers.
- c) The Board shall appoint the Bylaws Review Committee, which shall consist of two (2) Board members and two (2) other Caritas members, to review bylaws annually and in a timely fashion submit suggested changes to the Board for approval before presenting them to be voted on by the membership at the next annual meeting.

Section 2: With Board approval, the President shall appoint such other ad hoc committees as may be deemed necessary to carry on the activities of the Corporation, which shall terminate upon completion of the specific charge to those committees.

Article IX: Nominations and Elections

Section 1: The report of the Nominating Committee shall be presented to the general membership thirty days prior to the election. The recommendations of the Nominating Committee may be electronically disseminated to the Members.

Section 2: Additional Nominations

- a) Additional members of the Corporation may be nominated by submitting a petition signed by ten (10) other members to the Chair of the Nominating Committee along with written consent of the member to be nominated.
- b) The general membership must be notified of additional nominations fifteen days prior to the day of election. Notification may be electronically disseminated.

Section 3: In the event of a vacancy during the term of an executive committee member, that vacancy shall be filled by a member elected by a majority vote of the Board to serve until the next election.

Section 4: The President may appoint a Board member to cast a proxy vote for the slate of officers at the biennial election of officers.

Article X: Meetings

Section 1; There shall be an annual membership meeting at which annual reports are received from officers and standing committees, and such other business is conducted that has come before the Corporation. Officers are elected biennially at the annual meeting. A quorum at any meeting shall be the number of members present that is equal to or greater than ten (10) percent of the membership, or not fewer than twenty-five (25) persons. A majority of the voting members present is required to adopt matters brought before the Corporation, except for amendments to the bylaws (see Article XII).

Section 2: The Board shall meet monthly from September until May each year (nine (9) meetings). At the discretion of the president, up to two meetings per year may be cancelled. A simple majority of the Board shall constitute a quorum.

Section 3: Special meetings of the Board may be called when deemed necessary by the Executive Committee or upon request by a majority of the Board members.

Section 4: Pursuant to Section 2-409, Annotated Code of Maryland, members of the Board or a committee thereof, may participate in a meeting by means of a conference telephone or similar communication equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

Section 5: A special meeting of the general membership may be called by the Executive Committee, Board or by petition signed by twenty-five (25) members in good standing.

Article XII: Conflict of Interest

Whenever a director has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. Minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article XIII: Indemnification

Unless expressly prohibited by law, the Corporation will fully indemnify any person made or threatened as a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that the person, or the person's testator or intestate, is or was a director or officer of the Corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid or due in settlement incurred in connection with the action, suit or proceeding. The Board, in its sole discretion, will have the power to adopt Bylaws or resolutions for the indemnification of the Corporation's employees and agents, provided that any Bylaws or resolutions are consistent with applicable law.

Article XIV: Amendments to the Bylaws

The bylaws may be amended at a regular meeting of the membership, at which there is a quorum, by a two-thirds vote of those present, providing proposed amendments have had prior approval by two-thirds of the Board and have been submitted in writing to the membership thirty (30) days prior to the meeting date. Dissemination to the membership may be electronic.

Article XV: Dissolution

Upon dissolution of the Corporation, assets shall be distributed to St. John's College, Annapolis. Should St. John's College be unwilling or unable to accept these assets, they shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XVI: Parliamentary Authority

Robert's Rules of Order, latest edition, shall be the parliamentary authority of the Corporation, except where inconsistent with these Bylaws.

Bylaws Adopted by Membership of the Corporation at the Annual Meeting on April 16, 2019.

Certificate by Secretary of Adoption by Membership

THIS IS TO CERTIFY that I am the duly appointed, qualified and acting secretary of the above-named Corporation and that the foregoing Bylaws were adopted as the Bylaws of said Corporation at the Annual Meeting of the Members on April 16, 2019.

Executed at Annapolis, Maryland as of June 11, 2019.

Sheila Onuska, Secretary