



CORPORATE BY-LAWS of  
**Friends of John Paul II Foundation, Inc.**

(A District of Columbia Non-Profit Corporation)

November, 2004

**ARTICLE I - Purpose**

The purpose of the organization, to be known as “Friends of John Paul II Foundation,” is to conduct religious, cultural, educational, humanitarian and fund raising activities in Washington, D.C. Metropolitan area in liaison with the John Paul II Foundation in Rome. The organization shall devote special attention to studies and popularization of Pope John Paul II’s teachings. The Corporation’s purposes are limited to those set forth in section 501(c)(3) of the Internal Revenue Code of 1954, and it will not engage in any activities that will not be in furtherance of such purposes.

**ARTICLE II- Membership**

The Board of Directors is authorized to set the categories of membership.

- (a) The dues of each category of membership shall be established by the annual membership meeting on the recommendation of the Board of Directors.
- (b) The members of all categories of membership shall have full and equal voting rights in the affairs of the corporation.

**ARTICLE III - Board of Directors**

- (a) There shall be a Board of Directors responsible for establishing programs and supervising the administration of the Corporation.
- (b) The Board shall consist of no fewer than four and no more than 12 members, each of whom shall serve for a two year term.
- (c) The Board may, from time to time, by majority vote, select additional directors for inclusion in its membership. A director elected to fill an unexpired term on the Board shall serve until such term ends.
- (d) The Board may, by two-thirds vote of its members present, remove from office any director where the best interests of the Corporation would thereby be served.
- (e) The Board shall hold periodical meetings at least four times during its term and such additional meetings as the President of the Corporation, or any three members of the Board shall request. Attendance of officers, directors and committee members is required except for excused absences. Number of unexcused absences shall not exceed two,

(f) The Board of Directors of the Corporation shall be responsible for the custody and disbursement of funds raised by the organization. It shall establish procedures to safeguard the proper custody of and accountability for such funds. A reasonable amount of such funds may be utilized to defer the administrative costs of the Corporation. However, no person serving the organization shall receive monetary compensation. The Board shall review every proposed expenditure of funds raised by the organization, including contributions to the John Paul II Foundation in Rome. The Board shall account to the organization, at least annually, of the total amount of money raised and distributed, as well as current assets and liabilities of the Corporation.

#### **ARTICLE IV - Officers**

(a) There shall be a President, one or more Vice-Presidents, Recording Secretary, Corresponding Secretary and Treasurer who shall exercise duties relevant and customary to their respective offices. Officers shall serve as members of the Board, and shall be responsible for the day-to-day administration of the Corporation.

(b) Officers shall be elected for two year terms at the annual meetings. The term of the office of president should not exceed two (2) consecutive terms. The installation of elected officers to take place immediately after the elections.

(c) Any officer may be removed from office by a two-thirds vote of the members of the Board present, where the best interests of the Corporation will be served thereby.

(d) The Board shall fill, by majority vote, any vacancy occurring during the term of an officer.

(e) All past presidents who continue to be active are to be ex-officio members of the Board of Directors.

(f) The Chaplain(s) of the organization shall serve as ex-officio member(s) of the Board. He/ (they) shall provide the guidance in matters of an ecclesiastical and spiritual nature.

#### **ARTICLE V - Meetings**

(a) An annual meeting of the membership of the organization shall be held during the month of November. The election of officers, directors, audit and nominating committees will be held at the annual meeting. Other committee chairpersons may be appointed by the president. The notices of the meeting shall be mailed to all members at least three weeks prior to the meeting.

(b) Reasonable notice in writing or by telephone of the place, date, and hour of each regular and special meeting of the Board shall be given to each member of the Board.

(c) The presence of half of the members of the Board shall constitute a quorum for the transaction of business at a meeting.

(d) The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

(e) All meetings shall be under the guidance of Roberts Rules of Order.

## **ARTICLE VI - Indemnification**

To the fullest extent permitted by law, the Corporation shall indemnify and hold harmless all Officers, Directors and members of the organization against any and all civil liabilities arising from the good faith performance of the official duties.

## **ARTICLE VII - Non-Discrimination**

The Corporation, its officers and members shall not, at any time, discriminate against any individual on the basis of race, color, sex, sexual orientation, religion or national origin.

## **ARTICLE VIII - Accounting Provisions**

- (a) The fiscal year of the Corporation is January 1 - December 31.
- (b) All checks, notes and other instruments of the Corporation over \$1,000.00 shall be signed by the President and Treasurer and/or such members of the Board of Directors as the Board shall from time to time designate. In the absence of such designation, any checks purporting to be drawn against the Corporation's account shall be null and void.

## **ARTICLE IX - Distribution of Assets**

- (a) The distribution of assets of the Corporation on dissolution or final liquidation shall conform to the requirements of section 501(a)(3) of the Internal Revenue Code.
- (b) At no time present or future shall any of the assets and/or income of the Corporation inure to the benefit of any of its officers or members.

## **ARTICLE X - Amendments**

- (a) Amendments to these By-Laws may be proposed to the Board of Directors by written petition of any member of the Board or of the organization. The Board shall review and shall report on all proposed amendments to the annual membership meeting.
- (b) Amendments approved by two-thirds of those present at the annual meeting shall be deemed adopted.