

# By Laws

of the

# Society of Saint Michael

Rochester, New York

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These By-Laws set forth the statutes that define the name, purpose, and pious objectives of the private association of the Christian Faithful called The Society of Saint Michael, its seat, government, conditions required for membership, and the manner of its acting according to the norm of Universal Law.

## I. NAME AND PREAMBLE

A. The name of the private association of the Christian faithful formed by its statutes is *The Society of Saint Michael* ("Society") (c. 304 Section 2.)

### B. Legal Structure

1. The Society of Saint Michael, while structured under civil law as a New York non-profit corporation that has gained federal tax-exempt status in accordance with the provisions of Section 501C(3) of the federal tax code in its most essential nature and by its core purpose is a private association of the Christian faithful as defined in Can. 298, Section one of the Code of Canon Law, and existing in conformity with canons 298-329.

### C. Acknowledgement of Ecclesiastical Authority

1. The Society of Saint Michael at all times and in every manner and matter pertaining to its religious and devotional activities shall be and remain faithful, obedient to, and subject to the vigilance of the Bishop

of the Diocese of Rochester, or his equivalent in the law, and such other competent ecclesiastical authorities as may be directed by the bishop. (c. 305 Section 1.) The members of The Society of Saint Michael shall in all circumstances, in every manner remain faithful and obedient to, and remain in full communion with, Our Holy Father and the Holy See, and the Magisterium of the Church. (See Can. 305 Section 2.) This obedience and fidelity in all matters of faith shall be affirmed by each member of The Society of Saint Michael as a condition of membership. (See Can. 304 Section 1.)

## **II. PURPOSE AND AIMS**

- A. The purpose of the Society is to promote the salvation of souls, through the preservation and use of the historic and sacred edifice of Saint Michael Catholic Church in Rochester, New York.
  - 1. The society will be responsible for raising all funds required for the expenses associated with properly maintaining St. Michael Church and the associated property.
  - 2. The society is committed to maintaining Saint Michael Church so that all of those whose spiritual lives are enriched by the existence of this sacred edifice may, at appropriate times, practice their Catholic Faith within it, especially for the sacred activities such as specified in the Canonical Statutes (“Statutes”) and for private prayer.
- B. The Society of Saint Michael is committed to building relationships with the Catholic priests, deacons, religious, and parishes in the vicinity of the Church to ensure that the Society is able to fulfil its purpose, and be of service to the surrounding communities.
- C. The society will, in a particular way, focus on the promotion of: Eucharistic Adoration, The strengthening of the Roman Catholic faith, as well as the appreciation of sacred art and architecture.
  - 1. The Society is also to hold regular meetings, lectures, and events.
  - 2. The Society is to publish a newsletter and maintain an online presence through Facebook and such other forms of media as the leadership of the society deem it beneficial to utilize in order that the public may be made as easily aware as possible as to the society's activities.
  - 3. Like members of all associations of the Christian faithful, members of the Society will be encouraged to participate in the activities of other such associations.
  - 4. The Society will also support the establishment of other organizations and institutions that work together to further the aims of the Roman Catholic Church.

### **III. SACRAMENTAL AND SPIRITUAL ACTIVITIES**

- A. The Sacramental and Spiritual Activities of Saint Michael Church are specified by Statutes.
  - 1. This includes but is not limited to the mandatory celebration of Holy Mass on 29 September, the Solemnity of the Dedication of the Church and the Solemnity of Saint Michael, with the proper liturgical texts and readings, and with adherence to Code of Canon Law and liturgical norms pertaining to validity and laicity. (See Statutes Sections III, VI).
  - 2. The Sacrament of Confession with strict adherence to Code of Canon Law and liturgical norms pertaining to validity and laicity, and with observance of particular law. (See Statutes Section V).
  - 3. Other devotions and Sacraments, especially the weddings and funerals of former parishioners of Saint Michael Parish.
  - 4. Devotion to Saint Michael should be promoted by the Society.
  - 5. Other Sacraments, Devotions and private prayer as specified by but not limited to Statutes, Section V.

### **IV. VALUES**

- A. Because the Salvation of Souls is the principle aim of the society the promotion of the Catholic Faith must imbue each and every action and work of the Society.
  - 1. Because of this the virtue of compassion is paramount. It is the goal of the society to always approach those with whom it comes in contact with compassion, providing individual attention to their requests and needs.
  - 2. The relationships which The Society of Saint Michael establishes are rooted in humility and trust, with trust as their foundation. Such relationships will also possess transparency and charity.

### **V. MEMBERSHIP**

- A. Membership shall be annual, and open to any Roman Catholic in good standing who is committed to purpose, aims, and values as established by Statutes and Bylaws.
- B. Every application for membership in The Society of Saint Michael shall be submitted in the form of the official application document.
- C. Members shall pay an annual subscription of an amount as established by the society's Board of Directors annually.
- D. Members may resign at any time by informing the secretary.



- E. Any member who has not paid their membership fee for one year will be contacted by the secretary, who will then decide whether that member is deemed to have resigned.
- F. An application can be declined by the Officers if they feel a member does not hold the values necessary to join the society. Specifically that candidate has demonstrated that he/she is publicly antithetical to Catholic Magisterial teaching or belongs to an organization having an agenda which is antithetical to Catholic Magisterial teaching. Likewise, an applicant who demonstrates that he/she is publicly opposed to Catholic Magisterial teaching or intentionally joins an organization with an agenda which is antithetical to Catholic Magisterial teaching or is determined to be living a life not in conformity to the teachings of the Church. There is no obligation for the society to accept an application.
- G. If the Officers are unable to determine whether or not an organization to which a potential or current member belongs is antithetical to the Magisterial Teachings of the Church or if they are unable to determine whether or not a potential or current member is living a life in conformity to the teachings of the Church, they are to defer judgment to the Chaplain to make a final determination of the person's eligibility.
- H. Membership may be terminated by the Board of Directors, if an individual acts publicly in a way that causes scandal or sacrilege

## VI. GOVERNANCE

- A. **The Board of Directors** ("Board"): The Society of Saint Michael shall establish a Board of Directors. The first Board shall be the three members who incorporate the Society and will remain in office for initial terms of four, five, and six years as determined among themselves. After this term each is ineligible for board membership for one year before the opportunity to be nominated again.
  - 1. *Number of Board Members.* The initial number of Directors shall be three (3) and may be increased or decreased without further amendment of the bylaws. At no time may the number of Directors be less than three or more than thirteen.
  - 2. *Duration of Office and Eligibility.* Board members shall serve three year terms. Members are eligible to serve two consecutive terms. A member must be nominated again by two board members and elected by supermajority for a second term. After their second term a member is ineligible for board membership for one year before the opportunity to be nominated again.
  - 3. *Election of Board Members.* Board Members alone may nominate potential members from amongst the general membership of the Society. Their nomination should be made and seconded, then read at two consecutive meetings of the Board prior to a vote. A vote shall take place by ballot by

supermajority, that is, two thirds of board members in the affirmative for membership.

4. *Powers.* The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in the statutes of these By-Laws, the society's corporate bylaws, and the laws of the State of New York, to conduct the affairs of the Society. The Board may, by general resolution, delegate to committees of their own number, or to officers of the society, such powers as they deem appropriate.
5. Any person who accepts a position on the board does so voluntarily, and may not have any financial stake in the society, expect to financial return from their service, and if needed provide assistance to the Society.
6. The Priest Chaplain's role in relationship to the board is specified by the Statutes, Section II; B. 1.

**B. Officers:** the Society shall have the following officers. Each officer shall be elected by and from among the society's Board of Directors by supermajority and serve a term of one year. (c. 324, §1)

- a. *The Office of President:* shall act as Chief Executive Officer of the Society and shall, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the society. The President will perform all duties incident to the office of President and any other duties that may be required by the Statutes and By-Laws or prescribed by the Board of Directors.
- b. *The Office of Vice President:* shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President shall perform all duties incident to the office of Vice - President and any other duties that may be required by the Statutes and By-Laws or prescribed by the Board of Directors.
- c. *The Office of Secretary:* shall keep minutes of all meetings of Officers, and of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by statutes, specifically the annual report to the Office of the Vicar General as elaborated in Section II, C of the Statutes. The Secretary shall also perform all duties incident to the office of Secretary and any other duties that may be required by the Statutes and By-Laws or prescribed by the Board of Directors.
- d. *The Office of Treasurer:* shall have charge and custody of all funds of The Society of Saint Michael, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the society, properties and business transactions, and render reports and accountings to the Directors. The Secretary shall also perform all duties incident to the office of Secretary and any other duties that may be required by the Statutes and By-Laws or prescribed by the Board of Directors.
- e. *The Office of Chaplain:* The Priest Chaplain's role, responsibilities, and his manner of appointment are specified in the Statutes; Sections II B. 1;

D. 2; III, B, E, and IV, A; 3,4.

## **VII. MEETINGS**

- A. The Board shall meet at least quarterly at a time, date, and place as they shall determine. The Board is free to meet with more frequency as they determine. The Board may meet electronically if it desires to do so. All meetings must include:
1. An accurate record of minutes must be taken and kept in the custody of the secretary.
  2. Review the accounts of the society.
  3. Review the Society's activities since the previous meeting;
  4. Attend to any other matters that might need to be discussed.
- B. General Meetings shall occur at Saint Michael Church or another place as decided upon by the Board, and occur at least once per year.
1. An accurate record of minutes must be taken and kept in the custody of the secretary.
  2. Board Members and Officers are expected to attend this meeting.
  3. Officers must direct this meeting.
  4. At this meeting there shall be a presentation of accounts and the Society's activities.
  5. This meeting shall promote members of the Society working in unity and charity to advance the objectives of the Society.
  6. Other topics may be discussed as necessary.

## **VIII. NOTICES, PROPERTY, AND FUNDS**

- A. Notices may be sent by hand, by post or by suitable electronic means, or communicated in the established newsletter distributed by the society.
- B. Property & Funds
1. The property and funds of the Society must be used to advance the objectives of the Statutes and By-Laws.
  2. The property and funds of the society must be safeguarded by the society's officers and the members of its board of directors.
  3. All income will be sent to the Treasurer.
  4. The society will accept any legal manner of donating or giving of finances or assets.
  5. Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested (c. 325, §2).
  6. Investments must only be made in ethical ways in accordance with investment guidelines of the United States Conference of Catholic Bishops.

7. The Diocesan Manager of Buildings and Properties should be consulted on any significant repairs or modifications of the building and approve them prior to their commencement (c. 325, §1).
8. An annual inspection of the buildings by the Manager of Buildings and Properties shall be conducted.
9. An annual financial audit shall occur. The report of this audit is made to the Office of the Vicar General of the Diocese of Rochester and according to the Statutes as specified in Section II, C. 1-2.

**C. Records & Accounts**

1. Records will be kept in an orderly and safe fashion and maintained for twenty years.
2. Records of income and expenditure will be kept for any individual spending or buying on behalf of the society.

**IX. POWERS**

- A. The Society has the following powers to exercise in the promotion of its objectives:
1. The publication and distribution of information relevant to the Society.
  2. The Cooperation with other ecclesiastical entities.
  3. The acceptance of gifts and fundraising.
  4. Restricting funds for special purposes or for reserve against future expenditure.
  5. Depositing and investing funds.
  6. Delegation of the management of investments to those expert in finance.

**X. AMENDMENTS**

- A. Amendments may be made to these By-Laws.
- B. Proposals for amendment must be sent to the secretary and be posted to the agenda for discussion at two consecutive meetings of the Board.
- C. The Secretary is to present the Bishop of Rochester with any changes made to By-Laws for his recognition, in writing, according to Statute; Section I, F. 1.

**XI. DISSOLUTION**

- A. If at any time the membership of the Society, by a unanimous vote of the association's members at a general meeting shall decide to dissolve the association, and the Board of Directors unanimously agrees with this decision, the association's officers will be responsible for the orderly conclusion of its



affairs (c. 326, §1).

B. After making provision for all outstanding liabilities of the society, the members of the Board of Directors must apply the remaining property and funds in one or more of the following ways:

1. By transfer to one or more other bodies established for exclusively charitable purposes with the same or similar Objects for which The Society of Saint Michael was created; and,
2. Directly for the Objects; all real property, originally conveyed to the Association on behalf of St. Frances Xavier Cabrini Parish in Rochester, will be conveyed without cost to the parish. (c. 326, §2)

These Bylaws are hereby approved and conveyed to the Bishop of Rochester, and become effective upon his acknowledgement of receipt.

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Board Member and President

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Board Member and Vice-President

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Board Member and Secretary – Treasurer

