

**QUEENS COUNTY CATHOLIC LAWYERS GUILD, INC.**

**BY-LAWS**

**ARTICLE I**

**NAME AND ORGANIZATION**

1. **NAME.** The name of the organization shall be Queens County Catholic Lawyers Guild, Inc. (hereinafter referred to as "Catholic Lawyers Guild".) It shall be a nonprofit organization under the laws of the State of New York.

2. **ORGANIZATION.** The Queens County Catholic Lawyers Guild, Inc. was organized and governed by the New York State Not-for-Profit Corporation Law and is a 501 (c) (3) tax exempt organization pursuant to the Internal Revenue Code.

**ARTICLE II**

**OFFICERS**

Officers of the Catholic Lawyers Guild shall be designated as follows: President, First Vice President, Second Vice President, Treasurer and Secretary. All officers shall have the status of active members of the Board.

**TERM.** The length of term of all officers shall be for two (2) fiscal years, commencing July 1<sup>st</sup> and expiring June 30<sup>th</sup> two years hence unless he/she dies, resigns, or is removed. Each officer shall hold office until his/her successor is elected.

**RESIGNATION.** Any officer may resign at any time by delivering written notice to the President, the Secretary, or the entire Board.

**REMOVAL.** Any officer may be removed by a majority vote of the Board whenever in the Board's judgment the best interests of the Catholic Lawyers Guild would thereby be served.

**VACANCY.** A vacancy in any office due to death, resignation, removal, disqualification, or any other cause may be filled by a majority vote of the Board for the unexpired portion of the term, or at the next general election, or at a special election held for that purpose.

### **PRESIDENT**

The President shall have the following duties:

1. shall preside at all membership meetings of the Catholic Lawyers Guild (or in the absence of the President, one of the Vice Presidents in the order of seniority). If none of these officers are present, a President, pro tem, shall be chosen by and from the members present.
2. shall have general and active management of the business of the Catholic Lawyers Guild.
3. shall report to the Board at Board Meetings, and from time to time as to matters that may affect the Catholic Lawyers Guild.

**TERM OF PRESIDENT.** No member of the Catholic Lawyers Guild elected to the Office of President shall serve for more than two (2) consecutive terms.

### **VICE- PRESIDENTS**

The First Vice President shall be vested with all the powers and shall perform all the duties of the President during the absence of the President. The First Vice-President shall have such other duties as may, from time to time, be determined by the Board.

The Second Vice President shall be vested with all the powers and shall perform all the duties of the President during the absence of the First Vice President. The Second Vice President shall have other duties as may, from time to time, be determined by the Board.

**TERM OF FIRST VICE PRESIDENT.** No member of the Catholic Lawyers Guild elected to the office of First Vice President shall serve for more than two (2) consecutive terms.

**TERM OF SECOND FIRST VICE PRESIDENT.** No member of the Catholic Lawyers Guild elected to the office of Second Vice President shall serve for more than two (2) consecutive terms.

### **SECRETARY**

The Secretary shall keep a record of meetings and proceedings of the Catholic Lawyers Guild, and for such other matters as may be directed by the Catholic Lawyers Guild to be placed in the files or records; shall keep an accurate roll of the officers and members; shall notify officers and members of committees of their election or appointment; shall issue notices of all meetings with a brief note in case of special meetings of the object for which they are called; and shall promptly furnish the Treasurer with the names of persons accepted as members.

### **TREASURER**

The Treasurer shall keep an accurate roll of the membership; shall collect dues and other funds of the Catholic Lawyers Guild; shall under direction of the Board of Directors, disburse funds to pay for duly authorized expenses incurred in the conduct of the Catholic Lawyers Guild out of the funds of the Catholic Lawyers Guild; shall keep regular accounts in books of the Catholic Lawyers Guild, which accounts shall be open

to inspection by any member of the Board of Directors as hereinafter set forth; and shall report, in writing at each meeting, and to the Board of Directors as hereinafter set forth; as and when required by them, the financial condition of the Catholic Lawyers Guild.

The Treasurer shall also keep an accurate account of the finances of the Catholic Lawyers Guild Scholarship Fund and report thereon at each meeting or at any other time upon request of the Board. Such account, at all times, shall be subject to examination and audit by the Board of Directors, or by a Special Committee appointed for that purpose.

Any active member of the Catholic Lawyers Guild in good standing may request a copy of the most recent Treasurer's Report of the Catholic Lawyer's Guild and/or of the Catholic Lawyers Guild Scholarship Fund upon written request to the Board of Directors and the President.

The Treasurer shall also keep an accurate account of the finances of the Catholic Lawyers Guild Scholarship Fund and report thereon at each meeting or at any other time upon request of the Board. Such account, at all times, shall be subject to examination and audit by the Board of Directors, or by a Special Committee appointed for that purpose.

### **ARTICLE III**

#### **ELECTION OF THE OFFICERS.**

1. The President shall appoint a Nominating Committee comprised of not less than three (3) members in good standing of the Catholic Lawyers Guild.
2. The President shall not be a member of the Nominating Committee.
3. The Nominating Committee shall submit to the President and Secretary no later than thirty (30) days prior to the annual meeting, the names of the candidates for the respective positions of the Officers and the Board of Directors of the Catholic Lawyers Guild.

4. The elections of Officers and Directors shall be held at a Meeting upon twenty (20) days' notice served by the Secretary of the Catholic Lawyers Guild.

5. Nominations for any Officers other than those made by the by the Nominating Committee shall be in writing, accompanied by the signatures of ten (10) members in good standing and delivered to the Secretary of the Catholic Lawyers Guild. Such nominations must be delivered as specified in the Notice submitted by the Nominating Committee.

6. The candidates receiving a majority vote of the members present at the said regular meeting shall be deemed elected. In the event no candidate receives a majority then the two (2) candidates receiving the largest number of votes shall be voted upon, and the candidate then receiving a majority of the votes cast shall be deemed elected to the office.

7. In the absence of a contested election, upon request of the President, the Secretary shall cast the vote for the slate of candidates proposed by the Nominating Committee.

#### **ARTICLE IV**

#### **BOARD OF DIRECTORS**

1. The Board of Directors shall be comprised of a Chair and six (6) active members in good standing of the Catholic Lawyers Guild of the Roman Catholic Faith who shall be elected for a term of Three (3) years. Except as provided herein, only two (2) of which shall be elected in any one year.

2. The Board of Directors shall manage the affairs of the Catholic Lawyers Guild and adopt the purpose and policy to be pursued by the Catholic Lawyers Guild. However, a majority of the Board of Directors present may refer a question of purpose

and policy to the General membership, at any regular or special meeting for final determination.

3. The Board of Directors shall elect its own Chair at its first meeting held in the new fiscal year. Current Officers are not eligible to serve as Chair or Member of the Board of Directors with the exception that the outgoing President is eligible to serve as Chair of the Board.

4. The Chair shall preside at all meetings of the Board of Directors.

5. The Chair of the Board shall not be eligible to be Chair for more than two (2) consecutive terms.

6. The presence of six (6) individuals having status as members of the Board of Directors at any meeting of the Board of Directors shall constitute a Quorum.

7. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if a majority of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If the consent is written, it must be signed by a quorum of Directors. If the consent is electronic it must be able to be reasonably determined to have been sent.

## **ARTICLE V**

### **DUES AND MEMBERSHIP**

**DUES.** Dues shall be set at a rate to be determined by the Board of Directors.

**MEMBERSHIP.** Any person who has been duly admitted to the Bar of the State of New York, in good standing as described herein, and of good moral character shall be eligible for membership.

A member in good standing is one whose dues are paid to date and is of the Roman Catholic Faith.

## **ARTICLE VI**

### **MEETINGS**

1. The Catholic Lawyers Guild shall hold regular meetings on such days at such places in the County of Queens, City and State of New York, or elsewhere.

2. Special Meetings may be called at any time by the President, Board of Directors, or upon the written request of twenty (20) members in good standing. The Secretary must call the meeting for any purpose specified in such request. In such event, no other business than that specified shall be presented at said special meeting

3. At least ten (10) days notice of all meetings shall be given by mail to all members, except as provided in ARTICLE IX.

4. Members of the Board may participate in a meeting by means of telephone conference calls, or similar electronic communications provided all persons participating in the meeting by telephone or electronic communication can hear each other and such participation shall constitute presence in person at the meeting.

#### **5. ORDER OF BUSINESS OF MEETINGS**

- a. Prayer
- b. Reading of the minutes of the preceding meeting.
- c. Reports of any Committees.
- d. Report of Board of Directors by its Chairman.
- e. Report of Treasurer.
- f. Miscellaneous Business,
- g. Good and Welfare.

## **ARTICLE VII**

### **COMMITTEES**

1. The President from time to time may provide for such standing and special committees as may be necessary. The President shall fix the number of members to serve on such standing or special committees, appoint the Chair and members thereof and shall fill all vacancies.

2. All committees shall serve only during the term of the current President and for such time as the President elects.

3. There shall be three (3) Standing Committees: Nominating, Scholarship and Membership.

## **ARTICLE VIII**

### **BY-LAWS**

The By-Laws may be amended or rescinded at any regular or special meeting by a two-third vote of the members in good standing present, provided notice of the proposed amendment accompanied by the signatures of twenty (20) members in good standing or by a majority vote of the Board of Directors and Officers is sent to each member in good standing no less than twenty (20) days prior to such meeting in accordance with Notice provisions herein.

Any proposed amendments to the By-Laws shall be submitted to the Secretary who shall immediately forward same to the membership.

## **ARTICLE IX**

### **NOTICES**

Notice of any meeting shall be given to each Member in good standing at the address set forth on Membership Application (or as amended by Member), or by any other means designated by the Secretary permitted herein, not less than (10) days prior to the meeting except as otherwise provided. The Notice must include the place, date, and hour of the meeting, and in the event of a special meeting, the person(s) responsible for the calling of the meeting. Notice of all meetings must state the purpose(s) for which the meeting is being called.