

By laws of the Columbian Charities of Connecticut, Inc.

ARTICLE I – LOCATION OF OFFICE

The principal office of this Corporation shall be located at the residential address of the person elected to the office of the Chairman of the Board of Directors.

ARTICLE II – FUNDS

A. Authority

The Columbian Charities of Connecticut, Inc. (CCCI) may establish new charitable funds and dissolve existing charitable funds as it sees fit in accordance with all applicable law, contract, or otherwise binding agreement.

B. Funds

The CCCI shall include the following charitable funds:

1. **Campaign for People with Intellectual Disabilities Fund (CPID)**: (Also known as: “The Tootsie Roll Program”)
 - a. The CPID shall exist to support agencies and programs existing in Connecticut that provide services to, or otherwise serve People with Mental Retardation.
 - b. CPID funds available for distribution shall be net of expenses – after deduction of expenses of candy, aprons, etc; councils can request up to an amount of 80% their council’s net funds; and the remaining 20% are to be distributed based on the discretion of the Corporation Board. The Corporation Board may limit the period of time that the council can request their 80% share.
2. **Masterson Fund**

The Masterson Fund shall exist for the purposes stated in Section 2 of the Articles of Incorporation, and especially for the purpose of assisting brother Knights in need.
3. **Christopher Fund** (Supreme Council Matching Investment Fund)

The Christopher Fund, also known as the Supreme Council Matching Investment Fund, shall exist for the purposes stated in Section 2 of the Articles of Incorporation, and especially to provide financial grants to other charitable organizations existing under Section 501(c)3 of the internal revenue code
4. **Father Michael J. McGivney Vocations Fund**

The Father Michael J. McGivney Vocations Fund shall exist for the purposes stated in Section 2 of the Articles of Incorporation, and especially to support activities within the State of Connecticut which promotes vocations to priesthood for men, and the religious life for men or women. These funds shall not be used to support anyone entering the permanent diaconate. Grants will be paid directly to qualified institutions.
5. **Disaster Relief Fund**

The Disaster Relief Fund shall exist for the purposes stated in Section 2 of the Articles of Incorporation, and especially for the purpose of supporting disaster relief efforts designated by

the State Deputy of the Connecticut Knights of Columbus. In his designation of what disaster this fund should support, the State Deputy shall take special consideration for those disasters that the Supreme Knight and the Supreme Council request that the Knights fun.. Grants shall be paid to agencies that provide assistance to relief efforts or directly to individuals.

C. Fiscal Year

The fiscal year for all funds will be fixed to coincide with the fiscal year of the Connecticut State Council of the Knights of Columbus.

D. Request Processing:

The Board of Directors of the Corporation shall determine the appropriate process for agencies and institutions to request financial support.

E. Meeting & Administration Expense Limitations

Expenses related to operation of the Corporation shall:

- Not exceed 5% of the annual gross income of the CPID Fund – less bank fees, costs of goods which is defined as the cost for aprons, Tootsie Rolls, etc. – with regards to the respective business of the CPID Fund only;
- Not exceed 5% of the remaining funds of the Corporation combined annual earnings – less bank fees.

F. Distribution

The earnings of each fund, except CPID funds, shall be distributed during the fiscal year in which they are received, unless otherwise determined by the board. The board reserves the right to allocate up to 20% of earnings of the respective funds to be retained in corpus to build up the respective sub-funds. However, all CPID funds shall be distributed entirely within 12 months of the close of the fiscal year in which they are collected.

ARTICLE III – MEMBERSHIP

A. Membership

The membership of the Corporation shall consist of those deemed members under Section 6 of the Certificate of Incorporation.

B. Voting

Each member present shall be entitled to one vote.

C. Annual Meeting

The annual meeting of the membership shall be held at the annual meeting of the Connecticut State Council of the Knights of Columbus. At the annual meeting, the Board of Directors of the Corporation shall be elected in accordance with the provisions of these By-Laws, and any other business or affairs of the Corporation which may come before the meeting may be considered and acted upon. At the annual meeting, the Treasurer of the Corporation shall report on fund balances and distribution of funds during the fraternal year. At the discretion of the chairman and the Board of Directors the annual meeting shall also serve as the venue for funds distribution to various large recipients.

ARTICLE VII – BOARD OF DIRECTORS

A. Board of Directors

There shall be nine people sitting on the Board of Directors. Six of said directors shall be individuals (during their tenure in office) as State Officers of the Connecticut State Council of the

Knights of Columbus, namely: State Deputy, State Secretary, State Treasurer, State Advocate, State Warden, and Immediate Past State Deputy, and/or their successors in such office. Three additional members shall be elected annually for a term of one year from the general membership of the corporation at the annual meeting. To be eligible for consideration as a director, such candidate must be a Third Degree Knight in good standing with the Order.

The board members elected from the at-large membership of the corporation shall be limited to a maximum tenure of six years. Past State Deputies and/or Officers may serve up to six years on the board of directors, after leaving state office.

The initial Board of Directors of the Corporation shall consist of the nine members of the Columbian Charities of Connecticut, Inc. Board of Directors at the time these By-Laws take effect.

B. **Duties and Powers**

The Board of Directors shall be responsible for the control and management of the business affairs and property of the Corporation, and may exercise all powers of the Corporation except as herein otherwise provided, or except as may be expressly conferred upon or reserved to the members under the Certificate of Incorporation or the laws of the State of Connecticut.

C. **Quorum**

The presence, in person, of a majority of the members shall constitute a quorum at each meeting of the Board of Directors.

D. **Voting**

Each member shall have one vote, and, except as otherwise provided herein or under the applicable laws of the State of Connecticut, the vote of a majority of the members present at a meeting at which a quorum is present shall be necessary for the exercise of the powers of the members. Votes may not be assigned.

E. **Vacancies in Board of Directors**

The Board of Directors may fill any vacancy on said board. To fill a vacancy, the nominating committee shall nominate a person and present him to the board for its vote at any regular or special meeting of the Board of Directors, which must vote by a two-thirds (2/3) vote of the directors to fill said vacancy.

F. **Removal of a Member**

Any member may be removed at a regular or special meeting of the Board of Directors by two-thirds (2/3) vote of the board, including said member, provided that (1) two-thirds (2/3) of the Board of Directors first recommend that such member be removed, and (2) notice of the reason for such removal is furnished to said member, and (3) said member is given an opportunity to answer the claims against him at such special meeting of the Board.

ARTICLE VIII – OFFICERS, AVDISORS, COMMITTEES

A. **Officers**

1. **Election and Term of Office**

The members of the Board shall elect from themselves the officers of the Corporation, at the first regular or special meeting of the Board of Directors following the annual meeting of the corporation. Such meeting must be held no later than July 31. Each officer shall hold office until the annual meeting of the Board next succeeding his election and until his

successor shall have been duly elected or until his death, resignation, or removal, whichever comes first.

There shall be four officers of the Corporation, namely: Chairman, Vice-Chairman, Secretary, and Treasurer. Said officers shall be elected by the Board of Directors at their first regular or special meeting. It is not requires that an officer hold the equivalent office within the State Council of the Knights of Columbus. No two offices may be held by the same person. Unless otherwise sooner removed by the Board of Directors, an officer shall serve for a term of one year and thereafter until his successor is elected. In the event of any vacancy in any office, such vacancy shall be filled by the Board of Directors.

2. **Chairman**

The Chairman shall be the chief executive officer of the Corporation. He shall have general charge of the affairs and property of the Corporation; he shall see that all orders and resolutions of the Board of Directors are carried into effect; and shall have power and authority to perform all other duties usually incident to such office. At each meeting of the Board of Directors, the Chairman of the Corporation shall preside. All said authority and powers are subject to the supervision and direction of the Board.

3. **Vice-Chairman**

The Vice-Chairman shall, in the absence of, or during the disability of the Chairman, perform the duties and exercise the powers of the Chairman. In addition, the Vice-Chairman shall have and discharge such other duties as the Board of Directors may from time to time assign to him.

4. **Secretary**

The Secretary shall attend all meetings of the Board of Directors and of the membership. He shall record all votes and the minutes of all meetings and keep them for posterity. He shall see that the books, reports, statements and all other documents required by law are properly kept and filed. The secretary shall maintain proper records of the number of terms served by board members who are elected "at-large" at the annual meeting. He shall advise the nominating committee when any "at-large" board member shall have served six (6) years service on the board. He shall receive and maintain all fund applications received from the State Secretary. In addition, he shall perform such other duties as the Board of Directors from time to time assign to him.

5. **Treasurer**

The Treasurer shall have custody of the corporate funds and securities. He shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all money and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation in accordance with the directions of the Board of Directors, taking and preserving proper vouchers for such disbursements, and shall render an account of all his transactions as Treasurer and of the financial condition of the Corporation, whenever called upon to do so. In addition, he shall perform such other duties as the Board of Directors may from time to time assign to him.

B. **Advisors**

The Board of Directors shall appoint, at its discretion, ex-officio advisors to the Board who shall offer advice and guidance to said Directors in order to promote the mission of the corporation. Advisors may be invited to board meetings at the discretion of the Chairman. They shall have floor

privileges, but shall have no voting rights. Advisers shall serve at the pleasure of the Board and its chairman. The following list will serve as an example of advisers. In no way is the Board limited to the following list:

- State Chaplain
- Associate State Chaplain
- Financial Advisor
- Legal Advisor
- State Council's Campaign for People with Intellectual Disabilities Chairman
- State Council's Vocation Chairman

C. **Committees**

1. **Finance Committee:**

The chairman of the board shall appoint three (3) directors to serve on the finance committee. It shall review the applications for grants which have been received and make recommendations to the board of directors on the following:

- Specific amount to be awarded
- Fund from which award is to be drawn

The finance committee shall be responsible for periodical review of the Corporation's financial holdings and make recommendations to the Board as needed.

2. **Nominating Committee:**

The chairman of the board shall appoint a nominating committee. It shall review candidates for the Board of Directors and shall submit a slate of three "at-large" members to the annual meeting held in conjunction with the annual State Council meeting.

3. **Audit Committee:**

The chairman of the board shall appoint an audit committee. It shall make annual review of the books of the secretary and treasurer to ensure that appropriate accounting standards and practices are followed; and make report to the delegates at the annual meeting of the Corporation.

ARTICLE VX - MEETINGS

A. **Annual Meeting.**

The annual meeting of the Board of Directors shall be called for all the following purposes:

1. Election /selection of board officers
2. Naming of liaisons / advisors to board
3. Selection / appointment of committees
4. Consideration and approval of fund requests

C. **Regular Meetings:**

The Board of Directors shall hold quarterly meetings to handle day-to-day business of the Corporation, review and consider action on new and outstanding fund requests, and review current financial status of the various funds of the Corporation.

D. **Special Meetings:**

Special meetings of the Board of Directors may be held upon ten days written notice (including email notification) by the Chairman, or upon written request personally signed by five members of

the Board of Directors, stating the purpose and agenda of such meeting. Each such special meeting shall be held at such place as is specified in the written notice, at the time specified in such notification, and only the business reference in the notification will be handled.

C. **Notice of Meetings.**

Except as otherwise provided by applicable law, written notice of each regular meeting of the Board of Directors, stating the location and the time when such meeting is to be held, shall be served, either personally by telephone, by mail or by email, not less than five days before the meeting to each director entitled to vote at such meeting.

ARTICLE IX - COMPENSATION

Neither an officer nor director shall be entitled to any compensation from the Corporation in his capacity as such except reasonable payments to reimburse expenses of being an officer or a director. Advisors, however, may receive an honorarium for their service at the discretion of the board.

ARTICLE X - DURATION

The period of duration of the Corporation shall be perpetual, subject to sooner dissolution only upon recommendation by the Board of Directors, and approval of said recommendation of two-thirds (2/3) of the members of the corporation at an annual or special meeting. Upon dissolution of the Corporation, the directors of the Corporation shall, after payment of or due provisions for all liabilities of the corporation, dispose of all of the assets of the Corporation exclusively for and in accordance with the religious, charitable educational and/or scientific purposes of the Corporation, and in the case of CPID funds to agencies which serve People with Intellectual Disabilities as set forth in the Certificate of Incorporation of the Corporation and these By-Laws.

ARTICLE XI - AMENDMENTS

Any or all of the provisions of these By-Laws, whether contractual in nature or merely regulatory of the internal affairs of the Corporation, may be amended, altered, or repealed, and new By-Laws may be made, by the members of the Corporation at the Annual Meeting or special meeting of the Corporation is duly convened after notice to said members.