

**NATIONAL CATHOLIC COUNCIL FOR HISPANIC MINISTRY, INC.
(A Corporation Not for Profit)**

ARTICLE I

NAME AND LOCATION

Section 1.1 Name. The name of this Corporation shall be National Catholic Council for Hispanic Ministry, Inc.

Section 1.2 Location. The principal office of the Corporation shall be located at: 5401 S. Cornell St. – Room 218, Chicago, IL 60615. Other offices for the transaction of business shall be located at such places as the Board of Directors may, from time to time, determine.

Section 1.3 Incorporation. The NCCHM is incorporated in the State of Illinois.

ARTICLE II

PURPOSES AND POWERS

Section 2.1 General Purposes. The National Catholic Council for Hispanic Ministry, Inc. ("NCCHM" or the "Corporation") is a Council of national or regional Roman Catholic religious communities, apostolic movements and ministerial pastoral organization, publishing houses and educational institutions committed to visioning, advocacy, education, networking, developing and working on ongoing formation among Hispanics for service in church and society. The general purposes of the NCCHM are the following:

- 1) To provide a network for mutual support and collaboration among its members.
- 2) To provide a forum for reflection on issues of concern to Hispanics in church and society at the regional and national levels.
- 3) To promote fuller participation of Hispanics in church and society.
- 4) To do advocacy on behalf of Hispanics in the area of human rights and to work in collaboration with like minded associations.
- 5) To promote the articulation of theological, pastoral, and social issues and concerns of special interest to Hispanics through forums, workshops, research and publications.

6) To facilitate communication between grass-roots communities, church, civic and professional organizations.

The purposes for which the Corporation is organized are exclusively social, religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these By-Laws, this Corporation shall not carry on any other activities not allowed by an organization exempt from Federal income tax under Section 502(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 2.2 Powers. This Corporation shall have and exercise such powers in furtherance of its purpose as are now or may hereafter be set forth in the Articles of Incorporation, in these By-Laws, and as allowed by law. This Corporation is empowered as follows:

- (1) To have succession by its corporate name for the period set forth in its Articles of Incorporation.
- (2) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (3) To adopt and use a common corporate seal and alter the same.
- (4) To elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
- (5) To adopt, change, amend repeal by-Laws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers.
- (6) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.
- (7) To conduct its affairs, carry on its operation, and have offices and exercise the powers granted by this part in the State of Illinois.

(8) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(9) To acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein.

(10) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

(11) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

(12) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(13) To make donations for the public welfare or for social, religious, charitable, scientific, educational or other similar purposes.

(14) To provide scholarships, grants, loans and other financial and other aid to qualified students throughout the United States and elsewhere.

(15) To indemnify any trustee, officer, employee, or agent of the Corporation for acting lawfully and in good faith on behalf of the Corporation.

(16) To enter into employment contracts with officers, trustees, agents and employees of the Corporation.

(17) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

(18) To merge and consolidate with other corporations, both domestic and foreign, for profit and not for profit, provided that the surviving corporation is a corporation not for profit.

ARTICLE III

MEMBERS

Section 3.1 Membership. Members of the Council shall be regular, supporting and honorary:

(1) **Members** are those national or regional Roman Catholic religious communities, apostolic movements and ministerial pastoral organization, publishing houses and educational institutions committed to visioning, advocacy, education, networking, developing and working on ongoing formation among Hispanics for service in church and society that are ***active*** in the business of NCCHM, committed to its projects, participate regularly in annual meetings, pay the dues. One person can represent one organization to two maximum.

Only **members** have the following privileges: nomination of candidates for the Board of Directors, election of Directors, and decisions on policies for the Corporation.

(2) **Supporting members** are those national or regional Roman Catholic religious communities, apostolic movements and ministerial pastoral organization, publishing houses and educational institutions committed to visioning, advocacy, education, networking, developing and working on ongoing formation among Hispanics for service in church and society but may neither be involved in the business of NCCHM, nor attempt annual meetings

(3) **Honorary members** is conferred to organizations and individuals who have expertise in areas of mutual interest and concern to Hispanics in the U.S. and/or have demonstrated special commitment to their service.

Section 3.2 Admission of all members. Candidates for membership, upon recommendation of the members of NCCHM to the Board are admitted to membership in the Council by majority vote of the representatives of the ***active*** members at the annual meeting or voting can be done electronically.

Section 3.3 Duties of regular members. To maintain membership in NCCHM active, the following are required: **Attendance at annual meetings and payment of annual dues**. Re-application is required for those organizations that have lost active membership because they are missed two of three annual meeting three years in the row and wish to continue being part of NCCHM.

ARTICLE IV

MEETINGS

Section 4.1 Annual Meetings. Ordinary meetings of the Corporation shall take place at least once a calendar year to transact the business of the Corporation. This meeting shall be held at such time and place as is determined by the Board of Directors. Written notice, including agenda, time and place of the meeting, shall be given to members at least 90 days prior to its commencement.

Section 4.2 Order of Business at Annual Meeting. The order of business at the annual meeting of the members shall be as follows:

1. Roll call
2. Proof of notice of meeting or waiver of notice
3. Reading of minutes of preceding meeting
4. Report of officers
5. Reports of Committees
6. Unfinished business
7. New business
8. Adjournment

In the absence of any objection, the presiding officer may vary the order of business.

Section 4.3 Quorum. Quorum is defined as one-half plus one of regular members.

Section 4.4 General Voting. Regular members that are present at the moment of business and are up-to-date in the payment of dues are entitled to one vote.

Section 4.5 Voting for members of the board. Regular members that are present at the moment of elections, are up-to-date in the payment of dues, and have attended at least two out of three of the last membership meetings may, through the representative, nominate, vote, and be elected as members of the Board of the Corporation. Each organization is entitled to one vote.

ARTICLE V

MEMBERS OF THE BOARD

Section 5.1 Number and Qualification. The business, property and affairs of this Corporation shall be managed by a Board composed of seven (7) members:

President, Vice-President, Secretary, Treasurer, and three at large members of the Board.

Section 5.2 Powers. Except as otherwise provided by the Articles of Incorporation or these By-laws, the members of the Board shall have full power and authority to do all things necessary and expedient in the governance, management and control of the business and affairs of the Corporation.

Section 5.3 Duties of the members of the Board. Members of the Board are required to maintain regular attendance at Board meetings and perform all responsibilities of their office.

Section 5.4 Terms and Election. The President and Vice-President shall serve for three-year terms, renewable once. The Secretary, Treasurer and the three at-large directors shall serve for two-year terms, renewable once. The members of the Board are elected by a majority vote of members present at the annual meeting.

Section 5.5 Vacancies. Vacancies of members on the Board shall be filled by someone appointed by the Board for the completion of the term vacated. The person so appointed shall serve until the next annual members' meeting, when the members can elect a new Board member to fill the vacant position. If the person appointed to fill in the time of the vacancy wants to accept nomination, so be it.

Section 5.6 Removal. Any member of the Board may be removed from said capacity by the current Board and confirmed by at least half plus one members gathered at the next annual meeting only for cause. "Cause" shall include, but not limited to, dereliction of duties, dishonesty, or serious misconduct. Such vacancy shall be filled as set forth in Section 5.5 above.

Section 5.7 Frequency of Meetings. Ordinary meetings of the members of the Board shall be held at least twice a year in presence and twice by phone, and at such times as the members of the Board might deem necessary.

Section 5.8 Quorum. Five (5) members of the Board shall constitute a quorum for the transaction of business. The President or the Vice-President must be part of those meetings, except in case of completely justified absence of both but with the approval of the rest of the Board.

Section 5.9 Action by Unanimous Consent. If and when all the members of the Board shall individually or collectively consent, verbally or in writing, to any action to be taken by the Corporation, such action shall be as valid as though it had been unanimously authorized at a meeting of the Board; provided it is included in the minutes of the next meeting of the Board.

Section 5.10 Adjournment. A majority of the members of the Board present may adjourn any meeting of the Board to another time and place. Notice of such adjourned meeting shall be given to the members of the Board who were not present at the time of adjournment and to the other members of the Board. Minutes must be taken, and distributed to all the Board members for review before the next ordinary meeting takes place. Minutes should be available to members upon request.

Section 5.11 Members of the Executive Board. The Members of the Executive Board of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the members. No one may hold more than one office concurrently.

Section 5.12 President. The President shall be elected by a majority of the members attending their annual meeting for a period of three (3) years, renewable once. The President shall serve as Chair of the Corporation and shall preside over all meetings of the members of the Board. The President shall be responsible for overseeing that all orders and resolutions of the Board of Directors are carried into effect.

Section 5.13 Vice President. The Vice President shall be elected by a majority of the members attending their annual meeting, for a period of three (3) years, renewable once. The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President, or as directed by the President.

Section 5.14 Secretary. The Secretary shall be elected by a majority of the members attending their annual meeting, for a period of two (2) years, renewable once. The Secretary shall keep and preserve in the books of the Corporation true minutes of the meetings of the members of the Board. The Secretary shall be responsible for the call and sending of notices of any ordinary or extraordinary meeting of the members of the Board, as well as such other notices as required by law or by resolution of the members of the Board. The Secretary shall safely maintain in his or her custody the seal of the Corporation and shall have authority to affix same to all corporate instruments when so required. The Secretary shall perform such other duties as may be delegated to such office by the members of the Board.

Section 5.15 Treasurer. The Treasurer shall be elected by a majority of the members at their annual meeting, for a period of two (2) years, renewable once. The Treasurer shall have custody of the financial books and records belonging to the Corporation and shall keep or cause to be kept full and accurate accounts of all business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall render to the President and members of the Board at the ordinary meetings of the Board, and whenever requested by them, an account of all his or her transactions as Treasurer and of the financial

condition of the Corporation. If required by the members of the Board, the Treasurer shall deliver to the President, and shall keep in force, a bond in such form and amount and with a surety or sureties, as are satisfactory to the Board, conditioned for faithful performance of the duties of the office, and for restoration to the Corporation in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his or her possession or under his or her control belonging to the Corporation. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the members of the Board or these By-laws.

Section 5.16 Vacancies. Any vacancy in any office, however occurring, shall be filled by a majority vote of the members of the Board. The person so appointed shall serve until the next annual members' meeting, when the regular members shall ratify the appointment or elect a new officer to fill the vacant position.

ARTICLE VI

COMMITTEES

Section 6.1 Creation. There shall exist such standing and ad hoc committees as may be established by the members of the Board. Unless otherwise restricted by law, or by the Articles of Incorporation, or by these By-laws, membership on such committees is not limited to the members of the Board or members of the Corporation. Members shall be notified in writing for how long these committees are to be in existence. Committee members will select the Chair from among themselves. A majority of the members of any committee shall constitute a quorum for the transaction of business.

Standing Committees

Section 6.2 Finance Committee. The Finance Committee shall be named by the President. The Treasurer shall be the chairperson of the Finance Committee. This committee shall cooperate with the Treasurer and the members of the Board in monitoring the fiscal operations of the Corporation and all financial matters involving the Corporation, including the activities of the Development Committee.

Section 6.3 Development Committee. The Development Committee shall be named by the President. It is responsible for seeking ways and means to ensure the viability of the Corporation.

Ad hoc Committee

Section 6.4 Nominations Committee. The President shall annually appoint a Nominations Committee consisting of at least two (2) representatives of members at

the beginning of the annual meeting. This committee shall present nominations for all the elected officers as provided in the By-laws.

ARTICLE VII

EXECUTION OF INSTRUMENTS

Section 7.1 Checks, Drafts and Payment Orders. All checks, draft and orders for payment of money shall be signed in the name of the Corporation by the Treasurer. All such checks, drafts, and payments in excess of Five Thousand Dollars (\$5,000.00) shall be countersigned by the President or such Director as the members of the Board shall from time to time designate for that purpose.

Section 7.2 Execution of Documents. When the execution of any contract, conveyance or other instrument has been authorized without specification of executing officers, the President, Vice President, Secretary or Treasurer may execute the same in the name and in behalf of this Corporation and may affix the Corporate seal thereto. The members of the Board shall have the power to designate the officers who shall have the authority to execute any instrument in behalf of this Corporation.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall from January 1 to December 31.

ARTICLE IX

INDEMNIFICATION

The Corporation shall provide indemnification to its officers, Directors, employees, and agents, as provided in Illinois Statute Sec. 108.75, as the Statute now exists, or the corresponding provisions of any further Florida Statutes. A copy of Illinois a Sec. 108.75 shall be attached to and made a part of these By-laws, as if incorporated in haec verba.

ARTICLE X

AMENDMENT OF BY-LAWS

These By-laws may be adopted, amended, altered or rescinded by a two-third (2/3) vote of the regular members an annual meeting at which a half plus one of all regular members who are active, provided that copies of the proposed By-laws and/or amendments thereto shall be forwarded by the members of the Board to the

representatives along with the notice of the meeting not less than thirty (30) days prior to any meeting.

ARTICLE XI
GENERAL PROVISIONS

Section 11.1 Procedure. All committees of the Corporation which adopt rules of procedure shall assure that they are not inconsistent with these By-laws.

Section 11.2 Parliamentary Procedure. In the event these By-laws are silent as to any procedural aspects of any meeting hereunder, the provisions of the latest published edition of Roberts Rules of Order shall control such procedure.

ARTICLE XII
DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which have similar purposes to those provided in the Articles of Incorporation of this Corporation and which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the Federal, state, or local government for exclusive public purpose.

Approved and adopted this ____ day of March, 2016, by vote of the Board of Directors of National Catholic Council For Hispanic Ministry, Inc.

By: _____
Secretary

(AFFIX CORPORATE SEAL)