

FRANCISCAN ALUMNI ASSOCIATION

FAA CODE OF REGULATIONS

Revised April 2017

I. ORGANIZATION

A. Purpose:

The purposes for which this corporation is formed are:

A. To share common ideals, experiences, and friendships of all current and past members of the formation houses of St. John the Baptist Province, Our Lady of Guadalupe Province, and the Pennsylvania Custody of the Holy Savior.

B. To have and exercise all the rights and powers conferred on nonprofit corporations under the Ohio Nonprofit Corporation Law, as such law is now in effect or may at any time hereafter be amended.

B. Membership:

A member of the Franciscan Alumni is anyone who attended St. Francis Seminary, Duns Scotus College, St. Leonard's College, any of the Brothers Programs at various friaries, the Oldenburg Friary, or any other program geared toward following Francis into the First Order of the Friars Minor. This includes all current and past members of St. John the Baptist Province, Our Lady of Guadalupe Province, and the Pennsylvania Custody of the Holy Savior.

C. Board of Trustees:

Franciscan Alumni Members attending the annual Chapter shall elect representatives at large to serve on the Board of Trustees. The Board shall not exceed 17 (seventeen) positions --- 14 (fourteen) elected Members, 2 (two) appointed positions, and the Provincial Liaison. The Term of Board Members shall be two years, with 7 (seven) members being voted in each year. In lieu of 7 (seven) members on a ballot, the remaining positions may be filled by the President from those volunteering.

Terms commence and end on November 1 each year.

If a Board Member is absent from 3 (three) consecutive meetings without presenting an excuse accepted by the Board, the Board shall remove the Member from the Board. The President shall appoint a new Member, until the next Chapter Meeting.

Board Members may also hold Committee Chairs.

A quorum of 8 (eight) is required to conduct Business. Board Members may assign Proxy Votes by Written Authorization only. Written authorization may be in the form of an email.

D. Officers:

The Officers of the Association shall be nominated and elected by the Board Members at the October meeting following the Chapter. The Officer Positions are: President, Vice-President, Recording Secretary, and Treasurer. No person shall serve more than 2 (two) terms consecutively in any one position with the exception of Recording Secretary and Treasurer. The Recording Secretary and Treasurer may serve multiple consecutive terms at the discretion of the Board of Trustees. At the discretion of the Board of Trustees, the positions of Recording Secretary and Treasurer may be combined. The immediate Past President shall serve in an advisory position to the Officers and Board. In the event any Officeholder becomes incapacitated, the Board will take nominations and elect a successor at the next regularly scheduled Board Meeting.

E. Provincial Liaison:

A Member of St. John the Baptist Province who is designated by the Province. This person shall have the same voting privileges as other elected Board Members. The term shall be at the discretion of the Provincial.

F. Standing Committees:

Committees that are necessary for the operation of the Association. Standing Committees are as follows: Chapter and Newsletter. Standing Committees shall report at each Board Meeting. Other Committees may become Standing Committees with a majority vote of the Board of Trustees. Committee Chairpersons are appointed by the President.

G. Other Committees

Committees that the President and/or Board feel are necessary from time to time. Reports shall be made periodically at the discretion of the President. Other Committees include: By-Laws and Nomination.

II. MEETINGS:

Regular Board Meetings shall be held on the last Saturday of January, April, and October. The Chapter Meeting shall be held on the weekend after Father's Day. Special Board Meetings may be convened by the President or by a Majority of the Board Members. Meeting locations are to be determined by the Board and may vary from time to time. Unless otherwise specified, times will be at 1:00 p.m. Meetings shall follow Robert's Rules of Order. Board Meetings are open to all interested parties and said parties may address or introduce motions before the Board during New Business.

III. COMMITTEE MEETINGS:

Committee Meetings are at the discretion of the Chairperson. The time and location are to be communicated to the committee at least 7 (seven) days prior to a meeting. The President and Vice-President are "ex-officio" members of all committees. A Committee Chairperson may be any member or spouse of a member of this Association.

IV. CODE OF REGULATIONS REVISIONS:

Once instituted, this Code of Regulations can be revised only by a 2/3 (two-thirds) majority vote of the Board of Trustees. The Code of Regulations is to be reviewed by Committee at a minimum of every 4 (four) years. Normally, these reviews will take place in the same year as the U.S. Presidential Elections. The Code of Regulations Committee will submit to the Board any revisions deemed necessary for Board approval. Amendments or revisions to the Code of Regulations shall be submitted to the Secretary 60 (sixty) days prior to the meeting at which the amendment/revision is to be considered.

V. INDEBTEDNESS:

The Board of Trustees shall not have power to incur indebtedness or borrow money. Expenditures over \$1,000.00 need to have prior approval by the Board of Trustees unless said expenditure is for the expense of the Association newsletter or the Chapter Meeting. Each check issued by the treasurer in the name of the Association must have 2 (two) signors to be valid.

VI. COMPENSATION:

No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on under Section 501(c)(3) of the Internal Revenue Code.

VII. DISSOLUTION:

This Association may be dissolved by a simple majority of its members, or by a 2/3 (two-thirds) majority of the Board of Trustees. In the event of dissolution, the funds of the Association shall be distributed for payment of the Association debts and obligations. Any unpaid balance shall be distributed to the St. John the Baptist Vocation Office or used for one or more exempt purposes within the meaning of Section 501 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Approved and adopted by the FAA Board of Trustees on

April 27, 2017. Richard E. Gaudin
Date President