

May 27, 1969
Revised By-Laws, July 13, 1996
Revised By-Laws, May 4, 2001
Revised By-Laws, May 13, 2005
Reaffirmed By-Laws Jan 7, 2012
Revised By-Laws, July 1, 2022

**BY-LAWS OF THE
PENNSYLVANIA STATE COUNCIL
KNIGHTS OF COLUMBUS
EDUCATIONAL FOUNDATION, INC.**

ARTICLE I

NAME OF CORPORATION

Section 1. NAME OF CORPORATION

The name of the corporation shall be "Pennsylvania State Council Knights of Columbus Educational Foundation, Inc."

ARTICLE II

MEMBERSHIP OF CORPORATION

Section 1. ELIGIBILITY

In addition to the other requirements provided for in the Articles of Incorporation and By-Laws, to be eligible for membership in this corporation, a man must be, and continue to be, a ~~a Third-Degree~~ member in good standing of one of the subordinate councils of the Knights of Columbus in the State of Pennsylvania. Failure to maintain membership in good standing as aforesaid shall automatically terminate membership in this corporation.

Section 2. DESIGNATION OF MEMBERSHIP IN CORPORATION

The members of said corporation shall consist of and include the following members of the Knights of Columbus:

- A.** The seven members of the Pennsylvania State Council, Knights of Columbus during their tenure in the following offices: the State Deputy; the State Chaplain; the State Secretary; the State Treasurer; the State Advocate; the State Warden; and the Immediate Past State Deputy.
- B.** The members of each subordinate council of the Knights of Columbus in the Commonwealth of Pennsylvania who are registered delegates to the annual meeting.

Section 3. TERM OF MEMBERSHIP

Membership in this corporation of a member holding a State Council Office or that of voting delegate as specified in section 2A and section 2B shall commence with the commencement of his term of office and terminate with the expiration of his term of office unless terminated previously by death, resignation, or disqualification.

ARTICLE III

MEETING OF MEMBERS OF THE CORPORATION

Section 1. PLACE AND TIME OF CORPORATION MEETING

The place of the annual meeting of this corporation shall be at the same place in the Commonwealth of Pennsylvania at which the annual meeting of the members of the Pennsylvania State Council Knights of Columbus is held. The time of the said annual meeting of this corporation shall be determined by the

Board of Directors. Special meetings of this corporation may be called as provided by law, the time and place to be determined by the Board of Directors.

Section 2. NOTICE OF MEETING OF MEMBERS

The Office Convention Call of the State Secretary indicating the place, day and hour will serve as the official communication of the Annual Meeting. In the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) not more than ninety (90) days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or the person calling the meeting, to each member of said corporation.

Section 3. QUORUM

Ten Percent (10%) of the members of the corporation shall constitute a quorum at a meeting of the members. A majority of the votes cast by the members present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members unless a greater proportion is required by law. Each member of the corporation shall be entitled to one vote. Voting by proxy shall not be permitted. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. *(Number of Councils times 2 Times 10%)*

ARTICLE IV GOVERNMENT

Section 1. MANAGEMENT IN BOARD OF DIRECTORS

The general management of the affairs of this corporation shall be vested in the Board of Directors which shall consist of seven (7) directors chosen as provided herein. In the event that Article V, Section 2 is applicable, there shall be eight (8) directors.

Section 2. ELECTION OF CORPORATION OFFICERS

The officers of this corporation shall be a President, a Vice-President, a Secretary and a Treasurer and such other assistant or subordinate officers as may be deemed necessary, each of whom shall be elected by the Board of Directors for a term of one year commencing July 1st subsequent to his election and ending on June 30th of the following calendar year and until his successor has been elected. In case of a vacancy in any such office, the Board of Directors shall fill said vacancy.

ARTICLE V ELECTION OF DIRECTORS

Section 1. STATE COUNCIL DIRECTORS

While maintaining his eligibility to membership in this corporation as provided in Section 1 of Article 11 of these By-Laws, the State Deputy, and the Immediate Past State Deputy, shall be members of the Board of Directors. The election or succession of each to office shall constitute election to membership on the Board of Directors of this corporation, and the term of each shall coincide with the term of office in the Pennsylvania State Council, Knights of Columbus.

Section 2. SUPREME DIRECTORS

Each member of the Pennsylvania State Council, Knights of Columbus, who is a member of the Supreme Board of Directors of the Supreme Council of the Knights of Columbus, shall be a member of the Board of Directors of this corporation. The election or succession of any member to the Supreme Board of

Directors shall constitute election to membership on the Board of Directors of this corporation. His term of the Board of Directors shall coincide with his term on the Supreme Board of Directors, Supreme Council of the Knights of Columbus.

Section 3. REGIONAL DIRECTORS

A. In addition to the above there shall be Five (5) Regional Directors. They shall be selected from the Third Degree members of the Knights of Columbus, Pennsylvania Jurisdiction. One such director shall be from each of the following regions of the state, and these Directors shall be known as:

1. REGIONAL DIRECTOR – EASTERN
2. REGIONAL DIRECTOR – NORTHEASTERN
3. REGIONAL DIRECTOR - CENTRAL – EAST
4. REGIONAL DIRECTOR – CENTRAL – WEST
5. REGIONAL DIRECTOR – WESTERN

B. TERM OF OFFICE

In order to provide a continuity of experience, the terms of ~~office~~ office of the Regional Directors shall be two (2) stagger years. All terms coincide with terms of office in the Pennsylvania State Council, Knights of Columbus, which presently are from July 1st to June 30th.

C. SELECTION OF REGIONAL DIRECTORS

Each Regional Director shall be appointed by the State Deputy of the Pennsylvania State Council, Knights of Columbus. It is further provided that the State Deputy who is elected at the annual meeting of the Pennsylvania State Council at which these By-Laws shall be approved shall select the initial five Regional Directors, Subject to Article V, Section 3-A (*Corrected at Directors Meet. 7/13/96, as per Convention of 1996*)

D. VACANCY

In the event of death, resignation, retirement or disqualification for any cause of a director selected as specified in Section 3-C of this Article, the vacancy created thereby shall be filled by the State Deputy of the Pennsylvania State Council holding office at the time of said vacancy occurs. He shall appoint, a replacement who is a Third Degree member of the Knights of Columbus who shall be from the same Region as the Director who died, resigned, retired or was disqualified. The director appointed shall serve until the next annual meeting of the corporation. At the next annual meeting of this corporation the newly selected State Deputy shall fill the vacancy for the remainder of the term of the original member who died, resigned, retired, or was disqualified.

ARTICLE VI

DUTIES OF OFFICERS AND DIRECTORS

Section 1. DUTIES OF THE PRESIDENT

The President shall preside at all meetings of this corporation and of the Board of Directors. He shall appoint all committees which he or the Directors shall consider expedient or necessary. He shall have power to execute all agreements by the Board of Directors.

Section 2. DUTIES OF VICE-PRESIDENT

In the absence or inability of the President to act, the Vice-President shall perform the duties of the President.

Section 3. DUTIES OF SECRETARY

The Secretary shall keep the minutes of all meetings of this corporation. He shall have custody of the seal. He shall affix the seal of this corporation whenever the seal is required to be affixed to any document by order of the Board of Directors and shall counter sign all documents on behalf of said corporation when directed to do so. He shall send out notices of all meetings. He shall attend to such

correspondence and perform such other duties as may be required of him by the By-Laws, the President, and the Board of Directors.

Section 4. DUTIES OF THE TREASURER

The Treasurer shall have charge of all moneys of this corporation and deposit the same in the name of the corporation in a depository to be selected by the Board of Directors. He shall disburse said funds as ordered by the Board of Directors. He shall keep accurate accounts of his receipts and disbursements, submit his books and records to the President and to the Board of Directors when requested and give an itemized statement of his accounts at each stated meeting of the corporation. He shall sign all checks on behalf of the corporation after the signature of the President. The Treasurer shall file and preserve all vouchers. He shall execute and file with the Board of Directors a bond conditioned upon the faithful performance of his duties, as Treasurer, in an amount fixed by the Board of Directors. The Premium for such bond, however, shall be paid by this corporation.

Section 5. OTHER POWERS OF DIRECTORS

The Board of Directors shall have control of the property and affairs of the corporation and shall fix its policies. It shall have power to hold meetings, appoint committees; (e.g. Audit Committee), employ necessary staff and other help; authorize expenditures and take all necessary and proper steps to carry out the purposes of this corporation and to promote its best interest.

Section 6. DUTIES & POWERS OF ASSISTANT OR SUBORDINATE OFFICERS

The duties and powers of the assistant or subordinate officers elected or appointed by virtue of these By-Laws shall be co-extensive with the duties and powers of their respective principal officers and may be exercised by them upon the direction of the Board of Directors, or upon the written request of their respective principal officers or in case of the death resignation or disqualification of their respective successor if principal officers are elected or appointed.

Section 7. EXECUTIVE COMMITTEE OF DIRECTORS

- A.** The Board of Directors may elect a committee of three or more Directors, which committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the corporation, except actions in respect to election of officers or the filling of vacancies in the Board of Directors. Said committee shall be known as the "Executive Committee".
- B.** The Board of Directors may elect one or more of the members of the Board of Directors as alternate members of said committee who may take the place of any absent member or members of said committee at any meeting of such committee.

ARTICLE VII

MEETINGS OF THE DIRECTORS

Section 1. STATED MEETINGS

The Board of Directors shall hold a stated meeting immediately following the annual meeting of the corporation for the election of officers and for the transaction of such business as may come before said meeting.

Section 2. SPECIAL MEETINGS

Special meetings may be called by the President when deemed advisable by him. A special meeting shall be called by the President upon written request of four (4) directors, which request shall state the purpose of the meeting.

Section 3. QUORUM

A. At all meetings of the Directors four (4) directors shall constitute a quorum.

B. No transaction or contract between this corporation and one or more of its directors or officers or between this corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest shall be void or voidable solely because such director or officer or officer is present at or participates in the meeting of the Board of Directors which authorizes the transaction or contract, if:

1. The material facts as to the relationship or interest and as to the transaction or contract are disclosed or are known to the Board of Directors and the Board in good faith authorizes the transaction or contract by the affirmative votes of a majority of the disinterested directors even though the disinterested directors are less than a quorum; or
2. The transaction or contract is commercially reasonable and fair to this corporation as of the time authorized.

Section 4. NOTICE OF MEETING

Written notice of all special meetings of directors shall be signed by the Secretary, or shall bear a facsimile of his signature, and shall be mailed or e-mailed to the list of recorded address of each director at least ten (10) days and not more than thirty (30) days before the day appointed for the meeting. All notices of meetings shall set forth the place, the date, the time and purpose of the meeting.

A. WAIVER OF NOTICE

The ten (10) day written notice of meeting provided for in Section 4 hereof, may be waived by a written waiver signed by the directors. The meeting of the directors may then proceed without said notice and without the lapse of the ten (10) day period necessary when such notice is given.

Section 5. ORDER OF BUSINESS

The order of business at all meetings – of the members of the corporation and the Board of Directors shall be as follows:

1. Call to order;
2. Prayer and the Pledge of Allegiance;
3. Proof of notice of meeting or waiver of notice;
4. Roll Call and (Credentials Report if required);
5. Reading of minutes of prior meeting; not required, they are to be sent prior to meeting;
6. Reading of communications;
7. Reports of Officers;
8. Reports of Committees;
9. Unfinished business;

10. New Business;
11. Election of Officers once per year in the July time frame;
12. Adjournment;
13. Closing Prayer.

Section 6. ROBERTS RULES OF ORDER

Except as otherwise provided herein and in the absence of a standing rule, Roberts Rules of Order shall govern the proceedings of said meeting.

ARTICLES VIII SEAL OF CORPORATION

Section 1. CORPORATE SEAL

The seal of this corporation shall be circular in form and shall contain the Knights of Columbus emblem and the name of the Corporation and the year of its organization.

ARTICLE IX AMENDMENT OF THESE BY-LAWS

Section 1. These By-Laws may be amended or repealed at any regular or special meeting of this corporation.

Section 2. No By-Law may be amended or repealed unless notice of the proposed amendment or repealer shall have first been given to the membership in writing at least ten (10) days prior to said meeting upon which it will be acted. The notice shall set forth the present By-Law and the proposed amendment or repealer.

Section 3. It shall require a vote of two-thirds of the members of the corporation present and voting to amend or repeal these By-Laws.

ARTICLE X PURPOSES AND FINANCIAL MATTERS

Section 1. The general purposes and powers of the corporation are to have and exercise all rights and powers conferred on non-profit corporations under the laws of Pennsylvania as now exist or as may hereafter be amended. However, this corporation shall not engage, except to an insubstantial degree, in any activities or exercise any powers that impair its eligibility for exemption under or pursuant to Section 501 (c)(3) of the Internal Revenue Code or similar provision now or hereafter in effect.

Section 2. Notwithstanding any other provisions of these bylaws, the corporation is organized exclusively for one or more charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activity not permitted to be carried on by an organization or corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or corresponding provisions of any similar or corresponding tax law now or hereafter effect.

Section 3. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director or officer of the corporation or any private individual, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered to or for the corporation and make payments and distributions in furtherance of the purposes set forth in

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paragraph 2 hereof. No Director, officer, member or employee of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation's assets on the dissolution of the corporation.

Section 4. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, (except as otherwise provided by Section 501 (h) of the Code or applicable law), or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 5. In the event of dissolution and after payment or making provisions for payment of all liabilities of the corporation and necessary expenses thereof, all of the remaining net assets and property of the corporation shall be distributed: (a) to such organizations that at the time qualify as tax exempt under Section 501 (c)(3) of the Internal Revenue Code 7986, or corresponding provisions of any subsequent federal tax laws, or (b) to one or more governmental units described in Section 170 (c)(1) or other applicable sections of the Code as the Board of Directors shall determine, to be used exclusively for charitable purposes. Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the corporation is then located, exclusively for charitable purposes to one or more such organizations, as said court shall determine. Under no circumstances shall any assets be distributed, upon dissolution, upon sale of substantially all of the assets, or otherwise directly to directors, officers, members or employees of the corporation.

Section 6. In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942. Further, the organization shall not (a) engaged in any act of self-dealing as defined as defined in Section 4941(d); (b) retain any excess business holdings as defined in Section 4943; (c) make any investments in such a manner as to subject the corporation to tax under Section 4944; or (d) make any taxable expenditures as defined in Section 4945 or corresponding provisions of any subsequent tax law.

Section 7. "Grant program" The Directors of the corporation will provide Grants to members in good Standing of the Pennsylvania State Council who have children attending Catholic School grades 1 Through 12. The number and the amount of the Grants will be determined by the Directors of the Educational Foundation depend on funds available. The Secretary will notify the winners and will work with the Treasurer to disperse the funds for the grants.

~~Approved at the District Deputy Seminar, January 7, 2012 at the Grantville, Pa Holiday Inn.~~

ATTESTS: _____ SEAL
Mark Jago FIC, IPSD, President

~~Wayne S. Freet, IPSD, President~~

ATTESTS: _____
George L. Beckes, FSW, Secretary
~~Shaun Lally, Secretary~~

