

BY-LAWS

AMENDED AND RESTATED BY-LAWS OF MARQUETTE HOME BUILDING AND IMPROVEMENT ASSOCIATION

Marquette Home Building and Improvement Association (hereinafter referred to as "Corporation"), a corporation organized and existing under the laws of the State of Louisiana, specifically, the Louisiana Non-Profit Corporation Law, does hereby certify as follows:

FIRST: The President of Marquette Home Building and Improvement Association does hereby certify that the following Amended and Restated By-Laws of the Corporation were duly adopted and that he is duly authorized to execute these Amended and Restated By-Laws of the Corporation.

SECOND: The text of the By-Laws is hereby amended and restated to read in full as follows:

Article 1 Purpose of the Corporation

- 1.1 *Purpose.* This Corporation is organized exclusively for the purpose of holding title to property, including but not limited to 312-314 St Charles Avenue, New Orleans, Louisiana 70130, to collect income therefrom and to transfer the net income to Marquette Council #1437 of the Knights of Columbus.

The further purposes of this Corporation are hereby declared, but not limited, to be:

- 1) To buy, sell, lease, erect or otherwise acquire, lands, club houses and all necessary buildings and appurtenances to further such ends; and
- 2) To hold, maintain and operate same and to sell lease or dispose thereof and generally to do all things necessary or proper to achieve such ends.

- 1.2 *Mission.* The Corporation's primary objective and mission are as follows:

- a) Hold title to property, including but not limited the property at 312-314 St. Charles Avenue, New Orleans, Louisiana 70130;
- b) Prudently administer and maintain the property;
- c) Lease the portion of the premises bearing the address 312 St. Charles Avenue, New Orleans, Louisiana;
- d) As necessary, lease the designated portion of the fourth floor bearing the address 314 St. Charles Avenue, New Orleans, Louisiana;

- e) As necessary, lease other designated portions 314 St. Charles Avenue, New Orleans, Louisiana;
- f) Collect rent for the leased premises; and
- g) Donate the net income to Marquette Council #1437 of the Knights of Columbus.

**Article 2
Non-Profit Corporation**

- 2.1 This Corporation is a non-profit Corporation. No part of the net earnings or other assets of this Corporation shall inure to the benefit of any private individual or member.

**Article 3
The Board of Directors**

- 3.1 *Power.* The corporate powers and management of this Corporation shall be vested in a Board of Directors.
- 3.2 *Number of Directors.* The Board shall consist of eleven (11) Directors. The Board of Directors shall be comprised of nine (9) Elected Directors and two (2) *Ex-Officio* Directors.
- 3.3 *Ex-Officio Directors.* The two *Ex-Officio* Directors shall consist of the Grand Knight of Marquette Council #1437 of the Knights of Columbus and the Immediate Past Grand Knight of Marquette Council #1437 of the Knights of Columbus. An *Ex-Officio* Director is a member of the Board of Directors and is afforded the same rights as Elected Directors, including but not limited to, making formal motions, voting, and holding office.
- 3.4 *Eligibility.* Only members of Marquette Council 1437 who are in good standing and who have been initiated in the first three Degrees of the Order of the Knights of Columbus are eligible to seek election as one of the nine Elected Directors.
- 3.5 *Term.* Elected Directors shall serve staggered, three (3) year terms. An Elected Director may be elected for succeeding terms. The term shall begin and end at the Annual Corporation Meeting (also known as the Annual Membership Meeting).
- 3.6 *Compensation.* Directors shall not receive any compensation for their services as Directors.
- 3.7 *Spiritual Advisor.* The Board and the Corporation's spiritual adviser shall be Marquette Council 1437's Chaplain, and the Board may invite the Chaplain to its Board meetings. The Chaplain is not an *ex-officio* member of the Board of Directors and shall not have the right to vote on matters before the Board. He serves in an advisory role only.

- 3.8 *Appointed Directors.* Directors who are appointed to fill a vacancy as set forth in Article 10 shall have the same rights as Elected Directors, including but not limited to, making formal motions, voting, and holding office.

Article 4 Nominations of Directors

- 4.1 *Eligibility.* Only members of Marquette Council 1437 who are in good standing and who have been initiated in the first three Degrees of the Order of the Knights of Columbus are eligible for nomination for Director. Furthermore, only those members who have declared their intent, as set forth herein, shall be eligible for nomination for Director.
- 4.2 *Declaring intent.* A member, including a current Director seeking re-election, who desires to be eligible for nomination for Director must declare his intent to be nominated. To declare his intent to seek nomination, the member must advise the President of the Corporation or the Secretary of Corporation (either in writing, in person, by email, by phone, or by other reasonable means) on or before August 31st of his intent to be nominated. A member who has not declared his intent, as set forth herein, shall not be eligible for nomination.
- 4.3 *Notice of Eligible Candidates.* By September 1st, the Board shall use its best efforts to disseminate the list of all members who have declared their intent to be nominated. Notice may include using email and Marquette Council 1437's newsletter and website.
- 4.4 *Nominations.* Nominations shall be conducted at the Annual Corporation Meeting. Self-nominations are permitted. Any member may nominate an eligible member for nomination. Motions accepting nominations are not required. The nominee does not have to be present to be nominated.
- 4.5 *Nomination Speeches.* A candidate for Director may receive a nominating speech from the nominator in which the nominator sets forth the character and qualifications of the candidate; and the candidate may make a brief statement accepting the nomination, in which he states his own qualifications. A member who nominates himself may make a brief speech stating his own character and qualifications.

Article 5 Election of Directors

- 5.1 *Election date.* Candidates for Director shall be elected at the Annual Corporation Meeting.
- 5.2 *Voting.* Assuming the terms of three Directors are expiring, thereby necessitating the election for three Directors, a Voting Member (*i.e.*, a Third Degree member of the Marquette Council #1437 in good standing) shall, in secret, cast up to a total of three votes by voting for three of the candidates (only one vote per candidate). The candidates receiving the first, second and third most votes shall be declared elected.

- 5.3 *Counting ballots.* The President may establish a fair process for counting ballots. A nominee or his representative shall have the right to witness the counting of the ballots and examine the ballots being counted.
- 5.4 *Resolution.* A majority of the Voting Members in attendance shall decide any questions or issues concerning the elections, the balloting or related matters.
- 5.5 *Attendance.* A duly nominated candidate is not required to attend the election meeting, and his absence does not prohibit him from being declared elected.

Article 6
Annual Membership Meeting and Special Membership Meetings

- 6.1 *Date.* The annual meeting of members (also known as the Annual Corporation Meeting) shall be held in September, immediately before the regular business meeting (also known as the general meeting) of Marquette Council 1437, which is generally the second Wednesday of September.
- 6.2 *Notice.* Not less than thirty days before the Annual Corporation Meeting, the Corporation Secretary shall advise the members (via emails, newsletter, website, or verbal announcements) of the meeting time and place. The purpose of the Annual Corporation Meeting shall be to elect Directors, to receive reports, and to transact and conduct such business as may come before the meeting.
- 6.3 *Special Meetings.* Special Meetings may be called by the President, a majority of the Board of Directors, by the Grand Knight of Marquette Council 1437, or by six or more Voting Members.
- 6.4 *Notice of Special Meetings.* The Secretary shall cause notice stating the place, day and time of any Special Meeting of members to be delivered, either personally or by mail or by email, to each member, not less than five or more than thirty days before the date of such meeting. The purpose for which the Special Meeting is called shall be stated in the notice. If mailed, the notice shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the council, with postage prepaid. If emailed, the notice shall be deemed delivered upon sending it to the member's email address as it appears on the records of Marquette Council. Any member may waive notice of any Special Meeting.
- 6.5 *Quorum.* Twenty (20) Voting Members shall constitute a quorum at any meetings. A majority of those Voting Members present shall be necessary to determine any question placed before the members at any such meeting, except as otherwise provided by the Articles of Incorporation or the By-Laws.
- 6.6 *Presiding.* The President of the Corporation shall preside over all meeting. In his absence, the First Vice President shall preside over the meeting.

6.7 *Order of Business.* The following shall be the Order of Business for the Annual Meeting of the Corporation:

1. Call to Order
2. Prayer
3. Pledge of Allegiance to the United States
4. Report of President
5. Presentation of Financial Report
6. Presentation of Budget for Ensuing Year
7. Presentation of Home Committee/Home Manager Report
8. Presentation of other Committee Reports
9. Election of Directors
10. Unfinished Business
11. New Business
12. Prayer
13. Adjournment

Article 7

Directors' Meetings and Special Directors' Meetings

- 7.1. *Regular Meetings.* The Directors shall meet no less than twice a year for the purpose of transacting such business as may properly come before the meeting. One meeting shall be held in January, and one meeting shall be held in August. The President shall set the specific dates for these two mandatory meetings.
- 7.2. *Special Meetings.* Special Meetings of the Board may be called by the President by giving not less than one day notice of the date, time and place of such meeting and the business to be transacted thereat. Any Director may waive notice of any special meeting. Verbal communications or email shall constitute sufficient notice.
- 7.3. *Quorum.* A majority of the Directors shall constitute a quorum, and a quorum shall be necessary to consider any question that may come before any meeting of the Directors. A majority of those Directors present shall be necessary to determine any question placed before the Directors any such meeting.
- 7.4. *Voting.* The President of the Board may establish fair and reasonable procedures for votes cast by the Board of Directors, including voting in person, by absentee, by phone or by email. Proxy voting is prohibited. Upon request of any Director, the President shall reveal and confirm the individual votes when a vote is cast by absentee, phone, or email *and* the votes not cast in-person could alter the results.
- 7.5. *Order of Business.* The following shall be the Order of Business for meetings of the Board of Directors:

1. Call to Order
2. Pledge of Allegiance to the United States
3. Prayer
4. Reading of Minutes of Previous Meeting
5. Treasurer's Report
6. Reading of Bills and Communications
7. Report of Committees
8. Unfinished Business
9. New Business
10. Prayer
11. Adjournment

Article 8
Removal of Directors

- 8.1 Removal of a Director whose term has not expired may only be based on just cause and only after a majority vote of the Directors in attendance (not including the Director being subjected to the vote) at a Regular or Special Meeting of the Board and thereafter approved by a majority of the Voting Members in attendance at the Annual Corporation Meeting or any Special Meeting of the members.

Article 9
Indemnification of Directors

- 9.1 *Indemnification.* The Corporation shall indemnify and hold harmless each Director and Officer now or hereafter serving the Corporation from any and all claims and liabilities to which he may become subject to by reason of his now or hereafter being or having heretofore been a Director or Officer of the Corporation and/or by reason of his alleged acts or omissions as such Director or Officer, whether or not he continues to be such officer or Director at the time when any such claim or liability is asserted and shall reimburse each such Director or Officer for all legal and other expenses reasonably incurred by him in connection with defending any or all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board of Directors whether or not he continues to be such Director or Officer at the time such expenses are incurred.
- 9.2 *Exceptions.* However, no Director or Officer shall be indemnified against any claim of liability arising out of his own bad faith, reckless disregard of his duties, gross negligence or willful misconduct or shall be indemnified against, or reimbursed for, any expense incurred in defending any or all such claims or liabilities or in settling the same.
- 9.3 *Non-exclusive rights.* The foregoing right of indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled to as a matter of law. Except as hereinabove limited, Directors and Officers shall be entitled to all protection that can be legally afforded then under law, and any other rights to which they may be entitled as a matter of law.

Article 10
Vacant Director Positions

- 10.1 Upon the death, resignation, or removal of the Immediate Past Grand Knight of Marquette Council 1437 or any Elected Director, the Board of Directors shall appoint a qualified member from Marquette Home Building and Improvement Association to fill the vacancy for the remainder of the former Director's term pursuant to the following procedure.
- 10.2 The following procedure shall be used to fill a vacant Director position:
- (a) The President or his designee shall cause notice to be sent to members of Marquette Home Building and Improvement Association, either personally or by mail or by email, advising the members that a vacancy exists for a Director position.
 - (b) The notice shall advise the member that he may submit the name or names of eligible members, including his own, for the Board of Directors to consider for appointment to fill the vacancy.
 - (c) The notice shall advise the member that the name or names must be submitted to the President or Secretary within five calendar days of the date of the notice.
 - (d) After the expiration of the aforesaid five days, the Board of Directors shall consider the names provided by the members, including any and all other eligible members, and by a majority vote of the Board of Directors appoint an eligible person to fill the vacancy for the remainder of the former Director's unexpired term.
- 10.3 Upon the death, resignation, or removal of the current Grand Knight of Marquette Council 1437, the Deputy Grand Knight of Marquette Council 1437 shall fill the vacancy for the remainder of the term.
- 10.4 No member shall simultaneously occupy an Elected Director and Ex-Officio Director position. In such a situation, the said member shall resign from one of his Director positions, and the Board of Directors shall appoint a qualified member from Marquette Home Building and Improvement Association to fill the vacancy for the remainder of the relinquished term in accordance with procedure stated in Article 10.

Article 11
The Corporation Officers

- 11.1 *Officers.* The five principal Officers of the Corporation shall consist of a President, First Vice-President, Second Vice-President, Secretary, and Treasurer. Each officer shall be selected by a majority of the Directors.
- 11.2 *Additional officers.* The Board of Directors may appoint other officers or committee members as they deem fit.
- 11.3 *Term.* The President, First Vice-President, Second Vice-President, Secretary, and Treasurer are elected annually by the Board of Directors in January (unless a Special Meeting is called for their election) and shall serve for one year or until their successors are elected.
- 11.4 *Vacancy.* In the event of the death, resignation or removal of an Officer, the Board of Directors shall appoint a successor to fill the remaining term.
- 11.5 *Duties.* The duties of the Officers are:
- (a) *President.* The chief executive officer of the Corporation shall preside at all meetings of the Corporation and at all meetings of the Board of Directors. He shall have the power to appoint such committees as may be necessary, with the approval of the Board of Directors, which committees shall act under the direction of the Board of Directors.
- (b) *First Vice-President.* In the absence of the President, he shall preside at all meetings of the Corporation and at all meetings of the Board of Directors. He shall perform any other duties that may be assigned to him by the President or the Board of Directors.
- (c) *Second Vice-President.* In the absence of the President and First Vice-President, he shall preside at all meetings of the Corporation and at all meetings of the Board of Directors. He shall perform any other duties that may be assigned to him by the President or the Board of Directors.
- (d) *Treasurer.* He shall receive all funds paid to the Corporation and shall deposit same in the official depositories and shall make disbursements by the order of the Board. His accounts and books shall at all times be open to the inspection of the President, Board of Directors, and any authorized member. He shall make a report at the Annual Corporation Meeting and at such other times as the President or Board of Directors may require.
- (e) *Secretary.* He shall keep a record of all meetings of the Corporation and Board of Directors and perform such duties as are usually performed by secretaries of such organizations.

Article 12
Registered Agents

- 12.1 Registered Agents shall be appointed by the Board of Directors from any Voting Members of the Corporation.

Article 13
Contracts, Checks, Deposits and Funds

- 13.1 *Contracts.* The Board may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation and such authority may be general or confined to specific instances.
- 13.2 *Checks, Drafts, etc.* All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by any two officers of the Corporation. However, the Board of Directors may establish policies and procedures regarding imprest accounts and authorizing signing checks drawn on such accounts.
- 13.3. *Deposits.* All funds of the Corporation shall be deposited to its credit in such banks, trust companies or other depositories as the Board of Directors may select.
- 13.4. *Use of funds.* All monies received by this Corporation, as well as any contributions made to this Corporation, for its use in furtherance of its objects and purposes, may be used promptly at the discretion of the Board of Directors only to carry out the objects and purposes of the Corporation, or may be employed or invested so any revenues generated may be used to carry out the objects and purposes of the Corporation, provided however, that said investments may be converted to cash and the proceeds used as required, to carry out the purpose and objects of this Corporation.
- 13.5 *Fiscal Year.* The Fiscal Year of the Corporation shall be August 1st through July 31st of the following year.

Article 14
Books and Records

- 14.1 The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members and Board of Directors. All books and records may be inspected by any member for any proper purpose at any reasonable time, including to the extent permitted by law.

Article 15
Use of Premises

- 15.1 *Premises.* As used herein, the “Premises” refer to the entire building bearing the municipal addresses 312 St. Charles Ave., New Orleans, Louisiana and 314 St. Charles Ave., New Orleans, Louisiana.
- 15.2 *Designated Space.* As used herein, “Designated Space” refers to the portions of the Premises that the Corporation shall provide to Marquette Council 1437. In particular, the Designated Space shall include all of 314 St. Charles Ave., New Orleans, Louisiana, except and less portions of the fourth floor which the Corporation may rent to third-parties.
- 15.3 *Priority Use.* The Corporation shall give first priority to Marquette Council 1437, and the Corporation shall use its best efforts to make space available to Marquette Council on the dates and times requested by Marquette Council 1437. The Corporation may allow third-parties access and use to portions of the second and third floors of 314 St. Charles Ave., New Orleans, Louisiana only if such access and use does not conflict or interfere with Marquette Council’s use and enjoyment.
- 15.4 *Purpose.* Marquette Council 1437 shall be entitled to use Designated Space for all lawful purposes including without limitation conducting Marquette Council 1437’s meetings and conducting other Knights of Columbus related activities, such as charitable and fraternal programs and functions.

Article 16
Charitable Distribution and Proceeds of Sale

- 16.1 *Real Property.* Corporation agrees that, upon Corporation’s sale or other disposition of its real property, if Corporation does not purchase another real property within three (3) years of such sale or other disposition, Corporation shall dissolve, liquidate or wind up its affairs, and that upon any dissolution, liquidation or other winding up of the affairs of Corporation (collectively, “Dissolution”), all of the assets of Corporation, net of payment of taxes and other amounts properly due and owing by Corporation (the “Assets”), shall be donated and distributed to Marquette Council 1437, Knights of Columbus.
- 16.2 *Assets.* The Assets shall be conveyed as-is to Marquette Council 1437 upon such Dissolution, except that any real property shall be sold and the after tax cash proceeds from such sale shall be conveyed to Marquette Council 1437, and Marquette Council 1437 shall have the right to use, sell or otherwise dispose of the Assets in such manner and at such times as it sees fit, and, in the case of non-cash or non-cash equivalent Assets, to retain the proceeds from the sale of such Assets should it choose to sell them. However, Marquette Council 1437 shall be under no obligation to sell or otherwise dispose of such non-cash and non-cash equivalent Assets and may retain them and use them as it sees fit.

- 16.3 *Transfer of Assets.* Upon transfer of Assets to Marquette Council 1437, Assets shall become “council funds” within the meaning of and subject to Section 122 of the Laws Governing Subordinate Councils of Knights of Columbus.
- 16.4 *Donation.* Corporation agrees that if it sells or otherwise disposes of its real property and purchases another real property, it shall donate and distribute to Marquette Council any excess after tax proceeds from the sale or other disposition which are not used for the purchase of the new real property, less a reasonable amount of reserves that the Corporation may retain.
- 16.5 *Payment to Bona Fide Charity.* In the event that Marquette Council no longer exists, the Assets or excess proceeds shall be paid to a bona fide IRC 501(c)(3) charity consistent with the mission and identity of Knights of Columbus and the teachings of the Catholic Church.

Article 17 **Amending the By-Laws**

- 17.1 *Directors' Power to Amend.* The Directors of this Corporation shall have the right to make, amend and repeal the By-Laws of this Corporation.
- 17.2 *Quorum.* A majority of the Directors shall constitute a quorum, and a quorum shall be necessary to consider any By-Law amendment that may come before any meeting of the directors. A majority of those Directors present shall be necessary to make, amend and repeal the By-Laws of this Corporation.
- 17.3 *Member Oversight.* Any amendment approved by the Directors shall always be subject to the power of the members to change the action of the Directors by majority vote. Upon the Board making, amending or repealing the By-Laws of this Corporation, the Secretary shall provide notice to the members of such change within seven days.
- 17.4 *Member's Power to Amend.* Nothing herein precludes the right of the members to right to make, amend and repeal the By-Laws of this Corporation. Members may use the following procedure:
- (1) An amendment altering the By-Laws shall be adopted by a majority of the Voting Members present, at any Annual Corporation Meeting or a Special Meeting of members.
 - (2) Twenty (20) Voting Members shall constitute a quorum. A quorum must be present at the first meeting at which the amendment to the By-Laws is to be considered.


- (3) If a quorum is not present at the first meeting, then the amendment to the By-Laws cannot be considered at that time. Any member may call for a second meeting. In the case of a second meeting, which is called due to the lack of a quorum, any number of Voting Members present at the second meeting shall constitute a quorum and may consider the amendment to the By-Laws.
- (4) The notice of any first or second meeting, at which the amendment to the By-Laws is to be considered, must be transmitted to the members not less than 15 days prior to the meeting. Notice may be submitted electronically by email or by posting notice on Marquette Council 1437's website or by U.S Mail. The notice shall set forth the proposed amendment or a summary of the changes to be made thereby.

IN WITNESS WHEREOF, Marquette Home Building and Improvement Association has caused these Amended and Restated By-Laws to be signed by its duly authorized representative on this 24 day of SEPTEMBER 2018.

MARQUETTE HOME BUILDING
AND IMPROVEMENT ASSOCIATION

BY: 
Michael E. Haag, President

ATTEST:

BY: 
Barry R. Waller, Secretary

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned authority, duly commissioned and qualified in and for the State and Parish aforesaid, personally came and appeared MICHAEL E. HAAG, known to me to be the identical person who executed the foregoing Amended and Restated of Articles of Incorporation of Marquette Home Building And Improvement Association, who declared and acknowledged to me, in the presence of the undersigned competent witnesses, that he executed the foregoing Amended and Restated of Articles of Incorporation of Marquette Home Building And Improvement Association of his own free will, as his own act and deed, for the purposes expressed therein.

THUS DONE AND SIGNED in my presence and in the presence of the undersigned competent witnesses on this 24th day of September, 2018.

[Handwritten Signature]
MICHAEL E. HAAG

WITNESSES:

[Handwritten Signature]

BARRY R. WALLER

Print Name

[Handwritten Signature]

ERIC SNYDER

Print Name

[Handwritten Signature]

NOTARY PUBLIC

Name: Mark C Carver

Notary ID: 22297

My commission expires: upon death.

