

CONFERENCE FOR CATHOLIC FACILITY MANAGEMENT

BYLAWS

ARTICLE I

General

Section 1: **Name.** The organization shall be known as the Conference for Catholic Facility Management (CCFM), a non stock corporation under and by virtue of the General Laws of the State of Connecticut.

Section 2: **Purpose.** The purposes of the CCFM are:

- (A) To provide a forum and a network for persons having responsibility for Roman Catholic diocesan-or religious-owned buildings and/or properties;
- (B) To promote the spiritual and personal growth of its member representatives in their special ministry of serving the Roman Catholic Church;
- (C) To foster the educational growth and professional development of each member representative through educational seminars and by sharing the knowledge and experience of all;
- (D) To contribute to the effectiveness and growth of the Roman Catholic Church;
- (E) To do, without limiting the foregoing, all things necessary and proper, to make any and all contracts, and to possess and utilize any and all powers necessary, convenient, or incident to further any of the activities both within and without the State of Connecticut providing all such purposes are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 3: **Annual Conference.** In fulfilling its purpose, the CCFM shall hold an Annual Conference for its Member representatives, and shall foster communication among its Member representatives.

Section 4: **Office Location:** The CCFM national office will be determined by the Board of Directors which shall take into consideration the residence of the Executive Director.

ARTICLE II

Membership

Section 1: **Classes of Membership.** There shall be four (4) classes of membership in the CCFM: Religious Affiliated Membership, Honorary Membership, Associate Membership, and Business Membership.

Section 2: **Religious Affiliated Membership.** Any diocese or archdiocese of the Roman Catholic Church, any religious order, office of Catholic Charities, Catholic housing, Catholic hospital or other corporation or association affiliated with the Catholic Church and which is listed in The Official Catholic Directory shall be eligible for membership. Religious Affiliated members in good standing shall be entitled to all the rights and privileges of membership in the CCFM, including the right to vote and to have an individual representing such member hold elective or appointed office. If a company or individual has been contracted to handle all of a member's facilities management, the member may name a person from that company as its official representative with all attendant rights and privileges.

Section 3: **Honorary Membership.** The Board of Directors of the CCFM shall have the right of conferring Honorary Membership in the CCFM upon any individual whose service to the CCFM or to the Catholic Church warrants such recognition. Honorary Members shall have all the rights and privileges of membership in the CCFM, but shall not be entitled to vote nor to hold elective or appointed office. Honorary Members shall be invited to participate in the CCFM Annual Conference free from any Conference fee.

Section 4: **Associate Membership.** Upon application by a candidate, the Board of Directors of the CCFM shall have the right of conferring Associate Membership in the CCFM upon any individual who does not meet the requirements of any of the other membership classes, but who is supportive of the mission of the CCFM. Only those candidates who agree to full compliance with all Membership Regulations, as the same may be promulgated from time to time by the Board of Directors of the CCFM, shall be eligible for Associate Membership. Associate Members shall be privileged to attend all events at the CCFM Annual Conference, but shall not be entitled to vote nor to hold elective or appointed office. The term of membership for an Associate Member shall be one (1) year and such term may be renewed or not at the discretion of the Board of Directors. Any violation of any of the Regulations by an Associate Member shall be cause for immediate revocation by the Board of Directors of the violator's Associate Membership.

Section 5: **Business Membership.** Upon application by a candidate, the Board of Directors of the CCFM shall have the right of conferring Business Membership in the CCFM upon any firm, business enterprise, or sponsoring agency that financially supports or otherwise enables the CCFM in the furtherance of its purpose, especially in the holding of the CCFM Annual Conference. Members shall be privileged to have their organizational name, telephone number, and representative's name listed in the CCFM membership directory, as well as to receive the CCFM's quarterly newsletter and the CCFM membership directory. Members shall be entitled to attend the CCFM's Annual Conference provided they do not, in any manner or form, solicit business, promote their services, or present their products during any CCFM sponsored or approved event, including but not limited to meals, educational sessions, tracks, general assemblies, scheduled tours, exhibit halls, or any CCFM sponsored or approved after hour events. Any member found violating

these restrictions will forfeit its membership and leave the conference immediately, without any financial recovery for expenses or membership costs. Business Members shall not be entitled to vote nor to hold elective or appointed office. The term of membership for members in this class shall be one (1) year and such term may be renewed or not at the discretion of the Board of Directors. Any violation of any of the Regulations by the Member shall be cause for immediate revocation by the Board of Directors of the violator's Business Membership.

Section 6: **Good Standing Defined.** To be in good standing, a Member shall be in full compliance with all Membership Regulations as the same may be promulgated from time to time by the Board of Directors of CCFM, and shall not be in default in the payment of dues or other accounts payable to the CCFM.

Section 7: **Transfer of Membership.** Membership in the CCFM is not transferable.

Section 8: **Annual Dues.** Each Religious Affiliated, Associate, and Business Member of the CCFM shall pay annual dues, in the amount set by a majority vote of the Board of Directors of the CCFM, for each yearly period beginning October 1st and ending September 30th. Annual dues shall be payable during the first quarter (October 1 to December 31) of each fiscal year. No Member that has terminated its membership or whose membership has been revoked shall be entitled to a refund of its annual dues.

Section 9: **Voting by Representative.** Each Religious Affiliated Member shall appoint and certify to the Secretary of the CCFM a representative to vote on behalf of such Member at any meeting of the CCFM. Members shall not be afforded the right to cast a ballot on behalf of any other member by proxy. Associate Members, Honorary Members, and Business Members are not entitled to vote.

ARTICLE III Board of Directors

Section 1: **Size and Qualification.** The Board of Directors (Board) shall have full authority to administer, manage, and govern the Corporation. The board shall consist of nine (9) Directors who are Religious Affiliated Members in good standing.

Section 2: **Powers and Duties.** The Board shall have responsibility to direct, manage and control the business affairs of the CCFM as set forth in these Bylaws. In addition, certain administrative duties may be delegated to an Executive Director at the discretion of the Board.

Section 3: **Election and Term of Office.** Directors shall be elected by a majority vote of the Religious Affiliated Members as defined in Article II Section 9 at the CCFM Annual Conference. The term of office of the Directors of the CCFM shall be three (3) years, with one third of the Directors elected annually. A Director may serve up to two (2) consecutive terms on the Board. Each Director's term shall begin at the

conclusion of the CCFM Annual Conference at which such Director was elected, and shall end at the conclusion of the CCFM Annual Conference three (3) years later. Notwithstanding this or any other provision of these Bylaws, a Director may be elected for additional three (3) year terms provided that at least two (2) years have elapsed between every two (2) consecutive terms of service as a Director. In addition, notwithstanding this or any other provision of these Bylaws, a Director appointed to serve out the balance of the term of another Director shall not have counted against him or her such service for such partial term in calculating the number of consecutive terms to which he or she would otherwise be eligible.

Section 4: **Vacancies.** Vacancies on the Board, for whatever reason, shall be filled by appointment of the President from among the member representatives who are eligible to hold elected or appointed office after consultation and approval by a majority of the Board at a formal meeting, by a mail/fax ballot, or by other electronic or telephonic means of communication, including email. Any person so appointed and approved shall serve for the balance of the unexpired term of the vacancy being filled. Such appointment shall not disqualify such an individual from being elected to as many as two consecutive full terms immediately upon expiration of the term for which he/she was appointed.

Section 5: **Resignation and Removal.** Any Director may resign at any time by giving written notice to the President or to the Secretary of the Corporation. A Director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A Director shall be deemed to have resigned in the event of such Director's incapacity as determined by a court of competent jurisdiction. Any Director who fails to attend three consecutive meetings of the Board without a reasonable excuse which has been communicated to and accepted by the President (who shall note the excused absence(s) in the minutes of the meetings of the Board) shall be deemed to have resigned as a Director if such failure to attend and resignation is confirmed by an affirmative vote of the Board, in which case the effective date of such resignation shall be the date of such vote of the Board. Any Director may also be removed with or without cause by a vote of at least two-thirds of the Directors.

Section 6: **Quorum.** A majority of the Board shall constitute a quorum for the transaction of business.

Section 7: **Voting.** Each Director shall have one (1) vote on each matter brought before the Board.

Section 8: **Committees.** As set forth in Article VIII, the Board shall select all standing and special committees, designate duties and authorize payment of justifiable expenses. Any such committee shall have representation of not less than one (1) Director.

Section 9: **Meetings.** The Board shall meet a minimum of one (1) time per year. The Annual Meeting shall be held prior to the general business meeting at the CCFM Annual Conference. Special meetings, including teleconferences, shall be held upon seven (7) days' prior notice upon the call of the President or the call of a majority of the Board.

Section 10: **Written Consent of Directors for Action Taken Without a Meeting.** To the extent provided by the laws of the State of Connecticut, whenever Directors are required or permitted to take action by vote, such action may be taken without a meeting, by written consent setting forth the action so taken, signed by all Directors entitled to vote thereon.

Section 11: **Electronic Meetings.** Any one or more Director, or any member of any committee of the Board of Directors, may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting are able to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV Episcopal Moderator

Section 1: **Designee.** The Board shall invite the United States Conference of Catholic Bishops (USCCB) to designate a Bishop to serve as Episcopal Moderator. The principal function of such Moderator shall be to serve as a religious advisor and in an advisory capacity to the Board and to act as liaison for the CCFM with the USCCB. In addition, from time to time, the Episcopal Moderator may be requested by the Board to carry out other duties.

Section 2: **Status.** The Episcopal Moderator shall be designated as an ex-officio, non-voting Director of the Board, and as such, shall attend all meetings of the Board and participate in all discussions and activities of the Board.

ARTICLE V Executive Officers

Section 1: **Composition.** Officers of the CCFM, to be known as Executive Officers, shall be as follows: President, Vice President, Secretary and Treasurer. All such Officers shall be elected by majority vote of the Board of Directors from among the Board's membership at the Board's Annual Meeting held at the CCFM Annual Conference. Officers shall be elected for a one (1) year term beginning at the conclusion of the CCFM Annual Conference at which they were elected, and may be re-elected to the same or any other Executive Office while a Director of the Board.

Section 2: **Removal of Officers.** Upon an affirmative two-thirds (2/3) vote of the Directors, any Officer may be removed, with or without cause, and his/her successor elected pursuant to Section 3 following.

Section 3: **Vacancies.** Vacancies in any Officer's position shall be filled by a Director for the unexpired remainder of any single term elected by the affirmative vote of a majority, constituting a quorum, of the Directors at the next regular or special meeting of the Board of Directors. The authority of the Board of Directors to manage and direct the business, affairs, and property of the Corporation shall not be affected by a vacancy in the Directors or Officers, and a vacancy shall not affect the power of the Directors in office to take any corporate action, provided such action is in keeping with the Certificate of Incorporation and these Bylaws.

Section 4: **President.** The President shall:

- a. Be the Chief Executive Officer of the CCFM;
- b. Preside at all meetings of the Members;
- c. Be chairperson of the Board and preside at all meetings of the Board;
- d. Present at the CCFM Annual Conference a report of the status of the CCFM;
- e. Maintain direct communication with all Directors serving on the Board and with the Executive Director;
- f. Have authorization as an Officer to sign checks or drafts on behalf of the CCFM as approved by the Board;
- g. Have all such powers as may be reasonably construed as belonging to the Chief Executive Officer of any organization;
- h. Serve for one (1) year as an ex-officio and non-voting member of the Board if the end of his/her term as President coincides with the end of his/her time as a Director.

Section 5: **Vice President.** The Vice President shall:

- a. Become acting President of the CCFM, with all rights, privileges and powers of that Office, in the event of the absence or inability of the President to exercise his/her office;
- b. Serve as the Chairman of the Annual Conference Committee;
- c. Have authorization as an Officer to sign checks or drafts on behalf of the CCFM as approved by the Board;
- d. Carry out such duties as are from time to time given him/her by the President.

Section 6: **Secretary.** The Secretary shall:

- a. Take responsibility for having the minutes of each Board meeting taken, transcribed, distributed to all Board members, and maintained in appropriate files;
- b. Assure that the records of the CCFM are properly maintained;
- c. Record, transcribe, distribute to the Religious Affiliated Members and maintain in appropriate files the minutes of the general meeting of the

CCFM Annual

- d. Carry out such duties as are from time to time given him/her by the President.

- Section 7:** **Treasurer.** The Treasurer shall:
- a. Coordinate the fiscal activities of the CCFM and be responsible for directing the fund-raising and budgetary matters of the CCFM;
 - b. Have authorization as an Officer to sign checks or drafts on behalf of the CCFM as approved by the Board;
 - c. Provide an annual year-end financial statement for presentation to the Board and the Religious Affiliated Members;
 - d. Prepare an annual budget for review and approval by the Board for the following fiscal year;
 - e. Have funds from the approved budget for the CCFM made available to appropriate persons for designated expenditures;
 - f. Carry out such duties as are from time to time given him/her by the President.

ARTICLE VI Executive Director

- Section 1:** **Selection.** The Executive Director shall be selected by a majority vote of the Executive Committee following a comprehensive executive search process which will include a job posting, a job description, and an interview process done by the Board of Directors. An offer letter will be completed upon the selection of the Executive Director.

- Section 2:** **Powers and Duties.** The Executive Director will direct the day to day operations of CCFM and will have a direct report to the President and to the Board of Directors. The Executive Director shall have responsibility to direct, manage, and control the business affairs of the CCFM as set forth in these Bylaws and as delegated to him/her at the discretion of the Board. The Executive Director shall attend all meetings of the Board of Directors. The Executive Director shall report to the Board of Directors all matters that are appropriate and necessary to keep the Directors informed and to enable the Board of Directors to exercise and meet its policymaking, governance, and fiduciary responsibilities.

- Section 3:** **Term of Employment.** The Executive Director shall receive a contract which outlines the terms and conditions of his/her employment.

- Section 4:** **Vacancies.** If there is a vacancy in the Executive Director's position, the President shall assume the duties as required and will in turn delegate responsibilities of the day to day operation of CCFM to other Board Directors as needed and will proceed with the executive search process to fill the Executive Director position.

ARTICLE VII
Annual Conference

- Section 1:** **Purpose.** The CCFM shall hold an Annual Conference to provide a forum and an opportunity for networking and for the spiritual commitment, education, and professional development of the representatives of all members of the CCFM.
- Section 2:** **Responsibility.** Subject to the review and approval of the Board, the Annual Conference Program Planning Committee (cf. Article VIII Section 2) shall be responsible for the planning, organization, and implementation of the CCFM Annual Conference. The Board and the Executive Director shall provide as much assistance and support to the Annual Conference Program Planning Committee as is needed for the successful accomplishment of its work.
- Section 3:** **Attendance.** Attendance at the CCFM Annual Conference shall be limited to representatives of Religious Affiliated, Business, Honorary, and Associate Members of the CCFM, except that observers may attend the CCFM Annual Conference with the express prior approval of the Annual Conference Program Planning Committee and of the Executive Committee. The attendance of Business Members is governed by Article 2, Section 5.
- Section 4:** **Fees.** Unless expressly waived by these Bylaws or, in each individual case, by the Board, a Conference fee shall be required to be paid for each individual attending the CCFM Annual Conference pursuant to a fee schedule established by the Annual Conference Program Planning Committee and approved by the Board.

ARTICLE VIII
Committees

- Section 1:** **Executive Committee.** The Executive Committee shall consist of the President, the Vice President, the Secretary, and the Treasurer of the Board. Except for amending these Bylaws, the Executive Committee shall have the full power and authority to transact all regular business of the Corporation not reserved by these Bylaws to the Members during the interval between meetings of the Board of Directors provided any action shall not conflict with the policies and directives of the Board of Directors. All such actions must be reported to the Board of Directors at its next meeting. A majority of the Executive Committee shall constitute a quorum. The Executive Committee shall be charged with overseeing the National Office and developing a five-year strategic plan for CCFM. The Executive Committee shall meet when called by the President.
- Section 2:** **Annual Conference Program Planning Committee.** The Annual Conference Program Planning Committee shall be chaired by the Vice President who shall recruit Members in good standing and one other Director of the Board to plan the annual conference. The Committee shall be responsible for the planning,

organization, and implementation of the CCFM Annual Conference. Each person serving on the Annual Conference Programming Planning Committee, if not already a Director, shall be an ex-officio non-voting member of the Board during his/her tenure on said Committee. The term of the members of the Annual Conference Program Planning Committee shall be consistent with their respective Annual Conference commitment and/or term of office, as the case may be.

Section 3: **Nominating Committee.** A Nominating Committee, chaired by the immediate past President and consisting of at least two (2) Directors, shall be appointed by the President in consultation with the Board from among the Members in good standing. The term of such members comprising the Nominating Committee shall be one (1) year. It shall be the responsibility of the Nominating Committee to prepare for approval by the Board a slate of nominees for vacancies on the Board consisting of individuals active in the CCFM. In preparing this slate, the Nominating Committee shall solicit nominations from the Religious Affiliated Members. The committee shall take into consideration specific skills and expertise of individuals, such as those involved in construction, maintenance, and real estate, while simultaneously striving to embrace the diversity represented by large and small dioceses and different regions of the country.

Section 4: **Religious Affiliated Membership Committee.** A Religious Affiliated Membership Committee, chaired by a board director, shall be appointed by the President in consultation with the Board from among the Members in good standing. The term of such members comprising this committee shall be one (1) year. It shall be the responsibility of the committee to retain and recruit Diocese, Archdiocese, religious orders, and other corporations and associations affiliated with the Catholic Church.

Section 5: **Business Membership Committee.** A Business Membership Committee, chaired by a board director, shall be appointed by the President in consultation with the Board from among the Members in good standing. The term of such members comprising this committee shall be one (1) year. It shall be the responsibility of the committee to retain and recruit firms, businesses, enterprises and entities, and sponsoring agencies that can support CCFM.

Section 6: **Communications Committee.** A Communications Committee, chaired by a board director, shall be appointed by the President in consultation with the Board from among the Members in good standing. The term of such members comprising this committee shall be one (1) year. It shall be the responsibility of the committee to develop awareness of the Corporation and its mission, and to develop and maintain open lines of communication with the Members, through and including the maintenance of the CCFM website.

Section 7: **Strategic Planning Committee.** A Strategic Planning Committee, chaired by a board director, shall be appointed by the President in consultation with the Board from among the Members in good standing. The term of such members comprising

the committee shall be one (1) year. It shall be the responsibility of the committee to monitor implementation of the Strategic Plan and to recommend revisions to the Board, as appropriate and necessary.

Section 8: **Other Committees.** The Board shall be empowered to establish committees on an as-needed basis, comprised of either CCFM Member representatives or non-members. At least one (1) Director shall be a member of any such committee.

Section 9: **Committee Chairs.** All committee chairs shall have a term of one year.

ARTICLE IX Directors Liability and Indemnification

Section 1: **Limitation of Director and Officer Liability.** In addition to, and not in derogation of, any other rights conferred by law, the personal liability of a Director or Officer of the Corporation shall be limited to an amount equal to the compensation received by the Director or Officer for serving the Corporation during the year of the violation if such breach did not (a) involve any knowing and culpable violation of law by the Director or Officer, (b) enable the Director or Officer or an associate as defined by Connecticut General Statutes section 33-840, as amended from time to time, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Director or Officer to the Corporation under circumstances in which the Director or Officer was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's or Officer's duty to the Corporation.

Section 2: **Indemnification of Directors and Officers.** The Corporation shall indemnify a Director or Officer for liability, as defined in subdivision (5) of section 33-1116 of the Connecticut General Statutes, as amended from time to time, to any person for any action taken, or any failure to take any action, as a director, except liability that (a) involved a knowing and culpable violation of law by the Director or Officer, (b) enabled the Director or Officer or an associate as defined by Connecticut General Statutes section 33-840, as amended from time to time, to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the Director or Officer to the corporation under circumstances in which the Director or Officer was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's or Officer's duty to the Corporation.

ARTICLE X
Dissolution

Section 1: All of the property and assets of CCFM are irrevocably dedicated to charitable, religious, and educational purposes. Upon the liquidation, dissolution, or termination of CCFM's affairs, the Board of Directors shall, after paying or making provision for the payment of all of the debts and obligations of CCFM, dispose of all of the assets then remaining to one or more Roman Catholic religious, educational, or charitable entities in such manner as the Board of Directors shall determine in consultation with the Episcopal Advisor.

ARTICLE XI
Fiscal Year

Section 1: **Fiscal Year.** The fiscal year of the CCFM shall commence on October 1st and end on September 30th.

ARTICLE XII
Amendments

Section 1: **Amendments.** Except for the Sections herein regarding Membership, and the method of electing Directors and their term of office, these Bylaws may be amended at any time by the affirmative two-thirds (2/3) majority vote of the Board. These Bylaws may also be amended, in whole or in part, by a majority vote of at least fifty-one percent (51%) of those Religious Affiliated Member representatives present and voting at a CCFM Annual Conference.

Section 2: **Notice.**


- a. If a Member proposes an amendment for adoption, the reason for and the complete text of the proposed amendment shall be posted on the CCFM website and notice shall be sent to the Members at least seven (7) days prior to the CCFM Annual Conference, by U.S. Postal Service or by e-mail to the Members prior to the CCFM Annual Conference at which such proposed amendment is to be voted upon.
- b. If the Board amends these Bylaws, the reason for and the complete text of the amendment shall be posted on the CCFM website, and notice shall be sent to the Members at least seven (7) days prior to the CCFM Annual Conference, by U.S. Postal Service or by e-mail to the Members prior to the CCFM Annual Conference at which such proposed amendment is to be voted upon.
- c. The Amended Bylaws will be posted on the CCFM website promptly after the adoption of the amendment.

Section 3: **Current Bylaws.** The Secretary shall cause a copy of these Bylaws, with all current amendments incorporated therein or attached thereto, to be maintained at the office of the CCFM. Any Member in good standing shall be entitled to receive a copy of the current Bylaws upon request therefore. Bylaws are also posted on the CCFM website.

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CERTIFICATION

I, the undersigned, hereby certify that I am the presently elected and acting Secretary of the Conference For Catholic Facility Management, a non-profit voluntary organization, and that the foregoing Bylaws, consisting of eleven (11) pages, are the Bylaws of this organization as adopted at a general meeting of the Religious Affiliated Members of the organization held on the 6th day of May, 2013, in the City Seattle, State of Washington.



Paul Connery, Secretary