

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 CCFM are:

1. To provide a forum and a network for persons having responsibility for Roman Catholic diocesan or religious owned buildings and/or properties;
2. To promote the spiritual and personal growth of its member representatives in their special ministry of serving the Roman Catholic Church;
3. To foster the networking, educational growth and professional development of each member representative through educational seminars and by sharing the knowledge and experience of all;
4. To contribute to the effectiveness and growth of the Roman Catholic Church;
5. 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, CCFM shall hold an annual conference for its member representatives, and shall foster education, networking and 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 CCFM Managing Director.

ARTICLE II - Membership

Section 1: Classes of Membership

There shall be four (4) classes of membership in CCFM: Religious Affiliated Membership, Honorary Membership, Associate Membership, and Corporate Membership.

Section 2: Religious Affiliated

Any Roman Catholic arch/diocese, religious order, office of catholic charities, catholic housing, catholic hospital or other organization affiliated with the Roman Catholic Church shall be eligible for membership. Religious Affiliated Members in good standing shall be entitled to all the rights and privileges of membership in 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

The board of Directors of CCFM shall have the right of conferring Honorary Membership in CCFM upon any individual whose service to CCFM or to the Catholic Church warrants such recognition. Having the annual membership fee waived, Honorary Members shall have all the rights and privileges of membership in 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.

Section 4: Associate

Upon application by a candidate, the board of Directors of CCFM shall have the right of conferring Associate Membership in 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 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 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: Corporate

Upon application by a candidate, the board of Directors of CCFM shall have the right of conferring Corporate Membership in CCFM upon any firm, business enterprise, or sponsoring agency that financially supports or otherwise enables 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 CCFM's quarterly newsletter and the CCFM membership Directory. Members shall be entitled to exhibit at the annual conference and if exhibiting or providing a major sponsorship to any event will be allowed to solicit business, promote their services and present their products during any CCFM sponsored or approved event. Corporate 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 Corporate 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 CCFM.

Section 7: Transfer of Membership

Membership in CCFM is not transferable.

Section 8: Annual Dues

Each Religious Affiliated, Associate, and Corporate Member of CCFM shall pay annual dues in the amount set by a majority vote of the board of Directors of 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 a representative to vote on behalf of such member prior to any meeting of CCFM and votes shall be tallied at the annual conference. Members unable to attend the conference shall be afforded the right to cast an absentee ballot prior to the conference. Associate Members, Honorary Members, and Corporate 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 CCFM. 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 CCFM as set forth in these Bylaws. In addition, certain administrative duties may be delegated to the CCFM Managing Director, or other person(s) retained by the board, 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 CCFM Directors 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 said 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 an additional three (3) year term 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 CCFM. 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 IX, 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) Board member.

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 telephone conference 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 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 ex-officio, non-voting Director of the board, and as such, shall be invited to attend all meetings of the board and participate in all discussions and activities of the board at his discretion.

ARTICLE V - Executive Officers

Section 1: Composition

Officers of 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 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 CCFM 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:

- Be the chief executive officer of CCFM;
- Preside at all meetings of the members;
- Be chairperson of the board and preside at all meetings of the board;
- Present at the CCFM Annual Conference a report of the status of CCFM;
- Maintain direct communication with all Directors serving on the board and with the CCMM Managing Director, or any other person(s) retained by the board;

- Have all such powers as may be reasonably construed as belonging to the chief executive officer of any organization;
- 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:

- Become acting president of 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;
- Serve as the chairman of the Conference Committee;
- Carry out such duties as are from time to time given him/her by the president.

Section 6: Secretary

The Secretary shall:

- Take responsibility for having the minutes of each board meeting taken, transcribed, distributed to all board members, and maintained in appropriate files;
- Assure that the records of CCFM are properly maintained;
- Carry out such duties as are from time to time given him/her by the President.

Section 7: Treasurer.

The Treasurer shall:

- Coordinate the fiscal activities of CCFM and be responsible for directing the fundraising and budgetary matters of CCFM;
- Have authorization as an officer to sign checks or drafts on behalf of CCFM as approved by the board;
- In conjunction with the CCFM Managing Director, provides an annual year-end financial statement for presentation to the board and the Religious Affiliated Members;
- Assist the CCFM Managing Director in preparing and reviewing an annual budget for approval by the board for the following fiscal year;
- Carry out such duties as are from time to time given him/her by the president.

ARTICLE VI - CCFM Managing Director

Section 1: Selection

The CCFM Managing 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 CCFM Managing Director.

Section 2: Powers and Duties

The CCFM Managing 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 CCFM Managing Director shall have responsibility to direct, manage, and control the business affairs of CCFM as set forth in these Bylaws and as delegated to him/her at the discretion of the board. The CCFM Managing Director shall attend all meetings of the board of Directors. The CCFM Managing 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 CCFM Managing Director shall receive and sign a contract which outlines the terms and conditions of his/her employment as approved by the board. A contract shall be signed by both parties prior to the beginning of CCFM's fiscal year.

Section 4: Vacancies

If there is a vacancy in the CCFM Managing Director's position, the Board 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 the board will proceed with the executive search process to fill the CCFM Managing Director position.

ARTICLE VII - Associate Director – This article has been deleted.

ARTICLE VIII - Annual Conference

Section 1: Purpose

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 CCFM.

Section 2: Responsibility

Subject to the review and approval of the board, the Conference Planning Committee (Article IX, Section 2) shall be responsible for the planning, organization, and implementation of the CCFM Annual Conference. The board and the CCFM Managing Director shall provide as much assistance and support to the Conference 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 members only. Any exceptions shall be subject to approval by the executive board. The attendance of Corporate Members is governed by Article II, 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 by individuals attending the CCFM Annual Conference pursuant to a fee schedule established and approved by the board. Board members shall be exempt from paying a conference attendance fee.

ARTICLE IX - 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 CCFM 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: Conference Planning Committee

The Conference 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 Conference 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 Conference 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 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 Religious Affiliated Member appointed by the CCFM Managing Director 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 seek ways to retain and increase membership and advise on ways to better serve CCFM membership.

Section 5: Corporate Membership Committee

A Corporate Membership Committee, chaired by a Religious Affiliated Member appointed by the CCFM Managing Director 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 increase awareness of CCFM, contribute ideas to improve member relations and increase corporate benefits in CCFM.

Section 6: Communications Committee

A Communications Committee, chaired by a Religious Affiliated Member appointed by the CCFM Managing Director 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 CCFM and its mission, and to develop and maintain open lines of communication with the members, through the website, newsletter, social media and all print and electronic means.

Section 7: Education Committee

An Education Committee shall be chaired by a Religious Affiliated Member in good standing and appointed by the CCFM Managing Director in consultation with the board. The terms of such members comprising this committee shall be for one (1) year. It is the responsibility of the committee to gather, evaluate and compose the educational program for the annual conference in conjunction with the conference planning committee and for board approval.

Section 8: Energy, Efficiency, and Environment Committee (E3)

The E3 Committee shall be chaired by a Religious Affiliated Member in good standing and appointed by the CCFM Managing Director in consultation with the board. The terms of such members comprising this committee shall be for one (1) year. The purpose of this committee is to provide advice, support and educational tools to help CCFM members to comply on **Laudato Si** and achieve their goals related to increasing energy efficiency, reducing the carbon footprint, preserving the environment and improving overall care of our common home.

Section 9: Other Committees

The board shall be empowered to establish committees on an as-needed basis, comprised of either CCFM member representatives or nonmembers. At least one (1) Director shall be a member of all such committees.

ARTICLE X - 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 CCFM shall be limited to an amount equal to the compensation received by the Director or officer for serving CCFM 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 CCFM under circumstances in which the Director or officer was aware that his conduct or omission created an unjustifiable risk of serious injury to CCFM, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's or officer's duty to CCFM.

Section 2: Indemnification of Directors and Officers

CCFM 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 CCFM under circumstances in which the Director or officer was aware that his conduct or omission created an unjustifiable risk of serious injury to CCFM, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's or officer's duty to CCFM.

ARTICLE XI - Dissolution

Section 1: Property and Assets

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 CCFM's 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 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 moderator.

ARTICLE XII - Fiscal Year

Section 1: Fiscal Year

The fiscal year of CCFM shall begin on October 1st and end September 30th. A financial audit or review shall be conducted annually as approved by the board.

ARTICLE XIII - 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

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 thirty (30) 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.

Section 3: Current Bylaws

A copy of these Bylaws, with all current amendments incorporated therein or attached thereto, will be maintained at the office of CCFM. Bylaws are available on the CCFM website.