

**SUPPLEMENTAL
ARTICLES OF INCORPORATION
and
CONSTITUTION of
SERRA INTERNATIONAL**

These Supplemental Articles amend the Articles of Incorporation of Serra International, a nonprofit, nonstock corporation organized under the laws of the State of Washington, and the Constitution of Serra International as heretofore amended, to read in their entirety as follows:

**ARTICLE I
Name and Location**

The name of the corporation is SERRA INTERNATIONAL. Its location and chief place of business, in the State of Washington, is Seattle, King County, Washington, but the Corporation may maintain an executive office and other offices at such other location or locations as may be determined by its board of trustees.

**ARTICLE II
Objectives and Purposes**

The objectives and purposes of SERRA INTERNATIONAL are:

- to foster and promote vocations to the ministerial priesthood in the Catholic Church as a particular vocation to service, and to support priests in their sacred ministry;
- to encourage and affirm vocations to consecrated religious life in the Catholic Church; and
- to assist its members to recognize and respond in their own lives to God's call to holiness in Jesus Christ and through the Holy Spirit.

**ARTICLE III
Dedication**

SERRA INTERNATIONAL performs all of its work under the protection and patronage of Mary, Mother of Vocations and Blessed Junipero Serra.

**ARTICLE IV
Officers and Trustees**

Section 1. The principal officers of SERRA INTERNATIONAL shall be a president, a president-elect, four vice presidents, a secretary and a treasurer.

Section 2. The governing body of SERRA INTERNATIONAL shall be a board of trustees, consisting of the eight (8) principal officers, the immediate past president, and such number of additional trustees as shall be fixed by the Bylaws.

Section 3. Each officer and trustee shall be an active member in good standing of a SERRA CLUB which, at the time of his or her election, is duly organized, chartered and active. Officers and trustees shall serve without compensation.

Section 4. The president-elect and the four vice presidents shall be elected by the delegates at each regular convention of SERRA INTERNATIONAL. The vice presidents shall hold office until the next convention and until their respective successors have been duly elected and have qualified. The president-elect shall assume office as president commencing at the close of the SERRA INTERNATIONAL convention one year following his or her election and shall serve until the next following convention and until his or her successor, the then president-elect, shall have qualified. The secretary and the treasurer shall also be elected by the delegates for two-year terms in alternate years. The trustees, other than the principal officers, and other than the immediate past president, shall be elected for two-year terms by the delegates at regular conventions of SERRA INTERNATIONAL, and shall hold office until the expiration of their respective terms and until their respective successors have been duly elected and qualified.

Section 5. The officers and other members of the board of trustees shall manage the affairs of the corporation and shall have such other duties and powers as are given them in or pursuant to the Bylaws of the corporation.

Section 6. In the event of a vacancy in any office or on the board of trustees, the board shall have the power to fill such vacancy until the next regular convention of SERRA INTERNATIONAL, when such office or other membership on the board shall be declared open and filled in the regular manner for the unexpired term, except to the extent otherwise provided in the Bylaws.

ARTICLE V
Membership

Section 1. Club Membership. SERRA INTERNATIONAL shall embody all existing SERRA CLUBS duly organized and chartered under the provisions of its constitution and bylaws as in effect prior to the adoption of these Supplemental Articles of Incorporation, and all SERRA CLUBS thereafter duly organized and chartered under the provisions of the Bylaws as now or hereafter in effect.

Section 2. Individual Membership. All members of duly organized and chartered SERRA CLUBS are members of SERRA INTERNATIONAL.

Membership in a SERRA CLUB shall be restricted to practicing Catholic laymen and laywomen, and to practicing Catholics who have been ordained to the permanent diaconate, on such terms and conditions as provided by the Bylaws of SERRA INTERNATIONAL as now or hereafter in effect.

ARTICLE VI
Use of Earnings Prohibited Activities Dissolution

Section 1. No part of the net earnings of SERRA INTERNATIONAL, if any, shall inure to the benefit of any officer, trustee, or other person, and all such earnings, if any, shall be used and applied for the objectives and purposes specified in Article II hereof. Reimbursement of incurred expenses in accordance with policies approved by the board of trustees of SERRA INTERNATIONAL shall not be considered to be for the benefit of any officer, trustee, or person as used in this section.

Section 2. No substantial part of the activities of this corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.

Section 3. This corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Section 4. Upon the dissolution of the corporation, the entire net assets remaining after the payment or satisfaction of any and all liabilities and obligations of the corporation shall be distributed exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding

provision of any future United States Internal Revenue Law), as the board of trustees shall determine.

ARTICLE VII
Amendments

These Articles of Incorporation and Constitution may be amended at any convention of SERRA INTERNATIONAL by vote of at least two-thirds of the delegates present, provided that no action on any proposed amendment shall be taken unless the following requirements of this Article VII have been met. An amendment may be proposed only by a duly organized, chartered and active SERRA CLUB or a duly constituted district of SERRA INTERNATIONAL or the board of trustees of SERRA INTERNATIONAL. The proposed amendment shall be received at the executive office of SERRA INTERNATIONAL at least ninety (90) days prior to the opening date of the convention at which it is to be voted upon. The secretary shall mail a copy of the proposed amendment, or cause it to be mailed, to all duly organized, chartered and active SERRA CLUBS at least seventy (70) days before the opening date of such convention. Thereafter modifications germane to the proposed amendments may be proposed by any duly organized, chartered and active SERRA CLUB or any duly constituted district of SERRA INTERNATIONAL at least forty (40) days prior to the opening date of such convention. The secretary shall mail a copy of any such proposed modification changing the sense of the proposed amendment, or cause it to be mailed, to all duly organized, chartered and active SERRA CLUBS at least thirty (30) days prior to the opening date of such convention.

BYLAWS of SERRA INTERNATIONAL

ARTICLE I International Board of Trustees

Section 1. Number. The board of trustees of SERRA INTERNATIONAL shall consist of eleven trustees in addition to the eight principal officers and the immediate past president, together with such additional trustees, not to exceed three, as from time to time may be determined by the board of trustees. Such additional trustees shall be selected by the board of trustees on a year-to-year basis.

Section 2. Duties.

- (a) The board of trustees shall define the policies and have full administrative authority in all matters of SERRA INTERNATIONAL and shall have general management and control of the activities, property and funds thereof.
- (b) The board shall exercise general control and supervision over the duties of the officers and the activities of committees of the corporation.
- (c) The board shall submit to the delegates on an annual basis a budget showing the amount of anticipated receipts and expenditures for the ensuing fiscal year, for action thereon by the delegates.
- (d) The board shall provide an ongoing global vision for SERRA INTERNATIONAL.
- (e) The board shall oversee the global expansion of SERRA INTERNATIONAL and shall encourage extension and membership efforts throughout the world.
- (f) The board shall coordinate and support Serra Councils by providing education, communication and direction.
- (g) The board shall provide training for international and council leaders.

Section 3. Regular Meetings. A regular meeting of the board of trustees shall be held immediately after the adjournment of each convention of SERRA INTERNATIONAL, at the same place as the convention was held. Other regular meetings shall be held at such other times and places as the board shall determine.

Section 4. Special Meetings. Special meetings of the board of trustees may be called by the president and shall be called upon the written or electronic mail request of five trustees. These special meetings shall be held at such time and place as may be determined by the president, provided that fifteen (15) days' mailed or electronic notice of such special meetings shall be given to each member of the board of trustees.

Section 5. Transaction of Business. The board of trustees may transact business by electronic mail and with the approval of the president may vote upon resolutions mailed to its members. All electronically mailed votes shall be returned to the executive office of SERRA INTERNATIONAL within the time directed by the president, but allowing a minimum of ten (10) days.

Section 6. Quorum. A majority of the board of trustees shall constitute a quorum for the transaction of business, and a majority of those present and voting at a meeting shall be decisive of any resolution.

Section 7. Executive Committee. The board shall have an executive committee, consisting of the eight principal officers and the immediate past president. The executive committee shall have all the powers of the board when not in session, except the power to (a) fill vacancies in the board of trustees, the executive committee and officers of the corporation, (b) change any policy established by the board of trustees, (c) make major appropriations of funds, or (d) take action beyond the authority of committees under Section 24 of the Washington Nonprofit Corporation Act (Chapter 235, Laws of 1967). The executive committee shall keep minutes of its proceedings and report the same to the board. A majority of the executive committee shall constitute a quorum for the transaction of business, and a majority of those present and voting at any meeting shall be decisive of any resolution. Meetings of the executive committee may be called by the president or by any two members of the committee and held upon seven (7) days' mailed or three (3) days' electronic notice to members.

Section 6. Access to Meetings. All meetings of the board of trustees and of the executive committee shall be open to all Serrans except during consideration of existing or pending litigation and during discussion of personnel matters. Minutes shall be timely, transmitted to the board of trustees, and posted on the Internet available to all Serrans.

ARTICLE II
International Conventions and Meetings

Section 1. Time and Place. A convention of SERRA INTERNATIONAL shall be held annually between June 15 and July 15. The place of the convention shall be determined by the board of trustees sufficiently in advance to secure proper accommodations. However, the board of trustees shall have the right, at any time, for a sufficient reason to change the time and place of any convention of SERRA INTERNATIONAL.

Section 2. Voting Members, Delegates. The only members of SERRA INTERNATIONAL entitled to vote as such under the Washington Nonprofit Corporation Act shall be SERRA CLUBS. Each SERRA CLUB in good standing shall be entitled to one vote at international conventions, which shall be cast for it by its duly elected delegate. Each SERRA CLUB in good standing shall be entitled to one delegate. Such delegate and an alternate shall be selected from the membership of the club, but, if the club cannot send one of its own members, it may select, as a proxy delegate, a member of another club in the same district to represent it at a convention, or it may select a proxy delegate from any other district. The credentials of a delegate, alternate delegate or proxy delegate shall be evidenced by a certificate of the president and the secretary of the club she or he represents, and such original credentials shall be delivered to the convention office of SERRA INTERNATIONAL before noon on the opening day of the convention, or postmarked not less than thirty (30) days prior to the opening of the convention.

Section 3. Supervision and Floor Privileges. The board of trustees shall have full supervision and management of all conventions. The officers of SERRA INTERNATIONAL shall be the officers of the convention: Past presidents of SERRA INTERNATIONAL, current members of the board of trustees of SERRA INTERNATIONAL, past presidents of Serra Councils, current members of the boards of Serra Councils, and district governors then serving shall be allowed a voice on the floor at the delegates' meeting during the convention, but shall have no voting rights or privileges unless they are also present as qualified delegates to the convention.

Section 4. Quorum. A majority of qualified delegates shall constitute a quorum, and a majority of those present and voting shall be decisive of any resolution, unless a different vote shall be required by law, by the Articles of Incorporation and Constitution or by these Bylaws.

Section 5. Other Meetings. Regional and other meetings of SERRA INTERNATIONAL may be held at the times and places, and for the purposes, authorized by the board of trustees.

Section 6. Rules of Procedure. Robert's Rules of Order as in effect at the time shall govern at all conventions and other meetings of SERRA INTERNATIONAL, except to the extent that such rules conflict with the provisions of the Articles of Incorporation and Constitution or the Bylaws, or any standing rules for meetings of SERRA INTERNATIONAL in effect at the time.

ARTICLE III
Election of International Officers and Trustees

Section 1. When held. The election of officers and trustees of SERRA INTERNATIONAL shall be on the last day of the convention of SERRA INTERNATIONAL or at such other time during the convention as determined by the board of trustees.

Section 2. Nominating Committee. The board of trustees shall, at least six months prior to each convention of SERRA INTERNATIONAL, appoint a nominating committee of nine members, only one of whom may be an officer or trustee of SERRA INTERNATIONAL, and no two of whom shall be from the same district. No member of the nominating committee shall be eligible for nomination as an officer or trustee by the nominating committee on which he or she serves. This committee shall, at least sixty (60) days prior to the opening of the convention, propose one nominee for each office and for each other place to be filled on the board of trustees of SERRA INTERNATIONAL, to be voted for at the convention. Notice of the nominations, together with a short biography of each nominee, shall be sent to the secretary of each SERRA CLUB at least thirty (30) days prior to the opening date of the convention.

Section 3. Additional Nominees. Additional names will be placed in nomination by the chairman of the nominating committee from the floor of the convention, providing that such names are submitted to the presiding officer of the convention before the start of the delegates' meeting, in a written petition containing the signatures of at least ten (10) qualified delegates.

Section 4. Method of Election. Elections shall be by voice vote, except when there is a contest for office, in which case the election to such office shall be determined by secret ballot. Each duly elected delegate shall be entitled to one vote. In a contested election, the nominee receiving the largest number of votes cast on the first ballot shall be elected.

Section 5. Deputy Trustees. The board of trustees may select such deputy trustees as it may determine from time to time are needed to assist the members of the board of trustees in the performance of their duties.

ARTICLE IV
Duties of International Officers

Section 1. (a) President. The president shall preside at all meetings of the board of trustees of SERRA INTERNATIONAL, and be the chairman of the executive committee. The president shall preside at the international convention, appoint all standing committees and work closely with the board of trustees, all international committees and Serra Councils. The president shall be responsible for the evaluation of the performance of the Executive Director and other offices designated by the board, and shall include the president-elect as much as possible in preparing the agendas for international meetings, the evaluation process and other activities.

(b) President-elect. The president-elect shall assume the office of president at the time specified in the Articles of Incorporation and Constitution. Pending such assumption of office, the president-elect shall perform the duties of the president during the absence or disability of the president for so long as such absence or disability continues and shall assume the office of president in the event of the death of the president. The president-elect shall perform such duties as may be assigned to him or her by the board or executive committee or by the president, not inconsistent with action of the board or executive committee and such other duties as are elsewhere specified in these Bylaws.

These duties shall include, but not be limited to:

- (a) obtaining experience with executive office staff, Serra Councils, and SERRA CLUBS;
- (b) working closely with and under the direction of the president, assisting to the fullest extent possible;
- (c) being responsible for the ongoing orientation, education, and development of new and continuing board members;
- (d) assisting the president on board and Executive Director evaluation;
- (e) providing direct input into the meeting agenda process.

In the event of the absence, disability or death of both the president and president-elect, the executive committee shall designate which of the other officers shall perform the duties of the president until, in the event of a vacancy in the office; the vacancy is filled.

Section 2. Vice Presidents. The vice president for membership shall be primarily responsible for the formation of new SERRA CLUBS and for the quality of existing SERRA CLUBS. He or she shall perform such other duties, and the other three vice presidents shall perform such duties, as may be assigned by the board or

executive committee, or by the president, not inconsistent with action of the board or executive committee.

Section 3. Secretary. The secretary shall record all proceedings at the convention of SERRA INTERNATIONAL and at meetings of the board of trustees and executive committee and shall be responsible for giving notices of such meetings. Scrivener, typographical and other non-substantive errors may be corrected by the Secretary and shall be reported to the board of trustees at its next meeting.

Section 4. Treasurer. The treasurer shall receive all moneys paid to SERRA INTERNATIONAL, shall deposit them in such depositories as the board of trustees may direct and shall disburse such funds as authorized by the board of trustees. She or he shall keep the accounts of the corporation and render a report to its conventions and at such other times as the president and board of trustees may require. The treasurer's accounts and books at all times should be made available to the board of trustees for inspection, and to auditors who may be named by the board. The treasurer shall, if required by the board, give a bond for the faithful discharge of his or her duties in an amount to be fixed by the board of trustees. The premium for such bond shall be paid by SERRA INTERNATIONAL.

Section 5. Other Officers and Duties. The board of trustees may appoint other officers and assistant officers and define their duties, and may prescribe additional duties for the general officers.

Section 6. Executive Director. The Executive Director shall carry out the policies established by the board of trustees. The Executive Director shall manage the executive office staff of SERRA INTERNATIONAL. The Executive Director shall further provide assistance to SERRA CLUBS, Serra Councils, The Serra International Foundation, and individual Serrans as directed by the board of trustees.

ARTICLE V
International Committees

Section 1. Standing Committees. The following committees shall be the standing committees of SERRA INTERNATIONAL:

- (a) Vocations
- (b) Internal Programs
- (c) Constitution and Bylaws
- (d) Membership
- (e) Finance and Budget
- (f) Long Range Planning

- (g) Communications
- (h) Audit
- (i) International Convention

Section 2. Vocations. The vocations committee shall study ways and means to foster and promote vocations to the ministerial priesthood in the Catholic Church, and shall make recommendations to the board of trustees.

Section 3. Internal Programs. The internal program committee shall study ways and means to further Catholicism by encouraging members of SERRA CLUBS in fellowship, through education, to fulfill their Christian vocations to service, and shall make recommendations to the board of trustees.

Section 4. Constitution and Bylaws. The constitution and bylaws committee shall study the Articles of Incorporation and Constitution and the Bylaws, review proposed amendments and shall make recommendations to the board of trustees.

Section 5. Membership. The membership committee shall study ways and means to improve the quality of the membership, and shall make recommendations to the board of trustees.

Section 6. Finance and Budget. The finance and budget committee shall study the cost of operating SERRA INTERNATIONAL, prepare the annual budget and shall make recommendations to the board of trustees.

Section 7. Long Range Planning. The long range planning committee shall study and formulate plans, and shall make recommendations to the board of trustees, for the long-range direction, development, structure, composition and activity of SERRA INTERNATIONAL and of SERRA CLUBS.

Section 8. Communications. The communications committee shall study, formulate plans and make recommendations to the board of trustees for the improvement of internal and external communications in SERRA INTERNATIONAL and develop and implement a communications program for SERRA INTERNATIONAL and SERRA CLUBS.

Section 9. Audit. The Audit Committee composed only of non-officer trustees, meets with management, internal accountants and SERRA INTERNATIONAL's independent auditors to review accounting, auditing and financial reporting matters. On the recommendation of the Audit Committee, the board of trustees appoints the independent auditors of SERRA INTERNATIONAL. Additional responsibilities include:

- (a) Negotiating pricing for audit and/or allied services.

- (b) Meeting at least twice annually with the independent auditor, the initial meeting being for audit planning purposes, and the second meeting for a post-audit review of the financial situation of SERRA INTERNATIONAL, the management letter and any other matters of concern.

Section 10. International Convention Committee. The International Convention Committee shall be responsible for all matters in connection with international conventions that are not delegated to any other person or committee by the Bylaws or by the board of trustees. These duties shall include, but may not be limited to: developing convention programs, recommending convention policy, evaluating conventions and, subject to approval of the board of trustees, selection of convention sites and hotels, selection of convention themes and establishing the convention registration fee.

Section 11. Standing Committee Appointments. Each standing committee shall consist of such number of members (not fewer than three) with such terms of office as the board of trustees authorizes. The president of SERRA INTERNATIONAL shall promptly appoint successor members to each standing committee as the terms of office of prior members expire.

Section 12. Additional Committees. Additional committees may be appointed by the president from time to time as he or she may deem necessary, with such terms of office and duties as the president may prescribe.

ARTICLE VI International Districts

Section 1. Formation. The board of trustees shall divide the member clubs of SERRA INTERNATIONAL into districts, and shall determine the geographical boundaries of each district. The board of trustees may alter these boundaries at its discretion.

Section 2. District Governor and Governor-elect. Commencing in the fiscal year ending 31 May 1970, each district shall have a district governor and a district governor-elect. The governor-elect shall serve as such for one year, commencing at the time of the international convention that follows his or her election and ending at the time of the next succeeding international convention, when he or she shall become district governor to serve as such for the ensuing year.

During the fiscal year ending 31 May 1970 (a) districts with governors whose terms end at the time of the international convention in 1970 shall elect a governor for a one-year-term ending at the time of the International convention in 1971, and a governor-elect who shall become governor at the time of the International convention in 1971, and (b) districts with governors whose

terms expire at the time of the international convention in 1971 shall elect only a governor-elect who shall become governor at the time of the international convention in 1971. During the fiscal year ending 31 May 1971, and in each fiscal year thereafter, each district shall elect a governor-elect, to serve in accordance with the first paragraph of this Section 2.

A district governor-elect must be a member in good standing of a SERRA CLUB which at the time of his or her election is duly organized, chartered and active. District governors and governors-elect shall have such other qualifications as the board of trustees of SERRA INTERNATIONAL may prescribe.

Section 3. Election of District Governors-elect and Duties of District Governors and District Governors-elect. The method of election of governors-elect, the duties of governors and governors-elect, and the method of filling vacancies in the offices of governors and governors-elect shall be determined by the board of trustees of SERRA INTERNATIONAL

Section 4. Deputy Governors and Other District Offices. In addition to a district governor and a district governor-elect, each district may have one or more deputy governors to assist the district governor and the district governor-elect in the performance of their duties. A district may also have such other district officers as the board of trustees of SERRA INTERNATIONAL may authorize. Deputy governors and such other district officers shall be elected or appointed in accordance with rules established by the clubs in the district.

Section 5. Variation in Terms of Office. The board of trustees of SERRA INTERNATIONAL may, in its sole discretion, authorize changes in the terms of office of district governors and governors-elect in particular districts or countries, in order to better accomplish the objectives of SERRA INTERNATIONAL in such districts or countries.

ARTICLE VII Serra Clubs

Section 1. Formation of New Clubs. The formation of a proposed SERRA CLUB in any district may be authorized by the district governor or by the board of trustees of SERRA INTERNATIONAL after approval has been secured from the local Ordinary. Its territorial limits shall be determined by the board of trustees of SERRA INTERNATIONAL.

Section 2. Charter and Name. Each SERRA CLUB shall be chartered by the board of trustees of SERRA INTERNATIONAL and shall be known by a name indicating generally the area in which it is located and

which it serves, as "SERRA CLUB OF...." In areas having more than one club, each club shall have a distinguishing designation.

Should the designation "club" present a problem within a certain country or region, the Serra Council, or the international trustee in areas not served by a Serra Council, may delete the term or approve a term that is more acceptable and will better enable local residents to understand the objectives and purposes of SERRA INTERNATIONAL. For administrative simplification and clarity, however, each local organization will continue to be referred to as "club."

Section 3. Requirements for Charter. The board of trustees of SERRA INTERNATIONAL, in its discretion, may issue a charter to a SERRA CLUB in formation when it has complied with the following requirements. Such a club must have:

- (a) Enrolled no fewer than twenty-five (25) active members who meet the requirements of Sections 1, 2, and 3 of Article VIII of these Bylaws;
- (b) Anything in these Bylaws to the contrary notwithstanding, the board of trustees of SERRA INTERNATIONAL may, in its sole discretion and upon such conditions as it may prescribe, authorize a SERRA CLUB in any district to have a minimum membership of fewer than twenty-five (25) active members, if the governor of the district so recommends and if the international board of trustees determines that a club of fewer than twenty-five (25) active members, can accomplish the objectives of SERRA INTERNATIONAL in the area;
- (c) Adopted approved bylaws;
- (d) Duly elected its officers and trustees;
- (e) Executed and transmitted charter forms to SERRA INTERNATIONAL; and
- (f) Paid to SERRA INTERNATIONAL the required initiation fees and dues.

Section 4. New Clubs in Areas Already Served. In any area already served by an established SERRA CLUB or CLUBS, no additional club may be chartered without the consent of the existing club or clubs of that area, except that if the board of trustees of SERRA INTERNATIONAL determines that any such club has withheld its consent unreasonably, then another SERRA CLUB or CLUBS may be chartered in the area by action of the board of trustees of SERRA INTERNATIONAL. The boundary lines of the territory within which each new club may meet and from which it may obtain new members and within which it shall perform its vocational activities shall be

clearly and specifically defined and new boundary lines for the original club or clubs within the area shall be defined simultaneously.

Section 5. Incorporating of Serra Clubs. A club, after receiving its charter, may incorporate subject to the approval of the board of trustees of SERRA INTERNATIONAL only in the name designated in its charter. The club must agree, as a condition to its incorporation, that as a corporation it will accept and abide by the Articles of Incorporation and Constitution and the Bylaws of SERRA INTERNATIONAL as then in effect or thereafter amended.

Section 6. Club Officers. The officers of each SERRA CLUB shall be a president, at least one vice president, a secretary, a treasurer, and may also include a president-elect, and any others as provided in the club bylaws. The duties of the officers shall be as prescribed in the club bylaws.

Section 7. Club Trustees. The board of trustees of each SERRA CLUB shall preferably meet at least once per month and preferably at a time and place separated from regular meetings.

Section 8. Club Chaplain. Each club shall have a chaplain, who shall be selected annually by the club board of trustees with the approval of the Ordinary of the diocese. His duties shall be advisory on Church and spiritual matters.

Section 9. Club Meetings. Each club shall hold meetings, preferably at mealtimes, at least semi-monthly, at such time and place as shall be determined by its board of trustees. Serra clubs comprised of university students may waive the requirement when school is not in session.

Section 10. Club Elections. Each club shall hold its election of officers and trustees annually as provided in its bylaws. Immediately following the election, the club secretary shall certify to SERRA INTERNATIONAL the names of its officers and trustees.

Section 11. Club Reports. Each club shall submit to SERRA INTERNATIONAL, on official forms furnished, semi-annual reports as of 30 June and 31 December of each year within fifteen (15) days respectively after each such date.

Section 12. Conditions and Procedures for Disciplining of Serra Clubs under Minimum Membership.

- (a) **Minimum Active Membership.** Minimum active membership of a club shall be 80% of its required chartered membership. (e.g. a club chartered as a 25-member club must maintain a minimum membership of twenty (20) active members or

better and a club chartered as a 20-member club must maintain a minimum membership of sixteen (16) active members.

- (b) **Review and Evaluation.** Any club whose active membership falls below the minimum membership level stated in Section 12 (a) above will be considered to be under review and evaluation. The effective date of this status shall be the date of notification by the secretary of SERRA INTERNATIONAL.

(c) Review and Evaluation Procedure.

I. First Year on Review and Evaluation.

- (a) A certified mailing will be sent by the secretary to the club president requiring acknowledgment of receipt in writing. This letter will advise that the clubs status is below membership requirements and direct that steps be taken immediately to remedy the situation. A copy of the applicable Bylaw would be enclosed and copies of the letter would be sent to the district governor and the international trustee. The district governor would be required to acknowledge receipt of his or her copy.
- (b) If the status is not remedied within a period of six months, the district governor will contact the club president in person to implement an approved membership drive to improve the situation.

II. Second Year on Review and Evaluation.

- (a) If the club has not met membership requirements by the end of the first year, a certified mailing shall be sent as provided for in I a. above with copies being provided to the district governor and the international trustee. The district governor shall make a written report to the international vice president for membership and the international trustee stating his/her recommendations to implement an approved membership program.
- (b) If the status is not remedied within six (6) months, the international trustee shall consult with the club president and the district governor concerning action to be taken to implement an approved membership program. The international trustee will report on the status and plans to the international vice president for membership.

III. Third Year on Review and Evaluation.

- (a) If the club has not met membership requirements by the end of the second year, a certified mailing shall be sent as provided in I (a) above with copies to the district governor, international trustee and international vice president for membership. It will stress the fact that only twelve (12) months remain before the charter is to be forfeited.
- (b) If the situation is not remedied after nine (9) more months, a final reminder shall be sent in the manner prescribed in I a. above.
- (c) At the end of the third year the secretary of SERRA INTERNATIONAL shall mail a certified letter as prescribed in I a. above advising that the club charter has been forfeited in accordance with Article VII Section 12 (e) of these Bylaws.
- (d) Effect of Review and Evaluation. Review and evaluation will not affect a club's privilege of membership.
- (e) Forfeiture of charter. Any club which remains under review and evaluation status for a period of three consecutive years from the effective date of this status will by its actions have forfeited its charter unless such club comprises ten or more active members and has been a duly chartered club for not less than five (5) years.

Section 13. Suspension or Revocation of Charter; Disciplining of Clubs. Any SERRA CLUB that fails to conform to the provisions of the Articles of Incorporation and Constitution or the Bylaws of SERRA INTERNATIONAL, or that fails otherwise to conform to the required standards for SERRA CLUBS, may be suspended or have its charter revoked or may otherwise be disciplined by a two-thirds vote of the entire board of trustees of SERRA INTERNATIONAL. If any club is suspended or has its charter revoked, the affected club may appeal the action of the board of trustees at the next convention of SERRA INTERNATIONAL and the action thereon of the delegates at the convention shall be final and binding.

- (a) **Notice of Suspension or Revocation.** When the board of trustees shall suspend or revoke the charter of any SERRA CLUB or otherwise discipline any such club, the secretary of SERRA INTERNATIONAL shall send by certified mail, within fifteen (15) days, notice of such action to the last-reported president and secretary of such club.

- (b) **Effect of Suspension.** Any club which has been suspended shall not be entitled to any of the privileges of membership and before reinstatement must be current in its payment of initiation fees and international dues.

Section 14. Reinstatement and Appeal.

- (a) **Reinstatement.** When a club has forfeited its charter or has its charter revoked or has otherwise been disciplined, it may apply for reinstatement by certifying to the executive office of SERRA INTERNATIONAL that it now conforms fully to the required standards for SERRA CLUBS and intends to conform in the future. The board of trustees of SERRA INTERNATIONAL shall act upon such request for reinstatement promptly and impose such conditions for reinstatement as it deems advisable. The board of trustees shall notify such SERRA CLUB of its action on such application for reinstatement within thirty (30) days of receipt of such request.
- (b) **Appeal to International Convention.** Any such club that shall have been refused reinstatement by the board of trustees of SERRA INTERNATIONAL may file within sixty (60) days from the receipt of notice of refusal, with the executive office of SERRA INTERNATIONAL, written notice of appeal. Such appeal shall be acted upon by the delegates at the next convention of SERRA INTERNATIONAL.

Section 15. Revoking the Voting Rights of a Serra Club. Any SERRA CLUB which is in arrears or late in payment of international dues for two (2) payment periods (two six-month periods or one full year) on 31 March, may not vote at the delegates' meeting of the next convention of SERRA INTERNATIONAL

Section 16. Reporting of SERRA CLUB Membership Information. Every SERRA CLUB shall report to SERRA INTERNATIONAL the full name and contact information for each member on its current roster. In addition, every SERRA CLUB shall report all current positions held by each member. All this information must be provided on a timely basis using the universal data entry facilities of *Serra Online* found at www.serra.org. Notwithstanding any other provision in these Bylaws, nothing shall be done to withhold from or delay access by any chartered or approved entity of SERRA INTERNATIONAL in good standing at the time to any membership information held in *Serra Online* for each and every member on the current roster of such entity.

ARTICLE VIII
Individual Membership

Section 1. (a) Active Members. Active members of each SERRA CLUB shall be entitled to all the rights and privileges of such club and shall share in all its responsibilities.

(b) Requirements of Membership. Members shall be practicing Catholic laymen or laywomen or permanent deacons.

(a) Membership Classification. Active members shall endeavor to bring the influence of each SERRA CLUB into every parish, business, occupation, trade or profession. Therefore, each SERRA CLUB shall use great care and discretion in its selection of members so that the members of no business, occupation, trade or profession shall predominate.

Section 2. Time and Territorial Requirements. Each active member must have sufficient control over the use of his or her time to enable him or her to meet the attendance requirements and to perform any committee or other club assignments. Each such member must reside or work within the territorial limits of the club except as otherwise provided in Section 6 of this Article.

Section 3. Attendance at Meetings. Every active member is expected to attend every club meeting. A member who fails to attend a majority of all club meetings in any six-month period computed from 01 January to 30 June, and from 01 July to 31 December, shall be so notified and placed on probation for three (3) months. If the member attends the majority of meetings during the probation period, she or he will be returned to regular membership. If he or she does not, he or she shall be considered to have resigned, and the club secretary shall so notify him or her and delete his or her name from the roster of members. By written application, such a person may be reinstated by the club board of trustees.

A member may attend a meeting of another club in lieu of or in addition to his or her own; and receive credit for attendance when so certified by an officer of the club visited.

Absence for just cause may be excused at the discretion of the member's club.

A member of a club sponsoring the organization of a new club-in-formation may be given credit for attendance at a regular meeting of the club information, in lieu of or in addition to a meeting of his or her own club.

Section 4. Associate Members. If a member has been active in the affairs of the club for a period of at least three (3) years, but can no longer be active because of age,

health, change of occupation, or the working hours of her or his occupation, she or he may be excused from the attendance requirements of this Article by the two-thirds majority vote of the club board of trustees. Prior to being excused due to either change of occupation or the working hours of his or her occupation, the member must present a written petition to the board of trustees explaining why he or she cannot meet the attendance requirements. Such a member shall be designated as an associate member. An associate member shall be entitled to all the rights and privileges of his or her club, except the right to vote and the privilege of holding club office.

Section 5. Club Provisions as to Membership. The method of proposing and enrolling new members, termination of membership and reinstatement of members shall be in accordance with individual club bylaws where not inconsistent with these Bylaws.

Section 6. Membership-At-Large. Whenever the charter of any SERRA CLUB is revoked pursuant to these Bylaws or a member relocates to an area where there is no SERRA CLUB any qualified active member of such club may be permitted to transfer to another club within the same or any nearby community, without regard to the territorial limits of the latter SERRA CLUB. Where another SERRA CLUB does not exist in the foregoing area, the board of trustees of SERRA INTERNATIONAL, anything in these Bylaws to the contrary notwithstanding, upon the recommendation of the Serra Council or, where there is no Serra Council, the international trustee having responsibility for the given geographical area, may at its discretion and upon such conditions as it may prescribe under this section designate such a member as a Member-at-Large. A person also may become a Member-at-Large if that person resides in an area where there is no club. The district governor of the district or, if no district exists, the district governor of an adjacent district will provide for the required education of these new members in the objectives and purposes of SERRA INTERNATIONAL. Members-at-Large shall be under the immediate direction and supervision of the district governor, shall pay dues to SERRA INTERNATIONAL in the amount required by Article XI of these Bylaws, and shall be entitled to all the rights and privileges of membership in SERRA INTERNATIONAL except the right to vote and the privilege of holding office. Membership-at-Large may be revoked, individually or collectively, by the board of trustees of SERRA INTERNATIONAL, whenever, in the board's judgment, continuation of such membership either in the case of an individual or as a group cannot reasonably be expected to accomplish the objectives of SERRA INTERNATIONAL in that area or areas.

ARTICLE IX
Serra Councils

Serra Councils may be formed by the Serrans or SERRA CLUBS in any particular country or region with the approval of the board of trustees of SERRA INTERNATIONAL. This shall be done without prejudice to the functions, duties and jurisdiction of the various boards, committees and officers at all levels of SERRA INTERNATIONAL provided in or pursuant to these Bylaws.

The constitution and bylaws of such councils are to conform to the directives of the board of trustees of SERRA INTERNATIONAL. The governing documents of each Serra Council and any amendments thereto must be approved by the board of trustees of SERRA INTERNATIONAL prior to their adoption.

The following duties may be assigned to Serra Councils:

1. To provide a national or regional organization that shall serve, support and represent all Serrans and SERRA CLUBS within the particular jurisdiction.
2. To provide assistance to Serra Clubs and districts as they may require and a forum for the development of individual programs and the mutual exchange of ideas.
3. To provide an additional supplementary link to SERRA INTERNATIONAL, especially for the proper understanding of matters and problems peculiar to that particular region or country.
4. To organize and carry out regional or national events with the collaboration of the district governors and SERRA CLUBS; to publish and distribute manuals, newsletters and other Serra and vocations material and effectively to use all media of communications to promote the objectives and purposes of SERRA INTERNATIONAL.
5. To support vocation activities within its jurisdiction.
6. To support and promote the objectives, programs and policies of SERRA INTERNATIONAL.
7. To promote extension within the Serra Councils through the development of new SERRA CLUBS and assisting existing SERRA CLUBS.
8. To serve as liaison to national bishops' conferences and other vocations organizations
9. To coordinate a national convention whenever needed.

10. To assist with regional and district programs and conferences.

11. To provide training for regional, district and SERRA CLUB leaders.

The board of trustees of SERRA INTERNATIONAL may withdraw its approval of any Serra Council if it determines that the Serra Council is not conducting its activities in accordance with that Serra Council's duly adopted constitution and bylaws or in accordance with the Constitution and Bylaws of SERRA INTERNATIONAL,

ARTICLE X
Episcopal Adviser

At its regular meeting held immediately after the adjournment of the international convention in 1993 and every three years thereafter, the board of trustees shall select an Episcopal Adviser for SERRA INTERNATIONAL to serve a three-year term.

ARTICLE XI
Revenue

Section 1. International Dues. Payment of international per capita dues (hereinafter "international dues") by each SERRA CLUB to SERRA INTERNATIONAL shall be in accordance with the relevant Sections of Article XI of these Bylaws.

Section 2. Approval of International Dues/Dues Base. Each SERRA CLUB within the United States of America shall pay annually to SERRA INTERNATIONAL for each member on its roster that amount of international dues recommended by the board of trustees of SERRA INTERNATIONAL and approved by the delegates at the annual convention of SERRA INTERNATIONAL. The amount of international dues so approved shall be the dues base for determining the amount of international dues payable by SERRA CLUBS outside the United States of America (hereinafter, "dues base") using for each country the most recently published World Bank index of Gross National Product on a purchasing power parity basis ("PPP index"). Notice of any recommended change to said dues base shall be sent to SERRA CLUBS at least ninety (90) days prior to the annual convention of SERRA INTERNATIONAL.

Section 3. Determination of International Dues using PPP Index and Dues Base. Each SERRA CLUB outside the United States of America shall pay annually to SERRA INTERNATIONAL for each member on its roster that amount of international dues determined annually by the board of trustees of SERRA INTERNATIONAL by applying the relevant PPP index to the dues base.

Section 4. When International Dues are Payable. Fifty per cent (50%) of international dues are payable on 15 July and the balance on 15 January in the same fiscal year.

Section 5. Collection of International Dues. The board of trustees of SERRA INTERNATIONAL in its sole discretion may authorize Serra Councils to collect international dues from SERRA CLUBS in accordance with the relevant Sections of Article XI of these Bylaws and pay all such international dues to SERRA INTERNATIONAL. All international dues collected shall be remitted to SERRA INTERNATIONAL without delay. If no Serra Council exists or if the board of trustees of SERRA INTERNATIONAL directs, individual SERRA CLUBS shall pay international dues directly to SERRA INTERNATIONAL.

Section 6. International Dues from Spousal and/or Younger Members. Where both spouses of a family are members, the second member's international dues are discounted to 50% of the international dues established for a full membership. International dues for members under 35 years of age shall also be discounted to 50% of the international dues established for a full membership.

Section 7. International Dues from Serra Clubs comprised of University Students. The amount, time, place and manner of payment of international dues from SERRA CLUBS comprised of university students shall be determined by the board of trustees of SERRA INTERNATIONAL.

Section 8. Initiation Fees. For each of its new members each SERRA CLUB shall pay to SERRA INTERNATIONAL an amount equivalent to 25% of that member's international dues as an initiation fee. Such amount shall be payable with the next payment of international dues following the member's induction.

Initiation fees are waived for SERRA CLUBS comprised of university students.

Section 9. Dues Payable to Serra Councils. Dues payable by SERRA CLUBS to Serra Councils established in countries or regions pursuant to Article IX of these Bylaws shall be determined by the respective Serra Councils in accordance with their bylaws as approved by the board of trustees of SERRA INTERNATIONAL.

Section 10. Suspension or Variation of Payments. The board of trustees of SERRA INTERNATIONAL may, for proper cause at any time it deems advisable, authorize the suspension or variation for a limited period of all or any payments due to SERRA INTERNATIONAL from any SERRA CLUB or Serra Council.

Section 11. International Depository. The depository of funds of SERRA INTERNATIONAL shall be determined by its board of trustees.

ARTICLE XII Accounts and Fiscal Year

Section 1. Audit of Accounts. The accounts of SERRA INTERNATIONAL shall be audited annually by a certified public accountant selected by the board of trustees.

Section 2. Fiscal Year. Commencing with the fiscal year ending in 2004, the fiscal year of SERRA INTERNATIONAL shall end on the 31st day of March.

Section 3. Financial Reports. Financial reports shall be prepared in accordance with GAAP (General Accepted Accounting Principles) for SERRA INTERNATIONAL and separately for the annual convention of SERRA INTERNATIONAL. These reports shall be distributed to all international officers and trustees, all international committee members, all Serra Councils, all district governors, all club presidents, and all past international presidents.

ARTICLE XIII Fundraising to Promote the Objectives and Purposes of Serra

While no SERRA CLUB may devote itself to fundraising as an objective, each SERRA CLUB may, at its discretion, conduct activities to raise funds to assist in promoting the objectives and purposes of SERRA INTERNATIONAL. All income after expenses raised from such fundraising activities shall be utilized solely for furthering the objectives and purposes of SERRA INTERNATIONAL as determined by the board of trustees of the SERRA CLUB.

ARTICLE XIV Amendments

Section 1. Who May Amend. Amendments to these Bylaws may be adopted at a convention of SERRA INTERNATIONAL by a majority vote of the delegates present and voting, provided that the proposed amendment is consistent with the Articles of Incorporation and Constitution of SERRA INTERNATIONAL.

Section 2. Procedure for Amendment. A proposed amendment may be acted upon at a convention of SERRA INTERNATIONAL only if it is the proposal of a duly organized, chartered and active SERRA CLUB or of a duly constituted district of SERRA INTERNATIONAL, or of a Serra Council, or of the board of trustees of SERRA INTERNATIONAL, and only if the proposed amendment is received at the executive office of SERRA INTERNATIONAL at least ninety (90) days prior to the opening date of the convention at which it is to be voted upon.

The secretary of SERRA INTERNATIONAL shall mail a copy of the proposed amendment, or cause it to be mailed, to all duly organized, chartered and active SERRA CLUBS, at least seventy (70) days prior to the opening date of such convention. Thereafter, modifications germane to the proposed amendment may be proposed by any duly organized, chartered and active SERRA CLUB or any duly constituted district of SERRA INTERNATIONAL, or the board of trustees of SERRA INTERNATIONAL, but any such modification changing the sense of the proposed amendment must be received at the executive office of SERRA INTERNATIONAL at least forty (40) days prior to the opening date of such convention.

The secretary shall mail a copy of any such proposed modification changing the sense of the proposed amendment or cause it to be mailed, to all duly organized, chartered and active SERRA CLUBS at least thirty (30) days prior to the opening date of such convention.