

**BYLAWS (OR CODE OF REGULATIONS) OF  
THE CATHOLIC SOCIAL WORKERS NATIONAL ASSOCIATION FOUNDATION  
AN OHIO 501(c)(3) NONPROFIT CORPORATION**

**(December 9, 2009)**

**ARTICLE I  
NAME, PURPOSE AND DEDICATION OF ASSETS**

**SECTION 1: NAME AND PURPOSE OF ORGANIZATION**

The name of the corporation is The Catholic Social Workers National Association Foundation (hereinafter, the "CSWNA Foundation" or "Foundation"). Organized exclusively for religious, educational, and charitable purposes, the CSWNA Foundation is a nonprofit corporation under Chapter 1702 of the Ohio Nonprofit Corporation Law, Title 7, Articles 20 through 29, of the Ohio Revised Statutes. The CSWNA Foundation is also a nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code.

The purpose of the CSWNA Foundation is (1) to advance the teachings of Jesus Christ and his Church, and to respond to the call of the late Pope John Paul II, to bring forth a "Culture of Life and Civilization of Love," by promoting Catholic social teachings, particularly in the area of social work, and among professional social workers, so that they may live out their baptismal call by being the hands and feet of Christ, and (2) to conduct other programs and activities in keeping with the mission and purpose of the Catholic Social Workers National Association (a professional membership association and IRS recognized 501(c)(6) organization), and in keeping with and faithful to the Magisterium (the teaching authority) of the Catholic Church.

This corporation is organized exclusively for religious, educational, and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

**SECTION 2: DEDICATION OF ASSETS TO EXEMPT PURPOSES**

The property of this corporation is irrevocably dedicated to religious, educational, and charitable purposes and no part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its Members, Directors, officers or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the Articles of Incorporation.

Upon dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts and liabilities of this corporation, distribute all remaining assets of the corporation to one or more exempt Catholic organizations, for religious, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively to one or more exempt Catholic organizations, for religious, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as such Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE II BOARD OF DIRECTORS**

### **SECTION 1: CORPORATE POWERS EXERCISED BY BOARD OF DIRECTORS AND MEMBERS**

Except as otherwise required by Chapter 1702 of the Ohio Nonprofit Corporation Law, and any limitations in the Articles of Incorporation and Bylaws, the activities and affairs of the CSWNA Foundation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors and the Members.

### **SECTION 2: NUMBER, QUALIFICATION AND TERM OF DIRECTORS**

The corporation shall have at least three Directors and collectively they shall be known as the Board of Directors. Each Director of this corporation shall be a faithful Catholic -- practicing the Faith in accordance with the teachings of the Magisterium of the Catholic Church. Each shall serve an indefinite term of years. Vacancies on the Board of Directors shall be filled by appoint of the Members. Likewise, the Members may remove any Director, with or without cause, from the Board of Directors.

Directors shall not receive salaries for their services. However, actual and reasonable expenses incurred in the performance of their duties may be reimbursed.

### **SECTION 3: DUTIES OF DIRECTORS**

It shall be the duty of the Directors, acting as a Board, to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the CSWNA Foundation, or by the Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in the Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the CSWNA Foundation; and
- (c) Meet at such times and places as required by the Bylaws.

### **SECTION 4: MEETINGS OF THE BOARD OF DIRECTORS**

The Board shall meet at least once a year at a time and place as the Board may determine, and hold such additional meetings, including by means of conference call, as may be from time to time determined by this Board to be appropriate. All meetings of the Board shall be held upon four (4) days' notice by first-class mail or twenty four (24) hours' notice delivered personally or by telephone or FAX or email. Notice shall be deemed to be delivered on its deposit in the mail or on its communication via telephone, FAX or computer. Directors may waive notice of any meeting.

## **SECTION 5: QUORUM FOR MEETINGS**

A quorum shall exist as long as half or more of all the Directors of the corporation are present (including via conference call) at the meeting. Except as otherwise provided in the Bylaws or in the Articles of Incorporation of the corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of the corporation.

## **SECTION 6: MAJORITY ACTION AS BOARD ACTION**

Every act or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board of Directors, unless the Articles of Incorporation or Bylaws of the corporation, or provisions of Chapter 1702 of the Ohio Nonprofit Corporation Law, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a Director has a material financial interest and indemnification of Directors, require a greater percentage or different voting rules for approval of a matter by the Board.

## **SECTION 7: CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or, if no such person has been so designated or, in his or her absence, the President or, in his or her absence, by the Vice President or, in the absence of each of these persons, by a Chairman chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

When deemed necessary by the Chairman, meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Bylaws, with the Articles of Incorporation of the corporation, or with provisions of law.

## **SECTION 8: ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting -- if all Directors of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of the corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

## **ARTICLE III MEMBERS**

### **SECTION 1: DETERMINATION OF MEMBERS**

The Members of the CSWNA Foundation are the founder and initial Directors of the CSWNA Foundation listed in the organizational meeting minutes or consent. The Members shall specify by resolution who is to be added or removed from the Members.

If this corporation has no Members -- or those serving as the Members are one and the same as those serving on the Board of Directors -- then any action which would otherwise, under law or the provisions of the Certificate of Incorporation or Bylaws of this corporation, require approval by the Members, shall only require the approval of the Board of Directors.

### **SECTION 2: DUTIES AND POWERS OF THE MEMBERS**

The following duties and powers are reserved exclusively to the Members:

- (a) To determine the philosophy and objectives of the CSWNA Foundation;
- (b) To adopt amendments to the Articles of Incorporation and Bylaws;
- (c) To appoint, elect or remove Directors to the Board of Directors;
- (d) To purchase, sell, lease, transfer or encumber any real or personal property of the CSWNA Foundation;
- (e) To affiliate, merge or consolidate the CSWNA Foundation with any other corporation; and
- (f) To dissolve the existence of the CSWNA Foundation as a corporation.

## **ARTICLE IV OFFICERS**

### **SECTION 1: OFFICERS**

The corporation shall have the following officers, appointed by the Board:

President,  
Secretary, and  
Treasurer.

The corporation may have the following additional officers, appointed by the Board:

One or more Vice-Presidents,  
Executive Director, and  
Director.

Officers may receive reasonable salaries, set by the Board, for performance of services. Actual and reasonable expenses incurred in the performance of their duties may be reimbursed.

## **SECTION 2: TERMS OF OFFICERS**

The corporation's Officers shall hold a particular office for an indefinite term, until a successor is appointed by the Board.

## **SECTION 3: POWERS AND DUTIES OF THE PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by the Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by the Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

## **SECTION 4: DUTIES OF THE VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by the Bylaws, or as may be prescribed by the Board of Directors.

## **SECTION 5: DUTIES OF THE EXECUTIVE DIRECTOR**

The Executive Director of the corporation shall, subject to the control of the Board of Directors and the President, supervise and control the day-to-day affairs of the corporation and the activities of other employees. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by the Bylaws, or which may be prescribed from time to time by the Board of Directors.

## **SECTION 6: DUTIES OF THE DIRECTOR**

The Director of the corporation shall, subject to the control of the Board of Directors, the President and the Executive Director, supervise the day-to-day affairs of the corporation and the activities of other employees and report to the Executive Director. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by the Bylaws, or which may be prescribed from time to time by the Board of Directors.

## **SECTION 7: DUTIES OF THE SECRETARY**

The Secretary shall attend all meetings of the Board and shall record the minutes of all transactions at each meeting in a book to be kept for that purpose, wherein shall also be a record of all the votes of the Board. The Secretary shall give or cause to be given notice of all meetings of the Board and perform such other duties as may be prescribed by the Board.

## **SECTION 8: DUTIES OF THE TREASURER**

The Treasurer shall:

- (a) have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board;
- (b) receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;
- (c) disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- (d) keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (e) exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore;
- (f) render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation;
- (g) prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and
- (h) in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by the Bylaws, or which may be assigned to him or her from time to time by the Board.

## **ARTICLE V MISCELLANEOUS**

### **SECTION 1: MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the State of Ohio:

- (a) Minutes of all meetings of Directors, committees of the Board and, if this corporation has Members, of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its Members, if any, indicating their names and addresses and, if applicable, the class of Membership held by each member and the termination date of any Membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members, if any, of the corporation at all reasonable times during office hours.

## **SECTION 2: CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **SECTION 3: FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on January 1 and end on December 31 of each year.

## **SECTION 4: COMMITTEES**

The Board of Directors, or the Chairman of the Board with the approval of the Board, may appoint Committees, including but not limited to the following:

**Advisory Committee:** This Committee shall advise the Board of Directors on matters affecting Catholic apostolates and nonprofit organizations, and shall consist of individuals who are part of, have served or have a certain expertise in apostolates similar to that of the CSWNA Foundation.

**Finance Committee:** This Committee shall advise the Board of Directors on financial matters and shall prepare the corporation's annual budget, and shall consist of the Treasurer and one or more Directors.

**Executive Committee:** This Committee shall consist of the President, Vice President, Executive Director, and Director. This Committee may be assigned other duties, from time to time, as deemed necessary by the Board of Directors.

## **SECTION 5: EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## **SECTION 6: CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

## **SECTION 7: DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **SECTION 8: DIRECTORS' AND MEMBERS' INSPECTION RIGHTS**

Every Director and Member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

## **SECTION 9: ADOPTION OF BYLAWS AND AMENDMENTS**

The initial Bylaws of the corporation shall be adopted at the corporation's organizational meeting by at least a two-thirds majority of the Directors and Members. The Articles of Incorporation and Bylaws may be amended at any later Board meeting by a two-thirds vote of those Directors present and by a two-thirds vote of the Members.

## **SECTION 10: DISSOLUTION AND DISPOSAL OF ASSETS**

The corporation shall not be dissolved, merged, or consolidated --- and no substantial portion of the assets of the corporation shall be disposed of by contract, sale, or gift -- without the affirmative vote of two-thirds vote of those Directors present and by a two-thirds vote of all the Members, and then only in accordance with the Articles of Incorporation.

## **CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the CSWNA Foundation and that such were duly adopted by the Board of Directors and Members of the corporation on the date set forth below.

Dated: December 9, 2009.

// Kathleen Neher //  
Kathleen Neher, President