

**BYLAWS
CHARITY GUILD OF CATHOLIC WOMEN**

ARTICLE I – NAME

The name of this organization shall be Charity Guild of Catholic Women of Harris County, Texas, hereinafter called “Guild”.

ARTICLE II – OBJECT

The mission of the Guild is the sanctification of its members under the patronage of the Immaculate Heart of Mary through the practice of the spiritual and corporal works of mercy and the practice of charity by rendering assistance to children of need in the greater Houston area, regardless of race or creed.

ARTICLE III – SPIRITUAL DUTIES

Section 1 - Members shall be notified of all spiritual activities of the Guild.

- a. Upon the death of a member, spouse, or child, a rosary or other service shall be attended by the members of the Guild.
- b. Upon the death of a member or a member’s spouse, child, or parent, she/he shall be enrolled in the Catholic Clerical Student Fund at St. Mary’s Seminary.
- c. A Mass for the repose of the souls of all deceased Guild members shall be offered in November each year.

Section 2 - At least one Day of Recollection shall be offered each year for the membership.

ARTICLE IV – MEMBERSHIP

Section 1

- a. The membership of the Guild shall be composed of Active, Associate, Emeritus, Inactive, Probationary, and Nonresident members.
- b. Unless restricted by membership status, the privileges of membership shall include, but are not limited to, making motions, debating, voting, holding office, submitting Children's Charity grant applications, the member's name in the yearbook/directory, and the receiving of all correspondence sent from the Guild.

Section 2 - Active Members. Only Active members shall be eligible to make motions, debate, vote, hold office, and submit Children's Charity grant applications. Requirements for Active members shall be to:

- a. Pay Active dues.
- b. Attend at least two of the General Meetings, excluding the May meeting.
- c. Serve a minimum of 100 hours a year for 15 years. Required hours shall be served in the Charity Guild Shop ("Shop") for four years following the Provisional year, regardless of other hours obtained. After the fifth year, 70 of the 100 required hours shall be served in the Shop except as stated in Article VIII, Section 6.
- d. Serve a minimum of 55 hours in the Shop and/or on committees after 15 years.
- e. Earned hours refer to any time spent in the service of the Guild. No hours shall be earned for travel time or for attendance at social functions. Shop hours shall not be earned for attending General Meetings unless the

meeting should fall on an Active member's regularly scheduled workday.

- f. Excused absences from duties within a Charity Guild year (not to exceed one half of required hours) shall be allowed one time only for the following reasons: maternity leave, illness of a member or an immediate family member, or a death in the immediate family. All requests for excused absences shall be submitted to the Membership Chair. Absences beyond the stated excused period shall receive no tenure for that year. Any other reason shall be considered by the Membership Chair and the President and shall be handled at their discretion.
- g. Leave of Absence (LOA) from duties up to a full Charity Guild year (May – April) may be requested by an Active member for personal reasons. Requests for a LOA shall be submitted to the Membership Chair. A member with an excused absence may extend into the following Charity Guild year by requesting a LOA. The LOA privilege shall be granted one time only or by appeal to the Board. A member may return to Active status by completing her required hours for that year. If a member is unable to continue after her LOA, she shall request, if eligible, an Associate, Inactive or Probationary membership or drop her membership and be reinstated when she is able to complete requirements. A member on LOA shall pay LOA dues, but may not accrue tenure, make motions, debate, vote, hold office or submit Children's Charity grant applications.
- h. Active members who do not meet the minimum yearly requirements shall be dropped from membership unless a conversion to Associate, LOA or a Probationary status has been granted. A member who has been dropped shall be notified in writing by the Membership Chair.

Section 3 - Associate Members. Members who have served 10 Active years, including the Provisional year, shall be eligible to become Associate members. Associate members shall no longer be required to fulfill Active duties. Associates shall pay dues. Associate members who wish to return to Active status must serve the required hours for the additional years to fulfill the fifteen-year membership requirement. Active membership privileges shall be restored after six months of Active service.

Section 4 - Emeritus Members. The Board may bestow Emeritus membership on Associate members who have performed meritorious service for many years. They shall retain all the privileges of membership with the exceptions of voting, holding office and submitting Children's Charity grant applications. No dues shall be required.

Section 5 - Inactive Members. Active members in prolonged ill health who have not accrued ten (10) years of Active service but who desire to remain members of the Guild shall be eligible for Inactive membership. A written request shall be submitted to the Membership Chair. An Inactive member shall pay dues, but may not accrue tenure, make motions, debate, vote, hold office or submit Children's Charity grant applications.

Section 6 - Nonresident Members. Any member who moves one hundred miles or more from 1203 Lovett, regardless of membership status, shall be eligible for Nonresident membership, which entitles the member to receive all general correspondence. Upon returning to Houston, the member may automatically resume former status. A Nonresident shall pay dues.

Section 7 - Probationary Members. A member who has not completed her yearly requirements during a Charity Guild year shall be granted a year of Probationary membership the ensuing year. This privilege shall be granted one time only. During the Probationary year, a member shall pay Active dues, but shall not make motions, debate, vote, hold office or submit Children's Charity grant applications and shall accrue a year of tenure if

requirements are met. If requirements are not met, the Probationer shall be automatically dropped from membership.

Section 8 - Tenure. Tenure shall be defined as credit for service. One year of tenure shall be granted to each Active and Provisional member who has successfully completed her year of requirements.

Section 9 – Exceptions. Any exception to these requirements shall be submitted in writing to the Membership Chair and reviewed and accepted by the Membership Chair and the President. The member's status will be updated in the membership database.

ARTICLE V – PROVISIONAL MEMBERSHIP

Section 1 - Membership in the Charity Guild shall be limited to practicing Catholic women. Candidates shall be sponsored in writing by two members.

Section 2 - After verification of the candidates' eligibility by the Membership Committee and the Chaplain, the names of approved candidates shall be presented to the Board for acceptance before being announced to the assembly at the March General Meeting.

Section 3 - Those candidates accepted shall become Provisional members for a training period of 12 months starting May 1. Provisional members shall be required to:

- a. attend all General Meetings
- b. serve a minimum of 100 hours in the Shop
- c. work one Saturday in the Shop
- d. attend all meetings called by the Provisional Chair
- e. attend a planned tour of San Jose Clinic
- f. attend one session of the Sewing Committee.

All requests for absences from General Meetings or called meetings shall be submitted to the Provisional Chair. Provisional members, who have satisfactorily completed the required work by the following May, shall be installed as

Active members during an investiture Mass preceding the May Annual Meeting.

Section 4 - The process of invitation to membership and details of the training period are outlined in Procedures for Admission and Training.

Section 5 - The Provisional fee is due and payable at the time of acceptance.

ARTICLE VI – ELECTION OF OFFICERS

Section 1 - The Chaplain of the Guild shall be appointed by the Archbishop of the Archdiocese of Galveston-Houston and shall be an ex-officio member of the organization.

Section 2 - The elected officers shall be: President-Elect, First Vice-President, Second Vice-President, Third Vice-President, Fourth Vice-President, Fifth Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. The Parliamentarian shall serve as an appointed officer.

Section 3 - All officers shall be elected at the March General Meeting to serve for one year. All but the President and President-elect are eligible to succeed themselves for one additional term.

Section 4 - Incoming officers shall assume duties of office after adjournment of the May Annual Meeting.

Section 5 - The Nominating Committee shall be elected by members of the assembly at the January General Meeting. The election process shall be as follows:

The names of Active members willing to serve on the Nominating Committee shall be submitted in writing or electronically to the Recording Secretary between May and the November General Meeting. Additional names may be

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proposed from the floor at the November General Meeting. Any member shall be eligible to nominate herself or another member for this position, provided the member has been an Active member for at least two years, has been informed of such a nomination, and is willing to serve. A minimum of ten (10) names of candidates shall be compiled by the close of the meeting. These names shall be sent to the General Membership prior to the January General Meeting.

- a. Active members of the Guild shall vote for seven of the proposed members to serve on the Nominating Committee. The seven receiving the highest number of votes shall constitute the Nominating Committee. The next three proposed members receiving the highest number of votes shall serve as alternates.
- b. No member of this committee shall serve more than two years consecutively.

Section 6 - The Nominating Committee shall prepare a slate for use at the March General Meeting, nominating one candidate for each of the elective offices of the Guild. Notice of the election and the candidates being proposed for each office shall be sent to the membership at least two weeks before the March General Meeting.

Section 7 - Additional Nominations. Not less than 24 hours before the March General Meeting, a nomination may be submitted with the support of seven Active members. Any nominations must be made in writing to the Recording Secretary. All such nominations must be accompanied by a written agreement from the candidate to serve if elected.

Section 8 - Requirements for Elected Office. Any candidate for an elected office shall have been an Active member of the Guild for at least two years, including the Provisional year. The person nominated to serve as President-Elect shall have been a member of the Guild for at least five years, including the Provisional year, and shall have served on the Board for at least two years.

Section 9 - All elections shall be by ballot. When there is but one nominee for each office, the President shall take the vote by voice. Members must be present to vote.

Section 10 – Officer Vacancies. A vacancy in the office of the President shall be filled by the President-Elect and a vacancy declared in that office. Any vacancy in the office of President-Elect shall be filled by election at the next meeting of the general assembly. The name(s) of a candidate or candidates for this office shall be presented by the Nominating Committee, giving prior notice of impending election. See Article X, Section 5 for “Prior Notice.” A vacancy in any other office shall be filled by appointment by the President with the approval of the Board. In the case of a vacancy in an office-elect (with the exception of the presidency), the Nominating Committee shall present a nominee to be voted on at the May General Meeting.

ARTICLE VII – DUTIES OF OFFICERS

Section 1 - The President shall be accountable to the general membership and provide oversight for the ongoing accomplishment of the mission of the Guild. She serves as the official representative of the Guild to the public. She presides at Board meetings and meetings of the Assembly. She is responsible for corresponding with the general membership. She shall appoint a Parliamentarian and the chairs of all standing committees except where otherwise provided in these Bylaws. With the approval of the assembly, the President may create standing committees. She shall appoint special committees and shall be an ex-officio member of all committees except the Nominating Committee. The President shall have authority to sign checks and countersign checks in excess of \$5,000. She shall engage a certified public accountant to conduct an annual audit of the Guild books.

Section 2 - The President-Elect shall attend all Board and General Meetings and those committee meetings

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recommended by the President. She shall assist the President as requested. She has the authority to sign checks and preside at meetings in the absence of the President. She shall assume the duties of the President should a vacancy occur in that office.

Section 3 - The First Vice-President shall be Chair of the Membership Committee.

Section 4 - The Second Vice-President shall be Chair of the Provisional Members.

Section 5 - The Third Vice-President shall be Chair of the Apparel Shop Committee.

Section 6 - The Fourth Vice-President shall be Chair of the Household Goods Shop Committee.

Section 7 - The Fifth Vice-President shall be Chair of the Ways and Means Committee.

Section 8 - Trustees. All officers designated above shall also serve as Trustees for the purposes set out in Article IX herein.

Section 9 - The Recording Secretary shall record the minutes of all Board meetings and General Meetings of the Assembly in a bound book, she shall keep a roster of members and shall record attendance at Board and General Meetings.

Section 10 - The Corresponding Secretary shall be responsible for print and electronic correspondence of the Guild. This correspondence shall include newsletters, notices of General and Board meetings, death or illness of a member or her immediate family and other notices or correspondence approved by the President.

Section 11 - The Treasurer shall be responsible for all funds of the Guild, shall prepare the annual budget, shall

collect all monies and shall report at each meeting of the Board and General Assembly. She shall present a final written report at the June Meeting or at any time the Guild may direct. The Treasurer has the authority to sign checks and she ensures that checks of \$5,000 or more are co-signed by the President, the President-Elect or the Chair of the Finance Committee. The Treasurer shall review the accounts of the Guild. The Treasurer shall serve on the Finance and Capital Improvements Committees.

Section 12 - The Parliamentarian shall assist in parliamentary procedure and shall serve as Chair of the Bylaws Committee.

ARTICLE VIII – BOARD

Section 1 - The Board shall be composed of the elected officers, the Parliamentarian, and the chairs of all standing committees and special committees. The President shall be Chair of the Board.

Section 2 - The Board shall have general supervision of the affairs of the Guild between its business meetings, fix the hour and place of meetings, make recommendations to the Guild's membership and perform such other duties as are specified in these Bylaws. The Board shall be subject to the orders of the Guild and none of its acts shall conflict with action taken by the Guild. The Board shall take final action on Guild business. In case of emergency maintenance, the Board shall have approval for unbudgeted expenditure of funds.

Section 3 - The Board shall meet the last Wednesday of each month, except in July and November. The December meeting is held in early December. Changes in date can be ordered by the Board.

Section 4 - Half the number of members of the Board shall constitute a quorum.

Section 5 - A special meeting of the Board may be called by the President or by three members of the Board.

Section 6 – Members of the Board shall work a minimum of one-half of their required hours in the Shop, except the President who shall automatically be credited with all her required hours while in office.

ARTICLE IX – TRUSTEES

Section 1 - This organization may acquire and hold title to any real or personal property for the use of the organization in the furtherance of the aims and objects as contained in these Bylaws.

Section 2 - The Trustees shall be the duly elected President, President-Elect, First Vice-President, Second Vice-President, Third Vice-President, Fourth Vice-President, Fifth Vice-President, and their duly elected successors in office.

Section 3 - The Trustees shall have the power to purchase, sell, convey, mortgage by deed of trust with power of sale, or otherwise dispose of such property only after giving prior notice and being authorized to do so by a two-thirds vote of the members present and voting at any general meeting or any special meeting called for that purpose.

Section 4 - The Trustees shall never have any personal liability for any act or thing done or performed by said Trustees under and by virtue of the authority of the membership so given as herein provided; and any person, firm, or corporation dealing with said Trustees shall take notice of and be bound by the terms of this provision.

ARTICLE X – MEETINGS OF THE ASSEMBLY

Section 1 - Unless otherwise ordered by the membership or the Board, General Meetings shall be held the second Wednesday of June, September, November, January, March and May.

Section 2 - The May meeting shall be the Annual Meeting, the last official responsibility of the outgoing officers and the Installation of New Officers.

Section 3 - Special meetings may be called by the President and must be called on written request of fifteen members of the Guild. The call for a special meeting must state the nature of the business to be transacted and must be in writing.

Section 4 - Seventy-five Active members shall constitute a quorum at all meetings of the General Assembly.

Section 5 - "Prior Notice" when used in these Bylaws shall mean a clear statement of the proposition in the notice for a meeting. All mandated notifications to members shall be sent by postal service or electronic mail two weeks before any meeting at which the subject is to be discussed.

Section 6 - In exigent circumstances, when normal procedures are not possible, General Meetings and Board Meetings are authorized to be held electronically so long as all members may participate.

Section 7 - Standing Committees and Special Committees are authorized to meet electronically so long as all members may participate.

ARTICLE XI – STANDING COMMITTEES

Section 1 - The President appoints committee chairs with the exception of the Finance Committee and she appoints the members of the following committees: Bylaws, Capital Improvements, Children's Charities, Finance, and Human Resources.

Section 2 - Each committee shall transact the business delegated to it in the Bylaws and any additional business referred to it by the assembly. Except where special authority is given by the Board, the assembly or in these Bylaws, committees shall not take final action until a report has been made to and approved by the Board and the

assembly. All committee decisions after incoming officers are elected shall be made in cooperation with the incoming committees.

Section 3 - Each committee shall have a Chair and may have one Vice-Chair. In the absence of the Chair, a Vice-Chair may report at meetings of the Board and assembly.

Section 4 - Conflict of Interest Statement: Any member who has a financial or personal interest in any matter which has come before the body of which she is a member, shall immediately disclose the nature of her association or personal interest, after which she shall excuse herself from that meeting and/or any further consideration, discussion and/or voting on that matter.

Section 5 - Archives Committee: This committee shall be responsible for implementing the Records Retention/Disposal policy, for preserving Guild historical documents, and for compiling a yearly pictorial history of Guild events, activities, and media coverage.

Section 6 - Assignment Committee: This committee shall maintain a record of the work of Active members. Total work hours accumulated by each member shall be posted quarterly in the Shop by the Chair. A copy of the fourth quarter shall be given to the Membership Chair and to the Recording Secretary for inclusion in the Annual Guild Report. This report shall serve as the official record of tenure for each member.

Section 7 - Bylaws Committee: This committee shall consist of the Parliamentarian, who shall be Chair, and five members appointed by the President. This committee shall receive, consider, and edit proposed amendments to the Bylaws and Standing Rules. For required five-year review, refer to Article XVII.

Section 8 - Capital Improvements Committee: This committee shall oversee the acquisition of new property and alterations or additions to existing Guild property. This committee shall also manage major repair, replacement or maintenance projects. This Committee shall consist of the

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Chair, the Treasurer, the Finance Chair, the House Chair and other members appointed by the President. No appointed member shall serve more than three years consecutively. Any project in excess of \$20,000 shall require at least three competitive bids.

- a. A capital improvement is defined as any acquisition or new construction adding a minimum of \$3000 worth to existing property and having a useful life of at least three years.
- b. A major repair, replacement or maintenance project is defined as one costing a minimum of \$3000.

Section 9 - Care/Prayer Committee: This committee shall maintain contact with all ill, homebound and hospitalized Guild members and their immediate family members. The Charity Guild membership shall be notified by e-mail or telephone for prayers.

Section 10 - Children's Charities Committee: This committee shall consist of a Chair and nine members. All members shall serve on a rotating basis for a period not to exceed three years with the exception of the immediate past Chair who shall remain on this committee for one more year. The Chair and new members shall be appointed by the incoming President. Vacancies shall be filled by appointment of the President. This committee shall receive all applications from charities sponsored by Active Guild members. The recommendation of this committee shall be approved by the Board before being presented to the General Assembly for approval at the November General Meeting. No monies shall be given to any children's charity whose purpose and goals are contrary to the teachings of the Catholic Church. Members serving on this committee cannot sponsor a charity during their term on this committee.

Section 11 - Correspondence Committee: This committee shall be responsible for the printing and electronic distribution of the newsletter and other necessary correspondence. The Corresponding Secretary shall be Chair of the Correspondence Committee.

Section 12 - Finance Committee: The Finance Committee shall consist of seven members: the immediate past Treasurer, who shall serve as Chair of this committee, the Treasurer, the immediate past Treasurer's predecessor, and four members appointed by the President. If the immediate past Treasurer is unable to serve as Chair of this Committee, her immediate predecessor shall serve as Chair. Should she decline, then the previous predecessor shall serve as Chair; should she be unavailable, the President shall then appoint a Chair, according to Article VI, Section 10. At no time shall the Treasurer-in-office serve as Chair of the Finance Committee. All Guild investments and trusts shall be managed by the Finance Committee. The Finance Committee provides oversight of the office of the Treasurer. At the January or February Board meeting, this committee shall recommend a proposed budget for the next fiscal year. This budget, with Board recommendations, shall then be presented for approval at the March General Meeting of the assembly. The Finance Committee reviews for acceptance the annual audit of the Guild's Financial Statements. All money matters not budgeted or restricted shall be referred to the Finance Committee for a recommendation before being submitted to the Board and assembly for consideration. Any proposed expenditure in excess of \$6000.00 not covered in the authorized budget for the year shall require prior notice to the general assembly for approval by a two-thirds vote. The Chair of the Finance Committee is authorized to sign checks. The Chair of the Finance Committee serves on the Capital Improvements Committee.

Section 13 - House Committee: This committee shall be responsible for the physical maintenance of the Guild's property within the limits of its budget. This committee shall review and present to the Board all suggestions for non-capital changes or additions to the Guild building and grounds. The Chair of the House Committee serves on the Capital Improvements Committee.

Section 14 - Human Resources Committee: This committee shall be responsible for maintaining and updating the human resources policies and practices of the Guild to comply with federal, state, and local employment laws and labor standards. The committee will review all new procedures, hiring practices, job descriptions, salary increases, and benefits to ensure that consistent and equitable employment practices are implemented for all employees. The Human Resources committee shall consist of a Chair and two members all appointed by the President.

Section 15 - Lady Fingers Committee: This committee shall be the arts and crafts committee of the Guild.

Section 16 - Liturgy Committee: This committee shall be responsible for all spiritual functions of the Guild including but not limited to prayers at meetings, Masses and Day of Recollection.

Section 17 - Membership Committee: The First Vice-President shall serve as Chair of this committee. This committee shall review work hours completed and dues paid to establish membership eligibility for the coming year. In conjunction with the Chair of Assignments and the Treasurer, the Membership Chair shall determine the status of each member and shall compile an official list of members whose names shall appear in the yearbook/directory. Further duties of the membership committee are outlined in Procedures for Admission and Training.

Section 18 - Memorials and Honorariums Committee: The immediate past President shall serve as Chair of this committee. The committee is responsible for notifying the membership and the Chaplain of the death of a Guild member or member's immediate family. She shall coordinate the designated area for Charity Guild members to sit as a group at the funeral of a member, a member's spouse or child. She shall be responsible for processing all memorials and honorariums made to the Guild.

Section 19 - Provisional Members Committee: The Second Vice-President shall serve as Chair of this committee. Duties are outlined in Procedures for Admission and Training.

Section 20 - Publicity Committee: This committee shall inform media of Guild activities that may be of interest to the public and shall keep a comprehensive record of current activities.

Section 21 - Purchasing Committee: This committee shall be responsible for obtaining supplies necessary for Guild operations.

Section 22 - San Jose Clinic Committee: This committee shall assist in the work of the San Jose Clinic. The Chair shall keep the Guild informed of the San Jose Clinic's activities and needs.

Section 23 - Sewing Committee: This committee shall hold monthly sewing meetings except in May and December to provide layettes for sale and for charities within the greater Houston area.

Section 24 - Shop Committee for the Charity Guild: This committee shall be responsible for the operation of the Charity Guild Shop and shall make a full report to the Guild at Board and General Meetings. The Third Vice-President shall be Chair of the Apparel Shop Committee and the Fourth Vice-President shall be Chair of the Household Goods Shop Committee.

Section 25 - Social Committee: This committee shall arrange for all General and Board Meetings, the Advent and Installation Luncheons, the New Provisionals' Social, the Children's Charity Awards Meeting and with other social functions as requested by the Board.

Section 26 - Technology Committee: This committee shall be responsible for the acquisition and maintenance of

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technology infrastructure for the Guild. The technology includes, but is not limited to, computer hardware, software, copiers, network, telephone, and internet access. Maintenance shall include management and acquisition of outside services when required. The Committee members will be appointed by the Chair with prior approval of the President. The committee will assist the Membership Committee with the annual update of a member's status and activities and will maintain the Guild's group email address list.

Section 27 - Telephone Committee: This committee shall be responsible for contacting by telephone those members who have not provided e-mail addresses with information of the deaths of Guild members and their immediate family members. The committee will also call at the request of the President.

Section 28 - Ways and Means Committee: This committee, with the approval of the Board, shall select projects or events, the proceeds of which shall benefit the Guild. The Fifth Vice-President shall be Chair of Ways and Means Committee.

Section 29 - Yearbook Committee: This committee shall prepare a yearbook for distribution to all members.

ARTICLE XII – FISCAL YEAR

The fiscal year of the Guild shall extend from May 1 to April 30. May is the beginning of the new Guild year in which required hours and meeting attendance shall be recorded.

ARTICLE XIII – INDEMNIFICATION

Section 1 - Each person who at any time shall serve, or shall have served, as a Trustee, Director or Officer of the Guild, or any person who is or was serving at the request of the Guild as a Trustee, Director, Officer, Partner, Venturer, Proprietor, Employee, Agent or similar functionary of another foreign or domestic corporation, partnership, joint

venture, sole proprietorship, trust, employee benefit plan or other enterprise (hereinafter referred to as "indemnitee") shall be entitled to indemnification and advancement of expenses related to such matters as and to the fullest extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act or any successor statutory provision, as from time to time amended (hereinafter referred to as the "Statute"). The foregoing rights of indemnification and advancement of expenses shall not be deemed exclusive of any other rights to which those to be indemnified may be entitled as a matter of law or under any agreement, vote of Trustees, or other arrangement.

Section 2 - To obtain an indemnification or expense advance, indemnitee shall submit to the Guild a written request with such information about the expenses incurred or anticipated as is reasonably available to indemnitee. If the expense advance is to be paid prior to final disposition of the proceeding, there shall be included a written statement of indemnitee's good faith belief that indemnitee has met the necessary standard conduct under the Statute and an undertaking to repay any amount paid if it is ultimately determined those conduct requirements were not met. Upon receipt of the request, the Guild shall determine (by special counsel or otherwise) indemnitee's entitlement to indemnification or expense advance. If the request is rejected, the Guild shall notify indemnitee of the reason therefore. If within 20 days of the Guild's receipt of the request, the payment for an approved request is not made or the request for payment is rejected or not acted on, indemnitee shall have the right to an adjudication in any court of competent jurisdiction of indemnitee's entitlement to such indemnification or expense advance. Any such proceeding shall be conducted in all respects as a de novo trial on the merits.

Section 3 - If any provision of this Article shall be held to be invalid, illegal, or unenforceable for any reason whatsoever, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired

thereby; and, to the fullest extent possible, the provisions of this Article shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

ARTICLE XIV – DISPOSAL OF ASSETS OF CHARITY GUILD

Upon dissolution of the Charity Guild of Catholic Women of Harris County, all of its assets shall be transferred to and become the property of the Galveston-Houston Archdiocese of the Roman Catholic Church. This article of the Bylaws is not subject to amendment as provided in Article XVI.

ARTICLE XV – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, latest edition, shall be the recognized parliamentary authority in all cases to which they are applicable and in which they are consistent with the Bylaws.

ARTICLE XVI - AMENDMENTS

These Bylaws may be amended by a two-thirds affirmative vote of the eligible voting members present and voting, provided that such amendments are first sent to the Bylaws Committee for consideration. A written notice shall be sent to each member at least two weeks in advance of a general or a special meeting called for that purpose.

ARTICLE XVII - BYLAWS REVIEW

These Bylaws shall be reviewed within five years after approval and every five years thereafter. To ensure continuity, a committee consisting of at least three members of the previous Bylaws Review Committee shall be appointed to serve with the existing Bylaws Committee.

STANDING RULES

1. Dues are payable on March 1. A member whose dues are not paid by March 31 shall be dropped from the membership roll and shall not be listed in the yearbook/directory. Annual dues are as follows:

Active Member Dues	\$40.00
Leave of Absence (LOA) Member Dues	\$45.00
Associate Member Dues	\$45.00
Inactive Member Dues	\$45.00
Nonresident Member Dues	\$40.00
Probationary Member Dues	\$40.00
Provisional Member Dues	\$40.00

2. Members who have retired or resigned shall remain in the membership database.

3. Members who have been dropped from the membership roll for non-payment of dues, failure to complete required work hours, or who have dropped their membership voluntarily may be reinstated by approval of the Board upon recommendation of the Membership Committee and by payment of a reinstatement fee of \$50.00 in addition to their annual dues. Former members applying for readmission need only one sponsor and are not subject to Provisional training or the payment of an initiation fee.

4. Members shall select the committee on which they wish to serve by March 31. Both selection of committees and changes to shop work days for the following year, must be made on the dues renewal form sent out by the Membership Chair. This form must be received by the Membership Chair no later than March 31.

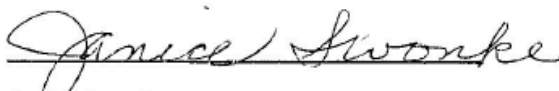
5. Members of any committee shall receive credit for hours actually spent working on that particular committee.
6. Every year the Board shall recognize members starting with 25, years and every 5 years thereafter of membership with special recognition for Active members.
7. Those members who have earned a Marian Pin Award for working 150 hours or more in the Shop shall be recognized at the May Annual Meeting.
8. Members who serve 150 hours or more on any single committee will be recognized at a General Meeting, their names will be posted in the Shop and they will be recognized in the yearbook/directory.
9. A committee may meet by teleconference or videoconference. If they do, then such a meeting must be conducted by a technology that allows all persons participating to hear each other and perhaps see each other at the same time.
10. A member's immediate family shall include her spouse, children, parents, siblings, grandchildren, and grandparents.
11. Records Retention / Disposal Policy. At the end of each fiscal year and in accordance with the time frames detailed in this policy, the Archives Chair shall be responsible for arranging for the scheduled destruction of files and documents collected from the Treasurer and Chairs of all committees. After approval by the out-going President, the material shall be disposed of by secure record shredding.
12. Standing Rules may be amended at any regular meeting by a majority vote.

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The foregoing Bylaws of the Guild were duly adopted by the General Assembly of said organization at a meeting held on September 14, 1988, and last reviewed at its 5-year review on January 9, 2019.

Revised by a vote of the General Assembly on January 13, 2021.

A handwritten signature in cursive script that reads "Janice Swonke". The signature is written in black ink and is positioned above a horizontal line.

**Janice Swonke
Recording Secretary**

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