

## **BYLAWS**

### **THE FRANCISCAN FEDERATION, THIRD ORDER REGULAR, OF THE SISTERS AND BROTHERS IN THE UNITED STATES**

*"And wherever the brothers and sisters may be together or meet (other) brothers and sisters let them give witness that they are members of one family. And let each one confidently make known his (or her) need to the other, for if a mother has such care and love for her son born according to the flesh (cf. Thess. 2:7), should not someone love and care for his (her) brothers and sisters according to the Spirit more diligently?" (cf. Reg B 6, 7-8; cf. Reg TOR 7:23; cf. Writings of Francis and Clare)*

#### **HISTORY**

The Conference was organized in 1965 as the Federation of Franciscan Sisters Communities of the United States. In 1981 it became a Federation of Brothers and Sisters who follow the Third Order Regular Rule. It became a civil body by incorporation in the State of Pennsylvania on November 18, 1985, under the title of the **Franciscan Federation of the Sisters and Brothers in the United States, Inc.** In 1993 the designation "Third Order Regular" was added. The Federation engaged in a study of its structure in 2008-2009 and created a new model of Commissions and National Board which was implemented at the Annual Federation Conference in 2009 with the approval of revised provisional bylaws. After several years of experimentation these Bylaws were revised and approved on July 28, 2012.

#### **ARTICLE 1: NAME AND OFFICE**

##### **1.1 Name**

The name of the organization is the Franciscan Federation, Third Order Regular, of the Sisters and Brothers in the United States, hereafter referred to as the Franciscan Federation or Federation.

##### **1.2 Principal Office**

Incorporated under the Nonprofit Corporation Law in the Commonwealth of Pennsylvania, the location of the principal office of the Franciscan Federation is determined by a formal vote of the National Board. *[approved June 21, 2015]*

#### **ARTICLE 2: VISION AND MISSION**

##### **2.1 Vision (Revised AFC 03)**

The Vision of the Franciscan Federation is to deepen the understanding and love of the Third Order Regular Charism in our lives in order to share this gift with the Church and the World.

##### **2.2 Mission (Revised AFC 03)**

The Mission of the Franciscan Federation is to promote exploration and study of Franciscan Evangelical Life and its implications for these times and for our world. The Federation provides national and regional opportunities to collaborate, gather, and celebrate so that the brothers and sisters can better live the Third Order Regular call to conversion, contemplation, poverty, and humility.

## **2.3 Objectives**

Each year the National Board of the Federation, as well as the three national Commissions and the Steering Committees of each Region establish for themselves goals and objectives in keeping with the vision and mission of the Federation.

# **ARTICLE 3: FEDERATION MEMBERSHIP**

## **3.1 Forms of Membership**

There are three forms of membership in the Franciscan Federation: Congregational (Article 3.2), Organizational (Article 3.3), and Individual (Article 3.4).

## **3.2 Congregational Membership**

- 3.2.1 All congregations, provinces, or regions located within the United States, of Pontifical or Diocesan Rite, and which follow the Third Order Regular Rule of Saint Francis of Assisi have the right to become Congregational Members of the Franciscan Federation by paying the annual dues.
- 3.2.2 The rights and duties of Congregational Members are exercised by the elected leaders of the congregations, provinces, and regions in the Commission of Elected Leaders (CEL) as determined in these Bylaws.
- 3.2.3 The Congregational Members exercise certain reserved powers, as per Pennsylvania Nonprofit Law, the Articles of Incorporation, and as provided for in Article 6.4.

## **3.3 Organizational Membership**

- 3.3.1 Organizations or institutions that identify with the Third Order Regular charism may become Organizational Members subject to the approval of the National Board and payment of annual dues.
- 3.3.2 The Organizational Member must designate a representative to carry out its rights and duties.
- 3.3.3 Organizational Members may participate at the national level through the Commission of Charism Services (CCS) as determined in these Bylaws.

## **3.4 Individual Membership**

- 3.4.1 Individual persons may become Individual Members of the Franciscan Federation. These may include:
  - a. All vowed individuals belonging to congregations that are Congregational Members;
  - b. Individuals belonging to organizations or institutions holding Organizational Membership;
  - c. Individuals who are lay associates/affiliates of Congregational Members;
  - d. Vowed individuals belonging to First, Second and Secular Orders of St. Francis;
  - e. Vowed individuals belonging to Third Order congregations that are not Congregational Members;
  - f. Individuals who identify with the Third Order Regular charism.

- 3.4.2 Individual Members may participate at the national level either through the Commission of Regions (COR) or the Commission of Charism Services (CCS) as determined in these Bylaws.

### **3.5 Application for Federation Membership**

Application for Congregational, Organizational, and Individual Membership is made annually to the Executive Director of the Franciscan Federation. Applications for Organizational and Individual Membership are approved by the National Board at their discretion.

### **3.6 Dues**

The annual dues for Congregational, Organizational, and Individual Membership are determined by the National Board of the Franciscan Federation upon the recommendation of the Treasurer. There are separate dues structures for Congregational, Organizational, and Individual Members. Dues of Congregational Members include all their individual vowed sisters/brothers.

### **3.7 Participation**

All Members are entitled to attend the Annual Federation Meeting (AFM), the Annual Federation Conference (AFC), as well as serve on Federation committees and serve on a Commission as determined in these Bylaws.

### **3.8 Reserved Powers of Congregational Members**

The Congregational Members exercise reserved powers, as per Pennsylvania Nonprofit Law, the Articles of Incorporation, and as described in Article 6.4.

## **ARTICLE 4: ORGANIZATIONAL STRUCTURE**

The organizational structure of the Franciscan Federation, Inc. includes three Commissions: the Commission of Elected Leaders (CEL), the Commission of Charism Services (CCS), and the Commission of Regions (COR). These Commissions are coordinated by the National Board which has the ordinary civil and fiduciary responsibilities of the Federation. Under the Commission of Regions there is also a regional structure.

## **ARTICLE 5: COMMISSIONS**

### **5.1 Common Responsibilities of the Commissions**

All three Commissions share certain common responsibilities. Each of the three Commissions (CEL, CCS, COR):

- 5.1.1 Contributes to the life of the Federation through its unique perspective;
- 5.1.2 Fosters the ongoing development of the TOR charism by a mutual exchange of gifts among the Federation membership;
- 5.1.3 Participates in the Annual Federation Conference (AFC) and the Annual Federation Meeting (AFM);
- 5.1.4 Implements resolutions of the Annual Federation Meeting (AFM);
- 5.1.5 Suggests AFC themes and speakers to the National Board;
- 5.1.6 Suggests agenda and issues for the Annual Federation Meeting;
- 5.1.7 Recommends changes in the Franciscan Federation Bylaws;

- 5.1.8 Recommends changes in the Federation policies for approval by the National Board of Directors;
- 5.1.9 Elects two persons to the National Board from the Commission, who must belong to a congregation that is a Congregational Member.
- 5.1.10 Elects an Executive Committee of five (5) persons and determines the duties and responsibilities of the Chair and any other officers designated by the Commission (Article 5.3.1.e);
- 5.1.11 Determines the agenda, structure and processes of the Commission;
- 5.1.12 Records minutes of meetings and commission activities;
- 5.1.13 Meets at least once annually, ordinarily during the AFC, and at other times as necessary;
- 5.1.14 Creates committees as necessary to further its work;
- 5.1.15 Selects two persons from the Commission to serve on the Reconciliation Committee (Article 13.4).

## **5.2 Voting**

Decisions of the Commissions are normally accomplished by a consensus of all Members present at the meeting. When an official vote is required according to these Bylaws, or other votes as decided by the respective Commission, all Members present at the meeting have the right to one vote. Decisions are made by an absolute majority, except as provided in Article 6.4 regarding reserved powers.

## **5.3 Executive Committee of each Commission**

- 5.3.1 The common responsibilities of the Executive Committee of each Commission are to:
  - a. Animate the commission;
  - b. Coordinate all commission work;
  - c. Communicate with commission members and the National Board;
  - d. Conduct the nomination and election processes for the Executive Committee and representatives to the National Board;
  - e. Elect a Chair and other officers from among the committee. The Chair of the Executive Committee may not simultaneously serve as a Director on the National Board;
  - f. Determine the agenda and processes of the Executive Committee;
  - g. Submit an annual report to the National Board;
  - h. Perform other tasks as determined by the Commission.
  
- 5.3.2 Terms for individuals on the Executive Committee of each Commission are for two years renewable twice for a total not to exceed six years. Terms shall be staggered to assure continuity on the Executive Committees.
  
- 5.3.3. The Executive Committee of the Commission of Elected Leaders (CEL) has the power, by a vote of four-fifths of the Executive Committee, to:
  - 5.3.3.a Issue authentic interpretations of the Bylaws;
  - 5.3.3.b Remove a member of the National Board for just cause. (Article 10.7)

## **ARTICLE 6: COMMISSION OF ELECTED LEADERS (CEL)**

### **6.1 Function**

The Commission of Elected Leaders provides a forum for congregational leaders to deepen their TOR charism in light of their role as minister-leader.

### **6.2 Terms**

- 6.2.1 Terms of membership in the Commission of Elected Leaders coincide with the person's term in congregational leadership.
- 6.2.2 A leader elected as a Director of the National Board must have at least one year remaining in her/his term of office at the time of election. *[approved June 12, 2018]*

### **6.3 Specific Responsibilities**

In addition to the common responsibilities in 5.1, the specific responsibilities of this commission are to:

- 6.3.1 Meet the particular needs of elected leaders in their role as congregational leaders as guardians and animators of the Charism as determined by the Commission;
  - 6.3.2 Approve the Annual Report;
  - 6.3.3 Assist the National Office in maintaining a current list of elected leaders of Congregational Members;
  - 6.3.4 Ensure that congregational leaders appoint one of its congregational members to the Steering Committees of appropriate regions;
  - 6.3.5 Maintain regular communication with the congregation's regional representatives;
  - 6.3.6 Assure dissemination of Federation communications within their respective congregation;
- Exercise certain Reserved Powers as described in Article 6.4.

### **6.4 Reserved Powers of Congregational Members**

- 6.4.1 Congregational Members vote on items under reserved powers with one vote per Congregational Member cast by the major superior or his/her delegate or proxy. Written authorization is necessary for a delegate or proxy to vote as a Congregational Member.
- 6.4.2 The following powers are reserved to Congregational Members:
  - a. Determine the Vision and Mission of the Federation;
  - b. Make changes to the Bylaws and Articles of Incorporation;
  - c. Approve a deficit budget of the National Board;
  - d. Approve long term borrowing or indebtedness;
  - e. Approve the sale, lease or encumbrance and purchase of real property;
  - f. Approve any dissolution, merger or acquisition.
- 6.4.3 All decisions under the Reserved Powers of Congregational Members require a vote of two-thirds of the Congregational members.

## **ARTICLE 7: COMMISSION OF CHARISM SERVICES (CCS)**

### **7.1 Function**

The Commission of Charism Services provides a forum for networking among Individual and Organizational Members whose ministry is to promote the TOR charism.

### **7.2 Term**

There are no term limits for participation in the Commission of Charism Services.

### **7.3 Specific Responsibilities**

In addition to the common responsibilities in 5.1 the specific responsibilities of this commission are to:

- 7.3.1 Further the TOR charism by sharing gifts, skills, and resources;
- 7.3.2 Foster networking among designated ministry groups;
- 7.3.3 Create and develop resources to promote the Franciscan TOR charism;
- 7.3.4 Maintain a current list of members of the commission and ministry groups.

## **ARTICLE 8: COMMISSION OF REGIONS (COR)**

### **8.1 Function**

The Commission of Regions provides a forum to foster diverse expressions of the TOR charism and promote a Franciscan relational presence among the sisters and brothers in designated regions of the Federation.

### **8.2 Term**

There are no term limits for participation in the Commission of Regions.

### **8.3 Specific Responsibilities:**

In addition to the common responsibilities in 5.1, the specific responsibilities of this commission are to:

- 8.3.1 Act as a forum to animate the regions and address common issues;
- 8.3.2 Establish criteria for creation and dissolution of regions and recommend to the Board the creation and/or dissolution of regions;
- 8.3.3 Promote the implementation of Federation resolutions within the regions;
- 8.3.4 Request elected leaders to appoint members from their respective congregations to serve on the regional Steering Committees;
- 8.3.5 Coordinate regional communication, programs and gatherings;
- 8.3.6 Strengthen membership and encourage regional relationships;
- 8.3.7 Maintain a list of members of the regional steering committees.

## **ARTICLE 9: REGIONS**

### **9.1 Function**

Under the coordination of the Executive Committee of the Commission of Regions the Franciscan Federation is divided into geographical regions with the approval of the National Board. Each region provides a system for networking and programs for any members of the Federation residing in its area.

## **9.2 Regional Membership**

Membership in the regions of the Federation is open to all Individual Members. Application for regional membership is made annually to the Chair of the Region's Steering Committee. If applicable, an annual fee for members of a specific region for the functioning and activities of the region may be determined by the Regional Steering Committee, with the approval of the National Board.

## **9.3 Steering Committees of the Regions**

- 9.3.1 Each of the regions of the Franciscan Federation has a Steering Committee responsible for administration, networking among the region's members, and program development within the region.
- 9.3.2 The Steering Committee consists of one representative from each congregation, province or region having Congregational Membership in the Federation and having individuals residing in the respective geographical region. This representative is appointed by the major superior of his/her congregation, province, or region.

## **9.4 Responsibilities of the Regional Steering Committee**

It is the responsibility of the Regional Steering Committee to:

- 9.4.1 Develop its specific duties in keeping with the vision and mission of the Federation and the needs of the particular region;
- 9.4.2 Survey the regional members to identify needs and interests;
- 9.4.3 Plan and prepare at least one regional gathering each year;
- 9.4.4 Maintain communication with the Executive Director and the Executive Committee of the Commission of Regions;
- 9.4.5 Determine the best method for maintaining communication with its members;
- 9.4.6 Maintain a record of its activities, minutes of meetings, regional membership, and roster of Steering Committee members. These are sent to the Executive Director of the Federation and the Executive Committee of the Commission of Regions.

## **9.5 Officers of the Regional Steering Committee**

- 9.5.1 Each Regional Steering Committee has a chairperson and one or more additional officers as determined by the committee. The Steering Committee decides how the officers are to be chosen and their duties.
- 9.5.2 Officers serve for a period of three years, renewable once.

# **ARTICLE 10: NATIONAL BOARD**

## **10.1 Function**

The National Board of the Franciscan Federation holds the civil and fiduciary responsibilities of the organization subject to the reserved powers of the Congregational Members (Article 6.4) and coordinates the activities of the Federation.



## **10.2 Directors**

The National Board consists of two Directors from each of the three Commissions, the Treasurer, and the Executive Director (*ex-officio*, non-voting). Directors must belong to TOR Congregations. The elected Directors may not simultaneously be a Chair of their Commission. They may or may not be a member of their Commission's Executive Committee.

## **10.3 Election of Directors of the National Board**

Directors of the National Board from the Commissions are ordinarily elected at meetings of the Commissions as per Article 5.1.9 during the AFC as follows:

- 10.3.1 Commission of Elected Leaders - CEL: by all Elected Leaders present;
- 10.3.2 Commission of Charism Services - CCS: by all Individual and Organizational Members present;
- 10.3.3 Commission of Regions - COR: by all Individual Members present.

## **10.4 Terms**

Terms for all Directors of the National Board are for three years, renewable once. Terms shall be staggered to assure continuity on the Board.

## **10.5 Qualities for Directors of the National Board**

A Third Order Regular Franciscan elected or appointed to the National Board must exhibit the following qualities:

- 10.5.1 Embody the Mission of the Franciscan Federation;
- 10.5.2 Be actively involved in the Federation on a regional level, on Commissions or committees, and/or through AFC participation;
- 10.5.3 Exhibit willingness and ability to exercise fiduciary, civil and legal responsibilities and other required duties;
- 10.5.4 Demonstrate leadership and organizational skills;
- 10.5.5 Demonstrate capacity to strengthen the mutuality of exchange and collaboration among all members;
- 10.5.6 Maintain confidentiality.

## **10.6 Responsibilities of the National Board**

Directors on the National Board have the following responsibilities:

- 10.6.1 Set direction for the implementation of the vision and mission of the Federation;
- 10.6.2 Elect the President, Vice-President and Secretary from among the directors and appoint a recording secretary when necessary (Article 11.2.1);
- 10.6.3 Appoint the Treasurer who is a voting Member and Officer of the Board (Article 11.2.2);
- 10.6.4 Meet annually at the time of the AFC and other times as determined by the Bylaws (Article 10.9);
- 10.6.5 Develop, implement, and review the Strategic Plan;
- 10.6.6 Assure the integration of the three Commissions;
- 10.6.7 Recommend Bylaw changes for approval by the Commission of Elected Leaders;
- 10.6.8 Approve policies and procedures for the Federation;
- 10.6.9 Oversee programs and resource development;
- 10.6.10 Hire, annually evaluate and, when necessary, dismiss the Executive Director;
- 10.6.11 Review and approve the annual budget;



- 10.6.12 Approve fundraising strategies;
- 10.6.13 Approve the creation and dissolution of *ad hoc* committees;
- 10.6.14 Approve the creation and dissolution of regions;
- 10.6.15 Present the Annual Report at the Annual Federation Meeting (AFM), and to the CEL for approval;
- 10.6.16 Prepare and provide oversight for the Annual Federation Conference (AFC):
  - a. Approve theme, speakers, dates, location, budget;
  - b. Determine the Annual Federation Meeting agenda;
- 10.6.17 Determine the office location, spending guidelines, budget adjustments;
- 10.6.18 Determine a replacement to complete the term of a member whose seat becomes vacant. (Article 10.8).

### **10.7 Removal of a Director of the National Board**

A Director of the National Board may be removed by the Executive Committee (Article 5.3.3) of the Commission of Elected Leaders for just cause, including, but not limited to:

- 10.7.1 Unexcused absence from two or more meetings of the National Board per year
- 10.7.2 Behavior inconsistent with the mission and objectives of the Federation.

### **10.8 Vacancies on the Board**

- 10.8.1 If a vacancy occurs in the office of President, the Vice-President assumes the duties of the office;
- 10.8.2 If a vacancy occurs in the office of Vice-President or Secretary, the Board appoints another Director to complete the term;
- 10.8.3 If a vacancy occurs in the office of Treasurer, the Board appoints an interim Treasurer until a full appointment can be made;
- 10.8.4 In the event of any other vacancy on the Board, the Board appoints another person from the same Commission to complete the term;
- 10.8.5 A person filling a vacancy may be elected or appointed for additional terms, but may not serve for more than a total of 3 years as an officer and not more than a total of 6 years as a Director of the National Board.

### **10.9 National Board Meetings**

- 10.9.1 Regular meetings of the National Board are held at least three times a year at a time and place determined by mutual agreement of the Directors of the Board. One meeting each year must be held in conjunction with the Annual Federation Conference.
- 10.9.2 Special meetings of the National Board may be called by the President or by at least three members of the National Board. Directors must be given at least two weeks' notice of the meeting date.

### **10.10 Quorum**

Two-thirds of the Directors of the National Board, two of whom must be officers, must be present to constitute a quorum.

### **10.11 Agenda**

The agenda for all meetings is prepared by the President and Executive Director in a manner appropriate for the nature of the meeting. Items for the agenda also may be submitted by any Director of the National Board.

### **10.12 Voting**

Decisions of the National Board requiring a vote are made by an absolute majority of those present.

### **10.13 Records and Minutes**

The National Board provides for the proper maintenance and safeguarding of all documents, correspondence, archival material and minutes of the Franciscan Federation.

## **ARTICLE 11: OFFICERS OF THE NATIONAL BOARD**

### **11.1 Officers**

The officers of the National Board of the Franciscan Federation consist of the President, Vice-President, Treasurer, and Secretary. The officers shall be any vowed individual belonging to congregations that are Congregational Members. [cf. 3.4.1a and 3.2] {approved June 21, 2015}

### **11.2 Term of the Officers**

- 11.2.1 The National Board elects the President, Vice-President and Secretary at its Annual Corporation Meeting following the Annual Federation Conference for a term of one year, renewable twice.
- 11.2.2 The Treasurer is appointed for a term of three years, renewable once.

### **11.3 Duties of the President**

The President of the Franciscan Federation:

- 11.3.1 Assumes the leadership of the Federation, keeping before the membership the rich resources of the Franciscan heritage and its potential for servanthood to Church and society;
- 11.3.2 Officially represents the Franciscan Federation;
- 11.3.3 Convenes the Annual Federation Conference at least three months before the date of the meeting;
- 11.3.4 Presides at the Annual Federation Conference and all meetings of the National Board and the Executive Committee of the Board;
- 11.3.5 Presents the Annual Report for affirmation at the Annual Federation Meeting and the approval of the Commission of Elected Leaders;
- 11.3.6 Prepares and delivers the Presidential Address at the Annual Federation Meeting during the Annual Federation Conference;
- 11.3.7 Executes or causes to be executed all resolutions and business of the Franciscan Federation and delegates to other officers such duties as are necessary;
- 11.3.8 Solicits items for, and distributes the National Board agenda, and manages the work of the Board;
- 11.3.9 Officially signs documents on behalf of the Franciscan Federation;

- 11.3.10 Reports the work of the Franciscan Federation to the membership;
- 11.3.11 Supervises the performance of the Executive Director.

#### **11.4 Duties of the Vice-President**

The Vice-President:

- 11.4.1 Performs the duties of the President in the absence of the President and when so doing has all the powers of the office;
- 11.4.2 Performs other duties as assigned by the President.

#### **11.5 Duties of the Secretary**

The Secretary:

- 11.5.1 Keeps the minutes of the Annual Federation Conference and of all meetings of the National Board and of the Executive Committee of the National Board;
- 11.5.2 Assures the retention of documents and historical materials of the Federation.

#### **11.6 Duties of the Treasurer**

The treasurer:

- 11.6.1 Assures responsible custody and management of funds, insurance, and other financial obligations under the direction of the National Board;
- 11.6.2 Submits an annual report and other such reports as may be required by the President or National Board;
- 11.6.3 Assures the appropriate filing of required reports to civil authorities.

### **ARTICLE 12: EXECUTIVE COMMITTEE OF THE NATIONAL BOARD**

#### **12.1 Executive Committee**

The Executive Committee of the National Board of the Franciscan Federation consists of the officers of the National Board: the President, Vice-President, Secretary, and Treasurer.

#### **12.2 Duties of the Executive Committee**

The duties of the Executive Committee of the National Board are to:

- 12.2.1 Act in the name of the Franciscan Federation between ordinary meetings;
- 12.2.2 Review annually all contracts entered into by the Federation;
- 12.2.3 Evaluate annually the performance of the Executive Director.

#### **12.3 Executive Committee Meetings of the National Board**

The Executive Committee of the National Board meets as necessary to conduct business in the name of the National Board as authorized by the Board.

#### **12.4 Quorum**

Three-fourths of the Executive Committee of the National Board must be present to constitute a quorum.

### **ARTICLE 13: COMMITTEES**

### **13.1 Appointment**

In accordance with the needs of the Federation, the President, with the approval of the National Board, may appoint and determine the duties and reporting requirements of Standing and *Ad Hoc* Committees to carry out special assignments.

### **13.2 Standing Committees**

Standing Committees, including the Development Committee, the Finance Committee, the Justice, Peace, and Integrity of Creation (JPIC) Committee, and others as needed, are established and the terms for committee members are identified in policies approved by the National Board. The members of the Standing Committees retain their positions until the close of the Annual Federation Conference, when their appointed successors assume the role.

### **13.3 Ad Hoc Committees**

*Ad Hoc* Committees may be established for specific tasks by the National Board. Upon completion of *Ad Hoc* Committee assignments and reporting to the Executive Director, the function of the Committee ceases.

### **13.4 Reconciliation Committee**

#### 13.4.1 Purpose

The Reconciliation Committee mediates conflicts that may arise within the Federation as a last resort to resolution of a conflict and is activated only when mediation is necessary. This committee is not a grievance Committee for employees.

#### 13.4.2 Composition

The Reconciliation Committee is composed of seven members. When activated, two members are designated by each commission from their commission. A convener is appointed by the National Board.

#### 13.4.3 Responsibilities

If conciliation is not reached following communication through the appropriate channels: Executive Committee(s) of the Commissions and the National Board, then the party(ies) to the conflict may bring the issue to the Reconciliation Committee. The Reconciliation Committee reviews what has been done to resolve the issue and makes recommendations to the party(ies). If the parties cannot come to a mutually agreeable resolution, the Reconciliation Committee shall make a binding decision by a 2/3 vote of the committee.

## **ARTICLE 14: ANNUAL FEDERATION CONFERENCE (AFC)**

Ordinarily, the Federation meets at least once a year for the Annual Federation Conference for education and enrichment. The time and place are chosen by the National Board. This conference is open to all Members and others interested in the TOR charism.

## **ARTICLE 15: ANNUAL FEDERATION MEETING (AFM)**

### **15.1 Annual Federation Meeting**

Annually the three Commissions and the National Board participate in the Annual Federation Meeting which normally occurs during the Annual Federation Conference (AFC: Article 14). The President of the National Board presides at the Annual Federation Meeting (AFM).

### **15.2 Agenda**

The agenda may include, but is not limited to:

- a. The President's Address;
- b. The Annual Report;
- c. Agenda submitted by the Commissions and the National Board;
- d. Issues related to the Mission and direction of the Federation;
- e. Resolutions;
- f. Installation of newly elected Directors of the National Board.

### **15.3 Voting**

Ordinarily, decisions are made by consensus. If a vote is necessary, as determined in these Bylaws or by the National Board, all Congregational, Organizational, and Individual Members present at the meeting have the right to vote. An absolute majority is required.

## **ARTICLE 16: SPECIAL MEETINGS OF THE EXECUTIVE COMMITTEES**

For serious reason, special meetings of the Executive Committees of the Commissions and the National Board may be called by the President, by at least three members of the National Board or by the Executive Committee of a Commission. Participants must be given at least four (4) week's notice of the meeting date unless at least 2/3 of the participants agree to a shorter notice time.

## **ARTICLE 17: THE EXECUTIVE DIRECTOR**

### **17.1 Responsibilities of the Executive Director**

The Executive Director will be selected from qualified candidates. She/He need not be a professed Third Order Regular Franciscan member who will: *[approved February 2, 2022]*

- 17.1.1 Exercise the administration of the National Office of the Federation;
- 17.1.2 Provide required reporting for the civil corporation;
- 17.1.3 Report to and be accountable to the National Board;
- 17.1.4 Provide an Annual Report of activities and finances to the Board and the Membership;
- 17.1.5 Represent and speak on behalf of the Federation as directed by the National Board;
- 17.1.6 Attend all meetings of the National Board and the Executive Committee of the National Board, but shall have no vote;
- 17.1.7 Provide for appropriate communications to the members;
- 17.1.8 Provide services to the Board and Commissions at the direction of the President;
- 17.1.9 Hire, supervise, evaluate, and dismiss all staff and volunteers;
- 17.1.10 Assist the Board with the preparation and coordination of the Annual Federation Conference and Annual Federation Meeting;
- 17.1.11 Perform tasks assigned by the President;

17.1.12 Maintain communication with the International Franciscan Conference - Third Order Regular and other organizations as designated by the National Board.

### **17.2 Appointment of the Executive Director**

The President may appoint a Search Committee to design a process for the recruitment and appointment of an Executive Director. The process must be approved by the National Board. The National Board appoints the Executive Director for a term of three years renewable once.

### **17.3 Accountability**

The Executive Director is directly accountable to the President of the National Board for the performance of her/his duties.

## **ARTICLE 18: AMENDMENT OF THE BYLAWS**

Amendments to these Bylaws are made by a two-thirds vote of the Congregational Members as determined in Article 6.4, provided that the proposed amendment(s) has(have) been distributed to the voting members at least 20 days prior to the meeting. Ordinarily, these amendments have been reviewed by the Commissions and the National Board prior to the vote of the Congregational Members.

## **ARTICLE 19: INDEMNIFICATION**

To the fullest extent permitted by law, the Federation shall indemnify its past or present Directors and Officers, and their heirs, executors and administrators, against any and all expenses actually and necessarily incurred by them in the defense or settlement of any actual or threatened action, suit or proceeding in which they, or any of them, are made a party, by reason of their being or having been a Director or Officer of the Federation. The Federation shall purchase and maintain a Director and Officer Liability Policy insuring the Federation and its individual Directors and Officers against the cost of defending a claim or paying a settlement or decision for which such Directors or officers are eligible to be indemnified pursuant to this Article. The right of a Director or Officer to indemnification by the Federation shall be in addition to, and not exclusive of, all other rights to indemnification to which he/she otherwise may be entitled, including any rights to indemnification under the terms of the Director and Officer Liability Policy.

## **ARTICLE 20: CONFLICT OF INTEREST**

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall:

- a) Fully disclose the nature of the interest, and;
- b) Withdraw from discussion and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## **ARTICLE 21: DISSOLUTION**

Dissolution is a reserved power of Congregational Members (Article 6.4.2). The decision to dissolve the Franciscan Federation may be recommended or reviewed at the Annual Federation Meeting or by the National Board but must be approved by the Congregational Members. If the Congregational Members resolve to dissolve the organization, the National Board determines the disposal of the remaining assets with the approval of the Congregational Members and is charged with the liquidation in accord with the Articles of Incorporation.

**Approved as amended: August 21, 1995, August 16, 2000, August 19, 2003**

**Provisional Bylaws approved: July 12, 2009**

**Revised and approved: July 28, 2012**

**Revised and approved: June 21, 2015**

**Revised and approved: June 12, 2018**

**Revised and approved: February 2, 2022**