

**BYLAWS OF
FRIENDS OF SFSM CURSILLO
A CALIFORNIA RELIGIOUS CORPORATION**

**ARTICLE 1
NAME**

The name of this corporation is Friends of SFSM Cursillo (hereinafter referred to as "SFSM Friends").

**ARTICLE 2
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

The primary objective and purpose of this corporation is to support activities related to Cursillo retreats for spiritual growth and/or spiritual renewal purposes sponsored by the Archdiocese of San Francisco (Roman Catholic) and the Diocese of California (Episcopal) by funding scholarships and providing other grants as requested by the local San Francisco San Mateo Cursillo Secretariat.

**ARTICLE 3
DIRECTORS**

SECTION 1. NUMBER

The corporation shall have **FIVE** directors, all of whom shall have participated in a Cursillo weekend in the San Francisco/San Mateo Secretariat, and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. There may be up to three directors at large added to this body if agreed upon by the directors.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Religious Corporation law and any limitations in the Articles of Incorporation and Bylaws, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and 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 this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these 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. He or she shall maintain electronic copies of all documents of the corporation in the appropriate Board President file folder in the "SFSM Friends" online Google Drive.

DUTIES OF 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 these Bylaws, or as may be prescribed by the Board of Directors. He or she shall maintain electronic copies of all documents of the corporation in the appropriate Board Vice President file folder in the "SFSM Friends" online Google Drive.

DUTIES OF SECRETARY

The Secretary shall:

Certify and maintain an electronic copy of the original, or a copy of these Bylaws as amended or otherwise altered to date in the appropriate Board Secretary Bylaws folder in the "SFSM Friends" online Google Drive.

Keep a record of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof in the appropriate Board Secretary Minutes folder in the "SFSM Friends" online Google Drive.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Keep a record containing the name and mailing address, and email address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership record file together with the date on which such membership ceased in the appropriate Board Secretary folder in the "SFSM Friends" online Google Drive.

Exhibit at all reasonable times to any director of the corporation the Bylaws, the membership record, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties pertaining to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

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 of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

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.

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, making electronic copies of such available in the appropriate Board Treasurer folder in the "SFSM Friends" online Google Drive.

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.

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.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

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, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

DUTIES OF RESOURCE DEVELOPMENT COORDINATOR

The Coordinator shall:

Work to develop various fundraising campaigns to solicit funds from the Cursillo Community and the general community at-large, including applicable grants from other organizations.

Act as a liaison between the Board and local SF/SM Cursillo Secretariat, attending meetings where appropriate and reporting, in person and in writing, on the activities and funding status of the "SFSM Friends."

GENERAL DUTIES OF ALL DIRECTORS

In general, it shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.
- (b) Meet at such times and places as required by these Bylaws.
- (c) Register their postal and email addresses with the Secretary. Notices of meetings mailed and/or emailed to such addresses shall be considered valid notices thereof.
- (d) Select, negotiate, and contract with agreed upon venues, making all deposits and payments due, wherein the local San Francisco San Mateo Cursillo Secretariat will host its retreats and Ultreya events during the winter and fall seasons each year, where applicable. This body shall also provide the required liability insurance to said venues, upon request. Reimbursement of whatever portion of these funds available shall be requested of the local San Francisco San Mateo Cursillo Secretariat at the completion of each event.
- (e) Function as a financial trustee body for the San Francisco San Mateo Cursillo Secretariat.
- (f) Provide support in coordinating fundraising campaigns to benefit the San Francisco San Mateo Cursillo.

SECTION 4. TERMS OF OFFICE

Each director shall hold office until the next term meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected. It shall be the duty of the Board of Directors to nominate, to the San Francisco San Mateo Cursillo Secretariat, volunteers, having accepted the nomination, for election into the available positions.

Terms: President: two (2) years; Vice-President: two (2) years; Secretary: two (2) years; Treasurer: three (3) years; Resource Development Coordinator: two (2) years

SECTION 5. COMPENSATION

Directors shall serve without compensation. except they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as approved by a vote of the Board of Directors.

SECTION 6. PLACE OF MEETINGS

Meeting notices shall be sent, by email or telephone, by the Board Secretary at least ten days prior to the scheduled meeting.

Any meeting of directors, regular or special, may be held by electronic video screen communication, conference telephone, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting can hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all the following apply:

- a). Each director participating in the meeting can communicate with all the other directors concurrently.

b) Each director is provided with the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

c) The corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

SECTION 7. REGULAR AND ANNUAL MEETINGS

Regular meetings of the Directors shall be held on a quarterly basis (January, April, July, October) at minimum, at an agreed upon date/time/location or virtual medium, or as needed during active campaigns or whenever two or more directors deem necessary.

If this corporation makes no provision for members, then, at the annual meeting of directors held on **APRIL 1**, and if any Director positions are vacant (or coming up for a new term), directors shall be nominated by the existing Board of Directors in accordance with this section. The slate of nominees to be presented to the local San Francisco San Mateo Cursillo Secretariat must be agreed upon by three-fifths (3/5) of the current "SFSM Friends" Board of Directors.

Failure to hold the annual meeting on April 1 does not invalidate the Friends of SFSM Cursillo's existence or affect any otherwise valid corporate acts.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by any two Directors with two (2) weeks' notice to the remainder of the Board.

SECTION 9. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that, either before or after the meeting, each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 10. QUORUM FOR MEETINGS

A quorum shall consist of **THREE** Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meetings may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.

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 this corporation.

SECTION 11. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

SECTION 12. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so designated or, in his or her absence, the Board Vice President shall preside. The Secretary of the corporation 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.

Meetings shall be governed by **ROBERTS' 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 these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 13. 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 members of the Board 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 this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 14. REMOVAL AND RESIGNATION

Any Director may be removed by a three-fifths (3/5) vote of the current Board of Directors, and the approval of the majority of the local San Francisco San Mateo Cursillo Secretariat's elected officers via a special meeting (online, in-person, or via email) wherein the Board President would present the details of the recommendation for removal.

Causes for removal of a Director may include: An unnotified absence from two or more meetings per year; a lack of adherence to the required job duties of said Director; conduct by a Director that is prejudicial or harmful to the reputation, and/or mission and purposes of the organization.

Rights of Removed Director: At least fifteen (15) days prior to the Board meeting at which the removal is to be considered, the Board of Directors shall furnish the Director with notice of the time and place of meeting and a full written statement containing the specifics to be evaluated, and advising him/her/them of their right to present evidence and be heard at the meeting, either in person, by counsel, or both.

Finality of the Removal: Should the Board of Directors vote to proceed with recommending the removal, the Board shall forward the recommendation and details to the San Francisco San Mateo Secretariat's ("Secretariat") Chairperson and Secretary for that body's final consideration. The "Secretariat" will offer the Director the same rights to be heard, and then hold the vote to remove the Director. Once the decision is rendered, the individual shall be notified, and the decision shall be final and binding. There are no appeal rights to a removal.

Any director may resign effective upon giving written notice to the President of the Board, the Vice President, or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. In either the case of removal or resignation, it is expected that every effort shall be made to transition immediate duties to a remaining Director and the Board shall act immediately to nominate a replacement to the San Francisco San Mateo Secretariat for election.

SECTION 15. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been removed from office by order of the Superior Court for engaging in fraudulent acts pursuant to Section 9223 of the California Nonprofit Religious Corporation Law.

Vacancies or positions with expiring terms on the Board may be filled by approval of the local San Francisco San Mateo Cursillo Secretariat. The remaining members of the Board shall serve as a nominating committee, putting forth recommended volunteers to serve the Board of Directors for the next term, or balance of term, where appropriate.

A person elected to fill a vacancy as provided by this section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office.

SECTION 16. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 9246 of the California Nonprofit Religious Corporation Law.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions of law relating to self-dealing (Section 9243 of the California Nonprofit Religious Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 9246 of the California Nonprofit Religious Corporation Law.

ARTICLE 4 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may enter any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Unless authorized by Board approval, no single Director 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 2. 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 3. 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 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the religious purposes of this corporation.

ARTICLE 5 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California and in electronic form in the appropriate Board folder in the "SFSM Friends" online Google Drive:

- (a) Minutes of all meetings of directors 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, mailing and email addresses and, if applicable, the office 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.

ARTICLE 6 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the **FIRST DAY OF JANUARY** and end on the **LAST DAY OF DECEMBER** in each year.

ARTICLE 7 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of religious nonprofit corporations, these Bylaws or Articles, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) Proposed amendments, modifications, or additions shall be submitted in writing to the full Board of Directors at a regular meeting, or via email distribution by the Board Secretary, with two weeks' notice for any special meeting deemed necessary. At the meeting following said distribution, the President shall call for a vote by the Board members. Any amendment shall require a three-fifths (3/5) vote to be passed.
- (b) Notwithstanding the above, if in the opinion of the Board, an emergency amendment is necessary to these Bylaws, the amendment may be made at any time so long as there is a three-fifths (3/5) written consent to said amendment from the Board of Directors.

ARTICLE 8 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its religious purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and exclusively for section 501(c)(3) exempt purposes and not otherwise.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of **Friends of SFSM Cursillo**, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this corporation.

Dated: 9/6/2023

Paul Riofski, PAUL RIOFSKI, President

Angelo Wong, ANGELO WONG, Vice President

Debra Telles, DEBRA TELLES, Treasurer

Victoria Cummins, VICTORIA CUMMINS, Secretary

Dana Morgan, DANA MORGAN, Resource Development Coordinator

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: 9/6/2023

Victoria Cummins, VICTORIA CUMMINS, Secretary