

National Catholic Network de Pastoral Juvenil Hispana (La Red), INCORPORATED

ARTICLE I: NAME AND LOCATION

Section 1.1 Name. The name of this Corporation shall be National Catholic Network de Pastoral Juvenil Hispana, Inc. (also commonly know as La Red.)

Section 1.2 Location. The principal office of the Corporation shall be located in **San Antonio, Texas, but the Main address is that of the President.**

Other offices for the transaction of business shall be located at such places as the Board of Directors may, from time to time, determine.

ARTICLE II: PURPOSES AND POWERS

Section 2.1 General Purposes. La Red is an inclusive network of Roman Catholic church based organizations and pastoral ministers committed to the evangelization, holistic development, and ongoing support and formation of Hispanic *jóvenes* (single young people ages 16–29+) in the United States. La Red promotes the articulation of its members at the national and regional levels.

Purpose of the Network

1. To foster communication, collaboration, and mutual support in the spirit of *pastoral de conjunto* among institutions and individuals engaged in ministry to and among Hispanic *jóvenes*.
2. To develop a common vision and foster a sense of identity among institutions and individuals who minister to and among Hispanic *jóvenes*.
3. To facilitate the dissemination of information regarding existing programs, resources, agencies and specialists in ministry to and among Hispanic *jóvenes*.
4. To encourage the holistic development and spiritual growth of Hispanic *jóvenes* by promoting the creation of services, resources, and events that respond to their perspectives, needs, and concerns.
5. To support dioceses in the creation and development of a collaborative ministry that reaffirms the value and the need for services to and among Hispanic *jóvenes*.
6. To promote, in collaboration with other institutions, the formation of those who work in Pastoral Juvenil Hispana as well as efforts and programs that aide Hispanic *jóvenes* with their vocational discernment process.
7. To establish a bridge among civic and pastoral organizations that work with Hispanic *jóvenes*, and with the pastoral juvenil in Latin America.

The purposes for which the Corporation is organized are exclusively social, religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these By-Laws, this Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 502(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 2.2 Powers. This Corporation shall have and exercise such powers in furtherance of its purpose as are now or may hereafter be set forth in the Articles of Incorporation, in these By-Laws, and as allowed by law. This Corporation is empowered as follows:

(1) To have succession by its corporate name for the period set forth in its Articles of Incorporation.

(2) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

(3) To adopt and use a common corporate seal and alter the same.

(4) To elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

(5) To adopt, change, amend and repeal By-Laws not inconsistent with law or its Articles of Incorporation for the administration of the affairs of the Corporation and the exercise of its corporate powers.

(6) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.

(7) To conduct its affairs, carry on its operation, and have offices and exercise the powers granted by this part in the State of **Texas**.

(8) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(9) To acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests there under or therein.

(10) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

(11) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

(12) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(13) To make donations for the public welfare or for social, religious, charitable, scientific, educational or other similar purposes.

(14) To provide information concerning scholarships, grants, loans and other financial and other aid to qualified students throughout the United States and elsewhere.

(15) To indemnify any trustee, officer, employee, or agent of the Corporation for acting lawfully and in good faith on behalf of the Corporation.

(16) To enter into employment contracts with officers, trustees, agents and employees of the Corporation.

(17) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

(18) To merge and consolidate with other corporations, both domestic and foreign, for profit and not for profit, provided that the surviving corporation is a corporation not for profit.

ARTICLE III: MEETINGS OF MEMBERS

Section 3.1 Membership. Members of La Red shall be either, active, associate, or honorary:

(1) Active membership is open to any diocesan offices, incorporated Roman Catholic organization, apostolic movements, and to pastoral ministers committed to ministry to and among Hispanic *jóvenes*. Each active member organization, group, community, or program may have two (2) official representatives at membership meetings of the Corporation. Individuals would represent themselves at these meetings. Active members may be elected to the Board of Directors and as regional coordinators.

(2) Associate membership is open to all other organizations which wish to belong at this level of commitment or who do not meet the requirements for active membership. Associate representatives may participate but not vote at membership meetings, and also may not be elected to the Board of Directors or as regional coordinators.

(3) Honorary membership is conferred on persons who have demonstrated special commitment to the service of U.S. Hispanic *jóvenes*, upon recommendation to the Board of Directors by majority vote of the active members at the annual business meeting.

Section 3.2 Dues. The annual dues for all members shall be determined by the Board of Directors and are payable in advance on January 1st of each year. The dues of new members shall begin with the year of enrollment. Membership is presumed to be continuous. Nonpayment of dues for a period of two (2) continuous years will be considered as equivalent to resignation from the Corporation.

Section 3.3 Frequency of Meetings. The active members of the Corporation shall meet at least once a year to transact the business of the Corporation.

Section 3.4 Annual Meeting. The annual meeting of the active members shall be held at such time and place as is determined by the Executive Committee, and as is noticed in the call of the meeting.

Section 3.5 Notice of Annual Meeting. At least thirty (90) days prior to the date of the annual meeting, written notice of the time, place and purposes of such meeting shall be mailed, as hereinafter provided, to each active member's representative.

Section 3.6 Order of Business at Annual Meeting. The order of business at the annual meeting of the members shall be as follows, provided, however, that in the absence of any objection, the presiding officer may vary the order of business:

1. Roll call
2. Proof of notice of meeting or waiver of notice

3. Readings of minutes of preceding meeting and approval
4. Revision of agenda
5. Reports of officers
6. Reports of Committees
7. Unfinished business
8. New business

Section 3.7 Special Meetings. Special meetings of the active members may be called at any time by written petition of one-third of the active members. Written notice of any special meeting shall be served personally or sent through the post office addressed to each of such members of record at the last known post office address. The giving of notice as above required shall be dispensed with at any meeting at which all active members shall be present, or of which the active members who are not present have waived notice of the meeting in writing.

Section 3.8 Notice of Special Meetings. Notice of meetings other than the annual meeting shall be given by service upon each representative of record by mail or in person at least twenty (20) days before the date therein designated for such meeting, including the day of mailing of written or printed notice thereof, specifying the time and place of such meeting. At any meeting at which every representative of record shall be present, or to the holding of which an absent representative of record has consented in writing, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

Section 3.9 Quorum. At all meetings it shall be necessary that active members be represented in person and that one-half plus one of active members be present. After a quorum has been established, the subsequent withdrawal of representatives, so as to reduce the number of representatives entitled to vote below the required number for quorum, shall not affect the validity of any action previously taken at the meeting.

Section 3.10 Voting. Only representatives of organizations or entities and individuals that are active members of the Corporation may vote and be elected as directors or officers of the Corporation. Each active member organization, once certified as such by the Board of Directors, has two votes. Individuals that have been accepted active members have one vote. Each organization shall set up its own mechanism for selecting its representatives. Each official representative, however, shall be provided with a written appointment duly certified by the appropriate authority of each organization or entity, along with a petition from the organization requesting admission as active member of the Council.

Section 3.11 Adjournment. Whenever the annual or a special meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken, and any business may be transacted as the original meeting date. If, however, after the adjournment, a new date is fixed for the meeting, a notice of the new record date shall be given to all members entitled to vote at such meeting.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1 Number and Qualification. The business, property and affairs of this Corporation shall be managed by a Board of Directors composed of five (5) to eleven (11) persons. Four of these persons will serve as Officers of the Corporation: President, Vice President, Secretary, and Treasurer; the remaining serve as members at large. No one may hold more than one office concurrently.

Section 4.2 Criteria for Electing Board of Directors. The Board of Directors will be elected from candidates who are representatives from a member organization or entity in good standing for two (2) years and shall have attended at least two out of the last three (2 of 3) membership meetings. Individual members are also eligible as long as they meet all of the criteria.

Section 4.3 Term and Election. Each Director shall serve for the term for which he or she is elected and until his or her successor is elected and qualified by the active members. All Directors, except for the President and Treasurer, are elected for two-year terms, renewable once, by a majority of active members present at the annual meeting. The President and Treasurer are elected to a three-year term, also renewable once. Board of Directors and regional coordinator elections are done through a discernment process. A balance is recommended based on geography, cultural background, age, gender, and pastoral experience.

Section 4.4 Vacancies. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board on Directors may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board of directors shall serve until the next annual membership meeting at which time a new election to fill the position will take place.

Section 4.5 Removal. Any director may be suspended for cause by the majority of the board of directors and may be removed by a three quarter (3/4) vote of the active members present at the annual meeting. "Cause" shall include, but not be limited to, dishonesty and dereliction of duties. Such vacancy shall be filled as set forth in section 4.4 above.

Section 4.6 Powers. Except as otherwise provided by the Articles of Incorporation or these By-laws, the Board of Directors shall have full power and authority to do all things necessary and expedient in the governance, management and control of the business and affairs of the Corporation.

ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1 Frequency of Meetings. Regular meetings of the Board of Directors shall be held at least twice a year, at such time and place as the Board of Directors shall from time to time determine. A conference phone call of the Directors may be considered a regular meeting. However, at least one of the annual meetings must be conducted in person. At least ninety (90) days prior to the date fixed for the holding of such meeting notice shall be mailed to each Director.

Section 5.2 Organizational Meeting. At the place of the holding of the annual meeting, the Board of Directors shall convene for the purpose of transacting any business properly brought before it, provided that the organizational meeting in any year may be held at a different time and place than that herein named, by consent of a majority of the Directors of such new Board.

Section 5.3 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President of the Corporation or by one half-plus one of the Directors. Upon receipt of a specification, in writing, from one of the foregoing, setting forth the purpose(s) of such proposed special meeting, the Secretary or Assistant Secretary shall confer with the President to establish a date and time and place for said special meeting and shall thereafter prepare and mail notices requisite to such special meeting as required in Section 5.4 and 5.5. A conference phone call of the Directors may be considered a special meeting.

Section 5.4 Notice of Special Meetings. At least fifteen (15) days prior to the date fixed for the holding of any special meeting of the Directors, written notice of the time, place and purposes of such meeting shall be mailed, as hereinafter provided, or otherwise given to each Director. No business not previously mentioned in the notice shall be transacted in such meeting.

Section 5.5 Notices and Mailing. All notices required to be given by any provision of these By-laws shall state the authority pursuant to which they are issued and shall bear the written, stamped,

typewritten or printed signature of the Secretary or Assistant Secretary. Every notice shall be deemed duly served when the same has been deposited in the United States mail, with first class postage fully prepaid, plainly addressed to the sendee at his last address appearing upon the records of this Corporation.

Section 5.6 Waiver of Notice. Notice of the time, place and purpose of any meeting of the Board of Directors, either regular or special, may be waived by mail, wire, facsimile, or internet either before or after such meeting has been held. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 5.7 Quorum. One-half plus one of the Directors shall constitute a quorum for the transaction of business.

Section 5.8 Action by Unanimous Consent. If and when all the Directors shall severally or collectively consent, orally or in writing, to any action to be taken by the Corporation, such action shall be as valid as though it had been unanimously authorized at a meeting of the Board of Directors; provided that written consent shall be attached to and made a part of the minutes of the next meeting of the Board of Directors.

Section 5.9 Adjournment. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of such adjourned meeting shall be given to the Directors who were not present at the time of adjournment and to the other Directors.

ARTICLE VI: BOARD OF DIRECTORS: OFFICERS & MEMBERS-AT-LARGE

Section 6.1 Officers. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the active members. No one may hold more than one office concurrently.

Section 6.2 President. The President shall be a member of the Board of Directors and shall be elected by a majority of the active members at their annual meeting for a period of three (3) years, renewable once. The President shall serve as Chairperson of the Corporation and shall preside over all meetings of the Board of Directors. The President shall be responsible for overseeing that all orders and resolutions of the Board of Directors are carried into effect.

Section 6.3 Vice President. The Vice President shall be a member of the Board of Directors and shall also be elected by a majority of the active members at their annual meeting, for a period of two (2) years, renewable once. The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President, or as directed by the President.

Section 6.4 Secretary. The Secretary shall be a member of the Board of Directors elected by a majority of the active members at their annual meeting, for a period of two (2) years, renewable once. The Secretary shall attend all meetings of the Board of Directors and shall keep and preserve in the books of the Corporation true minutes of the meetings of the Board of Directors. The Secretary shall be responsible for the call and sending of notices of any regular or special meeting of the Board of Directors, as well as such other notices as required by law or by resolution of the Board of Directors. The Secretary shall safely maintain in his or her custody the seal of the Corporation and shall have authority to affix the same to all corporate instruments when so required. The Secretary shall perform such other duties as may be delegated to such office by the Board of Directors.

Section 6.5 Treasurer. The Treasurer shall be a member of the Board of Directors elected by a majority of the active members at their annual meeting, for a period of three (3) years, renewable once. The Treasurer shall have custody of the financial books and records belonging to the Corporation and shall keep or cause to be kept full and accurate accounts of all business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall deliver to the President, and shall keep in force, a bond in such form and amount and with a surety or sureties, as are satisfactory to the Board, conditioned for faithful performance of the duties of the office, and for restoration to the Corporation in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his or her possession or under his or her control belonging to the Corporation. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these By-laws.

Section 6.6 Vacancies. Any vacancy in any office, however occurring, shall be filled by one-half plus one vote of the Board of Directors. The person so appointed shall serve until the next annual members' meeting, when the active members shall ratify the appointment or elect a new officer to fill the vacant position.

Section 6.7 Removal. Any officer may be removed for cause, by a three quarter (3/4) vote of the active members present at the annual meeting. "Cause" shall include, but not be limited to, dishonesty and dereliction of duties.

ARTICLE VII: BOARD OF DIRECTORS: MEMBERS-AT-LARGE

Section 7.1 Members-at-Large. There may be up to seven Members-at-Large serving in the Board of Directors. The Members-at-Large shall be members of the Board of Directors elected by a majority of the active members at their annual meeting, for a period of two (2) years, renewable once.

ARTICLE VII: EPISCOPAL MODERATOR AND EX-OFFICIO LIAISONS

Section 8.1 Episcopal Moderator. The Episcopal Moderator shall be chosen and invited by the Board of Directors. The Episcopal Moderator will act as a liaison between the network and other Bishops for a recommended period of three to five years.

Section 8.2 Ex-Officio Liaisons. The network may have, by invitation of the Board of Directors, Ex-Officio Liaisons from national Catholic institutions that play a significant role in relation to ministry with Hispanics or with youth and young adults. The terms of the relationship with each liaison organization will be established through a mutual memorandum of agreement. Each institution will be able to elect its own representative.

ARTICLE VIII: COMMITTEES

Section 9.1 Creation. There shall exist such standing and ad hoc committees as may be established by the Board of Directors. The President shall appoint a member of any committee to serve as its Chairperson and may appoint individuals to these committees. Unless otherwise restricted by law, or by the Articles of Incorporation, or by these By-laws, membership on such committees is not limited to Directors or members of the Corporation. A majority of the members of any committee shall constitute a quorum for the transaction of business.

Section 9.2 Executive Committee. The Executive Committee shall consist of four (4) elected officers (President, Vice-President, Secretary, and Treasurer). The President shall be the Chair of this Committee.

Section 9.3 Finance Committee. The Finance Committee shall be named by the President. The Treasurer shall be an ex officio member. This committee shall cooperate with the Treasurer and the Board of Directors in monitoring the fiscal operations of the Corporation and in all financial matters involving the Corporation.

ARTICLE IX: REGIONAL DIVISIONS AND REGIONAL COORDINATORS

Section 10.1 Regional divisions of La Red shall exist to fortify regional and local networks of organizations and people engaged in ministry to and among Hispanic *jóvenes*.

Section 10.2 Regional division shall elect one Regional Coordinator for a three-year term at the annual membership meeting. That coordinator shall first qualify as an individual member of the corporation or as a representative of an organization member.

Section 10.3 The Regional Coordinators are responsible for providing a bridge between the regional networks and the national network; and promoting the development of the regional element of the network by corresponding among members.

ARTICLE X: COLLABORATION WITH OTHER ORGANIZATIONS

Section 11.1 In the spirit of *pastoral de conjunto*, the network will maintain a relationship of support and collaboration with other Catholic organizations.

ARTICLE XI: EXECUTION OF INSTRUMENTS

Section 12.1 Checks, Drafts and Payment Orders. All checks, draft and orders for payment of money shall be signed in the name of the Corporation by the Treasurer or the President.

Section 12.2 Execution of Documents. When the execution of any contract, conveyance or other instrument has been authorized without specification of executing officers, the President, Vice President, Secretary or Treasurer may execute the same in the name and in behalf of this Corporation and may affix the Corporate seal thereto. The Board of Directors shall have the power to designate the officers who shall have the authority to execute any instrument on behalf of this Corporation.

ARTICLE XII: FISCAL YEAR

The fiscal year of the Corporation shall end December 31.

ARTICLE XIV: INDEMNIFICATION

The Corporation shall provide indemnification to its officers, Directors, employees, and agents, as provided in the State of Texas as the Statute now exists. A copy of State of Texas Statutes shall be attached to and made a part of these By-laws, as if incorporated in haec verba.

A. These by-laws may be amended, altered or repealed and new by-laws may be adopted by a majority of the Directors at any regular or special meeting provided that notice of intent to alter, amend or repeal the by-laws is given to the directors at least five (5) days before the meeting and,

B. Provided that any alteration, amendment or repeal of these by-laws is ratified by a three quarter (3/4) vote of the active members in attendance at the annual membership meeting or any special meeting called for that purpose by the Board of Directors. Articles of Incorporation may be altered, amended or repealed in the same manner provided for altering, amending or repealing these by-laws.

C. By any other manner provided by law.

ARTICLE XV: GENERAL PROVISIONS

Section 16.1 Procedure. All committees of the Corporation which adopt rules of procedure shall assure that they are not inconsistent with these By-laws.

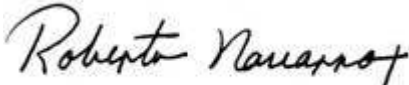
Section 16.2 Decision Making Process by Consensus. In the event these By-laws are silent as to any procedural aspects of any meeting hereunder, the provisions of the Consensus Process published in the Organizational Manual of la Red, shall control such procedure.

Section 16.3 Construction of Terms and Headings. Words used in these By-laws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions or headings in these By-laws are for convenience only and are not intended to limit or define the scope or effect of any provisions of these By-laws.

ARTICLE XVI: DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which have similar purposes to those provided in the Articles of Incorporation of this Corporation and which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the Federal, state, or local government for exclusive public purpose.

Approved and adopted this 31 day of October 2009, by vote of the Membership present at the 2009 annual membership meeting of the National Catholic Network de Pastoral Juvenil Hispana (La Red).

By: 

Roberto D. Navarro, Secretary