

BYLAWS
OF
LAY CISTERCIANS OF GETHSEMANI ABBEY

STATEMENT OF PURPOSE

Lay Cistercians of Gethsemani Abbey is devoted to nourish and sustain individuals who recognize a personal call that is experienced in community as a gift from God. We define it as a call to be an active witness of Christ and his Church in the midst of the world, providing a prayerful and contemplative testimony in a life defined by the values of the Cistercian charism. This life is guided by the Rule of Saint Benedict as a concrete way to interpret the Gospel, and by our Cistercian Fathers and Mothers. This personal call is a means of continuous conversion, one that leads to a rediscovery and deepening of the grace of our baptism and the development of an adult faith.

ARTICLE I
OFFICES

The corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

ARTICLE II
MEMBERS

SECTION 1. CLASSES OF MEMBERS. The LCG shall have only one class of members.

SECTION 2. QUALIFICATIONS OF MEMBERS

- A. The qualifications for membership in the LCG are as follows: Candidates for LCG membership are expected to complete a period of discernment and initial formation. During this time the candidate evaluates a sense of being invited by the Holy Spirit to participate in the gift of the Cistercian spiritual tradition as a layperson and to participate in the mentoring process. The length of the period of discernment will be determined by the Advisory Council and managed by the local LCG community.
- B. As a LCG member one is expected to make a sincere commitment to practice Cistercian values and practices in the context of his or her life as outlined in the LCG Plan of Life. One is also expected to engage in ongoing formation, to participate in the community life of the local LCG community, if available in one's location, and to support the LCG community and the community of the Abbey of Gethsemani in prayer and actions.
- C. A person may not become a member of LCG if they are currently a member of any other Lay Associate program or a member of any other Lay Cistercian community, including Conversi from New Melleray.

SECTION 3. ADMISSION OF MEMBERS.

Applicants shall be admitted to membership by the recommendation and approval of their local LCG community. Candidates who do not have a local LCG community available to them shall be admitted to membership by the recommendation of the Mentor with dialogue with the Advisory Council coordinator

Each local LCG community may assess dues or solicit funds to cover their unique expenses.

SECTION 4. NONLIABILITY OF MEMBERS.

A member of this LCG is not, as such, personally liable for the debts, liabilities, or obligations of the LCG.

SECTION 5. TERMINATION OF MEMBERSHIP.

The membership of a member shall terminate upon the occurrence of any of the following events:

- Upon his or her notice of such termination delivered to the local community leader and to the LCG Advisory Council Secretary and to the Coordinator who maintains the master membership roster.
- If a member becomes an oblate of another religious community they will be given a choice by their local LCG community coordinator or the Advisory Council coordinator of which community they wish to remain with, they may not belong to both.

ARTICLE III LOCAL LCG COMMUNITIES

The advisory council, by resolution adopted by a majority of the councilors in office, may designate one or more Local LCG Communities. Local LCG Communities are expected to provide the structure and support for its members to sustain a commitment to live a Cistercian lay contemplative spirituality. Local Communities are expected to meet periodically, to offer guidance and assistance to local members better to support and encourage application of the Cistercian charism.

ARTICLE IV ADVISORY COUNCIL

SECTION 1. NUMBER AND TENURE. The number of councilors shall be variable as approved by the Advisory Council but shall be no less than 9 and no more than 14. Each councilor shall hold office until the next annual meeting of the Advisory Council and until his or her successor shall have been elected and qualified. Councilors need not be residents of Illinois or members of the corporation. The number of councilors may be decreased to not fewer than three or increased to any number from time to time by amendment of this section. No decrease shall have the effect of shortening the term of an incumbent councilor.

SECTION 2. QUALIFICATIONS.

The Advisory Council shall be composed of at least one member selected by each local LCG community who has made a public commitment or promise to live the values and practices of the LCG Plan of Life and other members "at large" as approved by the Advisory Council. Monks as assigned by the Abbey of Gethsemani (currently Fr. Michael Casagram and Br. Paul Quenon) are spiritual advisors to the LCG Advisory Council.

SECTION 3. GENERAL POWERS. The affairs of the corporation shall be managed by or under the direction of its Advisory Council.

SECTION 4. DUTIES. It shall be the duty of the advisory council members to:

- A. Perform any duties that support, direct and sustain the best interest of the LCG.
- B. Select officers and designate committees to carry out the mission of the LCG.
- C. Meet at least annually.

SECTION 5. TERM OF OFFICE.

Each advisory council member may serve for a renewable one year period.

SECTION 6. COMPENSATION.

Advisory Council members shall serve without compensation.

Reasonable expenses may be reimbursed to advisory council members when incurred in the performance of their duties. Any payments to advisory council members shall be approved in accordance with the conflict of interest policy, as set forth in Article XV of these bylaws.

SECTION 7. MEETINGS.

The advisory council shall meet at least annually and may provide, by resolution, the time and place for the holding of regular meetings of the board without other notice than such resolution. Special meetings of the advisory council may be called by the Council Coordinator, the advisory council Secretary, or by any four advisory council members. The person or persons authorized to call special meetings of the council may fix any place as the place for holding any special meeting of the council called by them.

SECTION 8. NOTICE. Notice of any special meeting of the advisory council shall be given at least 2 weeks previous thereto by written notice to each councilor at his or her address as shown by the records of the corporation except that no special meeting of councilors may remove a councilor unless written notice of the proposed removal is delivered to all councilors at least 20 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Notice of any special meeting of the advisory council may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a councilor at any meeting shall constitute a waiver of notice of such meeting, except when a councilor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these bylaws.

SECTION 9. QUORUM. A majority of the advisory council shall constitute a quorum for the transaction of business at any meeting of the advisory council, provided that if less than a majority of the councilors are present at said meeting a majority of the councilors present may adjourn the meeting to another time without further notice.

SECTION 10. MANNER OF ACTING. The act of a majority of the councilors present at a meeting at which a quorum is present shall be the act of the advisory council, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation. No councilor may act by proxy on any matter.

SECTION 11. VACANCIES. Any vacancy occurring in the advisory council or any councillorship to be filled by reason of an increase in the number of councilors shall be filled by the advisory council unless the articles of incorporation, a statute, or these bylaws provide that a vacancy or a councillorship so created shall be filled in some other manner, in which case such provision shall control. A councilor elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 12. RESIGNATION AND REMOVAL OF COUNCILORS. A councilor may resign at any time upon written notice to the advisory council. A councilor may be removed with or without cause, as specified by statute.

SECTION 13. INFORMAL ACTION BY COUNCILORS. The authority of the advisory council may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the councilors entitled to vote.

SECTION 14. PRESUMPTION OF ASSENT. A councilor of the corporation who is present at a meeting of the advisory council at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a councilor who voted in favor of such action.

SECTION 15. NONLIABILITY OF ADVISORY COUNCIL MEMBERS. The Advisory Council members shall not be personally liable for the debts, liabilities, or other obligations of the Advisory Council.

ARTICLE V ADVISORY COUNCIL OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be a coordinator, one or more vice coordinators (the number thereof to be determined by the advisory council), a treasurer, a secretary, and such other officers as may be elected or appointed by the advisory council. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the advisory council. Any two or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected for a two year term by the advisory council at the regular annual meeting of the advisory council. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the advisory council. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by the advisory council may be removed by the advisory council whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. COORDINATOR. The coordinator shall be the principal executive officer of the corporation. Subject to the direction and control of the advisory council, he or she shall be in charge of the business and affairs of the corporation. The Coordinator shall preside at all meetings of the Advisory Council and shall be the Chairperson of the Council. The Coordinator may sign, with the Secretary or any proper Officer of the Corporation authorized by the Advisory Council, any deeds, mortgages, contracts, or other instruments that the Advisory Council has authorized to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Advisory Council or by these Bylaws or by statute to some other Officer or agent of the Corporation, and in general shall perform all duties incident to the office of Coordinator.

SECTION 5. VICE COORDINATOR. In the absence of the Coordinator or in the event of the Coordinator's inability or refusal to act, the Vice Coordinator (or, in the event there be more than one Vice Coordinator, the Vice Coordinator in the order designated, or, in the absence of any designation, then in the order of their election) (or, in the event there is no Vice Coordinator, the Secretary) shall perform the duties of the Coordinator, and when so acting, shall have all the powers of and be subject to all the restrictions on the Coordinator. Any Vice Coordinator shall perform such other duties as from time to time may be assigned by the Coordinator or by the Advisory Council.

SECTION 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the coordinator or by the advisory council. If required by the advisory council, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the advisory council shall determine.

SECTION 7. SECRETARY. The secretary shall (a) record the minutes of the meetings of the members and of the advisory council in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post office address of each member that shall be furnished to the secretary by such member; and (e) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the coordinator or by the advisory council.

SECTION 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the coordinator or the advisory council. If required by the advisory council, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the advisory council shall determine.

SECTION 9. VACANCIES. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the advisory council. In the event of a vacancy in any office

other than that of Advisory Council Coordinator, such vacancy may be filled temporarily by appointment by the Coordinator until such time as the advisory council shall fill the vacancy.

ARTICLE VI COMMITTEES AND COMMISSIONS

SECTION 1. COMMITTEES. The advisory council, by resolution adopted by a majority of the councilors in office, may designate one or more committees, each of which will consist of two or more councilors and such other persons as the advisory council designates, provided that a majority of each committee's members are councilors. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the advisory council in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the advisory council, or any individual councilor, of any responsibility imposed on it, him, or her by law.

SECTION 2. COMMISSIONS. Commissions not having and exercising the authority of the advisory council in the corporation may be designated or created by the advisory council and shall consist of such persons as the advisory council designates. A commission may or may not have councilors as members, as the advisory council determines. The commission may not act on behalf of the corporation or bind it to any actions but may make recommendations to the advisory council or to the officers of the corporation.

SECTION 3. TERM OF OFFICE. Each member of a committee or commission shall continue as such until the next annual meeting of the members of the corporation and until his or her successor is appointed, unless the committee or commission shall be sooner terminated, or unless such member be removed from such committee or commission by the advisory council, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIR. One member of each committee or commission shall be appointed chair.

SECTION 5. VACANCIES. Vacancies in the membership of any committee or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the advisory council designating a committee or commission, a majority of the whole committee or commission shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee or commission.

SECTION 7. RULES. Each committee or commission may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the advisory council.

SECTION 8. INFORMAL ACTION. The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all the members entitled to vote.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The advisory council may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or

execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the advisory council. In the absence of such determination by the advisory council, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the coordinator or a vice coordinator 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 advisory council may select.

SECTION 4. GIFTS. The advisory council may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII CERTIFICATES OF MEMBERSHIP

SECTION 1. CERTIFICATES OF MEMBERSHIP. The advisory council may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. Such certificates shall be signed by the coordinator or a vice coordinator and by the secretary or an assistant secretary and may bear the corporation's seal, which may be in facsimile. The name and address of each member shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and conditions as the advisory council may determine.

SECTION 2. ISSUANCE OF CERTIFICATES. When a member has been elected to membership a certificate of membership shall be issued in his or her name and delivered to him or her by the secretary, if the advisory council shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article.

ARTICLE IX BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its members, advisory council, and committees having any of the authority of the advisory council and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the advisory council.

ARTICLE XI DUES

SECTION 1. ANNUAL DUES. The advisory council may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members.

SECTION 2. PAYMENT OF DUES. Dues shall be payable in advance as determined by the advisory council.

ARTICLE XII SEAL

The corporation shall have no seal.

ARTICLE XIII WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XIV INDEMNIFICATION

Each person who at any time is or shall have been a director, officer, employee, or agent of this corporation, or is or shall have been serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by this corporation in accordance with and to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of adoption of this bylaw or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise. If authorized by the Board of Directors, the corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of the adoption of this bylaw or as amended from time to time.

ARTICLE XV CONFLICT OF INTEREST

SECTION 1. If a transaction is fair to the corporation at the time it is authorized, approved, or ratified, the fact that a councilor of the corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

SECTION 2. In a proceeding contesting the validity of a transaction described in Section 1 of this Article, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the councilor's interest or relationship were disclosed or known to the advisory council and the board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested councilors even though the disinterested councilors were less than a quorum.

SECTION 3. The presence of a councilor who is directly or indirectly a party to the transaction described in subsection a of this Article or a councilor who is otherwise not disinterested may be counted in determining whether a quorum is present but may not be counted when the advisory council or a committee then takes action on the transaction.

SECTION 4. For purposes of this Article, a councilor is “indirectly” a party to a transaction if the other party to the transaction is an entity in which the councilor has a material financial interest or of which the councilor is an officer, councilor, or general partner.

ARTICLE XVI AMENDMENTS

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the advisory council unless otherwise provided in the articles of incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

END

Adopted 3/18/2008

Revised, 4/9/2011

Revised 11/5/2011