

## **BY LAWS OF THE LAY CISTERCIANS OF GETHSEMANI**

Rev 4/21/2021

### STATEMENT OF PURPOSE

The Lay Cistercians of Gethsemani is a community of believers who seek to follow Christ through the Gospels, under the guidance of the Rule of Benedict, and in communion with the monks of the Abbey of Our Lady of Gethsemani. We dedicate ourselves to live the Cistercian charism through prayer and work as outlined in our Plan of Life.

### 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, AFFILIATES, FRIENDS

**SECTION 1. DEGREES OF ATTACHMENT:** Lay Cistercians of Gethsemani recognizes three degrees of attachment: Member, Affiliate, and Friend.

#### SECTION 2. 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. A member is expected to attend an LCG retreat at Gethsemani Abbey once every 2 years if possible.
- 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-

### SECTION 3. ADMISSION OF MEMBERS.

- A. Applicants shall be admitted to membership by the recommendation and approval of their local LCG community. Membership shall be confirmed at a commitment ceremony at the Abbey of Gethsemani during an annual LCG retreat. At the request of a local LCG community, the Advisory Council may grant an exception to this requirement in the case of extreme hardship, such as health problems or living a great distance from the Abbey. In this case, the commitment ceremony may be conducted by the local LCG community.
- B. Candidates who do not have a local LCG community available to them may join an online community with the consent of that community.
- C. Each local LCG community may assess dues or solicit contributions to cover their unique expenses.

### SECTION 4. TERMINATION OF MEMBERSHIP.

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

- A. Upon his or her notice of resignation, such resignation shall be delivered to the local community leader and to the LCG Advisory Council Secretary and to the Coordinator who maintains the master membership roster.

- B. If a member becomes an Lay Associate 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.

## SECTION 5. AFFILIATES

Affiliates are committed Members who are unable to maintain a connection to an established local community. These members may be considered Affiliates when health, geography or other reasons prevent them from actively participating in their local community. Affiliates are accorded this status by the decision of their local LCG community. Affiliate status affirms a person's continuing and devoted filiation with the LCG but recognizes that due to personal circumstances full membership participation is unattainable at this time.

Members with the above limitations may have the option to continue active participation in their local community remotely, by means of online technology. In this case, the Member would not be considered an Affiliate.

## SECTION 6. FRIENDS

Friends are those interested in and supportive of the Lay Cistercians of Gethsemani but who are unable or unwilling to become members. LCG actively encourages people to be Friends, who, by their interest and support, affirm their dedication to and prayers for LCG.

## SECTION 7. NONLIABILITY OF MEMBERS, AFFILIATES AND FRIENDS

A member, affiliate or friend of the LCG is not personally liable for the debts, liabilities, or obligations of the LCG.

## 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 may include online 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 the number representing one councilor from each local LCG community.

Each councilor shall be selected by his or her local LCG community and shall serve a renewable 2 year term.

#### SECTION 2. QUALIFICATIONS.

Only committed Members are eligible to serve on the Advisory Council.

The Advisory Council shall be composed of at least one member, but no more than 2, from each local LCG community. Monks as assigned by the Abbey of Gethsemani serve as non-voting 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 2 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. Meetings can be held in person at the Abbey or online using digital technology.

Special meetings of the Advisory Council may be called by the Advisory Council Coordinator, the Advisory Council Secretary, or by any six advisory council members.

## SECTION 8. NOTICE.

Notice of any meeting of the Advisory Council shall be sent to all members by written or digital communication at least 2 weeks in advance, unless extraordinary circumstances require a meeting within a shorter time period.

## 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 local LCG community affected 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 by consent of the majority of all of the councilors entitled to vote.

#### SECTION 14. 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.

##### SECTION 2. ELECTION AND TERM OF OFFICE.

The officers of the corporation shall be elected for a renewable 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.

### 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, 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 Advisory Council; (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; (d) keep a register of the contact information 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

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.

## 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 electronic transfers for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be issued 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 issued by the Treasurer. Any accounts of the corporation held in a financial institution will be established to allow access by both the Treasurer and one other designated member of the Advisory Council, usually the Coordinator.

#### 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

#### BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of the Advisory Council and shall keep a record giving the names and contact information 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 IX

#### FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the Advisory Council.

### ARTICLE X

#### 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 XI

### SEAL

The corporation shall have no seal.

## ARTICLE XII

### 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 XIII

### INDEMNIFICATION

LCG shall have no indemnification policies.

## ARTICLE XIV

### 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 XV

### 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

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