



Bylaws of the Catholic Kolping Society of Cincinnati

Revised [Insert Date]

Article 1: Organization and Incorporation

◦ **Section A. Name**

The name of this organization is the Catholic Kolping Society of Cincinnati, Inc., hereinafter referred to as “Kolping Society.”

◦ **Section B. Incorporation**

The Kolping Society is incorporated as a 501(c)(4) non-profit organization under the laws of the State of Ohio.

◦ **Section C. Affiliation**

The Kolping Society is a local branch of the Catholic Kolping Society of America (National Society) and the International Kolping Society (International Society), via a charter and hereby accepts the provisions of their governing documents.

Article 2: Patron, Purpose, and Motto

◦ **Section A. Patron**

The patron of the Kolping Society is St. Joseph, the model of workers and of the Christian family.

◦ **Section B. Purpose**

The purpose of the Kolping Society is to promote the ideals of Blessed Adolph Kolping by encouraging its members to be:

- Well-informed, faithful Christians
- Loyal citizens
- Good parents
- Proficient in their vocations and occupations

The Kolping Society fosters religious, educational, charitable, cultural, and social activities in support of its members and the broader community. The Kolping Society, in fostering its religion activities, shall sponsor and offer the Sacrifice of the Holy Mass, on occasion, to support the spiritual life of its members and/or honor significant events.

◦ **Section C. Motto**

“God bless our honorable trade and profession.” (“Gott segne das ehrbare Handwerk.”)

Article 3: Terminology

The following terms shall have the established definitions for use in these Bylaws:

“Board” shall refer to the duly elected Board of Directors of the Catholic Kolping Society of Cincinnati.

A quorum for Board meetings shall be defined as at least 60% of the voting Board members. No votes may be taken

unless a quorum is present.

A “quorum” for any voting action by the general membership—such as voting on bylaw amendments, dues, or other issues at general meetings—shall consist of either 25 Regular and/or Life members of the Kolping Society or 10% of the total membership, whichever is less. No vote may be conducted unless this quorum of Regular and/or Life members is present at the meeting.

“General Membership” shall refer to the full membership of the Catholic Kolping Society of Cincinnati.

A “voting member” of the Kolping Society include all Regular and Life members who are at least 18 years of age and in good standing. A member is considered in good standing if they are current on all dues and financial obligations to the Kolping Society and are not under any disciplinary action that would restrict their rights as a member.

Wherever appropriate in these bylaws, words used in the singular shall include the plural and words used in the masculine shall include the feminine.

ARTICLE 4: Governance and Board of Directors

◦ Section A. Authority

- The Kolping Society shall be governed by a Board, which administers all Kolping Society affairs in accordance with these Bylaws and all applicable state and federal laws.
- The Board may establish written policies and procedures to support the effective governance and day-to-day operations of the Kolping Society. The approved policies and procedures may address, but are not limited to, matters such as facility access, member initiation and code of conduct, rental fees, and other operational concerns and organizational structure. The policies and procedures shall not conflict with these Bylaws or alter the financial, voting, or property rights of the Kolping Society established in these Bylaws.

◦ Section B. Composition

The Board shall consist of:

- Praeses (Spiritual Advisor)
- President
- Vice President
- National Delegate
- Recording Secretary
- Treasurer
- Nine At-Large Directors

◦ Section C. Voting Rights

- The Vice President and Nine At-Large Directors shall have voting rights
- The Recording Secretary, Treasurer and National Delegate shall have no voting rights unless they are also elected Directors.
- The President shall not vote under any circumstances.
- The Praeses votes only in the case of a tie.

◦ Section D. Meetings

The Board shall meet monthly to oversee Kolping Society affairs. However, the Board may vote to cancel a scheduled meeting if it is anticipated that a quorum will not be met or if there are no substantive agenda topics requiring discussion. If a Director is a) absent for more than two consecutive unexcused meetings or b) absent four meetings in a 12-month period, the Board may appoint an alternate to replace them.

◦ Section E. Conflict of Interest

Directors must recuse themselves from votes or discussions where they have a financial, employment, or family conflict of interest.

◦ ***Section F. Governance***

The Board shall be responsible for developing, updating, and maintaining Policies and Procedures directing the operating practices and procedures for the Kolping Society. All Policies and Procedures must be documented, with revision history noted, and made available electronically via internet web-based platform(s) accessible to the membership and public at any time.

ARTICLE 5: Elections and Terms

◦ ***Section A. Election Process***

- Elections are held annually in November at the General Meeting.
- Only Regular or Life members in good standing may vote or run for office.
- Candidates for Board President and Vice President must be a member of the Catholic faith and a Regular and/or Life members for at least four years.
- Board terms are three years, with one-third of the Board elected each year.
- The positions of Directors, National Delegate, President and Vice President may be elected to serve a consecutive three year term but may not exceed 6 years of consecutive Board service.
- Alternates completing a term may run in the next corresponding term election but may not exceed a 6-year consecutive term limit.
- A previous Director, President, Vice President, and National Delegate may run for re-election following a 1-year gap in their Board service.

◦ ***Section B. Absentee Ballots for Board Members***

The election for board members shall take place in-person, but the Kolping Society allows for voting by absentee ballots in accordance with the following:

- Members requesting an absentee ballot shall submit an application to the Nominating and Election Committee no later than 20 days prior to the election. Absentee ballots shall be mailed to the address of the absentee voter as indicated on the application with an inner envelope and a pre-addressed return envelope.
- The absentee voter shall complete the ballot, seal the ballot, insert the inner envelope in the pre-addressed return envelope, and mail the pre-addressed envelope directly to the Kolping Society. All returned absentee ballots must be properly postmarked prior to and received by the Nominating and Election Committee within four days of the scheduled election to be considered valid. All returned unopened absentee ballots shall be opened, verified and counted by the Nominating and Election Committee after the votes from the general membership have been counted.

◦ ***Section C. Vacancies***

If a Director is unable to complete their term, the next available alternate who is willing to serve and fill the position shall fill the vacancy. If no alternate is available, the President shall nominate a replacement Director, subject to Board approval, to serve the remainder of the term.

◦ ***Section D. Transition to New Board Terms***

To implement the new Board and Officer term structure, the following transition plan will be enacted during the November 2025 election cycle to establish board terms for 2026 and beyond:

President, Vice President and National Delegate Transition:

The current President and Vice President will remain in their positions until and through year end 2026.

In the November 2026 election, a new President and Vice President will be elected by the membership to begin their service in 2027.

The individuals serving as President and Vice President in 2025 will not be eligible to run for a second consecutive term.

The National Delegate will remain in their position through year end 2025 with an election being held November 2025 for the three-year term starting January 2026.

The individual serving as National Delegate in 2025 will be eligible to run for a consecutive term of 3 years only. Beyond that consecutive term, the individual will not be eligible to re-run for an additional consecutive term as their collective terms will have exceeded the 6-year term limitation.

Director Term Adjustments:

Among the five board members elected in the November 2024 election, three will be selected by the Board to extend their terms through the end of 2027. These selected members will be eligible to run for a second three-year term in the November 2027 election.

Among the five board members elected in the November 2023 election, three will be selected by the Board to extend their terms through the end of 2026. These selected members will be eligible to run for a second three-year term in the November 2026 election. New Board Member Elections (November 2025):

In the November 2025 election, three new board members will be elected to serve a three-year term beginning in January 2026.

To be eligible for these positions, candidates must have been off the Board for at least one year before the January 2026 term begins.

Automatic Removal of Transitional Provision:

“Section D. Transition to New Board Terms” of ARTICLE 5: ELECTIONS AND TERMS shall be automatically removed in its entirety from these Bylaws effective January 1, 2029, without the need for any further action, vote, or approval by the Board or the Kolping Society. As of that date, this section shall be deemed null and void and no longer applicable. The Bylaws shall be updated and republished accordingly to reflect the removal of this section.

ARTICLE 6: Removal of Board Members

◦ Section A. Removal Process

A Board member may be removed by a majority vote of the Regular and Life membership at a duly called meeting including special meetings or general meetings.

- Notice shall be provided to members at least 45 days prior to the scheduled meeting whereupon the “vote to remove” shall be held.
- The Board member subject to removal shall be given an opportunity to be present and heard at the same meeting prior to the scheduled vote.

◦ Section B. Initiating Removal

A removal vote may be initiated by either:

A motion at a general meeting, approved by over 50% of those voting members in attendance where there is a quorum; or

A petition signed by at least 10% of all Regular or Life members.

ARTICLE 7: Officers

- ***Section A. Praeses (Spiritual Advisor)***
 - Must be a Roman Catholic priest, deacon, or Catholic religious minister
 - Provides spiritual guidance to members and serves as a liaison with the Archdiocese of Cincinnati
 - May serve as an advisor to all Committees and Subgroups
- ***Section B. President***
 - Elected for a three-year term and may serve an additional elected consecutive term
 - Presides over meetings, administers Kolping Society affairs, and creates and appoints committee members
 - May call general and/or special meetings
- ***Section C. Vice President***
 - Elected for a three-year term in conjunction with the President and may serve one additional consecutive elected term
 - Assists the President and assumes duties in their absence
 - Serves as the Chairperson of the Kolping Society events
- ***Section D. Recording Secretary***
 - Appointed by the Board for a three-year term and may be reappointed thereafter
 - Maintains meeting minutes and official Kolping Society records
- ***Section E. Treasurer***
 - Appointed by the Board for a three-year term and may be reappointed thereafter
 - Oversees Kolping Society funds, prepares financial reports, and ensures compliance with financial policies
- ***Section F. National Delegate***
 - Elected for a three-year term, in the year following election of the President
 - May be re-elected for an additional term with a term limit of 6 years
 - Represents the Kolping Society at National Society meetings

ARTICLE 8: Membership

- ***Section A. Membership Categories***
 - Regular Members (Voting Member) – 18 years or older and willing to support the Kolping Society's mission.
 - Life Members (Voting Member) – Regular members who have been a member for at least 20 years and who reach the age of 70 or older.
 - Associate Members (Non-voting Member) – Members of subgroups, 18 years or older, who do not hold Regular or Life membership.
- ***Section B. Membership Duties***

Members are encouraged to:

- Strive for the ideals of the Kolping Society
- Participate in Kolping Society events and meetings.
- Support Kolping Society charitable and community efforts.

◦ ***Section C. Resignation, Forfeiture, and Reinstatement***

- At any time, any member may resign from being a member of the Kolping Society with written notice to the President, the Board, a Board of Director, or other leadership of the Kolping Society.
- Members may forfeit their membership due to non-payment of dues.
- A former member may be reinstated within 5 years after their membership has been forfeited with the ability to maintain membership continuity provided the following occurs:
 1. The former member pays all back dues for the time they were not a member because of the resignation or forfeiture; and
 2. The former member requests and receives approval of their reinstatement by the Board.

◦ ***Section D. Expulsion of Members***

Authority to Expel

A member may be expelled from the Kolping Society by the exclusive decision of the President, in consultation with the Praeses and with the approval of the Board of Directors, for any of the following reasons:

- Conviction of a crime involving moral turpitude;
- Causing public scandal;
- Seriously disgracing the Kolping Society;
- Theft, misappropriation or misuse of Kolping funds or property;
- Inability or refusal to abide by the Kolping Society's Code of Conduct.

Effect of Expulsion

A member expelled from the Kolping Society of Cincinnati shall simultaneously be considered expelled from both the National Kolping Society and the International Kolping Society.

Right of Appeal

- The expelled member may submit a written appeal to the Board of Directors within 60 days of the date of expulsion.
- If the appeal to the Board is denied, the member may submit a further appeal to the National Kolping Society in accordance with its governing procedures.
- If necessary, a final appeal may be submitted to the International Kolping Society in accordance with its governing procedures.

ARTICLE 9: Meetings

◦ ***Section A. Meetings***

- General membership meetings shall be held at least quarterly (four times per year).
- Only Regular or Life members in good standing may vote.
- General Membership may attend the Board meetings which are to be announced through the Kolping Society official communications.
- The President may call special Board meetings or establish Executive Board sessions where the general membership may not be invited to attend.

- ***Section B. Special Meetings***

A special meeting may be called by:

The President, or

A written petition signed by at least 10% of Regular or Life members.

- **ARTICLE 10: Dues and Finances**

- ***Section A. Kolping Society Membership Dues***

- Yearly Membership dues are set by the Board and approved by the general membership.
- Dues are payable annually in January.
- Members in arrears after April 1st may be removed from the Kolping Society.

- ***Section B. Financial Oversight***

- Approval by the Board shall be required to authorize any major capital expenditures. Determination of which capital expenditures shall be approved by the Board will be set forth within the approved Policy and Procedure.
- The Board shall not buy, sell, or encumber real estate without prior approval of quorum of the Regular and Life membership in a vote noticed and reviewed in the same manner as amending these Bylaws, as established in Article 14.
- The Board may establish an audit committee for the purposes of reviewing the financial records of any subgroup, Business unit or committee at any time. All financial data of any subgroup, committee, business unit or Kolping Society held function is owned by and for the exclusive use of the Kolping Society.
- The Kolping Society is not organized and its activities shall not be conducted for pecuniary profit or financial gain, and no part of the assets, income or profit of the Kolping Society shall be distributable to, or inure to the benefit of, its directors, officers, members, or employees, except reasonable compensation for personal services actually rendered in effecting one or more of its purposes and approved by the Board.
- All revenues that are generated by any and all sources or endeavors in the name of the Kolping Society shall be deposited with the Treasurer. The distribution of all Kolping Society funds shall be at the sole discretion of the Board, unless otherwise stated in these Bylaws.

ARTICLE 11 – Subgroups

- ***Section A. Formation & Approval***

Subgroups may be established to serve members' interests and needs, but the Subgroup must be approved by the Kolping Society Board.

- ***Section B. Use of Kolping Society Property***

Only Board-approved subgroups may use Kolping Society facilities for their activities. All other individuals or groups, regardless of membership status, must rent the facilities.

- ***Section C. Financial Responsibility***

Subgroups must be financially self-sustaining and contribute to the Kolping Society's operational costs. Unless authorized by the Board, all financial transactions must be managed by the Kolping Society's Treasurer or Bookkeeper.

- ***Section D. Leadership Requirements***

Subgroups elect their own officers, but these officers must be approved by the Board prior to their accepting the positions. The Subgroup President must have been a Kolping Society Regular or Life member for at least two years, and all other officers must have been Regular or Life members for at least one year.

- ***Section E. Financial Reporting***

Each subgroup must submit an annual financial statement and a projected budget for Board approval, including a designated financial contribution to the Kolping Society by January 20th of each year. The Board may request reviews and additional financial reports with 30 days' notice.

- ***Section F. Excess Funds***

Any subgroup funds exceeding the Board approved year-end target balance will be transferred to the Kolping Society's general operating fund. The Treasurer and/or Bookkeeper must be the signatory on all subgroup accounts and will transfer funds as needed, based on the approved budget.

- ***Section G. Membership Status***

Subgroup participants must uphold the ideals of Blessed Adolph Kolping and are encouraged to become Regular Members of the Kolping Society. However, subgroup members do not need to be Regular or Life Members and will instead, if not already a Kolping Society Regular or Life Member, be designated as Associate Members.

- ***Section H. Membership Rosters***

Each Subgroup President must maintain a membership roster and submit it to the Kolping Society's Membership Committee by April 1st of each year. The roster must include member names and contact details as defined by Kolping Society policies.

ARTICLE 12: Committees

- ***Section A. Establishment of Committees***

The Board of Directors shall establish committees as needed to support the mission and operations of the Kolping Society.

- ***Section B. Standing Committees***

The following committees shall be permanently established for the operations of the Kolping Society. The President shall appoint a chairperson and members of each committee pursuant to adopted Kolping Society Policies and Procedures unless specifically stated below.

House and Grounds Committee

The House and Grounds Committee shall make such recommendations, as it deems advisable, for the maintenance and upkeep of the Kolping Center buildings and grounds. The committee shall make recommendations to the Board regarding equipment purchases, capital and ground improvements to be made, and any other items as directed by the Board. All recommended expenditures must be approved by the Board pursuant to these Bylaws.

Nominating and Election Committee

- This Nominating and Election Committee shall be responsible for collecting nominations and running the election for Board members who are voted into position by the general membership. The Nominating and Election Committee is in charge of printing, distributing and counting the ballots.
- A member of the Nominating and Election Committee cannot be a candidate for office unless they resign from the committee before the election.
- Nominations shall be closed at the last general meeting before the election.

- At the election meeting, members may be asked to show proof of current membership to obtain a ballot.
- The election shall be held by secret ballot with a simple majority determining the winners. These votes shall include any absentee ballots received in accordance with Article 5, Section B.

Membership Committee

The Membership Committee shall be responsible for reviewing and processing all membership applications, including providing initiation meetings to instruct the applicants in the ideals of Blessed Adolph Kolping and his works. The committee shall also be responsible for maintaining a record of all current members and their contact information.

◦ ***Section C. Appointment and Terms for Other Committees***

- The purpose, responsibilities, and structure of each committee shall be defined by the Board when such committee is established.
- For all other committees that the Board may establish, the President shall appoint committee members and chairpersons, unless otherwise specified in the Policies and Procedures. The terms of committee members shall align with the appointing President's term unless otherwise stated in the vote to appoint a committee. The purpose and scope of responsibility for each committee shall be defined by the Board at the time of its creation.

◦ ***Section D. Committee Oversight***

Committees shall operate in accordance with the Policies and Procedures established by the Board. They shall provide updates to the Board as required. Any recommendations or financial decisions made by committees require Board approval.

◦ ***Section E. Conflicts of Interest***

Any member of a committee who is an employee of the Kolping Society shall refrain from voting on issues pertaining to the activities and recommendations of the committee they serve. Any committee member who is an employee of a subcontractor or contractor engaged by the Kolping Society should refrain from voting on issues pertaining to that contractor, and should also not be part of any discussion related to that contractor.

ARTICLE 13: Dissolution of the Kolping Society

◦ ***Section A: Board Recommendation***

The recommendation to dissolve the Kolping Society shall only be initiated upon the formal 2/3rd majority vote of the Board of Directors.

◦ ***Section B: Procedure for Dissolution***

The following procedure must be followed for the dissolution of the Kolping Society:

- A notification of the Board's recommendation to dissolve the Kolping Society must be communicated via Kolping Society Board approved methods to all Regular and Life members at least 30 days prior to the first membership meeting at which the proposal will be introduced.
- The proposal for dissolution shall be presented, read, and discussed at three consecutive General Membership meetings. These meetings must be held at least eight days apart but no more than 31 days apart. The third meeting must coincide with a regularly scheduled General Membership meeting.
- At the third meeting, the proposal for dissolution shall be approved only upon receiving a four fifths majority vote of the members present, provided that a quorum is met.

◦ ***Section C: Compliance with State Law***

All procedures and actions taken to dissolve the Kolping Society must comply with applicable laws governing the

dissolution of nonprofit corporations in the State of Ohio.

◦ ***Section D: Distribution of Remaining Assets***

Upon dissolution and after all debts and liabilities have been satisfied, any remaining assets of the Kolping Society shall be distributed as follows:

- First, to the non-profit Catholic Kolping Society of America (National Society), to be used exclusively for charitable purposes.
- If the National Society no longer exists or is not recognized as a non-profit organization, the assets shall be transferred to the Kolping International Association e.V., a non-profit organization based in Cologne, Germany, to be used exclusively for charitable purposes.
- If the Kolping International Association e.V. is no longer in existence or no longer a non-profit entity, the assets shall be transferred to the Kolping International Foundation, also based in Cologne, Germany, to be used exclusively for charitable purposes.

ARTICLE 14: Amendments to Bylaws

◦ ***Section A. Proposal of Amendments***

Amendments to these Bylaws may be proposed by:

The Board of Directors; or

A written petition signed by at least 15 percent of the Kolping Society's voting members.

◦ ***Section B. Initial Board Approval***

All proposed amendments must receive the approval of two-thirds of the Board of Directors prior to being presented to the membership for discussion.

◦ ***Section C. Notice and Distribution***

The proposed amendments shall be distributed to the general membership no fewer than 21 days prior to the next regularly scheduled general meeting, which shall serve as the Bylaws Discussion Meeting.

◦ ***Section D. Bylaws Discussion Meeting***

The purpose of the Bylaws Discussion Meeting shall be to allow Regular and Life members to provide oral and written comments regarding the proposed amendments. All such comments shall be considered by the Board of Directors during the Discussion Meeting.

◦ ***Section E. Board Consideration of Revisions***

Following the Bylaws Discussion Meeting, the Board of Directors may revise the proposed amendments based on member input. Any revisions must be approved by a two-thirds vote of the Board of Directors in order to proceed to a vote of the general membership. All revised amendments shall be distributed to the general membership no fewer than 14 days prior to the Bylaws Voting Meeting.

◦ ***Section F. Bylaws Voting Meeting***

The Bylaws Voting Meeting shall be held at the first general meeting following the Bylaws Discussion Meeting. If additional time is required to meet the notice requirements in Section E, the Bylaws Voting Meeting may be held at the second general meeting following the Bylaws Discussion Meeting.

◦ ***Section G. Approval and Enactment***

Amendments to these Bylaws shall be adopted upon approval by a two-thirds majority vote of the Regular and Life members present at the Bylaws Voting Meeting. Adopted amendments shall take effect immediately upon approval, unless otherwise specified in the amendment.

◦ ***Section H. Notice Requirements***

All notices of meetings and distributions of proposed or revised amendments required under this Article shall be provided to the membership using communication methods approved by the Kolping Society Board.

◦ ***Section I. Conflict with National or International Societies***

Any section of these Bylaws that contradicts a ruling of the National or International Kolping Societies or a resolution of a convention of the National or International Societies shall be invalid. However, such action shall not invalidate other sections of these Bylaws.

Adoption of these Bylaws

These bylaws were amended and readopted by the Kolping Society on _____.

Certified by:

Jennifer Ruwe, Secretary

Date: _____