

**AMERICAN COLLEGE OF LOUVAIN ALUMNI ASSOCIATION  
BYLAWS**

---

**Article One  
Name**

The name of the organization is the *American College Alumni Association Catholic University of Louvain*. It is also known as the *American College Alumni Association* and the *ACAA*. In these Bylaws, it is also referred to as the Association.

**Article Two  
Mission/Purpose**

- A. The American College Alumni Association is organized to:
1. enable fellowship among those who have been educated in the Faculties of Theology, Canon Law, or Philosophy at the KU Leuven/UCL;
  2. promote continuing education in Theology, Canon Law, and Philosophy for its members and for others as the members deem appropriate and as resources allow; and
  3. support its members' ongoing formation in their various roles within the people of God.
- B. The activities of the organization shall be limited to those activities authorized under section 501 (c)(3) of the United States Code governing the Internal Revenue Service.

**Article Three  
Membership**

**Section A Full Membership**

Full membership in the *American College Alumni Association* is conferred on any person who has:

1. resided in the American College of Louvain while studying Theology, Canon Law, or Philosophy at *KU Leuven* or *L'Université Catholique de Louvain* for at least one full semester; or
2. resided in the American College of Louvain while participating in one of the less-than-a-semester programs offered or sponsored by the American College such as the Summer Program, a Short Term Sabbatical or a Conference of at least one week in duration; or
3. served as a full-time staff member of the American College or as a member of an American College Advisory Board; and
4. paid an annual dues in an amount as determined by the Board of Trustees.

**Section B Honorary Membership**

The Association may grant honorary memberships as it sees fit and may recognize other persons, as appropriate, as "Friends of the American College".

## **Section C Members' Rights**

Full membership includes the following rights for each member:

1. To cast a deliberative vote concerning all substantial matters regarding the business and future of the association – matters reserved to a vote by the entire membership include but are not limited to electing the members of the Board of Trustees, approving the annual budget for the ACAA including the amount of the annual contribution to be requested of the members, and approving or amending the Bylaws of the Association and Articles of Incorporation;
2. To make proposals and to propose amendments to proposals to be considered by the membership;
3. To nominate and to be nominated (unless limited elsewhere in these Bylaws) to one of the offices, committees, or task forces of the Association; and
4. To restrict access to one's own personal information provided to the Association.
5. Exercise of the rights delineated in Article Three, Section C, 1. through C, 4. is limited to those Members of the Association who are current in their dues, unless granted a waiver by an act of the Board of Trustees. This provision shall take effect only after the Board has established and implemented the procedures for the collection of annual dues from eligible members.
6. Any deliberative vote as delineated in Section C.1 *supra* may be conducted by voice or written vote in person at the annual Meeting or a meeting convened for such purpose.

## **Section D Members' Support**

Members of the association may be asked for an annual contribution in an amount proposed by the Board of Trustees and approved by the membership.

## **Section E Members and the Board of Trustees**

Members are to receive reports concerning any meetings of the Board of Trustees through email, ACAA website, and other social media approved by the Board and accessible by the members. Members are to be invited to make comments, criticisms and suggestions on the proceedings, projects, and board policy and, if necessary, to call for an all-membership vote. Members are to be encouraged to recommend nominees to serve as members of the Board of Trustees and to serve as a member of the Board or of one of the committees or task forces established for the benefit of the Association.

### **Article Four Board of Trustees and Duties**

- A. The affairs of the Association shall be managed by its Board of Trustees (hereafter referred to as Board). Except as limited by the Articles of Incorporation and the Bylaws, the Board shall have the power and authority to do all acts and perform all functions that the Association may do or perform. It shall develop and propose the annual budget of the ACAA for membership approval by a deliberative vote. It may establish policies and procedures consistent with these Bylaws for the regulation of its own proceedings and those of its officers, employees, or committees. An annual meeting of the Board of Trustees and open to the entire membership (hereinafter "the annual Meeting") shall be held in conjunction with an annual alumni reunion or, if a reunion is not scheduled for a given year, on the day and month of the year to be established by the Board in consultation with the membership at a mutually convenient location. Quorum for the annual Meeting is established by those who are present for a called annual Meeting.

- B. In addition to other duties herein enumerated, the Board may establish and terminate ad hoc committees composed of members of the Board or other members of the Association; audit bills; disburse funds; print and circulate documents; publish articles; employ agents; and devise and execute such other measures as they deem proper and expedient to promote the objects of the Association and to protect the interest and welfare of the members.
- C. The Board shall consist of five, seven or nine members: the President; the Vice-President; the Secretary; the Treasurer; the immediate Past-President; and, where possible, two or four Members-at-Large. It is desired there be an odd-numbered members of the Board. No one person shall hold more than one office. All members of the Board shall be drawn from the group of Full Members of the American College Alumni Association.
- D. The President shall serve a one year term followed by a one year term as Immediate Past-President. The Vice-President/President-Elect shall serve a one year term followed by a one year term as President then a one year term as Immediate Past-President. All other members of the Board, i.e., Secretary, Treasurer, and Members-at-Large, will serve a term of two years. New Trustees shall be elected as existing Trustees complete their terms. The terms of Trustees shall begin upon being elected. Trustees may be elected to successive terms.
- Only fully-paid dues Members in good standing shall be entitled to vote. The election of Trustees shall be conducted at the annual Meeting. The election shall be conducted by voice or written vote in person at the annual Meeting or a meeting convened for such purpose.
- E. The members of the Board are not limited to terms of office and may serve for consecutive terms.
- F. Any Trustee may at any time resign as such effective either immediately or at a specified later date, by written resignation delivered to the Secretary of the Association or if it be the Secretary, to the President of the Association.
- G. Whenever a vacancy in the Board occurs due to any cause other than expiration of their term of office, the vacancy shall be filled by Board selection of a temporary Trustee who shall serve for the balance of the unexpired term left by the vacancy.
- H. At all meetings of the Board, a majority of the Trustees then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.
- I. Except where otherwise required by law, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the Trustees present at a duly held meeting of the Trustees shall be sufficient for any action. The Board may lawfully conduct business and voting via electronic communication or conferencing at the discretion of the President. The results of any action so taken will be recorded in the minutes at the next annual Meeting, noting an action taken electronically, with the date of the action.
- J. All actions of the Board shall be reported to the members in a timely fashion via email, posted on the ACAA website and other social media approved by the Board. In any event, however, such actions shall be reported to the members at least twice annually.
- K. Trustees as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Trustee from serving the Association in any other capacity and receiving compensation thereof provided it is in compliance with the regulations of the United States Internal Revenue Service.
- L. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting, or appearing to act, in an impartial manner on the matter, will voluntarily recuse him/herself and will vacate the meeting venue to refrain from discussion and voting on said item.
- M. The Treasurer shall regularly present a financial report to the Board detailing all receipts and dispersals of funds and providing an analysis of the financial status of the Association. The Treasurer shall have thorough knowledge and understanding of the ACAA's financial reports. The Treasurer shall keep the Board apprised of key financial events, trends, and concerns, and his or her assessments of the ACAA's fiscal health. The Treasurer is also generally responsible for completing, or ensuring the completion of, required financial reporting forms (including the IRS Form 990) in a timely manner and making these forms available for the Board's review. The Board shall appoint an Auditor to audit the

financial records of the Association if deemed necessary by a simple majority of the Board or as requested by at least twenty percent (20%) of those voting at an annual Meeting or as required by the United States Internal Revenue Service. The cost of the audit shall be assumed by the Association. An annual financial report shall be distributed to the members at the next annual Meeting or upon request by any member of the Association.

- N. Trustees are to be nominated from among the full members of the Association. Normally elections will take place at the annual Meeting. A call for nominees shall be considered rolling throughout the entire calendar year but shall terminate one week prior to the annual Meeting. If no nominations are presented during the calendar year, nominations may be accepted from the floor of the annual Meeting. The rolling call for nominees to the entire membership shall be permanently published on the ACAA website as well as any other appropriate media posting decided by the Board.
- O. All Trustees shall be elected by a majority of the full members who cast a vote by voice or written vote in person at the annual Meeting or a meeting convened for such purpose. With the permission of the person being nominated, candidates to serve on the Board may be nominated by any individual member. Prospective Board members shall submit a short biography introducing themselves to any other member who requests it.

#### **Article Five Duties of Officers**

- A. The President is chair of the Board, shall perform those duties usually pertaining to those offices and shall, personally or through others, oversee membership meetings.
- B. The Vice-President shall perform those duties usually pertaining to this office and shall, personally or through others, oversee the nomination and election of members to the Board and of the balloting on any proposal to be voted on by the membership.
- C. The Secretary shall perform those duties usually pertaining to this office and shall, personally or through others, oversee the membership database, all communications between the Board and the members including email, ACAA website or other ACAA social media.
- D. The Treasurer shall perform those duties usually pertaining to those offices and shall, personally or through others, oversee fundraising activities and the awarding of grants and scholarships.
- E. The Immediate Past-President shall serve as an advisor to the Board and performs those duties as decided by the Board.
- F. The At-Large Members shall represent the views, concerns and interest of the entire membership.

#### **Article Six Technological Advances**

The Board as well as all committee or task forces established by the Board should use the most ecological and efficient technologies to transact ACAA business.

#### **Article Seven Conflict of Interest Policy**

- A. Purpose. The purpose of this conflict of interest policy is to protect the interests of the ACAA (hereinafter “the corporation” for purposes of this Article Seven) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
- B. Definitions

1. Interested Person. Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
  - b. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B below, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **C. Procedures**

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest.
  - a. An interested person may make a presentation at the board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. Similarly, any other interested persons with a possible conflict of interest pertaining to a financial interest shall also leave the meeting.
  - b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the remaining members of the board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above

determination it shall make its decision as to whether to enter into the transaction or arrangement.

**D. Violations of the Conflicts of Interest Policy**

1. If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**E. Records of Proceedings.** The minutes of the board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**F. Compensation**

1. A voting member of the board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation and on voting on other members' compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation and on other members' compensation.
3. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**G. Annual Statements.** Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflict of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

- H. Periodic Reviews. To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
  2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
- I. Use of Outside Experts. When conducting the periodic reviews as provided for in Section G, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

### **Article Eight Rules of Order**

The rules of parliamentary procedure as laid down in *Robert's Rule of Order* shall govern all meetings of the Association when not in conflict with the Articles or Bylaws except when twenty percent (20%) of the Trustees or members present at a meeting demand a written ballot, in which event a written ballot shall be so taken.

### **Article Nine Amendment of Bylaws and Articles**

These Bylaws and the Association's Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of the majority of the members casting a ballot. Notice of any proposed amendment(s) shall be given to all the members via email, posted on the ACAA website and other social media approved by the Board no more than ninety but no less than seven days before a deliberative vote by the members is to be taken. The voting process shall be supervised and monitored by a member of the Board or another member or by a committee as appointed by vote of the Board.

The dissolution of this Association shall occur when voted upon by a simple majority of the voting members at an annual Meeting taken by voice or written vote in person at the annual Meeting or a meeting convened for such purpose; or, automatically when a full Board of Trustees cannot be empaneled at an annual Meeting or a meeting convened for such a purpose as required by these By-Laws; or, when a full Board of Trustees cannot be empaneled as required as a tax-exempt organization under section 501(c)(3) of the United States Internal Revenue Code.

In such an event, the Association shall assume all legal costs to conclude the Association's existence as a tax-exempt organization under section 501(c) (3) of the United States Internal Revenue Code. All remaining monies shall be dispersed to an organization affiliated with KU Leuven/UCL as determined by a simple majority of the voting members then voting for dissolution.

---

These *American College Alumni Association Catholic University of Louvain Bylaws* were approved by the American College Alumni present at the ACAA business meeting held in Leuven, Belgium on Saturday, August 12, 2017.

Christopher J. Fusco, Esq.  
President

Reverend Anthony E. Bawyn  
Vice-President / President-elect

Reverend John Kleinwachter  
Secretary

Reverend William Wegher  
Treasurer

Professor John A. Dick  
Member At-Large

Reverend Ted F. Tumicki  
Member At-Large

Reverend Robert Flannery  
Past-President

- 
- *Amended May 30, 2023 to further develop the duties of the Treasurer and the inclusion of Article Seven.*