

## PROVISIONAL BYLAWS

### **THE FRANCISCAN FEDERATION, THIRD ORDER REGULAR, OF THE SISTERS AND BROTHERS IN THE UNITED STATES**

*"And wherever the brothers and sisters may be together or meet (other) brothers and sisters, let them give witness that they are members of one family. And let each one confidently make known his (or her) need to the other, for if a mother has such care and love for her son born according to the flesh (cf. Thess. 2:7), should not someone love and care for his (her) brothers and sisters according to the Spirit more diligently? (cf. Reg B 6, 7-8; cf. Reg TOR 7:23; cf. Writings of Francis and Clare)."*

#### **HISTORY**

The Conference was organized in 1965 as the Federation of Franciscan Sisters Communities of the United States. In 1981 it became a Federation of Brothers and Sisters who follow the Third Order Regular. It became a civil body by incorporation in the State of Pennsylvania on November 18, 1985, under the title of the **Franciscan Federation of the Sisters and Brothers in the United States, Inc.** In 1993 the designation "Third Order Regular" was added. The Federation engaged in a study of its structure in 2008-2009 and created a new model of Commissions and National Board which was implemented at the Annual Federation Conference in 2009 with the approval of these revised provisional bylaws.

#### **ARTICLE 1: NAME AND OFFICE**

##### **1.1 Name**

The name of the organization is the **Franciscan Federation, Third Order Regular, of the Sisters and Brothers in the United States**, hereafter referred to as the **Franciscan Federation** or **Federation**.

##### **1.2 Principal Office**

The principal office of the Franciscan Federation is located in Washington, D.C.

#### **ARTICLE 2: VISION AND MISSION**

##### **2.1 Vision** (Revised AFC 03)

The Vision of the Franciscan Federation is to deepen the understanding and love of the Third Order Regular Charism in our lives in order to share this gift with the Church and the World.

##### **2.2 Mission** (Revised AFC 03)

The Mission of the Franciscan Federation is to promote exploration and study of Franciscan Evangelical Life and its implications for these times and for our world. The Federation provides national and regional opportunities to collaborate, gather, and celebrate so that the brothers and

sisters can better live the Third Order Regular call to conversion, contemplation, poverty, and humility.

### **2.3 Objectives**

Each year the National Board of the Federation, as well as the three national Commissions and the Steering Committees of each Region establish for themselves goals and objectives in keeping with the vision and mission of the Federation.

## **ARTICLE 3: FEDERATION MEMBERSHIP**

### **3.1 Forms of Membership**

There are two forms of membership in the Franciscan Federation: congregational membership (section 3.1) and associate membership (section 3.3). All members are entitled to attend the Annual Meeting and Annual Federation Conference (AFC), participate in discussions, serve on Federation committees, and serve on Commissions as determined in these Bylaws.

### **3.2 Congregational Membership**

All congregations, provinces, or regions located within the United States, approved by the Holy See, and which follow the Third Order Regular Rule of Saint Francis of Assisi have the right to become congregational members of the Franciscan Federation. Each individual in these TOR congregations may participate as active members of the Federation. Congregational, provincial and regional leaders function through the Commission of Elected Leadership (CEL). Other congregational members may participate in the Commission of Charism Services (CCS) or Commission of Regions (COR) as determined in these Bylaws.

### **3.3 Associate Membership**

3.3.1 Associate membership is open to:

- a. Members of the First, Second, and Secular Orders of Saint Francis, as well as individual religious from non dues-paying TOR congregations or lay associates of TOR congregations
- b. Organizations or institutions that identify with the Third Order Regular charism. Each organizational membership is subject to the approval of the National Board and must designate a representative as its member. Other representatives of these organizations may become associate members as individuals.
- c. Individuals who identify with the TOR charism.

3.3.2 Associate members may participate at the national level through the Commission of Regions (COR) and the Commission of Charism Services (CCS) as determined in these Bylaws.

### **3.4 Application for Federation Membership**

Application for congregational and associate membership is made annually to the Executive Director of the Franciscan Federation.

### **3.5 Dues**

The annual dues for congregational and associate members are determined by the National Board of the Franciscan Federation upon the recommendation of the Treasurer. There may be separate dues structures for congregational membership and associate membership as an organization or individual.

## **ARTICLE 4: ORGANIZATIONAL STRUCTURE**

The organizational structure of the Franciscan Federation, Inc. includes three Commissions: The Commission of Elected Leadership (CEL), the Commission of Charism Services (CCS), and the Commission of Regions (COR). These Commissions are coordinated by the National Board which has the ordinary civil and fiduciary responsibilities of the Federation. Under the Commission of Regions there is also a regional structure.

## **ARTICLE 5: COMMISSIONS**

### **5.1 Common Functions of the Commissions**

All three Commissions share certain functions. Each of the three Commissions (CEL, CCS, COR):

- 5.1.1 Contributes to the life of the Federation through its unique perspective
- 5.1.2 Meets at least once annually, normally during the AFC, and at other times as necessary
- 5.1.3 Fosters the ongoing development of the TOR charism by a mutual exchange of gifts among the Federation membership
- 5.1.4 Participates in the Annual Federation Conference (AFC) and the Annual Federation Meeting.

### **5.2 Common Responsibilities of the Commissions**

Each of the three Commissions:

- 5.2.1 Elects an Executive Committee of five (5) persons and determines the duties and responsibilities of the Chair and any other officers designated by the Commission members. The Chair of an Executive Committee may not simultaneously serve as a Director on the National Board.
- 5.2.2 Determines its agenda, structure and processes
- 5.2.3 Maintains a current list of members; records minutes of meetings and commission activities; and submits an annual report to the National Board
- 5.2.4 Creates committees as necessary to further its work
- 5.2.5 Suggests AFC themes and speakers to the National Board
- 5.2.6 Implements resolutions of the AFC
- 5.2.7 Suggests agenda and issues for the Annual Federation Meeting
- 5.2.8 Recommends changes in bylaws to the National Board for approval by the CEL
- 5.2.9 Recommends changes in Federation policies for approval by the National Board
- 5.2.10 Determines its process for nominating and electing two of its members to serve on the

National Board

- 5.2.11 Selects two persons to serve on Reconciliation Committee to mediate Federation conflicts. (*Note: the functioning of this Committee has yet to be determined.*)

**5.3 Voting**

Decisions of the Commissions are normally accomplished by a consensus of all members present at the meeting. When an official vote is required, as in the election of Commission’s Executive Committee or National Board members, or other votes decided by the respective Commission, all active congregational and associate members present at the meeting have the right to one vote. Decisions are made by an absolute majority (one over half of all votes cast) of those present.

**5.4 Executive Committee of each Commission**

- 5.4.1 The common responsibilities of the Executive Committee of each Commission are to:
- a. Coordinate all commission work
  - b. Animate the commission
  - c. Communicate with commission members and the National Board
  - d. Conduct the nomination and election processes for the Executive Committee and representatives to the National Board
  - e. Perform other tasks as determined by the Commission.
- 5.4.2 Terms for the Executive Committee of each Commission are for two years renewable twice.

**ARTICLE 6: COMMISSION OF ELECTED LEADERS (CEL)**

**6.1 Function**

The Commission of Elected Leaders provides a forum for leaders to deepen their TOR charism in light of their role as minister-leader.

**6.2 Terms**

The following requirements apply to elected leaders:

- 6.2.1 Terms of membership on the Commission of Elected Leaders coincide with the person’s term in congregational leadership.
- 6.2.2 A leader elected as a Director of the National Board must have at least two years remaining in her/his term of office at the time of election.

**6.3 Specific Responsibilities**

In addition to the common responsibilities in 5.2, the specific responsibilities of this commission are to:

- 6.3.1 Meet the particular needs of elected leaders in their role as congregational guardians and animators of the Charism as determined by the Commission
- 6.3.2 Assist the National Office in keeping current the membership roster of each congregation

- 6.3.3 Ensure that congregational leaders appoint one of its congregational members to the Steering Committees of appropriate regions
- 6.3.4 Maintain regular communication with congregation's regional representatives
- 6.3.5 Assure Federation communication within their respective congregation
- 6.3.6 Approve the annual report of the President
- 6.3.7 Fulfill the following reserved powers by approval of:
  - a. The Vision and Mission of the Federation
  - b. Bylaws and changes to bylaws
  - c. The Annual Report presented at the Annual Federation Meeting
  - d. Deficit budget of the National Board
  - e. Long term borrowing or indebtedness
  - f. Sale, lease or encumbrance and purchase of real property
  - g. Dissolution, merger or acquisition
  - h. Removal of a member of the National Board by the Executive Committee of the CEL

#### **6.4 Voting for Reserved Powers**

All votes regarding reserved powers must be approved by a two-thirds majority of the members of the CEL. Votes are to be taken by those present, by means of a written signed ballot sent to the CEL Chair to be counted at the time of the vote, or by a written signed notice of a vote by proxy.

### **ARTICLE 7: COMMISSION OF CHARISM SERVICES (CCS)**

#### **7.1 Function**

The Commission of Charism Services provides a forum for networking among interest groups to exchange and develop resources in light of the TOR charism.

#### **7.2 Term**

There are no term limits for participation in the Commission of Charism Services.

#### **7.3 Specific Responsibilities**

In addition to the common responsibilities in 5.2 the specific responsibilities of this commission are to:

- 7.3.1 Further the TOR charism by sharing gifts, skills and resources manifested in a variety of organizations and ministries that identify with the Franciscan TOR charism
- 7.3.2 Foster networking among commission members
- 7.3.3 Assist in the creation of resources to promote the Franciscan TOR charism.

### **ARTICLE 8: COMMISSION OF REGIONS (COR)**

### **8.1 Function**

The Commission of Regions provides a forum to foster diverse expressions of the TOR charism in service to the sisters and brothers in designated regions.

### **8.2 Term**

There are no term limits for participation in the Commission of Regions.

### **8.3 Specific Responsibilities:**

In addition to the responsibilities in 5.2, the specific responsibilities of this commission are to:

- 8.3.1 Act as a forum to animate the regions and address common issues
- 8.3.2 Establish criteria for creation and dissolution of regions and recommend to the Board the creation and/or dissolution of regions
- 8.3.3 Promote the implementation of Federation resolutions within the regions
- 8.3.4 Assist the National Office in keeping current the roster of regional members
- 8.3.5 Request elected leaders to appoint members from their respective congregations to serve on the regional Steering Committees
- 8.3.6 Coordinate regional communication, programs and gatherings
- 8.3.7 Build membership and encourage regional communication.

## **ARTICLE 9: REGIONS**

### **9.1 Function**

Under the coordination of the Commission of Regions the Franciscan Federation is divided into geographical regions. Each region provides a system for networking and programs for members of the Federation residing in its area.

### **9.2 Regional Membership**

Membership in the Federation's regions is open to all congregational and associate members of the Federation. Application for regional membership is made annually to the Chair of the Region's Steering Committee. If applicable, an annual fee for members of a specific region for the functioning and activities of the region may be determined by the Regional Steering Committee as per guidelines and approval of the National Board.

### **9.3 Steering Committees of the Regions**

Each of the regions of the Franciscan Federation has a Steering Committee responsible for administration, networking among the region's members, and program development within the region. The Steering Committee consists of one representative of each congregation, province, or region having congregational membership in the Federation and having individuals residing in the respective geographical region. This representative is appointed by the major superior of his/her congregation, province, or region.

### **9.4 Responsibilities of the Regional Steering Committee**

The Regional Steering Committee is to:

- 9.4.1 Develop its specific duties in keeping with the vision and mission of the Federation and the needs of the particular region
- 9.4.2 Maintain communication with the Executive Director and the Executive Committee of the Commission of Regions
- 9.4.3 Determine the best method for maintaining communication with its members
- 9.4.4 Maintain a record of its activities, minutes of meetings, regional membership, and Steering Committee members. These are sent to the Executive Director of the Federation and the Executive Committee of the Commission of Regions.
- 9.4.5 Survey the regional members to identify needs and interests
- 9.4.6 Plan and prepare at least one regional gathering each year.

### **9.5 Officers of the Regional Steering Committee**

Each Regional Steering Committee has a chairperson and one or more additional officers as determined by the committee. The Steering Committee decides how the officers are to be chosen and their duties. Officers serve for a period of three years, with the option of serving an additional three years.

## **ARTICLE 10: NATIONAL BOARD**

### **10.1 Function**

The National Board of the Franciscan Federation holds the civil and fiduciary responsibilities of the organization and coordinates the activities of the Federation.

### **10.2 Directors**

The National Board consists of two Directors from each of the three Commissions, the Treasurer (appointed), and the Executive Director (*ex-officio*, non-voting). The elected Directors may not simultaneously be a Chair of their Commission. They may or may not be a member of their Commission's Executive Committee.

### **10.3 Election of Directors of the National Board**

Directors of the National Board from the Commissions are normally elected at meetings of the Commissions during the AFC as follows:

- 10.3.1 CEL: by all elected leaders present
- 10.3.2 COR: by all congregational and associate members present
- 10.3.3 CCS: by all congregational members, all designated representatives of associate organizations, and all associate individuals present.

### **10.4 Terms**

Terms for all Directors of the National Board are for three years, renewable once.

***NOTE: for the 2009 election of each commission's two directors for the National Board, one person is elected for a 2 year term; one for a three year term. Subsequent elections would be for terms of 3 years.***

### **10.5 Qualities for Directors of the National Board**

A Third Order Regular Franciscan elected or appointed to the National Board must exhibit the

following qualities:

- 10.5.1 Embody the Mission of the Franciscan Federation
- 10.5.2 Be actively involved in the Federation on a regional level, on Commissions or committees, and/or through AFC participation
- 10.5.3 Exhibit willingness and ability to exercise fiduciary, civil and legal responsibilities and other required duties as a director
- 10.5.4 Demonstrate leadership and organizational skills
- 10.5.5 Receive financial support of their congregation for expenses incurred by this commitment (i.e., travel, housing, expenses, etc.)
- 10.5.6 Demonstrate capacity to strengthen the mutuality of exchange and collaboration among all members
- 10.5.7 Maintain confidentiality.

### **10.6 Responsibilities of the National Board**

Directors on the National Board have the following responsibilities:

- 10.6.1 Set direction for the implementation of the vision and mission of the Federation
- 10.6.2 Elect the President, Vice-President and Secretary from among the directors and appoint a recording secretary when necessary
- 10.6.3 Appoint the Treasurer for a three-year term (renewable once) who becomes a voting member of the Board
- 10.6.4 Meet annually at the time of the AFC and other times as determined by bylaws
- 10.6.5 Develop, implement, and review the Strategic Plan
- 10.6.6 Assure the integration of the three Commissions
- 10.6.7 Recommend bylaw changes to the CEL for approval
- 10.6.8 Approve policies and procedures for the Federation
- 10.6.9 Oversee programs and resource development
- 10.6.10 Hire, annually evaluate and, when necessary, dismiss the Executive Director
- 10.6.11 Review and approve the annual budget
- 10.6.12 Approve fundraising strategies
- 10.6.13 Approve the creation and dissolution of standing and *ad hoc* committees
- 10.6.14 Approve the creation and dissolution of regions
- 10.6.15 Present the Annual Report to the membership and for the approval of the CEL
- 10.6.16 Prepare and provide oversight for AFC:
  - a. Approve theme, speakers, dates, location, budget
  - b. Determine the Annual Federation Meeting agenda
- 10.6.17 Determine the office location, spending guidelines, budget adjustments
- 10.6.18 Determine a replacement to complete the term of a member whose seat becomes vacant.

### **10.7 Removal of a Director of the National Board**

A director of the board may be removed by the Executive Committee of the Commission of Elected Leaders for just cause, including, but not limited to:

- 10.7.1 Unexcused absence from two or more meetings of the National Board per year
- 10.7.2 Behavior inconsistent with the mission and objectives of the Federation.

### **10.8 Vacancies on the Board**

- 10.8.1 If a vacancy occurs in the office of Vice-President or Secretary, the Board appoints a board member to complete the term.
- 10.8.2 If a vacancy occurs in the office of Treasurer the Board members appoint an interim Treasurer until a full appointment can be made.
- 10.8.3 If a vacancy occurs in the office of President, the Vice-President assumes the duties of the office.
- 10.8.4 In the event of any other vacancy on the Board, the Board appoints another person from the same Commission to complete the term

### **10.9 National Board Meetings**

- 10.9.1 Regular meetings of the National Board are held at least three times a year at a time and place determined by mutual agreement of the members of the Board. One meeting each year must be held in conjunction with the Annual Federation Conference.
- 10.9.2 Special meetings of the National Board may be called by the President or by at least three members of the National Board. Directors must be given at least two weeks' notice of the meeting date.

### **10.10 Quorum**

Two-thirds of the directors of the National Board, two of whom must be officers, must be present to constitute a quorum.

### **10.11 Agenda**

The agenda for all meetings is prepared by the President and Executive Director in a manner appropriate for the nature of the meeting. Items for the agenda also may be submitted by any director of the National Board.

### **10.12 Voting**

Decisions of the National Board are made by an absolute majority of those present.

### **10.13 Records and Minutes**

The National Board provides for the proper maintenance and safeguarding of all documents, correspondence, archival material and minutes of the Franciscan Federation. If it is deemed necessary, a historical chronicle of the organization will be maintained and a qualified person appointed by the National Board to perform this duty. Archives are official record of noncurrent nature, no longer required for the day-to-day work of the organization but still of enduring value. They may be divided into administrative archives and historical archives. The former are ordinarily available to the creating bodies only, or to those authorized by them. The latter pertain to the history of the organization and include chronicles and bulletins. All archival materials should be carefully preserved and a qualified person may be appointed by the National Board to perform this duty.

## **ARTICLE 11: OFFICERS OF THE NATIONAL BOARD**

### **11.1 Officers**

The officers of the National Board of the Franciscan Federation consist of the President, Vice-President, Treasurer, and Secretary. They are elected by the Directors of the National Board.

*(NOTE: For elections in 2009-2010, 2010-2011, and 2011-2012 the President must be a Director from the CEL. Then any National Board Director may be elected President.)*

### **11.2 Duties of the President**

The President of the Franciscan Federation:

- 11.2.1 Assumes the leadership of the Federation, keeping before the membership the rich resources of the Franciscan heritage and its potential for servanthood to Church and society
- 11.2.2 Officially represents the Franciscan Federation
- 11.2.3 Convoles the Annual Federation Conference by mail at least three months before the date of the meeting
- 11.2.4 Presides at the Annual Federation Conference and all meetings of the National Board and the Executive Committee of the Board
- 11.2.5 Reports the work of the Franciscan Federation to the membership
- 11.2.6 Solicits items for the agenda from the National Board
- 11.2.7 Distributes copies of the agenda of each meeting two weeks prior to the meeting
- 11.2.8 Officially signs documents on behalf of the Franciscan Federation
- 11.2.9 Executes or causes to be executed all resolutions and business of the Franciscan Federation; delegate other officers such duties as are necessary
- 11.2.10 Prepares and presents an Annual report at the Annual Federation Conference.

### **11.3 Duties of the Vice-President**

The Vice-President:

- 11.3.1 Performs the duties of the President in the absence of the President and when so doing has all the powers of the office (*NOTE: the first 3 years the Vice-President must be from the CEL*)
- 11.3.2 Acts as liaison with the Executive Director for the purpose of program development
- 11.3.3 Performs other duties as assigned by the President.

### **11.4 Duties of the Secretary**

The Secretary:

- 11.4.1 Keeps the minutes of the Annual Federation Conference and of all meetings of the National Board and of the Executive Committee of the National Board
- 11.4.2 Assures the retention of documents and historical materials of the Federation.

### **11.5 Duties of the Treasurer**

The treasurer:

- 11.5.1 Assures responsible custody and management of funds, insurance, and other

- financial obligations under the direction of the National Board
- 11.5.2 Submits an annual report and other such reports as may be required by the President or Board
  - 11.5.3 Assures the appropriate filing of required reports to civil authorities.

### **11.6 Term**

The National Board elects its officers at the Annual Corporation Meeting following the AFC for a term of one year, renewable twice.

## **ARTICLE 12: EXECUTIVE COMMITTEE OF THE NATIONAL BOARD**

### **12.1 Executive Committee**

The Executive Committee of the National Board of the Franciscan Federation consists of the officers of the National Board: the President, Vice-President, Secretary, and Treasurer.

### **12.2 Duties of the Executive Committee**

The duties of the Executive Committee of the National Board are as follows:

- 12.2.1 Act in the name of the Franciscan Federation between ordinary meetings
- 12.2.2 Review annually all contracts entered into by the Federation
- 12.2.3 Meet annually with the Executive Director to present his/her evaluation by the National Board.

### **12.3 Executive Committee Meetings of the National Board**

The Executive Committee of the National Board (officers) meets as necessary to conduct business in the name of the National Board as authorized by the Board.

### **12.4 Quorum**

Two-thirds of the members of the Executive Committee of the National Board must be present to constitute a quorum.

## **ARTICLE 13: COMMITTEES**

### **13.1 Appointment**

In accordance with the needs of the Federation, the President with the approval of the National Board, may appoint and determine the duties and reporting requirements of Standing and *Ad Hoc* Committees to carry out special assignments.

### **13.2 Standing Committees**

Standing Committees, including the Finance Committee, JPIC Committee, Education/Formation Committee, and others as needed, are established and the terms for committee members are identified by the National Board. The members of the Standing Committees retain their positions until the Annual Federation Conference, when their appointed successors assume the role.

### **13.3 Ad Hoc Committees**

*Ad Hoc* Committees may be established for specific tasks by the National Board. Upon completion of *Ad Hoc* Committee assignments and reporting to the Executive Director, the function of the Committee ceases unless it is reappointed.

### **13.4 Reconciliation Committee**

The Reconciliation Committee mediates conflicts that may arise within the Federation. It is composed of two members designated by each Commission and is accountable to the President.

*(NOTE: functions still to be determined)*

## **ARTICLE 14: ANNUAL FEDERATION CONFERENCE (AFC)**

Ordinarily, the Federation meets at least once a year for the Annual Federation Conference for education and enrichment. The time and place are chosen by the National Board. This conference is open to all members and others interested in the TOR charism.

## **ARTICLE 15: ANNUAL FEDERATION MEETING (AFM)**

### **15.1 Annual Federation Meeting**

Annually the three Commissions and the National Board participate in the Annual Federation Meeting which normally occurs during the Annual Federation Conference (AFC: Article 13). The President of the National Board presides at the Annual Federation Meeting (AFM).

### **15.2 Agenda**

The agenda may include, but is not limited to:

- 15.2.1 The President's Address
- 15.2.2 The Annual Report
- 15.2.3 Agenda submitted by the Commissions and the National Board
- 15.2.4 Issues related to the Mission and direction of the Federation
- 15.2.5 Resolutions
- 15.2.6 Installation of newly elected directors of the National Board

### **15.3 Voting**

Normally, decisions are made by consensus of the members. If a vote is necessary, as determined in these bylaws or by the National Board, all active congregational and associate members present at the meeting have the right to vote. An absolute majority is required.

## **ARTICLE 16: SPECIAL MEETINGS OF THE EXECUTIVE COMMITTEES**

For serious reason, special meetings of the Executive Committees of the Commissions and the National Board may be called by the President, by at least three members of the National Board or by the Executive Committee of a Commission. Participants must be given at least four (4)

week's notice of the meeting date unless at least 2/3 of the participants agree to a shorter notice time.

## **ARTICLE 17: THE EXECUTIVE DIRECTOR**

### **17.1 Responsibilities of the Executive Director**

The Executive Director is directly accountable to the President of the National Board for the following responsibilities:

- 17.1.1 Exercises the administration of the National Office of the Federation
- 17.1.2 Provides required reporting for the civil corporation
- 17.1.3 Provides an Annual Report of activities and finances to the Board and the membership and reports to and is accountable to the National Board
- 17.1.4 Represents and speaks on behalf of the Federation as directed by the National Board
- 17.1.5 Attends all meetings of the National Board and the Executive Committee of the National Board, but shall have no vote
- 17.1.6 Provides for appropriate communications to the members
- 17.1.7 Provides services to the Board and Commissions at the direction of the President
- 17.1.8 Hires, supervises, evaluates and dismisses all staff and volunteers
- 17.1.9 Assists the Board with the preparation and coordination of the Annual Federation Conference and Annual Federation Meeting
- 17.1.10 Performs tasks assigned by the President.

### **17.2 Appointment of the Executive Director**

The President may appoint a Search Committee to design a process for the recruitment and appointment of an Executive Director. The process must be approved by the National Board. The National Board appoints the Executive Director for a term of three years renewable once.

## **ARTICLE 18: AMENDMENT OF THE BYLAWS**

Amendments to these Bylaws are made by the Commission of Elected Leaders (Article 6.2.7) by a two-thirds vote of the voting members present, provided that the proposed amendment(s) has/have been distributed to the voting members at least 20 days prior to the meeting. Normally, these amendments have been reviewed by the Commissions and the National Board prior to the vote of the CEL.

## **ARTICLE 19: INDEMNIFICATION**

To the fullest extent permitted by law, the Federation shall indemnify its past or present Directors and officers, and their heirs, executors and administrators, against any and all expenses actually and necessarily incurred by them in the defense or settlement of any actual or threatened action, suit or proceeding in which they, or any of them, are made a party, by reason of their being or having been a Director or officer of the Federation. The Federation shall purchase and maintain a Director and Officer Liability Policy insuring the Federation and its individual

Directors and officers against the cost of defending a claim or paying a settlement or decision for which such Directors or officers are eligible to be indemnified pursuant to this Article. The right of a Director or Officer to indemnification by the Federation shall be in addition to, and not exclusive of, all other rights to indemnification to which he/she otherwise may be entitled, including any rights to indemnification under the terms of the Director and Officer Liability Policy.

## **ARTICLE 20: DISSOLUTION**

Dissolution is a reserved power of CEL (Article 6.2.7). The decision to dissolve the Franciscan Federation may be recommended or reviewed at the Annual Federation Meeting or the National Board but must be approved by the Commission of Elected Leaders at a special meeting at which at least two-thirds of the TOR congregations must be represented. The decision must be approved by a two-thirds vote of all CEL members by those present or by signed ballots for those unable to attend. If the CEL resolves to dissolve the organization, the Executive Committee of the Board decides the disposal of the remaining funds in accord with the Articles of Incorporation, and appoints a commission to be charged with the liquidation.

**Approved as amended: August 21, 1995, August 16, 2000, August 19, 2003**  
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