

BYLAWS
OF TEENS ENCOUNTER CHRIST
OF THE DIOCESE OF BELLEVILLE, ILLINOIS, INC.

ARTICLE I - OFFICES

The Teens Encounter Christ Corporation, herein referred to as “TEC” or “the Corporation,” shall maintain a registered office in the State of Illinois and a registered agent at such office. The Corporation may have other offices within or without the state.

ARTICLE II - PURPOSE

The purpose of the TEC organization is to serve, guide and foster growth of the TEC movement. The organization is to provide for a religious, evangelistic, initiation experience of Christianity. The program is directed primarily to young adults for the critical period of 17 through 20 years of age. The Christian message is presented in a way such that the hearer sees it as a dynamic personal invitation from Christ, calling him or her to a deeper union in faith (initiation). The program is not meant to replace other religious education, but only to supplement or complete them.

The content and method of TEC are all of one piece. The central experience of TEC is the paschal mystery. The method of the exercise is the method used by the church in its annual and weekly celebration of the mystery, the Lent-Easter-Pentecost event and the Sunday experience.

No part of the net earning of the Corporation shall inure to the benefit of or be distributed to its members, officers, Directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above including the

distribution of surplus monies, if any, to the Diocese of Belleville, an Illinois Not-for-Profit Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 as amended (or corresponding provisions of any future United States Internal Revenue Law).

In the event of termination, dissolution or winding up of the affairs of the Corporation, in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to and only to, one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE III - MEMBERS

Section 1. Classes of Members- The Corporation shall have one class of members. The designation of such class and the qualifications of the members of such class shall be as follows:

Section 2. Members- Members shall be religious, priests, adults, and young adults who have experienced a TEC weekend and have displayed an interest in the TEC movement.

Section 3. Voting Rights- Each member shall be entitled to one vote on each matter submitted to a vote of the members. The membership list shall be kept by the Secretary and revised one month prior to the annual meeting of the members.

Section 4. Termination of Membership- Any member may request in writing the Board terminate his or her membership. The Board may from time to time, in its discretion, terminate inactive members from its voting lists.

Section 5. Reinstatement- Upon written request signed by a former member and filed with the Secretary, the Board of Directors shall reinstate the member unless two-thirds of the voting members of the Board of Directors object to said reinstatement.

Section 6. Membership Certificates- No membership certificates of the Corporation shall be required.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Annual Meeting- An annual meeting of the members shall be held during the month of April, at such time and place as may be fixed by the Board of Directors.

Section 2. Special Meetings- Special meetings of the members may be called by the Chairperson, the Board of Directors, or not less than one-tenth of the members having voting rights as determined in Article III, section 3 of these bylaws.

Section 3. Notice of Meetings- Written notice of the annual meeting or special meetings stating the place, date, and hour of any meeting shall be delivered to each member entitled to vote at such meeting not less than five (5) nor more than sixty (60) days before the date of such meeting, or in the case of a removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of such meeting. In the case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the

Corporation, with postage thereon prepaid.

Section 4. Quorum- The quorum at any regular or special meeting of the members, as properly called, consists of those who attend.

ARTICLE V - BOARD OF DIRECTORS

Section 1. General Powers- The affairs of the Corporation shall be managed by its Board of Directors. The Board shall be subject to the orders of the members, and none of its acts shall conflict with action taken by the members.

Section 2. Number- The Board shall consist of ten (10) Directors and one (1) Diocesan Spiritual Director.

Section 3. Qualifications- The qualifications for election as a Director are: to have been a member of the TEC movement for at least six months by June 1st of the year of election; to have served on at least one TEC team; to be willing to commit attendance at required board meetings and participation in committees; and to be in compliance with the policies of the Catholic Diocese of Belleville regarding service with youth. No more than three Directors can be under the age of 21 at the time they take office.

Section 4 Tenure- Each Director shall hold office for a term of two (2) year or until their successors are elected with their term beginning on June 1st of the year of election. The Diocesan Spiritual Director is appointed for a five (5) year term by the Bishop of Belleville or his delegate.

Section 5. Nomination- Nominations for election to the Board of Directors may be made by the Chairperson, by a nomination committee, by any member at the annual meeting of the members, or any combination of these methods.

Section 6. Eligibility- Upon expiration of an elected term as a member of the Board, a

Director shall be eligible for re-election for one elected term. After two successive elected terms, he or she shall be ineligible for re-election for a period of one year.

Section 7. Vacancy- Any vacancy among the Directors by reason of death, resignation or inability to act, or other circumstances, shall be declared by a two-thirds vote of the remaining Directors. Vacancies shall be filled for the unexpired portion of the term by election of the Board of Directors. No person shall be chosen to fill a vacancy on the Board of Directors who is at the time ineligible for election as a Director in accordance with these bylaws. If a person is elected to fill a vacancy on the Board and he or she serves a period of less than one year, then he or she is eligible for re-election to two successive elected terms. If the vacancy is the office of Diocesan Spiritual Director, the Bishop of Belleville will be notified and the position filled by appointment from the same or his designate.

Section 8. Other Members- The Board may appoint such ex-officio members of the Board as it deems fit. These members will not have voting privileges.

Section 9. Annual Meeting- An annual meeting of the Board of Directors shall be held without notice other than these bylaws immediately after and at the place named at the annual meeting of members

Section 10. Other Regular Meetings- The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board and announce these meetings to the members as deemed appropriate by the Board of Directors.

Section 11. Special Meetings- Special meetings of the Board of Directors may be called by the Chairperson or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section 12. Notice- Notice of any special meeting of the Board of Directors shall be

given at least ten (10) days previously thereto by written notice to each Director at the address shown for such Director on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to such notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 13. Quorum- At all meetings of the Board of Directors a majority of the total number of Directors shall constitute a quorum for the transaction of business, provided that if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 14. Manner of Acting- The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation, or these bylaws.

Section 15. Action Without Meeting- Any action required to be taken at a meeting of the Directors of the Corporation, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds the Directors entitled to vote with respect to the subject matter thereof.

Section 16. Removal of Directors- The membership shall have the power to remove any member of the Board of Directors. To execute the power, the following must occur: A petition

signed by a number of members of the Corporation equal to twenty-five (25) percent of the number voting in the last Board election must be submitted to the Board calling for a removal election; upon receiving the petition the Board must set the recall election no later than sixty (60) days after the submission of the petition; and in order for the Director to be removed the number voting for removal must be two-thirds of the votes cast at the meeting to remove the Director.

ARTICLE VI - COMMITTEES

Section 1: Retreat Planning Committee- A Retreat Planning Committee composed of at least two Directors and other such persons as the Chairperson rules appropriate shall be appointed by the Chairperson at the annual Board meeting. It shall be the duty of this committee to secure suitable sites for retreats, maintain communication with host parishes throughout the planning process of each TEC, arrange volunteers to help with preparing meals, recruit the retreat team, facilitate the reunion including the Peace Mediation, and other such duties incidental to planning a TEC retreat as the committee or the Board of Directors shall approve.

Section 2: Purchasing and Inventory Committee- A Purchasing and Inventory Committee composed of at least two Directors and other such persons as the Chairperson rules appropriate shall be appointed by the Chairperson at the annual Board meeting. It shall be the duty of this committee to ensure that there are adequate materials for official functions of the Corporation. This includes doing all the purchasing necessary to support a retreat or other official function of the Corporation, securing food and other items for meals, maintaining the property of the TEC program, and other such duties incidental to providing logistical support to the Corporation as the committee or the Board of Directors shall approve. The Treasurer is the only Director who cannot serve on this committee.

Section 3: Recruitment Committee- A Recruitment Committee composed of at least two

Directors and other such persons as the Chairperson rules appropriate shall be appointed by the Chairperson at the annual Board meeting. It shall be the duty of this committee to confirm all TECite and Observer applications, make personal contact with all applicants prior to the retreat, visit parishes to promote TEC, send advertising information to all appropriate media, and other such duties incidental to recruiting participants into the retreat program as the committee or the Board of Directors shall approve.

Section 4: Communications Committee- A Communications Committee composed of the Secretary, at least one other Director, and other such persons as the Chairperson rules appropriate shall be appointed by the Chairperson at the annual Board meeting. It shall be the duty of this committee to send regular newsletters and other mailings to the members, maintain a website and other on-line media for the Corporation, maintain the official mailing list and membership roles, and other such duties incidental to communicating with the members and larger community as the committee or the Board of Directors shall approve.

Section 5: 4th Day Committee- A 4th Day Committee composed of at least two Directors and other such persons as the Chairperson rules appropriate shall be appointed by the Chairperson at the annual Board meeting. It shall be the duty of this committee to plan the follow-up programs of the Corporation. These duties include, but are not limited to, the Community of Faith program, Harvest retreat, and any social functions of the organization. The 4th Day Committee shall perform other such duties incidental to providing a follow-up program to the TEC retreat experience as the committee or the Board of Directors shall approve.

Section 6. Other Committees- Such other committees, standing or special, shall be appointed by the Chairperson as the members or the Board of Directors shall from time to time deem necessary to carry on the work of the Corporation.

Section 7. Manner of Acting- Each committee, to the extent provided in the resolution

creating such committee and except as limited by law, the Articles of Incorporation or these bylaws, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law. Unless otherwise provided in the resolution creating a committee, such committee may select its chairperson, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure which shall not be inconsistent with these bylaws or with rules adopted by the Board of Directors. The act of a majority of committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Term of Office- Each member of a committee shall continue for a period of one year or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 9. Vacancies- Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 10. Quorum- Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 11. Action Without Meeting- Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee entitled to vote with respect to the subject matter thereof.

ARTICLE VII - OFFICERS

Section 1. Enumeration- The officers of the Corporation shall be a Chairperson, a Secretary, a Treasurer, and a Diocesan Spiritual Director. The Board of Directors may also elect one or more assistant secretaries or assistant treasurers and such other officers as it shall deem appropriate. 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 Board of Directors.

Section 2. Term of Office- Officers begin their term of office on June 1 of the year in which they are elected or appointed to the Board of Directors and shall hold office for a period of one year or until their successors are elected and qualified or until their death, resignation or removal. Election or appointment of an officer shall not of itself create contract rights. Any officer elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board whenever it in its judgment the Board feels the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. The Chairperson, Secretary, and Treasurer of the Corporation shall be elected at the annual meeting of the Board of Directors. The Diocesan Spiritual Director serves a term as defined by the Bishop of Belleville. Vacancies shall be filled by a vote of the remaining Directors.

Section 3. Chairperson- The Chairperson shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, the Chairperson shall have general supervision, direction and control of the business and affairs of the Corporation, call special meetings of the members or the Board, and shall perform all duties incident to the office of Chairperson and such other duties applicable to the office as prescribed by the Board of Directors, by the parliamentary authority adopted by the Corporation, or these bylaws. Except in

those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors, the Chairperson may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

Section 4. Secretary- The Secretary shall keep a record of all proceedings of the Board of Directors in a book to be kept for the purpose; maintain a list of active membership; reinstate members to active membership; co-execute any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed with the Chairperson; maintain accurate records of voting at the annual meeting of the members and Board of Director meetings; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and the seal of the Corporation; chairs the Communications Committee; and perform all duties incident to the office of secretary and other duties applicable to the office as prescribed by the Chairperson, by the Board of Directors, by the parliamentary authority adopted by the Corporation, or these bylaws.

Section 5. Treasurer- The Treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation; maintain the Articles of Incorporation for the Corporation; have charge and custody of all funds and securities of the Corporation, and be responsible for the receipt and disbursement thereof; prepares an annual financial report for the annual board meeting; submits a budget for approval at the annual board meeting; and perform all duties incident to the office of treasurer and such duties applicable to

the office as prescribed by the Chairperson, by the Board of Directors, by the parliamentary authority adopted by the Corporation, or these bylaws.

Section 6. Diocesan Spiritual Director- The Diocesan Spiritual Director shall serve as a liaison between the Corporation and the Bishop of Belleville or his designate and shall perform such duties and have such other powers as shall be assigned to him or her by the Bishop of Belleville or his designate, the Chairperson, or the Board of Directors.

ARTICLE VIII - GENERAL PROVISIONS

Section 1. Contracts- The Board of Directors may authorize any officer or officers or agent or agents of the Corporation 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 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 Board of Directors may select. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Fiscal Year- The fiscal year of the Corporation shall be fixed as the same dates as the terms of office for Officers of the Board of Directors, currently June 1st through May 31st

Section 4. Seal- On the corporate seal shall be inscribed the name of the Corporation and the words "Corporate Seal" and "Illinois."

Section 5. Waiver of Notice- Whenever any notice is required to be given under law, 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.

Section 6. Amendments- The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. 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.

Section 7. Parliamentary Authority- The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of the Corporation may adopt.

ARTICLE IX - INDEMNIFICATION AND INSURANCE

Section 1. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The

termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure judgment in its favor by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. To the extent that a Director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (1) and (2) of the Article IX, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually

and reasonably incurred by such person in connection therewith.

Section 4. Any indemnification under Sections (1) and (2) of this Article IX (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections (1) and (2) of this Article IX. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (iii) by the members entitled to vote, if any.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article IX.

Section 6. This indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving

at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article IX.

Section 8. If the Corporation has paid indemnity or has advanced expenses under this Article IX to a Director, officer, employee or agent, the Corporation shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

Dated: **March 25, 2006**

/s/ _____

Ann Stock

CHAIRPERSON

ATTEST:

/s/ _____

Andrew Wasson

SECRETARY