



Association of Consultants for Liturgical Space, Inc.

BYLAWS OF THE ASSOCIATION OF CONSULTANTS FOR LITURGICAL SPACE, Inc.

August 20, 2020

ARTICLE I: NAME, PURPOSE AND LOCATION

1.1 NAME

- A. The name of the organization shall be The Association of Consultants for Liturgical Space, Inc. (referred to as ACLS) and it shall be organized as a not-for-profit Corporation under the laws of the State of Texas.

1.2 PURPOSE

- A. The ACLS is a membership organization dedicated to the design and creation of worthy spaces for faith communities. ACLS offers its members opportunities for mutual support and growth in professional expertise, friendship and faith through its program offerings.

1.3 LOCATION

- A. The principal office of the corporation shall be located in the State, City and County of the current Treasurer or at such place as the Board Members may designate from time to time. The address of current Treasurer is P.O. Box 35593, Albuquerque, New Mexico 87176-5593.

ARTICLE II: MEMBERSHIP

2.1 STATEMENT OF MEMBERSHIP

- A. Membership in the Association of Consultants for Liturgical space is open to individuals and business entities in the ministry of church art and architecture who abide by the ACLS Bylaws and the ACLS Policies and Procedures.



2.2 CATEGORIES

A. Membership falls into five categories:

1. Liturgical Consultant Members, i.e., individual working professionals who provide a liturgical education process including education on the importance, role and value of worship, the impact of the church building on worship, and with multidisciplinary expertise in some or all of the following areas of service:
 - a. Planning and design for the liturgical environment
 - b. Collaborative work with related professionals
 - c. Coordination of planning, design and fabrication of appropriate liturgical art, furnishings, and appointments.

2. Allied Members, i.e. individual professionals, who do not provide a liturgical consulting process but who contribute a particular expertise to the design or furnishing of places of worship with expertise in one or more of the following areas of service:
 - a. Academics
 - b. Acoustics
 - c. Architecture
 - d. Art conservation
 - e. Arts
 - f. Crafts
 - g. Historic preservation
 - h. Lighting
 - i. Liturgy
 - j. Other related areas

3. Affiliate Members, i.e. for-profit business entities having an interest in contributing to the creation of beautiful and meaningful places of worship with expertise in one or more of the following areas of service:
 - a. Bells & carillons
 - b. Candles
 - c. Church goods
 - d. Columbaria
 - e. Liturgical textileware
 - f. Seating & pews
 - g. Liturgical art
 - h. Other related businesses

Affiliate Members may also be not-for-profit organizations or institutions having an interest in contributing to the creation of beautiful and meaningful places of worship, such as:

- i. Colleges and Universities
- j. Schools of Theology
- k. Liturgical associations



- l. Diocesan offices
- m. Other related not-for-profit organizations and institutions

Affiliate Members may be represented by individuals employed by the business entity, organization or institution

- 4. Associate Members, i.e. individual students, interns or apprentices who have an interest in contributing to the creation of beautiful and meaningful places of worship.
 - 5. Emeritus Members, i.e. honorary status given by the Board to retired current or former members in recognition of their lifetime of outstanding contributions to the field of liturgical design through design excellence, contributions in the field of education, or to the advancement of the profession.
- B. Only Liturgical Consultant, Allied Members and Emeritus Members are voting members.

2.3 APPROVAL OF NEW MEMBERS

- A. Any professional with the appropriate background and interest wishing to become a member of the Association will submit a New Member Application, a signed copy of the Guiding Principles, directory page information (completed in full), and three professional references. The Board Members will review the candidate information and contact references. The Board Members will approve or deny membership. A majority vote of the Board constitutes approval for membership.
- B. The approval of membership by the Board should in no way be construed as a certification or an endorsement by the Association of Consultants for Liturgical Space.

2.4 MEMBERSHIP DUES

- A. Membership dues and the time and method of collection shall be determined by the Board Members and stated in the ACLS Policies and Procedures.

2.5 RESIGNATION/REMOVAL

- A. Any member may resign by sending written notice to the President who shall present the resignation to the other Board Members.
- B. Members who do not renew membership per the ACLS Policies and Procedures after the final renewal notice shall be removed from membership.

ARTICLE III: BUSINESS MEETINGS

3.1 BUSINESS MEETING

- A. There shall be a business meeting of the members of the organization for the



purpose of electing officers and for the transaction of any business to come before the meeting. Written notice of said meeting stating place, date and time shall be delivered to all members at least 30 days in advance. Business meetings may be held online, on a date established by the current Board but no less frequently than once a year.

3.2 OTHER MEETINGS

- A. Other meetings of the membership and the Board Members may be called by the President of the Board or by at least three members of the Board. Said meetings shall take place at such time and place as designated by the Board Members and publicized to the membership.

3.3 QUORUM

- A. The membership in attendance at any duly called meeting shall constitute a quorum for any meeting.

3.4 CONDUCT OF MEETINGS

- A. The President, or in his/her absence an appointed Board Member, or in their absence any Board Member chosen by the membership present, shall call meetings of the membership to order and shall act as chairperson of the meeting. The Secretary of the ACLS shall act as secretary of all meetings. In the absence of the Secretary, the presiding officer may appoint any member to act as secretary of the meeting.

ARTICLE IV: BOARD MEMBERS

4.1 AUTHORITY AND COMPOSITION

- A. The Board is constituted in order to carry out the purpose of ACLS. The Board shall set policy and exercise oversight of the affairs of the organization.
- B. The Board shall consist of six (6) persons who are voting members of the organization. The Board Members shall be elected by the voting membership.
- C. Officers of the Board include a President, Secretary, Treasurer, and any such other officers as determined by the Board. The President of the organization is the chairperson of the Board.

4.2 TERMS OF OFFICE

- A. The term of service of the Board Members shall be for a term of three (3) years, renewable once, or until his or her prior death, resignation or removal. Board member terms are staggered over a three (3) year timeframe with two (2) Board members elected in each succeeding year. Terms shall commence on July 1 in the year the Board Member is elected.



4.3 NOMINATION AND ELECTION OF BOARD MEMBERS

- A. The Board shall appoint a current non-Board voting Member to chair the nominating committee. The nominating committee shall consist of at least two non-Board voting members of the organization. The nominating committee will ask the membership for their interest/willingness to serve on the Board. The nominating committee will recommend to the Board a list of candidates for election to the Board. The committee shall attempt to submit at least two members for each vacant Board position for consideration by the membership.
- B. The election of Board Members shall take place annually. The voting may take place online at a designated time with at least a 30-day notice to the membership. If it is held online, membership will have the opportunity to ask questions of the candidates, give input and vote. Biographical information of each candidate will be distributed online prior to voting. Election shall be by majority vote of the membership voting.

4.4 BOARD MEMBERS RESIGNATION/REMOVAL

- A. Any member may resign from the Board by serving written notice to the President who shall present the resignation to the Board Members.
- B. Any member may be removed from the Board by a two-thirds vote of the Board and a confirmation vote by majority vote of the membership. A Board Member may be removed for conduct detrimental to the interests of the organization, lack of sympathy with its purposes, violation of confidentiality, or refusal to render reasonable assistance in carrying out its purpose.
- C. Any Board Member proposed for removal for detrimental conduct shall be entitled to at least five days written notice of the meeting at which such removal is to be considered.
- D. In the event of a Board vacancy, a voting member, per Article II, Section 2.2, Paragraph B, shall by a majority vote of the Board be appointed to serve the balance of that term.

4.5 COMPENSATION

- A. Board Members shall serve without pay but may be reimbursed for expenses incurred in the performance of their duties.

4.6 CONSULTANTS AND SUBCONTRACTORS

- A. The organization is authorized and empowered to engage or retain attorneys, consultants, accountant, investment counsel, and other firms or persons as may be determined from time to time by the Board Members to be necessary and



appropriate for the proper administration of the organization. The Board Members have the power to engage the services of said consultants and subcontractors upon a two-thirds vote of the Board. In case of an emergency the President, with notice to the Board, is authorized to engage such consultants and subcontractors.

4.7 CONFLICTS OF INTEREST

- A. The Corporation shall adopt a Conflict of Interest Policy which governs how potential and actual conflicts of interest shall be handled. The Corporation shall not make any loan to a director or officer of the Corporation. A director, officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the bylaws, Certificate of Formation, Conflict of Interest Policy, and all applicable laws.
- B. In accordance with such Conflict of Interest Policy, Board Members shall disclose any conflicts of interest or potential conflicts of interest on any matter brought before the Board.
- C. Board Members having a conflict of interest shall be prohibited from voting on any matter in which there is a conflict.

4.8 DUTY TO AVOID IMPROPER DISTRIBUTIONS

As long as the Corporation is in existence, and except with the prior approval of the Board of Directors no director, officer, or committee member of the Corporation shall:

- A. Do any act in violation of the bylaws or a binding obligation of the Corporation.
- B. Do any act with the intention of harming the Corporation or any of its operations.
- C. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- D. Receive an improper personal benefit from the operation of the Corporation.
- E. Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- F. Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- G. Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- H. Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.
- I. Allow any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or individual.
- J. Cause or allow the Corporation to perform services for individual persons as a part of its primary activities.
- K. Cause or allow the Corporation to engage in regular business of a kind which is ordinarily carried on for profit.



ARTICLE V: OFFICERS

5.1 ELECTION AND TERM OF OFFICE

- A. Officers shall be chosen by the Board at their first meeting immediately following election to the Board.
- B. The President shall hold his or her office for a three-year term, renewable once, or until his or her prior death, resignation or removal. All other officers shall hold their Board office for a one-year term, renewable twice, or until his or her prior death, resignation or removal.

5.2 VACANCIES

- A. In the event of a vacancy of an officer, a member shall be elected by a majority vote of the Board to serve the balance of the term.

5.3 PRESIDENT

- A. The President shall be a member of the Board and shall lead the organization. The Board Members will determine who will call meetings, create committees and appoint chairpersons in accordance with the organization's purpose. The President shall preside at all ACLS functions unless he or she is unable to be present, in which case the President's designee shall preside.
- B. The President and one other officer designated by the Board shall have the power to execute legal documents and other obligations of the membership in the name of the corporation in accord with these Bylaws. The President shall perform all duties incident to the office and have such other duties and exercise such other authority as may be prescribed by the Board.
- C. In the absence of the President or in the event of the President's death, inability or refusal to act, or in the event it shall be impracticable for the President to act, the Board may appoint another Board Member to act for the President and perform the duties of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President.

5.4 SECRETARY

- A. The Secretary shall keep the minutes of the organization and shall keep such records as may be required by the organization. The Secretary shall see that such documents are posted on the ACLS website in a timely manner. The Secretary shall see that all notices are duly given in accordance with the provisions of this constitution and shall have such authority and shall perform such other duties as may be determined by the President.

5.5 TREASURER

- A. The Treasurer shall have custody of all money of the corporation and be



responsible for signing checks, maintaining accounts, and reporting to the Board and members, as required by these Bylaws or upon request, the financial condition of the organization, provided, however, that all disbursements of funds be in accord with policies established by the Board and in support of programs authorized by the Board. A financial report shall be prepared at least annually by the Treasurer.

- B. The Treasurer shall be responsible for having appropriate Federal and State tax returns and other required financial documents filed on a timely basis.

ARTICLE VI: OTHER INDIVIDUALS

6.1 OTHER INDIVIDUALS

- A. Other individuals shall consist of persons who are not members but wish to attend the meetings. Other individuals may consist of persons appointed to committees, ad hoc committees, and others interested in the goals of ACLS or the topic at hand.
- B. Visitor status shall be granted for attendance at a single business meeting with the prior permission of the President. Requests to attend meetings shall be made in writing to the President who shall approve them.

ARTICLE VII: AD HOC COMMITTEES

7.1 AUTHORITY

- A. Ad hoc committees may be formed as necessary at the discretion of the President or a majority vote of the Board Members.

7.2 MEMBERS

- A. The President shall appoint committee chairpersons for all Ad hoc committees. Committee chairpersons must be members of ACLS. Committee members will be appointed by the chairperson following consultation with the President. Committee members need not be ACLS members.

ARTICLE VIII: FISCAL YEAR

8.1 DEFINITION

- A. The fiscal year of the organization shall be the calendar year.



ARTICLE IX: SPECIAL ORGANIZATIONAL ACTS

9.1 BUDGET

- A. The Board Members shall adopt an annual budget covering all activities of the organization.

9.2 RECEIPTS AND DISTRIBUTIONS

- A. The Board Members shall be responsible for raising monies to fund the activities of the organization. The organization is authorized to accept grants and contributions.
- B. Directors who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of the improperly distributed assets, to the extent that debts, obligations, and liabilities of the Corporation are not thereafter paid and discharged. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities is also improper. Directors present at a board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the secretary before adjournment or mailed to the secretary by registered mail immediately after adjournment.

A director is not liable if, in voting for or assenting to a distribution, the director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or a committee of the Board of Directors of which the director is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the Corporation to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, directors are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation. Directors who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.



9.3 CONTRACTS

- A. Subject to the provisions of these Bylaws, the Board Members may authorize any officer(s) to enter into any contract or execute or deliver any instrument in the name of and on behalf of the organization and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the organization by the President or the Secretary or the Treasurer, as authorized by the Board.

9.4 CHECKS, DRAFTS, ETC.

- A. 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 the Treasurer or such officer(s) of the organization and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board Members.

9.5 FINANCIAL REVIEW

- A. The accounts of the organization shall be reviewed annually by a standing committee appointed for that purpose. The committee shall report the results of its review to the membership at the business meeting. The President of the organization shall appoint a non-Board Member to serve as the chairperson of this standing committee

9.6 DEPOSITS

- A. All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board Members.

9.7 ADOPTION OF THE BYLAWS

- A. Adoption of the Bylaws shall be by a simple majority vote of members voting at the Business Meeting at which it is presented.

9.8 AMENDMENTS

- A. The Bylaws may be amended, not inconsistent with the purpose of the Organization, by a vote of two-thirds of the membership voting at the Business Meeting. Proposals should be made in writing and submitted to the Board Members who will then distribute it to the membership at least 30 days prior to the Business Meeting.

9.9 DISSOLUTION

ACLS may be dissolved at any time by a majority vote of the Board and ratified by a majority vote of the membership. In the event that dissolution of the ACLS is proposed and considered by the Board, the membership shall be given a minimum



of thirty (30) days written notice of such proposed action and an opportunity to provide written comment and response to the Board concerning dissolution. Upon notice and comment or upon the expiration of the allotted time if no comment is received, the Board may vote upon dissolution of the ACLS. If ACLS is dissolved, the Board will first see that all bills and liabilities are paid in full and any remaining assets will be distributed among one or more not-for-profit organizations qualified under Section 501 (a) of the Internal Revenue Code that meet the stated requirements of the ACLS's Certificate of Incorporation and which have their purpose(s) in harmony with the purpose of the ACLS.

END OF BYLAWS

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of the Association of Consultants for Liturgical Space, Inc. (a Texas not-for-profit corporation), and that the above and foregoing Bylaws were adopted as the Bylaws of the Corporation as of October 30, 2020 by the Membership of this Corporation.

IN WITNESS WHEREOF, I have executed this Certificate as of _____.
(Date)

Shelley Kolman Smith, ACLS Secretary