

BY-LAWS OF THE MATT TALBOT RETREAT MOVEMENT, INC.

FOUNDED: MAY 24, 1943

INCORPORATED: SEPTEMBER 7, 1948

ORIGINAL BY-LAWS: NOVEMBER 26, 1956

REVISED BY-LAWS: NOVEMBER, 1986

AMENDED REVISED BY-LAWS: NOVEMBER, 1992

AMENDED REVISED BY-LAWS; NOVEMBER, 2007

AMENDED REVISED BY-LAWS; March, 2013

AMENDED REVISED BY-LAWS; March, 2016

ARTICLE I: NAME

The name of the corporation is:

THE MATT TALBOT RETREAT MOVEMENT, INC.

and shall be sometimes referred to in these by-laws as the Corporation.

ARTICLE II: PURPOSE AND PRAYER

2.1 The purpose of the Corporation is to promote among alcoholics the Layman's Retreat Movement, to assist said alcoholics in their spiritual rehabilitation, to aid and encourage the formation of groups for the same purpose under the name of THE MATT TALBOT RETREAT GROUP, to promote the name and good works of our patron, MATT TALBOT, and in every manner permissible, to further his beatification and eventual canonization in the Holy Roman Catholic Church, and to provide financial assistance to Group Members, for the purpose of defraying incidental expenses for medallions and literature in connection with making of a retreat.

2.2 The following prayer for the canonization of Matthew Talbot is adopted by the Corporation:

PRAYER FOR THE CANONIZATION OF MATTHEW TALBOT:

0 Lord, in your servant Matt Talbot you have given us a wonderful example of triumph over addiction, of devotion to duty, and of lifelong reverence for the Most Holy Sacrament. May his life of prayer and penance give us courage to take up our crosses and follow in the footsteps of Our Lord and Savior, Jesus Christ.

Father, if it be your will that your beloved servant should be glorified by your Church, make known by your heavenly favours the power he enjoys in your sight. We ask this through the same Jesus Christ, Our Lord. Amen.

ARTICLE III: MEMBERSHIP

3.1 The Matt Talbot Retreat Groups currently affiliated with the Corporation shall be member groups.

3.2 Any group of recovering alcoholics desiring to form a Matt Talbot Retreat Group shall be referred to the Secretary of the Corporation who shall provide such aid and assistance as is convenient. Upon completion of an Application of Affiliation (the form for which shall be prepared and maintained by the Secretary) and after sufficient investigation thereof, the Secretary shall recommend the acceptance or rejection of such application to the Board of Trustees. If the approval of the Board of Trustees is given, the Secretary shall assign a Matt Talbot Retreat Group number to the Chairperson Elect of the new group and, thereupon, such new group shall be a group member.

3.3 The Corporation shall be under no obligation to provide financial aid or assistance to any group member although it may, upon request and in the sole discretion of the Board of Trustees, make such aid available to one or more group members from time to time.

3.4 All individuals who are members of group members shall be individual members of the Corporation if such individual has made a Matt Talbot Retreat as a member of a group member. The name and medallion numbers of all individual members shall be registered with the Secretary of the Corporation by each group member.

3.5 The manufacture, engraving, issuance and control of the Medallion shall rest with the Corporation and the Corporation shall have the exclusive right to appoint, from time to time, the manufacturer of the Medallion and shall have the exclusive right, from time to time, to order production of Medallions. The Corporation shall retain, if possible the federal registration of the Medallion or its design as a federally protected trademark. Any use of the Medallion, in original or facsimile, other than as an item of personal adornment of the individual members, without the express written consent of the Corporation, is prohibited.

3.6 Honorary membership in the Corporation can be given to individuals who would not otherwise qualify for individual membership in the group member or in the Corporation when a group member so elects to honor such an individual. When a group member so honors an individual with honorary membership, the group member shall notify the Secretary of the Corporation who shall procure the honorary Medallion. An honorary member shall have no other rights or privileges.

ARTICLE IV: TRUSTEES

4.1 The property, affairs, activities, and concerns of the Corporation shall be vested in a Board of Trustees, consisting of fifteen (15) Trustees. The members of the Board shall upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. No person shall be elected or serve as a Trustee of the Corporation unless such person meets the following qualification:

- (a) Attendance at two or more Matt Talbot Retreats;
- (b) At least three continuous years of sobriety preceding his election;
- (c) Presence at the meeting at which he or she is nominated and elected; and
- (d) Membership in the Corporation as an individual member.

4.2 At the annual meeting of the Delegates next held at which these by-laws are adopted, there shall be an election by ballot for twenty-one (21) Trustees of the Corporation, seven (7) of whom shall be elected for a term of one (1) year, seven (7) for two years, and seven (7) for three (3) years. The number of the Board of Trustees was amended in March 2016, and will now consist of fifteen (15) Trustees of the Corporation. Nominations for Trustee shall be submitted to the Secretary in writing prior to the Annual Meeting and will not be taken from the floor. At each annual meeting of the Delegates thereafter, a number of Trustees equal to that of those whose terms have expired shall be elected for the term of three (3) years. At the expiration of any term of three (3) years, any Trustee may be reelected.

4.3 Regular meetings of the Board shall be held immediately succeeding the annual election in March. The President may, when he deems necessary, or the Secretary shall, at the request in writing of five (5) members of the Board, issue a call for a special meeting of the Board, and only five (5)

days' notice shall be required for such special meetings.

4.4 A simple majority of the current membership of the Board shall constitute a quorum for the transaction of business. In the absence of the President and Vice President the quorum present may choose a Chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten (10) days later.

4.5 Anyone or more of the Trustees may be removed either with or without cause(i.e. loss of sobriety or missing two consecutive Board meetings without contacting the Secretary or President), at any time by a vote of two-thirds (2/3) of the delegates present at any regular meeting of the Delegates or any special meeting of the Delegates called for that purpose.

4.6 If for any reason a Trustee is removed from the Board, the President shall have the option of appointing a replacement subject to a 2/3 majority vote of the Board members currently serving.

ARTICLE V: OFFICERS

5.1 The officers of the Corporation shall consist of a President, an Honorary President, a Vice President, a Secretary, a Recording Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer.

5.2 No person shall be elected an officer of the Corporation unless such person meets the following qualifications:

- (a) Attendance at two or more Matt Talbot Retreats;
- (b) At least three continuous years of sobriety next preceding his election;
- (c) Presence at the meeting at which he or she is nominated and elected; and
- (d) Membership in the Corporation as an individual member.

5.3 The Board of Trustees shall elect from the Board of Trustees all officers for a term of one (1) year. A majority of the quorum present shall be necessary to constitute an election. All officers shall serve at the pleasure of the Board of Trustees and may be removed from such office by such vote of the Board as would be necessary to elect them. Officers shall serve no more than a maximum of five (5) consecutive years in any one office.

5.4 The duties and powers of the officers of the Corporation shall be as follows:

- (a) **President.** The President shall preside at meetings of the Corporation, of the Board of Trustees and shall be a member ex officio, with the right to vote, of all committees. He shall also perform such other duties as are necessarily or traditionally incident to the office of the President.
- (b) **Vice President.** In case of the death or absence of the President, or of his inability from any cause to act, the Vice President shall perform the duties of the office.
- (c) **Secretary.** It shall be the duty of the Secretary to give notice of and attend all meetings of the Corporation and its several divisions and keep a record of their doings, and

maintain a separate hard copy of all Board and Annual Meeting minutes; to conduct all correspondence and to carry into execution all orders, votes and resolutions not otherwise committed; to promote new Matt Talbot Retreat Groups and to render such aid and assistance as convenient to groups applying for group membership to the Corporation; and to make all necessary and appropriate arrangements attended upon proper conduct of all meetings including the preparation of ballots.

- (d) **Assistant Secretary.** The Assistant Secretary shall assist the Secretary and serve as Secretary in the absence of the Secretary.
- (e) **Recording Secretary.** It shall be the duty of the Recording Secretary to attend and keep a record of the attendance and actions taken at all meetings of the Board of Trustees and Delegates and to distribute copies of the minutes of such meetings to all Trustees or member groups, as appropriate.
- (f) **Treasurer.** The Treasurer shall keep an account of all monies received and expended for the use of the Corporation and shall make disbursements in accordance with these by-laws. The Treasurer shall deposit all sums received in a bank, banks, savings and loan, or trust company approved by the Board of Trustees and make a report at the annual meeting or when called upon by the President. The funds, books and vouchers in the hands of the Treasurer shall, at all times, be under the supervision of the Board of Trustees and subject to its inspection and control. At the expiration of his term of office, the Treasurer shall deliver over to his successor all books, monies and other property or, in the absence of a treasurer-elect, to the President.
- (g) **Assistant Treasurer.** The Assistant Treasurer shall assist the Treasurer and serve as Treasurer in the absence of the Treasurer.

5.5 Honorary President. The Honorary President shall promote the spirit of the Matt Talbot Retreat Movement and to stand ready to advise and assist the President, the Board and the other officers of the Corporation. The Honorary President shall, in each term, be the person who served as President in the prior term.

5.6 Bond of Treasurer. The Treasurer and Assistant Treasurer shall, if required by the Board of Trustees, give to the Corporation such security for the faithful discharge of his duties as the Board may direct. The cost of such security, if any, shall be borne by the Corporation.

ARTICLE VI: COMMITTEES

6.1 The President may, at any time, appoint committees (including, but not limited to, an Executive Committee) on any subject.

6.2 A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any committee shall, by a majority vote of its entire membership, decide otherwise.

6.3 The various committees shall have the power to fill vacancies in their membership.

ARTICLE VII: MEETING AND DELEGATES

7.1 There shall be an annual meeting of all delegates in March of each year. The Secretary of the Corporation shall determine the time and place of such annual meeting and shall notify each group

member in writing as to the time and place of the annual meeting at least thirty (30) days prior to the date of such meeting.

7.2 A special meeting of all delegates may be called at any time by the President or by seven (7) members of the Board of Trustees upon twenty (2) days' written notice to the Secretary of the Corporation. Upon receipt of such written notice, the Secretary of the Corporation shall give written notice to each group member of the Corporation no less than ten (10) days prior to the time and date set for such meeting and shall establish a location for such meeting which shall be as close as possible to the location of the preceding annual meeting. A special meeting will also be called upon the joint application of fifteen percent (15%) of the group members. Such joint application shall be made in writing to the Secretary of the Corporation who shall thereupon proceed as if such special meeting had been called by the President of the Corporation. When a special meeting is called, the notice thereof given to the Secretary of the Corporation shall contain a concise statement of the business to be conducted at such special meeting and the Secretary of the Corporation shall include that statement of business to be conducted at the special meeting in the notice to be provided to the group members. In addition to the business so specifically noted, a vote may be taken at any special meeting to remove any Trustee in accordance with the other provisions of these by-laws.

7.3 Attendance at all meetings shall be by delegates to be selected by group members in accordance with their own rules and procedures. All delegates shall be individual members of the Corporation and shall not be then serving as a Trustee.

7.4 Each group member shall select two (2) delegates. Any question as to the proper credentials of any delegate, or any groups of delegates, shall be determined by a majority vote of the unchallenged delegates present at the meeting.

7.5 The presence of twenty-five member (25) groups shall be required as a quorum and shall be required to open any meeting. The continued presence of a quorum is not required to continue or conduct any business at a meeting once validly called and opened.

7.6 All actions shall be taken by affirmative vote *of* a majority *of* the votes cast by delegates. Each such delegate shall have one (1) vote.

7.7 The Recording Secretary shall count and record all votes taken at any meeting and record the same in the minutes.

7.8 The Secretary shall maintain a delegate register of each meeting in order to establish the number of delegates present and for purposes of confirmation of credentials. The Secretary may require each delegate to sign such register.

ARTICLE VIII: FINANCES

8.1 All monies received from any source whatsoever in the name of the Corporation shall be turned over to the Treasurer of the Corporation to be placed in the general funds of the Corporation and along with the expenses, assets and liabilities of the Corporation, shall be shown on an annual financial statement which shall be sent to each group member at least thirty (30) days prior to the date of the annual meeting.

8.2 No funds of the Corporation shall be disbursed without the signatures of any two of the President, Secretary or Treasurer.

8.3 No account may be opened in any institution in any manner other than by a majority vote of the Board of Trustees.

8.4 Except for distributions of funds in the ordinary course of financial administration for payment of invoices or bills submitted, any expenditure of funds of the Corporation, or investments, in any amount in excess of ONE THOUSAND DOLLARS (\$1,000.00) must be approved by the Board of Trustees following a majority vote to expend or invest such funds.

8.5 A written voucher shall be maintained by the Treasurer for each expenditure or investment by the Corporation. The Treasurer shall require that the officer requesting or suggesting the expenditure or investment sign such voucher.

8.6 The Treasurer shall maintain books of account for the Corporation on the basis of a fiscal year ending August 31st. Copies of all such financial statements shall be supplied to all of the officers and Trustees of the Corporation at least thirty (30) days prior to the annual meeting. Copies of all such financial statements shall be made available to all of the delegates at any meeting and to any group member at any time upon request.

ARTICLE IX: TAX COMPLIANCE PROVISIONS

9.1 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers 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 of the Corporation set forth in its certificate of incorporation. 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 provision of these by-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law; or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law.

9.2 Upon the dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation, all of the assets of the Corporation shall be disposed of exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954: as amended, with a corresponding provision of any future United States Internal Revenue Law, as the delegates shall determine. Any such assets not so disposed of shall be disposed of by the Chancery Division of the Superior Court of the State of New Jersey of the county in which the registered office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X: AMENDMENTS TO BY-LAWS

10.1 These by-laws may be amended only by a two-thirds (2/3) majority vote of the delegates present at the annual meeting, or a duly called special meeting of delegates; provided notice of the purport of the proposed amendments has been stated in the notice for such meeting. Proposed amendments shall be submitted in writing to the Secretary at least sixty (60) days before the date of such annual or special meeting.