



ORGANIZING ARTICLES
CONSTITUTION AND BY-LAWS
ANCIENT ORDER OF HIBERNIANS
DENIS KELLY DIVISION #1
DELAWARE COUNTY, PENNSYLVANIA
ORGANIZED AND CHARTERED
OCTOBER 9, 2002



CONSTITUTION AND ARTICLES OF ORGANIZATION

PREAMBLE AND BACKGROUND

The Ancient Order of Hibernians in America is a Catholic, Irish-American Fraternal Organization founded in New York City in 1836. The Order can trace its roots back to a parent organization, of the same name, which had existed in Ireland for over 30 years. However, while the organizations share a common thread, the North American A.O.H. is a separate and much larger organization. The Board of Erin and the Board of American cooperate on projects and had a joint Board meeting in Dundalk, Ireland in 1995.

The Order evolved from a society formed in 1565, in Ireland, to protect the priests, who risked immediate death, to keep the Catholic Faith alive, in occupied Ireland, during the reign of England's King Henry VIII. In 1697, when England implemented its dreaded Penal Laws in Ireland, secret societies were formed across Ireland to aid and comfort the clergy and the people by whatever means available. Similarly, the Ancient Order of Hibernians in America was founded May 4, 1836 at New York's St. James Church, to protect the clergy, and church property from the "Know Nothings" and their followers. Later the vast influx of Irish immigrants fleeing The Great Hunger, An Gorta Mor, in Ireland, in the late 1840's prompted a growth of various social societies in the United States, to aid these refugees, the larges of which was, and continues to be, the Ancient Order of Hibernians.

CONSTITUTION & CONFORMANCE

The membership of this society shall be charted as "The Ancient Order of Hibernians in American: Dennis Kelly Division Number 1, Delaware County, Pennsylvania". It shall also be knows as "Dennis Kelly AOH Division 1". A Domestic Fraternal Organization operating under the Lodge system.

The membership of the Dennis Kelly, AOH Division 1, shall associate solely for the purpose of promoting CHARITY, to further the CATHOLIC FAITH, and to EDUCATE the community on the practices and customs of the Irish people.

To foster relief to the poor, distressed and under privileged of our community through acts of charity;

To foster the ideals and perpetuate the history and traditions of the Irish people;

To promote Irish culture through education of the community on Irish customs and topics;

The division and its officers are expressly not empowered to engage in activities other than those described herein or any activities that do not fall under the approved actions and activities as described in Section 501(c) (3) of the Internal Revenue Code.

All officers and trustees as established by the bylaws are to receive no compensation whatsoever, direct or indirect including any life, sick or accident or disability benefits to officers

or any members of the division whatsoever. No business controlled by any officer or trustee shall be contracted or employed by the society for the purposes of doing business for compensation of any kind.

No part of the net earnings of the society shall insure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation to independent unaffiliated third parties for services rendered and to make payments and distributions to further and promote the purposes set forth in this Constitution. No substantial part of the activities of the society shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The society shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

If the division must ever dissolve for any reason, all remaining assets are to be turned over to an approved charity as defined under section 501(c) 3 of the Internal Revenue Code. All organizational assets are to be permanently dedicated to exempt purposes and activities.

In witness whereof, we have hereunto subscribed our names this 8th day of September, 2010.

Joseph Roan
President

Jay Burke
Recording Secretary

Kevin Kane
Vice President

Harry Quinn
Financial Secretary

Chuck Harrington
Treasurer

**BYLAWS OF THE DENNIS KELLY DIVISION #1 ANCIENT ORDER OF
HIBERNAINS DELEWARE COUNTY PENNSYLVANIA**

ARTICLE I

All candidates for membership must be at least twenty-one (21) YEARS OF AGE. Catholic and of some Irish descent.

All applicants for membership must be voted on by the division. Immediately after approval, any candidate for membership will be admitted to the meeting, escorted by the Marshall. Full dues must be paid by the new member at that time.

ARTICLE II

All members shall pay dues as established annually by the officers and trustees.

Any member unable to meet his financial obligations, due to hardship, should contact any Division officer. This information will be held in the utmost confidence.

Members admitted into the Division after the January meeting of any year will be assessed dues based on the number of months remaining in the year or a minimum fee, whichever is greater.

ARTICLE III

A member after three months in arrears shall be notified of his deficit by the Financial Secretary. That member shall not be admitted to any business meeting unless his dues are current. All monies for dues shall be paid to the Financial Secretary directly.

A member will receive a suspension notice signed by the Financial Secretary if, after one month from the initial notification, no attempt has been made by said member to bring his account current. Said suspension notice shall be in effect until the December meeting. At that point, the member will be dropped from the Division roster.

Members once dropped from the roster must complete the proper re-application form as supplied by the national secretary. Upon completion, that applicant's information will be read at a regularly scheduled business meeting.

ARTICLE IV

The general membership meeting shall begin at 7:30 PM on the second Wednesday each month, or as so designated by the Division President. Officers' and trustees' meetings will be held on the Fourth Wednesday of every month at 7:30 PM or as so designated by the Division President.

All members will be notified, in advance, by e-mail of upcoming meetings. Candidates for membership and newly admitted members who have not been sworn in must be on hand by 7:00 PM.

Official Division meetings will run from September through June. Unofficial meetings may be called for in July and August at the discretion of the Division president.

ARTICLE V

All meetings shall be held at the Cheese Club on Darby Road in Havertown, Delaware County, Pennsylvania, unless otherwise noted in advance to the brethren.

ARTICLE VI

Twelve members shall constitute a quorum for transacting Division business. A quorum at all officers' meetings shall consist of at least seven authorized board members. Board members are namely the elected officers and trustees, and where necessary, the immediate past president. Board members are expected to be present for at least 70% of all regular Division and Board meetings.

ARTICLE VII

All members must be present for at least four regularly scheduled business meetings. Allowances will be made for excused absences and work commitments.

Officers and trustees should be on hand at all meetings. However, more than three absences in any 12 month period from regularly scheduled business meetings will subject that officer or trustee to removal from office.

ARTICLE VIII

At all meetings, members shall conduct themselves in a manner consistent with the purpose of this organization and treat their fellow brothers with respect and dignity. The rules of procedure shall be utilized in to insure an orderly conduct of business:

A) The President shall prepare and hand out to all attendees an agenda of the business of the division to be addressed at the meeting.

B) The agenda of each meeting shall include 1) a report by the Treasurer as to the current financial status of the division; 2) review of the minutes of the previous meeting; 3) declaration of resolutions adopted by the Board of Trustees; 4) all such other business of the division which, at the President's discretion, shall be brought before the membership.

ARTICLE IX

An accusation leveled against a member of the Division shall be brought forth in writing signed by the complainant, to the Division President. The president shall appoint a tribunal of no more than five members who will hear all testimonies by both parties and who will rule impartially on any and all matters as brought before them and whose decisions will be binding. No member involved in a complaint shall be a member of the tribunal hearing said complaint.

ARTICLE X

The offices of the Division to be filled by election shall be those of President, Vice President, Financial Secretary, Treasurer, Recording Secretary and six seats on the Board of Trustees. No member shall hold more than one office at any time.

Positions to be filled by appointment of the President shall be those of Sentinel, Marshall, Committee Chair, Historian, Judge of Elections.

No officer, trustee or appointee shall be eligible to serve unless and until their dues have been paid in full, and their AOH degree must be completed before election or shortly thereafter.

ARTICLE XI

The management and operation of the division shall be the sole province of the duly elected Board of Trustees to which it is entrusted. The Board of Trustees shall act at all times in the best interest of the division and in accordance with the strict guidelines established in the constitution.

The Board of Trustees shall be comprised of eleven members, who shall be the duly elected officers. In the event of an even board vote on any issue The President's vote breaks all ties. The duly elected officers and trustees comprising the board shall serve at the pleasure of the general membership for a period of one year and shall receive no monetary compensation. All elected positions are to be occupied by no more than 2 consecutive years, unless no other degreed candidate, current in their dues, elects to run for that office. The exceptions to this rule are the positions of Financial Secretary and Treasurer, where continuity is vital, and longer transition periods to new brethren in these positions would be needed. It is recommended that these positions be held for between 4-6 years and turned over gradually over a period of a year or two.

ARTICLE XII

Nominations for division officers and trustees shall be solicited and received prior to the September general meeting.

Any member who is in possession of a current membership card and who has met his Division obligations, including having received his degree, is entitled to be nominated, or self nominate for office. All such members are encouraged to run for Division office. The "Board" is expected to keep a minimum rotation of 3 new board members per year with no more than a 2 year stay for each member on the board. Exception to this rule if no qualified candidate, as described above, presents himself for candidacy. Re-election to the board or any elected position after at least a 1 year period from prior service is acceptable, but deference should be shown to worthy and qualified candidates who have never served.

Nominations will be taken and announced at the September General Meeting for the following offices: President, Vice President, Financial Secretary, Treasurer, Recording Secretary, Trustees (no more than six).

Elections for Division offices will be held at the October general meeting. The term for all offices shall be one year running from November 1st to October 30th.

The President shall timely appoint a Judge of Elections to oversee the nomination and election process.

Each member in good standing, current on dues, and in attendance at the October general meeting shall be entitled to cast one ballot.

In the case of death, resignation, disability or removal from office of any other officer or trustee, the President shall appoint to fill any such vacancy.

The term of office of all such appointees shall be the completion of the current term.

The Vice President shall succeed and serve out the current term of the President in the case of the duly elected President being unable to serve.

All positions are to serve a term not to exceed a 2 year period, except in the case where no members in good standing have expressed a desire to run for that office after Division has been fully notified of the pending vacancy and a request for nominations has been sent and gone unanswered.

ARTICLE XIII

A portion of all proceeds from fundraising events will be dedicated to the Division's Permanent Fund. The percentage must fall within 25% - 75% of net proceeds received from said event, with the percentage driven by the cash flow needs of the Division at that time. The remainder of net proceeds is to be deposited to the general checkbook for the Division's use. The "Permanent Fund" is to be kept separate and segregated from all other Division assets in a separate account and is to be handled according to the Division's Investment Policy Statement dated April 3rd, 2007, which is to be considered an approved appendix to these bylaws and must be strictly adhered to. At the Board's discretion, in any year where the Permanent Fund exceeds a balance of \$50,000 (to be indexed for inflation from 2007), the Division may take income from the fund to help fund worthwhile projects. "Income" in any given year is limited to the greater of 1) one-half of the previous year's "profit" in the account or 2) four percent of the previous year end balance. "Profit" shall be measured as the calendar year end fund balance, less the beginning of that year's fund balance, and less any contributions throughout that year. The only exception to this limit is if principal from the Permanent Fund is being used to secure a Division clubhouse, which must be approved by the same method employed for changes to the bylaws as set forth below.

Any and all proposed changes to these bylaws, Constitution or the Investment Policy Statement must be presented in writing to the Division President who will share the written proposed changes with all elected officers and trustees. A period of no less than 1 week must elapse between the delivery of said written changes to all board members and the subsequent board vote. If the changes are successfully approved by a majority of all elected officers (not just officers present at a board/division or special meeting) the changes then go to the Division members for approval. Any and all proposed changes to these bylaws, Constitution or

Investment Policy Statement must be communicated in writing to the entire Division Membership at least 1 month before a vote is to take place on said changes. A Division membership vote on Constitution, Bylaw and Investment Policy Statement changes, after being properly advertised as noted above, may only take place during a regularly scheduled Division meeting. Only members eligible to cast votes for officer elections (as set forth in Article XII) are permitted to vote. A 2/3 majority of members present must vote in the affirmative for any eligible motion to carry. Any Division member wishing to speak for or against the motion must be given ample opportunity to speak at the meeting. No changes that would interfere or conflict with the our status as a 501(c)10 Tax Exempt Organization or the Laws of the Commonwealth of Pennsylvania may be passed at any time regardless of any vote.

At any time, any Division member in good standing may request to see all division finances, including checkbook registers, Permanent Fund investments, bank statements, balance sheets, IRS filings and all other financial documents and instruments. The financial Secretary and Treasurer will make such statements available to the requesting eligible member in a timely fashion but no later than the next regularly scheduled Division meeting.

ARTICLE XIV

The Division Elected Officers shall appoint a Charity committee of five members which shall be comprised of no more than 3 Board members and no less than 2 non-board Division members in good standing. All charity donation requests must be first submitted to the charity committee which will, in turn, review the request for conformity with our stated mission, perform any appropriate due diligence and review for compliance with all applicable tax laws regarding our tax exemption status. Upon receiving a majority vote of duly appointed charity committee members, the request, carrying the recommendation of the charity committee, must then be voted on by the full board, and upon a majority vote of the board, the motion is to be presented at a regularly scheduled division meeting and must receive a majority yes vote to pass. All charity disbursements are subject to a 5% “soft cap” test. All donations should be no more than 5% of the outstanding balance of the Division’s general checkbook fund balance (not permanent fund monies). The exception to this rule is to charitably assist a worthy and distressed brother member of the Division or a significant national cause such as was the 9/11 relief fund. Even if it is deemed acceptable to violate the 5% rule, no charitable disbursement shall ever violate 25% of the Division’s general fund checkbook net balance.

In witness whereof, we have hereunto subscribed our names this 9th day of October, 2002.

Joseph Roan
President

Gerard McConnell
Recording Secretary

Kevin Kane
Vice President

Harry Quinn
Treasurer

**Ancient Order of Hibernians Dennis Kelly Division#1 Delaware
County, PA Investment Policy Statement**

Dated 4.3.07

This policy is designed to limit contribution and withdraw transactions to and from the Permanent fund. It is also designed to limit the investment choices and overall allocation to avoid investments which are unsuitable to make with organization monies, and to avoid an investment imbalance in any particular sector, asset class or style. All assets, securities or notes must be held in brokerage accounts with full SIPC protection or in bank accounts with FDIC protection at all times.

The permanent fund is designed to receive percentages of fund raising activities held by the division. The percentages for each event will change based on the current needs of the division and the purpose of that particular event. The permanent nature of the fund requires certain withdraw restrictions and guidelines. The division is entitled to remove "income", where said "income" is defined as 1) one-half of the previous year's "profit" in the account or 2) four percent of the previous year end balance. "Profit" shall only be measured as the calendar year end fund balance, less the beginning of that year's fund balance, and less any contributions throughout that year. The division may not "borrow" against anticipated income.

All income that the division elects to take must be removed by April 15th of the year following the calendar year that the income came into the account (i.e. any income paid in 2007 that the Division wishes to withdraw, must be withdrawn by 4/15/08). All assets existing in the account as of close of business on April 15th of each year revert to "permanent" status and become principal. The division is permitted and encouraged to take less than the maximum permitted income amount allowing the unused income to become part of the permanent fund principal and helping the fund, and future income streams, to grow.

This Investment Policy Statement and the treatment of the permanent fund may not be altered in any way without a pre-announced vote carrying 2/3 approval taken at a regular meeting. A vote on such a change, after board approval, must be communicated to all members in writing (letter or email) at least 30 days before the regularly schedule meeting (no special meeting, or moved-date meeting). This restrictive vote is only required for actual changes to this policy statement, not normal transactions or contributions and withdraws, restrictions on which are covered below.

Asset Allocation Guidelines:

Upon reaching a balance of \$15,000 the following maximum and minimum levels by asset class shall govern the investments of the permanent funds:

<u>Asset Class</u>	<u>Permissible Range</u>
Equities	35% - 70%
Fixed Income	20% - 60%
Cash Equivalents	0% - 10%

The Division Board, in conjunction with any appointed or elected trustees and advisors to the division are expected to review the accounts and to make recommendations for adjustments, if necessary, on a regular basis, which will conform to the Division's particular needs and this investment policy statement. All those charged with making investment recommendations will be held to the widely established "Prudent Man Rule" for governing organizational assets. Any and all changes, new investments, sells, or switches that are to occur, after board approval, will be presented and voted on at a regular monthly meeting before the transaction is to take place (no pre-announcement required) except in case of fiduciary emergency, in which case a verbal approval must be obtained from a majority of the elected officers and reported back to the division at the earliest possible event.

"Fiduciary emergency" would include a grave cash need for the division, or a particular investment transaction that must be made to prevent serious financial hardship for the fund and the division.

The following guidelines have been established to reduce overall risk and limit exposure of the accounts to any one investment and any one type of investment:

Investments may be comprised of the following:

- Obligations of the US Treasury and US Government Agencies
- Bonds issued by United States Corporations rated no lower than A- by Standard & Poor's at the time of issue or at any point of ownership.
- Insured Certificates of Deposit in denominations where the principal plus all accumulated interest will never exceed FDIC insurance limits per bank for the life of the CD.
- Money Market instruments holding a rating of A or higher by Standard & Poor's.
- Public Mutual funds regulated under the Investment Company Act of 1940 consisting of any of the forgoing or consisting of Stocks.

Restrictions on Investments. The following categories in investments are not acceptable:

- Short sales
- Original public issues
- Futures
- Options
- Margin purchases or borrowing of monies or securities
- Commodities
- Individual mortgages
- Derivatives
- Venture capital offerings
- Art and antiques
- Loans to individuals
- Investments in non public companies

Bonds and corporate and commercial paper will be rated no lower than A- by Standard & Poor's at time of purchase or any time it is owned by the organization. Bond maturities or average lives should not exceed 15 years and should be staggered so that no more than 50% of all bond

holdings mature in any one year. Individual corporate bonds from issuers where a member of the Division is an officer, director or controlling individual are prohibited from purchase, to prevent conflicts of interest. Individual Stock holding may never comprise more than 10% of the Permanent fund at the time of purchase, or 15% at any time of ownership. All securities owned must be publicly traded on a recognized exchange or with regular quotes available. No private party transactions of any kind are permitted.

Domestic and international equity mutual funds regulated by the Investment Company Act of 1940 may be utilized. There shall be no excessive concentration in any one-industry group. Excessive concentration shall be defined as 25% or more of the total value of the individual account. Mutual Funds consisting of permissible investments as detailed herein may be utilized. Hedge funds are expressly forbidden under all circumstances until the permanent fund passes \$1,000,000 in value, and at that time are to be expressly used to lower volatility for the portfolio rather than seek additional yield or returns.

At any time, any Division member in good standing may request to see all division finances, including checkbook registers, Permanent Fund investments bank statements, balance sheets, IRS filings and all other financial documents and instruments. The financial Secretary and Treasurer will make such statements available to the requesting eligible member in a timely fashion but no later than the next regularly scheduled Division meeting.