



GOVERNANCE OVERVIEW

Organizational Structure of the Association

Albany Association of the Ladies of Charity, Inc.

A New York Not-for-Profit Corporation

Rights, roles, and authority of Members, Directors, Officers, and Committees as set out in the Bylaws

GOVERNANCE

Organizational Chart

Voting Members

Active Members + Spiritual Advisor + Vincentian Spiritual Moderator

Board of Directors

3–7 directors • two-year terms • majority of Entire Board

Officers

President • Vice President • Recording Secretary • Corresponding Secretary • Treasurer
Elected by the Board

Executive Committee

At least three directors, appointed by the Entire Board
Acts between meetings

Standing & Special Committees

Chairs appointed by the President with Board approval
Authority granted by resolution

The President presides at all meetings and serves ex-officio on every committee.

HOW AUTHORITY FLOWS

Governance at a Glance

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VOTING MEMBERS

Elect directors at the Spring Membership Meeting; may amend the bylaws

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BOARD OF DIRECTORS

3–7 directors manage the affairs and property of the Corporation; may amend the bylaws

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OFFICERS

President, Vice President, Recording & Corresponding Secretaries, Treasurer

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COMMITTEES

Executive, Standing, and Special Committees carry out the ministries

MEMBERS

Classes of Membership

VOTING MEMBERS

Active Members

Catholic women, and others of any faith tradition who share the same concern for people who are poor and vulnerable and join the spiritual mission. They commit to corporal and spiritual works of mercy, pay yearly dues, and pray for the work of the Corporation.

Spiritual Advisor & Moderator

The Spiritual Advisor is a priest appointed by the Ordinary of the Diocese of Albany. The Moderator is a Daughter of Charity or a lay person who has completed LCUSA training. Both serve ex-officio and pay no dues.

Junior Members (Non-Voting Members)

Middle school and high school girls who join a chapter of Junior Ladies of Charity. They engage in spiritual and corporal works of mercy under the auspices of the Ladies of Charity and pay no annual dues.

MEMBERS

Member Rights, Dues, and Meetings

Rights and Authority

- Elect directors by majority vote at the Spring Membership Meeting
- Amend, adopt, or repeal bylaws by majority of votes cast
- Two-thirds vote required to change quorum or voting thresholds
- Only Board-recommended candidates are eligible for election as Director

Dues and Standing

- Annual dues set by the Board under AIC/LCUSA guidelines
- No member is excluded or dropped for inability to pay
- Two consecutive unpaid years is a voluntary termination
- Membership is reinstated on payment of current-year dues

Meetings and Notice

- Spring Membership Meeting: elects directors, installs officers
- Held before the annual Installation Mass and Dinner
- Special meetings called by the President
- Notice 10–50 days ahead by mail, fax, or email; 30–60 days by other mail

DIRECTORS

The Board of Directors

The affairs and property of the Corporation are managed by or under the direction of the Board, subject to law, the Certificate of Incorporation, and the Bylaws.

Composition

- At least three and no more than seven directors
- Size changed only by majority vote of the Entire Board
- No decrease shortens a sitting director's term
- Each director must be at least 18 years of age

Election and Term

- Candidates must first be recommended by the Board
- Elected by majority of Voting Members present at the Spring Meeting
- Two-year terms
- New seats and vacancies filled under NY Not-for-Profit Corporation Law

Service Without Pay

Directors receive no compensation for service in their capacity as directors. They may be reimbursed for reasonable expenses incurred in performing their duties to the Corporation.

DIRECTORS

How the Board Acts

Meetings

The Board meets monthly, with annual and regular meetings at times and places it fixes. Special meetings may be called at any time by the President.

Quorum

A majority of the Entire Board must be present. Without a quorum, those present may adjourn to another time, with notice to any director who was absent.

Voting

Unless statute or the bylaws provide otherwise, the act of the Board is the vote of a majority of directors present when a quorum exists.

Oversight Duties

The Entire Board reviews the annual IRS and NY Attorney General Charities Bureau filings, and a two-thirds vote governs distribution of assets on dissolution.

OFFICERS

Officers of the Corporation

The Offices

At minimum a President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. The Board may add other officers, assistant officers, and agents. Any two offices may be held by one person, except President and Recording Secretary.

Election and Appointment

The Board holds exclusive power to elect and appoint officers, by majority vote of the Entire Board. The Board may authorize the President to appoint other officers, subject to Board approval. An officer need not be a director.

Term and Vacancies

Officers serve two-year terms and until a successor is elected and qualified. Vacancies are filled by the Board; a vacant presidency is completed by the Vice President.

Accountability and Protection

All officers are subject to the supervision and direction of the Board. The Corporation may indemnify directors and officers to the fullest extent permitted by law, and may maintain insurance for that purpose.

OFFICERS

Duties of Each Officer

President

Presides at all Member and Board meetings; ex-officio member of every committee; appoints Standing and Special Committee chairs with Board approval; manages and supervises the Corporation, keeps the Board informed, signs authorized contracts and may sign checks.

Vice President

Assists the President, assumes her duties in her absence, and completes the unexpired term if the presidency becomes vacant.

Recording Secretary

Records and keeps the minutes of all Board meetings and ensures notices and reports are given and served as law and the bylaws require.

Corresponding Secretary

Conducts the general correspondence of the Corporation.

Treasurer

Holds custody of all funds and securities, keeps full and accurate accounts, opens the books to any director on request, and reports the financial condition at the annual Board meeting.

COMMITTEES

Committees and Their Authority

Executive Committee

At least three directors, appointed by a majority of the Entire Board. It has power to transact emergency business and to act in the interim between meetings of the Corporation and the Board.

Special Committees

Appointed by the President with Board approval, by resolution adopted by a majority of the Entire Board. Each committee holds only the authority the Board grants by resolution.

Limits on Delegated Power

No Standing or Special Committee may act on matters the New York Not-for-Profit Corporation Law reserves solely to the Board or the Members, or prohibits to committees.

Records and Reporting

Every chairperson keeps a current file of activities, responsibilities, membership, and the Bylaws, and submits a written annual report to the Board. All records are Corporation property and pass to each successor.

COMMITTEES

The Standing Committees

Governance and communications

Finance Reviews the Treasurer's reports, advises on extraordinary spending, fundraising, and donations, and develops the annual budget. Seats: President, Vice President, Treasurer, immediate Past President, two members at large.

Membership Recruits and receives applications, runs the Installation of New Members, collects all dues, and maintains the membership list.

Public Policy / Legislation Informs members on policy and legislation relevant to the AIC/LCUSA mission and organizes action.

Newsletter, Publicity, Website, Historian Publish at least three newsletters a year, handle publicity and AIC/LCUSA submissions, maintain the website, and keep the archives.

Hospitality & Spirituality Coordinate the Installation Dinner, Fall Meeting Dinner, and refreshments; plan liturgies and the Day of Reflection with the Spiritual Advisor and Moderator.

Ministries and outreach

Coats for the Community Holds an annual fall event distributing donated coats and winter items free of charge.

Soup Kitchen Assists Catholic Charities volunteers in preparing and serving meals two days a week to community members in the Upper Arbor Hill/West Hill sections of the City of Albany, NY.

Giving Room Stores and distributes hygiene items and clothing for people experiencing homelessness.

Mary's Corner Runs operations, inventory, volunteers, and records for Mary's Corner.

St. Colman's Kids & Giving Tree Coordinate Christmas gifts for St. Colman's residents and parish donation drives across the Capital District.

Junior LOC Advisors & Daughters of Charity Coordinator Support JLOC chapters and joint projects, and plan Saturdays with the Sisters.

A Structure in Service of the Mission

Members, Directors, Officers, and Committees each hold distinct authority under the Bylaws, together providing Vincentian leadership to women acting against all forms of poverty.

Albany Association of the Ladies of Charity, Inc. • Bylaws effective 2026

