

APPENDIX 1–A

ARTICLES OF INCORPORATION

Article 1. The name of the corporation (which is hereinafter referred to as the "Corporation" is: Federation of Diocesan Liturgical Commissions (FDLC).

Article 2. The duration of the Corporation shall be perpetual.

Article 3. The Corporation shall not be authorized to issue capital stock.

Article 4 The purposes for which the Corporation is formed are:

4—Section 1. General. The Corporation is organized and shall be operated exclusively for religious, scientific, charitable, literary and educational purposes. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now and hereafter conferred upon charitable, educational and religious, non-stock associations in the District of Columbia.

4—Section 2. Specific. The purpose of the Corporation shall be to promote the liturgy as the heart of Christian life, especially in the parish community. As a pastoral, "locally-based," and professional organization, the FDLC shall be committed to assist the Catholic Church in the United States of America, its hierarchy, the local churches, and the individual bishops in their responsibilities of providing positive leadership in liturgical celebration, education and development. It shall be the task of the Corporation:

4—Section 2a To foster and coordinate the work of diocesan liturgy personnel as they respond to the needs and utilize the resources of their people;

4—Section 2b To commission, gather, and dispense informational materials which will aid diocesan liturgy personnel in carrying out educational and promotional programs for their people.

4—Section 2c To cooperate with the Bishops' Committee on the Liturgy (BCL) and its Secretariat, and the local host diocese, in conducting the National Meetings of Diocesan Liturgical Commissions.

4—Section 2d To serve the BCL in an advisory and supportive capacity, especially on matters to be proposed to the National Conference of Catholic Bishops (NCCB).

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- 4—Section 2e** To bring the insights arising from pastoral experience to the attention of the BCL.
- 4—Section 2f** To encourage, promote, and facilitate the legitimate adaptation of liturgical rites and ceremonies in the light of experiences in the United States of America as envisioned by the Constitution on the Sacred Liturgy (cf. paragraph 39 ff.), subsequent post-conciliar documentation, and the *praenotanda* of the official books.
- 4—Section 2g** To be a medium through which diocesan liturgy personnel may contribute responsibly and effectively to articulating the voice of the clergy, religious, and laity in the development of liturgy.
- 4—Section 3** In order to accomplish its goals of pastorally effective liturgy, the FDLC recognizes its need:
- 4—Section 3a** To solicit the help of and offer assistance to the academic community and professional organizations engaged in, or dealing with, liturgical studies and allied sciences.
- 4—Section 3b** To seek out and cooperate with other churches and communities on projects of mutual interest and/or benefit.
- 4—Section 3c** To make available the FDLC's own pastoral insights as derived from the experiences of the body and the people whom the members seek to serve.

The foregoing enumeration of the purposes, objects, and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purpose, object or business in any manner to limit or restrict the generality of any other purpose, object, or business mentioned, or to limit or restrict any of the powers of the Corporation, and the said Corporation shall have, enjoy, and exercise all the powers and rights now or hereafter conferred by statute upon corporations of a similar character, it being the intention that the purposes, objects, and powers specified in each of the paragraphs of this Article of the Constitution (Articles of Incorporation), shall, except as otherwise expressly provided, in nowise be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this or any other Article of the Constitution (Articles of Incorporation), or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or do any act which a corporation formed under the laws of the

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jurisdiction above referred to may not at the time lawfully carry on or do.

Article 5 The regular membership of the Corporation shall be comprised of each diocesan liturgical commission, diocesan liturgy office or comparable diocesan structure of each diocese in the USA. There shall be other categories of members as the FDLC Board of Directors shall see fit. Each regular member is entitled to two (2) votes unless the diocese wishes to withdraw, as set forth in the Bylaws.

Article 6 The number of Directors constituting the initial Board of Directors of the Corporation is twenty-four (24) consisting of persons from each of the twelve (12) regions designated by the Bylaws.

Article 7 The post office address of the principal office in the District of Columbia is 401 Michigan Avenue, N.E., Washington, D.C. 20017, and the name and address of the initial registered agent is Rev. Ray Kemp, a resident of the District of Columbia, and a citizen thereof.

Article 8 The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors:

8—Section 1 No part of the income or principal of the corporation shall inure to the benefit of or be distributed to any director or officer of this Corporation or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make reasonable payments and distributions in furtherance of the aforementioned purposes of the Corporation. In accordance with the existing laws of the United States Government, the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office by publishing or distributing statements, or in any other way. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

8—Section 2 If and so long as the Corporation is a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, the Corporation:

8—Section 2a Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal

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Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;

- 8—Section 2b** Shall not engage in any act or self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;
- 8—Section 2c** Shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;
- 8—Section 2d** Shall not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws; and
- 8—Section 2e** Shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- 8—Section 3** A statement as to the manner in which directors and members shall be elected or appointed shall be set forth in the Bylaws of the Corporation.
- 8—Section 4** Provisions of the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation, are as follows:
- Although the period of duration of this Corporation is perpetual, if for any reason the Corporation is to be dissolved, the Board of Directors, after paying or making provisions for the payment of all liabilities of the Corporation, shall dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary and educational 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 or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the United States District Court exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- 8—Section 5** Any director or member individually, or any firm of which any director or member may be a member, or any corporation or association in which any director or member may be an officer or director or in which any director or member may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and (a) in the absence of fraud no contract or other transaction shall be

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thereby affected or invalidated; provided, that in case director or member, or a firm of which a director or member is a member, is so interested, such fact shall be disclosed or shall have been known to the Board of Directors and the Board of Directors authorizes, approves or ratifies said contract or transaction by the affirmative vote of a majority of disinterested directors and/or members even though the disinterested directors and members constitute less than a quorum, or (b) the contract or transaction is fair and reasonable to the Corporation, with the interested director or member having the burden of proof.

- 8—Section 6** Any director or member of the Corporation who is also a director or officer or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors or members of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or association or not so interested or a member of a firm so interested.
- 8—Section 7** Any matters required to be voted upon by the directors or members of the Corporation, including but not limited to amendment of these Articles of Incorporation or the Bylaws, shall require a majority of the votes of the directors and/or members, unless the Bylaws otherwise provide.
- 8—Section 8** Unless the Bylaws otherwise provide, any officer or employee of the Corporation may be removed at any time with or without cause by the Directors or by any committee or superior officer upon whom such power of removal may be conferred by the Bylaws or by the authority of the Board of Directors.