

SAINT THOMAS MORE SOCIETY BY-LAWS

ARTICLE I

Ecclesiastical Authority

Section 1. The St. Thomas More Society of Central Pennsylvania is established as an unincorporated association affiliated with the Roman Catholic Diocese of Harrisburg. The Society recognizes the ecclesiastical authority of the Bishop of the Diocese of Harrisburg.

ARTICLE II

Purposes

The objects and purposes of the Society shall be:

- (1) To promote the spiritual and intellectual welfare of its members;
- (2) To promote the study of and to apply Christian principles to modern problems, especially insofar as they are connected in any way with the law;
- (3) To promote the study of and to apply the principles of the Catholic Church relating to moral and legal problems encountered in the practice of the law;
- (4) To promote and foster high ethical principles generally in the legal profession, the judicial profession and in those who hold public office and, in particular, in the community of Catholic lawyers, judges, public office holders, paralegals and legal assistants as exemplified by the life of St. Thomas More;
- (5) To promote the study of Canon Law by Catholic lawyers;
- (6) To provide assistance to all interested persons, including but not limited to members of the clergy, and recommendations on moral problems confronting the practicing lawyer and on matters of state and national legislation;
- (7) To acquaint its members, law students, and the public about the life, writings, and ideals of St. Thomas More;

(8) To be a source of fellowship for its members and other lawyers, judges, public office holders, paralegals and legal assistants in the Diocese;

(9) To encourage interfaith understanding and brotherhood among peoples of all faiths who are interested in justice, particularly among those who are lawyers, judges, public office holders, paralegals and legal assistants;

(10) To annually sponsor the Red Mass, at which Divine guidance is asked for those charged with the responsibility of creating, formulating, interpreting and administering the law;

(11) To encourage all Catholic members to know and live their faith fully, both in public and in private;

(12) To do any and all things as may be necessary or proper to carry out the purposes and objectives for which the Society was formed; provided, however, that the Society is organized exclusively for religious, charitable, scholarly and educational purposes as a non-profit society and its activities shall be conducted for the aforesaid purposes in such manner that no part of its earnings shall inure to the benefit of any member, officer, governor or individual. The Society shall not have or exercise any power (either expressly, by interpretation or by operation of law) and shall not engage directly or indirectly in any activity that will prevent it from qualifying and continuing to qualify as an organization described in 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), contributions to which are deductible for federal income tax purposes.

ARTICLE III

Office

The Society shall have and continuously maintain an office at the Diocesan Center in Harrisburg or such other location where the administration of the Diocese of Harrisburg is located.

ARTICLE IV

Members

Section 1. Classes of Members - There shall be five classes of membership in the Society: (a) Regular Active, (b) Special Active, (c) Honorary, (d) Student, and (e) Associate.

(a) Regular Active Members - Any person who is a practicing Catholic and

(1) is admitted and in good standing to practice law in any state, territory or possession of the United States or in any foreign country,

(2) is elected or appointed as a judge in the Unified Judicial System of Pennsylvania or is an administrative law judge,

(3) holds a degree in canon law awarded by any recognized Catholic institution of higher learning, or

(4) is a member of the faculty of an American Bar Association (ABA) accredited law school,

may upon application and payment of the annual dues for the current year, become a Regular Active Member of the Society; provided, however, that a majority of the officers of the Society, for a period of thirty (30) days following the receipt of such application, shall have the right to refuse membership to any applicant for non-compliance with any of the above requirements. If any applicant is refused membership under this provision, the applicant shall be notified promptly of the reason for such refusal and may, within thirty (30) days of such notice of refusal, petition the Board of Governors for reconsideration of such refusal.

(b) Special Active Members - Any person who is a practicing Catholic but is not otherwise eligible to become a Regular Active Member, and who

(1) is an elected or appointed federal, state, or local governmental official, or

(2) is a paralegal or legal assistant who works in a law office, court office or judicial chambers, or in the legal department of a federal, state, or local agency, may, upon application and payment of the annual dues for the current year, become a Special Active Member of the Society; provided, however, that a majority of the officers of the Society, for a period of thirty (30) days following the receipt of such application, shall have the right to refuse membership to any applicant for non-compliance with any of the above requirements. If any applicant is refused membership under this provision, the applicant shall be notified promptly of the reason for such refusal and may, within thirty (30) days of such notice of refusal, petition the Board of Governors for reconsideration of such refusal. A Special Active Member whose term of public office expires or who otherwise ceases to hold elected or appointed public or who ceases working as a paralegal or legal assistant may apply to remain as a Special Active Member to the Board of Governors, whose decision shall be final. If no such application is made, the member shall be reclassified as an Associate Member of the Society as of January 1 of the next calendar year.

(c) Honorary Members – Any person who is a practicing Catholic, including but not limited to a member of the clergy or religious, may be elected by the Board of Governors as an Honorary Member.

(d) Student Members – Any person who is a practicing Catholic and is a student at an ABA accredited law school may, upon application and payment of the annual dues for the current year, become a Student Member of the Society; provided, however, that a majority of the officers of the Society, for a period of thirty (30) days following the receipt of such application, shall have the right to refuse membership to any applicant for non-compliance with any of the above requirements. If any applicant is refused membership under this provision, the applicant shall be notified promptly of the reason for such refusal and may, within thirty (30) days of such notice of refusal, petition the Board of Governors for reconsideration of such refusal. A Student Member may not serve as an Officer of the Society.

(e) Associate Members – Any Christian who, although not Catholic, is willing to live consistently with Catholic teaching, and who is interested in the furtherance of the objects and purposes of the Society, and who does not qualify in any other category of membership, may, upon application and payment of the annual dues and approval of the Board become an Associate Member. Associate Members may not vote and may not hold a position on the Board.

Section 2. Dues - The annual dues of all members of the Society, except Honorary Members who shall pay no dues, shall be payable on or before a date selected by the officers. The amount of such dues shall be as determined from time to time by the Board of Governors.

Section 3. Termination of Membership - The Board of Governors, by an affirmative vote of six (6) or more members, may suspend or expel a member for cause after an appropriate hearing.

Section 4. Reinstatement - Upon written request signed by a terminated member and filed with the Secretary, the Board of Governors may, by an affirmative vote of six (6) or more members, reinstate such former member of the Society who had been terminated pursuant to Section 3 hereof, to membership in the Society, upon such terms as the Board of Governors may deem appropriate. Section 5. Voting Rights - Each Regular Active, Special Active, Honorary, and Student Member shall be entitled to one vote on each matter submitted to the vote of the members. Associate Members shall not have the right to vote.

ARTICLE V

Meetings of Members

Section 1. Meetings - The annual meeting of the members of the Society for, among other purposes, the election of governors, shall be held at such time and place as the Board of Governors may from time to time determine. Special meetings of the members may be called by the President, the Board of Governors, or not less than twenty-five (25) voting members.

Section 2. Notice of Meetings - A written or printed notice stating the place, day and hour of any meeting of members shall be delivered personally or by regular mail or electronic mail, to each member entitled to vote at such meeting, not less than five (5) nor more than forty (40) days before the date of such meeting, by or at the direction of any one of the officers or persons calling the meeting. The general purposes for which the meeting is called shall also be stated in the notice. If delivered by regular mail, the notice of meeting shall be deemed delivered when deposited in the United States Mail addressed to the member at his or her address as it appears on the records of the Society, with postage thereon prepaid.

Section 3. Informal Action by Members - Any action required to be taken at a meeting of the

members of the Society, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 4. Quorum - Action may be taken by a majority of voting members present.

ARTICLE VI

Board of Governors

Section 1. Purpose and General Powers - The business and affairs of the Society shall be managed by the Board of Governors (the "Board"). In addition to the powers and authority expressly granted these Bylaws, the Board may exercise all powers of the Society and do all acts that are not prohibited by applicable law or by these Bylaws.

Section 2. Number, Tenure and Qualifications - The Board shall consist of such number of eligible members of the Society, but not less than ten (10), as the members may from time to time determine. The Bishop of the Diocese of Harrisburg or his designee, and the immediate past President of the Society shall be ex officio members of the Board. In addition, the Board may appoint an Historian who also shall be an ex officio member of the Board and whose duties may be assigned by the President or by the Board of Governors. Each elected governor must be a Regular Active, Special Active, Honorary, or Student Member of the Society in good standing, provided, however, that no more than one-third (1/3) of the governors may be from the Honorary or Student membership classes.

Section 3. Term and Election -

(a) At the date of adoption of these Bylaws, the governors shall be those persons who have executed these Bylaws as Charter Members of the Society.

(b) All governors shall be elected to serve for a term of two years (or, when filling a vacancy, the unexpired portion of the term) and until their successors are elected and have assumed their offices.

(c) At each annual meeting of the members in even years, at least one-third (1/3) of the governors shall be elected by the members. Governors shall be limited to serving no more than three consecutive two-year terms.

(d) Vacancies in the Board may be filled by the remaining governors in their discretion. Any Governor who has been appointed by the Board to fill a vacancy subsequently may be elected by the members in his or her own right to a full term as a governor, and may serve additional terms in accordance with paragraph (c) above.

Section 4. Meetings - Meetings of the Board shall be held upon written notice from the President or upon written notice by at least three (3) governors, as specified below in Section 5.

Section 5. Notice – Notice of any regular meeting of the Board shall be given at least three (3) days previously thereto by written notice delivered personally or sent by electronic mail, or at least five (5) days previously thereto by written notice delivered by regular mail, to each governor at his or her address as shown by the records of the Society. If delivered by regular mail, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. The notice of any meeting of the Board of Governors shall state the place, day and time of the meeting and the general purposes for which the meeting has been called. The attendance of a governor at any meeting shall constitute a waiver of notice of such meeting, except where a governor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Governors are expected to be in attendance at all regularly scheduled meetings, recognizing that from time-to-time unforeseen emergencies and scheduling conflicts may arise. An absence is considered to be “excused” if the Governor contacts the President prior to a meeting to advise that he will not be in attendance at the meeting. If no contact is received prior to a meeting, the absence is considered “unexcused.” The Secretary shall note the meeting attendance as “in attendance,” “excused,” or “unexcused.” The Board may consider the removal of any Governor who has at least two (2) consecutive unexcused absences. An emergency meeting of the Board may be called by the President or by least at three (3) governors by notice by electronic mail to all governors with no less than twenty four (24) hours notice, but the business to be transacted must be limited to an issue that cannot wait for a regular meeting and must be limited to just one topic. Because of the short notice time of an emergency meeting, a governor who misses an emergency meeting and does not provide an excuse will not be counted as an unexcused absence.

Section 6. Quorum - Five (5) members of the Board, a majority of whom are Regular Active or Special Active members, shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than five (5) of the governors are present at said meeting, a majority of the governors present may adjourn the meeting from time to time without further notice. Governors may attend a Board meeting in person, by telephone, or by video conference (so long as it is feasible to arrange for telephone or video conference) and governors so attending will be considered present for purposes of a quorum.

Section 7. Manner of Acting - The act of a majority of the governors present at a meeting at which a quorum is present shall be the act of the Board.

Section 8. Compensation - Governors shall not receive any compensation for their services but may be reimbursed for any actual expenses they incur for the benefit of the Society.

Section 9. Chairman of the Board - The President of the Society shall also serve as the Chairman of the Board of Governors. The President shall preside at all meetings of the Board of Governors and shall perform such other duties as may be fixed by these Bylaws or by resolution of the Board of Governors. In the event that the President shall be absent from any meeting, the

Vice-President, or in his or her absence, the Secretary, shall act as Chairman of the meeting.

ARTICLE VII

Officers

Section 1. Designation - The officers of the Society shall be a President, a Vice-President, a Treasurer, and a Secretary.

Section 2. Election and Term of Office - The officers of the Society shall be elected from among the eligible governors by the Board of Governors at its first meeting following the annual meeting of the members. Each officer shall hold office for a one year term and until his or her successor shall have been duly elected. The President and Vice President shall not hold the same office for more than two (2) consecutive terms; there shall be no term limits for the offices of Secretary or Treasurer.

Section 3. Removal - Any officer may be removed by the Board whenever in their judgment the best interests of the society would be served thereby.

Section 4. Vacancies - A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. President - The President shall be the principal executive officer of the Society and shall supervise and control all of the business and affairs of the Society subject to the policies and directions of the Board. The President shall preside at all meetings of the members. The President may sign, with the Secretary or any other proper officer of the Society authorized by the Board of Governors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Governors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Governors or by these Bylaws or by statute to some other officer or agent of the Society. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Governors from time to time.

Section 6. Vice-President - In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to the Vice-President by the President or by the Board of Governors.

Section 7. Treasurer - The Treasurer shall have charge and custody and be responsible for all funds and securities of the Society; receive and give receipts for money due and payable to the Society from any source whatsoever and deposit all such money in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with Article

VIII of these Bylaws; keep correct and complete books and records of account; present financial reports to the Board in such manner as the Board may from time to time determine; and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Governors. If required by the Board of Governors, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Governors shall determine, the premium for any such bond to be charged against the funds of the Society.

Section 8. Secretary - The Secretary shall keep such minutes as the officers may direct of its meetings and those of the Board of Governors in such form as might reasonably provide for the permanent storage thereof; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporation records and of any seal that may be adopted by the Society and see to it that the said seal is affixed to all documents, the execution of which on behalf of the Society under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Governors.

Section 9. Meetings - Meetings of the officers of the Society may be called by any officer upon a minimum of three (3) days notice to all of the other officers unless a majority of the officers agree to a waiver of that minimum notice requirement. **Section 10. Compensation** - Officers shall not receive any compensation for their services but may be reimbursed for any actual expenses they incur for the benefit of the Society.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

Section 1. Contracts - The Board of Governors may authorize any officer or officers of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society and such authority may be general or confined to specific instances.

Section 2. Checks. Drafts. Etc. - All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by the Treasurer or such other officer or officers as the Board may authorize to sign such instruments.

Section 3. Deposits - All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts - The Board may accept on behalf of the Society any contribution, gift, bequest

or devise for the general purposes or for any special purpose of the Society.

ARTICLE IX

Fiscal Year

The fiscal year of the Society shall end the 31st day of December in each year.

ARTICLE X

Dissolution

The Society may be dissolved and its assets liquidated by vote of two-thirds (2/3) of its Active Members. Written notice of the proposed dissolution shall be given at least thirty (30) days prior to the date of the meeting at which dissolution shall be considered. In the event of dissolution of the Society, after paying or making provisions for the payment of all the liabilities of the Society, all of the assets of the Society shall be transferred to the Roman Catholic Diocese of Harrisburg or to such one or more other organizations established and operated exclusively for religious, charitable, scholarly and educational purposes and affiliated with the Roman Catholic Church, as the Board of Governors may recommend to the Active Members, and as the Active Members may then select.

ARTICLE XI

Amendments

These Bylaws may be altered, amended or repealed, in whole or in part, and new Bylaws may be adopted by a majority vote of the Active Members present and voting at any meeting of the Society, provided, that at least ten (10) days written notice is given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

AS AMENDED BY THE SAINT THOMAS MORE SOCIETY OF CENTRAL
PENNSYLVANIA THIS 3rd DAY OF NOVEMBER, 2022.