

ST. THOMAS MORE SOCIETY OF MARYLAND, INC.

BY-LAWS

Article I. Name.

The name and title of this organization shall be the "St. Thomas More Society of Maryland, Inc."

Article II. Principal Office.

The principal office of the Society shall be at such address as may be fixed from time to time by the Board of Governors or the President.

Article III. Purposes.

The purposes and objects of the Society shall be:

- (a) To stimulate the practice of Roman Catholic precepts in the formulation and administration of the law;
- (b) To promote the study of the Natural Law and its application to the legal profession;
- (c) To promote the growth of the St. Thomas More Society in the various counties in the State of Maryland and the Archdiocese of Baltimore;
- (d) To provide a community of support for members of the legal profession who seek to center their lives on the precepts of the Natural Law, the example of St. Thomas More and a faithful relationship with God;
- (e) To sponsor and/or conduct educational programs and such other activities consistent with the Catholic faith;
- (f) When so requested, to assist, in an advisory capacity, the Archbishop of Baltimore and the clergy of the Archdiocese generally and to educate the members of the Society in the ethical, moral and legal precepts of the Catholic faith;
- (g) To encourage the study of the life and writings of St. Thomas More as an example of scholarship, sanctity and leadership for members of the legal profession;
- (h) To sponsor, annually, a Red Mass, at which Divine guidance is asked for those discharging their responsibility in the legal profession; and

- (i) To honor when appropriate an individual or individuals who embody the example and principles demonstrated by St. Thomas More by presentation of an award at an appropriate function of the Society.

Article IV. Membership.

Section 1.A. Active Member: Any person admitted to the practice of law and in good standing in any jurisdiction in the United States, any retired lawyer, any canon lawyer and any current or former Orphans' Court Judge in Baltimore City or any county in Maryland may be admitted as an active member of the Society.

Active members are entitled to vote on all issues presented to the membership, to serve on the Society's Board of Directors and to participate in all meetings, committees and activities of the Society upon payment of the dues set by the Board of Directors.

Section 1.B. Associate Member: Any Clerk of the Court, politician, law clerk, paralegal, assistant or employee of a law firm, a law school student, or any college or university student interested in the practice of law may be admitted as an associate member.

Associate members may not vote on any issues before the Society nor may they serve on the Board of Directors. Associate members may, and are encouraged to, attend all meetings, committees and activities of the Society upon payment of the dues set by the Board of Directors.

Section 2. Application for membership shall be submitted in writing to any officer or member of the Board of Governors of the Society on the form adopted by the Society.

Section 3. An applicant shall be admitted to membership upon payment of the annual dues set by the Society.

Section 4. The annual dues for each active and associate member of the Society shall be established by the Board of Governors, and remitted to the Treasurer for the period June 1st to May 31st of each year. The annual dues for each associate member of the Society shall be one half of the annual dues established by the Board of Directors. The Board of Governors may request additional funds from members as required and may waive all or part of the dues payable by associate members or clergy.

Section 5. A member may be suspended or expelled, for just cause and after a hearing, by a two-thirds vote of the total number of the members of the Board of Governors. If a member is suspended or expelled after a hearing before the Board of Governors, then he shall have the right to request, in writing, within twenty days after notice of such suspension or expulsion, a hearing before the membership at the next annual meeting; a two-thirds vote of all members present and entitled to vote, shall be required to reverse the action of the Board of Governors.

A member is automatically suspended if he/she shall be more than one year in arrears in the payment of dues. A member suspended for nonpayment of dues may be readmitted to membership, upon payment of the annual dues set by the Society.

Article V. Officers.

Section 1. The Officers of the Society shall be a President, Vice-President/President Elect, Treasurer, Executive Secretary, Recording Secretary, Membership Coordinator, Historian, Archivist, Faith Development Coordinator, Immediate Past President and such other officers as may be deemed necessary by the Board of Governors. The Board is authorized to appoint officers to fill vacancies occurring between the annual meetings.

Section 2. The president shall appoint a nominating committee to recommend to the president in elect and board of governors new officers for the upcoming year

Section 3. The officers of the Society shall be elected at the regular annual meeting to be held in May. The term of office for all officers shall be one year.

Section 4. The President shall be the chief executive officer of the Society and shall have general charge and control of all its business affairs. The President shall preside at all meetings.

The President shall present a plan for the upcoming year at the first meeting of the Officers and Board of Governors following the Annual Meeting. The President may sign and execute all documents in the name of the Society. She or he shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be an ex-officio member of all committees of the Society. The President shall do and perform such other duties of supervision and management normally vested in the office of the President as may, from time to time, be assigned to him or her by the Board of Governors.

Section 5. The Vice-President/President Elect may sign and execute all documents in the name of the Society in the absence of the President. The Vice-President/President Elect shall organize the Red Mass on or about the date of the commencement of the judicial term in Maryland. The Vice-President/President Elect shall have such other powers and shall perform such other duties as maybe assigned to him or her by the Board of Governors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by the Vice-President/President Elect. The Vice-President/President Elect shall organize and manage the Society function(s) referred to in Article III(d) hereof. The Vice-President/President Elect shall have such other powers and shall perform such other duties as may be assigned to him or her by the Board of Governors or by the President.

Section 6. The Treasurer shall have custody of all the funds of the Society, and he or she shall keep full and accurate account of receipts and disbursements in books

belonging to the Society. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Society in a corporate bank account.

The Treasurer shall be the resident agent of the Society.

The Treasurer shall collect and disburse the funds of the Society as provided in these By-Laws and/or upon authorization of the Board of Governors, taking proper vouchers for such disbursements. He or she shall render to the President and the Board of Governors, whenever either of them so requests, an account of all his or her transactions as Treasurer and of the financial condition of the Society.

The Treasurer shall present a financial report at the Annual Meeting of the Society, at regular meetings of the Board of Governors, and at such other times as may be requested by the Board of Governors. The Treasurer shall prepare, provide to the Executive Secretary for review, and file all tax returns or other financial reports and documents that may be required by law.

The Treasurer shall chair a standing committee to initiate and to receive and evaluate requests for charitable contributions upon consideration of (1) the financial condition of the Society, including existing fiscal commitments and priorities; and (2) whether the contribution is consistent with the purpose of the Society.

The Treasurer shall serve as the Resident Agent of the Society.

The Treasurer shall perform all the duties generally incident to the office of Treasurer, subject to the control of the Board of Governors and the President.

Section 7. The Secretary shall maintain the Articles of Incorporation, By-Laws, Resolutions, and Minute Book. The Secretary shall also be responsible for the publication of any newsletter of the Society, for annual updating of the Society's mailing list and for maintaining and keeping current the Society's web site. The Secretary shall have custody of the seal of the Society, if any, and shall affix the same to all instruments requiring it, when authorized by the Board of Governors or the President, and attest the same. In general, he or she shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Governors and the President.

The Secretary shall record all proceedings of the meetings of the Society and of the Board of Governors and forward all relevant documents to the Secretary and to the Historian for their maintenance in books provided for that purpose, and he or she shall perform such other duties as may be assigned to him or her by the Board of Governors or the President. The Secretary shall have such other powers and shall perform such other duties as may be assigned to him or her by the Board of Governors or the President. The Secretary shall give, or cause to be given, notice of all meetings of the Society and Board of Governors and all other notices required by law or by these By-Laws, and in case of his or her absence or refusal or neglect to do so, any such notice may be given by any person

hereunto directed by the President or by the Board of Governors or members upon whose written request the meeting is called as provided in these By-Laws.

Section 8. The Membership Coordinator shall be sure that Membership Dues Renewal notices are provided to all members annually. She or he shall coordinate activities publicizing the nature, purposes, and activities of the Society, encourage prospective members to join, and to welcome new members and assist them in becoming involved in the work of the Society.

Section 9. The Historian/Archivist shall collect materials, photographs and papers of historical interest to the Society, maintain a photographic and written record of the proceedings and activities of the Society during his or her term of office. The Historian/Archivist shall serve at the pleasure of the Board of Governors and as an ex-officio, advisory member of the Board of Governors for matters involving the history of the Society. The Historian/Archivist shall permanently maintain all documents, materials and photographs of the Society which are pertinent to its history.

Section 10. The Faith Development Coordinator shall coordinate days of recollection, retreats, and other activities in accordance with the purposes of the Society and in consultation with the Chaplain, shall assist in developing the knowledge and practice of spiritual life of members of the legal profession, and particularly members of the Society.

Article VI. The Board of Governors.

Section 1. The affairs of the Society shall be managed by its Board of Governors. The Board shall consist of the Society's elected officers, the Society's Immediate past president and those members elected at the Society's annual meeting.

Section 2. Only members of the Society may be elected to the Board of Governors. The term of each member of the Board of Governors shall be for one year. Members of the Board of Governors may be elected for an unlimited number of terms. The Society's membership shall elect the Board of Governors each year in May.

Section 3. The number of members of the Board of Governors may vary, but shall never be less than eight (8) and not more than twenty (20) and they shall be elected at the annual meeting.

Section 4. The Chaplain, or Chaplains, shall be ex-officio advisory members of the Board of Governors, but shall have no vote.

Section 5. The President of the Society shall be Chairperson of the Board of Governors. He or she shall preside at all meetings.

Section 6. Meetings of the Board of Governors shall be held at a time and place set by the President. Not less than two days' notice of such meetings shall be given.

Section 7. A quorum for the transaction of business shall be six (6) members of the Board of Governors including at least two (2) non-office holding members.

Section 8. Vacancies occurring in the Board of Governors shall be filled by a majority vote of the remaining membership of the Board. The member of the Board of Governors so elected shall act for the unexpired term of his or her predecessor in office.

Section 9. Non-office holding members of the Board of Governors may assist officers in the performance of their duties and are permitted, with the approval of the Board, to take responsibility for special projects, including but not limited to educational programs, charity projects, social functions and service on duly created committees.

Section 10. The Board of Governors shall also have broad discretion to present the Society's award. The immediate past-President shall solicit recommendations from all past recipients and past presidents and present a range of candidates to the Board via the current President. The Board should give consideration to these nominees, but is not limited to these nominees in making the final decision.

Section 11. The President of the Society, as Chairperson of the Board of Governors, may create one or more committees to meet the needs of the Society and to fulfill the mission of the Board. Any such committee meetings held between Board meetings may be conducted telephonically or electronically.

Section 12. There shall be an Executive Committee consisting of the President, Past President, Vice-President/President Elect, the Secretary and Treasurer with a spending limit of \$500 or 10% of treasury, whatever is less. The Executive Committee shall act by majority vote on all matters requiring action between the Board of Directors meetings. The Secretary shall keep the minutes of all Executive Committee meetings and shall report all actions taken at Executive Committee meetings at the next succeeding Board of Directors meeting. All Executive Committee meetings may be conducted telephonically or electronically.

Article VII. Annual Meetings.

Section 1. The annual Meeting of the members shall be held in the month of May (unless otherwise decided by the Board) for the purpose of electing officers and/or governors of the Society, and for the presentation of annual reports by the President, Treasurer, and Membership Coordinator. Notice of the Annual Meeting shall be given to all members by mail at least fifteen (15) days prior thereto.

Section 2. Ten (10) members shall constitute a quorum for the Annual Meeting.

Section 3. The President shall cast a vote at the Annual Meeting of the Society only in case of a tie.

Article VIII. Committees.

The Board of Governors, by resolution, may designate one or more committees, consisting of one or more members of the Board of Governors and one or more members of the Society, which Committees shall function pursuant to the resolution.

Article IX. Parliamentary Procedure.

Robert's Rules of Order shall govern parliamentary procedures at the Annual Meeting of the Society and meetings of the Board of Governors, except when another method of procedure shall be prescribed. The President may appoint a Parliamentarian to attend meetings to provide advice on using and construing the Rules of Order, including resolving any procedural disputes that arise in the course of conducting Society business.

Article X. Chaplain.

The Board of Governors shall appoint a Chaplain, or Chaplains, for the Society who shall serve as ex an officio member of the Board of Governors, with unlimited terms of office. The Chaplain(s) shall serve as advisory member(s) of the Society for matters involving ecclesiastical and/or canon law, the application of the Natural Law to legal principles and the spiritual development of the members of the Society.

Article XI. Seal.

The seal of the Corporation shall be circular in form with the name of the Society and "Maryland" inscribed around the outer edge. In the center shall be inscribed the words "Incorporated 1958."

Article XII. Amendments.

These By-Laws may be altered, amended or repealed in whole or in part by a vote of the majority of members of the Board of Governors present at any regular or special meeting of the Board of Governors provided at least two days' notice be given all members of the Board of Governors of the intent to alter, amend or repeal the By-Laws at such meeting. Any member of the Society may propose amendments to these By-Laws by notifying the Board of Governors, and the Board of Governors shall present the proposal for action at the next Annual Meeting of the Society. Such proposed amendments will require a vote of the majority of members present for approval.

In the event of an exigency, and to facilitate and promote the purposes of the Society and its mission, the Board may temporarily amend these By-Laws. Any such temporary amendment shall become permanent only upon ratification by a majority of the general membership at the annual membership meeting following such temporary amendment.

Article XIII. Patron.

Saint Thomas More was born in 1477 and educated at Oxford. He married and had one son and three daughters. While Chancellor in the King's Court, he wrote works on the governance of the realm and in defense of the Faith. He was beheaded on July 6, 1535, by order of King Henry VIII, whom More had resisted in the matter of the King's divorce. A layman, spouse, parent, learned jurist, scholar, and martyr canonized by Pope Pius XI on May 19, 1935, Saint Thomas More is the patron of the Society.

May 12, 2014

**Amendment to the Bylaws of the
St. Thomas More Society of Maryland, Inc.**

Section 3 of Article V of the Bylaws is hereby deleted in its entirety and the following is submitted in lieu thereof:

Section 3. All officers of the Society shall be elected at the regular Annual Meeting to be held in the month of February. The term of all officers, except the President and Vice- President/President-Elect shall be one year or until the next Annual Meeting (whichever is sooner). The one-year term of the President and Vice-President/President-Elect elected at the Annual Meeting held in May of 2013 shall be extended until the Annual Meeting of the Society to be held in February of 2015; provided, however, that said officers are elected to serve on the Board of Governors by a majority of the members of the Society at the Annual Meeting to be held on May 21, 2014. Thereafter, the term of President and Vice-President/President-Elect shall be two years. Officers of the Society may be elected for an unlimited number of terms."

Section 2 of Article VI of the Bylaws is hereby deleted in its entirety and the following is submitted in lieu thereof:

Section 2: Only members of the Society may be elected to the Board of Governors. The term of each member of the Board of Governors shall be for one year or until the next Annual Meeting (whichever is sooner); except for any member of the Board of Governors simultaneously elected to serve as President or Vice-President/President-Elect of the Society. The term of a member of the Board of Governors who is simultaneously elected to serve as President or Vice President/President-Elect of the Society shall be two years, so as to run concurrent with his/her term as an officer of the Society. Members of the Board of Governors may be elected for an unlimited number of terms. The Society's membership shall elect the Board of Governors each year in February."

Section 1 of Article VII of the Bylaws is hereby deleted in its entirety and the following is submitted in lieu thereof:

Section 1. The annual Meeting of the members shall be held in the month of February (unless otherwise decided by the Board) for the purpose of electing officers and/or governors of the Society, and for the presentation of annual reports by the President, the Treasurer and Membership Coordinator. Notice of the Annual Meeting shall be given to all members by mail at least fifteen (15) days prior thereto."

February 4, 2016

**Amendment to the Bylaws of the
St. Thomas More Society of Maryland, Inc.**

Section 4 of Article IV of the Bylaws is hereby amended by deleting the first sentence of that section and replacing it with the following sentence:

Section 4. The annual dues for each active and associate member of the Society shall be established by the Board of Governors, and remitted to the Treasurer for the period January 1st to December 31st of each year.

The remaining sentences of Section 4 of Article IV remain unchanged and in full force and effect.