

SAINT THOMAS MORE SOCIETY of South Bend, Indiana CONSTITUTION AND BYLAWS

ARTICLE I

Ecclesiastical Authority

1.1 The Saint Thomas More Society of South Bend, Indiana (the “Society”) is established as a civilly unincorporated private association of the Christian faithful affiliated with the Roman Catholic Diocese of Fort Wayne - South Bend. The Society recognizes the ecclesiastical authority of the Bishop of the Diocese of Fort Wayne - South Bend (the "Bishop") and is subject to the canons of the Code of Canon Law governing private associations of the Christian faithful (canons 298-311 and canons 321-329).

ARTICLE II

Mission and Purposes

2.1 *Mission.* The Society is a Catholic professional association that advocates the use of both faith and reason in promoting the common good and the welfare of its members and society.

2.2 *Inspiration.* Inspiration for the Society comes from the life and legacy of St. Thomas More (1478-1535)—patron of Statesmen, Politicians and Lawyers. He bore witness to his Catholic Faith in his search for truth, his defense of conscience, and his commitment to the dignity of the person, the sanctity of marriage, and justice in civil society. Martyred for his religious convictions, he is “venerated as an imperishable example of moral integrity” and acknowledged, even outside the Church, as a witness to the “inalienable dignity of the human conscience” and the “primacy of truth over power.”¹

2.3 *Vision.* The Society is a collegial association recognizing that Jesus Christ is the center of history and the key to understanding human society. While welcoming members of all faiths, the Society upholds to its members the perennial Magisterium of the Catholic Church as the authentic teacher of the divine and natural law that man must follow “so as to practice the good and obtain his end,” and the Law of the Gospel, which is “the perfection here on earth of the divine law, natural and revealed.”² As such, the Society aims in all of its activities to assist its members in the proper formation of conscience in the light of Catholic doctrine and the natural law, by:

- (a) Affirming our common heritage under the law;

¹ St. John Paul II, Apostolic Letter *Motu proprio E sancti Thomae Mori* (Oct. 31, 2000).

² Catechism of the Catholic Church ¶¶ 1955, 1965.

- (b) Providing for continuing legal education consistent with the mission, inspiration, and vision of the Society;
- (c) Providing for the ethical and spiritual formation of its members;
- (d) Cooperating with the laity's mission in the Church and the world; and
- (e) Promoting the study of Catholic doctrine and natural law to help resolve moral and legal problems encountered in the practice of law.

ARTICLE III

Members

3.1 *Eligibility.* Any lawyer, member of the judiciary, canon lawyer, law professor or student at an ABA accredited law school residing, practicing, serving, or studying primarily in, but not limited to, the greater South Bend, Indiana area (generally Diocesan Vicariates A, B, and C), who makes application for membership and is interested in the ideals and principles of St. Thomas More and in promoting the purposes of the Society shall be eligible for membership. Any non-lawyer elected or appointed public official from the above-mentioned region may also choose to become a non-voting member.

3.2 *Election.* Upon receipt of an application for membership, the Board of Governors shall decide whether to elect the applicant to membership, and the Board shall notify the applicant of the Board's decision.

3.3 *Dues.* The annual dues of all members of the Society shall be as determined from time to time by the Board of Governors. The President and Board of Governors have the authority to waive annual dues for cause. A member's unexcused failure to pay dues shall, after appropriate notice, result in suspension of membership.

3.4 *Termination of Membership.* A member's membership shall terminate automatically when the member no longer meets the eligibility requirements set forth in Section 3.1, above. The Board of Governors may suspend or expel a member for cause after an appropriate hearing.

3.5 *Reinstatement.* Upon written request signed by a terminated member and filed with the Secretary, the Board of Governors may reinstate to membership in the Society such former member of the Society who had been terminated pursuant to Section 3.4, above. This reinstatement shall be upon such terms as the Board of Governors may deem appropriate.

3.6 *Voting Rights.* Each member shall be entitled to one vote on each matter submitted to the vote of the members.

ARTICLE IV
Meetings of Members

4.1 *Meetings.* The annual meeting of the members of the Society shall be held in May each year, at such time and place as the Board of Governors may from time to time determine. The President, the Board of Governors, or not less than a majority of the members may call special meetings of the members.

4.2 *Notice of Meetings.* A written or printed notice stating the place, date and time of any meeting of members shall be delivered, either personally or by mail or e-mail, to each member not less than ten days before the date of such meeting, by or at the direction of any one of the officers or persons calling the meeting. The business for which the meeting is called need not be stated in the notice.

4.3 *Quorum.* The members present, but not less than one-fourth of the membership, shall constitute a quorum for the transaction of business at any meeting of the members.

4.4 *Manner of Acting.* The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members.

ARTICLE V
Board of Governors

5.1 *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 by 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.

5.2 *Number, Tenure and Qualifications.* The Board shall consist of not less than eight members of the Society. The Bishop or a priest designated by the Bishop of the Diocese of Fort Wayne-South Bend shall serve as Chaplain and shall be a voting member of the Board. The immediate past President of the Society shall be one of the voting members of the Board. Each governor must be a member of the Society in good standing.

5.3 *Term and Election.*

- (a) At the date of adoption of these Bylaws, the initial members and governors shall be those persons who have executed these Bylaws, and they shall serve as governors until the annual meeting of the members in the year following the adoption of these Bylaws. One-half of the newly elected governors shall each serve an initial one-year

term while the other one-half of the newly elected governors shall each serve two-year terms.

- (b) At each annual meeting of the members thereafter, one-half of the governors shall be elected by the members. Governors shall not be limited in the number of terms they may serve in that capacity.
- (c) Except as otherwise provided in subsection 5.3(a) above, all governors shall 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.
- (d) Vacancies in the Board may be filled by the remaining governors at their discretion.

5.4 *Meetings.* Regular meetings of the Board shall be held at least quarterly. Special meetings of the Board may be called by the President or upon written notice by at least five governors. Members may participate in meetings by interactive video and/or audio.

5.5 *Notice.* Notice of any meeting of the Board shall be given at least five days before the meeting by letter, fax or e-mail. The notice of any meeting of the Board of Governors shall state the place, date and time of the meeting and, in the case of special meetings, the general purposes for which the meeting has been called.

5.6 *Quorum.* A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

5.7 *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.

5.8 *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.

5.9 *Chaplain.* The Chaplain provides spiritual guidance to the Society and, if not the Bishop himself, serves as the Board's liaison to the Bishop.

5.10 *Informal Action by Board.* Notwithstanding anything to the contrary contained in these Bylaws, any action that may be taken at a meeting of the Board of Governors may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all the governors and filed with the Secretary of the Society.

ARTICLE VI

Officers

6.1 *Designation and Qualifications.* The officers of the Society must be members of the Board. The officers will consist of a President, a Vice-President, a Treasurer, a Secretary and such other officers as may be elected by the Board.

6.2 *Election and Term of Office.* The officers of the Society shall be elected by the Board at its first meeting following the adoption of these Bylaws. Beginning in the year following adoption of these Bylaws, the officers shall be elected by the Board at its first meeting following the annual meeting of the members, and each officer shall thereafter hold office for a two-year term and until his or her successor shall have been duly elected. No officer shall hold the same office for more than two consecutive terms.

6.3 *Removal.* Any officer may be removed by the Board whenever in the Board's judgment the best interests of the Society would be served thereby.

6.4 *Vacancies.* A vacancy in any office may be filled by the Board for the unexpired portion of the term.

6.5 *President.* The President shall be the principal executive officer of the Society and shall supervise and control all 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 Board and all meetings of the members. 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 from time to time.

6.6 *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.

6.7 *Treasurer.* The Treasurer shall have charge and custody of and be responsible for all funds 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 or other depositories as shall be selected in accordance with Article VIII of these Bylaws. The Treasurer shall 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 may be assigned by the President or the Board. If required by the Board, 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 shall determine the premium for any such bond to be charged against the funds of the Society.

6.8 *Secretary.* The Secretary shall keep minutes of the meetings of the Board and of the members of the Society and shall perform all duties incident to the office of the Secretary and such other duties as may be assigned by the President or the Board.

6.9 *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 VII

Committees

7.1 The Board may appoint an Executive Committee. The Board may from time to time create and appoint such additional committees as it may deem appropriate and desirable, and it shall designate the function and responsibility of any such committee. At least one member of each committee shall be a member of the Board. Committee appointments shall expire on the date of the first meeting of each newly-elected Board following the annual meeting of members.

7.2 The Executive Committee, if any, shall consist of the officers and at least two additional members of the Board appointed by the Board. The Executive Committee shall have and exercise the authority of the Board in the management of the business of the Society during the intervals between meetings of the Board. The Executive Committee shall report on its proceedings to the Board at each regular meeting of the Board.

7.3 Standing Committees.

(a) THE RED MASS COMMITTEE shall arrange for the annual Red Mass and all activities in connection therewith.

(b) THE SAINT THOMAS MORE AWARD COMMITTEE shall recommend to the Bishop a recipient of the Saint Thomas More Award, given to a member of the legal community who represents the principles and ideals of St. Thomas More. A recipient may, but need not, be recommended annually for presentation at the annual meeting of members of the Society.

(c) THE EDUCATION AND FORMATION COMMITTEE shall arrange for programs and activities related to the intellectual and religious growth of the members, including but not limited to Continuing Legal Education (CLE) units, seminars, and spiritual exercises, consonant with Catholic teachings.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

8.1 *Contracts.* The Board 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. Such authority may be general or confined to specific instances.

8.2 *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.

8.3 *Deposits.* All funds of the Society shall be deposited from time to time to the credit of the Society in such banks or other depositories as the Board may select.

8.4 *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

Dissolution

9.1 The Society may be dissolved and its assets liquidated by vote of two-thirds of its members. Written notice of the proposed dissolution shall be given at least ten 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 Fort Wayne - South Bend or to 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 members, and as the members may then select.

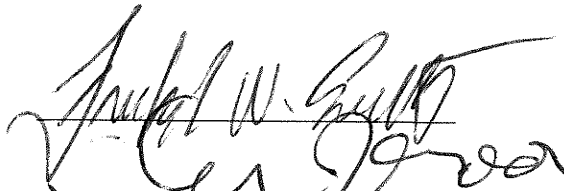
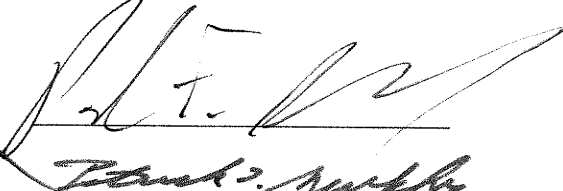
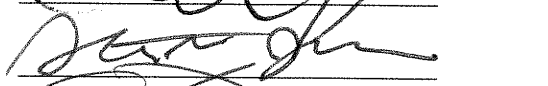
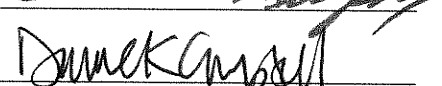

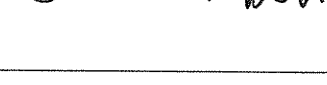
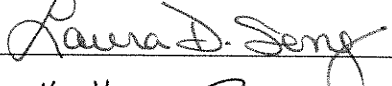
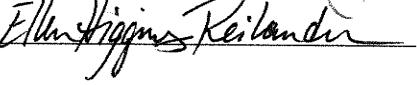
ARTICLE X

Amendments

10.1 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 members present and voting at any meeting of the Society where there is a quorum, provided, that at least 30 days' written notice of the proposed action and the intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting is given to all the members. The written approval of the Bishop of the Diocese of Fort Wayne - South Bend is required before any such action by the members can take effect.

10.2 Any other Constitution and Bylaws of the Saint Thomas More Society of South Bend, Indiana, enacted prior to this date are revoked.

ADOPTED BY THE BOARD OF GOVERNORS OF THE SAINT THOMAS MORE SOCIETY OF SOUTH BEND, INDIANA THIS 15th DAY OF AUGUST, 2017.

APPROVED THIS 15th DAY OF AUGUST, 2017 BY THE MOST REVEREND KEVIN C. RHOADES, BISHOP OF FORT WAYNE - SOUTH BEND

+ Kevin C. Rhoades
Bishop Kevin C. Rhoades