

Bylaws of

ST. THOMAS MORE SOCIETY OF SAN DIEGO

(Last Revised July 2016; Recognized & Confirmed 7/01/2016 By Board as Official Bylaws Eff. 7/08/2016.)

ARTICLE I: NAME.

The name of this association shall be the ST. THOMAS MORE SOCIETY OF SAN DIEGO.

ARTICLE II: MISSION STATEMENT AND OBJECTIVES.

A. Mission Statement. The official Mission Statement of the Society is as follows:

The St. Thomas More Society of San Diego (“Society”) is an association of Catholic attorneys, judges, public servants and others who work in or closely with the legal profession and the courts. We, the members of the Society, find inspiration and solidarity in sharing in the Holy Eucharist, prayer and camaraderie at our regular monthly meetings and special functions. With St. Thomas More as our model and saintly inspiration, the Society is dedicated to integrating our Catholic Faith in all we do, and thereby we seek to apply and promote the core principles of our Catholic Faith in our daily lives, at home and at work, and, hence, in the legal community and the justice system at large.

B. Objectives. The Objectives of the Society shall be:

1. To meet monthly at least 10 months out of each calendar year, preferably the first Friday of each month, for Holy Mass and general membership meeting, in furtherance of the Society’s Mission.
2. To promote and uphold the highest standards and best traditions of the legal profession.
3. To be of assistance to all religious orders and diocesan personnel within San Diego County in such matters as the Board of Directors may direct.
4. To sponsor, and/or actively participate in, an annual Red Mass, in which Divine guidance is asked for those charged with the responsibility of formulating and administering the law.

ARTICLE III: MEMBERSHP.

1. There shall be four (4) classes of membership: regular, life, student and honorary.
 - a. Regular members of this Society shall be members of the legal profession, or those who work closely with members of the legal profession who agree with, and seek to further and abide by, the Mission Statement and objectives of this Society and whose application for such membership has been approved by the Board of Directors of this Society. In addition, up to 30% of membership may consist of individuals not associated with the legal profession who express interest in the objectives of the organization and agree to abide by the provisions of these Bylaws. Membership shall lapse if there is more than a six-month lapse of

renewal of annual dues. A member shall pay dues at the times and in amounts fixed by the Board of Directors in order to maintain membership in this Society.

- b. Life members shall be those qualified for regular membership whose application for life membership has been approved by the Board of Directors, and who pay a one-time fee for such life membership as the Board shall determine for each separate case of a life-member candidate. Life members shall not be required to pay additional dues or assessments to maintain membership after completing payment of the one-time payment determined due by the Board for such life membership.
 - c. Student members shall consist of each of those whose application for student membership has been approved by the Board of Directors, and who shall pay dues at the times and in the amounts fixed by the Board of Directors.
 - d. Honorary members shall be those selected by the Board of Directors in recognition of outstanding service in the Legal Profession or in the Church. Honorary membership may be conferred on a person for a specified time (Honorary Membership for year "2012") or as an Honorary Life Membership. Honorary membership shall be a grant and therefore requires no dues.
2. Every regular and life member in good standing shall be entitled one vote in person at all meetings of the Society and shall be eligible for election to office subject to the provisions of Section 2 of Article IV. Student members and honorary members shall be welcome to participate in all meetings of the Society but shall not be entitled to vote, nor to be eligible for election, nor to be eligible for appointment to office.
 3. The Board of Directors may suspend or expel a member for any cause which it deems sufficient and may terminate the membership of any member who becomes ineligible for membership. Any person may resign by filing a written resignation with the secretary of the Society.
 4. Student members are encouraged to form student chapters which shall operate in accordance with the objectives of the Society.

ARTICLE IV: BOARD OF DIRECTORS.

1. The powers, business and property of the Society shall be vested in and exercised by the Board of Directors, which shall be composed of officers of the Society, two members appointed by the president of the Society, and three-at large members elected by the general membership. In addition, the Chaplain and Associate Chaplain shall be ex-officio members of the Board. The president of the Society shall be the Chairman of the Board of Directors. All members of the Board of Directors must be members of the Society in good standing and agree to abide by the provisions of Section 2 of this Article IV of the Bylaws, in particular, as well as all the provisions of these Bylaws generally.
2. All members of the Board of Directors are expected to give their assent to the Magisterial Teachings of the Catholic Church (regarding faith and morals).
3. The Board of Directors shall have the power and duty: to conduct business of the Society; to prescribe the duties of the officer of the Society not inconsistent with the Bylaws; to fill all vacancies occurring in membership of the Board of Directors or in any office of the Society for the unexpired term of the Board member or officer; to expand

and expend the funds of the Society for purposes of the Society; to formulate the policies of the Society; and generally to do any and all things necessary and convenient to carry out the Objectives of the Society.

ARTICLE V: ELECTION OF OFFICERS AND AT-LARGE DIRECTORS.

1. Annually, the president shall appoint a nominating committee consisting of at least three members of the Society, which committee shall prepare a list of nominees for the offices and at-large directors of the Society, which list shall be presented to the general membership of the Society at least 20 days prior to the annual election meeting. Any other member in good standing, who agrees to abide by the provisions of Section 2 of Article IV, may be placed in nomination for any elective position at the time the list of nominees for the offices and at-large directors of the Society are presented to the general membership.
2. The annual election meeting of the Society shall be held in the month of December of each year.
3. The term of each officer and director shall be one calendar year, commencing in the first day of January of each year subsequent to their election and terminating on the last day of December of that calendar year.
4. Absentee ballots shall be valid, provided they are delivered to the secretary of the Society prior to the annual election meeting.
5. Eligibility for the position of President of the Society shall be limited to three consecutive years, after which time a period of at least one calendar year must lapse before the same person may become re-eligible for that position. This limitation shall not apply where, after a period of active recruitment, no viable candidate ever exists, emerges or runs to fill that position of president. A viable candidate is one who timely announces his or her candidacy and is a member in good standing who complies with the provisions of Section 2 of Article IV.

ARTICLE VI: OFFICERS.

1. The officers of the Society shall consist of: President; Vice-President; Secretary; Treasurer. The officers shall be elected annually as provided for in Article V.
2. The president shall preside at all meetings of the Society and the Board of Directors, shall be the chief executive officer, and shall perform all duties incident to the office, and such other duties as may be required by the usage and custom of the office or as the Board of Directors shall determine. The president, or the president's designee (from among the Board of Directors, unless the Board votes to allow a nonmember of the Board of Directors be the president's designee), shall serve as chairman of any committee established by the Board or general membership in furtherance of the Mission and Objectives of the Society.
3. The vice-president shall act in the absence of the president.
4. The secretary shall: keep a record of all proceedings of the Society and the Board of Directors; keep a complete list of all names and addresses of the members; send all notices of meetings of the members and of the Board of Directors; and perform such

other duties as are delegated by the president or the Board of Directors. At the expiration of term of office, the secretary shall deliver to the then-serving Secretary of the Society all books and papers of the Society.

5. The treasurer shall receive and disburse the funds of the Society; shall keep books of account; shall keep all monies of the Society deposited in the name of the Society in a bank approved by the Board of Directors; and shall have authority to withdraw funds for the purpose of paying all expenses properly incurred by the Society. The treasurer shall submit reports as requested by the Board of Directors and at the expiration of the term of office, and shall return to the then-serving Treasurer of the Society all books and papers of the Society.

ARTICLE VII: MEETINGS.

1. The Board of Directors shall meet at any time upon the call of the president or any three (3) members of the Board, provided at least three (3) day's written notice shall be given by mail or e-mail to each member of the Board at his or her address or e-mail address as shown in the records of the Society. The attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting. Four (4) members of the Board of Directors shall constitute a quorum for the transaction of business.
2. The general membership shall meet monthly on the first or second Friday of each month at a time and place to be designated by the president. The president has the discretion to change the day of the monthly meeting. The presiding officer and ten (10) voting members shall constitute a quorum for the transaction of business of the Society at its monthly meetings.
3. Special meetings of the members shall be held at such times and places as the Board of Directors may from time to time determine, or upon the written request of at least ten (10) members of the Society. At least five (5) days' notice of the time and place of a special meeting shall be given by mail or e-mail to the members at the addresses and/or e-mail addresses appearing on the records of the Society. The presiding officer and fourteen (14) voting members shall constitute a quorum for the transaction of the business of the Society at special meetings.
4. A majority of a quorum at a Directors' meeting shall be required to resolve the business of the Society. The president may veto any resolution by the Board of Directors. Upon the veto by the president of any resolution of the Board of Directors, the resolution shall be brought before the general membership at the next regular, monthly meeting and resolved at that time by a simple majority vote of those present (unless the Board votes to withdraw the vetoed measure from any further consideration before the next regular, monthly meeting of the general membership takes place).
5. Board action may also be taken via e-mail and/or phone/video conferencing, in lieu of a meeting (or in satisfying one's attendance at a meeting), so long as due notice is given to all directors and reasonable opportunity and time is given for deliberation and return of votes, and the secretary or acting secretary (or presiding officer) completes an accountable record and report of the notice, process and opportunity for deliberation, and the tally resulting in the final vote.

ARTICLE VIII: AMENDMENTS TO THE BYLAWS.

The Bylaws may be amended or altered by a majority vote of the general membership present at any regular or special meeting of the general membership, if such amendment has first been approved by the Board of Directors. In the event that such amendment has not been approved by the Board of Directors, the amendment may be adopted by a two-thirds vote of those present at any regular or special meeting of the general membership. Section 2 of Article IV may not be amended or altered unless proposed action is approved by the R. Catholic Bishop of San Diego.

ARTICLE IX EXEMPT PURPOSE

1. The specific purpose of this organization is to operate as a professional organization within the meaning of Revenue and Taxation Code Section 23701e.
2. The organization does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.
3. Notwithstanding any of the above statements of purposes and powers, this organization shall not, except to an insubstantial degree engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this organization.

UNLESS THE ABOVE-STATED BYLAWS ARE LATER AMENDED, THE FOREGOING BYLAWS, ARTICLES I-IX, CONSTITUTE THE OFFICIAL BYLAWS OF ST. THOMAS MORE SOCIETY OF SAN DIEGO AS OF JULY 8, 2016.