

THE SAINT THOMAS MORE SOCIETY OF ARKANSAS, INC.

BYLAWS

[Amendments adopted by the Board of Directors February 12, 2014]

ARTICLE I - NAME

1.1 The legal title of this corporation shall be The Saint Thomas More Society of Arkansas, Inc. (hereinafter referred to as Corporation or Society).

ARTICLE II - OFFICE

2.1 The registered office of the Corporation shall be in the City of Little Rock, Arkansas. The Corporation may have such other offices, either within or without the State of Arkansas, as the Board of Directors shall determine or as the affairs of the Corporation may require from time to time.

ARTICLE III - OBJECTS AND PURPOSES

3.1 The objects and purposes of the Society shall be:

- (a) To encourage the members of the Society to apply the principles and ideals exemplified by The Saint Thomas More Society of Arkansas in their professional and personal conduct;
- (b) To promote and foster high ethical principles in the legal profession generally and, in particular, in the community of Catholic lawyers;
- (c) To increase the spiritual and legal knowledge of the members of the Society; and
- (d) To promote the social relationship of members of the Society with one another.

ARTICLE IV - MEMBERSHIP

4.1 Any Catholic lawyer, judge, law professor, or law school student, who is interested in promoting the purposes and objects of the Society shall be eligible for membership.

4.2 There shall be three classes of members: Active, Clerical and Honorary.

(a) Active members shall be Catholic lawyers, judges, law professors and law school students, and shall have the right to vote for all officers and members of the Board of Directors. Active members shall be assessed annual dues in an amount as may be determined from time to time by the Board of Directors but membership in the Society is not contingent upon payment of such dues.

(b) Clerical members shall be members of the Catholic Presbyterate, Diaconate or seminarians who are learned in Canon Law. They shall not be asked to pay dues, and they shall have no vote for officers or members of the Board of Directors.

(c) Honorary members shall be lawyers, judges, law professors and other persons who are part of the legal community regardless of creed, who are interested in the ideals and principles of The Saint Thomas More Society of Arkansas and their promotion. Honorary members shall not be asked to pay dues, and they shall have no vote.

4.3 This Society, by its nature, is a voluntary organization and the payment of dues is not a necessity for membership. Nonetheless, annual dues will be assessed on a voluntary basis in pragmatic recognition that operating funds are necessary to achieve the Society's stated goals. The membership year of the Society shall be January 1 to December 31,

4.4 Candidates for-Honorary membership in the Society shall be proposed to the Board of Directors, and upon approval of the Board of Directors they shall be admitted to Honorary membership.

ARTICLE V - BOARD OF DIRECTORS

5.1 The business and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors may exercise all powers of the Corporation and do all lawful acts and things as are not by statute, or by the Articles of Incorporation or by these Bylaws, directed or required to be exercised and done by the members.

5.2 The initial Board of Directors shall be composed of one clerical member and two Catholic civil lawyers appointed by the Incorporator of the Corporation. This Board shall serve until a Board of Directors is elected by the active members.

5.3 The Board of Directors, after the initial Board of Directors, shall be composed of the President, Vice President(s), Secretary/Treasurer, one clerical member and nine other members. The Board of Directors shall be elected by the active members of the Society in accordance with the election process set out in Article VII, Section 7.2. With the exception of the clerical member, each of the members of the Board who are not officers shall serve a term of two years, with one-third of such members being elected each year.

5.4 The clerical member of the Board shall be the Chaplain, and shall be designated by the Bishop of the Diocese of Little Rock at his sole discretion.

5.5 Members of the Board of Directors, other than the clerical member who serves at the pleasure of the Bishop, may be removed by a two-thirds (2/3) vote of the existing Board of Directors at a quarterly or special meeting at which a quorum is present.

5.6 Notwithstanding anything to the contrary contained in these Bylaws, any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by all of the members of the Board of Directors and shall be filed with the Secretary of the Corporation.

ARTICLE VI- MEETINGS

6.1 Board of Directors.

(a) Regular meetings of the Board of Directors shall be held at least once every calendar quarter.

(b) Special meetings of the Board of Directors may be called by or at the written request of the President or any three (3) members of the Board of Directors.

(c) Meetings of the Board may be held in any place, either within or outside the State of Arkansas.

(d) Notice of Regular and Special Meetings of the Board of Directors shall be given to each member five (5) days in advance by electronic means or letter. The business to be transacted at the meeting need not be specified in the Notice of such meeting unless specifically required by law or these Bylaws.

(e) At all meetings of the Board one-third (1/3) of the Board members must be present to constitute a quorum for the transaction of business, and the acts of a majority of the members present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may otherwise be specifically provided by statute, or by the Articles of Incorporation, or these Bylaws.

6.2 Members.

(a) An annual meeting of the members of the Society as a whole shall be held each year immediately following the Red Mass.

(b) Special meetings of members may be called by or at the written request of the President or any three (3) members of the Board of Directors, or upon petition to the Board of

Directors signed by one third of the active members.

(c) Meetings of members may be held in any place, either within or outside the State of Arkansas.

(d) Notice of regular or special meetings of members shall be given to each member ten (10) days in advance by letter *delivered either through the United States Postal Service or via e-mail*. The business to be transacted at the meeting need not be specified in the notice of such meetings unless specifically required by law or these Bylaws.

(e) At all meetings of members, the lesser of ten (10) members or twenty five (25%) of members must be present to constitute a quorum for the transaction of business, and the acts of a majority of the members present at a meeting at which a quorum is present shall be the acts of the members, except as may otherwise be specifically provided by statute, or by Articles of Incorporation, or these Bylaws.

ARTICLE VII- OFFICERS

7.1 The officers of the Corporation shall be a President, one or more Vice--President(s), Secretary/Treasurer, and such other officers and assistant officers as may be elected by the *active members*. The term for each office shall be one year. Officers shall be elected *in accordance* with the process set out in Section 7.2 of this Article VII.

7.2 *The President shall appoint a nominating committee consisting of the two most recent past Presidents and one member of the Board of Directors. The President shall notify the Society Members of the appointment of the nominating committee and its members no later than October 15 of each year. Such notice shall ask any Society Member wishing to be considered for nomination to an office or membership on the Board of Directors to contact a member of the nominating committee. The nominating committee shall report a slate of at least one candidate for each office and three positions on the Board of Directors to the Secretary/Treasurer no later than*

November 15. No later than December 1, the Secretary/Treasurer shall e-mail the slate of candidates to the membership. Members shall submit their votes via e-mail. The Secretary/Treasurer shall certify the election of officers and directors at the Board of Directors meeting held during the month of December. The new officers and directors will take office at 11:59 P.M. on December 31 during the year of their election.

7.3 Vacancies in an office may be filled by the Board of Directors at any regular or special meeting.

7.4 Any officer may be elected or removed without cause by affirmative vote of a majority of the Board of Directors.

7.5 The President shall preside at all meetings of the Board of Directors and shall be the Chief Executive Officer of the Corporation and shall have general supervision and management of the affairs of the Corporation, subject, however, to control, when exercised by the Board of Directors. The President shall make reports to the Board of Directors and perform all such other duties as are incident to this office or are properly required by the Board of Directors.

7.6 The Vice-President(s) shall perform all such duties as may be properly required by the Board of Directors or by the President, and shall exercise and perform the functions and exercise all the powers of the President in the absence or disability of the President.

7.7 The Secretary/Treasurer shall keep minutes of the meetings of the Board of Directors and shall make such reports and perform such other duties as are incident to the office or are properly required by the Board of Directors or the President. He or she shall also have custody of all monies and securities of the Corporation and shall keep regular books of account. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors or the President and shall render an account of all his or her transactions as Treasurer and of the financial condition of the Corporation and shall perform all duties incident to this office, or

those that are properly required by the Board of Directors or the President. The Treasurer shall not be required to give a bond for the faithful discharge of his or her duties in such sums and with such securities as the Board of Directors shall from time to time determine.

7.8 Compensation, if any, shall only be authorized by the Board of Directors.

ARTICLE VIII - COMMITTEES

8.1 The Board of Directors, by a resolution adopted by a majority of the directors present at any duly constituted meeting, may appoint an Executive Committee. The Board of Directors, by similar resolution, may from time to time create and appoint such additional committees as it may deem appropriate and desirable and shall designate the function and responsibility of any such committee. At least one member of each such committee shall be a member of the Board of Directors. Committee appointments shall expire on the date of the first meeting of each newly-elected Board of Directors following the annual meeting of Society Members.

8.2 The Executive Committee shall consist of the President and at least two additional members of the Board of Directors and shall be appointed by the Board of Directors. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation during the intervals between meetings of the Board of Directors. The Executive Committee shall report upon its proceedings to the Board at each regular meeting of the Board.

8.3 Standing Committees.

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

(b) THE AWARDS COMMITTEE, whose function shall be to recommend to the Board a recipient of the annual Saint Thomas More Award, a member of the legal community who is

representative of the principles and ideals of St. Thomas More, and to recommend to the Board a recipient of the annual Book Award, which is awarded to a law student who exemplifies the aims of the St. Thomas More Society..

ARTICLE IX - WAIVER OF NOTICE

9.1 Unless otherwise provided by law, whenever any notice is required to be given by the provisions of the Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notices, whether before or after the time stated therein, shall be equivalent thereto.

ARTICLE X - SEAL

10.1 This Corporation shall have a seal, upon which shall be inscribed the name of the Corporation the year of its creation and the words, "Corporate Seal, Arkansas".

ARTICLE XI- INDEMNIFICATION

11 .1 Third Party Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Trustee, Director or officer of the Corporation is or was serving at the request of the Corporation as a Trustee, Director or Officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually or reasonably incurred by the person in connection with such threatened, pending or completed action, suite or proceeding. Indemnification under this section shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification

shall be made in any case when the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

11.2 Derivative Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a part to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Trustee, Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Trustee, Director or Officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed Action, suit or proceeding. Indemnification under this Section shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

11.3 Advancing Expenses. Expenses incurred by a person who may be indemnified under either of the foregoing paragraphs of this Section shall be paid by the Corporation in advance of the final disposition of any action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation.

11.4 Other Representatives. The Corporation may, at the discretion and to the extent determined by the Board of Directors, (i) indemnify any person who is neither is nor was a Trustee, director or Officer of the Corporation but who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil,

criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact that the person is or was a representative of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding and (ii) pay such expenses in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking of the kind described in the next preceding paragraph of this Section.

11.5 Rights to Indemnification. Any amendment or modification of these Bylaws which has the effect of limiting a person's rights to indemnification with respect to any act or failure to act occurring prior to the date of the adoption of such amendment or modification shall not be effective as to that person unless he or she consents in writing to be bound by the amendment or modification. The indemnification and advancement of expenses provided by or granted pursuant to these Bylaws shall continue as to a person who has ceased to be a Trustee, Director or Officer or other representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

11.6 Definition. For purposes of this Article XI and the relevant Arkansas Corporation Law provisions, the terms "Trustee" and "Director" shall include the members of the Board of Directors as set forth in Article V.

ARTICLE XII - AMENDMENTS

12.1 These Bylaws may be amended, repealed or altered in whole or in part by a two-thirds (2/3) vote at any duly organized meeting of the Board of Directors. The proposed change shall be *delivered either through the United States Postal Service or via e-mail* to the last recorded address of each member of the Board of Directors at least ten (10) days before the time of the meeting

which is to consider the change. No change shall be effected which will change the tax-exempt status of this organization. Amendments may be proposed by any member of the Society.