

**Articles of Association
of
International Catholic Lawyers Society**

The International Catholic Lawyers Society (hereinafter “the Society”) is hereby established effective June 18, 2004 as a legal person by the undersigned Founding Members pursuant to the District of Columbia’s *Uniform Unincorporated Nonprofit Association Act of 2000* (D.C. Code §29-971.01 et seq. (2001)) and it shall enjoy the legal status and the rights and privileges, including limited liability, that said Act provides.

Article I: Offices & Purpose

1. Principal Office. The principal office of the Society for transaction of its business shall be located in Washington, D.C. at: The Catholic University of America, 620 N. Michigan Avenue, N.E., Washington, D.C. 20064. The Society shall maintain a registered agent in the District of Columbia.

2. Changes. The Board of Directors may change the location of the principal office. Any such change shall be noted by the Secretary, but shall not be considered an amendment of these Articles.

3. Purposes. The Society shall be a not-for-profit association organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code.

In keeping with the above purpose, it may undertake activities so as to:

a) Promote the intellectual and spiritual welfare of its members by bringing the splendor of the teaching of the Catholic Church into the life and profession of each member.

b) Provide a forum in which Catholic lawyers and jurists worldwide can be educated in the teachings of the Catholic Church and can integrate their faith and beliefs with their individual vocations as lawyers and jurists.

c) Foster and encourage the study and application of Catholic social teaching and Catholic principles of morality and ethics in the legal profession.

d) Educate Catholic lawyers and jurists concerning the meaning of relevant ecclesiastical law and Magisterial teachings of the Church and their relationship to the law.

e) Educate Catholic lawyers and jurists concerning the importance of natural law concepts in the development of law and the administration of justice.

f) Make the Catholic legal tradition culturally present in our time.

g) Provide a focal point for scholarly and applied legal research that will become a resource base for Catholic lawyers, jurists and others who wish to learn the position of the Catholic Church on specific legal issues they face in their daily lives and in their practice of law, through an association with The Catholic University of America's Columbus School of Law, its School of Canon Law, other Catholic institutions and such other organizations as the Board of Directors may decide.

h) Identify Catholic lawyers and their practice areas so that they can use their skills and knowledge to assist on a *pro bono* basis where practicable the Church, its bishops, priests, religious orders and members.

i) Strive to safeguard and protect the civil and religious rights of the Catholic Church, its bishops, priests, religious orders and members, and to participate, as appropriate, in activities and in legal proceedings in furtherance of these declared purposes.

j) Cooperate with other associations of lawyers and jurists and other Catholic organizations throughout the world in performing any of the purposes for which this Society is formed.

k) Support scholarship, research and publication of works on Catholic issues relevant to the law.

4. Activities of the Society. The activities of the Society shall be carried out by the general membership working in committees and subcommittees or through other organizational forms as the Board of Directors may decide.

5. Fiscal Year. The fiscal year of the Society shall be the calendar year.

Article II: Membership

1. Eligibility. Membership in the Society is open to lawyers in good standing and jurists, including retired lawyers and jurists who retired in good standing and such other classes of person affiliated with the practice, administration or development of the law as the Board of Directors may determine, as well as for-profit and not-for-profit entities that are interested in and support the objectives of the Society.

Participation may be as Full, Associate, Affiliate or Honorary Members. Subject to these Articles, the Board of Directors shall determine the qualifications of each class of Membership. A Full Member, however, shall be an actively practicing Catholic. Legal persons may only be Affiliate Members.

2. Dues. The Board of Directors may establish the dues to be paid by members.

3. Procedures. Subject to the provisions of these Articles, the Board of Directors may specify procedures governing applications for membership, and specify procedures for termination of membership for nonpayment of dues or other good cause. The Board of Directors shall have sole and exclusive authority to determine the qualifications and eligibility of all applicants for membership and to finally approve or disapprove any applicant.

Prospective Members shall apply for membership to the Executive Director, who shall review their basic qualifications for membership and submit such applicants' names to the Board of Directors or a designated sub-committee thereof for approval. Parties accepted into the Society shall be notified in writing and be provided a copy of the Articles of Association and any By-Laws of the Society that are then in force.

4. Termination: Members may terminate their membership by notifying the Executive Director in writing. Membership in the Society may be terminated by the Board of Directors if the Member is not in good standing or has comported himself or herself in a manner which is in conflict with the mission and principles of the Society or injures or threatens to injure the reputation of the Society.

5. Interest in Property. No person, by virtue of membership, shall acquire or hold any vested right or any severable interest in any property or assets of the Society.

6. Legal Obligations: In accordance with the Uniform Unincorporated Nonprofit Association Act under which the Society is established, Members are not liable for the obligations of the Society

7. Contributions. The Board of Directors may specify procedures and standards for the acceptance of any contribution, devise, or bequest of real or personal property, or other assets, or any interest therein, provided that the acceptance of the same shall not be inconsistent with the purposes for which this Society is established. The Society shall apply for or solicit funds from such contributors and institutions as it sees fit and may derive revenue from such other activities as may be in keeping with the applicable State, District and Federal laws and regulations governing nonprofit entities, including but not limited to those related to tax exempt status.

Article III: Board of Directors

1. Composition. The Board of Directors shall be composed of such number of persons, but not less than seven (7) nor more than fifteen (15) voting Directors as the Board of Directors shall, from time to time, determine. Executive Officers (as defined in Article IV) and employees of the Society may be members of the Board of Directors; however, at least two-thirds of the Board of Director shall be independent Directors.

2. Initial Directors. The initial Directors shall be:

1. Mr. Robert Destro,
2. Mr. Robert Budelman, Jr,

3. Mr. John Farina
4. Mr. Frank A. Orban III
5. Mr. Clarence E. Martin III
6. Mr. William E. Wagner
7. Mr. George E. Garvey
8. Rev. Msgr. Ronny Jenkins
9. Louis Johannes
10. Joseph W. Stuart

These directors shall serve an initial term of 3 years and, thereafter, should serve staggered terms of 1, 2 or 3 years as chosen by lot and then shall be eligible to be renominated for one full term. A Director may be eligible for renomination after a period of one year absence from the Board. This initial Board of Directors shall develop a system of staggered terms to be applied if the initial Board of Directors is expanded.

3. Duties. The Board of Directors shall manage, supervise, control and direct the affairs of the Society, including the levels of compensation for employees and Executive Officers of the Society (as defined in Article IV, Section 1) and shall determine the Society's policies or changes therein. It may adopt such rules and regulations for the conduct of its affairs as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary. No Director or Executive Officer shall have directly or indirectly any financial dealings with the Society without prior disclosure in writing to and approval by non-interested Board of Directors' members.

4. Election. Directors shall be elected by two-thirds of the serving members of the Board of Directors. The Board of Directors may determine to expand the Board of Directors within the limits provided for in Section 1 of this Article. Each Director elected subsequent to the initial Board of Directors shall serve for a term of three years, expiring at the third anniversary following the effective date of his or her election, or until a successor has been duly elected. Such Directors shall be limited to uninterrupted Board of Directors membership of two three-year terms, provided, however, that any Director appointed or elected to fill the unexpired term of a previous Director shall be eligible to serve two full three-year terms in addition to completing such unexpired term. Notwithstanding the foregoing term limits, the immediate Past Chair may serve as a non-voting member for an additional one year on the Board, if that person is Chair in the last year of his second full term. All candidates must be Full Members of the Society.

Members of the Board of Directors shall be chosen from a slate of candidates proposed by the Nominating Committee as provided for in Article V. In electing new Directors, the Board of Directors shall consider appropriate representation of various sectors of the legal profession and regions reflected in the general membership. Additionally, the Board of Directors shall specifically consider whether an individual proposed for membership on the Board of Directors has demonstrated a commitment to the Society and a willingness to work on its behalf, or is a nationally or internationally recognized leader within the practice of law.

5. Quorum. A majority of the number of Directors comprising the Board of Directors at the time of any meetings, but not less than five (5) Directors, shall constitute a quorum for the transaction of business. A majority vote of a quorum shall be required for approval of all Board of Director actions, unless other voting requirements are specifically required by the Articles.

Notwithstanding the preceding, if after a meeting has been called and adjourned for lack of a quorum for two consecutive times, the quorum shall be reduced to those Directors present. However, in no instance shall less than three (3) Directors constitute a quorum.

6. Proxy. Voting by proxy by members of the Board of Directors shall not be permitted.

7. Regular Meetings. The Board of Directors shall meet, at least, semi annually, and hold such other meetings as the Board of Directors shall deem appropriate. Meetings shall be held at such times and places as may be determined by the Board of Directors. Meetings may be physical or telephonic or in writing; provided that, in case of written meetings, all Directors shall sign the minutes of the meeting and approve any actions taken.

8. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board or by five or more Directors. The person or persons authorized to call special meetings of the Board may fix the time and place of holding such special meetings.

9. Notice. Notice of any regular meeting of the Board of Directors shall be given at least twenty-five (25) days previous thereto either by written notice delivered personally or sent by mail, by electronic mail or facsimile or other mode of transmittal including telephone to each Director at his or her address as shown by the records of the Society. Notice of any special meeting shall be given at least ten (10) days previous thereto, in the same manner as for a regular meeting or by telephone. Members of the Board, however, may waive notice of meetings.

10. Compensation. Directors shall not receive any compensation for their services as Directors, but the Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for the approval and payment of such expenses by designated officers of the Society.

11. Resignation/Removal. Any Director may resign at any time by giving written notice to the Chair, the Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time specified, at the time of acceptance thereof as determined by the Chair or the Board.

Any Director may be removed by a majority of the serving Directors.

Any vacancy resulting from resignation, removal, or any other cause may be filled for the balance of the term by vote of a two-thirds majority of the then members of the Board of Directors.

Article IV: Officers

1. Officers. The officers of the Society shall be a Chair of the Board of Directors, a Vice-Chair of the Board of Directors, a President, a Secretary, a Treasurer, an Executive Director, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. "Executive Officers" shall be those appointed by the Board of Directors, except for the Chairman and Vice Chairman. Executive Officers and employees may be compensated for their

services other than those they may perform as a Director. The Board shall set the compensation of Executive Officers and provide guidelines for other employee compensation.

2. Term of Office. Each officer, except the President, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article, shall be appointed bi-annually by the Board of Directors to serve during the next two calendar years or until a successor shall have been duly appointed. No officer, except the President, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article, shall serve more than three consecutive terms in such office. Any two or more offices may be held by the same person, except President and Secretary.

3. Appointment of Officers. The Board of Directors shall appoint the President, the Vice-President-Secretary and the Vice-President-Treasurer. The Board of Directors shall also appoint the Chair and Vice Chair of the Board of Directors and may appoint other officers or agents, each of whom shall hold office for such period and shall have such duties as may be prescribed in these Articles or, if not specified, as the Board of Directors may determine. Notwithstanding the above, the initial President and Treasurer, who will serve until December 31, 2004 or until a successor shall be appointed, shall be:

President	<u>Robert B. Budelman, Jr.</u>
Vice-President-Secretary	<u>Frank A. Orban, III</u>
Vice-President-Treasurer	<u>Robert A. Destro</u>

The appointments made by the Board of Directors to these positions shall be by majority vote of the Directors.

4. Resignation or Vacancies. Procedures set forth in these Articles with regard to resignation, removal, or vacancies in the Board of Directors shall also be applicable as to any officer.

5. Removal. Any officer may be removed by a two-thirds vote of all members of the Board of Directors.

6. Duties of Officers. Except as otherwise provided in these Articles, the duties of the officers shall be such as may be designated from time to time by the Board of Directors.

7. Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Directors. In the absence of the Chair, the Vice-Chair, or a Director designated by the Chair, shall preside at such meetings.

8. Vice-Chair. In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting shall have all the powers, of and be subject to, all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as may be assigned by the Chair or the Board of Directors.

9. President. The President shall be the chief executive officer of the Society, and, subject to the direction of the Board of Directors, shall have general charge of the affairs of the Society and supervision of its operations. The President shall be an ex-officio non-voting

member of all Member committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a Society.

10. The Executive Director. The Executive Director shall be the Chief Operating Officer of the Society and, subject to the direction of the President, shall have general charge of the property of the Society and be responsible for its daily operations. The Executive Director shall submit, at least, 60 days prior to the end of the Society's fiscal year, a budget for forthcoming year, which budget shall be reviewed and approved by the Board of Directors prior to the beginning of that fiscal year.

11. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Articles or as required by law; be custodian of the Society's records; keep a register of the address of each member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

12. Treasurer. The Treasurer shall have custody of all the Society's funds and securities and shall keep in books belonging to the Society full and accurate accounts of all receipts and disbursements; deposit all moneys, securities and other valuable effects in the name of the Society in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the Society as may be ordered or otherwise provided for by the Board of Directors, keeping proper vouchers for such disbursements, and render to the President and Directors at the regular meetings of the Board of Directors, and whenever requested by them, an account of all transactions as Treasurer and of the financial condition of the Society. Within 60 days of the end of the Society's financial year, the Treasurer shall submit comprehensive financial statements of the kind customarily prepared by nonprofit organizations to the Board of Directors for review and approval and shall see that all tax and other governmental filings are duly made. Such financial statements need not be audited statements unless the Board of Directors so directs. The Board of Directors shall establish financial guidelines for the control and use of the Society's funds and other assets.

The Treasurer shall also perform such other duties as may be assigned by the Chair or the Board of Directors.

13. Bonding of Officers and Employees. At the discretion of the Board of Directors, any officer or employee of the Society may be bonded. The expense of furnishing any such bond shall be paid by the Society.

Article V: Committees of the Board of Directors

1. Executive Committee. The Chair of the Board of Directors, with the concurrence of the Board of Directors, shall designate and appoint an Executive Committee of not less than five from its voting Members. The Executive Committee may invite other officers or directors to attend as it deems appropriate but such invitees shall not have a vote at such meetings. The Executive Committee shall have and exercise the power and authority of the Board of Directors in the management of the Society between meetings of the full Board of Directors, subject only

to such restrictions or limitations, if any, as are specified by resolution of the Board of Directors. The Executive Committee shall be chaired by the Chair of the Board of Directors. A quorum of any such Executive Committee shall consist of a majority of the members thereof. The Executive Director may also participate in Board Executive Committee meetings when invited by the Chair or the Committee but the Executive Director shall not have a vote.

2. Nominating Committee. The Chair of the Board of Directors shall annually designate and appoint a Nominating Committee or subcommittee which shall consist of at least seven members who shall be selected from the then Full Members of the Society, a majority of whom shall themselves be members of the Board of Directors. In designating and appointing the members of the Nominating Committee, the Chair should ensure that the Nominating Committee reflects the geographic dispersion and the sectors of legal profession of the Society's general membership. The names of those designated by the Chair shall be submitted to the Board of Directors for approval.

At the first meeting of the Nominating Committee, the members shall choose one of their number to be Chair of the Committee.

A quorum of the Committee shall consist of a majority of the members thereof.

The Nominating Committee shall, pursuant to Article III, Section 4 of these Articles, propose annually a slate of nominees for election to the Board of Directors. In April of each year, or as soon as possible thereafter, the Nominating Committee shall solicit nominations by publishing a notice to the membership of the Society and by communicating with any Chapter Presidents, National Committee Chairs and past and current Board members requesting submission of the names and qualifications of candidates. By October 1 of each year, the Nominating Committee shall create a slate of candidates to fill Board of Directors' vacancies. The Committee shall notify candidates who are on the slate and members who submitted candidates who are not on the slate and shall publish the names of all nominees in the next appropriate national publication of the Society.

In addition, if any member of the Society presents the name of a Full Member to the Nominating Committee by October 1, in a petition signed by 75 Full Members or ten percent of all Full Members of the Society, whichever is less, the Nominating Committee shall include the name of such member on the final slate of candidates proposed to the Board of Directors pursuant to Article III, Section 4 of these Articles. Such petitions may be signed in counterparts.

The Board of Directors shall vote on the said slate of candidates for directorship and notify the general membership of the results of the election prior to the end of November. The term of those elected shall commence on January 1 of the following year.

3. Advisory and Other Committees. Advisory Committees to the Board of Directors and such other special committees may be designated and appointed, or terminated by the Board of Directors. Persons designated members of such committees need not be members of the Board of Directors. Members of an Advisory Committee need not be Members of the Society.

4. Spiritual Director and Advisors. The Board of Directors may designate from time to time a Spiritual Director and one or more Spiritual Advisors to the Society and/or to any of its Regions, Chapter or Committees.

The Spiritual Director, if not a member of the Board of Directors, shall be an ex-officio non-voting member of the Board of Directors. The Spiritual Director shall advise the Society on matters concerning its spiritual and religious welfare and activities, and may advise on any action taken by the Society in carrying out the objectives and purposes for which it was founded.

Article VI: Regions and Chapters

1. Regions. The Board of Directors may, within its discretion, designate a specific geographic area as a Region of the Society. All members of the Society residing or having business offices within the Region may participate in the activities of the Region.

2. Chapters. The Board of Directors may also, within its discretion, designate a specific geographic area within a Region as a Chapter of the Society. All members of the Society residing or having business offices within the geographic area of a Chapter may participate in the activities of the Chapter. Chapters may be established by applications submitted to and approved by the Board of Directors.

3. Regulations. The Board of Directors may prescribe to the Regions and Chapters rules and regulations for their organization, governance, practice and procedure, and financial relationship to the Society.

4. Changes or Revocations. The Board of Directors may change the geographic area included within the designation of a Region or Chapter, or may revoke any such designation, as the Board of Directors deems necessary or advisable in the best interests of the Society. Upon any such revocation all funds in the treasury of such Region or Chapter and all of its records shall immediately be delivered to the Executive Director of the Society.

Article VII: Committees of the Society

1. Practice/Segment Committee. The Board of Directors may, within its discretion, create such practice/segment committees as may be deemed desirable from time to time for the purpose, among others and without limitation, of facilitating member participation and communication among members as to specific issues or other matters of concern to the Society.

Such committees may be established, modified, or terminated by applications submitted to and approved by the Board of Directors. In addition, the Board of Directors may establish or terminate a committee, or modify the terms of reference of any committee, in each case as the Board of Directors deems necessary or advisable in the best interests of the Society. Upon any such termination or, if deemed appropriate by the Board of Directors in event of modification, all funds in the treasury of such committee and all of its records shall immediately be delivered to the Executive Director of the Society.

All members of the Society may be members of any practice/segment committee. However, the Chair of a Practice/Segment Committee shall be a Full Member.

2. Other Committees. Other committees (including ad hoc committees) and the members thereof may be designated and appointed, modified, or terminated, by the Chair of the Board of Directors or the Board of Directors, provided that the Board of Directors may, in any instance, reserve to itself the sole authority to designate, modify, or terminate a committee and the members thereof.

3. Regulations. The Board of Directors may prescribe to the committees of the Society rules and regulations as to their organization, governance, practice and procedure and financial relationship to the Society.

Article VIII: Contracts, Checks, Deposits, and Funds

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, 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.

2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors.

3. Deposits. All funds of the Society not otherwise employed shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

Article IX: Indemnification

The Society may, by resolution of the Board of Directors, provide for indemnification by the Society of any or all of its Directors, or officers, or professional employees or former Directors or officers or professional employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors, or officers or professional employees or former Directors or officers or professional employees of the Society, except in relation to matters as to which such Directors, or officers, or professional employees shall be adjudged in such action, suit, or proceeding to be liable for gross, intentional or willful negligence or gross, intentional or willful misconduct in the performance of their duties and as to such matters as shall have been settled by agreement predicated on the existence of such liability for such negligence or misconduct.

Article X: Mail Voting

Voting on any matter, including the election of Directors or officers, may be conducted by voice, e-mail, mail, facsimile or other method authorized by the Board of Directors and consistent with the laws of the District of Columbia. The method of voting does not in any way effect the prohibition against proxy voting in Article III (5).

Article XI: Use of Assets and Distribution of Assets on Dissolution

(a) No part of the net earning of the Society shall injure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation to services rendered and to make payments and distributions in furtherance of IRC Section 501 (c)(3) purposes. No substantial part of its activities shall be the carrying out of propaganda or otherwise attempting to influence legislation and the Society shall not participate in or intervene in (including publishing or distributing statement) any political campaign on behalf or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the Society shall not carry on any other activities not permitted to be carried on a) by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or b) by a corporation, contributions to which are deductible under IRC Section 170(c)(2) or a corresponding section of any future Federal tax code.

(b)The Society may be dissolved by a vote of three-quarters of all the serving Directors or by a petition (which may be signed in counterparts) of a majority of the Full Members or a majority of Full Members voting in person or by proxy at a meeting of the Membership called for this purpose either by the Board of Directors or by written request of a majority of the Full Members.

(b) The Board of Directors is authorized to adopt a plan of distribution with the intendment of Section 501(c) of the Internal Revenue Code in conformity as the provisions in the Uniform Unincorporated Associations Act of the District of Columbia (DC Code Title 29, Sections 971.09) as the same now exists or as it may be amended from time to time; as to how its assets, if any, remaining after payment (or provisions for payment) of all liabilities of the Society, shall be used or distributed exclusively for purposes within the intendment of Section 501(c) of the Internal Revenue Code as the same now exists or as it may be amended from time to time, and none of the property or funds of the Society shall be divided among or paid to its members, Directors, officers, or other private person, but shall be distributed for one or more exempt purposes within the meaning of IRC section 501(c)(3) or corresponding section of any future Federal tax code or shall be distributed to the Federal government or to a state or local government for a public purpose.

Article XII: Amendments

Any of these Articles may be altered, amended, or repealed, and new Articles may be adopted by a vote of a three-quarter majority of all the serving Directors, at any regular or special meeting of the Board of Directors, or by e-mail, mail, facsimile or other method authorized by the Board of Directors, or the Chair of the Board.

Such amendments may also be adopted by a signed petition of a two-third majority of the Full Members of the Society, which petition can be signed in counterparts.

These Articles of Association are approved with effect from June 18, 2004 by the following anticipated Founding Members of the Society, whose signatures are either on this page or attached as counterparts to this page: