

## **BYLAWS**

Sovereign Military Hospitaller Order of St. John of Jerusalem of Rhodes and of Malta ®  
Federal Association, U.S.A.

- Last revised and ratified by the membership on October 18, 2008 -

### **ARTICLE I** **General Provisions**

#### Section 1. Purpose and Objectives

The Sovereign Military Hospitaller Order of St. John of Jerusalem of Rhodes and of Malta, Federal Association, U.S.A. (the "Association") is organized pursuant to the District of Columbia Non-profit Corporation Act (the "Act") to promote the spiritual welfare of its members (collectively, the "Members" and, singularly, a "Member") and their families, and the physical welfare of the sick and disabled, the poor, the homeless and the illiterate; to aid and protect them and contribute to their material and moral support; to establish institutions of Christian charity to attend to their needs; to cooperate with other agencies or institutions which engage in like work; to defend the Roman Catholic faith; and, generally, to do any and all things and engage in any and all activities which, in the judgment of the Board of Directors of the Association (individually, a "Director" and collectively, the "Board"), may be necessary or proper to accomplish the aforesaid purposes and objectives.

The Association is, and shall be, a not-for-profit corporation and no part of its income shall inure to the benefit of, or be distributable to, any Member or Director or any other person.

#### Section 2. Government

The Association is also chartered as a national association of the Sovereign Military Hospitaller Order of St. John of Jerusalem of Rhodes and of Malta (the "Order"); however, in the event of a conflict between any provision of the Constitution or Code of the Order or of Canon Law applicable to the Association or any provision of the Articles of Incorporation or Bylaws of the Association with the Act or any other law of the District of Columbia or the United States applicable to tax-exempt non-profit corporations (the "Law"), the Act or the Law shall control. The Board shall have sole and absolute discretion to determine whether and to what extent the Association shall make contributions to other religious or charitable organizations and the conditions upon which such contributions shall be made. The Association of the Sovereign Military Order Hospitallers of St. John of Jerusalem and of Rhodes and of Malta Federal Association of the United States of America (the "Association") is organized pursuant to the District of Columbia Non-profit Corporation Act (the "Act") to promote the spiritual welfare of its members (collectively, the "Members" and, singularly, a "Member") and their families, and the physical welfare of the sick and disabled, the poor, the homeless and the illiterate; to aid and protect them and contribute to their material and moral support; to establish institutions of Christian charity to attend to their needs; to cooperate with other agencies or institutions which engage in like work; to defend the Roman Catholic faith; and, generally, to do any and all things and engage in any and all activities which, in the judgment of the Board of Directors of the Association (individually, a "Director" and collectively, the "Board"), may be necessary or proper to accomplish the aforesaid purposes and objectives.

The Association is, and shall be, a not-for-profit corporation and no part of its income shall inure to the benefit of, or be distributable to, any Member or Director or any other person.

## **ARTICLE II** **Board of Directors**

### Section 1. Directors : Terms

The Board shall consist of eighteen (18) Members and any additional Members who serve ex officio pursuant to Article III of these Bylaws. Each Director shall serve for a term of three (3) years, or until his or her successor is elected, except as provided in Section 2 hereof.

The Directors elected pursuant to Article VI of these Bylaws shall take office immediately following the Annual Meeting at which they are elected, but for purposes of Canon Law, their election shall not be effective until confirmed by the Grand Master and Sovereign Council of the Order. Directors may serve for only two (2) consecutive three (3) year terms, unless they are serving in the office of President or Vice President. After serving two (2) consecutive three (3) year terms, a Director is not eligible for election as a Director for a period of two (2) years.

### Section 2. Vacancy on the Board of Directors

In the event of the death, resignation, removal or incapacity of any Director, the Board shall elect a Member to fill such vacancy until the next succeeding election of the Association. At the next succeeding election conducted pursuant to Article VI hereof, a Member shall be elected to fill the remaining portion, if any, of such Director's term. Service as Director pursuant to this Section 2 shall not preclude immediately subsequent election to two (2) consecutive three (3) year terms. Unexcused absence from two (2) consecutive meetings of the Board shall be grounds for removal of a Director, and such action may be taken by a majority of those present at any meeting of the Board held within four months of the last such unexcused absence. The Board will determine whether an absence is unexcused.

### Section 3. Meetings of the Board

The Board shall hold regular meetings not less frequently than four (4) times per year. The Chancellor shall give notice not less than ten (10) days in advance of such meeting, and shall include with the notice a proposed agenda of matters to be covered at the meeting.

### Section 4. Special Meeting of the Board

A special meeting of the Board may be called at any time by the President or by any nine (9) Directors, with notice as provided in Article II, Section 3 above.

### Section 5.

#### Action by Written Consent of the Directors

Any action required by law to be taken at a meeting of the Directors or any action which may be taken at a meeting of the Directors may be taken without a meeting if a

consent in writing, setting forth the action so taken, is signed by all the Directors entitled to vote with respect to the subject matter.

Section 6. Responsibilities

The Board shall have general charge and supervision of the affairs and activities of the Association and shall carry on the religious and philanthropic work of the Association and determine the eligibility of prospective Members, all consistent with the Code and Constitution of the Order.

Section 7. Quorum

A minimum of nine (9) Directors shall constitute a quorum of the Board.

**ARTICLE III**  
**Officers**

Section 1. Executive Officers; Terms

The executive officers of the Association, all of whom shall be Members, shall be the President, the Vice President, the Chancellor, the Treasurer, and the Hospitaller (the "Executive Officers"). With the exception of the President, whose election shall be conducted in accordance with Article VI, Section 1 of these Bylaws, the Executive Officers shall be elected by the Board in a duly authorized meeting immediately following the Annual Meeting by a majority vote of Directors who are present. Executive Officers shall serve a term of three (3) years and until the election of their respective successors. Executive Officers elected to three (3) year terms may succeed themselves for only one additional three (3) year term.

Section 2. President

The President shall be the Chief Executive Officer of the Association and shall preside at meetings of the Board, the Executive Committee and the general membership. He or she shall also perform such other duties as the Board or the Executive Committee shall by vote or resolution direct. If the President is not otherwise a member of the Board, he or she shall be an *ex officio* member of the Board.

Section 3. Vice President

The Vice President shall, in the temporary absence or incapacity of the President, exercise all the powers and perform all the duties of the President. If because of the death, resignation or protracted absence or incapacity of the President, the Board, acting pursuant to Section 7 of this Article, selects another President, the Vice-President shall no longer exercise the powers and perform the duties of the President. If the Vice-President is not otherwise a member of the Board, he or she shall be an *ex officio* member of the Board.

Section 4. Chancellor

The Chancellor of the Association, who shall be an *ex officio* member of the Board if not otherwise member of the Board, shall attend all meetings of the Board, the Executive Committee, and the general meetings of the Association. The Chancellor shall act as Secretary of the Association, shall record all the proceedings of such aforesaid meetings in books kept for that purpose at the principal office of the Association and shall, within a

reasonable time, distribute minutes of such meetings to the members of the Board. The Chancellor shall give at least ten (10) days notice of all meetings of the Board, and reasonable notice of meetings of the Executive Committee. He or she shall assist the President and the Board in maintaining liaison with the Sovereign Council and the other Associations and Pories of the Order, and shall be responsible to assure that the activities of the Association are carried on consistently with applicable law, these Bylaws and the provisions of the Constitution and Code of the Order. The Chancellor shall authenticate all documents which require authentication on behalf of the Association and shall also perform such other duties as may be assigned to him or her by the Board, Executive Committee, or President. The Board may appoint one or more Assistant Chancellors to assist the Chancellor in his or her duties.

#### Section 5. Treasurer

The Treasurer shall be the custodian of all monies or other property of the Association. The Treasurer shall deposit all monies received by him or her for the Association in the name of the Association in a bank designated and approved by the Board or Executive Committee. The Treasurer shall collect all contributions from each Member of the Association payable in accordance with Sections 1, 2, and 4 of Article VIII of these Bylaws. The Treasurer or the President shall draw and sign all checks upon funds of the Association. The Treasurer shall disburse no money other than for the current expenses of the Association without the approval of the Board or the Executive Committee. The Treasurer shall submit to the Members an annual report in writing showing the financial condition of the Association, and shall submit to the Board financial reports in such form and as frequently as requested to do so by the Board.

#### Section 6. Hospitaller

The Hospitaller shall oversee the Association's programs of personal service to the poor and the sick, and shall encourage the promotion of such programs and the participation of Members in them. The Hospitaller shall perform such other services relating to the philanthropic and other work of the Association as may be directed by the President or the Board. The Board may appoint one or more Regional Hospitallers to assist in the philanthropic and other work of the Association.

Under the guidance and direction of the Hospitaller, the Regional Hospitallers shall with respect to designated geographic areas: (a) organize activities through which Members in their geographic areas are encouraged to engage in volunteer projects, spiritual activities, and activities in defense of the faith; (b) promote methods of communication for the transmission of information from the Executive Officers, Board, and staff of the Association to the Members, and (c) assist the Admissions Committee and the Formation Committee in fulfilling their responsibilities.

#### Section 7. Vacancies

In the event of the death, resignation or protracted incapacity or absence of any officer of the Association, the resulting vacancy shall be filled for the unexpired term by the Board at its next following meeting unless otherwise provided for in these Bylaws.

#### Section 8. Chaplain

The Board shall elect the Chaplain of the Association to assist its Members in development of the spiritual welfare of themselves and their families. The Chaplain shall be

elected for a three (3) year term, but there shall be no limitation as to the number of consecutive terms the Chaplain may serve.

Section 9. Historian

The Board may from time to time and for such term as it deems appropriate, elect an Historian to assist in the maintenance of the records of the Association and to help make known to the Members the past history of the Association and the Order.

**ARTICLE IV**  
**Executive Committee**

Section 1. Membership

The Board shall appoint an Executive Committee which shall consist of the President, the Vice-President, the Chancellor, and up to four (4) additional members of the Board. The Members of such Committee shall hold office for the period of one (1) year. The Chaplain, the Hospitaller and the Treasurer shall be expected to attend and participate in all meetings of the Executive Committee. Members of the Executive Committee who otherwise qualify shall be eligible for reappointment to such Committee in a subsequent year. A quorum of the Executive Committee shall consist of four (4) members thereof. The Executive Committee (a) shall have general charge and supervision and management of the affairs and activities of the Association during the intervals between meetings of the Board, (b) shall meet on the call of the President or any three (3) members of the Executive Committee, and (c) may conduct its business by unanimous written consent without meeting, or by telephone conference, or, where appropriate, by polling individual members by telephone. Minutes of the meetings of the Executive Committee, or reports of actions taken without meeting, shall be furnished to all members of the Board within ten (10) days after any meeting or action by the Executive Committee.

Section 2. Absences and Vacancies

Any member of the Executive Committee who is absent for two (2) consecutive committee meetings without giving sufficient reasons therefore to the President may be removed from membership on the Executive Committee by the President. Any vacancy in the Executive Committee caused by death, resignation, incapacity or removal because of absence shall be filled by the Board.

**ARTICLE V**  
**Committees**

Section 1. Appointments and Reports

The President, with the advice and approval of the Board, may establish such standing or special committees as in its judgment are necessary to carry out the work of the Association, shall define the duties of such committees and shall appoint the chairmen/ women and members thereof. The appointment of members and chairs of committees shall be accomplished, whenever practicable, at or before the second meeting of the Board following the Annual Meeting of the Members. Each committee shall submit to the Board a written report of the activities of their respective committees at least annually, and more frequently if requested by the Board or President.

Section 2. Membership

The President, or in the absence of the President, the Vice President, shall be a member of all committees ex officio.

**ARTICLE VI**  
**Meetings and Elections**

Section 1. Election of Executive Officers, Directors, Chaplain and Historian

The President and Directors shall be elected by a majority of Members voting by secret written ballot. The Vice President, Chancellor, Treasurer and Hospitaller shall be elected by the Board in accordance with the provisions of Article III, Section 1 of these Bylaws.

The Chaplain and Historian shall be elected by the Board pursuant to the provisions of Article III, Sections 8 and 9 of these Bylaws.

Section 2. Method of Voting

Every Member may vote for the President and the Board by secret written ballot pursuant to Article VI, Section 4E of these Bylaws. Members must act personally and cannot appoint representatives, delegates, or proxies. Ballots shall be tabulated, and the results announced at the next Annual Meeting.

Section 3. Annual Meeting of Members

The Members shall hold an Annual Meeting on a date announced at least six (6) months in advance by the President.

Section 4. Nomination and Election Process

A. The President, with the approval of the Board, shall appoint a Nominating Committee comprised of ten (10) members, one of whom shall be the immediate past President, and at least three (3) of whom shall be members of the Board. In addition, the President shall be an *ex officio* member of the Nominating Committee. No later than one hundred and twenty (120) days prior to each Annual Meeting of the Members, the President shall designate the Chair of the Nominating Committee from among the members serving on the Nominating Committee. The terms of the members of the Nominating Committee shall be three (3) years, provided, however, that members selected in the year 2008 shall be selected for staggered terms of one (1), two (2), and three (3) years as designated by the President at the time of their selection. At the completion of a member's first term on the Nominating Committee, that member shall be eligible for re-appointment to one additional term.

B. The purpose of the Nominating Committee shall be to recommend to the membership or, where appropriate, to the Board, individual members to serve as Executive Officers and Directors. The Nominating Committee shall also, to the extent it deems it is appropriate to do so, or upon the request of the President of the Board, suggest to the President and the Board individuals for service as members of the committees created pursuant to Article V of the By-laws.

C. Within fourteen (14) days of its appointment, the Nominating Committee shall by letter advise the membership if the terms of any Executive Officers or Directors shall expire at or about the time of the next Annual Meeting, and indicate which incumbents are eligible for reelection.

D. For a period of thirty (30) days after the notice, Members may recommend in writing to the Nominating Committee the names of candidates for President, the other Executive Officers and the Board. The Nominating Committee will consider, but will not be limited to considering, such recommendations from the membership.

E. At least forty-five (45) days before the Annual Meeting, the Nominating Committee shall notify the persons it intends to nominate for President, other Executive Offices and Directors and confirm their willingness to serve. Promptly thereafter, the Nominating Committee shall contact the other persons who were recommended in writing to the Nominating Committee for consideration for nomination to serve as President or Director, inform them of the names of the persons being nominated by the Nominating Committee, and ascertain whether those persons wish their names to appear on the official ballot in addition to the names of those nominated by the Nominating Committee. The official ballot, to be distributed in accordance with Section 4E of this Article, shall list the names of any such persons who choose to be listed. The Nominating Committee shall confirm the response of each such person in writing to him or her before the official ballot is distributed to the membership.

F. At least Twenty-one (21) days before the Annual Meeting, an official ballot will be mailed to the membership listing the nominees for President and for the Board and specifying which nominees are recommended by the Nominating Committee. The Members will vote by secret written ballot for President and Directors. In order to qualify to be counted, ballots must be received at the main office of the Association not later than noon on the second day preceding the Annual Meeting. The results will be announced at the Annual Meeting. The other officers shall be elected by the Board shortly after the Annual Meeting, as provided in Article III, Section 1 of these Bylaws.

#### Section 5. Special Meeting of Members

The Board, by a majority vote, the Executive Committee, by majority vote, or the President may call a special meeting of all the Members upon notice given by the Chancellor not less than fifteen (15) days in advance of any such meeting, setting forth the agenda of matters to be covered at the meeting.

#### Section 6. Order of Business at the Annual Meeting; Other Meetings

The order of business at the Annual Meeting of Members shall be as prescribed by the President. The Board, Executive Committee and any standing or special committee may prescribe the order of business at their respective meetings.

#### Section 7. Feast Day Assemblage

There shall be a reunion or assemblage of all Members held in one or more churches or chapels to be selected by the Board, on or about June 24 of each year, for the Feast Day of St. John the Baptist, the patron saint of the Order. Each Member shall attend such reunion or assemblage unless it would be a hardship for him or her to be present.

**ARTICLE VII**  
**New Members of the Association**

The Board shall, when recommending to the Sovereign Council candidates for membership in any grade of the Order, furnish the Sovereign Council with a description of each candidate, together with all information required by the Code of the Order which justified proposing such candidate for membership. No candidate will be considered a Member until he or she is approved by the Grand Master and the Sovereign Council in Rome and has also been invested into the Order. Specific guidelines for admissions shall be approved and promulgated by the Board.

With the approval of the Sovereign Council, the Board may appoint one or more chaplains in addition to the person who holds the office of Chaplain pursuant to Article III, Section 8 of these Bylaws.

**ARTICLE VIII**  
**Contributions**

Section 1. **Members' Initial Contribution**

Each Member, prior to receipt of the decree of admission, shall contribute to the Association such sum or sums as shall be fixed by the Board.

Section 2. **Annual Contribution**

In addition to the foregoing contribution, each Member shall contribute to the Association an annual amount as shall be fixed by the Board, which shall be payable on the date fixed by the Board.

Section 3. **Chaplains**

Chaplains shall be exempt from all contribution requirements.

Section 4. **Assessments**

The Board may from time to time levy assessments upon the Members if, in the judgment of the Board, funds in addition to contributions are needed to carry on any activities of the Association.

Section 5. **Suspension of Contributions**

If in the judgment of the Board a Member cannot meet the contribution requirements as provided above, the Board may exempt such Member from the payment thereof for a stated period or indefinitely and allow such Member to make contributions in accordance with the Member's ability to do so.

Section 6. **Other Contributions**

The Board may accept other contributions of money and property from Members and nonmembers to be used for the charitable, religious and hospitaler works of the Association.

In addition to the contributions and assessments prescribed in this Article, Members are expected to contribute as much of their time and means as possible to further the purposes and objectives of the Association.

**ARTICLE IX**  
**Fiscal Year**

The fiscal year of the Association shall be the calendar year.

**ARTICLE X**  
**Amendments**

If it be determined that the purposes of the Association would be better promoted by a change in these Bylaws, these Bylaws may be amended from time to time by the majority of the Members present in person at a meeting of the membership duly and regularly called.

**ARTICLE XI**  
**Indemnification of Officers and Directors**

Each Director, Officer (whether currently in office or no longer in office), or employee or agent of the Association (whether currently employed or no longer employed, as agent or otherwise), shall be indemnified by the Association for any and all liability arising out of any threatened, pending or completed cause of action, suit or proceeding, whether civil or criminal, by reason of his or her actions within the scope of his or her office or employment or by reason of the fact that said individual is or was a Director, Officer, employee or agent of the Association. Any person covered under this Article shall be indemnified against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense of such proceeding or lawsuit. Such indemnification shall extend to the full and complete extent permitted by District of Columbia law. Any subsequent modifications in the law or any partial invalidation of this indemnification shall not be deemed to invalidate the indemnification in whole. Any portion of this Article which is held to be illegal shall be deemed severable without destroying the whole of this Article. This indemnification shall inure to the benefit of heirs, executors and administrators of any person indemnified hereby.

**ARTICLE XII**  
**Lourdes Pilgrimage**

The Association participates each year in the Order's Pilgrimage to Lourdes, an integral part of life and membership in the Order. Each Member is strongly encouraged to participate at least once in the Lourdes Pilgrimage during the first three (3) years following admission to membership in the Association or during the period of formation preceding membership in the Association, unless physical or financial condition, or other circumstances, would make such participation a hardship.

**ARTICLE XIII**  
**Dissolution Distributions**

In the event of the liquidation, dissolution or winding up of the Association for any reason whatsoever, all of the assets of the Association, after the payment of its liabilities, shall be transferred to one or more organizations selected by the Board; provided, however, that any transferee organization must be qualified under Section 5.01(c)(3) of the Internal Revenue Code or any successor provisions of such Section.