

BYLAWS
OF
WESTERN U.S.A. ASSOCIATION OF THE SOVEREIGN
MILITARY HOSPITALLER ORDER OF SAINT JOHN OF
JERUSALEM, OF RHODES, AND OF MALTA
COMMONLY KNOWN AS THE “SOVEREIGN MILITARY
ORDER OF MALTA”

A CALIFORNIA NON-PROFIT RELIGIOUS CORPORATION

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ARTICLE I

GENERAL PROVISIONS

Section 1. PURPOSES AND OBJECTIVES.

This Corporation is organized pursuant to the General Nonprofit Corporation Laws of the State of California to promote the spiritual welfare of its members as well as the spiritual and physical welfare of the sick, the disabled, and the poor of all ages as well as, the unborn, 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 activities which, in the judgement of the Board of Directors, may be necessary or proper to accomplish the aforesaid purposes and objectives.

Section 2. GOVERNMENT.

This Corporation is chartered as a National Association of the Sovereign Military Hospitaller Order of St. John of Jerusalem of Rhodes and of Malta, commonly known as “The Sovereign Military Order of Malta”, hereinafter referred to as “the Order”, by Magistral Decree; thus, the Corporation and its members are subject to the Constitutional Charter and the Code of the Order to the extent they are not in conflict with its Articles of Incorporation, these Bylaws, and the laws of the State of California and the United State which are applicable to tax exempt, nonprofit religious corporations.

Section3. CORPORATE OFFICES.

The Board of Directors shall establish a principal office for the transaction of the business of this Corporation in the County of San Francisco.

The Board of Directors may establish other offices for the Corporation elsewhere in the State of California and in other states within the territorial jurisdiction of the Corporation as specified in its Constitution and Charter.

Section 4. FISCAL YEAR

The fiscal year of the Corporation shall commence on January 1st and end on December 31st.

ARTICLE II

MEMBERS

Section 1. QUALIFICATION.

Membership in the Corporation shall be limited to persons in good standing of the Roman Catholic faith who are Knights, Dames, Chaplains, or Donats of the Order. Members, when they enter the Order, must be residents of a state of the United States within the territorial jurisdiction of the Corporation as specified in its Constitution and Charter. If later they move to a state outside the territorial jurisdiction of the Corporation, they may remain a member. Knights, Dames and Donats must be over the age of twenty-one years.

Section 2. NUMBER.

(The minimum number of members shall be fifteen.) The total number of Dames shall not exceed fifty percent of the total number of Knights; the total number of Donats shall not exceed ten percent of the total number of Knights.

Section 3. NEW MEMBERS.

The Board of Directors sets forth the requirements for membership as well as rules regarding those who may sponsor or second a prospective member. Each new member must participate in a provisional year before admission to the Order.

(a) The procedure for processing a candidate is as follows:

- (1) The candidate must be sponsored by two members of the Order;
- (2) The candidacy shall be submitted to the Membership Committee for preliminary consideration. The submission shall include
 - (a) Proposal for Membership,
 - (b) Curriculum Vitae of Nominee,
 - (c) Proposer Letter,
 - (d) Secunder Letter.
- (3) If approval is given by the Membership Committee, the candidacy shall be submitted to the Executive Committee and the candidate is requested to submit:
 - (a) A baptismal certificate,
 - (b) A marriage certificate if the candidate is married,
 - (c) A letter from the candidate's parish pastor attesting that the candidate is a Roman Catholic in good standing.
- (4) Following approval by the Executive Committee, approval is requested from the Ordinary of the Diocese of the candidate. The letter to the Ordinary is accompanied by a copy of the letter from the candidate's Pastor.
- (5) The candidate's proposer must confirm completion of provisional year obligations to the Membership Committee.
- (6) After receipt of all documents and completion of provisional year obligations each candidate shall be asked to submit a letter asking for admission to the Order, including a promise to use one's best efforts to participate in our charitable and spiritual activities, and to attend the Lourdes Pilgrimage at least once with the Order, either in the

provisional year, a prior year, or in the first three years of membership.

(b) All of the documents submitted by or on behalf of a candidate shall be lodged with and reviewed by the Chairman of the Membership Committee is satisfied that the candidate meets all of the requirements for membership, he shall submit the documents to the President, who shall forward them to the Grand Chancellor of the Order for presentation to the Grand Master of the Order.

Section 4. ADMISSION TO MEMBERSHIP.

Admission to membership depends upon the Grand Master of the Order with the deliberative vote of the Sovereign Council, who, if satisfied that the candidate is worthy of admission, will direct the issuance of a decree of admission into the Order. (Upon receipt of the decree of admission, the name of the newly admitted member shall be inserted in the roster of members of the Corporation, after which the decree of admission and the insignia of the Order shall be delivered to the member.)

Section 5. LOSS OF MEMBERSHIP.

A member shall lose his or her membership in this Corporation by death, resignation, or dismissal from the Order.

(Section 6. CHANGE OF RESIDENCE.

Membership shall terminate if a member changes his or her principal Residence to a place outside the territorial jurisdiction of the Corporation and remains in such new Residence constantly for three years. In such event, the member should seek admission into the National Association of the Order having jurisdiction over the place of the member's new Residence. If a National Association does not exist

in such place, the member may be assigned to an existing association by the Grand Master of the Order. Exceptions to the residency requirement may be authorized by the Board of Directors.)

Section 6. DISCIPLINARY PROCEEDINGS; EXPULSION

(Disciplinary proceedings involving members of the Corporation are to be initiated by the President and conducted in accordance with Chapter IX of Title II of the Code of the Order. The suspension or expulsion of a member can only be decided by the Grand Master of the Order together with the Sovereign Council.)

Subject to the final decision of the Grand Master, the Disciplinary Committee may suspend or terminate the membership of any member of the Western Corporation whose conduct shall be in violation of the Constitution and Code of the Order of these bylaws. Such conduct shall include, but shall not be limited to, abandonment of the Roman Catholic faith, adoption of any religion other than Roman Catholicism, the public advocacy of abortion, remarriage after divorce without an annulment prior to remarriage, or any other conduct as a result of which it may reasonably be concluded that the member is no longer a practicing Roman Catholic.

The disciplinary committee shall consist of three members, the President, the Chancellor, and the Vice President of the area in which the person to be disciplined lives.

As set forth in Article 123 of the Code of the Order, a member may be suspended for the nonpayment of dues for two years, and may be dismissed if the dues have not been paid for a period of four years.

Section 7. VOTES;PROXIES.

Each member of the Corporation shall have one vote. For the election of the President it shall be by mail ballot. With regard to any other matter requiring a vote of the membership, it can be exercised in person, by ballot or by proxy. (No member may represent or vote for more than five other members of the Corporation by proxy.)

Section 8. REGULAR MEETINGS

The members of the Corporation shall hold regular meetings twice each year, once in the Spring and once in the Fall (on the first Tuesday of March and the first Tuesday of October, or as near to those dates as is convenient) at such time and in such place as shall be determined by the Board of Directors.

Section 9. SPECIAL MEETINGS.

Special meetings of the members of the Corporation may be called at any time by the President, by the Board of Directors, or upon written request of one-third of the total membership;

Section 10. NOTICE OF MEETINGS.

Notice of the time and place of regular and special meetings of the members shall be given in writing to all members by the Chancellor at least twenty days in advance (and shall include an agenda of the matters to be considered at the meeting). Any member of the Board of Directors, or the members who requested a special meeting, may suggest matters to be included in the agenda. In case of special urgency, the President may reduce the period for notice.

Section 11. QUOROM

Ten percent of the total membership of the Corporation present in person or by proxy shall constitute a quorum at any regular or special meeting of the membership (provided no

member shall represent more than five other members by proxy). If a quorum is not present at any regular or special meeting, the President shall adjourn the meeting to a later date and direct the Chancellor to give appropriate notice to all members who are not present.

Section 12. FEAST DAY OF ST JOHN THE BAPTIST.

On June 24th of each year, which is the annual Feast Day of St John the Baptist, the patron saint of the Order, or as near to June 24th as is convenient, all members of the Corporation shall be invited to assemble for Mass in a church or chapel designated by the Board of Directors. Each member shall be encouraged to attend such Mass unless, for a justifiable reason, attendance is impossible.

ARTICLE III

BOARD OF DIRECTORS

Section 1. NUMBERS AND TERMS.

The Board of Directors shall consist of eighteen members of the Corporation. The terms of the directors shall be three years, with six directors, when appropriate, being elected each year. Their terms of office will end on December 31. Directors shall be elected by mail ballot by the members of the Corporation prior to the regular (October) Fall meeting, and shall take office January 1 of the following year. Directors may serve only for two elected three year terms, except for the President as set forth in Article IV Section 1, and the Treasurer as set forth in Article IV Section 7. After serving two three-year terms, a Director is not eligible for reelection for two years. (This limitation will apply retroactively with the adoption of these bylaws, except that Directors who are affected by this limitation may serve out their present term). Absence from two consecutive meetings of the Board, without prior

notice to the Chancellor, shall be grounds for the Board's considering removal of the member and such action may be taken by a majority vote of those present at any meeting of the Board.

Section 2. VACANCIES.

In the event of a vacancy occurring on the Board of Directors through the death, resignation, or incapacity of a director, the remaining directors shall elect a member of the Corporation to fill such vacancy and to serve the balance of the unexpired term of such director. Filling a vacancy will not be considered a term as referred to in the above section.

Section 3. POWERS.

The Board of Directors shall have general charge and supervision of the affairs of the Corporation and shall discharge its responsibilities in such manner as best to promote the religious, charitable, and defense of the faith purposes of the the Corporation. The Board of Directors shall have sole and absolute discretion to determine whether, and to what extent, the Corporation shall make contributions to other religious or charitable organizations, including the Order, institutions and activities sponsored by the Order, and the conditions upon which such contributions shall be made.

Section 4. REGULAR MEETINGS.

The Board of Directors shall hold regular meetings at least four times each year, during the months of January, March, June and October or at such other dates as are convenient. The Board of Directors may hold all or a part of its regular meetings in conjunction with the regular meetings of the Membership held on the same days.

Section 5. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called at any time by the President or by any of the five directors.

Section 6. NOTICE OF MEETINGS.

Notice of the time and place of regular and special meetings of the Board of Directors shall be given in writing to the members of the Board by the Secretary at least fourteen days in advance and shall include an agenda of the matters to be considered at the meeting. Any member of the Board of Directors may suggest matters to be included in the agenda. In case of special urgency, the President may reduce the period for notice.

Section 7. QUOROM.

Six directors shall constitute a quorum at any regular or special meeting of the Board of Directors. If a quorum is not present at any meeting, the President shall adjourn the meeting to a later date and direct the Secretary to give appropriate notice to all directors who were not present.

Section 8. EXECUTIVE COMMITTEE.

At its regular Fall meeting the Board of Directors shall elect seven of its members to serve as an Executive Committee of the Board of Directors for the ensuing year. In the event of a vacancy occurring on the Executive Committee, the Board shall elect another of its members to fill such vacancy at its next regular or special meeting.

Meetings of the Executive Committee may be called by the President or by any three members of the Executive Committee. Notice of the time and place and purpose of the meeting shall be given in writing to all members of the Executive Committee by the Chancellor at least seven days in advance. In cases of special urgency, the President may shorten the period for notice and/or dispense with the requirement of written notice.

Four members of the Executive Committee shall constitute a quorum.

In addition to other powers and duties given to the Executive Committee by these Bylaws, the Executive Committee shall have full power to act for the Board of Directors between regular meetings of the Board. Any action taken by the Executive Committee must be reported to the Board of Directors at the next board meeting by the Chancellor.

Section 9. ACTION WITHOUT MEETING.

Any action required or permitted to be taken by the Board of Directors or by the Executive Committee may be taken without a meeting, if all members of the Board or the Executive Committee, as the case may be, individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 10. EX OFFICIO BOARD MEMBERS.

A designated Conventual Chaplain ad honorem shall be an ex officio member of the Board of Directors. The Chairmen of the Lourdes and the Membership Committees and the immediate past President shall be ex officio members of the Board of Directors. Ex officio members do not have voting rights except for the immediate past President unless specifically granted to them at each Board meeting.

ARTICLE IV

OFFICERS

Section 1. EXECUTIVE OFFICERS.

The Executive officers of the Corporation consist of the following:

President;
Chancellor;
Two or more Vice Presidents;
Hospitaller;
Treasurer; and
Secretary.

All executive officers at the time of their election must be members of the Board of Directors except the President as set forth in Section 2. Newly elected directors are eligible for any executive office. Executive officers, except for the President, shall be elected by the Board of Directors at the regular Fall meeting, and shall take office on January 1 of the following year. They shall serve for a term of three years and until the election and confirmation of their respective successors. Officers other than the President and Chancellor may only serve for two three year terms; however, they may serve only as long as they are on the Board of Directors. The President and Chancellor as set forth in section 2 and 3 of this article may serve on the Board of Directors for more than two three year terms.

Section 2. PRESIDENT.

The President shall be elected by mail ballot by a majority of the members of the Corporation voting, prior to the Fall meeting, and shall take office January 1st of the following year with the approval of the Grand Master and the deliberate vote of the Sovereign Council. The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Board of Directors and all meetings of the members.

The President may serve for two three year terms. If, while President, he has completed two terms as a member of the Board of Directors he will remain a member of the Board of Directors until his term or terms as President are completed. Even if a Director will have completed two terms on the Board by January 1 he is eligible for election as President. In addition, a former member of the Board of Directors, not presently on the Board of Directors, is eligible for election to the position of President as long as he has not held the office previously. In the year of election of the President only five directors will be elected. In the event there are only 17 directors because of this provision the Board will elect a new Board

member. The President shall appoint all standing committees, other than the Executive Committee, and define the duties as the Board of Directors shall prescribe.

Section 3. CHANCELLOR.

The Chancellor shall attend all meetings of the Executive Committee, the Board of Directors, and the members of the Corporation and shall record the proceedings of the Executive Committee meetings. The Chancellor shall be responsible, under the President, for the general administration of the Corporation and may authenticate all documents of the Corporation on behalf of the President. He shall act in the absence of the President, in the event of the resignation of the President or the permanent inability of the President to perform his duties as determined by the Board of Directors, the Chancellor shall assume the title and carry out the duties of the President for the remainder of the then President's term.

The Chancellor may serve on the Board of Directors and as an Executive Officer for up to three, three year terms.

Section 4. VICE-PRESIDENTS.

The Vice-Presidents shall be responsible for the Investiture and the semi-annual meeting in their area. They shall also perform such duties as the Board of Directors shall prescribe. (One Vice-President shall be from Northern California and one from Southern California.)

Section 5. SECRETARY

The Secretary shall attend the meetings of the Board of Directors and the members of the Corporation and shall record the proceedings of those meetings. The Secretary shall keep at the Corporation's principal office a book of minutes of those meetings. The Secretary shall give notice of all meetings of the Board of Directors and the members.

Section 6. HOSPITALLER.

The Hospitaller shall supervise and coordinate all domestic charitable activities of the Corporation, relative to the Order's objectives to assist the sick, the disabled and the poor of all ages, as well as the unborn, shall make recommendations to the Board of Directors and execute their decisions with regard to contributions, additional projects and other charitable activities, as well as supervising and coordinating the opportunities for participation and personal involvement of members and others related to the Order in various charitable activities. The Hospitaller shall submit a written report of the matters under his jurisdiction to the membership at large following the Fall meetings. To accomplish this sections's objectives, the Hospitaller shall nominate for approval by the President a Hospitaller Committee and such subcommittees as deemed appropriate.

Section 7. TREASURER.

The Treasurer shall be the custodian of all monies and financial records of the Corporation. The Treasurer shall supervise the collection of all contributions and assessments from members of the Corporation which are payable in accordance with these Bylaws, shall supervise the deposit of all monies of the Corporation in its name in a bank which shall be selected by the Board of Directors, and shall supervise the disbursement of monies of the Corporation, provided, however monies shall not be disbursed for purposes other than the payment of current expenses of the Corporation, except upon written order of the President, or the Chancellor. The Treasurer shall submit to the Board of Directors and to the membership at large at least once a year, and at such other times as may be directed by the Board of Directors, a written report showing the financial condition of the Corporation.

The Treasurer may serve on the Board of Directors and as an Executive Officer for up to two, three year terms.

Section 8. ECCLESIASTICAL OFFICERS

The ecclesiastical officers of the Corporation consist of the following:

Conventual Grand Cross Chaplains ad honorem;
Conventual Chaplains ad honorem; and
Chaplains.

Conventual Grand Cross Chaplains ad honorem, Conventual Chaplains ad honorem and Chaplains shall be proposed by the President, approved by the Board, and appointed by the Grand Master together with the Sovereign Council of the Order.

The ecclesiastical officers of the Corporation must be members of the Clergy or Hierarchy of the Roman Catholic faith.

Section 9. VACANCIES..

In the event of the death, resignation, or incapacity of an officer of the Corporation (other than one of the ecclesiastical officers), the vacancy created thereby shall be filled by the Board of Directors. A person elected to fill a vacancy in any office shall serve for the unexpired term of the officer whom he succeeds.

ARTICLE V

COMMITTEES

Section 1. MEMBERSHIP COMMITTEE

The President shall appoint a Membership Committee of not less than three members of the Corporation and designate one of the appointees as its Chairman. The Membership Committee shall give preliminary consideration to candidates proposed for membership in the Corporation, shall make recommendations to the Executive Committee with respect to such

candidates, and will make supplemental investigations of candidates when instructed to do so by the Executive Committee.

The Chairman of the Membership Committee shall be the custodian of all documents submitted by or on behalf of candidates for membership and shall review them as required by Section 3 of Article II of these Bylaws. The Chairman of the Membership Committee shall report at the Spring meeting of the Membership at large on the action taken by the Executive Committee with respect to candidates for membership in the Corporation. It shall be the responsibility of the Chairman of the Membership Committee to see that all new members, prior to receiving their decree of admissions are properly indoctrinated in the religious character, the history, the traditions, and the organization of the Order, with emphasis upon the members' obligation to serve the sick, the disabled and the poor of all ages as well as the unborn, and to attend the Lourdes Pilgrimage within the required time period.

Section 2. OTHER COMMITTEES.

The President shall establish such other standing for special committees as in his judgement are necessary to carry out the work of the Corporation, shall define the duties of such committees and shall appoint the members thereof.

Section 3. EX OFFICIO COMMITTEE MEMBERS.

The President, or in his absence, the Chancellor, shall be an ex officio member of all standing and special committees with the right to vote.

Section 4. COMMITTEE PROCEEDINGS.

Standing or special committees shall prescribe the manner in which notice shall be given, and the order of business, at their respective meetings. Every standing or special committee shall keep minutes of the proceedings and action taken at its meetings and shall

submit copies of such minutes to the Chancellor for the archives of the Corporation and to the President.

ARTICLE VI

CONTRIBUTIONS AND ASSESSMENTS

Section 1. INITIAL CONTRIBUTION.

Prior to receipt of the decree of admission, every new member shall make an initial contribution to the Corporation (to be used exclusively for or in furtherance of its religious, charitable and hospitaller works, and for the purchase of decorations and church mantles or capes/robes). The amounts of the initial contributions for Knights, Dames and Donats shall be established and may be changed from time to time by the Board of Directors (and shall be effective upon approval by a majority of the members of the Corporation present in person or by proxy at a meeting of the membership duly and regularly called and held for that purpose). When a Donat is promoted he shall contribute to the Corporation the difference between the initial contribution required upon admission to his previous class or rank and the initial contribution then required for the class or rank to which he is promoted.

Section 2. ANNUAL CONTRIBUTION.

In addition to the initial contribution prescribed in Section 1 of this Article, every Knight, Dame or Donat shall make an annual contribution to the Corporation to be used for the furtherance of the religious charitable and hospitaller works as well as the administrative expenses of the Corporation, (including all expenses incurred in connection with the investiture of new members and the regular or special meetings of the members, Board of Directors and committees of the Corporation). The amount of the annual contribution for Knights, Dames and Donats shall be established and may be changed from time to time by the

Board of Directors (and shall be effective upon approval by a majority of the members of the membership duly and regularly called and held for that purpose). (Annual contributions shall be payable not later than November 15 each year.)

Section 3. ASSESSMENTS.

The Board of Directors may from time to time levy assessments against the members of the Corporation if in the judgment of the Board funds in addition to contributions are needed to carry on any activities of the Corporation.

Section 4. OTHER CONTRIBUTIONS.

The Board of Directors may accept other contributions of money and property from members and nonmembers to be used for the religious, charitable and Hospitalier works of the Corporation.

In addition to the contributions and the 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 Corporation.

Section 5. SUSPENSION OF CONTRIBUTIONS.

If, in the judgment of the Board of Directors, a member is unable to pay the annual contribution prescribed by Section 2 of this Article, or any assessment levied pursuant to Section 3 of this Article, the Board may grant exemption from the obligation to make such payments for such period as it deems appropriate and allow the member to make contributions in accordance with his or her ability to do so.

Section 6. EXEMPTION FROM CONTRIBUTIONS.

Ecclesiastical members of the Corporation shall be exempt from the obligation to make the contributions prescribed in this Article or to pay any assessment levied pursuant to this Article.

ARTICLE VII

AMENDMENTS

These Bylaws may be amended at any time by a majority vote of the members of the Corporation present in person or by proxy at a meeting of the membership duly and regularly called and held for that purpose. In addition, after having been sent by mail to the members of the Corporation, these Bylaws may be amended by mail at any time by a majority vote of the members of the Corporation voting.

ARTICLE VIII

MISCELLANEOUS

Section 1. EMBLEMS.

The Corporation shall have as its emblems the Coat of Arms and the Standard of the Sovereign Military Order of Malta.

Section 2. CROSS OF MERIT.

The President may recommend to the Grand Master a person or persons, whether men or women, Catholics or non-Catholics, on whom it is deemed proper that the Cross of Merit of the Sovereign Military Order of Malta be conferred.