

Bylaws, as approved at May 23, 2007 Meeting of Executive Committee

BY-LAWS

THE LAWYERS GUILD OF THE CATHOLIC DIOCESE OF CLEVELAND

ARTICLE I - NAME

The name of this organization is THE LAWYERS GUILD OF THE CATHOLIC DIOCESE OF CLEVELAND hereinafter referred to as "the Guild." The Guild is established by the Catholic Diocese of Cleveland with the encouragement of the Bishop of the Diocese of Cleveland for lawyers, judges, law professors, law students, and interested clergy in the Diocese. The Guild's purpose and organizational structure are set forth herein.

ARTICLE II - PURPOSE

The Lawyers Guild of the Diocese of Cleveland is organized:

- (1) to foster spiritual growth and fellowship throughout the legal community;
- (2) to enhance appreciation for and observance of high ethical standards in the practice of law; and
- (3) to encourage attentiveness among lawyers, judges, law professors, law students, and interested clergy to legal and societal issues that affect morality, justice, and faith.

The Guild shall sponsor an annual Red Mass, invoking the blessing and guidance of the Holy Spirit upon the courts of the State.

In conjunction with the Red Mass, the Guild shall present the St. Thomas More Award, in recognition and honor of an individual who has exemplified the qualities of St. Thomas More.

The Guild may sponsor an annual retreat for lawyers and engage in such other activities consistent with its purposes as its members, led by its officers, shall deem fit.

The Guild shall also endeavor to nurture fellowship among lawyers, judges, law professors, law students, and interested clergy in the Diocese of Cleveland.

ARTICLE III - MEMBERS

The membership of the Guild shall consist of lawyers, judges, law professors, law students and interested clergy who support the purposes of the Guild and pay the required annual dues, as established by the Executive Board.

ARTICLE IV - EXECUTIVE BOARD

The business of the Guild shall be managed by an Executive Board (hereinafter “Board”), appointed by the Bishop or his designee. The Board shall consist of seven (7) officers, the titles and duties of which are described in Article V below, and up to twenty (20) additional board members.

ARTICLE V - OFFICERS AND BOARD MEMBERS

A. Duties

All officers and board members shall endeavor in good faith to attend and participate in at least one-half (1/2) of the meetings of the board and the Annual Membership Meeting and shall make

themselves available to serve on committees that the President may establish from time to time.

The specific duties of the officers and board members are defined as follows:

(1) Bishop: The Bishop of the Diocese or his appointed designee shall provide pastoral leadership to the Guild, offer guidance on the direction of the Guild, amend the By-laws if need be, and said designee shall serve as Liaison between the Guild and the Ordinary Bishop of the Diocese of Cleveland.

(2) President: The President shall coordinate with the Bishop or his designee on the direction of the Guild and preside at all meetings of the Board. He or she shall assume primary responsibility for managing Guild affairs so as to accomplish its purposes, and shall serve as the Chairperson of the Red Mass Committee. The President shall establish whatever committees are deemed necessary and shall designate the chairpersons of these committees. The outgoing President shall preside at the Annual Membership Meeting.

(3) Vice-President: The Vice-President shall be available to generally assist the President in the performance of his or her duties. In the absence of the President, the Vice-President shall perform the President's duties. It is anticipated but not mandated that the Vice-President will succeed the President upon the expiration of his or her term in office.

(4) Second Vice-President: The Second Vice-President shall be available to generally assist the Board in the performance of its duties. In the absence of the President and the Vice-President, the Second Vice-President shall perform the President's duties. It is anticipated but not mandated that the Second Vice-President will succeed the Vice President upon the expiration of his or her term in office.

(5) Secretary: The Secretary shall have kept a record of all meetings of the Board and of the Annual Membership Meeting; issue notices of such meetings at the direction of the President; keep a record of Guild membership; and maintain custody of all correspondence and papers belonging to the Board or Guild as a whole.

(6) Treasurer (ex officio): The Treasurer shall be a staff member of the Catholic Diocese of Cleveland Foundation, who may or may not be an attorney. He or she shall maintain custody and an accounting of all monies received and disbursed by the Guild. The Treasurer is authorized to make disbursements on behalf of the Guild, except those disbursements in excess of \$500, which shall be authorized by the President or vote of the Board.

(7) Immediate Past President: The immediate past President shall make him or herself specially available to advise the President and lend continuity to the conduct of Guild affairs.

(8) Board Members: Beyond those duties described generally in the first paragraph above, the board members represent a consultative resource on the Board, available to advise the officers and assist in the accomplishment of Guild business.

B. Elections, Appointments and Vacancies

The President, two (2) Vice-Presidents, and Secretary shall be members of the Guild elected by majority vote of the Executive Board. The term of office is one (1) year for officers. The President may not serve more than two consecutive terms in the same office. Should a vacancy occur mid-term in one of the officer positions, it shall be the responsibility of the President to identify and nominate a replacement candidate. A replacement, to complete the remaining term of office, shall be elected by majority vote of the Board at the earliest opportunity.

Board members shall be members of the Guild appointed by the Bishop or his designee upon the nomination of the Executive Board. Board members serve for a term of three (3) years and may be re-appointed to serve up to two additional consecutive terms, at the end of which a Board member must leave the Board at least one (1) year before being eligible for reappointment. Vacancies among the board member positions shall be filled by appointment of the Bishop or his designee, with the advice of the other officers and board members, at the earliest opportunity.

ARTICLE VI – EXECUTIVE BOARD MEETINGS

The Board shall meet regularly, on a quarterly or more frequent basis, at the direction of the President. The President shall conduct the meetings. A quorum consists of not less than five board members. A Board member may participate in a meeting in person or via telephone, and an individual attending by telephone will be deemed present for purposes of determining the presence of quorum. Decisions of the Board shall be made upon a majority vote of the board members present. Notice of Board meetings shall be given to all board members in writing by mailing or via email not less than five days prior to the meeting. Notice shall include the time and place of the meeting, the agenda, and the minutes of the last meeting. All Guild members are welcome to attend and participate in Board meetings, although only board members have voting power. Notice of meetings shall be provided to any member upon request. At the discretion of the President, the Board may meet by Executive Session.

ARTICLE VII - ANNUAL MEMBERSHIP MEETING

Once each year, at the direction of the President, an Annual Membership Meeting shall be conducted, to examine the state of the Guild, and to set the agenda for the coming year. The

Annual Meeting shall feature the outgoing President's "State of the Guild" address. All members shall be encouraged to attend the Annual Meeting.

ARTICLE VIII - AMENDMENTS

These by-laws may be amended by the approval of the Bishop of the Diocese of Cleveland, and a vote of a majority of Board members present and voting at a meeting where a quorum exists, provided that all board members shall have been notified of the proposed amendment at least 10 days prior to the meeting at which the proposed amendment is presented for approval.