

Constitution
and
By-laws
of the
Constitution Society

Article I. Name.

The name of this association shall be Constitution Society, herein referred to as the Society, and it may also be referred to as the Constitutionalist Church, a civil religion of any polity in which it is active. It is presently a nonprofit charitable unincorporated association, but may, on a vote of its Board of Trustees, elect to incorporate.

Article II. Purposes

1. The Society shall research, write, and teach the history, original meanings, and applications of the constitutions, written or unwritten, of government of nations, subdivisions thereof, or private associations, consistent with the superior constitutions of nature, society, or dominion.
2. the Society shall promote faithful compliance, and devotion to, constitutions of government, as originally understood and meant.
3. The Society shall defend against deviations from correct understandings or applications of constitutions, and from all those who might attempt to subvert or overthrow properly ratified constitutions, except by proper amendment.
4. The Society shall attempt to develop reforms of existing Constitutions to fit them better to the needs of their societies.
5. To cultivate a fellowship of constitutional knowledge and devotion, and organize local or specialized affiliates to extend the fellowship everywhere.

Article III. Membership

1. Members of the Board of Trustees are members of the Society.
2. Membership is open to any person who declares support for the Society, its purposes, or its activities, upon application therefor, subject to approval of the Board of Trustees or their representatives.

Article IV. Board of Trustees.

1. Powers. The affairs of this society shall be managed by the Board of Trustees, who shall have and may exercise all the powers of the Society, except those powers reserved to members by law, or these Bylaws. They shall have the power to purchase, lease, and sell property, and to make such contracts and agreements as they may deem advantageous. They shall have the power to set annual dues for the membership. They shall be responsible for establishing procedures for the election of Officers and

Trustees and for voting on amendments to the bylaws. They shall report their actions to any regular Meeting of the members of the Society. The Board of trustees when acting in a general meeting thereof, shall collectively constitute a revocable trustee of the Association, with plenary power to decide all business before it.

2. The Board of Trustees shall be comprised of one to 23 individuals or corporations.

3. A majority of members of the Board shall constitute a quorum, but in the event a quorum cannot be obtained, those attending may conduct business subject to approval of the next regular meeting.

4. If meetings shall consist of more than twelve members, they shall be conducted according to the 1906 edition of *Robert's Rules of Order*, except that they may be conducted electronically, using the best available means.

2. Composition. The Board of Trustees of the Society shall be composed of the President, the Vice President, the Secretary, and the Treasurer, and such others as may be selected. Officers and trustees shall be elected annually by ballot as provided below.

3. Tenure. Members of the Board of Trustees shall serve for two year terms, or until their successors are chosen and qualified.

4. Election. The President and Vice President shall be elected in odd numbered years; the Secretary and Treasurer in even numbered years. Half of the Trustees shall be elected in each year. Officers and Trustees shall be elected by mail or electronic ballot of members in good standing. Nominations shall be made in accordance with procedures established by the Board of Trustees. Nominations may also be made by petition signed by five members in good standing filed with the Secretary sixty days prior to the date of the regular meeting.

5. Vacancies. Any vacancy in the Board of Trustees may be filled by said Board at a meeting called for the purpose, as a temporary appointment until the next regular election to the Board by the membership at large.

6. Meetings. Meetings of the Board of Trustees may be called by any officer or any two or more Trustees. At least one meeting shall be held between regular meetings of the Society to certify elections and file appropriate forms as required by law. A written or electronic notice of every meeting of the Board shall be given to each member of the Board by the Secretary or other person calling the meeting, at least seven days prior to the meeting, stating the place, day, and hour thereof, and the purpose for which the meeting is called.

7. Compensation. Any individual who receives more than legal limits in annual compensation from the Society shall be recused from all votes on budgetary matters.

8. Projects and Funds. The Board may define projects and Funds dedicated to support them, and appoint one or more Trustees to act as a trustee committee for that Fund, of which the President shall be an ex officio member, which committee may retain custody of the assets of the Fund until they are spent, and any unspent amounts shall be delivered to the Treasurer. Such project trustees shall be accountable to the Board, to which they must make a report at any regular meeting. Each of the full trustees of the Board is also appointed revocable trustee for all business before the Association that is under his or her direct control, including monies donated and expenditures of such monies for purposes

of the Association, subject to review by the next general meeting of the Board of Trustees, and liability for any misuse thereof.

9. Provisional members. Trustees elected at an irregular meeting or appointed by the President shall have the privilege of voting but not of handling funds until confirmed at the next regular meeting.

10. Termination or resignation. A Trustee may be terminated by a vote of two-thirds of the members of the Board, and may resign by a letter to the President.

Article V. Duties of Officers.

1. President and Vice President. The President shall, if present, preside at all meetings of the Board of Trustees, and at any regular Meeting of the members of the Society.

2. The Secretary shall be responsible for recording and maintaining minutes of meetings of the Board of Trustees and of the membership; shall be responsible for the safekeeping of the non-fiscal records of the corporation; and shall have and perform such other powers and duties as may from time to time be determined by the Board of Trustees.

3. The Treasurer shall receive and disburse funds of the Association as determined by the Board of Trustees; shall be responsible for the safekeeping of all moneys, obligations, contracts, and fiscal documents of the Association; and shall maintain accurate financial records of all transactions of the Association. All property of the Society in the Treasurer's custody shall be subject at all times to the inspection and control of the Board of Trustees.

4. Project Trustees. As many as six of the society's Trustees will be elected with special responsibility for particular projects, and the funds to support them. Other Projects may be established or dissolved by a majority vote of the Board of Trustees. As appropriate. Project Trustees of the society have the same nomination and election procedures as used for other Trustees.

Article VI. Regular meetings.

Regular meetings of the members of the Society shall be held at such time and place and in such format as decided by the Board of Trustees. The meeting shall be held to hear reports from the officers and Trustees, receive the results of the election of officers and Trustees, who shall then take office; receive the results of balloting on bylaw amendments, if any; and conduct any other business which may be brought before the meeting. No binding vote may be taken at the regular meeting on any motion not sent to the entire membership at least 30 days prior to the meeting.

Article VII. Fiscal year.

The fiscal year of the Association shall run from July 1 through June 30 of the following year.

Article VIII. Indemnification of Officers, Trustees, and Employees

The Society shall indemnify any director, officer, or employee or former director, officer, or employee of the Society against all expenses (including court costs, attorney' fees and the amount of any judgment or reasonable settlement) actually and necessarily incurred by him or her, subsequent to the

adoption hereof, in connection with any claim asserted against him or her, or any action suit, or proceeding in which he or she may be involved as a party by reason of his or her having been such a director, officer, or employee or by reason of any action alleged to have been taken or committed by him or her as such director, officer, or employee excepting, however, expenses incurred in relation to any matter with respect to which a claim is made of willful misconduct or default or gross negligence in the conduct of the office of such director, officer, or employee. The right of indemnification herein provided for shall inure to the benefit of the executors administrators of other legal representatives of each such trustee, officer or employee and shall not be deemed exclusive of any other right to which he or she may be entitled, under any stature, bylaw, agreement, vote of member of otherwise, or to which he or she might have been entitled were it not for this provision. The indemnification provided by this Article may include payment by the Society of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, provided that the Society has received from the person so indemnified a written undertaking to repay any such payment if it shall be determined that he or she is not entitled to indemnification pursuant to this Article.

Article IX. Exclusions.

The Society shall not participate in political activity, nor will it endorse candidates for public office. The Society will not seek to influence legislation, except as it might pertain to constitutional compliance.

Article X – Amendments

Amendments to the bylaws may be proposed either by majority vote of the whole number of the Board of Trustees, or by petition signed by ten members of the Society in good standing. Proposed amendments shall be filed with the Secretary at least sixty days before the Regular Meeting of the Society. They shall be submitted by mail ballot to the members of the Society in good standing, and shall be adopted if two thirds of those responding vote in favor.

Article XI. Doctrine.

The Board of Trustees shall decide all questions of doctrine, consistent with the positions of the Founder, as evidenced by his writings.

Article XII – Dissolution

In the event of the dissolution of the Society, all remaining assets shall be transferred to a like minded entity for support of programs in accordance with the purposes of the Society.



Jon Roland, President, Treasurer



William Hennessy, Secretary

Originally adopted April 1, 1994, as a corporate charter, and amended Jan. 5, 2016.