

SOCIETY OF KING CHARLES THE MARTYR, Inc.

OBJECTS OF THE SOCIETY

To pray for the Anglican Communion.

To promote a wide observance of 30 January, the anniversary of the martyrdom of King Charles I in 1649.

To win general recognition of the great debt the Anglican Communion owes Charles Stuart for his faithfulness unto death in defense of the Church and her apostolic ministry.

To work for the reinstatement of the Feast of King Charles the Martyr in the Kalendar of the Book of Common Prayer throughout the Anglican Communion.

To encourage efforts to build and equip churches and erect shrines dedicated to Saint Charles.

BYLAWS

ARTICLE I

MEMBERS

Section 1.01. *Members.* The trustees of the Society of King Charles the Martyr, Inc. (hereinafter referred to as “the Society”) also constitute the “members” of the Society for corporate governance purposes; and, when meeting as trustees, the trustees may also exercise the rights and powers of members.

Section 1.02. *Associate Members.* Associate membership in the Society is open to all Christians who have an interest in King Charles I, are supportive of the objectives of the Society, and who are current in the payment of the annual dues fixed from time to time by the trustees. Associate members are members of the Society for all purposes except those related to corporate governance.

ARTICLE II

BOARD OF TRUSTEES / GOVERNING COUNCIL

Section 2.01. *Governing Council*. For internal purposes, and because of the terminology used by the Society in its previous existence as an unincorporated sodality, the Board of Trustees may also be referred to herein as the Governing Council (hereinafter referred to as “the Council”). The Governing Council and Board of Trustees are one and the same, and the two terms should be regarded as synonymous.

Section 2.02. *Function of Trustees (Council)*. The business and affairs of the Society shall be managed under the direction of its Board of Trustees (Council). All powers of the Corporation may be exercised by or under authority of the Board of Trustees.

Section 2.03. *Number of Trustees (Council Members)*. The Society shall have at least one trustee at all times. The Society shall initially have the number of trustees provided for in the Articles of Incorporation until changed as herein provided. A majority of the entire Board of Trustees may alter the number of trustees set by the Articles of Incorporation to not more than eleven nor fewer than one trustee, but the action shall not affect the tenure of office of any trustee, except as provided in Section 2.05.

Section 2.04. *Election and Tenure of Trustees*. At each annual meeting, the trustees shall elect trustees to hold office until the next annual meeting and until their successors are elected and qualify.

Section 2.05. *Removal of Trustee*. Unless the governing law or the Articles of Incorporation provide otherwise, the trustees may remove any trustee, with or without cause, by the affirmative vote of a majority of the entire Board of Trustees.

Section 2.06. *Vacancy on Board*. A majority of the remaining trustees, whether or not sufficient to constitute a quorum, may fill a vacancy on the Board of Trustees which results from any cause except an increase in the number of trustees, and a majority of the entire Board of Trustees may fill a vacancy which results from an increase in the number of trustees. A trustee elected to fill a vacancy serves until the next annual meeting and until his or her successor is elected and qualifies.

Section 2.07. *Annual and Regular Meetings*. The Society shall hold an annual meeting of its trustees, either in person or by telephone conference call, to elect trustees and to transact any other business within its powers between January 15 and February 15 of each year, as shall be set by the Board of Trustees. Unless the Articles of Incorporation or statute provide otherwise, any business may be considered at an annual meeting without the purpose of the meeting being specified in the notice. Failure to hold an annual meeting does not invalidate the Society’s corporate existence or affect any other

valid corporate acts. Any other regular meeting of the Board of Trustees may be held on such date and at any place as may be designated from time to time by the Board of Trustees.

Section 2.08. *Special Meetings.* Special meetings of the Board of Trustees may be called at any time by the Chairman of the Board or President or by a majority of the Board of Trustees by a vote at a meeting or in writing without a meeting. A special meeting of the Board of Trustees shall be held on such date and at such place as may be designated from time to time by the Board of Trustees. In the absence of such designation the meeting shall be held at the place designated in the call.

Section 2.09. *Notice of Meeting.* Except as provided in Section 2.07, the President or Secretary shall give notice to each trustee of each annual, regular and special meeting of the Board of Trustees. The notice shall state the time and place of the meeting. Notice is given to a trustee when it is delivered personally to him or her, left at his or her residence or usual place of business, or sent by email, telegraph, telefax or telephone, at least 24 hours before the time of the meeting, or, in the alternative, by mail to his or her address as it shall appear in the records of the Society, at least 72 hours before the time of the meeting. Unless the Bylaws or a resolution of the Board of Trustees provide otherwise, the notice need not state the business to be transacted at or the purpose of any annual, regular or special meeting of the Board of Trustees. No notice of any meeting of the Board of Trustees need be given to any trustee who attends, or to any trustee who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Trustees, annual, regular or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjournment meeting other than by announcement.

Section 2.10. *Action by Trustees.* Unless statute or the Articles of Incorporation or Bylaws require a greater proportion, the action of a majority of the trustees present (in person or by telephone conference call) at a meeting at which a quorum is present is an action of the Board of Trustees. A majority of the entire Board of Trustees is a quorum for the transaction of business. In the absence of a quorum, the trustees present, by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting, if an unanimous written consent which sets forth the action is signed by each member of the Board and filed with the minutes of the proceedings of the Board.

Section 2.11. *Meeting by Conference Telephone.* Members of the Board of Trustees may participate in a meeting by means of a conference telephone connection or similar telecommunications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

Section 2.12. *Compensation.* A trustee shall not receive any compensation or reimbursement for expenses for attendance at any annual, regular or special meeting of the Board of Trustees or any committee thereof. A trustee who serves the Society in any other capacity may receive compensation for such other services, pursuant to a resolution of the trustees.

ARTICLE III

COMMITTEES

Section 3.01. *Committees.* Section 3.01. *Committees.* The Board of Trustees may appoint from among its members an Executive Committee and other committees composed of two or more trustees and delegate to these committees any of the powers of the Board of Trustees, except the power to elect or remove trustees, take any action where the trustees are acting as members, or amend the Bylaws. The Board of Trustees also may create and appoint other standing or special committees composed of one or more trustees and one or more associate members as desired. Each committee may adopt rules of procedure for its business. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be an act of the committee. The members of a committee present at a meeting, whether or not they constitute a quorum, may appoint a trustee to act in place of an absent member or an associate member to act in place of an absent associate member. Any action of the committee required or permitted to be taken at a meeting may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The members of a committee may conduct any meeting by conference telephone in accordance with the provisions of Section 2.11. The members of a committee may also act by electronic means, provided that any action taken is unanimous, recorded in writing, and submitted to the Board of Trustees for approval at its next subsequent meeting in the same manner as the minutes of in-person or conference telephone meetings.

ARTICLE IV

OFFICERS

Section 4.01. *Executive and Other Officers.* The Society shall have a President (who shall also serve as American Representative of the mother Society of King Charles the Martyr in England), a Vice President, a Secretary and a Treasurer who shall be the executive officers of the Society. It may also have a Chairman of the Board; the

Chairman of the Board shall be an executive officer if he or she is designated as the chief executive officer of the Society. The Board of Trustees may designate who shall serve as chief executive officer, having general supervision of the business and affairs of the Society, or as chief operating officer, having supervision over the operations of the Society. In the absence of such designation, the President shall be the chief executive officer and chief operating officer of the Society. The Society may have one or more Vice Presidents, assistant officers, and subordinate officers as may be established from time to time by the Board of Trustees. A person may hold more than one office in the Society but may not serve concurrently as both President and Vice President of the Society. The Chairman of the Board, if any be elected, and President shall also be trustees; the other officers may also be trustees.

Section 4.02. *Chairman of the Board.* The Chairman of the Board, if one be elected, shall preside at all meetings of the Board of Trustees at which he or she shall be present; and, in general, he or she shall perform all such duties as are assigned from time to time by the Board of Trustees.

Section 4.03. *President.* The President, in the absence of the Chairman of the Board, shall preside at all meetings of the Board of Trustees at which he or she shall be present; he or she may sign, in the name of the Society, all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Society; and, in general, he or she shall perform all duties usually performed by the president of a corporation and such duties as are from time to time assigned to him or her by the Board of Trustees or the chief executive officer of the Society. The President shall also serve as the American Representative of the mother Society of King Charles the Martyr in England.

Section 4.04. *Episcopal or Ecclesiastical Patron.* The Society will seek to have, as a member of its Board of Trustees, a distinguished Anglican or Episcopal bishop (or other distinguished member of the clergy) who will be known as the Episcopal Patron (or Ecclesiastical Patron) of the Society. The Patron will be the Society's principal advisor on matters related to theology and church polity.

Section 4.05. *Vice President(s).* The Vice President, or Vice Presidents, at the request of the chief executive officer or the President, or in the President's absence or during his or her inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. If there be more than one Vice President, the Board of Trustees may determine which one of the Vice Presidents shall perform any of such duties or exercise any of such functions, or if such determination is not made by the Board of Trustees, the chief executive officer or the President may make such determination; otherwise any of the Vice Presidents may perform any of such duties or exercise any of such functions. The Vice President or Vice Presidents shall have such other powers and perform such other duties, and have such additional descriptive designations in their titles (if any), as are from time to time assigned to them by the Board of Trustees, the chief executive officer, or the President.

Section 4.06. *Secretary.* The Secretary shall keep the minutes of meetings of the Board of Trustees and of any committees in books provided for the purpose; he or she shall see that notices are duly given in accordance with the provisions of the Bylaws or as required by law; he or she shall be the custodian of the records of the Society; he or she may witness any document on behalf of the Society, the execution of which is duly authorized, see that the corporate seal is affixed where such document is required or desired to be under its seal, and when so affixed, may attest the same; and, in general, he or she shall perform all duties incident to the office of secretary of a corporation, and such other duties as may be assigned to him or her by the Board of Trustees, the chief executive officer, or the President.

Section 4.07. *Treasurer.* The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Society, and shall deposit, or cause to be deposited, in the name of the Society, all moneys or valuable effects in such banks, trust companies, or depositories as shall, from time to time, be selected by the Board of Trustees; he or she shall render to the President, and to the Board of Trustees, whenever requested, an account of the financial condition of the Society; and, in general, he or she shall perform all duties incident to the office of treasurer of a corporation, and such other duties as may be assigned to him or her by the Board of Trustees, the chief executive officer, or the President.

Section 4.08. *Assistant or Subordinate Officers.* The assistant and subordinate officers of the Society are all officers below the office of Vice President, Secretary, or Treasurer. The assistant or subordinate officers shall have such duties as are from time to time assigned to them by the Board of Trustees, the chief executive officer, or the President.

Section 4.09. *Election, Tenure and Removal of Officers.* The Board of Trustees shall elect the officers at each annual meeting of the Society. The officers serve for terms of one year subject to renewal at the pleasure of the Board. The Board of Trustees may remove an officer at any time. The Board of Trustees may fill any vacancy that occurs for the unexpired portion of the term.

Section 4.10. *Compensation.* The Board of Trustees shall have the power to fix the salaries and other compensation and remuneration, of whatever kind, of all officers of the Society. It may authorize any committee or officer, upon whom the power of appointing assistant and subordinate officers may have been conferred, to fix the salaries, compensation and remuneration of such assistant and subordinate officers.

ARTICLE V

FINANCE

Section 5.01. *Checks, Drafts, etc.* All checks, drafts and orders for the payment of money, and other evidences of indebtedness, issued in the name of the Society, shall, unless provided by resolution of the Board of Trustees, be signed by the President or by the Treasurer.

Section 5.02. *Annual Statement of Affairs.* The President shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Society, to include a balance sheet and a financial statement of operations for the preceding fiscal year. The statement of affairs shall be submitted at the annual meeting of the Board of Trustees and, within twenty (20) days after the meeting, be placed on file at the Society's principal office.

Section 5.03. *Fiscal Year.* The fiscal year of the Society shall be the twelve calendar month period ending on September 30 in each year, unless otherwise provided by the Board of Trustees.

ARTICLE VI

SUNDRY PROVISIONS

Section 6.01. *Maintenance of Tax Exempt Status.* The Society shall not carry on any activities not permitted to be carried on by (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

Section 6.02. *Books and Records.* The Society shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Board of Trustees and of any executive or other committee when exercising any of the powers of the Board of Trustees. The books and records of the Society may be in written form or any other form which can be converted within a reasonable time to written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the Articles of Incorporation and Bylaws shall be kept at the principal office of the Society.

Section 6.03. *Corporate Seal.* The Board of Trustees shall provide a suitable seal, bearing the name of the Society, which shall be in the charge of the Secretary. The Board of Trustees may authorize one or more duplicate seals and provide for the custody thereof. If the Society is required to affix its corporate seal to a document, it is sufficient to meet the requirements of any law, rule or regulation relating to a corporate seal to place the word "Seal" or the initials "L.S"

Section 6.04. *Bonds.* The Board of Trustees may require any officer, agent or employee of the Society to give a Bond to the Society, conditioned upon the faithful performance of his or her duties, with one or more sureties and in such amount as shall be satisfactory to the Board of Trustees.

Section 6.05. *Voting Upon Shares in Other Corporations.* Stock of other corporations or associations, registered in the name of the Society, may be voted by the President, a Vice President, or a proxy appointed by either of them. The Board of Trustees, however, may by resolution appoint some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

Section 6.06. *Mail.* Any notice or other document which is required by these Bylaws to be mailed shall be deposited in the United States mails, postage prepaid.

Section 6.07. *Execution of Documents.* A person who holds more than one office in the Society may not act in more than one capacity to execute, acknowledge or verify an instrument required by law to be executed, acknowledged or verified by more than one officer.

Section 6.08. *Amendments.* Subject to the special provisions of Section 2.03, the Board of Trustees shall have the power, at any annual, regular or special meeting thereof, to make and adopt new Bylaws, or to amend, alter or repeal any of the Bylaws of the society.

ARTICLE VII

CHAPTERS

Section 7.01. *Chapters.* The Board of Trustees may create a Chapter in a particular place within the Society and approve its name or title upon the petition by a group of five or more members of the Society (as defined by Sections 1.01 and 1.02) in that place.

Section 7.02. *Members.* All officers and members of a Chapter must be members in good standing of the Society. The Secretary of the Society shall at least annually send the Secretary of each Chapter a list of the members of that Chapter as reflected in the Society records.

Section 7.03. *Officers.* Each Chapter shall be led by a Chaplain, who shall be an ordained member designated by the Chapter. As an alternative, a Chapter may elect annually a Chapter President, so long as that there is also an ordained Chaplain in place. Each Chapter shall elect annually a Chapter Secretary, who shall keep the minutes of its meetings and, with the knowledge of the Chaplain and President (if there be one), report on its actions, membership and activities at least annually to the Secretary of the Society.

Section 7.04. *Local Bylaws.* A Chapter may at its discretion adopt local Bylaws which may among other things provide for other officers and further structural and governance matters. Each Chapter shall file its initial bylaws, and any amendments thereto, with the Secretary of the Society.

Section 7.05. *Board of Trustees Oversight of Chapters.* The Board of Trustees shall have power to supervise and regulate the activities of a Chapter as the need arises, including the power to remove a Chapter officer for misfeasance or other good cause, at least annually review and consider the status of each Chapter, and from time to time may at its discretion suspend, close, divide or amalgamate Chapters. Further, the Board of Trustees shall have power to require that the Society Treasurer annually audit any financial activity undertaken by a Chapter or of certain Chapters where in their judgment the need arises.

Section 7.06. *Separate Incorporation.* Should a Chapter desire to incorporate independently of the Society, such status shall not relieve the Society or a Chapter of their respective responsibilities under these Bylaws.

Section 7.07. *Chapter Activities.* Each Chapter shall endeavor to meet regularly, and insofar as possible observe Royal Martyr Day and other Caroline commemorations.

Section 7.08. *Members-at-Large.* Members of the Society who are not attached to any local Chapter shall be considered Members-at-Large, who collectively shall be in effect a chapter led by the President or another Trustee designated by the Board.