

BYLAWS OF VOICE OF THE FAITHFUL, INC.

(Originally Approved by the Board of Trustees on June 12, 2006)

As Amended and Restated and Approved by the Board of Trustees on June 15, 2020

ARTICLE I—BOARD OF TRUSTEES

A. ROLES AND RESPONSIBILITIES

The Corporation shall be managed by a governing board, which is herein referred to as the “Board of Trustees” or the “Board.” The corporate powers of the Corporation shall be vested in the Board of Trustees, subject to the Bylaws of the Corporation. The Board shall be the principal governing body of the Corporation, and in general charge of its affairs, responsible for setting the general policy of the Corporation and ensuring that reasonable actions are taken to accomplish the objectives of the Corporation. The Board's duties, powers and authorizations include, but are not limited to the following:

1. Responsibility for the assets and affairs of the Corporation;
2. Overseeing the legal obligations of the Corporation, including but not limited to the following:
 - a. Filing appropriate reports to the federal government;
 - b. Filing appropriate reports to the Attorney General of the Commonwealth of Massachusetts and other state agencies;
 - c. Protecting the name and trademarks of the Corporation;
 - d. Preserving the tax-exempt status of the Corporation; and
 - e. Providing stewardship of the financial resources of the Corporation, including review and approval of the annual budget, and conducting an annual audit.
3. Reviewing and approving the long-term strategy of the Corporation.
4. Reviewing and approving changes to the Bylaws of the Corporation, which includes acting on any submitted recommendations, by either approving or disapproving such recommendation.
5. Designating the time and place of meetings of the Board or meetings of the Board in lieu of the Annual Meeting.
6. Oversight of specified election procedures, including:
 - a. Invalidation of the election of a Trustee to the Board or the selection of an Officer from the Board, if such election was not properly conducted; and
 - b. The appointment of members to the Nominating and Election Committees, which Committees shall be "Special Committees" as defined in Article I, Section 9.

7. Determining whether a national issue will be submitted to a vote of the membership.
8. Reviewing and approving rules governing the formation, organization, operation, and suspension of affiliated bodies of the Corporation.
9. Defining organizational classes and the policies and procedures for the registration of those entitled to participate in voting, service on the Board of Trustees, committees, and related bodies of the Corporation.
10. The appointment of the Executive Director of the Corporation.

B. CORPORATE AUTHORITY

Only the Board of Trustees, and any other entity (e.g., individual trustee, executive director, member or affiliated body, or group) directly authorized by the Board, as reflected in its minutes or otherwise in writing, shall have the authority to pledge the credit of the Corporation, to enter into contractual arrangements in the name of the Corporation, or to make and/or disseminate public policy statements in the name of the Corporation, or which may give the appearance of being on behalf of the Corporation.

C. NUMBER AND QUALIFICATIONS

The Board of Trustees shall consist of no more than eleven (11) trustees. Each candidate for trustee shall have shown support for the mission and goals of the Corporation and be at least eighteen (18) years of age. A trustee need not be a citizen of the United States or a resident of the Commonwealth of Massachusetts. No person who is compensated by VOTF as an employee or independent contractor may serve concurrently as a Trustee.

The number of trustees may be increased or decreased by action of the Board, provided that any action of the trustees to affect such increase or decrease shall require the vote by a majority of the number of trustees then authorized. No decrease in the number of trustees shall shorten the term of any incumbent trustee.

The trustees shall be selected by the Board following a call for candidates from the membership. The nominations committee of the board shall vet all the candidates ensuring that they are committed to the mission and goals of VOTF. In addition, the most recent former President will serve as a trustee, *ex officio*.

The Board shall attempt to achieve geographic balance among the trustees. The Board will attempt to attract trustees with skill sets determined by the Board to be necessary.

D. TERM.

Each trustee term shall be for a period of three years.

In order that continuity of the Board is maintained, the terms of Trustees shall be staggered. All three-year terms will run from June 15 in the year elected to June 14, three years later. Anyone elected to one of these Trustees positions to fill a vacancy that occurs during a three-year term will serve until the expiration of that term, and at which time that Trustee may be elected for a full

term.

Trustees should be limited to two consecutive three-year terms (or 2 full three-year terms plus the partial term if the trustee was elected to fill a position vacated mid-term). However, in the event that more than half of the board reaches the two consecutive term limits in the same year, the board may make an exception to the term limit for one to two years during which this misalignment should be corrected. Should a Trustee elected by the Board thereafter fail, for any reason, to serve the entire term for which he or she is elected, the Board by a majority vote of the Trustees may appoint a successor or successors for the balance of such term(s).

E. NOMINATION AND ELECTION

The Board shall appoint a Trustee Nominating Committee to nominate candidates to fill anticipated vacancies on the Board. The Trustee Nominating Committee may include Trustees and non-Trustees, though a majority shall consist of Trustees. All Trustee Nominating Committee members shall, in the opinion of the Trustees, have the ability to assess an individual's qualifications for membership on the Board of Trustees.

The Trustee Nominating Committee shall be responsible for developing a process for selecting qualified candidates for membership on the Board of Trustees, with guidance provided by the Board.

The election of the successors to Trustees whose terms are expiring shall take place at the time of the Annual Meeting of the Board, to be held on the first Monday in June or at such other date as may be established by the Board from time to time. The Nominating Committee will actively seek nominations from those registered with the Corporation and will include in the slate of candidates who are registered with the Corporation and the committee has determined is in support of the organization's mission and goals. The Nominating Committee will provide the name, qualifications, and a brief biography of each nominee to the board.

F. REMOVAL

The Board of Trustees may remove a trustee of the Corporation by a two-third majority vote of the number of Trustees currently serving. The Trustee being considered for removal shall not vote on his/her own removal.

G. MEETINGS

1. Date and Time. All meetings shall be held on such date and at such time as the Board shall fix. The Annual Meeting of the Board shall be held on the first Monday in June, or on such other date as may be established by the Board from time to time.
2. Place. Meetings shall be held at the corporate offices of the Corporation, via conference call or at such place within or without the Commonwealth of Massachusetts as shall be fixed by the Board.
3. Call. No call shall be required for the Annual Meeting or for regular meetings agreed to by the Board. The Annual Meeting and special meetings may be called by the-President with at least seven days' notice.

4. Notice. The notice of any special meeting shall specify the purpose of the meeting.
5. Quorum. A majority of currently appointed Trustees in person shall constitute a quorum for the transaction of business, but a smaller number may adjourn from time to time without further notice until a quorum is present. If the number of Trustee seats filled falls below a number required for a quorum, the Board will act as rapidly as possible to fill enough vacancies, for a quorum. Until the Board fills enough Trustee vacancies for a quorum, the Board will transact its business by majority decisions of seated Trustees.
6. Voting. At all meetings of the Board of Trustees, every Trustee shall be entitled to one vote. When a quorum is present at any meeting, the vote by a majority of the members present shall, except where a larger vote may be required by law, the Articles of Incorporation or these Bylaws, decide any question brought before the meeting.
7. Chairperson of the Meeting. The President, if present and acting, shall preside at all meetings. In the absence of President, the Vice President or any other Trustee chosen by the Board, if present and acting, shall preside.
8. Communications Equipment. Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

H. WRITTEN CONSENT

Notwithstanding any other provision contained herein, any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all of the members of the Board of Trustees, as the case may be, consent in writing (including email and other electronic means) to the adoption of such action.

Such consent shall be treated for all purposes as a vote at a meeting.

I. COMMITTEES

The Board of Trustees, by resolution adopted by a majority of the entire number of Trustees, may designate standing committees, and may delegate such powers and duties thereto as the Board may deem advisable to the extent permitted by law. The Board may provide for non-Board members to serve on Board committees as long as the majority of the committee are Board members.

The Board may provide for Special Committees of the Board, which shall have such powers as the Board may lawfully delegate. The Board may designate Board or non-Board members to Special Committees, and it will specify the responsibilities and expectations of these committees. Members may be appointed by the Board or by the President.

The Board may also provide for standing Working Groups of the Corporation to advance its mission and goals. The Board delegates the authority to the President to appoint the chairs. Subject to the approval of the President, the chairs of the Working Group may develop a charter for the specific mission, responsibilities, and annual plans of the Working Groups.

The Board may, by a majority vote at a meeting in which a quorum is present, remove a member of any committee created pursuant to this Article.

J. VOTE OF INTERESTED TRUSTEES

A trustee who is a member, stockholder, trustee, director, or employee of any firm, corporation or association with which the corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other trustees acting upon or in reference to such contract or transaction. No trustee so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote by a majority of the disinterested trustees shall be required before the corporation may enter into such contract or transaction.

In case the Corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its trustees is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such trustee or trustees have or may have interests therein which are or might be adverse to the interests of the corporation. No trustee or trustees having disclosed such adverse interest shall be liable to the corporation or to any creditor of the corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such trustee or trustees be accountable for any gains or profits to be realized thereon.

ARTICLE II—OFFICERS OF THE BOARD OF TRUSTEES

A. OFFICERS

The Officers of the Board shall consist of a President, a Vice-President, a Secretary, and a Treasurer.

B. ELECTION AND TERM

Officers will be elected by the Board of Trustees in June of even numbered years, for terms of two (2) years, and shall serve from June 15 in the year of their election until June 14 two years later, or until their successors shall have been duly elected. In those instances where a Trustee's term as an Officer extends beyond the Trustee's term as a trustee, the term will be extended to coincide with the end of the Officer's term of service.

The Board may invalidate the election of any Officer because such election was not properly conducted, consistent with its authority under Article I, section F.

C. REMOVAL

The Board of Trustees may remove an officer of the Corporation by a two-third majority vote of the number of Trustees currently serving. The officer being considered for removal shall not vote on his/her own removal.

D. FUNCTIONS, POWERS AND DUTIES OF OFFICERS

The President and other officers will determine a mutually agreeable process for carrying out their responsibilities as Officers of the Board, including but not limited to their own consultation and decision-making, delegation of authorities, oversight of the organization, and communications with the Board of Trustees, the Executive Director, professional staff and working groups, and those registered with the Corporation. They will also establish any other protocols they want to observe in order to maintain a strong and cohesive set of working relationships among themselves.

1. President. The President shall also be the Chairman of the Board of Trustees and have general supervision of the affairs of the Corporation, and primary responsibility for the implementation of the Corporation's policies and objectives, including those policies validly determined by the Board of Trustees. The President, in consultation with the Board, has policy-making responsibility of the Corporation, subject to the provisions of Article I Paragraph 1. He/She shall keep the Board of Trustees fully informed and shall freely consult with them concerning the activities of the Corporation.

He/She shall perform such other duties as shall from time to time be assigned to him/her by the Board of Trustees and shall perform such other duties as are necessarily incident to the office of the President and Chairman of the Board.

The Executive Director, through whom all paid staff members will report unless otherwise approved by the Board, shall report to the President.

The duties and responsibilities of the President shall include, but not be limited to the following:

- a. In the circumstances where a timely decision is necessary, including decisions or actions on policy matters, the President is authorized to make such decision or take such action provided such action is consistent with the policies, objectives and Bylaws of the Corporation;
 - b. The power to sign alone or cause to be signed, unless the Board of Trustees shall specifically require an additional signature, in the name of the Corporation all contracts or other documents authorized either generally or specifically by the Board of Trustees;
 - c. Being a member *ex-officio* of all committees of the Board of Trustees with the right to vote on all such committees;
 - d. Maintain and direct an adequate staff to do the work of the Corporation within the limits imposed by the budget;
 - e. Facilitate the work of the Board and the other entities of the Corporation; and
 - f. Disburse, or cause to be disbursed, the funds of the Corporation in accordance with policies determined by the Board.
2. Vice-President. The Vice-President shall have such powers and duties as may be assigned to him/her by the President. Should the President be unable to perform the duties of his/her office, the Vice-President shall perform the duties of the President.

3. Secretary. The Secretary shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the President, and shall perform such other duties as shall from time to time be assigned to him/her by the President

If the Secretary is not a resident of the Commonwealth of Massachusetts, the Board of Trustees will appoint a resident agent to fulfill this requirement.

The Secretary shall be the keeper of the Corporation's seal if there be one. The Secretary's responsibilities shall include the following:

- a. Record and keep the minutes of meetings of the Board in the books proper for that purpose;
 - b. Keep a record of all business meetings of the Board;
 - c. As provided in these Bylaws and any amendments thereof, give and serve all notices of the Corporation, including all meetings of the Board;
 - d. Keep a correct list of the name and current address of each trustee and officer of the Corporation, the date of their election to office and the term for which they were elected;
 - e. Work with the Executive Director to assure that a list of those persons registered with the Corporation is maintained, as directed by the Board of Trustees.
4. Treasurer. The Treasurer shall perform all duties incident to the position of the Treasurer subject to the control of the Board of Trustees and shall, when required, give such security for the faithful performance of his/her duties as the Board of Trustees may determine. The Treasurer's responsibilities shall include the following:
 - a. Keep or cause to be kept the accounts, to have charge of all the funds of the Corporation, to collect all payments due the Corporation, and to make all payments for the Corporation;
 - b. Keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Trustees may designate;
 - c. Render a statement of the accounts of the Corporation, whenever requested to do so by vote of the Board of trustees or president; and
 - d. At all reasonable times, exhibit, or cause to exhibit, the books and accounts to any trustee of the Corporation.

ARTICLE III—MEMBERS

A. MEMBERSHIP

The Corporation membership shall include all those registered with it, as reflected by the Corporation's list of electronic and postal service mailing lists.

B. ANNUAL DUES

The Board of Trustees may set membership dues and may determine whether they are voluntary or mandatory, and whether annual or otherwise. Payment of dues is not a condition of membership.

C. VOTING RIGHTS

1. All members have the right to vote on any national issue properly submitted to the members, pursuant to Article I, Section G. The Board of Trustees shall make the determination as to whether such issue will be submitted to members for a vote.
2. Each member's authority is limited to casting one vote in each election in which the member is eligible to vote. Additional eligibility requirements for voting in any election shall be determined by the Board. The procedure for voting in person, by mail, or over the Internet shall be determined from time to time by the Board of Trustees. Completed ballots and/or electronic results indicating a member's vote in an election shall be returned to election officials designated by the Board of Trustees or, in their absence, to the Executive Director. Confidential and secure Internet voting shall be provided.

D. MEETINGS

1. There shall be no annual or regular meeting of the members of the Corporation.
2. Special meetings of the members may be called by the President, and shall be communicated by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other trustee, upon written application of members representing at least one (1%) percent of the total number of members (as determined by the most recent list of members maintained by the national office). In case none of the Trustees is able and willing to call a special meeting, the Massachusetts Supreme Judicial Court or a Massachusetts Superior Court, upon application of said number of members, shall have jurisdiction in equity to authorize one or more of such members to call a special meeting by giving such notice as is required by Massachusetts law.
3. If authorized by the Board of Trustees, any special meeting of the members need not be held at any physical location but may instead be held solely by means of remote communications. The Corporation shall implement reasonable measures to provide members a reasonable opportunity to participate in the meeting. If a special meeting of members is called, the Corporation shall give notice of such special meeting. The notice shall be given in ways likely to make the greatest number of members aware of the special meeting.

ARTICLE IV—AFFILIATES

A. AFFILIATE DEFINITION

An affiliate is an independent legal entity that voluntarily associates with the Corporation and shares the Corporation's mission and goals and those policies essential to achieving the mission and goals.

B. AFFILIATE FORMATION

Affiliates of the Corporation may be established in any parish, diocese, city, town, county, state, country, or other geographical designation. A local affiliate may be formed by petition of five (5) or more interested members of the Corporation. Such petition shall be submitted in writing to the Executive Director, and must include the names of all members and the proposed geographical area the affiliate will encompass as well as a statement that it shares the mission and goals of the national corporation and those policies of the national corporation essential to achieving the mission and goals. Upon receipt and approval, the Executive Director shall notify any approved affiliate of its formal acceptance. If a petition is rejected, the petitioners shall be notified and provided with the reason(s) for the rejection.

C. OPERATION

After successful petition and notification of its acceptance, a local affiliate shall endeavor to act in a manner consistent with the recommended procedures for the operation and activities of local affiliates of the Corporation, as set forth by the Board of Trustees. However, neither an affiliate nor the Corporation shall be bound by decisions of the other on political intervention or lobbying issues.

D. DISCLAIMER

Any local affiliate shall act in a manner that reflects the overall mission of the Corporation, as established by the Board of Trustees, Officers, or any Committee of the Corporation. Local affiliates shall not take any action that may violate that Corporation's status as a tax-exempt charitable corporation.

Any action or statement made by a local affiliate, not expressly approved as duly recorded in the minutes of the Board or in writing by the Board of Trustees or the President shall be the sole responsibility of the local affiliate and/or its members.

E. SUSPENSION AND REVOCATION

Any local affiliate may be suspended or have its approval revoked for cause by the Board of Trustees, in accordance with rules set forth by the Board. If an affiliate is suspended or its approval revoked, it will not be entitled to use or make reference to the VOTF name or trademarks. Any Trustee may recommend such revocation by written or electronic application to the Board.

F. INACTIVE OR DISBANDED AFFILIATES

Any local affiliate may elect to disband or terminate its existence. Such affiliate shall give written or electronic notification of such action to the Board of Trustees.

ARTICLE V—BOOKS AND RECORDS

The Corporation shall keep at the office of the corporation within the Commonwealth of Massachusetts correct and complete books and records of account and shall keep

minutes of the proceedings of the Board of Trustees. Any of the foregoing books, minutes, or lists or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE VI—CORPORATE SEAL

The corporate seal shall be in such form as the Board of Trustees shall prescribe.

ARTICLE VII—FISCAL YEAR

The fiscal year of the Corporation shall be fixed, and shall be subject to change, by the Board of Trustees. As of the date these amended and restated Bylaws were approved by the Board of Trustees, the fiscal year begins on June 1 and ends on May 31.

ARTICLE VIII—INDEMNIFICATION

The Corporation shall, to the full extent permissible under applicable law, indemnify each person who may serve or who has served at any time as a trustee or officer of the Corporation, and any other individual who is approved by a specific vote of the Board of Trustees, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the Corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the Corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

Where indemnification hereunder requires authorization or approval by the Corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a trustee of the Corporation approves the payment of indemnification, such trustee shall be wholly protected, if:

- A. The payment has been approved or ratified (1) by a majority vote of a quorum of the trustees consisting of persons who are not at that time parties to the proceeding, or (2) by a majority vote of a committee of one or more trustees who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection trustees who are parties may participate); or
- B. The action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the trustees or in the manner specified in clauses (1) or (2) of subparagraph (i); or
- C. The payment is approved by a court of competent jurisdiction; or
- D. The trustees have otherwise acted in accordance with the applicable legal standard of conduct.

Any indemnification or advance of expenses under this section shall be paid promptly, and in any event within thirty (30) days, after the receipt by the Corporation of a written request therefor from the person to be indemnified, unless with respect to a claim for indemnification the Corporation shall have determined that the person is not entitled to indemnification. If the Corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the Corporation.

The right of indemnification under this section shall be a contract right inuring to the benefit of the trustees, directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this section shall adversely affect any right of such trustee, director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a trustee, director, officer, or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the Corporation, apply to the trustees, directors, officers and other persons associated with constituent corporations that have been merged into or consolidated with the Corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the Corporation. The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such trustee, director, officer, or other persons may be entitled. Nothing contained in this section shall affect any rights to indemnification to which Corporation employees or agents, other than trustees, directors, officers, and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise by law.

ARTICLE IX—AMENDMENT OF BYLAWS

The Trustees upon compliance with any statutory prerequisite may amend or repeal the Bylaws and may adopt new Bylaws.