

DRAFT 5/5/18

North Central Lieutenancy
Equestrian Order of the Holy Sepulchre of Jerusalem

BYLAWS

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EQUESTRIAN ORDER OF THE HOLY SEPULCHRE OF JERUSALEM

NORTH CENTRAL LIEUTENANCY

Article I

ORGANIZATION

Section 1. Name. The name of the corporation is the Equestrian Order of the Holy Sepulchre of Jerusalem, North Central Lieutenancy (the "Lieutenancy").

Section 2. Nature of the Organization. The Lieutenancy is a subordinate regional organization of the Equestrian Order of the Holy Sepulchre of Jerusalem (the "Order") with responsibility for the mission and life of the Order in the states of Illinois, Indiana, Kentucky, Michigan, Ohio and Wisconsin. The lay head of the Lieutenancy is the Lieutenant and the ecclesiastical head of the Lieutenancy is the Lieutenancy Prior. **The Lieutenancy is subdivided into Sections which are directed by Section Presidents.** The headquarters of the Order is located in the Vatican City State. **The Order is guided and governed by a Grand Master, usually a Cardinal, appointed by the Supreme Pontiff and assisted by a Governor General, the Vice Governor General for North America and the Grand Magisterium.**

Section 3. Civil Incorporation. The corporation is incorporated in the State of Illinois and is organized under Chapter 805 ILCS 105 of the General Not For Profit Corporation Act of 1986, as may be now or otherwise amended (the "NFP Act").

Section 4. Canonical Juridical Personality. The Order, as an institution of the Holy See, is a legal person under the canon law of the Catholic Church and is recognized as such in the Vatican City State.

Section 5. Constitution of Order Deemed Incorporated. Unless otherwise provided by the laws of the State of Illinois, by the Certificate of Incorporation of the corporation, by the general law, or by these Bylaws, the Bylaws of the Lieutenancy are deemed to incorporate the provisions of the Constitution of the Order as may be now or as otherwise amended.

Section 6. Purpose.

(a) The corporation is organized exclusively for charitable, educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law, subject thereto:

To provide for the education of those who commit themselves to studies in the arts and sciences, including religious, medical and nursing educational, as well as social services in the Holy Land, in terms of loans and grants;

To foster, promote, support, develop, encourage and solicit gifts, grants and contributions, and to maintain receive and accept funds, gifts, grants and contributions for and on behalf of the Latin Patriarchate of Jerusalem and Magisterium of the Equestrian Order of the Holy Sepulchre of Jerusalem, as well as the above-stated educational endeavors; and

To operate such other programs, entities and activities which, as permitted by the [NFP Act](#).

(b) No part of the net earnings of the corporation shall inure to the benefit of any private individual; no part of the income of the corporation shall be distributed to its directors or officers, provided, however, that the payment of reasonable compensation for services rendered shall not be deemed a distribution of income. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or against any candidate for public office.

(c) The corporation shall possess all powers which a corporation organized under the [NFP Act](#), including the power to use, distribute, contribute, expend, donate, apply and appropriate all of its property and assets, and all process and avails thereof, and income and profit derived therefrom, exclusively for charitable, educational or scientific purposes; provided, however, the corporation shall not engage in any business which would disqualify it from being exempt from taxation under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law.

(d) Anything herein contained to the contrary notwithstanding, no assets of the corporation shall be donated, distributed, applied to, paid over or otherwise used or employed in any manner which would disqualify the corporation from being exempt from taxation as an organization described in Section 501(c)(3)

of the Code, or the corresponding provision of any future United States Internal Revenue law.

Section 7. Mission of the Order. The specific mandate to the Order from the Supreme Pontiff is to strengthen among its members the practice of Christian life and to support the Catholic Church and Christian presence in the Holy Land, in accordance with the norms of Canon Law and the Order's own Constitution, Statutes and General Regulations.

Section 8. Goals of the Order.

(a) Self-Renunciation. Members of the Order are called to develop a specific form of self-discipline and witness: zeal for self-renunciation in the midst of societies of abundance. This includes cultivating an interior disposition of detachment, a willingness to subordinate one's personal interests to the needs of others and the common good, and a notable generosity in the utilization of one's material and spiritual resources, talents, influence, time and energy for others.

(b) Generosity. The mandate of the Order requires its members to deepen their generous aid to the most vulnerable and less fortunate, especially their concern for and solidarity with the people of the Holy Land. The exercise of this virtue includes material, moral, and spiritual assistance to the poor, to those without resources, voice, or means, and to those who are oppressed and lacking the means to defend themselves and their rights.

(c) Courage. The Order's mission challenges its members to be engaged in a courageous struggle for justice and peace. Exercising this virtue includes activities involving education in all its forms and advocating recognition and respect for the dignity and human rights of every person, especially freedom of religion and worship, equal justice under law, and a reasonable security of life for all the people of the Holy Land.

(d) Solidarity. Through the prayers and generous assistance of its members, the Order is in solidarity with the Church in the Holy Land, aiding and collaborating with the local Catholic churches, especially the Latin Patriarchate of Jerusalem with which the Order maintains close traditional ties. It contributes to the support of their religious, charitable, educational, cultural, and social institutions and of their programs and activities.

(e) Presence. Members of the Order are committed to sustaining the Christian presence in the Holy Land. This includes not only defending the rights of the Church there, supporting the Holy Places, and ensuring the continuance of living Christian communities, but also praying for and advocating mutual understanding, dialogue, forgiveness, reconciliation, and other fundamental

values as integral to the peaceful coexistence of all the people of the Holy Land.

(f) Engagement. Members of the Order should be actively engaged and participate fully and generously in the charitable, evangelizing, and ecumenical activities of their local churches, be conscious of the spiritual and ecclesial significance of their membership in the Order, and witness to its bonds not only with the universal Church and the Holy See but also with their local dioceses and parishes.

(g) Collaboration. The Order and its members collaborate with other agencies and organizations, whether religious or secular that share similar aims and objectives in the Holy Land. They seek to interest Catholics, other Christians, and people of other religions and of good will throughout the world in the Order's good work in the Holy Land and to promote the union of Christians and interreligious understanding and collaboration.

Section 9. Corporate Offices. The corporation shall have and continuously maintain offices within or without the State of Illinois as the [Lieutenancy Council](#) may from time to time determine. The Registered Agent shall be as designated in the Articles of Incorporation.

Article II

MEMBERS

Section 1. Members. The corporation shall have no members for purposes of the NFP Act, and the members of the [Lieutenancy Council](#) (also known as the [Board of Directors](#)) shall be selected as provided in these [Bylaws](#). In both legal and ecclesiastical terms the organization is understood to be a part of an international public association of the Christian faithful and the Catholic Church and in all respects obedient to the Supreme Pontiff. [When these Bylaws and other documents of the corporation refer to "members" of the corporation those references shall be deemed to designate individuals who have been invested in the North Central Lieutenancy of the Equestrian Order of the Holy Sepulchre of Jerusalem, but no reference shall be deemed to confer voting or other rights on any such individual for purposes of these Bylaws or the NFP Act for any other purpose in connection with the governance of the corporation unless such voting or other rights are specifically granted in these Bylaws.](#)

Article III

BOARD OF DIRECTORS: LIEUTENANCY COUNCIL

Section 1. Role. The corporation's board of directors is customarily referred to by the Order and in these Bylaws as the Lieutenancy Council. Except as otherwise provided in Section 5 below the Lieutenancy Council is a consultative body that assists the Lieutenant and members of the Executive Committee and other officers in the general direction of the Lieutenancy, including but not limited to the spiritual life of its members, guiding its charitable activity and caring for its administration.

Section 2. Membership. The Lieutenant establishes the Lieutenancy Council and appoints members of the Lieutenancy to the Council, of which at least three-quarters must be lay members of the Order, in addition to the following who are members of the Lieutenancy Council *ex officio*: Chancellor, Secretary and Treasurer. In addition to the Lieutenant and the aforementioned officers the members of the Lieutenancy Council shall consist of the Section Presidents and such other officers as may be appointed by the Lieutenant to exercise such responsibilities as the Lieutenant may determine. Section Presidents are appointed by the Lieutenant. The Lieutenancy Prior and/or, if applicable, Coadjutor Lieutenancy Prior serve on the Lieutenancy Council as *ex officio* members. *Ex officio* members of the Lieutenancy Council shall have seat, voice and vote at all meetings of the Lieutenancy Council.

Section 3. Meetings. The Lieutenant convenes and presides over the meetings of the Lieutenancy Council and determines its agenda in consultation with Council members. The Lieutenancy Council must be convened at least two times each year and may be convened as often as the Lieutenant judges it appropriate.

Section 4. Term of Appointment. The Lieutenant, for serious and well-founded reasons, and with the approval of the Executive Committee, can revoke the appointment of any member of the Lieutenancy Council. A vacancy for any reason, including but not limited to death, disability, removal or resignation may be filled by the Lieutenant, provided that a vacancy in any *ex officio* seat shall be filled by the person appointed in the corresponding office as described in these Bylaws.

Section 5. General Duties and Responsibilities. The Lieutenancy Council approves the minutes of the Lieutenancy Council meetings; determines the fees for annual contributions as well as for admission and promotion; approves the creation of official positions; assists the Lieutenant in setting the agenda for Council meetings and annual meetings of the membership; approves any and all policies of the Lieutenancy and any revision thereof, including but not limited to a conflicts of interest policy; advises the Lieutenant on special contributions to the Holy Land; and approves any amendment to the Articles of Incorporation and/or these Bylaws.

Section 6. Voting Process and Requirements.

- (a) Quorum. A majority of the Council members in office immediately before a meeting shall constitute a quorum for the transaction of business at the meeting of the Council. No business shall be considered at Council meetings where a quorum is not present.
- (b) Majority Vote. Except with regard to approving amendments to the Bylaws (see subsection (d) below) and as otherwise required by law, the act of the majority of the members present shall be the act of the Council.
- (c) Participation. Except as required otherwise by law, members may participate in a regular or special meeting through the use of a means of communications by which all members participating may simultaneously hear and speak with each other during the meeting, including in person, internet video meeting or telephone conference call.
- (d) Special Voting Requirements. A two-thirds vote of the Council is required to approve Bylaws for a vote by general members at the annual meeting of the Lieutenancy, amendments to the Bylaws and Articles of Incorporation. A detailed notice of such proposed amendments must be communicated to each Council member at least thirty days before the voting occurs; **provided that no such amendment shall be approved if it contradicts** the Constitution and Statutes of the Order and the Canon Law of the Catholic Church.

Article IV

EXECUTIVE COMMITTEE

Section 1. Role. Except as otherwise provided for in Section 5 below, **in addition to the other duties and authority described in these Bylaws,** the Executive Committee is a consultative body of Lieutenancy officers and key leaders that assists the Lieutenant and each other in fulfilling assigned duties on behalf of the Lieutenancy.

Section 2. Membership. The Lieutenant establishes the Executive Committee and appoints members of the Executive Committee. The members of the Executive Committee include, *ex officio*, the Lieutenant, the Chancellor, Secretary, Treasurer, such Assistant Secretaries and/or Assistant Treasurers as may be appointed, the Immediate Past Lieutenant, Legal Counsel, the Ecclesiastical Master of Ceremonies, the Assistant Ecclesiastical Master of Ceremonies, the Editor of *The Page*, the Director of Technology, Webmaster and such Vice Chancellors as may be appointed by the Lieutenant, including but not limited to a Vice Chancellor of Nominations and Promotions, Vice Chancellor of Formation, Vice Chancellor of Investitures, Vice

Chancellor of Education and Continuing Formation and Vice Chancellor of Development. *Ex officio* members of the Executive Committee have seat, voice and vote at all meetings of the Executive Committee.

Section 3. Meetings. The Lieutenant convenes and presides over the meetings of the Executive Committee and determines its agenda in consultation with members of the Executive Committee. Meetings may be held at such places as may be designated by the Lieutenant and except as required otherwise by law, members may participate in a regular or special meeting through the use of a means of communications by which all members participating may simultaneously hear and speak with each other during the meeting, including in person, internet video meeting or telephone conference call. A quorum consisting of a majority of members is required to convene a meeting.

Section 4. Term of Appointment. The Lieutenant may revoke the appointment of any member of the Executive Committee. A vacancy for any reason, including but not limited to death, disability, removal or resignation may be filled by the Lieutenant, *provided that a vacancy in any ex officio seat shall be filled by the person appointed to the corresponding office as described in these Bylaws. Members of the Executive Committee may serve no more than two four-year terms except in the case of ex officio members, who may serve on the Executive Committee as long as they hold the corresponding office entitling to ex officio membership.*

Section 5. General Duties and Responsibilities. The Executive Committee assists the Lieutenant in establishing strategic priorities, setting both short-term and long-term goals, approves the creation of such permanent and *ad hoc* committees as may be necessary to direct and manage areas of responsibility and operation of the Lieutenancy, setting the agenda for meetings and by reviewing and approving any and all policies and/or amendments to the Articles of Incorporation and/or Bylaws before submission to the Lieutenancy Council. Inasmuch as each member serves on the Executive Committee in an official capacity with his/her own defined responsibilities, it is incumbent upon all members of the Executive Committee, including the Lieutenant, to keep other members of the Executive Committee generally informed of matters in their respective areas of responsibility.

Article V

OFFICERS

Section 1. Lieutenant. The customary title conferred on the corporation's President by the Order is that of Lieutenant.

(a) Appointment. Lieutenants are appointed from among the lay members of the Order by the Governor General, after consulting the Presidency of the Grand Magisterium and the appropriate authorities of the local church and with the confirmation of the Grand Master. Lieutenants serve for a term of four years and may be reappointed once.

The Governor General, for serious and well-founded reasons, after consulting the Presidency of the Grand Magisterium and with the confirmation of the Grand Master, can revoke the appointment of a Lieutenant.

(b) Responsibilities. Lieutenants direct the Lieutenancy entrusted to them in the spirit of service, exercising their authority according to the norms of Canon Law and the Statutes and General Regulations of the Order. Lieutenants are responsible for the life, spiritual growth, and activities of their Lieutenancies; the selection of new members; the ongoing formation of members; the promotion of charitable assistance to the Holy Land; the implementation of the Statutes and General Regulations of the Order and the directives of the Grand Master, Grand Magisterium, and Governor General; and the representation of their Lieutenancies to local ecclesiastical and civil authorities.

(c) Collaborators. Lieutenants are assisted in carrying out their responsibilities by a Lieutenancy Prior and a Lieutenancy Council, which they chair.

(d) Regents. A Regent can be appointed by the Governor General, after consulting the Presidency of the Grand Magisterium and with the confirmation of the Grand Master, from among the lay members of the Order temporarily to exercise the responsibility of a Lieutenant in the event of the death, resignation, incapacity to act, or extended absence of the Lieutenant or for other serious and well-founded reasons. **When a Regent has been appointed for the office of Lieutenant, all references to the Lieutenant herein shall be deemed to include a reference to said Regent.**

(e) Financial Administration. The Lieutenant, in collaboration with the Lieutenancy Treasurer, is responsible for the administration of the temporal goods of the Lieutenancy in accordance with the norms of Canon Law, the Statutes and General Regulations of the Order, and civil law.

(f) Reporting. The Lieutenant must send the Governor General a detailed annual report on the activities, general administration, and financial management of the Lieutenancy and its subordinate Sections and Local Delegation.

Section 2. Lieutenancy Priors.

(a) Appointment. Lieutenancy Priors are appointed from among the ecclesiastical members of the Order, preferably of episcopal rank and the highest ecclesiastical dignitary in the Lieutenancy, by the Grand Master after consulting the Assessor, the Governor General, and the Lieutenant and informing the appropriate authorities of the local church. Lieutenancy Priors serve for a term of four years and may be reappointed.

The Grand Master, for serious and well-founded reasons, after consulting the Assessor, the Governor General, and the Lieutenant, can revoke the appointment of a Lieutenancy Prior.

(b) Responsibilities. The Lieutenancy Prior assists and cooperates with the Lieutenant in the spiritual direction of the Lieutenancy, serves as its spiritual leader, and instructs and monitors the work of the Section and Local Delegation Priors as enumerated below:

1. Directs all religious and spiritual activities of the North Central Lieutenancy and.
2. Participates with the Lieutenant in the governance of the Lieutenancy and appointment of the clerical members of the Council, including but not limited to Section Priors.
3. Approves candidates for investiture and members for promotion
4. Appoints with the approval of the Cardinal Grand Master a Coadjutor Lieutenancy Prior in the person of an Archbishop or Bishop to assist him.
5. Guides the activities of the Ecclesiastical Master of Ceremonies.
6. Appoints a Knight or Dame to act as Lieutenant in the event of a vacancy in the office until a formal appointment of a successor.
7. If available, attends the annual meeting and invests such candidates and promotes such members as may be put forth for membership and promotion.

The Lieutenancy Prior carries out the other tasks and assignments given to him by the Constitution, Statutes and General Regulations of the Order

(c) Coadjutor Lieutenancy Prior. When circumstances so require, the Grand Master, after consulting the Assessor, the Governor General and the Lieutenant, may appoint a Coadjutor Lieutenancy Prior to assist the Lieutenancy Prior. The Coadjutor Lieutenancy Prior assists the Lieutenancy as enumerated below:

1. Under the general oversight of the Lieutenancy Prior, directs all religious and spiritual activities of the North Central Lieutenancy.

2. Participates with the Lieutenant in the governance of the Lieutenancy and appointment of the clerical members of the Council, including but not limited to Section Priors.
3. Approves candidates for investiture and members for promotion.
4. Guides the activities of the Ecclesiastical Master of Ceremonies.
5. Attends the annual meeting and invests such candidates and promotes such members as may be put forth for membership and promotion.
6. Carries out the other tasks and assignments given to him by the Constitution and Regulations of the Order.

The Grand Master, for serious and well-founded reasons, after consulting the Assessor and the Governor General and informing the Lieutenant, can revoke the appointment of a Coadjutor Lieutenancy Prior.

Section 3. Chancellor. The customary title conferred on the corporation's Vice President by the Order is that of Chancellor.

(a) Appointment. The Chancellor is appointed by the Lieutenant from among the lay members of the Lieutenancy, after consulting the Lieutenancy Prior or Coadjutor Lieutenancy Prior and with the confirmation of the Presidency of the Grand Magisterium.

(b) Responsibilities. The Chancellor is accountable to the Lieutenant and responsible for assisting the Lieutenant in the administration of the Lieutenancy, overseeing applications for membership in the Order, overseeing the status and promotion of members of the Lieutenancy, and coordinating the publications of the Lieutenancy.

(c) Substitution. The Chancellor temporarily exercises the responsibilities of the Lieutenant in the event of the death, resignation, incapacity to act, or extended absence of the Lieutenant, unless a Regent is provided.

Section 4. Treasurer.

(a) Appointment. The Treasurer is appointed by the Lieutenant from among the lay members of the Lieutenancy.

(b) Responsibilities. The Treasurer is accountable to the Lieutenant for the administration of the financial affairs of the Lieutenancy. The Treasurer's responsibilities include managing the assets of the Lieutenancy, preparing the Lieutenancy's annual budget, administering the Lieutenancy's financial resources in accordance with the Lieutenancy's approved annual budget, and preparing the financial statements of the Lieutenancy.

(c) Assistant Treasurers. Such Assistant Treasurer(s) may be appointed by the Lieutenant as may be necessary to assist the Treasurer in his/her duties.

Section 5. Secretary.

(a) Appointment. The Secretary is appointed by the Lieutenant from among the lay members of the Lieutenancy.

(b) Responsibilities. The Secretary is accountable to the Lieutenant and responsible for recording and archiving the acts of the Lieutenancy, maintaining its membership records, and providing administrative assistance to the Lieutenant and the Chancellor.

(c) Assistant Secretaries. Such Assistant Secretary(ies) may be appointed by the Lieutenant as may be necessary to assist the Secretary in his/her duties.

Section 6. Other Officers on Executive Committee. In addition to those officers identified above, the following officers of the Lieutenancy are recognized and serve as members of the Executive Committee: the Immediate Past Lieutenant, Legal Counsel, the Ecclesiastical Master of Ceremonies, the Assistant Ecclesiastical Master of Ceremonies, the Editor of *The Page*, the Director of Technology, Webmaster and such Vice Chancellors as may be appointed by the Lieutenant, including but not limited to a Vice Chancellor of Nominations and Promotions, Vice Chancellor of Formation, Vice Chancellor of Investitures, Vice Chancellor of Education and Continuing Formation and Vice Chancellor of Development. With the exception of the Immediate Past Lieutenant, the aforementioned officers are appointed and may be removed by the Lieutenant.

Section 7. Additional Officers. The following additional officers are recognized and are appointed and may be removed by the Lieutenant: Medal Master and Mistress, Assistant Medal Master and Mistress, Pilgrim Master, Hotel Contract Negotiator and Bereavement Officer. **The Lieutenant,** after consulting the Executive Committee and with the approval of the Lieutenancy Council, **may create other officials from among the members of the Lieutenancy to exercise such responsibilities as the Lieutenant may determine.**

Section 8. Compensation. No officer of the Lieutenancy may be an employee of the Lieutenancy nor receive any compensation for his or her services, except reimbursement for legitimate and approved out-of-pocket expenses occurred in carrying out the business of the Lieutenancy.

Section 9. Term of Office. Officers may serve no more than two four year terms in any one office.

Article VI

COMMITTEES

Section 1. Creation of Committees and Appointment of Members. With the approval of the Executive Committee the Lieutenant may create such **additional** standing or permanent and special or *ad hoc* committees as may be necessary to direct and manage areas of responsibility relating to the operation of the Lieutenancy and appoint or remove the lay or clerical members to those committees.

Section 2. Duties and Responsibilities. The written duties and responsibilities of such committees created should be posted in the on-line version of the Members Operations Manual which appears on the website of the North Central Lieutenancy.

Section 3. Term of Office. Members of committees created may serve no more than two four-year terms.

Article VII

SECTIONS

Section 1. Establishment. Upon proposal of the Lieutenant, the Governor General, after consulting the Presidency of the Grand Magisterium, may authorize the subdivision of the Lieutenancy into Sections; similarly, the Sections may be subdivided into Local Delegations.

Section 2. Section Presidents and Local Delegates. Sections are directed by Section President(s) and Local Delegations by Local Delegates. Section Presidents are appointed by the Lieutenant. A husband and wife, both of whom are members of the Order, may be jointly appointed to the position of Section Presidency. Section Presidents may serve no more than two four-year terms in office.

The Lieutenant, for serious and well-founded reasons can revoke the appointment of a Section President and, after also consulting the appropriate Section President, a Local Delegate.

Section 3. Regents. A Regent can be appointed from among the lay members of the Lieutenancy by the Lieutenant, after informing the Presidency of the Grand Magisterium, temporarily to exercise the responsibility of a Section President or Local Delegate in the event of the death, resignation, incapacity to act, or extended

absence of that official. When a Regent has been appointed for the office of Section President or Local Delegate, all references to the Section President or Local Delegate (as the case may be) herein shall be deemed to include a reference to said Regent.

Section 4. Section and Local Delegation Priors. Section and Local Delegation Priors are appointed by the Lieutenant, with the agreement of Section President.

Section and Local Delegation Priors assist and cooperate with their respective Section President or Local Delegate and serve as the spiritual leaders of the Section or Local Delegation, directing all the religious activities.

The Lieutenant, for serious and well-founded reasons, with the agreement of the Section President(s), can revoke the appointment of a Section Prior and, after also informing the appropriate Section President, a Local Delegation Prior.

Section 5. Section and Local Delegation Councils. Section and, if instituted, Local Delegation Councils assist the Section President or Local Delegate in guiding the activities of the Section or Local Delegation.

The Section President(s) or Local Delegate determines the number of members and appoints the members of the Section or Local Delegation Council, with the agreement of the Lieutenant. The Lieutenant, for serious and well-founded reasons, after consulting the Lieutenancy Council, can dissolve a Section Council and, after also consulting the appropriate Section President, a Local Delegation Council or revoke the appointment of any of their members.

Article VIII

GENERAL MEMBERS

Section 1. General Members. General Members are Catholic lay, clerical or religious men and women who 1) are accepted into the Order as provided for in Sections 2 and 3 below; 2) make a life time commitment to witness to the faith, practice a Christian life, and carry forward charitable works for the moral and material support of the Christian communities in the Holy Land; 3) steadfastly support the Mission and Goals of the Order as enumerated in Article I, Sections 7 and 8 above; and 4) fulfill the obligations enumerated in Section 4 below as well as such other obligations which might be prescribed by the Grand Magisterium. Any reference in these Bylaws to the term "members" should be understood to mean

"General Members" and not to members as contemplated by the NFP Act (as more fully described in Article II above).

Section 2. Candidacy for Admission.

(a) Selection. The right to select candidates for admission to the Order belongs primarily to Lieutenants; it is exercised in close cooperation with the Lieutenancy Prior and the Lieutenancy Council. This responsibility includes not only evaluating the suitability of candidates but also recruiting people within the territory of the Lieutenancy who have the necessary moral, religious, and personal qualities to join the Order.

(b) Qualifications. Candidates for admission to the Order must be Catholics of exemplary faith and moral conduct, who are actively involved in and generously support the activities of their local church, and who are willing to commit themselves to the mission and goals of the Order.

(c) Petition. Candidates for admission to the Order must provide a written commitment of their readiness and desire to be admitted into membership in the Order and of their willingness to accept all the obligations of membership.

(d) Formation. Candidates for admission to the Order must undergo a period of formation, customarily at least one year, guided by an experienced senior member of the Order.

Section 3. Admission.

(a) Competent Authority. The ordinary right to admit candidates into the Order and invest them belongs to the Grand Master in accordance with the Statutes and General Regulations of the Order; it is exercised normally upon the proposal of a Lieutenant, exceptionally upon the proposal of the Grand Magisterium, and occasionally *motu proprio*.

(b) Faculty of the Grand Prior. An extraordinary right to admit candidates into the Order belongs to the Grand Prior. He has the faculty to admit into the Order Canons of the Patriarchal Chapter of the Basilica of the Holy Sepulchre with a rank corresponding to their dignity. He also has the faculty to admit into the Order members of the secular and religious clergy, each having obtained beforehand permission from his own diocesan bishop (if he is not the Patriarch himself) or major superior, and lay men and women, in every case provided that the clergy or lay person has permanent residence in the patriarchal territory and is especially meritorious on behalf of the patriarchate itself, its works, or its institutions.

The aforementioned admissions, effectuated with a letter of nomination from the Lieutenancy Prior, must be submitted with the appropriate documents to the Grand Master, who confirms them with the issuance of the usual diploma.

(c) Ceremony of Investiture. The celebration of the ceremony of investiture of new members into the Order is the prerogative of the Grand Master; in his absence, authority to celebrate the ceremony of investiture is delegated to the Lieutenancy Prior or Coadjutor Lieutenancy Prior and may be subdelegated by the Lieutenancy Prior or Coadjutor Lieutenancy Prior to another ecclesiastical authority who is a member of the Order.

Section 4. Obligations.

(a) General Obligations. Members of the Order are required to participate actively both individually and collectively in the Order's activities in fulfillment of the goals of the Order; to observe faithfully the norms of the Statutes and General Regulations of the Order; and to obey completely and loyally the directives imparted by the Grand Master, Grand Magisterium, and Governor General or by other members of the Order delegated to do so on their behalf.

(b) Pilgrimage. Members of the Order should make a pilgrimage to the Holy Land at least once in their lifetime, preferably by taking part in a pilgrimage officially organized by the central or a local authority of the Order.

(c) Local Activities. Members of the Order are expected to participate in the life of the Order especially through participation in the religious, charitable, and organizational initiatives proposed by the Lieutenancy, including the funeral rites of deceased members and, unless expressly excused by the Lieutenant, the annual meeting of the Lieutenancy.

(d) Financial Support. Members of the Order are expected to make an annual financial contribution to the Order as is customary in their Lieutenancy. They are also expected to pay the customary contributions on the occasions of admission and promotion.

(e) Conflicts of Interest. Members of the Order are prohibited from belonging to or participating in the activities of organizations whose nature, purposes, or programs contradict the teachings of the Catholic Church or of institutions claiming a chivalrous nature that are not recognized by the Holy See or sovereign states.

(f) Behavior. Members of the Order are to refrain from any behavior which, in the judgment of the competent authority of the Order, constitutes grave public violation of divine or ecclesiastical law, seriously threatens ecclesial communion, or significantly harms the reputation of the Order. [The](#)

determination of the Lieutenant as to any of the above-described types of behavior shall control.

(g) Failure to Comply. The unjustified failure to comply with one or more of the obligations of membership, accepted by each candidate upon admission to the Order, can result in loss of membership in the Order. The determination of the Lieutenant as to any failure to comply shall control.

Section 5. Spiritual Benefits. Members of the Order may acquire special indulgences by disposition of the Supreme Pontiff as described in the General Regulations of the Order.

Section 6. Promotion.

(a) Competent Authority. The right to promote members of the Order to higher rank belongs to the Grand Master in accordance with the Statutes and General Regulations of the Order; it is exercised normally upon the proposal of a Lieutenant and occasionally *motu proprio*.

(b) Requisites. Promotion of a member of the Order to higher rank is in recognition of the length, type, extent, and quality of the member's service in the current rank.

(c) Ranks. Members of the Order are ranked as follows:

1. Knights and Dames
2. Knight and Dame Commanders
3. Knight and Dame Commanders with Star
4. Knights and Dames Grand Cross
5. Knights and Dames of the Collar

(d) Initial Rank. Normally a candidate is admitted into the Order with the rank of Knight or Dame.

(e) Uniforms and Insignia of Rank. Members of the Order wear uniforms and insignia appropriate to their rank in accordance with the General Regulations of the Order.

Section 7. Separation from Membership.

(a) Resignation. Any member of the Order may resign membership in the Order at any time by giving written notice to the appropriate Lieutenant. Unless otherwise specified in the notice, the resignation takes effect upon receipt thereof by such official; acceptance of the resignation is not necessary to make it effective.

(b) Revocation. The faculty to revoke membership in the Order for a serious and well-founded cause belongs to the Grand Master in accordance with the norms of Canon Law and the Statutes and General Regulations of the Order; it is exercised normally upon the proposal of a Lieutenant, exceptionally upon the proposal of the Grand Magisterium, occasionally *mote proprio*, and always after appropriate investigation and consultation with the Presidency of the Grand Magisterium. Causes for the revocation of membership may include violation of the obligations of membership listed in Section 3 ("Obligations") above. The right of defense is always guaranteed.

(c) Corrective Action Warning. Revocation of membership in the Order is usually preceded, first, by giving *an* oral or written warning to the member in question and, secondly, if there is no change or improvement, by temporarily suspending the member in question from participation in the activities of the Order. The Lieutenant may, in his or her discretion, dispense with a corrective action warning in any case which the Lieutenant deems to be egregious.

(d) Confidentiality. The Grand Master, or any official acting in his stead, is not obliged to communicate to anyone other than the member in question the reasons for which such disciplinary actions were taken.

Article IX

CONFLICTS OF INTEREST

Conflicts of interest, whether real or apparent, are to be avoided by any and all individuals in a leadership position in the North Central Lieutenancy. No family member of any officer of the Lieutenancy or any officer of any Section or Local Delegation shall perform work for compensation on behalf of the Lieutenancy, Section or Local Delegation. Officers, Council members and all others holding leadership positions in the Lieutenancy shall comply with such conflicts of interest policy and/or directives as may be promulgated by the Lieutenancy Council.

Article X

ADOPTION AND AMENDMENT

Section 1. Adoption. These Bylaws shall be deemed adopted if approved by a majority of the General Members of the North Central Lieutenancy in attendance at an annual meeting. The proposed Bylaws shall be made generally available to active

General Members in digital or print form prior to the vote. Voting at the annual meeting will be by a showing of hands with the affirmative vote of a majority of those present required to adopt the Bylaws. The results of the vote will be recorded in the minutes of the annual meeting.

Section 2. Amendments to Bylaws or Articles of Incorporation. Any amendment to the Bylaws or the Articles of Incorporation may be approved by the Lieutenancy Council provided for in Article III, Section 5 above without a vote by General Members, unless the Lieutenant *in his or her discretion* deems the amendment to have such an impact on the functioning of the Lieutenancy as to warrant adoption by the General Members.

Article XI

INDEMNIFICATION

Section 1. Indemnification of Directors and Officers. The corporation shall, to the fullest extent to which it is empowered to do so by the NFP Act or any other applicable laws as may from time to time be in effect, indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigation (other than an action by or in the right of the corporation), by reason of the fact that he or she is or was a director or officer of the corporation, including, but not limited to, members of the Lieutenancy Council, members of the Executive Committee, *ex officio* officers, other officers on the Executive Committee, additional officers of the Lieutenancy, members of standing or permanent and special or ad hoc Lieutenancy committees, Section officers and priors and/or such other person or persons serving the Lieutenancy in an approved leadership role, or is or was serving at the request of the corporation as director or officer of another corporation, partnership, joint venture, trust or other enterprise (including, but not limited to, an employee benefit plan) against all expenses (including reasonable attorneys' fees), judgments, fines (including, but not limited to, excise taxes assessed with respect to an employee benefit plan) and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation or, with respect to any criminal

action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

The Corporation may, to the fullest extent to which it is empowered to do so by the NFP Act or any other applicable laws as may from time to time be in effect, indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise (including, but not limited to, an employee benefit plan), against all expenses (including reasonable attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made with respect to any claim, issue, or matter as to which he or she has been adjudged to have been liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 2. Contract with the Corporation. The provisions of this Article XI shall be deemed to be a contract between the corporation and each director or officer who serves in any such capacity at any time while this Article XI and the relevant provisions of the NFP Act or other applicable laws, if any, are in effect, and any repeal or modification of any such law or of this Article XI shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon such state of facts.

Section 3. Indemnification of Employees and Agents. The corporation may indemnify any person not covered by the foregoing provisions of this Article XI who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against some or all expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest

of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

The corporation may indemnify any person not covered by the foregoing provisions of this Article XI who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against some or all expenses (including reasonable attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made with respect to any claim, issue or matter as to which he or she has been adjudged to have been liable for negligence or misconduct in his or her performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 4. Determination of Propriety of Indemnification. Any indemnification under this Article XI (unless ordered by a court) shall be made by the corporation, only as authorized in the specific case, upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Article XI. Such determination shall be made with respect to a person who is a director or officer at the time of the determination by the majority vote of the directors who are not parties to such action, suit or proceeding, even if less than a quorum.

Section 5. Advancing Expenses. Expenses (including reasonable attorneys' fees) incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in

this Article VIII. Such expenses (including reasonable attorneys' fees) incurred by former directors and officers or other employees and agents may be so paid on such terms and conditions, if any, as the Corporation deems appropriate.

Section 6. Other Rights of Indemnification. The indemnification and advancement of expenses provided by or permitted under this Article XI shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7. Liability Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his status as such whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article XI.

Section 8. Merging Corporations. For purposes of this Article XI, references to "the corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers and employees or agents, so that any person who is or was a director, officer, employee or agent of such merging corporation or is or was serving at the request of such merging corporation as a director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article XI with respect to the surviving corporation as he would have with respect to such merging corporation if its separate existence had continued.

Article XII

CORPORATE DISSOLUTION

In the event of the dissolution or liquidation of the Corporation, and after payment of its just debts and liabilities, all remaining assets shall be distributed to such organization or organizations as the Lieutenantcy Council may determine are organized and operated exclusively for charitable, education or scientific purposes and shall at the time qualify as an exempt organization or organizations under Sec. 501(c)(3) of the Code or the corresponding provision of

any future United States Internal Revenue Law, or to an organization listed within The Official Catholic Directory; provided that to the extent the Grand Magisterium of the Equestrian Order of the Holy Sepulchre of Jerusalem (the "Grand Magisterium") qualifies under the foregoing provision, the Lieutenancy Council shall distribute the remaining assets to the Grand Magisterium.

COLOR CODE:

Red Font: Wording taken from 2014 version of revised EOHSJ Constitution

Black Font: Wording taken from other sources, including draft 2002 Bylaws, NCL Policies and wording submitted by NCL Ad Hoc Bylaws Committee

Blue Font: Wording suggested after legal review by Hinshaw & Culbertson