

THE NEWMAN ASSOCIATION OF AMERICA

BY-LAWS

Approved by the Board August 8, 2013

ARTICLE 1: NAME OF THE ORGANIZATION

The Newman Association of America, the acronym for which shall be NAA.

ARTICLE 2: MISSION STATEMENT

The mission of the NAA is to promulgate the work, thought, and life of John Henry Newman. Subject to the approval of the Board of Directors (hereinafter called Directors and/or Board members), the NAA shall sponsor an annual conference, the publication of a periodic Newsletter, and any other activities that further this mission.

ARTICLE 3: GOVERNING BODY OF THE ORGANIZATION

3.1 Board of Directors

All Authority and decision-making for the organization shall reside in the Board of Directors.

3.2 Makeup of the Board of Directors

The Board of Directors shall consist of the number of members approved by the Board, the total number not to exceed nine.

3.3 Term of a Board Member

The term of each Board member seat shall be three years. A Board member may be elected to any number of terms.

3.4 Method of Board Member Selection

3.4,1 Board membership is open to any member in good standing with at least two years of continuous Association membership at the time of the annual election.

3.4,2 Candidates shall be voted upon by the full membership of the Board.

3.4,3 The General membership shall be notified of the annual Directors election at least two months prior to annual Board elections, in a method determined by the Board of Directors. Such notification shall include the method by which to be a candidate, as well as any applicable deadlines.

3.4,4 Unless the Board shall designate otherwise in its operating procedures (see 3.7 below), all candidates, including current Directors seeking re-election and new candidates, shall include a statement of their qualifications, including past and anticipated contributions to the Association, as well as a statement expressing why the candidate desires a position on the Board. Such information shall be submitted with the notice of "intent to run" for a Directorship position.

3.4,5 Upon the adoption of these by-laws, all Directors seats shall be for a three-year term.

3.4,6 Each year one-third of Board seats shall stand for election. Upon approval of these by-laws, the Board shall establish a method to determine the implementation of this Article.

3.4,7 Board elections shall take place at the annual reorganization meeting of the Board. See Article 5.1.

3.4,8 The candidates receiving, in order, the highest number of votes for open seats shall be elected to those seats, provided that the vote for the candidate is at least 50% of those Board members present.

The Board shall adopt operating procedures for the election.

3.5 Vacancy

All Directors shall hold office throughout their terms or until their successors are elected and qualified. Any vacancy occurring on the Board may be filled by a vote of a majority of the remaining Directors. The Director filling a vacancy shall serve only for the balance of the term of the Director whose vacancy has been replaced.

3.6 Removal

A Director may be removed with or without cause by a vote of a majority of the remaining Directors at a special meeting of the Directors duly called and constituted for that purpose. In such case, the Director's successor may be appointed by a vote of a majority of the Board members. A Director so elected shall serve only for the balance of the term of the Director whose vacancy has been filled.

3.7 Operational Procedures

The Board may adopt operational procedures for activities set forth in the by-laws in order to govern its ongoing operations. Such procedures shall be reviewed and approved at the annual Board meeting. Where no operational procedure exists, past precedent shall govern. An operational procedure shall be deemed to be in effect unless it has been modified or repealed by the Board

3.8 Compensation

No Director shall receive any compensation for services as a Director. Directors may be reimbursed for their reasonable out-of-pocket expenses incurred in performing their duties prescribed in the Articles, the by-laws, or the Act.

3.9 Non-liability of Directors

The Directors shall not be liable for any error or mistake of judgment exercised in carrying out their duties and responsibilities as Directors, except for their own individual willful misconduct, bad faith, or gross negligence. The Association shall indemnify and hold harmless and defend each of the Directors against any and all liability to any Person arising out of contracts made by the Board on behalf of the Association, unless any such contract shall have been made in bad faith or contrary to the provisions of the by-laws. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of the Association, and that in all matters the Board is acting for and on behalf of the Association as its agent. Every contract made by the Board on behalf of the Association shall provide that the Board is acting as agent for the Association and that no Director shall have any personal liability under the contract.

3.10 Additional Indemnity of Directors

The Association shall indemnify Directors to the maximum extent permitted in the Articles and the Act. A Director shall not be deemed guilty of or liable for negligence or misconduct by virtue of the fact that the Director failed or neglected to attend a meeting or meetings of the Board.

3.11 Emeritus Members (See Addendum 1)

Those founding members of the association and those who were involved in its growth and development who have formally retired from the board shall be considered to be emeritus members of the board. Emeritus members shall be consulted by the standing members of the board, receive the minutes of the board, and other materials. Their attendance at board meetings is optional, with voice. Emeritus members do not have a formal vote on Board business.

ARTICLE 4: OFFICERS AND COMMITTEES

4.1 Officers of the Association

The principal officers of the association shall be President, Vice-President, Secretary, Treasurer, and Editor of the Association Newsletter. The Directors may also establish other such officers as in their judgment may be necessary.

4.2 Election of Officers

The officers of the Association shall be elected annually by the Board from among the Board membership at its annual reorganization meeting for every office whose term has expired for a one-year term.

4.3 Removal of Officers

Upon the affirmative vote of the majority of all Directors, any officer may be removed, either with or without cause. Successor officers may be elected at any regular meeting of the Board, or at any special meeting of the Board called for such purpose.

4.4 President

The President shall be elected at the annual reorganization meeting from among the Directors, and shall be the chief executive officer of the Association. The President shall preside at all meetings of the Association and of the Board, shall have and discharge all the general powers and duties usually vested in the office of president or chief executive officer(s) of an association or a stock Association organized under the Laws of such State as the Board may determine, including but not limited to:

4.4,1 Enforcement of the Association's by-laws.

4.4,2 Managerial responsibility for other elected officers.

4.4,3 The power to appoint committees as the President may deem necessary to assist in the affairs of the Association.

4.4,4 Maintaining regular communication with Board members and the general membership either through periodic email, newsletter reports, or any other such method of mass communication.

4.4,5 Report on the "state of the Association" at the end of each annual term at the annual reorganization meeting of the Board, summarizing the accomplishments of the term of office.

4.4,6 Performance of other such duties as the Board may from time to time prescribe.

4.5 Vice-President

The Vice-President shall be elected at the annual reorganization meeting from among the Directors, and shall perform all duties incumbent upon the President during the absence or disability of the President. The Vice-President shall also perform such other duties as the by-laws may prescribe, or as may be imposed by the Board or by the President.

4.6 Secretary

The Secretary shall be elected at the annual reorganization meeting from among the Directors, and shall:

4.6,1

Attend all meetings of the Association and of the Board, or designate a substitute.

4.6,2

Prepare or cause to be prepared true and complete minutes of the meetings of the Board.

4.6,3

Authenticate records of the Association and its membership including keeping an updated list of the membership of the Association.

4.6,4

Perform all other duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the Board.

4.7 Treasurer

The Treasurer shall be elected at the annual reorganization meeting from among the Directors, and shall:

4.7,1 Maintain each bank account or accounts in the name of the Association.

4.7,2 Maintain a correct and complete record of accounts showing accurately at all times the financial condition of the Association.

4.7,3 Perform such other duties incident to the office of Treasurer, including preparation of an Annual Report summarizing assets and liabilities.

4.7,4 Act as legal custodian of all monies, notes, securities and other valuables which may from time to time come into possession of the Association.

4.7,5 Immediately deposit all funds of the Association coming into the Treasurer's hands in some reliable bank or depository to be designated by the Board.

4.8 Task-Designated Association Positions

The Board may, from time to time, designate and elect by Majority Vote, task-designated officers who shall have such powers and duties as shall be specified in the by-laws or as the Board may prescribe. The following task-specific positions may include:

4.8,1 Program Chair, who shall manage the call for papers, review and/or referee submitted papers by a method of his/her choosing, make all contacts with authors of submitted papers, arrange the conference schedule for speakers and coordinate planning with the designated local arrangement chair.

4.8,2 Conference Site Manage/Local Arrangements Chair, who shall secure a site for the annual conference and serve as liaison between the Association and the local site personnel; shall adequately promote the annual conference; shall establish the conference budget; shall work closely with the Program Chair in the scheduling of annual conference activities for efficient use of conference site resources; shall receive registrations; shall work with the Treasurer in the processing of registration fees; shall oversee the preparation of appropriate annual conference materials; and shall pay annual conference expenses in a timely manner.

4.8,3 Newsletter Editor, who shall coordinate all information acquisition, coordinate design, and make all necessary arrangements for the publication of the Association Newsletter, as required to produce and disseminate, as directed by the

Board, the periodic issues of the Newsletter, the annual number and publication schedule of which is to be set by the Board.

4.8,4 NINS Liaison, who shall represent the Board of Directors with the National Institute for Newman Studies (NINS), Pittsburgh, Pennsylvania, and shall report periodically to the Board of Directors in order to keep the Board apprised of items of mutual interest.

4.8,5 Correspondence Secretary, who shall accept inquiries from members and from the public and shall answer same in the name of the Board of Directors.

4.8,6 Liaison to the Administrative Office, who shall serve as contact between the Board and the administrative office and coordinate the handling of any such matters requiring attention.

4.8,7 Annual Board Elections Chair, who shall oversee the implementation of the Association by-laws in respect to the annual elections, and otherwise serve as the coordinator of the annual elections process.

4.8,8 Standing and Special Committees: The President shall, with the approval of the Board, appoint such standing or special committees of such size as the Board may deem necessary to properly carry on the activities and effect the purposes of the Association. Such committees shall perform as the President or the Board may direct.

4.8,9 Executive Committee: The Board shall have the power to appoint by resolution adopted by a majority of the entire Board an Executive Committee composed of three or more Directors, who, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of the business of the Association between meetings of the Board. The Executive Committee shall report back to the Board of Directors whenever actions are taken in the name of the Board.

4.8,10 Delegation of Powers: For any reason deemed sufficient by the Board, whether occasioned by a absence or otherwise, the Board by resolution adopted by a majority of the entire Board, may delegate any or all of the powers and duties of any officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

ARTICLE 5: MEETINGS

5.1 Annual Reorganization Meeting

The Board shall hold an annual reorganization meeting at a time and place determined by the Board for the purpose of conducting annual Board seat elections, confirm annual operating procedures, and to conduct any other business deemed necessary by the Board.

5.2 Special Meetings

Special meetings of the Board may be called by the President or any five members of the Board. The President or any Director calling such meeting shall give written notice of the meeting to the Secretary, who shall either personally or by mail or email, and at least seven days prior to the date of such special meeting, give notice to the Directors. The notice of the meeting shall contain a statement of each purpose for which the meeting is called. Only such noticed statement of purpose(s) shall be on the agenda and acted upon. Such meeting shall be held at such place and at such time as is designated in the notice.

5.3 Waiver of Notice

The presence of any Director at a meeting, or the Director's consent to the actions taken at the meeting, shall, as to such Director, constitute a waiver of notice of the time, place and purpose of the meeting.

5.4 Quorum

At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of the majority of the Directors present at a meeting at which a quorum is present shall be the decision of the Board unless the Bylaws provide otherwise.

5.5 Action Without A Meeting

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if consent in writing setting forth the actions so taken is signed by all Directors, and such written consent is filed with the minutes of the Board.

5.6 Parliamentary Procedure Governing Board Meetings

Roberts Rules of Order shall govern Board meeting procedure, unless the Board authorizes otherwise.

ARTICLE 6: FISCAL MANAGEMENT

6.1 Fiscal Year

The fiscal year of the Association shall end June 30.

6.2 Books of Account

Books of account of the Association shall be kept under the direction of the Treasurer in accordance with good accounting practices, and shall include a current, accurate and detailed record of receipts and expenditures affecting the Association.

6.3 Inspection

All books, records and accounts, and all vouchers accrediting the entries made upon them, shall be available for examination by any Director.

6.4 Execution of Association Documents

With the prior authorization of the Board, all notes, contracts, deeds, mortgages, and other documents shall be executed on behalf of the Association by any two officers of the

Association; and all checks shall be executed on behalf of the Association by the Treasurer or by such officers, agents, or other individuals as are from time to time so authorized by resolution of the Board.

ARTICLE 7: AMENDMENT TO BY-LAWS

7.1 Procedure

The by-laws of the Association may be amended by the affirmative vote of a supermajority of the entire Board, at any regular or special meeting, notice of which contains the proposed amendment in full and the current by-law which it will change, or at any meeting, regular or special, at which all of the Directors are present, or by the written consent of all Directors pursuant to the provisions of the by-laws.

7.2 Clarification or Restatement of a By-law.

Clarification or restatement of a by-law, containing the current by-law and all prior amendments, may be executed any time or from time to time by a majority of the Board and may subsequently be referred to in lieu of the by-law being clarified.

ARTICLE 8: MISCELLANEOUS

8.1 Applicable Law

This document shall be construed in accordance with the laws of the State so authorized by the Board of Directors.

8.2 Severability

If one or more of the provisions of this document shall for any reason be held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect any other provision of this document; and this document shall be reformed and construed as if such invalid, illegal, or unenforceable provision had not been contained in it.

IN WITNESS, WHEREOF, the Secretary of the Association has executed the by-laws as of this 8 day of August, 2013.

THE NEWMAN ASSOCIATION OF AMERICA, INC.

By: Bernadette Waterman Ward

Secretary

ADDENDUM 1

Members Emeriti of the Board are: Rev. James R. Bates, Rev. John T. Ford, C.S.C., John Groppe, Richard Shea, and M. Katherine Tillman.