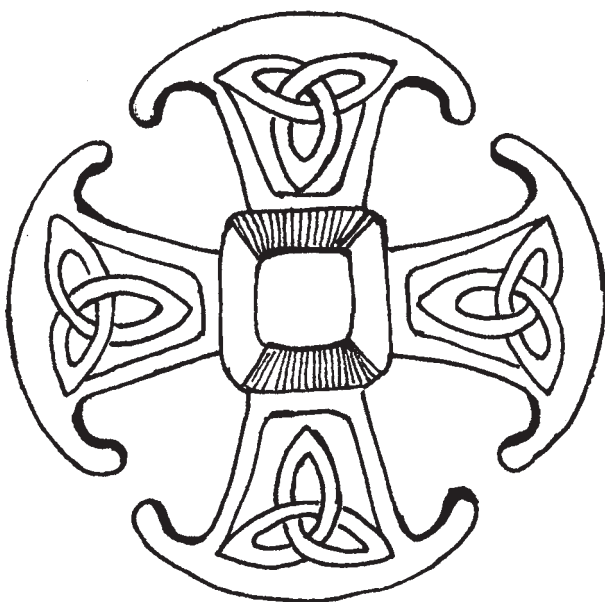


BY-LAWS
of the
Anglican Use Society



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BY-LAWS

ANGLICAN USE SOCIETY

ARTICLE I - OFFICES

1. The registered office of the Corporation shall be at 914 Seventh Avenue, Bethlehem, Pennsylvania 18017.
2. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

ARTICLE II - SEAL

1. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words “Corporate Seal, Pennsylvania”.

ARTICLE III - MEMBERS

1. The Corporation shall have two (2) classes of members as follows:
 - (a) Regular Members shall consist of clerical and lay members of the Roman Catholic Church who elect to apply for

membership.

(b) Associate Members shall consist of baptized Christians who are not in full communion with the Roman Catholic Church. Associate members shall have the same rights as regular members except that associate members cannot be members of the Board of Directors or serve as the President or Vice President of the Corporation.

2. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable by the members.

3. The Board of Directors, by affirmative vote of two-thirds () of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any dues or assessments.

4. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds () of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

5. Membership in this Corporation is not transferable or

assignable.

ARTICLE IV - MEETINGS OF MEMBERS

1. Meetings of members shall be held at such place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be fixed by the Board of Directors.
2. The annual meeting of the members shall be held on Trinity Sunday (the Sunday after Pentecost Sunday) at 10 o'clock a.m., when they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six (6) months after the designated time, any member may call such meeting.
3. Special meetings of the members may be called at any time by the President, the Board of Directors or members entitled to cast at least ten percent (10%) of the votes that all members are entitled to cast at the particular meeting. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the Secretary to fix the time of the meeting, which shall be held not more than sixty (60) days after the receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.

4. Written notice of every meeting of the members, stating the time, place and subject thereof, shall be given by, or at the direction of, the Secretary to each member of record entitled to vote at the meeting, at least sixty (60) days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. If the Secretary shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

5. Persons authorized or required to give notice to a meeting of members may, in lieu of any written notice of a meeting of members required to be given notice of such meeting, give notice of such meeting by causing notice of such meeting to be officially published. If eighty percent (80%) of the members of record entitled to vote at the meeting do not have addresses of record within the territory of general circulation of the newspapers required for official publication, the notice shall also be published in newspapers that have an adequate territory or general circulation that includes the addresses of record of at least eighty percent (80%) of such members of record.

6. A meeting of members called shall not be organized for the transaction of business unless a quorum is present. The presence in person or by proxy of the members entitled to cast at least a majority of the votes shall constitute a quorum at all meetings of the

members for the transaction of business except as may be otherwise provided by law or by the Articles of Incorporation. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine. Those members entitled to vote at a meeting called for the election of directors that has been previously adjourned for lack of a quorum, although less than a quorum as provided herein, shall nevertheless constitute a quorum for the purpose of electing directors. Those members entitled to vote at a meeting of the members that has been previously adjourned for lack of a quorum, although less than a quorum as provided herein, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of such meeting, if written notice of such meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of record entitled to vote at such meeting at least ten (10) days prior to the day named for such meeting.

7. Any action which may be taken at a meeting of the members or of a class of members may be taken without a meeting, if a consent

or consents in writing, setting forth the action so taken, shall be signed by all of the members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation.

8. Every member of the Corporation shall be entitled to one vote. Cumulative voting shall not be allowed. No member shall sell his vote for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the Corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote and all persons who appear by such books or records to be members entitled to vote may vote. The right of a member to vote, and his right, title and interest in or to the Corporation or its property shall cease on the termination of his membership.

9. (a) Every member entitled to vote at a meeting of the members or to express consent or dissent to corporate action in writing without a meeting may authorize another person to act for the member by proxy.

(b) The presence of, or vote or other action at a meeting of the members, or the expression of consent or dissent to corporate action in writing by, a proxy of a member shall constitute the

presence of, or vote or action by, or written consent or dissent of the member.

(c) Every proxy shall be executed in writing by the member or by his duly authorized attorney in fact and filed with the Secretary of the Corporation. A proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the Corporation. No unrevoked proxy shall be valid after eleven (11) months from the date of its execution unless a longer time is expressly provided therein, but in no event shall a proxy be voted on after three (3) years from the date of its execution. A proxy shall not be revoked by the death or incapacity of the maker unless before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the Corporation.

10. Voting may be by ballot, mail or any reasonable means determined by the Board of Directors. Elections for directors need not be by ballot except upon demand made by a member at the election and before the voting begins.

11. The President shall be the presiding officer at every meeting of the members and shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting. Any action by the President, as such presiding officer, in adopting

rules for, and in conducting, a meeting shall be fair to the members. The President, as such presiding officer, shall also announce at the meeting when the polls close for each matter voted upon. If no announcement is made, the polls shall be deemed to have closed upon final adjournment of the meeting. After the polls close, no ballots, proxies or votes, nor any revocations or changes thereto, may be accepted.

12. In advance of any meeting of members, the Board of Directors may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one (1) or three (3). No person who is a candidate for office shall act as a judge.

ARTICLE V - DIRECTORS

1. The business and affairs of the Corporation shall be managed by its Board of Directors, five (5) in number, who shall be natural persons of full age and who need not be residents of this Commonwealth, but who shall be regular members of the Corporation. Two of the directors shall be the President and Vice President of the Corporation. The initial Board of Directors shall

be elected by the incorporator or incorporators of the Corporation and, except as otherwise provided in these By-laws, thereafter shall be elected by the members. Each director shall be elected for a three (3)-year term and until his successor shall be elected and shall qualify.

2. In addition to the powers and authorities by these By-laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these By-laws directed or required to be exercised or done by the members.

3. The meetings of the Board of Directors may be held at such times and at such place or places within the Commonwealth of Pennsylvania or elsewhere as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

4. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least ten (10) days prior to the day named for the meeting.

5. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the directors may be taken without a

meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the Corporation.

6. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one (1) or more committees to consist of one (1) or more directors of the Corporation. Any such committee, to the extent provided in the resolution by the Board of Directors or in these By-laws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

- (a) the submission to the Board of Directors of any action required by statute to be submitted to the members for their approval;
- (b) the filling of vacancies in the Board of Directors;
- (c) the adoption, amendment or repeal of these By-laws; or
- (d) the amendment or repeal of any resolution of the Board of Directors.

7. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may

unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board of Directors shall serve at the pleasure of the Board of Directors.

8. The Board of Directors shall have the authority to fix the compensation of directors for their services as such, and a director may also be a salaried officer of the Corporation.

9. The entire Board of Directors, or a class of the Board of Directors, where the Board of Directors is classified with respect to the power to select directors, or any individual director, may be removed from office without assigning any cause by a vote of members entitled to cast at least a majority of the votes that all members present would be entitled to cast at any annual or other regular election of the directors or of such class of directors. In case the Board of Directors or such a class of the Board of Directors of any one or more directors are so removed, new directors may be elected at the same meeting.

10. The Board of Directors may declare vacant the office of a director if he is declared of unsound mind by an order of court, or is convicted of felony, or if within sixty (60) days after notice of his election, he does not accept such office either in writing or by attending a meeting of the Board of Directors and fulfill such other requirements of qualification as these By-laws may specify.

ARTICLE VI - OFFICERS

1. The executive officers of the Corporation shall be chosen by the Board of Directors, and shall be a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as the needs of the Corporation may require. The President and Vice President shall be natural persons of full age and regular members of the Corporation; the Secretary shall be a natural person of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. They shall hold their offices for a term of one (1) year and shall have such authority and shall perform such duties as are provided by these By-laws and as shall from time to time be prescribed by the Board of Directors. Except for the President and Vice President of the Corporation, it shall not be necessary for the officers to be regular members of the Corporation or directors and any number of offices may be held by the same person. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

2. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

3. The President shall be the chief executive officer of the Corporation; he shall preside at all meetings of the directors; he shall

have general and active management of the affairs of the Corporation; and he shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred to the President, to any other officer or officers of the Corporation. He shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation. He shall be EX-OFFICIO, a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

4. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time.

5. The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, shall record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose and shall perform like duties for all committees of the Board of Directors when required. He shall give, or cause to be given, notice of all meetings of the members of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall keep in safe custody the corporate seal of the Corporation, and when authorized by the Board of

Directors, affix the same to any instrument requiring it.

6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the monies of the Corporation in a separate account to the credit of the Corporation. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board of Directors, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

ARTICLE VII - VACANCIES

1. If the office of any officer or agent, one (1) or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

2. Vacancies in the Board of Directors, including vacancies from an increase in the number of directors, shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a director until his successor is elected by the members, who may make such election at the next annual meeting of the members, or at any special meeting duly called for that

purpose and held prior thereto.

ARTICLE VIII - BOOKS AND RECORDS

1. The Corporation shall keep the minutes of the proceedings of the members, the directors and any other body, and a membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The Corporation shall keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at any of the following locations:

- (a) at the registered office of the Corporation in this Commonwealth; or
- (b) at its principal place of business wherever situated; or
- (c) any actual business office of the Corporation.

2. Every member shall, upon written verified demand stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members, the directors and any other body, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent is the person who seeks the right to inspection, the demand shall be

accompanied by a verified power of attorney, or such other writing that authorizes the attorney or other agent to so act on behalf of the member. The demand shall be directed to the Corporation:

- (a) at its registered office in this Commonwealth, or
- (b) at its principal place of business wherever situated, or
- (c) In care of the person in charge of an actual business office

of the Corporation.

3. To the extent reasonably related to the performance of the duties of a director, including those arising from service as a member of a committee of the Board of Directors, a director shall be entitled:

- (a) in person or by any attorney or other agent, at any reasonable time, to inspect and copy corporate books, records and documents and, in addition, to inspect, and receive information regarding, the assets, liabilities and operations of the Corporation and any subsidiaries of the Corporation incorporated or otherwise organized or created under the laws of the Commonwealth of Pennsylvania that are controlled directly or indirectly by the Corporation; and

- (b) to demand that the Corporation exercise whatever rights it may have to obtain information regarding any other subsidiaries of the Corporation.

ARTICLE IX - MEMBERSHIP CERTIFICATES

1. Membership in the Corporation may be evidenced by Certificates of Membership, in which case they shall be in such form and style as the Board of Directors may determine. The fact that the Corporation is a nonprofit corporation shall be noted conspicuously on the face of each certificate. They shall be signed by the President or Vice President and by the Secretary or an Assistant Secretary, and shall bear the corporate seal.

ARTICLE X - TRANSACTION OF BUSINESS

1. The Corporation shall make no purchase of real property, nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds (⅔) of the directors in office of the Board of Directors, except that whenever there are twenty-one (21) or more directors, the vote of a majority of the directors in office shall be sufficient. Unless otherwise restricted by these By-laws, no vote or consent of the members shall be required to make effective such action by the Board of Directors. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

2. Whenever the lawful activities of the Corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so

doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the Corporation.

3. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

ARTICLE XI - ANNUAL REPORT

1. The Board of Directors shall present annually to the members a report, verified by the President and Treasurer or by a majority of the directors, showing in appropriate detail, the following:

(a) the assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year immediately preceding the date of the report;

(b) the principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report;

(c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation;

(d) the expenses or disbursements of the Corporation for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation; and

(e) the number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

This report shall be filed with the minutes of the meeting of members.

ARTICLE XII - NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail or express mail, postage prepaid, or by telegram, charges prepaid, or by courier service, charges prepaid, or by facsimile transmission, to his address (or to his facsimile number) appearing on the books of the Corporation or, in the case of a director, supplied by him to the Corporation for the purpose of the notice. If the notice is sent by mail, by telegraph or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office or with a courier service for transmission to such

person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-laws. When a special meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

2. Whenever any written notice is required to be given under the provisions of a statute or the Articles of Incorporation or the By-laws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XIII - MISCELLANEOUS PROVISIONS

1. The fiscal year of the Corporation shall begin on the first day

of January.

2. One or more persons may participate in a meeting of the Board of Directors or of the members by use of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

3. So long as the Corporation shall continue to be organized on a non-stock basis, the Board of Directors shall have authority to provide for the members to make capital contributions in such amounts and upon such terms as are fixed by the directors in accordance with the provisions of Section 5541 of the Nonprofit Corporation Law of 1988, as amended.

4. The Board of Directors, by resolution, may authorize the Corporation to accept subventions from members or nonmembers on terms and conditions not inconsistent with the provisions or Section 5542 of the Nonprofit Corporation Law of 1988, as amended, and to issue certificates therefor.

ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify each person who is or was a trustee, director, officer or employee of the Corporation, or of any other corporation for which he served as such at the request of the

Corporation, against any and all liability and reasonable expenses that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the Corporation or such other corporation or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he may become involved, as a party or otherwise, by reason of his being or having been a trustee, director, officer or employee of the Corporation or of such other corporation, or by reason of any past or future action taken or not taken in his capacity as such trustee, director, officer or employee, whether or not he continues to be such at the time such liability or expense is incurred, provided such person acted in good faith in what he reasonably believed to be the best interests of the Corporation or such other corporation, as the case may be, and, in addition, in any criminal action or proceeding, where he had no reasonable cause to believe that his conduct was unlawful. As used in this Article, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by, a trustee, director, officer or employee, other than amounts paid to the Corporation itself or to such other corporation served at the Corporation’s request.

The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without

court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a trustee, director, officer or employee did not meet the standards of conduct set forth in the first sentence of this Article, except where there shall have been a judgment rendered specifically finding that the action or conduct of such trustee, director, officer or employee constituted negligence or misconduct.

Any such trustee, director, officer or employee referred to in this Article who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right.

Except as provided in the preceding sentence, any indemnification hereunder shall be made at the discretion of the Corporation, but only if (a) the Board of Directors, acting by a quorum consisting of directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit or proceeding, shall find that the trustee, director, officer or employee has met the standards of conduct set forth in the first sentence of this Article, or (b) independent legal counsel (who may be the regular counsel of the Corporation) shall deliver to it their written advice, that, in their opinion, such trustee, director, officer or employee has met such standards. Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the Corporation

Anglican Use Society.

Secretary