SOVEREIGN MILITARY HOSPITALLER ORDER OF
SAINT JOHN OF JERUSALEM
OF RHODES AND OF MALTA
ASSOCIATION, U.S.A.

BY-LAWS

ADOPTED BY THE MEMBERSHIP ON APRIL 30, 2018

APPROVED BY THE SOVEREIGN COUNCIL ON JUNE 21, 2018
ORGANIZATION
The Grand Master of The Sovereign Military Hospitaller Order of St. John of Jerusalem of Rhodes and of Malta (the "Order") with the deliberative vote of the Sovereign Council of the Order (the "Sovereign Council") has granted and decreed a constitution, which created the National Association now known as the Sovereign Military Hospitaller Order of St. John of Jerusalem of Rhodes and of Malta, American Association, U.S.A. (a/k/a Order of Malta, American Association) (the "Association"). In accordance with such grant and decree, the Association is incorporated pursuant to the Not-for-Profit Corporation Law of the State of New York.

PURPOSE
The purpose of the Order, supported by the Association under the authority of the Grand Master and the Sovereign Council, is to promote the Glory of God through the sanctification of its members, service to the Faith and the Holy Father and assistance to one’s neighbor, in accordance with its ancient traditions.

True to the divine precepts and to the admonition of our Lord Jesus Christ, and guided by the teachings of the Church, the Order affirms and propagates the Christian virtues of charity and brotherhood. The Order carries out its charitable works for the sick, the needy and refugees without distinction of religion, race, origin or age.

The Order fulfills its institutional tasks especially through its members carrying out Hospitaller works, including social and health assistance, as well as aiding victims of exceptional disasters and of war, also attending to their spiritual well-being and strengthening of their faith in God.

ARTICLE I
MEMBERS OF THE ASSOCIATION

Section 1.
All members of the Order residing in the territory of the Association have the right to membership in the Association. Members of the Order who belong to another Priory or another Association upon their arrival in the territory of the Association may remain members of that Priory or Association. Members of the Association who relocate may remain members of the Association.

Section 2.
A Member of the Order who proposes, for justified reasons, to request admission to a Priory, Sub Priory or Association outside of the territory where the member resides, must obtain the nihil obstat from his proper Superior.

Section 3.
Magistral and Conventual Chaplains ad honorem of the Order Chaplains of the Association are considered voting members but cannot be elected to any position in the Association.
Section 4.
The Annual Meeting of the membership of the Association to be held at such time and in such place as determined each year by the Board of Councillors.

Section 5.
Special meetings of the members of the Association may be called at any time by the President, by five members of the Board of Councillors, or by five (5%) percent of the members whose request must be presented in writing with original or electronic signatures to the Secretary of the Association.

Section 6.
Notice of the time and place of annual and Special Meetings shall be given to each member not less than thirty (30) days prior to the date of the meeting.

Section 7.
A quorum for the transaction of business at a meeting of the members or by ballot shall be twenty percent (20%) of the membership. A majority of the votes cast shall be necessary for any action to be taken by the membership.

Section 8.
The President, Chancellor, Treasurer, Secretary, and Hospitaller of the Association shall give reports at the Annual Meeting to the membership, together with reports of such other persons as the President shall deem appropriate.

Section 9.
There shall be a reunion or assemblage of the members of the Association within each geographic area established by the Board in a church or chapel designated by the respective Area Chairperson, on or about June 24th each year, the annual Feast Day of St. John the Baptist, the Patron Saint of the Order. Each member of the Association shall have the obligation to attend such reunion or assemblage unless, for justified reasons, it is impossible for the member to be present.

Section 10.
Only the President or the President’s designee among the Association’s Officers has the authority to bind the Association legally to any obligation or duty of any kind. At no time shall a member of the Association, without the prior express consent and permission of the President in writing, legally bind, represent or act as an agent of or on behalf of the Association. Accordingly, Board Members, Area Chairpersons, any other members or volunteers may not directly or indirectly through their actions bind the Association to any legal obligation or duty of any kind, or give the appearance that such authority exists, without the express written prior approval of the President, or the President’s designee as set forth herein. Further, no member may publish or speak in any public forum in the name of the Order or the Association, or endorse or sponsor any third party charity, any ballot proposition or other cause, individual or entity, in the name of the Order or in the name of the Association, in any such case without prior written approval from the President or his designee. In the case of a Knight of Justice, permission to publish in the name of the Order may be authorized by his religious superior. If he/she deems it necessary, the President shall consult with the Grand Magistry before making a final decision on these issues.
ARTICLE II

BOARD OF COUNCILLORS

Section 1.
Subject to ratification by the Sovereign Council, the President and twenty-four (24) Knights and Dames of the Order who are members of the Association shall be known as Councillors and shall constitute the Board of Councillors of the Association (the “Board of Councillors” or “Board”). The Board of Councillors shall have general charge and supervision of the affairs and activities of the Association and shall discharge its responsibilities in such manner as best to promote the Association’s religious and charitable purposes.

Section 2.
The Board shall be divided into three classes of eight (8) Councillors each, with the term of office of each class ending in successive years. The members of the Association each year, shall elect, subject to the provisions of Article III, Section 2 and Section 3, Councillors to succeed the class of Councillors whose terms shall be expiring. Such newly elected Councillors shall hold offices for three (3) years and until their successors are duly elected and qualified. Subject to the provisions of Article III, Section 2 and Section 3, a person elected as a Councillor shall be eligible for re-election to a second successive term as a member of the Board. After two successive terms, a person is not eligible for election or to be appointed pursuant to Article II, Section 2, until such person has not served as a Councillor for a period of three (3) years, after which such person shall again be eligible for election to the Board. The provisions of this section do not limit a Councillor from running for President in any election. Elections and appointments of Officers and Councillors are subject to approval by the Sovereign Council.

Section 3.
If any vacancy shall occur in the Board of Councillors as a result of the death, resignation, removal or inability of an incumbent Councillor to serve, the remaining members of the Board of Councillors may fill such vacancy, except as limited under Article II, Section 2, until the next election, at which time members shall elect a person to serve the remaining term, if any, of the incumbent Councillor in accordance with the elections provisions herein. A majority vote of the remaining board (i.e., more than 50% affirmative votes) at a meeting where a quorum is present shall be necessary to elect a candidate to fill such vacancy. Notice of a Special Meeting called for such purpose shall be given to each member of the Board at least ten (10) days prior to such meeting.

Section 4.
The procedure for the nomination and election of Councillors shall be as set forth hereafter.

The Secretary will develop and present to the Board of Councillors for its approval or modification, a schedule for the next year’s election that identifies the nomination and election process and the dates for the completion of the process (the “Annual Election Calendar”).

The Nominating Committee to be formed as hereinafter provided shall recommend to the Board of Councillors qualified persons to be considered for nomination as candidates for election to serve as Councillors. Members in good standing as referred to in Article VI, Section 4, must be provided with the opportunity to submit names of potential candidates to the Nominating Committee for its consideration, according to the Board-approved schedule as provided for in this section. In addition, the Nominating Committee may identify other qualified persons for its consideration.

The Nominating Committee shall consult with an Advisory Committee of three (3) Area Chairpersons concerning the candidates to be recommended to the Board for the Board’s review and approval. The members of the Advisory Committee shall be elected by a plurality vote of all Area Chairpersons, provided
there is a geographic distribution of the three Area Chairpersons elected to the Advisory Committee. Members of the Board of Councillors are not eligible to serve on the Advisory Committee. The members of the Nominating Committee and the Advisory Committee may not run for election.

The Advisory Committee shall give advice, but not participate in the vote of the Nominating Committee on the candidates to be recommended to the Board of Councillors. The deliberations of the Nominating Committee shall remain confidential among the Board of Councillors.

As provided for in the Board-approved Annual Election Calendar, the Nominating Committee shall submit to the Board of Councillors at a scheduled meeting, their recommendations of at least eight (8) members to be nominated for the inclusion on the ballot to run in the election for the Board of Councillors. The Board may approve such recommendations or make such modifications as it shall determine to be appropriate.

The Secretary shall submit the names of the Board-approved candidates to all members of the Association according to the Annual Election Calendar. Additional candidates for inclusion on the ballot to run for election to the Board of Councillors may also be nominated according to the schedule on the Annual Election Calendar, provided that such nominees shall have been proposed as additional candidates to the Secretary by not fewer than fifty (50) members. The Secretary shall cause the name(s) of such additional candidate(s) to be included in the ballot to be sent to all members according to the Annual Election Calendar along with the names of those candidates who have been approved by the Board of Councillors. Voting shall be by mail, by electronic balloting or other process, if such process is approved by the Board of Councillors. The election and the tallying of ballots shall be under the supervision of the Secretary. The candidates with the highest vote totals shall be elected to the full term open positions on the Board; if a partial term vacancy is also being filled in the election, the candidate with the next highest vote total after the full term positions have been filled will fill the partial term position. The results of the vote for Councillors shall be announced at the Annual Meeting of the members or otherwise as soon as practical and written notice given to members promptly thereafter.

Section 5.
Regular meetings of the Board may be held with notice at times and places fixed by the Board. Special meetings of the Board shall be held upon the call of the President or upon the written request of five (5) members of the Board delivered to the President or Secretary of the Association. Special meetings of the Board shall require at least fifteen (15) days written notice. Such notice may be waived by a majority vote of the entire Board (13 votes).

Section 6.
A quorum of the Board of Councillors shall consist of an absolute majority of the entire Board of Councillors (i.e., thirteen (13) Councillors). Except as otherwise required by law or these By-Laws, the act of a majority of the Councillors present at a meeting, if a quorum is then present, shall be the act of the Board. Members are considered to be present at any Board, Executive Committee or Committee meeting if participating by conference telephone or similar communications equipment or by electronic video communication, provided that members in attendance can hear the proceedings and can participate in all matters before the Board, Executive Committee or Committee, including, without limitation the ability to propose, object to, and vote upon a specific action to be taken.

Section 7.
The majority of the duly constituted Board shall have the authority to recommend to the Sovereign Council the suspension or removal of any Board member or Officer when in its judgment such member has acted in a manner which is contrary to his or her duties and responsibilities or such action is otherwise not in the best interests of the Association or the Order. Absent exigent circumstances, before a Board member
may be suspended or removed, he or she shall be afforded a reasonable opportunity to appear before the Disciplinary Committee, to present his or her position on the matter. The Disciplinary Committee shall conduct such investigation as it deems prudent to carry out its mandate and report its recommendations to the full Board, which recommendation the Board is free to accept or reject consistent with this section. All deliberations and reports of the Disciplinary Committee shall be kept confidential among the Board of Councillors. If the underlying matter involves actual or potential legal issues, the investigation may, with the prior approval of the President or Board of Councillors, be done under the direction of legal counsel and all such deliberations, discussions and reports relating thereto shall be deemed privileged communications.

**ARTICLE III**

**OFFICERS**

**Section 1.**
Subject to ratification by the Sovereign Council, the Officers of the Association shall be the President, the Chancellor, the Treasurer, the Secretary, and the Hospitaller, and may include a Vice Hospitaller (the “Officers”). With the exception of the President, the Officers shall be elected from among the Councillor members of the Board by the Board at its first meeting of the calendar year following the election by the affirmative vote of a majority of the entire Board (i.e., thirteen (13) votes). The Board retains the right by a majority vote to add or eliminate Officer positions other than those required by the first sentence of this Section 1. Each Officer other than the President must have been a member in good standing [as referred to in Article VI, Section 4] for not less than five (5) years and shall be elected for a term of three (3) years or until the expiration of such member’s term as a Councillor, whichever occurs first and may serve for a maximum of two (2) successive terms of three (3) years each, excluding any service to fill a vacancy during a partial term. The President shall be elected to serve for a term of three (3) years and must have been a member in good standing [as referred to in Article VI, Section 4], for not less than eight (8) years. The President may serve for two (2) successive three (3) year terms; time served as a member of the Board of Councillors is not counted as part of this limitation. After an absence of at least three years, a member is eligible for election as a Councillor.

**Section 2.**
In a year during which the term of the President shall expire, the Nominating Committee to be formed as hereinafter provided in Article IV, Section 2, shall recommend to the Board of Councillors qualified persons to be considered for nomination as candidates for election to serve as President. Members must be provided with the opportunity to submit names of potential candidates to the Nominating Committee for its consideration, according to the Annual Election Calendar schedule as provided for in Article II, Section 4. In addition, the Nominating Committee may identify other qualified persons for its consideration.

The Nominating Committee shall consult with the same Advisory Committee of three (3) Area Chairpersons formed to advise the Nominating Committee regarding Councillor recommendations (Article II, Section 4) concerning the candidates to be recommended for nomination for election to serve as President. The Advisory Committee shall give advice but not participate in the vote of the Nominating Committee on the candidates to be recommended to the Board of Councillors. The deliberations of the Nominating Committee shall remain confidential to the Board of Councillors.

The procedure for the nomination and election of President shall be as set forth hereafter.

As provided for in the Annual Election Calendar, the Nominating Committee shall submit to the Board of Councillors, their recommendations of not more than three (3) qualified persons to be considered as candidates to run for election for President. The Board may approve such recommendations or make such
modifications as it shall determine to be appropriate. The Secretary shall submit the names of the Board-approved candidates to all members of the Association according to the Annual Election Calendar.

Additional candidates for inclusion on the ballot to run for election as President may also be nominated according to the schedule on the Annual Election Calendar, provided that such nominees shall have been proposed as additional candidates to the Secretary by not fewer than one hundred fifty (150) members. The Secretary shall cause the name(s) of such additional candidate(s) for President to be included in the ballot to be sent to all members according to the Annual Election Calendar along with the names of those candidates who have already been approved by the Board of Councillors.

Voting shall be by mail, by electronic balloting, or other process, if such process is approved by the Board of Councillors. The election and the tallying of ballots shall be under the supervision of the Secretary. The candidate receiving the majority of the votes cast shall be elected. The results of the vote for President shall be announced at the Annual Meeting of the members, or otherwise as soon as practical, and written notice given to members promptly thereafter.

If no candidate receives a majority of the votes cast, a run-off election shall be held under procedures developed and approved by the Board of Councillors. The run-off election shall be between the two candidates who received the highest number of votes in the original election.

**Section 3.**
The Principal Chaplain of the Association shall be a Chaplain of the Order. He shall be recommended by the Board for a term of five (5) years to the Prelate of the Order who has final authority to approve the appointment. The Principal Chaplain can be re-appointed for successive terms without limitation. The Principal Chaplain shall be an *ex officio* member of the Board without vote.

**Section 4.**
Upon the nomination by the President, after consultation with the Principal Chaplain, the Board shall elect an Assistant Principal Chaplain of the Association. The Assistant Principal Chaplain shall be a Chaplain of the Order and serve for a term of five (5) years and can be re-elected for successive terms without limitation. The Assistant Principal Chaplain shall be an *ex officio* member of the Board without vote.

**Section 5.**
The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Association as well as all meetings of the Board of Councillors and the Executive Committee. The President shall be an *ex officio* member of all committees established by the Board except for the Audit Committee and the Nominating Committee. All other Officers, committees established by the Board and all Area Chairpersons shall be directly responsible to the President. The Executive Director of the Association (the “Executive Director”) shall report to and be directly responsible to the President and shall perform such duties as the President shall direct. The Executive Director shall report to the Board from time to time on the status of the Executive Office and the operations of the Association. The Board or Executive Committee sitting in lieu of the Board may recommend work actions and projects for the Executive Director to undertake. Further, the Executive Director shall be hired or terminated by the President, with the prior approval of the Board. Further, the President shall recommend to the Board, for its approval, the Executive Director’s compensation or promotion.

**Section 6.**
The Chancellor shall be the senior Officer of the Association following the President and shall be an *ex officio* member of all committees established by the Board except for the Audit Committee and the Nominating Committee. With the approval of the Sovereign Council, the Chancellor shall fill the office of the President whenever a vacancy occurs and shall have the power thereof as Acting President until a duly
elected President assumes such office after an election in the next regular annual election cycle. In the event of the temporary inability of the President to serve, the Chancellor shall become the Acting President and shall have the powers and perform all the duties of the office of the President until such time as the President resumes such role and notifies the Chancellor and all Councillors of resumption of the office of the President. In the event the Chancellor does not succeed to the office of Acting President or assume the temporary duties of the office of the President, the office of the Acting President shall be assumed in order of priority by the Treasurer, Secretary, and Hospitaller, until such time as the Membership elects a President in the next regular annual election cycle. The Chancellor shall also undertake such other duties as are assigned by the Board, the Executive Committee, or the President.

Section 7.
The Secretary of the Association shall attend all meetings of the Association, the Board of Councillors, and the Executive Committee of the Association. The Secretary shall act as clerk thereof and shall cause a record of all the proceedings of such meetings to be kept for that purpose. The Secretary shall cause notice to be given of all meetings of the Board of Councillors, Executive Committee of the Board, and meetings of the membership of the Association, stating the time, place and purpose thereof. The Secretary shall perform such other duties as shall be assigned by the Board of Councillors, the Executive Committee, or the President.

Section 8.
The Treasurer shall be the custodian of all monies, securities and property received by the Association. All such assets shall be held for the benefit of the Association in a bank investment account or other depository account designated and approved by the Board of Councillors or the Executive Committee. The Treasurer is authorized to invest such funds as are not needed for immediate disbursement in such accounts and investments, except upon written restriction from the President or the Chancellor of the Association. The Treasurer shall submit to the Board of Councillors at its Annual Meeting a fiscal year report in writing showing the financial condition of the Association. The Treasurer shall also arrange for insurance coverage, including Officers and directors liability insurance, at the expense of the Association and in such amount and with such content as the Board or Executive Committee shall deem appropriate.

Section 9.
The Hospitaller and the Vice Hospitaller shall coordinate the works of pastoral and social assistance of the Association.

Section 10.
The Board of Councillors may establish regional Areas of the Association. Area Chairpersons may be appointed by the President, subject to approval by the Board of Councillors.

Prior to the expiration of an Area Chairperson’s term, or when a vacancy otherwise occurs, the President will invite area members to suggest, in writing, not more than three (3) persons for the President's consideration for appointment to serve as Area Chairperson. After consideration of the persons suggested and such other area members deemed suitable and qualified for service as Area Chairperson, the President will appoint a Chairperson for a three (3) year term, subject to approval by the Board of Councillors. The appointed Chairperson is eligible to be considered for reappointment for not more than one (1) additional three (3) year term. In extraordinary circumstances, with the recommendation of the President and the approval of the Board of Councillors, an Area Chairperson may remain in office until another qualified candidate is identified.

The Area Chairperson will appoint an area member to serve as Area Hospitaller, subject to approval by the Board of Councillors. The Area Chair may appoint other Chairs as appropriate including an Area Treasurer, Area Membership Chair and Area Grants Committee Chair. The Area Chairperson reports to the President.
and is responsible for carrying out the plans of the Association as they relate to the Areas and for promoting broad interface between the Areas and the President, the Chancellor, the Hospitaller, and other Area Chairpersons. The Area Chairpersons have the responsibility to further the charitable, religious, and beneficent works of the Association within their respective regional areas, and to assist the President and the Board of Councillors in the effective administration of the Association. The provisions of Article III, Section 10 shall be construed to permit appointment of Area Co-Chairs and Area Co-Hospitallers.

**ARTICLE IV**

**COMMITTEES**

**Section 1.**

**Executive Committee**
The Executive Committee shall consist of ten Board members, including the Officers as defined in Article III, Section 1, and other members of the Board, who shall be elected annually by a majority of the entire Board. The Executive Committee shall advise the President and may exercise all powers of the Board between meetings of the Board, except as otherwise provided in the Not-for-Profit Corporation Law of the State of New York and for this purpose references in these By-Laws to the Board of Councillors shall be deemed to include references to the Executive Committee. The Executive Committee shall meet at the call of the President on not less than two (2) days notice. The notice period may be waived by a vote of six members of the Executive Committee.

**Section 2.**

**Standing Committees**
The following committees, the powers of which shall be subject to the limitations of the Not-for-Profit Corporation Law of the State of New York, shall be Standing Committees of the Board of Councillors, shall be elected by the Board upon the nomination of the President, in consultation with the Executive Committee and shall serve at the pleasure of the Board:

**Admissions Committee**
The Admissions Committee shall consist of five (5) Councillors who shall be responsible for overseeing the admissions process and proposing to the Board candidates for admission to the Order. All materials reviewed and all deliberations of the Admissions Committee shall be maintained in confidence.

**Nominating Committee**
The Nominating Committee shall consist of five (5) Councillors who shall recommend members to the Board of Councillors for consideration for nomination to the Board of Councillors and President. The President and Chancellor of the Association shall not serve on the Nominating Committee. Members of the Nominating Committee may not run for election to the Board or for President.

**Audit Committee**
The Audit Committee shall consist of three (3) Councillors and shall recommend to the Board an independent accounting firm for the annual examination of the Associations financial statements and internal controls. The Committee shall review the audit results and findings with the Board. Officers of the Association may not serve on the Audit Committee.

**Disciplinary Committee**
Three (3) Councillors shall be appointed as the Disciplinary Committee, which shall constitute the “Permanent Commission” required by Section 122 of the Code of the Order.

**By-Laws Committee**
A minimum of three (3) Councillors shall be appointed as the By-Laws Committee, which shall recommend, evaluate and review proposed changes to the By-Laws of the Association.

**Finance/Budget Committee**
The Finance Committee shall consist of a minimum of five (5) Councillors, including the Treasurer. The Committee shall develop and propose the financial policies under which the Association's finances are managed. The Committee is also responsible for overseeing the preparation of the financial statements of the Association, as well as the safeguarding of the Association’s assets. The Committee reviews and adjusts the annual fiscal budget which is prepared under the direction of the Executive Director and makes recommendations regarding the budget proposal to the Board.

**Operating Committees**
The President, in consultation with the Executive Committee, may appoint one or more other committees of the Association for the good and welfare of the Association. Both Board and non-Board members may serve on such committees, which shall have no authority to bind the Board or the Association.

**ARTICLE V**
**MEMBERSHIP**

**Section 1.**
The Grand Master or the Lieutenant of the Grand Master, with the deliberative vote of the Sovereign Council, has the sole and exclusive authority to admit members to the Order.

Candidates for membership are proposed to the Grand Master or the Lieutenant of the Grand Master by the President of the Association. In recommending candidates for membership, the President shall do so with the deliberate vote of the Board of Councillors based on the report and recommendation of the Admissions Committee. The procedures and requirements adopted by the Admissions Committee are subject to approval by the Board of Councillors.

**Section 2.**
A new member must be proposed and sponsored by two members, Knights or Dames, who are members of the Association in good standing as referred to in Article VI, Section 4, but are not spouses, children, parents or siblings of the candidate.

**Section 3.**
Candidates for admission must provide proof of profession of the Catholic Religion, and meet the standards and provide the documentation and the endorsements of their candidacy required by Article 113 of the Code of the Order and the Admissions Committee.

**Section 4.**
The reception of Knights and Dames must be preceded by a preparatory period of one year; unless this requirement is dispensed in individual cases by the Sovereign Council upon the recommendation of the Board of Councillors.

**Section 5.**
Candidates for membership shall be required to undergo background checks and participate in the safe environment training offered by the Archdiocese of New York or its equivalent prior to becoming members.

**Section 6.**
Members of the Second and Third Class whose conduct is less than exemplary are subject to the disciplinary procedures and sanctions as provided in Chapter VI of the Code of the Order.

**ARTICLE VI**

**CONTRIBUTIONS**

**Section 1.**
Each member of the Association upon becoming a Knight or a Dame of the Order shall be expected to contribute for charitable purposes an amount to be established in the discretion of the Board of Councillors, and which shall be remitted by the member not later than March 31st of each year.

**Section 2.**
The Board of Councillors or the Executive Committee may request, in addition thereto, such contributions as deemed necessary for the functioning of the Association and the conduct of its activities.

**Section 3.**
If a member is not in a position to make contributions as provided by the By-Laws in the judgment of the President or the President’s designee, the President or the President’s designee may develop a suitable plan for payment of all or part of the required contributions or may exempt such member for a stated period or indefinitely from the payment thereof, leaving the right and the obligation to such member, however, to make contributions whenever convenient to do so and in whatever amount the member may decide. The President or the President’s designee should review, from time to time, the decisions made under this section of the By-Laws to determine their continued suitability.

**Section 4.**
Only members who are current in their contributions, pursuant to Sections 1, 2, and 3 of this Article VI, or exempt pursuant to Section 3 hereof, shall be considered to be in good standing and shall be eligible to vote in any election or to serve as a Councillor, Officer, Area Chairperson or any other position in a regional area established by the Board of Councillors.

**ARTICLE VII**

**MISCELLANEOUS**

**Section 1.**
The President or the Board of Councillors may recommend to the Sovereign Council persons, whether Roman Catholic or non-Catholic, on whom the Grand Magistry may confer Crosses of Merit of the Sovereign Military Order of Malta or such other honors as deemed appropriate, but such Crosses or honors shall not constitute membership in the Order or the Association.

**Section 2.**
The fiscal year of the Association shall be the calendar year.

**Section 3.**
Whenever a masculine pronoun appears in these By-Laws, it shall be deemed to include the feminine as well.
Section 4.
In the event there is a conflict between these By-Laws, or their interpretation, and the Constitution and Code of the Order, the provisions of the Constitution and Code of the Order, as interpreted by the Sovereign Council, shall prevail, except to the extent not consistent with the Not-For-Profit Law of the State of New York.

Article VIII

Amendments

Subject to the approval of the Sovereign Council, these By-Laws may be amended from time to time by a vote of the Members, pursuant to notice, which sets forth its proposed amendment(s) and the reason for the proposal. Proposed amendments shall be first presented to the By-Laws Committee, who will set forth its recommendations to the Board of Councillors. If the proposed amendments are approved by the Board of Councillors, the proposed amendments shall be sent to the Members for a vote within sixty (60) days. Voting shall be by mail, electronic balloting or other process, if such process is approved by the Board of Councillors. Pursuant to Article I, Section 7 of these By-Laws, a quorum for a vote by the membership shall be twenty percent (20%) of the membership. The vote of a majority of the votes cast shall be necessary in order to amend these By-Laws.

Article IX

Dissolution

Subject to the approval of the Sovereign Council and the requirements of the Not-for-Profit Corporation Law of the State of New York, in the event of the dissolution of the Association, all of the remaining assets and property of the Association, after payment of necessary expenses thereof, shall be distributed, pursuant to an order of the Supreme Court of the State of New York (a) to the Order if it shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or (b) in the event the Order shall not so qualify, then between and among one or more other organizations as shall so qualify, including the other Associations of the Order in the United States.

Article X

Indemnification of Directors (Councillors) and Officers

The Association shall, to the fullest extent now or hereafter permitted by and in accordance with applicable law, including, without limitation, applicable sections of the Not-for-Profit Corporation Law of the State of New York as in effect from time to time, defend and indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she held or holds a position as a director (Councillor), Officer, or Area Chairperson of the Association, against any or all judgments, penalties, fines, amounts paid in settlement and reasonable expenses, including reasonable attorneys’ fees, which attorneys’ fees and expenses shall be advanced before the final disposition of any such action or proceeding. The Association shall obtain such insurance as the Board of Councillors shall deem prudent to protect the Association and its directors (Councillors) and Officers from losses arising from the operation of the Association and the performance of the directors (Councillors) and Officers of their duties and responsibilities in relation thereof.