

BYLAWS OF

Pax Christi Massachusetts, Inc.

ARTICLE I. PRINCIPAL OFFICE

1.1 Office: The address of the principal office of the Corporation shall be Good Shepherd Parish, 99 Main St., Wayland, MA 01778.

ARTICLE II. MEMBERS All Pax Christi members in Massachusetts, whether individuals or groups, will automatically be members of the Massachusetts Region. Also, any groups assigned to the Massachusetts region outside of Massachusetts by Pax Christi USA will be considered members of Pax Christi Massachusetts.

2.1 Place of Meetings: The meetings of the members of the Corporation ("Members") shall be held at such place or manner, as may be fixed by the Board of Directors.

2.2 Annual Meetings: The annual meeting of the members shall be held each year at the corporate offices or at any other place within or outside of the Commonwealth of Massachusetts, including virtually, as may be determined by the Directors and as may be designated in the notice of that meeting, for the purpose of electing Directors and transacting any other business that may come before the meeting.

2.3 Special Meetings: A special meeting of the members for any purpose or purposes may be called at any time by the President, by a majority of the Board of Directors or by designated Officers of the Corporation. At a special meeting no other business shall be transacted and no corporate action shall be taken other than that stated in the notice of the meeting.

2.4 Notice of Meetings: Written or printed notice stating the place, day, and hour of every meeting of the Members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed not less than 7 nor more than 30 days before the date of the meeting to each Member who is entitled to vote at such meeting. Notice may be either electronic, telephonic or by mail. If mailed, notice shall be deemed to be delivered when deposited in the United States mail. A telephonic message is acceptable if the recipient has a system capable of recording, storing and retrieving telephonic messages.

Notice of special meetings shall also state the purpose or purposes for which the meeting is called, and indicate that it is being issued by, or at the direction of, the person(s) calling the meeting.

ARTICLE III. BOARD OF DIRECTORS

3.1 General Powers: The property, business, and affairs of the Corporation shall be managed and controlled under the direction of its Board of Directors (the "Board" and the members of which are referred to herein as "Directors"), and, except as otherwise expressly provided by law, the Articles of Organization or these Bylaws, all of the powers of the Corporation shall be vested in such Board. Such management and general control will be by majority vote of the Board, with each Director having equal vote.

3.2 Number of Directors: The number of Directors constituting the Board shall be at least nine (9) members, to be chosen at the Annual Meeting. An attempt will be made to have

representatives from all local groups/geographic areas. There is no limit to the number of terms a Board member may serve. Board members must be members of PCUSA.

3.3 Election and Removal of Directors: Directors shall be elected at each annual meeting of members to succeed those Directors whose terms have expired, and to fill any existing vacancies.

- a) Directors shall hold their offices a term of two years and until their successors are elected, or their prior death, resignation, or removal. Any Director may be removed from office at a meeting called expressly for that purpose by the vote of membership.
- b) Any vacancy occurring in the Board may be filled by the affirmative vote of the majority of the remaining Directors, though less than a quorum of the Board, and the term of office of any Director so elected shall expire at the next Annual meeting at which Directors are elected.
- c) An attempt will be made to have Directors elected with staggering expirations of terms, to provide for continuity.

3.4 Quorum: A majority of the number of Directors fixed in accordance with Section 3.2 of these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board. If less than a majority is present at a meeting, the majority of those present may adjourn the meeting without further notice.

3.5 Special Meetings of Directors: Special meetings of Directors may be called at the request of the President, other duly authorized Officer, or any two Directors. The person or persons authorized to call special meetings of Directors may designate the place and time for holding any special meeting of Directors.

3.6 Notice of Special Meeting: Notice of any special meeting shall be given at least 7 days before the date of the meeting by notice delivered personally, telephonically, via email or mailed to each Director at his or her address of record with the Corporation. If mailed, notice is deemed to be delivered when deposited in the United States mail. The attendance of a Director at a meeting shall be deemed to be a waiver of notice of such meeting unless the Director attends the meeting for the express purpose of objecting to the transaction of business at the meeting because the meeting is not properly called or convened. Meetings may be held at any time without notice if all of the Directors are present, or if those not present waive notice in writing either before or after the meeting.

3.7 Manner of Acting: The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

3.8 Electronic Meetings: Members of the Board may participate in regular or special meetings by, or through the use of, any means of communication allowing all participants to simultaneously hear each other, such as teleconference or videoconference. If a meeting is conducted by such means, the presiding Officer shall inform all participating Directors at the commencement of such meeting that a meeting is taking place at which official business may be transacted. Any participant in a meeting by such means shall be deemed present in person at such meeting.

3.9 Executive and Other Committees: The Board may designate committees made up of Directors or members from time to time as the Directors see fit. The purposes for which the committees are formed are to be designated by the Board. The committees may be dissolved by an affirmative vote of the Board. A committee may be authorized to exercise the authority of the Board, except that a committee may not do the following:

- a) Authorize payments
- b) Fill vacancies on the Board
- c) Amend the Corporation's Articles of Organization
- d) Adopt, amend, or repeal these Bylaws.

ARTICLE IV. OFFICERS

4.1 Election of Officers Terms: The Officers of the Corporation (Pax Christi Massachusetts, PC-MA) shall consist of a President, a Secretary (Clerk), and a Treasurer. Other Officers, including an Assistant Secretary (Clerk), Assistant Treasurer, one or more Vice Presidents, and assistant and subordinate Officers, may from time to time be elected by the Board. All Officers shall hold office until the next annual meeting of the Board and until their successors are reelected.

4.2 Removal of Officers• Vacancies: Any Officer of the Corporation may be removed by the Board. Any vacancy in an Office of the Corporation may be filled by the Board.

4.3 Resignations: Any Officer may resign at any time by delivering notice to the Corporation that complies with State law. The resignation shall be effective when the notice is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date.

4.4 Duties: The Officers of the Corporation shall have such duties as generally pertain to their respective offices as well as such powers and duties as are prescribed by law or are hereinafter provided or as shall be conferred by the Board.

4.4.1 Duties of the President: Unless otherwise defined by the Board, the President shall be the Chief Executive Officer of the Corporation and shall be primarily responsible for the implementation of policies of the Board and shall have authority over the general management and direction of the activities and operations of the Corporation subject only to the ultimate authority of the Board. The President will preside at corporate meetings. The President may sign and execute, in the name of the Corporation, contracts, or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. In addition, the President shall perform all duties incident to the office of the President and such other duties as may be assigned by the Board. PC-MA refers to the President as the Coordinator or Co-coordinator. If there are co-coordinators, the more senior (in the role) co-coordinator shall be referred to as President.

4.4.2 Duties of the Vice President(s): Each Vice President, if any, shall have such powers and duties as may be assigned to him or her by the President or the Board. Any Vice President may sign and execute, in the name of the Corporation, contracts, or other instruments authorized by the Board, except where the signing and execution thereof shall be expressly delegated by the Board or the President to some other Officer or agent of the Corporation, or shall be required by law or otherwise to be signed or executed. The Vice President will preside at any corporate meeting in the absence of the President. PC-MA refers to the Vice-President as Co-coordinator. The less-senior co-coordinator shall be referred to as the Vice-President.

4.4.3 Duties of the Treasurer: The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the Board.

The Treasurer shall be responsible for maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; preparing appropriate operating budgets and financial statements; preparing and filing all tax returns required by law; and performing all duties incident to the office of Treasurer, and such other duties as may be assigned to him or her by the Board or the President. The Treasurer may sign and execute in the name of the Corporation contracts, or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed. The Treasurer may designate such subordinate Officers including Assistant Treasurer, with the consent of the Board to carry out the duties of the office.

4.4.4 Duties of the Secretary (Clerk): The Secretary (Clerk) shall act as Secretary of all meetings of the Members of the Corporation and, when requested, shall also act as Secretary of the meetings of the committees of the Board. The Secretary (Clerk) shall keep and preserve the minutes of all such meetings; see that all notices required to be given by the Corporation are duly given and served. The Secretary (Clerk) shall have custody of all deeds, leases, contracts, and other important corporate documents; have charge of the books, records, and papers of the Corporation relating to its organization and management as a Corporation; see that all reports, statements, and other documents required by law (except tax returns) are properly filed; and in general perform all the duties incident to the office of Secretary (Clerk), and such other duties as may be assigned by the Board or the President. The Secretary (Clerk) may designate such subordinate Officers or administrative personnel as desirable, including Assistant Secretary (Clerk), with the consent of the Board to carry out the duties of the office.

4.5 Compensation: Officers serve without compensation.

ARTICLE V. INDEMNIFICATION

5.1 Indemnification: The Corporation shall indemnify each of its Directors, Officers, and employees, whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense or any litigation to which the individual may have been made a party because he or she is or was a Director, Officer, or employee of the Corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as Director, Officer, or employee. The right to indemnify for expenses shall also apply to expenses of suits which are settled if the court having jurisdiction of the matter shall approve of the settlement.

ARTICLE VI. MISCELLANEOUS PROVISIONS

6.1 Fiscal Year: The fiscal year of the Corporation shall be from January 1st till December 31st.

6.2 Checks Notes and Drafts: Checks, notes, drafts, and other orders for the payment of money shall be signed by persons authorized by the Board. When the Board of Directors so authorizes, however, the signature of any such person may be a facsimile.

6.3 Amendment of Bylaws:

Unless restricted by the Articles of Organization, these Bylaws may be amended or changed at any meeting of the Board by affirmative vote of a majority of the number of Directors fixed by these Bylaws. The Members entitled to vote in respect of the election of Directors, however, shall have the power to rescind, amend, alter or repeal any Bylaws and to enact Bylaws which, if expressly so provided, may not be amended, altered or repealed by the Board. Any action taken or authorized the Members (or by the Board to the extent such action is later ratified by the Members), which would be inconsistent with these Bylaws but

is taken, authorized or ratified by not less than the number of members required to amend these Bylaws, so that these Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

THE UNDERSIGNED, being the authorized Directors of Pax Christi Massachusetts Inc., evidence their adoption and ratification of the foregoing Bylaws of the Corporation.

These are proposed updates to bylaws which will be voted on by the Board at their December 2024 meeting.