

**BY-LAWS**  
**OF THE**  
**INTERNATIONAL CATACOMB SOCIETY, INC.**  
**(A Massachusetts C. 180 Corporation)**

**As Amended and Restated February, 2015**

**ARTICLE I**

**PURPOSES**

**Section 1. MISSION STATEMENT AND PURPOSES.**

The International Catacomb Society is dedicated to and promotes the need for preservation, restoration, maintenance, further exploration of, and documentation of the catacombs in Rome (with a special focus on the Jewish catacombs) and at other sites ( e.g.: Israel) which contain paintings, epigraphy, and artifacts depicting the cultures and customs of early religions under the Roman Empire. The society also strives to increase knowledge and awareness of the catacombs and their context in the ancient Mediterranean world by circulating exhibits, sponsoring lectures, grants and fellowships, and disseminating information and publications.

The Society supports research and scholarship in the fields of archeology, art history, classical studies, history, comparative religions, or related subjects;

Circulation OF exhibits and dissemination of publications and information which will encourage an interreligious understanding through study of the relationships among and between the religions of this period; and

Cooperation with educational institutions in order to establish collections and displays of artifacts, photographs, maps, plans, replicas, and other materials of historical, archaeological, and religious significance.

In furtherance of the foregoing, the corporation may carry on any activities permitted by law, so long as such activities are permissible for an organization described in Code section 501(c)(3).

**Section 2. Limitations on Operations.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the corporation's Articles of Organization and these By-laws.

The corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code section 501(c)(3), (b) by a corporation, contributions to which are deductible for federal income tax purposes under Code section 170(c)(2), (c) by a corporation, contributions to which are deductible for federal gift tax purposes under Code section 2522(a), or (d) by a corporation, contributions to which are deductible for federal estate tax purposes under Code section 2055(a)(2).

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code section 4942. Further, the corporation shall not engage in any act of self-dealing as defined in Code section 4941(d), nor retain any excess business holdings as defined in Code section 4943(c).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, literary, scientific, or educational purposes as shall at the time qualify as an exempt organization or organizations under Code section 501(c)(3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of through judicial process pursuant to the laws of the Commonwealth of Massachusetts exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

**Section 3. Powers.** The corporation shall have such powers as are now or may hereafter be granted to charitable corporations by Chapter 180 of the General Laws of Massachusetts, as amended.

## ARTICLE II

### OFFICES

The corporation shall have such offices, either within or without the Commonwealth of Massachusetts, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the Commonwealth of Massachusetts a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office in the Commonwealth of Massachusetts, and the address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE III

### BOARD OF DIRECTORS

**Section 1. General Powers of Directors.** The property and affairs of the corporation shall be managed by a Board of Directors.

**Section 2. Number, Tenure and Qualifications of Directors.** The number of Directors shall be not less than seven nor more than twenty, as shall be fixed from time to time by resolution of the Board of Directors. Approximately one-third of the Directors shall be elected at each Annual Meeting of the Board of Directors, or as soon thereafter as may be convenient, by the majority vote of the Directors in attendance. Each Director shall hold office for a term of three years and until the Director's successor shall have been elected and qualified or until the Director shall resign or shall have been removed in the manner hereinafter provided. Directors are eligible for re-election, and there shall be no limit on the number of terms that any Director may serve on the Board of Directors. Directors need not be residents of Massachusetts.

**Section 3. Personal Contribution.** Directors may, at any time, contribute monetarily to the corporation personally in any amount.

**Section 4. Regular Meetings.** A regular Annual Meeting of the Board of Directors shall be held in \_\_\_\_\_ of each year, on such date and at such time as may be fixed by the President, at the principal office of the corporation or at such other place as may be fixed by the President, or if the President is for any reason unable to act, on such date and at such time and place as may be fixed by any two Directors, for the purpose of electing Directors and officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution. If the election of Directors and officers shall not be held at any Annual Meeting, the Board of Directors shall cause the election to be held at an additional regular meeting or at a Special Meeting of the Board of Directors as soon thereafter as may be convenient.

**Section 5. Special Meetings.** Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call Special Meetings of the Board may fix any place as the place for holding any Special Meeting of the Board called by such person or persons.

**Section 6. Notice of Meetings.** Unless otherwise provided herein, notice shall be delivered not less than ten days before the date of the regular Annual Meeting and not less than five days before the date of any Special Meeting of the Board of Directors by written notice stating the place, date, and hour of the meeting to each Director. The purpose or purposes for which any Special Meeting is called need not be stated in the notice. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called, noticed or convened.

**Section 7. Quorum.** The lesser of six or a majority of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

**Section 8. Use of Conference Telephone.** Directors may participate in and act at any meeting of the Board of Directors through the use of a conference

telephone or similar communications equipment that allows all persons participating in the meeting to hear each other at the same time, and such participation in a meeting shall be deemed presence in person at such meeting.

**Section 9. Manner of Acting.** The act of a majority of the Directors in office and present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the corporation's Articles of Organization or these by-laws.

**Section 10. Informal Action by Directors.** Any action required to be taken at a meeting of the Board of Directors of the Corporation, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by not less than  $\frac{3}{4}$  of the Directors entitled to vote with respect to the subject matter thereof.

**Section 11. Resignation.** A Director may resign at any time by giving written notice to the Board of Directors, the President, or the Clerk of the corporation. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 12. Removal.** A Director may be removed for an unexplained failure to attend four consecutive meetings of the Board of Directors or for other good cause by a vote of a majority of all Directors then in office whenever the best interests of the corporation would be served thereby after due notice in writing and a fair opportunity to be heard.

**Section 13. Vacancies.** Any vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification, or otherwise, or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors at any meeting thereof. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office.

**Section 14. Compensation.** Directors shall not receive compensation for their services, but a Director may be reimbursed for reasonable expenses incurred on behalf of the corporation as authorized by the Board of Directors; provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation for

personal services rendered to the corporation that are reasonable and necessary to carry out one or more of the tax-exempt purposes of the corporation.

## ARTICLE IV

### OFFICERS

**Section 1. Officers.** The officers of the Corporation shall be a President, a Treasurer, a Clerk, and such other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Clerk.

**Section 2. Election and Term of Office.** The officers of the corporation shall be elected by the Board of Directors at each Annual Meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified or until the officer's death or until the officer shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights. The term of elected officers shall be for one year commencing on the day following the date of election. No person shall serve more than three consecutive terms in the same elected office.

**Section 3. Resignation.** An officer may resign at any time by giving written notice to the Board of Directors, the President, or the Clerk of the corporation. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4. Removal.** Any officer elected or appointed by the Board of Directors may be removed for good cause by a vote of a majority of all Directors

then in office and/or whenever the best interests of the Corporation would be served thereby after due notice in writing and a fair opportunity to be heard.

**Section 5. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors at any meeting thereof for the unexpired portion of the term.

**Section 6. President.** The President shall be the principal executive officer of the corporation and as such shall exercise general supervision of all operations and personnel of the corporation, subject to the direction or approval of the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors, the President may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and the President may accomplish such execution either under or without the seal of the corporation and either individually or with the Clerk, any assistant clerk, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President may vote all securities which the corporation is entitled to vote (in accordance with the directions, if any, of the Board of Directors) except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors. The President shall be an ex officio member of all committees.

**Section 7. Vice President or Vice Presidents.** One or more Vice Presidents may be elected at any time by the Board of Directors. The Vice President (or in the event there is more than one Vice President, each of the Vice Presidents) shall perform such duties as shall be assigned to the Vice President by the President or the Board of Directors. Further, in the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there is more than one Vice President, the Vice Presidents, in the order designated by the Board of Directors, or by the President if the Board of Directors has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the President and,

when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

**Section 8. Treasurer.** The Treasurer shall be the principal accounting and financial officer of the corporation. The Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; (c) shall report to the Board of Directors on the financial condition of the corporation whenever requested to do so by the Board of Directors; and (d) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine, the cost of such bond to be paid by the corporation.

**Section 9. Clerk.** The Clerk shall record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; be custodian of the corporate records and of the seal of the corporation; keep a register of the post office address and other contact information of each Director, which shall be furnished to the Clerk by such Director; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; and in general perform all duties incident to the office of Clerk and such other duties as from time to time may be assigned to the Clerk by the President or by the Board of Directors.

**Section 10. Assistant Treasurers and Assistant Clerks.** Any assistant treasurers and assistant clerks shall perform such duties as shall be assigned to them by the Treasurer or the Clerk, respectively, or by the President or the Board of Directors. If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine, the cost of such bond to be paid by the corporation.

## ARTICLE V

### COMMITTEES

**Section 1. Board Committees.** The Board of Directors, on the recommendation of the President and by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee or another Board Committee consisting of Directors, Officers, or both; which Executive Committee or Board Committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, provided, however, such Executive Committee or Board Committee shall not have the authority of the Board of Directors in reference to (1) changing the principal office of the corporation; (2) amending, altering, or repealing the by-laws; (3) electing, appointing, or removing any member of the Executive Committee or any Board Committee or any Director or Officer of the corporation; (4) changing the number of the Board of Directors; or (5) adopting a plan of merger or adopting a plan of consolidation with another corporation. To the extent provided in the resolution designating and appointing the Executive Committee or Board Committee, it may take any action on behalf of the Board of Directors as may from time to time be permitted by law, other than those actions specifically prohibited in the preceding sentence. The designation and appointment of any such Executive Committee or Board Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board or the Director by law.

**Section 2. Other Committees.** By resolution, the Board of Directors may designate other committees not having and exercising the authority of the Board of Directors in the management of the Corporation. Members of any such committee may, but need not be, Directors, and the Board of Directors shall appoint the members thereof on the recommendation of the President, except as and to the extent such authority shall be vested in an officer or agent of the Corporation by the Board of Directors.

**Section 3. Term of Office.** Each member of the Executive Committee, a Board Committee or another committee (a "committee") shall continue as such until the next Annual Meeting of the Board of Directors and until the member's successor is appointed, unless the committee shall be sooner terminated by resolution of the Board of Directors, or unless such member resigns or is removed from such committee. Any member of a committee may be removed for an unexplained failure to attend FOUR consecutive committee meetings or for other good cause by the person or persons authorized to appoint such member whenever

in such person or persons' judgment the best interests of the corporation shall be served by such removal.

**Section 4. Chair.** One member of each committee shall be appointed as chair by the person or persons authorized to appoint the members thereof.

**Section 5. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for the original appointments.

**Section 6. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 7. Rules.** Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

## ARTICLE VI

### GRANTS, CONTRACTS, CHECKS, DEPOSITS, GIFTS, AND INVESTMENTS

**Section 1. Grants.** The Board of Directors shall have the power to make grants and contributions, in cash or in kind, and otherwise render financial assistance in furtherance of the purposes of the corporation. The Board of Directors may authorize any officer or officers, agent or agents, in the name and on behalf of the corporation to make any such grants, contributions, or assistance.

**Section 2. Contracts.** The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of

the corporation shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President of the corporation.

**Section 4. Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may designate by resolution.

**Section 5. Gifts.** The Board of Directors may accept, or by resolution may authorize any officer or officers or agent or agents of the corporation to accept, on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

**Section 6. Investments.** The Board of Directors shall manage, invest, operate, deal in and with, and conserve the property of the corporation, and may retain any or all of the assets transferred to the corporation by gift or bequest; provided, however, that the exercise of any of such powers shall not in any way conflict with the purposes of the corporation as stated in its Articles of Organization, and such powers shall not be exercised so as to cause the corporation to lose its qualification as an exempt organization under Code section 501(c)(3).

## ARTICLE VII

### BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors.

## ARTICLE VIII

### FISCAL YEAR

The fiscal year of the corporation shall end on the last day of June of each year.

## ARTICLE IX

### NOTICE AND WAIVER OF NOTICE

**Section 1. Date of Notice.** Any notice to a Director required or permitted under these by-laws shall be delivered to the Director at the Director's address as shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If given by electronic transmission such as by facsimile or electronic mail, such notice shall be deemed to be delivered when transmitted, unless information is received promptly by the sender that the transmission was not completed. Notice of any Special Meeting of the Board of Directors may be given orally or by telephone as well as by mail, facsimile, or electronic mail.

**Section 2. Waiver of Notice.** Whenever any notice is required to be given under the provisions of Chapter 180 of the General Laws of Massachusetts or under the provisions of these by-laws, 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.

## ARTICLE X

### INDEMNIFICATION AND INSURANCE

**Section 1. Indemnification.** The corporation shall indemnify each person who is or was a Director or Officer of the corporation, or who is serving or has served at the request of the corporation as a director, trustee, or officer of another

corporation, partnership, joint venture, trust, or other enterprise, and may indemnify any person who is or was an employee or agent of the corporation and any person who is serving or has served at its request as an employee or agent of any other enterprise, to the fullest extent from time to time permitted by the laws of the Commonwealth of Massachusetts and by Code section 4941 in the event any of such persons was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative. No indemnification shall be provided, however, for any person with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith and in the reasonable belief that the action was in the best interests of the corporation.

**Section 2. Authorization of Indemnification.** Any indemnification under this Article X (unless the indemnification is ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances. In the case of indemnification that is mandatory under Section 1 of this Article, the determination shall be limited to (a) whether the person to be indemnified has met the standards specified in Section 1 and (b) the amount of the indemnification permitted under Section 1. Any determination under this Section shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. In all cases, however, no person shall be indemnified in relation to any matter which has been made the subject of a settlement unless there has been approval of a court of competent jurisdiction of such settlement, or where there has been a vote of a majority of THE disinterested Directors then in office approving the settlement, or both.

**Section 3. Advance Payments.** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article X, unless such payment would constitute an act of self-dealing under Code section 4941.

**Section 4. Non-Exclusivity and Continuation.** The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 5. Insurance.** The corporation may purchase and maintain insurance (a) to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this Article X, and (b) on behalf of any person who is or was a Director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to insure against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this Article X.

**Section 6. No Disincentive to Settle.** Nothing contained in this Article is intended to, or shall, prevent a settlement by the corporation prior to final adjudication of any claim, including claims for indemnification hereunder, when such settlement appears to be in the best interests of the corporation.

## ARTICLE XI

### CONFLICTS OF INTEREST

**Section 1. Conflict of Interest.** A Director shall disclose to the Board of Directors any material interest which such Director directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board of Directors. Such interested Director shall abstain from voting on such transaction; provided, however, that such interested Director's presence may be counted in determining whether a quorum is present.

**Section 2. Material Interest.** A Director shall be considered to have a material interest in an entity if the Director is a director, officer, or employee of the entity or if the Director has a material financial interest in the entity.

## ARTICLE XIII

### AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended, or repealed and new by-laws adopted by the Board of Directors. Such action may be taken at any Annual, regular, or Special Meeting, provided notice of the proposed alteration, amendment, repeal, or adoption be contained in the notice of any Special Meeting at which such action is taken, and provided further that no such alteration, amendment, repeal, or adoption shall in any way cause the corporation to lose its qualification as an exempt organization under Code section 501(c)(3).

## ARTICLE XIV

### MISCELLANEOUS

**Section 1. Definitions.** All references in these by-laws to Code sections are to sections of the Internal Revenue Code of 1986, and shall include future amendments to such sections and corresponding provisions of future federal tax laws, all as from time to time in effect.

**Section 2. Members.** The corporation may have members and categories of membership may be established and dues for membership categories may be set and adjusted, from time to time, by resolution of the Board of Directors.

**Section 3. Seal.** The seal of the corporation shall be in such form as the Board of Directors may from time to time determine.

**Section 4. Personal Liability.** All persons or corporations extending credit to, contracting with, or having any claim against the Corporation or the Board of Directors shall look only to the funds and property of the Corporation for the payment of any such contract or claim or for the payment of any debt, damage, judgment, or decree or of any money that may otherwise become due or payable to

them from the Corporation or the Board of Directors, so that neither the Directors nor Officers, present or future, shall be personally liable therefor.

**Section 5. Audit of Books.** The financial records of the corporation shall be audited or reviewed by a certified public accountant if and as required by law and the results of such audit or review shall be reported promptly to the Board of Directors.

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