

THE CONSTITUTION OF THE SOCIETY OF MARY IN THE UNITED STATES OF AMERICA

[As amended at the Annual Meeting of the Society of Mary USA on May 15, 2025]

Preface

The Society of Mary was founded as a devotional society within the Church of England in 1931. Its members in the Americas and the Caribbean were organized into a separate region in 1962 as The Society of Mary in the American Region. In 2022, the English constitution was amended to remove the provision for regions.

As from May 4th, 2022, the former American Region became an independent body, operating under the name, The Society of Mary in the United States of America (hereafter, The Society or The American Society).

The American Society was incorporated in the State of Delaware on March 13th, 1964, under the name Society of Mary. The Society was granted 501.c.3 tax-exempt status by the U.S. Internal Revenue Service on June 28th, 2018, under the name Society of Mary.

I. The Society

A. Dedication

The Society of Mary in the United States of America is dedicated to the glory of God and in honor of the Holy Incarnation, under the invocation of Our Lady, Help of Christians.

B. Objects

The Society was founded as an Anglican society with these objects:

- a) To love and honor Mary.
- b) To spread devotion to her in reparation for past neglect and misunderstanding, and in the cause of Christian unity.
- c) To make Mary a model in purity, personal relationships and family life.

C. Membership

1. Members of The Society shall be members of the Holy Catholic Church, domiciled in the United States of America and its territories, who conform to her Discipline and Precepts, and who:
 - a) Undertake to pursue The Society's Objects and to follow its Rule of Life.
 - b) Have applied for membership in the manner prescribed by the Council, and whose application has been accepted.
 - c) Have paid the annual or life subscription, as prescribed from time to time by the Council.
2. A member of The Society may be required to relinquish membership if, in the opinion of the Superior of The Society, that member's conduct is not consistent with the Objects of The Society.

D. Rule of Life

Members of The Society shall:

- a) Pray for departed members of The Society, and priest-members shall offer Mass for them.
- b) Take part in the celebration of Mass on the principal Feasts of Our Lady.
- c) Engage in apostolic and pastoral work individually, and jointly under the guidance of officers of their local Ward and the Council, according to opportunity.
- d) Pray such special devotions as the Angelus, the Rosary, and the Litany and Anthems of Our Lady.

II. Meetings

A. General

1. Notice of any Meeting of The Society must be given to the membership, either by publication in The Society's magazine or in some other manner, at least thirty days before the day appointed for it, specifying the place, day and hour of the meeting.
2. No business may be transacted at any Meeting of The Society unless a quorum of ten members is present at the time and place appointed.
3. The Superior of The Society shall have the right to preside at any of its meetings during his term of office, or to invite any other member of The Society to preside in his stead; but absent such a provision, the members present at a particular meeting shall choose one of their number to chair it.
4. Voting:
 - a) Every member of The Society in good standing present at a Meeting shall have one vote, but in the election of officers and members of the Council each member present shall have one vote for each of the seats to be filled.
 - b) Voting by proxy is not allowed.
 - c) Voting at Meetings of The Society shall be by show of hands, unless a poll shall be demanded.
 - d) In the event of a tie, the person who chairs the Meeting shall have a casting vote.
 - e) The declaration of the result of a vote by the person who chairs the Meeting shall be conclusive.
5. The Secretary shall cause all actions taken at any Meeting of The Society to be recorded in written minutes, which shall be submitted for approval at the next subsequent Meeting.

B. The Annual Meeting of The Society

1. The Annual Meeting of the members of The Society in the United States of America shall be held once in every calendar year, and shall be held not less than eleven months nor more than thirteen months after that held in the previous calendar year.
2. The business transacted at the Annual Meeting shall include the presentation of the Council's annual report, consideration of the Treasurer's report, the election of regular officers and members of the Council (and of special officers, when necessary), and the election of auditors.
3. Other business may be referred to the Annual Meeting by the Council.

C. Special Meetings of The Society

1. A Special Meeting of the members of The Society in the United States of America may be called at the request of at least ten such members or by the Council to deal with one or more specific matters.
2. In the case of a Special Meeting, the notice required under B.1 above shall include a statement of the specific matters it has been called to deal with.
3. Only matters set forth in the notice of a Special Meeting may be taken up and dealt with at that Meeting.

D. Officers

1. The Officers of The Society, who shall be members in good standing of The Society in the United States of America, are:
 - a) The Superior shall be a priest or bishop, who, as President of The Society shall maintain contact with its sister-society in the United Kingdom and other organizations affiliated with it; determine the date and location of, solicit agenda items for, preside at meetings of The Society and its Council; and have the right to be present at any meeting held under the auspices of The Society.
 - b) The Chaplain shall be a priest or bishop, who shall be responsible to take order for divine worship and the leading of prayers at the Annual and Special Meetings of The Society, as well as for any services, retreats, pilgrimages and processions held under the auspices of The Society, or in which it participates.
 - c) The Secretary shall be responsible for the general administration of The Society, including the keeping of the list of its wards and cells; for the keeping of the register of members; for the notification to all members of The Society of meetings of The Society, and to the members of its Council of that body's meetings; and for the keeping of the minutes of both The Society and the Council.
 - d) The Treasurer shall be responsible for the keeping of The Society's accounts; for the general financial supervision of all properties or monies belonging to it; and for the development of an annual budget and its submission for adoption by the Council.
2. Each of these Officers shall hold office for a period of four years from his or her election.
3. Each Officer shall be eligible for re-election at the conclusion of his or her term of office.
4. Each Officer shall be a member of the Council *ex officio*, with both voice and vote.
5. Additional officers may be elected to assist these Officers or to take on particular responsibilities not assigned to any office.
 - a) Such additional officers shall be elected at an Annual Meeting of The Society, or appointed by the Council subject to ratification at the next such Annual Meeting.
 - b) The duties which an additional officer is to perform and his or her tenure in office shall be clearly stated by the Council at the time of that additional officer's election, provided that an additional officer may be removed by action of an Annual Meeting.
 - c) The additional officers of The Society may take part in the deliberations of the Council with voice and vote.
6. In the event of resignation, incapacity or death of a sitting officer, the Council may elect one of its members to carry out the duties of that office *pro tem*. until the next Annual Meeting, at which time an election shall be held to fill the vacancy.

III. The Council

A. Composition

1. The Council shall consist of not more than twenty elected members, of whom at least five shall be priests.
2. Each elected member of the Council shall serve a term of four years from the date of his or her election; however, persons elected to fill a vacancy shall serve out the unexpired portion of the original member's term.
3. One-quarter of the members of the Council shall be elected at the Annual Meeting of The Society each year.
4. In the event of the resignation, incapacity or death of a sitting member of the Council, the remaining members may elect a member of The Society to fill the vacancy, subject to confirmation at the next Annual Meeting.

B. Duties

1. The management of The Society shall be vested in its Council.
2. The Council shall have the power to make rules, regulations, by-laws and guidelines consistent with this Constitution relating to the running of The Society, its local Wards and Cells, and other groups, and to establish procedures for the resolution of disputes.
3. The Council may exercise any powers of The Society which are not reserved to an Annual or Special Meeting of The Society.

C. Conduct of Business

1. The Council shall meet at least twice a year.
2. The quorum necessary for the transaction of business shall be five members.
3. Members of the Council and officers of Wards may submit matters for discussion to the Council, provided they are received by the Secretary at least twenty-one (21) days before its scheduled meeting.
4. The Superior or any three members of the Council may communicate the text of a resolution to the members of the Council between its meetings for vote by mail or by electronic means.
 - a) The vote shall be held not fewer than ten (10) days after the dissemination of the resolution, so as to allow appropriate communication among the members of the Council.
 - b) Such a vote shall be either for or against the resolution as disseminated.
 - c) The positive votes of a majority of the whole membership of the Council shall be required for the adoption of a resolution in this manner.
5. The Secretary shall cause all actions of the Council at a meeting or by mail or electronic vote between meetings to be recorded in written minutes, which shall be submitted for approval by the Council at its next subsequent meeting.

D. Committees

1. The Council may create a committee by majority vote of members present at a meeting, or by the mail or electronic vote of a majority of its whole membership, provided that the committee's duties and tenure are specified in the resolution creating it.
2. A committee shall consist of such members of The Society as the Superior may choose to appoint to it, provided that at least one member of the Council shall serve on each committee.
3. Each committee shall report regularly to the Council on the performance of its assigned tasks.
4. The Council may delegate any of the Council's powers to a committee by majority vote of members present at a meeting, or by the mail or electronic vote of a majority of its whole membership.
 - a) Any actions which may be taken under this provision shall be submitted for ratification by the full Council at its next meeting.
 - b) The Council may revoke any such delegation of its powers in the same manner at any time.
5. The officers of The Society shall serve as an executive committee, which shall have power to carry on the ordinary business of The Society subject to the direction of the Council, and to its ratification of the committee's actions.

IV. Wards

- A. The Council may create a Ward in a particular place within the United States of America and its territories and approve its name or title upon the petition by a group of members of The Society in that place.
- B. Operation
 1. Each Ward shall be directed by a Ward Superior, who shall be a Priest or Bishop nominated by the Ward and approved by the Council. The Council's decision on all such nominations will be final.
 2. Each Ward shall elect annually a Ward Secretary, who shall keep the minutes of its meetings and report on its activities at least annually to the Secretary of The Society.
 3. Each Ward shall endeavor to meet regularly, and insofar as possible both observe the annual Feast of its name or title and celebrate an annual Mass for the Dead for its departed members.
- C. The Council shall have power to suspend, close, divide or amalgamate Wards at its discretion.
- D. Members of The Society who are not attached to any local Ward shall be considered members of the General Ward, which shall be directed by the Chaplain.

V. Affiliation and Partnerships

- A. The Society is a sister-society of the Society of Mary in the United Kingdom, from which it was formed, and shall seek to work co-operatively with it and other bodies with similar objects.

- B. The Council may accept by majority vote the request of a body, the objects of which are similar to those of The Society, for affiliation or partnership with The Society.
 - 1. The resolution of acceptance shall set out the specific terms of the relationship between The Society and the affiliating body, and the respective responsibilities and obligations of the parties.
 - 2. The resolution of affiliation shall take effect when the resolution has been adopted by the Council of The Society and the appropriate governing body of the other party, but shall be provisional until it has been presented to and ratified by the next Annual Meeting of The Society.
- C. The Council shall have power to suspend or terminate any such affiliation or partnership at any time.

VI. Assets

- A. Control of the assets of the Society of Mary in the United States of America, which include the assets of its Wards, shall be vested in its Council.
- B. The Council shall exercise its control of The Society's assets in accordance with such actions and directions as may from time to time be adopted by the Annual Meeting.

VII. Dissolution

- A. The Society may be dissolved upon a resolution put forward by its Council, duly adopted by a majority of members voting at a special Meeting of The Society duly called for this purpose.
- B. In the event of the dissolution of The Society, its assets shall be transferred to the control of the Society of Mary, a registered Charity in the United Kingdom.

VIII. Adoption and Amendment

- A. This Constitution shall take effect upon its adoption by majority vote of the members of The Society present at an Annual Meeting of The Society.
- B. This Constitution can be amended only by the majority vote of the members of the Society of Mary in the United States of America present at a subsequent Annual Meeting of The Society, provided that the text of the proposed amendment shall be included in the notice of the Meeting.