

**UNANIMOUS CONSENT OF DIRECTORS
FOR THE
CATHOLIC BAR ASSOCIATION**

In order to take action without a meeting of the Board of Directors pursuant to the Texas Business Organizations Code (“BOC”), we, all of the directors of Catholic Bar Association, a new Texas nonprofit corporation, hereby adopt the following resolutions:

1. The following persons are elected Directors of the Association and, in conformance with Section 5.02 of the Bylaws, all of these individuals have made a commitment to become a Catholic Attorney Member or Catholic Lawmaker member of the Association as soon as a membership application has been prepared and dues established. The initial terms of these directors shall extend until the first General Assembly of the Association to be held in the Fall of 2016, and until their respective successors are elected and qualified or until their earlier death, resignation, or removal:

Name	Contact Information
Thomas P. Brandt	Fanning Harper Martinson Brandt & Kutchin 4849 Greenville Ave., Suite 1300 Dallas, TX 75206-4151 (972) 860-0324 (office) (214) 415-7303 (cell) tbrandt@fhmbk.com
Thomas Brejcha	President and Chief Counsel Thomas More Society 19 S. LaSalle Street, Suite 603 Chicago, IL 60603 (312) 782-1680 tbrejcha@thomasmoresociety.org
Thomas E. Brennan, Jr.	2906 Colony Dr. East Lansing, MI 48823 (517) 339-6090 (office) (517) 980-0244 (cell) thomasjbrennanjr@comcast.net
Ellen Eisenlohr Dorn	Law Office of Ellen Eisenlohr Dorn 11520 N. Central Expressway, Suite 130 Dallas, TX 75243 (214) 340-6778 (office) (214) 499-0709 (cell) edorn@eedlaw.com

Mark Haug Teaching Fellow
University of Kansas School of Business
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(913) 219-1464
mhaug@ku.edu

William Kirk VP, Legal Affairs and General Counsel
Ave Maria University
5050 Ave Maria Blvd.
Ave Maria, FL 34142
(239) 280-2544
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Joshua McCaig Polsinelli, PC
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jmcaig@polsinelli.com

Tyler McClay General Counsel
Missouri Catholic Conference
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Jefferson City, MO 65102
(573) 635-7239
mcclayt@mocatholic.org

Terrance McKeegan Verita Bella Consulting
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(202) 351-1388
terrymckeegan@gmail.com

Paul J. McNamara Pabian & Russell, LLC
100 Oliver St., 8th Floor
Boston, MA 02110-2600
(617) 951-3100
pmcnamara@pabianrussell.com

Mary Pilcher-Cook Senator, State of Kansas
13910 West 58th Place
Shawnee, KS 66216
(913) 396-9306
mary@pilchercook.com

Jake M. Vollebregt

Best Best & Kreiger
18101 Von Karman Avenue, Suite 1000
Irvine, CA 92612
(949) 263-2600
jakevollebregt@bbklaw.com

2. The first annual meeting of the Board of Directors shall be held at the University of Dallas in Irving, Texas on Friday, November 13 from 9 am to 4 pm. Subsequent annual meetings of the Board of Directors shall be held in conjunction with the General Assembly.
3. The following individuals are elected to serve as interim officers of the Association to fulfill the duties described in Article Six of the Bylaws, and the initial terms of these interim officers shall extend until the first General Assembly of the Association to be held in the Fall of 2016, and until their respective successors are elected and qualified or until their earlier death, resignation or removal:

Name	Office
Joshua McCaig	Interim President
Ellen Eisenlohr Dorn	Interim Vice President
Mark Haug	Interim Secretary
David Luke	Interim Treasurer

4. The following Roman Catholic priest in good standing is appointed to serve as the Interim Chaplain of the Association, to fulfill the duties described in Section 6.03 of the Bylaws, and his initial term shall extend until the first meeting of the Episcopal Advisory Committee, and until the Episcopal Advisory Committee appoints a Chaplain or until his earlier death, resignation or removal:

Name	Office
Fr. Kenneth Riley	Interim Chaplain

5. The following individuals are elected to serve as Interim General Assembly Chair and Vice-Chair to fulfill the duties described in Paragraph 3.06 of the Bylaws until the first General Assembly of the Association to be held in the Fall of 2016, and until their respective successors are elected and qualified or until their earlier death, resignation, or removal:

Name	Office
William Kirk	Interim General Assembly Chair
Jake Vollebregt	Interim General Assembly Vice-Chair

6. In accordance with Article Three of the Bylaws, the initial membership classes of the Association, and their respective dues, are:

Membership Class	Dues
Local Affiliate Member	\$200.00
Individual Attorney Member	\$100.00
Individual Lawmaker Member	\$50.00

These initial membership classes shall exercise managerial authority over the Association and each class shall have the membership qualifications, rights, and duties as set forth in Article Three of the Bylaws.

7. In accordance with Article Five of the Bylaws, the following Board Committees are established, each with the initial Chair and membership as set forth below:

EPISCOPAL ADVISORY COMMITTEE

The Most Reverend Joseph F. Naumann
 Archbishop of Kansas City, KS
 Committee Chair

The Most Reverend Samuel J. Aquila
 Archbishop of Denver, CO

The Most Reverend Thomas J. Paprocki
 Bishop of Springfield, IL

EXECUTIVE COMMITTEE

Joshua McCaig, Committee Chair
 Ellen Eisenlohr Dorn
 Mark Haug
 William Kirk

NOMINATING COMMITTEE

Joshua McCaig, Committee Chair
Ellen Eisenlohr Dorn
William Kirk
Jake Vollebregt

8. In accordance with Section 5.05 of the Bylaws, the following committees are established, each with the initial Chair and membership and for the purposes as set forth below:

2016 GENERAL ASSEMBLY COMMITTEE

To organize, publicize, and run the 2016 General Assembly, to be held in Kansas City in 2016.

Bill Kirk, Chair
Jake Vollebregt, Vice Chair
Eddie Greim of Kansas City
Kevin Connor of Kansas City

MEMBERSHIP COMMITTEE

To seek out and recruit Individual and Local Affiliate members.

Paul McNamara (co-chair)
Thomas Brandt (co-chair)
Thomas Quasarano
Carter Stout

DEVELOPMENT COMMITTEE

To identify and secure individual, corporate and foundation grants to support the Association.

Thomas Brennan (co-chair)
Mary Pilcher Cook (co-chair)
Thomas Brejcha
John J. Flynn III

LAW SCHOOL CHAPTER COMMITTEE

To engage and recruit law school students and student affiliate chapters.

Brian Scharnecchia (co-chair)(Ave Maria)
David DeWolf (co-chair)(Gonzaga)

Phillip Pucillo – Michigan State University
Carter Snead – Notre Dame

INTERNATIONAL OUTREACH COMMITTEE

To engage and recruit individual members and local affiliate members outside of the United States.

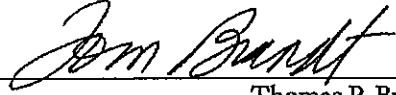
Terry McKeegan (co-chair)
Roger Kiska (co-chair)

9. The Secretary establish and maintain files for corporate records of the Association, to include all state and federal filings, corporate resolutions, Board and committee minutes, and the Membership Roster.
10. The fiscal year of the Association shall be a calendar year, with the initial fiscal year to commence on the date of incorporation of the Association and end on December 31, 2015.
11. The Treasurer is authorized to pay all fees and expenses necessary or appropriate for the organization of the Association.
12. The proper officers are authorized to take all actions necessary or appropriate in order to qualify the Association under any laws in any state, country or other jurisdiction in which it is necessary or expedient for the Association to conduct activities, including without limitation the appointment and substitution of agents or attorneys for service of process, the designation and change of statutory offices, and the withdrawal from any state, country or other jurisdiction whenever it is deemed expedient for the Association to stop conducting activities in that jurisdiction.
13. The Law Office of Ellen Eisenlohr Dorn, LLC, is authorized to make any filings with governmental entities of the United States or of any state, country or other jurisdiction that is necessary or appropriate for the Association, including filings to establish federal and state tax exemptions and she is authorized to serve as the “responsible party” in any filing with the Internal Revenue Service to obtain a federal employer identification number.
14. The Treasurer of the Association is authorized and directed to open bank accounts for the Association in any state of the United States, as may be necessary or appropriate for the Association, and to deposit funds belonging to the Association in these accounts. These banks are authorized and directed to pay checks and other orders for the payment of money drawn in the name of the Association when signed by any one of the President, Vice President, Secretary and Treasurer; provided that two signatures shall be authorized for amounts exceeding \$2,500. Also, all resolutions required by banks in connection with Association accounts that are consistent with these resolutions are adopted, and the Secretary is directed to attach copies of all such resolutions to these resolutions.

15. All contracts and financial commitments entered into by the Association shall be executed by any two of the President, Vice President, Secretary and Treasurer; provided that purchase orders for goods or services made in the normal course of operations and having purchase price of \$2,500 or less each may be signed by any one of these officers.
16. The Secretary is authorized to establish the Association's presence on the internet and may take all action to secure the domain name of www.catholicbar.org.
17. The registered office of the Association in the State of Texas shall be 11520 N. Central Expressway, Ste. 130, Dallas, Texas 75243. Its registered agent at that office shall be the Law Office of Ellen Eisenlohr Dorn.
18. The proposed Bylaws attached as *Exhibit A* are adopted as the Bylaws of the Association. The Secretary is instructed to insert the Bylaws in the Minute Book of the Association.
19. The proposed Conflict of Interest Policy attached as *Exhibit B* are adopted by the Association. The Secretary is instructed to insert these Conflict of Interest Policies in the Minute Book of the Association.
20. The proper officers are authorized and directed to do all things necessary or appropriate in order to enact these resolutions. The Secretary shall file this Unanimous Consent in the Minute Book of the Association.
21. This Unanimous Consent may be signed in several counterparts, all of which shall constitute one and the same document.

These resolutions are adopted by the Association's Initial Board of Directors to be effective as of July 6, 2015, the 480th anniversary of the martyrdom of St. Thomas More and the date of the Association's incorporation.

INITIAL BOARD OF DIRECTORS:
CATHOLIC BAR ASSOCIATION



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William Kirk

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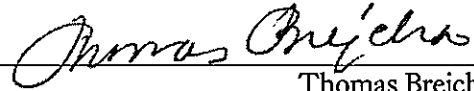
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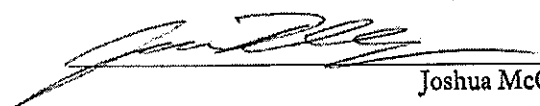
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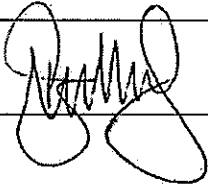
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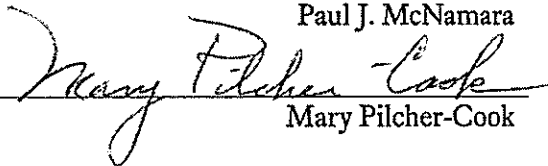
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