



CONSTITUTION AND BYLAWS OF NATIONAL CONFERENCE OF CATHOLIC VICARS FOR RELIGIOUS, INC.

ARTICLE I Name

The organization shall be known as the National Conference of Catholic Vicars for Religious, Inc. (hereafter referred to as “Conference”), a non-stock corporation organized under and by virtue of the general laws of the State of Connecticut.

ARTICLE II Purpose

The nature of the activities to be conducted, or the purposes to be promoted or carried out by the Conference are as follows:

To operate exclusively for charitable, religious, and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code, as amended, in undertaking the following activities:

- (a) To assist the Vicars for Religious in the development of the office and its resources through cooperation, communication, and programs of continuing education on a regional and national level.
- (b) To increase the service of the local Church to religious and to respond to the needs of the religious on regional, national, and international levels.
- (c) To be an instrument of the Spirit for persons who look to the Vicars for guidance and assistance.
- (d) To be a liaison within the Congregation for Institutes of Consecrated Life and Societies of Apostolic Life, the United States Conference of Catholic Bishops, and with other organizations concerned with religious life without conflicting with the relationship of the individual Vicar and the Ordinary.
- (e) To do, without limiting the foregoing, all things necessary and proper in furtherance of the support, education, and assistance of Vicars for Religious and of religious.

Notwithstanding the foregoing, the Conference is not empowered to engage in any activity which is not permitted to be carried on by (i) an organization exempt from federal income

tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or the regulations promulgated thereunder or (ii) an organization, contributions to which are deductible under applicable sections of the Internal Revenue Code.

ARTICLE III

Membership

Section 1: **Members:** Vicars for Religious, Assistant and Associate Vicars for Religious, Episcopal delegates from dioceses within the United States, and other official diocesan representatives for Consecrated Life are eligible for membership in the Conference.

Section 2: **Good Standing Requirement.** Members in good standing are entitled to all of the rights and privileges of membership, including the right to vote on issues, officers, and representation to the Board of Directors pursuant to these Bylaws. To be in good standing, a Member shall be in full compliance with all Membership Regulations as the same may be promulgated from time to time by the Board of Directors, and shall not be in default in the payment of dues or other accounts payable to the Conference.

Section 3: **Annual Dues.** Each Member shall pay annual dues in the amount set by a majority of the Board of Directors of the Conference for each yearly period beginning July 1 and ending June 30. Annual dues shall be payable during the first quarter (July 1 to September 30) of each fiscal year. No Member whose membership has been terminated (for any reason) shall be entitled to a refund of his/her annual dues.

Section 4: **Regions:** The Membership of the Conference shall be divided into four regions: East, Midwest, South, and West.

Section 5: **Regional Officers:** Each region shall elect a Chairperson, Vice Chairperson, Secretary, and Treasurer.

ARTICLE IV

National Meeting and Officers

Section 1: **Annual National Assembly.** There shall be an annual National Assembly that shall be held on a date determined by the Board of Directors.

Section 2: **National Officers.** The Members shall elect the following National Officers at the annual National Assembly:

A. President:

- 1) The President is elected at the National Assembly for a three (3) year term. The President may be re-elected for an additional consecutive three-year term, but not for a third consecutive term. Notwithstanding the foregoing, after a Member has been out of office for at least a year, the Member shall be eligible for reelection.

- 2) The duties of the President include the following:
 - a) To convene and coordinate meetings and activities of the Board of Directors. Besides a meeting during the annual National Assembly, the board holds two meetings each year, generally in May and November.
 - b) To communicate and collaborate with the Board of Directors, as well as members of standing and ad hoc committees. The President consults with the Board of Directors to appoint committee members as needed.
 - c) To represent the Conference at subcommittee meetings of the United States Catholic Conference of Bishops and to serve as liaison from the Conference with other National Conferences related to Consecrated Life.
 - d) To act in the name of the Conference, seeking consultation from other officers and/or members of the Boards of Directors and Executive Boards of other National Conferences.

B. Vice President:

- 1) The Vice President is elected at the annual National Assembly for a three (3) year term. The Vice President maybe re-elected for an additional consecutive three-year term, but shall not be eligible for a third consecutive term. Notwithstanding the foregoing, after a Member has been out of office for at least a year, the Member shall be eligible for reelection.
- 2) The Vice President is a member of the Board of Directors and assumes the responsibilities of the President in his/her absence.
- 3) The duties of the Vice President include:
 - a) To collaborate with and assist the President.
 - b) To attend the National Assembly and the two annual Board of Directors meetings.
 - c) To collaborate in the development of the agenda for the Business Meeting of the National Assembly.
 - d) To represent the Conference at other National Conferences at the request of the President.

C. Secretary:

- 1) The Secretary is elected at the National Assembly for a three-year term. The Secretary may be re-elected for an additional consecutive three year term, but shall not be eligible for a third consecutive term. Notwithstanding the foregoing, after a Member has been out of office for at least a year, the Member shall be eligible for reelection.
- 2) The Secretary is a member of the Board of Directors.
- 3) The duties of the Secretary include:
 - a) To attend the National Assembly and the two annual Board of Directors meetings.
 - b) To record the minutes of the Board of Directors meetings, and the business meeting of the National Assembly.
 - c) To publish the Proceedings of the National Assembly.

- d) To maintain accurate and complete membership information and mailing lists.
- e) To distribute mailings to Conference Members as needed and to submit resource material for publication on the Conference website.

D. Treasurer:

- 1) The Treasurer is elected at the National Assembly for a three-year term. The Treasurer may be re-elected for an additional consecutive three year term, but shall not be eligible for a third consecutive term. Notwithstanding the foregoing, after a Member has been out of office for at least a year, the Member shall be eligible for reelection.
- 2) The Treasurer is a member of the Board of Directors.
- 3) The duties of the Treasurer include:
 - a) To attend the National Assembly and the two Annual Board of Directors Meetings.
 - b) To maintain fiduciary oversight and responsibility of the Conference funds and the corporate legal structure of the Conference.
 - c) To prepare current financial statements and submit them at each of the Board of Directors Meetings.
 - d) To prepare a financial statement and a budget and submit them to the membership at the National Assembly.
 - e) To collect all dues and maintain a list of all dues paying members.

ARTICLE V

Regional Meeting and Officers

Section 1: **Annual Regional Meeting.** There shall be an Annual Regional Meeting in each region. Such meeting shall generally be held in the fall.

Section 2: **Regional Officers.** The Members within each region shall elect the following Regional Officers at that region's annual Regional Meeting:

A. Regional Chairperson. The Regional Chairperson is elected by the Members of the region for one three-year term and is responsible:

- 1. To serve on the Conference's Board of Directors, commencing at the first Board meeting following election. The Chairperson represents the region at two three-day meetings of the Board in addition to the time at the National Assembly. The National Office covers the expense of such meetings, including travel, room, and board, etc.;
- 2. To organize and conduct the annual Regional Meeting;
- 3. To represent the region where appropriate at other conferences;
- 4. To confer with the regional officers in preparing the business agenda for the Regional Meeting;
- 5. To prepare a synopsis of the Regional Meeting to be sent for incorporation in the materials provided to the Members at the National Assembly;

6. To forward regional information designated for publication to the webmaster for the Conference website;
7. To organize the details of hosting the annual National Assembly.

B. Regional Vice-Chairperson

The Regional Vice Chairperson is elected by the Members of the region for one three-year term and is responsible:

1. To assist the Chairperson;
2. To represent the Chairperson when needed;
3. To fill the role of the Chairperson either temporarily or permanently as circumstances require.

C. Regional Secretary*

The Regional Secretary is elected for a three-year term and is responsible:

1. To maintain and update the roster of Members of the region;
2. To notify members of place, date, time of regional meeting, and to send the business agenda before the meeting;
3. To keep minutes of the meetings and to keep official records of the region;
4. To take care of the correspondence of the region under the guidance of the Chairperson.

D. Regional Treasurer*

A region may choose to have a Regional Treasurer who is elected for one three-year term and is responsible:

1. To collect dues and/or registration fees;
2. To keep record of finances;
3. To prepare the annual financial report presented at the regional meeting.

* A Region may decide to have one person serve as the Regional Secretary and Regional Treasurer.

Section 3: Elections: The Members of each region shall elect that region's officers at its annual regional meeting by an absolute majority of those present in person and of those participating at the meeting electronically. In the event that no candidate receives an absolute majority of those present in person or participating electronically, subsequent ballots shall be held until a candidate for office receives an absolute majority. If, after the third ballot, no person has received an absolute majority of those voting who are present in person or participating electronically, the fourth ballot shall be limited to the two persons who received the greatest number of votes for that office on the third ballot, and the candidate receiving a majority of votes cast on the fourth ballot shall be elected to that office.

Section 4. Vacancies. A Regional Officer, elected by the affirmative vote of a majority of the regional Members at the next regular or special meeting of the Members at which a quorum is present, or by a vote held by mail/fax ballot, or by other electronic or telephonic means of communications, including email, shall fill a vacancy in any Officer's position for the unexpired remainder of any single term.

ARTICLE VI

Board of Directors

Section 1: **Size and Qualification.** The Board shall consist of up to nine (9) Directors who are Members in good standing. Four (4) of the Directors shall be those who serve as National Officers. Four (4) of the Directors shall be the Regional Chairpersons of each of the four regions: East, Midwest, South, and West. In addition, the immediate past President of the Conference shall serve as a voting Director for a term of one (1) year after completing his/her term as President. If the immediate past President is unable to assume this responsibility, then the immediate past Vice President shall assume it.

Section 2: **Powers and Duties.** The Board shall have responsibility to direct, manage, and control the business affairs of the Conference as set forth in these Bylaws. In addition, certain administrative duties may be delegated by the Board at its discretion.

Section 3: **Election and Term of Office.** The terms of the Directors shall coincide with their term in office as a National Officer or as a Regional Chair, except that the immediate past President shall serve an additional one (1) year term as Director.

Section 4: **Vacancies.**
A. Vacancies on the Board, for whatever reason, shall be filled by an appointment made by the President from among the Members who are eligible to hold elected or appointed office, after consultation with and approval by a majority of the Board of Directors at a formal meeting, or by a vote held by mail/fax ballot, or by other electronic or telephonic means of communication, including email. Any person so appointed and approved shall serve for the balance of the unexpired term of the vacancy being filled. Such appointment shall not disqualify such Member from being elected to as many as three consecutive full terms immediately upon expiration of the term for which he/she was appointed.

B. The authority of the Board of Directors to manage and direct the business, affairs, and property of the Conference shall not be affected by a vacancy in the Directors or Officers, and a vacancy shall not affect the power of the Directors in office to take any corporate action, provided such action is in keeping with the Certificate of Incorporation and these Bylaws.

Section 5. **Resignation.** Any Director may resign at any time by giving written notice to the President or to the Secretary of the Conference. A Director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A Director shall be deemed to have resigned in the event of such Director's incapacity as determined by a court of competent jurisdiction. In the event that the National President resigns or is impeded, the Vice President succeeds to the office of President. In the event that both resign or are impeded, the Secretary is to convene the Board of Directors which is empowered to appoint new officers to serve until

the next National Assembly. In the event that the Regional Chairperson resigns or is impeded, the Assistant Chairperson succeeds to the office of Chairperson. In the event that both resign or are impeded, the Secretary is to inform the National President, who, after verifying both vacancies, is empowered to appoint an acting Chairperson to serve until the next National Assembly or Regional Meeting. The Board of Directors is empowered to fill vacancies as necessary between National Assemblies.

Section 6: **Quorum.** A majority of the Board shall constitute a quorum for the transaction of business.

Section 7: **Voting.** Each Director shall have one (1) vote on each matter brought before the Board.

Section 8: **Meetings.** The Board shall meet a minimum of three (3) times per year. A meeting of the Members of each region shall be held prior to the general business meeting at the National Assembly. Special meetings, including teleconferences, shall be held on seven (7) days' prior notice upon the call of the President or the call of a majority of the Board of Directors.

Section 9: **Written Consent of Directors for Action Taken Without a Meeting.** To the extent provided by the laws of the State of Connecticut, whenever Directors are required or permitted to take action by vote, such action may be taken without a meeting, by written consent setting forth the action so taken, signed by all Directors entitled to vote thereon.

Section 10: **Electronic Meetings.** Any one or more Directors, or any member of any committee of the Board of Directors, may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting are able to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VII

Committees of the Board

Section 1: **Committees.** The Board of Directors shall select all standing and special committees, designate duties, and authorize payment of justifiable expenses. When deemed to be appropriate, committees may include the representation of at least one (1) Director then serving on the Board.

Section 2: **Standing Committees.**

A. Executive Committee. The Executive Committee shall consist of the National Officers and immediate past President for as long as he/she serves on the Board as immediate past President. The Executive Committee shall meet on the call of the President and shall have all the powers of the Board of Directors to carry out the policies of the Board between meetings.

B. Nominating Committee. The Nominating Committee shall consist of a minimum of two (2) members invited to serve by the Board of Directors. The Nominating Committee shall meet as frequently as necessary to ensure that there are sufficient candidates as may be necessary to fill any vacancy in the Board of Directors and to fill the National Offices. At least thirty (30) days before the National Assembly, the Nominating Committee shall present a slate of potential candidates to the Members. The Members shall elect the Officers/Directors from the slate of candidates proposed by the Nominating Committee and from other nominations made directly by the Members.

C. Technology and Social Media Committee. The Technology and Social Media Committee shall consist of at least five (5) members, including one Director serving on the Board and one member from each Region. The Committee shall meet as frequently as necessary to address and implement the social media and technology related directives of the Board.

Section 3: **Ad Hoc Committees.** The Board shall appoint Ad Hoc Committees, with such authority as provided by the Board when the Committee is formed, to accomplish goals established by the Board.

ARTICLE VIII

Meetings

Section 1: **Annual National Assembly.** The annual National Assembly shall be held on a date determined by the Board of Directors.

Section 2: **Annual Regional Meeting.** The annual Regional Meetings shall be held on a date and in a manner (in person or by video conference) to be determined by each Regional Chairperson or other individual designated by the Regional Chairperson upon consultation of that Region.

Section 3: **Special Meetings of the Members.** Special meetings of the Members may be called at any time by the President and shall be called whenever requested in writing by a majority of the Members or by a majority of the Directors serving on the Board.

Section 4: **Notice Requirements.** Written notice shall be given by the Secretary or designee of every annual meeting and of every special meeting of the Members at least fourteen (14) days before the time appointed therefor.

Section 3: **Electronic Meetings.** Any one or more Members may participate in the National Assembly or in a Regional Meeting of Members by means of conference telephone or similar communications equipment provided that all persons participating in the meeting are able to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IX

Archives

The archives of the National Conference of Vicars for Religious shall be maintained at the Hesburgh Library at the University of Notre Dame, Indiana, with its director as archivist. The Board of Directors shall supervise the collection, evaluation, and transfer of materials to the archives, and shall authorize any further disposition of such archives.

ARTICLE X

Corporate Prohibitions

- A. No substantial part of the activities of the Conference shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Conference shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- B. No part of the net earnings of the Conference shall inure to the benefit of, or be distributable to its Members, Directors, Officers, or other private persons, except that the Conference 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 Article II hereof.

ARTICLE XI

Indemnification

- A. The Conference shall indemnify any Director, Officer, or employee who was or is a party, or was threatened to be made a party, to any threatened, pending or completed action, suit or proceeding because she is a Director, Officer, or employee, against judgments, fines, penalties, amounts paid in settlement and expenses, including attorneys' fees, for which said Director, Officer, or employee became or may have become liable by reason of her being or having been a Director, Officer, or employee provided such person acted in good faith and in a manner reasonably believed to be in the best interest of the Conference pursuant to Conn. Gen. Stats. §33-117, and shall advance legal expenses as provided in Conn. Gen. Stats. §§33-1119 and 33-1122.
- B. The personal liability of a Director to the Conference for monetary damages for breach of duty as a Director is hereby limited, pursuant to Section 33-1026(b) of the Connecticut General Statutes, to the amount of compensation received by the Director for serving the Conference during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the Director, (b) enable the Director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Director to the Conference under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Conference, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Conference.

ARTICLE XII

Dissolution

The Conference reserves unto itself the right to dissolve, as and when it may be deemed expedient, upon two-thirds (2/3) majority vote of the Directors present or participating by electronic means at a regular or special meeting of its Board of Directors at which a quorum is present, and upon approval of a majority of its Members present or participating by electronic means at a duly called meeting of the Members, but only on the condition that upon the dissolution of the Conference, its assets, after payment of obligations, will be transferred to one or more Internal Revenue Service Section 501(c)(3) entities affiliated with the Roman Catholic Church to be chosen by the Board of Directors. The dissolution of the Conference shall be without profit to any individual or individuals connected with the Conference.

ARTICLE XIII

Amendments

The Certificate of Incorporation and the Constitution and Bylaws of the Conference may be altered, amended, or repealed and a new Amended or Amended and Restated Certificate of Incorporation or Amended Constitution and Bylaws may be adopted upon two-thirds (2/3) majority vote of the Directors present or participating at any regular or special meeting of the Board at which a quorum is present, and approval by a majority of the Members present or participating at any regular or special meeting of the Members.