

Report of the NCVACC Bylaws Committee

April 1, 2011

At the 2011 midwinter meeting of the NCVACC Board of Directors, the board authorized a revision of the NCVACC Bylaws. I am pleased to present the board this revision in time for the upcoming annual membership meeting at Malverne, Pennsylvania. This committee looks forward to the presentation it will be given at that meeting and recommends one or more interactive membership forums to aid in its adoption.

Since the proposed bylaws do away with the current constitution, the general membership will have to agree to its adoption by a two thirds vote, after being informed three months in advance of the proposed bylaw revision.

Guiding Principles: The committee adopted several guiding principles.

Foremost was the goal to manage NCVACC on sound administrative and financial principles and best practices. At a time when corporate governance is moving towards smaller boards with more electronic communications, it is important for NCVACC to do the same.

The committee recognized that an organization that promotes ethical and democratic decision making must also practice it, so another goal was to uphold the principle of ethical representative democracy in NCVACC's governance structures.

As a volunteer organization, NCVACC cannot rely just on its board but must make best use of committees to perform its work. So efforts were made to optimize the efficiency and effectiveness of committee structures.

Another goal was to revise the constitution and bylaws so that they would be consistent with best practice and current parliamentary practice. The current practice is to have just one governing document – the bylaws. Having two adds a needless complication and offers no apparent benefit.

The current constitution and bylaws occasionally use language more consistent with articles of incorporation. Those sections are better kept in the articles of incorporation and remove from the bylaws.

The proposed bylaws were organized to fit parliamentary practice. For example, it's customary to first define the officers and how they're elected before describing the board of directors, so that practice was followed here.

Efforts were made to eliminate contradictions between the NCVACC Constitution and Bylaws, and between sections of the Bylaws. Parliamentary practice holds that when an organization has both a constitution and bylaws, the constitution takes precedence so contradictions must be resolved in favor of the more primary governing document, in effect negating those sections of the bylaws.

Efforts were also made to eliminate minor details or information that would be easily referenced in the text of the governing parliamentary authority – here, Roberts Rules¹. Bylaws should contain the basic and most important rules that relate to an organization. Secondary and minor rules, practices and customs are better left to special rules, standing rules or referenced in the governing parliamentary authority. For example the following sentence - "Voting shall be by voice, ballot or other means as the matter may require" – merely means that members can decide how to vote and adds nothing not already contained in Roberts Rules. For example, the section on disciplinary removal is better handled via the detailed procedures found in Roberts Rules.

¹ references to Roberts Rules are to the most recent revision of Roberts Rules

Specific Revisions

The purpose will be amended to highlight the fact that NCVACC awards certificates of proficiency as a primary purpose. Language relating to certificates of membership will be removed, since any membership certificates would be of secondary importance.

Honorary membership will require evidence of notable service to NCVACC, not just a desire to further the mission.

The board of directors will be replaced by the term "executive board" to highlight the fact that the executive board is responsible for managing all aspects of NCVACC.

Members-at-large will assume responsibilities as committee (or subcommittee) chairs.

A committee structure will be presented with specific standing committees created to reduce the work of the Board of Directors as a whole.

The nomination committee will be presented in greater detail.

The executive committee will be eliminated. The benefit of allowing officers to meet electronically eliminates the need for a subgroup of the Board of Directors to act as a representative of the whole, and increases democratic participation. This also eliminates any tension created by having a "board within a board."

Legal language will be normalized as much as possible. Items more consistent with an Articles of Incorporation document will be removed from the bylaws.

Issues directly impacting members such as the election of officers and their removal, changes in dues, and bylaw changes will be placed in the hands of the members.

The annual convention will be titled the annual education and membership meeting to avoid confusion with other meetings NCVACC might have, and to avoid confusion with its title. Currently, the use of the term convention can mean both the organization as well as its annual membership meeting.

Respectfully submitted,

Arthur C. Russo, April 1, 2011

21 **PROPOSED BYLAW REVISIONS OF THE**
22 **NATIONAL CONFERENCE OF VETERAN AFFAIRS CATHOLIC CHAPLAINS**

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24 **ARTICLE I**

25 **NAME**

26 The name of this organization shall be the NATIONAL CONFERENCE OF VETERANS AFFAIRS
27 CATHOLIC CHAPLAINS, officially abbreviated as NCVACC.

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29 **ARTICLE II**

30 **OBJECT**

31 The object and purpose of this association, organized as a non-profit corporation, shall be to:

- 32 A. Provide mutual support for members working in the Chaplaincy Service of the VA,
33 B. Provide a forum for the training, study and development of all phases of VA Pastoral care,
34 C. Award such certificates of proficiency as the bylaws may allow,
35 D. Serve as the corporate body for VA Catholic chaplains to contact and communicate with the
36 National Episcopal Advisor and the Archdiocese for the Military Service, U.S.A.

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38 **ARTICLE III**

39 **MEMBERS**

40 Section 1. Classification. The National Conference of Veteran Affairs Catholic Chaplains shall have
41 the following membership classifications:

- 42 A. Regular. To qualify for regular membership an individual shall give evidence of holding
43 an official appointment as a VA Catholic Chaplain endorsed by the Archdiocese for the
44 Military Services. Membership becomes effective with receipt of dues by NCVACC.
45 B. Honorary. To qualify for honorary membership an individual shall 1) give evidence of
46 being retired from active ministry as a VA Catholic Chaplain, or 2) give evidence of
47 notable service to NCVACC and express a desire to further the mission of NCVACC.
48 An individual shall be granted honorary membership by a majority vote of the regular
49 membership at the annual education and membership meeting upon recommendation by

50 any regular member. Honorary members shall not pay dues, and shall not have the right
51 to vote but will otherwise enjoy the benefits of regular membership.

52 Section 2. Board Certified Catholic Chaplain. To qualify for a) board certification under the auspices
53 of the U.S. Catholic Conference and b) use of the title “Board Certified Catholic Chaplain”, a
54 member shall successfully meet the certification criteria as set forth by the NCVACC Certification
55 Committee.

56 Section 3. Dues

- 57 A. Annual Dues: Annual dues shall be as set forth in the NCVACC Standing Rules.
- 58 B. Dues Adjustment: Dues may be adjusted following a proposal by the Executive Board
59 and approved at the Annual Conference by a two thirds vote of the regular membership.
60 Dues adjustments take effect the 1st day of January following the annual education and
61 membership meeting during which the dues adjustment was approved.
- 62 C. Dues Payment Dates: Dues shall be due and payable to the Treasurer by January 1.
63 Membership shall be delinquent if dues are not paid by the last day in February and
64 forfeited if dues are not paid by the last day in April. The Executive Board may extend
65 this due date for individual members experiencing unexpected dire circumstances.
- 66 D. Dues Proration: There is no proration of dues for new members joining after the first of
67 the year.

68 Section 4. Fees. Fees for board certification, reinstatement, and other services related to membership
69 shall be determined by the Executive Board.

70 Section 5. Membership Year. The membership year shall be January 1 through December 31.

71 Section 6. Reinstatement. Reinstatement shall be granted by the affirmative two thirds vote of the
72 Executive Board after the following are received: 1) written request for reinstatement, 2) any
73 applicable past and current annual dues, and 3) reinstatement fee.

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76 **ARTICLE IV**

77 **OFFICERS**

78 Section 1. Elected Officers. The elected officers of the National Conference of Veterans Affairs
79 Catholic Chaplains shall be a president, a vice-president, a secretary, a treasurer, and three members-
80 at-large.

81 Section 2. Qualifications. To be eligible for elected office a person shall be a regular member.

82 Section 3. Terms of Office. The elected officers shall assume office at the close of the annual
83 education and membership meeting at which they are elected. These officers shall serve for three
84 years until the close of that year's annual education and membership meeting, or until their
85 successors assume office. Officers shall not serve more than two consecutive terms in the same
86 office.

87 Section 4. Salaries. Officers shall not receive salaries for their services, but by resolution of the
88 Executive Board a fixed sum and expenses of attendance, if any, may be allowed for each regular or
89 special meeting of the Executive Board.

90 Section 5. Vacancy in Office. In the case of a vacancy in the office of president, the vice-president
91 shall serve as president for the remainder of the term. A vacancy in the office of vice-president,
92 secretary or treasurer shall be filled by a majority vote of the Executive Board from among the
93 elected officers. Anyone so elected will fill that office for the remainder of the term. A vacancy in
94 the member-at-large office shall be filled by appointment of the president; any member-at-large so
95 appointed will remain in office for the remainder of that term.

96 Section 6. Resignation of Office. An elected officer resigning from office shall submit his resignation
97 in writing either to the president of NCVACC or, in the event of the president's resigning, to the
98 vice-president.

99 Section 7. Removal from Office. An elected officer may be removed from office with or without
100 cause by

- 101 A. a two thirds vote of the membership at a general membership if the notice of the meeting
102 names the elected officer being considered for removal at such meeting, or
103 B. a two thirds vote of the executive board at an executive board meeting if the notice of the
104 meeting names the elected officer being considered for removal at such meeting.

105 Section 8. Duties of Officers. The elected officers shall perform the duties provided in this section
106 and such other duties as are prescribed for the office in these bylaws, by the Executive Board, or in
107 the adopted parliamentary authority.

108 A. Duties of the President. The president shall:

- 109 1) be the chief executive officer and official spokesman of NCVACC;
- 110 2) appoint, subject to the approval of the NCVACC Executive Board, the following:
 - 111 a) the chairman and members of each standing committee except the nominating
112 committee and the certification committee;
 - 113 b) the chairmen of the education and liturgy, site and services, and registration and
114 hospitality subcommittees of the planning committee.
 - 115 c) the chairman and members of special committees.
- 116 3) be ex-officio a member of all NCVACC committees, except the nominating
117 committee and the certification committee;
- 118 4) appoint members-at-large as committee and/or subcommittee chairmen.

119 B. Duties of the Vice-President. The vice-president shall chair the planning committee and
120 be a member of the budget and finance committee.

121 C. Duties of the Secretary. The secretary shall be the recording officer of NCVACC and the
122 custodian of its records, except those assigned to others.

123 D. Duties of the Treasurer. The treasurer shall:

- 124 1) be the principal accounting and financial officer of NCVACC;
- 125 2) serve as chairman of the budget and finance committee;
- 126 3) make a financial report to the Executive Board at each meeting and at other times
127 when requested by the president or the Executive Board;
- 128 4) submit the most recent budget report and financial statement at the annual education
129 and membership meeting.

130 E. Duties of the Members-at-Large. The members-at-large shall serve a) as standing
131 committee chairmen or b) as subcommittee chairmen on one of the three standing
132 subcommittees of the planning committee (education and liturgical, site and services,
133 registration and hospitality).

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ARTICLE V
NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- A. Membership. The nominating committee shall consist of a chair and two members from the regular membership appointed by the Executive Board. No member of the nominating committee shall serve for more than two consecutive terms.
- B. Duties. The nominating committee:
 - 1) shall hold a meeting no later than April 1 of the election year;
 - 2) shall consider all candidates for elected officers whose names are proposed by any NCVACC member and received by the committee by March 30 of the election year;
 - 3) may consider additional candidates during its deliberations;
 - 4) shall submit at least one name for each position to be filled.
- C. Committee Report. The report of the committee shall be submitted to the Executive Board for inclusion a) in the NCVACC website and b) in the call to the annual education and membership meeting, and shall be read on the first day of the annual education and membership meeting.
- D. Nominations from the Floor. Following the report of the committee, additional nominations may be made from the floor. No name shall be placed in nomination without written consent of the nominee.

Section 2. Election of Officers. Officers shall be elected by ballot at the annual education and membership meeting. The vote required shall be that described in Article VI, Section 4.

ARTICLE VI
MEETINGS

Section 1. Annual Education and Membership Meeting. The annual education and membership meeting shall be held in the fall of each year at a place, date, and time determined by the Executive Board.

- A. Purpose. The purposes shall be as follows:
 - 1) for education, fellowship, support, networking, and sharing experiences; and

165 2) for the purpose of electing officers, receiving reports, and transacting such other
166 business as may properly come before it.

167 B. Notice. Written notice of the annual education and membership meeting, giving the place,
168 dates, and times shall be given at least three months in advance.

169 C. Quorum. The quorum at the annual education and membership meeting shall be a majority
170 of the regular members who have registered for that meeting.

171 Section 2. Special Membership Meetings. Special meetings of the members may be called by the
172 Executive Board. It shall be the duty of the Executive Board to call special meetings upon the
173 request of not less than fifteen of the regular members.

174 A. Notice. The secretary shall give notice of any special meetings, giving the purpose, place,
175 date, and time at least thirty days in advance.

176 B. Quorum. The quorum at a special meeting shall be 50 members.

177 Section 3. Postponement. In the event of an emergency, the Executive Board by a two-thirds vote
178 may postpone any annual or special membership meeting after notice was given. All members shall
179 be notified of the postponement in a manner determined by the Executive Board to be fair and
180 reasonable.

181 Section 4. Voting. Regular members shall be entitled to one vote on each matter submitted to a vote.
182 There shall be no absentee voting or voting by proxy. Adoption of a main motion and any election
183 shall require the affirmative vote of a majority of regular members.

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ARTICLE VII

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EXECUTIVE BOARD

187 Section 1. Composition. The members of the Executive Board shall be the president, vice-president,
188 secretary, treasurer, and the three members-at-large.

189 Section 2. Power and Authority. The Executive Board shall have full power and authority over the
190 affairs of NCVACC between the annual education and membership meetings except as otherwise
191 provided in these bylaws; the Executive Board shall adopt special rules of order and standing rules
192 to govern its proceedings and the affairs of NCVACC over which it has power and authority.

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194 Section 3. Duties. The Executive Board shall:

- 195 A. adopt a budget;
- 196 B. determine the place, date, time, and registration fee for the annual education and
- 197 membership meeting upon the recommendation of the planning committee;
- 198 C. set the fees for certification, reinstatement, and other services related to membership;
- 199 D. approve the report of the auditor annually;
- 200 E. fill vacancies as provided in these bylaws;
- 201 F. appoint a parliamentarian;
- 202 G. have such other duties as are prescribed for the Executive Board in these bylaws, by the
- 203 annual education and membership meeting, or in the adopted parliamentary authority.

204 Section 4. Meetings.

- 205 A. Regular. Regular sessions of the Executive Board shall be held at quarterly intervals. The
- 206 first and last sessions shall be held at the site of the annual education and membership
- 207 meeting, just prior to and just following the annual education and membership meeting.
- 208 The first meeting of the Executive Board shall be defined as the meeting just following the
- 209 annual education and membership meeting to coincide with the election, if any, of new
- 210 board members. Call of a regular meeting shall be given at least fourteen days in advance.
- 211 B. Special. Special meetings of the Executive Board may be called by the president and shall be
- 212 called by written request of three members of the board. The purpose of the meeting shall
- 213 be stated in the call. Except in cases of emergency, at least seven days notice shall be given.
- 214 C. Observers. With the exception of executive sessions, members of NCVACC may attend
- 215 meetings of the Executive Board as observers.

216 Section 5. Quorum. A majority of the board members shall constitute a quorum.

217 Section 6. Vote Required. Adoption of a main motion and any election shall require the affirmative

218 vote of a majority of the members of the Executive Board present.

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221 **ARTICLE VIII**

222 **COMMITTEES**

223 Section 1. Standing Committees.

224 A. Composition and Terms. The seven standing committees of the NCVACC shall be auditing,
225 bylaws, budget and finance, certification, communications, membership, and planning.

- 226 1) The budget and finance committee shall be composed of the treasurer as chairman,
227 the vice-president, and two members elected by the Executive Board ;
- 228 2) The planning committee shall be composed of the vice-president as chairman, one
229 member-at-large and one or more members elected by the Executive Board;
- 230 3) All standing committee chairmen shall be members of NCVACC.
- 231 4) Committee members may include honorary members and nonmembers of
232 NCVACC recommended by the respective chairman, appointed by the president and
233 approved by the Executive Board.
- 234 5) All standing committees shall report to the Executive Board and shall be responsible
235 to the president between meetings. Policy set by a committee shall be approved by
236 the Executive Board.
- 237 6) The chairman of each standing committee shall be ex-officio a member of all
238 subcommittees within the respective committee.
- 239 7) When drafting of a bylaw revision is authorized, the bylaws committee shall consist
240 of a chairman and at least two other members.
- 241 8) The term for committee members shall correspond to that of the officers.

242 B. Auditing Committee. The committee shall:

- 243 1) consist of three members appointed by the president;
- 244 2) audit the treasurer's account annually and additionally as directed by the Executive
245 Board;
- 246 3) report to the membership at the annual education and membership meeting;
- 247 4) due to conflicts of interests, the treasurer shall not serve on the auditing committee.

248 C. Bylaws Committee. In regards to NCVACC Bylaws and Standing Rules, the committee shall:

- 249 1) review all submitted amendments and edit for composition;
- 250 2) posses the right to originate amendments; and

251 3) submit proposed amendments and revisions to the members together with
252 recommendations for action not less than three months prior to the annual
253 education and membership meeting.

254 D. Budget and Finance Committee. The committee shall:

255 1) have general supervision of the finances and investments subject to the approval of
256 the Executive Board ; and

257 2) prepare an annual budget for presentation to the Executive Board.

258 E. Certification Committee. The committee shall.

259 1) prepare the criteria for board certification for approval by the NCVACC Executive
260 Board;

261 2) submit to the Executive Board for approval any substantial changes in the criteria for
262 board certification;

263 3) process applications for Board Certified Catholic Chaplain in the NCVACC;

264 4) conduct the certification process and interviews; and

265 5) submit successful candidates to the NCVACC Executive Board for final approval
266 and granting of board certification status.

267 F. Communications Committee. The committee shall:

268 1) investigate and recommend methods for increasing communications among
269 NCVACC members;

270 2) investigate and recommend methods of acquainting the general public with
271 NCVACC;

272 3) be responsible for the NCVACC newsletter;

273 4) be responsible for the NCVACC website; and

274 5) appoint, with the approval of the Executive Board, a webmaster to maintain and
275 update the NCVACC website.

276 G. Membership Committee. The committee shall:

277 1) process applications for membership in NCVACC;

278 2) submit membership fees to the treasurer as received;

279 3) promote recruitment and retention of membership; and

280 4) maintain and update the membership roster.

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- 282 H. Planning Committee. The committee shall:
- 283 1) be responsible for planning the annual education and membership meeting;
- 284 2) submit to the Executive Board for approval the brochure, as well as the education,
- 285 liturgical, and site and services plans for the annual education and membership
- 286 meeting;
- 287 3) contract with the annual education and membership meeting site for site and services
- 288 following approval of the Executive Board;
- 289 4) contract with the board approved speakers and presenters; and
- 290 5) be composed of three subcommittees with duties as follows:
- 291 a) Education and Liturgy Subcommittee: The subcommittee shall
- 292 i. create and develop the educational content for the annual education and
- 293 membership meeting, and identify the speakers and presenters, for approval
- 294 of the planning committee chairman and the NCVACC Executive Board,
- 295 and
- 296 ii. Create and develop the liturgy celebrated during the AEMM for approval of
- 297 the planning committee chairman, and the NCVACC Executive Board.
- 298 b) Site and Services Subcommittee. The subcommittee shall develop all plans
- 299 relating to the identifying, scheduling, and contracting of the site and the services
- 300 the site will provide for the annual education and membership meeting, and will
- 301 submit these recommendations for approval of the planning committee
- 302 chairman, and the NCVACC Executive Board.
- 303 c) Registration and Hospitality Subcommittee. The subcommittee shall be
- 304 responsible for creating and maintaining a list of attendees, and for receiving
- 305 attendees and assigning their rooms.

306 Section 2. Special Committees. Special committees may be created as necessary by the NCVACC

307 Executive Board.

308 Section 3. President as Ex-Officio Member. The president shall be ex-officio a member of all

309 committees except the certification committee and the nominating committee.

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ARTICLE IX
ELECTRONIC MEETINGS AND COMMUNICATIONS

Section 1. Meetings. The NCVACC Executive Board and all committees and subcommittees shall be authorized to meet via electronic communications media so long as all the members shall simultaneously hear each other and be able to participate during the meeting.

Section 2. Communications. Unless members indicate otherwise to the NCVACC Executive Board, all communication required in these bylaws may be sent electronically, including meeting notices, provided that the electronic system used provides confirmation that the communication was received. All references in these bylaws to mail may be sent using this method.

ARTICLE X
ADMINISTRATIVE OPERATIONS

Section 1. Headquarters. The NCVACC shall continuously maintain in the State of Illinois a registered office.

Section 2. Registered Agent. The NCVACC shall continuously maintain a registered agent whose business is identical with such registered office.

Section 3. Fiscal Year. The fiscal year shall be from January 1 through December 31.

ARTICLE XI
INDEMNIFICATION

Any officer, employee, or agent of NCVACC who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, shall be indemnified for all expenses and liabilities actually and reasonably incurred in connection therewith to the extent permitted by applicable law of the jurisdiction in which NCVACC is incorporated.

ARTICLE XII
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of NCVACC in all cases to which they are applicable and in which they are not

340 inconsistent with these bylaws, any special rules of order that NCVACC may adopt, and any statutes
341 applicable to this organization that do not authorize the provisions of these bylaws to take
342 precedence.

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ARTICLE XIII

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AMENDMENT AND REVISION

346 Section 1. Amendment. The bylaws may be amended at any annual education and membership
347 meeting by a two-thirds vote, provided that the amendment has been submitted to the bylaws
348 committee no later than April 1 together with identification of proposer(s) and any
349 recommendations for action. The proposed amendment will be mailed to the membership with the
350 call to meeting of the annual education and membership meeting.

351 Section 2. Revision. These bylaws may be revised only upon authorization by the membership at the
352 annual education and membership meeting.

353 A. Preparation of Revision. Preparing and presenting an authorized revision shall be the duty of
354 the bylaws committee.

355 B. Notice of Proposed Revision. The proposed revision shall be mailed to the members no
356 later than three months prior to the start of the annual education and membership meeting.

357 C. No Amendment to Existing Bylaws. If a revision is authorized there shall be no other
358 amendments proposed to the existing bylaws.