



BYLAWS of the NATIONAL ASSOCIATION FOR LAY MINISTRY

Approved March 2017

By-Laws

ARTICLE I - NAME

Section 1. Name

- A. The name of the organization shall be the NATIONAL ASSOCIATION FOR LAY MINISTRY, hereinafter referred to as "the Association."

ARTICLE II - PURPOSES

Section 1. Purposes

- A. The Association exists:
 1. to provide vision, voice, leadership and advocacy for lay ministers and for the development of lay ministry in the Catholic Church;
 2. to foster and support the spiritual and theological formation, training, and ongoing development of career and volunteer lay ministers;
 3. to assist lay ministers in their task of enabling all the baptized to be "salt and light" for society;
 4. to offer an organizational home for a variety of lay ministries;
 5. to provide networking, products, and services for members that assist and support them in their ministry; and
 6. to foster communication, mutual respect, and collaboration among all who serve the Church.

ARTICLE III - MEMBERSHIP

Section 1. Eligibility

- A. Membership shall be open to persons who:
 1. engage in ministry on the national, regional, diocesan, parish, community, or institutional levels;
 2. train, coordinate, or supervise lay ministers; and/or
 3. have an interest in and are committed to any or all of the stated purposes of the Association.

Section 2. Categories

- A. The Board of Directors shall approve all categories, criteria, and privileges of membership in the Association.

ARTICLE IV FORUMS

Section 1. Definition

- A. Association forums are constituency-based groups of NALM members whose participants share a common role or interest in lay ministry.

Section 2. Determination

- A. The Board of Directors shall determine the nature and number of all Association forums.

Section 3. Leadership

- A. Each forum shall determine its own leadership arrangements in accordance with these bylaws and Association policy. The Board of Directors shall appoint a liaison from the Board to each forum.

Section 4. Meetings

- A. Forums shall convene in conjunction with the Annual Meeting of the Association and at other times that policy or need may dictate.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Composition

- A. Unless otherwise specified in these bylaws, the Board of Directors shall consist of:
 - 1. eight (8) Directors elected by the general membership; and
 - 2. no more than two additional (2) Directors appointed by the Board.

ARTICLE V - Section 2. Responsibilities

- A. The Board of Directors shall exercise all powers, duties, and responsibilities vested in or delegated to them on behalf of the Association and not specifically reserved to the membership.
- B. In addition to responsibilities identified elsewhere in these bylaws, the Board of Directors is also responsible to:
 - 1. serve as trustees of the Association and constitute its chief governing body;
 - 2. oversee the mission of the Association and set policies for its operation;
 - 3. engage in and implement annual and long-range planning;

4. approve the annual budget, establish and monitor fiscal policy and practice, and secure the financial well-being of the Association;
5. ensure that acts and decisions of the Board and Association are properly recorded, maintained, and communicated to the membership;
6. approve all official position statements of the Association; and
7. employ, supervise, and evaluate the Executive Director.

ARTICLE V - Section 3. Eligibility

- A. Only current members of the Association, who have been such for two years, who have served on a standing or ad hoc committee for two years, and who have attended the annual conference within the last five years, are eligible for election to the Board of Directors.

ARTICLE V - Section 4. Nomination and Election

A. Nomination

1. The Nominating Committee shall identify and propose to the Board of Directors candidates for election to the Board. In no event shall it propose fewer candidates than the number of vacancies to be filled.
2. The Board of Directors shall authorize the slate of candidates to be presented to the membership for election.

B. Election

1. Election to the Board of Directors shall be conducted annually by written ballot or other means approved by the Board.
2. A plurality of votes cast shall govern to fill the existing vacancies. In case of a tie, the Board of Directors shall determine a process to resolve the election.

ARTICLE V - Section 5. Term

- A. Members of the Board of Directors shall serve a term of three (3) years, commencing with their installation and terminating with the installation of their successor.

ARTICLE V - Section 6. Re-election

- A. Members of the Board of Directors shall be eligible for re-election to one (1) additional term. After serving two terms, a member shall be eligible for subsequent re-election only after a three-year absence from the Board.

ARTICLE V - Section 7. Resignation and Removal

- A. A Director may resign at any time by giving written notice to the Chairperson or the Secretary. Such resignation shall take effect on the date the notice is received, or at a later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.
- B. A Director may be removed from the Board by a two-thirds vote of the members of the Association.
- C. A Director may be removed from the Board upon absence from three consecutive meetings of the Board of Directors without reasonable excuse.

ARTICLE V - Section 8. Vacancies

- A. In the event of the death, resignation, or removal of a Director, a successor shall be selected and appointed by the remaining members of the Board to complete the unexpired term of the predecessor.

ARTICLE V - Section 9. Meetings

- A. Regular meetings of the Board of Directors shall be held at least twice a year in a manner and at a date, time, and place determined by the Board.
- B. Special meetings of the Board of Directors may be held when called by the Chairperson or a majority of Directors.

ARTICLE V - Section 10. Notice and Waiver of Meetings

- A. The Secretary or another authorized person shall give to all Directors notice of all Board meetings, with a statement of the meeting date, time, place, and subject to be considered.
- B. A Director may waive notice of any meeting of the Board of Directors. The attendance of a Director at any meeting of the Board shall constitute a waiver of notice of the meeting, except when a Director attends such a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE V - Section 11. Quorum

- A. A quorum shall consist of a simple majority of the voting members of the Board of Directors, including the Chairperson or Vice-Chairperson, for the transaction of Association business at any meeting of the Board.

ARTICLE V - Section 12. Decision-making

- A. The standard decision-making process of the Board of Directors shall be that of consensus. When consensus cannot be reached, a simple majority of Directors present and voting at the meeting shall govern.

ARTICLE VI - OFFICERS

Section 1. Composition

- A. Officers of the Association shall be the Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Chair-Elect and Immediate Past Chair shall both serve as officers during the three-month transition period (from the March "Face to Face" meeting until installation of the Board at the Annual Conference).
- B. Unless otherwise specified in these bylaws, no Officer shall hold simultaneously more than one (1) office. Upon determination by the Board of Directors, the positions of Secretary and Treasurer may be held by one person for any given term.
- C. The Officers of the Board of Directors shall serve in their same respective capacities for the Association.

ARTICLE VI - Section 2. Chairperson

- A. In addition to duties identified elsewhere in these bylaws, the Chairperson of the Association shall:
 - 1. report to the Board of Directors;
 - 2. be the representative of the Board of Directors to whom the Executive Director shall report;
 - 3. appoint committee chairpersons and members in consultation with the Board of Directors and Executive Director;
 - 4. serve as ex officio member of all committees except the Nominating Committee;
 - 5. serve as an official spokesperson for the Association; and
 - 6. perform other duties as prescribed by the Board of Directors.

ARTICLE VI - Section 3. Vice-Chairperson

- A. In addition to duties identified elsewhere in these bylaws, the Vice-Chairperson of the Association shall:
 - 1. in the absence of the Chairperson, assume all responsibilities of the Chairperson;
 - 2. serve as chairperson of the Personnel Committee;
 - 3. serve as ex officio member of all committees except the Nominating Committee; and
 - 4. perform other duties as required.

ARTICLE VI - Section 4. Secretary

- A. In addition to duties identified elsewhere in these bylaws, the Secretary of the Association shall:
1. record the minutes of all meetings and proceedings of the Board of Directors and the membership; and
 2. perform other duties as required.

ARTICLE VI - Section 5. Treasurer

- A. In addition to duties identified elsewhere in these bylaws, the Treasurer of the Association shall:
1. oversee the administration of all funds and assets of the Association;
 2. serve as Chief Financial Officer of the Association;
 3. serve as chairperson of the Finance Committee;
 4. in collaboration with the Executive Director and Finance Committee, be responsible to insure the preparation of the annual budget and financial statement of the Association;
 5. in collaboration with the Executive Director and Finance Committee, present the annual fiscal report of the Association to the Board of Directors and the general membership at the Annual Meeting or at any Special Meeting at which such a report is requested in writing by at least one-fourth of the members; and
 6. cause a fiscal audit of the Association to be conducted annually.

ARTICLE VI - Section 6. Immediate Past Chair

- A. In addition to duties identified elsewhere in these bylaws, the Immediate Past Chair shall, during the three-month Period of Transition:
1. Perform the duties of Chairperson.
 2. Act as consultant/mentor to the Chair-Elect.
 3. Attend all Board meetings.
 4. Serve as a member of the Executive Committee.
 5. Attend Annual Conference.

ARTICLE VI - Section 7. Chair-Elect

- A. In addition to duties identified elsewhere in these bylaws, the Chair Elect shall:
1. Prepare to perform duties of Chairperson.
 2. Be a voting member of the Board.
 3. Attend all Board meetings.

4. Serve as a member of the Executive Committee.
5. Attend annual conference.
6. Perform other duties as requested by Chairperson.

ARTICLE VI - Section 8. Eligibility

- A. Officers shall be selected from the current Board of Directors.

ARTICLE VI - Section 9. Discernment

- A. The Board of Directors shall discern annually Directors to fill the vacating offices of the Association.

ARTICLE VI - Section 10. Terms

- A. The Chairperson shall serve a single two (2)-year term. Should the Chairperson be selected in the second or third year of a Board term, his/her service as a Director, and the size of the Board, shall be adjusted accordingly.
- B. Other Officers shall serve a one (1)-year term, and shall be eligible for one (1) additional consecutive term in that office.
- C. Unless otherwise specified in these bylaws, the terms of all Officers shall commence with their installation as Officer, and terminate with the installation of their successor.

ARTICLE VI - Section 11. Resignation and Removal

- A. An Officer may resign his/her office at any time by giving written notice to the Chairperson or the Secretary. Such resignation shall take effect on the date the notice is received, or at a later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.
- B. An Officer may be removed from office by the Board of Directors, with or without cause, upon vote of at least a two-thirds majority of the Directors at any meeting of the Board at which a quorum is present.

ARTICLE VI - Section 12. Vacancies

- A. In the event of the death, resignation, or removal of an Officer, a successor shall be selected and appointed by the Board of Directors to complete the unexpired term of the predecessor.

ARTICLE VII EXECUTIVE DIRECTOR

Section 1. Employment

- A. An Executive Director may be hired and be responsible to the Board of Directors. An Executive Director shall serve at the pleasure of the Board.

1. In the absence of an Executive Director position, the Chair of the Board assumes the responsibilities of the Executive Director and directs the affairs of the association in collaboration with, and the consensus of, the Board of Directors.

ARTICLE VII - Section 2. Responsibilities

A. An Executive Director shall:

1. serve as an official spokesperson for the Association;
2. direct the affairs and operations of the Association, and administer the National Office of the Association and employ staff in accordance with policies and procedures approved by the Board of Directors;
3. present a report on the State of the Association to the Board of Directors and the general membership at the Annual Meeting or at any Special Meeting at which such a report is requested in writing by at least one-fourth of the members; and
4. serve as ex officio member of all committees except the Nominating Committee.

ARTICLE VIII FINANCES

Section 1. Dues

- A. The Board of Directors shall establish and approve the system and schedule of dues for all membership categories of the Association.

ARTICLE VIII - Section 2. Exempt Status

- A. Any provision of these bylaws or other Association policies that affects adversely the tax-exempt status of the Association shall be null and void.

ARTICLE VIII - Section 3. Inurement

- A. No part of the net income of the Association shall inure to the benefit of any private individual, and no Director, member, Officer, employee or other person shall receive, or be lawfully entitled to receive any pecuniary benefit, profit, or compensation of any kind therefrom except reasonable compensation authorized in these bylaws or Association policy for services rendered or expenses incurred in effecting one or more of its exempt purposes.

ARTICLE VIII - Section 4. Indemnification.

- A. The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its Directors and Officers, or former Directors and Officers, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties or are a party by reason of having been Directors or Officers of the Association, except in relation to matters as to which such Director or Officer, or former Director or Officer, shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct. The Association may purchase insurance for such indemnification.

ARTICLE VIII - Section 5. Distribution of Assets upon Dissolution.

- A. In the event of the dissolution of the Association, any assets remaining after all debts have been satisfied shall be conveyed to a non-profit organization designated by the Board of Directors, under provisions of the Internal Revenue Code, to be used for purposes analogous to those for which this organization has been created.

ARTICLE IX - MEMBERSHIP MEETINGS AND VOTING

Section 1. Annual Meeting

- A. There shall be an Annual Meeting of the membership at a date, place, and time determined by the Board of Directors. The Board of Directors may determine other meetings of the Association as circumstances warrant.

Section 2. Special Meetings

- A. Special Meetings of the Association may be called by the Chairperson or the Board of Directors, or shall be called by the Chairperson upon the written request of at least one-fourth of the members of the Association.

ARTICLE IX - Section 3. Notice of Meetings

- A. The Secretary or another authorized person shall give or direct notice of the Annual Meeting to the membership, in writing or by other means, at least thirty (30) days prior to such meetings. For Special Meetings, such notice shall be given at least ten (10) days prior to the proposed meeting, with a statement of the meeting date, time, place, and subject to be considered.

ARTICLE IX - Section 4. Quorum

- A. At any meeting of the general membership, a simple majority of the members registered for the meeting shall constitute a quorum.

Section 5. Eligibility to Vote

- A. Unless otherwise specified in these bylaws, all current members of the Association are eligible to vote.

ARTICLE IX - Section 6. Voting

- A. When voting is required of the membership, it may be conducted by written ballot or other means, provided the matter to be voted upon has been presented to the membership for comment or debate; and further provided that appropriate documentation of the matter to be voted upon (and a written ballot if necessary) has been sent to the membership not less than thirty (30) days prior to a date determined by the Board of Directors for final tally of the vote.
- B. Unless otherwise specified in these bylaws, a simple majority of all members voting shall govern in matters brought to the general membership for a vote.

ARTICLE X - COMMITTEES

Section 1. Types

- A. In addition to the standing committees identified elsewhere in these bylaws, the Board of Directors may establish and dissolve special committees to carry out the work and mission of the Association, and shall determine the name, nature, charge, and composition of all such committees.
- B. In consultation with the Board of Directors, the Chairperson may appoint ad hoc committees for specific tasks as necessary.

ARTICLE X - Section 2. Composition

- A. Unless otherwise specified in these bylaws or by determination of the Board of Directors, membership on all committees shall be open to all members of the Association, and may also include non-members of the Association as circumstances warrant.
- B. All committee members and chairpersons shall be appointed by the Chairperson of the Board of Directors.

ARTICLE X - Section 3. Term

- A. Unless otherwise specified in these bylaws, committees shall be appointed on an annual basis, beginning with the Annual Meeting.

ARTICLE X - Section 4. Responsibilities

- A. Committees are accountable to the Board of Directors. In addition to responsibilities specifically stated in these bylaws, they shall regularly inform the Board of their respective activities or services; they shall do so by written report at least annually. The Board shall make provision for dissemination of Committee reports, activities and concerns to the membership.

ARTICLE X - Section 5. Executive Committee

- A. The Executive Committee shall:
 - 1. consist of the Officers of the Association and the Executive Director; and see that all policies, directives, and resolutions of the Board of Directors are carried out.

ARTICLE X - Section 6. Nominating Committee

- A. The Nominating Committee, in addition to responsibilities identified elsewhere in these bylaws, shall:
 - 1. consist of at least three (3) members of the Association, including a member of the Board of Directors as chairperson, appointed at least six (6) months prior to the Annual Meeting.

ARTICLE X - Section 7. Finance Committee

- A. The Finance Committee shall:
 - 1. consist of at least three (3) persons, including the Treasurer as chairperson;
 - 2. ensure that the Association maintains sound fiscal policy;
 - 3. assist in preparing the annual budget; and
 - 4. make recommendations to the Board of Directors for fundraising projects as necessary.

ARTICLE X - Section 8. Personnel Committee

- A. The Personnel Committee shall:
 - 1. consist of at least three (3) persons, including the Vice-Chairperson as chairperson;
 - 2. ensure that the Association maintains sound personnel policy; and

3. recommend changes in personnel policy to the Board of Directors as needed.

ARTICLE XI - AMENDMENTS

Section 1. Origination

- A. Amendments to these bylaws may be proposed by the Board of Directors or by petition of at least two percent (2%) of the members of the Association.

ARTICLE XI - Section 2. Voting

- A. These bylaws may be amended by written ballot or other means, provided the proposed amendment has been presented to the general membership for comment or debate, and further provided that appropriate documentation of the proposed amendment/s (and a written ballot if necessary) has been sent to the membership not less than thirty (30) days prior to a date determined by the Board of Directors for final tally of the vote.
- B. A two-thirds majority of all members voting shall govern to amend or repeal these bylaws.