

# **CONSTITUTION & BYLAWS**

## **National Federation of Priests' Councils**

### P R E A M B L E

We Catholic priests in the United States of America, of Latin and Eastern Rites, recognize our share in the common ministry of all the baptized and faithful:

- That as priests we are called to *“have at heart the care of all the Churches”* (Vatican II - Decree on Priesthood # 10)
- That *“in virtue of (our) common sacred ordination and mission, all priests are bound together in an intimate brotherhood, which should naturally and freely manifest itself in mutual aid, spiritual as well as material, pastoral as well as personal, in meetings and in a community of life, of labor, and of charity”* (Vatican II - Decree on the Church # 28)
- That *“all priests, together with bishops, so share in one and the same priesthood and ministry of Christ that the very unity of (our) consecration and mission requires our hierarchical communion with the order of bishops”* (Vatican II - Decree on Priesthood #7)

Therefore - cognizant of our responsibility with the whole Church of showing our concern for the entire community in which we live, and desiring to collaborate in a representative fashion on a national level in an expression of these realities - we hereby establish the **National Federation of Priests' Councils** in the United States of America.

### M I S S I O N      S T A T E M E N T

The **National Federation of Priests' Councils** serves the mission of Jesus Christ and our common vocation as Catholic priests by supporting Member Councils, Associations, and Affiliates through collaboration, communication, continuing formation, research, and the voicing of their concerns.

# C O N S T I T U T I O N

## ARTICLE I: N A M E

The name of this organization shall be the **National Federation of Priests' Councils (NFPC)**.

## ARTICLE II: P U R P O S E

The purpose of the **NFPC** shall be to pursue the following religious and educational goals:

1. To promote priestly unity and fraternity by facilitating communication among priests' councils and associations,
2. To provide a national forum for priests to discuss pastoral matters,
3. To enable priests' councils to speak with a common voice,
4. To promote and collaborate on programs of pastoral research,
5. To further the spiritual renewal of priestly life,
6. To collaborate with national groups of laity and religious in ways that will promote the renewal of the Church in the United States,
7. To collaborate with the United States Conference of Catholic Bishops in addressing the needs of the Church in the United States,
8. To encourage and assist priests' councils to reflect on and promote justice in light of the social teachings of the Church,
9. To participate in developing a national and a universal perspective of church and ministry.

## ARTICLE III: M E M B E R S H I P

The Active Member Councils and Associations shall be those which meet the membership requirements stated in the Bylaws (*See Chapter I of the Bylaws*).

## ARTICLE IV: H O U S E O F D E L E G A T E S

The House of Delegates shall determine the policies of the **NFPC** and shall deliberate on those matters recommended to it either by the Council of Consultors, the Board of Directors, or by the delegates. Its decisions shall be binding on the Board of Directors.

## ARTICLE V: C O U N C I L O F C O N S U L T O R S

The Council of Consultors shall be composed of one (1) representative chosen by the Active Member Councils or Associations from each ecclesiastical province in the United States. For the purpose of representation on the Council of Consultors, the province of Washington DC shall be considered as part of the province of Baltimore. The Military Ordinariate shall be considered as one (1) seat. The Eastern Rite dioceses shall be collectively considered as one (1) seat on the Council of Consultors.

The Council of Consultors shall be consultative and responsible for ongoing dialogue that gives input and priority for raising issues and concerns for the Board of Directors whom they shall elect from their membership. The Council of Consultors shall maintain, uphold, and keep the Federation wedded to the vision, mission, and purpose of the **NFPC** in light of the changing face of the American Priesthood.

The Council of Consultors shall meet at least twice a year - at the time of the National Convention and in conjunction with the Autumn meeting of the Board of Directors.

## **ARTICLE VI: BOARD OF DIRECTORS**

The Board of Directors shall be composed on nine (9) members. The Council of Consultors shall elect the Board of Directors after the Council has assembled a slate of candidates. **This election shall take place at the Council of Consultors meeting held in conjunction with the National Convention.** All are to be priests. One is to be a Religious priest **if available and willing.**

The Board of Directors shall carry out the will of the House of Delegates and take whatever other actions it judges to be necessary for achieving the purpose and goals of the **NFPC**. It shall be accountable for its actions to the House of Delegates.

The Board of Directors will be responsible for overseeing the general planning and functioning of the organization, will act in the name of the organization when appropriate, and will be accountable to the House of Delegates. An Executive Committee shall be comprised of the officers and other members elected by the Board. It shall meet at the discretion of the Chair.

The Board of Directors shall hire the President. He will be hired for a single five-year term and automatically will become an *ex officio* non-voting member of the Board of Directors to which he shall be accountable.

The Board of Directors shall elect from its own members a Chair, Vice-President / Vice-Chairman, and Secretary/Treasurer. **This election of officers is to take place at the June meeting of the Board. The members who will make up the new Board as of July 1 shall elect these officers.**

## **ARTICLE VII: MEETINGS**

The Board of Directors shall meet at least three times annually. There shall be a plenary meeting of the House of Delegates at least once annually.

## **ARTICLE VIII: AMENDMENTS**

The House of Delegates may amend this Constitution at any plenary meeting – provided that the proposed amendment have the support of two-thirds (2/3) of the Board of Directors or ten (10) of the Active Member Councils or Associations. Proposals must be in the hands of the Board of Directors forty (40) days prior to the plenary meeting and mailed to all Member Councils and Associations thirty (30) days before the meeting. A two-thirds (2/3) majority of the Delegates present is needed to adopt the proposal.

## **ARTICLE IX: DISSOLUTION AND USE OF INCOME**

In the event of the liquidation or dissolution of the corporation, the assets remaining – after all debts have been satisfied – shall be conveyed to a non-profit organization, qualified for tax exemption as defined by Section 501 (c) (3) of the Internal Revenue Code and to be used for purposes as nearly as practicable analogous to those for which this organization was established.

No part of the net income of the corporation (or other entity) shall inure to the benefit of any private individual; nor shall any director, member, trustee, officer, employee or any other person receive – or be lawfully entitled to receive – any pecuniary benefit, profit, or compensation of any kind therefrom – except reasonable compensation authorized in the Bylaws for service rendered or expenses incurred in effecting one or more of the purposes for which it had been established.

# B Y L A W S

## CHAPTER I - MEMBERSHIP REQUIREMENTS

### A. Types of Membership and Affiliation

1. All (Arch)Diocesan Presbyteral Councils representing the priests of a Local Church are members (See Canon 494).
  - a. A Council which submits to the **NFPC** its intent to participate along with a copy of its statutes (Canon 496) and pays the initiation fee shall be considered an Active Member Council.
  - b. A Council which does not submit a letter of intent to participate shall be considered an inactive Member Council.
2. Other diocesan Priests' Associations, with membership of not less than ten (10) percent of the priests of the diocese, which have submitted a letter of intent to participate along with a copy of its constitution and payment of the initiation fee and have been approved by two-thirds (2/3) of the Board of Directors are eligible for membership in the **NFPC**. There may not be more than one Active Member Association from each diocese.
3. National Associations of Priests are eligible to be Affiliates of the **NFPC** upon submission of a written intent to affiliate along with a copy of its constitution and payment of the affiliation fee and approval by two-thirds (2/3) of the Board of Directors.
4. Councils of Religious Institutes having Priest members are eligible to be Affiliates of the **NFPC** upon submission of a written intent to affiliate, the number of priest members, and payment of the affiliation fee.
5. Individual Priests are invited to enroll as Friends of the **NFPC**.

### B. Credentials

The Executive Committee, functioning as a Credentials Committee, shall review every three (3) years the qualifications of all Members and Affiliates of the **NFPC**. If there is a dispute regarding compliance, appeal may be made to the Board of Directors.

## CHAPTER II: HOUSE OF DELEGATES

### A. Composition

The House of Delegates shall consist of those delegates elected by their respective Active Member Councils and Associations. The delegates, at the time of their election, must be members of the councils or associations they represent.

### B. Term of Office

The term of office of a delegate shall be determined by the local Active Member Council or Association.

### C. Quorum

One-half (1/2) of the Active Member Councils and Associations shall constitute a quorum for the transaction of business.

## **D. Representation**

1. Active Member Councils and Associations will be entitled to send priest delegates to the annual meeting with the right to vote at the Parliamentary Session. The quotient scale for the number of delegates per council – to be reviewed every three years by the Board of Directors – shall be:
  - a. One delegate for each Member Council or Association constituted by 75 priests or less
  - b. Two delegates for each Member Council or Association constituted by 76 to 250 priests
  - c. Three delegates for each Member Council or Association constituted by 251 to 600 priests
  - d. Four delegates for each Member Council or Association constituted by 601 or more priests
2. Active Member Councils shall be considered as representing all the priests in the diocese. Active Member Associations shall be considered as representing only those priests who are members of the Association.
3. Alternate delegates may be elected by Active Member Councils or Associations.
4. Only Active Member Councils and Associations will be eligible to send delegates to the House of Delegates. Other affiliates will be invited to send representatives to the House of Delegates but they do not have the right to vote.
5. In recognition of the important relationship that has existed between the **NFPC** and the National Black Catholic Clergy Caucus, the NBCCC will be entitled to send one (1) priest delegate to the annual meeting with the right to vote at the Parliamentary session.

## **E. Voting**

Each duly registered delegate present at the House of Delegates meeting shall have one (1) vote.

## **F. Registration**

Before being seated at any plenary meeting of the House of Delegates, each delegate or alternate shall deposit with the Credentials Committee a certificate signed by the chair or secretary of the Active Member Council or Association or by both stating that the delegate has been duly elected.

## **G. Rules of Procedure**

Outside of special rules of procedure adopted by the House of Delegates for a given meeting, normal proceedings for plenary meetings shall be governed by the most current edition of Robert's Rules of Order Newly Revised.

# **CHAPTER III - COUNCIL OF CONSULTORS**

## **A. Membership**

In order to ensure that the membership of the Council of Consultors reflects the diversity of priests nationwide, the Council may invite one (1) or more of the Affiliated National Associations or Religious Institutes to send a representative to serve as a member of the Council in addition to the provincial representatives.

## **B. Term of Office**

Term of Office for the Council of Consultors shall begin at the conclusion of the Spring meeting which coincides with or follows their selection and shall cease at the conclusion of the Spring meeting three years later. A consultor may not serve consecutively for more than two (2) terms. If the seat of a consultor has been vacated, the Active Member Council or Association from the province shall elect a priest representative to complete the term.

## **C. Quorum**

A simple majority of the Council of Consultors shall constitute a quorum.

#### **D. Voting**

Each member of the Council of Consultants shall have one (1) vote.

#### **E. Rules of Procedure**

Normal proceedings at meetings of the Council of Consultants shall be governed by the Constitution and Bylaws of the **NFPC** as well as by the most current edition of Robert's Rules of Order Newly Revised.

### **CHAPTER IV - BOARD OF DIRECTORS**

#### **A. Term of office**

1. Term of Office for a member of the Board of Directors shall commence on July 1 of the first year and conclude on June 30 three years later. A member may not serve consecutively for more than two (2) terms.
2. After serving on the Board of Directors for two consecutive terms, a member may be selected again after remaining off the Board for one (1) full year.

#### **B. Duties**

Each member shall serve on or chair one of the standing committees of the Board of Directors. Every Board Member shall be responsible for attending Board and committee meetings.

#### **C. Voting**

Each duly elected Board Member present at meetings shall have one (1) vote.

#### **D. Quorum**

One half (1/2) of the Active Board Members shall constitute a quorum for the transaction of business.

#### **E. Rules of Procedure**

Normal proceedings at meetings of the Board of Directors shall be governed by the Constitution and Bylaws of the **NFPC** as well as by the most current edition of Robert's Rules of Order Newly Revised.

#### **F. Compensation**

Members of the Board of Directors shall not receive any salary but shall be reimbursed for approved expenses.

#### **G. Vacancy**

If the seat of a Board Member has been vacated, the Chairman will appoint an interim member until the next meeting of the Council of Consultants or House of Delegates who will then act to fill it permanently.

#### **H. Removal of a Member**

Removal of a Member may take place for a just cause, ongoing absences from meetings, or the inability to fulfill assigned duties. The Executive Committee shall present such a proposed action to the Board of Directors which will then make a decision.

### **CHAPTER V - OFFICERS**

#### **A. Chair of the Board of Directors**

1. The Chair of the Board shall preside over meetings of the Council of Consultants, the Board of Directors, and the Executive Committee.
2. The Chair of the Board shall be elected by a simple majority of the Board of Directors at its first meeting of a given year. The term of office for the Chair of the Board shall be for one (1) year and is renewable for every year the member serves on the Board of Directors.

3. The Chair of the Board is accountable to the Board of Directors itself and may be removed by the Board by a simple majority for a just cause, ongoing absences, or inability to fulfill duties. In the event of a vacancy, the entire Board of Directors will move to fill the position.

## **B. President**

### **1. Selection**

The Board of Directors shall hire a President based on the following qualifications and procedures.

- a. Each applicant shall fulfill these qualifications:
  - be a priest in good standing
  - be from an Active Member Council or Association
  - have the written approval of his bishop or provincial superior
  - have the written approval of his Council or Association
  - submit to the Board a personal letter of intent, along with the two written approvals
- b. A member of the Council of Consultors or Office Staff shall be eligible provided the specified qualifications have been met.
- c. Information from all the applicants shall be submitted to the Board of Directors via the National Office at least two (2) months prior to the selection.
- d. Selection of the President shall occur at least twelve (12) months prior to taking office on July 1.
- e. In the event the Vice-President – as President-Elect – is unable to assume the Presidency and this is known prior to the next Council of Consultors meeting, a selection is to be made at the annual meeting.

### **2. Term of Office**

The term of office of the President shall be for one (1) five-year term, commencing on July 1 of the first year so designated and concluding on June 30 five years later.

### **3. Role**

The President, as Chief Executive Officer of the **NFPC**, oversees all the activities of the **NFPC**. He maintains regular contact with the provincial representatives, the Council of Consultors, and the Board of Directors. He attends province meetings when possible and maintains contact with any national group with an agenda similar to or in dialogue with the **NFPC**. He represents the **NFPC** at meetings of the United States Conference of Catholic Bishops. He hires the major staff for the National Office.

### **4. Accountability**

The President is accountable to the Board of Directors and may be removed by the Board by a simple majority for a just cause, ongoing absences, or inability to fulfill duties. In the event of a vacancy, the Vice-President / Vice-Chairman will assume the office for the remainder of the term.

## **C. Vice-President / Vice-Chairman / President-Elect**

1. When there is not a President-Elect, the Board of Directors shall elect from its membership a Vice-President / Vice-Chairman for a one-year term. The Vice-President / Vice-Chairman may stand for re-election as long as he serves as a member of the Board of Directors.
2. Each nominee for the office of Vice-President / Vice-Chairman must have the verbal assurance from his Diocesan Bishop or Major Superior that, in the event of the Presidency becoming vacant, he could immediately succeed to the office of President.
3. The Vice-President / Vice-Chairman shall perform the duties of the President in his absence or at his delegation.

4. In the event that the President leaves office during his term, the Vice-President / Vice-Chairman will assume the office for the remainder of the term.
5. The President-Elect will serve as Vice-President / Vice-Chairman for the year prior to taking office as President.
6. The President-Elect shall serve as a voting member of the Board of Directors if he is not already a member. If he is a member, he shall continue to serve in that representational capacity.
7. The Vice-President / Vice-Chairman is accountable to the Board of Directors and may be removed by the Board by a simple majority for a just cause, ongoing absences, or inability to fulfill duties. In the event of a vacancy, the entire Board of Directors will move to fill the position.

#### **D. Secretary/Treasurer**

1. The Board of Directors shall elect from its membership a Secretary/Treasurer for a one-year term. The Secretary/Treasurer may stand for re-election as long as he serves on the Board of Directors.
2. The Secretary/Treasurer shall supervise the recording of minutes for the meetings of the House of Delegates, the Council of Consultants, the Board of Directors, and the Executive Committee.
3. The Secretary/Treasurer shall serve as Chair of the Administration and Finance Council and Custodian of the **NFPC** funds.
4. The Secretary-Treasurer is accountable to the Board of Directors and may be removed by the Board by a simply majority for a just cause, ongoing absences, or inability to fulfill duties. In the event of a vacancy, the entire Board of Directors will move to fill the position.

### **CHAPTER VI - C O M M I T T E E S**

- A.** Standing and Ad Hoc Committees shall be established by the Board of Directors to work on matters specified by the House of Delegates. Committee chairs will be appointed by the Chair of the Board of Directors in consultation with the President and other Board officers.
- B.** Committees shall be directly accountable to the Board of Directors.
  1. The **Executive Committee** shall consist of the Chair, the President, Vice-President / Vice-Chairman, Secretary/Treasurer and one other member elected by the Board of Directors. The Executive Committee shall have authority to act on behalf of the Board of Directors in any matters requiring action between meetings of the Board. It shall evaluate the functioning of the President annually and submit a report to the Board of Directors.
  2. The **Nominating Committee** shall consist of at least three members of the Board of Directors whom the Chair shall appoint annually. In conjunction with the President, the Nominating Committee shall identify potential candidates for membership on the Board, interview such candidates, recommend nominees for consideration by the Board of Directors, and educate/orient new Board members about the mission and structure of the **NFPC**.
  3. The **Administration and Finance Committee** shall be chaired by the Secretary/Treasurer. The Finance Committee shall review the financial statements of the **NFPC**, prepare the annual budget, and present it for approval to the House of Delegates. This Committee shall ensure that the Board of Directors is acting as a responsible steward of the material resources of the **NFPC**.
  4. The **Strategic Planning Committee** shall consist of at least one member of the Board of Directors whom the Chair shall appoint annually. This Committee shall present a new strategic plan to the Board of Directors every five years. It shall also review and report to the Board of Directors the goals and milestones that have been or are being achieved based on the current strategic plan.

5. The **Development Committee** shall consist of at least one member of the Board of Directors whom the Chair shall appoint annually. This Committee shall assist in coordinating the major fundraising endeavors of the **NFPC** and in the presentation of opportunities for prospective donors and ambassadors to the **NFPC**.
6. The **Convention Committee** shall consist of at least one member of the Board of Directors whom the Chair shall appoint annually. This Committee shall propose sites and themes for future conventions. This Committee shall work with the National Office on all details of upcoming annual conventions.
7. The **Programs and Publications Committee** shall consist of at least one member of the Board of Directors whom the Chair shall appoint annually. This Committee shall assist the National Office in developing and sustaining programs and publications that assist the **NFPC** in fulfilling its mission.
8. The **Constitution Committee** shall consist of at least one member of the Board of Directors whom the Chair shall appoint annually. This Committee shall review at least every two (2) years the **NFPC** Constitution and Bylaws, making recommendations for amendments as appropriate to the Board of Directors and the House of Delegates.
9. The **Research and Planning Committee** shall consist of at least one member of the Board of Directors whom the Chair shall appoint annually. This Committee shall assist the National Office in planning and researching projects that fulfill the mission of the **NFPC**, especially those recommended in its current strategic plan.
10. Other standing, special, or ad hoc committees shall be appointed by the Chair as appropriate. Size and membership may vary. Members need not be members of the Board of Directors. Each committee's scope and function shall be delineated by the Chair, with acknowledgement that modifications may occur from time to time. Each such committee shall report its proceedings to the Chair and to the Board of Directors as requested or as appropriate.

## CHAPTER VII - FINANCES

- A. The **NFPC** shall finance its operations on a fiscal year basis, commencing on July 1 of a given year and concluding on June 30 of the following year.
- B. An annual budget shall be prepared by the Administration and Finance Committee. The proposed budget shall be reviewed by the Board of Directors before it is presented to the House of Delegates. The House of Delegates shall have discretionary authority to amend, remand, reject, or approve the annual budget.
- C. Amounts for initiation and affiliation fees shall be subject to revision annually by the Board of Directors.
- D. Active Member Councils and Associations shall be charged an annual assessment as determined by the Board of Directors. Such assessment shall be prorated to the annual budget. The basis for prorating shall be:
  1. Active Member Councils - the number of diocesan priests as recorded in the *Official Catholic Directory*, plus all Religious Institutes with priest members serving as pastors.
  2. Active Member Associations – the number of priests listed on the Association roster, which number must be at least ten (10) percent of the diocesan clergy as recorded in the *Official Catholic Directory*.
  3. Religious Institutes and National Associations of Priests will be assessed a flat fee for affiliation.
  4. If the formula in # 1, # 2, and # 3 above creates an inequity in a given case, the President shall make a recommendation to the Board of Directors for an exemption.

5. Each year the Board of Directors shall establish a maximum assessment beyond which no Active Member Council or Association shall be assessed and a minimum assessment under which no Active Member Council or Association shall be assessed.
- E.** The annual assessments of the Active Member Councils and Associations shall be set on or before the Spring Board Meeting for the succeeding fiscal year and the Active Member Council or Association shall be immediately notified on the amount of the assessment required to be paid for the succeeding fiscal year. On the first day of July, the annual assessment shall be due and payable. The annual assessment may be paid in one lump sum or in quarterly payments during the fiscal year.
  - F.** Suspension under these Bylaws shall mean that no suspended Council or Association shall be permitted to vote on any matter before the **NFPC**, nor be permitted to have a voice in any of the business conducted, nor have any of its members exercise the right to receive any materials, studies, or work product prepared by any Federation entity or under its auspices, except as the Board of Directors may otherwise determine.
  - G.** In the event that any Active Member Council or Association is delinquent for four (4) quarters in the payment of the annual assessment, then on the first anniversary of the date of the last quarter for which payment has been credited, the active membership of said Council or Association shall be terminated. Any further payments by former Member Council or Association shall be applied to the longest standing bill. Thereafter, if said Council or Association shall again wish to renew its status as an Active Member Council or Association of the Federation, then it shall be subject to the provisions of Article II of the Constitution and to Chapters I and VI of the Bylaws.
  - H.** It shall be within the power of the Board of Directors of Directors to suspend the operations of Sections E, F, and G of this Chapter of the Bylaws.

## CHAPTER VIII - ECCLESIASTICAL PROVINCES

Membership on the Council of Consultors is based on the following representations:

1. One priest representative from each Ecclesiastical Province: (as currently designated)

Anchorage	Detroit	Miami	Philadelphia
Atlanta	Dubuque	Milwaukee	Portland
Baltimore/ Washington DC	Galveston/Houston	Mobile	San Antonio
Boston	Hartford	New Orleans	San Francisco
Chicago	Indianapolis	New York	Santa Fe
Cincinnati	Kansas City	Newark	Seattle
Denver	Los Angeles	Oklahoma City	St Louis
	Louisville	Omaha	St Paul/Minneapolis
2. One (1) priest representing Member Councils or Associations of the Military Ordinariate.
3. One (1) priest representing Member Councils or Associations of the Eastern Rites.
4. One (1) or more priest representatives from Affiliated National Associations of Priests and Religious Institutes with priest members as provided for by Chapter III A of the Bylaws.
5. The **NFPC** President and, if applicable, the **NFPC** President-Elect.

## **CHAPTER IX - A M E N D M E N T S**

The House of Delegates may amend these Bylaws at any plenary meeting, provided that the proposed amendment have two-thirds (2/3) support of the Board of Directors or ten (10) of the Active Member Councils or Associations. Proposals must be submitted to the Board of Directors forty (40) days prior to the plenary meeting and be mailed to all Active Member Councils or Associations thirty (30) days before the meeting. A simple majority of the delegates adopts the proposal.

*Revised and Ratified 30 April 2009  
San Antonio, Texas*