



NCCL By-Laws

Adopted July 1, 2022, Revised December 4, 2023

Article 1 – Name

Section 1. Name

The name of the Corporation shall be National Community of Catechetical Leaders (NCCL), incorporated under the laws of the District of Columbia.

Section 2. Registered Agent

The Corporation shall have and continuously maintain a registered agent in the District of Columbia, as required by the District of Columbia Nonprofit Corporation Act of 2010 (the "Act") or any successor statute thereto. The registered agent shall be either an individual resident of the District of Columbia or a corporation authorized to transact business in the District of Columbia.

Article 2. Purposes

The purpose of NCCL is to promote the ministries of Evangelization and Catechesis by fostering a community of leaders who proclaim and teach the Word of Jesus Christ through the witness of accompaniment, education and formation in the Catholic faith.

Article 3. Membership

Section 1. Voting Members

The Corporation shall have no voting members.

Section 2. Non-voting Members

The board of directors may establish classes of non-voting members of the Corporation with rights, privileges, and obligations established by the board. Non-voting members may be individuals, organizations, businesses, and other entities that seek to support the mission of the Corporation. The board, a designated committee of the board, or a designated officer of the Corporation, in accordance with board policy, shall have authority to admit any individual or organization as a non-voting member and to make determinations as to non-voting member and to make determinations as to non-voting members' rights, privileges, and obligations.

Article 4. Board of Directors

Section 1. Board Role, Size, and Compensation

There shall be a board of directors of the Corporation, which shall supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation, or these bylaws. The board shall be comprised of 10-20 directors, including no fewer than 8

directors and 2 ex officio, non-voting members. The ex officio, non-voting directors consist of (a) the executive director of the Corporation and (b) the executive director or associate director of the USCCB staff to the Committee on Catechesis.

The board receives no compensation other than reasonable expenses.

Section 2. Responsibilities

In addition to the specific duties of the Officers identified in these bylaws, the Board of Directors shall:

- Serve as trustees of the Corporation and constitute its chief governing body;
- Set and monitor the mission and strategic direction of the Corporation;
- Approve the annual budget and secure the financial well-being of the Organization;
- Articulate and approve all official public position statements on behalf of the Organization;
- Assess board effectiveness;
- Develop, approve, and apply all Corporation policies;
- Employ and evaluate the Executive Director.

Section 3. Terms

All board members shall serve three-year terms and are eligible for re-election for a second, three-year term.

Section 4. Election Procedures

New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the calendar year.

Section 5. Board Elections

During the last quarter of each fiscal year of the corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 6. Vacancies

When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 7. Meetings and Notice

The board shall meet at least quarterly, at an agreed upon time, in person or online. An official board meeting requires that each board member have written notice at least two weeks in advance. Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

Section 8. Quorum

A simple majority of the Board of Directors, including the Chair or Vice-Chair, shall constitute a quorum for the transaction of Corporation business at any meeting of the Board.

Section 9. Decision-making

The standard decision-making process of the Board of Directors shall be that of consensus. When consensus cannot be reached, the affirmative vote of a simple majority of the Directors present shall be the act of the Board of Directors.

Section 10. Resignation, Termination, and Absences

Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Article 5. Officers

Section 1. Officers of the Board

There shall be four officers of the board, consisting of a chair, vice-chair, secretary, and treasurer. Their duties are as follows:

- The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.
- The vice-chair shall chair committees on special subjects as designated by the board.
- The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

The Officers shall facilitate the work of the Board of Directors and, between the regular meetings of the Board, make all necessary policy and financial decisions on behalf of the Organization. Such decisions shall be subject to review by the Board at its next meeting.

Section 2. Election of Board Officers

Officers of the board shall be elected by the voting directors. All officers of the board shall be voting directors and serve at the pleasure of the board.

Section 3. Term of Office

Board officers serve one-year terms and are eligible for re-election up to four terms for a particular office. Officers of the board shall be installed at the meeting at which they are elected and shall hold office until their respective successors have been duly elected.

Section 4. Resignation

Any officer may resign at any time by giving written notice to the board chair. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt.

Section 5. Removal

Any officer may be removed from such office, with or without cause, by a two-thirds vote of the voting directors then in office at any regular or special meeting of the board.

Section 6. Vacancies

A vacancy in any board office shall be filled by the board for the unexpired term.

Article 6. Committees

Section 1. Committee Formation

The board shall have at least two standing committees: Executive Committee and Finance Committee. The board may create other committees as needed. The board Chair appoints all committee chairs. The board's committee structure may be complemented by the use of time-limited task forces.

Section 2. Executive Committee

The four officers serve as the members of the Executive Committee. The Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board, except for following, which shall be reserved for the board: (a) amend or repeal these Bylaws, (b) elect or remove any officer or director, (c) appoint or terminate the executive director, (d) adopt the annual budget or incur corporate indebtedness, (e) change the mission or purpose of the Corporation, (f) authorize distributions, (g) adopt a plan of merger, or (h) authorize the voluntary dissolution of the Corporation.

The Executive Committee is also responsible for coordinating the executive director's annual performance evaluation and compensation review.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with the Executive Director and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the Corporation are public information and shall be made available to board members and the public.

The committee's responsibilities generally include (a) monitoring overall financial performance, (b) reviewing and approving budgets, (c) ensuring that adequate internal controls are in place, (d) ensuring compliance with legal and regulatory requirements, (e) establishing investment guidelines and monitoring investment performance, and (f) other responsibilities as may be assigned by the board. The Finance Committee is hereby vested with the power and authority to engage an independent auditor and to ensure the completion of an audit of the Corporation's finances.

Article 7. Director and Staff

Section 1. Executive Director

The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies.

The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

Section 2. Staff

Other staff may be hired by the Executive Director in harmony with the mission and budget of NCCL. They are supervised by the Executive Director.

Article 8. Indemnification

The Corporation may, by resolution of the Board of Directors, provide for indemnification by the Corporation 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 Organization, 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 Corporation purchases insurance for such indemnification.

Article 9. Dissolution

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

Article 10. Amendments to the Bylaws

These bylaws may be amended or new bylaws adopted upon the affirmative vote of two-thirds of all the voting directors then in office at any regular or special meeting of the board. Notice of the meeting shall set forth a summary of the proposed amendments.