

BYLAWS

NATIONAL ASSOCIATION OF PASTORAL MUSICIANS

Revised 9/24/20

ARTICLE 1 NAME

- 1.1 The name of the organization shall be the National Association of Pastoral Musicians (“NPM” or “association”).

ARTICLE 2 MEMBERSHIP

- 2.1 Members of NPM provide leadership in music ministry throughout the Catholic Church in the United States. Membership is open to anyone. The Board of Directors shall create categories of membership and dues.
- 2.2 All members shall have voting rights in accord with the bylaws and shall have any other such voting powers and responsibilities normally conferred upon the membership of a nonprofit corporation, except such powers and responsibilities as may be limited by these bylaws. The means by which any voting member casts a vote shall be presumed to be a method of voting chosen by and authorized by the member.
- 2.3 NPM shall hold at least one annual meeting of members at a time and place determined by the board of directors. Written notice of a membership meeting shall be given to each member not less than 30 days before the day appointed for the meeting. The matters to be discussed and voted upon at any duly called meeting of the membership shall not be limited to those set forth in the notice of such meeting. An agenda for the meeting shall be included in the notice.

ARTICLE 3 CHAPTERS

- 3.1 Members participate in NPM as members of a chapter which is contiguous with a Latin Rite Catholic (arch)diocese. Members have the right of participation in and are automatically members of their local chapter unless they expressly opt out of such participation in writing or elect to participate in another chapter. To participate as a member of a diocesan chapter of NPM, one must be a member of the association.
- 3.2 Chapters are governed by the policies of the board of directors.
- 3.3 Chapters of NPM exist at the pleasure of the Latin Rite diocesan bishop and cooperate with him.

ARTICLE 4 THE NATIONAL COUNCIL

4.1 The National Council (“NPM Council” or “council”) represents the members of the association and is comprised of NPM members. The council has the following functions:

4.1.1 To approve amendments to NPM bylaws

4.1.2 To elect the members of the NPM Board of Directors

4.1.3 To provide requested consultation to the board and surface issues of concern to the board on behalf of association members.

4.2 The Council shall consist of:

4.2.1 A representative of the members in each episcopal region of the United States as defined by the U.S. Conference of Catholic Bishops (“U.S.C.C.B.”)

4.2.2 The chairperson of each forum established by the board.

4.2.3 Members of the Board of Directors, *ex officio*. The Chair of the Board of Directors also serves as chair of the council *ex officio*.

4.2.4 The Episcopal Moderator of the Association, *ex officio* (without vote), who is appointed by the President of the U.S.C.C.B.

4.3 **Terms of Council Members**

Regional representatives each serve a term of four years, once renewable. The terms of other council members is concurrent with the term of the office they hold.

4.4 **Election/Selection of Regional Representatives**

Elections shall be held for approximately $\frac{1}{4}$ of the regional representatives each year, according to policies established by the Board of Directors.

4.5 **Quorum of Council**

A quorum at any meeting of the NPM Council consists of the presence of a majority of voting members of the council and a majority of the voting directors of the board.

4.6 **Meetings of the NPM Council**

There shall be at least two ordinary meetings per year of the NPM Council. Written notice of each meeting of the council shall be given by the chair in writing to each member of the Council not

less than 30 days before the day appointed for the meeting. An extraordinary meeting of the council may be called by a majority of voting members of the council, providing at least 72 hours of written notice to all council members. Except regarding proposed amendments to the articles and bylaws, the matters to be discussed and voted upon at any duly called meeting of the Council shall not be limited to those set forth in the notice of such meeting. Official proceedings of the meeting, including but not limited to changes in bylaws or election of board members, shall be communicated in writing to members no later than 60 days following a Council meeting.

4.7 **Vacancies of Council Seats**

Vacancies in the seat of a regional representative shall be filled by a special election for the remainder of the unexpired term. Such an election, from among the members of the region, should take place in a like manner to a regular regional representative election in accord with policies of the Board of Directors. Vacant forum chairs shall be filled by the Board of Directors. The Episcopal Moderator is always appointed by the President of the U.S.C.C.B. and subject to recall by the same, subject to the policies of the U.S.C.C.B.

4.8 **Removal of Council Members**

For a grave reason, any council member may be removed from office at any time by the affirmative vote of eighty percent (80%) of the voting members of the council

ARTICLE 5 THE BOARD OF DIRECTORS

5.1 The Board of Directors (“board”) shall govern the association on behalf of its members by, among other means, the creation and monitoring of policies. The board shall have all the powers and responsibilities conferred upon the directors of a nonprofit corporation by the Act subject to these bylaws, including that of fiduciary.

5.2 Board membership includes:

5.2.1 Seven voting directors, elected by the National Council from among all association members

5.2.2 A non-voting executive director, employed by the board

5.3 **Terms and Election of Directors**

Voting directors serve a four-year term, once renewable. Each year approximately two directors rotate off of the board and this rotation schedule shall continue. Election of directors according to the aforementioned terms takes place by a majority vote of members of the Council eligible to vote according to these bylaws, exclusive of the directors themselves.

5.4 **Board Election Nominating Committee**

In preparation for a board election, a nominating committee shall be formed to prepare a slate of candidates (at least three per open seat), consisting at least of:

- 5.4.1 A current board member ineligible for election, approved by a majority of the board itself, who shall chair the nominating committee and oversee the election itself.
- 5.4.2 The chairpersons of appropriate forums to ensure a diverse and well-qualified slate of candidates.
- 5.4.3 At least one regional representative from the NPM Council, selected by the chair of the nominating committee.
- 5.4.4 Any other persons useful to the nominating committee, selected by the chair of said committee, not to exceed seven total people.

The names of candidates for election to the board shall be given to all voting members of the council no less than 30 days prior to the scheduled board election.

5.5 **Vacancies of Directors**

Any vacant seat on the Board of Directors whether occurring by reason of death, resignation, or removal, shall be filled in a special election by a majority vote of the National Council for the balance of the unexpired term. Such election should take place in like manner to a regular board election as described above.

5.6 **Removal of Directors**

For a grave reason, any director may be removed from office at any time by the affirmative vote of eighty percent (80%) of the voting members of the National Council.

5.7 **Board Officers**

The board shall elect its own chairperson, from among the voting directors, who shall preside at all meetings of the membership, the council, and the board itself. The board may establish any other offices for itself or the council as needed, either permanent or ad hoc.

5.8 **Meetings of the Board**

There shall be at least two ordinary meetings each year of the board of directors. Such meetings require written notice be given in writing to all directors not less than 30 days before the day appointed for the meeting. A majority of directors may also call an extraordinary meeting of the board, providing at least 72 hours written notice to all directors. The official proceedings of the board ("minutes"), including but not limited to changes in policy and employment of the executive director, shall be communicated in writing at least to the NPM Council, and when prudent to the entire membership, no later than 60 days following any board meeting.

ARTICLE 6 FORUMS

- 6.1 Forums are groups of NPM members with responsibility for a specific area of organizational life that advances the mission.
- 6.2 Forums may be created and abolished by the Board of Directors on a permanent or ad hoc basis. All forums are accountable to the board, who shall create policies which specify the mandate for each forum, the process for selecting forum chairs and other forum leaders, and other regulations governing forums.

ARTICLE 7 EXECUTIVE DIRECTOR

- 7.1 The Board of Directors shall employ an executive director, who serves as a member of the board without vote, to oversee the administration and operation of NPM in accord with board policies.

ARTICLE 8 AMENDMENTS TO BYLAWS

8.1 **Amendments**

Except as otherwise provided by law, the articles of incorporation and bylaws may be altered, amended or repealed by the vote of at least eighty percent (80%) of a quorum of the National Council; provided, however, that no amendment shall be acted upon unless written notice setting forth the substance of the proposed amendment shall have been sent to each voting member at least 60 days in advance of the meeting.

8.2 **Notice of Proposed Amendments to Bylaws**

It is the privilege of any member in good standing to propose amendments to the bylaws by submitting them in writing to the Chair of the Board of Directors, who will bring them before the NPM Council for a vote within 60 days of receipt of said proposals.