



NATIONAL ASSOCIATION OF PASTORAL MUSICIANS

BY-LAWS (also at <https://npm.org/leadership/> under Constitution-Bylaws)

Revised September 22, 2025

ARTICLE 1 - NAME

- 1.1 The name of the organization shall be the National Association of Pastoral Musicians (“NPM” or “the 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 Members shall be solely represented through participation within their local chapters and by their respective representatives on the National Council and shall not otherwise be members of the corporation. The approved 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 NPM Board of Directors.
- 3.3 Chapters of NPM exist at the pleasure of the Latin Rite diocesan bishop and cooperate with him.



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ARTICLE 4 - THE NATIONAL COUNCIL

- 4.1 The National Council (“NPM Council” or “Council”) represents the members of the association and comprises NPM members. The Council has the following functions:
 - 4.1.1 To approve amendments to NPM bylaws
 - 4.1.2 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 (“USCCB”).
 - 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 USCCB.
- 4.3 **Terms of Council Members**

Regional representatives each serve a term of four years, renewable once. The term 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



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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 like 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 USCCB and subject to recall by the same, subject to the policies of the USCCB.

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 members of the Association

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, renewable once. Each year approximately two directors rotate off of the board and this rotation schedule shall continue. Election of directors is by majority vote of the membership of the association, 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.



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5.4.1 The Nominating Committee consists of 5-7 people, drawn from the NPM Council and the membership of the Association. Examples of Nominating Committee members may include Regional Representatives, Chapter Directors, Forum committee members, and members in good standing drawn from the Association at large. An exiting member of the Board of Directors may serve as a non-voting *ex officio* member. The Executive Director will serve as a non-voting *ex officio* member.

5.4.2 The Nominating Committee is chaired by a non-voting advisor from the Membership Forum selected by the Board Chair, Board Vice Chair, Executive Director, and Membership Forum Chair.

5.4.3 A slate of Board candidates will be presented to the general membership for voting. Members of the Association will have 14 (fourteen) days to vote. All members of the Association in good standing can vote for new incoming Board members. Voting will be by electronic ballot. A plurality of votes will determine the successful candidate(s).

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 membership and the specially elected Director shall serve for the balance of the unexpired term.

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 is composed of a Chair, Vice Chair, Secretary, Treasurer, and three Members-at-Large. The Board may establish Committees as needed, either standing or ad hoc.

5.7.1 **Duties of the Directors include the following:**

Chair - The Chair leads the Board of Directors and chairs the National Council. Along with the Executive Director, the Chair is an outward facing leader of the Association.

Vice Chair - The Vice Chair shall serve as Chair of the Board and National Council *in absentia* of the Chair. The Vice Chair assists the Chair of the Board where needed, particularly with Board committees.

Secretary - the Secretary is responsible for taking accurate meeting minutes of Board meetings, NPM Council meetings, and all general membership meetings of the Association.



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Treasurer - The Treasurer works closely with the Executive Director and the Finance Committee to ensure financial oversight of the Association. The Treasurer works closely with the Development Committee to grow philanthropy for the Association.

Members-at-Large - the Members-at-Large work on duties as assigned by the Board.

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 to 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 to the board, 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 dissolved 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.



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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 14 (fourteen) 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 14 (fourteen) days of receipt of said proposals.

8.3 **Typographical Changes**

The Board of Directors shall have the authority to make necessary technical and typographical changes to the Bylaws, Policies, and Procedures in order to assure editorial continuity with substantive changes approved by the Board and the Membership of the Association.