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National Council

BY-LAWS
of the
NATIONAL COUNCIL
of
CATHOLIC MEN



NATIONAL HEADQUARTERS

1312 Massachusetts Avenue, N.W.

WASHINGTON 5, D. C.

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CERTIFICATE OF INCORPORATION

The constitution and purposes of the National Council of Catholic Men (a coordinate branch of the Lay Organizations Department of the National Catholic Welfare Conference) expressed in its certificate of incorporation, as amended and filed under the laws of the District of Columbia on May 1, 1943, are:

FIRST: The name of the corporation is National Council of Catholic Men.

SECOND: The term for which it is organized is perpetual.

THIRD: The business and objects of this corporation shall be to coordinate, in a common voluntary council, all existing Catholic men's organizations; to serve as a medium for the dissemination and exchange of information and experience and for the expression and activation of common opinions and purposes in matters of nation-wide or extra-diocesan scope or interest, and, to this end to encourage and assist in the organization of diocesan councils of Catholic men, where approved by the respective Ordinaries; to promote understanding and action for the common good among such organizations and among national organizations of Catholic laymen in the United States; to sponsor and promote radio programs; to sponsor and

promote works of Christian instruction; to engage in any and all kinds of Catholic lay activity—religious, benevolent, educational, and otherwise; to perform such functions as may be requested and authorized by duly constituted ecclesiastical authority; to provide agencies for training in the field of social service and public welfare; to organize civic centers for young men and boys, and to provide agencies to promote such works; to establish agencies for the care of immigrants; and to promote good relations with international organizations and organizations of other countries.

FOURTH: The number of Directors for the management of the business of this corporation shall be not less than ten.

BY-LAWS

National Council of Catholic Men (Inc.)

ARTICLE I

MEMBERSHIP

SECTION 1. *Membership*—Until there shall have been elected to membership as provided in Subsection B hereof, not less than ten members eligible for election as directors, the men who are designated as directors in Section 7 of this Article, or their duly elected successors, and the members *ex officio* as hereinafter designated, shall be members of this corporation. Subject to the foregoing, the members shall be the following:

- (A) *Ex Officio Members*—The Episcopal Chairman and the Assistant Episcopal Chairman of the Lay Organizations Department of the National Catholic Welfare Conference, and the General Secretary of the National Catholic Welfare Conference, shall be members of this corporation *ex officio*.
- (B) *Other Members*—The other members of this corporation shall be:

- (a) One representative of each Council of Catholic Men or other organization designated by the Ordinary as the official representative organization of Catholic men for his Archdiocese or Diocese, chosen in whatever manner such Council or organization deems proper, with the approval of the Ordinary—provided such Diocesan Council or other official organization is actively affiliated with the National Council of Catholic Men, in accordance with Section 3 of Article IV of these By-Laws.
- (b) Two representatives of each national organization of Catholic laymen in the United States which is actively affiliated with the National Council of Catholic Men in accordance with Section 3 of Article IV of these By-Laws, chosen in whatever manner the official governing body of such organization deems proper, provided the membership of such representatives has the approval of the Administrative Board of the National Catholic Welfare Conference.
- (c) One member-at-large from each ecclesiastical province of the

United States which has two or more diocesan organizations represented by members in the Council, such members-at-large to be appointed by a majority of the Ordinaries of such province.

SECTION 2. *Terms of Members*—Subject to the provisions of the first paragraph of Section 1 of this Article, the members of the National Council of Catholic Men shall continue as such from the respective dates on which their elections or appointments are certified, by the competent officers or officials of the organizations which they respectively represent, or, in the case of members-at-large, by the appointing Ordinaries, to the National Council of Catholic Men at its principal place of business, and continuing until such memberships are terminated by resignation, death, insanity, impeachment, or the elections or appointments of their respective successors, duly certified by the competent officers or officials of the organizations which they respectively represent, or the appointing Ordinaries, to the National Council of Catholic Men at its principal place of business.

SECTION 3. *Annual Meetings*—The annual meeting or convention of members shall be held on the Saturday and Sunday following Easter, beginning at 10 a. m. on Saturday and reconvening as agreed upon, at the principal place of business of the Council, 1312 Massa-

chusetts Avenue, N. W., Washington 5, D. C., or at such other time and place as shall be agreed upon by the Board of Directors subject to the advice of Counsel, for the election of directors and the transaction of such other business as may come before the meeting.

SECTION 4. *Special Meetings*—Special meetings may be held at any time upon call by the President whenever he shall deem a special meeting advisable or whenever he is so directed by a resolution of the Board of Directors, or whenever one-third of the members shall request him so to do. Such meetings shall be held on the date, at the place, and at the hour designated by the President, the Board of Directors, or one-third of the members, depending on who is responsible for the call.

SECTION 5. *Call*—The Secretary shall mail to every member and/or to the principal officer of every national and diocesan organization actively affiliated, a written or printed notice of the time and place of every annual or special meeting, and in case of special meetings shall state the object of the meeting. Such notice must be mailed at least twenty days prior to the date on which the meeting is to be held.

SECTION 6. *Quorum*—Any number of members, not less than eight, who answer a duly given call shall constitute a quorum.

SECTION 7. *Election of Directors*—The directors of this corporation shall be the Episcopal Chairman and Assistant Episcopal Chairman of

the Lay Organizations Department of the National Catholic Welfare Conference, the General Secretary of the National Catholic Welfare Conference, and the immediate Past President of the National Council of Catholic Men, *ex officio*; and, for the first year after adoption of these By-Laws, or until their successors are duly elected, Wilbert J. O'Neill, Joseph A. Moynihan, Daniel E. Morrissey, Grattan Kerans, Edward F. Leary, Walter J. Conaty, Paul Froeschl, William F. Harrington, Robert H. Kelley, Louis Kenedy, Philip C. Lauinger, William H. McCarthy, Bernard J. Rothwell, John X. Wegmann, and Paul D. Williams. But at the first annual meeting of the membership held in accordance with Section 3 of Article I of these By-Laws, the members shall elect from each ecclesiastical province in the United States which shall at the time of said election have a member in this corporation resident therein, one director who is a member resident in said province, provided that said limitation on the number of directors shall not apply to the election, as a director, of a member who is a representative of a national organization. One-third, as near as may be, of said directors shall be elected for a period of one year, one-third as near as may be for a period of two years, and the remainder for a period of three years. The provinces to which said respective terms apply at the first election shall be determined by lot. All directors subse-

quently elected, except in the case of election for unexpired terms, shall be elected for periods of three years each. The members shall also elect, at each annual meeting, such replacements to the Board as may be necessary to fill unexpired terms which have not already been filled by the other members of the Board. No director, except directors *ex officio*, shall continue as such for more than six consecutive years.

SECTION 8. *Attendance at Meetings and Voting*—Any duly designated and accredited alternate may attend a meeting and vote in place of a member upon all matters coming before a meeting, and notice duly given to the member or the organization which he represents, pursuant to Section 5 of this Article, shall be treated as notice to the alternate acting in place of such member. Voting may, upon the demand of a majority of members present, be by Australian ballot; otherwise by *viva voce* vote.

SECTION 9. *Order of Business*—The order of business at the annual meeting of members shall be as follows:

- (a) Reading and disposal of minutes of last meeting and all other undisposed of minutes
- (b) Annual reports
- (c) Reports of Committees

- (d) Unfinished Business
- (e) New Business
- (f) Election of Directors

ARTICLE II

DIRECTORS

SECTION 1. *Vacancies*—Any vacancy occurring in the Board may be filled by a majority of the remaining directors present at any regular or special meeting of the Board.

SECTION 2. *Powers*—The Board, subject to approval of the Episcopal Chairman on all questions of doctrine or ecclesiastical discipline, shall have full authority in determining the policies, and managing the affairs, of the Council, in the interims between meetings of the entire membership.

SECTION 3. *Meetings*—The directors shall meet in regular session once a year, immediately after the annual meeting of the members of the Council, and at other times and places on call of the President.

SECTION 4. *Quorum*—A majority of the duly elected and qualified directors shall constitute a quorum.

SECTION 5. *Termination by Non-Attendance*—Failure of any director to attend three duly called consecutive annual meetings of the Board of Directors shall be tantamount to resignation from the Board of Directors.

ARTICLE III

OFFICERS

SECTION 1. *Officers and Terms*—The Officers of the Council shall be a President, a Vice President, a Secretary, a Treasurer, and a General Counsel. They shall be elected by the Directors, from among their own number at their annual meeting, and shall hold office for one year or until their successors are duly elected.

SECTION 2. *Executive Committee*—Said foregoing officers shall constitute the Executive Committee.

SECTION 3. *Powers of Executive Committee*—The Executive Committee shall have power to manage the operations of the Council, in conformity with policies adopted by the Board of Directors, in the interims between Board meetings.

SECTION 4. *Right of Expulsion*—The Directors may at any time demand the resignation of any officer and, upon refusal, may dismiss said officer and elect his successor.

SECTION 5. *President*—The President shall have general charge of the affairs of the Council. He shall have supervision over and direction of all employees of the Council, and shall see that their duties are properly performed. He shall approve warrant vouchers for all disbursements from the funds of the Council, attested by the Executive Secretary or Assistant Executive Secretary. He shall preside at the meetings of the Board of Directors and of the en-

tire membership. He shall have power from time to time to employ clerks and agents and fix their salaries. But this power shall be at all times subject to control of the Board of Directors.

SECTION 6. *Vice President*—The Vice President shall act in the absence or disability of the President and, in case the President's office shall become vacant before the expiration of his term, shall carry on as Acting President until such time as a new President is elected by the Board of Directors.

SECTION 7. *Secretary*—The Secretary, in person or by delegate, shall issue notices of all meetings, shall examine the credentials of members, shall prepare and sign minutes of all meetings; except that, if he is absent from a meeting and fails to delegate such powers, the meeting shall have authority to appoint a Secretary *pro tem*.

SECTION 8. *The Treasurer*—The Treasurer shall supervise the receipt and disbursement of all monies of the Council, except for receipts accruing to the Religious Radio Broadcast Fund, hereinafter described. He shall see to it that all monies, other than those accruing to the Religious Radio Broadcast Fund, are deposited in a bank to be designated by the Board of Directors, to the credit of the National Council of Catholic Men-General Fund, subject to withdrawal by checks bearing his signature, countersigned by the Executive Secretary or Assistant Executive Secretary, and correspond-

ing to warrant vouchers attested by the Executive Secretary or Assistant Executive Secretary, and approved by the President or Vice President. He shall see to it that the books of the Council, covering both the General Fund and the Religious Radio Broadcast Fund, are audited by a Certified Public Accountant at the end of each fiscal year.

SECTION 9. *General Counsel*—The General Counsel shall perform the duties customary to said office.

ARTICLE IV

DUES

SECTION 1. *Affiliates Entitled to Representation*—Dues for diocesan and national organizations entitled to have representation in the Council shall be payable in accordance with the following schedule:

- (a) Diocesan Councils of Catholic Men, or other official organizations representing an Archdiocese or Diocese, shall pay \$10 per year for each parish unit, subject to adjustment for good cause shown, in the discretion of the Executive Committee.
- (b) National organizations shall pay \$100 per year, subject to adjustment for good cause shown, in the discretion of the Executive Committee.

SECTION 2. *Other Affiliates*—Other Catholic organizations may affiliate with the National

Council, for the purpose of enjoying its services and contributing to its objectives, and with the right to attend and be heard at annual meetings but without voting power in the National Council, in accordance with the following schedule:

- (a) State or regional organizations, \$50 per year.
- (b) Diocesan organizations, \$25 per year.
- (c) Local or parish organizations, \$10 per year.

SECTION 3. *Delinquencies*—An organization shall not be considered “actively affiliated,” in accordance with Section 1 of Article I of these By-Laws, after its affiliation fee is in arrears two months; except that a special extension may be allowed in the discretion of the Executive Committee, acting at a meeting or by a majority agreement in writing, upon request by the Ordinary of the Diocese, or upon a showing of good cause.

ARTICLE V

EXECUTIVE STAFF

SECTION 1. *Employment*—The Board of Directors shall have authority to employ an Executive Secretary, who in turn shall have authority, subject to approval of the President, to employ a staff to transact the business of the Headquarters Office. Salaries of the Executive Secretary and staff shall be fixed by the Board of Directors, save that the President shall have

authority to make interim adjustments, subject to termination by the Board from the time of its adverse action thereon.

SECTION 2. *Supervision*—The Executive Secretary and his staff shall work closely under the supervision of the President, and shall be answerable to him for all acts performed in the discharge of their duties.

SECTION 3. *Policy*—The Executive Secretary will have discretion only in those transactions which fall within previously approved policies of the Council; in all cases where there is reasonable question of the application of policy, he and his assistants will defer to the President and to the Episcopal Chairman, the Assistant Episcopal Chairman, or the General Secretary of the National Catholic Welfare Conference.

SECTION 4. *Disbursements*—The Executive Secretary shall have discretion over a revolving General Operating Fund and a revolving Radio Operating Fund, to be deposited in a bank designated by the Board of Directors, checks on these accounts to be drawn on the signature of the Executive Secretary or Assistant Executive Secretary, and the counter-signature of the Bookkeeper or Assistant Bookkeeper. These revolving funds shall be replenished periodically only on itemized vouchers drawn and approved in the usual fashion, and shall be limited to sums approved by the Board of Directors.

SECTION 5. *Bond*—The Treasurer, the Executive Secretary, the Assistant Executive Secre-

tary, the Bookkeeper, and the Assistant Bookkeeper, shall give bonds conditioned on the faithful performance of their duties, in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE VI

RADIO EXECUTIVE COMMITTEE

SECTION 1. *Members*—The President, with the approval of the Episcopal Chairman, shall appoint a Radio Executive Committee of eight members (in addition to himself), one of whom shall be the Executive Secretary, one of whom shall be the representative of the General Secretary of the National Catholic Welfare Conference. The President shall be *ex officio* a member of this Committee, and shall serve as Chairman. The Executive Secretary shall be Vice Chairman.

SECTION 2. *Duties*—It shall be the duty of the Radio Executive Committee to establish policies governing the Catholic Hour and other NCCM radio programs, to select speakers, and to make other program arrangements, subject to approval of the Episcopal Chairman or his delegate. All canonical arrangements in reference to the contents of the radio addresses are reserved to the Episcopal Chairman acting directly or through his delegate.

SECTION 3. *Meetings*—The Chairman or Vice Chairman of the Radio Executive Committee

shall have authority to call meetings of the Committee at such times as may be required by the need of establishing or redefining policy, or of selecting speakers for the Catholic Hour, the Hour of Faith, or other NCCM radio programs.

SECTION 4. *Editing of Scripts*—The Executive Secretary shall edit all NCCM radio scripts, before they go on the air, for grammar, punctuation, historical accuracy, and general policy—(i. e., policies other than those relating to ecclesiastical or theological matters)—subject to determination, on important matters of policy, by the President and the General Secretary of the National Catholic Welfare Conference.

SECTION 5. *Contracts*—The Executive Secretary shall have authority to sign contracts with all speakers, in a form approved by the Board of Directors, on behalf of the National Council of Catholic Men.

ARTICLE VII

RADIO FINANCE COMMITTEE

SECTION 1. *Members*—A special committee, known as the Radio Finance Committee, composed of three men having no other relation to the Council, shall be appointed by the President with the approval of the Episcopal Chairman.

SECTION 2. *Officers*—The members of the Radio Finance Committee shall elect a Chair-

man, a Secretary, and a Treasurer from among their number, with the duties customary to those offices.

SECTION 3. *Duties*—The Radio Finance Committee shall have custody of all monies accruing to the Religious Radio Broadcast Fund, in trust for the National Council of Catholic Men, which they shall deposit in an account in that name in a bank approved by the Board of Directors, and shall see to it that these monies are used only for the maintenance of the Catholic Hour and other legitimate NCCM radio activities.

SECTION 4. *Disbursements*—The Treasurer of the Radio Finance Committee shall draw on the Religious Radio Broadcast Fund only for such expenditures as are authorized under Section 3 of this Article. Such drafts shall be in the form of checks, corresponding to vouchers attested by the Executive Secretary or Assistant Executive Secretary, and approved by the President or Vice President, such checks to be countersigned by the Chairman or Secretary of the Radio Finance Committee.

ARTICLE VIII

FISCAL YEAR

SECTION 1. *Term*—The fiscal year of the Council shall begin July 1 of each year and end June 30, following.

ARTICLE IX

SEAL

SECTION 1. *Description*—The official seal of the Corporation shall be engraved with the legend “National Council of Catholic Men—Dist. of Col.,” encircling a Latin Cross.

SECTION 2. *Custody and Use*—The seal shall be kept at National Council Headquarters, and shall be attached to instruments only on order of the President.

ARTICLE X

AMENDMENTS

SECTION 1. These By-Laws may be amended by majority vote at any meeting of the Board of Directors at which a quorum is present, subject to ratification at the following meeting of the membership.

As adopted May 1, 1943, and
Amended April 15, 1944.

NATIONAL COUNCIL OF CATHOLIC MEN

1312 Massachusetts Avenue, N.W.

WASHINGTON 5, D. C.

