

**NATIONAL ASSOCIATION OF CATHOLIC CHAPLAINS  
CONSTITUTION  
(REVISED DECEMBER 2022)**

**ARTICLE 1: NAME, DEFINITION, NATIONAL OFFICE**

**SECTION 1: NAME**

The official name of the association will be the National Association of Catholic Chaplains, Ltd. (hereinafter referred to as the NACC).

**SECTION 2: DEFINITION**

The NACC is a national association of Catholic pastoral care ministers and others, who oversee, support, or participate in the Church's ministry of healing. NACC is incorporated in the State of Wisconsin under Chapter 181 of the Wisconsin Statutes.

**SECTION 3: NATIONAL OFFICE**

The National Office of the NACC is located at 4915 S. Howell Avenue, Suite 501, Milwaukee, Wisconsin, 53207-5939.

**ARTICLE 2: MISSION AND VALUES**

**SECTION 1: MISSION**

The National Association of Catholic Chaplains advocates for the profession of spiritual care and educates, certifies, and supports chaplains, clinical educators, and all members who continue the healing ministry of Jesus in the name of the Church.

**SECTION 2: VALUES**

The NACC identifies these values as core to the mission:

**DISCIPLESHIP –** Reflecting on and following the mission of Jesus in head, heart, and action.

**INTEGRITY -** Living out the Gospel in all we do.

**STEWARDSHIP -** Developing and utilizing wisely the gifts and resources entrusted to us.

**COMPASSION -** Responding to the call of Jesus by sharing the suffering, hope, and joy of others.

<b>INCLUSIVITY -</b>	Welcoming, honoring, and fostering diversity that deepens our unity.
<b>PROFESSIONALISM –</b>	Providing competent and effective ministry within the field of spiritual care.
<b>LEADERSHIP -</b>	Collaborating to develop and nurture the necessary gifts for the direction of our ministry.
<b>EMPOWERMENT -</b>	Encouraging others to use their gifts within and beyond professional spiritual care.

## **ARTICLE 3: PURPOSE AND OBJECTIVES**

### **SECTION 1: PURPOSE**

The NACC is a professional organization, which promotes continuing spiritual and educational formation of its membership and Christ-like advocacy in ethical, legal, and social areas of service in pastoral care ministries.

### **SECTION 2: OBJECTIVES**

1. To assist the membership in becoming better witnesses to the healing presence of Jesus, to promote personal spiritual formation in daily life, and to encourage mutual support and education in the pastoral care ministries.
2. To foster competency and professionalism by providing standards and processes whereby members of the NACC may be certified.
3. To communicate in an ongoing, efficient, and clear manner to all those served by the membership, to Bishops and appropriate diocesan officials, and to others, the Christian ideals, standards, and goals developed by the NACC for pastoral care ministry.
4. To develop through study, continuing education, and communication, awareness in the membership of the NACC of the legal, social, and ethical issues affecting their pastoral care ministry.
5. To represent membership and the Church in dialogue with other organizations with similar purposes outside the Church and with any other organization within the Church.

## **ARTICLE 4: AUTHORITY**

### **SECTION 1: AUTHORITY**

The NACC possesses all powers and authority permitted by law except:

1. No part of the net earnings of the NACC will be used for the benefit of, or be distributed to, its trustees, members, officers, or other private persons, except that the NACC will be authorized and empowered to pay reasonable compensation for services rendered to it and make payments in furtherance of the purposes set forth in Articles 2 and 3.
2. The NACC will not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for office.
3. Notwithstanding any other provision of the Articles of Incorporation, this Constitution, or the Bylaws, NACC shall not carry on any activities not permitted
  - a. by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations, as may hereafter be amended or any successor thereto, or
  - b. by a corporation, contributions to which or dues paid to which are deductible under Section 170 of the Internal Revenue Code of 1986 and its Regulations, as may hereafter be amended or any successor thereto

## **ARTICLE 5: MEMBERSHIP**

### **SECTION 1: MEMBERSHIP WITH VOTING PRIVILEGES**

Chaplaincy Ministry Member Categories:

- a. Non-Certified Member
- b. Board-Certified Member
  1. Chaplain
  2. CPE Educator
- c. Certified Associate Chaplain Member
- d. Retired Non-Certified Member
- e. Retired Board-Certified Member (Chaplain/CPE Educator)
- f. Retired Certified Associate Chaplain Member
- g. Emeritus

## **SECTION 2: MEMBERSHIP WITH OFFICE ELIGIBILITY**

### Member Categories:

- a. Non-Certified Member
- b. Board-Certified Member
  1. Chaplain
  2. CPE Educator
- c. Certified Associate Chaplain Member
- d. Retired Board-Certified Member who continues his/her process for renewal of certification (five years for Chaplains and CPE Educators).
- e. Retired Certified Associate Chaplain Member who continues his/her process for renewal of certification (five years).

## **SECTION 3: MEMBERSHIP WITHOUT VOTING OR OFFICE ELIGIBILITY PRIVILEGES**

### Categories:

- a. Professional Ministry
- b. Volunteer Ministry
- c. Student
- d. Inactive Board-Certified Member
  1. Chaplain
  2. CPE Educator
- e. Inactive Certified Associate Chaplain Member
- f. Collaborator

## **SECTION 4: MEMBERSHIP DUES**

Dues and fee structures of the NACC will be approved by the Board of Directors. There will be an annual review by the Finance Committee. Dues are paid directly to the National Office of the NACC.

## **SECTION 5: TERMINATION OR SUSPENSION OF MEMBERSHIP**

1. The Board of Directors determines, by consensus vote, cases of termination or suspension of members. If a consensus cannot be reached, a simple majority of directors present and voting shall govern.
2. The Board of Directors establishes policies and procedures for the termination or suspension of members.

## **SECTION 6: INACTIVE MEMBERSHIP**

1. The NACC has established an Inactive Membership Category for all Board-Certified Chaplains and Certified Associate Chaplains. The specifications of

these forms of membership are described in Article I, Sec. 2 of the Bylaws of the Association.

2. Categories of Inactive Membership:
  - a. Inactive Board-Certified Chaplains/CPE Educators: Certified individuals who take a leave from the ministry of chaplaincy or CPE Educator.
  - b. Inactive Certified Associate Chaplains: Certified individuals who take a leave from the ministry of chaplaincy.

## **ARTICLE 6: GOVERNANCE**

### **SECTION 1: COMPOSITION OF THE BOARD OF DIRECTORS**

1. The Board of Directors is the governing body of NACC.
2. There will be a Board of Directors composed of not more than 15 members including:
  - a. At least six directors elected by the membership. The number of elected Board directors shall exceed the number of non-elected members.
  - b. An Episcopal Liaison appointed by the President of the United States Conference of Catholic Bishops (USCCB).
  - c. Not more than four non-elected persons appointed by the Board.
  - d. The Executive Director of the NACC, who shall serve as a non-voting, ex-officio director of the Board.

### **SECTION 2: ROLE AND RELATIONSHIP OF EXECUTIVE DIRECTOR**

1. The Executive Director is hired by and accountable to the Board of Directors.
2. The Executive Director is responsible to the Board for
  - a. the implementation of the mission, vision, and strategic plan of the NACC.
  - b. the overall management of the Association.
3. The Executive Director shall be evaluated annually by a process determined by the Board.

### **SECTION 3: ROLE AND APPOINTMENT OF EPISCOPAL LIAISON**

The President of the USCCB appoints an Episcopal Liaison to the Association who serves as a director of the Board. The Liaison serves until his appointed time by the USCCB expires.

**SECTION 4: APPOINTMENT TO NACC COMMISSIONS, COMMITTEES, PANELS**

In accordance with the laws of the State of Wisconsin, the Board of Directors establishes commissions/committees/ panels and other groups as appropriate to the completion of tasks and fulfillment of Board responsibilities in light of the mission, vision, and goals of the Association. The scope of responsibility of such bodies will be defined by the Board as applicable.

The Board appoints such commissions/committees/ panels with powers and duties as the Board may determine. Each commission/committee/ panel chair shall submit to the Board of Directors an annual report at the beginning of each new fiscal year of any actions (minutes) the commission/committee/ panel has taken during the prior fiscal.

**ARTICLE 7: AMENDMENTS**

**SECTION 1: AMENDMENTS TO THE CONSTITUTION.**

1. The Constitution may be amended by a consensus vote of the Board. When a consensus cannot be reached, a three-fourth majority of directors present and voting at the meeting shall govern.
2. Proposed amendments to the Constitution may be submitted by (any) member(s) of the NACC to any members of the Board. Proposed amendments may be submitted at any time.

**NATIONAL ASSOCIATION OF CATHOLIC CHAPLAINS  
BYLAWS  
(REVISED DECEMBER 2022)**

**ARTICLE 1: MEMBERSHIP**

**SECTION 1: MEMBERSHIP CATEGORIES**

1. **NACC Chaplaincy Ministry:** This membership is available to any Catholic chaplain, CPE Educator, or other spiritual care provider who is a spiritual care professional and embraces that ministry as continuing the Church's healing mission. Chaplains pursuing Board-Certified Chaplain status must be members at this level in good standing. Additionally, these members have a significant investment in the mission and future of NACC with voting rights in the Association. Those who achieve Board Certification have the opportunity to serve on the NACC Board of Directors, Committees, Commissions, Panels, as Certification Interviewers, and Interview Team Educators (ITE).
- 1.1 **Non-Certified:** A Chaplain or other minister who is involved in spiritual care ministry and shares in the Church's healing mission without benefit of NACC certification. This membership level is a prerequisite for beginning the certification process. Eligible to vote. Not eligible to hold office.
- 1.2 **Board-Certified:** A Chaplain (BCC) or CPE Educator (BCC-E) who has the benefit of professional certification granted by the NACC Certification Commission on behalf of the USCCB. Renewal of certification is required every five years. One applies for this category through the process outlined in the NACC Certification Procedures Manual. Eligible to vote and to hold office.
- 1.3 **Certified Associate Chaplain:** A Certified Associate Chaplain (CAC) who has the benefit of professional certification granted by the NACC Certification Commission on behalf of the USCCB. Renewal of certification is required every five years. One applies for this category through the process outlined in the NACC Certification Procedures Manual. Eligible to vote and to hold office.
- 1.4 **Retired:** A Member, who has maintained membership in the NACC for at least five or more consecutive years and is now retired (no longer earning a salary as a chaplain), and desires to remain active in NACC and to retain member privileges and responsibilities. Eligible to vote.
- 1.5 **Retired Board-Certified Chaplain or CPE Educator:** A Chaplain (BCC) or CPE Educator (BCC-E) who has maintained membership in the NACC for at least five or more consecutive years, has undergone at least one renewal of

certification and is now retired (no longer earning a salary as a chaplain), and desires to remain active in NACC and to retain member privileges and responsibilities. The Retired Board-Certified Member is not required to fulfill the requirements for maintaining certification status, except for continuing to submit the Ethics Accountability statement every five years. Eligible to vote. Eligible to hold office on the Board of Directors and be on Certification, Competencies, and Ethics Commissions only if person continues his/her process for renewal of certification (five years). All Retired Board-Certified Members may be members of committees, panels, or taskforces.

1.6 Retired Certified Associate Chaplain. A Certified Associate Chaplain (CAC), who has maintained membership in the NACC for at least five or more consecutive years, has undergone at least one renewal of certification and is now retired (no longer earning a salary as a chaplain), and desires to remain active in NACC and to retain member privileges and responsibilities. The Retired Certified Associate Chaplain is not required to fulfill the requirements for maintaining certification status, except for continuing to submit the Ethics Accountability statement every five years. Eligible to vote. Eligible to hold office on the Board of Directors and be on Certification, Competencies, and Ethics Commissions only if person continues his/her process for renewal of certification (five years). All Retired Certified Associate Chaplains may be members of committees, panels, or taskforces.

2. **NACC Professional Ministry:** Any professional who is involved with, or shares an interest in, the Church's healing mission and desires to further NACC's mission. This membership is open to individuals who lead and serve in some aspect of the Church's pastoral care ministry field, as well as professional leaders of any denomination, association, healthcare entity, academic program, and/or involved in working with or training CPE Educators and chaplains.
3. **Student:** A student in an academic, ministry formation, or CPE program discerning chaplaincy as a career or as a valuable preparation for other ministries in the Church. Before applying for certification and receiving a certification application, a student must first become a member. Not eligible to vote or to hold office.
4. **Life Membership:** (No longer granted after April 1994) A member (in any category above) who paid one-time life dues. Whether eligible to vote and/or to hold office depends on their membership category.
5. **Emeritus:** (No longer granted after January 1, 2009) Persons who, after maintaining full membership in the NACC for five or more consecutive years, are now retired from the professional ministry of chaplain or CPE Educator. Eligible to vote. Not eligible to hold office.



6. **Volunteer Ministry:** An individual serving in a volunteer spiritual/pastoral care program for a specific setting (e.g., health care, parish, senior care, corrections, etc.) to provide spiritual and religious support for the vulnerable. Not eligible to vote. Not eligible to hold office.
7. **Collaborator:** An organization, whether education, health care, diocese or other entity, in alignment with the NACC's mission, that seeks and accepts a collaborative relationship with NACC to support their constituents in the spiritual care ministry and promote professional chaplaincy as a ministry of the Church. Not eligible to vote. Not eligible to hold office.

## **SECTION 2: INACTIVE MEMBERSHIP**

1. A Board-Certified Member may take a temporary leave of absence due to hardship or personal needs (illness, loss of position, family crises, etc.) and request inactive status. During this period of time, one does not function as a Chaplain or CPE Educator, even part time. The Board-Certified member retains his/her certified status as long as he/she proceeds through the regular renewal of certification cycle. One pays no dues during this time. However, one may opt to pay reduced annual dues to receive member communication and educational offerings. This status is for a one (1) year term, renewable for up to five (5) years upon approval by the NACC National Office. Not eligible to vote or hold office.
2. A Certified Associate Chaplain (CAC) may take a temporary leave of absence due to hardship or personal needs (illness, loss of position, family crises, etc.) and request inactive status. During this period of time, one does not function as an Associate Chaplain even part time. The Certified Associate Chaplain retains his/her certified status as long as he/she proceeds through the regular renewal of certification cycle. One pays no dues during this time. However, one may opt to pay reduced annual dues to receive member communication and educational offerings. This status is for a one (1) year term, renewable for up to five (5) years upon approval by the NACC National Office. Not eligible to vote or hold office.

## **SECTION 3: TERMINATION OR SUSPENSION OF MEMBERSHIP**

1. The Board of Directors determines, by consensus vote, cases of termination or suspension of members. If a consensus cannot be reached, a simple majority of directors present and voting shall govern.
2. The Board of Directors establishes policies and procedures for the termination or suspension of members.

## **ARTICLE 2: BOARD OF DIRECTORS**

### **SECTION 1: AUTHORITY**

The Board of Directors is the Governing Body of the NACC.

### **SECTION 2: FUNCTIONS OF THE BOARD**

The Board is responsible to:

1. Steward the Catholic identity of the Association.
2. Ensure the integration of the Association's values in the organizational culture.
3. Set the strategic direction for the growth of the Association, prioritize the work of the Association, and ensure that the strategic plan is carried out.
4. Ensure the financial stability of the Association.
5. Maintain and develop the Association's relationship with the USCCB and other groups, institutions, and organizations within and outside the Catholic Church.
6. Approve the Association policies.
7. Assure that the Association's governance including its constitution and by-laws reflect its mission imperatives and values.
8. Carry out the hiring and assessments of the Executive Director.
9. Ensure the continuity of organizational leadership.
10. Appoint members of the NACC commissions/committees/panels.
11. Establish other bodies as required by NACC's mission.

### **SECTION 3: ELECTED MEMBERS OF THE BOARD**

At least six elected directors of the Board are elected by the NACC membership in a manner established by the Board of Directors. The number of elected directors shall exceed the number of non-elected directors.

## **CRITERIA FOR BOARD MEMBERSHIP**

Elected directors must have:

1. Three years active status as Board-Certified Chaplain, CPE Educator, or Certified Associate Chaplain.
2. Three years' service on NACC Commissions, Committees, Panels, etc.
3. Three years' service on Boards, management, or leadership teams.
4. Three years diversity of experience, demonstrated knowledge, skills, abilities, leadership and professional competence in Board related fields such as governance, finance, CPE programs, NACC certification, mission, marketing, strategic planning, ethics, strategic partnerships, standards, research, communications.
5. The ability and readiness to commit sufficient time to fulfill functions of the Board as well as participate in Board meetings.

## **SECTION 4: NON-ELECTED MEMBERS OF THE BOARD**

Not more than four non-elected directors are appointed by the Board. The USCCB appoints the Episcopal Liaison to the Board. The Executive Director is an ex-officio member.

## **CRITERIA FOR BOARD MEMBERSHIP**

Non-elected directors must:

1. Have understanding and support for the mission of the Association.
2. Have personal values consistent with those of the Association.
3. Have five years diversity of demonstrated experience utilizing specialized knowledge, skills, abilities leadership and professional competence in two or more Board related fields such as healthcare, mission, education, medicine, governance, finance, marketing, strategic planning, ethics, strategic partnerships, standards, research, communications.
4. Have three years relevant Board experience.
5. Be recognized for competence and leadership in their profession.
6. Be a member in good standing within their religious denomination.

7. Have the ability and readiness to commit sufficient time to fulfill functions of the Board as well as participate in Board meetings.

#### **SECTION 5: TERMS OF OFFICE FOR BOARD OF DIRECTORS**

1. Elected directors of the Board are elected to a three-year term renewable once with Board approval. Elected directors can serve no more than two consecutive terms.
2. Non-elected Board directors serve a three-year term renewable once with Board approval. Non-elected directors can serve no more than two consecutive terms.
3. The Episcopal Liaison serves as long as he remains appointed by the USCCB.
4. Terms for elected and non-elected directors follow the calendar year.
5. All terms will be staggered so that there will be gradual change in leadership.

#### **SECTION 6: NOMINATIONS**

The nomination process for elected and non-elected Board directors is conducted by the Governance Committee, whose members are appointed by the Board of Directors.

#### **SECTION 7: ELECTIONS**

The members of the Governance Committee are responsible for recommending the method of election and overseeing the conduct of the election.

#### **SECTION 8: VACANCIES ON THE BOARD OF DIRECTORS**

1. In case of vacancy in any nationally elected or non-elected Board position, the Board appoints an interim director who serves for the remainder of the term.
2. A Director may resign from the Board by submitting a written notice to the Board Chair or the Chair-Elect/Secretary.

#### **SECTION 9: REMOVAL OF DIRECTORS**

A Board director, or any appointed member of a committee or other body, may be removed from office by a consensus vote of the Board of Directors for reasons of misconduct or negligence of duty; and shall be automatically removed from office for conviction of a felony or misappropriation of the NACC's assets.

When a consensus cannot be reached, a two-thirds majority of directors present and voting at the meeting shall govern.

### **ARTICLE 3: OFFICERS**

#### **SECTION 1: OFFICERS OF THE BOARD**

1. The Board shall annually elect its own officers to include Chair, Chair-Elect/Secretary, and Treasurer. The Chair of the Board will be a NACC Board-Certified Member. If a Board director during his/her second term is elected Chair-Elect/Secretary, the Board can extend the person's term to coincide with the term of office.
2. The Executive Committee of the Board of Directors shall be comprised of the Chair, Chair-Elect/Secretary, Treasurer, Governance Committee Chair, and the Executive Director of the NACC. The terms for officers include a two-year term for the Chair and the Chair-Elect/Secretary and a one-year renewable term for the Treasurer.

#### **SECTION 2: RESPONSIBILITIES OF THE CHAIR OF THE BOARD**

1. Chairs meetings of the Board of Directors of the NACC.
2. Chairs all Executive Committee meetings.
3. Works closely with the Executive Director to ensure that the mission of the NACC and the decisions of the Board of Directors are carried out.

#### **SECTION 3: CHAIR-ELECT/SECRETARY OF THE BOARD**

1. Performs the duties of the Chair when the Chair is absent or unavailable.
2. Serves on the Executive Committee of the Board of Directors.
3. Provides for accurate and timely records for the Association.
4. Takes minutes at the annual business meeting.

#### **SECTION 4: TREASURER**

1. Provides for the fiscal stewardship and financial accounting for the Association.
2. Serves on the Executive Committee of the Board of Directors.

3. Serves as Chair of the Finance Committee.

#### **SECTION 5: RESIGNATION**

An officer may resign by submitting a written notice to the Board Chair or Chair Elect/Secretary.

#### **SECTION 6: REMOVAL**

An officer may be removed with or without cause at any time by a two-thirds majority vote of the Board of Directors.

### **ARTICLE 4: STANDING COMMITTEES**

#### **SECTION 1: AUTHORITY**

The Board may authorize, and the chair shall appoint such standing committees, as appropriate to complete Board tasks, and fulfill Board responsibilities in the light of the mission, vision, and goals of the Association. The Board determines the responsibilities and duties of each group. Standing committees include Executive, Finance and Governance.

#### **SECTION 2: PURPOSE AND GENERAL OPERATION**

Standing committees are set up to deal with specialized issues and establish goals and objectives. Standing committees shall be ongoing and deal with functions necessary to the operation of the Board and the Association.

1. Chairs of standing committees are appointed by the Board Chair, to serve a term designated by the Board.
2. Each standing committee includes at least three or more Board members.
3. With the exception of the Executive Committee, membership on any standing committee may include representatives of the community who are not members of the Board of Directors.
4. The Chair of the Board is an ex-officio member of all committees.
5. Each standing committee Chair shall submit to the Board of Directors a report of any actions (minutes) the standing committee has taken since the last full Board meeting.

#### **SECTION 3: EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS**

The Executive Committee will be composed of the Chair of the Board, the Chair-Elect/Secretary, the Treasurer, the Governance Committee Chair, and the Executive Director of the NACC. A quorum of the Executive Committee will consist of a majority of its membership. The Executive Committee will have the following responsibilities:

1. Serve as interim leadership between Board meetings and exercise the powers of the Board with respect to the management of the affairs of the Association with the exception of electing officers or appointing Board members.
2. Plan the agenda and process for Board meetings.
3. Oversee the annual performance review of the Executive Director.

#### **SECTION 4: GOVERNANCE COMMITTEE**

The Governance Committee will review and monitor the Board's composition, functions, communications, and performance effectiveness, at least once every two years, under the direction of the Governance Committee Chair. Performance effectiveness will include, but will not be limited to, education and evaluation of the Board. The Governance Committee will also be responsible for the review and updating of the bylaws when necessary. The Governance Committee will receive from the Nominations Panel the names of candidates for commissions, committees, panels, and for election to the Board, and will make recommendations to the Board for appointment or election. The Governance Committee will also be responsible for oversight of commission, committee, and panel volunteers, and will serve in a consulting role to the Board, reviewing all candidate applications for appointment as non-elected Board directors.

#### **SECTION 5: FINANCE COMMITTEE**

The Finance Committee will develop and recommend for Board approval the annual budget and financial reports. The Finance Committee will be responsible for the development of financial policies and procedures and completion of the annual audit or review.

### **ARTICLE 5: COMMISSIONS, PANELS AND TASK FORCES**

#### **SECTION 1: AUTHORITY**

The Board, through the recommendation of the Governance Committee, may authorize and appoint such commissions/panels/task forces as appropriate to fulfill and further the mission, vision, and goals of the Association. The Board

determines the powers and duties of each group and reviews and approves their policies and procedures.

## **SECTION 2: PURPOSE OF COMMISSIONS, PANELS AND TASK FORCES**

Commissions/panels are appointed to perform specialized functions entrusted to them, assist in fulfilling the Association's mission and address special concerns.

1. Task forces may be created which shall be adjunct bodies to solve problems, research special concerns and issues, and/or develop organizational goals. A task force will meet only when necessary. The Chair of a task force will submit a report to the Board upon completion of its work.
2. The members of commissions/panels will serve a three-year term, renewable once. Appointments will ordinarily allow for rotation of one-third of the commission/ panel members annually.
3. At the beginning of the fiscal year, each commission/ panel Chair shall submit to the Board of Directors a report of its activities of the past year and plans for the upcoming year.
4. At the beginning of each fiscal year each commission/panel Chair will submit to the Governance Chair and the Nominations Chair a report of its membership and specific needs for the coming year as a means to assist in leadership succession planning for the Association.
5. Potential New Commission or panel members will be identified by commission/panel Chairs and/or the Nominating Committee. New commission/panel members will be reviewed by the Nominating Committee and approved by commission/panel Chairs prior to recommendation for approval to the Governance Committee.

## **SECTION 3: CERTIFICATION COMMISSION**

The Certification Commission carries on the process of certification in accordance with the Standards. The Commission recommends, and the NACC certifies according to NACC Qualifications, Competencies, and Procedures for Certification approved by the USCCB Subcommittee on Certification for Ecclesial Ministry and Service.

The Certification Commission may suggest names to the Nominations Panel which recommends candidates for nomination as members of the Certification Commission to the Governance Committee in compliance with NACC Bylaws, to be approved by the Board of Directors



#### **SECTION 4: ETHICS COMMISSION**

The Ethics Commission hears formal complaints involving alleged violations of the NACC Code of Ethics for Spiritual Care Professionals. Members of the Ethics Commission may suggest names to the Nominations Panel which recommends candidates for nomination as members of Ethics Commission to the Governance Committee in compliance with NACC Bylaws, to be approved by the Board of Directors

#### **SECTION 5: COMPETENCIES COMMISSION**

The Competencies Commission evaluates, interprets, and recommends Qualifications and Competencies for Certification that include a code of ethics, certification of membership, appeals and ethics complaints. The Competencies Commission may suggest names to the Nominations Panel which recommends candidates for nomination as members of the Competencies Commission to the Governance Committee in compliance with NACC Bylaws, to be approved by the Board of Directors.

#### **SECTION 6: CERTIFICATION APPEALS PANEL**

The Certification Appeals Panel reviews appeals of certification decisions submitted by members and renders final and binding decisions in accordance with Competencies. The Certification Commission may suggest names to the Nominations Panel which recommends candidates for nomination as members of the Certification Appeals Panel to the Governance Committee in compliance with NACC Bylaws, to be approved by the Board of Directors.

#### **SECTION 7: ETHICS APPEALS PANEL**

The Ethics Appeals Panel reviews appeals of the Ethics Commission decisions. The Ethics Commission may suggest names to the Nominations Panel which recommends candidates for nomination as members of Ethics Appeals Panel to the Governance Committee in compliance with NACC Bylaws, to be approved by the Board of Directors.

#### **SECTION 8: NOMINATIONS PANEL**

The Nominations Panel of the NACC Governance Committee determines the slate of qualified candidates for Board election and recommends candidates for nomination as members of the commissions and panels in compliance with NACC Bylaws, procedures and criteria established by the Board. The Nominations Panel shall report to the Governance Committee. Membership shall

consist of at least five NACC Board-Certified Members or Certified Associate Chaplains in good standing including one present Board director and one past Board director. The Governance Committee recommends the appointment of members of the Nominations Panel to be approved by the Board of Directors.

#### **SECTION 9: RESEARCH ADVISORY PANEL**

The Research Advisory Panel provides counsel to NACC leadership in order to help members become educated in the field of professional research on the impact and importance of spiritual care and professional chaplaincy in health care and related fields. The Research Advisory Panel provides direction to and content for NACC on research education of its members, evaluates and recommends to NACC appropriate partnerships for research (and be part of such efforts), and partners with associations and clinical research faculties to engage our members in research. The Research Advisory Panel provides strategic thinking and direction for NACC research related objectives and will assess and communicate current research on the value of professional chaplaincy to members and other stakeholders / constituents. The Research Advisory Panel recommends methods for and help in assessing certification candidates' meeting the competencies to articulate how primary research and research literature inform the profession of chaplaincy and one's spiritual care practice.

#### **SECTION 10: ANNUAL AWARDS ADVISORY PANEL**

The Annual Awards Advisory Panel will oversee integration of the mission, vision, and values of the National Association of Catholic Chaplains by leading the Annual Awards process. The Annual Awards Advisory Panel will review annually the criteria for and make necessary changes/additions to:

1. Distinguished Service Award Criteria and Process
2. Outstanding Colleague Award Criteria and Process
3. Emergent Leader Award Criteria and Process

The Annual Awards Advisory Panel may consult with Nominations Panel and other leadership bodies for suggestions and names for consideration. The Annual Awards Advisory Panel provides recommendations to the Board of Directors for official selection in the name of the NACC. The Chair of the Annual Awards Advisory Panel notifies the persons selected by the Board.

#### **SECTION 11: MARKETING COMMUNICATION ADVISORY PANEL**

The Marketing Communication Advisory Panel provides ongoing feedback, guidance, and strategic thinking to NACC Staff and Executive Director by reviewing our current plans and initiatives in marketing and communication, and assisting in developing, implementing, and monitoring progress on a comprehensive marketing/communication strategy. It provides ongoing member feedback, guidance, and strategic thinking to NACC staff in addressing its marketing/communication plans, messages, tools, audiences, and approaches.

## **ARTICLE 6: MEETINGS**

### **SECTION 1: BOARD OF DIRECTORS**

1. **Regular Meetings:** The Board of Directors ordinarily meets four times each year to conduct the business of the NACC. At regular meetings, a quorum shall be established. Quorum shall be a simple majority of the total number of voting directors present immediately before a meeting begins. Each voting director present shall be entitled to cast one (1) vote on each matter presented to the Board for approval.
2. **Special Meetings:** A special meeting of the Board may be called at the discretion of the Chair. Special meetings require at least a two-day notice to each director. The notice will contain the date, time, place, and method of meeting. The notice may be by writing, telephone or through electronic communication. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
3. **Meetings By Electronic Means of Communication:** To the extent provided in these Bylaws, the Board of Directors, or any standing committee of the Board, may, in addition to conducting meetings in which each director participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided (a) all participating directors may simultaneously hear or read each other's communications during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. Before the commencement of any business at a meeting at which any directors do not participate in person, all participating directors shall be informed that a meeting is taking place at which official business may be transacted.
4. **Action Without a Meeting.** Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of Chapter 181 of the Wisconsin

Statutes to be taken by the Board of Directors at a Board meeting may be taken without a meeting if one or more written/electronic consents, setting forth the action so taken, shall be signed by all of the directors entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written/electronic consent shall be effective when the last director signs the consent or gives electronic consent or upon such other effective date as is specified within the consent.

## **SECTION 2: ANNUAL MEMBERSHIP MEETING**

1. An annual meeting of members will be held for the purpose of reporting to NACC members on the financial condition of the Association and to act on any matters that must be approved by members.
2. Notice: Members will receive notice of the annual meeting at least 60 days prior to and not less than 10 days before the meeting. The notice will include a description of any matter to be raised that requires members' approval.

## **ARTICLE 7: LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

### **SECTION 1: LIMITED LIABILITY**

Except as otherwise provided by law, a director or officer of the NACC, or a member of an NACC commission, committee, or panel is not liable to the corporation, its members or creditors, or any person asserting rights on behalf of the corporation, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties or any other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a director or officer of the NACC, or a member of any commission, committee, or panel described herein.

### **SECTION 2: INDEMNIFICATION**

Except as otherwise provided by law, the corporation shall indemnify a director or officer of the NACC, or member of an NACC commission, committee, or panel and cover through insurance (up to \$1,000,000) all defense expenses incurred in the proceeding if the director, officer, or member was a party because he or she is a director or officer of the corporation, or a member of any NACC commission, committee, or panel described herein.

## **ARTICLE 8: CHANGES IN THE BYLAWS**

### **SECTION 1:**

The Bylaws may be changed or amended by action of the Board of Directors.

## **SECTION 2:**

The process of changing and amending the Bylaws shall follow the process of amending the Constitution as outlined in Article 7, Section 1 of the Constitution.

## **ARTICLE 9: CONTRACTS BETWEEN THE CORPORATION AND RELATED PERSONS**

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any entity of which one or more of its directors are members or employees or in which one or more of its directors are interested, or between the corporation and any corporation or association of which one or more of its directors are members, directors, officers, or employees or in which one or more of its directors have a material financial interest, shall not be voidable by the corporation solely because of the director's interest, whether direct or indirect, in the transaction if:

1. the material facts of the transaction and the director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors, and a majority of disinterested members of the Board of Directors or committee authorized, approved, or specifically ratified the transaction; or
2. the material facts of the transaction and the director's interest were disclosed or known to the members entitled to vote, and a majority of the disinterested members authorized, approved, or specifically ratified the transaction; or
3. the transaction was fair and reasonable to the corporation.

For purposes of this section, a majority of directors having no direct or indirect interest in the transaction shall constitute a quorum of the Board or a standing committee of the Board acting on the matter, and a majority of the members having no direct or indirect interest in the transaction shall constitute a quorum of the members for the purpose of acting on the matter.

## **ARTICLE 10: DISSOLUTION**

Upon the dissolution of the NACC or any partial or entire liquidation of its property or assets, all of the NACC's property of every nature and description will, after making provision for the discharge of all liabilities of the NACC, be paid over and transferred to the Archdiocese of Milwaukee or to such other organizations or institutions, the purposes of which are similar to those of the NACC. Such organizations must be exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 and its Regulations, as may hereafter be amended or any successor thereto. The determination of the appropriate beneficiary will be the decision of a two-thirds majority of the persons

who are at that time members of the Board of Directors of the NACC. The directors, officers, or members of the NACC shall not be entitled to share in the distribution of any of the assets of the NACC upon dissolution of the NACC.

*Adopted May 24, 2005*

*Mission & Value Revisions – Board of Directors approved June 12, 2007*

*Governance Revisions – September 10, 2007 – Board of Directors approved on 12.13.07*

*Governance Revisions – July 26, 2008 - format and grammatical corrections*

*Governance Revisions – April 2009 - task force suggestions; no content changes*

*Governance Revisions – August 2009 – Board of Directors approved on 09.21.09*

*Governance Revisions – February 2010 – Board of Directors approved on 03.20.10*

*Governance Revisions – December 2012 – Board of Directors approved on 12.20.12*

*Governance Revisions -- September 2013 – Board of Directors approved on 10.10.13*

*Governance Revisions – December 2015 – Board of Directors approved on 12.07.15*

*Governance Revisions – October 2017 – Board of Directors approved on 12.13.17*

*Governance Revisions – June 2018 - Board of Directors approved on 07.12.18*

*Governance Revisions – November 2018 – Board of Directors approved on 11.02.18*

*Governance Revisions – October 2020 - Board of Directors approved on 10.29.20*

*Governance Revisions- December 2022 – Board of Directors approved on 12.13.22*