



NCEA

NATIONAL CATHOLIC EDUCATIONAL ASSOCIATION

By-Laws

As amended on January 20, 2006

THE ASSOCIATION AS A WHOLE

I. MEMBERSHIP

Membership Categories and Benefits

A. Individual

1. Individuals may be admitted as members of the general Association under the direction of the Board of Directors of the Association. They shall be entitled to copies of the general publications of the Association issued after their admission into the Association but not to departmental publications. Individual membership is available to the principal or director of a Catholic school or institution only by virtue of the institutional membership of that school or institution.
2. Individuals may also be admitted as members of one of the departments or commissions in accordance with the bylaws of the respective department or commission. They shall be entitled to the publications of the department or commission as well as the general publications of the Association.

B. Institutional

Institutions may be admitted as members of the departments or commissions of the Association in accordance with the bylaws of those departments or commissions. Additional rights, including voting rights, of such members shall be determined in the bylaws of the respective departments or commissions. The principal or director of the institution holds all benefits of individual membership with no additional dues assessment.

C. Affiliate

1. An organization may become an affiliate of the National Catholic Educational Association if it fulfills the following conditions: (1) that it is an organization in the field of Catholic education/catechesis; (2) that it has existed on a national, regional or state level with its own administrative offices for at least three years; (3) that it is a nonprofit organization with financial stability; (4) that it is not organized for the

purpose of political activity or propaganda.

2. The admission of affiliates shall be decided by the Board of Directors which shall at the same time determine the annual fee to be paid by the affiliate, the publications to which it is entitled, and the services it shall receive. The annual fee shall be subject to revision, as the need becomes apparent.

3. The National Catholic Educational Association shall not be responsible for the internal, financial and legal affairs and obligations of the affiliates.

4. Affiliates of the National Catholic Educational Association shall have voice but shall not enjoy voting rights in the Association.

D. Honorary members shall not be obligated to pay dues and shall not enjoy voting rights.

E. Associated Organizations

1. An associated organization shall be an independent organization whose goals, objectives, constitution, and bylaws are compatible with those of the National Catholic Educational Association.

2. The admission of associated organizations shall be decided by the Board of Directors which at the same time shall determine the annual fee to be paid by the associated organization and the services it shall receive. The annual fee shall be subject to revision, as the need becomes apparent.

3. Associated organizations of the National Catholic Educational Association shall not enjoy voting rights in the Association.

II. ANNUAL MEETING

The annual meeting of the Association shall be held each year at time and place to be determined by the Board of Directors.

III. FINANCES

A. The President acting as the treasurer shall be the custodian of all monies of the Association. He/she shall pay all bills authorized under the budget approved by the Board of Directors. He/she shall give bond for the faithful discharge of these fiscal duties. His/her accounts shall be subject to annual professional audit, and this audit shall be submitted for the approval of the Board of Directors.

B. The fiscal year of the Association shall be determined by the Board of Directors.

C. The basic dues for the Association for each category of membership shall be established by the Board of Directors. The executive committee of a department may, in accordance with its bylaws and with the approval of the Board of Directors of the Association, seek supplementary income.

IV. SEAL

The Board of Directors shall adopt an official seal for the Association.

V. EXECUTIVE/ADVISORY COMMITTEES OF DEPARTMENTS (COMMISSIONS)

- A. The Executive (Advisory) Committee of each department or commission shall elect its own officers.
- B. The executive director of the department or commission shall be appointed by the President of the Association on the recommendation of the respective executive or advisory committee.

BOARD OF DIRECTORS

- I.** The Board of Directors shall meet at least three times a year at times to be determined by the Board. Special meetings of the Board of Directors may be called by the chairperson of the Board with the approval of a majority of the Board. The agenda of such meetings shall be drawn up by the chairperson of the Board.
- II.** A majority of the Board of Directors eligible to vote shall constitute a quorum.
- III.** Members of the Board of Directors who are unable to attend the Board meetings shall not have proxy rights.
- IV.** The conduct of meetings will be governed by Roberts Rules of Order.
- V.** The Board of Directors may establish committees as needed.
- VI.** A member of the Board of Directors elected to represent a department shall not be elected as a member-at-Large.
- VII.** Terms of office of all members of the Board of Directors shall begin at the close of the annual meeting.
- VIII.** Members are expected to be actively involved in all meetings of the board. Members who are absent from two consecutive meetings without just cause may be asked to withdraw their membership.
- IX** Standing Committees of the Board
 - A. Executive Committee
 - 1. Membership*
 - a. Board Chairperson
 - b. Three Departmental Board Members
 - c. Two At-large Board Members
 - d. NCEA President (ex officio)
 - 2. Staffed by
 - a. NCEA President
 - 3. Meetings (either in person or via teleconference)
 - a. September, November and February
 - b. Others if needed (ordinarily at the time of full board meetings)

4. Responsibilities

- a. Prepare the agenda for regular Board meetings.
- b. Make recommendations to the Board on all matters pertaining to the advancement of the interests and welfare of the Association and its members.
- c. Serve as an interim governing body between meetings of the Board if the need arises. Operate with authority vested by the Board. Report its actions to the Board for endorsement/approval.
- d. Serve as the nominating committee of the Board.
 - (1) The nominating committee will propose a list of nominees for each of the three officers, i.e., chairperson, vice chairperson, and secretary, and a list of nominees for the at-large members.
 - (2) Members of the Association may recommend nominees for the officers or at large members to a nominating committee.
 - (3) The nominating committee will present a ballot showing their nominations for at-large members of the board to the Board of Directors at the Board meeting held during the annual convention of the Association. Members of the NCEA Board of Directors will elect the new officers of the Board and the new at-large members at the close of the meeting, which takes place during the annual convention of the Association.

B. Budget/Finance Committee

1. Membership *
 - a. Officers of the Board (3)
 - b. At-Large Board Members (2)
 - c. One Department Representative
 - d. NCEA President (ex officio)
2. Staffed by:
 - a. NCEA President
 - b. Controller
3. Meeting (either in person or via teleconference)
 - a. The committee will normally meet in September, November and February before Executive Committee meetings. Other functions conducted by mail or subcommittees of one or more members meeting as needed.
 - b. Others if needed (ordinarily at the time of full board meetings)
4. Responsibilities
 - a. This committee is responsible for the control and supervision of the Association's finances.
 - b. Committee members shall receive and review quarterly financial statements (balance sheet, comparative statement of revenue and expenditures for the current and prior year as compared to budgets for those years and statements of cash flow).
 - c. The Committee will be responsible for recommending these uncertified reports and the annual report, bearing the opinion of independent certified public accountants, to the full board.
 - d. The Committee will be responsible for approving the system of internal controls of financial matters and report preparation and distribution.
 - e. The Committee will receive, review and recommend approval of the annual operating budget to the full Board.

f. The Committee will arrange for the audit of the books and records by a firm of independent certified public accountants. They, or a subcommittee, will meet with such auditors to receive and discuss their Management Letter in executive session (without staff present) to insure that internal controls are adequate for the organization and being followed by staff.

g. The Committee will arrange for periodic review of any funds invested in realty or securities to insure that investment objectives, decided by them, are being met.

D. Development Committee

1. Membership *
 - a. Three At-large Board Members
 - b. One NCEA Executive Staff Member (Director of Institutional Advancement
 - c. Three non-Board/non-staff members
 - d. NCEA President (ex officio)
2. Staffed by:
 - a. Director of Institutional Advancement
 - b. NCEA President (ex officio)
3. Meeting (either in person or via teleconference)
 - a. The committee will normally meet in September, November and February.
 - b. Other functions conducted by mail or subcommittees of one or more members meeting as needed.
 - c. Others if needed (ordinarily at the time of full board meetings)
4. Responsibilities
 - a. This committee will receive, review and recommend development and fund-raising activities of the association.
 - b. All committee members will promote and encourage full Board participation in the development program.

E. Awards Committee

1. Membership *
 - a. Three persons (not necessarily from the Board)
 - b. NCEA President (ex officio)
2. Staffed by
 - a. The NCEA Director of Communications
3. Meeting
 - a. The committee will normally confer in November of each year.
 - b. A Board member will chair the meeting.
4. Responsibility
 - a. This committee shall have the responsibility of soliciting and screening nominations for the C. Albert Koob, John F. Meyers, Catherine T. McNamee and Leonard F. DeFiore Awards and making the appropriate recommendations to the Board of Directors at the December meeting.

X. AMENDMENTS

Bylaws may be amended by a 2/3 majority of the members of the Board of Directors provided that proposed amendments have been circulated to Board members at least one month prior to voting. This voting may take place either at an annual meeting or by mail.

***NOTE:** A departmental representative or a representative of any commission may be named to any standing committee of the Board.