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# *NRVC Constitution*

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## **INTRODUCTION**

The National Religious Vocation Conference (NRVC) began in 1988 as a combination of the National Conference of Religious Vocation Directors (NCRVD) and the National Sisters Vocation Conference (NSVC). Today, the NRVC is an organization of men and women committed to the fostering and discernment of vocations within the context of the Catholic Church. It gives emphasis to the vision and concerns related to shaping religious life within the United States and throughout the world. It is to these ends that we adopt the following Constitution.

## **I. NAME**

The name of this organization is the National Religious Vocation Conference, Inc., an Illinois not for profit corporation which is abbreviated to the National Religious Vocation Conference (NRVC).

## **II. MISSION STATEMENT**

The National Religious Vocation Conference is a catalyst for vocation discernment and the full flourishing of religious life as sisters, brothers, and priests for the ongoing transformation of the world.

## **III. DEFINITION OF TERMS**

- A. In the present Constitution and Bylaws, the term "religious" means any member of a religious institute or of a society of apostolic life, canonically erected.
- B. A "vocation minister" or "vocation director" is any religious, cleric or lay person directly involved in vocation ministry as appointed by his/her religious community, diocesan structure or related organization, or any person interested in promoting religious vocations in the Catholic Church.
- C. A religious community's "government unit" is defined as a region, province, or monastery with a designated major superior.
- D. "Consensus" is defined as general agreement, i.e., an acceptable resolution; one that can be supported, even if not the "favorite" of everyone.
- E. "Simple majority" is defined as more than half of the number of total votes cast.
- F. "National Office" is defined as the professional staff employed by the organization.
- G. "Delivered" for purposes of determining if any notice required by this Constitution and Bylaws is effective, means (i) transferred or presented to someone in person; (ii) Deposited in the United States mail addressed to the person at his, her, or its address as it appears NRVC's records, with sufficient first-class postage prepaid thereon; and (iii) transmitted by electronic means to the email address, facsimile number, or other contact information that appears on the records of NRVC.

#### **IV. PURPOSE**

The purpose of the National Religious Vocation Conference is:

- A. To be a professional organization that serves its members by providing education, resources, research, and other supportive services that strengthen vocation ministry and enhance the personal and professional growth of its members.
- B. To collaborate with other groups and organizations engaged in furthering effective vocation ministry in the Catholic Church.
- C. To speak as an official voice in initiating and responding to issues in the area of Church vocations and vocation ministry.
- D. To provide a corporate influence in the Church and in society through its national and regional structures by advocating for religious vocations and religious life.

#### **V. MEMBERSHIP**

- A. Membership in NRVC is open to vocation directors and others interested and/or involved in vocation ministry.
- B. Membership is open only to canonically recognized Catholic institutions or organizations.
- C. NRVC retains the right to refuse membership but will offer the opportunity to appeal the decision.
- D. Membership in NRVC is individual or by license (group of five) from a religious institute's governmental unit. Organizations other than religious institutes may apply for membership with approval from the National Office.
- E. The National Board of NRVC sets the annual individual and license membership dues.
- F. An individual becomes a member of NRVC at the time dues are received at the National Office.
- G. Every NRVC member enjoys the full benefits of membership as outlined in the NRVC Bylaws (See Bylaws, Section VI).
- H. The membership year is twelve months.
- I. Notices to members may be delivered by U.S. Mail and by electronic means to an email address, or other appropriate contact listed in the records of the NRVC.
- J. Any action required to be taken at any annual or special meeting of the members entitled to vote, or any other action which may be taken at a meeting of the members entitled to vote, may be taken by ballot without a meeting in writing by U.S. Mail, Email, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action and the proposed action receives the approval of a majority of the members casting votes, or such larger number as may be required by the Bylaws. Provided, that the number of members casting votes would constitute a quorum of such action had been taken at a meeting of the members. Voting must remain open for not less than 5 days from the date the

ballot is delivered; provided, however, in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 20 days from the date the ballot is delivered.

K. Members may not vote by proxy.

## **VI. THE NATIONAL ORGANIZATION: GOVERNANCE AND ADMINISTRATION**

### **A. The National Board**

The National Board is the governing body of the National Religious Vocation Conference.

1. Responsibilities of the National Board: The National Board oversees the functioning of the Conference by...

- a. Approving the mission of and setting the direction for NRVC.
- b. Initiating Strategic Planning and evaluating its progress.
- c. Establishing and evaluating standing and *ad hoc* committees, and reviewing their reports annually.
- d. Approving the annual budget, reviewing, and accepting financial reports, and approving all extraordinary major expenditures.
- e. Calling for and approving the annual review/audit of NRVC finances.
- f. Electing/Selecting members to the National Board as well as to the Executive Committee and the Board Chair from among its membership according to the procedures outlined in the Bylaws.
- g. Approving the hiring of National Office staff upon the Office's recommendation.
- h. Ensuring the proper and professional operation of the National Office, modifying NRVC staff job descriptions, as needed.
- i. Recommending the development of programs and services to the National Office.
- j. Providing for a biennial National Convocation, as well as selecting the time, place, and theme for the Convocation.
- k. Determining annual membership dues and other necessary fees.
- l. Reviewing the NRVC Constitution and Bylaws and proposing amendments as necessary.
- m. Encouraging and communicating with the membership of NRVC.
- n. Providing for the support, coordination, and proper functioning of NRVC Member Areas.
- o. Allocating funds for Member Areas.
- p. Selecting members for the NRVC National Board and Executive Committee, as needed and as specified in this NRVC Constitution.
- q. Constituting the Board of Directors of the NRVC civil Corporation for all actions required by corporation law in the state in which it is incorporated or in other appropriate jurisdictions or in other appropriate jurisdictions.
- r. Performing/Assuming other such roles that would further the

mission of NRVC.

2. Composition of the National Board
  - a. The National Board shall be composed of members of the National Religious Vocation Conference.
  - b. The NRVC Director of Mission Integration will serve as an *ex-officio*, non-voting member of the National Board.
3. Terms of Office / Selection of National Board Members

The length of a term of office for a Board member is set forth in the NRVC Bylaws (See Bylaws, Section I (B)).
4. Consensus / Voting Methods
  - a. In most matters, the NRVC National Board seeks to decide matters of importance by arriving at consensus.
  - b. In those matters where a vote is required or called for, Robert's Rules of Order (revised edition) shall be the governing authority in the transaction of business unless it conflicts with the Constitution of this organization. A motion may carry with a simple majority vote, unless otherwise stated.
5. National Board Meetings
  - a. The National Board shall meet at least twice each year. Meetings may take place either in person or electronically through use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.
  - b. A minimum of two-thirds of the number of Board Members must be in attendance to conduct official NRVC business.
  - c. Notices to directors may be delivered by U.S. Mail and by electronic means to an email address or other appropriate contact listed in the records of the NRVC.

#### B. The Executive Committee

The NRVC Executive Committee is a subgroup of the National Board.

1. Composition of the Executive Committee

The NRVC Executive Committee shall consist of the Director of Mission Integration of NRVC, who serves as *ex-officio*, non-voting member, a Board Chair, and two Vice-Chairs, all of whom are each elected from and by the current Board membership.
2. Terms of Office

The terms of office for the Executive Committee are set forth in the NRVC Bylaws (See By-laws, Section II (D)).
3. Executive Committee Meetings
  - a. The NRVC Executive Committee shall meet at least twice each year outside the regularly scheduled National Board meetings.
  - b. All elected members of the Executive Committee must be present in person or present electronically using a

conference telephone or interactive technology, including but not limited to electronic transmission, internet usage, or remote communication, by which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating to conduct official business.

c. In most matters, the NRVC Executive Committee seeks to decide matters of importance by arriving at consensus.

d. In those matters where a vote is required or called for, Robert's Rules of Order (revised edition) shall be the governing authority in the transaction of business unless it conflicts with the Constitution of this organization. A motion may carry with a simple majority vote, unless otherwise stated.

C. The National Office

1. NRVC maintains a national office to ensure unity, continuity, and effective pursuit of the purpose of the National Religious Vocation Conference and to provide needed assistance in planning, coordinating, and administering the activities and programs of the Conference.

2. The National Office operates under the general supervision of the National Board, pursuant to policies, plans and programs established by the Board.

3. The National Office employees of NRVC are appointed by the National Board are accountable to the Board. National Office employees are all at-will employees and may be terminated at any time with or without cause in accordance with the Bylaws.

4. In matters of urgency, the Director of Mission Integration takes appropriate action in consultation with the Executive Committee of the National Board.

D. The National Office Responsibilities

1. Advances the mission of NRVC.

2. Serves as the official representative of NRVC.

3. Recommends new hires to the Executive Committee.

4. Oversees NRVC finances.

5. Assumes other duties and responsibilities as determined by the National Board. More specific duties can be found in the Bylaws, Section IV (A).

E. The NRVC Member Area Structure

To serve the membership of NRVC more effectively, the Conference is divided into geographic Member Areas. The number and geographic areas of the Member Areas are determined by the National Board in consultation with the Member Area Coordinators.

1. Purposes of the Member Areas:

The goals of the NRVC Member Area structures are to ...

a. facilitate assistance, communication, and an exchange of views among vocation directors/ministers who are living and/or working in proximity.

- b. provide mentoring of new vocation directors/ministers living and/or working near more veteran directors/ministers.
- c. organize intercommunity programs, gatherings, and meetings to promote religious life and religious vocations in the Member Area.
- d. facilitate communication, through the Member Area Coordinators, between the National Office and the members of the Member Areas.

## 2. Membership in and Organization of Member Areas

- a. By virtue of their general membership in NRVC, each member will choose a primary and secondary Member Area in which to belong and participate. In addition, a member is free to attend meetings in any of the Member Areas as offered.
- b. Each Member Area may be governed by its own set of Bylaws, if it so chooses.
- c. Each Member Area may charge fees to cover the operational expenses of Member Area activities; however, all monies are sent to and held in a Member Area account at the NRVC National Office. Member Area monies are restricted for use by the Member Area and distributed at the direction of the Member Area according to NRVC policies and procedures. Financial reports are provided to the Member Area by the National Office on a quarterly basis.

## 3. Member Area Coordinators

To facilitate the activities of each Member Area and the communication between the National Organization and the local membership, each Member Area has one or more Member Area Coordinators to lead it. Member Area Coordinators also work in collaboration with the Director of Mission Integration, who serves as a liaison of the National Office with the Member Area.

## 4. Member Area Meetings

Member Area meetings are held at least annually to facilitate communication among its members and the National Office, for formation in vocation ministry and mutual support. Member Area Coordinators share in the responsibility of organizing and coordinating these gatherings and activities.

## 5. Election of Member Area Coordinators

Member Area Coordinators are elected by and from the membership in the Member Area.

## F. Resignations or Grounds for Removal from Office

Any persons in service to NRVC at the national or Member Area levels may resign his/her position or be removed from office for a grave reason. The procedures for removing such an individual from office and for replacing him/her can be found in the Bylaws. See Bylaws, Removal of a National Board Member: III (B); Removal of the National Office Staff IV: (C); Removal of a Member Area Coordinator: V.J.

## **VII. THE NATIONAL FUND FOR CATHOLIC RELIGIOUS VOCATIONS**

In 2014, the National Religious Vocation Conference established the National Fund for Catholic Religious Vocations (NFCRV) as a 501(c)(3) nonprofit corporation.

- A. The mission of the NFCRV is to provide financial assistance to National Religious Vocation Conference (NRVC) member institutes by assisting in removing, in whole or in part, the significant educational debt of candidates pursuing vocations as religious sisters, brothers, or priests.
- B. The National Religious Vocation Conference (NRVC) and the National Fund for Catholic Vocations (NFCRV) are separate and distinct 501(c)(3) entities with unique Boards of Governance working in cooperation to solicit, manage and distribute funds in support of religious vocations.

## **VIII. FINANCES**

- A. The dates of the NRVC fiscal year are determined by the National Board.
- B. NRVC will be financed by dues, donations, contributions from religious congregations, dioceses, and other benefactors, along with income from various programs and services. NRVC also pursues funding from foundations, trusts and bequests.
- C. Dues will be paid to the national office.
- D. NRVC receipts and expenditures will be carefully recorded and reported using generally accepted accounting principles (GAAP). Financial reports as well as audits/reviews will be submitted to the National Board on a regular basis.

## **IX. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order (revised edition) shall govern the Conference in all cases to which they are applicable and in which they are not inconsistent with these Constitutions and any special rules of order the Conference may adopt.

## **IX. INTERPRETATION AND AMENDMENT**

- A. It belongs to the National Board to interpret by a simple majority vote any Constitution article about which doubt may arise.
- B. Any NRVC member may submit a proposal for amending the Constitutions by simply proposing it through any National Board member. The support of five (5) additional NRVC members, so indicated by their signatures on the proposal, is required for a proposal to be brought before the membership.
- C. This Constitution may be amended at a National Convocation, by electronic mail or by mail through the U.S. Post Office with a two-thirds majority of those NRVC members voting. Notification of the proposed amendments must be made in full and in writing no less than one month prior to the National Convocation or prior to the date on which mail ballots are due. The Constitution shall never be changed or amended in such a manner as to compromise the tax-exempt status of the corporation under the Internal Revenue Code and the Treasury regulations.

## **XI. DECISION-MAKING**

The ordinary mode of operation of NRVC is to make decisions by consensus. In areas where this is not possible or where more formal action is required, Robert's Rules of Order (revised edition) shall be the governing authority in the transaction of business unless it conflicts with the Constitution of this organization.

## **XII. DISSOLUTION**

In the event of dissolution or liquidation of the National Religious Vocation Conference, any remaining funds and/or assets shall be distributed among such organizations as described in Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal Tax laws (the "Code") and carrying out similar or related objects (other than private foundations as determined in Section 509 thereof) as the National Board shall decide and shall be exempt from taxation under Section 501(c)(3) thereof. Any such assets not so disposed of in accordance with the aforementioned procedures shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to such organization or organizations, as said court shall determine, all of which are organized and operated exclusively for such purposes.

## **XIII. OPERATIONAL LIMITATIONS**

A. No part of the net earnings of the Conference shall inure to the benefit of, or be distributable to, its members, directors, officers, or other persons, except that the Conference shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

B. No substantial part of the activities of the Conference shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Conference shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code; and

C. Notwithstanding any other provisions herein, the Conference shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Internal Revenue Code § 501(c)(3) or (b) by a corporation, contributions to which are deductible under Internal Revenue Code § 170(c)(2) or (c) by a corporation which is a nonprivate foundation under Internal Revenue Code §§ 509(a)(1) or 509(a)(2).

*Ratified by Membership, 1988*

*Amended by Membership at Convocation, 2020*