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# NRVC Bylaws

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## I. NRVC NATIONAL BOARD

### A. Composition of the National Board

1. The National Board of the National Religious Vocation Conference shall be composed of between 8 and 12 members of the Conference.
2. The NRVC Director of Mission Integration will serve as an *ex-officio*, non-voting member of the National Board.

### B. Terms of Office of National Board Members

1. The term of office for a Board member is three years.
2. A Board Member shall serve no more than two consecutive terms; however, an NRVC member may be re-selected to serve after being off the Board for a complete term.
3. The term of office for each Board member begins at the autumn meeting (usually held in October) and continues up until, but not including, the autumn meeting three years later.

### C. Duties of a Board Member:

1. Promotes the mission and objectives of NRVC;
2. Attends and actively participates in National Board meetings, either in person or he/she may participate in and act at any meeting of such Board or committee through the use of a conference telephone or other communications equipment by means of 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.
3. Participates in the selection of, the supervision of and the evaluation processes for the National Board and the Executive Committee, as determined by the Board.
4. Shares in the fiduciary responsibility for NRVC.
5. Shares in the responsibility for various tasks undertaken by the Board.

### D. Nomination/Selection Procedure for National Board Members

1. Each NRVC member may submit one nomination for the Board, submitting reasons for and qualifications of the nominee.
  - a. A recommendation form will be sent to each NRVC member in the winter to recommend someone for the National Board for the following autumn. Nominations must be returned to the National Office by January 31.
  - b. Nominees must be current members of NRVC.
  - c. Board members who are eligible for re-selection must also be recommended.
2. By March 31, the National Board selects new members from those recommended to a three-year term. The Board seeks to bring particular skills and experience to the Board, to help assure a balance of gender, geographical and cultural representation and to image the breadth and diversity of religious consecration in the Church through its new appointments.
3. The number of new members selected each year will be determined by the number of vacancies on the Board and by a need to maintain a Board of between 8 and 12 members and to provide the balance discussed in the Bylaws Section I (D) (2) above.
4. A nominee needs only to gain a simple majority of those Board members

- present and voting to be selected for Board membership.
5. The results of the selections are announced to the membership.

## II. THE EXECUTIVE COMMITTEE

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

**A. Responsibilities:** The Executive Committee facilitates the work of the National Board by:

1. Providing leadership in animating and governing the national organization and the National Board.
2. Setting the agendas for the National Board meetings.
3. Convening and presiding at meetings of the National Board.
4. Convening additional meetings of the Executive Committee, as necessary.
5. Transacting business between meetings of the National Board and reporting these transactions to the National Board as soon as possible.
6. Ensuring the recording of the minutes of the meetings of both the Executive Committee and the National Board.
7. Serving as executive counsel for the National Office.
8. Establishing ad hoc and management committees, advisory boards and task forces or hiring consultants, as needed.
9. Overseeing the implementation of Board decisions.
10. Other such activities that are deemed significant to facilitate the work of the National Board.

### **B. Election of the Executive Committee**

Members of the NRVC National Board elect the Executive Committee during the autumn meeting according to the following procedures:

1. Members of the National Board make their availability for service on the Executive Committee known before the election takes place.
2. The National Board nominates members from among their own.
3. Members of the Board vote for one nominee of their choosing by secret ballot.
4. If a nominee receives a simple majority, he/she is elected to the Executive Committee.
5. If no nominee receives a simple majority, the two nominees receiving the most votes are cast into a run-off.
6. In the run-off election, the nominee receiving a simple majority is elected to the Executive Committee.
7. The process is repeated until three members of the Board are elected to the Executive Committee.

### **C. Election of the Board Chair**

Members of the National Board elect a Board Chair at the autumn from among those chosen to serve on the Executive Committee using the following process:

1. An Executive Committee member must receive a simple majority to be elected Board Chair.
2. To elect the Board Chair:
  - a. The names of those members of the Executive Committee who are open to serve as Board Chair are listed.
  - b. If only one member of the Executive Committee is open to serve, he/she is automatically declared Board Chair.
  - c. If more than one member is willing to serve, the members of the Board are

given a ballot and instructed to vote for one nominee of their choosing by secret ballot.

d. If any nominee receives a simple majority, he/she is elected Board Chair.

e. In the case of three initial nominees:

i. If no nominee receives a simple majority on the first ballot, the two nominees receiving the most votes are cast into a run-off election.

ii. In the run-off election, the nominee receiving a simple majority is elected Board Chair.

iii. If neither of the remaining two Executive Committee members receives a simple majority after the second ballot in this process, a Board Chair is chosen by consensus of all three Executive Committee members in consultation with the Executive Director.

f. The remaining Executive Committee members become Vice Chairs.

#### **D. Terms of Office for the Executive Committee**

1. The members of the Executive Committee, including the Board Chair, may serve in this capacity for a term of two years, beginning with the spring meeting.

2. If a Board member meets the qualifications for membership on the National Board, there are no term limits to his/her service on the Executive Committee.

3. A member of the Executive Committee may not serve as Board Chair for two consecutive terms.

### **III. REPLACING A MEMBER OF THE NATIONAL BOARD THROUGH REMOVAL / RESIGNATION**

#### **A. Resignation of a National Board Member**

1. If a Board member resigns his/her position from the National Board or is unable to complete a term of office for any reason, the National Board may elect or appoint a person to complete the unfulfilled term as long as the person meets all the requirements for Board membership.

2. If a Board member fails to attend two (2) consecutive Board meetings without prior notification to the Board Chair, this shall constitute a resignation from the Board.

3. If a member of the Executive Committee resigns his/her position or is unable to complete a term for any reason, the National Board may elect a person to complete the unfulfilled term using the procedures outlined in By-laws Section III (B) (2) (a). If the vacancy is in the position of the Board Chair, the National Board selects a new Board Chair from the membership of the new Executive Committee using the procedures outlined in By-laws Section II (C) (2).

#### **B. Removal of a National Board Member from Office**

1. Except otherwise provided by law, the Articles of Incorporation, or these Bylaws, any one or more of the Board members may be removed with or without cause at any time by the affirmative vote of two-thirds of the quorum of the National Board.

2. In the event of the removal of Board member(s):

a. The Board Chair (or the Vice Chairs if it is the Board chair in question) will call an emergency meeting of the National Board. If members cannot be physically present, they can be allowed to participate by some electronic means.

- b. The Executive Committee presents the matter to the National Board with the Board Member in question being given an opportunity to explain him/herself in person or in writing. If the Board Member cannot/will not be present, a member of the Executive
- c. After hearing the argument, Board Members may ask clarifying questions.
- d. Once the matter has been discussed, the Board excuses the member(s) in question.
- e. At the conclusion of the discussion with the member(s) in question absent, the Executive Committee calls for a vote.
- f. The removal of a National Board member shall be effective immediately and shall be final.
- g. In the event of removal, the National Board may elect or select a replacement(s) to complete the unfulfilled term if the person meets all the requirements for Board membership. In the event of the removal of the Board Chair or an Executive Committee Member, the Board will elect from among itself using the procedures outlined in Bylaws Section III (B) (2) (a) and Bylaws Section II (C) (2).

#### **IV. THE NATIONAL OFFICE**

##### **A. The responsibilities include:**

1. Advancing the mission of NRVC
  - a. Ensuring that the mission, goals and objectives of NRVC are clearly met.
  - b. Overseeing the planning, development and implementation of workshops, programs, publications, resources and biennial Convocation.
  - c. Keeping abreast of the trends, movements and issues affecting vocation ministry and communicates this information to the membership and to NRVC's publics.
  - d. Implementing creative programming.
  - e. Coordinating the implementation of the NRVC Strategic Plan.
  - f. Interviewing and hiring consultants, as needed.
  - g. Coordinating the goal setting and monitoring processes for the organization and the NRVC staff.
  - h. Providing for the animation of the NRVC Member Area and Coordinators.
  - i. Actively pursuing donations, grants, and endowment monies as well as wills, bequests and the like, to achieve the mission and goals of NRVC.
2. Serving as the official representatives of NRVC
  - a. Acting as the official spokespersons of the national organization to other organizations and to the public.
  - b. Serving as consultant to the Bishops' Committee on Clergy, Consecrated Life, and Vocations.
  - c. Promoting the mission, goals, and objectives of the NRVC at significant functions, gatherings and Church meetings.
3. Overseeing NRVC finances by...
  - a. Approving prudent expenditure and accurate accounting of all NRVC funds.
  - b. Providing quarterly financial reports.
  - c. Providing for the ethical management and reporting of NRVC investments.
  - d. Overseeing the Annual Appeal.
  - e. Preparing and publishing the Annual Report.

f. Assuming other duties and responsibilities as determined by the National Board.

### **B. Removal of an Employee of The National Office**

1. Employment with the NRVC is on an "at will" basis and as such, may be terminated at any time by either the employee or the employer with or without cause. Any statement or promise to the contrary made by an employee, officer or agent of the NRVC is invalid and non-binding on the NRVC unless made in writing and signed by the Board Chair, after consideration with the Vice Chairs of the National Religious Vocation Conference Board.
2. Any termination of an employee by the NRVC will be considered on a case by case basis by the Board Chair in conjunction with the Vice Chairs of the National Board.
3. Any NRVC Office employee or any Board member may recommend that an employee's continued employment be reviewed. If such a recommendation is made, immediate consideration will be given to the recommendation by the Board Chair and the Vice Chairs. The Board Chair and the Vice Chairs of the NRVC shall meet with the employee to counsel the employee and obtain more information.
4. After meeting with the employee, the Board Chair and the Vice Chairs shall determine the actions, if any, to be taken against the employee, including dismissal. The Board Chair and Vice Chairs must vote unanimously to dismiss the employee.
5. If the decision is to terminate the employee, then the NRVC Board and National Office will be informed. In the event of termination of an employee:
  - a. If appropriate, a temporary replacement for the terminated employee will be sought.
  - b. If appropriate, a replacement for the open position will be sought.

## **V. NRVC MEMBER AREA STRUCTURES**

To facilitate the efficiency and effectiveness of the ministry of NRVC to its members, the national organization divides its members into geographically designated groups known as Member Areas. A Member Area consists of a grouping of NRVC members choosing to belong to a given Member Area. The number and configuration of Member Areas are determined by the National Board.

### **A. Purposes of the Member Areas**

1. Facilitate sources of assistance, communication, and an exchange of views among vocation directors/ministers who are living and/or working in proximity.
2. Provide mentoring of new vocation directors/ministers living and/or working near more veteran directors/ministers.
3. Organize inter-community programs, gatherings, and meetings to promote religious life and religious vocations in the Member Area.
4. Facilitate communication, between the Member Area and the National Office, especially through the interaction of the Member Area Coordinators and the Director of Mission Integration.
5. Enhance professional development on a local level through speakers, presentations, and net-sourcing opportunities.

## **B. NRVC Member Area Configuration**

NRVC is subdivided into the following Member Areas:

- Delaware Valley
- Heartland
- Hudson Valley
- International
- Lake Erie/Ohio River
- Mid-Atlantic
- Midwest
- New England
- Pacific Northwest
- Southeast
- Southwest
- Upper Midwest
- West Coast

## **C. New Member Areas:**

The formation of a new Member Area will take place at the initiation of the National Board or the Member Area Coordinators with the approval of the National Board.

## **D. Responsibilities of Member Area Coordinators:**

1. Serve as ambassadors of NRVC;
2. Gather members of NRVC together for Member Area Meetings, at least once a year;
3. Facilitate NRVC programs and activities in the Member Area;
4. Reach out to assist members in the Member Area;
5. Attend NRVC annual Member Area Coordinator meeting and in-services to receive information/updates from the National Board and staff; as well as to mutually share the needs of members.
6. Administer Member Area finances, which are held at the National Office;
7. Facilitate communication between the National Office and the Member Area;
8. Assist in inviting and welcoming new members to join NRVC; and
9. Nominate NRVC members for the National Board and/or NRVC Outstanding Recognition awards, communicating these nominations to the National Office.

## **E. Membership in and Organization of Member Areas**

1. As some members reside and minister in different geographic areas, members may self-select a primary and secondary Member Area upon registration. In addition, a member may attend meetings in any of the Member Areas.
2. Each Member Area is supported by the Director of Mission Integration, who serves as a liaison with the National Organization, and with local Member Area Coordinators, who facilitate the workings of the Member Area.

3. Each Member Area may charge fees to cover the operational expenses of its activities; however, all monies are sent to and held in a specific 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.

#### **F. Member Area Meetings**

1. In addition to any Member Area Meetings held at the biennial National Convocation, Member Area Coordinators are encouraged to call a meeting of the Member Area and to hold activities/programs no less than once a year.
2. The Member Area Coordinators share the responsibility of organizing the meetings and/or programs, inviting the Director of Mission Integration to the meeting, chairing the meeting and communicating the results of the meeting with the National Office.

#### **G. Selection of the Member Area Coordinators**

Each Member Area selects two Member Area Coordinators by and from its membership according to voting procedures established by the Member Area. Diversity is desired in the selection of Member Area leadership.

1. Requirements for the position of Member Area Coordinators  
A nominee for the office of Member Area Coordinators must:
  - a. be a member of NRVC;
  - b. be willing and able to assume responsibilities as Member Area Coordinators for two years;
2. Recommended for the position of Member Area Coordinators  
Nominees for the office of Member Area Coordinators should:
  - a. participate in Member area meetings and activities;
  - b. attend annual Member Area Coordinators' meeting.
  - c. be willing to attend Convocation and Institutes or national gatherings.
3. The Member Area Coordinator who is currently in office, but not eligible for renewal or, if this is not possible, someone from the Member Area oversees the selection process.
4. The Nomination/Selection Process for the position of Member Area Coordinators
  - a. Before or during a Member Area gathering, members are invited to nominate NRVC members from their Member Area who have the skills and the dispositions to serve as a Member Area Coordinator, keeping in mind criteria for eligibility and the diversity of membership.
  - b. The nominees are contacted to ascertain their willingness to run and to inform them of the Member Area Coordinator's responsibilities. Each candidate must accept nomination, either in person or in writing.

c. Voting procedures and the method of selection are determined by those in the Member Area. Ideally, voting is held in the spring.

5. The current Member Area Coordinators communicate the results of the selection of the Member Area Coordinators to the Director of Mission Integration at the National Office as soon as possible to confirm the selection.

6. Once the selection is confirmed, the current Member Area Coordinators communicate the results to the Member Area.

#### **H. Term of a Member Area Coordinator**

1. A Member Area Coordinator is elected for a two -year term. Ordinarily, one coordinator is elected in even-numbered years; the other, in an odd-numbered years.

2. The term for a Member Area Coordinator begins July 1 and continues through June 30.

3. Member Area Coordinators can serve for three consecutive two-year terms.

4. Member Area Coordinators seeking to serve a second and/or third term need to be affirmed by the Member Area through a simple majority vote.

#### **I. Replacement of a Member Area Coordinator**

If a Member Area Coordinator resigns his/her position or is unable to complete a term of office for any reason, those in the Member Area selects a new Coordinator to fulfill the unexpired term.

#### **J. Removal of a Member Area Coordinator**

The Director of Mission Integration, in consultation with the Executive Committee of the National Board, may remove a Member Area Coordinator from office with or without cause. If such a request is made, the Director of Mission Integration would inform the Board Chair. The Board Chair would:

1. Call for a special meeting of the Executive Committee. The members of the Executive Committee may participate in person and may also participate in and act at any meeting of such committee through the use of a conference telephone or other communications equipment by means of 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.

2. The Director of Mission Integration would present the matter to the Executive Committee on behalf of the Member Area. The Member Area Coordinator in question would be given an opportunity to appear before the Executive Committee at his/her own expense, to present his/her case in writing or be available via electronic communication.

3. After hearing both sides, the Executive Committee may ask clarifying questions.

4. Once the matter has been discussed, the Executive Committee discusses the situation privately.

5. When the discussion has run its course, the Board Chair calls for a vote.



6. The Executive Committee must vote with a 2/3 majority to dismiss the Member Area Coordinator.
7. The decision of the Executive Committee is final.
8. The Board Chair conveys the decision to the Director of Mission Integration who then informs the involved Member Area Coordinator. The Director of Mission Integration then informs the remaining Member Area Coordinator if the decision was made to remove the Member Area Coordinator.
9. In the event of removal, the remaining Member Area Coordinator calls for a selection at the earliest opportunity to select a replacement a replacement to fill the unexpired term.
10. In the event of removal, the remaining Member Area Coordinator calls for a selection at the earliest opportunity to select a replacement to fill the unexpired term.

## **VI. BENEFITS OF MEMBERSHIP IN THE NATIONAL RELIGIOUS VOCATION CONFERENCE**

The following benefits are afforded to each NRVC member:

- A. Full participation in NRVC as a voting member with eligibility for board membership and Member Area leadership.
- B. Access to the NRVC website's members-only information, including an online membership directory.
- C. Members-only rates for NRVC programs, publications, and resources.
- D. A subscription to HORIZON, the NRVC quarterly journal; the online monthly newsletter; and other electronic updates.
- E. Access to a professional support network of those committed to vocation ministry regionally, nationally, and internationally.
- F. Eligibility to submit grant requests to the National Fund for Catholic Religious Vocations (NFCRV).
- G. Access to e-mail and phone vocation ministry consultation.
- H. Access to ongoing research in vocation ministry.
- I. Access to national and Member Area workshops, conferences and seminars, including a biennial national Convocation, at member-only rates.
- J. The highlighting of a member's religious institute on the NRVC website and in other official NRVC print and online materials.
- K. Other services and privileges as determined by the National Board.

## **VII. MEMBERSHIP YEAR**

The membership year is from January 1 to December 31.

## **VIII. FISCAL YEAR**

The NRVC fiscal year is from January 1 through December 31.

## **IX. BOARD ADVISORY COMMITTEES**

### **A. Purpose**

1. Much of the work of the Board takes place in committees. A Standing Committee is a permanent committee that serves NRVC on an ongoing basis. An Ad Hoc Committee is a temporary committee that addresses a particular interest or need in a designated time frame.
2. Committees will serve as catalysts and advocates for relevant issues by making recommendations to the National Board regarding appropriate procedures, research, and development of particular projects.
3. Any Board member may request to form a new committee. This request must include: the purpose, composition of membership, time commitment, terms of service, anticipated financial needs and resources, and the responsibilities of the committee. The decision to form the new committee will be approved by the Board through formal vote.

### **B. The Membership of NRVC Committee(s)**

1. Ordinarily a Committee is composed of up to eight persons, the majority of which are NRVC members.
2. Recommendations for membership come from the Committee, from the National Board or through public announcement to membership.
3. There are no term limits for committee membership other than those designated by the type of committee.
4. The chair of a Standing Committee is Board member. The chair of an Ad Hoc committee is determined by the members of the committee.
5. Each *Ad Hoc* Committee will have a Board member as a liaison to the National Board.

### **C. The Responsibilities of The Committee(s)**

Members of the Committee(s) may attend meetings of the Committee in person or participate in and act at any meeting of a Committee through the use of a conference telephone or other communications equipment by means of 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. Each Committee shall operate with a designated purpose and set of responsibilities which include:

1. An update at each Board meeting which includes:
  - a. an evaluation of the progress towards the goal(s).
  - b. the setting of new goals.
  - c. a financial report (proposed budget and expenses).
  - d. a self-evaluation of the Committee and its work.
2. Recommending a budget to the National Board for approval
3. Identifying and researching issues related to its focus.
4. Developing materials and programs. [All materials to be published/printed are to be reviewed and approved by the National Board. The Director of Mission Integration will be the contact person at the National Office regarding projects, printing, etc.].
5. Suggesting potential funding sources outside of NRVC to cover Committee meetings, work, and materials.
6. Keeping the larger NRVC membership informed of the Committee's activities and research through NRVC publications.
7. Keeping minutes of the Committee meetings and distributing them to all

Committee members.

**D. The National Board's Responsibilities to the Committee(s):**

1. The National Board will inform the Committee of the level of funding it has allocated for the Committee. It will approve the annual operating budget of each committee. (Meeting expenses are reimbursable through the NRVC office.)
2. The National Board will approve the Committee's budget.
3. Each Board liaison will summarize his/her Committee's meeting minutes for each Board meeting and will distribute the summary to other Board members prior to the Board meeting.
4. The Board Liaison should receive from the Committee Chair all communication sent to committee members.
5. The Board Liaison will attend at least one meeting per year unless specified more often in the Committee's set of responsibilities and time commitment.
6. Committee Chairs have the primary responsibility of organizing the committee; communicating with members and Board Liaison; and initiating communication with the Board Liaison.
7. Committees generally meet once or twice a year. To meet more often requires prior approval of the Board Liaison.

**X. NATIONAL FUND FOR CATHOLIC RELIGIOUS VOCATIONS**

- A. The Board Chair of the NRVC will serve as ex-officio and voting member of the NFCRV Board of Directors, but refrain from serving as its Chair.
- B. At least two (2) of the NFCRV Board members shall be representatives of the NRVC National Board.
- C. NFCRV Board members shall be named by the NRVC National Board and shall serve a term of up to three years.
- D. The Executive Director of the NFCRV is ultimately responsible to the NFCRV Board.
- E. There will be no co-mingling of NRVC and NFCRV funds.
- F. NFCRV applications will only be accepted from canonically recognized religious institutes with active membership in the National Religious Vocation Conference.
- G. Candidates must be conditionally accepted by religious institutes with active membership in the National Religious Vocation Conference (NRVC). Novices and temporarily professed religious are not eligible.
- H. Only one candidate grant request per religious institute will be considered. Those religious institutes who received an NFCRV grant in prior years are not eligible to apply in the current year.
- I. Grant funds will be given to a religious institute to cover all or part of a candidate ongoing student loan payments. Longevity of NRVC membership will be considered. The grant amount and terms will be determined by the NFCRV Board.
- J. Grant funds will be distributed quarterly and will continue until which time the candidate  
(1) takes final vows in the religious institute, or (2) withdraws or is dismissed from the formation program. Reimbursement will be required if a candidate discontinues and the NFCRV is not informed.
- K. Grantee religious institutes must maintain active membership in NRVC during the entire grant term.

## **XI. FINANCES**

A. Fundraising: NRVC solicits funds to help support its mission and programs. Multiple development campaigns and appeals are conducted each fiscal year. The Director of Development oversees these campaigns and works with National Office staff to coordinate, execute, and analyze effectiveness.

B. The NRVC Misericordia Scholarship Fund allows NRVC to help members that request a reduction/waiver of fees due to financial need and provides them with the opportunity to fully participate in all that we offer including: membership, Summer and Fall Institutes, training workshops and Convocation.

## **XII. BYLAW AMENDMENT PROCEDURES**

A. Any NRVC member may submit a proposal for amending these Bylaws 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 National Board.

B. These Bylaws may be amended at a National Board meeting, or any other meeting by the Board members attending the meeting in person, or by electronic means pursuant to which the Board members entitled to vote thereon are given the opportunity to vote for or against the proposed action, or by electronic mail, or by mail sent through the U.S. Postal Service and that action receives the approval by a simple majority of a quorum of the National Board. It does not require a vote of the membership.

## **XIII. CONFLICTS AND DUALITIES OF INTEREST**

A. No transactions involving remuneration or benefit to a director or officer, or to an organization in which such director or officer has a material financial interest or of which the director or officer is a member, officer, director, general partner, principal or controlling stockholder, shall be entered into by the Conference without

1. A full disclosure to the National Board by the interested director or officer of the material facts of the transaction and the director or officer's interest or relationship.

2. The authorization, approval, or ratification of the National Board.

3. A determination by a majority of disinterested directors (even though the disinterested directors may be less than a quorum) that the transaction is fair to the Conference at the time it is authorized, approved or ratified. No director so involved may vote on such authorization, approval, or ratification by the National Board.

B. This policy shall apply to all members of the National Board and corporate officers, key Agents, and key employees of the Conference, including independent contractors who provide services and materials, to the Conference in an amount exceeding \$10,000.00. The Conference's National Office shall have the affirmative obligation to publicize periodically this policy to all such parties.

C. All persons to whom this policy applies shall disclose to the National Board all real and apparent, direct and indirect conflicts which they discover or have been brought to their attention in connection with the Conference's activities.

"Disclosure" as used in these bylaws shall mean providing promptly to the appropriate persons a written description of the direct and indirect material facts of

the transaction or real or apparent conflict, and the director's interest or relationship to the transaction or conflict. An annual disclosure statement shall be circulated to all persons to whom this policy applies to assist them in considering such disclosures, but disclosure is appropriate whenever a conflict arises. The written disclosure notices of conflicts shall be filed with the ex officio or any other person designated by her/him from time to time to receive such notifications. All disclosure notices received hereunder shall be noted for record in the minutes of a meeting of the National Board.

D. When an individual director, officer, agent or employee believes that he or she or a member of his or her immediate family might have or does have a real or apparent, direct or indirect conflict, such individual should, in addition to filing the disclosure notice required hereunder, abstain from making motions, voting, executing agreements, or taking any other similar direct action on behalf of the Conference to which the conflict might pertain, but shall not be precluded from debate or other similar involvement on behalf of the Conference.

#### **XIV. INDEMNIFICATION**

A. The Conference shall, to the fullest extent permitted by Illinois law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee or agent of the Conference against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interests of the Conference.

B. To the extent that a present or former director, officer, employee, or agent of the Conference has been successful, on the merits or otherwise, in the defense of any proceeding referred to in Section A of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such proceeding if that person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Conference.

C. Sections A and B of this Article will not apply in any proceeding in which the director, officer, employee, or agent is liable for negligence or misconduct in the performance of his or her duties.

D. Such rights of indemnification will not be exclusive of any other rights to which such director, officer, or employee may be entitled apart from this provision.

E. The Conference shall have power to purchase and maintain, at the Conference's expense, insurance on behalf of the Conference and on behalf of any director, officer, employee, agent, or other person to the extent that power has been or may be granted by statute.

F. The Conference shall have the power to give other indemnification to the extent permitted by law.