

**NORTH AMERICAN ASSOCIATION
of
BENEDICTINE OBLATE DIRECTORS**

**CONSTITUTION
and
BYLAWS**

As amended July 14, 2015

CONSTITUTION

ARTICLE I. TITLE

The name of this Association is the North American Association of Benedictine Oblate Directors. It is referred to in this document as Association.

ARTICLE II. PURPOSE

The Association is a non-profit association whose purpose is to provide ongoing formation for Directors of Oblates and a forum for discerning needs and issues that arise. Through the Association Directors are able to share information regarding their oblates at the biennial convention and provide clarification and mutual encouragement.

ARTICLE III. MEMBERSHIP

Membership in the Association is open to all monasteries following the Rule of St. Benedict that have oblates and have paid dues.

Membership:

1. Oblate Director(s) of a monastery officially appointed by the monastic leadership.
2. Professed monastics or oblates officially appointed as Associate Directors by the monastic leadership.

ARTICLE IV. ADMINISTRATION

Section 1. Executive Council

- A. The administration of the Association is vested in an Executive Council of three (3) members consisting of the President, the Vice President and the Executive Secretary.
- B. The Executive Council is empowered to conduct business of the Association between biennial conventions.

Section 2. Officers

- A. The officers of the Association consist of the President, a Vice President and an Executive Secretary.
- B. President
 1. The President will serve a four-year term, with the possibility of re-election for two more years.
 2. The term of office of the President, validly elected and ritually installed at a biennial convention, begins on January first of the following year.

3. The President fulfills the duties listed as "Coordinator" in the Director's Handbook (pages A-I4 and A-I5).

C. Vice President

1. The Vice President will serve a four-year term, with the possibility of re-election for two more years. **Amended 07-02-2011 to read:** The Vice President shall serve a coterminous term with the President. If the President is elected for four years, the Vice President shall serve a four year term. If the President is elected for a second term of two years, the Vice President, same person or new, shall also serve a two year term. In this way each election of officers always includes the election of both a President and Vice President.
2. The Vice President automatically serves as President if the Presidency becomes vacant or if the incumbent President is unable to serve.
3. Should the office of Vice President become vacant, the President may appoint a member to serve until the next biennial meeting.

D. Executive Secretary

1. The President appoints an Executive Secretary.
2. The term of office of the Executive Secretary is coterminous with the office of the President.
3. The term of office of the Executive Secretary ends in the case of the Vice President becoming President - however, the same Executive Secretary can be re-appointed by another President.

ARTICLE V. COMMITTEES

Section 1. Nominating Committee

The Nominating Committee consists of the Vice President as Chair and two (2) members not on the Executive Council appointed by the President prior to the biennial meeting when elections are held.

The members of the Nominating Committee will be responsible for drawing up a slate of nominees for President and Vice President, having sought their approval and a brief statement from each of them concerning their background and their vision for the Association.

Section 2. Biennial Convention Program Planning Committee

The Biennial Convention Program Planning Committee consists of the President as the Chair and designated members appointed by the President, which will consist of Directors of the host community(s) and other Directors and Oblates.

The purpose of the Biennial Convention for the Directors of Oblates is to provide ongoing formation and opportunity for support and exchange for Directors of Oblates and a forum for discerning needs and new issues that arise.

At each biennial convention, every Oblate Director will be permitted to bring two oblate

delegates. Exception to the number of oblates will be granted by the President.

ARTICLE VI. Ad Hoc Committees

The President constitutes such committees on an *ad hoc* basis as are useful for fulfilling the purpose of the Association or conducting its on-going affairs. The Chairs of each committee report the results of their work at the business meeting of the biennial convention.

ARTICLE VII. FINANCES

Section 1.

The principal means of support is derived from the annual dues of members and registration fees for the official meetings of the Association.

Section 2.

Each member pays an annual fee. The dues are payable by check to the North American Association of Benedictine Oblate Directors, in care of the President. To facilitate banking, all members are requested to have their checks delivered to the President by January 31st each year. These monies defray the expenses incurred by the Association before and between biennial conventions.

Section 3.

The fee paid as dues may be changed by a majority vote of members present at the business session of a biennial convention. The new fee is noted in the minutes of the meeting. All members of the Association receive the minutes shortly after the conclusion of the convention.

Section 4.

The budgeted expenses incurred by officers and members of the Executive Council are paid by the Executive Secretary from the general funds of the Association.

ARTICLE VIII. MEETINGS

Section 1.

The Executive Council meets at the discretion of the President. A meeting may be convened during the biennial convention.

Section 2.

The Association meets every two (2) years. The time and place is determined at the time of the business meeting two years in advance.

Section 3.

Committees conduct their meetings at the call of the Committee Chair after consultation with the members of the committee. The notice for the meetings and the minutes of the proceedings are to be placed with the Executive Secretary and kept with the files of the Association. A copy of the notice and minutes should be sent to the President by the Executive Secretary.

C.

ARTICLE IX. RULES OF ORDER AND VOTING

Section 1.

Business meetings of the Association follow parliamentary procedure.

Section 2.

All matters considered by the Association in business meetings are decided by a majority of the members present and voting.

Section 3.

Those who attend the business meeting of the biennial convention are those officially appointed by monastic leadership.

Each member monastery, regardless of the number representing it at the business meeting, is entitled to one vote.

Section 4.

Unless otherwise indicated in this Constitution, all matters considered by the Executive Council or in committees are decided by a majority vote.

Section 5.

When the Executive Council so determines, its members may vote in whole or in part by mail, email, telephone or FAX.

Section 6.

Procedures for nomination are to be followed as specified in the Bylaws (Article IV).

ARTICLE X. AWARDS

Honors and awards may be conferred by the Association through the designation and approval of

the Executive Council.

ARTICLE XI. AMENDMENTS

Section 1.

This Constitution may be amended by a favorable two-thirds vote of the members present at any business meeting of the membership, provided the proposed amendment has been introduced for review at a preceding meeting of the Executive Council and copies of the proposed amendment have been provided to the membership at least one (1) month prior to the meeting at which the amendment is to be voted on.

Section 2.

Bylaws not conflicting with the Constitution may be made or amended under the same provisions as amendments to this Constitution as stated in Section 1 above.

ARTICLE XII. BYLAWS

Bylaws give guidance for the proper governance of the Association and the carrying out of its duties under this Constitution.

BYLAWS

ARTICLE I. ADMINISTRATION

Section 1. Executive Council

- A. Elections for the Executive Council are conducted as the terms of office are completed.
- B. Elections always include the election of the officers as determined in this Constitution (Article IV. Section 2).
- C. If a vacancy on the Executive Council occurs between elections, the President may appoint a member to serve the unexpired term until the next biennial meeting.
- D. Duties of the Executive Council:
 - 1. Administers business and activities of the Association;
 - 2. Approves the budget;
 - 3. Approves the time and place for all biennial conventions and business meetings;
 - 4. Approves the program and arrangements for the biennial convention;
 - 5. Establishes suitable structures for the on-going proceedings within the Association;
 - 6. Approves the appointment of the Executive Secretary;
 - 7. Recommends any changes of dues and fees;

8. Confers honors and awards.

Section 2. The President

Duties of the President:

1. Presides as Chair of the Executive Council;
2. Handles the finances of the organization (incoming and outgoing expenditures);
3. Writes letters to the membership as the business of the Association requires;
4. Negotiates the location of the biennial convention;
5. Arranges for speakers;
6. Plans the components and schedule of the biennial convention in conjunction with the host community and the Program Planning Committee (see Article V, Section 2 and Appendix C of the Director's Handbook.);
7. Prepares and distributes, in advance, an agenda of directors' issues and concerns to be addressed at their business meetings;
8. Chairs the sessions of biennial conventions and the members' business meetings;
9. Adds a statement of financial accountability to the minutes as sent out by the Executive Secretary.
10. Acquires and presents the customary gifts for speakers and volunteer helpers at the biennial convention;
11. Appoints task forces or committees to facilitate the business of the organization - with approval from the Executive Council;
12. Appoints from among the directors two (2) members to the nomination committee;
13. Confirms the election and duly passes on the finances, the official logo/stationery and records of the Association to the new President by the first of January of the year following the election.

Section 3. Vice President

Duties of the Vice President:

1. Serves on the Executive Council;
2. Fulfills all the duties of the President when that office is vacant or its incumbent is impeded;
3. Serves as Chair of the Nomination Committee;
4. Communicates information about the selected candidates to the membership prior to the meeting when a president and vice president are to be elected;
5. Keeps a list of all newly deceased directors who are to be remembered in a memorial service at the next meeting.

Section 4. Executive Secretary

Duties of the Executive Secretary

1. Keeps the public records of the Association and of its public business and publishes these in the form of minutes for the membership;
2. Keeps records of the Executive Council, the minutes of the meetings and transactions, and publishes these at the direction of the President for the membership;

3. Receives, safeguards, and distributes, when directed and approved by the President, the monies of the Association;
4. Submits a detailed financial accounting to the Executive Council annually;
5. Prepares and issues a summary financial report to the membership at the biennial meeting.
6. Keeps the membership records, updates the directory of members of the Association and supplies this information to the membership every two years;
7. Aids the President and the Executive Council in preparation for, and in conduct of, the meetings of the Council;
8. Keeps records of the committees for the files of the Association and sends the President a copy.

ARTICLE II. COMMITTEES

Section 1. Standing Committees

A. Duties of the Nominating Committee:

1. Solicits, receives, and draws up a slate of nominees to the offices of the President and the Vice President;
2. Secures the consent of the nominees to stand for election and a brief statement from each of them concerning their background and their vision for the Association;
3. Receives nominations from the floor;
4. Conducts the elections according to the Procedures for Nomination (Bylaws, Article IV);
5. Certifies the results of elections and publishes them for the membership and the Executive Council;

B. Duties of the Biennial Convention Program Planning Committee:

1. Plans and executes the program and arrangements for the biennial convention with the approval of the Executive Council;
2. Enlists the services of such additional personnel as are necessary and useful for the planning and execution of the program and arrangements for the biennial convention;
3. Presents, at least six (6) months before the Convention, the program and final arrangements to the Executive Council for its approval and then to the full membership.

Section 2. Ad Hoc Committees

A. An *ad hoc* committee ordinarily consists of members appointed by the President.

B. The President, in consultation with the Executive Council, defines the mandate of an *ad hoc* committee. Such mandates may appropriately concern such affairs as: (1) Projects; (2) Membership; (3) Finances and funding; (4) Evaluation of the performance of the Association; and (5) Planning.

ARTICLE III. RULES OF ORDER

The latest edition of ROBERT'S RULES OF ORDER is to govern the conduct of all meetings.

ARTICLE IV. PROCEDURES FOR NOMINATION

Section 1. Nominations

- A. The Nominating Committee will send a mailing to all directors eight months in advance of the Convention. Each director will send the names of two possible candidates for each position of President and Vice President and the reasons they are being nominated.
Amended 07-02-2011 to read: The Nominating Committee will send a nomination ballot to all directors of member communities three to six months in advance of the Convention. Each director will send one to four names of possible candidates to fill the positions of either President or Vice President and the reasons they are being nominated.
- B. The Nominees will be contacted by the Nominating Committee and asked to send a brief background statement and their vision for the Association. *(This is to inform the candidates of their nomination, the reasons for their nomination and their willingness to accept the nomination. If the person is unwilling to accept he/she will be asked to hold this request in prayer for a week and then respond.)*
- C. A slate of nominees along with the reasons for their nomination and the nominees statement and vision will be sent to all Directors prior to the Convention.
- D. Only Directors and Associate Directors of Oblates of member monasteries are eligible for nomination.

Section 2. Election

- A. The Nominating Committee Facilitator conducts the elections during the business meeting of the biennial convention.
- B. Oblate Directors, Oblates appointed as Directors and Associate Directors of Oblates are eligible to vote. All members as defined on page two of the Constitution are eligible to vote. Each member monastery is limited to one vote.
- C. Nominees will each speak briefly (five minutes) about what he/she would bring to the role and what the members might be asked to do to support them.
- D. Election is by secret ballot. Ballots are passed out. Directors will have five minutes for silent prayer and voting.
- E. Ballots are collected and tallied by two appointed tellers.
- F. A majority of members present and voting is required for election.
- G. It will be the discretion of the Nominating Committee Facilitator to determine if a

consensus is reached. Another ballot may be taken.

H. The term of office begins on January first of the year following the election.

I. The results of the election are certified and published by the Nominating Committee.

ARTICLE V. AMENDMENTS

Bylaws and amendments to the Bylaws not conflicting with the Constitution are made under the same provisions as amendments to the Constitution. (Constitution. Article X)

ARTICLE VI. RATIFICATION OF THIS CONSTITUTION AND BYLAWS

This Constitution and Bylaws were ratified by a favorable two-thirds majority vote of the members present and voting during the business meeting of the Association on July 30, 2005 at Sacred Heart Monastery in Yankton, SD.

This Constitution and Bylaws were amended as noted in the text by a unanimous vote of the members present and voting during the business meeting of the Association on July 2, 2011 at St. Meinrad Archabbey in St. Meinrad, IN.