

Constitution and Bylaws
of
The National Apostolate of Maronites

As amended and adopted on July 9, 2011, Philadelphia, PA

Preamble

Lay believers are in the front line of Church life; for them the Church is the animating principle of human society. Therefore, they in particular ought to have an ever-clearer consciousness not only of belonging to the Church, but of being the Church, that is to say, the community of the faithful on earth under the leadership of the Pope, the common Head, and of the bishops in communion with him. They are the Church. - Catechism of the Catholic Church # 899 -

Since, like all the faithful, lay Christians are entrusted by God with the Apostolate by virtue of their Baptism and Confirmation, they have the right and duty, individually or grouped in associations, to work so that the divine message of salvation may be known and accepted by all men throughout the earth. This duty is the more pressing when it is only through them that men can hear the Gospel and know Christ. Their activity in ecclesial communities is so necessary that, for the most part, the Apostolate of the pastors cannot fully be effective without it. - Catechism of the Catholic Church # 900 –

The Maronite Patriarchal Synod talks about the lay organizations:

“Christian movements constitute a priceless treasure for the Catholic Church in general and for the Maronite Church in particular. These Christian movements are one of the manifestations of the charisma of the Church where the members experience a fraternal and pure Christian life. “The authority ought to preserve the uniqueness and particularities of their groups while ensuring that these lay groups abide by Church precepts.” The authority ought to help these groups to use their commitment in the service of enhancing the progress of their parishes and dioceses.

For this reason, the Church invites these Christian movements to enrich their members with a deep and ongoing human and religious formation that will allow them to grow in the love of Christ and in the love of the Church.” (Maronite Patriarchal Synod Text 9, #21)

Whereas; *as Maronite Catholics, the role of the laity is well expressed through active participation in the National Apostolate of Maronites (NAM); and*

***Whereas;** NAM is commissioned by the Maronite Bishops of the Eparchy of St. Maron of Brooklyn, and the Eparchy of Our Lady of Lebanon of Los Angeles, as an official lay Apostolate of the Maronite Eparchies in the United States of America; and*

***Whereas;** NAM is dedicated to the mission of the Maronite Church throughout the world in the preservation and fostering of the Antiochene Tradition as expressed in the Maronite Rite; and*

***Whereas;** NAM carries out its mission under the supervision of the Bishops of the Eparchies of “Saint Maron” and “Our Lady of Lebanon”, the Maronite Patriarch of Antioch, and the Roman Pontiff; and*

***Whereas;** NAM, in accordance with these bylaws, operates with the guidance of its Bishops in coordinating a unified lay Apostolate and working on projects deemed consistent with its mission and beneficial to the common good of the Catholic Church;*

***THEREFORE;** we do hereby ordain and establish this Constitution and Bylaws.*

Article I - Name, Description and Principal Office

- Section 1.01 The name of this organization is “The National Apostolate of Maronites”, and hereafter referred to as “NAM”
- Section 1.02 NAM is a non-profit, non-political unincorporated association (sometimes referred to herein as the “Organization”), which is the official lay organization of the Eparchies of “Saint Maron of Brooklyn” and “Our Lady of Lebanon of Los Angeles”. Its missions are to assist the bishops and to serve as a link in unifying Maronite laity in the U.S., strengthen the bond between clergy and laity, and help preserve Syriac-Maronite traditions by making people aware of the rich Maronite heritage and by fostering pride in the Maronite Church.
- Section 1.03 NAM shall have offices and maintain a place or places of business at such location(s) as is considered necessary and suitable by the Board of Directors.
- Section 1.04 The fiscal year of the Organization shall be the calendar year from January 1 through December 31 or as may be determined by the Board of Directors.

Section 1.05 An Annual Meeting will be held in conjunction with the National Convention. The Annual Meeting consists of the business meetings of NAM Delegates/Representatives and Board Members conducted during the National Convention each year. One of these meetings will be the General Assembly, which will be open to all NAM members.

Article II - Objectives

Section 2.01 To assist the bishops in uniting the Maronites of the United States of America.

Section 2.02 To encourage participation in all aspects of the Maronite community and the pastoral life of the local parish.

Section 2.03 To assist the Maronite Eparchies in the fulfillment of their objectives.

Section 2.04 To render financial assistance in promoting objectives and goals of the Maronite Eparchies.

Section 2.05 To serve as a channel of information and education to the Maronite community about their faith and heritage.

Section 2.06 To foster, promote and encourage such activities as will recognize the contributions of our religious and cultural heritage to the United States of America and its people.

Section 2.07 To foster, promote and encourage such activities as will stimulate interest in the younger generation of Maronites.

Section 2.08 To foster, promote and encourage dialogue and unity with Maronite organizations of other countries with the approval of the Maronite Eparchial Bishops of the United States of America.

Section 2.09 To further the spiritual life of NAM members, and keep political affiliations outside this apostolate.

Section 2.10 To provide financial assistance, in the form of scholarships, to outstanding young Maronite students.

Article III - Membership

- Section 3.01 Any Catholic and/or lay member of the Maronite parish/community at large who adheres to the objectives of this organization and subscribes to its Constitution and Bylaws may become a member upon payment of the annual dues, as herein provided.
- Section 3.02 The classes of membership shall be as follows:
- a. Individual;
 - b. Family;
 - c. Benefactor;
 - d. Sustaining;
 - e. Lifetime;
 - f. Student.
- Section 3.03 The Board of Directors may add or remove categories and shall determine the requisites and qualifications of members for each membership class.
- Section 3.04 Dues shall be determined by the Board of Directors.

Article IV - Board of Directors: Eligibility, Elections and Duties

- Section 4.01 The following shall serve as members of the Board of Directors with full privileges thereof, including, but not limited to, voting:
- a. Eight At-Large Directors elected at large by the delegate/representatives for a three (3)-year term.
 - b. The nine Regional Vice-Presidents will be elected on a rotating election of three per year over a three-year cycle.
 - c. One (1) member from each Eparchy to be appointed by the respective bishops for a three (3) year term.
 - d. All the candidates should have the approval of their respective pastors and/or bishops.

- Section 4.02
- a. To be eligible for election or appointment to the Board, the candidate must be a member of NAM, in good standing, for at least one year and must continue to be a practicing Catholic;
 - b. Candidates for at-large director positions must be present at the General Assembly meeting during which they are seeking election.
 - c. Nominations must be presented to the President, in writing, and announced prior to the close of business of the delegate/representatives meeting the day preceding the General Assembly and no other nominations shall be accepted afterwards whether in writing or from the floor.
- Section 4.03
- a. At-large Directors and Regional Vice Presidents will be limited to serving six (6) consecutive years, in either capacity, and may seek re-election/appointment after an interval of one (1) year.
 - b. Officers and chairpersons whose terms as Board Members may expire shall remain on the Board to complete their tenure as officers or chairpersons. They may seek election for a Board position provided the tenure is in compliance with Sections 4.02 and 4.03 a.
- Section 4.04
- The following shall serve as ex-officio members of the Board of Directors without voting privileges:
- a. A Spiritual Director who is appointed by either Eparchial Bishop. In addition to his spiritual role, the Spiritual Director should be frequently consulted on matters involving both Eparchial Bishops and Eparchies. He shall act as a liaison to the Bishops and provide counsel/consultation on all decisions of the board.
 - b. General Chairpersons for the two succeeding conventions until after the first board meeting following the respective convention.

- c. Chairpersons of Standing and Special Committees when appointed from outside the Board in accordance with section 11.07.
- d. The Executive Director.

Section 4.05 The President shall have voting privileges equal to any other voting member of the board.

Section 4.06 The duties, authorities and privileges of the members of the Board of Directors shall be:

- a. To administer and execute the affairs, directives and policies of NAM;
- b. To elect the officers of NAM;
- c. To transact all business of the organization between meetings of the General Assembly;
- d. To select meeting times and sites;
- e. To contract the services of the Executive Director and others, upon the recommendations of the Executive Committee.

Article V - Board Meetings and Voting

Section 5.01 There shall be four regular quarterly meetings per year of the Board of Directors, one of which is held in conjunction with the National Convention.

Section 5.02 Additionally, an Organizational Meeting shall be held immediately following the General Assembly for the purpose of electing officers and conducting other organizational matters.

Section 5.03 Upon the written request of at least six voting members of the Board of Directors, the President shall call a special meeting of the Board. The written request shall set forth the purpose for the requested special meeting. At this meeting, no business shall be transacted other than that for which the special meeting was called except to fill vacancies on the Board in accordance with section 6.02.

Section 5.04 a. A simple majority of the voting members of the Board shall constitute a quorum for the transaction of business. The act of the majority of the voting Directors present at a meeting, at which a quorum is present, shall be the act of the whole Board of Directors.

b. No proxy voting shall be allowed.

Section 5.05 Electronic medium may be used to facilitate the distribution of information and reports and for the exchange and the collection of information necessary to transact NAM's business.

Section 5.06 All Board members shall attend at least two regular quarterly meetings of the Board and the Annual Meeting held in conjunction with the National Convention, and shall actively participate in the business of the Board. Failure to do so may subject a Board Member to be removed pursuant to Article IX.

Article VI - Officers: Elections and Tenure

Section 6.01 The officers of this organization shall be: President, Vice-President/President-Elect and Secretary.

Section 6.02 a. The Vice-President/President-Elect and Secretary shall be elected for a two-year term by the Board of Directors at its Organizational Meeting, following the Annual Meeting of the membership at which Directors are elected. If any office is not filled at such meeting, it may be filled at any subsequent regular or special meeting of the Board.

- b. The Vice-President/President-Elect must be an active NAM Board Member for at least the two years immediately prior to running for office.

Section 6.03 Officers shall be elected from the elected members of the Board of Directors.

Section 6.04 New officers shall assume their official duties following the closing liturgy after the Annual Meeting at which they were elected and shall serve for a term of two years or until their successors are elected. Officers will be installed and blessed after the Pontifical Liturgy on Sunday.

Section 6.05 The right to cast a vote for the election of Officers shall be limited to the newly elected members of the Board and members of the Board with unexpiring terms. Chairpersons of Standing Committees appointed from outside the Board and outgoing Board Members may attend the Organizational Meeting with no voting privileges.

Article VII - Executive Committee

Section 7.01 a. The Executive Committee shall consist of the Officers of the organization as defined in Section 6.01 and of the Chairpersons of the Standing Committees of National Coordination and Finance.

- b. The Executive Director shall serve on this committee as a non-voting member. The voting status of the National Coordination and Finance Committee chairpersons on the Executive Committee shall be consistent with their voting status on the Board.

Section 7.02 a. The Executive Committee shall confer prior to each regular or special Board meeting, upon the call of the President, or at the request of the majority of its members or at the request of an Eparchial Bishop.

- b. A quorum is required to conduct the business of the Executive Committee. A simple majority shall constitute a quorum.

- c. Other Board Members may be requested to attend meetings of the Executive Committee.

Section 7.03

- a. When consistent with the provisions of these Bylaws, the Executive Committee shall be the governing body during the interim between the Board meetings set forth in Section 5.01.
- b. The Executive Committee shall act either by vote of the majority present at any meeting or by written expression of agreement of a majority thereof.
- c. The acts and decisions of the Executive Committee shall have full force and effect unless modified or reversed by:
 - 1. The Board of Directors at its next regular or special meeting, or;
 - 2. By the delegate/representatives at the next Annual Meeting.

Article VIII - Duties of Officers

Section 8.01

The President shall:

- a. Serve as Chairperson of the Board of Directors;
- b. Preside over the meetings of the Executive Committee, the Board of Directors and the General Assembly;
- c. Be an ex-officio member of all committees;
- d. Appoint chairpersons of Standing and Special Committees with the approval of the Board.
- e. Determine the agendas for all regular Board and Executive Committee meetings;
- f. Perform all other duties that customarily derive from the office of the President;
- g. Head any delegation of NAM at national or international meetings or functions consistent with the Preamble. The President with the approval of the Board and after consulting with the Eparchial Bishops shall appoint members of the delegation.

- Section 8.02 The Vice-President / President-elect shall:
- a. In the absence or disability of the President, assume the duties and responsibilities of the President;
 - b. Coordinate activities among committees;
 - c. Ensure the timely submission of all committees' plans and reports consistent with section 8.04, and;
 - d. At all other times perform such duties as may be delegated by the President.
 - e. Succeed the President upon expiration of his/her term.
- Section 8.03 The Secretary shall:
- a. Record and report the minutes of all meetings of the organization;
 - b. Report to the President the presence or absence of a quorum and;
 - c. Perform such other duties as delegated by the President or requested by the Board.
- Section 8.04 The President and Chairpersons of all Standing and Special committees, and the Executive Director shall each render a written report at the Annual Meeting and all Board Meetings, as requested by the President..

Article IX - Removals and Vacancies

- Section 9.01 a. Failure to fulfill the requirements in section 5.06, constitutes grounds for removal from the Board at the sole discretion of the Board. A two-thirds vote of the eligible voting members shall be required for removal.
- b. Other possible grounds for removal from the Board or the Executive Committee:
1. Misappropriation of NAM's funds;
 2. Giving Scandal;
 4. Slander;
 6. Conviction of a felony;
 6. Subversion of the mission of NAM;
 7. Persistent violation of NAM's policy and procedures.
 8. Any other condition as justice may require.
 9. Lack of participation in accordance with Section 5.06.

- c. A Board member, applying for a paid position, must recuse him or herself from the hiring process.

Section 9.02 A Board Member, who resigns for any reason or is removed from the Board of Directors consistent with the Constitution and Bylaws, cannot return to the Board or the Executive Committee by either election or appointment until the expiration of one year after the National Convention following the resignation or removal.

Section 9.03. The President with the approval of the Board may fill a vacancy on the Board of Directors until the next Annual Meeting at which time a Director will be elected to fill the un-expired term. If the total unexpired term is less than two years, the time served to complete the term shall not count toward the term limit.

- Section 9.04
- a. If a vacancy occurs in the office of the President, the Vice-President/President-elect shall fill the un-expired term.
 - b. If a vacancy occurs in any other office, it shall be filled by the Board of Directors at its next regular or special meeting.

- Section 9.05
- a. Any officer elected by the Board of Directors may be removed from office with cause at any regular or special meeting of the Board whenever in the judgment of two-thirds (2/3) of the eligible voting members of the Board of Directors, the best interests of the organization shall be served thereby.
 - b. The Spiritual Director should approve any measures or actions to be taken.

Article X - Executive Director

Section 10.01 As contracted consistent with Section 4.06 (e), the Executive Director shall:

- a. Perform the day-to-day operation of the National Office;

- b. Supervise the receipt and disbursement of all funds of the organization and shall authorize deposits and withdrawals of all monies under such conditions as shall be imposed by the Board and in accordance with an approved budget;
- c. Maintain current records of membership and delegate/representatives;
- d. With the Chairman of Finance, prepare and present to the Board the National Convention Report and the annual financial statements;
- e. Serve as the Convention Coordinator working in close collaboration with the host pastors and chairpersons of national and regional conventions;
- f. Serve as a non-voting member of the Executive Committee;
- g. In cooperation with the Public Relations committee, maintain a website for the organization;
- h. Perform all other duties as delegated by the Board of Directors and the President;
- i. Perform all other duties that customarily devolve for the office not specifically mentioned herein.

Section 10.02 The Executive Director shall not be elected or appointed to the Board, but shall attend all Board meetings in a non-voting capacity.

Article XI - Committees

Section 11.01 There shall be five (5) standing committees each presided over by a chairperson who will be appointed by the President with the approval of the Board, consistent with Section 8.01 (d), and may not serve beyond the appointing president's term of office. The chairpersons may, however, be eligible for re-appointment by the succeeding President. The standing committees are: Bylaws, Finance; Membership/Outreach, National Coordination and Public Relations.

Section 11.02

The duties of the standing committees, in addition to the other duties assigned by the Board including the following:

a. **Bylaws:**

1. Regularly review the by-laws and the “policy and procedure” manual of the organization and ensure their compatibility and consistency;
2. Report to the Board any flaws and recommendations for remedies, corrections, updates or implementations;
3. Review all proposed amendments and present recommendations to the Board in accordance with section 17.03 (b).

b. **Finance:**

1. Oversee the financial position of the organization;
2. Oversee the Executive Director in the preparation of quarterly financial statements for reporting to the Board.;
3. Prepare and present, in cooperation with the Executive Director, an annual income and expenditure budget for approval by the Board at the fall meeting;
4. Present, in cooperation with the Executive Director, an annual financial report for acceptance at the General Assembly meeting.

c. **Membership/Outreach:**

1. Suggest ways and means to promote and increase membership;
2. Recommend membership categories and dues to the Board for approval;
3. Arrange for membership drive activities.

d. **National Coordinator:**

1. Coordinate and follow up with the clergy concerning the appointment of Delegates/Representatives;
2. Recommend to the President the agenda of the Delegate/Representative meetings;
3. Conduct Delegate/Representative meetings at the National Convention and determine procedures and eligibility to vote at the General Assembly Meeting;
4. Coordinate elections of the Board Members.
5. Correspond, through the Regional Vice-Presidents, with the delegates from the parishes.

- e. **Public Relations:**
 1. Coordinate all public relations of the organization;
 2. Coordinate all press releases;
 3. Serve as coordinator on any official newsletter or publication of the organization;
 4. Ensure that all communications are in accordance with the Board and the Executive Committee's approval;
 5. Cooperate with the national office on maintaining and monitoring the website for the organization;
 6. Monitor the website weekly.

Section 11.03 a. The President, with the approval of the Board and consistent with Section 8.01 (d), shall establish special committees as required and appoint chairpersons thereof.

b. All special committees will cease at the completion of their assignment but not later than the expiration date of the appointing President's term. If the President's term ends sooner, the special committees shall remain until the expiration date of the President's original term.

Section 11.04 a. Chairpersons of standing and special committees, within 30 days of their appointment and acceptance thereof, shall appoint members to their committees as required and relay their names to the President in writing. Any changes to the committee shall be reported to the President within 30 days.

b. Members of standing and special committees may be chosen from within or outside the Board.

Section 11.05 At the next regular meeting following their appointment, the chairpersons of all committees shall present their committee's plans, in writing, to the Board of Directors for approval.

Section 11.06 The chairpersons and members of all committees are responsible for promoting the work of their committee. The President may at any time replace any chairperson with the approval of the Board of Directors.

Section 11.07 Chairpersons of standing committees shall be chosen from the elected members of the Board of Directors. The President, with the approval of the Board, may appoint non-board members, with the necessary expertise, to serve as chairpersons of the Finance and Public Relations committees.

Article XII - Regions

Section 12.01 The Board of Directors may establish NAM regions within each Eparchy. The establishment of NAM regions shall be geographically and by name consistent with those established by the Eparchies and shall be governed and operated according to regional by-laws.

Article XIII - Annual Meetings

Section 13.01 NAM shall officially sponsor an Annual Meeting, during which the organization shall schedule its General Assembly meeting. The time and place of the Annual Meeting shall be selected by the Board of Directors with authority to do so ideally up to five years in advance of said meeting. The host community shall comply with and conform to the Guidelines of the National Convention of the National Apostolate of Maronites.

Section 13.02 Each Maronite parish, mission or community is entitled to two voting delegate/representatives. Definition of a community shall conform to the norms established by the Eparchial Bishops.

Section 13.03 Except for voting on amendments in accordance with Section 17.01, the procedure for voting at the Annual General Assembly shall be a simple majority of delegate/representatives present and eligible to vote. Eligibility shall be determined by the chair of the National Coordination committee or in accordance with the policies established by the Board.

Section 13.04 The schedule for each Annual Meeting will be confirmed by the Executive Committee at least thirty days prior to the commencement of the Annual Meeting.

Section 13.05 The format and decorum at the Annual Meeting shall be determined by the Board of Directors. While local options may be allowed, at no time shall the tone or content of the meeting be other than that determined and approved by the Board.

Article XIV - Disbursement of Convention Funds

Section 14.01 Within thirty days after determination and receipt of net profits of the NAM National Convention or a Regional Convention, the Executive Director, with the approval of the Chairman of Finance, shall divide said proceeds as follows:

- a. National Convention:
 - 1. Fifty percent to the host parish, mission or community.
 - 2. Fifty percent to be retained by NAM.

- b. Regional Conventions:
 - 1. Fifty percent to the host parish, mission or community.
 - 2. Fifty percent to be placed in a separate regional cost center maintained at the NAM Office.

Article XV - Bond and Indemnification

Section 15.01 It is a requirement that a faithful performance bond be acquired for an amount set by the Board of Directors of any person(s) who have authority to receive and withdraw funds of the organization. This shall be a position bond.

Section 15.02 a. The Board of Directors shall authorize the organization to pay or reimburse any present or former director, officer, executive and employee of the organization any costs or expenses actually and necessarily incurred by that officer or employee in any action, suit, or proceeding to which the officer is made a party by reason of holding that position, provided, however, that the officer shall not receive indemnification if he or she is finally adjudicated therein to be liable for negligence or misconduct in office. The

indemnification herein provided shall also extend to good faith expenditures incurred in anticipation of, or preparation for, threatened proposed litigation. The Board of Directors may, in proper cases, extend the indemnification to cover the good faith settlement of any such action, suit or proceedings, whether formally instituted or not.

- b. A policy to cover this liability is required to be maintained with a licensed insurance provider.

Article XVI - Order of Business

Section 16.01 The order of business for meetings of the organization shall be determined by the President. Robert's Rules of Order Newly Revised (RONR) shall be the authority for the parliamentary procedure to be implemented by this organization. Where said Rules of Order conflict with these bylaws, these bylaws shall prevail.

Article XVII - Amendments

Section 17.01 These bylaws may be amended at the General Assembly Meeting by a two-thirds vote of all delegates/representatives present and eligible to vote.

Section 17.02 Any NAM member in good standing for at least one year may propose amendments to these bylaws.

Section 17.03

- a. All proposed amendments must be signed, dated and presented, in writing, through a Delegate/Representative or Board Member, to the President at least 30 days prior to the Board's regular spring meeting.
- b. Consistent with section 11.02 (a) (3), the President will refer the proposals to the Bylaws Committee for review of compatibility and consistency and report its recommendations to the Board at the spring meeting.
- c. If the Board approves the proposed amendment, it will then be presented to the delegate/representatives at the General Assembly Meeting and the proposing member(s) shall be notified accordingly.

- d. The Eparchial Bishops shall be informed of proposed amendments prior to board discussion so that they may provide desired input and approval through the Spiritual Director.

Section 17.04

- a. If the Board does not approve the proposed amendment, whether based on the Bylaws Committee's recommendation or not, the proposing member shall be notified within fifteen days of the Board's decision and shall be given the list of Delegates/Representatives appointed thus far.
- b. The proposing member may proceed by having two Delegates/Representatives sponsor the originally-presented proposal(s) and present the same to the President by, the latest, the close of business on the Thursday preceding the General Assembly meeting.
- c. The President shall then notify the Board and have the proposal put forward for a vote accordingly.

Section 17.05

Unless otherwise clearly stated therein, amendments take effect as soon as passed at the General Assembly.

Article XVIII - Policies & Procedures

Section 18.01

The Board of Directors may establish a separate Policy and Procedure Manual, which shall be binding upon the organization. Such guidelines shall be supplemental to, and may not conflict with the provisions of this Constitution and Bylaws.

Article XIX - Dissolution

Section 19.01

In case of dissolution, all funds and other properties belonging to the Organization shall be immediately and equally divided among, and become the property of, the Eparchies, in which NAM was the recognized official Maronite lay organization.

Revised and Approved: July 9, 2011