

THE AMERICAN BENEDICTINE ACADEMY

CONSTITUTION

AND

BY-LAWS

Incorporating Changes Approved by the American Benedictine Academy
on 1 July 2022

July 1, 2022
via Zoom

CONSTITUTION

ARTICLE I. TITLE

The name of this association is the **AMERICAN BENEDICTINE ACADEMY**. It is referred to in this document as the **ACADEMY**.

ARTICLE II. PURPOSE

The American Benedictine Academy is a non-profit association whose purpose is to cultivate, study, and support the Benedictine heritage within contemporary culture. The Academy sponsors and promotes disciplinary and inter-disciplinary research, writing and collaboration among its members. It serves as a catalyst inviting men and women to ponder creatively and to discuss the challenges to Benedictine values in the twenty-first century.

ARTICLE III. MEMBERSHIP

Section 1. Qualification

Membership is open to anyone who has a serious interest in the Benedictine heritage and desires to collaborate in the purpose of the **ACADEMY**.

Section 2. Rights and Duties of Membership

All members are entitled to:

1. participate in all the conventions and business meetings with full voting rights;
2. receive the **NEWSLETTER** of the **ACADEMY**;
3. be notified of all activities and conventions;
4. receive a copy of the Minutes or summary of the Minutes of the business meetings of the **ACADEMY**;
5. be notified of the available publications of the **ACADEMY**;
6. be informed of the meetings and decisions of the Board of Directors and the officers of the **ACADEMY**;
7. maintain payment of current dues for membership.

ARTICLE IV. SPONSORS

Section 1. Definition of Sponsor

Sponsors of the ACADEMY are those individuals, communities or organizations who notably support the ACADEMY with financial contributions.

Section 2. Rights of Sponsors

Sponsors are entitled to:

1. receive the NEWSLETTER of the ACADEMY;
2. be notified of all activities and conventions;
3. receive a copy of the Minutes or summary of the Minutes of the business meetings of the ACADEMY;
4. be notified of the available publications of the ACADEMY;
5. be informed of the meetings and decisions of the Board of Directors.

ARTICLE V. ADMINISTRATION

Section 1. Board of Directors

- A. The administration of the ACADEMY is vested in a Board of Directors of seven (7) members consisting of the President, the Vice-president, the Executive Secretary, and four (4) at-large members, one of whom is an oblate member of ABA. All members of the Board, with the exception of the Executive Secretary, are elected by the membership.
- B. Electees to the Board hold office for two (2) years from the date of their election or until the next elections.
- C. Members of the Board may be elected to two (2) consecutive terms.
- D. Elections to the Board take place according to the By-laws of this Constitution.
- E. The President of the ACADEMY is *ex-officio* the Chair of the Board.

Section 2. Officers

- A. The officers of the ACADEMY consist of a President, a Vice-president to succeed, and an Executive Secretary.

- B. President
 - 1. The President serves for one term of two (2) years and may not succeed himself/herself.
 - 2. The President is *ex officio Chair* of the Board of Directors.
 - 3. The President is *ex officio Chair* of the Convention Program Committee and the biennial Convention.
 - 4. The President is *ex officio Chair* of the Executive Council.

- C. Vice-president
 - 1. The Vice-president's term of office is for two (2) years.
 - 2. The Vice-president automatically succeeds to the Presidency upon expiration of the President's term of office.
 - 3. The Vice-president, without prejudice to his/her full term of succession to the Presidency, automatically serves as President if the Presidency becomes vacant or if the incumbent President is unable to serve.
 - 4. The Vice-president is *ex officio* a member of the Board of Directors and the Executive Council.
 - 5. The Vice-president is *ex officio* the Chair of the Nomination and Election Committee.

- D. Executive Secretary
 - 1. The President, with the approval of the Board of Directors, appoints an Executive Secretary.
 - 2. The term of office of the Executive Secretary is two (2) years with indefinite reappointment possible with the approval of the Board of Directors.
 - 3. The Executive Secretary is *ex officio* a member of the Board of Directors and the Executive Council.

Section 3. Executive Council

- A. The Executive Council consists of the President, the Vice-president, and the Executive Secretary. It is empowered to conduct urgent business of the ACADEMY between meetings of the Board of Directors.
- B. The President is the Chair of the Executive Council.

Section 4. Archivist

The President, with the approval of the Board of Directors, appoints an Archivist of the ACADEMY.

ARTICLE VI. STANDING COMMITTEES

Section 1. Convention Program Committee

The Committee consists of the President as the *ex officio* Chair and designated members appointed *ad hoc* by the President in consultation with the Board of Directors.

Section 2. Nomination and Election Committee

The Vice-President in consultation with the Board is responsible for the nomination and election process.

ARTICLE VII. AD HOC COMMITTEES

The President in consultation with the Board constitutes such committees on an *ad hoc* basis as are useful for fulfilling the purpose of the ACADEMY or conducting its ongoing affairs.

ARTICLE VIII. PUBLICATIONS

The ACADEMY issues publications and bulletins at the time and under the titles determined by the Board of Directors. In so doing, close contact is maintained with other Benedictine and monastic publications.

ARTICLE IX. FINANCES

Section 1.

The principal means of support is derived from the annual dues of members, gifts from sponsors and donors, and registration fees for the official meetings of the ACADEMY.

Section 2.

ABA dues, fees, and prices of publications are determined by the Board of Directors.

Section 3.

Supplementary sources of income are:

- a. monies derived from the sale of publications;
- b. such grants or funding as may be obtained from foundations, charitable trusts or interested institutions.

Section 4.

The budgeted expenses incurred by officers and members of the Board of Directors are paid by the Executive Secretary, at the direction and approval of the President, from the general funds of the ACADEMY. For members of the Board, reimbursable expenses include travel and *per diem* expenses to and from meetings of the Board but exclude the fees of the biennial Convention.

Section 5.

Expenses and allocation of funds other than those listed in Section 4 above are considered extraordinary expenses and are to be paid only with the approval of the Executive Council.

ARTICLE X. MEETINGS

Section 1.

The Board of Directors meets at least annually at a time and place to be determined by the President in consultation with the Board. At least one meeting of the Board is convened during the biennial Convention.

Section 2.

The ACADEMY meets every two (2) years in plenary convention at a time and place to be determined by the President with the consultation and approval of the Board.

Section 3.

Committees conduct their meetings at the call of the Committee Chair after consultation with the members of the committee. The notice of meetings and the minutes of the proceedings are to be placed with the Executive Secretary and then deposited in the Archives of the ACADEMY in accordance with the retention schedule determined by the archivist in consultation with the appropriate officers of the ACADEMY.

ARTICLE XI. RULES OF ORDER AND VOTING

Section 1.

Business meetings of the ACADEMY follow parliamentary procedure.

Section 2.

All matters considered by the ACADEMY in business meetings are decided by an absolute majority of the members present and voting.

Section 3.

Unless otherwise indicated in this Constitution, all matters considered by the Board of Directors or in committees are decided by an absolute majority.

Section 4.

Five (5) members constitute a quorum of the Board of Directors.

Section 5.

When the Board so determines, it may vote in whole or part by mail, telephone or via video conferencing software.

Section 6.

Procedures for nomination and election are to be followed as specified in the By-laws (Article V).

ARTICLE XII. AWARDS

Honors and awards may be conferred by the ACADEMY through the designation and approval of the Board of Directors.

ARTICLE XIII. 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 Board of Directors 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.

In lieu of a membership meeting, this Constitution may be amended by a mail vote, providing the conditions of introduction and notification as stipulated in Section 1 above have been fulfilled. In such instances, the amendment is considered approved when it receives a favorable vote of an absolute majority of members.

Section 3.

By-laws not conflicting with the Constitution may be made or amended under the same provisions as amendments to this Constitution as stated in Sections 1 and 2 above.

BY-LAWS

ARTICLE 1. ADMINISTRATION

Section 1. Board of Directors

- A. Elections to the Board of Directors are conducted every two (2) years.
- B. The biennial elections to the Board of Directors always include the election of a Vice-president who succeeds to the Presidency of the ACADEMY as determined in this Constitution (Article V. Section 2).
- C. If a vacancy on the Board occurs between elections, the Chair of the Board with the approval of the Board may appoint a member to serve the unexpired term.
- D. If the Chair of the Board is vacant or its incumbent impeded, then the Vice-president serves as the Chair. If the office of Vice-president is vacant or its incumbent impeded, then the remaining members of the Board elect a Board member to the Chair.
- E. Duties of the Board of Directors include:
 - 1. to administer business and activities of the ACADEMY;
 - 2. to approve an annual budget;
 - 3. to approve the time and place for all convention and business meetings;
 - 4. to approve the program and arrangements of the biennial convention;
 - 5. to constitute and/or facilitate suitable structures for the on-going proceedings within the ACADEMY;
 - 6. to meet annually on the ACADEMY'S business;
 - 7. to approve the appointment of an Executive Secretary and an Archivist;
 - 8. to authorize publications of the ACADEMY;
 - 9. to establish all dues and fees;
 - 10. to confer honors and awards.

F. Section 2. The President

Duties of the President include:

1. to serve as chief executive and liaison officer;
2. to serve as Chair of the Board of Directors and Executive Council;
3. to appoint, with approval of the Board, an Executive Secretary and an Archivist;
4. to preside over business meetings of the ACADEMY and to Chair the biennial Convention;
5. to administer the budget as approved by the Board;
6. to Chair the Convention Program Committee;
7. in consultation with the Board, to appoint members to the Standing Committees;
8. in consultation with the Board, to designate *ad hoc* committees and to appoint members to these committees.

Section 3. Vice-president

Duties of the Vice-president include:

1. to serve on the Board of Directors and the Executive Council;
2. to fulfill all the duties of the President when that office is vacant or its incumbent impeded;
3. to succeed to the Presidency upon the expiration of the President's term of office;
4. to serve as Chair of the Nomination and Election Committee.

Section 4. Executive Secretary

Duties of the Executive Secretary include:

1. to keep the records of the ACADEMY and of its public business, and to publish these in the form of Minutes for the membership;
2. to keep the records of the Board of Directors, the Minutes of the Board's meetings and transactions, and to publish these at the direction of the Board for the membership;
3. to receive, safeguard, and distribute as directed and approved by the President the monies of the ACADEMY;
4. to submit an annual detailed financial accounting to the Board of Directors;
5. to prepare and issue annually a summary financial report to the membership;
6. to keep membership records;
7. to aid the President and the Board in preparation for, and in conduct of, the meetings of the Board;

8. to deposit with the Archivist all appropriate documents and materials.

Section 5. The Archivist

Duties of the Archivist include:

1. to keep and safely preserve in accessible order all past records, documents, and publications of the ACADEMY;
2. to see to the proper location of the archives with the approval and at the direction of the Board of Directors;
3. to determine a retention schedule of the documents, papers, and **files** of the ACADEMY in consultation with the officers of the ACADEMY.

Section 6. Executive Council

Duties of the Executive Council include:

1. to conduct urgent business between scheduled meetings of the Board of Directors;
2. to draw up and submit an annual budget for the approval of the Board of Directors;
3. to give an accounting of the interim transactions and decisions at the next meeting of the Board of Directors.

ARTICLE II. COMMITTEES

Section 1. Standing Committees

A. Duties of the Nomination and Election Committee include:

1. to solicit, receive, and draw up lists of nominees to the Board of Directors and to the office of Vice-president;
2. to secure the consent of the nominee to stand for election;
3. to receive nominations from the floor;
4. to conduct the elections according to the **Procedures for Nomination and Election** (By-laws. Article V);
5. to certify the results of elections and to publish them to the membership and the Board of Directors;
6. to conduct elections by mail as stipulated in the **Procedures for Nomination and Election** (By-laws. Article V. Section 2F)

- B. Duties of the Convention Program Committee include:
1. to plan and execute the program and arrangements of the biennial Convention with the approval of the Board;
 2. to enlist the services of such additional personnel as are necessary and useful for the planning and execution of the program and arrangements of the biennial Convention;
 3. to present, at least six (6) months before the Convention, the program and final arrangements to the Board of Directors for its approval.

Section 2. *Ad Hoc* Committees

- A. An ad hoc committee ordinarily consists of three (3) members appointed by the President. Additional members may be appointed at the discretion of the President.
- B. The President, in consultation with the Board, defines the mandate of an *ad hoc* Committee. Such mandates may appropriately concern such affairs as: (1) Research and projects; (2) Membership and honors; (3) Finance and funding; (4) Publications; (5) Evaluation of the performance of the ACADEMY; (6) Planning.

ARTICLE III. SECTIONS

A section of the American Benedictine Academy is described as follows:

1. A Section is a group of ABA members formed by approval of the Board of Directors to pursue a specific interest or goal within the Academy on an on-going basis.
2. The group appoints its own chairperson. The Chair's duties within the Section will be spelled out by its membership. The Chair will also be the liaison with the President of the ABA to whom he/she will give an annual report on the first of January. The Chair will also give a report to the general membership at the biennial convention.
3. The group establishes its own means of communication with its members, e.g., a periodic newsletter. Copies should be sent to the President of the Academy.

ARTICLE IV. RULES OF ORDER

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

ARTICLE V. PROCEDURES FOR NOMINATION AND ELECTION

Section 1. Nomination

- A. The Nomination and Election Committee is responsible for presenting a slate of nominees for election.
- B. Nominees, at least one of whom must be an oblate, may be proposed to the Nomination and Election Committee by individual members in advance of the election or from the floor at the business meetings.
- C. The consent of the nominee to stand for election is to be secured by the Nomination and Election Committee in advance of the election.
- D. Only members of the ACADEMY are eligible for nomination.

Section 2. Election

- A. The Nomination and Election Committee conducts the elections during the business meeting of the biennial convention.
- B. Election is by secret ballot.
- C. An absolute majority of members present and voting is required for election. If there is no election, the number of candidates for an office on subsequent ballots is limited to twice the number of positions yet to be filled. Those receiving the highest number of votes are the candidates. The Vice-President in consultation with the Board is responsible for the nomination and election process.
- D. The term of office begins with the election.
- E. The results of the election are certified and published by the Nomination and Election Committee.
- F. Election by mail requires the pre-approval of the Board.

ARTICLE VI. HONORS AND AWARDS

The EGREGIA AWARD is the principal award conferred by the American Benedictine Academy. The award is publicly bestowed at the biennial meeting and includes *gratis* lifetime membership.

ARTICLE VII. AMENDMENTS

By-laws and amendments to by-laws not conflicting with the Constitution are made under the same provisions as amendments to the Constitution. (Constitution. Article XIII)

ARTICLE VIII. RATIFICATION OF THIS CONSTITUTION AND BY-LAWS

This Constitution and By-Laws were ratified by a favorable two-thirds majority vote of the members present and voting during the business meeting of the ACADEMY on August 11, 1992, at Saint John's Abbey, Collegeville, Minnesota.