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Bylaws

Catholic Physicians' Guilds

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BY-LAWS
ARTICLE I
Officers

SECTION 1. The officers of the National Federation of Catholic Physicians' Guilds shall be honorary and elective: (a) honorary officers shall comprise honorary Presidents and special advisors and shall be appointed by the Board of Directors; (b) elective officers shall be a President, President-Elect, Vice-President, Secretary, and Treasurer.

SECTION 2. The President-Elect, Vice-President, Secretary and Treasurer shall be elected at the annual business meeting each, except the President-Elect, for a term of one year, not to exceed two successive terms. Any officer shall have first served on the Board of Directors, or a Regional Council of Delegates, of the National Federation. The President-Elect shall succeed to the Presidency after an annual business meeting.

SECTION 3. The President shall preside at all meetings of the National Federation and Board of Directors, and shall have the right to vote; shall be an ex-officio member of all Committees without power to vote; shall fill all office vacancies during unexpired terms; shall call, acting together with the Secretary, special meetings of the Directors; and shall perform such other duties appropriate to his office.

SECTION 4. The President-Elect shall work with the administrative officers, the Secretary, the Treasurer, and the Executive Secretary, and maintain a close affiliation with the affairs of the National Federation; and shall assume the duties of the President in the event of the absence, resignation or death of the President.

SECTION 5. The Vice-President shall assist in the supervision of the work of the Committees of the National Federation, and shall assume the duties of the President in the event of the absence, resignation, or death of the President and President-Elect.

SECTION 6. The Secretary shall sign all official documents, shall record the proceedings and minutes of the annual meeting, shall supervise the business management and duties of the Executive Secretary and carry out such duties assigned by the Board of Directors.

SECTION 7. The Treasurer shall have the Executive Secretary receive all funds and make a quarterly report in writing to the Treasurer of all moneys received and expended and shall provide at each annual meeting an audited statement of the financial condition of the National Federation.

ARTICLE II
Episcopal Advisor and Moderator

SECTION 1. The Episcopal Advisor to the National Federation shall be the Episcopal Chairman of the Bureau of Health and Hospitals of the National Catholic Welfare Conference; his delegate to the National Federation shall be the Director of the Bureau of Health and Hospitals of the National Catholic Welfare Conference.

SECTION 2. (a) The Moderator of the National Federation shall be appointed by the Episcopal Advisor from recommendations submitted in order

of preference by the Board of Directors of the National Federation for a term of two years not to exceed two consecutive terms. (b) The Moderator shall render the National Federation spiritual and ecclesiastical counsel, shall be a member of the Board of Directors, and shall communicate with the Moderators of constituent Guilds.

ARTICLE III
Executive Secretary

SECTION 1. An Executive Secretary shall be appointed by the Board of Directors and shall serve during the pleasure of the Directors, or until a successor is chosen. He need not be a member of the National Federation but shall serve as its bonded executive officer and manage its activities and business affairs, act under the supervision of the Board of Directors. He shall:

- (a) act as Secretary to the Board of Directors and the Executive Committee;
- (b) direct the executive offices of the National Federation and appoint, direct, and remove assistants and employees with the advice and consent of the Directors;
- (c) maintain all records concerned with membership and accounts, and collect dues.
- (d) prepare and mail notices and announcements of all regular and special meetings and of meetings of the Committees;
- (e) provide and have charge of all arrangements for annual sessions and meetings;
- (f) supervise the program plans and arrangements.
- (g) encourage and help establish the formation and continuation of Guilds;
- (h) be the business manager of the official publications;
- (i) make a quarterly report in writing to the Treasurer of all moneys received and expended.

ARTICLE IV
Board of Directors

SECTION 1. The Board of Directors shall consist of the President, the President-Elect, the Vice-President, the Secretary, the Treasurer, the immediate Past-President, the Editor of the official publication, and the Directors from the regions constituting the National Federation. The Moderator and the immediate Past-President shall serve ex-officio without voting privileges.

SECTION 2. The Executive Secretary shall act as the Secretary of the Board of Directors.

SECTION 3. The duties of the Board of Directors shall be those of conducting the affairs of the National Federation authorized by its Certificate of Incorporation and these By-Laws; the Board shall fix annual dues; create and approve all Committees; participate in the activities of the National Federation of Catholic Physicians' Guilds; encourage the establishment of Guilds in Latin America; divide the states and territories with members into regions; appoint a regional director when necessary; establish local Guilds; arrange through the Executive Secretary for annual meetings and special meetings; adopt rules and regulations for the election of members; edit and print authorized publications and pro-

ceedings; appoint assistants and employees, including the Executive Secretary, and fix their salaries; and provide for the cost of meetings and any other proper expenses of the National Federation, its Officers and Directors and employees.

SECTION 4. The Chairman of the Board of Directors shall be the President of the National Federation who shall preside at all meetings of the Board.

SECTION 5. There shall be a Council of Presidents of the National Federation comprising the past Presidents and honorary Presidents. The Council shall be invited to all meetings of the Board of Directors of the National Federation; it shall be available for consultation to the Board and on its own make suggestions on matters of concern to the National Federation.

SECTION 6. The President, with the approval of the Board of Directors, shall appoint all Committees. A Chairman may serve no longer than four consecutive years. The standing Committees are:

- (a) Constitution and By-Laws Committee
- (b) Credentials Committee
- (c) Editorial and Publication Committee
- (d) Endowment Fund Committee
- (e) Family Life Committee
- (f) Finance and Budget Committee
- (g) Health Care of Religious Committee
- (h) Interns, Residents, and Armed Forces Committee
- (i) Medical Education and Research Committee
- (j) Medical Missions Committee
- (k) Medical Students Committee
- (l) Nominating Committee
- (m) Physicians-in-Religious Life Committee
- (n) Program Committee
- (o) Public Relations Committee
- (p) Religious Activities Committee
- (q) Resolutions Committee

ARTICLE V

Executive Committee

SECTION 1. The Executive Committee shall consist of the President, the President-Elect, the Secretary, the Treasurer, the Moderator, and two Directors elected by the Board for a term of two years. Four members of the Executive Committee shall constitute a quorum.

SECTION 2. The Executive Secretary of the National Federation shall act as the Secretary of the Executive Committee.

SECTION 3. The Executive Committee shall exercise all powers of the Board of Directors between the meetings of the Directors, except that it shall not have the power to elect members, nor to regulate annual dues. It shall keep a record of its proceedings and report them to the Directors at their next meeting for their approval. It may appoint such subcommittees deemed necessary or desirable for the proper transaction of the business of the National Federation. Meetings of the Executive Committee may be called by the President and the Secretary acting together.

ARTICLE VI

Regional Directors

SECTION 1. The National Federation shall be represented by regions designated by number and shall comprise the following groups of states, territories, provinces, and the District of Columbia:

Region I	Region II	Region III	Region IV
Connecticut	New York	Delaware	Indiana
Maine		District of	Michigan
Massachusetts		Columbia	Ohio
New Hampshire		Georgia	
Rhode Island		Maryland	
Vermont		New Jersey	
		North Carolina	
		Pennsylvania	
		South Carolina	
		Virginia	
		West Virginia	
Region V	Region VI	Region VII	Region VIII
Alabama	Illinois	Alaska	Arizona
Arkansas	Iowa	British Columbia	Colorado
Florida	Kansas	California	Idaho
Kentucky	Manitoba	Hawaii	Montana
Louisiana	Minnesota	Oregon	Nevada
Mississippi	Missouri	Washington	New Mexico
Oklahoma	Nebraska		Utah
Puerto Rico	North Dakota		Wyoming
Tennessee	South Dakota		
Texas	Wisconsin		

SECTION 2. Constituent Guilds of the National Federation in good standing in these regions shall elect, through their Guild delegates, a Regional Director, each for a term of two years not to exceed two successive terms, who shall be a member of the Board of Directors of the National Federation and the Chairman of the Regional Council.

SECTION 3. Each Director shall act as liaison between the Board of Directors and the Guilds of his region and act as a clearing house on general matters and problems. Each Director shall appoint a Regional Council, coordinate and further the aims and activities of the National Federation in his region, encourage regional meetings, aid in the establishment of Guilds, and perform such other duties assigned him by the Board of Directors.

SECTION 4. Each Regional Director shall appoint a Regional Council consisting of the Director as Chairman and five regional Associates, each the delegate of a Guild, and carry out the following duties:

- (a) review all applications from the region for constituent Guild and for individual Associate membership in the National Federation and report its recommendations to the Board of Directors within 60 days;
- (b) meet or confer at least once a year and stimulate interest in the aims and activities of the National Federation and regional Guilds;

- (c) consider problems arising in its regions;
- (d) submit reports and recommendations through the Director to the Board of Directors for consideration at the next regular meeting.

SECTION 5. Any Regional Director unable to attend the annual meeting of the National Federation shall appoint as his alternate, with all privileges of a Director, a member neither of the Board of Directors nor an officer of the National Federation, of his region who will be in attendance at that meeting. The same alternate shall not be appointed more than two years.

ARTICLE VII Guilds

SECTION 1. Any group of six or more Catholic physicians residing in the same general area may request a charter to establish a Guild of the National Federation.

SECTION 2. All applications for Guilds shall, together with the approval of the Ordinary of the Diocese, be referred to the Regional Director. Applications with the recommendations of the Regional Director and the Regional Council shall be forwarded to the Executive Secretary of the National Federation.

SECTION 3. The Executive Secretary shall submit the Guild applications with all other information, together with his recommendations and that of the Regional Director and Council, to the Board of Directors for final action at the annual meeting.

SECTION 4. Guilds shall be known as the Guild of the National Federation of Catholic Physicians' Guilds.

SECTION 5. The National Federation shall not interfere with the autonomy and activity of constituent Guilds, nor shall autonomous Guilds use the sanction of the National Federation without the written permission of the Board of Directors or of the Executive Committee.

SECTION 6. Each Guild shall adopt by-laws and regulations for the conduct of its own affairs and for the election of its members. Each Guild shall:

- (a) determine its own dues and assessments;
- (b) collect for the National Federation dues of the individual Associates in the National Federation;
- (c) file an annual written report of its activities with the Executive Secretary of the National Federation at or before the annual meeting.

SECTION 7. Each constituent Guild in good standing shall be represented at the regional and national level by a Delegate appointed for a term of two years. The Delegate shall be the liaison between that Guild and the Regional Director and Council and the National Federation, and shall have at the annual meeting of the National Federation right of one vote in all matters before the General Assembly and in the election of officers.

ARTICLE VIII Associates

SECTION 1. Qualifications of Associates:

- (a) Members of constituent Guilds in good standing shall be individual Associates in the National Federation.
- (b) Physicians not residing in the vicinity of a Guild shall have their ap-

plications seconded by their pastor and two Associates of the National Federation who shall provide evidence of the applicants' ethical and professional standing in the moral and scientific aspects of medicine.

SECTION 2. Qualifications for Life Associates:

- (a) Physicians applying for Life Associate shall have been Associates for five years and complied with the requirements specified by the Board of Directors with respect to fees.

SECTION 3. Qualifications for Honorary Associates:

- (a) The Board of Directors may grant by majority vote the status of Honorary Associate to qualified persons deemed worthy.

ARTICLE IX Fees

SECTION 1. The annual dues shall entitle Associates to the privileges of membership, the benefits of the annual meetings, and the publications of the National Federation. The annual dues of Associates are five dollars (\$5) and include subscription to THE LINACRE QUARTERLY, the official journal of the National Federation.

SECTION 2. (a) An application fee of twenty-five dollars (\$25) shall be filed with each application for constituent Guild membership. (b) An application fee of ten dollars (\$10) shall be filed with each application for Associate *non-Guild* membership.

SECTION 3. All Associates subscribing and paying \$1000 to the Endowment Fund of the National Federation shall be granted a Life Associate and be exempt from annual dues.

SECTION 4. All constituent Guilds and Associates delinquent in dues automatically lose all privileges of good standing in the National Federation.

ARTICLE X Endowment and Reserve Funds

SECTION 1. The Board of Directors, together with the Finance and Budget Committee, shall provide a plan to secure endowment to carry out the purposes of the National Federation. The endowment fund shall consist of:

- (a) all money received for Life Associates;
- (b) any money set aside by the Board of Directors from time to time from the funds of the National Federation, and
- (c) such money donated to the fund.

SECTION 2. Donations and bequests to the National Federation and any current funds declared surplus may be deposited in a savings account designated Reserve Fund. Transfer of these funds to the National Federation General Fund, or Endowment Fund, shall be made only upon resolution by the Board of Directors.

ARTICLE XI Publications

SECTION 1. The Board of Directors shall issue from time to time a Directory of the National Federation.

SECTION 2. The Board of Directors shall publish an official journal, THE

LINACRE QUARTERLY, a journal of the Philosophy and Ethics of Medical Practice.

SECTION 3. The Board of Directors shall appoint an Editor-in-Chief and additional Editors and Editorial Boards to carry out these provisions.

ARTICLE XII

Meetings

SECTION 1. Regular meetings of the Board of Directors shall be held semi-annually at a time and place selected by the Board. Eight members of the Board shall constitute a quorum. Special meetings may be called at any time by the President and Secretary acting together, or upon the written request of four Directors, and shall be confined to the purpose for which the meeting is called.

SECTION 2. The annual meeting of the National Federation shall be held at a place and time designated by the Board of Directors. At each annual meeting of the National Federation shall:

- (a) conduct sessions devoted to the moral and social aspects of medicine and to medical practice, education, and research. These sessions shall be open to all Associates and all persons affiliated with the National Federation as well as qualified physicians, religious, and graduate and undergraduate students of medicine;
- (b) have a Presidential Address delivered;
- (c) hold separate meetings of the Regional Delegates and Regional Directors to coordinate the purposes of the National Federation in their respective regions and biannually to elect Regional Directors.
- (d) hold a General Assembly of the Guild Delegates with the Board of Directors and the Committees, to recommend to the Board of Directors any other programs and activities in the best interests of the National Federation and the constituent Guilds, to elect officers, and to transact other business as may be necessary.

SECTION 3. Meetings of the Executive Committee may be called by the President and the Secretary acting together.

ARTICLE XIII

Elections

SECTION 1. (a) The Board of Directors, not less than 90 days before the annual meeting of the National Federation, shall appoint a Nominating Committee to present nominees for the positions of officers to be voted on at the annual meeting; these nominations shall be circulated to the constituent Guilds and the members of the Board of Directors not less than 60 days before the annual meeting. Nominations may be made by Guild Delegates from the floor at the annual meeting. (b) Election of officers shall be determined by a majority vote of the Guild Delegates and Board of Directors present and voting in General Assembly; and shall be by written ballot if more than one candidate for an office is nominated.

SECTION 2. (a) The Regional Director with the approval of the Regional Council, not less than six months before the expiration of the term of office of the Regional Director, shall appoint a Nominating Committee of Regional Delegates to present the names of two or more nominees for the position of Regional Director. These nominations shall be circulated to each regional con-

stituent Guild not less than ninety (90) days before an annual meeting of the National Federation and shall be voted on in separate sessions of the Regional Directors and Delegates at the annual meeting. (b) Election shall be determined by a majority vote of the Regional Delegates present and voting.

ARTICLE XIV

Order of Business

SECTION 1. The order of business of the General Assembly of the annual meeting of the National Federation shall be:

- (a) Opening Prayer
- (b) Reading of Minutes
- (c) Report of the President
- (d) Report of the Moderator
- (e) Report of Editor of THE LINACRE QUARTERLY
- (f) Report of the Treasurer
- (g) Report of Committees
- (h) Reading of communications
- (i) Unfinished business
- (j) New business
- (k) Election of officers
- (l) Installation of officers
- (m) Closing Prayer
- (n) Adjournment

SECTION 2. Robert's Rules of Order shall govern all order of business and procedure not in conflict with the By-Laws.

ARTICLE XV

Disposition of Assets on Dissolution

In the event of dissolution or liquidation of the National Federation, the assets remaining after payment of just debts shall be conveyed to the Episcopal Chairman of the Bureau of Health and Hospitals of the National Catholic Welfare Conference to be held by him in trust, to be used and expended to further the purposes of this corporation as expressed in these By-Laws and Articles of Incorporation, or, if this is not possible, then to some non-profit organization of the Catholic Church exempt from Federal income taxes under the Internal Revenue Code, to be used and expended for the above-mentioned purposes.

ARTICLE XVI

Adoption of By-Laws

These By-Laws shall be adopted by a two-thirds vote of the Board of Directors initially designated in the Articles of Incorporation and shall be ratified by a majority of Guild Delegates and Directors in good standing present and voting at the first general meeting after incorporation.

ARTICLE XVII

These By-Laws shall be amended by a two-thirds vote of the Board of Directors and by a majority vote of the Guild Delegates and Board Directors in good standing present and voting at the annual meeting. Amendments shall have been submitted to all constituent Guilds in good standing 60 days before the annual meeting.