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## BOARD OF ADVISORS

### I. PURPOSE OF THE BOARD OF ADVISORS FOR THE PROJECT OF BUILDING THE PERMANENT MONASTERY

#### A. PUBLICITY

1. Spread awareness of the Carmel's existence and purpose by suitable means (word of mouth, letters, through Parishes, internet, mailing lists, etc.)
2. Spread awareness of Building Project
  - Purpose/need of Building Project-- the present temporary Monastery accommodates 5 Nuns. The Carmelite Constitutions permit up to 21 Nuns.
  - needed for "status" -- to be permanently established in the Bismarck Diocese, independent of the Carmel in Alexandria, S.D. The current legislation from the Holy Father and the Congregation for Religious\*, specify that the Carmel must have the proper Monastic structures in place in order to qualify for its pontifical status as an autonomous Monastery. The current dwelling does not qualify.
  - needed for the proper and full living out of our Carmelite charism. The silence and solitude, the hiddenness characteristic to our life are not able to be fully fostered in the current arrangement, which was accepted with the understanding that it was a temporary situation.
3. Bishop Kagan is in favor of the building project -- see his letter of March 6, 2017 on our website, [CarmeloftheHolyFace.com](http://CarmeloftheHolyFace.com)
4. Scope of building project --more information will be forthcoming as plans progress; There are 4 phases to the project, the Chapel being the first phase. This includes the Chapel and its Hall, the Choir and the Sacristies. The 3 other phases are the East wing, the West wing and the South sections.
5. Publicize progress of building project-- website, passing out the prayer cards, etc.

*The funds for any promotional projects will be provided by the Board of Directors from the established building fund after the said project has been duly submitted and approved.*

#### B. FUNDRAISING -- directed towards, but not limited to the Bismarck Diocese and surrounding areas

1. Discuss approaches to fundraising
2. Strive to implement fundraising methods approved by the Board of Directors (Mother Prioress and her Council)
3. The Carmel of the Holy Face of Jesus has a contract with a professional fundraiser. He is working major donors and private foundations throughout the United States.

N.B. The members of the Board of Advisors are not to be permitted to accept cash donations from benefactors unless, for a special designated event, permission was procured in advance from the Board of Directors by the President of the Board of Advisors.

\*Apostolic Constitution, *Vultum Dei Quaerere* (June 29, 2016): Art. 8 §1. ; Instruction, *Cor Orans* May 15, 2018: II Canonical Election 39. c)

- D. FINANCIAL CREDIBILITY -- Either the Board as a whole or a qualified Member of the Board of Advisors will be charged with overseeing the financial records (receipts, expenditures) for the building project (explained in “*duties*”) to lend credibility to the project and serve to reassure benefactors that their contributions are being used as intended.
- E. OTHER ADVICE/ASSISTANCE related to business matters involved in the building project.
- F. TO HELP THE NUNS limit contact with the outside as much as possible during this time of construction, so as to help preserve their contemplative life amidst all the business matters.

## **II. Duties of the Board of Advisors**

- A. To attend meetings
  - 1. The Annual Meeting; includes but is not limited to:
    - a) The establishment of the members of the Board for the year - new members added or new terms committed to.
    - b) the announcement of whom the Carmel has appointed to be the President of the Board of Advisors for the year.
  - 2. Regular Quarterly Meeting (Annual plus 3 others).
  - 3. Special Meetings called as needed.
- B. To promote awareness of Carmel and the need for the Building Project, as listed above, by the means which the Board of Advisors agrees upon with the approval of the Board of Directors
- C. To fulfill any tasks assigned by the Board of Advisors as a whole or by the President of the Board of Advisors
- D. To fundraise for the Building Project, focusing particularly on the Bismarck Diocese and surrounding areas, but not limited to these areas.
- E. To oversee finances for the Building Project
  - 1. Minimum manner of “overseeing”:
    - a) annually, the Board of Advisors as a whole will review (and approve or correct) financial records for the Building Project - receipts and expenditures book.
    - b) quarterly, a qualified member of the Board of Advisors will be asked to review the account ledgers and bank statements.
  - 2. Maximum manner of overseeing: Should it be deemed necessary or helpful, the Board of Directors may appoint a member of the Board of Advisors (or another 3rd party) to manage donations for the Building Project, making deposits and keeping the books, as well as paying bills involved with the Building Project, or any one part or several parts of these processes. Should this occur:
    - a) Board of Directors must review books and receive a complete account of all transactions monthly.
    - b) The Board of Advisors, or a member thereof, other than the one doing the actual recording of the books, must still review the books quarterly.
- F. Confidentiality - maintain strict confidentiality regarding information learned through the Board that is not public knowledge - in particular - the names of donors and amounts donated should never be made known to anyone outside the Board of Advisors.

### **III. Manner of Proceeding**

#### **A. Selection of Members of the Board of Advisors**

1. Actual selection is done by consensus of the Board of Directors.
2. The Board of Advisors or individual members may suggest possible candidates.
3. Once selected, the individual will be informed by letter and asked to submit a letter of acceptance. If accepting, this includes the following:
  - a) acknowledgment that participation in the Board of Advisors of the Carmel of the Holy Face of Jesus is a charitable undertaking and therefore the members will not be monetarily compensated.
  - b) commitment to a one year term.

#### **B. End of term - options**

1. Member may choose to withdraw from the Board.
2. Board of Directors may choose not to offer individual another term.
3. If the Board of Directors decides that the individual could continue as a member of the Board of Advisors, the Board of Directors will inform him/her by letter and, if willing, he/she will again write a letter of acceptance, specifying commitment to a two or three year term. (Two and three year terms will provide greater stability to the Board of Advisors.)
4. When a member is nearing the end of their term, they and all the Board Members will be asked to submit to the Board of Directors any input regarding their continuance on the Board.

#### **C. Officials**

1. A President will be appointed by the Board of Directors on an annual basis.
2. Other officials may also be appointed by the Board of Directors, if needed.
3. Secretary - if one is not appointed by the Board of Directors, the President of the Board of Advisors must designate a member to keep minutes at each meeting. He may appoint meeting by meeting, or, with the agreement of the member, for a specified length of time, not to exceed the year-term of the President.
4. Members can express opinions about official candidates to the Board of Directors prior to the annual appointment.

#### **D. Resignation/Removal of Board Members, who have not completed their term**

1. Any Member of the Board of Advisors, should circumstances warrant it, may submit a letter of resignation to the Board of Directors, stating the reasons for their resignation. Resignation would take effect upon acceptance by the Board of Directors.
2. The Board of Directors may, at any time, remove a member from the Board of Advisors, with or without reason. The Board of Directors will inform in writing, both the individual member being removed and the Board of Advisors as a whole, with or without stating the reasons for removal.
3. The vacancy may be filled by appointment of the Board of Directors, for the remainder of the term or may be left vacant until the annual meeting, provided the Board of Advisors still has sufficient membership to meet the required minimum.
4. Following the resignation or removal of a member of the Board of Advisors, the individual may not take any punitive or retaliatory action against the Board of Advisors or the Carmel of the Holy Face of Jesus. Likewise, they are still bound to confidentiality regarding information learned from their involvement on the Board which is not considered public knowledge.

#### **E. Number of Board Members**

1. No fewer than three.
2. No more than ten.

#### F. Manner of relaying information

1. President - except where otherwise specified, all information regarding the fundraising and Building Project, and the Board of Advisors itself as well as all discussions made and decisions reached, should be relayed to the Mother Prioress of the Carmel by the President of the Board of Advisors, not by other individual members.
2. The Board of Directors will likewise relay to the Board of Advisors developments, decisions, approval/disapproval of actions, meeting agendas, etc. through the President of the Board of Advisors, whether in writing or by word of mouth.
3. A copy of the minutes of each meeting of the Board of Advisors is to be submitted to the Carmel within a month following each meeting.
4. The Board of Advisors, through the President, is to submit to the Board of Directors for approval, any proposed new course of action, or any proposed significant change in a previously decided course of action. Only upon receiving approval of the Board of Directors can such new or altered course of action be implemented by the Board of Advisors.
5. Unless the Board of Directors specifies a certain member of the Board of Advisors to fulfill a specific task or function, the President of the Board of Advisors is free to assign tasks to the various members in a reasonable manner, provided each individual member freely consents to undertake the task or tasks assigned to him/her

#### H. How to address problems among Board Members and resolve issues that may arise.

1. Members should strive to practice Christ-like charity at all times and should earnestly pray to God for the grace to do so and to work together effectively as Members of Christ's Mystical Body. All difficulties that arise should first be taken to prayer.
2. A member who, having prayerfully considered the matter, believes that some issue needs to be addressed, some action being undertaken by the Board of Advisors is going to prove detrimental to our aims, improper means are being employed, these guidelines for the Board are not being observed, etc., MUST FIRST present their concern privately to the President of the Board of Advisors, and to no one else, especially, if it involves the actions of a particular Board Member.
3. The President will investigate the matter further in a discreet and fair manner and will inform the Mother Prioress of the situation, if it is serious. If he is able to resolve the difficulty easily he may do so.
4. After a reasonable length of time has elapsed, if the member feels the problem has not been addressed sufficiently, he/she may again inform the President of the Board of Advisors, this time in writing.
5. The President must at this time inform the Board of Directors (through the Mother Prioress) of the situation.
6. If a Member has approached the President twice (at least once in writing) about the said problem and no resolution has been reached, (after a reasonable space of time has elapsed) the problem may be submitted directly to the Mother Prioress, in writing, and whatever decision she and the Board of Directors reach, must be accepted by all the Board of Advisors.

#### I. Duration of the Board of Advisors -- the Board of Advisors will be in existence for the duration of the building of the permanent monastery (in all its phases), and upon dedication of the completed Monastery (with no debt remaining) the Board will have fulfilled its purpose and will consequently be dissolved.

#### J. The Board of Directors has the right to make changes in these guidelines and the Board of Advisors, through the President, may suggest any changes they think necessary.