



***THE
SOCIETY OF ST. VINCENT DE PAUL
OF THE UNITED STATES OF AMERICA***

BYLAWS

***Saint Andrew Conference
Sierra Vista, Arizona***

Approved 02/10/2020

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GENERAL SECTION

Article 1 - OFFICIAL NAME

The name of the Conference is the St. Vincent de Paul Society, Saint Andrew the Apostle Conference, Sierra Vista, Arizona (subsequently referred to as "Corporation").

Article 2 - LOCATION AND TAX STATUS OF THE CONFERENCE

The Principal Office of the Corporation shall be at 616 Bartow Drive, Sierra Vista, AZ 85635. The Corporation is tax exempt under Section 501©3 of the IRS code

Article 3 - STATEMENT OF PURPOSE AND SPECIAL CONSIDERATIONS

Aggregated by the Council General International with the approval of the National Council, the Conference is the basic and essential grouping of the Society and its primary objective is to provide its members with opportunities for spiritual growth, fellowship and service to people in need. The Conferences shall adhere to the Rule of the Society of St. Vincent de Paul, which in part states: "No work of charity is foreign to the Society." In keeping with this spirit, the persons to be helped and the works to be performed are determined by the Conference itself. The Conference shall be organized primarily to perform person-to-person service to those in need. The Conference is responsible for animating and coordinating the work of Society of St. Vincent de Paul units within its jurisdiction.

The Society's Mission Statement reads: "A network of friends, inspired by Gospel values, growing in holiness in building a more just world through personal relationships with and service to people in need."

This is a nonstock membership corporation. The members of this Corporation are the duly elected President and the Active Members of the Conference.

Definitions:

As used in these Bylaws the following shall apply:

1. The word "President," unless the context specifies otherwise, shall mean the President of the Conference and Corporation.
2. The words "President General" shall mean the President of the Council General International.
3. The words "Permanent Section" shall refer to a committee of the Council General International.
4. The word "Conference" shall mean this Conference unless otherwise stated.

5. The word “Rule” shall mean the Rule of the Society of St. Vincent de Paul.
6. The word “Ordained” means priests and permanent deacons but does not mean nuns and brothers.
7. The word “Office” or “Officers” shall refer to the President, the First and/or Second Vice President, the Secretary(ies) and the Treasurer.
8. The word “Society” means the Society of St. Vincent de Paul.
9. The words “Upper Council” or “higher Council” may be used interchangeably and shall mean the District or Archdiocesan/Diocesan Council with which the Conference is affiliated, or, depending on its context, may also mean the National Council if the context so reads.
10. References in these Bylaws to “Executive Director” or “Chief Executive Officer” are used interchangeably.
11. The words “National Council” shall refer to the National Council of the United States, Society of St. Vincent de Paul, Inc.

Non-Discrimination Policy

The Corporation will develop a Non-Discrimination Policy that meets the requirements of Federal, State and Local Law and addresses such other circumstances as may from time to time be appropriate.

STATUTORY AGENT

1. A Statutory Agent, required by the laws of Arizona (Arizona Revised Statutes - A.R.S. 10-202) is usually appointed by the Conference President. No legal training is required. The Agent must be a resident of the State of Arizona for at least three years.
2. The duties of the Agent is to receive legal suits, other processes , notices or demands required or permitted by law to be served on the Conference and which, when served, are lawful. The Agent shall assure proper action is taken on these papers, including making proper responses to the responsible party upon approval of the President.
3. Precise procedures covering resignation of the Statutory Agent are in A.R.S. 10-503.

Tax Exemption

Said organization is organized exclusively for charitable, religious, educational or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Article 4 - PARAMOUNT AUTHORITY OF THE SOCIETY

Should any bylaw provision, rule or regulation adopted by the Corporation conflict with the Rule and regulations of the Society of St. Vincent de Paul as now promulgated or hereafter adopted by the Council General, then and in that event that part of such bylaw provision, rule or regulation in conflict with the Rule shall be void and of no effect but the remainder of such bylaw provision, rule or regulation shall remain in effect. The Council General's guidelines or the directives of the National Council of the United States on compliance with the Rule will be adhered to. In addition, if the Corporation appears to be part of the Society but does not adhere to the Rule in terms of presidential terms, regular attendance at Council meetings or otherwise does not maintain compliance with its approved aggregation papers it shall not use the Society's name. Policies or standard operating procedures can from time to time be adopted by a Corporation at the local level if they do not conflict with anything stated above. "Robert's Rules of Order, Newly Revised" or other agreed-upon forms of consensus building shall govern the Corporation in all cases in which they are applicable. The Corporation shall keep a copy of the Rule with these Bylaws. These Bylaws may only be amended, altered or repealed with the approval of the National Council.

Article 5 - PROCEDURES FOR AMENDING THE BYLAWS

Bylaws may be amended, altered or repealed at any regular or special meeting with the concurrence of two-thirds of the Active Members of the Corporation provided, however, that 30 days written notice of the meeting at which proposed amendments, alterations or repeals of any article be sent to all members prior to the meeting.

A copy of the Bylaws must be forwarded to the District and Diocesan Councils.

Article 6 - PROCEDURES FOR SUSPENDING THE ORGANIZATION

The Corporation acknowledges that for reasons prompted by the seriousness of a particular situation the President General may suspend temporarily or permanently exclude the Corporation after notifying the Permanent Section accordingly. The permanent exclusion of the Corporation shall entail the cancellation of its Aggregation.

The National President is given the power through extraordinary delegation to temporarily suspend a Corporation. The National President, in cases of extreme seriousness and urgency, may suspend a Corporation exclusively as a precautionary measure.

In such circumstances the President General shall be notified of such decision and the justified reasons for the same within a maximum of 15 business days. The Corporation in question may appeal to the National Council's Conciliation Committee pursuant to the procedure in effect at said time. The President General shall approve or reject the appeals that are presented.

For procedures for disposing of a suspended Corporation's assets the District Council (or next higher Council, if appropriate) should be consulted.

Upon the dissolution of the Corporation, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to the next higher Council of the Society of St. Vincent de Paul holding jurisdiction over the Corporation's boundaries or shall be distributed to the federal, a state or a local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court sitting and having jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes. Where the Corporation is covered by a District Council, assets will be distributed to the District Council. In the case of Isolated Conferences, the assets will be distributed to the National Council.

Article 7 - DISPOSITION OF ASSETS

Assets

Assets including but not limited to trust accounts, buildings and land which are titled in the name of the Corporation must be held and used by Vincentians for Vincentian purposes.

If any such asset is transferred to another non-Vincentian entity it should not be transferred without proper reimbursement whether in cash, in-kind, in services or accompanied by a memorandum approved by the Corporation and the Council to which it belongs setting forth the exchange.

The Corporation must not hold title to any assets only for the purpose of holding such assets but it must use those assets for the purposes of its Vincentian mission.

Transfers of funds or assets between the Corporation and another Vincentian entity shall be made on terms that are agreeable to all parties involved.

Any property so transferred from the Corporation to any other group must not continue to carry the name of the Society for any purpose.

MEMBERSHIP SECTION

Article 8 – CLASSES OF MEMBERSHIP AND COMPENSATION

Membership of the Corporation

The Society is a Catholic lay organization open to all who wish to live their faith by loving and serving their neighbor.

Corporation membership is made up of:

Active (Full) Members are those who participate regularly in the prayer life, meetings and charitable activities through personal contact with the poor of the Vincentian Conference or Council into which they have been received.

An Active Member accepts the Rule of the Society, belongs to the Catholic Church and is received as a Vincentian brother or sister into the Society's Conference or Council with which he or she is affiliated by formal action. Normally, membership implies conference affiliation. Less commonly is membership obtained through direct council affiliation. Only Active Members hold office in the organization.

Associate Members are those affiliated with the Society by formal action of the Conference or Council with which the member will be joined. Associate Members include those who sincerely and publicly accept the Society's Rule but may or may not belong to the Catholic Church, may or may not attend Conference meetings on a regular basis nor engage in the works of the Society on a regular basis. Associate Members are kept informed of the developments and activities of their immediate groupings as well as the general progress of the Society, particularly in the local area or diocese. They are invited to attend the general meetings and special observances of the Society and to participate in its charitable activities.

Compensation

No part of the property belonging to this entity, nor its net earnings or income, shall ever inure to the benefit of any member, individual or any person having a personal or private interest in the activities of the Conference. There shall be no fee or honorarium for conference service beyond reimbursement of expenses.

Any person who receives a salary or remuneration from the Society or any of its branches may serve in the Conference with membership rights and privileges but may not be elected or appointed to any Board of Directors or Office, nor serve as a proxy, within any Conference from whom he or she receives a salary or remuneration.

Article 9 - SOLIDARITY CONTRIBUTIONS OF MEMBER CONFERENCES

Individual Members

In the spirit of sharing, members are expected to contribute to the conference.

Conferences

The Corporation acknowledges that it is expected to make solidarity contributions as determined by Upper Councils in order for those Upper Councils to meet necessary expenses and to assist other Conferences and Council groupings attached to it and that from time to time Upper Councils may establish policies that apply to the Corporation and the transfer of funds or assets between the Upper Council and its affiliated conferences and Councils. The Corporation can also derive financial support from other means such as parish collections, special events or other fundraising programs

Article 10 - MEMBERSHIP OF CONFERENCES

Individuals from Saint Andrew the Apostle, Sierra Vista, Arizona parish make up the Corporation and are represented at the District Council level by the Corporation President who has the obligation of consulting with Corporation members in order to vote the spirit of its membership.

The Corporation shall, if possible, group together with other Conferences to form a District Council. The duly elected President of the District Council and the currently serving Presidents of such Conferences compose the District Council.

Article 11 - ADMISSION PROCEDURES AND ELECTION PROCESS

Admission Procedures

The names of persons proposed for Active Membership should be submitted to the President of the Corporation. The President will then make information about the recommended person known to the Corporation members. If approved, the candidate will be admitted and given a Vincentian welcome. Training and in-service opportunities for members should be made available to all members and should include but not be limited to: Ozanam Orientation, Vincentian formation, Retreats, Days of Recollection and other formation opportunities that afford members growth or enrichment in spirituality, resource skill building, updating on relevant issues and renewal.

Election Process for Conference President

The Corporation is directed by a President elected through a process that culminates in a secret ballot for a three-year term which begins on October 1st and which may be renewed once. A retiring President who has just served two consecutive terms is not eligible for re-election as President until a further period of three years has elapsed.

No later than 12 months prior to September 30th of the year in which the term of the duly elected President ends, the President of the Corporation shall convene a Nominating Committee whose duty it will be to initiate and conclude the election process for the position of President of the Corporation. A slate of candidates shall be prepared and presented to the Corporation by the Nominating Committee and a sufficient period should be allowed to afford an opportunity to allow the candidates to be known to the members. Ballots will then be distributed to the Corporation's Active Members and the election held no later than March 31st of the year in which the term of the duly elected President ends. Conference Active Members shall be the voting members for the election for a new Corporation President. A method for breaking a tie must be established at the beginning of the election process. After a Corporation President has been elected that person should be installed at the next Corporation meeting and, upon taking office on October 1st, his or her name should be submitted to the National Council President, the National Vice President for the Region, Diocesan Council and the District Council. Thereupon that person shall be enrolled as a member of the District Council at its next meeting.

Extraordinary Circumstances

Should the President resign, become permanently incapacitated, be removed from office or die during the term of office then the Vice President of the Corporation shall succeed to the office of President until the election of a new President, which must take place within three months.

Upon the vacancy of the office of President prior to the completion of the term of office, the Vice President shall within ten days from receipt of the notice of the vacancy of the office of President initiate the election process. The election is then held within three months. The newly elected President's term of office begins on the date of election to that position and installation occurs on October 1st of that year. Irrespective of the months involved, the portion of year one in office is counted as the first year with the remaining two years of a three-year term of office beginning October 1st of that year.

If the President, because of illness or any other reason, were unable to attend and preside at any meeting of the Corporation, this privilege and duty may be delegated to the Vice President or any Officer.

For serious reasons the next higher Council can annul an election.

Article 12 - MEETING FREQUENCY AND NOTICE REQUIREMENTS

Meetings of the Corporation

The Conference meets regularly and consistently, usually weekly, or at least twice a month.

Special meetings of the Corporation may be called at any time and place, as follows:

- (1) By the President, upon at least a minimum of 48-hour notice.
- (2) By a simple majority of Corporation Active Members upon at least a minimum of 48-hour notice.

Notices may be given by mail, fax, email or telephone and, if notice is given by postal mail, then five business days shall be added to the time set forth above.

Waiver of Notice

Meetings held without notice as provided in these Bylaws shall be valid if each Corporation member entitled to notice (i) attends the meeting without protesting lack of notice either before or when such meeting convenes; or (ii) signs a written waiver of notice or a written consent to (a) the action being taken, (b) convening of the meeting, or (c) approval of the minutes of the meeting, either before or after the meeting; and (iii) such written consents or approvals are filed with the minutes of the meeting.

Article 13 - QUORUM REQUIREMENTS, PROXIES, OPEN MEETINGS

Quorum

A simple majority of Active Members shall constitute a quorum, except for amending the Bylaws (Article 5, Amending the Bylaws).

No Voting by Proxy

Each Active Member shall be entitled to one vote which must be cast in person or by email.

Open Meetings

All meetings of the Corporation are open to members. This does not preclude the Corporation from going into Executive or Closed Session during a meeting.

Article 14 - MEETINGS

Meetings are held in a spirit of friendship, simplicity and Christian joy. They provide for spiritual growth, consideration of the experiences of each member and the issues encountered in the pursuit of better service.

A Corporation meeting shall incorporate Spirituality, Friendship, Service and our Cultural Beliefs and could include the following components: a punctual call to order; roll call; opening prayer which usually should include a prayer to the Holy Spirit, the Lord's Prayer, the Hail Mary and a prayer for those whose suffering they wish to share; Spiritual Advisor reading or meditation, address and discussion; approval of minutes of the previous meeting; home visitation reports; President's report; Secretary's report; Treasurer's report; a review of one or more parts of the Rule; Committee reports (including Formation Committee report); Membership reports, resolutions; Special Works reports; old business; new business; announcing the time and place of next meeting (the calendar should include festival meetings and conference liturgies); secret collection; closing prayer; adjournment.

Article 15 - VOTING PROCEDURES, RESOLUTIONS AND GOVERNANCE RESPONSIBILITIES

Voting Procedures

Each Active Member of the Corporation has one vote. Except for an amendment of these Bylaws, once a quorum is present at a meeting a simple majority of those eligible to vote is required to approve or reject a resolution.

Resolutions (Motions)

The Corporation initiates action by adoption of resolutions. Resolutions can relate to approval of specific items or indicate continuing approval of previously adopted resolutions, spending limits, budgets or other practices. A standard operating procedure governing submission of resolutions may from time to time be adopted by the Corporation. Outside of a meeting a simple majority of all Corporation members may adopt a resolution by electronic or unanimous written consent, unless prohibited by law.

Governance Responsibilities

The governance and power of the Corporation shall be vested in the President and the Corporation members. Governance responsibilities include but are not limited to:

1. Electing the Corporation President;

2. Approving the Corporation's Organizational Structure, including Officers and membership of the Corporation Board consistent with the Rule;
3. Approving the Annual Budget as presented by the Corporation Board and prepared by the Treasurer as well as approving any amendments to the Annual Budget
4. Approving policies or standard operating procedures that may be established by the Corporation to allow the Board and/or Officers to exceed budgeted expenditures or pursue non-budgeted financial commitments up to certain dollar limits;
5. Ensuring that an Annual Report of the Corporation is compiled in a timely manner for inclusion in the District Council's Annual Audit or Audit review;
6. Recommending to the District Council (in accordance with the approved National Council procedures) proposed amendments to the Rule of the Society, or the National Council's governance documents;
7. Seeking approval of the District Council to amend the Corporation's Bylaws;
8. Approving reports and recommendations of the Corporation's Board;
9. Approving Presidential appointments, if applicable;
10. Reviewing and evaluating the leadership, mission and planning of the Corporation;
11. Reviewing and evaluating the Corporation's finances and its annual external or internal audit;
and
12. Implementing higher Council directives for the good of the Society.

Article 16 - CIRCUMSTANCES UNDER WHICH MEMBERS MAY RESIGN OR BE SUSPENDED

For reasons prompted by the seriousness of a particular situation the President General may suspend temporarily or permanently exclude a member after notifying the Permanent Section accordingly.

The National President is given the power through extraordinary delegation to temporarily suspend a member. The National President in cases of extreme seriousness and urgency may suspend a member exclusively as a precautionary measure.

In such circumstances the President General shall be notified of such decision and the justified reasons for the same within a maximum of 15 working days. The member in question may appeal to the National Council's Conciliation Committee pursuant to the procedure in effect at said time. The President General shall approve or reject the appeals that are presented.

For procedures for disposal of assets, the District Council (or next higher Council if appropriate) should be consulted.

A Conference Active Member may resign under the following conditions:

- Voluntary resignation on the part of the member;
- Cessation of effective membership through protracted non-attendance at Conference meetings without excused absence.

BOARD SECTION

Article 17 - SELECTION PROCESS, NUMBER OF MEMBERS, GOVERNANCE (FUNCTIONS) RESPONSIBILITIES

All appointments by the Corporation President are for the President's term of office unless otherwise noted. The Corporation members have final approval of all Presidential appointments to the Board of Directors. Board members serve at the pleasure of and concurrent with the term of office of the President and may be entrusted with particular responsibilities. Successive Presidents may reappoint Board members after receiving Corporation approval.

Number of Directors on the Board: The Board shall not exceed 9 members.

Makeup of Board

The Board consists of the following:

- Officers: President, Vice President(s), Secretary, Treasurer;
- Presidential Appointments: Presidential appointments shall not exceed 5. Presidential appointments may include Chairpersons of Standing Committees and employees of any St. Vincent de Paul entity but not any person who is employed by this Corporation, by any one of its subsidiaries or by any entity that has a contract or subcontract with it;
- Immediate Past President (optional) as a non-voting member;
- Spiritual Advisor who shall be a non-voting member if ordained.

Governance Responsibilities

The Board has responsibility for affairs affecting the Corporation. It assists and gives counsel to the President on all public or Society matters of concern including the drafting of policies and procedures and has particular responsibility for:

- Ensuring that an Annual Report of the Corporation is compiled in a timely manner for inclusion in the District Council's Annual Audit or Audit review
- Submit to District and National, for approval, for Bylaw changes and amendments
- Policy Governance Directives – develops ends policies, executive limitation policies, governance process policies, staff linkage policies;
- Policies – develops and/or approves policies and standard operating procedures;
- Budget and Finance – reviews and approves the annual budget, monitors progress and assures financial support is adequate;
- Oversight of the financial health and sustainability of the Corporation;
- Designation of the depository or depositories for the funds of the Corporation as well as the designation of the Officers or other persons who shall be the signatories with respect to the deposits in, the withdrawals from and the obligations against the account or accounts in accordance with procedures which the Board may establish;
- Developing and maintaining Conflict of Interest, Non-Discrimination and Whistle Blower Policies.

Optional Auxiliary Boards

If the Corporation needs special skills such as legal, financial, public relations, corporate or community leadership, or other professional skills to run Special Works, then Auxiliary Board(s) may be formed to assist with or to carry out special tasks. The scope of power and charge of any Auxiliary Board will be defined by the Corporation at the time it is established.

The President of the Corporation shall appoint the Chairperson of any Auxiliary Board with the concurrence of the Corporation. The Chairperson of the Auxiliary Board shall submit a slate of members for approval by the Corporation's members.

A simple majority of Auxiliary Board members constitutes a quorum. All Auxiliary Board members are eligible to vote. A simple majority of the quorum of the meeting is required to approve a resolution. Any action by an Auxiliary Board is subject to review, approval or rejection by the Corporation's members and an Auxiliary Board is always answerable to the Corporation.

Article 18 - TERMS OF OFFICE AND TERM LIMITS

All appointments by the Corporation President are for that President's term of office unless otherwise noted. A new president may reappoint for his/her term.

Article 19 - PROCESS FOR FILLING VACANCIES

A vacancy on the Corporation Board is filled by an appointment made by the President with the approval of the Corporation's Active Members.

Article 20 - MEETING FREQUENCY AND NOTICE REQUIREMENTS

The Board shall decide upon a schedule of regular Board meetings and present said schedule to the Corporation members annually.

In lieu of a physical Board meeting, meetings may be held electronically or by means of telephone conference calls.

Special meetings of the Board may be called at any time and place by mail, fax, email or telephone as follows:

1. By the President, upon a minimum of 48 hours' notice.
2. By a simple majority of Board members upon a minimum of 48 hours' notice.

If notice is given by postal mail then five business days shall be added to the notice requirement above.

Waiver of Notice

Meetings held without notice as provided in these Bylaws shall be valid if each Board member entitled to notice (i) attends the meeting without protesting lack of notice either before or when

such meeting convenes; or (ii) signs a written waiver of notice or a written consent to (a) the action being taken, (b) convening of the meeting, or (c) approval of the minutes of the meeting, either before or after the meeting; and (iii) such written consents or approvals are filed with the minutes of the meeting.

Article 21 – QUORUMS, PROXIES, VOTING PROCEDURES, OPEN MEETINGS AND RESOLUTIONS

Quorum

A simple majority of the voting members of the Board shall constitute a quorum.

Proxies

Voting by proxy at the Corporation Board level is not permitted.

Voting Procedures

Once a quorum is present at a meeting, a simple majority of those Board members present and eligible to vote is required to approve or disapprove a resolution,

Resolutions

The Board initiates action by adoption of resolutions. Resolutions can relate to approval of specific items or indicate continuing approval of previously adopted resolutions, spending limits, budgets or other practices. The Board may from time to time adopt standard operating procedures governing submission of resolutions. Outside of a meeting a simple majority of all Board members may adopt a resolution by electronic or unanimous written consent unless otherwise specified by these Bylaws or prohibited by law.

Open Meetings

All meetings of the Board shall always be open to members. This does not preclude the Board from going into Executive or Closed Session during a meeting.

Article 22 - POWERS OF THE EXECUTIVE COMMITTEE

The Board of Directors and any Auxiliary Boards may have an Executive Committee comprised of a minimum number of members sufficient to perform the duties.

The Executive Committee may only consist of the President, Vice President(s), Secretary, Treasurer, and a limited number of Directors

The Executive Committee may act in place and instead of the Board between Board meetings on all matters except those specifically reserved to the Corporation or the Board by these Bylaws or by federal or state law. The Executive Committee shall report its actions to the Board at the next Board meeting. The President calls meetings of the Executive Committee. The Executive Committee may elect to hold meetings face to face or by other means agreed to in advance of the meeting.

Article 23 - DESCRIPTIONS AND POWERS OF STANDING AND AD HOC COMMITTEES

If the Corporation deems it necessary and appropriate, one or more Standing Committees or Ad Hoc Committees can be formed and/or disbanded as the need arises. The Corporation delegates to its Board of Directors the power to establish standing committees and disband such Committees through Board resolutions. The Board of Directors will only appoint Committees (including Ad Hoc Committees) necessary to accomplish the work of the Corporation.

Standing Committee

A Standing Committee Chair is appointed by the President of the Corporation and can serve on the Board, if appropriate, as a representative of that Committee. Chairpersons of Standing Committees, after consultation with the President, may appoint other Committee members and entrust them with special responsibilities either as members, advisors or staff to a Committee.

Subcommittee

A Standing Committee Chair shall appoint all Subcommittee Chairs after consultation with the President. Subcommittee Chairs, after consultation with the Standing Committee Chair, appoint members and entrust them with special responsibilities either as members, advisors or staff to a Subcommittee.

Ad Hoc Committee

An Ad Hoc Committee may be established for a specific charge and term. It is approved by the establishing body and its Chair is appointed by the President. Members are appointed by the Chair following agreement by the President and/or the establishing body.

Term Limits

All appointments by a Chair terminate automatically when a new Corporation President takes office. Chairpersons and members may be reappointed.

Quorum

A simple majority constitutes a quorum for Committee meetings.

Voting

All Committee and Subcommittee members, except those who are paid or non-paid staff of the Corporation and except for ordained clergy, shall have one vote. All decisions require a simple majority for approval. A Standing Committee or Ad Hoc Committee Chair reports to the President or the establishing body on decisions, recommendations and comments agreed to by the Committee. A Subcommittee Chair reports to the Standing Committee Chair or Standing Committee on decisions, recommendations or comments agreed to by the Subcommittee.

The final approval relevant to any issue rests with the establishing body.

Meeting Procedures

The Committee or Subcommittee shall define frequency of meetings and meeting procedures. Meetings can be conducted in person, by conference call or electronically.

Article 24 - MEETINGS

Meetings are held in a spirit of friendship, simplicity and Christian joy. They provide for spiritual growth, consideration of the experiences of each member and the issues encountered in the pursuit of better service.

Meeting procedures are defined by an agenda that includes the business of the Society, spirituality, fellowship and service. The specifics of the meeting agenda will vary with each Corporation and its structure.

Article 25 - COMPENSATION

No part of the property belonging to this Corporation, nor its net earnings or income, shall ever inure to the benefit of any member, individual or any person having a personal or private interest in the activities of the Corporation. There shall be no fee or honorarium for Board service beyond reimbursement of expenses.

No one who receives a salary or other remuneration from this Corporation or any of its branches shall serve on the Board as a voting member.

Article 26 - CIRCUMSTANCES UNDER WHICH BOARD MEMBERS/COMMITTEE MEMBERS MAY RESIGN OR BE SUSPENDED

The National President is given the power through extraordinary delegation to temporarily suspend a Board or Committee member from the Society after notifying the Permanent Section accordingly. The National President in cases of extreme seriousness and urgency may suspend a Board or Committee member exclusively as a precautionary measure. In such circumstances the President General International shall be notified of such decision and the justified reasons for the same within a maximum of 15 working days; the Board or Committee member in question may appeal to the National Conciliation Committee pursuant to the procedure and process in effect at that time. The President General International may approve or reject the appeals that are presented.

A member may resign under the following conditions:

- Voluntary resignation on the part of the member;
- Cessation of effective membership by protracted non-attendance at Board or Committee meetings without excused absence.

OFFICERS SECTION

Article 27 - DUTIES OF OFFICERS AND THE SPIRITUAL ADVISOR

President

The President shall supervise and direct the business, property and affairs of the Corporation, subject to the authority given to the Board of Directors elsewhere in these Bylaws. The President shall preside at all meetings of the Board of Directors. The President normally will execute on behalf of the Corporation deeds, mortgages, bonds, contracts or other instruments which the Board of Directors or the Corporation have authorized to be executed, the President is also authorized to execute such documents if his or her signature is required. The President shall perform all duties incident to the office of the President or as directed or authorized by the Corporation.

Vice President(s)

The Vice President(s) shall perform the duties and exercise the powers delegated by the Board of Directors or the President. The Vice President(s) shall also perform the duties and exercise the powers delegated by the Board of Directors to the President in the absence of the President.

Secretary

The Secretary shall record or cause to be recorded the minutes of all meetings of the Board of Directors, Executive Committee and Corporation, shall be the custodian of the Corporation records and Corporate Seal. The Secretary may delegate these responsibilities to the Office Manager or other designee. The Secretary shall see that the Annual Report of the Corporation is also sent to the National Council and the Diocesan Council and shall have such other duties as may be assigned by the President, Corporation or Board of Directors.

Treasurer

The Treasurer shall oversee the financial condition of the Corporation and shall report to the Board of Directors at all meetings thereof concerning the financial condition of the Corporation. The Treasurer shall have such other duties as may be assigned by the President, Corporation or Board of Directors. The Treasurer shall have management responsibility for the financial operations of the Corporation as defined by the Corporation.

Spiritual Advisor

The Spiritual Advisor, who is not an Officer notwithstanding reference to the position in this Article, shall be Catholic, shall attend meetings when possible and shall participate in discussions and provide needed guidance to the Corporation, its Board and its members on spiritual matters. An ordained Spiritual Advisor shall not vote.

Article 28 - SELECTING AND APPOINTING OFFICERS AND A SPIRITUAL ADVISOR

Officers

The President is elected by the Corporation's Active Members.

The Vice President(s), Secretary(s), Treasurer and Spiritual Advisor are appointed by the President and approved by the Corporation's Active Members.

Article 29 - TERMS OF OFFICE AND TERM LIMITS

President

The term of office of the President, excluding extraordinary circumstances, is three years renewable once. It begins on October 1st in the year of his or her election and ends on September 30th of the appropriate year. Once a President has served for two consecutive terms, that person will not be eligible for re-election as President until a three-year term has elapsed under a different President.

Officers and Spiritual Advisor

All Officers and the Spiritual Advisor named by the President serve at the pleasure of the President. Such appointments terminate automatically when a new President takes office.

An incoming President may reappoint an Officer or a Spiritual Advisor and others who served under the previous President.

Article 30 - CIRCUMSTANCES UNDER WHICH OFFICERS MAY RESIGN OR BE REMOVED

For reasons prompted by the seriousness of a particular situation the President General International may suspend temporarily or permanently exclude an Officer from the Society after notifying the Permanent Section accordingly.

The National President is given the power through extraordinary delegation to temporarily suspend an Officer. The National President, in cases of extreme seriousness and urgency, may suspend an Officer exclusively as a precautionary measure. In such circumstances, the President General International shall be notified of such decision and the justified reasons for the same within a maximum of 15 working days; the Officer in question may appeal to the National Conciliation Committee pursuant to the procedure and process in effect at that time. The President General International may approve or reject the appeals that are presented.

An Officer may resign under the following conditions:

- Voluntary resignation on the part of the member;
- Cessation of effective membership by protracted non-attendance at meetings without excused absence.
- Removal by the President for non-performance of duties as an officer.

The Corporation shall define by resolution what is meant by protracted non-attendance and the consequences of such a resignation.

FISCAL MATTERS SECTION

Article 31 - ANNUAL REPORT, AUDITS, AND ORGANIZATIONAL ACCOUNTABILITY

Faithful to the spirit of non-accumulation of wealth and in accord with Part I of the Rule, 3.14, all Conferences and Councils will use good stewardship in maintaining the Society's assets. The Society uses money and property to help relieve the suffering of those in need and these funds must be handled with the utmost care, prudence and generosity.

The President of the Corporation, after consultation with the Board of Directors, shall employ a qualified, independent accounting firm or accountant to perform an annual audit or audit review of the financial books and records of the Corporation. If required by federal or state law an Audit Review Committee will be appointed.

The Corporation shall give an annual report to the Corporation members and Directors within 180 days after the end of the Corporation's fiscal year. This report will be available to all members. That report shall contain at least the following information in appropriate detail: assets and liabilities as of the end of the fiscal year, the principal changes in assets and liabilities, the Corporation's revenue or receipts and the Corporation's expenses or disbursements. The Treasurer is charged as the responsible Officer to ensure that the annual report is submitted.

All federal, state and local regulations must be adhered to, including but not limited to public inspection, disclosure and substantiation requirements.

Article 32 - DIVERSION OF FUNDS

The funds of the Society shall be used for the works of the Society including Vincentian meetings, formation, training, twinning and collaboration in payments for those in need who are considered our neighbors in need. However, no matter how worthy the cause the funds shall not be diverted in the form of donations or contributions to other organizations or charities except occasionally for other branches of the Vincentian Family. The Treasurer is charged as the responsible Officer to ensure adherence after consultation with the Board of Directors.

The Corporation will also comply with the Rule, Part III, Statute 24 regarding property and the distribution of funds.

Article 33 - INDEMNIFICATION, INSURANCE AND CONFLICT OF INTEREST

Indemnification

The private property of the Corporation members, Board of Directors, and Officers and Auxiliary Board members shall not be subject to the payment of the corporate debts of the Corporation.

The Corporation shall, by resolution of the Corporation, provide for indemnification by the Corporation of any and all of its Corporation members, Board of Directors and Officers (including Auxiliary Board members) against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties or a party by reason of having been Directors or Officers of the Corporation, except in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Insurance

The Corporation develops policies that clearly define types and amounts of coverage it will provide and ensures that within those guidelines insurance is purchased, if appropriate, to cover, among other things, volunteers, property, general liability, Directors, Officers and workers' compensation.

Conflict of Interest

The Corporation should always have in effect a Conflict of Interest Policy, the purpose of which is to protect the organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Corporation member, Board member, Officer or member of a Committee acting pursuant to Corporation-delegated or Board-delegated powers who has a direct or indirect financial interest.

Article 34 – INTERNAL REVENUE CODE 501(c)(3) COMPLIANCE

No part of the net earnings of the organization shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code or (b) by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

Document 2 Bylaws for Conferences with Separate Boards

Signature Page

Please sign and forward these Bylaws to the District Council President for approval.

If none, forward to the region's National Vice President

If any changes were made to the Bylaws (other than name and location), then they must be approved by the District Council President.

The minutes from the _____ meeting,
(Conference Name)

Which took place on _____ include approval of these Bylaws.
(Date)

Signed by:

(Name)

(Title)

(Name)

(Title)

Approved by District Council President _____

Date: _____

Approved by region's National Vice President _____
(If no District Council President)

Date: _____