******

***THE***

***SOCIETY OF ST. VINCENT DE PAUL***

***OF THE UNITED STATES OF AMERICA***

***BYLAWS***

***FOR***

***HOLY FAMILY***

***ANCHORAGE, AK***

***CONFERENCE***

***Approved November 18, 2013 - Anchorage, AK***

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#  PREFACE

**AGGREGATION AND INSTITUTION**

**OF CONFERENCES AND COUNCILS**

The visible unifying link within the Society is the Aggregation of the Conferences and the Institution of the Councils. Conferences applying for Aggregation and Councils applying for Institution must comply with requirements spelled out by The Rule and the policies of the National Council and the Council General International.

Faithful to the principle of subsidiarity, requisite signatures of Officers must appear on the application forms prior to the approval and recommendation of the National Council and the forwarding of such applications to the General Council. Only the Council General is empowered to institute new Councils and aggregate new Conferences to the Society.

Aggregated Conferences and Instituted Councils thereby become official members of the Confederation of the Society of St. Vincent de Paul.

Isolated Conferences follow the same procedures as applicable to all Conferences for Aggregation, except the appropriate Regional Vice President must approve their applications before being forwarded to the National Council for its final approval.

Following the aggregation or institution of a respective entity within the Society of St. Vincent de Paul it will be necessary to consider appropriate governance procedures. The following material is designed to assist you in this selection and adoption of appropriate Bylaws.

Model Bylaws were approved by the National Trustees at the Society of St. Vincent de Paul’s 2005 Annual Meeting held in Chicago (August 31st - September 4th, 2005) so that good governance policies are in place and are in compliance with the:

Rule of the Society,

Charter of the Society (a.k.a. Articles of Incorporation)

Bylaws of the National Council,

and leave flexibility for compliance with national and state laws that govern Charities.

This publication is intended to provide Conferences or Councils with model Bylaws to meet governance needs. The Bylaws presented here are interlocking in nature through all levels of the governance structure of the Society of St. Vincent de Paul in order to provide uniformity, accountability and continuity in governance procedures. These Bylaws include a basic understanding of the practical and legal concepts underlying Bylaws, and sample provisions or policies that can be tailored to suit the individual needs of a Conference or Council.

In drafting these Bylaws “The Nonprofit Board’s Guide to Bylaws – Creating a Framework for Effective Governance” was used extensively as a reference. This publication is available from the National Center for Nonprofit Boards, 2000 L Street NW, Suite 510, Washington, DC 20036. Telephone: 202-452-6262 or 800-883-6262. Copyright 2003 BoardSource by the National Center for Nonprofit Boards. Used by permission.

# STRUCTURE

“Bylaws **determine how an organization is** ***structured.*** For example, most

Bylaws specify whether an organization has members, define the duties of

officers and board members, and identify standing board committees.

An important function of Bylaws (if this matter is not covered

in the Articles) is to specify how board members are selected.”

**National Center for Nonprofit Boards**

Organizational structure and organizational relationships need to be considered carefully. As a volunteer led organization and one in which volunteers are used at all levels the complex nature of relationships with those in need, Conferences, Councils, higher Councils, the Rule and the charter of the Society of St. Vincent de Paul have to be respected and honored. The relationship and accountability also between governance (volunteer leadership) and management (paid staff or volunteer staff who operate in a management capacity) needs to be very clearly defined in Governance policies.

This structure is defined at the time of approval in relationship to the goals of the various levels of the Society’s governing entities as they relate to the purpose and mission of the International Society of St. Vincent de Paul, to whose Rule they are subjected through membership, Aggregation, etc. It is most beneficial to define the organizational structure, including noting the mission of all governing entities, in order to ensure that relationships and accountabilities are clearly stated.

On the following pages are exhibited the Bylaws and organizational charts of the various governing entities in the Society of St. Vincent de Paul in the USA.

# INTRODUCTION

BYLAWS IN CONTEXT

Most nonprofit organizations are legally organized as corporations. By going through the

incorporation process (which involves meeting a number of legal requirements and submitting documents to a state government), a group of individuals who want to work together for a specific purpose can create a corporation. The resulting legal entity is separate from the individuals or organizations forming it. A corporation has powers (such as the ability to enter into contracts, borrow money, and pay taxes) and liabilities that are ordinarily distinct from those of its incorporators or members. The corporate form can also help limit the personal liability of directors.

For unincorporated organizations, Articles of Association and Bylaws can have even more significance for internal governance, as they are often the only written rules, except for state laws. In discussing Bylaws, it is important to understand as a background to the Bylaws themselves, the definitions, functions, and relationships among:

1. Articles of Incorporation
2. Bylaws
3. Resolutions (including resolutions of continuing authority a.k.a. standing resolutions)
4. Policy Governance Directives (development of ends policies, executive limitation policies, governance process policies, staff linkage policies, etc.)

5. Policies (including standing operating procedures, policy manuals, etc.)

6. External Parliamentary Authority

###### 1. ARTICLES OF INCORPORATION (a.k.a. Charter)

The Articles of Incorporation are filed with the appropriate state office to establish a nonprofit corporation. They typically include the new organization’s full legal name, a general statement of purpose, a provision for the disposition of assets if the organization is dissolved, and the names and addresses of the initial incorporators. The Articles or Incorporation are signed by the incorporator or incorporators before they are filed.

Although the laws of many states permit some rules for the governance of the corporation to be set out in either the Articles of Incorporation or the Bylaws, the Articles of Incorporation should be as general as possible and should contain only what is required by state law. Appropriate provisions limiting the corporation’s activities must appear in the Articles of Incorporation and must be followed if the organization is to have the right to qualify for and maintain a federal income tax exemption. This is especially true for tax-exempt 501 (c) (3) nonprofit organizations.

###### 2. BYLAWS

The Bylaws, which are more easily revised and amended than the Articles of Incorporation, and which do not need to be filed with the state, should deal with more specific issues regarding corporate structure and governance. **The Bylaws are subordinate to the Articles of Incorporation; if there is a conflict, the Articles always prevail.** Therefore, it is important that those operating nonprofit organizations ensure they are familiar with the contents of the Articles of Incorporation so that the Articles of Incorporation and Bylaws are never inconsistent. In addition, as noted above, both the Articles and the Bylaws must be consistent with state corporate laws and the Rule.

If a nonprofit organization is going to file for recognition of tax exemption with the Internal Revenue Service, a copy of the Bylaws (if any have been adopted by that point) should be appended to that application. The IRS will use this appendage to scrutinize the Bylaws and ensure that there are procedures in place that all preclude improper private benefit and conflicts of interest. Sometimes, the IRS will also require a charity to adopt a conflict of interest policy. Included in these SVdP Bylaws is an allowance for development of such a policy.

###### 3. RESOLUTIONS

Issues contained in the Bylaws should be distinguished from those more suitable for a resolution. Bylaws should state the general governance structure of the organization. Resolutions are usually raised and voted on at meetings and usually refer to specific actions, such as authorizing the purchase of a building or interpreting or implementing a provision of the Bylaws. Another example would be authorizing a President to sign a specific contract. A resolution limiting the amount of money a Board is authorized to expend before requiring Council approval is an example of a resolution of continuing authority (standing resolution) and remains in effect until rescinded or amended by the board of directors. Some states specifically require the adoption of resolutions to authorize certain board actions.

Adoption of resolutions should always be reflected in the minutes of the Conference, Council, Board, or Integrated Council/Board meeting. Maintaining a separately indexed chronological record of resolutions referencing the initial date of adoption and any subsequent action can prevent time-consuming searches of the minutes for records of actions and additional debate on matters that have already been addressed. A subject-indexed record of resolutions is especially useful for active, long-standing institutions. Resolutions organized under particular Bylaws or policies provide a running, chronological report of previous interpretations to aid current decision-making, avoid inconsistency, and make important information readily available to all directors, officers and staff.

A resolution that conflicts with a provision in the Bylaws is probably invalid. A simple resolution cannot amend a Bylaw unless the proper procedure is followed. Most state laws have specific requirements for amending Bylaws, and Bylaws themselves usually have provisions for amendment. At present the following procedure is in effect for submitting resolutions to the National Council:

 **PROCEDURE FOR SUBMITTING RESOLUTIONS TO THE NATIONAL COUNCIL**

**Effective September 2001**

The National Governance Committee is responsible for the processing, review, final language and format of a Resolution. A committee individual is assigned to work with the originator of the resolution to ensure clarity, timeliness and necessary background information is available or secured.

After a resolution has been submitted, it will be presented as a matter of information to the National Council by a member of the Governance Committee at the next immediate National Meeting. Final action (vote) on the resolution will occur at the following National Meeting.

This will ensure that the resolution will be appropriately reviewed for legal, financial and procedural analysis, provide committees and others with the opportunity to discus, deliberate, consult and reflect on the implications of the resolution.

###### 4. POLICY GOVERNANCE DIRECTIVES

Policies or protocols are essential in establishing and directing the governance/management relationship. For example, a board elects to give directives to an Executive Director through drafting a series of protocols that establish a mechanism for addressing issues that may from time to time arise. These include ends policies, executive limitation policies, governance process policies, staff linkage policies etc. (e.g. Carver model).

The National Council Office has available a resource for any Vincentian entity wishing to develop policy governance directives.

###### 5. POLICIES

In addition to using resolutions, organizations should develop policies to address issues that are less directly related to how the organization is governed. For example, guidance on staffing and personnel is best collected in a separate personnel manual. Many of these policies are actually drafted by senior staff members, although some policies may be important enough that they receive final approval by the board or a committee of the board. Corporate policies governing investments, travel, and reimbursement should also be maintained in a separate policy document. If the board decides that a policy is important enough for it to approve, such a policy is often approved in resolutions, since resolutions are the official actions of a board. However, it is also possible for senior managers to be delegated the authority to set some corporate policies without board approval.

###### Consensus Building Policy

The development of a consensus building policy is encouraged. The use of consensus building processes is valid in reaching decisions. In the spirit of Subsidiarity and Democracy that the Rule encourages, a Conference, Council or Board should elect to establish a consensus building policy for use. The National Office can also be consulted for policies relating to consensus building.

###### 6. EXTERNAL PARLIAMENTARY AUTHORITY

Bylaws do not address every procedural question. For that reason, an external parliamentary authority, such as *Robert’s Rules of Order, Newly Revised* is often adopted. Bylaws should provide that the referenced parliamentary text applies only when state law, the Bylaws, or other organizational procedures fail to address an issue and that in the event of inconsistency or contradictory direction the Bylaws govern.

###### COMPLIANCE

For membership in the National Council of the United States, Society of St. Vincent de Paul, Inc. it is a requirement that every organizational unit have Bylaws and Bylaws. To remain in good standing, Conferences and Councils must maintain their Bylaws (including any and all amended articles) in updated and amended form.

Isolated Conferences should comply through the nearest District or (Arch)Diocesan Council in their Region.

Please sign and forward these

Bylaws to the Regional Vice President for approval.

The minutes from the meeting,

 (Council/Conference Name)

Which took place on include approval of these Bylaws.

 (Date)

Signed by:

(Name) (Title)

(Name) (Title)

**Approved by Regional Vice President**

Date:

# BYLAWS FOR CONFERENCES WITH SEPARATE BOARD OF DIRECTORS

## GENERAL SECTION

##### Article 1 - OFFICIAL NAME OF ORGANIZATION

The name of the Conference is the Society of St. Vincent de Paul, Hoy Family Conference. The name of the Conference should follow the naming convention established by the Council General International (CGI). (Place here your Conference’s name for your parish, youth group, college or Special Works Conference)

##### Article 2 - LOCATION OF PRINCIPAL OFFICE and CORPORATE SEAL

###### Offices

The Principal Office of the Conference shall be 800 W. 5th Ave. Anchorage, AK 99501 address of parish or location of physical office if not a parish based Conference).

##### Article 3 - STATEMENT OF PURPOSE

“Inspired by Gospel values, the Society of St. Vincent de Paul, a Catholic lay organization, leads women and men to join together to grow spiritually by offering person-to-person service to the needy and suffering in the tradition of its founder, Frédéric Ozanam, and patron, Vincent de Paul. As a reflection of the whole family of God, members, who are known as Vincentians, are drawn from every ethnic and cultural background, age group, and economic level. Vincentians are united in an international society of charity by their spirit of poverty, humility and sharing, which is nourished by prayer and reflection, mutually supportive gatherings and adherence to a basic Rule. Organized locally, Vincentians witness God’s love by embracing all works of charity and justice. The Society collaborates with other people of good will in relieving need and addressing its causes, making no distinction in those served, because in them Vincentians see the face of Christ.”

National Council’s Mission Statement

The Conference is the basic and essential grouping of the Society. The Primary Objective of the Conference shall be to provide its members with the opportunity for spiritual growth, fellowship, and the opportunity to serve people in need. Conferences 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 may be established within a wide variety of social groups and settings, such as a parish, college or school, firm or company and be organized for the performance of a specific Special Work.

The visible unifying link within the Society is the Aggregation of the Conferences and the Institution of the Councils declared by the Council General (Rule – Part 1; 3.8). Conferences shall comply with all Aggregation requirements set forth by the Council General (International) and the National Council.

**Non-discrimination Policy**

The Conference provides services to individuals, without regard to race, creed, color, gender, sexual orientation, criminal justice status, disability, marital status, veteran status, national origin, age or physical handicap. Federal, state and local law and the Society’s human resource policies in this regard govern employment policy.

The higher Council’s and/or the local District Council’s Mission Statement may further define purposes.

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 - TAX EXEMPTION

When the Conference uses the Employer Identification Number (EIN) of the District or (Arch)Diocesan Council, it must coordinate its tax exempt status with the appropriate Council. When the Conference uses its own EIN, it must ensure that its tax exempt status is maintained by complying with all applicable Federal and State requirements, including Internal Revenue Service (IRS) policies. When the Conference is a subordinate of the National Group Tax Exemption (Gen 5496), it must comply with all applicable requirements defined by the National Office of the Society. When the Conference chooses to lobby, it shall not exceed the allowable limits set for its tax exempt category.

#####

##### Article 5 - PARAMOUNT AUTHORITY OF THE SOCIETY

Should any Bylaws or regulations adopted by the Conference conflict with The Rule and regulations of the Society of St. Vincent de Paul as now promulgated or hereafter adopted by the Council General or the National Council of the United States, then and in that event such Bylaws, Rules or regulations should be void and of no effect. The Council General International’s guidelines or the National Council of the United States directives on compliance to The Rule will be adhered to.

###### Parliamentary Authority

Agreed upon forms of consensus building shall govern the Conference in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Conference may adopt. “Robert’s Rules of Order”, Newly Revised: may also be used.

**Rule of the Society**

A copy of The Rule and Articles of Incorporation documents shall be kept with these Bylaws for Conferences with Separate Board.

##### Article 6 - PROCEDURES FOR AMENDING THE BYLAWS

Bylaws may be amended, altered or repealed at any regular or special meeting with the concurrence of the majority of the membership present, provided however, that 60 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 or (Arch)Diocesan Council (whichever is applicable).

##### Article 7 - PROCEDURES FOR SUSPENDING THE ORGANIZATION

For reasons prompted by the seriousness of a particular situation, the (International) President General may suspend temporarily or permanently exclude a Conference, after notifying the Permanent Section accordingly. In case of a permanent exclusion, this shall always entail the cancellation of the Aggregation. The (International) President General shall approve or reject the appeals that are presented.

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

In such circumstances the (International) President General shall be notified of such decision and the justified reasons for the same, within a maximum of 15 working days; the Conference in question may appeal to the National Council President’s conciliation process in effect at that time. The (International) President General shall approve or reject the appeals that are presented.

In the event the Conference should be permanently excluded and its work abandoned, all title to any real or personal property then owned by the Conference remaining after debts have been satisfied, shall revert to the next higher Council. The President of the appropriate higher Council is responsible for taking the necessary action to implement decisions relevant to the Conference, and arrange for the handing over of the records to the higher Council or its designee and in accordance with state law.

##### Article 8 - DISPOSITION OF ASSETS

###### Assets

Assets including but not limited to trust accounts, buildings or land, which is titled in the name of the Conference 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, or in services or accompanied by a memorandum approved by the Conference and the Council to which it belongs setting forth the exchange.

The Conference must not hold title to any assets just 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 Conference and another Vincentian entity shall be made on terms that are agreeable to all parties involved.

Use of name of Society of St. Vincent de Paul: Any property so transferred from the Conference to any other group must not continue to carry the name of the Society for any purpose.

Upon the dissolution of the Conference, 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 Conference boundaries or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of 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 Conference 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.

## MEMBERSHIP SECTION

##### Article 9 - CLASSES OF MEMBERSHIP, NON DISCRIMINATION POLICY, AND COMPENSATION

###### Membership of the Conference

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

Conference 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.

**Contributing Members** are those who regularly or in a substantial way provide in-kind or financial support but who do not engage directly in the Society’s work. These members also are invited to the Society’s general and festival meetings.

###### Non-discrimination Policy

The Conference actively seeks to recruit and retain volunteers without regard to race, creed (with the exception of active members), color, gender, sexual orientation, disability, marital status, veteran status, national origin, age or physical handicap.

###### 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 or 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.

Anyone 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 office, nor serve as a proxy, within the Society.

##### Article 10 - SOLIDARITY CONTRIBUTIONS OF MEMBER CONFERENCES

###### Individual Members

A secret collection is taken up as part of every meeting. This contribution is to give proof of the spirit of sharing of the members. The Conference can also derive financial support from other means such as parish collections, special events etc.

###### Conferences

Each higher Council determines the expected contribution or exemption from member Conferences and Councils in order to meet its necessary expenses and assist needy Conferences and Council groupings attached to it.

From time to time the District Councils, (Arch)Diocesan Councils, Regions or the National Council may establish a policy to cover reimbursement of expenses incurred by duly elected or appointed Vincentians for attendance at District, (Arch)Diocesan, Regional or National Council meetings and for dealing with District, (Arch)Diocesan, Regional or National Council affairs. This policy may require (Arch)Diocesan Council, District Councils, Conferences or Isolated Conferences to assume financial responsibility for their delegates or representatives to serve at these levels.

##### Article 11 - MEMBERSHIPS OF CONFERENCES

Individuals from parishes generally make up the Conference and are represented by the Conference President at the District Council level who has the obligation of consulting with the Conference in order to vote the spirit of its membership.

Conferences may be established within a wide variety of social groups and settings, such as a parish, college or school, firm or company. A Conference may be organized for the performance of a specific Special Work.

Conferences group together to form District Councils and District Councils form (Arch)Diocesan Councils. The duly elected President of the District Council and the currently serving Presidents of the active Conferences compose the District Council. The government and power of the District Council shall be vested in the District Council members. District Councils represent at least three and ideally no more than twelve Conferences. (Arch)Diocesan Councils determine the number of Conferences that make up each of the District Councils within their jurisdiction.

##### Article 12 - ADMISSION PROCEDURES and ELECTION PROCESS

###### Admission Procedures

The names of persons proposed for Active Membership should be submitted to the President of the Conference. The President will then make information about the recommended person known to the Conference. If approved, the candidate will be admitted and given a Vincentian welcome. Training and in-service opportunities for members 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 and renewal.

###### Election Process for Conference President

The Conference is directed by a President elected through a process that culminates in a secret ballot for a three-year term (beginning on October 1st), which may be renewed once. A method for breaking a tie must be established at the beginning of the election process. 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. After a Conference President has been elected the name of that person shall be submitted to the District Council President, and thereupon that person shall be enrolled as a member of the District Council and installed at the next District Council 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 Conference 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 Conference 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 13 - MEETING FREQUENCY AND NOTICE REQUIREMENTS

###### Meetings of the Conference

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

Special meetings of the Conference 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 Conference members upon at least a minimum of 48-hour notice.

Notices may be given by mail, fax, email or telephone.

###### Waiver of Notice

Meetings held without notice as provided in these Bylaws shall be valid if each Conference 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 14 - QUORUM REQUIREMENTS, PROXIES, OPEN MEETINGS

###### Quorum

A simple majority of active members shall constitute a quorum, except for amending the Bylaws (Article 6, Amending the Bylaws) or termination of an Executive Director’s employment (Article 31, Provision for an Executive Director, Resignation or Removal).

###### No Voting by Proxy

Each Active member shall be entitled to one vote, which must be cast in person.

###### Open Meetings

All meetings of the Conference shall always be open to members. This does not preclude the Conference from going into Executive (closed) Session during a meeting.

##### Article 15 - MEETINGS

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

Meeting procedures include: A punctual call to order; roll call; opening prayer (which should always 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 previous meeting; home visitation reports; President’s report; Secretary’s report; Treasurer’s report; Committee reports (including Formation Committee report); Membership reports, resolutions; Special Works reports; old business; new business; time and place of next meeting (the calendar should include Festival meetings and Conference liturgies); secret collection; closing prayer; adjournment.

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##### Article 16 - VOTING PROCEDURES, RESOLUTIONS AND GOVERNANCE RESPONSIBILITIES

###### Voting Procedures

Each Active Member has one vote. Once a quorum is present at a meeting, a simple majority of those eligible to vote is required to approve or disapprove a resolution.

######

###### Resolutions

The Conference initiates action by adoption of resolutions. Resolutions can relate to approval of specific items or indicate continuing approval, e.g. spending limits. A standing operating procedure-governing submission of resolutions may from time to time be adopted by a Conference. Outside of a meeting a simple majority of all Conference members may adopt a resolution by electronic or unanimous (if required by state law) written consent, unless prohibited by law.

###### Governance Responsibilities

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

1. Electing the Conference President;
2. Approving the Conference’s Organizational Structure, including Officers and membership of the Conference Board consistent with The Rule;
3. Approving the Annual Budget as presented by the Conference Board and prepared by the Treasurer; approving any amendments to the Annual Budget
4. Approving policies or standing operating procedures that may be established by the Conference to allow the Board and/or Officers to exceed budgeted expenditures or non-budgeted financial commitments up to certain dollar limits;
5. Ensuring that an Annual Report of the Conference 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 Conference’s Bylaws;
8. Approving reports and recommendation of the Conference’s Board;
9. Approving Presidential appointments, if applicable;
10. Reviewing and evaluating the leadership, mission and planning of the Conference
11. Implementing higher Council directives for the good of the Society.

##### Article 17 - 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 Conference or a member, after notifying the Permanent Section accordingly. In case of a permanent exclusion this shall always entail the cancellation of the Aggregation.

The National President is given the power through extraordinary delegation to temporarily suspend a Conference or member. The National President in cases of extreme seriousness and urgency may suspend a Conference or 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 Conference or member in question may appeal to the National Council President’s conciliation process in effect at that time. The President General shall approve or reject the appeals that are presented.

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

A Conference member may resign under the following conditions:

Voluntary resignation on the part of the member.

Cessation of effective membership; e.g. through-protracted non-attendance at Conference meetings without excused absence.

## BOARD SECTION

##### Article 18 - SELECTION PROCESS, NUMBER OF MEMBERS, GOVERNANCE (FUNCTIONS) RESPONSIBILITIES

The President appoints members of the Board of Directors and Officers. The Conference has final approval of all appointments to its Board. Board members serve at the pleasure of and concurrent with the term of office of the Conference President and may be entrusted with particular responsibilities. Successive Presidents may reappoint Board members after receiving Conference approval.

Number of Board members: The Board shall consist of five board members. (National Council recommends 21 maximum). Care must be taken to ensure that the Society is governed by Vincentians and not by non-Vincentian appointments.

Officers – President, Vice President(s), Secretary, Treasurer

Chairpersons of Standing Committees

Presidential Appointments

Immediate Past President (optional and non-voting)

Executive Director (ex-officio and non-voting)

Spiritual Advisor (non-voting if ordained)

###### Governance Responsibilities

The Board has responsibility for affairs affecting the Conference; it assists and gives counsel to the President and has particular responsibility for:

* Policy Governance Directives – Develops ends policies, executive limitation policies, governance process policies, staff linkage policies.
* Policies – Develops and/or approves policies and standing operating procedures
* Budget and Finance – Reviews and approves the annual budget, monitors progress and assures financial support is adequate.
* Designation of the depository or depositories for the funds of the Conference and designating the Officers or other persons who shall be the signatories with respect to the deposits in and the withdrawals from and the obligations against the account or accounts in accordance with procedures, which the Conference may establish.
* Evaluation of the performance of the Executive Director.

##### Article 19 - TERMS OF OFFICE AND TERM LIMITS

All appointments by a Conference President are for that President’s term of office unless otherwise noted. A new president may reappoint for his/her term.

##### Article 20 - PROCESS FOR FILLING VACANCIES

A Conference Board is appointed by the President with the approval of the Conference.

##### Article 21 - MEETING FREQUENCY AND NOTICE REQUIREMENTS

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

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

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.

###### 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 22 - QUORUMS, PROXIES, VOTING PROCEDURES, OPEN MEETINGS, AND RESOLUTIONS

###### Quorum

A simple majority of members of the Board shall constitute a quorum, except for the termination of an Executive Director’s employment (Article 31).

###### Proxies

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

###### Voting Procedures

Once a quorum is present at a meeting, a simple majority of those Board members present eligible to vote is required to approve or disapprove a resolution, except for the termination of Executive Director’s employment (See Article 31).

###### Resolutions

The Board initiates action by adoption of resolutions. Resolutions can relate to approval of specific items or indicate continuing approval, e.g. spending limits. The Board may from time to time adopt a standing operating procedure-governing submission of resolutions. Outside of a meeting a simple majority of all Board members may adopt a resolution by electronic or unanimous (if required by state law) 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 (closed) Session during a meeting.

##### Article 23 - POWERS OF THE EXECUTIVE COMMITTEE

The Conference Board may have an executive committee of a minimum of members sufficient to perform the duties.

The executive committee may consist of the President, Vice President(s), Secretary, Treasurer, a limited number of Directors of the Board and the Executive Director (if applicable and non-voting).

The executive committee may act in place and stead of the Board between Board meetings on all matters, except those specifically reserved to the Conference or the Conference Board by these Bylaws or by federal or state law. The executive committee shall report its actions to the Conference Board at the next Conference 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 24 - DESCRIPTIONS AND POWERS OF STANDING AND AD HOC COMMITTEES OR SPECIAL PRESIDENTIAL APPOINTMENTS

*(Depending on size/Special Works of the Conference this Article may not be necessary)*

If the Conference 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 Conference delegates to its Board of Directors the power to establish the charges for such committees through Board resolutions.

###### Chairs

Standing Committee

A Standing Committee Chair is appointed by the Conference President and can serve on the Conference’s Board of Directors.

Sub-Committee

A Standing Committee Chair appoints all Sub-committee Chairs after consultation with the President.

Ad Hoc Committee

For a specific charge and term approved by the Board is appointed by the President.

###### Committee Membership

Standing Committees

Chair

Sub-committee Chairs

Appointments - 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.

Sub-Committees

Chair

Appointments - a Sub-committee Chair, after consultation with the Standing Committee Chair, appoints members and entrusts them with special responsibilities either as members, advisors or staff to a Sub-committee.

Ad Hoc Committees:

Chair (appointed by the President)

Membership appointed by the chair following agreement by the President and/or Board.

###### Term Limits

All appointments by a chair terminate automatically when a new Conference President takes office. Chairpersons and members may however be reappointed.

###### Quorum

A simple majority constitutes a quorum for committee meetings.

###### Voting

All members (except paid staff) have one vote. All decisions require a simple majority for approval. A Standing Committee or Ad Hoc Committee Chair reports to the President or Board on decisions, recommendations, etc., agreed to by the committee. A Sub-committee Chair reports to the Standing Committee Chair or Standing Committee on decisions, recommendations, etc. agreed to by the Sub-committee.

The final approval relevant to any issues rests with the Conference or if so designated, with the Board of Directors, depending upon compliance with governance procedures.

###### Meeting Procedures

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

Establish or Dissolve Committees or Sub-Committees

Committees, Ad Hoc or Sub-committees can be established or dissolved by the Conference President in consultation with the Board of Directors.

Circumstances under which Committee membership ceases.

Same procedures as for Directors

##### Article 25 - MEETINGS

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

Meeting procedures include: Call to order; roll call; opening prayer (which should always 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, address and discussion; approval of minutes of previous meeting; President’s report; Secretary’s report; Treasurer’s report; Committee reports; Membership reports, resolutions; old business; new business; time and place of next meeting; closing prayer; adjournment.

##### Article 26 - 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 or individual, or any person having a personal or private interest in the activities of the entity. There shall be no fee or honorarium for Conference service beyond reimbursement of expenses.

No one who receives a salary or other remuneration from the Society shall serve on the Board as a voting member.

##### Article 27 - CIRCUMSTANCES UNDER WHICH BOARD MEMBERS/COMMITTEE 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 Conference or a Board or committee member, after notifying the Permanent Section accordingly. In case of a permanent exclusion this shall always entail the cancellation of the Aggregation.

The National President is given the power through extraordinary delegation to temporarily suspend a Conference or member. The National President in cases of extreme seriousness and urgency may suspend a Conference or 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 Conference or member in question may appeal to the National Council President’s conciliation process in effect at that time. The President General shall approve or reject the appeals that are presented.

A Conference Board or Committee member may resign under the following conditions:

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

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## OFFICERS SECTION

##### Article 28 - DUTIES OF OFFICERS

###### President

Role and responsibilities of President

The President attends to the progress of the Conference. The President supports the Conference members in their Vincentian action, helping and assisting them, as circumstances require.

The President ensures that links and communication are effectively maintained between the Conference and the Council to which it is attached (for Isolated Conference as assigned within the Region). The President attends District Council meetings and represents the Conference. The President develops working relationships with neighboring Conferences, the Parish, and with agencies and governmental welfare organizations within the Conference’s responsibilities.

The President shall, in general, supervise all affairs of the Conference. The President shall preside at all meetings of the Conference, its Board and the Executive Committee (if any) and shall be an ex-officio member of all other committees.

The President shall have responsibility for governance of the Conference and shall see that all orders and resolutions of the Conference, its Board or its Executive Committee are carried into effect. The President, or duly authorized agent, shall have the general powers and duties of the supervision and management usually vested in the office of President of a corporation.

The President will advise the Board and Conference of the requisite financial support that is to be provided to higher Council(s) and the Region annually.

###### Vice President(s)

Role and responsibilities of Vice President(s): There must be at least one Vice President. In the event multiple Vice Presidents are appointed one must be designated as the First Vice President. The First Vice President shall perform the duties of the President in the event of the President’s temporary absence, and shall have such other duties as the President or Conference may assign. All Vice President(s) collaborate with the President in all matters affecting the Conference. The Vice President(s) shall attend the Conference meetings.

###### Secretary

Role and responsibilities of Secretary: There may be more than one Secretary. The Secretary shall attend meetings of the Conference, its Board and Executive Committee and ensure that all votes are recorded and minutes kept of all proceedings. The Secretary shall give or cause to be given notice of all meetings of the Conference, its Board and Executive Committee and shall perform such other duties as may be prescribed by the President, its Board or Executive Committee.

The Secretary shall see that the seal of the Conference is kept in safe custody and that the same is affixed to any document requiring it, and when affixed, it shall be attested to by the Secretary’s signature or by the signature of the Treasurer.

The Secretary is responsible for ensuring that records are kept of Aggregation, formal documents, meeting attendance and that annual report records are maintained.

###### Treasurer

Role and responsibilities of Treasurer: The Treasurer shall be responsible for the corporate funds and securities and maintenance of full and accurate accounts of receipts and disbursements in books (official records) belonging to the corporation and the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors and approved by the Conference.

The Treasurer shall be a member of the Finance Committee and attend meetings of the Conference, Board and Executive Committee. The Treasurer informs members of the Conference’s financial position by submitting a written statement at every meeting, and prepares a budget for the Conference, which shall be approved annually.

The Treasurer shall assure the disbursement of funds of the corporation as may be ordered by the Conference or the Board of Directors, taking proper vouchers for such disbursements, and shall assure an account of all transactions, supported by the appropriate documentation and that the financial condition of the corporation is rendered to the President, Conference and Board at the regular meetings, or whenever they may require it.

If required by the Conference, the Treasurer shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Conference for the faithful performance of the duties of the office and for the restoration to the corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Treasurer’s possession or under the Treasurer’s control belonging to the corporation.

The President may appoint one or more Assistant Treasurers to serve during the term of office. The Assistant Treasurer(s), in the order of their seniority, shall in the absence or disability of the Treasurer perform the duties, exercise the powers, and be charged with the responsibilities of the Treasurer, and shall perform such other duties as may be assigned to them by the President, Conference, Board of Directors or Executive Committee.

##### Article 29 - SELECTING AND APPOINTING OFFICERS AND SPIRITUAL ADVISOR

###### Officers

**President** - Elected

**Vice President(s), Secretary(ies) Treasurer and the Spiritual Advisor** are appointed by the President and approved by the Conference.

**Spiritual Advisor**

Role and responsibilities of Spiritual Advisor: The Spiritual Advisor must be Catholic and be appointed by the President in compliance with National Council Guidelines set forth in the Handbook for Spiritual Advisors dated March 1999 and any amendments thereto. The Spiritual Advisor serves at the pleasure of the President, attends the meetings, participates in the discussions and provides the necessary guidance to the Conference and its members on spiritual matters. An ordained (e.g. Bishop, Priest or Deacon) Spiritual Advisor does not vote, however, a lay spiritual advisor (e.g. a Religious sister, brother, lay person) may vote.

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##### Article 30 - TERMS OF OFFICE AND TERM LIMITS

###### President

The term of office of the President (excluding extraordinary circumstances) is three years, once renewable (ending on September 30th of appropriate year). Once a President has served for two three-year 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.

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

##### Article 31 - PROVISION FOR AN EXECUTIVE DIRECTOR

The Conference may have an Executive Director, hired by the Board and supervised by the President, and accountable to and evaluated by the Board. The Executive Director shall have general and active management responsibilities for the Conference, implementing the policies and governance directives of the Conference, the Board and the President and shall administer the day-to-day affairs of the Conference including having responsibility for the supervision and management of the staff.

The Board shall review the Executive Director at least annually. The Executive Director shall serve as an ex officio member of the Conference and the Board without vote and shall not be counted in determining the quorum.

###### Resignation or Removal

An Executive Director may resign at any time by giving written notice to the President of the Conference. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance by the President of the Conference.

The President may remove the Executive Director from the employment of the Conference with the concurrence of two-thirds of the full Board. The Personnel Policies of the Conference and such other policy governance directives as may be adopted or implemented by the Board may outline other terms and conditions of employment and termination.

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##### Article 32 - CIRCUMSTANCES UNDER WHICH OFFICERS MAY BE SUSPENDED

“Circumstances Under Which Board Members May Resign or be Suspended” (See Article 27) also applies to Officers of the Conference and its Board.

## FISCAL MATTERS SECTION

##### Article 33 - 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.

Each Conference will undertake annually, an internal audit and report the results to the District Council or next higher Council, and shall submit in a timely manner an annual report to the District Council or in the case of an Isolated Conference to the next higher Council. The following information in appropriate detail is required: assets and liabilities as of the end of the fiscal year; the principal changes in assets and liabilities; the Conference’s revenue or receipts; the Conference’s expenses or disbursements, the Conference’s statistics, stories and service information necessary to fully describe its activities during the previous year. The Treasurer is charged as the responsible Officer to ensure that the annual report is submitted.

Conference reporting systems must be in compliance with National Council accountability standards.

##### Article 34 - 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 clients. 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 Conference.

The Conference will also comply with The Rule, Part III, Statute 23 regarding property and the distribution of funds.

##### Article 35 - INDEMNIFICATION, INSURANCE AND CONFLICT OF INTEREST

The Conference should look to the District Council and/or (Arch)Diocesan Council if applicable, or in the case of Isolated Conferences to the nearest District or (Arch)Diocesan Council (if applicable) within the Region for indemnification, insurance and conflict of interest policies.

##### Article 36 – 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, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

# CONFERENCES WITH A SEPARATE BOARD OF DIRECTORS

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#  SIGNATURES

