

## Document 1 Signature Page

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

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

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 District Council President** \_\_\_\_\_

Date: \_\_\_\_\_

**Approved by Regional Vice President** \_\_\_\_\_

Date: \_\_\_\_\_

# **DOCUMENT 1. BYLAWS FOR CONFERENCES WITHOUT BOARDS OF DIRECTORS**

## **GENERAL SECTION**

### **Article 1 - OFFICIAL NAME**

The name of the Conference is the Society of St. Vincent de Paul, \_\_\_\_\_ 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 AND TAX STATUS OF THE CONFERENCE**

The Principal Office of the Conference shall be \_\_\_\_\_ (address of parish or location of physical office if not a parish based Conference). 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 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.”

Mission Statement – National Council

The Conference is the basic and essential grouping of the Society. The Primary Objective of the Conference shall be to provide its members opportunities for spiritual growth, fellowship and to serve people in need. Conferences adhere to The Rule of the St. Vincent de Paul Society, 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. Conferences are organized primarily to perform person-to-person service to those in need, but also may be organized for the performance of a specific special work.

The mark of the Society’s unity is the Aggregation (1) of the Conferences and the Institution of the Councils, pronounced by the Council General (International) and with the approval of the National Council. The Conference should 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.

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

The visible unifying link within the Society is the Aggregation of the Conferences and the institution of the Councils declared by the Council General. (The Rule, Part 1; 3.8).

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 Conference conflict with The Rule and regulations of the Society of St. Vincent de Paul as now promulgated or hereafter adopted by the International 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 International 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 Conference 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 Standing Operating Procedures can from time to time be adopted by a Conference 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 Conference in all cases in which they are applicable. The Conference 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 - CLASSES OF MEMBERSHIP, RIGHTS AND PRIVILEGES**

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. 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, criminal justice status, 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 entity. 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 Council/Board or Office, nor serve as a proxy, within the Society.

## **Article 6 - SOLIDARITY CONTRIBUTIONS**

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.

Conference: Conferences are expected to make solidarity contributions. Each higher Council determines the expected contribution or exemptions from attached Conferences and Councils in order to meet its necessary expenses and assist needy Conferences and Council groupings attached to it. From time to time Councils may establish policies that apply to Conference members attending higher Council Meetings. The Conference can also derive financial support from other means such as parish collections, special events, etc.

## **Article 7 - 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 8 - ADMISSION PROCEDURES AND ELECTION PROCESS**

### **Admission Procedures**

The names of persons proposed for active and associate 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 (one year for youth conferences) term (beginning on October 1<sup>st</sup>), which may be renewed once. A method for breaking a tie must be established at the beginning of the election process. For serious reasons, and in accordance with The Rule, an election can be annulled. 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 selected the name of that person shall be submitted to the District Council President, 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 act as President until the election of a new President. 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 3 months. The newly elected President's term of office begins on the date of election to that position and installation occurs on October 1<sup>st</sup> of that year. Irrespective of the months involved, the portion of year one in office is counted as the first year with the remaining 2 years of a three-year term of office beginning October 1<sup>st</sup> 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.

### **Article 9 - MEETING FREQUENCY AND PROCEDURES**

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

Face to face 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's 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.

### **Article 10 - QUORUM REQUIREMENTS, VOTING PROCEDURES, PROXIES AND OPEN MEETINGS**

A simple majority of active members shall constitute a quorum and each active member shall be entitled to one vote, which must be cast in person. A simple majority of those eligible to vote is required to approve or disapprove a resolution. All meetings of the Conference shall always be open to members of the Society. This does not preclude the Conference from going into executive (closed) session during a meeting.

**Article 11 - PROCEDURE FOR THE DISSOLUTION OR SUSPENSION OF THE AGGREGATION OF A CONFERENCE AND DISPOSITION OF ASSETS AND CIRCUMSTANCES UNDER WHICH MEMBERS MAY RESIGN OR BE SUSPENDED**

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 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 (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 or member 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.

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

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.

A Conference member or a Conference Officer 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.

**Article 12 - RESOLUTIONS AND GOVERNANCE RESPONSIBILITIES**

**Resolutions**

The Conference initiates action by adoption of resolutions.

### **Governance Responsibilities**

The government and power of the Conference shall be vested in its President and the Conference members. Their Governance responsibilities include but are not limited to: electing the Conference President; approving the annual budget; approving Presidential appointments; compiling a timely annual report; reviewing and evaluating the Conference annual audit; from time to time responding to requests or directives from higher Councils; and reviewing and evaluating the leadership, mission, and planning of the Conference.

## **Article 13 - SELECTING AND APPOINTING OFFICERS**

**President** – elected

**Vice President(s), Secretary(ies) and Treasurer/Chief Financial Officer** – 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 Council 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 or brother or other lay person) may vote. All appointments terminate automatically when a new President takes office.

## **Article 14 - 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 by the Region). The President attends and represents the Conference at District Council meetings. 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, and shall be an ex-officio member of all committees.

The President shall have responsibility for governance of the Conference and shall see that all orders and resolutions of the Conference are carried into effect. If the District or (Arch)Diocesan Council does not report to government agencies, the Conference President is responsible for

submitting any required reports to said agencies (e.g. Internal Revenue Service or a State agency).

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

### **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(ies)**

Role and responsibilities of Secretary(ies): There may be more than one Secretary. The Secretary shall attend meetings of the Conference, 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 and shall perform such other duties as may be prescribed by the President.

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 Conference funds and securities and maintenance of full and accurate accounts of receipts and disbursements in books (official records) belonging to the Conference and the deposit of all monies and other valuable effects in the name and to the credit of the Conference in such depositories as may be designated and approved by the Conference.

The Treasurer shall attend meetings of the Conference. 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 Conference as may be ordered by the Conference 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 Conference is rendered to the President and Conference at the regular meetings, or whenever they may require it.

If required by the Conference, the Treasurer shall give the Conference 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 Conference, 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 Conference.

#### **Article 15 - TERMS OF OFFICE AND TERM LIMITS FOR OFFICERS**

##### **President**

The term of office of the President is three years, once renewable (ending on September 30<sup>th</sup> 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**

All Officers selected 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 Officers and others who served under the previous President.

#### **Article 16 - FISCAL MATTERS INCLUDING ANNUAL REPORT, AUDITS, INSURANCE, INDEMNIFICATION, ETC.**

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 and federal and state law.

The funds of the Society shall be used for the works of the Society, including Vincentian twinning and collaboration in payments for clients. However, 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 no matter how worthy the cause. The Treasurer is charged as the responsible Officer to ensure adherence after consultation with the Conference.

Conferences and Councils zealously manage and maintain the Society's assets. The authority to manage the Society's assets remains exclusively with Councils that may delegate this authority in accordance with The Rule of the Society.

Faithful to the spirit of non-accumulation of wealth the next higher Council will determine annually the percentage of funds of each Conference within their area that will be made available to them. The next higher Council will work with the Conference to direct allocation of such funds, which may not be hoarded as a capital sum, to the service of the poor in their own area or abroad in the poorest areas of the world.

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 17 - OTHER MATTERS**

All Conferences are subject to the National Council's guidance in all areas not specifically covered herein.

#### **Article 18 - 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.