



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

BYLAWS

***Document 1
FOR
CONFERENCES
WITHOUT BOARDS OF DIRECTORS***

Approved at the September 2005 Annual Meeting - Chicago

Like divergent spokes touching the same center, so our varied efforts tending toward diverse ends come together in one and the same charitable mind and proceed from the same principle.

Frédéric Ozanam

Charity must be organized, and well organized to be effective.

Vincent de Paul

Let us do things in a decent and orderly manner.

1 Cor. 14:40

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NOTE: Index - Bylaw Issue (use this index if separating this document for different entities)

- General Section (Articles 1-8)**
- Membership Section (Articles 9-17)**
- Board of Directors Section (Articles 18-27)**
- Officers Section (Articles 28-32)**
- Fiscal Matters Section (33-35)**

GENERAL SECTION

- Article 1. Official name of organization (or Conference)
- Article 2. Location of principal office and corporate seal

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- Article 4. Tax exemption
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- Article 23. Powers of the executive committee
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- Article 28. Duties of officers
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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.

Document 1. BYLAWS for Conferences without Boards of Directors
Simple **BYLAWS** for the majority of parish based, youth, young adult Conferences or Councils without a Board.

Document 2. BYLAWS for Conferences with separate Boards of Directors

Document 3. BYLAWS for District Councils with separate Boards of Directors

Document 4. BYLAWS for (Arch)Diocesan Councils with separate Boards of Directors

Document 5. BYLAWS for the National Council

Document 6. BYLAWS for District Councils with an integrated Board of Directors

Document 7. BYLAWS for (Arch)Diocesan Councils with an integrated Board of Directors

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.

SEE ORGANIZATIONAL CHARTS - DOCUMENTS 1-7

Document 1 - Conference– simple Bylaws - 17 Articles

Document 2 - Conferences, e.g. special works Conferences with a Board of Directors – 35 Articles

Document 3 - District Council structure with a Board of Directors - 35 Articles

Document 4 - (Arch)Diocesan Council with a Board of Directors - 35 Articles

Document 5 - National Council structure with a Board of Directors - 35 Articles

Document 6 - District Council with an integrated Board of Directors – 35 Articles (some optional)

Document 7 - (Arch)Diocesan Council with an integrated Board of Directors – 35 Articles (some optional)

HOWTO USE THIS BOOK

This book is designed to assist you to develop bylaws for your specific entity within the Society of St. Vincent de Paul.

Document 1. Simple Bylaws for most Conferences. This set of Bylaws is intended for use by the majority of the Society's Conferences in the United States of America. This normally includes parish based and youth or young adult Conferences that generally do not have employees, do not have reporting requirements to the IRS, do not need to provide their own insurance or indemnification coverage, do not own property, etc. Conferences covered by this document generally rely on their District or (Arch)Diocesan Councils (or in some cases their local (Arch)Diocese – though the US Catholic Bishops are moving away from this model) for tax identification numbers, filing tax returns/reports etc. In most cases Document 1 will be circulated to its attached Conferences by the local District or (Arch)Diocesan Council and the only action required by the Conference will be to insert Conference name and location, adopt the document and appropriately notify their District (or (Arch)Diocesan Council as appropriate) of adoption.

Documents 2 – 7. Bylaws for Conferences (e.g. special works), District, (Arch)Diocesan and the National Council. These sets of bylaws are intended to provide the governance-drafting tool for more complex Conferences and Councils within the Society of St. Vincent de Paul.

The more “complex” articles in Document 2 – 7 are intended for use by the majority of Councils (and for example some Special Works Conferences) of the Society in the United States of America. This normally includes District, (Arch)Diocesan Councils and the National Council, where state or federal laws require governance tools such as Articles of Incorporation, Bylaws, etc. To assist Councils' with governance throughout the Society of St. Vincent de Paul, Documents 2 – 5 allow for bylaws to be drafted that include a separate Board that operates under the controls and directives of the Council and Documents 6 and 7 allow for bylaws to be drafted that include an integrated Council/Board.

In the Council with separate Board model (Documents 2 – 5), the ultimate responsibility for governance remains with the Council which comprises the duly elected Conference Presidents or Council Presidents (depending on the level of the entity within the Society) – see primarily Article 12 and Article 18 which define the Governance admission procedures and responsibilities. The Board of Directors operates under the Council's ultimate governance.

In the integrated Council/Board model (Documents 6 – 7), appointments can be made to this ultimate governing body, who are not the duly elected Conference or Council Presidents (depending on the level of the entity within the Society). If this is the model used, care must be taken to ensure that the Society is governed by Vincentians and not by non-Vincentian appointments – see primarily Article 12, Article 16 and Article 18 which define the Governance, admission and voting procedures, and responsibilities.

If you have questions about which document your Conference or Council should use contact your local District, (Arch)Diocesan or the National Council office on this matter.

For District Councils without Boards, the Society recommends that the Council use Document 3 – Bylaws for District Councils with a Separate Board as the model, omitting however, the Board Section, Articles 18-27. Articles 28-36 may have to be changed to eliminate reference to Boards. If you have questions about this document, contact the National Office for further direction.

For (Arch)Diocesan Councils without Boards, the Society recommends that the Council use Document 4 – Bylaws for (Arch)Diocesan Councils with a Separate Board as the model, omitting however, the Board Section, Articles 18-27. Articles 28-36 may have to be changed to eliminate reference to Boards. If you have questions about this document, contact the National Office for further direction.

Step 1: Need for Bylaws:

Bylaws are significant written rules by which an organization is governed. Because Bylaws may be cumbersome, they are frequently neglected or even disregarded as a tool for governance. For many reasons, however, SVdP governing entities should pay careful attention to Bylaws. For example, they can take on added importance during governance disputes centering on the way an organization is carrying out its mission. These disputes can take many forms: a non-conforming entity needs dissolution, a board member who is voted out of office seeks reinstatement, a dissident group within the organization attempts to gain control, or a faction mounts a legal challenge to a board decision. In these difficult situations, carefully crafted Bylaws and adherence to them can help ensure the fairness of governance decisions and provide protection against legal challenges.

The laws of some states require membership, board selection, and other issues to be stated in the Articles of Incorporation. Bylaws expand on the Articles of Incorporation as necessary and typically perform at least three important functions:

- Bylaws **determine how SVdP 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 of Incorporation) is to specify how board members are selected.
- Bylaws-- **along with state law -- determine the rights of participants in the structure**, such as the rights of members to be notified of meetings, the rights of board members or officers whom others want to remove from office and the rights of board members to indemnification.
- Bylaws **determine many procedures by which rights can be exercised**. For example, Bylaws may require a certain form of notice for meetings, or they may specify whether board meetings can be held by telephone or elections conducted by mail.

Step 2: Begin the Bylaws Planning Process:

Before you select which of these models is the proper one for your entity, a discussion of governance considerations should be held to be sure that the provisions best fit your situation. **However, Document 1 should be adopted in the form provided for Conferences without Boards after the inclusion of the Conference name and location.** For entities with separate Boards or integrated Boards while following the format provided in Document 2 – 7 it may be necessary to give consideration to the following:

- a. Understanding the differences between Articles of Incorporation and Bylaws (e.g. Bylaws have Articles, but they are not the “Articles of Incorporation”.)
- b. Understanding the necessity of having your Bylaws reviewed by legal counsel;
- c. Planning the most effective way to approve, distribute and implement these Bylaws and draft and approve any supportive policies and procedures. Make sure you comply with your current Bylaw amendment policy when repealing or altering Bylaws.
- d. Understanding the need to carefully follow the policies and procedures set out in your Bylaws.
- e. Understanding existing state laws.

The above can be accomplished by having a session conducted by someone with subject matter expertise to assist the group in reviewing a - e. The Regional Vice President or the National Office can help find the appropriate resource.

Step 3: Select the model for your Bylaws:

Review the model Bylaws included in this book from which you are to select new Bylaws to best suit your Conference or Council. This will bring your organizational entity into compliance with the governance structure recommended by the National Council. Your organizational entity will also be in compliance with the Rule and Articles of Incorporation of the Society, and the National Council’s Bylaws. Also be sure that these new Bylaws are in agreement with your Articles of Incorporation.

A FEW WORDS OF CAUTION BEFORE YOU BEGIN

These recommended models *are not a substitute for the advice of legal counsel.* Unfortunately, the legal issues, which Bylaws address, are complex, and the consequences of violating state and national laws can be significant and costly. Councils should have a competent attorney who is familiar with nonprofit law review their Bylaws prior to approval and distribution. While Bylaws can effectively address governance problems, poorly drafted Bylaws can compound disputes and have a detrimental effect on a Conference or Council’s position in any related litigation. Having an attorney review your Bylaws can be a cost-effective step in the long run. If you need help in this area contact the National Office.

Conferences or Councils may need to modify some of these Bylaw articles to meet their operational requirements, as well as legal requirements specific to their organization and state laws. No single model provision will be wholly appropriate for every Conference or Council. Organizational units

should instead adapt the model provisions according to the dictates of common sense and factors unique to their location, types and sizes of operations, membership, and work forces.

The model Bylaw provisions presented are not intended to be comprehensive. Bylaws can cover a multitude of subjects. These model Bylaws do not cover every conceivable subject, but are intended to provide samples of the most frequently required covered subjects. Your Conference or Council may find a need for additional provisions.

Government contractors or Councils who have Unionized employees may need different provisions. Councils with government or union contracts are subject to a multitude of federal, state and union laws and regulations. Such Councils should consult with legal counsel for assistance in drafting appropriate policies and procedures.

The purpose of Bylaws changes over time, your Bylaws should too. Your Bylaws may need revision from time to time as either your Conference or Council's operational needs and internal procedures will change over time or the National Council or International Council will make decisions that will impact your Bylaws. Accordingly, Bylaws should be reviewed and revised periodically at the direction of the National Council or in consultation with the National Council.

Bylaws adopted by Conferences and Councils must be formally approved. Once you have gone through the process of selecting a model set of bylaws that is appropriate for your Conference or Council and made the minor changes to adapt them to your local environment, those bylaws must be formally approved before your Council or Conference adopts them. This is to ensure that the bylaws contain all necessary information and that they are in full compliance with The Rule. Conferences must have their bylaws approved by their District Council. The District Council bylaws must be approved by the (Arch)Diocesan Council. (Arch)Diocesan Council bylaws must be approved by the Regional Vice President. Ultimately, the Regional Vice President must approve the bylaws of any Council or Conference wishing to join the National Group Tax-Exemption. **This process must be followed for amendments to bylaws as well.**

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 of 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 discuss, 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 (Conference or Council) have Bylaws (see Document 1 for Conference or Councils WITHOUT Boards) and Bylaws (see Document 2 – 7 for Conferences and Councils WITH Boards or WITH INTEGRATED Council/Board). To remain in good standing, Conferences and Councils must maintain their Bylaws (including any and all amended articles) in updated and amended form.

The National Council considers Document 1 (Conferences or Councils without a Board) as standard Bylaws for the majority of Conferences. District and/or (Arch)Diocesan Councils should maintain on file copies for each of their attached Conferences.

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

If your entity uses Document 2 – 7 then copies of these Bylaws in current, updated and amended form must be provided to the National Office.

As changes in accepted governance practices, Federal laws, or events occur, the National Office will prepare and notify all levels of leadership of any needed or required changes in these instructions or Documents 1-7.

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

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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 1st), 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 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 2 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.

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 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

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.

Organization Charts

Organization Charts are for reference only.

DOCUMENT 1. CONFERENCES WITHOUT BOARDS OF DIRECTORS

Conferences without Boards

