



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

***BYLAWS***

***FOR  
ROCKFORD COUNCIL***

***Approved at the September 2005 Annual Meeting – Chicago  
Revisions through December 2018***

*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

**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: \_\_\_\_\_

# **DOCUMENT 7 - BYLAWS FOR ARCHDIOCESAN/DIOCESAN COUNCIL WITH AN INTEGRATED BOARD OF DIRECTORS**

## **GENERAL SECTION**

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

The name of the Corporation is: Society of St. Vincent de Paul, Rockford Council, (subsequently referred to as the “Diocesan Council”). This Corporation is affiliated with the National Council of the United States, Society of St. Vincent de Paul, Inc. (subsequently referred to as the “National Council”).

### **Article 2 - LOCATION OF PRINCIPAL OFFICE AND CORPORATE SEAL**

#### **Offices**

The statutory office of the Diocesan Council, Comprised of the District Councils of Central, Northeast, Southeast and Southwest, shall be in the Diocese of Rockford, Address of 227 White Oak Street, City of Hampshire, 60140 and County of Kane, State of Illinois, and at such other locations as is determined by the Diocesan Council. This location is the residence of the current Diocesan Council President. The name of the agent for service of process shall be determined by the Diocesan Council.

The executive office of the Corporation shall be in the City of Hampshire in the State of Illinois. Other offices may be established at such other places in the Diocese as the Diocesan Council may from time to time determine.

The business of the Corporation shall be transacted at the executive office of the Corporation unless otherwise directed by the Diocesan Council.

#### **Seal**

The Corporation may adopt, use and alter a Corporate Seal.

The Corporate Seal shall have inscribed thereon the name of the Corporation, the year of its organization and the state in which it is incorporated. Said seal may be used by causing it, or a facsimile thereof, to be impressed or affixed to any paper, writing or other document.

### **Article 3 - STATEMENT OF PURPOSE AND SPECIAL CONSIDERATIONS**

Instituted by the Council General International with the approval of the National Council the Corporation unites directly the District Councils of Rockford functioning within the Diocese by providing help for said District Councils and, if applicable, neighboring Isolated Conferences. It acts as a liaison and communication link both internally between said District Councils and externally between said District Councils, the Region and the National Council; assists with adherence and faithfulness to the Rule and ensures that the Special Works of the Corporation receive ongoing support from the District Councils and other sources to include volunteers, personnel or funds.

The Corporation is responsible for animating and coordinating the work of Society of St. Vincent de Paul units within its jurisdiction and, if applicable, neighboring Isolated Conferences.

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

National Council's Mission Statement

The Corporation'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 International. (Rule – Part 1; 3.8)

This is a nonstock membership corporation. The members of this corporation are the duly elected President and the Presidents of the affiliated District Councils.

**Definitions:**

As used in these Bylaws, the following shall apply:

1. The word "President", unless the context specifies otherwise, shall mean the President of this Corporation; "National President" shall mean the President of the National Council of the United States unless otherwise stated.
2. The words "President General" shall mean the President of the Council General International.
3. The words "Permanent Section" shall refer to a committee of the Council General International.
4. The word "Council" shall mean this Corporation or a District Council unless preceded by the word "National".
5. The word(s) "the Rule" or "Rule" mean the Rule of the Society of St. Vincent de Paul.
6. The word "ordained" means priests and permanent deacons but does not mean nuns and brothers.
7. The word "Office" or "Officers" shall refer to the President, the First or Second Vice President, the Secretary, and the Treasurer.
8. The word "Society" means the Society of St. Vincent de Paul.
9. The words "National Council" shall refer to the National Council of the United States, Society of St. Vincent de Paul, Inc.
10. The word "Corporation", unless the context specifies otherwise, shall mean the Diocesan Council.
11. References in these Bylaws to Executive Director or Chief Executive Officer are used interchangeably.

**Article 4 - TAX EXEMPTION**

Said organization is organized exclusively for charitable, religious, educational or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt

organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

On September 28, 2018 the Internal Revenue Service (IRS) determined the Diocesan Council and its affiliated conferences exempt from federal income tax under the Internal Revenue Code (IRS) Section 501 (c) (3): Employee Identification Number (EIN) 06-1640220.

The Corporation must ensure that its tax-exempt status is maintained by complying with all applicable federal and state requirements including Internal Revenue Service (IRS) policies. As a 501(c)(3) organization, when the Corporation chooses to lobby it shall not exceed the allowable 501(c)(3) limits.

Districts and Conferences within the Rockford Dioceses are subjugated to the Diocesan Council and must comply with all applicable requirements defined by the Diocesan Council.

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

Should any bylaw provision, rule or regulation adopted by the Corporation conflict with the Rule or regulations of the Society of St. Vincent de Paul as now promulgated or hereafter adopted by the Council General International that part of such bylaw provision, rule or regulation in conflict with the Rule or regulation of the Society shall be void and of no effect; the remainder of such bylaw provision, rule or regulation shall remain in effect. The Council General International's guidelines and the directives of the National Council of the United States in compliance with the Rule will be adhered to. In addition, if the Corporation appears to be part of the Society but does not adhere to the Rule with regard to presidential terms, regular attendance at higher Council meetings, solidarity contributions or otherwise does not maintain compliance with its approved Institution papers it shall not use the Society's name.

#### **Parliamentary Authority**

Agreed-upon forms of consensus building shall govern the Corporation Board in all cases in which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Corporation Board may adopt. "Robert's Rules of Order, Newly Revised" may also be used.

#### **Rule of the Society**

A copy of the Rule, the Articles of Incorporation of the Corporation, copies of resolutions of the Corporation and other Corporation documents shall be kept with these Bylaws.

### **Article 6 – NON-DISCRIMINATION POLICY**

The Corporation 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 laws as well as the Society's human resource policies in this regard govern employment policy.

The Corporation 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.

## **Article 7 - SUSPENDING THE ORGANIZATION**

For reasons prompted by the seriousness of a particular situation, the President General International may suspend temporarily or permanently exclude the Corporation from the Society after notifying the Permanent Section accordingly. A permanent exclusion shall always entail the cancellation of the Corporation's Institution.

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

The Corporation agrees and acknowledges that in the event it is permanently excluded and its work abandoned, title to any and all real or personal property then owned by the Corporation remaining after debts have been satisfied shall revert to the next higher Council and that the President of the appropriate next higher Council is responsible for taking the necessary action to implement decisions relevant to the Corporation and to arrange for the transfer of the Corporation's records to the next higher Council or to its designee and in accordance with state law.

## **Article 8 - DISPOSITION OF ASSETS**

### **Assets**

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

No asset shall be transferred to a non-Vincentian entity without proper reimbursement whether in cash, in kind, in services or accompanied by a memorandum approved by the Corporation setting forth a mutually agreeable exchange.

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

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

Use of the name of the Society of St. Vincent de Paul: any property so transferred from the Corporation to any other group must not continue to carry the name of the Society of St. Vincent de Paul or any of its associated trademarked names for any purpose.

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

## **MEMBERSHIP SECTION**

### **Article 9 – MEMBERSHIP AND COMPENSATION**

#### **Membership in the Society**

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

In compliance with the Rule of the Society only Active Members hold office in the Corporation.

#### **Compensation**

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

Anyone who receives a salary or other remuneration from this Corporation or any of its branches shall not serve on the Corporation as a voting member or a proxy.

### **Article 10 - SOLIDARITY CONTRIBUTIONS**

The basic financial support to maintain the National Council and the Region is provided by the Corporation and the District Councils and Conferences within its jurisdiction. The Corporation acknowledges that the amount to be contributed is set by the National Council and the Region. In addition, the National Council or the Region may elect to establish other sources of income to support their budgets.

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

### **Article 11 - MEMBERSHIP OF THE COUNCIL/BOARD**

District Councils located within the Diocese of Rockford group together to form the Corporation. The Corporation is made up of the duly elected President and the Presidents of those District Councils and additional members appointed by the Diocesan President. This is in accordance with Part III Statute 10 of the Rule.

All appointments by a Corporation Board President are for the President's term of office unless otherwise noted. All Presidential appointments to the Corporation Board shall require the approval of the members of the Corporation Board. Care must be taken to ensure that the Corporation is governed by Vincentians and not by non-Vincentian appointments. Those appointed to the Corporation Board by the President may be reappointed by successive Presidents after receiving Corporation Board approval.

**Number of Members on the Corporation Board:** The Corporation Board shall not exceed 21 members. Active Members of the Society must always be a majority of the voting members of the Corporation Board.

### **Makeup of Corporation Board**

The Corporation Board consists of the following:

- Officers: President, First Vice President, Second Vice President (OPTIONAL), Secretary, Treasurer;
- The Presidents of the District Councils that are affiliated with it;
- Presidential Appointments: Presidential appointments shall not exceed the number of affiliated District Council Presidents. Presidential appointments may include Chairpersons of Standing Committees, Presidents of any Auxiliary Board(s) and employees of any St. Vincent de Paul entity but not any person who is employed by this Corporation, by any one of its subsidiaries or by any entity that has a contract or subcontract with it;
- Executive Director/Chief Executive Officer (NOTE: only if applicable) (ex-officio, non-voting);
- Past Presidents (optional) (non-voting);
- Spiritual Advisor (non-voting if ordained).

### **Governance Responsibilities**

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

- Policy Governance Directives – develops ends policies, executive limitation policies, governance process policies, staff linkage policies;
- Policies – develops and/or approves policies and standard operating procedures;
- Budget and Finance – reviews and approves the annual budget, monitors progress and assures financial support is adequate;
- Oversight of the Financial Health and Sustainability of the Corporation;
- Designation of the depository or depositories for the funds of the Corporation as well as the designation of the Officers or other persons who shall be the signatories with respect to the deposits in, the withdrawals from and the obligations against the account or accounts in accordance with procedures which the Board may establish;
- Hiring and evaluation of the performance of the Executive Director/Chief Executive Officer;
- Developing and maintaining Conflict of Interest, Non-Discrimination and Whistle Blower Policies.

### **Optional Auxiliary Boards**

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

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

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

## **Article 12 - ADMISSION PROCEDURES AND ELECTION PROCESS**

### **Admission Procedures**

After an individual has been elected President of an affiliated District Council the name of said person shall be submitted to the President of the Corporation Board. Upon taking office that person shall be enrolled as a member of the Corporation Board and installed at the next Corporation Board meeting.

### **Election Process for Corporation President**

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

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

### **Extraordinary Circumstances**

Should the President resign, become permanently incapacitated, be removed from office or die during the term of office, then the First Vice President of the Corporation Board shall serve as President until the election of a new President.

Upon the vacancy of the office of President prior to the completion of a three-year term, the First Vice President shall, within ten days from receipt of the notice of the vacancy of the office of President, convene a Nominating Committee whose duty it will be to initiate the election process. A slate of candidates shall be prepared and presented to the Corporation Board. A period of three months should be allowed for Corporation Board members to consult with Conferences within their own District Council. Ballots will then be distributed to the Corporation Board members and the election held. The newly elected President's term of office begins on the date of election to that position and installation occurs at the next Corporation Board meeting or on October 1<sup>st</sup> of that year, whichever is first. Irrespective of the months involved, the period of time prior to October 1<sup>st</sup> is counted as the first year with the remaining two 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, is unable to attend and preside at any meeting of the Corporation Board or conduct its business, this privilege and duty may be delegated to the First or Second Vice President.

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

## **Article 13 - MEETING FREQUENCY AND NOTICE REQUIREMENTS**

### **Meetings of the Corporation Board**

The annual meeting of the Corporation Board shall be a face-to-face meeting and be held upon such date and at such time and place as may be decided upon by the Corporation Board.

Regular or special meetings of the Corporation Board, which may be conducted face-to-face or by electronic means, may be called at any time and place as follows:

1. As noted in the approved annual calendar of meetings;
2. By the President, upon at least a minimum of 48-hour notice;
3. By a simple majority of Corporation Board members, upon at least a minimum of 48-hour notice.

Notices may be given by mail, fax, email or telephone. Notwithstanding a 48-hour advance notice as stated above, any notice by mail shall be delivered to the United States Post Office at least five days before the date of any special meeting.

### **Waiver of Notice**

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

### **Quorum**

Except for the termination of the Executive Director which is addressed at Article 24, a simple majority of voting members of the Corporation Board shall constitute a quorum.

### **Proxies**

Each Corporation Board member shall be entitled to one vote which must be cast in person; provided, however, that should any Corporation Board member be unable to attend any meeting that member shall have the power and authority in writing to designate an alternate or proxy from the same District Council as said member. In no event shall an appointed member of the Corporation Board be able to designate a proxy.

### **Open Meetings**

All meetings of the Corporation Board shall always be open to members of the Society. This does not preclude the Corporation Board from going into executive or closed session during a meeting.

## **Article 15 - COUNCIL/BOARD MEETING**

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

Meeting procedures are defined by an agenda that includes the business of the Society, spirituality, fellowship and service. The specifics of the agenda will take into consideration the Corporation's needs and circumstances from time-to-time.

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

### **Voting Procedures**

Each Corporation Board member has one vote. Except for an amendment of these Bylaws, once a quorum is present at a meeting a simple majority of those eligible to vote is required to approve or reject a resolution. A resolution to amend these Bylaws shall require the approval of two-thirds of all members of the Corporation Board provided, however, that 60 days advance written notice of the meeting at which proposed amendments, alterations or repeals of any article to be considered shall be sent to all Corporation Board members.

A copy of the Bylaws must be forwarded to the National Council and any subsequent changes, revisions, amendments, alterations or repeals of the Bylaws must also be forwarded to the National Council.

### **Resolutions**

The Corporation Board initiates action by adoption of resolutions. Resolutions can relate to approval of specific items or indicate continuing approval of previously adopted resolutions, spending limits, budgets or other practices. The Corporation may from time to time adopt a standard operating

procedure governing submission of resolutions. Outside of a meeting a simple majority of all Corporation Board members may adopt a resolution by electronic means or by unanimous written consent provided such is permitted by state law.

### **Governance Responsibilities**

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

1. Electing the Corporation President;
2. Approving the Organizational Structure, including Officers and any Auxiliary Boards;
3. Approving the Annual Budget and any amendments thereto;
4. Approving policies or standard operating procedures;
5. Recommending dissolution or the sale of all the Corporation's assets;
6. Reviewing the Annual Audit and Audit review and ensuring that an Annual Report of the Corporation is compiled in a timely manner;
7. In accordance with the approved National procedures, recommending to the National Council amendments to the Rule of the Society and the National Council's governance policies;
8. Approving reports and recommendations of Auxiliary Board(s), if applicable;
9. Approving Presidential appointments, if applicable;
10. Approving policies as required by the Rule, Articles of Incorporation, Bylaws, federal laws and state laws;
11. Reviewing and evaluating the leadership, mission and planning of the Corporation;
12. Addressing other issues as requested by the President.

### **Article 17 - CIRCUMSTANCES UNDER WHICH MEMBERS MAY RESIGN OR BE SUSPENDED**

The Corporation Board recognizes and agrees that for reasons prompted by the seriousness of a particular situation the President General International may suspend temporarily or permanently exclude from the Society a Corporation or any member after notifying the Permanent Section accordingly. A permanent exclusion of the Corporation entails the cancellation of the Corporation's Institution.

The Corporation Board also recognizes and agrees that the National President is given the power through extraordinary delegation to temporarily suspend the Corporation or a member and in cases of extreme seriousness and urgency may suspend a Corporation or any member exclusively as a precautionary measure.

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

A Corporation Board member may resign under the following conditions:

- Voluntary resignation on the part of the member;
- Cessation of effective membership by protracted non-attendance at Corporation Board meetings.

## **Article 18 - FILLING VACANCIES**

Vacancies on the Corporation Board shall be filled as follows:

1. A District Council shall fill any vacancy created by a change of District Council President;
2. The Corporation Board President shall appoint, with the approval of members of the Corporation Board, new members to the Corporation Board.

## **Article 19 - POWERS OF THE EXECUTIVE COMMITTEE**

The Corporation Board may have an Executive Committee comprised of a minimum number of members sufficient to perform the duties.

The Executive Committee may only consist of the President, Vice President(s), Secretary, Treasurer, a limited number of members of the Corporation Board and the Executive Director/Chief Executive Officer, who shall be a non-voting member.

The Executive Committee may act in place and instead of the Corporation Board between Corporation Board meetings on all matters except those specifically reserved to the Corporation Board by these Bylaws or by federal or state law. The Executive Committee shall report its actions to the Corporation Board at the next Corporation 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 20 - DESCRIPTIONS AND POWERS OF STANDING AND AD HOC COMMITTEES**

If the Corporation Board deems it necessary and appropriate, one or more Standing Committees or Ad Hoc Committees can be formed and/or disbanded as the need arises. The Corporation Board will establish the charges for such Committees through resolutions and will only appoint Committees necessary to accomplish the work of the Corporation Board.

### **Standing Committee**

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

### **Sub-Committee**

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

### **Ad Hoc Committee**

An Ad Hoc Committee may be established for a specific charge and term. It is approved by the Corporation Board and its Chair is appointed by the President. Members are appointed by the Chair following agreement by the President of the Corporation Board.

**Term Limits**

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

**Quorum**

A simple majority constitutes a quorum for Committee meetings.

**Voting**

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

The final approval relevant to any issue rests with the Corporation Board.

**Meeting Procedures**

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

**Establish and Dissolve Committees or Subcommittees**

Standing Committees are formed by the Corporation Board and only the Corporation Board can dissolve a Standing Committee. The Corporation President, after consultation with the Corporation Board, or the Corporation Board acting on its own may form or dissolve Ad Hoc Committees.

**OFFICERS SECTION**

**Article 21 - DUTIES OF OFFICERS AND THE SPIRITUAL ADVISOR**

**President**

The President shall supervise and direct the business, property and affairs of the Corporation Board, subject to any limitations. The President shall preside at all meetings of the Corporation Board. Although the Executive Director/Chief Executive Officer, if there is one, normally will execute on behalf of the Corporation Board deeds, mortgages, bonds, contracts or other instruments which the Corporation Board has authorized to be executed, the President is also authorized to execute such documents if his or her signature is required. The President shall perform all duties incident to the office of the President or as directed or authorized by the Corporation Board.

**Vice President(s)**

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

**Secretary**

The Secretary shall record or cause to be recorded the minutes of all meetings of the Corporation Board and Executive Committee and shall be the custodian of the Corporation Board records and Corporate Seal and shall deliver these to his or her successor in office. The Secretary shall be responsible for providing notice of all meetings as is required by the Bylaws, see that the Annual Report of the Corporation is also sent to the National Council and shall have such other duties as may be assigned by the Corporation Board.

**Treasurer**

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

**Spiritual Advisor**

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

**Article 22- SELECTING AND APPOINTING OFFICERS AND A SPIRITUAL ADVISOR**

The President is elected by the District Council Presidents.

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

**Article 23 - TERMS OF OFFICE AND TERM LIMITS**

**President**

The term of office of the President, excluding extraordinary circumstances, is three years renewable once. It begins on October 1<sup>st</sup> in the year of his or her election and ends on September 30<sup>th</sup> of the appropriate year. Once a President has served for two consecutive 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.

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

## **Article 24 - PROVISION FOR AN EXECUTIVE DIRECTOR/CHIEF EXECUTIVE OFFICER**

### **Appointment and Supervision**

The Corporation Board may have an Executive Director/Chief Executive Officer nominated by the Corporation Board President and approved by the Corporation Board. The Executive Director/Chief Executive Officer will be supervised by the President and will be accountable to and evaluated by the Corporation Board. The Executive Director/Chief Executive Officer, under the immediate direction of the President, shall have general and active management responsibilities for the Corporation, shall implement the policies and governance directives of the Corporation Board and shall administer the day-to-day affairs of the Corporation, including having responsibility for the supervision and management of the staff.

The Executive Director/Chief Executive Officer shall serve as a non-voting member of the Corporation Board.

### **Duties and Authority**

The duties and authorities of the Executive Director/Chief Executive Officer shall include but not be limited to the following:

1. To execute all deeds, mortgages, bonds, contracts and other documents and shall have the general powers, duties of supervision and management usually vested in the office of the Executive Director/Chief Executive Officer of a corporation.
2. To execute joint ventures and collaborative partnerships with other agencies.
3. To employ, dismiss, define and supervise employees.
4. To establish the salaries of employees based on performance, policies, budgets, and program constraints and guidelines.
5. To be an ex-officio member of all Standing Committees.
6. To prepare, in conjunction with the Treasurer, the annual budget to be approved by the Board.
7. To enter into leases, contracts (including cost-reimbursable contracts) or otherwise obligate the Corporation for any item included in the budget or, if not included in the budget, has been approved by the Corporation Board for a total amount not to exceed such amount as the Corporation Board has authorized in any fiscal year.
8. To enter into any cooperative agreement that has first been approved by the Corporation Board with another organization or organizations provided such does not commit Corporation resources to an amount in excess of the authority given by the Corporation Board.
9. To authorize non-budgeted expenditures up to such amount as the Corporation Board may authorize.
10. To be responsible for the pursuit of grants.
11. To designate the depository or depositories for the funds of the Corporation and who shall be the signatories with respect to the deposits in, the withdrawals from and the obligations

against the account or accounts in accordance with procedures which the Corporation Board shall establish.

### **Review**

The Corporation Board shall review the Executive Director/Chief Executive Officer's performance at least annually pursuant to a pre-approved policy of the Corporation Board.

### **Resignation or Removal**

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

The Personnel Policies of the Corporation and other such policy governance directives adopted or implemented by the Board may outline other terms and conditions of employment and termination.

The President may remove the Executive Director/Chief Executive Officer from the employment of the Corporation with the concurrence of two-thirds of the entire Corporation Board, provided that any such removal or termination must be consistent with the employment contract, if any, of the Executive Director/Chief Executive Officer and provided further that in the case of any inconsistency between these Bylaws and such employment contract the employment contract shall prevail.

## **Article 25 - CIRCUMSTANCES UNDER WHICH OFFICERS MAY BE SUSPENDED**

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

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

An Officer may resign under the following conditions:

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

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

## **FISCAL MATTERS SECTION**

### **Article 26 - ANNUAL REPORT, AUDITS AND ORGANIZATIONAL ACCOUNTABILITY**

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

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

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

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

Additionally, Council-reporting systems must be in compliance with higher Council accountability standards.

### **Article 27 - DIVERSION OF FUNDS**

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

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

### **Article 28 - INDEMNIFICATION, INSURANCE AND CONFLICT OF INTEREST**

#### **Indemnification**

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

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

### **Insurance**

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

### **Conflict of Interest**

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

## **Article 29 – INTERNAL REVENUE CODE 501(c)(3) COMPLIANCE**

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