



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

***BYLAWS***

***FOR DOCUMENT 5***

***Approved at the September 2005 Annual Meeting – Chicago  
Approved at Midyear Meeting, April 14, 2018  
Revisions through May 20, 2018***

# DOCUMENT 5 – BYLAWS FOR NATIONAL COUNCIL

## GENERAL SECTION

### Article 1 – OFFICIAL NAME OF ORGANIZATION

The name of the Corporation is 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 National Council shall be in the City of Wilmington, County of New Castle, State of Delaware, and the name of the resident agent in charge thereof is “The Corporation Trust Company.”

The executive office of the Corporation shall be in St. Louis County, in the State of Missouri. However, other offices may be established at such other places in the United States as the National 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, from time to time, by the National Council.

#### Seal

The Corporate Seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words “Corporate Seal, Delaware.”

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

The National Council is instituted by the Council General International. It represents the Society of St. Vincent de Paul in the United States of America. It is fully empowered to deal with the religious and civil authorities of the United States of America. The National Council has jurisdiction over the Society in this country and is responsible for adherence and faithfulness to the Rule of the Society.

The National Council is responsible for animating and coordinating the work of the Society of St. Vincent de Paul units within its jurisdiction and implementation of its mission defined as: **“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.”**

#### Definitions

As used in these Bylaws, the following shall apply:

1. The word “President” or “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 an (Arch)Diocesan or District Council unless preceded by the word “National,” in which case the reference is the National Council.
5. The word “Rule” means the Rule of the Society of St. Vincent de Paul.
6. The word “ordained” does not apply to religious women or men such as nuns or brothers.
7. The word “Officer” or “Officers” shall refer to the President, the First or Second Vice President, the Secretary and the Treasurer.

#### **Article 4 – TAX EXEMPTION**

The National Council 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 National Council chooses to lobby it shall not exceed the allowable 501(c)(3) limits.

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

Should any Bylaw provision, rule or regulation adopted by the National Council conflict with the Rule and regulations of the Society of St. Vincent de Paul as now promulgated or hereafter adopted by the Council General International, then and in that event that part of such Bylaw provision, rule or regulation in conflict with the Rule shall be void and of no effect but the remainder of such Bylaw provision, rule or regulation shall remain in effect. The Council General International’s guidelines or the National Council of the United States directives on compliance with the Rule will be adhered to.

#### **Parliamentary Authority**

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

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

A copy of the Rule and Articles of Incorporation documents shall be kept with these Bylaws for the National Council.

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

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

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

## **Article 7 – SUSPENDING THE ORGANIZATION**

For reasons prompted by the seriousness of a particular situation, the President General may suspend temporarily or permanently exclude the National Council of the United States of America, after notifying the Permanent Section accordingly. In case of a permanent exclusion, this shall always entail the cancellation of the Institution. The President General shall approve or reject the appeals that are presented.

In the event the National Council should be permanently excluded and its work abandoned all title to any real or personal property then owned by the National Council remaining after debts have been satisfied shall revert to the Council General International. The President General is responsible for taking the necessary action to implement decisions relevant to the National Council, and arrange for the handing over of the records to the Council General International in compliance with United States 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 National Council must be held and used by Vincentians for Vincentian purposes.

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

The National Council must not hold title to any assets just for the purpose of holding such assets but it must use them for the purposes of its Vincentian mission. Transfers of funds or assets between the National Council and another Vincentian entity shall be made on terms that are mutually agreeable to all parties involved.

Use of name of Society of St. Vincent de Paul: Any property so transferred from the National Council to any other non-Vincentian entity must not continue to carry the name of the Society for any purpose.

Upon the dissolution of the organization, 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, 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(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

## **MEMBERSHIP SECTION**

### **Article 9 – MEMBERSHIP, COMPENSATION, TAX-EXEMPT STATUS AND UNIFYING LINK**

### **Membership of the National Council**

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 National Council.

### **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 National Council. There shall be no fee or honorarium for National Council service beyond reimbursement of expenses.

No one who receives a salary or other remuneration from the Society or any of its branches shall serve on the National Council as a voting member or as a proxy.

### **Tax-Exempt Status**

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.

### **Unifying Link**

The visible unifying link within the Society is the Aggregation of the Conferences and the Institution of the Councils declared by the President General (Rule, Part I, 3.8).

## **Article 10 – SOLIDARITY CONTRIBUTIONS OF MEMBER CONFERENCES/COUNCILS**

While individual National Council members are not required to pay dues, the basic financial support to maintain the National Council is provided by the Councils and Conferences within the National Council's jurisdiction. The amount to be contributed is set by the National Council. The Council General International also requires regular solidarity support. In addition, the National Council may elect to establish other sources of income to support the budget of the National Council.

The National Council will from time to time establish a policy to cover reimbursement of expenses incurred by duly-elected or appointed Vincentians for attendance at National or Council General International meetings and for dealing with National Council affairs. This policy may require the National Council to assume financial responsibility for their delegates or representatives to serve at the national or international level.

## **Article 11 – MEMBERSHIP IN THE NATIONAL COUNCIL**

### **The National Council shall be constituted as follows:**

The duly-elected National President who must be an Active member and will be an ex-officio member of any regional grouping or committee of the National Council, and the duly-elected and currently serving Presidents of the (Arch)Diocesan Councils of the Society of St. Vincent de Paul, and if there is

no (Arch)Diocesan Council the duly-elected President of the first instituted Council in that (Arch)Diocese.

All National Council Past Presidents are ex-officio but non-voting members of the National Council.

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

### **Admission Procedures**

After an (Arch)Diocesan President has been elected the name of that person shall be submitted to the National President, and thereupon that person shall be enrolled as a member of the National Council and installed at the next National Council meeting.

### **Election Process for President of the National Council – Normal Election Mechanism**

No later than 12 months prior to September 30 of the year in which the term of the duly-elected National President ends, the National President shall appoint a Nominating/Election Committee the responsibility of which shall be to carry out the election for the next National President.

The election for a new National President shall be held no later than the 31st day of March of the year in which the term of the duly-elected National President ends.

The Nominating/Election Committee so appointed shall have the authority to update and modify the election procedures in effect at the time provided that such are approved by the Board of Directors.

The election results will be announced at the Midyear Business Meeting held in the year when the newly-elected National President takes office or as soon thereafter as is possible. The installation of the newly-elected President shall take place at the next National Council Annual Meeting. The term of the currently serving National President shall end on September 30 of that year with the newly-elected President's term beginning on October 1 of that year.

### **Extraordinary Circumstances**

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

In the event of a Presidential vacancy prior to the expiration of a President's six-year term of office, then the National First Vice President convenes a Nominating/Election Committee within 10 days whose duty it will be to complete the election process for the position of President of the National Council. The normal election mechanism (with the exception of the timeline) in effect at the beginning of the outgoing President's term of office is used to conduct this new election.

The Nominating/Election Committee can adjust the timeline only to ensure that the election is completed within one year. A letter to all National Council members will announce the election results. The term of office begins on the notification date. Installation occurs at that year's Annual Meeting. Irrespective of the months involved, the portion of year one in office is counted as the first year with the remaining five years of a six-year term of office beginning October 1 of that year.

The Council General International can annul an election for serious reasons.

### **Temporary Vacancy**

If the National President, because of illness or any other reason, is unable to attend and preside at any meeting of the National Council or conduct National Council business, this privilege and duty may be delegated or become that of the National First Vice President or in his/her absence the National Second Vice President.

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

### **Meetings of the National Council**

The Annual Meeting of the National Council shall be a face-to-face meeting and shall be held on such date and at such place as may be designated by the President or by a committee appointed by the President for such purpose. The Secretary shall notify National Council members in writing of the time and place at least 45 days prior to the Annual Meeting.

The National Council may hold a midyear meeting which, at the discretion of the President, may be conducted face to face or electronically and be held at such time and place as the President or a committee appointed by the President may designate. The Secretary shall notify National Council members in writing of the time and place at least 45 days prior to the meeting.

Special meetings of the National Council, which may be conducted face to face or electronically, may be called at any time and place, as follows:

- (1) By the President with 20 days' notice,
- (2) By one-third of the National Council members with 20 days' notice.

Notices may be given by mail, fax or email.

### **Waiver of Notice**

Meetings held without notice as provided in these Bylaws shall be valid if each National Council member entitled to notice (1) attends the meeting without protesting lack of notice either before or when such meeting convenes, or (2) signs either before or after the meeting a written waiver of notice or a written consent to (a) the action being taken, (b) the convening of the meeting or (c) an approval of the minutes of the meeting, and (d) such written consents or approvals are filed with the minutes of the meeting.

## **Article 14 – QUORUM REQUIREMENTS, PROXIES AND OPEN MEETINGS**

### **Quorum**

A simple majority of members of the National Council shall constitute a quorum.

### **Proxies**

The attendance of each National Council member at business meetings is important to the efficient operation of the National Council. Each member shall be entitled to one vote which must be cast in person; however, if a National Council member is unable to attend a meeting, that member shall have the power and authority to designate in writing an alternate or proxy from the Council he/she represents.

### **Open Meetings**

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

## **Article 15 – MEETINGS**

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

Meeting components include: A punctual call to order, roll call, opening prayer, Spiritual Advisor reading, address and discussion, approval of minutes of previous meeting, President's report, Secretary's report, Treasurer's report, Board of Directors reports, Committee reports, Regional reports, resolutions, old business, new business, time and place of next meeting, closing prayer and adjournment.

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

### **Voting Procedures**

Except for an amendment of these Bylaws, once a quorum is present a simple majority of those members in attendance 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 National Council.

### **Resolutions**

The National Council initiates action by adoption of resolutions. Resolutions can relate to approval of specific items or indicate continuing approval – e.g., spending limits. The National Council may from time to time adopt a standing operating procedure governing submission of resolutions. Outside of a meeting a simple majority of all National Council members may adopt a resolution by electronic means or by written consent, unless prohibited by law, which written consent must be unanimous if required by law.

### **Governance Responsibilities**

The governance and power of the National Council shall be vested in its President and the National Council members. Their governance responsibilities include but are not limited to:

1. Election of the National President
2. Approving the Organizational Structure, including Officers and membership of the Board of Directors
3. Approving the Annual Budget as presented by the National Council's Board and prepared by the Treasurer and approving any amendments to the Annual Budget
4. Approving policies or standing operating procedures that may be established by the National Council to allow the Board and/or Officers to exceed budgeted expenditures or non-budgeted financial commitments up to certain dollar limits
5. Ensuring the Annual Audit or Annual Report of the Corporation is compiled and reviewed in a timely manner



6. Approving adoption of or amendments to the Rule, Part III (if applicable), the Articles of Incorporation and the Bylaws
7. Approving dissolution and disposal of the National Council's assets
8. Approving reports and recommendations of the Board of Directors
9. Approving Presidential appointments
10. Approving policies as required by the Rule, Articles of Incorporation, Bylaws or federal or state laws and addressing other issues as requested by the President
11. Reviewing and evaluating the leadership, mission and planning of the Society.

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

The National Council recognizes and agrees that for reasons prompted by the seriousness of a particular situation the President General may suspend temporarily or permanently exclude any (Arch)Diocesan or District Council or the National Council or any member of the Society after notifying the Permanent Section of the Council General International's office accordingly. The permanent exclusion of any Council shall cancel that Council's Institution.

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

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

For procedures for disposing of assets the Council General International should be consulted.

A National Council member may resign or be deemed to have resigned under the following conditions:

- Voluntary resignation on the part of the member
- Cessation of effective membership by protracted non-attendance at National Council meetings.

### **BOARD SECTION**

#### **Article 18 – SELECTION PROCESS, NUMBER OF MEMBERS, GOVERNANCE RESPONSIBILITIES**

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

The President may entrust particular responsibilities to one or more members. The Board of Directors shall not exceed 21 members.

### **Number of Board Members**

The Board shall consist of:

- Officers who are the President, First and Second Vice Presidents, Secretary and Treasurer.
- National Vice Presidents for the Regions who are elected in accordance with the policies established by the National Council. (After nominations have been declared for National Vice President for a Region, canvassing on behalf of a candidate or against any candidate is forbidden.)
- Up to eight Presidential appointments, including employees of any lower Council or Conference 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.
- Chief Executive Officer who is an ex-officio, non-voting member.
- Immediate Past President whose appointment by the President is optional and who is non-voting.
- Spiritual Advisor who is non-voting if ordained.

### **Governance Responsibilities**

The Board has responsibility for affairs affecting the National Council. 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:

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

### **Article 19 – PROCESS FOR FILLING VACANCIES**

Appointments to fill vacancies on the Board of Directors are made by the President with approval of the National Council except that a vacant position of National Vice President for a Region shall be filled by an election within the Region where the vacancy exists.

### **Article 20 – MEETING FREQUENCY AND NOTICE REQUIREMENTS**

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

Written notice of all meetings of the Board of Directors which state the time and place of the meeting shall be delivered personally, by facsimile, by email, by any other electronic or communication method approved by the Board of Directors, by U.S. mail postage prepaid or by courier service with delivery

charges prepaid. Notice shall be sent to each member of the Board of Directors at a Director's address, facsimile number or email address which is on file at the office of the National Council and shall, except in the case of Special meetings, be sent no less than five business days nor more than 30 days before a meeting.

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

- (1) By the President with a minimum of 48 hours' notice.
- (2) By a simple majority of Board members with a minimum of 48 hours' notice.

In lieu of a physical Board meeting, meetings may be held electronically by means of a telephone conference call or by such other communication equipment as the Board shall authorize provided that all persons participating in a meeting are able to hear each other or can contemporaneously communicate with each other and such participation shall constitute presence at such meeting.

### **Waiver of Notice**

Meetings held without notice as provided in these Bylaws shall be valid if each Board member entitled to notice (1) attends the meeting without protesting lack of notice either before or when such meeting convenes, or (2) signs a written waiver of notice or a written consent to (a) the action being taken, (b) the convening of the meeting or (c) an approval of the minutes of the meeting, either before or after the meeting, and (d) such written consents or approvals are filed with the minutes of the meeting.

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

### **Quorum**

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

### **Proxies**

Voting by proxy at the Board level is not permitted.

### **Voting Procedures**

Once a quorum is present at a meeting a simple majority of those Board members present eligible to vote is required to approve or disapprove a resolution, except for the termination of a Chief Executive Officer's employment (see Article 29).

### **Open Meetings**

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

### **Resolutions**

The Board initiates action by adoption of resolutions. Resolutions can relate to approval of specific items or indicate continuing approval – e.g., spending limits. The Board may from time to time adopt a standard operating procedure for the submission of resolutions. Any action that is authorized to be taken at a meeting of the Board of Directors may be taken without a meeting by the unanimous written consent of all members of the Board of Directors provided this is permitted by state law and any electronic

transmission containing the affirmative vote or approval of a Director is a signed consent for the purposes of this section.

## **Article 22 – POWERS OF THE EXECUTIVE COMMITTEE**

The Board of Directors may have an Executive Committee made up of a minimum number of members sufficient to perform its duties.

The Executive Committee may consist of the President, Vice President(s), Secretary, Treasurer, a limited number of Directors of the Board and the Chief Executive Officer (non-voting).

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

## **Article 23 – DESCRIPTIONS AND POWERS OF STANDING AND AD HOC COMMITTEES OR SPECIAL PRESIDENTIAL APPOINTMENTS**

If the National Council deems it necessary and appropriate, Standing Committees can be formed. Only the National Council can dissolve a Standing Committee. The National President after consultation with the Board of Directors in person, in writing, by facsimile or in any electronic manner can establish or dissolve an Ad Hoc or Special Committee or any Task Force. The Board of Directors acting on its own may form such Ad Hoc or Special Committee or Task Force as it may deem necessary and appropriate.

The National Council delegates to its Board of Directors the power to establish the charges for all such committees through Board resolutions.

All Committee Chairs are appointed by the President of the National Council. Except for the Audit, Conciliation and Executive Committees, Subcommittee Chairs and committee members are appointed by the Committee Chair after consultation with the President. Subcommittee members are appointed by their Subcommittee Chair after consultation with the Committee Chair. The members of the Audit, Conciliation and Executive Committees, and any Subcommittee Chairs shall be appointed by the National President.

The National Council shall have the following Standing Committees: Audit, Conciliation, Executive, Finance, Governance and such other Standing Committees as the National Council shall from time to time approve. All other committees shall be considered to be Ad Hoc Committees. All Standing Committees must be comprised of a majority of non-staff members who are Active members of the Society.

### **Term Limits**

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

## **Quorum**

A simple majority constitutes a quorum for committee meetings.

## **Voting**

All committee and all subcommittee members, except for those who are paid staff of the National Council, shall have one vote. All decisions require a simple majority of those who are present for approval. A Standing Committee or Ad Hoc Committee Chair reports to the President or Board on decisions, recommendations or comments agreed to by the committee, and a Subcommittee Chair reports to the Standing Committee or its Chair on decisions, recommendations or comments agreed to by the Subcommittee. The final approval relevant to any issues rests with the Board.

## **Meeting Procedures**

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

## **Article 24 – MEETINGS**

Meetings of the Board 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 call to order, prayer, remarks by the Spiritual Advisor or his/her designee, and the conduct of business or other items as are on the agreed-upon Agenda.

## **Article 25 – COMPENSATION**

No part of the property belonging to the National Council, 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 Board of Directors or its Committees. There shall be no fee or honorarium for service beyond reimbursement of expenses.

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

## **Article 26 – CIRCUMSTANCES UNDER WHICH BOARD MEMBERS/COMMITTEE MEMBERS MAY RESIGN OR BE SUSPENDED**

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

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

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

A member may resign voluntarily or be deemed to have resigned by virtue of his or her protracted non-attendance at Board or committee meetings without excused absence.

## **OFFICERS SECTION**

### **Article 27 – SELECTION OF OFFICERS AND SPIRITUAL ADVISOR**

The National President is elected according to procedures approved by the National Council. After nominations have been declared for the office of National President, canvassing on behalf of a candidate or against any candidate is forbidden. The Officers and Spiritual Advisor are appointed by the President and approved by the National Council.

### **Article 28 – TERMS OF OFFICE**

The President's term of office is six years. It begins on October 1 and ends on September 30. It is not renewable. All other officers and the Spiritual Advisor serve at the pleasure of the President; their appointments end when a new President takes office.

### **Article 29 – DUTIES OF OFFICERS**

#### **Section 1. President**

The President shall supervise and direct the business, property and affairs of the Corporation subject to the authority given to the Board of Directors elsewhere in these Bylaws. The President shall preside at all meetings of the Board of Directors. Although the Chief Executive Officer normally will execute on behalf of the Corporation deeds, mortgages, bonds, contracts or other instruments which the Board of Directors or National Council have authorized to be executed, the President is also authorized to execute such documents if his/her signature is required. The President shall appoint members of all committees. The President shall perform all duties incident to the office of the President or as directed or authorized by the Board of Directors. It is important that the President participates regularly in meetings and charitable activities of the Society and visits the poor as often as possible.

#### **Section 2. Vice President(s)**

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

#### **Section 3. Secretary**

The Secretary shall record or cause to be recorded the minutes of all meetings of the Board of Directors, Executive Committee and National Council, shall be the custodian of the Corporation records and Corporate Seal, and shall deliver these to his/her successor in office. The Secretary shall be responsible for providing notice of all meetings as required by the Bylaws, see that the annual report of the National

Council is also sent to Council General International and shall have such other duties as may be assigned by the Board of Directors.

#### **Section 4. Treasurer**

The Treasurer shall oversee the financial condition of the Corporation and shall report to the Board of Directors at all meetings thereof concerning the financial condition of the Corporation. The Treasurer shall have such other duties as may be assigned by the Board of Directors. The Treasurer shall not have management responsibility for the financial operations of the Corporation.

#### **Section 5. 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 National Council and its members on spiritual matters. An ordained Spiritual Advisor shall not vote.

#### **Section 6. Chief Executive Officer**

##### **6.1 Appointment and Supervision**

The Corporation shall have a Chief Executive Officer nominated by the President of the National Council and approved by the Board of Directors. References in these Bylaws to Chief Executive Officer refer to the Chief Executive Officer of the Corporation unless otherwise specified. The Chief Executive Officer will be supervised by the President and will be accountable to and evaluated by the Board. The Chief Executive Officer, under the immediate direction of the President shall have general and active management responsibilities for the Corporation, implementing the policies and governance directives of the Board, and shall administer the day-to-day affairs of the Corporation, including having responsibility for the supervision and management of the staff.

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

##### **6.2 Duties and Authority**

The Duties and Authorities of the Chief Executive Officer shall include but not be limited to the following:

1. To serve as a non-voting member of the Board.
2. To execute all deeds, mortgages, bonds, contracts and other documents, and shall have the general powers and duties of supervision and management usually vested in the office of the Chief Executive Officer of a corporation.
3. To execute joint ventures and collaborative partnerships with other agencies.
4. To employ, dismiss, and define and supervise the duties of employees.
5. To establish the salaries of employees based on performance, policy, budget, and program constraints and guidelines.
6. To be an ex-officio member of all Standing Committees.
7. To prepare, in conjunction with the Treasurer, the annual budget to be approved by the Board.
8. 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 Board and for a total amount not to exceed such amount as the Board has authorized in any fiscal year.

9. To enter into any cooperative agreement, that has first been approved by the Board, with another organization(s), provided such does not commit Corporation resources to an amount in excess of the authority given by the Board.
10. To authorize non-budgeted expenditures up to such amount as the Board may authorize.
11. To be responsible for the pursuit of grants.
12. To designate the depository or depositories for the funds of the Corporation, and shall be the signatory with respect to the deposits in, the withdrawals from and the obligations against the account or accounts, in accordance with procedures which the Board shall establish.

### **6.3 Review**

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

### **6.4 Resignation or Removal**

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

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

## **Article 30 – CIRCUMSTANCES UNDER WHICH OFFICERS MAY BE SUSPENDED**

The provisions and procedures set forth in Article 17 shall apply to Officers.

## **FISCAL MATTERS SECTION**

### **Article 31 – ANNUAL REPORT, AUDITS AND ORGANIZATIONAL ACCOUNTABILITY**

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

The President of the National Council, after consultation with the Board of Directors, shall employ a qualified, independent accounting firm to perform an annual audit or audit review of the financial books



and records of the National Council. If required by federal or state law, an Audit Review Committee will be appointed.

The National Council shall send an annual report to the National Council members and Directors 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.

### **Article 32 – DIVERSION OF FUNDS**

The funds of the Society shall be used for the works of the Society including but not limited to, Vincentian meetings, formation, training, twinning and collaboration in payments for those in need who are considered our neighbors in need. However, no matter how worthy the cause, the funds shall not be diverted in the form of donations or contributions to other organizations or charities except occasionally for other branches of the Vincentian Family. Donations and gifts by donors for a certain purpose can only be applied for that same purpose and all reasonable steps will be taken to respect the wishes of donors. The Treasurer is charged as the responsible Officer to ensure adherence after consultation with the National Council.

The National Council shall comply with the Rule (Part III, Statute 24) regarding property and the distribution of funds.

## **Article 33 – INDEMNIFICATIONS, INSURANCE AND CONFLICT OF INTEREST**

### **Indemnification**

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

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

### **Insurance**

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

### **Conflict of Interest**

The National Council shall 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 National Council member, Board member, Officer or any member of a committee of the National Council Board delegated powers who has a direct or indirect financial interest in the transaction or arrangement.

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

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