



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

BYLAWS

***INTRODUCTION
FOR DOCUMENT 1***

***Approved at the September 2005 Annual Meeting – Chicago
Revisions through April 2019***

PREFACE

PLEASE NOTE: These Bylaws have been created to be used by SVdP entities across the country and as such do not include language that may be required by your state and local law. In order to be in alignment with state and local law, we strongly advise that legal advice be sought from a local attorney concerning matters such as the following: non-discrimination policy language, tax exemption requirements, and any other areas of the Bylaws in which modification of the language is necessary in order to be in alignment with applicable state and local law. Since the Bylaws have been developed to be in conformity with the Rule of the Society, Bylaws should be modified only to address alignment to state and local law. If further clarification on this matter is needed, please contact the governance representative at the National Office or the Chair of the National Governance Committee.

It is highly recommended that the non-discrimination policy you adopt includes at a minimum the following:

‘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.’

AGGREGATION AND INSTITUTION OF CONFERENCES AND COUNCILS

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

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

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

Isolated Conferences follow the same procedures as applicable to all Conferences for Aggregation; however, in addition, the appropriate National Vice President for the Region must approve their applications before they are forwarded to the National Council for final approval.

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

Document 1. BYLAWS for Conferences without a Board of Directors

Simple **BYLAWS** for the majority of parish, youth, and young adult Conferences or Councils without a Board.

Document 2. BYLAWS for Conferences with a Separate Board of Directors

NOTE: If your Conference is incorporated but its Board will consist of Active Conference members only, then read the instructions that appear at the beginning of Document 2.

Document 3. BYLAWS for District Councils with a Separate Board of Directors

Document 4. BYLAWS for Archdiocesan/Diocesan Councils with a Separate Board of Directors

Document 5. BYLAWS for the National Council

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

Document 7. BYLAWS for Archdiocesan/Diocesan Councils with an Integrated Board of Directors

Document 8. BYLAWS for District Councils without a Board of Directors

Document 9. BYLAWS for Archdiocesan/Diocesan Councils without a Board of Directors

In 2003, the Council General International approved an updated version of the Rule of the Society. Each separate Superior/National Council was invited to draft their own Part III of the Rule to define the items of the Rule that are unique to each country. This new version of Part III of the Rule for the United States was different from the former Rule in that details of structure and governance were removed. Those details were then placed in Bylaws which varied with each type of SVdP structure within the United States. Part III of the Rule was approved by the National Council Members at the Society of St. Vincent de Paul's 2005 Annual Meeting held in Chicago (August 31st - September 4th, 2005) and formally approved by the Council General International in 2006.

The Bylaws documents were originally approved by the National Council Members at the Society of St. Vincent de Paul's 2005 Annual Meeting held in Chicago (August 31st - September

4th, 2005) and have been revised as needed so that good governance policies are in place and are in compliance with:

the Rule of the Society,
the Charter of the Society (a.k.a. Articles of Incorporation)
the Bylaws of the National Council,
and leave flexibility for compliance with national and state laws that govern charities.

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

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

STRUCTURE

“Bylaws **determine how an organization is structured.** For example, most Bylaws specify whether an organization has members, define the duties of officers and board members, and identify standing board committees.

An important function of Bylaws (if this matter is not covered in the Articles) is to specify how board members are selected.”

- **National Center for Nonprofit Boards (n/k/a BoardSource)**

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

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

HOW TO USE THIS BOOK

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

Document 1: Simple Bylaws for most Conferences. This set of Bylaws is intended for use by the majority of the Society’s Conferences in the United States of America. This normally includes Conferences located in a parish and youth or young adult Conferences, all three of which generally do not have employees, may or may not have reporting requirements to the IRS, may or may not need to provide their own insurance or indemnification coverage and do not own property, etc. Conferences covered by this document generally rely on their District or Archdiocesan/Diocesan Councils for tax identification numbers, the filing of tax returns/reports. etc. In most cases Document 1 will be circulated to its attached Conferences by the local District or Archdiocesan/Diocesan Council and the only action required by the Conference will be to insert the Conference’s name and location, to adopt the document and to appropriately notify their District (or Archdiocesan/Diocesan Council as appropriate) of adoption.

Documents 2 – 7: Bylaws for Conferences with Special Works, Special Works Conferences, District Councils, Archdiocesan/Diocesan Councils and the National Council.

These sets of bylaws are intended to provide the governance-drafting tool for more complex Conferences and Councils within the Society of St. Vincent de Paul.

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

The Council/Conference with Separate Board (Documents 2 – 5)

If your Conference Board does not include ALL Conference Members or if your District Council Board does not include ALL Conference Presidents or if your Archdiocesan/Diocesan Council Board does not include ALL District Council Presidents, Documents 2, 3 or 4 should be used. The ultimate responsibility for governance remains with the Council/Conference which is comprised of the Conference Members or the duly elected Conference Presidents or Council Presidents (depending on the level of the entity within the Society). For further explanation, see primarily the Articles which define the governance, admission and voting procedures as well as responsibilities. The Board of Directors operates under the Council’s ultimate governance.

The Integrated Council/Board (Documents 6 – 7)

If your District Council Board includes ALL Conference Presidents or if your Archdiocesan/Diocesan Council Board includes ALL District Council Presidents, Documents 6 or 7 should be used. Appointments can be made to this ultimate governing body who are not the duly elected Conference or Council Presidents (depending on the level of the entity within the Society). If this is the Document used, care must be taken to ensure that the Society is governed by Vincentians and not by non-Vincentian appointments. For further explanation, see primarily the Articles which define the governance, admission and voting procedures as well as responsibilities.

If you have questions about which Document your Conference or Council should use, contact your local District, Archdiocesan/Diocesan or the National Council office on this matter.

District Councils without Boards (Document 8)

This set of Bylaws is intended for use by the Society’s District Councils that generally do not have employees, may or may not have reporting requirements to the IRS, may or may not need to provide their own insurance or indemnification coverage, do not own property, etc. District Councils covered by this Document generally rely on their Archdiocesan/Diocesan Councils for tax identification numbers, the filing of tax returns/reports, etc. In most cases Document 8 will be circulated to its attached District Councils by the local Archdiocesan/Diocesan Council and the only action required by the District Council will be to insert the Council’s name and location,

to adopt the document and to appropriately notify their Archdiocesan/Diocesan Council of adoption.

For Archdiocesan/Diocesan Councils without Boards (Document 9)

This set of Bylaws is intended for use by the Society's Archdiocesan/Diocesan Councils that generally do not have employees, do not have reporting requirements to the IRS, do not need to provide their own insurance or indemnification coverage, do not own property, etc. In most cases the only action required by the Archdiocesan/Diocesan Council will be to insert the Archdiocesan/Diocesan Council's name and location, to adopt the document and to appropriately notify their National Vice President for the Region of adoption.

Step 1: The Need for Bylaws

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

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

- Bylaws **determine how SVdP is structured**. For example, most Bylaws specify whether an organization has members, define the duties of officers and Board members and identify standing Board committees. An important function of Bylaws (if this matter is not covered in the Articles of Incorporation) is to specify how Board members are selected.
- Bylaws-- **along with state law -- determine the rights of participants in the structure**, such as the rights of members to be notified of meetings, the rights of Board members or officers whom others may want to remove from office and the rights of Board members to indemnification.
- Bylaws **determine many procedures by which rights can be exercised**. For example, Bylaws may require a certain form of notice for meetings, or they may specify whether Board meetings can be held by telephone or whether elections can be conducted by mail.
- **Step 2: Begin the Bylaws Planning Process**

Before you select which of these Documents is the proper one for your entity, a discussion of governance considerations should be held to be sure that the provisions best fit your situation.

These considerations may include: However, Document 1 should be adopted in the form provided for Conferences without Boards after the inclusion of the Conference name and location. Documents 8 and 9 should be adopted in the form provided for District Councils and Archdiocesan/Diocesan Councils without Boards after the inclusion of the Council name and location. For entities with separate Boards or integrated Boards, while following the format provided in Documents 2 – 7, it may be necessary to give consideration to the following:

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

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

Step 3: Select the Appropriate Bylaws Document for Your Conference/Council

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

A FEW WORDS OF CAUTION BEFORE YOU BEGIN

These recommended Documents *are not* a substitute for the advice of legal counsel.

Unfortunately, the legal issues which Bylaws address are complex and the consequences of violating state and national laws can be significant and costly. Councils should have a competent attorney who is familiar with nonprofit law review their Bylaws prior to approval and distribution. While Bylaws can effectively address governance problems, poorly drafted Bylaws can compound disputes and have a detrimental effect on a Conference or Council’s position in any related litigation. Having an attorney review your Bylaws can be a cost-effective step in the long run. In the event your attorney is not familiar with the structure of the Society, please have him or her speak with the National Vice President for your Region.

Conferences or Councils may need to modify some of these Bylaw Articles to meet operational and/or legal requirements specific to their organization and to be in compliance with state law. No single provision will be wholly appropriate for every Conference or Council. Organizational

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

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

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

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

Because your Conference or Council uses the National Council’s trademarked name “Society of St. Vincent de Paul” with the express permission of and a limited license issued by the National Council, the Bylaws adopted by your Conference or Council must be formally approved. Once you have gone through the process of selecting a Bylaws Document that is appropriate for your Conference/Council and made the minor changes to adapt them to your local environment, those Bylaws must be formally approved before your Council/Conference adopts them. This is to ensure that the Bylaws contain all necessary information and that they are in full compliance with the Rule. **Conferences must have their Bylaws approved by their District Council. The District Council Bylaws must be approved by the Archdiocesan/Diocesan Council. Archdiocesan/Diocesan Council Bylaws must be approved by the National Vice President for the Region.** Ultimately, the National Vice President for the Region must approve the Bylaws of any Council/Conference wishing to join the National Group Tax-Exemption. **This process must be followed for amendments to Bylaws as well.**

INTRODUCTION

BYLAWS IN CONTEXT

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

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

1. Articles of Incorporation
2. Bylaws
3. Resolutions (including resolutions of continuing authority a.k.a. standing resolutions)
4. Policy Governance Directives (development of ends policies, executive limitation policies, governance process policies, staff linkage policies, etc.)
5. Policies (including standard operating procedures, policy manuals, etc.)
6. External Parliamentary Authority

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

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

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

2. BYLAWS

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

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

3. RESOLUTIONS

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

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

A resolution that conflicts with a provision in the Bylaws is probably invalid. A simple resolution cannot amend a Bylaw unless the proper procedure is followed. Most state laws have specific requirements for amending Bylaws, and Bylaws themselves usually have provisions for amendment.

At present the following procedure is in effect for submitting resolutions to the National Council:

PROCEDURE FOR SUBMITTING RESOLUTIONS TO THE NATIONAL COUNCIL Effective September 2001

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

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

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

4. POLICY GOVERNANCE DIRECTIVES

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

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

5. POLICIES

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

Consensus Building Policy

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

6. EXTERNAL PARLIAMENTARY AUTHORITY

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

COMPLIANCE

For membership in the National Council of the United States, Society of St. Vincent de Paul, Inc., it is a requirement that every organizational unit (Conference or Council) have Bylaws (see Documents 1, 8 and 9 for Conferences or Councils WITHOUT Boards and Documents 2 – 7 for Conferences and Councils WITH SEPARATE Boards or WITH INTEGRATED Council/Board). To remain in good standing, Conferences and Councils must maintain their Bylaws (including any and all amended articles) in updated and amended form.

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

Isolated Conferences should comply through the nearest District or Archdiocesan/Diocesan Council in their Region.

If your entity uses Document 2 – 9, copies of these Bylaws in current, updated and amended form must be provided to the National Office.

As changes in accepted governance practices, changes in federal laws or events occur, the National Office will prepare and notify all levels of leadership of any needed or required changes in these instructions or Documents 1-9.



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

BYLAWS

***Document 1
FOR
CONFERENCES
WITHOUT A BOARD OF DIRECTORS***

***Approved at the September 2005 Annual Meeting – Chicago
Revisions through April 2019***

DOCUMENT 1. BYLAWS FOR CONFERENCES WITHOUT A BOARD OF DIRECTORS

GENERAL SECTION

Article 1 - OFFICIAL NAME

The name of the Conference is the Society of St. Vincent de Paul, _____ Conference (subsequently referred to as "Conference"). (NOTE: The name of the Conference should follow the naming convention established by the Council General International (CGI). Place the Conference name for your parish, youth group, college or Special Works here.)

Article 2 - LOCATION AND TAX STATUS OF THE CONFERENCE

The Principal Office of the Conference shall be _____
(NOTE: This is the address of the parish or location of the physical office if the Conference is not a - conference located in a parish). In the event the Conference shall ever use the Employer Identification Number (EIN) of a District or (Archdiocesan/Diocesan Council, herein after referred to as an Upper Council, it must coordinate its tax exempt status with that Upper Council and it will not have a separate legal existence but will operate under that Upper Council.

In the event the Conference uses its own EIN, it must ensure that the Conference timely fulfils the requirements for tax-exempt status under Internal Revenue Code section 501(c)(3) and is properly organized as an unincorporated association under state law. The Conference will also be responsible for continuing to maintain its ongoing legal compliance and reporting with the state, the IRS, and as a group of members subject to the Rule of the Society.

Article 3 - STATEMENT OF PURPOSE AND SPECIAL CONSIDERATIONS

Aggregated by the Council General International with the approval of the National Council, the Conference is the basic and essential grouping of the Society and its primary objective is to provide its members with opportunities for spiritual growth, fellowship and service to people in need. The Conferences shall adhere to the Rule of the Society of St. Vincent de Paul, which in part states: "No work of charity is foreign to the Society." In keeping with this spirit, the persons to be helped and the works to be performed are determined by the Conference itself. The Conference shall be organized primarily to perform person-to-person service to those in need. The Conference is responsible for animating and coordinating the work of Society of St. Vincent de Paul units within its jurisdiction.

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 Conference may adopt its own Mission statement which may further define purposes.

Definitions:

As used in these Bylaws the following shall apply:

1. The word “President” unless the context specifies otherwise, shall mean the President of the Conference.
2. The word “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 “Conference” shall mean this Conference unless otherwise stated.
5. “Rule” shall mean the Rule of the Society of St Vincent de Paul.
6. The word “Ordained” means priests and permanent deacons but does not apply to nuns and brothers.
7. The word “Office” or “Officers” shall refer to the President, the First and/or Second Vice President, the Secretary(ies) and the Treasurer(s).
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 words “Upper Council” shall mean the District or Archdiocesan/Diocesan Council with which the Conference is affiliated. It may also include the National Council if the context so reads.
11. References in these Bylaws to “Executive Director” or “Chief Executive Officer” are used interchangeably.

Non-Discrimination Policy

The Organization will develop a Non-Discrimination Policy that meets the requirements of Federal, State and Local Law and addresses such other circumstances as may from time to time be appropriate.

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.

Article 4 - PARAMOUNT AUTHORITY OF THE SOCIETY

Should any bylaw provision, rule or regulation adopted by the Conference conflict with the Rule and regulations of the Society of St. Vincent de Paul as now promulgated or hereafter adopted by the 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 directives of the National Council of the United States on compliance with the Rule will be adhered to. In addition, if the Conference appears to be part of the Society, but does not adhere to the Rule in terms of presidential terms, regular attendance at Council meetings or otherwise does not maintain compliance with its approved aggregation papers, it shall not use the Society's name. Policies or standard operating procedures can from time to time be adopted by a Conference at the local level if they do not conflict with anything stated above. "Robert's Rules of Order, Newly Revised" or other agreed-upon forms of consensus building shall govern the Conference in all cases in which they are applicable. The Conference shall keep a copy of the Rule with these Bylaws. These Bylaws may only be amended, altered or repealed with the approval of the National Council.

Article 5 - CLASSES OF MEMBERSHIP, RIGHTS AND PRIVILEGES

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

Conference membership is made up of:

Active (Full) Members are those who participate regularly in the prayer life, meetings, and charitable activities through personal contact with the poor of the Vincentian Conference or Council into which they have been received.

An Active Member accepts the Rule of the Society, belongs to the Catholic Church, and is received as a Vincentian brother or sister into the Society's Conference or Council with which he or she is affiliated by formal action. Only Active Members hold office in the organization.

Associate Members are those affiliated with the Society by formal action of the Conference or Council with which the member will be joined. Associate Members include those who sincerely and publicly accept the Society's Rule but may or may not belong to the Catholic Church, may or may not attend Conference meetings on a regular basis, nor engage in the works of the Society on a regular basis. Associate Members are kept informed of the developments and activities of their immediate groupings, as well as the general progress of the Society, particularly in the local area or diocese. They are invited to attend the general meetings and special observances of the Society and to participate in its charitable activities.

Compensation

No part of the property belonging to this entity, nor its net earnings or income shall ever inure to the benefit of any member or individual, or any person having a personal or private interest in the

activities of the entity. There shall be no fee or honorarium for Conference service beyond reimbursement of expenses.

Any person who receives a salary or remuneration from the Society or any of its branches may serve in the Conference with membership rights and privileges but may not be elected or appointed to any Council, Board or Office, nor serve as a proxy, within any Conference or Council from which he or she receives a salary or remuneration.

Article 6 - SOLIDARITY CONTRIBUTIONS

Individual Members: A secret collection is taken up as part of every Conference meeting. This contribution is to give proof of the spirit of sharing of the members.

Conference: The Conference acknowledges that it is expected to make solidarity contributions as determined by any Upper Council in order for those Upper Councils to meet necessary expenses and to assist others and that from time to time Upper Councils may establish policies that apply to the Conference and its members. The Conference can also derive financial support from other means such as parish collections, special events or other fundraising programs.

Article 7 - MEMBERSHIPS OF CONFERENCES

The Conference is made up of individuals from _____ (NOTE: Name the parish here. If not a conference located in a parish, describe or name the school, special work or other entity from which members come.) The Conference is represented at the District Council by its Conference President who has the obligation to consult with the Conference members in order to vote the spirit of its membership.

The Conference may group together with other conferences to form a District Council composed of the duly-elected President of the District Council and the currently serving Presidents of the active Conferences affiliated with the District Council.

Article 8 - ADMISSION PROCEDURES AND ELECTION PROCESS

Admission Procedures

The names of persons proposed for Active and Associate Membership should be submitted to the President of the Conference. The President will then make information about the recommended person known to the Conference. If approved, candidates will be admitted and given a Vincentian welcome. Training and in-service opportunities for members should include but not be limited to: Ozanam Orientation, Vincentian formation, Retreats, Days of Recollection and other formation opportunities that afford members growth or enrichment in spirituality, resource/skill building, updating on relevant issues and renewal.

Election Process for Conference President

The Conference is directed by a President elected for a term of three years (NOTE: one year for youth Conferences) beginning on October 1st by a process that culminates in a secret ballot. A method for breaking a tie must be established at the beginning of the election process. For

serious reasons, and in accordance with the Rule, an election can be annulled. The President's term may only be renewed once and a retiring President who has just served two consecutive terms is not eligible for re-election as President until a further period of three years has elapsed. After a Conference President has been elected the name of that person shall be submitted to the District Council President, thereupon that person shall be enrolled as a member of the District Council and installed at the next District Council Meeting after he/she takes office.

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 Conference shall act as President until the election of a new President. Upon the vacancy of the office of President prior to the completion of the term of office, the Vice President shall, within ten days from receipt of the notice of the vacancy of the office of President, initiate the election process. The election is then held within three months. The newly-elected President's term of office begins on the date of election to that position and installation occurs on October 1st of that year. Irrespective of the months involved, the portion of year one in office is counted as the first year with the remaining two years of a three-year term of office beginning October 1st of that year.

If the President, because of illness or any other reason, were unable to attend and preside at any meeting of the Conference this privilege and duty may be delegated to the Vice President or any Officer.

Article 9 - MEETING FREQUENCY AND PROCEDURES

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

Face-to-face meetings are held in a spirit of friendship, simplicity and Christian joy. They provide for spiritual growth, consideration of the experiences of each member and the issues encountered in the pursuit of better service. A Conference meeting shall incorporate Spirituality, Friendship, Service and our Cultural Beliefs and could include the following components: A punctual call to order; roll call; opening prayer (which should always include a prayer to the Holy Spirit, the Lord's Prayer, the Hail Mary and a prayer for those whose suffering they wish to share); Spiritual Advisor's reading or meditation, address and discussion; approval of minutes of previous meeting; home visitation reports; President's report; Secretary's report; Treasurer's report; a review of one or more parts of the Rule; Committee reports (including Formation Committee report); membership reports, resolutions; Special Works reports; old business; new business; time and place of next meeting (the calendar should include Festival meetings and Conference liturgies); secret collection; closing prayer; adjournment.

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

A simple majority of Active Members shall constitute a quorum and each Active Member shall be entitled to one vote which must be cast in person. A simple majority of those eligible to vote is required to approve or disapprove a resolution.

Bylaws may be amended, altered or repealed at any regular or special meeting with the concurrence of two thirds of the Active Members of the Conference provided, however, that 60 days written notice of the meeting at which proposed amendments, alterations or repeals of any article be sent to all members prior to the meeting. The Bylaws may only be amended, altered or repealed with the approval of the National Council.

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

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

The Conference acknowledges that for reasons prompted by the seriousness of a particular situation the President General may suspend temporarily or permanently exclude the Conference or any of its members after notifying the Permanent Section accordingly. The permanent exclusion of the Conference shall entail the cancellation of its Aggregation.

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

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

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

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

A Conference Active Member or a Conference Officer may resign under the following conditions:

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

Article 12 - RESOLUTIONS AND GOVERNANCE RESPONSIBILITIES

Resolutions

The Conference initiates action by adoption of resolutions.

Governance Responsibilities

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

Article 13 - ELECTING AND APPOINTING OFFICERS

The **President** is elected by secret ballot of the Conference Active Members.

Vice President(s), Secretary(ies) and Treasurer are appointed by the President and approved by Conference Active Members.

The **Spiritual Advisor** must be Catholic and is appointed by the President in compliance with National Council Guidelines set forth in the Handbook for Spiritual Advisors in effect at that time including any amendments thereto. The Spiritual Advisor serves at the pleasure of the President, attends the meetings, participates in the discussions and provides the necessary guidance to the Conference and its members on spiritual matters. An ordained Spiritual Advisor does not vote; however, a lay Spiritual Advisor may vote. All appointments terminate automatically when a new President takes office.

Article 14 - DUTIES OF OFFICERS

President

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

The President ensures that links and communication are effectively maintained between the Conference and the Council to which it is attached. (NOTE: For Isolated Conferences, this communication and linkage should read between the Conference and the Region in which it is

located). The President attends and represents the Conference at District Council meetings. The President develops working relationships with neighboring conferences, the Parish and with other relevant organizations.

The President shall, in general, supervise all affairs of the Conference. The President shall preside at all meetings of the Conference and shall be an ex-officio member of all committees.

The President shall have responsibility for governance of the Conference and shall see that all orders and resolutions of the Conference are carried into effect. If the District Council or (Archdiocesan/Diocesan Council does not report to government agencies the Conference President is responsible for submitting any required reports to the Internal Revenue Service, State agencies or other government agencies.

The President will advise the Conference of the requisite financial support that is to be provided to Upper Councils annually. If the President is unable to attend or preside at any meeting of the Conference, this privilege and duty may be delegated to the Vice President or any Officer.

Vice President(s)

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

Secretary(ies)

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

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

Treasurer

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

The Treasurer shall attend meetings of the Conference. The Treasurer informs members of the Conference's financial position by submitting a written statement at every meeting. The Treasurer also prepares a budget for the Conference which shall be approved annually.

The Treasurer shall ensure the disbursement of funds of the Conference as may be ordered by the Conference, obtaining proper receipts for such disbursements; and shall ensure an account of all transactions, supported by the appropriate documentation and that the financial condition of the Conference be rendered to the President and Conference at the regular meetings or whenever they may require it.

If required by the Conference, the Treasurer shall give the Conference a bond in such sum and with such surety or sureties as shall be satisfactory to the Conference for the faithful performance of the duties of the office.

Article 15 - TERMS OF OFFICE AND TERM LIMITS FOR OFFICERS

President

The term of office of the President is three years (ending on September 30th of the third year). Once a President has served for two consecutive terms, that person will not be eligible for re-election as President until a three-year term has elapsed under a different President.

Officers

All Officers selected by the President serve at the pleasure of the President. Such appointments terminate automatically when a new President takes office.

Reappointment

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

Article 16 - FISCAL MATTERS INCLUDING ANNUAL REPORT, AUDITS, INSURANCE

Faithful to the spirit of non-accumulation of wealth and in accord with Part I of the Rule, 3.14, the Conference shall 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 Conference will undertake an annual internal audit and report the results to the District Council or next higher or Upper Council. The Conference shall also submit, in a timely manner, an annual report to the District Council. (NOTE: In the case of an Isolated Conference the report shall be submitted to the next higher or Upper Council.) The following information, in appropriate detail, shall be included in said report: assets and liabilities as of the end of the fiscal year; the principal changes in assets and liabilities; the Conference's revenue or receipts; the Conference's expenses or disbursements, the Conference's statistics as well as stories and service information necessary to fully describe its activities during the previous year. The Secretary is charged as the responsible Officer to ensure that the Annual Report is submitted.

The Conference reporting systems must be in compliance with National Council accountability standards and federal and state law.

The funds of the Society shall be used for the works of the Society, including Vincentian twinning and collaboration in payments for clients. However, the funds shall not be diverted in the form of donations or contributions to other organizations or charities, except occasionally for other branches of the Vincentian Family, no matter how worthy the cause. The Treasurer is charged as the responsible Officer to ensure adherence to this requirement after consultation with the Conference.

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

Faithful to the spirit of non-accumulation of wealth the Upper Councils may determine annually the percentage of the funds of each Conference within their area that may be made available to them. The Upper Councils will work with the Conference to determine an appropriate reserve for unanticipated events and direct the allocation of funds which exceed the anticipated demands, which may not be hoarded as a capital sum, to the service of the poor in their own area or abroad in the poorest areas of the world.

The Conference should look to the District Council and/or Archdiocesan/Diocesan Council with which it is affiliated for indemnification, insurance and conflict of interest policies. (NOTE: An Isolated Conference should look to the National Vice President for the Region for advice concerning these issues.)

Article 17 - OTHER MATTERS

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

Article 18 - INTERNAL REVENUE CODE 501(C)(3) COMPLIANCE

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

Document 1 Bylaws for Conferences without a Board of Directors

Signature Page

**Please sign and forward these Bylaws to the District Council President.
If none, forward to the region's National Vice President**

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

The minutes from the _____ meeting,
(Conference Name)

Which took place on _____ include approval of these Bylaws.
(Date)

Signed by:

(Name)

(Title)

(Name)

(Title)

Approved by District Council President _____

Date: _____

Approved by region's National Vice President _____
(If no District Council President)

Date: _____