



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

SPECIAL WORKS BYLAWS

Approved by the National Council Board September 23, 2019

WHO SHOULD USE

These Bylaws have been created to be of use by SVdP Councils and Conferences across the country that want to separately incorporate or have already separately incorporated a Special Work of their Council or Conference. Because any Special Work of the Society must ultimately be under the control of a Council or a Conference, these Bylaws are written so that as a Corporation without stock (a non-stock corporation) but with members the Council or Conference that is setting the corporation up will be the only member of the Corporation.

NOTE TO THOSE WHO WILL SEPARATELY INCORPORATE A SPECIAL WORK

Your Council or your Conference should be the only member of the Corporation. The language in these Bylaws may not fully address language or provisions required by the laws of your state or local municipality. 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, taxation, or other activity that will be carried on by the corporation you have already incorporated or are about to incorporate. These Bylaws may need to be in alignment with applicable state and local law.

However, since these Bylaws have been developed to be in conformity with the Rule of the Society, they 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.

Having said this, it is strongly recommended that your corporation adopt a non-discrimination policy that at least reads as follows:

“The Corporation shall provide services to individuals and families without regard to race, creed, color, gender, sexual orientation, criminal justice status, disability, marital status, veteran status, national origin, age or physical handicap. The Corporation shall actively seek to recruit and retain volunteers and employees without regard to race, creed (with the exception of active members of the Society), color, gender, sexual orientation, disability, marital status, veteran status, national origin, age, physical handicap or any other criteria prohibited by state, federal or local law.”

WHAT IS A SPECIAL WORK?

A Special Work, with some exceptions, is a charitable work of a Conference or Council that extends beyond the boundary of any one Conference. As stated in the Manual: “The particular nature of a Council’s special works is influenced by the community’s socio-economic needs, the Council’s resources, and the zeal, enterprise, talents, and influence of local Vincentians. Special works include thrift stores, dining rooms, food pantries, meals on wheels, free pharmacies, homeless shelters,

transitional housing, summer camps for kids, indigent burial, budget and tax counseling, employment services, job training, assistance for the disabled, crime victim support, jail/prison ministry and post-release services, medical and dental clinics, eldercare, and family resource centers.” Typically, but not always, these activities are beyond the capability of a Conference and need separate fundraising and organization beyond the capability of a Conference.

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 being 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.

approved

**BYLAWS
OF**

SOCIETY OF ST. VINCENT DE PAUL, INC.

INDEX

<u>ARTICLE</u>	<u>TITLE</u>	<u>PAGE</u>
I	NAME AND OFFICE	1
II	PURPOSES	1
III	DEFINITIONS	1
IV	MEMBER	1
V	RESERVED POWERS	1
VI	BOARD OF DIRECTORS	2
VII	CONFLICT OF INTEREST	6
VIII	NON-DISCRIMINATION POLICY	7
IX	COMMITTEES	7
X	OFFICERS	7
XI	DUTIES OF OFFICERS	8
XII	ANNUAL REPORT	11
XIII	AUDIT	11
XIV	PROHIBITION ON DIVERSION OF FUNDS	11
XV	INDEMNIFICATION	11
XVI	TAX EXEMPTION	12
XVII	DISPOSITION OF ASSETS	12
XVIII	FISCAL YEAR	13
XIX	SEAL	13
XX	AMDENDMENT	13

**ARTICLE I
NAME AND OFFICE**

The name of the Corporation is Society of St. Vincent de Paul, Inc. The principal office of the Corporation is located at _____ . The activities of the Corporation may be conducted at such place or places a determined from time to time by the Board of Directors.

**ARTICLE II
PURPOSES**

The purposes of the Corporation shall be those described in the Articles of Incorporation and shall be consistent with the Rule and Mission of the Society of St. Vincent de Paul as well as with the Mission of the Member and of any upper council with which it is affiliated.

**ARTICLE III
DEFINITIONS**

As used in these Bylaws, the following terms shall be defined as stated herein:

1. The term “Appointed Director” shall refer to a Director appointed by the Member pursuant to Article VI, Sections 2.3 and 2.4 hereof.
2. The term “Board of Directors” shall refer to the Board of Directors of the Corporation, unless otherwise stated.
3. The term “Corporation” shall refer to this corporation.
4. (NOTE: If these Bylaws are used by a Council use this): The term “Council” shall refer to the District/Archdiocesan/Diocesan Council of

OR

4. (NOTE: If these Bylaws are used by a Conference use this): The term “Conference” shall refer to the Society of St. Vincent de Paul, Conference .
5. The term “Member”, where it begins with an upper case letter “M”, shall refer to the entity described in Article IV.
6. The term “Rule” shall refer to The Rule of the Society of St. Vincent de Paul.
7. The term “Society” shall refer to the Society of St. Vincent de Paul.

**ARTICLE IV
MEMBER**

The sole Member of the Corporation shall be the Council/Conference. The Council/Conference, in exercising its responsibility as Member of the Corporation, shall act through the Council/Conference board of directors and if there is no board of directors then the Council/Conference shall act through its members.

**ARTICLE V
RESERVED POWERS**

Certain powers are reserved to the Member. These reserved powers are:

- (a) To determine and maintain the philosophy and identity of the Corporation;
- (b) To appoint and remove the directors of the Corporation;
- (c) To approve amendments to the Articles of Incorporation and Bylaws of the Corporation;
- (d) To approve any borrowing or guaranties by the Corporation in accordance with policies which may be established by the Member;
- (e) To approve the purchase or sale or other acquisition, disposition or transfer of real estate, including any interest therein, by the Corporation, except for real estate received as a bequest or donation and not used in the charitable activities of the Corporation and with other exceptions which may be established by the Member;
- (f) To initiate and approve any merger, consolidation, reorganization or dissolution of the Corporation;
- (g) To receive from the Chief Executive Officer or the Chair of the Corporation an annual report of the operations and annual financial reports of the Corporation such other reports which may be requested by the Member;
- (h) To approve the annual budget of the Corporation;
- (i) To approve any non-budgeted expenditure of the Corporation in excess of \$20,000;
- (j) To approve entering into a lease or contract (including a cost reimbursable contract) or other obligation of the Corporation for any sum in excess of \$_____ in any fiscal year in which such lease/contract/obligation is not included in an approved budget; and
- (k) To approve entering into corporate affiliations, joint ventures, or similar collaborative arrangements provided they are consistent with the Rule of the Society and with resolutions of the National Council of the United States, Society of St. Vincent de Paul, Inc.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 1. GOVERNANCE OF THE CORPORATION

Except as otherwise provided by the Articles of Incorporation or these Bylaws, the governance of the Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. Each Director shall be entitled to one (1) vote on each matter before the Board of Directors.

Section 2. COMPOSITION AND METHOD OF SELECTION

2.1 The Board of Directors shall be composed of not fewer than _____(_____) nor more than _____(_____) persons appointed by the Member. Membership of the Board of Directors must at all times be comprised of a majority of persons who are active members of the Society as defined by The Rule. Additionally, employees of the Member and of the Corporation may be members of the Board but shall function in a non-voting capacity and in accordance with the Rule, provided that if the Rule is changed to

permit employees of the Member or of the Corporation to serve as voting directors, this limitation shall no longer apply.

- 2.2 The Chair, the Vice Chair, the Treasurer and the Secretary of the Corporation shall be ex officio Directors with the right to vote. The Spiritual Advisor of the Corporation shall be an ex officio member of the Board of Directors and shall have a right to vote unless an ordained priest or deacon in which case he will have no voting right. If the Corporation has a Chief Executive Officer, he or she shall be an ex officio Director without the right to vote.
- 2.3 Up to _____(_____) Directors may be appointed by the Member as referred to in Article IV hereof from active members of the Society using the following guidelines:
- 2.3.1 Up to _____(_____) Directors may be from the Board of Directors of the Member. Normally, these Directors shall be the sitting President of the Member and member of its Board of Directors.
- 2.3.2 Up to _____(_____) Directors may be appointed from the active Vincentians belonging to the Member or to a Council or Conference affiliated with it or with which it is affiliated.
- 2.4 Up to _____(_____) Directors, who need not be members of the Society, may be appointed by the Member. For these positions, each nominee will be approved by the Board and forwarded to the Member for concurrence prior to the issuance of the appointment to the nominee.

Section 3. TERM OF OFFICE

The initial term of office of the Corporation's first Board of Directors shall be fixed by the Member to be one (1), two (2) or three (3) years so that the term of approximately one-third (1/3) of the Directors expires each year. Thereafter, following the expiration of the term of each Appointed Director, a successor shall be appointed to serve a term of three (3) years which shall expire when his or her successor has been appointed and taken office. Appointed Directors who have been initially appointed to a one (1) or two (2) year term may be reappointed to two (2) additional successive three (3) year terms and Appointed Directors who have been initially appointed to a three (3) year term may be appointed to one (1) additional successive three (3) year term. After Directors are appointed to two (2) such successive three (3) year terms they will not be eligible for reappointment until they have not been members of the Board of Directors for at least three (3) years.

Section 4. VACANCIES

All vacancies by death, resignation, expiration of term or otherwise occurring among the Appointed Directors shall be filled by the Member following the guidelines in Sections 2.3 and 2.4 of this Article VI. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Section 5. RESIGNATION AND REMOVAL

A Director may resign at any time by giving written notice of such Director's resignation to the Chair. Any Director may be removed at any time by the Member.

Section 6. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have full power and authority to govern the affairs of the Corporation except for and subject to the powers and actions reserved to the Member elsewhere in these Bylaws. Governance by the Board of Directors shall include, but shall not be limited to, the following matters:

- (a) Developing policies for the effective operation of the Corporation in accordance with the purposes of the Corporation as stated in the Articles of Incorporation.
- (b) Providing for effective management of the Corporation and monitoring and evaluating the operations of the Corporation.
- (c) Planning and providing for the solvency and financial stability of the Corporation.
- (d) Causing an annual operating budget for the Corporation to be prepared, approving such budget, monitoring progress and being responsible for assuring that financial support is adequate.
- (e) Causing to be prepared reports of operations and financial reports of the Corporation.
- (f) Adopting a long-range plan for future growth and expansion of the Corporation and continuously refining such plan as warranted.
- (g) Selecting a certified public accounting firm for the purpose of an audit.
- (h) Approving adoption of, or amendments to, the Articles of Incorporation and the Bylaws, subject to the approval of the Member.
- (i) Reviewing and evaluating the leadership, mission, results, and planning of the Corporation.
- (j) Reviewing and accepting the Annual Audit and any other audits that are undertaken.
- (k) Performing such other functions as may be required of the Board of Directors for the operation of the Corporation.
- (l) Approving all policy resolutions of the Corporation and assuring they do not conflict with the Rule of the Society or with any of its policies or any policy of the Member.

Section 7. MEETINGS

The annual meeting and at least three (3) regular meetings of the Board of Directors shall be held each year at such time as may be determined by the Board of Directors. All meetings of the Board of Directors shall be held at the corporate office or at such other place as may be designated by the Board of Directors. Special meetings of the Board of Directors may be held at any time upon the call of the Chair or by a majority of the Board of Directors.

Section 8. OPEN MEETINGS

All meetings of the Board of Directors shall be open to members of the Society. This does not preclude the Board from going into executive or closed session during a meeting if such is appropriate, reasonable and consistent with good governance practice.

Section 9. NOTICE

Notice of time and place of all meetings shall be delivered to each Director either personally, by telephone, by facsimile, electronically or by first class mail, with charges prepaid, at the Director's address as shown on the records of the Corporation. In the case that the notice is mailed, it shall be deposited in the United States mail at least five (5) business days before the time of the holding of the meeting. In the case that the notice is delivered personally, by telephone, by facsimile or electronically, it shall be delivered at least forty-eight (48) hours before the time of the holding of the meeting. Notice of any meeting of the Board of Directors need not state the business to be transacted nor the purpose thereof. Notice to any Director may be waived by that Director by executing a written waiver thereof or by that Director's attendance at any meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 10. QUORUM

A simple majority of voting members of the Board of Directors shall constitute a quorum for the transaction of business at any duly held meeting of the Board of Directors, provided that a majority of the quorum is comprised of active members of the Society. Voting by proxy is not permitted.

Section 11. TELEPHONE OR ELECTRONIC CONFERENCE

Directors of the Board may participate in a meeting of the Board of Directors by means of conference telephone or other electronic communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Members of any committee designated by the Board of Directors may do the same for their committee meetings.

Section 12. VALIDATION OF MEETING

The transactions of the Board of Directors at any meeting, however called or noticed, or wherever held, shall be as valid as though they had taken place at a meeting held after call and notice if a quorum be present and if, either before or after the meeting, each Director signs a written waiver of notice, a consent to the holding of such meeting and an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 13. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Directors or committee thereof under any provision of law, the Articles of Incorporation or these Bylaws may be taken without a meeting if each Director or committee member signs a written consent which sets forth the action taken. Such written consents shall be filed with the minutes of the proceedings of the meeting. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors or committee members. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or committee. Any certificate or other document filed on behalf of the Corporation relating to an action taken by the Directors without a meeting shall state that the action was taken by the unanimous written consent of the Directors without a meeting and that the Bylaws of the Corporation authorized its Directors to so act.

Section 14. COMPENSATION

Directors shall not receive compensation for their services as Directors except as follows:

- (a) A Director may receive compensation for services rendered to the Corporation in a capacity other than as a Board member and
- (b) Such Director is a non-voting member of the Board. In the event, however, the Rule is changed to permit employees of the Corporation to serve as voting Directors, this limitation shall no longer apply.

ARTICLE VII CONFLICT OF INTEREST

Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors shall be disclosed to the other members of the Board of Directors and made a matter of record in the minutes of the meeting.

Any Director having a duality of interest or possible conflict of interest on any matter shall not vote or use personal influence on the matter, shall not be counted in determining the quorum for the meeting and shall not be present in the room when the Board of Directors votes on the matter. The minutes of the meeting should accurately reflect that a complete disclosure was made, the abstention from voting, the non-presence in the room when the vote was taken and a quorum was present.

The foregoing requirements shall not be construed as preventing the Director from briefly stating his or her position in the matter or from answering pertinent questions that may be directed toward that person by other Board members concerning the matter.

**ARTICLE VIII
NON-DISCRIMINATION POLICY**

The Corporation shall provide services to individuals and families without regard to race, creed, color, gender, sexual orientation, criminal justice status, disability, marital status, veteran status, national origin, age or physical handicap. The Corporation shall actively seek to recruit and retain volunteers and employees without regard to race, creed (with the exception of active members of the Society), color, gender, sexual orientation, disability, marital status, veteran status, national origin, age, physical handicap or any other criteria prohibited by law.

**ARTICLE IX
COMMITTEES**

Section 1. BOARD COMMITTEES

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one (1) or more committees each of which shall consist of two (2) or more Directors, to serve at its pleasure and to have such powers and perform such functions as may be assigned to them. Members of Board committees shall be appointed by and may be removed by the Chair. The resolution designating a committee shall set forth the composition and responsibilities of any such committee. The Board of Directors may terminate any Board committee at any time.

Section 2. OTHER COMMITTEES

Other committees, ad hoc committees and task forces may be established by the Board of Directors from time to time and may be terminated by the Board of Directors at any time. They shall make recommendations to the Board of Directors, a committee of the Board of Directors or the Chair and perform such other functions as requested, but shall not be empowered to act on behalf of the Board of Directors.

**ARTICLE X
OFFICERS**

Section 1. OFFICERS OF THE CORPORATION

The Corporation shall have a Chair, a Vice Chair, a Secretary, and a Treasurer, each of whom shall be an active member of the Society. The Corporation may also choose to appoint/hire a Chief Executive Officer. The Board of Directors may elect such subordinate officers as it deems necessary to serve for such period and have such authority and perform such duties as the Board of Directors may authorize and may remove any such subordinate officers.

Section 2. ELECTION OF OFFICERS

The Chair shall be nominated by the President of the Member after consultation with the Chief Executive Officer of the Member if there is one and shall be elected by majority vote of the Board of Directors at its annual meeting, subject to the approval of the Member. The Vice Chair, Secretary and Treasurer shall be elected by majority vote by the Board of Directors at its annual meeting, subject to the approval of the Member. The Spiritual Advisor shall be an

active Catholic and shall be appointed by the Chair in compliance with the guidelines set forth in the Handbook for Spiritual Advisors and any amendments thereto. The Chair, Vice Chair, Secretary, Treasurer and Spiritual Advisor shall serve for a three (3) year term and until their successors are elected or appointed and shall take office; they may be elected or appointed to successive terms. The Chief Executive Officer, if there is one, shall be selected and may be removed as provided in Article XI hereof.

Section 3. REMOVAL

The Chair, with the approval of the Member after consultation with the President of the Member, may be removed from office at any time by a vote of the majority of the entire Board of Directors. The Vice Chair, Secretary and Treasurer may be removed from office at any time by a vote of the majority of the entire Board of Directors. The Spiritual Advisor may be removed by the Chair after consultation with the Board of Directors.

Section 4. VACANCIES

A vacancy in the office of Chair, Vice Chair, Secretary, Treasurer, Spiritual Advisor or Chief Executive Officer caused by death, resignation, removal or otherwise may be filled at a regular or special meeting of the Board of Directors for the unexpired term in the manner provided for the election or selection of such officer.

ARTICLE XI DUTIES OF OFFICERS

Section 1. CHAIR

The Chair 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 Chair 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 Member have authorized to be executed, the Chair is also authorized to execute such documents if his or her signature is required. The Chair shall appoint members of all committees. The Chair shall perform all duties incident to the office of the Chair.

Section 2. VICE CHAIR

The Vice Chair shall perform the duties and exercise the powers delegated by the Board of Directors or the Chair of the Corporation.

Section 3. SECRETARY

The Secretary shall record or cause to be recorded the minutes of all meetings of the Board of Directors, shall be the custodian of the Corporation records and shall deliver the corporate records to his or her successor in office. The Secretary 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, as a member of the Board of Directors, shall attend Board meetings and shall provide guidance to the Corporation on spiritual matters.

Section 6. CHIEF EXECUTIVE OFFICER (*NOTE: only if the Corporation has a Chief Executive Officer*)

6.1 Appointment and Supervision

The Corporation may have a Chief Executive Officer nominated by the President of the Member and approved by the Corporation's 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 Chair and will be accountable to and evaluated by the Board. The Chief Executive Officer, under the immediate direction of the Chair, shall have general and active management responsibilities for the Corporation, implement 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, supervise and dismiss employees as well as to define their duties
5. To establish the salaries of employees based on performance, policy, and 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 to otherwise obligate the Corporation for any item included in the budget, or if such item was not included in the budget, has been approved by the Board and for a total amount not to exceed \$_____ in any fiscal year.
9. To enter into any cooperative agreement, that has first been approved by the Board, with another organization or organizations, provided such is associated with an activity that is consistent with the Mission of the Society and does not commit Corporation resources in excess of \$ ____.
10. To authorize non-budgeted expenditures up to \$ _____.
11. To be responsible for the pursuit of grants, subcontract opportunities, government (to include local, county, state and national) contracts and grants, general donation solicitations and specific appeals provided such are for the benefit of the Corporation and its activity and purpose.
12. To, along with the Chief Financial Officer, if there is one, and if not, with the Corporation Chair, designate the depository or depositories for the funds of the Corporation and shall be the signatories with respect to the deposits in, the withdrawals from and the obligations against the account or accounts, in accordance with procedures, which the Board shall establish.

6.3 Review

The Board of Directors shall review the Chief Executive Officer's performance at least annually.

6.4 Resignation or Removal

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

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 Chair may remove the Chief Executive Officer from the employment of the Corporation after first consulting with the National Vice President of the Region in which the Member is located and also with the National CEO and then with the

concurrence of two-thirds of the full Board of Directors, 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 the case of any inconsistency between these Bylaws and such employment contract, the employment contract shall prevail.

ARTICLE XII ANNUAL REPORT

At the end of the fiscal year, the Treasurer shall prepare an Annual Report in a format agreed upon by the Member and the Board of Directors. The purpose of this report is to report the overall performance for the fiscal year for inclusion in the Annual Report of the Conference/Council. A teleconference Board Meeting shall be conducted to review the report prior to submittal to the Member for its approval and subsequent submittal to the Conference/Council.

ARTICLE XIII AUDIT

The Chief Executive Officer, if there is one, and if not, then the Chair, shall employ a qualified certified public accounting firm, selected by the Board of Directors, to perform an Annual Audit of the financial books and records of the Corporation in accordance with the requirements of the Sarbanes-Oxley Act. The CPA involved in the audit shall be changed every five (5) years or sooner as required by the Sarbanes-Oxley Act.

ARTICLE XIV PROHIBITION ON DIVERSION OF FUNDS

The funds of the Corporation shall be used for the works of the Society. 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. This does not restrict the exchange of funds to other organizations as part of a team or collaborative effort. The Treasurer is charged as the responsible Officer to ensure adherence to this Article.

ARTICLE XV INDEMNIFICATION

Each Member, Director or Officer of the Corporation, hereinafter collectively referred to as "Covered Persons" and their heirs and legal representatives, shall to the extent permitted in accordance with standards and procedures contained in the Statutes and Administrative Regulations of the State in which the Corporation is incorporated and does business, be indemnified and held harmless by the Corporation against any claims, demands, liabilities, expenses, counsel fees and costs reasonably incurred by them, their estate or their heirs in connection with, related to, or arising out of any action, suit, proceeding or claim in which any of them are made a party by reason of their being, or having been, such Covered Persons; provided, that in no case shall the Corporation indemnify and hold such Covered Persons harmless with respect to any matters as to which they are liable for malfeasance in the performance of their duties as such Covered Persons. The indemnification herein provided shall also apply to any amount paid in compromise of any action, suit, proceeding or claim asserted against such Covered Persons (including expenses, counsel fees and costs reasonably

incurred in connection therewith) provided the Board of Directors shall have first approved such proposed compromise settlement, but in taking such action any Director involved shall not be qualified to vote thereon. In determining whether or not a Covered Person was liable for malfeasance in relation to such matters, the Board of Directors may rely conclusively upon an opinion of independent legal counsel selected by the Board of Directors.

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an agreement by the Officer, Director, employee, or agent to repay such amount, unless it shall ultimately be determined that she/he is entitled to be indemnified by the Corporation as authorized by these Bylaws.

The Corporation may purchase and maintain insurance on behalf of any person who is or was an Officer, Director, employee or agent of the Corporation against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under the provisions of these Bylaws.

Additionally, the Corporation may provide indemnification to any Covered Person or other employee or agent of the Corporation to the extent permitted by the Statutes and Administrative Regulations of the State in which the Corporation is incorporated and does business and as the same may be amended.

The right of indemnification herein provided shall not be exclusive of any other rights to which such Covered Person may be lawfully entitled.

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

ARTICLE XVII DISPOSITION OF ASSETS

ASSETS

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

No asset shall be transferred to a non-Vincentian entity without proper reimbursement whether

in cash, in kind, in services or accompanied by a memorandum approved by the Corporation setting forth a mutually agreeable exchange.

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

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

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

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

**ARTICLE XVIII
FISCALYEAR**

The fiscal year of the Corporation shall be October 1 through September 30.

**ARTICLE XIX
SEAL**

The Corporation shall have no seal.

**ARTICLE XX
AMENDMENT**

These Bylaws may be amended by a resolution adopted by a majority vote of the full Board of Directors which resolution shall set forth the proposed amendment and direct that it be submitted to the Member as provided in Article V, provided that any such amendment to these Bylaws shall not be effective until approved by the Member.

Dated _____

Special Works Bylaws

Signature Page

Please sign and forward these Bylaws to the Upper Council President.

If none, forward to the region's National Vice President

If any changes were made to these Special Bylaws (other than name and location), then they must be approved by your immediate Upper Council President or your region's National Vice President.

The minutes from the _____ meeting,
(Conference/Council Name)

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

Signed by:

(Name) (Title)

(Name) (Title)

Approved by next Upper Council President _____

Date: _____

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

Date: _____