

# **BYLAWS FOR THE SAINT MARY OF THE ANNUNCIATION CONFERENCE**

## **GENERAL SECTION**

### **Article 1 - OFFICIAL NAME**

The name of the Conference is the Society of St. Vincent de Paul, Saint Mary of the Annunciation Conference.

### **Article 2 - LOCATION AND TAX STATUS OF THE CONFERENCE**

The Principal Office of the Conference shall be 415 E. 8<sup>th</sup> Street, New Albany, Indiana, 47150. The Conference shall use the Employer Identification Number (EIN 37-1507632) of the Archdiocesan Council of Indianapolis, Inc., herein after referred to as the Upper Council, and as such, operates under the Upper Council.

### **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 in building a more just world through personal relationships with and service to people in need." 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 Archdiocesan 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 Conference provides services to individuals without regard to race, creed, color, gender, sexual orientation, criminal justice status, disability, marital status, veteran status, national origin, age or physical handicap.

### **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 St. Mary of the Annunciation Parish. 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 District Council to which it is attached. 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.

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. 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 Archdiocesan Council with which it is affiliated for indemnification, insurance and conflict of interest policies.

#### **Article 17 - OTHER MATTERS**

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

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

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

