

**CORPORATE BYLAWS**  
**SOCIETY OF ST. VINCENT DE PAUL COUNCIL**  
**OF SEATTLE/KING COUNTY**

**A WASHINGTON NONPROFIT CORPORATION**

**Feb. 1, 2019**

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*Adopted on 7/19/01 by a 33-1 vote of the Board of Directors.*

*Amended on 9/27/03 by Council Resolutions No. 1 and No. 3. Amended on 10/16/04 by Council Motion.*

*Amended on 4/21/07 by Council Resolutions Nos. 1 - 5.*

*Amended on 8/19/08 by Board motion per Article X Section 4. Amended on 12/12/08 by Council Resolution.*

*Amended on 7/25/09 by Council Motion.*

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*Amended on 1/26/19 (Article V, Section 5 Board of Directors Proxy Representation by Precinct Members of Board)*

## **Article I. OFFICES**

The principal office of the Society of St. Vincent de Paul Council of Seattle/King County (“the corporation”) is at 5950 Fourth Avenue South, Seattle, Washington 98108.

The Board of Directors (“Board”) may move this office or establish additional offices, but the principal office must remain within King County, Washington.

## **Article II. RULE OF THE SOCIETY**

This Council was instituted by the International Council General of the Society of St. Vincent de Paul on October 8, 1923.

The Rule of the Society, as specified in the United States Manual of the Society, is incorporated into these bylaws.

## **Article III. MEMBERSHIP**

Members of this corporation are Conferences of the Society.

### **Section 1. Conferences—Definition**

Conferences are the basic and essential grouping of the Society. Each such unit, because of its Vincentian commitment, engages regularly in the person-to-person service of those in need. The persons to be helped and the works to be performed are determined by the Conference itself. Conference services are provided without recompense to the members of the Conference.

### **Section 2. Membership Qualifications**

Conferences qualify for membership in this corporation if they are:

- (a) based in King County, Washington,
- (b) engaged in regular Vincentian activity, and
- (c) either aggregated as described in the United States Manual of the Society or in the process of being aggregated by October 1, 2002.

### **Section 3. Admission**

The Council, acting on a recommendation from the Board, may admit any qualified Conference to membership. The Council must assign a newly admitted Conference to one of the precincts listed in Article X Section 4.

### **Section 4. Representation, Voting and Proxies**

Each Conference is represented for any corporate membership purposes, including voting in the Council, by its Conference President or by any other member of the Conference holding a valid proxy.

Proxies must be in writing, dated and signed by the Conference President. Proxies may be for a single meeting or for a limited duration not to exceed 3 months.

### **Section 5. Dues**

Conferences admitted to membership in the corporation must pay dues annually in the amount set by the Board.

### **Section 6. Inactive Status**

The Council may place Conferences on inactive status, after giving appropriate notice, if they fail to meet any qualification listed above for more than 1 year.

Inactive Conferences may not vote, are not counted for quorum purposes, and need not pay dues.

Inactive Conferences may become active again by the same procedure as for initial admissions (see Section 3 above).

## **Article IV. COUNCIL**

### **Section 1. Definition**

The Council is the assembly of Conferences with membership in the corporation.

Each Conference has one vote, cast by its President or by a member of the conference holding a valid proxy (see Article III Section 4).

### **Section 2. Open Meetings**

Council and Precinct meetings are open to any member of the Society, except when the Council or Precinct specifically decides to go into executive session.

### **Section 3. Regular Meetings**

The Council holds regular meetings at least quarterly at a time and place determined by the Board. Notice, including the agenda of the meeting, must be sent to Conferences at least 10 days in advance of the meeting.

### **Section 4. Special Meetings**

Special meetings of the Council may be called by the Council President, the Board, or one third of the Conferences. The Board will set the time and place. Notice of any special meeting must be sent at least 10 days in advance of the meeting and must state the purpose of the meeting. Only business mentioned in the notice will be in order.

### **Section 5. Precinct Meetings**

Conferences in each precinct are expected to meet monthly between meetings of the whole Council to develop friendly Vincentian relations and to cooperate on a local level. Precinct meetings are called and chaired by the elected Director from that precinct. In the absence of the elected Director, meetings may be called and chaired by any Conference President in the precinct.

### **Section 6. Annual Meeting**

The first regular Council meeting in each fiscal year will be the Annual Meeting.

### **Section 7. Quorum and Voting**

One third of active Conferences constitute a quorum for the transaction of business. The Council President does not count toward the quorum.

Principal Officers may not vote on the Council, but the Council President may vote to break a tie.

The act of a majority of those voting on a question at a meeting at which a quorum is present is the act of the Council, unless a greater number is required by law or by these bylaws. Abstentions are not votes.

### **Section 8. Reserved Matters**

The following matters are reserved to a vote of the Council after recommendation from the Board:

- (a) Approving the annual budget;
- (b) Approving new programs or closing existing programs;
- (c) Approving all real property transactions, except leases shorter than 5 years in duration for existing programs;
- (d) Approving multi-year strategic plans;

- (e) Adopting a plan of merger or consolidation with another corporation;
- (f) Authorizing or revoking voluntary dissolution of the corporation;
- (g) Removing the Council President;
- (h) Admitting new Conferences to membership in the corporation or placing Conferences on inactive status; and
- (i) Any other matters referred by the Board.

The Board's recommendation on any of these matters must be included in the notice of the meeting.

The following matters are reserved to a vote of the Council and do not require a Board recommendation:

- (a) Amending the bylaws (see Article XIX) or the Articles of Incorporation;
- (b) Appointing and operating a Nominating Committee; and
- (c) Electing the Council President.

All matters not listed above are vested in the Board.

### **Section 9. Action by Written Ballot**

Any action that has been discussed at a Council meeting may be taken without a meeting if the corporation delivers a ballot to every Conference entitled to vote on the matter. A ballot must set forth each proposed action and a cutoff date for acceptance of votes.

Ballots may be delivered to Conferences by any method permitted for notices (see Article XI).

Approval of each proposed action is effective when:

- (a) The number of ballots cast equals or exceeds the number of votes required for a quorum at a meeting; and
- (b) The number of votes in favor of the proposed action equals or exceeds the threshold required at a meeting.

All solicitations for votes

- (a) Must indicate the number of responses needed to meet the quorum requirements;
- (b) Must state the percentage of approvals necessary to approve each matter;
- (c) Must specify a reasonable cutoff date by which a ballot must be received by the corporation in order to be counted;
- (d) May include factual background material to assist Conferences in deciding how to vote; and
- (e) May not include any arguments for or against any proposed action.

A ballot may not be revoked once it has been cast. Action is effective, if approved, as of the cutoff date specified for voting.

Records of such action, including signed ballots, will be kept as if a meeting had taken place. Ballots cast under this section have the same effect as meeting votes and may be described as such in any document.

Ballots may be cast by either:

- (a) delivering a signed ballot to the corporation by hand, by mail or by fax, or

- (b) sending an email to the corporation from an address previously consented to by the voter to receive notice (see Article XI) containing unambiguous vote(s) on the question(s) on the ballot.

## **Article V. BOARD OF DIRECTORS**

### **Section 1. General Powers**

Management of the affairs, property, and interests of the corporation is vested in the Board, except for matters expressly reserved to a vote of the Council by law or by Article IV Section 8.

### **Section 2. Number and Tenure**

The following are voting Board members (also called Directors):

- (a) Principal Officers, as specified in Article VI Section 1 below, who serve as ex-officio Directors during their terms in office.
- (b) One Director for each precinct, elected to a 3-year term by Conferences in the precinct. Election procedure is specified in Article X Section 3.
- (c) Up to four additional Directors appointed by the Board for 3-year terms and confirmed by the Council.

No person may serve on the Board for more than two consecutive terms, and a further term must elapse before that person is eligible again. Service for less than 18 months of a term does not count toward this limit. This limit does not prevent a Director from being elected Council President and serving two consecutive terms as such, and does not prevent the immediate past Council President from being appointed and confirmed under paragraph (c) above.

No more than two Directors may be from the same Conference.

### **Section 3. Qualifications**

Directors in section 2(a) above must meet qualifications for officers as listed in Article VI Section 3. Directors in section 2(b) above must be Catholic and be active members of a Conference. Directors in category 2(c) must have some expertise or experience that is beneficial to the work of the Board and must support the mission of the Society.

All Directors must be willing and able to attend Board meetings regularly and to contribute to the work of the Board.

No person may be a Director if they receive salary or other remuneration, excluding reimbursed expenses, from the Society or any of its Conferences or Councils.

### **Section 4. Duties**

Directors' duties are to:

- (a) Attend Board meetings regularly.
- (b) Read and familiarize themselves with: (i) the Articles of Incorporation and bylaws, (ii) the United States Manual of the Society of St. Vincent de Paul, and (iii) the Board's policies and procedures manual if one exists.
- (c) Perform any duties assigned by the Board.
- (d) Perform any other duties that are customary for Directors or required by law.

### **Section 5. Proxies**

Directors may be represented at board meetings by proxies who must be active Vincentians from that precinct. To be represented by a proxy a director must notify the president at least one day in advance by phone, email, or in person.

### **Section 6. Resignation**

A Director may resign at any time by giving oral or written notice at any Board meeting or by delivering written notice to the Council President or Secretary.

**Section 7. Removal**

A Conference precinct may remove its elected Director by majority vote of all Conferences in the precinct, and the Board may remove an appointed Director by majority vote of all members of the Board. Ex-officio Directors must be removed from office (see Article VI Section 5) in order to be removed from the Board.

Removal may only be for serious moral or legal cause or for sustained and demonstrated failure to exercise their duties.

The Board will publish rules of procedure for removal to ensure due process and to uphold Vincentian principles. Any action for removal must follow those rules.

**Section 8. Vacancies**

Except in the case of Council President, vacancies on the Board arising for any reason may be filled for the remainder of the term in the same manner as the original election or appointment.

**Section 9. Agenda and Minutes**

The Council President prepares the Board's agenda with input from Board members and the Executive Director. Minutes of Board meetings will be distributed to the Council.

**Section 10. Open Meetings**

Board meetings are open to any member of the Society, except when the Board specifically decides to go into executive session.

**Section 11. Regular Meetings**

The Board meets monthly at a time and place determined by the Board. The Board may designate 1 month each fiscal year when no regular meeting will be held.

Decisions about time and place of regular meetings noted in the Board's minutes serve as sufficient notice.

**Section 12. Special Meetings**

Special meetings of the Board may be called by the Council President or by at least three Directors. The Council President will fix the time and place of the meeting. Notice stating the purpose of the meeting must be given at least 5 days in advance, except in cases of emergency when it should be given as conditions permit.

**Section 13. Quorum and Voting**

One half of the Directors constitute a quorum for the transaction of business.

The person acting as chair during the discussion of a question may only vote on that question to break a tie.

The act of a majority of Directors voting on a question at a meeting at which a quorum is present is the act of the Board, unless a greater number is required by law or by these bylaws. Abstentions are not votes.

**Section 14. Presumption of Assent**

Under state law, Directors present at a meeting at which action on a corporate matter is taken will be presumed to have assented to the action taken.

Directors who wish to dissent or abstain must do so explicitly:

- (a) when the action is taken, or
- (b) before the end of the meeting by notifying the secretary of the meeting, or
- (c) immediately following the meeting.

Directors who have explicitly voted in favor of an action may not dissent or abstain as indicated above.

**Section 15. Action Without a Meeting**

Any action required or permitted to be taken at a Board meeting may be taken without a meeting if notice setting forth the action is signed by all Directors indicating their consent.

Action so taken is effective when the last consent is signed, unless the notice contains an earlier or later effective date.

Records of such action, including signed consents, will be kept as if a meeting had taken place. Consents signed under this section have the same effect as meeting votes and may be described as such in any document.

For purposes of this section, “signed consent” includes email indicating consent to such action and sent from an address previously consented to by the Director to receive notice (see Article XI).

**Section 16. Compensation**

A Director may not receive any salary or compensation for service as a Director but may receive reimbursement for reasonable and properly documented expenses incurred in performing duties as a Director.

**Article VI. OFFICERS****Section 1. Principal Officers**

The Principal Officers of the corporation are Council President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President/Secretary, and Treasurer.

The 2<sup>nd</sup> Vice-President also holds the office of Secretary but has only one vote on the Board.

**Section 2. Election and Term of Office**

The Council elects the Council President according to the provisions of Article X Section 1. The Board elects other officers as soon as possible after the new President takes office.

Officers serve until the President leaves office and until their successors have been appointed or elected, unless they die, resign, or are removed.

No person may serve more than two consecutive terms in the same office, and a further term must elapse before that person is eligible again for that office. Service for less than 18 months of a term does not count toward this limit.

**Section 3. Qualifications**

All Council officers must be: (a) Catholic, (b) active members of a Conference, (c) willing and able to attend meetings regularly, and (d) willing and able to perform the duties of their offices. Officers do not need to be members of the Board at the time of their election.

The Council President and Vice-Presidents should preferably be current or former Conference Presidents or Vice-Presidents, however any qualified candidate would be considered.

**Section 4. Resignation**

Any officer may resign at any time by giving oral or written notice at any Board meeting or by delivering written notice to the Council President or Secretary.

**Section 5. Removal**

The Council may remove the Council President by majority vote of all Conferences, and the Board may remove any other officer by majority vote of all members of the Board.

Removal may only be for serious moral or legal cause or for sustained and demonstrated failure to exercise their duties.

The Board will publish rules of procedure for removal to ensure due process and to uphold Vincentian principles. Any action for removal must follow those rules.

**Section 6. Vacancies**

A vacancy in the Presidency is filled by promoting the Vice-Presidents if less than 1 year remains in the Council President's term. If more than 1 year remains, a special election must be held to fill the remainder of the term according to the procedure described in Article X Section 1.

A vacancy in any other office is filled by the Board for the remainder of the term.

**Section 7. Council President**

The Council President's duties are to:

- (a) Preside at meetings of the Board or Council.
- (b) As chair of the Board, act as liaison between the Executive Director and the Board to ensure collaboration and coordination. In this role, the Council President does not make policy decisions – the whole Board decides policy.
- (c) Visit Conferences to encourage and assist them in their service to the poor.
- (d) Ensure that regular Vincentian training and retreats are organized.
- (e) Promote collaboration with other organizations.
- (f) Encourage twinning, projects, and the general work of the Society.
- (g) Represent the corporation at public functions.
- (h) Represent the corporation at Archdiocesan, Regional, and National meetings.
- (i) Sign deeds, mortgages, bonds, contracts, or other instruments when authorized by the Board.
- (j) Perform any other duties assigned by the Board or the Council.

The Board may direct the Executive Director to assist in any of these duties.

The Council President does not supervise or direct employees and does not perform day-to-day management of the organization – the Executive Director performs these duties.

The Council President is an ex-officio member of all committees except the Nominating Committee.

**Section 8. Vice-Presidents**

If the Council President is temporarily absent, unable, or unwilling to act, the Vice-Presidents perform the Council President's duties in order of succession. In this case, the Vice-President acting as Council President has the powers and restrictions that apply to the Council President.

The Vice-Presidents also perform duties assigned by the Council President or the Board.

**Section 9. Treasurer**

The Treasurer's duties are to:

- (a) Chair the Finance Committee and provide and explain its advice to the Board on corporate finance policy; and
- (b) Perform any other duties assigned by the Council President or the Board.

**Section 10. Secretary**

The Secretary's duties are to:

- (a) Take minutes of the meetings of the Board and distribute them to the Board and the Council;
- (b) See that all notices are given in accordance with the provisions of these bylaws or as required by law;



- (c) Be custodian of the corporate records;
- (d) Keep a register of contact addresses, phone and fax numbers, and e-mail addresses for each Conference President, Director, and standing committee member, all of whom are responsible for furnishing the Secretary with up-to-date addresses and numbers;
- (e) Keep a register of Conferences admitted to membership in the corporation; and
- (f) Perform all duties incident to the office of Secretary and any other duties assigned by the Council President or the Board.

The Board may assign any of these duties to the Executive Director.

## **Article VII. COMMITTEES**

### **Section 1. Establishment**

The Board, acting by written resolution, may create, reorganize, or disband standing or ad-hoc committees as the needs of the corporation may require or as recommended by the United States Manual of the Society. The resolution must specify how members and the chair are to be selected, the duties of the committee, and its duration.

Committee chairs must be active members of a Conference. Committee members must support the mission of the Society.

No committee may have any of the discretionary authority of the Board, but specific tasks or duties may be assigned to any committee.

The Board is responsible for the operation of all committees, except the Nominating Committee for which the Council is responsible.

### **Section 2. Term of Office**

Committee members and chairs serve 3-year terms or until the committee is disbanded, whichever is sooner. No person may serve more than two consecutive terms on any one committee, and a further term must elapse before that person is eligible again. Service for less than 18 months of a term does not count toward this limit.

### **Section 3. Removal**

The Board may remove any member or chair of any committee except the Nominating Committee if, in its judgment, the best interests of the Society would be served by removal.

### **Section 4. Resignation**

Members of any committee may resign at any time by giving oral or written notice at a committee meeting or by delivering written notice to the committee chair, the Council President, or the Secretary.

### **Section 5. Vacancies**

Vacancies in the membership of any committee may be filled in the same manner as the original appointments.

### **Section 6. Quorum**

A majority of committee members constitute a quorum.

The act of a majority of the members voting at a meeting at which a quorum is present is the act of the committee. Abstentions are not votes.

### **Section 7. Proxies**

Proxies are not permitted unless a committee or the Board decides otherwise. In any event, proxies may not vote.

**Section 8. Rules**

Each committee may adopt rules for its own government, provided that they are not inconsistent with these bylaws or with rules adopted by the Board.

**Section 9. Membership Restrictions**

No more than two members of any standing committee may be from the same Conference. No person may serve on more than two standing committees at the same time.

**Article VIII. EXECUTIVE DIRECTOR**

The Executive Director supervises and directs the staff and operations of the corporation according to policies and procedures decided by the Board. He or she is hired by and serves at the pleasure of the Board. The Executive Director attends Council and Board meetings and participates in discussions but may not make motions or vote.

**Article IX. SPIRITUAL ADVISOR**

The charitable purpose of the Society is part of the life of the Church and justifies the participation – as often as possible – of the Spiritual Advisor. He participates in discussions and offers spiritual and moral guidance but may not make motions or vote.

The Council President will ask the Archbishop to serve as Spiritual Advisor or to designate an alternate.

**Article X. ELECTIONS****Section 1. Council President**

Regular elections for Council President occur in 2001 and every third year thereafter, with the process to be completed by August 15<sup>th</sup>.

The Presidential election is a three-step process:

- (1) **FIRST MEETING.** The Council appoints a Nominating Committee whose duty is to seek qualified candidates for the office of Council President. All candidates must meet the qualifications in Article VI Section 3 and be willing and able to carry out the duties listed in Article VI Section 7.
- (2) **SECOND MEETING.** The Nominating Committee reports its recommendations. Additional nominations may be made from the floor, provided that the nominee accepts in person or submits a signed letter of acceptance at the time the nomination is made. All nominations will be published in the corporation's newsletter.
- (3) **THIRD MEETING.** Election is held by written ballot and may be done by mail. Ties will be broken by tossing a coin. The new Council President takes office on October 1<sup>st</sup> or immediately if the office is vacant.

Any of the steps above may be taken at a regular or special Council meeting.

Special elections following the process above may be called by the Board as required by Article VI Section 6 to fill vacancies in the office of Council President. The election should be completed within 60 days of the vacancy arising.

**Section 2. Officers**

The Board elects officers other than the President as specified in Article VI Section 2.

**Section 3. Directors From Precincts**

Conferences, voting by precinct, elect seven Directors to the Board. Election may take place at a precinct or Council meeting or by mail, provided that nominations have been made at a prior precinct or Council meeting. Voting must be completed by August 15<sup>th</sup>, and terms begin on October 1<sup>st</sup>.

In 2001, two precincts elect their Directors for a 1-year term, two precincts elect for a 2-year term, and two precincts elect for a 3-year term. All subsequent terms are 3 years. Which precincts begin with which length terms will be decided at random and specified in the resolution that adopts these bylaws.

Any member of a Conference in the precinct may nominate a person as Director, provided that the nominee accepts in person or submits a signed letter of acceptance at the time the nomination is made.

A nominee for Director from a precinct must be an active current member of a conference in the precinct and a current or former President or Vice-President of a conference. No person may serve more than two consecutive terms, and a further term must elapse before that person is eligible again. Service for less than 18 months of a term does not count toward this limit.

**Section 4. Precincts**

Conferences are grouped into the following precincts for Director elections:

- (1) NORTHWEST SEATTLE: St. Luke, Christ the King, St. Benedict, St. John, St. Alphonsus, Our Lady of Fatima, [St. Margaret], St. Anne.
- (2) NORTHEAST SEATTLE: St. Mark, St. Matthew, St. Catherine, Our Lady of the Lake, Blessed Sacrament, Assumption, St. Bridget, St. Patrick.
- (3) CENTRAL SEATTLE: Immaculate Conception, Blessed Rosalie Rendu, Sacred Heart (Seattle), St. James Cathedral, St. Joseph (Seattle), St. Mary, St. Therese, [Vietnamese Martyrs].
- (4) SOUTH SEATTLE: Holy Rosary, Our Lady of Guadalupe, Holy Family (Seattle), Our Lady of Lourdes, St. John Vianney (Vashon), St. Peter, St. Edward, St. Paul, St. George.
- (5) EAST KING COUNTY: St. Madeleine Sophie, Sacred Heart (Bellevue), St. Louise, Mary Queen of Peace, St. Joseph (Issaquah), Our Lady of Sorrows, St. Monica.
- (6) NORTHEAST KING COUNTY: St. Brendan, Holy Family (Kirkland), St. John Vianney (Kirkland), St. Jude, Holy Innocents Mission (Duvall), Blessed Teresa of Calcutta (Woodinville).
- (7) SOUTH KING COUNTY: St. Anthony (Renton), Holy Family (Auburn), Holy Spirit (Kent), St. Bernadette (Burien), St. Francis of Assisi (Seahurst), St. John the Baptist (Kent), St. Philomena (Des Moines), St. Theresa (Federal Way), St. Vincent de Paul (Federal Way).

[ ] = *inactive conference*.

A Conference may change its precinct assignment with the approval of the precinct it is leaving, the precinct it is joining, and finally the Board.

The Council will assign a newly admitted Conference to a precinct at the time of admission.

Either change listed above will amend this section without needing to follow the bylaw amendment process specified in Article XIX.

**Article XI. NOTICE****Section 1. Delivery**

Any notice required by these bylaws may be delivered by US mail, by fax or by email.

Notices sent by mail will be deemed delivered when deposited in the US mail in a sealed envelope with postage prepaid, addressed to the location shown on the Secretary's records.

Notices sent by fax will be deemed delivered when the sending fax machine indicates successful delivery to the number shown on the Secretary's records.

Notices sent by email will be deemed delivered when an email has been sent to the address shown on the Secretary's records, and no non-delivery notice has been received.

**Section 2. Requests to Receive Only Mailed Notices**

Members or Directors who want to receive all notices by US mail may do so by requesting such in writing to the Secretary.

**Article XII. WAIVER OF NOTICE**

Whenever the Washington Nonprofit Corporation Act, the Articles of Incorporation, or these bylaws require notice to be given, a waiver in writing signed by the person(s) entitled to notice is deemed sufficient.

Attendance at a meeting constitutes a waiver of notice of that meeting, except when a person attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

**Article XIII. FINANCES**

**Section 1. Fiscal Year**

The corporation's fiscal year runs from October 1<sup>st</sup> to September 30<sup>th</sup>.

**Section 2. Payments and Indebtedness – Signatures**

Orders for the payment of money (including checks and drafts) or evidences of indebtedness (including notes) issued in the name of the corporation may only be signed by:

- (a) The Council President, Executive Director, or Controller; or
- (b) Any officer(s), employee(s), or agent(s) as specifically authorized by the Board.

The Board may require two signatures for amounts above a specified threshold that the Board will review annually.

**Section 3. Bonding**

The Board may require any person with access to corporate funds to be bonded. The Board will set terms of any bond.

**Section 4. Deposits**

Within two banking days of receipt, all funds of the corporation must be deposited to the credit of the corporation in FDIC-insured accounts at banks selected by the Board.

**Section 5. Gifts**

The Board may review the acceptance of any contributions, gifts, bequests, or devises intended for special or general purposes of the corporation. Donors must specify any restrictions at the time of acceptance by the corporation. In the absence of any specified restrictions, the corporation may use the donation for any general purposes.

**Section 6. Audit**

The Board will organize a professionally conducted audit each fiscal year.

**Section 7. Conflict of Interest Disclosure**

Any Director, officer, employee, or agent of the corporation having a personal or financial interest or having a relative with a personal or financial interest in any transaction must disclose that interest as soon as possible after the transaction is first contemplated, but in any event before the transaction is completed. The Board must decide what course of action to take after considering the circumstances of the conflict.

**Section 8. Donations or Distributions**

The corporation is prohibited from applying or distributing funds to any non-Vincentian cause, however praiseworthy it may be.

**Article XIV. BOOKS AND RECORDS**

The corporation will keep correct and complete books and records of account as well as minutes of the proceedings of the Council and the Board.

**Article XV. DIRECTOR LIABILITY**

A Director is not personally liable to the corporation or to its members for monetary damages for conduct as a Director. This provision does not eliminate or limit a Director’s liability for:

- (a) acts or omissions by the Director that involve intentional misconduct or a knowing violation of law, or
- (b) transactions from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled.

**Article XVI. INDEMNIFICATION**

The corporation will indemnify its Directors, officers, employees, and agents to the greatest extent permitted by law.

The corporation may purchase liability insurance on behalf of:

- (a) any current or former Director, Executive Committee member, officer, employee, or agent, or
- (b) anyone who is serving as officer, employee, or agent of another entity at the corporation’s request.

The insurance policy may cover liability incurred in their official capacity and may be purchased even if the corporation lacks the power to indemnify the person concerned.

**Article XVII. PARLIAMENTARY AUTHORITY**

Any member at a meeting may invoke the rules in the current edition of Robert’s Rules of Order Newly Revised. When invoked, these rules will govern except where they are inconsistent with these bylaws, the Rule of the Society, or any special rules of order the Council or Board may adopt.

## **Article XVIII. TAX MATTERS**

### **Section 1. Purpose**

This corporation is organized exclusively for charitable, religious, educational, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (“Section 501(c)(3)”), including within such purposes the making of distributions to organizations exempt from federal income tax under Section 501(c)(3).

### **Section 2. Limitations**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Bylaws and Articles of Incorporation.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 corporation 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.

### **Section 3. Continued Exemption**

The corporation shall take the steps necessary to ensure its continued exemption under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **Section 4. Dissolution**

Upon the dissolution of this corporation, net assets remaining after payment of creditors shall be distributed as follows:

- (a) Firstly, to one or more Councils and/or Conferences of the Society of St. Vincent de Paul, provided that such Councils or Conferences are exempt from federal income tax under 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- (b) If the foregoing is not possible, such assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or to the federal government, or to a state or local government, for a public purpose.
- (c) Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of 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, which are organized and operated exclusively for such purposes.

## **Article XIX. AMENDMENTS**

The Council, acting by vote of a majority of all Conferences, may amend all or part of these bylaws. Notice of the proposed amendment must be given at least 15 days in advance.