

DOCUMENT 6 - BYLAWS FOR DISTRICT COUNCIL WITH AN INTEGRATED BOARD

(1) GENERAL SECTION

Article 1- OFFICIAL NAME OF ORGANIZATION

The name of the Corporation is: District Council of The Treasure Coast Society of Saint Vincent de Paul, Inc. (subsequently referred to as the "District Council"). This Corporation is affiliated with the National Council of the United States, Society of St. Vincent de Paul, Inc. (subsequently referred to as the "National Council").

Article 2 - LOCATION OF PRINCIPAL OFFICE AND CORPORATE SEAL

Offices

The statutory office of the District Council of The Treasure Coast, Society St. Vincent de Paul, Inc., shall be in the City of Port Saint Lucie and County of Saint Lucie, State of Florida, and at such other locations as determined by the District Council. The District Council shall determine the name of the agent for service of process.

The executive office of the Corporation shall be in the City of Port Saint Lucie, County of Saint Lucie, State of Florida. Other offices may be established at such other places as the District Council may from time to time determine.

The business of the Corporation shall be transacted at the executive office of the Corporation unless otherwise directed by the District Council.

Seal

The District Council may adopt, use and alter the Corporate Seal.

The Corporate Seal shall have inscribed thereon the:

Name of the corporation, the year of its organization and, the state in which it is incorporated.

Said seal may be used by causing it, or a facsimile thereof, to be impressed or affixed to any paper, writing or other document.

Article 3 - STATEMENT OF PURPOSE

"Inspired by Gospel values, the Society of St. Vincent de Paul, a Catholic lay organization, leads women and men to join together to grow spiritually by offering person-to-person service to the needy and suffering in the tradition of its founder, Frédéric Ozanam, and patron, Vincent de Paul. As a reflection of the whole family of God, members, who are known as Vincentians, are drawn from every ethnic and cultural background, age group, and economic level. Vincentians are united in an international society of charity by their spirit of poverty, humility and sharing, which is nourished by prayer and reflection, mutually supportive gatherings and adherence to a basic Rule. Organized locally, Vincentians witness God's love by embracing all works of

charity and justice. The Society collaborates with other people of good will in relieving need and addressing its causes, making no distinction in those served, because in them Vincentians see the face of Christ.”

National Council’s Mission Statement

The District Council of The Treasure Coast is responsible for animating and coordinating the work of Society of St. Vincent de Paul Conferences, Special Works and programs within its jurisdiction (and if applicable neighboring isolated Conferences).

The Primary Objective of this Corporation shall be to provide its member Conferences the opportunity for spiritual growth, fellowship and the opportunity to serve people in need. This is in keeping with The Rule of the Society of St. Vincent de Paul, which states: “No work of charity is foreign to the Society.”

Instituted by the Council General with the approval of the National Council, the District Council of The Treasure Coast unites directly the Conferences, Special Works and programs functioning within its boundary. The Conferences, Special Works and programs embraced are all within the Saint Lucie County of Florida (describe boundaries).

The District Council unites in spirit and helps and supports the said Conferences, Special Works and programs; assures liaison and communication links between member Conferences, Special Works and programs on the one hand and the higher Councils on the other hand to assist with adherence and faithfulness to The Rule; ensuring that the Special Works of the Council are agreed to by and receive ongoing support (which may include volunteers, personnel or funds) from the District Councils or other sources.

Non-discrimination Policy

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

The District Council’s Mission Statement may further define purposes.

The visible unifying link within the Society is the Aggregation of the Conferences and the institution of the Councils declared by the Council General (Rule –Part 1; 3.8)

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 - TAX EXEMPTION

This corporation is organized under the Nonprofit Public Benefit Corporation Law for the State of Florida for charitable purposes (if applicable by federal or individual state law).

The District Council will ensure that its tax-exempt status is maintained by complying with all applicable Federal and State requirements, including IRS policies.

Annually the District Council will ensure that it is included in the Official Catholic Directory (if applicable) so as to maintain its tax-exempt status.

As a 501 (c) (3) organization, if the District Council chooses to lobby it shall not exceed the allowable 501 (c) (3) limits.

Article 5 - PARAMOUNT AUTHORITY OF THE SOCIETY

Should any Bylaw, Rule or regulation adopted by the Society of St. Vincent de Paul, District Council conflict with The Rule and regulations of the Society of St. Vincent de Paul as now promulgated or hereafter adopted by the International Council General or the National Council, then and in that event such Bylaws, Rules or regulations should be void and of no effect. The International Council General's guidelines or the National Council of the United States directives on compliance to The Rule will be adhered to. In addition, if the Council appears to be part of the Society, but does not adhere to The Rule in terms of presidential terms, regular attendance at higher Council meetings, or otherwise does not maintain compliance with its approved institution papers, it shall not use the Society's name.

Parliamentary Authority

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

Rule of the Society

A copy of The Rule and Articles of Incorporation documents shall be kept with these Bylaws for the District Council with an Integrated Board.

Article 6 - AMENDING THE BYLAWS

Bylaws may be amended, altered or repealed at any regular or special meeting with the concurrence of the majority of the membership present, 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.

A copy of the Bylaws must be forwarded to the National Council and any subsequent changes, revisions, amendments, alterations or repeal of Bylaws must also be forwarded to the National Council.

Article 7 - SUSPENDING THE ORGANIZATION

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

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

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

In the event the Council should be permanently excluded and its work abandoned, all title to any real or personal property then owned by the Council remaining after debts have been satisfied, shall revert to the next higher Council. The President of the appropriate higher Council is responsible for taking the necessary action to implement decisions relevant to the Council, and arrange for the handing over of the records to the higher Council or its designee and in accordance with state law.

Article 8 - DISPOSITION OF ASSETS

Assets

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

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

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

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

Use of name of Society of St. Vincent de Paul: Any property so transferred from the District Council to any other group must not continue to carry the name of the Society for any purpose.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal

government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(2) MEMBERSHIP SECTION

Article 9 - MEMBERSHIP, NON DISCRIMINATION POLICY, AND COMPENSATION

Membership of the District Council

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

In compliance with The Rule of the Society only Active Members hold office in the Council.

Non-Discrimination Policy

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

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

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

Article 10 - SOLIDARITY CONTRIBUTIONS OF MEMBER COUNCILS

The basic financial support to maintain the National Council and the District Council's Region is provided by the Councils and Conferences within their respective jurisdiction. The amount to be contributed is set by the National Council and the Region. In addition, the National Council or the Region may elect to establish other sources of income to support their budgets.

From time to time the District Council, (Arch)Diocesan Council, Region or the National Council may establish a policy to cover reimbursement of expenses incurred by duly elected or appointed Vincentians for attendance at (Arch)Diocesan, Regional or National Council meetings and for dealing with the District, (Arch)Diocesan, Regional or National Council affairs. This policy may require the (Arch)Diocesan Council, District Councils, Conferences or Isolated Conferences to assume financial responsibility for their delegates or representatives to serve at these levels.

Article 11 - MEMBERSHIP OF COUNCIL/BOARD AND TERMS OF OFFICE

Conferences group together to form District Council/Boards that are made up of the Presidents of said Conferences and additional members appointed by the District Council President. District Councils represent at least three and ideally no more than twelve Conferences. The President of the District Council/Board is a member of the (Arch)Diocesan Council. (Part 3 Statute 10 - The National Council approves boundaries of the (Arch)Diocesan and District Councils. The National Council President approves and requests their Institution from the Council General in Paris.)

The District Council/Board is composed of:

- A duly elected President who must be an active member

- The Presidents of affiliated Conferences

- Members appointed by the President

- Officers of the District Council/Board (e.g. First and Second Vice Presidents, Treasurer(s), Secretary(ies)).

- Committee Chairpersons

- (Optional) All District Council past presidents are ex-officio (non voting) members of the Council.

Spiritual Advisor

Executive Director

All Presidential appointments to the District Council/Board require District Council/Board approval.

All appointments by a District Council/Board President are for that President's term of office unless otherwise noted.

Article 12 - ADMISSION PROCEDURES AND ELECTION PROCESS

Admission Procedures

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/Board and installed at the next District Council/Board Meeting.

Election Process for President of the District Council/Board

The District Council/Board is directed by a President elected through a process that culminates in a secret ballot for a three-year term (beginning on October 1st), which may be renewed once. 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.

The President of the District Council/Board convenes a Nominating Committee whose duty it will be to initiate and conclude the election process for the position of President of the Council/Board. A slate of candidates shall be prepared and presented to the District Council/Board. A period of three months should be allowed for appropriate District Council/Board members to consult with Conference members within their District Council and

to afford an opportunity to allow the candidates to be known to the members. Ballots will then be distributed to the Conference and the election held. A process for breaking a tie must be established before the vote occurs. If a tie should occur the process must provide for those casting the tie-breaking vote to be elected Council President. Only Conference Presidents and no District Council/Board appointees are eligible to vote in this election.

After a District Council/Board President has been elected that person should be installed at the next District Council/Board meeting and the name of that person should also be submitted to the (Arch)Diocesan Council President and thereupon that person shall be enrolled as a member of that Council and installed at its next Council Meeting.

Extraordinary Circumstances

Should the President resign, become permanently incapacitated, be removed from office (see Article #34 – Circumstances Under Which Officers May be Suspended), or die during the term of office, then the First Vice President of the Council/Board of shall serve as President until the election of a new President.

Upon the vacancy of the office of President prior to the completion of a three year term, the First Vice President shall within ten days from receipt of the notice of the vacancy of the office of President, convene a Nominating Committee whose duty it will be to initiate the election process. A slate of candidates shall be prepared and presented to the District Council/Board. A period of three months should be allowed for appropriate District Council/Board members to consult with their Conferences. Ballots will then be distributed to the District Council/Board members and the election held. 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. Only Conference Presidents and no District Council/Board appointees are eligible to vote in this election.

If the President, because of illness or any other reason, were unable to attend and preside at any meeting of the District Council/Board or conduct Council business, this privilege and duty may be delegated to the First or Second Vice President.

For serious reasons, the next higher Council can annul an election.

Article 13 - MEETING FREQUENCY AND NOTICE REQUIREMENTS

Meetings of the District Council/Board

The annual meeting of the District Council/ Board, which shall be a face to face meeting, shall be held upon such date and at such place as may be decided upon by the District Council/Board.

Regular or special meetings of the District Council/Board, which may be conducted face to face or by electronic means, may be called at any time and place, as follows:

1. As noted in the approved annual calendar of meetings;
2. By the President, upon at least a minimum of 48 hours notice;

3. By a simple majority of District Council members, upon at least a minimum of 48 hours notice.

Notices may be given by mail, fax, email or telephone.

Waiver of Notice

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

Article 14 - QUORUM REQUIREMENTS, PROXIES, AND OPEN MEETINGS

Quorum

A simple majority of members of the District Council/Board shall constitute a quorum , except for amending the Bylaws (Article 6) or termination of an Executive Director's employment (Article 31).

Proxies

Each District Council/Board member who is a Conference President shall be entitled to one vote which must be cast in person, provided, however, that should any District Council/Board member be unable to attend any meeting, that District Council/Board member shall have the power and authority in writing to designate an alternate or proxy from the same Conference as the District Council/Board member.

Appointed members are also entitled to one vote, however, they cannot designate a proxy.

Open Meetings

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

Article 15 - COUNCIL/BOARD MEETING

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

Meeting procedures include: 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 reading, address and discussion; approval of minutes of previous meeting; President's report; Secretary's report; Treasurer's report; Board (Directors and Auxiliary) reports; Committee reports; Conference reports, resolutions; Conferences and Special Works reports; special events planning, old business; new business; time and place of next meeting; secret collection, closing prayer; adjournment.

Article 16 - VOTING PROCEDURES, RESOLUTIONS, AND GOVERNANCE RESPONSIBILITIES

Voting Procedures

Each District Council/Board member has one vote. Once a quorum is present at a meeting, a simple majority of those eligible to vote is required to approve or disapprove a resolution.

Resolutions

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

Governance Responsibilities

The government and power of the District Council/Board shall be vested in its President, appointees, and the Conference Presidents and members who constitute the District Council/Board. Their Governance responsibilities include but are not limited to:

1. Electing the District Council President;
2. Approving the Organizational Structure, including Officers and any Auxiliary Boards;
3. Approving the Annual Budget prepared by the Treasurer; approving any amendments to the Annual Budget.
4. Approving policies or standing operating procedures that may be established to exceed budgeted expenditures or non-budgeted financial commitments up to certain dollar limits;
5. Recommending dissolution or the sale of all the corporation's assets;
6. Reviewing the Annual Audit and Audit review and ensuring that an Annual Report of the corporation is compiled in a timely manner;
7. Recommending to the (Arch)Diocesan Council (in accordance with the approved National procedures) amendments to The Rule of the Society and the National Council's governance policies.
8. Approving reports from Auxiliary Boards, if applicable,
9. Approving Presidential appointments, if applicable;
10. Approving policies as required by The Rule, Articles of Incorporation, Bylaws or Federal or State Laws; and addressing other issues as requested by the President;
11. Reviewing and evaluating the leadership, mission and planning of the District Council.

Article 17 - CIRCUMSTANCES UNDER WHICH MEMBERS, COUNCIL/BOARD MEMBERS/COMMITTEE MEMBERS MAY RESIGN OR BE SUSPENDED

For reasons prompted by the seriousness of a particular situation, the President General may suspend temporarily or permanently exclude a Council or a member, after notifying the Permanent Section accordingly. In case of a permanent exclusion this shall always entail the cancellation of the Aggregation.

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

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

For procedures for disposing of assets, the (Arch)Diocesan Council (or next higher Council if appropriate) should be consulted.

A Council/Board member may resign under the following conditions:

Voluntary resignation on the part of the member.

Cessation of effective membership; e.g. through-protracted non-attendance at Council/Board meetings without excused absence.

(3) **BOARD SECTION**

Most articles in this section are eliminated for District Council's with an integrated Board (Council/Board) however, the numbers where so noted, should not necessarily be omitted if applicable in the Membership Section or elsewhere.

Article 18 - NUMBER OF MEMBERS, QUALIFICATIONS AND GOVERNANCE

Reference: Article 11; Article 16

Article 19 - TERMS OF OFFICE AND TERM LIMITS

Reference: Article 11

Article 20 - FILLING VACANCIES

Conferences fill vacancies created by a change in Conference Presidents who is that Conference's duly elected representative to the District Council.

The District Council/Board President appoints, with the approval of the District Council/Board new members to its Council/Board.

Article 21 - MEETING FREQUENCY AND NOTICE REQUIREMENTS-NOT APPLICABLE

Article 22 - QUORUM, PROXIES, VOTING PROCEDURES, OPEN MEETINGS, RESOLUTIONS AND WAIVER OF NOTICE – not applicable

Article 23 - POWERS OF THE EXECUTIVE COMMITTEE

The Council/Board may have an executive committee of a minimum of members sufficient to perform the duties.

The executive committee may consist of the President, Vice President(s), Secretary, Treasurer, a limited number of Directors and the Executive Director (non-voting). (Option for Spiritual Advisor?)

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

Article 24 - DESCRIPTIONS AND POWERS OF STANDING AND AD HOC COMMITTEES OR SPECIAL PRESIDENTIAL APPOINTMENTS

If the District Council deems it necessary and appropriate one or more Standing Committees or Ad Hoc Committees can be formed and/or disbanded as the need arises. The District Council/Board establishes the charges for such committees through resolutions.

Chairs

Standing Committee

A Standing Committee Chair is appointed by the President of the Council and can serve on the Council/Board or an Auxiliary Board (as appropriate) representing that Committee.

Sub-Committee

A Standing Committee Chair appoints all Sub-committee Chairs after consultation with the President.

Ad Hoc Committee

For a specific charge and term approved by the Board is appointed by the President.

Committee Membership

Standing Committees

Chair

Sub-committee Chairs

Appointments - Chairpersons of Standing Committees, after consultation with the President, may appoint other committee members and entrust them with special responsibilities, either as members, advisors or staff to a Committee.

Sub-Committees

Chair

Appointments - a Sub-committee Chair, after consultation with the Standing Committee Chair, appoints members and entrusts them with special responsibilities either as members, advisors or staff to a Sub-committee.

Ad Hoc Committees:

Chair (appointed by the President)

Membership appointed by the chair following agreement by the President and/or Board.

Term Limits

All appointments by a chair terminate automatically when a new District Council President takes office. Chairpersons and members may however be re-appointed.

Quorum

A simple majority constitutes a quorum for Committee meetings.

Voting

All members (except paid staff) have one vote. All decisions require a simple majority for approval. A Standing Committee or Ad Hoc Committee Chair reports to the President or Council/Board on decisions, recommendations, etc., agreed to by the committee. A Sub-committee Chair reports to the Standing Committee Chair or Standing Committee on decisions, recommendations, etc. agreed to by the Sub-committee.

The final approval relevant to any issues rests with the District Council/Board in compliance with governance procedures.

Meeting Procedures

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

Establish and Dissolve Committees or Sub-committees.

Committees, Ad Hoc or Sub-committees can be established or dissolved by the Council/Board President in consultation with the Council/Board.

Circumstances under which Committee membership ceases.

Same procedures as for Council/Board

Article 25 - MEETINGS – not applicable

Article 26 - COMPENSATION – not applicable

Article 27 - Not Applicable Unless There Are Committees

(4) **OFFICERS SECTION**

Article 28 - DUTIES OF OFFICERS

Officers

President-Elected

Role and responsibilities of President

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

The President ensures that links and communication are effectively maintained between the Conferences and the Councils for which it has responsibility or to which it is attached. The President attends National Council meetings and represents the District Council/Board. The President develops working relationships with neighboring Councils, and with agencies and governmental welfare organizations within the Council's responsibilities.

The President shall, in general, supervise all affairs of the Council/Board. The President shall preside at all meetings of the Council/Board and the Executive Committee (if any) and shall be an ex-officio member of all other committees.

The President shall have responsibility for governance of the Council/Board and shall see that all orders and resolutions of the Council/Board or its Executive Committee are carried into effect. The President, or duly authorized agent shall execute all deeds, mortgages, bonds, contracts and other documents requiring a seal, under the seal of the corporation and shall have the general powers and duties of the supervision and management usually vested in the office of President of a corporation.

The President will advise the Council/Board of the requisite financial support that is to be provided to higher Council(s) and the Region annually.

Vice President(s)

Role and responsibilities of 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 Council/Board may assign. All Vice President(s) collaborate with the President in all matters affecting the Council/Board. The Vice President(s) shall attend the Council meetings.

Secretary(ies)

Role and responsibilities of Secretary(ies)

The Secretary shall attend meetings of the Council/Board and Executive Committee 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 Council/Board and Executive Committee and shall perform such other duties as may be prescribed by the President, Council/Board or Executive Committee.

The Secretary shall see that the seal of the corporation is kept in safe custody and that same is affixed to any instrument requiring it, and when so affixed, it shall be attested to by his/her signature or by the signature of the Treasurer. The Secretary is responsible for ensuring that records are kept of Aggregations (if necessary) and Institution, formal documents, meeting attendance and that the annual reports are collated.

Treasurer(s)

Role and responsibilities of Treasurer

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

The Treasurer shall be a member of the Finance Committee and attend meetings of the Council/Board and Executive Committee. The Treasurer informs members of the financial position by submitting a written statement at every meeting, and prepares a budget which shall be approved annually.

The Treasurer shall assure the disbursement of funds of the corporation as may be ordered by the Council/Board taking proper vouchers for such disbursements, and shall assure an account of all transactions, supported by the appropriate documentation and that the financial condition of the corporation is rendered to the President, Council/Board at the regular meetings, or whenever they may require it.

If required by the Council/Board, the Treasurer shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Council/Board for the faithful performance of the duties of the office and for the restoration to the corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the corporation.

The President may appoint one or more Assistant Treasurers to serve during the term of office. The Assistant Treasurers, in the order of their seniority, shall in the absence or disability of the Treasurer perform the duties, exercise the powers, and be charged with the responsibilities of the Treasurer, and shall perform such other duties as may be assigned to them by the President, Council/Board or Executive Committee.

Article 29 - SELECTING AND APPOINTING OFFICERS AND A SPIRITUAL ADVISOR

Vice President(s), Secretary(ies), Treasurer(s) and the Spiritual Advisor are appointed by the President and approved by the District Council.

Spiritual Advisor

Role and responsibilities of Spiritual Advisor: The Spiritual Advisor must be Catholic and be appointed by the President in compliance with National Council Guidelines set forth in the Handbook for Spiritual Advisors dated March 1999 and 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 Council and its members on spiritual matters. An ordained (e.g. Bishop, Priest or Deacon) Spiritual Advisor does not vote, however, a lay spiritual advisor (e.g. a Religious sister, brother, lay person) may vote.

Article 30 - TERMS OF OFFICE AND TERM LIMITS

President

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

Officers and the Spiritual Advisor

All Officers and the Spiritual Advisor named 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 a Spiritual Advisor and others who served under the previous President.

Article 31 - PROVISION FOR AN EXECUTIVE DIRECTOR

The District Council may have an Executive Director, hired by the Council/Board and supervised by the President, and accountable to and evaluated by the Council/Board. The Executive Director shall have general and active management responsibilities for the Council, implementing the policies and governance directives of the Council, the Council/Board and implementing the policy governance directives of the President and shall administer the day-to-day affairs of the District Council/Board including having responsibility for the supervision and management of the staff.

The Council/Board shall review the Executive Director at least annually. The Executive Director shall serve as an ex officio member of the Council/Board without vote and shall not be counted in determining the quorum.

Resignation or Removal

An Executive Director may resign at any time by giving written notice to the President of the Council/Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance by the President of the Council/Board.

The President may remove the Executive Director from the employment of the Council/Board with the concurrence of two-thirds of the full Council/Board. The Personnel Policies of the Council/Board and such other policy governance directives as may be adopted or implemented by the Council/Board may outline other terms and conditions of employment and termination.

Article 32 - CIRCUMSTANCES UNDER WHICH OFFICERS MAY BE SUSPENDED

“Circumstances Under Which Board Members May Resign or be Suspended” (See Article 17) also applies to Officers of the Council/Board.

(5) FISCAL MATTERS SECTION**Article 33 - ANNUAL REPORT, AUDITS AND ORGANIZATION ACCOUNTABILITY**

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

The President of the District Council after consultation with the Council/Board shall employ a qualified, independent accounting firm to perform an annual audit or audit review or such other agreed upon procedures deemed adequate including internal review conducted by the Board or its appointee(s) of the financial books and records of the Council/Board. If required by federal or state law, an Audit Review Committee will be appointed.

The Council/Board shall send an annual report to the Council/Board members within 180 days after the end of the corporation’s fiscal year. That report shall contain at least the following information in appropriate detail: assets and liabilities as of the end of the fiscal year; the principal changes in assets and liabilities; the corporation’s revenue or receipts; the corporation’s expenses or disbursements. The Treasurer is charged as the responsible Officer to ensure that the annual report is submitted.

All Federal, state and local regulations must be adhered to including but not limited to public inspection, disclosure, and substantiation requirements.

Additionally, Council/Board reporting systems must be in compliance with higher Council accountability standards.

Article 34 - DIVERSION OF FUNDS

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

The Council/Board will also comply with The Rule, Part III, Statute 23 regarding property and the distribution of funds.

Article 35 - INDEMNIFICATION, INSURANCE AND CONFLICT OF INTEREST

Indemnification

The private property of the Council/Board, Officers and Auxiliary Board Members shall not be subject to the payment of the corporate debts of the Council.

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

Insurance

The Council/Board develops policies that clearly define types and amounts of coverage it will provide and ensures that within those guidelines insurance is purchased, if appropriate, to cover, among other things, volunteers, property, general liability, directors and Officers and workers compensation.

Conflict of Interest

The Council/Board should always have in effect a conflict of interest policy, the purpose of which is to protect the organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Council member, Board member, Officer or member of a committee with Council/Board delegated powers who has a direct or indirect financial interest.

Article 36 – 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.

The approval of these Bylaws can be found in the minutes of the District Council of The
Treasure Coast Society of Saint Vincent de Paul, Inc.

Council Meeting on MARCH 19, 2009.

Signed by:

Rita Holz
(Name)

Secretary
(Title)

Donald J. Schiffgens
(Name)

Treasurer
(Title)