



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

BYLAWS

***INTRODUCTION
FOR DOCUMENT 8***

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

PREFACE

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

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

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

‘The Corporation actively seeks to recruit and retain volunteers without regard to race, creed (with the exception of Active Members), color, gender, sexual orientation, criminal justice status, disability, marital status, veteran status, national origin, age or physical handicap.’

AGGREGATION AND INSTITUTION OF CONFERENCES AND COUNCILS

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

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

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

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

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

Document 1. BYLAWS for Conferences without a Board of Directors

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

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

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

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

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

Document 5. BYLAWS for the National Council

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

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

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

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

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

The Bylaws documents were originally approved by the National Council Members at the Society of St. Vincent de Paul's 2005 Annual Meeting held in Chicago (August 31st - September 4th, 2005)

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and have been revised as needed so that good governance policies are in place and are in compliance with:

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

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

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

STRUCTURE

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

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

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

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

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

HOW TO USE THIS BOOK

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

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

Documents 2 – 7: Bylaws for Conferences with Special Works, Special Works Conferences, District Councils, Archdiocesan/Diocesan Councils and the National Council. These sets of bylaws are intended to provide the governance-drafting tool for more complex Conferences and Councils within the Society of St. Vincent de Paul.

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

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

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

The Integrated Council/Board (Documents 6 – 7)

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

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

District Councils without Boards (Document 8)

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

For Archdiocesan/Diocesan Councils without Boards (Document 9)

This set of Bylaws is intended for use by the Society’s Archdiocesan/Diocesan Councils that generally do not have employees, do not have reporting requirements to the IRS, do not need to provide their own insurance or indemnification coverage, do not own property, etc. In most cases the only action required by the Archdiocesan/Diocesan Council will be to insert the

Archdiocesan/Diocesan Council’s name and location, to adopt the document and to appropriately notify their National Vice President for the Region of adoption.

Step 1: The Need for Bylaws

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

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

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

Before you select which of these Documents is the proper one for your entity, a discussion of governance considerations should be held to be sure that the provisions best fit your situation. These considerations may include: However, Document 1 should be adopted in the form provided for Conferences without Boards after the inclusion of the Conference name and location. Documents 8 and 9 should be adopted in the form provided for District Councils and Archdiocesan/Diocesan Councils without Boards after the inclusion of the Council name and location. For entities with separate Boards or integrated Boards, while following the format provided in Documents 2 – 7, it may be necessary to give consideration to the following:

- a. Understanding the differences between Articles of Incorporation and Bylaws (e.g. Bylaws have Articles, but they are not the “Articles of Incorporation”);

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- b. Understanding the necessity of having your Bylaws reviewed by legal counsel;
- c. Planning the most effective way to approve, distribute and implement the Bylaws and to draft and approve any supportive policies and procedures. Make sure you comply with your current Bylaw amendment policy when repealing or altering Bylaws;
- d. Understanding the need to carefully follow the policies and procedures set out in your Bylaws;
- e. Understanding existing state laws.

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

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

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

A FEW WORDS OF CAUTION BEFORE YOU BEGIN

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

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

Conferences or Councils may need to modify some of these Bylaw Articles to meet operational and/or legal requirements specific to their organization and to be in compliance with state law. No single provision will be wholly appropriate for every Conference or Council. Organizational units should instead adapt the provisions according to the dictates of common sense and factors unique to their location, types and sizes of operations, membership and work forces.

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

Government contractors or Councils who have unionized employees may need different provisions. Councils with government or union contracts are subject to a multitude of federal, state

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and union laws and regulations. Such Councils should consult with legal counsel for assistance in drafting appropriate policies and procedures.

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

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

INTRODUCTION

BYLAWS IN CONTEXT

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

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

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

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

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

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

2. BYLAWS

The Bylaws, which are more easily revised and amended than the Articles of Incorporation, and which do not need to be filed with the state, should deal with more specific issues regarding

corporate structure and governance. **The Bylaws are subordinate to the Articles of Incorporation; if there is a conflict, the Articles always prevail.** Therefore, it is important that those operating nonprofit organizations ensure they are familiar with the contents of the Articles of Incorporation so that the Articles of Incorporation and Bylaws are never inconsistent. In addition, as noted above, both the Articles and the Bylaws must be consistent with state corporate laws and the Rule.

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

3. RESOLUTIONS

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

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

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

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

PROCEDURE FOR SUBMITTING RESOLUTIONS TO THE NATIONAL COUNCIL Effective September 2001

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

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

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

4. POLICY GOVERNANCE DIRECTIVES

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

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

5. POLICIES

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

Consensus Building Policy

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

6. EXTERNAL PARLIAMENTARY AUTHORITY

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

COMPLIANCE

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

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

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

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

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



***THE
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BYLAWS

***Document 8
FOR
DISTRICT COUNCILS WITHOUT A
BOARD OF DIRECTORS***

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DOCUMENT 8 - BYLAWS FOR DISTRICT COUNCILS WITHOUT A BOARD OF DIRECTORS

GENERAL SECTION

Article 1 - OFFICIAL NAME OF THE ORGANIZATION

The name of the Organization is: Society of St. Vincent de Paul, Council of _____ (subsequently referred to as the “Organization”). This Organization is affiliated with the National Council of the United States, Society of St. Vincent de Paul, Inc. (subsequently referred to as the “National Council”). (This District Council may also be affiliated with an Archdiocesan or Diocesan Council and, if so, such affiliation should also be shown here.)

Article 2 - LOCATION OF PRINCIPAL OFFICE

Offices

The statutory office of the Organization shall be in the Archdiocese/Diocese of _____, City of _____ and County of _____, State of _____, and at such other locations as are determined by the Organization. The name of the agent for service of process shall be determined by the Organization.

The executive office of the Organization shall be in the City of _____ in the State of _____. Other offices may be established at such other places in the Archdiocese/Diocese of _____ as the Organization may from time to time determine.

The business of the Organization shall be transacted at the executive office of the Organization unless it directs otherwise.

Article 3 - STATEMENT OF PURPOSE AND SPECIAL CONSIDERATIONS

Instituted by the Council General International with the approval of the National Council, the Organization unites directly the Conferences located in _____, all of which are within the Archdiocese/Diocese of _____, by providing help for said Conferences and, if applicable, neighboring Isolated Conferences. It acts as a liaison and communication link both internally between and among said Conferences and externally between and among said Conferences, the Archdiocesan/Diocesan Council (if one exists), the Region and the National Council; assists with adherence and faithfulness to the Rule and ensures that the Special Works of the Organization receive ongoing support from the Conferences and other sources to include volunteers, personnel or funds.

The Organization is responsible for animating and coordinating the work of Society of St. Vincent de Paul units within its jurisdiction and, if applicable, neighboring Isolated Conferences.

The Society’s Mission Statement reads: **“A network of friends, inspired by Gospel values, growing in holiness and building a more just world through personal relationships with and service to people in need.”**

National Council’s Mission Statement

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(National Council’s Mission Statement may further define purposes here.)

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

This is an unincorporated membership Organization. The members of this Organization are the duly elected President and the Presidents of the affiliated Conferences.

Definitions

As used in these Bylaws, the following shall apply:

1. The word “President”, unless the context specifies otherwise, shall mean the President of this Organization; “National President” shall mean the President of the National Council of the United States unless otherwise stated.
2. The words “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 “Council” shall mean this Organization or a District Council unless preceded by the words “National” or “Archdiocesan/Diocesan”.
5. The word(s) “the Rule” or “Rule” mean the Rule of the Society of St. Vincent de Paul.
6. The word “ordained” means priests and permanent deacons but does not mean nuns and brothers..
7. The word “Office” or “Officers” shall refer to the President, the First or Second Vice President, the Secretary and the Treasurer.
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 word “Organization”, unless the context specifies otherwise, shall mean the District Council of _____.

Article 4 - TAX EXEMPTION

Said organization is organized exclusively for charitable, religious, educational or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

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

Article 5 - PARAMOUNT AUTHORITY OF THE SOCIETY

Should any bylaw provision, rule or regulation adopted by the Organization conflict with the Rule or regulations of the Society of St. Vincent de Paul as now promulgated or hereafter adopted by the Council General International, that part of such bylaw provision, rule or regulation in conflict with the Rule or regulation of the Society shall be void and of no effect; the remainder of such bylaw provision, rule or regulation shall remain in effect. The Council General International’s guidelines and the

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directives of the National Council of the United States on compliance with the Rule will be adhered to. In addition, if the Organization appears to be part of the Society but does not adhere to the Rule with regard to presidential terms, regular attendance at higher Council meetings, solidarity contributions 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 Organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Organization may adopt. "Robert's Rules of Order, Newly Revised" may also be used.

Rule of the Society

A copy of the Rule, copies of resolutions of the Organization and other Organization documents shall be kept with these Bylaws.

Article 6 - NON-DISCRIMINATION POLICY

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

Article 7 - SUSPENDING THE ORGANIZATION

For reasons prompted by the seriousness of a particular situation, the President General International may suspend temporarily or permanently exclude the Organization from the Society after notifying the Permanent Section accordingly. A permanent exclusion shall always entail the cancellation of the Organization's Institution.

The Organization acknowledges that the National President is given the power through extraordinary delegation to suspend it temporarily and that the National President in cases of extreme seriousness and urgency may suspend it exclusively as a precautionary measure. In such circumstances the President General International shall be notified of such decision and the justified reasons for the same within a maximum of 15 working days. In the event of suspension the Organization may appeal to the National Conciliation Committee pursuant to the procedure and process in place at that time. The President General International may either approve or reject the appeals that are presented.

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

Article 8 - DISPOSITION OF ASSETS

Assets

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

No asset shall be transferred to a non-Vincentian entity without proper reimbursement whether in cash, in kind, in services or accompanied by a memorandum approved by the Organization setting forth a mutually agreeable exchange.

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

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

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

Upon the dissolution of the Organization 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 Organization's boundaries or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court having jurisdiction in the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

MEMBERSHIP SECTION

Article 9 - MEMBERSHIP AND COMPENSATION

Membership in the Society

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 Organization.

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, individual or any other person or entity having a personal or private interest in the activities of the Organization. There shall be no fee or honorarium for Organization service beyond reimbursement of expenses.

Anyone who receives a salary or other remuneration from this Organization or any of its branches shall not serve on the Organization as a voting member or a proxy.

Article 10 - SOLIDARITY CONTRIBUTIONS

The basic financial support to maintain the National Council is provided by the Archdiocesan/Diocesan Council (if one exists), the Corporation and the Conferences within its jurisdiction. The Corporation acknowledges that the amount to be contributed is set by the National Council. In addition, the National Council may elect to establish other sources of income to support their budgets.

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

Article 11 - MEMBERSHIP OF THE COUNCIL

The Organization is composed of a duly elected President and the Presidents of affiliated Conferences. District Councils represent at least three and ideally no more than twelve Conferences.

Pursuant to the Rule, Part III, Statute 10, the National Council approves the boundaries of the Archdiocesan/Diocesan Councils and District Councils and creates new Councils when applicable. The National Council requests their Institution from the Council General International in Paris.

THE FOLLOWING OPTIONAL LANGUAGE MAY BE USED: All past presidents of the Organization are ex-officio, non-voting members of the Organization.

Article 12 - ADMISSION PROCEDURES AND ELECTION PROCESS

Admission Procedures

After an individual has been elected President of an affiliated Conference, the name of said person shall be submitted to the Organization President. Upon taking office that person shall be enrolled as a member of the Organization and installed at the next Organization Meeting.

Election Process for Organization President

The Organization is directed by a President elected through a process that culminates in a secret ballot for a three-year term beginning on October 1st and may be renewed only 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.

No later than 12 months prior to September 30th of the year in which the term of the duly elected President ends, the President of the Organization shall convene a Nominating Committee whose duty it will be to initiate and conclude the election process for the position of President of the Organization. A slate of candidates shall be prepared and presented to the members of the Organization by the Nominating Committee and a sufficient period should be allowed for Organization members to consult with their Conferences and to afford an opportunity to allow the candidates to be known to the members.

Ballots will then be distributed to the Organization members and the election held no later than March 31st of the year in which the term of the duly elected President ends. Conference Presidents shall be the voting members for the election for a new Organization President. A method for breaking a tie must be established at the beginning of the election process. After an Organization President has been elected that person should be installed at the next Organization meeting and, upon taking office on October 1st, his or her name should be submitted to the National Council President, the National Vice President for the Region and the Archdiocesan/Diocesan Council (if one exists). Thereupon that person shall be enrolled as a member of the Archdiocesan/Diocesan Council (if one exists) at its next meeting.

NOTE: If there is no Archdiocesan Council, the President of the oldest Instituted District Council within the Archdiocese/Diocese will be enrolled as a member of the National Council.

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 Organization 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 Organization. A period of three months should be allowed for Organization members to consult with their Conferences. Ballots will then be distributed to the Organization 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 at the next Organization meeting or on October 1st of that year, whichever is first. If the term begins prior to October 1st, irrespective of the months involved, the period of time prior to October 1st 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, is unable to attend and preside at any meeting of the Organization or conduct its 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 Organization

The annual meeting of the Organization shall be a face-to-face meeting and be held upon such date and at such time and place as may be decided upon by the Organization.

Regular or special meetings of the Organization, 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-hour notice;
3. By a simple majority of Organization members, upon at least a minimum of 48-hour notice.

Notices may be given by mail, fax, email or telephone. Notwithstanding a 48-hour advance notice as stated above, any notice by mail shall be delivered to the United States Post Office at least five business days before the date of any special meeting.

Waiver of Notice

Meetings held without notice as provided in these Bylaws shall be valid if each Organization 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 the voting members of the Organization shall constitute a quorum.

Proxies

Each Organization member shall be entitled to one vote which must be cast in person; provided, however, that should any Organization member be unable to attend any meeting, that member shall have the power and authority in writing to designate an alternate or proxy from the same Conference as said member.

Open Meetings

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

Article 15 - COUNCIL MEETINGS

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

Meeting procedures are defined by an agenda that includes the business of the Society, spirituality, fellowship and service. The specifics of the agenda will take into consideration the Organization's needs and circumstances from time-to-time.

Article 16 - VOTING PROCEDURES, RESOLUTIONS AND GOVERNANCE RESPONSIBILITIES

Voting Procedures

Each member of the Organization has one vote. Except for an amendment of these Bylaws, once a quorum is present at a meeting a simple majority of those eligible to vote is required to approve or reject a resolution. A resolution to amend these Bylaws shall require the approval of two-thirds of all members of the Organization provided, however, that 60 days advance written notice of the meeting at which proposed amendments, alterations or repeals of any article to be considered shall be sent to all Organization members.

If the Organization is a member of the National Tax-Exemption Group, a copy of the Bylaws must be forwarded to the National Council and any subsequent changes, revisions, amendments, alterations or repeal of these Bylaws must also be forwarded to the National Council. Except in the case of the tax-exempt group, the National Council does not keep bylaws on file.

Resolutions

The Organization initiates action by adoption of resolutions. Resolutions can relate to approval of specific items or indicate continuing approval of previously adopted resolutions, spending limits, budgets or other practices. The Organization may from time to time adopt a standard operating procedure governing submission of resolutions. Outside of a meeting, a simple majority of all voting Organization members may adopt a resolution by electronic means or by unanimous written consent provided such is permitted by state law.

Governance Responsibilities

The governance and power of the Organization shall be vested in its President and the Conference Presidents who constitute the Organization. Their governance responsibilities include but are not limited to:

1. Electing the Organization President;
2. Approving the Organizational Structure, including Officers;
3. Approving the Annual Budget and any amendments thereto;
4. Approving policies or standard operating procedures;
5. Recommending dissolution or the sale of all the Organization's assets;
6. Reviewing the Annual Audit or Audit review and ensuring that an Annual Report of the Organization is compiled in a timely manner;
7. In accordance with the approved National procedures, recommending to the National Council amendments to the Rule of the Society and the National Council's governance policies;
8. Approving Presidential appointments, if applicable;
9. Approving policies as required by the Rule, Bylaws, federal laws and state laws;
10. Reviewing and evaluating the leadership, mission and planning of the Organization;
11. Addressing other issues as requested by the President.

Article 17 - CIRCUMSTANCES UNDER WHICH MEMBERS MAY RESIGN OR BE SUSPENDED

The Organization recognizes and agrees that for reasons prompted by the seriousness of a particular situation the President General International may suspend temporarily or permanently exclude from the Society any member after notifying the Permanent Section accordingly.

The Organization also recognizes and agrees that the National President is given the power through extraordinary delegation to temporarily suspend a member and, in cases of extreme seriousness and urgency, may suspend any member exclusively as a precautionary measure.

In such circumstances the President General International shall be notified of such decision and the justified reasons for the same within a maximum of 15 working days; the member in question may

appeal to the National Conciliation Committee pursuant to its procedure and process in effect at that time. The President General International shall approve or reject the appeals that are presented.

An Organization member may resign under the following conditions:

- Voluntary resignation on the part of the member;
- Cessation of effective membership by protracted non-attendance at Organization meetings.

Because the resignation or removal of an Organization member (also a Conference President) leaves the Conference with no President and no representation in the Organization, this void must be filled as soon as possible.

OFFICERS SECTION

Article 18 - DUTIES OF OFFICERS AND THE SPIRITUAL ADVISOR

President

The President shall supervise and direct the business, property and affairs of the Organization, subject to the authority given to the President elsewhere in these Bylaws. The President shall preside at all meetings of the Organization. Although the Executive Director/Chief Executive Officer, if there is one, normally will execute on behalf of the Organization deeds, mortgages, bonds, contracts or other instruments which the Organization has authorized to be executed, the President is also authorized to execute such documents if his or her signature is required. The President shall perform all duties incident to the office of the President or as directed or authorized by the Organization.

Vice President(s)

The Vice President(s) shall perform the duties and exercise the powers delegated by the Organization or the President. The Vice President(s) shall also perform the duties and exercise the powers delegated by the Organization to the President in the absence of the President.

Secretary

The Secretary shall record or cause to be recorded the minutes of all meetings of the Organization, shall be the custodian of the Organization's records and Corporate Seal and shall deliver these to his or her successor in office. The Secretary shall be responsible for providing notice of all meetings as is required by the Bylaws, see that the Annual Report of the Organization is also sent to the National Council and the Archdiocesan/Diocesan Council (if one exists) and shall have such other duties as may be assigned by the President or the Organization.

Treasurer

The Treasurer shall oversee the financial condition of the Organization and shall report at all meetings thereof concerning the financial condition of the Organization. The Treasurer shall have such other duties as may be assigned by the President or the Organization. The Treasurer shall have management responsibility for the financial operations of the Organization as defined by the Organization.

Spiritual Advisor

The Spiritual Advisor, who is not an Officer notwithstanding reference to the position in this Article, shall be Catholic, shall attend meetings when possible and shall participate in discussions and provide

needed guidance to the Organization and its members on spiritual matters. An ordained Spiritual Advisor shall not vote.

Article 19 - SELECTING AND APPOINTING OFFICERS AND A SPIRITUAL ADVISOR

Officers

The President is elected by the Organization.

The Vice President(s), Secretary(s), Treasurer and Spiritual Advisor are appointed by the President and approved by the Organization's members.

Article 20 - TERMS OF OFFICE AND TERM LIMITS

President

The term of office of the President, excluding extraordinary circumstances, is three years renewable once. It begins on October 1st in the year of his or her election and ends on September 30th of the appropriate 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 and 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.

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

Article 21 - CIRCUMSTANCES UNDER WHICH OFFICERS MAY RESIGN OR BE REMOVED

For reasons prompted by the seriousness of a particular situation the President General International may suspend temporarily or permanently exclude an Officer from the Society after notifying the Permanent Section accordingly.

The National President is given the power through extraordinary delegation to temporarily suspend an Officer. The National President, in cases of extreme seriousness and urgency, may suspend an Officer exclusively as a precautionary measure. In such circumstances, the President General International shall be notified of such decision and the justified reasons for the same within a maximum of 15 working days; the Officer in question may appeal to the National Conciliation Committee pursuant to the procedure and process in effect at that time. The President General International may approve or reject the appeals that are presented.

An Officer may resign under the following conditions:

- Voluntary resignation on the part of the Officer;
- Cessation of effective membership by protracted non-attendance at meetings without excused absence;
- Removal by the President for non-performance of duties as an officer.

The Organization shall define by resolution what is meant by protracted non-attendance and the consequences of such a resignation.

FISCAL MATTERS SECTION

Article 22 - ANNUAL REPORT, AUDITS AND ORGANIZATIONAL 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 Organization, after consultation with the Organization, shall have an annual audit or audit review performed of the financial books and records of the Organization. If required by federal or state law an Audit Review Committee will be appointed.

The Organization shall send an annual report to the Organization members within 90 days after the end of the Organization'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 Organization's revenue or receipts and the Organization'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-reporting systems must be in compliance with higher Council accountability standards.

Article 23 - 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 those in need that are considered our neighbors in need. 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 Organization.

The Organization will also comply with the Rule, Part III, Statute 24 regarding property and the distribution of funds.

Article 24 - INDEMNIFICATIONS, INSURANCE AND CONFLICT OF INTEREST

Indemnification

The private property of the Organization members and Officers shall not be subject to the payment of the corporate debts of the Organization.

The Organization shall, by resolution, provide for indemnification by the Organization of any and all of its Organization members and Officers 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 members or Officers of the Organization, except in relation to matters as to which such member or Officer or former member 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 Organization 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, members, Officers and workers' compensation.

Conflict of Interest

The Organization 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 an Organization member, Officer or member of a Committee acting pursuant to Organization-delegated powers who has a direct or indirect financial interest.

Article 25 – 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 to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

Document 8 Bylaws for District Councils without a Board of Directors

Signature Page

**Please sign and forward these Bylaws signature page to the
Archdiocesan/Diocesan Council President.
If none, forward to the region's National Vice President**

**If any changes were made to the Bylaws (other than name and location), then they
must be forwarded to and approved by the Archdiocesan/Diocesan Council
President.**

The minutes from the _____ meeting,
(District Council Name)

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

Signed by:

(Name) (Title)

(Name) (Title)

Approved by Archdiocesan/Diocesan Council President _____

Date: _____

Approved by region's National Vice President _____

Date: _____