

**THE SOCIETY OF SAINT VINCENT DE PAUL
IN THE ARCHDIOCESE OF BOSTON, INC.**

BYLAWS

**As Amended and Restated
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BYLAWS
OF
THE SOCIETY OF SAINT VINCENT DE PAUL
IN THE ARCHDIOCESE OF BOSTON, INC.

GENERAL SECTION

ARTICLE I. OFFICIAL NAME OF ORGANIZATION

The name of the Corporation is: The Society of St. Vincent de Paul in the Archdiocese of Boston, Inc. (subsequently referred to as the “Archdiocesan Council” or the "Corporation"). The 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”) and is comprised of the District Councils of Boston Central, Boston West, Boston South, Brockton, Holy Cross, Metro West, Mystic Valley, Lawrence, Lowell, Lynn, Salem, and South West.

ARTICLE II. LOCATION OF PRINCIPAL OFFICE AND CORPORATE SEAL

Offices

The statutory office of the Archdiocesan Council shall be in the Archdiocese of Boston, Commonwealth of Massachusetts, and at such other locations as is determined by the Archdiocesan Council. The name of the agent for service of process shall be determined by the Archdiocesan Council.

The executive office of the Corporation shall be in the Town of Stoughton in the Commonwealth of Massachusetts. Other offices may be established at such other places in the Archdiocese of Boston as the Archdiocesan 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 Archdiocesan Council.

Seal

The Archdiocesan Council may adopt, use and alter the seal of the Corporation.

ARTICLE III. 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.

Instituted by the Council General with the approval of the National Council the Archdiocesan Council unites directly the District Councils of Boston Central, Boston West, Boston South, Brockton, Holy Cross, Metro West, Mystic Valley, Lawrence, Lowell, Lynn, Salem, and South West. The Archdiocesan Council 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); providing help for said District Councils; assuring liaison and communication links between said District Councils and the Region and the National Council to assist with adherence and faithfulness to The Rule; and ensuring that the Special Works of the Archdiocesan Council are agreed to by and receive ongoing support (which may include volunteers, personnel or funds) from the District Councils or other sources.

The Archdiocesan 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).

ARTICLE IV. TAX EXEMPTION

The Corporation 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 of 1986 (the "Code"), as now in effect or as may hereafter be amended. The Archdiocesan Council will ensure that its tax-exempt status is maintained by complying with all applicable Federal and State requirements. 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 Code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

Annually the Archdiocesan Council will ensure that it is included in the Official Catholic Directory (if applicable).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V. PARAMOUNT AUTHORITY OF THE SOCIETY

Should any Bylaw, Rule or regulation adopted by the Archdiocesan 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 Archdiocesan 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.

Rule of the Society

A copy of The Rule and the Corporation's Articles of Incorporation shall be kept with these Bylaws.

ARTICLE VI. SUSPENDING THE ORGANIZATION

For reasons prompted by the seriousness of a particular situation, the President General may suspend temporarily or permanently exclude the Corporation, 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 Archdiocesan Council should be permanently excluded and its work abandoned, all title to any real or personal property then owned by the Archdiocesan 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 Corporation and to arrange for the handing over of the records to the higher Council or its designee, in accordance with state law.

ARTICLE VII. DISPOSITION OF ASSETS

Assets

Any asset, including but not limited to trust accounts, buildings or land, which is titled in the name of the Archdiocesan 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 Archdiocesan Council setting forth a mutually agreeable exchange.

The Archdiocesan 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 Archdiocesan 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 Archdiocesan Council to any other group must not continue to carry the name of the Society for any purpose.

ARTICLE VIII. VOLUNTEERS, VINCENTIANS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION

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

The Corporation shall not have members. Any action or vote permitted to be taken by members pursuant to Massachusetts General Laws Chapter 180 shall be taken by action or vote of the same percentage of the directors of the Corporation. References herein to the "member" or "members" of the Corporation shall, unless the context otherwise requires, be to the Board of Directors, as appropriate.

The directors may designate certain persons or groups of persons as "Vincentians" as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Non-discrimination Policy

The Archdiocesan Council actively seeks to recruit and retain volunteers without regard to race, creed (with the exception of those who serve on the Archdiocesan Council/Board or as an officer of the Archdiocesan Council), color, gender, sexual orientation, disability, marital status, veteran status, national origin, age or physical handicap.

Compensation

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

ARTICLE IX. SOLIDARITY CONTRIBUTIONS OF MEMBER COUNCILS

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

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

BOARD SECTION

ARTICLE X. POWERS AND COMPOSITION

Powers

The affairs of the Corporation shall be managed by the directors (who shall be called the "Members of the Archdiocesan Council/Board") who shall have and may exercise all the powers of the Corporation to the full extent provided by law, the Articles of Organization or these Bylaws.

Composition

The Board of Directors (which shall be called the "Archdiocesan Council/Board") is composed of:

- The Presidents of the affiliated District Councils
- All past Presidents of the Archdiocesan Council/Board
- Members appointed by the President of the Archdiocesan Council/Board
- Spiritual Advisor (ex officio)
- Executive Director (ex officio, non-voting)
- Chief Financial Officer (ex officio, non-voting)

No one who receives a salary or other remuneration from the Society or any of its branches shall serve as a voting member of the Archdiocesan Council/Board.

ARTICLE XI. SELECTION PROCESS AND TERMS OF OFFICE

Admission Procedures and Term for District Council President Members of Archdiocesan Council/Board

After an individual has been elected by an affiliated District Council to serve as its President, the individual's name shall be submitted to the Archdiocesan Council/Board President, thereupon the person shall be enrolled as a Member of the Archdiocesan Council/Board and installed at its next meeting.

Terms of Office for District Council President Members of Archdiocesan Council/Board

District Council President Members of the Archdiocesan Council/Board shall hold office for a term of three years, which may be renewed once. A retiring District Council President Member of the Archdiocesan Council/Board who has just served two consecutive terms is not eligible for re-election until a further period of three years has elapsed.

A District Council fills the vacancy created by a change of its District Council President who is that District Council's duly elected representative to the Archdiocesan Council/Board.

Presidential Appointments to the Archdiocesan Council/Board

The President of the Archdiocesan Council/Board may appoint one or more Members of the Archdiocesan Council/Board. In no event shall the number of Presidential appointments exceed the number of affiliated District Council President Members of the Archdiocesan Council/Board. All Presidential appointments to the Archdiocesan Council/Board require approval by the Members of the Archdiocesan Council/Board. All appointments by a Archdiocesan Council/Board President are for that President's term of office unless otherwise noted.

ARTICLE XII. PRESIDENT OF THE ARCHDIOCESAN COUNCIL/BOARD

Election Process for President of the Archdiocesan Council/Board

The Archdiocesan 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 Archdiocesan 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 Archdiocesan Council/Board. A slate of candidates shall be prepared and presented to the Archdiocesan Council/Board. A period of three months should be allowed for appropriate Archdiocesan Council/Board Members to consult with their District Councils and to afford an opportunity to allow the candidates to be known to the Members of the Archdiocesan Council/Board. Ballots will then be distributed to the Conferences or District Councils 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 President. Only District Council Presidents are eligible to vote in this election.

After an Archdiocesan Council/Board President has been elected, the President-elect should be installed at the next meeting of the Archdiocesan Council/Board and the name of that person be submitted to the National Council President and the Regional Chair. Thereupon the President shall be enrolled as a member of the National Council and the Region and installed at their next meetings.

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

Extraordinary Circumstances: Resignation, Removal or Vacancy

Should the President resign, become permanently incapacitated, be suspended from office (Article 22), or die during the term of office, then the First Vice President of the Board of Directors 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 Archdiocesan Council/Board. A period of three months should be allowed for the appropriate Archdiocesan Council/Board members to consult with Conferences within their own District Council. Ballots will then be distributed to the Archdiocesan 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 District Council Presidents are eligible to vote in this election.

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

ARTICLE XIII. ARCHDIOCESAN COUNCIL/BOARD MEETINGS

Meetings of the Archdiocesan Council/Board 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 of the Archdiocesan Council/Board and the issues encountered in the pursuit of better service.

Meeting procedures include: A punctual call to order; roll call; opening prayer; 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; District Council 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.

Open Meetings

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

Parliamentary Authority

Agreed upon forms of consensus building shall govern the Archdiocesan 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 Archdiocesan Council/Board may adopt. "Robert's Rules of Order, Newly Revised" may also be used.

ARTICLE XIV. MEETING FREQUENCY AND NOTICE REQUIREMENTS

Meetings of the Archdiocesan Council/Board

The annual meeting of the Archdiocesan 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 Archdiocesan Council/Board.

Regular or special meetings of the Archdiocesan Council/Board 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; or
3. By a simple majority of Members of the Archdiocesan Council/Board, upon at least a minimum of 48 hours notice.

Notice of Meetings

Notices may be given by mail, fax, email or telephone. Meetings held without notice as provided in these Bylaws shall be valid if each Member of the Archdiocesan Council/Board 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.

Presence Through Communications Equipment

Regular or special meetings may be conducted face-to-face or by means of a conference, telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE XV. QUORUM, VOTING PROCEDURES, RESOLUTIONS, ACTION BY WRITING AND GOVERNANCE RESPONSIBILITIES

Quorum

A simple majority of Members of the Archdiocesan Council/Board shall constitute a quorum, except for amending the Bylaws (Article 17) or termination of an Executive Director's employment (Article 23).

Voting Procedures

Each Member of the Archdiocesan Council/Board 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.

Any action required or permitted to be taken at any meeting of the Archdiocesan Council/Board may be taken without a meeting if all the Members consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

Resolutions and Action by Writing

The Archdiocesan Council/Board initiates action by adoption of resolutions. Resolutions can relate to approval of specific items or indicate continuing approval, e.g. spending limits. The Archdiocesan Council/Board may from time to time adopt a standing operating procedure-governing submission of resolutions.

Any action required or permitted to be taken at any meeting of the Archdiocesan Council/Board may be taken without a meeting if all the Members of the Archdiocesan Council/Board consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

Governance Responsibilities

The governance responsibilities of the Archdiocesan Council/Board include but are not limited to:

1. Electing the Archdiocesan 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 National 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 Archdiocesan Council.

ARTICLE XVI. SUSPENSION, RESIGNATION AND REMOVAL OF MEMBERS OF THE ARCHDIOCESAN COUNCIL/BOARD

Suspension

For reasons prompted by the seriousness of a particular situation, the President General may suspend temporarily or permanently exclude a Member of the Archdiocesan Council/Board, 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 Member of the Archdiocesan Council/Board. In cases of extreme seriousness and urgency, the National President may suspend a 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 Member of the Archdiocesan Council/Board 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.

Resignation

A Member of the Archdiocesan Council/Board may resign at any time by delivering his resignation in writing to the President. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Removal

A Member of the Archdiocesan Council/Board may be removed by a vote of a majority of the Members then in office if the Member ceases effective membership in the Archdiocesan Council/Board (e.g. through protracted non-attendance at Archdiocesan Council/Board meetings without excused absence).

ARTICLE XVII. AMENDING THE BYLAWS

These Bylaws may be amended, altered or repealed at any regular or special meeting by vote of two-thirds of the Members of the Archdiocesan Council/Board then in office, 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 of the Archdiocesan Council/Board 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 XVIII. POWERS OF THE EXECUTIVE COMMITTEE

The Archdiocesan Council/Board may designate from among its Members 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, the Executive Director (non-voting), and the Chief Financial Officer (non-voting).

The Executive Committee may act in place and stead of the Archdiocesan Council/Board between meetings on all matters, except those specifically reserved to the Archdiocesan Council/Board by these Bylaws or by federal or state law. The Executive Committee shall report its actions to the Archdiocesan Council/Board at the next meeting. The President calls meetings of the Executive Committee. Meetings of the Executive Committee may be held in the same manner as meetings of the Archdiocesan Council/Board.

ARTICLE XIX. DESCRIPTIONS AND POWERS OF STANDING AND AD HOC COMMITTEES OR SPECIAL PRESIDENTIAL APPOINTMENTS

If the Archdiocesan Council/Board deems it necessary and appropriate, one or more Standing Committees or Ad Hoc Committees may be formed and/or disbanded as the need arises. The Archdiocesan Council/Board establishes the charges for such committees through resolutions. The Archdiocesan Council/Board will only appoint committees necessary to accomplish the Archdiocesan Council/Board's work.

Chairs

Standing Committee

A Standing Committee Chair is appointed by the President of the Archdiocesan Council/Board and can serve on the Archdiocesan 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 Archdiocesan Council/Board President takes office. Chairpersons and members may however be reappointed.

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 Archdiocesan 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 Archdiocesan 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 Archdiocesan Council/Board President in consultation with the Archdiocesan Council/Board.

Termination of Committee Membership

Committee members may resign or be suspended in the same manner as Members of the Archdiocesan Council/Board.

OFFICERS SECTION

ARTICLE XX. DUTIES OF OFFICERS

President

The President attends to the progress of the Archdiocesan Council/Board. The President supports the Members of the Archdiocesan Council/Board 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 the Corporation has responsibility or to which it is attached. The President attends National Council meetings and represents the Archdiocesan Council/Board. The President develops working relationships with neighboring Councils, and with agencies and governmental welfare organizations within the Archdiocesan Council/Board's responsibilities.

The President shall, in general, supervise all affairs of the Corporation. The President shall preside at all meetings of the Archdiocesan 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 Archdiocesan Council/Board and shall see that all orders and resolutions of the Archdiocesan Council/Board or Executive Committee are carried into effect. The President, or a 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 Archdiocesan Council/Board of the requisite financial support that is to be provided to higher Council(s) and the Region annually.

Vice President(s)

The Corporation must have 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 the Archdiocesan Council/Board may assign. All Vice President(s) collaborate with the President in all matters affecting the Archdiocesan Council/Board. The Vice President(s) shall attend the Archdiocesan Council/Board meetings.

Secretary(ies)

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

The Treasurer shall be in charge of the Corporation's financial affairs, books of account, accounting records and procedures, funds, securities and valuable papers, and he shall keep full and accurate records thereof. He shall also prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. He shall have such other duties and powers as designated by the Archdiocesan Council/Board or the President.

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 Archdiocesan Council/Board.

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

The Treasurer shall assure the disbursement of funds of the Corporation as may be ordered by the Archdiocesan 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, Archdiocesan Council/Board at the regular meetings, or whenever they may require it.

If required by the Archdiocesan 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 Archdiocesan 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.

In his discretion, the Treasurer is permitted to delegate such duties and responsibilities as he may determine appropriate to agents and employees of the Corporation, including to the Chief Financial Officer of the Corporation. The Treasurer is responsible however at all times for overseeing the work of such agents and employees.

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, Archdiocesan Council/Board or Executive Committee.

ARTICLE XXI. SELECTING AND APPOINTING OFFICERS AND A SPIRITUAL ADVISOR

Vice President(s), Secretary(s), the Treasurer, and the Spiritual Advisor are appointed by the President and approved by the Archdiocesan Council/Board.

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 Archdiocesan Council/Board 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 XXII. SUSPENSION OF THE PRESIDENT, TERMS OF OFFICE AND RESIGNATION OF OTHER OFFICERS AND THE SPIRITUAL ADVISOR

Suspension of the President

For reasons prompted by the seriousness of a particular situation, the President General may suspend temporarily or permanently exclude the Council President 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 the President. In cases of extreme seriousness and urgency, the National President may suspend the President 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 President 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.

Terms of Office of 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.

Resignation

An officer or the Spiritual Advisor may resign at any time by delivering his resignation in writing to the President. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

ARTICLE XXIII. PROVISION FOR EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER**Executive Director and Chief Financial Officer**

The Archdiocesan Council may employ an Executive Director and a Chief Financial Officer, both of whom shall be salaried employees of the Corporation. Each of the positions shall serve as ex-officio, non-voting members of the Archdiocesan Council/Board.

The Executive Director under the immediate direction of the President, shall have general and active management responsibilities for the Council, implementing the policies and governance directives of the Archdiocesan Council/Board and implementing the policy governance directives of the President and shall administer the day to day affairs of the Archdiocesan Council including having responsibility for the supervision and management of the staff.

The Chief Financial Officer shall have such responsibilities and authority over the fiscal affairs of the Corporation as delegated by the President and the Treasurer, and shall consult with and advise the officers and Executive Director concerning all financial affairs of the Corporation.

The compensation of the Executive Director and Chief Financial Officer shall be designated from time to time by a majority vote of the Archdiocesan Council/Board.

Resignation or Removal

The Executive Director and Chief Financial Officer may resign at any time by giving written notice to the President of the Archdiocesan 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.

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

FISCAL MATTERS SECTION

ARTICLE XXIV. 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, the Council will use good stewardship in maintaining the Society's assets. The Society uses money and property to help those in need.

The President of the Archdiocesan Council, after consultation with the Archdiocesan Council/Board, shall employ a qualified, independent accounting firm to perform an annual audit or audit review of the financial books and records of the Corporation. If required by federal or state law, an Audit Review Committee will be appointed.

The Archdiocesan Council/Board shall prepare an annual report 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 prepared and submitted to the Archdiocesan Council/Board.

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

Additionally, the Corporation's reporting systems must be in compliance with higher Council accountability standards.

ARTICLE XXV. DIVERSION OF FUNDS

The funds of the Corporation 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 Archdiocesan Council/Board.

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

ARTICLE XXVI. INDEMNIFICATION, INSURANCE AND CONFLICT OF INTEREST

Indemnification

The Members of the Archdiocesan Council/Board and the officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of

any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

The Corporation shall, by resolution of the Archdiocesan Council/Board, provide for indemnification by the Corporation of any and all of the Members of the Archdiocesan Council/Board 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 of the Archdiocesan Council/Board or officers of the Corporation, except in relation to matters as to which such Archdiocesan Council/Board Member or officer or former Archdiocesan Council/Board 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 Archdiocesan Council/Board shall develop policies that clearly define the 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, Archdiocesan Council/Board Members and officers and workers compensation.

Conflict of Interest

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

President_____ Date_____

Treasurer_____ Date_____

Secretary_____ Date_____