

BYLAWS OF THE DIOCESAN COUNCIL FOR  
THE SOCIETY OF ST. VINCENT DE PAUL DIOCESE OF PHOENIX

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**GENERAL SECTION**

**ARTICLE I**

The name of the Corporation is: Diocesan Council for the Society of St. Vincent de Paul, Diocese of Phoenix (subsequently referred to as the “Diocesan Council”). This Corporation is affiliated with the National Council of the United States, Society of St. Vincent de Paul, Inc., subsequently referred to as the “National Council”.

**ARTICLE II**

**LOCATION OF PRINCIPAL OFFICE AND CORPORATE SEAL**

**Officers**

The statutory office of the Diocesan Council of Phoenix, (comprised of the Counties of Maricopa, Coconino, Mohave, and Yavapai), Society of St. Vincent de Paul, Inc. shall be in the Diocese of Phoenix, City of Phoenix and County of Maricopa, State of Arizona and in such other locations as designated by the Diocesan Council. The name of the agent for service of process shall be determined by the Council Board.

The executive office of the corporation shall be in the City of Phoenix in the State of Arizona. Other offices may be established at such other places in the Diocese of Phoenix as the Diocesan 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 Diocesan Council.

**Seal**

The Diocesan Council may use and/or alter the adopted Corporate Seal. Said seal may be used by causing it, or a facsimile thereof, to be impressed or affixed to any paper, writing, or other document.

**ARTICLE 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, Frederic Ozanam, and patron, Vincent de Paul. As a reflection of the whole family of God, members, who are known as Vincentians, are

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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." (Mission Statement of the Society of St. Vincent de Paul of the United States).

The Mission of the Society of St. Vincent de Paul of the Diocese of Phoenix is to offer person-to-person service to the needy and suffering regardless of race, origin, religion or gender. Inspired by Gospel values, the Society encourages the spiritual growth of its members, volunteers, the people they serve, and benefactors; encourages fellowship while serving those in need; and provides an opportunity for others to serve those in need.

The Diocesan Council of Phoenix is responsible for animating and coordinating the work of the Society of St. Vincent de Paul units within its jurisdiction, including neighboring, isolated, and fraternal union Conferences.

**Council Functions and Responsibilities**

Councils serve the Conferences. All Councils are first and foremost at the service of the Conferences with a view of furthering charitable activities. Because every Council gathers information about human needs and services from a variety of sources – the community at large, as well as the Conferences – it keeps Conferences in touch with changing social problems and new programs for helping people.

By November 15 of each year, the Council Board shall obtain and compile a Consolidated Annual Report of all the District Councils and Conferences with any comments to the next higher Council for the preparation of the Annual Report of the Council of the United States.

The Diocesan Council encourages initiative and strives to bring about the establishment of Conferences, Councils, new works, special works and the revival of dormant and defunct Conferences.

The Council Board reviews and evaluates applications for aggregation and institution that are submitted by its affiliated SVdP groups. If approved at District and Council Board levels, the application is forwarded to the National Council for transmittal to the Council General.

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Councils organize, to the fullest possible extent, training and formation sessions for members and potential members on spiritual themes, the Vincentian vocation, and problems of social action and justice.

To coordinate Vincentian work, Councils keep in regular contact with their Conferences and Councils and inform them of the activities of the Society.

The Councils represent their constituent units in contacts with religious and public authorities.

Each council determines the extended contribution from attached Conferences, and Councils in order to meet its necessary expenses and assist needy Conference and Council groupings attached to it.

Special works of the Society conducted by the Councils shall rely on the Conferences for support, personnel, and funds.

Instituted by the Council General with the approval of the National Council, the Diocesan Council of Phoenix unites directly all District Councils of Phoenix instituted within the Diocese by providing help for said District Councils including neighboring, isolated, and fraternal union Conferences. This is accomplished by assuring liaison and communication links between said District Councils, the Region, and the National Council, by assisting with adherence and faithfulness to The Rule; and by ensuring that the Special Works of the Council are agreed to and receive ongoing support which may include volunteers, personnel, or funds from the District Councils or other sources.

**Non-Discrimination Policy**

The Council provides services to individuals without regard to race, creed, color, gender, sexual orientation, criminal justice status, disability, marital status, veteran status, national origin, age or physical handicap. Employment policy shall be governed by federal, state and local laws and by the society's human resources policy.

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 (Rule – part 1:3.8).

**ARTICLE IV  
TAX EXEMPTION**

This Corporation is organized under the Nonprofit Public Benefit Corporation Law for the State of Arizona for charitable purposes. The Diocesan Council will assure that its tax-exempt status

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is maintained by complying with all applicable federal and state requirements, including IRS policies.

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

**ARTICLE V**  
**PARAMOUNT AUTHORITY OF THE SOCIETY**

Should any bylaw, rule or regulation adopted by the Diocesan Council be in conflict with The Rule and/or 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 in that event such bylaw, rule and/or regulation 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 Diocesan Council appears to be part of the Society, but does not adhere to The Rule in terms of Presidential terms, regular attendance at higher Council meetings, or otherwise does not maintain compliance with its approved institution papers, it shall not use the Society's name.

**Parliamentary Authority**

Agreed-upon forms of consensus building shall govern the Diocesan Council and Council Board in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules or order the Council Board may adopt. Unless otherwise specified By the Diocesan Council of the Council Board, the latest approved version of Robert's Rules of Order will serve as the rules of order.

**Rule of the Society**

A copy of The Rule and Articles of Incorporation documents shall be kept with these Bylaws for the Diocesan Council.

**ARTICLE VI**  
**AMENDING THE BYLAWS**

Bylaws may be amended, altered or repealed at any regular or special meeting with the concurrence of two-thirds majority of the Conference Presidents, provided that 60 days written notice of the meeting at which proposed amendments, alterations or repeals of any article be sent to all members.

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

**ARTICLE VII**

**SUSPENDING THE ORGANIZATION**

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

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

**ARTICLE VIII**

**DISPOSITION OF ASSETS**

**Assets**

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

The Diocesan Council shall not hold title to any assets solely for the purpose of holding assets, but it shall use those assets for the purposes of its Vincentian mission statement.

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

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

**Use of Name of Society of St. Vincent de Paul**

Any property so transferred from the Diocesan Council to any other non-Vincentian entity shall not continue to carry the name of the Society for any purpose.

**ARTICLE IX  
MEMBERSHIP, NON-DISCRIMINATION POLICY AND COMPENSATION**

**Membership of the Diocesan Council**

The Society of St. Vincent de Paul 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 Full Members hold office in the Diocesan Council.

**Non-Discrimination Policy**

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

**Compensation**

No part of the property belonging to this entity, nor its net earnings or income shall ever inure to the benefit of any member or individual, or any person having a personal or private interest in the activities of the Council. There shall be no fee or honorarium for Diocesan Council service beyond reimbursement of expenses.

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

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**ARTICLE X  
SOLIDARITY CONTRIBUTIONS OF MEMBER COUNCILS**

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

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

**ARTICLE XI  
MEMBERSHIP OF DIOCESAN COUNCIL,  
COUNCIL BOARD AND TERMS OF OFFICE**

Diocesan Council (General Membership)

The Diocesan Council (General Membership) is comprised of the President of the Diocesan Council and the duly elected Presidents of each of the Conferences.

District Councils group together to form the Diocesan Council Board that is made up of the Presidents of said District Councils as well as members appointed by the Diocesan Council President.

The Officers of the Diocesan Council also serve as the Officers of the Council Board.

**The Council Board is composed of:**

The duly elected President of the Diocesan Council

The Presidents or their formal representatives of qualified District Councils

Members appointed by the President in a number not to exceed that of the Presidents of qualified District Councils and to include the immediate past Diocesan Council President

Spiritual Advisor – Ex Officio

Executive Director – Ex Officio

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**Qualified District Councils**

Qualified District Councils shall be currently instituted by the National Office of the Society of St. Vincent de Paul or are in the process of being instituted; and have been officially represented in at least 80% of the meetings of the Diocesan Council Board during the previous year.

**Appointed Council Board Members**

All Presidential appointments to the Council Board require Council Board approval. All Council Board member appointments are for that President's term of office.

**ARTICLE XII  
ADMISSION PROCEDURES AND ELECTION PROCESS**

**Admission Procedures**

After any member of the Council Board has been elected by a District Council, the name of said Council member shall be submitted to the Council Board President. The person shall be enrolled as a member of the Council Board at the next Council Board meeting.

**Election Process for the President of the Diocesan Council**

The Diocesan Council is directed by a President who is elected through a process that culminates in a secret ballot for a three-year term (beginning on October 1). The president may serve two consecutive three-year terms (terms begin October 1). A retiring President must wait three years before serving as President again.

The President convenes a Nominating Committee whose duty it will be to initiate and conclude the election process for the position of President. The Nominating Committee shall prepare a slate of candidates and present them to the Council Board. A period of three months should be allowed for appropriate Council Board members to consult with their District Council and to afford an opportunity to allow the candidates to be known to the members. Ballots will then be distributed to the Conference Presidents and the election held. Each conference is eligible to vote in this election. Conference Presidents or their formal representatives shall vote the will of their Conference. A process for breaking a tie shall be established before the election vote occurs.

After the President has been elected, that person shall be installed at the September meeting of the General Membership. The name of that person shall be submitted to the National



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Council President and the Regional Chair. Thereupon that person shall be enrolled as a member of the National Council and the Region and installed at their next meetings.

**Extraordinary Circumstances**

Should the President resign, become permanently incapacitated, be suspended from office, or die during the term of office, 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 Council Board. A period of three months should be allowed for the appropriate Council Board members to consult with Conferences within their own District Council. Ballots will then be distributed to the Conference Presidents 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 1 of that year. Regardless of the time 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 1 of that year. Only Conference Presidents or their formal representatives are eligible to vote the preference of their Conference in this election.

If the President, because of illness or any other reason, is unable to attend and preside at any meeting of the Diocesan Council or conduct Council business, this privilege and duty may be delegated to the first or second Vice President.

For serious reasons, the next higher Council, in accordance with the Rule, can annul an election.

**ARTICLE XIII  
MEETING FREQUENCY AND NOTICE REQUIREMENTS**

**Meetings of the Diocesan Council**

The Diocesan Council (General Membership) will meet quarterly in December, March, June, and September. The annual business meeting, which shall be a face-to-face meeting, will be held in September and at such place as may be decided upon by the Diocesan Council.

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**Meetings of the Council Board**

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

1. Monthly, as noted in the approved annual calendar of meetings;
2. By the President, upon at least a minimum of 48 hours notice;
3. By a simple majority of Council Board Members, upon at least a minimum of 48 hours notice.

Notices may be given by mail, fax, e-mail, or telephone.

**Waiver of Notice**

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

**ARTICLE XIV  
QUORUM REQUIREMENTS, PROXIES AND OPEN MEETINGS**

**Quorum**

Except for amending the Bylaws (Article VI) or termination of an Executive Director's employment (Article XXXI), a simple majority of members of the Diocesan Council or the Council Board shall constitute a quorum.

**Proxies**

Each Diocesan Council member shall be entitled to one vote which must be cast in person provided, however, should any Diocesan Council member be unable to attend any meeting, that Diocesan Council member shall have the power and authority to designate in writing an alternate or proxy from the same District Council as the Diocesan Council member. No single Vincentian shall cast more than three votes including proxies.

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Each Council Board member shall be entitled to one vote which must be cast in person, provided, however, should any elected Council Board member be unable to attend any meeting, that Council Board member shall have the power and authority to designate in writing an alternate or proxy from the same council as the Council Board member. Appointed Council Board members cannot designate a proxy.

**Open Meetings**

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

**ARTICLE XV  
COUNCIL BOARD MEETING**

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

Meeting procedures include but are not limited to: A punctual call to order, roll call, opening prayer, spiritual reading, address and discussion; approval of minutes of the previous meeting; President's report; Secretary's report; Treasurer's report; Executive Director's report; Council Board reports; Committee reports; resolutions; Conferences and Special Works reports; special events planning, old business; new business; time and place of next meeting; secret collection, closing prayer and adjournment.

**ARTICLE XVI  
VOTING PROCEDURES AND GOVERNANCE RESPONSIBILITIES**

**Voting Procedures**

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

**Motions/Resolutions**

The Council Board initiates action by adoption of motions or resolutions. Resolutions can relate to approval of specific items or indicate continuing approval, e.g. spending limits. The Council

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Board may adopt a standing operating procedure governing submission of motions or resolutions. Outside of a meeting, a unanimous decision of a simple majority of all Council Board members may adopt a motion or resolution by written or electronic consent provided that all Council Board members have been notified of the proposed action.

**Governance Responsibilities**

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

1. Approving the Organizational Structure, including Officers and any Auxiliary Boards;
2. Approving the Annual Budget prepared by the Treasurer, approving any amendments to the Annual Budget for submission to the Diocesan Council members for approval;
3. Approving policies or standing operating procedures that may be established to exceed budgeted expenditures or non-budgeted financial commitments up to specified dollar limits;
4. Recommending dissolution or the sale of any or all the Corporation's assets;
5. Reviewing the Annual Audit and Audit Review and ensuring that an Annual Report of the Corporation is compiled and filed in a timely manner;
6. 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;
7. Approving Presidential appointments;
8. 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;
9. Reviewing and evaluating the leadership, mission, and planning of the Diocesan Council;
10. Reviewing and evaluating the leadership and performance of the Executive Director;
11. Approving District Council Boundaries or boundary revisions for submission to the Diocesan Council;
12. Approving spending limits for the Council President and Executive Director.

**ARTICLE XVII**  
**CIRCUMSTANCES UNDER WHICH COUNCIL MEMBERS OR**  
**CONFERENCE MEMBERS MAY RESIGN OR BE SUSPENDED**

For reasons prompted by the seriousness of a particular situation, after notifying the International Permanent Section of the International Council, the President General may

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temporarily or permanently suspend or exclude a member of a Conference. In case of a permanent exclusion this shall always entail the cancellation of membership.

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

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

Council Board membership may terminate under the following conditions:

1. Voluntary resignation on the part of the member,
2. Cessation of effective membership; *e.g.*, through protracted non-attendance at Council Board meetings.

**BOARD SECTION**

**ARTICLE XVIII**

**SELECTION PROCESS, NUMBER OF MEMBERS AND GOVERNANCE (FUNCTIONS)**

**RESPONSIBILITIES**

Refer to Articles XI and XVI

**ARTICLE XIX**

**TERMS OF OFFICE AND TERM LIMITS**

Refer to Articles XXIV and XXX

**ARTICLE XX**

**FILLING VACANCIES**

Refer to Article XII

**ARTICLE XXI**

**MEETING FREQUENCY AND NOTICE REQUIREMENTS**

Refer to Article XIII

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**ARTICLE XXII  
QUORUM, PROXIES, VOTING PROCEDURES, OPEN MEETINGS, RESOLUTIONS AND WAIVER OF  
NOTICE**

Refer to Articles XIV and XVI

**ARTICLES XXIII  
POWERS OF THE EXECUTIVE COMMITTEE**

**The Council Board shall have an Executive Committee of a minimum of members sufficient to perform the duties.**

The Executive Committee shall consist of the President, Vice President(s), Secretary, Treasurer, immediate past President, a limited number of alternating Directors, other non-voting members as designated by the President, the Executive Director (non-voting), and the Spiritual Advisor (non-voting).

The Executive Committee may not act in place and stead of the Council Board between Board meetings on any matters. The President calls meetings of the Executive Committee, the Executive Committee may elect to hold meetings face-to-face or by other means agreed to in advance of the meeting.

**The Executive Committee is established for the following purposes:**

- 1. Determine that the proposed Action Item does not violate federal, state or local laws, is in accordance with the International and National Rule of the Society of St. Vincent de Paul, the Bylaws of the Society and does not replace an existing Board Policy,**
- 2. Determine that the information, pro and con, is sufficiently complete to allow Board Members to make an informed decision,**
- 3. Transmit the proposed Action Item, the explanatory information and an Agenda to all Council Board members during the week prior to the Board Meeting date it is to be acted upon.**

**ARTICLE XXIV  
DESCRIPTIONS AND POWERS OF STANDING, AND AD HOC COMMITTEES OR SPECIAL  
PRESIDENTIAL APPOINTMENTS.**

If the 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 Council Board, through the President, establishes the charges for such

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Committees. The Council Board will appoint Committees necessary to accomplish the Council Board's work.

**Chairs**

**Standing Committee**

Standing Committee Chairs are appointed by the President with Council Board approval.

**Sub-Committee**

Standing Committee Chairs appoint all Sub-Committee Chairs.

**Ad Hoc Committee**

An Ad Hoc Committee may be formed for a specific charge and term approved by the Council Board and appointed by the President.

**Committee Membership**

**Standing Committees**

**Chair**

The President shall appoint the Chair of any such Committee.

Members appointed by the Chair following agreement by the President and/or Board.

**Sub-Committee**

**Chair**

The Committee Chair shall appoint the Chair of any such Committee.

Members are appointed by the Chair following agreement by the President and/or Board.

**Term Limits**

All Committee appointments terminate automatically when a new Diocesan Council President takes office. Chairpersons and members may, however, be reappointed.

**Quorum**

A quorum for Committee meetings shall be the members in attendance provided prior notice was given.

**Voting**

All members of the Committee have one vote. Staff members are allowed one vote per Committee. (If multiple staff members attend a Committee, only one will have a vote). All

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decisions require a simple majority for approval. Standing Committee and Ad Hoc Committee Chairs report to the President or Council Board on decisions, recommendations, etc. agreed to by the Committee.

**Meeting Procedures**

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

**Establish and Dissolve Committees or Sub-Committees.**

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

**Circumstances under which Committee Membership Ceases**

The President can remove a Committee Chairperson. The Committee Chairperson may remove a Sub-Committee Chair or a Committee member.

ARTICLE XXV  
MEETING PROCEDURES  
Refer to Articles V and XXIV

ARTICLE XXVI  
**COMPENSATION**

**Refer to Article IX**

ARTICLE XXVII  
**CIRCUMSTANCES UNDER WHICH COMMITTEE  
MEMBERS MAY RESIGN OR BE SUSPENDED**

**Refer to Article XXIV**

**OFFICERS SECTION**



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**ARTICLE XXVIII**  
**DUTIES OF OFFICERS AND SPIRITUAL ADVISORS**

**Officers**

**President**

Role and responsibilities of the President

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

The President assures that links and communications are effectively maintained between the Conference and the Councils for which it has responsibility or to which it is attached. The President attends National Council meeting and represents the Diocesan Council Board.

The President shall, in general, oversee all affairs of the Diocesan Council and Council Board. The President shall preside at all meetings of the Diocesan Council, Council Board and the Executive Committee and shall be an ex-officio member of all other Committees.

The President shall have the responsibility for governance of the Council and shall see that all orders of the Diocesan Council or Council Board are carried into effect. The President, or duly authorized agent(s) shall execute all deeds, mortgages, bonds, contracts and/or 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 Diocesan Council and Council Board of the requisite financial support that is to be provided to higher Council(s) and the Region annually.

**Vice President(s)**

Role and responsibilities of the Vice President(s)

There must be at least one Vice President. In the event multiple Vice Presidents are appointed, one must be designated as the first Vice President. The first Vice President shall perform the duties of the President in the event of the President's temporary absence, and shall have such other duties as the President or Council Board may assign. All Vice Presidents collaborate with the President in all matters affecting the Council Board. The Vice President(s) shall attend the Diocesan Council, Council Board and Executive Committee meetings.

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**Secretary(s)**

Role and responsibilities of the Secretary(s)

The Secretary shall attend meetings of the Diocesan Council, Council Board and Executive Committee and assure 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 Diocesan Council, Council Board and Executive Committee and shall perform such other duties as may be prescribed by the President, Diocesan Council, 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 assuring that records are kept of Aggregations and Institution, formal documents, meeting attendance and that the annual reports are retained.

**Treasurer/Chief Financial Officer(s)**

Role and responsibilities of the Treasurer

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

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

The Treasurer shall be responsible for assuring the disbursement of funds of the Corporation as may be ordered by the Diocesan Council and 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 and Council Board at the regular meetings, or whenever they may require it. The Treasurer shall provide a balance sheet and income statement to Diocesan Council members monthly.

The Council Board shall maintain, in the Corporation's name, a bond in such sum and with such surety or sureties as shall be satisfactory to the Council Board for the faithful performance of the duties of the Diocesan Council and for the restoration to the Corporation, in case of death,

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resignation, retirement or removal from office of any person, all books, papers, vouchers, money, and other property of whatever kind belonging to the Corporation.

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

**Spiritual Advisor**

Role and responsibilities of Spiritual Advisor

The Spiritual Advisor must be Catholic and be appointed by the President in compliance with National Council Guidelines set forth in the Handbook for Spiritual Advisors dated March 1999 and any amendments thereto. The Spiritual Advisor does not vote.

**ARTICLE XXIX  
SELECTING AND APPOINTING OFFICERS  
AND A SPIRITUAL ADVISOR**

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

**ARTICLE XXX  
TERMS OF OFFICE AND TERM LIMITS**

**President**

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

**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.

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**ARTICLE XXXI  
PROVISION FOR AN EXECUTIVE DIRECTOR**

The Diocesan Council may have an Executive Director, hired by the Council Board and supervised by the Council Board through the President, and accountable to and evaluated by the 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 Diocesan Council and the Council Board and shall administer the day to day affairs of the Diocesan Council including having responsibility for the supervision and management of the staff.

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

**Resignation or Removal**

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

The President may remove the Executive Director from the employment of the Council Board with the concurrence of 60% of the full Council Board. The Personnel Policies of the Council Board and such other policy governance directives as may be adopted or implemented by the Council Board may outline other terms and conditions of employment and termination.

**ARTICLE XXXII  
CIRCUMSTANCES UNDER WHICH OFFICERS MAY BE SUSPENDED**

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

FISCAL MATTERS SECTION

**ARTICLE XXXIII  
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 as appropriate to its mission statement.

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The President of the Diocesan Council, after consultation with the 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 Council Board. The independent accounting firm shall report the results of the audit to the Audit Review Committee.

The Council Board shall send an audited financial report to the Council Board members within 180 days after the end of the Corporation's fiscal year. That report shall contain at least the following information in appropriate detail: assets and liabilities as of the end of the fiscal year; the principal changes in assets and liabilities; the Corporation's revenue or receipts; the Corporation's expenses or disbursements. The Treasurer is charged as the responsible officer to assure that the audited financial 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.

A copy of the Annual Report shall be presented to the Bishop of the Diocese of Phoenix and the National Council.

**ARTICLE XXXIV  
DIVERSION OF FUNDS**

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

The Council Board will also comply with The Rule, part III, Statute 24 regarding property and distribution of funds.

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**ARTICLE XXXV  
INDEMNIFICATION, INSURANCE  
AND CONFLICT OF INTEREST**

**Indemnification**

The Private property of the Council Board Officers shall not be subject to the payment of the corporate debts of the Council.

The Corporation shall provide for payment by the Diocesan Corporation to its Council Board and Officers any and all expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceedings in which they or any of them are made parties or a party by reason of having been Directors or Officers of the Corporation, except in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

**Insurance**

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

**Conflict of Interest**

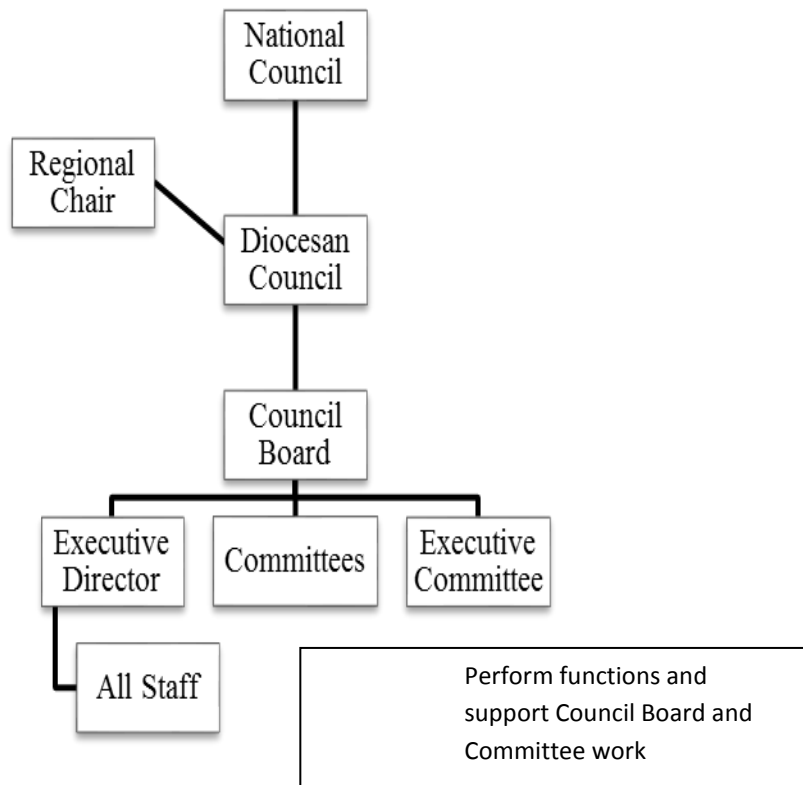
The Council Board should always have in effect a Conflict of Interest Policy, the purpose of which is to protect the organization's interest when it is considering entertaining into a transaction or agreement that might benefit the private interest of a Council member, Board member, Officer or member of a Committee with Council Board delegated powers who has a direct or indirect financial interest.

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**Phoenix Diocesan Council General Membership on June 14,**

  
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**G. Dean Guillory**  
**Secretary, Board of Directors**

27, 2008