

**SOCIETY OF ST. VINCENT DE PAUL
DIOCESE OF PHOENIX
DISTRICT COUNCIL BYLAWS**

Article 1 - OFFICIAL NAME

The name of the Council shall be the District Councils, subsequently referred to as District Council, of the Society of St. Vincent de Paul (SVDP) within the geographical boundaries or otherwise affiliated with the SVdP Diocesan Council of Phoenix and the SVdP National Council of the United States. *

Article 2 - LOCATION OF PRINCIPAL OFFICE AND CORPORATE SEAL

Location

The principal office of the District Council shall be the same as the Diocesan Council of Phoenix. 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 District Council. The name of the agent for service of process shall be determined by the Diocesan Council Board.

The executive office of the Corporation (Phoenix Diocesan Council of the Society of St. Vincent de Paul) 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 District Council may from time to time determine. All SVdP Conferences, District Councils and the Diocesan Council in the Diocese of Phoenix shall be incorporated as one corporation and shall share one Federal 501 (c) 3 tax ID number.

Article 3 - STATEMENT OF PURPOSE

“Inspired by Gospel values, the Society of St. Vincent de Paul, a Catholic lay organization, leads women and men to join together to grow spiritually by offering person-to-person service to the needy and suffering in the tradition of its founder, Blessed Frédéric Ozanam, and patron, Saint 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

* Because of the structure of the SVdP Diocesan Council of Phoenix as mandated by our Articles of Incorporation and the Diocesan Council bylaws, all District Councils are intimately united and must share a common set of bylaws. Therefore, all District Councils within the geographical area of or otherwise affiliated with the St. Vincent De Paul Diocesan Council of Phoenix shall be governed by these bylaws. The individual names and District numbers are listed in Appendix A. Any name changes, additions or disillusionment_of District Councils shall be considered pro forma changes and thus will not require any modifications or amendments to these bylaws

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 – National Council

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 mark of the Society's unity is the Aggregation of the Conferences and the Institution of the Councils, pronounced by the Council General (International) and with the approval of the National Council. The Conference should comply with all Aggregation requirements set forth by the Council General (International) and the National Council.

Each District Council 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 to 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 District Council President shall obtain and submit a complete and accurate copy of an Annual Report from that District Council and from each of its affiliated Conferences with any comments to the Diocesan Council for the preparation of the Consolidated Annual Report of the Diocesan Council for submission to the National Council of the United States.

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

Each District Council reviews and evaluates applications for aggregation that are submitted by its affiliated SVdP groups. If approved at District level, the application is forwarded to the Diocesan Council President for submission to the National Council for transmittal to the Council General.

Approved by the Diocesan Council May 25, 2012

District 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 inform them of the activities of the Society. The Councils represent their constituent units in contacts with religious and public authorities.

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, each District Council unites directly all aggregated and affiliated Conferences by providing help for said Conferences including neighboring, isolated and fraternal union Conferences. This is accomplished by assuring liaison and communication links between said District Council, the Diocesan Council, 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 Conferences, District Council, Diocesan Council and/or other sources.

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

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

ARTICLE 4 – TAX EXEMPTION

Each District Council is an affiliate of the Diocesan Council, which is organized under the Nonprofit Public Benefit Corporation Law for the State of Arizona for charitable purposes, and as such may not apply nor have an incorporation separate of the Diocesan Council. The Diocesan Council to the extent possible will assure that the tax-exempt status of the Diocesan Council is maintained by complying with all applicable federal and state requirements, including federal Internal Revenue Service policies.

Article 5 - PARAMOUNT AUTHORITY OF THE SOCIETY

Should any bylaw, rule or regulation adopted by the District Councils 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 of the United States, or the Diocesan Council of Phoenix then and in that event such bylaws, rules or regulations shall be void and of no effect. In addition, if the District 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 aggregation papers, it shall not use the Society's name.

Parliamentary Authority

Agreed-upon forms of consensus building shall govern each District Council in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Council may adopt. Unless otherwise specified by the Diocesan Council or the Diocesan Council Board, the latest approved version of Robert's Rules of Order will serve as the rules of order. Under normal circumstances, a District Council may use a simplified version of parliamentary procedures based on Robert's Rules of Order such as Simplified Rules of Order or Parliamentary Procedures at a Glance.

Rule of the Society

A copy of the Rule of the Society, Articles of Incorporation and Diocesan Council Bylaws document shall be kept with these Bylaws by each District Council.

Article 6 – AMENDING THE BYLAWS

These Bylaws may only be amended, altered or repealed only by a two-thirds majority of all the active members of the full Diocesan Council of Phoenix and in conjunction with the approval of the National Council.

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

ARTICLE 7 - 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 District Council. 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 District Council. The National President in cases of extreme seriousness and urgency may suspend a District 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 District 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 District Council should be permanently excluded and its work abandoned, all title to any real or personal property including equipment, furniture, fixtures, appliances and/or supplies then owned by the District Council including monetary assets 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 District Council, arranging the transfer of the records to the higher Council or its designee in accordance with the Rule and bylaws of the Society and federal and/or state law.

ARTICLE 8 - DISPOSITION OF ASSETS

Assets

All titled physical assets, generally, but not exclusively, personal property, real property, buildings and vehicles acquired by Conferences or the District Council must be held in the name of the Diocesan Council.

All District Council and Conference non-monetary assets, including real property, must be held in the name of the Diocesan Council of Phoenix. Any asset, including but not limited to buildings or land, which is titled in the name of the Diocesan Council shall be held and used by Vincentians for Vincentian purposes.

All untitled physical assets and/or property including but not limited to equipment, supplies, furniture, appliances and fixtures shall be held under the name of the District Council or individual Conference. All such items shall be clearly labeled as property of SVdP and an up to date inventory must be maintained and kept with the official District Council or Conference records.

All monetary assets are held only in the name of the District Council and/or the individual Conference.

The District 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.

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

Any asset transferred to a non-Vincentian entity, 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. Such assets may not continue to carry the name of the Society of St. Vincent de Paul for any purpose.

ARTICLE 9 - SOLIDARITY CONTRIBUTIONS OF MEMBER COUNCILS AND TITHING

Solidarity Contributions

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.

Special Financial Support

From time to time the District Council, 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.

Conferences will contribute 10% of their income to their respective District Council. Payments shall be made on a quarterly basis and shall be submitted with the Conference's Quarterly Report disclosing income, expenditures and Conference activity

District Councils will contribute 10% percentage of their income to the Diocesan Council. Payments shall be made on a quarterly basis and shall be submitted with the District's Quarterly Report disclosing income, expenditures and District activity.

No District Council shall retain funds in excess of its foreseeable short-term needs. Short-term needs shall be defined as those funds needed to carry on the fixed operations of the District and its Conferences for no more than six months. Excess funds accruing to a District should be forwarded to needy Conferences, other Districts or to the Diocesan Council as a contribution.

Conferences in need of financial assistance shall make their requests to their respective District Council. Such matters will be voted on at the District level. If no assistance is available or if resolution of the issue is not possible at the District level, the District may refer the request with a recommendation to the Diocesan Council.

All financial assistance given to a District Council by the Diocesan Council shall be reported in writing to all Conference Presidents within the District. This practice serves to promote full disclosure and accountability at all levels of the Society.

ARTICLE 10 – MEMBERSHIP, NON-DISCRIMINATION POLICY AND COMPENSATION

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

In compliance with the Rule of the Society and the Bylaws of the Diocesan Council of Phoenix only full members may hold office in any Conference or District Council. Full members are those Catholic members who have completed the Diocesan training requirements and participate on a regular basis in the meetings and works of the Society. (See Formation policy of the Phoenix Diocesan Council)

Non-discrimination Policy

All District Councils shall actively seek to recruit and retain volunteers without regard to race, color, age, nationality, creed (with the exception of full members), sex or disability. In keeping with the *Rule* of the Society, District Councils and their attached conferences make no distinction regarding gender, wealth, occupation, social status or ethnic origin. (3.2 pg. 11)

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 a District Council. There will be no fee or honorarium for District Council services beyond reimbursement of actual expenses.

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

ARTICLE 11 - MEMBERSHIP OF DISTRICT COUNCIL

District Council

District Councils are created by the Diocesan Council and instituted by the National Council to serve their assigned Conferences and to provide a means for communication, spirituality and fellowship between the various Conferences under its jurisdiction. The District boundaries or assigned Conferences may change from time to time as determined by Diocesan Council Board.

All members of Conferences within a District are de facto members of that District. Their participation in District affairs is crucial to the life and growth of the Society.

The District Council is comprised of the duly elected President of the District Council, the duly elected Presidents of each affiliated Conference and the duly appointed District Council Officers. The voting membership of the District shall be comprised of the District President, affiliated Conference Presidents or their qualified representative along with up to three duly appointed District Officers.

The District Council is composed of:

1. The duly elected President of the District Council
2. The President or their formal representative of all qualified and affiliated Conferences
3. Members appointed by the President and confirmed by the District to serve as District Officers. The number of appointed Officers with voting privileges may not exceed three and shall be limited to the offices of 1st Vice President, Secretary and Treasurer. Voting officers must be full members, those Vincentians who are Catholic, have met the OFE requirements, are active in the works and activities and in good standing of a Conference assigned to said District. Out of District appointed officers shall have no voting privileges.

Spiritual Advisor - Ex Officio

Qualified Conferences

Are those Conferences that:

1. Are currently aggregated by the National Office of the Society of St. Vincent de Paul or are in the process of being aggregated.
2. Were initially approved by the Diocesan Council Board and whose status has not been revoked by said Board.
3. Have been officially represented in at least 80% of the meetings of the District Council & 50% Diocesan General Membership during the previous fiscal year. Have provided evidence of accountability and responsibility through regular meeting attendance, timely submission of reports and conformity with the Manual and Rule of the Society and the bylaws of all higher Councils.

Sanctions

In the event that a Conference does not attend District meetings on a regular basis, does not keep accurate records or does not submit in a timely fashion its Quarterly, Annual and Audit reports, or does not comply with the rules and regulations of the Society, after an appropriate probationary period as determined by the District Council, the District Council shall by a majority vote make a recommendation to the Diocesan Council Board where upon a majority vote of the Council Board can impose one or more of the following sanctions:

1. Recommend to the National Council that a Conference be prohibited from using the name of the Society of St. Vincent de Paul or any other similar name.
2. Deprive the Conference from access to District and/or Diocesan services including but not limited to District and/or Diocesan Twinning/Council Aid, Food Reclamation, Thrift Stores and Dining Rooms.
3. Withhold from the Conference funding or other types of assistance.
4. Make appropriate public disclosures regarding the status of the Conference.

ARTICLE 12 - ADMISSION PROCEDURES AND ELECTION PROCESS

Admission Procedures

After any member of a qualified, affiliated Conference has been elected President, the name of said new District Council member shall be submitted to the District President. The person shall be enrolled as a member of the District Council at the next Council meeting. See the Conference bylaws for Conference Presidential election policies and procedures.

Election Process for President of the District Council

The District 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 on 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 District Council. A period of one month should be allowed for elected Council members (enrolled Conference presidents) 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 Conference Presidents and the election held. Each assigned Conference is eligible to a single vote in this election. Appointed District Council members are not eligible to vote in any District Council Presidential election. A process for breaking a tie shall be established before the election vote occurs.

Under normal circumstances, all incoming District Council Presidents will take office on October 1st. If a vacancy occurs outside of the normal election time frames, an interim District President shall be elected and will serve until September 30th of that fiscal year. The months served in this interim period will not count towards the normal term limits for a District Council President.

After the President has been elected, that person shall be installed at the September or October meeting of the District Council meeting. The name of that person shall be submitted to the Diocesan Council. Thereupon, that person shall be enrolled as a member of the Diocesan Council Board and shall be commissioned at their next meeting or at a special commissioning ceremony.

Extraordinary Circumstances

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

Upon the vacancy of the office of President prior to the completion of a three year term, the first Vice President shall within ten days from receipt of the notice of the vacancy of the office of President, convene a Nominating Committee whose duty it will be to initiate the election process. A slate of candidates shall be prepared and presented to the District Council. A period of one month should be allowed for the District Council members to consult with their own Conference. Ballots will then be distributed to the Conference Presidents and the election held. Only Conference Presidents or their formal representatives are eligible to vote the preference of their Conference in this election.

The newly elected President's term of office begins on the date of election to that position and ends on September 30 of that same fiscal year. Regardless of the time involved in this interim presidential term, the portion of that year of service is not counted towards the normal term limits for a District President

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

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

ARTICLE 13 - MEETING FREQUENCY AND NOTICE REQUIREMENTS

Meetings of the District Council

The District Council shall meet monthly and no less than ten times each fiscal year. The date, time and place of the District meetings shall be communicated by the District Secretary to the Officers of the District, all Conference Presidents within the District and Chairpersons of all approved Committees. District Councils meetings shall be scheduled as follows:

1. Monthly, as noted in the approved annual calendar of meetings (a minimum of ten times a year;
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 District Council 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 voting members of the District Council shall constitute a quorum.

Proxies

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

Appointed District Council Officers who are not also currently serving as elected District Council members cannot designate a proxy.

Open Meetings

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

ARTICLE 15 - DISTRICT COUNCIL MEETINGS

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 16 - VOTING PROCEDURES AND GOVERNANCE RESPONSIBILITIES

Voting Procedures

Each District Council member has one vote in any District Council meeting. No member of the District Council may have more than one vote. Each Conference may have only one representative vote executed by the conference president, 1st vice president or appointed proxy. Appointed District Officers have one vote provided they are in a conference assigned to the District and not concurrently serving as the voting representative of a Conference. The District

President may vote only in the case of a tie. Once a quorum is present at a meeting, a simple majority of those eligible to vote is required to approve a main motion or resolution.

Motions/Resolutions

The District Council initiates action by adoption of motions or resolutions. Resolutions can relate to approval of specific items or indicate continuing approval, e.g. spending limits. Outside of a meeting, a unanimous decision of a simple majority of all District Council members may adopt a motion or resolution by written or electronic consent provided that all District Council members have been notified of the proposed action.

Governance Responsibilities

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

1. Electing a District Council President
2. Approving the Organizational Structure, including District Officers and any Committees;
3. Approving expenditures of District funds and if deemed necessary approving an Annual District Council Budget;
4. Making recommendations to the Diocesan Council concerning the acquisition or dissolution or the sale of any property, vehicle or other asset related to the operation of the District Council or its member Conferences;
5. Securing and reviewing an Annual Audit from each affiliated Conference and the District Council and conducting regular Audit Reviews to ensure compliance with the Rule, Manual and Accounting Operating procedures of the Diocesan Council;
6. Approving Presidential appointments;
7. Reviewing and evaluating the leadership, mission and planning of the District Council.

ARTICLE 17 - 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 temporarily or permanently suspend or exclude a member of a Council or 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.

District Council 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 District Council meetings.

ARTICLE 18 - DESCRIPTIONS AND POWERS OF STANDING AND AD HOC COMMITTEES OR SPECIAL PRESIDENTIAL APPOINTMENTS

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

Chairs

Standing Committee

The President with District Council approval appoints standing Committee Chairs.

Ad Hoc Committee

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

Committee Membership

The Committee Chair following agreement by the District President and/or District Council appoints members of all committees.

Term Limits

All committee appointments terminate automatically when a new District Council President takes office. Chairpersons and members may however be reappointed by the incoming President.

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

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

Meeting Procedures

The 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, Standing or Ad Hoc can be established or dissolved by the District Council President in consultation with the District Council.

Circumstances under which Committee membership ceases

The President can remove a Committee Chairperson. The Committee Chairperson may remove a committee member following agreement by the District Council President.

ARTICLE 19 - DUTIES OF OFFICERS AND SPIRITUAL ADVISORS

President

Role and responsibilities of President

The President attends to the progress of the District Council and its affiliated Conferences. 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 Conferences and the Councils for which it has responsibility or to which it is attached. The President attends the Diocesan Council Board meetings.

The President shall, in general, oversee all affairs of the District Council. The President shall preside at all meetings of the District Council and shall be an ex-officio member of all District Council committees.

The President shall have the responsibility for governance of the District Council and shall see that all orders of the District Council are carried into effect. The President will advise District Council of the requisite financial support that is to be provided to higher Council(s) and the Region annually.

Vice President(s)

Role and responsibilities of Vice President(s)

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

Secretary(s)

Role and responsibilities of Secretary(s)

The Secretary shall attend meetings of the District Council 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 District Council and shall perform such other duties as may be prescribed by the District President and District Council.

The Secretary is responsible for assuring that records are kept of Aggregations and Institution, formal documents, meeting attendance and that the quarterly and annual reports are retained.

Treasurer

Role and responsibilities of Treasurer

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

The Treasurer informs members of the District Council's financial position by submitting a written statement at every District Council Board meeting and oversees the preparation the District's Quarterly and Annual Reports.

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

The District 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 District President or District Council.

In such cases that the District Council has only Monetary Assets, monthly reports to the District Council may be limited to a simplified statement of cash receipts and cash disbursements showing the beginning balance, details of cash receipts and disbursements as may be required by the District Council, ending balance and a schedule of reconciliation for each checking, savings and investment account held by the District Council. If the District Council has Physical Assets, then a balance sheet must be prepared.

In keeping with the spirit of The Rule of the Society and sound fiscal policy, the Treasurer of the District shall not be a member of the District President's immediate family.

Spiritual Advisor

Role and responsibilities of Spiritual Advisor

The Spiritual Advisor must be Catholic and be appointed by the President in compliance with National Council Guidelines set forth in the Handbook for Spiritual Advisors dated March 1999 and any amendments thereto. The Spiritual Advisor serves at the pleasure of the District Council President, attends the meetings, participates in the discussions, and provides the necessary guidance to the District Council and its members on spiritual matters. Unless he is a lay Spiritual Advisor who is currently serving as a Conference President of one of the Qualified Conferences of the District or is an authorized proxy for a Qualified Conference at a particular meeting, a Spiritual Advisor does not have a vote.

ARTICLE 20 - 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 District Council.

ARTICLE 21 - 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 District 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.

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 as appropriate to its mission statement.

The President of the District Council, after consultation with the District Council, shall appoint a qualified person or persons to perform an annual audit or audit review of the financial books and records of the District Council. In non-election years, this audit may be conducted by a non-signatory member of the District Council. In any election year or if or when there is a change in Treasurers, an external audit must be conducted by a person or persons outside of the District Council members and its Officers. Under normal circumstances, District and Conference audits do not require the services of a professional audit group or C.P.A.

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

A copy of the Annual Report shall be presented to the Diocesan Council Board or their designee.

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

Additionally, the District Council reporting systems must be in compliance with all 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 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 District Council will also comply with The Rule, Part III, Statute 24 regarding property and distribution of funds.

ARTICLE 24 - INDEMNIFICATION, INSURANCE AND CONFLICT OF INTEREST

Indemnification

The private property of the District Council members and its Officers shall not be subject to the payment of any of the debts of the Council.

The Corporation shall provide for payment by the Diocesan Council to its District Council members and Officers for any and all 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 District Council members or Officers, 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 Diocesan 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, District Council members and Officers and workers compensation.

Conflict of Interest

The Diocesan Council Board should always have in effect a Conflict of Interest Policy that applies to itself and all associated District Councils and Conferences. The purpose of this policy is to protect the organization's interest when it is considering entering into a transaction or arrangement that might benefit the private interest of a District Council member, Officer or member of a committee with delegated powers who has a direct or indirect financial interest in said transaction or arrangement.

Article 25 – FISCAL OPERATIONS

Employees

The District Council shall not have any paid employees, except as necessary to provide for ongoing District operations in District areas located outside of the metropolitan area of Phoenix. With the consent of the Diocesan Council, these outlying Districts may have paid employees to assist in the special works located in those Districts.

Approved by the Diocesan Council May 25, 2012

Employees of the District may be full members of a local Conference and may actively participate, when off duty, in the works of the Conference, but may not under any circumstances hold office or serve as a proxy for any voting member of the District Council.

Property

The District Council will not have any property ownership and all titled real and personal property will be held under the title and name of the Diocesan Council. This limitation applies to but is not limited to all property, buildings and vehicles.

No District Council may enter into a contract, lease or sale agreement in its own name. All such agreements must be held in the name of the Diocesan Council. Districts wishing to obtain property or to enter into a contractual agreement must:

1. By a majority vote of the District Council approve a purchase proposal that includes a description of the proposed acquisition, the need or reason for the acquisition and an explanation of the District's ability to pay for and maintain said acquisition.
2. Once approved, the acquisition proposal shall be sent to the Executive Committee of the Diocesan Council for approval.
3. Once approved by the Executive Committee, the proposal shall be submitted to the Diocesan Council Board for consideration and approval.
4. Once approved by the Council Board, if required by the bylaws and policies of the Diocesan Council, the matter shall be forwarded to the Diocesan Council for consideration. The Diocesan Council by a majority vote will determine whether or not the acquisition shall be made.

While property ownership of any and all titled real and personal property shall remain in the name of the Diocesan Council, outlying Districts shall be consulted regarding the following matters:

1. Fundraising activity
2. Acquisition and management of property and special works.
3. Hiring and termination of paid District employees.

Fundraising

Except as provided for to meet the needs of outlying District, fundraising activities other than Fifth Sunday Collection, Special Food Drives that solicit funds and activities of the Conference within its Parish, which do not interfere with the fundraising activities of the Diocesan Council, the District shall not be engaged in any fundraising, estate planning or other activities involving the raising of money or funds, and the use of the name of the Society of St. Vincent de Paul in those activities without the expressed, written consent of the Diocesan Council Board or its designee.

Because of their unique situations and localities, outlying Districts who demonstrate a need for fundraising, which goes beyond the scope of a District Council, may participate in other fundraising activities and pursuits provided a description of the proposed activity and its scope have been submitted and approved by the Diocesan Council Board.

The effective date for these bylaws shall be the same as the approval date with the following exceptions:

- 1. Article 11 Qualified conferences item 3 – new attendance requirements will go into effect 10/1/2014.*
- 2. Article 13 Meetings of the District Council - new requirements for the number of District meetings will go into effective 10/1/2014*

Approved by the General Membership by mail ballot. Vote declared official on May 25th, 2012.

SVdP Diocesan Council of Phoenix
District Council Bylaws
Appendix A

District Councils of the Diocese of Phoenix are as follows:

The Society of St. Vincent de Paul

- District 1 - San Francisco Peaks Council
- District 2 - Colorado River Council
- District 3 - Our Lady of the Poor Council
- District 4 - Sal Immordino Council
- District 5 - Father Eugene Maguire Council
- District 6 - Father Victor Bucher Council
- District 7 - Art Whitney Council
- District 8 - Our Lady of Guadalupe Council
- District 9 - Father Joseph Patterson Council
- District 10 - Yavapai Council
- District 11 - Saint Elizabeth Ann Seton Council
- District 12 - Monsignor Daniel McCready Council