

(APPROVED 3-12-12)
REVISED DECEMBER 8, 2014
CODE OF REGULATIONS

OF
SOCIETY OF ST. VINCENT DE PAUL, DIOCESAN COUNCIL,
CLEVELAND DIOCESE

ARTICLE I

OFFICIAL NAME OF ORGANIZATION

The name of the Corporation is: Diocesan Council, Society of St. Vincent de Paul, Cleveland Diocese (hereinafter "Corporation"). District Councils and parish Conferences in the Diocese of Cleveland fall under the jurisdiction of the Diocesan Council. This corporation is affiliated with the National Council of the United States, Society of St. Vincent de Paul, Inc. (hereinafter "National Council").

ARTICLE II

LOCATION OF PRINCIPAL OFFICE

The statutory office of the Corporation shall be in the Diocese of Cleveland (comprised of the counties of Cuyahoga, Lake, Geauga, Lorain, Summit, Wayne, Ashland, and Medina), State of Ohio at such location as is determined by the Board of Directors. The name of the agent for service of process shall from time to time be determined by the Board of Directors.

The executive office of the Corporation shall be in the City of Cleveland, State of Ohio or at such other place as may be determined by the Board of Directors. Other offices may be established at such other places in the Diocese of Cleveland as the Board 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 Board of Directors.

ARTICLE III

STATEMENT OF PURPOSES

The Corporation follows the spirituality of the Society of St. Vincent de Paul as summarized in the National Council's Mission Statement and accepts this as a part of the statement of the Corporation's Mission:

“Inspired by Gospel values, the Society of St. Vincent de Paul, a Catholic lay organization, leads women and men to join together to grow spiritually by offering person-to-person service to the needy and suffering in the tradition of its founder, Frédéric Ozanam, and patron, Vincent de Paul. As a reflection of the whole family of God, members, who are known as Vincentians, are drawn from every ethnic and cultural background, age group, and economic level. Vincentians are united in an international society of charity by their spirit of poverty, humility and sharing, which is nourished by prayer and reflection, mutually supportive gatherings and adherence to a basic Rule. Organized locally, Vincentians witness God’s love by embracing all works of charity and justice. The Society collaborates with other people of good will in relieving need and addressing its causes, making no distinction in those served, because in them Vincentians see the face of Christ.”

The Corporation is organized exclusively for religious and charitable purposes within section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, and of Chapter 1702 of the Ohio Revised Code, as amended.

Other purposes of the Corporation include such things as:

- a. The supplying of food, clothing and other necessities to needy and indigent persons; the visitation of the sick, aged, infirm, lonely, and prisoners at institutions where they may be temporarily or permanently incarcerated; the gathering of new and second-hand clothing, furniture and all other personal and household necessities, voluntarily contributed and to sell or otherwise dispose of it for charitable purposes.
- b. The acquiring of any and all real estate, by purchase or by deed or gift, for the proper and efficient conduct of all charitable works; and to rent, lease, sell, invest or otherwise dispose of it for the benefit of charity;
- c. Receiving all donations and contributions offered either by bequests of cash grants for any and all charitable enterprise;
- d. Doing anything necessary, incidental or ancillary to the accomplishment of any other charitable or religious purposes which qualify under Section 501(c)(3) of the Internal Revenue Code, as amended.

Within the larger vision of the International and National Societies, the Corporation is responsible for animating and coordinating the work of Society of St. Vincent de Paul units within its jurisdiction. In doing so, the Corporation assists and coordinates directly the District Councils functioning within the Diocese of Cleveland by providing help for said District Councils; assuring liaison and communication links between said District Councils on the one hand and the Region and the National Council on the other hand, to assist with adherence and faithfulness to The Rule; ensuring that the Special Works of the Council are agreed to by and receive ongoing support (which may include volunteers, personnel or funds) from the District Councils or other sources. The visible unifying link

within the Society is the Aggregation of the Conferences and the Institution of the Councils declared by the Council General (Rule – Part 1; 3.8)

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

ARTICLE IV

TAX EXEMPTION

This Corporation is organized under the Nonprofit Corporation Law for the State of Ohio for charitable and religious purposes. The Corporation is currently exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code as amended, and will operate so as to maintain this status by complying with the applicable sections of the Internal Revenue Code and applicable regulations.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributed to, its directors, officers, or any other private persons, except that this Corporation shall be authorized to pay reasonable amounts for goods and services provided and rendered and to make payments and distributions in furtherance of the purposes set forth in the Purposes section of the Articles of Incorporation.

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3), (ii) by a corporation that is other than a private foundation within the meaning of Section 509(a), or (iii) by a corporation described in Section 170(c)(2), contributions to which are deductible under Section 170(a), 2055(a)(2) and/or 2522(a)(2).

ARTICLE V

RELATION OF THE CORPORATION TO THE NATIONAL AND INTERNATIONAL SAINT VINCENT de PAUL SOCIETIES

While the Corporation is a distinct and separate corporation, it does relate to the larger Saint Vincent de Paul Society and accepts the following restrictions on the Corporation's powers and authority:

- a. Should any Bylaw, Rule or regulation adopted by the Diocesan Council conflict with The Rule and regulations of the Society of St. Vincent de Paul as now promulgated or hereafter adopted by the International Council General or the National Council, then and in that event such Bylaws, Rules or regulations should be void and of no effect. The International Council General's guidelines or the National Council of the United States directives on compliance to The Rule will be adhered to. In addition, if the Council appears to be part of the Society, but does not adhere to The Rule in terms of presidential terms, regular attendance at higher Council meetings, or otherwise does not maintain compliance with its approved institution papers, it shall not use the Society's name.
- b. For reasons prompted by the seriousness of a particular situation, the President General may suspend temporarily or permanently exclude the Corporation, after notifying the Permanent Section accordingly. In case of a permanent exclusion, this shall always entail the cancellation of the Institution. The President General shall approve or reject the appeals that are presented.

The National President is given the power through extraordinary delegation to temporarily suspend the Corporation. The National President in cases of extreme seriousness and urgency may suspend the Corporation 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 Corporation in question may appeal to the National Council President's conciliation process in effect at that time. The President General shall approve or reject the appeals that are presented.

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

the Council, and arrange for the handing over of the records to the higher Council or its designee and in accordance with state law.

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

From time to time the Corporation, 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 to assume financial responsibility for their delegates or representatives to serve at these levels.

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

A copy of The Rule of the SVDP and Articles of Incorporation of this Corporation shall be attached hereto as Exhibits A and B.

ARTICLE VI

MEMBERSHIP

This corporation is not a membership corporation. The Board of Directors functions as the members for purposes of the Ohio Non-Profit Law.

The District Councils and the Conferences do have members but not in the sense of members under Chapter 1702 of the Ohio Revised Code but in the colloquial sense of the word “member” and the officers and directors of this Corporation are members in good standing of one of the conferences that make up the districts within this diocese and so they are members of the St. Vincent de Paul Society. Active membership in good standing in the Society of St. Vincent de Paul and membership within one of the Conferences is a requirement for being a director and/or officer of the Corporation.

ARTICLE VII

BOARD OF DIRECTORS

Section 7.1 — Corporate Authority. All of the authority and power of the Corporation shall be exercised by the Board of Directors, except as otherwise provided in the Articles, this Code, or the Ohio non-profit corporate law.

Section 7.2 — Number. The Board of Directors shall consist of a number from three(3) to nineteen(19) directors along with three non voting ex officio directors, the number being set from time to time by the Class A directors with the initial number being set at nine voting directors along with three non-voting ex officio directors.

A. Class A Voting Directors. There shall be one Class A voting director for each district council within the Diocese of Cleveland. Each of these directors shall hold the office of President in the District to which they belong. Initially, there will be four Class A Directors, one for each of the district councils within the Diocese of Cleveland.

B. Class B Voting Directors. There shall be five directors in this class. The President of the Corporation, First Vice President of the Corporation, Secretary of the Corporation, Treasurer of the Corporation, and the Immediate Past President of the Corporation shall be denominated Class B Voting Directors.

C. Class C Voting Directors. There shall be one Class C voting director for each district council within the Diocese of Cleveland. Each of these directors shall hold the office of Vice President or First Vice President (if there is more than one vice president) in the district council to which they belong. Initially, there will be four Class C Directors, one for each of the district councils within the Diocese of Cleveland. This provision for Class C Voting Directors will not become effective until six months after the adoption of this Code of Regulations.

D. Class D Elected Voting Directors. The Class A Directors may decide that there shall be a certain number of at large or Class D Directors who shall be elected as provided below. This provision for Class D Elected Voting Directors will not become effective until six months after the adoption of this Code of Regulations.

E. Ex Officio Non Voting Directors. The Spiritual Director of the Corporation shall be a non-voting ex officio Director, the Secretary of Social Concerns of the Diocese of Cleveland or his or her designee shall be a non-voting ex officio Director, the Executive Director shall be a non voting ex officio Director.

Section 7.3 — Qualifications. Voting Directors must be practicing members of the Roman Catholic Church, members of the Saint Vincent de Paul Society, and active in the their parish SVDP conference. Only those persons who are responsible and mature individuals with an interest in the purposes and activities of the Corporation and a commitment to its mission and philosophy shall be eligible to serve as Directors.

A certain number of Class D Directors who are not members of the Roman Catholic Church nor members of the Saint Vincent de Paul Society but who have special expertise in business, planning, finance, etc. may be added. They must ascribe to the purposes and

values of the Saint Vincent de Paul Society. This number may not be a majority of the Board of Directors.

Section 7.4 — Selection of Directors. The Class A, Class B, and Class C Directors shall hold their office as director as long as they hold by virtue of the office by which they are directors. If the Class A directors determine that more directors shall be added, they shall at a meeting of the board pass a resolution delineating the number of Class D directors to be added to the Board. The Nominating Committee shall offer a slate of candidates with at least one candidate for every director position; the Class D directors must be approved by a majority of both the Class A and Class B directors. If there are already Class D directors, the Class A directors can determine that the number of Class D directors be increased, but not beyond the number set forth above and the Class D directors are elected as indicated above.

Section 7.5 — Term of Class D Directors. A Class D director shall ordinarily serve for a term of three (3) years, beginning with the first meeting after which he or she was elected; all terms shall expire on the day following completion of three years. A Class D Director may be re-elected for an additional term of three (3) years but cannot serve more than two consecutive terms; at least one (1) year of non-service must intervene after two (2) consecutive terms before a Class D Director is eligible for re-election. At the meeting of the Board of Directors at which it is decided to add Class D directors, the Class D Directors may be elected for terms of less than three (3) years for the purposes of dividing the Class D Directors into three (3) groups, substantially equal in number with terms expiring at intervals of one (1) year.

Section 7.6 — Term of the Director. A director shall be a director as long as he or she holds the office described in §7.2 (a) and (b). When he or she no longer holds that office, he or she shall no longer be a director of the Corporation.

Section 7.7 — Resignation of Class D Director. A Class D Director may resign at any time. A Class D Director who fails to attend a majority of the regular meetings of the Board of Directors during any consecutive twelve (12) month period, shall be deemed to have resigned as of the end of such period, unless the Board of Directors excuses the absence.

Section 7.8 — Removal of Class D Director. A Class D Director may be removed with or without cause by the affirmative vote or action of the Class A Directors whenever in their judgment the best interests of the Corporation would be served thereby.

Section 7.9 — Vacancies among Class D Directors. Vacancies among Class D Directors, whether caused by death, resignation, removal or otherwise, which occur or exist between annual meetings at which directors are ordinarily elected shall be filled in the manner in which Class D Directors are ordinarily elected. Vacancies which exist as a result of death, resignation, removal or otherwise may be filled for the remainder of the term of the person whose vacancy was filled.

Section 7.10 — Quorum. The presence of a majority (defined in this Code as fifty-one per cent [51%]) of all directors in office shall constitute a quorum at any regular, special or annual meeting. The act of a majority at any one meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater majority is required by the Articles, this Code or state law.

Section 7.11 — Number of Meetings. The Board of Directors shall meet at least four (4) times per year. The Board shall designate one of these meetings the Annual Meeting.

Section 7.12 — Annual Meeting. At the Annual Meeting of the Board of Directors, the President and the chair of each committee, with the exception of the Executive Committee, shall submit reports to the Board.

Section 7.13 — Special Meetings. Special Meetings may be called by the President or by two of the Class A Directors. It shall be the duty of the President to call a special meeting at the written request of three (3) directors.

Section 7.14 — Notice. Written notice of all meetings of the Board of Directors shall be sent by the Secretary to each Director at least three (3) days and not more than thirty (30) days before the date of the meeting. In the case of special meetings, the notice shall state the purpose of the meeting and no business shall be transacted at that meeting that does not relate to the purpose stated. Notice can be sent by authorized communications equipment.

Section 7.15 — Waiver of Notice. Whenever notice is required to be given under the provisions of the statutes or Articles or this Code, a waiver in writing signed by the persons entitled to notice, whether before or after the time stated therein shall be deemed equivalent thereto. Attendance at any meeting by a director shall be conclusively deemed a waiver of notice of the meeting unless objection is made at the outset of the meeting to the failure to give proper notice.

Section 7.16—By Laws. The Board of Directors may adopt By Laws for its own governance that shall be consistent with the Articles of Incorporation, this Code, the SVDP Rule, and the laws of the State of Ohio.

Section 7.17 — Place of Meetings and Use of Authorized Communications Equipment. Meetings of the Board of Directors may be held at the offices of the Corporation or at any other location that the Board may designate. Notwithstanding anything to the contrary, meetings can also be held by authorized communications equipment which allows all persons participating in the meeting to contemporaneously communicate with one another; participation by means of such authorized communications equipment shall constitute attendance at the meeting. For purposes of this section and hereafter in this document “authorized communications equipment” shall mean:

any communications equipment that provides a transmission, including but not limited to telephone, telecopy or any electronic means by which it can be determined that the transmission was authorized by, and accurately reflects the intention of the member or director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with one another (see §1702.01(Q) of the Ohio Revised Code).

Such participation shall constitute attendance at such meeting.

Section 7.18 — Action without a Meeting. Any action or exercise of power which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by all of the directors. Any such writing or writings shall be filed or entered upon the records of the Corporation.

Section 7.19 — Compensation. The Directors shall not receive salaries, fees or compensation for their services as Directors or their attendance at any meeting or committee meeting of Board. The Board of Directors may adopt a policy to reimburse directors for their reasonable out-of-pocket expenses incurred in the performance of their duties as directors.

Section 7.20 — Conflict of Interest/Duality of Interest A Director shall not be disqualified by his or her office from dealing with the Corporation as a vendor, purchaser, employee, agent or otherwise, and no contract or transaction shall be void or voidable or in any way affected with respect to the Corporation for the reason that it is between the Corporation and one or more of its Directors, or between the Corporation and any other corporation, trust, partnership or other organization in which one or more of its Directors are directors, partners, or officers, or have a financial or personal interest, or for the reason that one or more interested Directors participate or vote at a meeting of Directors or a committee thereof which authorizes such contract or transaction if in any case:

- a. The material facts as to his, her or their relationship or interest and as to the contract, action or transaction are disclosed or known to the Directors or a committee thereof and the Directors or a committee thereof, in good faith reasonably justified by the material facts, authorize or ratify the contract, action or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors constitute less than a quorum; or
- b. The contract or transaction is fair to the Corporation as of the time that it is authorized or approved or ratified by the Directors, or a committee thereof.

Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question of whether a Director of the Corporation has acted in good faith is material, then notwithstanding any statute or rule of law or of equity to the contrary, (if any there be), his, her or their good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence. For purposes of this section, common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Directors or committee thereof which authorizes or ratifies the contract or transaction.

The Board of Directors shall adopt a conflict of interest policy which is more strict and detailed than this section and such policy may mandate the use of a form to give notice of any real or potential conflicts of interest. Such a policy may also cover officers and employees of the Corporation.

Section 7.21 — 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. Ultimately issues must be decided by a majority vote as provided herein.

Unless Board bylaws provide otherwise, meeting procedures include: A punctual call to order; roll call; opening prayer; Spiritual Advisor's reading; address and discussion; approval of minutes of previous meeting; President's report; Secretary's report; Treasurer's report; Board (Directors and Auxiliary) reports; committee reports; District Council reports, resolutions; conferences and special works reports; special events planning, old business; new business; time and place of next meeting; closing prayer; adjournment.

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

Section 7.22 — Authority of Class A Directors. While a simple majority of directors ordinarily governs decision of votes, for the following issues, the simple majority must include a majority of the Class A directors.

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.
3. Approving policies or standing operating procedures that may be established to exceed budgeted expenditures or non-budgeted financial commitments up to certain dollar limits;
4. Recommending dissolution or the sale of all the corporation's assets;

5. Reviewing the Annual Audit and Audit review and ensuring that an Annual Report of the corporation is compiled 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 reports from Auxiliary Boards, if applicable,
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. Decision to expand Board by adding Class C Directors.
11. The power to amend the Articles of Incorporation (hereinafter the "Articles") and this Code of Regulation (hereinafter "Code").
12. The power to initiate and approve any merger, consolidation or reorganization of the Corporation;
13. The power to elect and remove the directors of the Corporation;
14. The power to approve the dissolution of the Corporation and the distribution of the assets upon;
15. The power to determine and maintain the philosophy, mission and identity of the Corporation;
16. The power to initiate and approve the sale, transfer, lease, encumbrance, donation, purchase, rental, receipt by gift or other alienation or acquisition of any real property or tangible personal property by the Corporation or the incurrence, creation, refinancing or refunding of any debt obligation by the Corporation, if the property, the transaction or the debt obligation in question has a value in excess of Twenty-Five Thousand Dollars (\$25,000) or such other amount as may from time to time be determined by the Members;
17. To approve the initiation or contesting of any lawsuit on behalf of the Corporation in a civil court;
18. To approve the investment of surplus funds of the Corporation in excess of One Hundred Thousand (\$100,000);
19. The power to approve and/or establish the strategic and long range plans of the Corporation;
20. The power to approve and/or amend the annual operating and capital expenditure budgets of the Corporation and any expenditure by the Corporation not previously included in an approved budget that involves more than Five Hundred Thousand Dollars (\$500,000) or ten per cent (10%) of the total annual budget for the preceding year, whichever is less;

The above powers are vested exclusively in the Class A Directors and shall be acted upon and exercised by the Class A Directors. The Board of Directors of the Corporation shall not have or exercise any of the above powers without the approval of a majority of the Class A Directors; provided, however, that the Board of the Corporation may review and discuss any matter relating to any of such powers and make recommendations to the Class A Directors with respect to the exercise of such powers.

ARTICLE VIII

COMMITTEES

Section 8.1 — General Provisions. Committees of the Board of Directors shall be standing or special committees. Except in the case of the Executive Committee, members of standing and special committees shall not be limited to Directors. The President shall appoint a chair of each committee from among the Directors and shall appoint members of all standing and special committees unless otherwise specified in this Code. The President shall charge each committee periodically to meet the conditions and commitments currently requiring the skills of any specific committee or its members. Committees must hold a minimum number of meetings equal to the number of scheduled board meetings and submit minutes of each such meeting to the Secretary at least ten (10) days prior to the next meeting of the Board for distribution to all directors.

Section 8.2 — Special Committees/Task Forces Special Committees/Task Forces shall consist of no fewer than three (3) directors and may be appointed by the President for special tasks as the circumstances may warrant. Such special committees shall limit their activities to the assignment for which they were established and shall have no power to act except for such actions as are specifically conferred by the Board of Directors. Upon completion of their assignments, such special committees shall be dissolved which is normally not longer than two(2 years).

Section 8.3 — Standing Committees. The following are the standing committees of the Corporation:

- a. **Executive Committee.** The executive committee shall consist of the President, Vice President, Treasurer, and Secretary and one class A director, plus the Executive Director. Between meetings of the Board of Directors, the executive committee shall have the power to transact all regular business of the Board of Directors, provided that the action shall not conflict with an official action of the Board of Directors. The committee shall meet as often as necessary to accomplish these purposes. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Minutes of the Executive Committee shall be taken and distributed promptly to each director following each Executive Committee meeting.
- b. **Nominating Committee.** The Nominating Committee shall have a minimum of three directors. It shall be responsible with identifying candidates for officers and directors. The Nominating Committee shall ensure that the Board is presented with suitable candidates for any vacant seat or office at least 30 days prior to the annual meeting of the Board or any meeting at which the Board determines that it will fill a vacancy or

add a new director. The Nominating Committee shall provide the Board with sufficient biographical information about each candidate to make an informed decision. The committee shall also develop an orientation program for new director and officers.

- c. **Finance Committee.** The Finance Committee shall have a minimum of three directors and the Treasurer shall also be a member of the committee. The committee shall cause annual operating and capital budgets to be prepared and presented under the direction of the President and make recommendations as to those budgets with respect to the Board of Directors. It shall review major transactions not provided for in the budget and submit proposed variances with recommendations to the Board of Directors. It shall review and analyze maintenance and operations policies, recommend improvements, and review the annual operating capital budgets of the physical plants.

The Finance Committee shall also serve as the audit committee and in such capacity it shall assist the Board in fulfilling its fiduciary responsibilities relating to the Corporation's compliance with laws, regulatory requirements, and industry guidelines and policies relating to the financial affairs of the Corporation and assist the Board in developing, implementing and following appropriate accounting policies and financial reporting practices and assuring the quality and integrity of financial reporting by the Corporation. Among its duties the Finance Committee shall:

1. Maintain and facilitate communication among the Board, independent auditors and the financial management of the Corporation;
2. Review and analyze significant financial information of the Corporation for the purpose of assuring the adequacy of internal controls and financial operating procedures;
3. Meet with the independent auditors and financial management of the Corporation to review the scope of the proposed audit for the current year and the audit procedures to be utilized, and at the conclusion thereof review such audit, including any comments or recommendations of the independent auditors;
4. Review changes in accounting standards with the independent auditors and make appropriate recommendations to management and the Board on the findings included in the independent auditors' management letter; and
5. Perform such other duties regularly conducted by an audit committee of like tax-exempt, charitable corporations of similar size engaged in like activities.

Section 8.4 — Committee Meetings.

- A. Meetings of committees shall be held as often as necessary to carry out their assignments or purposes and may be called by the chair of the committee or the President.
- B. Regular meetings shall be held at such time and place as the committee may determine. Special meetings may be held on not less than twenty-four (24) hours notice of time, place and topic(s) of the meeting. Such meetings may be called by the chair or upon the request of two voting members of the committee. Any committee member may waive notice of any committee meeting by a writing delivered to the Secretary prior to or after any meeting or by attendance at the meeting without protesting the lack of proper notice.
- C. A majority of the members of the committee who are entitled to vote shall constitute a quorum for the transaction of any business, and at any regular or special meeting such committee may exercise any or all of its powers by the affirmative vote of at least a majority of the members of the committee who are entitled to vote and who are present at the meeting.

Section 8.5 — Reports. Committees shall report their activities to the Board and with the exception of the Executive Committee, shall submit a written report to the Board at the Annual Meeting of the Board and shall submit periodic reports to the Board as may be required or appropriate.

Section 8.6 — Term. Each director who is a member of a standing committee shall ordinarily serve for a term of three (3) years from the date of appointment as a committee member, unless the committee is disbanded, or he or she resigns or is removed, or dies or ceases to qualify as a member of the committee, or unless his or her term as a Director expires. A member of a standing committee can succeed himself or herself indefinitely as a member of a committee unless otherwise provided in this Code.

Section 8.7 — Staff. The President may assign one or more employees of the Corporation to serve as staff to each committee to perform work that the committee may from time to time require. Said employee may participate in committee meetings when appropriate, and shall be considered a member of the committee and shall not vote in its deliberations.

Section 8.8 — Use of Authorized Communications Equipment. Unless otherwise directed by the Board, meetings of a committee may be held by means of authorized communication equipment as long as all persons participating in the meeting can

contemporaneously communicate with each other. Authorized communication equipment can also be used for giving notice of meetings.

Section 8.9 — Action Without a Meeting. Any authorized action by a committee may be taken without a meeting in a writing signed by all members of the committee entitled to vote.

Section 8.10 — Delegation. The Board of Directors may in writing delegate a committee to perform a specific action or transaction.

Section 8.11 — Committee Members Who Are Not Directors. The Board may from time to time appoint persons to serve on standing or special committees who are not directors as long as such committee members do not outnumber directors and the committee chair is a director; these committee members may not vote in any matter in which the committee is exercising authority delegated to it from the Board. These Committee members who are not directors shall be bound by confidentiality and the other obligations of Directors.

ARTICLE IX

OFFICERS

Section 9.1 — List of Officers. The officers of the Corporation shall be President, Vice President, Secretary, Treasurer and Spiritual Advisor. The President is elected. All other officers are appointed by the President and approved by the Board of Directors. The President shall also supervise any vice presidents of the Corporation and any executive director.

Section 9.2 — Qualifications. Officers elected or appointed must be practicing members of the Roman Catholic Church, members of the Saint Vincent de Paul Society, and active in the their parish SVDP conference. Only those persons who are responsible and mature individuals with an interest in the purposes and activities of the Corporation and a commitment to its mission and philosophy shall be eligible to serve as Officers.

Section 9.3 — President. The President ensures that links and communication are effectively maintained between the Conferences and the Councils for which the Corporation has responsibility or to which it is attached. The President attends National Council meetings and represents the Corporation. The President develops working relationships with neighboring Councils, and with agencies and governmental welfare organizations within the Board's responsibilities.

The President shall preside at all meetings of the Board and the Executive Committee and shall be an ex-officio member of all other committees.

The President shall have responsibility to see that all orders and resolutions of the Board or Executive Committee are carried into effect. He or she may sign all authorized deeds, mortgages, bonds, contracts, and other obligation in the name of the Corporation and shall have such other powers and duties as may be prescribed by the Board.

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

Section 9.4 — Vice President(s). There shall be at least one Vice President. In the event multiple Vice Presidents are appointed, one must be designated as the First Vice President. The First Vice President shall perform the duties of the President in the event of the President's temporary absence, and shall have such other duties as the President or Council/Board may assign. All Vice President(s) collaborate with the President in all matters affecting the Board. The Vice President(s) shall attend the Board meetings.

Section 9.5 — Secretary. The Secretary shall attend and keep the minutes of all meetings of the Board; shall keep such books as may be required by the Board; and shall have such other duties and powers as may be prescribed by the Board and such duties as may be incidental to the office of Secretary. Among the duties of the Secretary shall be:

- A. Shall keep or cause to be kept an accurate record of the proceedings of all meetings, issue notice of meetings, provided, however, that any persons calling such meetings may, at their option, give such notice;
- B. Shall, at the expiration of his or her term, deliver to the Board all property and records belonging to the Corporation.
- C. May sign with the President of the Corporation in the name of and on behalf of the Corporation and contract or agreement authorized by the Board and when so authorized or ordered by the Board;
- D. Shall file or cause to be filed all documents required to maintain the corporate status of the Corporation

Section 9.6 — Treasurer. The Treasurer shall have the responsibility for all funds, nonreal property and securities of the Corporation, subject to such regulations as may be imposed by the Board; shall see that a true and accurate accounting of the financial transactions of the Corporation is made; shall make regular financial reports to the Board; shall cause any necessary tax reports to be completed and filed with the appropriate governmental agency; shall, upon the expiration of his or her term of office, turn over to the successor Treasurer or the Board the property, books, papers and money of the Corporation in his or her hands; and shall have such other powers and duties as may be prescribed by the Board.

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

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

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

Section 9.7 — Spiritual Advisor. The Spiritual Advisor must be Catholic and be appointed by the President in compliance with National Council Guidelines set forth in the Handbook for Spiritual Advisors dated March 1999 and any amendments thereto. The Spiritual Advisor serves at the pleasure of the President, attends the meetings, participates in the discussions and provides the necessary guidance to the Council and its members on spiritual matters. The Spiritual Advisor is a ex officio non-voting director.

Section 9.8 — Other Officers. One or more assistant secretaries or assistant treasurers may from time to time be appointed by a majority of the Board. The President, Secretary and/or Treasurer, as appropriate, may delegate such duties to the vice president(s), assistant secretary or assistant treasurer as he or she may deem proper.

Section 9.9 — Election/Appointment of Officers.

- A. The President shall be elected by the Class A Directors at a meeting of the Class A Directors. They shall elect a President from the slate proposed by the Nominating Committee. A majority of the Class A Directors is required to elect a President. The Class A Directors may seek the advice of their own districts by such means as canvassing the board of that corporation or of all the members of the district, as they each determine in their own individual discretion. The President does not need to be a Director of the Board before the election.
- B. Vice President, Secretary, Treasurer, and the Spiritual Advisor are appointed by the President with the approval of the Board of Directors. The Vice President, Secretary, and Treasurer do not need to be a Director of the Board before their election.

Section 9.10 — Vacancies. In case any office of the Corporation, except that of the President, becomes vacant by death, removal, retirement, or any other cause, the Nominating Committee shall propose to the Board a nominee or slate of nominees for that office. The officer shall be selected from such nominees presented at a regular or special Board meeting. Such officers shall be elected by a majority of the Board at a meeting at which there is a quorum.

With regard to vacancy in the office of President, if the President resigns, then he or she will ordinarily be expected to remain in office until his or her successor is appointed. In the case of vacancy due to death, disability, or removal from office or any other reason why a President is unable to stay in office until his or her successor is appointed, the Class A Directors shall appoint an Acting President until a successor is appointed as President.

Section 9.11 — Term of Officers. The President, Vice President(s), Secretary and Treasurer shall serve for a term of three (3) years, with terms beginning October 1st. The President shall be limited to two (2) consecutive terms. At least three (3) years of non-service must intervene after two consecutive terms before an SVDP member or director (as defined in 7.3) is eligible for re-election to the office of President. In the event of a vacancy within a term, the filling of the vacancy shall cover the remainder of the term. A President elected to an unexpired term will be eligible for one (1) additional term of three (3) years.

Section 9.12 — Removal. Any officer, but the President, may be removed without cause by means of a majority vote of the Board of Directors at a regular or special meeting at which there is a quorum. The Diocesan Councils President may only be removed by the SVDP National Council President.

Section 9.13 — Delegation of Duties. The Board of Directors is authorized to delegate the duties of any officer, except those of the President, to any other officer and generally to control the actions of the officers and to require performance of duties in addition to those mentioned above.

Section 9.14 — Bond. The President, Treasurer and any Assistant Treasurers shall be required to give bond in such sum and with such security as the Board may require for the faithful performance of their duties. Any other officer or employee, if required by the Board, shall be required to give bond in such sum and with such security as the Board may require for the faithful performance of his or her duties. The Corporation shall pay the premium for such bond.

Section 9.15 — Signing Checks and Other Instruments. The Board is authorized to determine or provide the method of how checks, notes, bills of exchange, and similar instruments shall be signed, countersigned or endorsed. The Board shall determine the proper internal financial control policies.

ARTICLE X

PROVISION FOR AN EXECUTIVE DIRECTOR

Section 10.1 — Executive Director. The Corporation may have an Executive Director who is supervised by the President, and accountable to and evaluated by the Board. The Board shall determine the manner of his or her hiring, i.e., by using a special committee or delegating certain officers to interview candidates and the Board shall appoint the Executive Director who shall be an employee of the Corporation. The Executive Director under the immediate direction of the President, shall have general and active management responsibilities for the Corporation, implementing the policies and governance directives of the Board and implementing the policy governance directives of the President and shall administer the day-to-day affairs of the Corporation including having responsibility for the supervision and management of the staff.

Section 10.2 — Evaluation. The Board shall evaluate the Executive Director at least annually or shall cause him or her to be evaluated at least annually. The Executive Director shall serve as an ex officio member of the Board without vote and shall not be counted in determining the quorum. The Board may from time to time ask the Executive Director to leave a Board meeting so that evaluation, compensation or similar matters concerning the Executive Director may be discussed.

Section 10.3 — Resignation or Removal. An Executive Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance by the President.

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

ARTICLE XI

ANNUAL REPORT, AUDITS AND FINANCIAL ACCOUNTABILITY

Section 11.1 — Principles of Good Stewardship. Faithful to the spirit of non-accumulation of wealth and in accord with Part I of The Rule, 3.14, all Conferences and Councils will use good stewardship in maintaining the Society's assets. The Society uses money and property to help.

Section 11.2 — Reports. The President, after consultation with the Board, shall employ a qualified, independent accounting firm to perform an annual audit or review of the

financial books and records of the Council/Board as set forth in more detail in Article XVI. If required by federal or state law, a separate Audit Review Committee will be appointed.

The Treasurer shall send an annual report to the Board 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.

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

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

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

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

Section 11.4 — Insurance.

The Board shall develop policies that clearly define types and amounts of coverage the Corporation will provide and ensures that within those guidelines insurance is purchased, if appropriate, to cover, among other things, volunteers, property, general liability, directors and officers, and workers compensation.

ARTICLE XII

SEAL

The Corporation shall have no corporate seal, but the Board of Directors may by appropriate action authorize or require the use of a seal and provide the form thereof. If the Board of Directors does authorize use of a seal, the failure to affix the seal shall not affect the validity of any instrument or document executed on behalf of the Corporation by its authorized officers.

ARTICLE XIII

INDEMNIFICATION

The Corporation shall indemnify every Director and Officer and every former Director or Officer of the Corporation and every person who is or has served at the request of the Corporation as Director or Officer of another corporation, joint venture, trust, or other enterprise (and his or her heirs, executors and administrators) to the fullest extent provided by, or permissible under, Section 1702.12(E) of the Ohio Revised Code. The indemnification rights under the preceding sentence with respect to an action, suit or proceeding referred to in said Section 1702.12(E) (“Proceeding”) shall include the right to be paid by the Corporation for expenses, including attorneys’ fees, incurred in defending any such Proceeding in advance of its final disposition if authorized by the Directors and if the person seeking such advance payment delivers to the Corporation an undertaking to repay the amount advanced unless it shall be ultimately determined that he or she is entitled to be indemnified by the Corporation under the preceding sentence. The indemnification provided for herein shall not be deemed to restrict the right of the Corporation to indemnify employees, agents, and others permitted by Section 1702.12(E) and shall not be deemed exclusive of any other rights of indemnification that any person may have in any capacity as a matter of law, under any vote of the Directors, under any agreement, or otherwise. The Corporation may purchase insurance to cover any of the indemnity obligations of the Corporation.

ARTICLE XIV

CERTAIN CIVIL IMMUNITY OF VOLUNTEERS UNDER OHIO LAW

Section 14.1 — Ohio Law. Ohio Revised Code Section 2305.38 (hereinafter “the Statute”) provides, in pertinent part, as of the effective date, that an officer, director, or other person who performs services for an Ohio Charitable Nonprofit Corporation and who does not receive compensation, directly or indirectly, for such services (a “Volunteer”) is not liable for damages in a civil action for injury, death or loss to persons or property that arises from any of the following actions or omissions:

1. The actions or omissions of any officers, employees, director or other Volunteers of the Ohio Charitable Nonprofit Corporation for which Volunteer performs services unless -
 - (i) with prior knowledge of the act or omission of a particular officer, employee, Director, the Volunteer authorizes, approves or otherwise actively participates in that action or omission, or

- (ii) after an action or omission of a particular officer, employee, Director, or other Volunteer, the Volunteer with full knowledge of that action or omission ratifies it.
- 2. The actions or omissions of the Volunteer in connection with any Supervisory Services or Corporate Services that the Volunteer performs for the Ohio Charitable Nonprofit Corporation, unless -
 - (i) an action or omission that the Volunteer constituted involves conduct described in subsection 9.1 [(1)(i) or (ii) above] or
 - (ii) an action or omission of the Volunteer constituted willful or wanton misconduct or intentionally tortious misconduct.
- 3. The actions or omissions of the Volunteer in connection with any of the services (other than Supervisory Services or Corporate Services) that the Volunteer performs for the Ohio Charitable Nonprofit Corporation, unless -
 - (i) an action or omission of the Volunteer involves conduct described in subsection 9.1 [(1)(i) or (ii) above] , or
 - (ii) an action or omission of the Volunteer constitutes negligence, willful or wanton misconduct, or intentionally tortious conduct.

Section 14.2 — Statutory Definitions. The Statute also provides, in effect, that the following definitions and rules apply with respect to an Ohio Charitable Nonprofit Corporation:

- 1. “Ohio Charitable Nonprofit Corporation” means a charitable nonprofit corporation that is organized and operated pursuant to Chapter 1702 of the Ohio Revised Code.
- 2. “Corporate Services” means services performed by a Volunteer who is associated with an Ohio Charitable Nonprofit Corporation and that reflect duties or responsibilities arising under Chapter 1702 of the Ohio Revised Code.
- 3. “Supervisory Services” means services performed by a Volunteer who is associated with an Ohio Charitable Nonprofit Corporation and that involve duties and responsibilities in connection with the supervision of one or more officers, employees, Directors or other Volunteers of such Corporation.
- 4. “Compensation” does not include actual and necessary expenses that are incurred by a Volunteer in connection with services that he or she performs for an Ohio Charitable Nonprofit Corporation, and that are reimbursed to the Volunteer or otherwise paid.

ARTICLE XV

FISCAL YEAR

The fiscal year of the Corporation shall end on the 30th day of September in each year or on such other day as may from time to time be fixed by the Board.

ARTICLE XVI

ANNUAL REPORT

The Corporation shall prepare and submit to the Board an annual report. The annual report shall contain a financial review prepared by an independent public accounting firm and every three years, the report shall include an audited financial statement prepared by an independent public accounting firm and a brief description of the major activities of the Corporation during the year. The Board may determine that an audited financial statement be prepared at other times, such as at the departure of an executive director or Treasurer.

ARTICLE XVII

AMENDING THE CODE OF REGULATIONS

This Code of Regulations may be amended, altered or repealed by the Class A Directors at any meeting with the concurrence of the majority of all the Class A Directors, provided however, that 60 days written notice of the meeting at which proposed amendments, alterations or repeals of any article be sent to all directors, including the Class A Directors, prior to the meeting. Class B, C, D and E Directors may attend the meeting of Class A Directors and offer their advice on the matter.

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

ARTICLE XVIII

EFFECTIVE DATE

The effective date of this amended Code of Regulations is the date of adoption by the Members as set forth below (the "Effective Date").

This Code of Regulations was approved by the Board of Directors and President on the fourteenth day of March 2011.