

**BYLAWS**  
**SOCIETY OF SAINT VINCENT de PAUL OF MARION OHIO**

**ARTICLE I**  
**THE MARION SOCIETY**

**Section 1. Name and Nature of Society.** The Society shall be an Ohio Corporation not for profit and shall be call “Society of Saint Vincent de Paul of Marion Ohio.

**Section 2. Mission of the Society.** 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 those who are needy and suffering in the tradition of its founder, Blessed Frédéric Ozanam, and patron, St. 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.

**Section 3. Membership.** All volunteers performing duties and activities for the Society shall be considered members.

**Section 4. Non Discrimination.** In the spirit of our founder, Society of St. Vincent de Paul of Marion Ohio does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

**ARTICLE II**  
**BOARD OF MANAGERS**

**Section 1. Number and Qualifications.** The number of Board members of any given time will be set by the current Board with no fewer than seven (7) persons nor more than ten (10) persons. At least half of the Board must be members of St. Mary Marion Catholic church.

**Section 2. Membership; Vacancies.** New Board members shall be elected by the current Board. Any Board member may nominate an individual as a candidate to be considered for election as a Board member. Board members may nominate themselves to be reappointed to a new term. Nominees must be accepted as candidates by the majority of the current Board members. If the number of candidates does not exceed the number of openings, then the candidate(s) will become board members when accepted as candidates and the position becomes open. If the number of candidates exceed the number of openings, then the candidate(s) receiving the greatest number of votes shall become a board member (s). The Marion facility manager, an independent contractor is automatically a voting member of the

**BYLAWS**  
**SOCIETY OF SAINT VINCENT de PAUL OF MARION OHIO**

board and can vote on all items except issues dealing with independent contractors. In the event of the occurrence of any vacancy or vacancies in the Board, however caused, the remaining Board members, though less a majority of the whole authorized number of Board members, may, by vote of a majority of their number, fill any such vacancy for the unexpired term or not fill the vacancy and reduce the number of board positions provided the remaining members is at least the minimum required Board members.

**Section 3. Terms of Office; Resignation.** Each Board member shall hold office until the expiration of his/her term, until his earlier resignation, removal from office, or death. Member terms will be staggered so that no less than two (2) nor more than (3) members are elected to a three year term each year. Board member terms will start on January 1<sup>st</sup> and end on December 31<sup>st</sup>. Any Board member may resign at any time by oral statement to that effect made at a meeting of the Board or in writing to that effect delivered to the Secretary of the Board, such resignation to take effect immediately or at such other time as the Board member may specify. With the exception of the Marion Facility Manager, all members of the Board shall serve without compensation.

**Section 4. Organizational Meeting.** Approval of nominees for candidates for expiring Board positions and if needed election of candidates to expiring positions should take place during the fourth quarter of the calendar year. At the same time, election of board members to fulfill Board Officer positions as identified in these Bylaws shall be made. Election of officer positions are for one year terms and no limit to the number of times a Board member may serve in any officer position.

**Section 5. Meetings.** Regular meetings of the board may held at such times and place as shall be determined by a majority of the Board, with at least one meeting held each quarter. If the President feels a regular scheduled meeting will not be productive for whatever reason, he/she may cancel the meeting. No two consecutive regular meetings should be canceled by the President. Special meetings of the Board may be held at any time upon the call of the President or any two Board members. Notice of the time and place of each such meeting shall be given to each Board member either by personal delivery, by mail, by e-mail, or telephone at least two (2) days before the meeting. Unless otherwise indicated in the notice thereof, any business may be transacted at any organizational, regular, or special meeting.

**Section 6. Quorum; Adjournment.** A quorum of the Board shall consist of a majority of the Board members then in office, provided that a majority of the Board members present at a meeting duly held, whether or not a quorum is present, may adjourn such meeting from time to time. Board members may attend a meeting via video or audio conference and need not be physically present to vote or to be considered as part of the quorum. If a member of the Board abstains from a vote for whatever reason, that position will not be considered when determining the number for a quorum or majority.

**Section 7. Powers and Duties.** Except as otherwise provided by law or these Bylaws, all power and authority of the Marion's Saint Vincent de Paul Society shall be exercised by the Board. In carrying out the purposes of the Society and subject to the limitations perscribed by law or these Bylaws, the Board, for and on behalf of the Association may:

**BYLAWS**  
**SOCIETY OF SAINT VINENT de PAUL OF MARION OHIO**

- A. Lease as lessee, rent, sub lease as lessor, use any and all titled real estate. The Society shall not directly hold or own any titled real estate;
- B. With the exception of titled real estate, may purchase or otherwise acquire, lease as lessee, hold, use, lease as lessor, sell exchange, transfer, alienate, and dispose of property of any description or any interest therein;
- C. Make contracts;
- D. Effect insurance;
- E. Borrow money, and issue, sell, and pledge notes, bonds, and other evidence of indebtedness of the Society;
- F. Employ a managing agent to perform such duties and services as the Board may authorize;
- G. Employ attorneys and accountants to perform such legal and accounting services as the Board may authorize; and
- H. Do all things permitted by the law and exercise all powers and authority within the purposes of these Bylaws or incidental hereto.

**Section 8. Removal of Members of the Board.** At any regular or special meetings of the Board duly called, any one or more of the Board members may be removed with or without cause by the majority vote of the members of the Board. Any Board member whose removal has been proposed shall be given an opportunity to be heard at such meeting.

**ARTICLE III**  
**OFFICERS**

**Section 1. Election and Designation of Officers.** The Board shall elect a President, Vice President, a Secretary, and a Treasurer. These four positions shall be filled with current Board members. The Board may also appoint additional officers and positions as in their judgment may be necessary who may or may not be members of the Board but who shall be members of the Society.

**Section 2. Term of Office; Vacancies.** The officers of the Association shall hold the office until the next organizational meeting of the Board held in the fourth quarter of the year and until their successors are elected, except in case of resignation, removal from office, or death. The Board may remove an officer at any time with or without cause by a majority vote of the Board members then in office. Any vacancy in any office may be filled by the Board.

**BYLAWS**  
**SOCIETY OF SAINT VINENT de PAUL OF MARION OHIO**

**Section 3. President.**

**Section 4. Vice President**

**Section 5. Secretary**

**Section 6. Treasurer.**

**Section 7. Other Officers and Positions.** Any officers or positions whom the Board may appoint shall have such authority and perform such duties as may be determined by the Board. These appointees do not have voting privileges or Board meeting participation rights unless already current members of the Board.

**Section 8. Delegation of Authority and Duties.** The Board is authorized to delegate the authority and duties of any office to another officer and generally control the action of officers and to require the performance of duties in addition to those specifically mentioned herein.