



# **DOMINICAN SISTERS CONFERENCE BYLAWS**

## **Mission Statement**

*The Dominican Sisters Conference unites the sisters and associates of U.S. Dominican Congregations in their mission to preach the gospel of Jesus, standing as a clear voice for truth, justice, and peace.*

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## **Article I: Name, Purpose and Role**

1. Name. The name of the corporation is the *Dominican Sisters Conference* (hereafter the “DSC”)
2. Purpose. The purpose of the Dominican Sisters Conference is to serve as an association for collaboration among participating Dominican religious congregations with an active presence in the United States.
3. Role. The DSC, in fulfilling its purpose, shall:
  - 1.3.1 Promote and strengthen the mission of Member congregations of Dominican Sisters in connection with the Dominican Order worldwide;
  - 1.3.2 Serve as a collaborative forum for Member Dominican congregations;
  - 1.3.3 Represent its participating congregations in national and international forums;
  - 1.3.4 Identify and respond to the challenges of the Church and society in light of the Dominican charism;
  - 1.3.5 Implement projects and services which support Member Dominican congregations in their collaborative efforts;
  - 1.3.6 Facilitate and promote educational programs and the mission of preaching for justice; and
  - 1.3.7 Promote other activities consonant with the living of the Dominican charism.

## **Article II: Membership**

- 2.1 Membership Eligibility. Membership in the DSC shall be open to Dominican congregations in the United States.

- 2.2 Voice. Each member of the DSC shall have active and passive voice and vote in accordance with norms established by the Executive Committee (“EC”), as hereafter defined.
- 2.3 Participation. Participation in the DSC shall be open to Sisters and Associates whose congregations are members of the DSC. They are encouraged to participate in DSC meetings, committees, programs, and projects.
  - 2.3.1 Since membership to the DSC is by congregation, all corporate statements (mission statement, justice issues, etc.) shall be approved/authorized based on referendums to the Member congregations who will engage their communities (sisters and associates) according to their particular mode of operation. Each congregation shall designate a person to respond to the DSC on behalf of the congregation. A statement is approved when two-thirds of member congregations have indicated their approval.
- 2.4 Financial Support. The means of financial support will be recommended by the EC and approved by the elected leadership of the participating congregations.
- 2.5 Elected Leadership. Elected leadership shall include all sisters serving in elected leadership positions in their congregations.
- 2.6 Rights Reserved for Elected Leadership. Notwithstanding anything contained herein to the contrary, certain rights are reserved to the elected leadership including the right:
  - 2.6.1 to approve, amend or repeal the Articles of Incorporation or the Bylaws of the DSC;
  - 2.6.2 to approve plans of merger, consolidation, reorganization or dissolution of the DSC or the sale, lease, assignment or transfer of substantially all of the assets of the DSC;
  - 2.6.3 to approve the purchase or acquisition by the DSC of an interest in any DSC partnership, joint venture or other entity, whether newly created or previously existing;
  - 2.6.4 to approve the acquisition, sale, long-term lease, or encumbrance by the DSC of any real estate;
  - 2.6.5 to authorize the DSC to incur any indebtedness (other than obligations incurred in the regular course of business), guarantee any indebtedness of another entity, or allow any property of the DSC to secure any indebtedness; and
  - 2.6.6 to approve the annual budget.

### **Article III: Executive Committee**

- 3.1 Composition. The EC shall consist of six vowed sisters. Three sisters shall be elected by the elected leadership and three sisters shall be elected from the general membership.
- 3.2 Tenure. Each member of the EC shall hold office for the term for which she was elected and until her successor is elected and qualified. Any member of the EC may resign at any time by giving notice in writing to the President or the

Secretary of the DSC and such resignation shall be effective upon receipt by the President or the Secretary unless it is specified to be effective at some other time or upon the happening of some other event. Any EC member may be removed, with or without cause, by a 2/3 vote of the full membership of the EC at any regular or special meetings of the Executive Committee called expressly for that purpose.

**3.3 Vacancies**

Vacancies shall be filled by those persons to which the vacant seat belonged, elected leadership or general membership.

Should an elected leader end her term of office while seated as a member of the Executive Committee, she may finish her term.

Should a sister holding a seat on the Executive Committee as a Sister-at-Large be elected to leadership, she may finish her term.

**3.4 Responsibilities:**

3.4.1 The members of the EC shall also serve as the Board of Directors of the DSC, with the President serving as the chairperson of the Board of Directors.

3.4.2 The duties of the EC shall be:

- (a) to conduct the general business of the DSC according to its mission, purpose, and role;
- (b) to act for and on behalf of the DSC between meetings of the membership;
- (c) to engage elected leadership, sisters and associates in the identification of goals and objectives of the DSC;
- (d) to appoint, oversee the work of the Executive Director of the DSC, including an annual performance evaluation;
- (e) to approve, the agenda of the annual meetings; and
- (f) to present the annual budget for approval by the elected leadership.

3.4.3 The officers of the DSC shall be elected from the members of the EC. The officers of the DSC shall include a President, a Vice-President, a Secretary and a Treasurer.

## **Article IV: Elections**

4.1 Terms. Elections to the EC shall be held annually and each EC member shall serve for a three-year term.

4.2 Term Limits. No person shall serve more than two consecutive three-year terms on the EC.

- 4.3 Officers. The EC shall establish procedures for the appointment or election of officers from among the members of the EC. The President and the Secretary shall be vowed sisters.
- 4.4 Nominations. The elected leaders and sisters of the DSC may make nominations for election to the EC in accordance with established and published procedures.
- 4.5 Procedures. All nominations and elections to the EC by the elected leadership or sisters shall be conducted according to procedures determined by the EC, which procedures shall be published to the sisters and implemented by an Elections Committee to be established by the EC.

## **Article V: Duties of the Officers**

- 5.1 President. The duties of the President shall include:
  - 5.1.1 to prepare the agendas and materials for meetings and to have them published and distributed at least one week in advance of all meetings;
  - 5.1.2 to call and preside at all meetings of the DSC, the EC/the Board of Directors;
  - 5.1.3 to form or dissolve, with the consent of the EC, all ad hoc committees; and
  - 5.1.4 to represent the DSC as otherwise needed.
- 5.2 Vice-President. The duties of the Vice President shall include:
  - 5.2.1 to call and preside at all meetings of the DSC, the EC/the Board of Directors in the absence of the President; and
  - 5.2.2 to assist the President in the discharge of her duties.
- 5.3 Secretary. The duties of the Secretary shall include:
  - 5.3.1 to record the minutes of meetings of the DSC, the EC/the Board of Directors; and
  - 5.3.2 to assist the EC in other related matters.
- 5.4 Treasurer. The duties of the Treasurer shall include:
  - 5.4.1 to oversee the financial transactions of the DSC in cooperation with the Executive Director;
  - 5.4.2 to assist the Executive Director in preparation of the annual budget and financial reports;
  - 5.4.3 to consult with the Finance Advisory Committee as appropriate;
  - 5.4.4 to report the financial state of the DSC at its annual Meeting and as otherwise required; and
  - 5.4.5 to delegate ordinary financial operations of the DSC to the Executive Director.

## **Article VI: Meetings**

Ordinarily the DSC shall meet as follows:

- National meeting of elected leadership, annually

- National Dominican Convocation (Sisters, Associates and other invited guests), periodically as feasible/appropriate
- Area meetings/events, periodically as feasible/appropriate

These and other meetings of the DSC (area or national) shall be called at the discretion of the EC. The EC shall meet at least three times per year.

## **Article VII: Financial Support**

The structure for the financial support of the DSC shall be recommended by the EC and approved by the elected leadership of the participating congregations.

## **Article VIII: Committees**

- 8.1 Standing Committees. Standing committees shall include an Election Committee, Annual Meeting Planning Committees, and Finance Advisory Committee.
- 8.2 Ad Hoc Committees. Ad hoc committees may be established or dissolved by the President with the consent of the EC.
- 8.3 Committee Membership. Members of all committees shall be appointed by the President with the consent of the EC and chairpersons of each committee are to be determined by its members.
- 8.4 Terms. Terms for committee members shall be established by the EC.
- 8.5 Chairperson Responsibility. The chairperson of each committee shall be responsible for submitting a budget and regular reports of the work of the committee to the EC.

## **Article IX: Executive Director**

- 9.1 Appointments. An Executive Director shall be appointed by, and accountable to, the EC.
- 9.2 Duties. The duties of the Executive Director shall include:
  - 9.2.1 to facilitate the fulfillment of the role and purpose of the DSC;
  - 9.2.2 to administer and oversee the work of the DSC office and staff;
  - 9.2.3 to prepare the annual budget and financial reports with the assistance of the Treasurer;
  - 9.2.4 to plan and prepare for the meetings of the DSC in conjunction with the EC and meeting planning committees;
  - 9.2.5 to act as liaison for the DSC with other organizations;
  - 9.2.6 to maintain a current listing of participating congregations and their and their sisters;
  - 9.2.7 to serve as a resource for and to coordinate projects among the participating Dominican congregations as requested; and
  - 9.2.8 to perform any other duties assigned by the EC.

- 9.3 Term. The term of the Executive Director shall be renewable annually by agreement with the EC.

## **Article X: Office**

The DSC shall have an office which shall be administered by the Executive Director.

## **Article XI: Amendments**

- 11.1 Proposals. Proposed amendments to these Bylaws shall be reviewed by the EC and published to the elected leadership.
- 11.2 Approval. Amendments to these Bylaws must be approved by two-thirds of the elected leadership that are voting.
- 11.3 Methods. Votes for approval may be held, and actions taken, at a meeting of the elected leadership or by electronic or other remote forms of communication.

## **Article XII: Indemnification**

- 12.1 Parties to be Indemnified. Subject to the provisions of applicable law, the DSC shall indemnify and hold harmless, save and defend the EC members, Executive Director and officers from and against any liability or claimed liability for any act or omission within the scope of their duties if the act or omission was performed in good faith and was not reckless, wanton, intentional or grossly negligent.
- 12.2 Insurance. Subject also to provision of said law, the DSC shall have the power to purchase and maintain insurance on behalf of the EC members, Executive Director and officers, and their agents, against any liability asserted against or incurred by them whether or not the DSC would have the power to indemnify such person against such liability.

## **Article XIII: Dissolution of the DSC**

- 13.1 The Dominican Sisters Conference may only be dissolved with the authorization of the Executive Committee/Board of Directors and the elected leadership at a special meeting called for this purpose and with subsequent approval by 2/3 of those voting.
- 13.2 Upon the dissolution of the DSC, no member, director, officer, or other private person shall receive or be entitled to receive any of the DSC's assets, but the EC shall have the DSC pay or make provisions for the payment of its liabilities and then distribute all its remaining assets equally to the member congregations of DSC.

## **Article XIV: Miscellaneous**

- 14.1 Fiscal Year. The fiscal year end of the DSC shall be December 31, or such other date as may be fixed by the EC.
- 14.2 Checks, Notes, Contracts. The EC shall determine who shall be authorized from time to time on the DSC's behalf to sign checks, drafts, or other orders for the payment of money; to sign acceptances, notes, or other evidence of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.
- 14.3 Books and Records. The DSC shall keep at its office correct and complete books and records of accounts, the activities and transactions of the DSC, the acts of the membership and the minutes of the proceedings of the EC and any Committee of the EC, and a current list of the directors and officers of the DSC and their addresses. Any of the books, minutes, and records of the DSC may be in written form or in any other form capable of being converted into written form within a reasonable time.
- 14.4 Conflict of Interest/Whistleblower Protection/Document Retention and Destruction. The EC shall adopt and may amend at any time at its sole discretion, a Conflict of Interest Policy/ a Whistleblower Protection Policy and/or a Document Retention and Destruction Policy. The EC also may adopt, and amend at any time at its sole discretion, such other policies as it determines are consistent with best governance practices for a Roman Catholic nonprofit organization. All directors, officers, members of a committee, employees, contractors, and volunteers shall abide by, are subject to, and/or protected by such policies, as the case may be, at all times.