

## 48<sup>th</sup> TRIENNIAL MEETING IN SALT LAKE CITY, 2015

### BYLAW DOCUMENT #1

To be presented at Plenary 1 Session, Thursday, June 25<sup>th</sup>

#### NOTES TO DOCUMENT #1: Bylaw Amendments from The Episcopal Church

Please note that deleted words are shown highlighted in yellow with a line through them. Proposed new wording is in bold italics.

These Bylaw amendments were submitted by The Episcopal Church (TEC) legal counsel for review and adoption by the ECW National Board in preparation for presentation to the Triennial Meeting in 2015.

The amendments are required for Canonical and governmental compliance by The Episcopal Church. The Episcopal Church Women of The Episcopal Church is not a separate entity from TEC, and its trust funds are invested and managed by the Domestic and Foreign Missionary Society (DFMS). Therefore, our organization needs to comply with the Church's governance requirements.

#### **Article IV – Officers, Section 4. Vacancies**

As there were significant changes to the nominating process including consent of nominees by the Presiding Bishop and Executive Council, a definite plan of succession for the office of President, in the event she could no longer perform her duties, was required. The TEC model outlined in the bylaws (where the 1<sup>st</sup> Vice President assumes the Presidency and the 2<sup>nd</sup> Vice President assumes the 1<sup>st</sup> Vice President position until the close of the next Triennial Meeting) avoids the cumbersome process of gaining consent of the Presiding Bishop and Executive Council perhaps in the middle of a term. TEC's succession model is most appropriate when viewed in conjunction with the amendments in Article VII, Elections.

#### **Article VII – Elections**

The amendments in Article VII combine the changes TEC requires ECW to implement for canonical and governmental compliance as well as the changes required by Resolution #102 approved at the 47<sup>th</sup> Triennial Meeting in Indianapolis.

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**BYLAWS OF THE EPISCOPAL CHURCH WOMEN  
~~EPISCOPAL CHURCH, USA~~ of *THE EPISCOPAL CHURCH***

**ARTICLE I  
NAME**

The name of this organization shall be the Episcopal Church Women, *The* Episcopal Church, ~~USA~~. (*"Episcopal Church Women"*).

**ARTICLE II  
PURPOSE**

The purpose of this organization shall be to assist the women of *The* Episcopal Church (*"Episcopal Church" or "Church"*) to carry on Christ's work of reconciliation, mission and ministry in the community, nation and the world and to take their place in the life, governance and worship of the church.

**ARTICLE III  
MEMBERS**

All women, by virtue of their membership in The Episcopal Church, ~~USA~~, are members of the Episcopal Church Women.

**ARTICLE IV  
OFFICERS**

Section 1. Designation

The officers shall be a President, a *First* Vice-President of Program, a *Second* Vice-President ~~for Information and Communication~~, a Secretary and a Treasurer. They shall serve as the Executive Committee of the National Board.

Section 2. Duties

- A. The President shall:
- (1) preside at all meetings and the Triennial Meeting;
  - (2) serve as the denominational representative for the Episcopal Church Women;
  - (3) serve on the Episcopal Church Women/United Thank Offering Joint Committee.
- B. The *First* Vice-President of Program shall be responsible for the coordination of the Triennial Meeting.

- C. The *Second* Vice-President ~~for Information and Communication~~ shall be responsible for *information and* communication and shall serve as Chairman of the Communication Committee.
- D. The Secretary shall be responsible for all official records including the minutes of all meetings.
- E. The Treasurer shall be responsible for the financial records of the organization and shall serve as Chairman of the Finance Committee.
- ~~F. Job descriptions defining additional responsibilities for the officers shall be adopted by the Board.~~

### Section 3. Term of Office

Officers shall serve for a term of three (3) years or until their successors are elected. No person may serve more than one term in any office and no more than two terms on the National Board. Officers' terms shall begin at the close of the Triennial Meeting at which they are elected.

### Section 4. Vacancies

- A. With the exception of the President, vacancies in all offices elected at the Triennial Meeting shall be filled by the National Board, *subject to the consent of the Presiding Bishop and the Executive Council of The Episcopal Church.*
- B. If the President is unable to fulfill her duties for a period of more than two (2) months, she shall be relieved of her duties *by a majority vote of the remaining members of the National Board.* In that event, the *First* Vice-President ~~of Program~~ shall assume the Presidency of the National Board and the *Second* Vice-President shall assume the position of the First Vice-President ~~for Information and Communication~~ shall assume the ~~Co-Presidency of the National Board.~~ Within sixty (60) days of the vacancy a new President shall be nominated by the National Board and elected by written ballot mailed to each Diocesan Episcopal Church Women President/Chair and each Provincial President/Chair. ~~The new President shall take office immediately upon election~~ and *both shall so* serve until the close of the next Triennial Meeting.

## ARTICLE V THE NATIONAL BOARD

### Section 1. Composition

- A. The five elected officers

- B. One representative from each Province elected by the Province.
- C. Two Members-at-Large elected by ballot at the Triennial Meeting.
- D. One member from the Executive Council, appointed by the Presiding Bishop.

#### Section 2. Duties

- A. The Board shall carry out the purpose of the organization.
- B. The Board shall plan and present the Triennial Meeting.
- C. The Board shall be responsible for managing all funds of the organization, within guidelines of the Domestic and Foreign Missionary Society. It shall adopt an annual budget(s) and report all income and expenses to the Triennial Meeting.

#### Section 3. Meetings

The National Board shall meet at least twice during the calendar year with the times and places to be set by the Executive Committee.

### ARTICLE VI EXECUTIVE COMMITTEE

#### Section 1. Composition

The elected officers of the Episcopal Church Women, USA shall constitute the Executive Committee.

#### Section 2. Duties

The Executive Committee shall be authorized to transact business between the meetings of the Board. A written report shall be sent to the full Board within thirty(30) days of any decision made by the Executive Committee.

### ARTICLE VII ELECTIONS

#### Section 1. Nominations

- A. There shall be a Nominating Committee *for offices which shall consist of one representative from each Province.* of three (3) Episcopal Church Women appointed by the President, with the approval of the Executive Committee, whose responsibility shall be to receive nominations for all

~~—elected officers, and members at large.~~ The names of the members of the Nominating Committee shall be publicized officially at least seven (7) months prior to the Triennial Meeting. *The Nominating Committee shall make nominations for all positions set forth in Article V, Section 1. A and C of these Bylaws.* Nominations shall be received by the *Nominating Committee* no later than ~~five (5)~~ **four (4)** months prior to the Triennial Meeting. *The Nominating Committee shall present to the Presiding Bishop a slate consisting of the following:*

- (1) *Candidates for each position described in Section 1. A and C of Article V; and*
- (2) *Names of the representatives elected by each Province.*

*This slate shall be submitted at least sixty (60) days prior to the Executive Council meeting immediately preceding the Triennial Meeting.*

- B. ~~The Nominating Committee shall present a slate of candidate(s) for each position, which shall be publicized officially at least sixty (60) days prior to the Triennial Meeting.~~ *No nominations may be made from the floor.*
- C. ~~At the Triennial Meeting additional nominations may be made from the floor no less than twenty-four (24) hours prior to the scheduled election, provided the names are submitted in writing to the officer presiding at the time of nominations. These nominations must be accompanied by a completed nomination form and the additional criteria required.~~

## Section 2. Eligibility

- A. Each nominee for officer and member-at-large shall have attended at least one Triennial Meeting as delegate or alternate, and shall have the recommendation of one of the following: her Bishop, Diocesan President/Chair, Provincial President/Chair, or, if no Diocesan Episcopal Church Women organization exists, an established Episcopal women's organization functioning within at least five (5) provinces.
- B. Nominees for President, *First Vice President of Program* and *Second Vice-President for Information and Communication* shall have served one term on the National Board.
- C. *The Presiding Bishop shall receive the slate of nominations from the Nominating Committee, and shall submit in his/her sole discretion, a final slate of nominations to the Executive Council for its consent during its meeting immediately preceding the Triennial Meeting. Upon final consent being provided by the Executive Council, the nominees shall be eligible for election to the position for which they were nominated.*

### Section 3. Election

Election shall be by ballot at the Triennial Meeting; a majority vote elects. In the event that there are three or more nominees for any office and no nominee receives a majority of votes on the second ballot, on each succeeding ballot the name of the nominee receiving the smallest number of votes shall be removed until one nominee receives a majority vote.

## **ARTICLE VIII THE TRIENNIAL MEETING**

### Section 1. Time and Place

The Triennial Meeting shall be held at the same time and place as General Convention.

### Section 2. Purpose

The purpose of the Triennial Meeting shall be to provide a forum for education, training and worship. It shall elect officers and members-at-large and conduct such other business as shall be necessary.

### Section 3. Voting Members

Voting members of the Triennial Meeting shall be:

- A. Certified delegates from each diocese, not to exceed four;
- B. Current Episcopal Church Women National Board members;
- C. Province Presidents/Coordinators
- D. Representatives from established Episcopal women's organizations functioning within at least five (5) provinces, not to exceed two representatives from each organization;
- E. The members of the United Thank Offering Committee.

### Section 4. Quorum

Delegates representing a majority of the dioceses registered shall constitute a quorum.

## ARTICLE IX COMMITTEES

The Finance Committee and such other committees, standing and special, shall be appointed by the President, in consultation with the Board, to carry out the business of the organization.

## ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Canons of the Episcopal Church, these Bylaws, and any special rules of order this organization may adopt.

## ARTICLE XI AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds vote of those present and voting at any Triennial Meeting, providing written notice has been given to all delegates at least ninety (90) days prior to the Triennial Meeting. *Notwithstanding the foregoing, the provisions of Article IV, Section 4 and Article VII, Sections 1 and 2 of these Bylaws shall not be amended without the prior consent of the Presiding Bishop and the Executive Council.*

(Amended at the 48<sup>th</sup> Triennial Meeting, June \_\_, 2015)