

BYLAW DOCUMENT #2 – To be presented at Plenary 3, Saturday, June 27, 2015

**BYLAWS OF THE EPISCOPAL CHURCH WOMEN
OF THE EPISCOPAL CHURCH**

**ARTICLE I
NAME**

The name of this organization shall be the Episcopal Church Women, The Episcopal Church, (“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 *in the world*. ~~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, are members of the Episcopal Church Women.

**ARTICLE IV
OFFICERS**

Section 1. Designation

The officers shall be President, First Vice-President, Second Vice-President, Secretary and 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 shall be responsible for the program and coordination of the Triennial Meeting.

- C. The Second Vice-President shall be responsible for information and communication and shall serve as Chair 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 Chair of the Finance Committee.

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 or 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 shall assume the Presidency of the National Board and the Second Vice-President shall assume the position of First Vice-President and both shall so serve until the close of the next Triennial Meeting.

**ARTICLE V
THE NATIONAL BOARD**

Section 1. Composition

The National Board shall be composed of the following:

- 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; and
- D. One member from the Executive Council, appointed by the Presiding Bishop.

Section 2. Duties

- A. The Board shall carry out the purposes 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 the guidelines of the Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America. It shall adopt an annual budget 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. *Members of the Board or any committee thereof may participate in any meeting of the Board or committee by means of conference telephone or electronic equipment by which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at that meeting.*

ARTICLE VI EXECUTIVE COMMITTEE

Section 1. Composition

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

Section 2. Duties

The Executive Committee shall be authorized to transact business between the meetings of the National 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 (1) representative from each Province. The names of the members of the Nominating Committee shall be publicized 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) 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 this Article; 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.

- C. No nominations may be made from the floor.

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 and Second Vice-President 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 the triennial meeting of the General Convention of the Episcopal Church.

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 Women National Board members;
- C. Province Presidents or Province Coordinators;
- D. Representatives from established Episcopal women's organizations functioning within at least five (5) Provinces, not to exceed two representatives from each organization; and
- E. The members of the United Thank Offering Board.

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. ***Membership on special committees may come from within or without the Board.***

ARTICLE X
DISCIPLINARY PROCEDURES

Disciplinary action, including dismissal from Board positions, shall be in accordance with those provisions in Chapter XX, Disciplinary Procedures, in Robert's Rules of Order Newly Revised, 2011 edition.

ARTICLE XI
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 XII
AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds vote of those members present and voting at any Triennial Meeting, provided written notice has been given to all delegates at least ninety (90) days prior to the Triennial Meeting. Notwithstanding the forgoing, 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 48th Triennial Meeting, June _____, 2015.