

# CHURCH WOMEN UNITED, INC.

## BYLAWS



[www.churchwomenunited.net](http://www.churchwomenunited.net)

AGREED TO DIFFER – RESOLVED TO LOVE – UNITED TO SERVE

# PREAMBLE

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Church Women United is an organized national movement that brings Christian women together in a visible community to witness their faith in Jesus Christ and is enabled by the Holy Spirit to go out into every community and nation as instruments of reconciling love.

Church Women United is open to all Christian women who wish to manifest their unity and express the ecumenical dimensions of their faith and work. Other women may participate provided they understand the purpose of the movement and wish to cooperate in advancing its program.

By affirming the richness of their diversity of geography, age, lifestyles, socioeconomic, racial, and ethnic backgrounds, and Christian traditions; and by sharing equally in all aspects of the work, women are enabled to achieve their common goals and to build a covenantal community of worship, study, and cooperative action.

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## **ARTICLE I. DEFINITION**

Church Women United, Inc., is a corporation operating under the Not-for-Profit Corporation Law of New York. Church Women United, Inc. was organized in December 1941 as The United Council of Church Women, incorporated on April 23, 1945, and assumed its present name on November 4, 1969. The principal office of Church Women United, Inc. is in the City of New York, County of New York, and State of New York (Atlanta; county of Fulton, and the State of Georgia. (2020) (This is subject to change when the legal transition is complete from New York to Georgia.)

## **ARTICLE II. NAME**

The corporation's name shall be CHURCH WOMEN UNITED, INC., hereinafter referred to as CWU.

## **ARTICLE III. PURPOSE AND GOALS**

CWU is a national ecumenical movement of Christian women for the purpose of witnessing their unity and faith in Jesus Christ through worship, study, action, celebration, and global relationships.

The goals of the movement are to:

- grow in our faith and extend our vision of what it means to be Christian women in a diverse society today;
- strengthen visible ecumenical community;
- work for a just, peaceful, and caring society;
- use the resources God has entrusted to us, our intelligence, our time, our energy, our money, responsibly and creatively as we carry out the mission of Christ through Church Women United.

## **ARTICLE IV. MEMBERSHIP OF THE CORPORATION**

The corporation's membership shall consist of the members of the Common Council.

## **ARTICLE V. THE COMMON COUNCIL**

### **Section 1. The Common Council Authority**

The Common Council shall be the highest legislative authority of CWU and shall deal with all matters necessary in the pursuit of the purpose and functions of this organization. The powers of the Common Council are limited only by the provision of the Certificate of Incorporation, these Bylaws, the policies of CWU, and the Common Council's own resolutions.

### **Section 2. Composition of Voting Members is:**

- A. The Board of Directors (See Article VI., Section 1.)
- B. The Nominating Committee (See Article VIII., Section 1., C.)
- C. The State Presidents (See Article V., Section 6.)
- D. Two (2) representatives from each participating denominational women's organization, Christian faith group, and ecumenical partner. (See Article V., Section 7.)

### **Section 3. Officers**

The officers of the corporation shall be the officers of the Common Council. The National President shall convene the Sessions of the Common Council.

### **Section 4. Sessions**

CWU shall hold a Quadrennial Session of the Common Council, either in person or by technological means, typically after the Cycle one (1) National Board of Directors elections, as defined in the Standing Rules, and before July one (1) when the term of office for most Board members begins, with the precise date and place to be determined by the Board of Directors.

- A. Each member of the Common Council shall be notified of the time and place of the Quadrennial Session at least four (4) months prior to the date of the Session.
- B. Special sessions and informational meetings of the Common Council may be called by The Board of Directors or by the President at the approval of the Board of Directors with at least a thirty (30) day notice, except in a time-critical situation, to all members with the purpose and meeting instructions stated in the notice.
- C. Special sessions and/or informational meetings shall be called by the National President of CWU at the official request of fifteen (15) Common Council members, with at least a thirty (30) day notice, to all members with the purpose and meeting instructions stated in the notice.
- D. Members or their approved alternates (ARTICLE V., Section 4., E.) are expected to register for and attend the Quadrennial Common Council Session. In addition,

participation in all special sessions and informational meetings of the Common Council are vital to the ongoing movement of CWU. Valid excuses for absence may be communicated to the National Secretary.

- E. Any State President or Representative of a participating denominational women's organization, Christian faith group, or ecumenical partner unable to attend the Quadrennial Session of the Common Council or any called special sessions or informational meetings may designate an alternate. This change shall be approved by notifying the National Secretary of CWU, Inc. at least five (5) days prior to the session or meeting. This alternate, when approved, shall be entitled to full participation in the session or meeting.
- F. In the event that a member of the National Board of Directors of CWU is at the same time serving as President of a state unit of CWU, a position that requires serving as a member of the Common Council, the provisions of Article V., Section 4., E. must be followed in designating an alternate to serve at the Quadrennial Common Council Session or any Common Council special sessions or informational meetings, or forfeit that seat and vote, in order to maintain the one vote per person ratio. This one vote per person ratio is the criteria for all other Common Council actions when a vote is required.
- G. Other persons may be invited to a session or informational meetings of the Common Council by the President with the approval of the Board of Directors as observers and visitors. At the discretion of the National President and consistent with the adopted Rules of Procedure for that session, some may be given a voice but shall not be entitled to vote.
- H. A quorum shall be a majority of the registered voting members in attendance at the Quadrennial Common Council Session and a majority of confirmed members attending any called special session. An informational meeting shall not be considered a meeting where legislative business is conducted.
- I. Proxy voting shall not be valid at the Quadrennial Session or at other special business sessions of the Common Council.
- J. Items for consideration at the Quadrennial Common Council Session may be placed on the agenda by an official request to the National President thirty (30) days prior to the stated Quadrennial Session, with the verified approval of fifteen (15) members of the Common Council. During the Quadrennial Session, agenda items signed and submitted by fifteen (15) Common Council members must be approved for Common Council consideration by the Reference Committee.
- K. There shall be a Reference Committee, appointed by the National President with the approval of the Board of Directors, to serve during the Quadrennial Session to review all items submitted for consideration in order to determine (1) whether the item is germane to the stated business of the session and should be brought to the floor for consideration, (2) whether it should be referred to another CWU body, or (3) whether it should be denied consideration.

- L. Between Quadrennial Sessions and any special sessions of the Common Council, when a vote is required, the National President, with the approval of the Board of Directors, may initiate postal mail and/or electronic ballots with a deadline for response. A majority of votes cast shall adopt, and if several choices are involved, a plurality shall prevail.
- M. *Robert's Rules of Order*, latest edition, shall be the governing parliamentary authority of the Common Council Sessions and meetings, except as otherwise provided in these Bylaws.
- N. Provide financial support for the national budget as able or as requested by the Board of Directors.

## **Section 5. Powers**

The Common Council shall:

- A. Receive the reports of the Board of Directors, the financial report, and other germane reports in preparation for the Quadrennial Session or any special sessions.
- B. Elect officers and other members of the Board of Directors.
- C. Elect the Nominating Committee.
- D. Amend the Bylaws and Articles of Incorporation at the Quadrennial Session or by mail and electronic ballot between sessions and meetings. (Article XIX: Amendments)
- E. Adopt the budget for the first year of the Quadrennial.
- F. Adopt Quadrennial goals and priorities.
- G. Approve criteria for evaluation of the program and financial status.
- H. Support the National Office and the office staff and approve the establishment of other CWU offices when it is programmatically and financially possible to do so.
- I. Make recommendations to the Board of Directors.
- J. Act on recommendations of the Board of Directors on policies and procedures to be followed and in determining positions on social issues.
- K. Act on policy statements recommended by the Board of Directors.
- L. Act on resolutions passed by the Common Council or the Board of Directors.
- M. Conduct any such other business relating to the work of the movement.

- N. Establish the criteria for State CWU Units and other groups such as participating denominational women's organizations, Christian faith groups, and ecumenical partners to have representation on the Common Council. These criteria include:
1. Support the Mission, Purpose, Common Goals, and Quadrennial Priorities of CWU;
  2. Send official representatives to the Common Council sessions; (Article V., Section 7.)
  3. Interpret CWU to their respective constituencies, and encourage participation in CWU activities;
  4. Provide financial support for the national budget as able;
  5. Provide opportunities at meetings and assemblies of CWU and the participating denominational women's organizations, Christian faith groups, and ecumenical partners to discover ways to work together toward common goals.

#### **Section 6. State Presidents**

- A. The Presidents of all the State Units of CWU may meet every four (4) years at the time of the Common Council Quadrennial Session. State Presidents shall participate in Regional Events and other events to share common concerns and make recommendations to the Board of Directors. Only the current State President or alternate, as approved by that State Board and reported to the National Secretary, is a member of the Common Council and shall have the right to vote. (Article V., Section 4., E.)
- B. Membership in the Common Council begins at the time the State President takes office and shall continue until a successor takes office.

#### **Section 7. Designated Representatives of Participating Denominational Women's Organizations, Christian Faith Groups, and Ecumenical Partners**

Each participating denominational women's organization, Christian faith group, and ecumenical partner may designate two (2) representatives from their organization or group's leadership and/or staff, either former or current, to serve on the Common Council as full voting members. Their selection must be reported to the National Secretary of CWU for inclusion on the roster of Common Council members. These representatives shall be encouraged to attend any Regional Events, State Assemblies, Leaders Councils, and other CWU events in their states and areas, as well as the Quadrennial Common Council Sessions, following the provisions of Article V., Section 4., D. and E.

- A. The representatives, both elected leaders and staff members, from the participating denominational women's organizations, Christian faith groups, and ecumenical partners shall be granted the opportunity to meet at the time of the Quadrennial Common Council Session to conduct such business as may be deemed useful in developing and maintaining ecumenical relationships of mutual support and encouragement.



- B. The expenses for these representatives to attend the Common Council Sessions shall be the responsibility of the organizations and groups they represent.

**Section 8. Observers and Visitors**

Observers and visitors may attend the sessions of the Common Council by invitation from the Board of Directors at their own expense. Registration may be required. These may include:

- A. State Unit Board members.
- B. Local Unit Board members.
- C. Staff and officers of the participating denominational women's denominations, Christian faith groups, and ecumenical partners.
- D. Past national officers, past members of the Common Council, and of the staff.
- E. Ecumenical and interfaith observers representing other ecumenical and interfaith organizations and groups and national and international personalities.

**ARTICLE VI. THE BOARD OF DIRECTORS**

There shall be twenty (20) voting members of the Board of Directors and one (1) non-voting member, who shall be representative of the diversities of CWU.

**Section 1. Composition. The Board of Directors shall be composed of the following:**

- A. Officers of the Corporation (4);
- B. Chairperson of the Nominating Committee (1);
- C. Chairperson of the Celebrations Committee (1);
- D. Chairperson of the Communications Committee (1);
- E. Chairperson of the Action and Global Concerns Committee (1);
- F. One (1) representative from the leadership and staff, either former or current, of the participating denominational women's organizations, and one (1) from the leadership and staff, either former or current, of Christian faith groups and ecumenical partners; (Article VI., Section 2., B.)
- G. Two (2) positions devoted to Young Church Women United (YCWU), one (1) from age 21 to 30 and one (1) from 31 to no older than 40 when elected (2);
- H. Regional Coordinators (8);

- I. The Spiritual Formation Director is appointed, a non-voting member of the Board of Directors (1);
- J. National President-Elect who shall join the Board of Directors during the last year of each Quadrennial as a non-voting member. (Article VII., Section 1., E.)

## **Section 2. Elections**

- A. Members of the Board of Directors, other than those representatives designated in Article VI., Section 1, F., shall be elected by the Common Council on a rotating system as defined in the Standing Rules. Elections shall be conducted by ballots submitted and returned by postal mail, electronic or electromagnetic means of communication. A majority of votes cast shall elect, and if several choices are involved, a plurality shall prevail.
- B. The two (2) representatives, one (1) from the leadership and staff, either former or current, of the participating denominational women's organizations, and one (1) from the leadership and staff, either former or current, of the participating faith groups and ecumenical partners (Article VI., Section 1., F.), shall be elected by the Board of Directors upon the nomination of the CWU Nominating Committee who shall solicit recommendations for nomination from these organizations and groups. Because of the transitory nature of the position women hold in these organizations and groups, these elections may take place outside the usual CWU election cycles as designated in the Standing Rules, and those elected shall serve for one (1), two (2) year term.
- C. No member other than a member who is elected to the position of President-Elect (Article VII., Section 1., E.) shall hold more than one elected position on the National Board of Directors at a time.
- D. Between sessions of the Common Council, for members other than officers, vacancies shall be filled by nomination from the Nominating Committee to the Board of Directors for election.

## **Section 3. Term of Office**

Members of the Board of Directors, other than the representatives designated in Article VI., Section 1., F. shall serve terms of four (4) years or until their successors are elected.

- A. The two (2) representatives from the participating denominational women's organizations, Christian faith groups, and ecumenical partners (Article VI., Section 2., B.), shall serve terms of two (2) years or until their successors are elected. Any member who has served more than one (1) year in a position is considered to have served a full term.
- B. No member shall serve more than one (1) term in the same position. Any member who has served more than two (2) years in a position is considered to have served a full term.

- C. No member holding any position other than that of an officer may serve for more than one (1) consecutive term on the Board of Directors unless that member is elected to serve as an officer, in which case, she may serve two (2) consecutive terms.
- D. In the year of the Common Council Quadrennial Session, those elected shall assume office at the close of the Session. In the special case that the Session is held outside the provisions of Article V., Section 4., those elected shall assume office on July 1 in the year of their election, as shall all others elected in successive yearly elections. Those elected to fill a midterm vacancy shall assume office immediately upon election.
- E. An elected member of the Board who misses three (3) sessions or meetings without giving proper notice of her impending absence to the National Secretary or National President or is deemed by a majority of the other Board members to be failing in fulfilling the duties of her position, shall forfeit membership on the Board of Directors. The National President shall notify the member of the termination of her membership on the Board and shall notify the Chairperson of the Nominating Committee of the vacant position.

#### **Section 4. Powers**

The Board of Directors shall:

- A. Hold the powers and responsibilities of the Board of Directors under the laws of the State of New York with the general management of the affairs of the corporation and shall serve as the interim legislative authority between sessions of the Common Council.
- B. Assign duties beyond those stated in these Bylaws to all officers, members of the Board of Directors, and committees.
- C. Decide the geographical area of the Regions and the responsibilities of the Regional Coordinators.
- D. Receive and act on recommendations of the Common Council and report to the Common Council the actions taken.
- E. Evaluate program, report actions taken, and recommend priorities for the next Quadrennial to the Common Council.
- F. Develop strategies for maintaining a sound financial base.
- G. Recommend an annual budget for approval by the members of the Common Council at its Quadrennial Session. Approve and monitor annual budgets, making necessary financial adjustments in the three years between Quadrennial Sessions.
- H. Define the duties and responsibilities for enabling services or standing committees and other special teams and task groups needed for carrying forward the program of CWU.

- I. Function as the Long-range Strategic Planning Committee, appointing additional members for this function as needed.
- J. Be responsible for the employment of an Executive Director, in reference to Personnel Policies, when such employment is financially feasible.
- K. Oversee the development of and approve Personnel Policies for the National Office Staff.
- L. Maintain a national office network to coordinate the program of CWU.
- M. Encourage relationships among CWU, national and international, ecumenical, humanitarian, and other social justice organizations and movements.
- N. Elect the two (2) participating denominational women's organizations, Christian faith groups, or ecumenical partner representatives to the Board of Directors. (Article VI., Section 2., B.)
- O. Develop policies and procedures to be followed in determining positions on social issues and make recommendations to the Common Council for approval.
- P. Take action on resolutions passed by the Common Council and the Board of Directors.
- Q. Review applications from denominational women's organizations, Christian faith groups, and ecumenical partners seeking affiliation with CWU and determine acceptance.
- R. Determine the time and place of the Quadrennial Common Council Session and any national ecumenical event, according to the provisions in Article V., Section 4., and the Standing Rules.
- S. Establish and maintain communications with the Common Council and all components of CWU, including but not limited to regions, state and local units, and participating denominational women's organizations, Christian faith groups, and ecumenical partners.
- T. Develop and recommend to the Common Council amendments to these Bylaws.
- U. Develop, amend, and rescind CWU Standing Rules according to the process defined in the Standing Rules.
- V. Transact such other business as shall come before the corporation.

## **Section 5. Responsibilities**

All officers of the corporation and members of the Board of Directors shall:

- A. Know the mission, common goals, and quadrennial priority(s) of Church Women United and be able to interpret the same in support of the movement.

- B. Have a working knowledge of the contents of the Bylaws, Standing Rules, and Basic Book of Church Women United, Inc., and be familiar with all other official CWU handbooks and policy manuals.
- C. Know the history of the CWU Movement as recorded in publications such as *Just Because* and *CWU's Sixtieth Anniversary Memory Book*.
- D. Keep informed of current programs and operations of the National Movement, visit CWU's website frequently, and maintain an active subscription to current CWU publications.
- E. Make an annual personal financial contribution in the amount of \$200.00 to the National Office on or before December 1st of each year.
- F. Be prepared to assume corporate responsibility for generating annual revenue sufficient for the continuing effective operation of the National Movement.
- G. Provide for annual financial appeals.
- H. Order a full financial report annually and an official financial audit of CWU, Inc. when legally required for a not-for-profit corporation with CWU's financial resources.
- I. Support global ecumenism, foster Christian community, support interfaith unity and be able to support and promote the CWU Human Rights Day, May Friendship Day, and World Community Day ecumenical worship celebrations.
- J. Understand and embrace the global prayer concept of the Fellowship of the Least Coin.
- K. Attend all sessions of the Common Council and of the Board of Directors, as well as participate in special sessions and meetings of the Board of Directors, such as scheduled conference calls or electronic conferencing, unless the absence is acknowledged and excusal granted by prior notification to the National Secretary or National President.
- L. Address the constitutional duties and responsibilities of their specific elected positions, and report on the activities of their office.
- M. Understand the significance of Local and State Units in the CWU Movement and maintain an active, resourceful presence in their own Local and State Units.

**Section 6. Sessions and Meetings of the Board of Directors**

- A. The National President may convene at least one in-person session of the Board of Directors annually. Members shall receive notice of the session at least sixty (60) days in advance of the session. Additional sessions or meetings may be held by conference call or other electronic means. (Article VI., Section 6., E.)
- B. A quorum for sessions or meetings of the Board of Directors shall be a majority of its members.

- C. Proxy voting shall not be valid at sessions or meetings of the Board of Directors.
- D. Additional Sessions or Meetings:
  - 1. May be called by the National President or three (3) elected officers or on the written request of five (5) members of the Board of Directors with a notice of at least two weeks, except in a time-critical situation. The purpose of the session or meeting shall be stated in the notification.
  - 2. May be called by the National President or three (3) elected officers or five (5) members of the Board of Directors at the time of a Common Council Session. The purpose of the meeting shall be stated in the notice of the meeting, which shall be announced to members at least one (1) hour before the meeting.
- E. Meetings by Telephone Conference and Other Electronic Means: Meetings by telephone conference or other electronic means may be called by the National President, three (3) elected officers, or three (3) members of the Board of Directors. The entire Board of Directors must be notified of the purpose and time of the meeting at least four (4) days prior to the meeting, except in a time-critical situation. At least a quorum of the Board of Directors must participate for it to be a legal meeting. Minutes of the meeting must be kept and approved at the next session or meeting of the Board of Directors.
- F. Postal Mail, Electronic, or Electromagnetic Means of Communication Voting: Between sessions or meetings of the Board of Directors, when a vote is required, the National President may initiate a ballot submitted and returned by postal mail, electronic or electromagnetic means of communication with a deadline for response. A majority of votes cast shall adopt, and if several choices are involved, a plurality shall prevail. The results of such a vote shall be included in the minutes of the next meeting of the Board of Directors. The Secretary shall record by roll call any votes cast during meetings held by phone conference or electronic conferencing unless the presiding officer ascertains there is no objection to the pending motion and it passes unanimously.

## **ARTICLE VII. OFFICERS**

The officers of the corporation shall be representative of the diversity of the Church Women United Movement. The officers shall be National President, National Vice-President, National Secretary, and National Treasurer. The officers shall be the Executive Committee and shall serve on the Personnel Committee. (Article VIII., Section 1., B.)

### **Section 1. Officers of the Corporation**

- A. The **National President** shall:
  - 1. Preside at the Quadrennial Session and any special sessions of the Common Council.

2. Preside at the scheduled sessions, as well as all special sessions and meetings of the Board of Directors.
3. Chair the Personnel Committee and serve as the liaison between the Board and the lead member of the National Staff.
4. Work cooperatively with an Executive Director when that position is filled.
5. Facilitate, in coordination with an Executive Director, when that position is filled, the preparation of an agenda and supporting resources for all Sessions and special meetings of the Board of Directors and the Common Council.
6. Appoint a Parliamentarian with the approval of the Board of Directors to serve during Sessions of the Common Council and the Board of Directors.
7. Appoint a Reference Committee to serve during the Quadrennial Session of the Common Council.
8. Present a Quadrennial Report to the Common Council.
9. Provide for Board and Staff development at the Sessions of the Board of Directors, when appropriate.
10. Appoint an editor of the *ChurchWoman News*, as well as editors of other CWU publications, in consultation with the National Communications Chair and with the approval of the Board of Directors.
11. Appoint members of all committees as indicated in the Bylaws with the approval of the Board of Directors.
12. Make appointments of teams, task groups, and individuals as necessary with the approval of the Board of Directors.
13. Function as an ex-officio member of all committees, except the Nominating Committee, as well as all teams and task groups of the Board of Directors.
14. Ensure that committee, team, and task group work is executed.
15. Maintain a direct, consistent relationship with Regional Coordinators and State Presidents. May schedule and convene a meeting with State Presidents and Regional Coordinators at the Quadrennial Session of the Common Council.
16. Represent or designate someone to represent CWU at State Assemblies, Leaders Councils, Regional Events, and participating denominational women's organizations, Christian faith groups, and ecumenical partner meetings, when invited and deemed appropriate.

17. Serve as liaison to the Common Council representatives of the participating denominational women's organizations, Christian faith groups, and ecumenical partners who serve on the Common Council. Provide for a meeting of the representatives at the Quadrennial Session, when appropriate. (Article V., Section 7., A.)
18. Represent the Common Council as United States Coordinator for the International Committee of the Fellowship of the Least Coin (ICFLC) during the President's term of office. Attend the annual ICFLC Conference as the Common Council's voting delegate.
19. Appoint a Spiritual Formation Director with the approval of the Board of Directors to oversee and develop spiritual formation programs and initiatives for CWU, Inc. She shall serve a two-year term on the Board of Directors as a non-voting member.
20. Serve as the designated representative for the United Nations Commission on the Status of Women. She may assign a CWU representative to serve as the NGO (Non-Governmental Organization) United Nations Representative, Ecumenical Women, or with any UN initiatives as deemed necessary.

B. The **National Vice-President** shall:

1. Assume the duties of the National President in her absence, inability to serve, or resignation.
2. Work cooperatively with the National President to facilitate the work of the Board of Directors.
3. Serve on the Personnel Committee.
4. Provide leadership training within the National Movement.
5. Oversee the work of the Regional Coordinators, convening meetings with them during sessions of the Board of Directors when appropriate, as well as by telephone or other electronic means.
6. Serve as liaison to the CWU Program Committees as designated by the National President.
7. Serve as liaison to teams, task groups, and special functions as designated by the National President.
8. Serve as liaison to the participating denominational women's organizations, Christian faith groups, and ecumenical partners, sharing that responsibility as designated by the National President.



C. The **National Secretary** shall:

1. Be the National Secretary of the Corporation.
2. Be the National Secretary of the Common Council and the Board of Directors.
3. Serve on the Personnel Committee.
4. Record the minutes of the Common Council and the Board of Directors, ensure timely distribution of all minutes to the appropriate recipients, and make available a summary of all actions taken by the Board of Directors at their regular sessions and meetings for Common Council members and CWU participants.
5. Coordinate with the National President the notification to the Common Council members of the time and place of the Quadrennial Session at least six (6) months before the Quadrennial Session.
6. Coordinate with the National President the notification to the members of the Board of Directors of the time and place of any in-person Board sessions at least two (2) months before each session and of any electronic sessions or meetings, including phone conferences, at least two (2) weeks before the scheduled session or meeting, except in a time-critical situation.
7. Provide information to the members of the Board of Directors about special sessions, meetings, and conference calls of the Board, in cooperation with the National President.
8. Maintain the directory of state unit presidents, national officers, Board members, and the Common Council.
9. Ensure that the National Continuing Fellowship records are maintained in the National Office and that National Continuing Fellowship pins and certificates are issued.
10. Oversee the preparation, updating, and distribution of CWU's informational and procedural manual, the *CWU Basic Book*.
11. Ensure the correction of typographical, editorial, and grammatical errors in CWU, Inc.'s governing documents.
12. Coordinate with the National Office the gathering and readiness of the historical records and documents of the National Unit of CWU, Inc. for permanent archival placement.

D. The **National Treasurer** shall:

1. Serve as Chairperson of the Finance Committee.

2. Serve on a Financial Development Committee for the National Movement.
3. Serve on the Personnel Committee.
4. Ensure financial record-keeping for accountability of all funds consistent with the fiscal policies of the National Movement.
5. Interpret financial needs and the financial condition of the National Movement to the Board of Directors and the Common Council.
6. Enforce fiscal policies of the National Movement that impact the Board.
7. Provide financial counsel to the Officers and Board of Directors as needed.
8. Provide a full financial report annually and for an official audit when legally required for a not-for-profit corporation with CWU's financial resources.
9. Provide interim financial reports for the Board sessions and meetings.
10. Provide for the review and approval of the budget at the Quadrennial Session of the Common Council.
11. Serve as Assistant Treasurer for up to one year on the Board of Directors, with voice but no vote, following the completion of a full term, to ensure the orderly transfer of all financial records and responsibilities to the incoming National Treasurer.
12. If needed, continue to serve as the Assistant Treasurer during the four-year term of the successor in the office of National Treasurer to assist with financial matters and to serve as a signatory when needed.

E. The **National President-Elect** shall:

1. There shall be an election for a National President-Elect during Election Cycle Four of the Quadrennial, thereby providing a one-year term as an officer in training for the woman elected to this position. Upon completion of this one-year term, the President-Elect shall automatically assume the office of National President for a full term of four years.
2. This decision regarding the succession of that person cannot be altered unless she vacates office during her term as President-Elect or unless there is cause for deposing her from that office. (Article VII., Section 3., E.)
3. The woman holding this position shall participate in the ongoing activities of the National Board of Directors, the Executive Committee, and the Common Council during the one-year term as a means of exposure and orientation to the role of the National President and to gain an understanding of the culture of CWU, Inc.

4. This position shall allow voice but not vote during sessions and meetings of the National Board of Directors, the Executive Committee, and the Common Council until her one-year term ends, the new Quadrennial begins, and the National President-Elect assumes the office of National President, officially becoming an officer of the corporation.
5. It shall be possible for a woman presently serving as a member of the National Board of Directors of CWU, Inc. to be elected to the position of President-Elect if she fulfills the qualifications for eligibility. She shall continue to serve in the office she holds, maintaining all the responsibilities and privileges of that office, including the right to vote. In addition, she shall be preparing for her future role as National President.
6. The stipulation of Article VII., Section 2., C., "No member shall hold more than one elected position on the National Board of Directors at a time.", shall not apply in the case of the election of a woman presently serving on the Board of Directors since the President-Elect is not a voting member of the Board and thus not an officer of the corporation. Rather, she serves in an observer role.

## **Section 2. Elections**

- A. Officers shall be elected by the Common Council on a rotating system, as defined in the Standing Rules.
- B. Elections shall be conducted by ballots submitted and returned by postal mail, electronic or electromagnetic means of communication. A majority of eligible votes cast shall elect, and if several choices are involved, a plurality shall prevail.
- C. No person shall hold more than one voting member office on the National Board of Directors at a time.

## **Section 3. Term of Office**

- A. Officers shall serve for one (1) term of four (4) years in any one office or until her successor is elected.
- B. No officer may serve more than one (1) term in the same position.
- C. No officer may serve more than one (1) consecutive term on the Board of Directors unless the officer holding the position of National Vice-President, Secretary, or Treasurer, is elected to the position of National President. In that case, she may serve two (2) consecutive terms on the Board.
- D. In the year of the Common Council Quadrennial Session, any newly elected officer, except for the National Treasurer, shall assume office at the close of the Quadrennial Session. In successive years, they shall assume office on July 1. In the case of the National Treasurer, she shall assume office at the beginning of CWUs fiscal year on January 1, following a six-month transition period of orientation to and review of the

responsibilities of the office. During this transition period, she shall hold the position of Treasurer-Elect and, as such, shall serve on the Board of Directors with voice but no vote.

- E. An officer who misses three (3) sessions or meetings without giving prior notice of her impending absence to the National Secretary or is deemed by a majority of the other Board members to be failing in fulfilling the duties of the position shall forfeit the office and membership on the Board of Directors. The National President shall notify the member of the termination of the individual's membership on the Board and shall notify the Chairperson of the Nominating Committee of the vacancy. If the National President has missed three (3) sessions or meetings without proper notice or is unable to perform the duties of the position, notification shall be the responsibility of the National Vice President.

#### **Section 4. Vacancies**

- A. In the event of a vacancy among the officers, the Nominating Committee shall present at least one nominee to the Common Council for election to that office. The election shall be conducted by ballots submitted and returned by postal mail, electronic or electromagnetic means of communication.
- B. The person elected shall serve the remainder of the term and be eligible for reelection to a full term in that position unless she has served more than two (2) years in that office.

### **ARTICLE VIII. STANDING COMMITTEES, TEAMS, AND TASK GROUPS OF THE BOARD OF DIRECTORS**

Standing Committees, Teams, and Task Groups of the Board of Directors shall be representative of the diversities of CWU.

#### **Section 1. Enabling Services Committees.** There shall be the following Enabling Services Committees:

- A. **Finance Committee.** The Finance Committee shall be composed of the National Treasurer, who serves as Chairperson, and at least three (3) additional committee members who are non-board members or former board members that have been off the Board for at least a year or more and appointed by the National President in consultation with the National Treasurer and with the approval of the Board of Directors. These members shall serve for one (1) four-year term on a rotating basis established by the committee. In addition to overseeing the financial operations of CWU, this committee shall work to provide financial development opportunities for The Movement.
- B. **Personnel Committee.** The Personnel Committee shall be composed of the Officers and two additional members of the Board of Directors, selected and approved by the Board, and shall be chaired by the National President. The Personnel Committee shall ensure

that Personnel Policies and Procedures approved by the Board of Directors are enforced and, in the absence of an Executive Director, shall see that the responsibilities assigned in Article XI are fulfilled.

- C. **Nominating Committee.** The Nominating Committee shall be composed of a Chairperson and one member from each of the eight (8) regions of CWU, all elected by the Common Council by ballot, submitted and returned by postal mail, electronic or electromagnetic means of communication, on a rotating system as defined in the Standing Rules.
1. The Chairperson is a member of the Board of Directors and the Common Council.
  2. The members of the Nominating Committee are members of the Common Council.
  3. The Nominating Committee shall meet in an annual Working Retreat to evaluate recommendations for nominations and prepare a slate of candidates representative of the diversities of CWU for election to the Board of Directors and Nominating Committee.
  4. The Chair of the Nominating Committee shall oversee the preparation of a ballot to be submitted to the Common Council for election by postal mail, electronic or electromagnetic means of communication. The ballot shall contain the slate of nominees presented by the Nominating Committee and shall be subject to the timelines regarding elections as defined in the Standing Rules of CWU.
  5. In filling mid-term vacancies on the Board of Directors, the Nominating Committee shall meet via conference call or electronic means to prepare at least one nomination for election by the Board of Directors or, in the case of officers, by the Common Council.
  6. Election of the Nominating Committee:
    - a. In the election of the Nominating Committee, a majority shall elect, and if several choices are involved, a plurality shall prevail. No person may hold more than one (1) position at a time.
  7. Term of Office of the Nominating Committee:
    - a. A Nominating Committee member shall serve a term of four (4) years or until a successor is elected and may not serve more than one (1) consecutive term in the same position. Any member who has served more than two (2) years in the position is considered to have served a full term, and any member who has served less than two (2) years is eligible for election to a full term on the committee. In the year of the Common Council Quadrennial Session, the term of office begins at the close of the Session. In successive years, the term begins on July 1.

8. The Chair of the Nominating Committee shall present to the Board of Directors the name of any member who is failing in fulfilling the duties of her position. The Board of Directors shall authorize the National President to notify the member of her termination and advise the Nominating Committee to fill the vacancy from the subject's region. The Nominating Committee shall proceed to prepare a ballot for election by the Board of Directors.
9. Members of the Nominating Committee are encouraged to attend their State Assemblies and Regional Events to inform the members of vacant positions and to gain knowledge of potentially qualified candidates for the Board of Directors and Nominating Committee.
10. Prepare an annual budget.
11. Provide information for the CWU Website, newsletter, and other communications.
12. Perform other duties and tasks related to the committee as needed or assigned by the National President.

**Section 2. Program Committees.** There shall be the following program committees:

- A. **Celebrations Committee.** The Celebrations Committee shall be composed of a Chairperson elected by the Common Council and no more than six (6) additional members appointed by the National President, in consultation with the Chair of Celebrations and with the approval of the Board of Directors. These members shall serve for one (1) four-year term on a rotating basis established by the committee. The Celebrations Committee shall:
  1. Be responsible for researching, writing, and developing the preparatory leader's guides, worship service bulletins, supporting worship resources, and promotional resources, as well as choosing themes and writers for the ecumenical worship celebrations: May Friendship Day, World Community Day, and Human Rights Day.
  2. Prepare and make available the annual resource materials for May Friendship Day, World Community Day, and Human Rights Day, to be included either in the Church Women United Annual Information Mailing (AIM) for CWU local and state units, the Common Council, participating denominational women's organizations, Christian faith groups, ecumenical partners, and other community and faith-related women's groups and organizations; or in other means of publicizing and distributing.
  3. Provide reports for the Board of Directors' sessions and special meetings.
  4. Participate in the Annual National Celebrations Committee Working Retreat.

5. Promote the Fellowship of the Least Coin is a worldwide ecumenical movement of prayer for peace and reconciliation and oversees the distribution of FLC literature and materials.
6. Prepare an annual budget.
7. Provide information for the CWU website, newsletter, and other communications.
8. Perform other duties and tasks related to the committee as needed or assigned by the National President.

B. **Action and Global Concerns Committee.** The Action and Global Concerns Committee shall be composed of a Chairperson, elected by the Common Council, and at least three (3) additional members appointed by the National President in consultation with the Chair of Action and Global Concerns and with the approval of the Board of Directors. These members shall serve for one (1) four-year term on a rotating basis established by the committee. The Action and Global Concerns Committee shall:

1. Be responsible for the research, development, and adoption of the Quadrennial Priority(s) by the Common Council. Upon adoption of the Quadrennial Priority(s), the Action and Global Concerns Committee shall be responsible for providing Board-approved direction for the implementation of the priority (s) in CWU local and state units.
2. Be responsible for the continued timely development of CWU social policies, social justice statements, and resolutions consistent with CWU history and social policy guidelines for approval by the Board of Directors.
3. Monitor peace and justice and other human rights issues, inform and recommend action and advocacy positions and strategies to the Board of Directors and the Common Council.
4. Be responsible for preparing and providing up-to-date resource materials on peace and social justice issues and global concerns consistent with the CWU Mission, Common Goals, and Quadrennial Priority(s) for the Common Council and state and local units in the Annual Information Mailing (AIM), and other means of communication.
5. Prepare an annual budget.
6. Provide the committee's information for the CWU Website, newsletter, and other communications.
7. Perform other duties and tasks related to the committee as needed or assigned by the National President.

- C. **Communications Committee.** The Communications Committee shall be composed of a Chairperson elected by the Common Council and at least three (3) additional members appointed by the National President in consultation with the Chair of Communications and with the approval of the Board of Directors. These members shall serve for one (1) four-year term on a rotating basis established by the committee. The committee shall assist the National President and the Executive Director when that position is filled, or an Office Manager, in speaking for the movement by preparing news releases, letters and other correspondence, CWU-related articles, and in editing and publishing organizational reports, interpretative brochures, and other promotional flyers and resources. The Communications Committee shall:
1. Resource the National President, any National Office personnel, the Committee Chairs, and any Board members in communicating the CWU position publicly on critical issues and conditions within the Movement and global community.
  2. Assist the National President, Committee Chairs, and the National Staff in the preparation, revision, and production of CWU publications.
  3. Consult with the National President in the choice of editors for CWU publications which is subject to the approval of the National Board of Directors and may serve as editors or assist in editing CWU newsletters or other news resources.
  4. Gather and organize information from Board officers and members, Committee Chairs, task groups, and team leaders, Regional Coordinators, state and local presidents for CWU newsletters and publications, and provide oversight for maintaining and updating CWU's website.
  5. Resource standing and program committee chairs, task, and team leaders in fulfilling their communication-related needs.
  6. Resource National Staff, Regional Coordinators, State Presidents, and State Communications chairs in acquiring CWU-related resource materials for presentations, displays, and exhibits at local, state, and national CWU, denominational, ecumenical, and interfaith environments.
  7. Coordinate the gathering of CWU resource materials from national officers, committee chairs, task and team leaders, and national staff for the Annual Information Mailing (AIM). This involves communicating the process and giving directions for the preparation of resource materials for inclusion in the AIM packet with timelines and follow-up notices.
  8. Prepare an annual budget.
  9. Provide the committee's information for the CWU Website, newsletter, and other communications.
  10. Perform other duties and tasks related to the committee as needed or assigned by the National President.



- D. **Young Church Women United Committee.** The Young Church Women United (YCWU) Committee shall be composed of the two (2) National Young Church Women United representatives elected by the Common Council and eight (8) Young Church Women United Regional Representatives, one (1) from each CWU Region, appointed by the National President in consultation with the Young Church Women United Representatives and with the approval of the Board of Directors. These members shall serve for one term of two (2) years on a rotating basis established by the committee. Under the leadership of the two (2) National Young Church Women United Representatives, the Young Church Women United Committee shall:
1. Expand Young Church Women United Community membership through recruitment.
  2. Develop, communicate, promote, and move the vision, goals, and concept of Young Church Women United and Church Women United priorities.
  3. Support and motivate Young Church Women's faith journeys.
  4. Develop activities such as retreats, fundraisers, and programs that welcome young women and maintain them within the movement.
  5. Collaborate with Local and State CWU units, as well as CWU Region officers, to promote and move the vision, goals, and concept of Young Church Women United priorities.
  6. Recommend young women to serve as Regional and National Young Church Women United Representatives.
  7. Meet as a committee to receive reports and share goals and plans for the development and advancement of the YCWU community.
  8. Share reports and publicize projects with the National Board of Directors and Common Council to ensure that the voices of younger women are heard throughout CWU.
  9. Prepare an annual budget.
  10. Provide information for the CWU Website, newsletter, and other communications.
  11. Perform other duties and tasks related to the committee as needed or assigned by the National President.
- E. Appointees to Program Committees who are deemed by a majority of the Board of Directors to be failing in fulfilling the duties of the appointment shall forfeit membership on the committee. The National President shall serve notice to the member of the termination of her membership on the committee.

### **Section 3. Special Committees, Teams, and Task Groups**

- A. The representatives from the participating denominational women's organizations, Christian Faith groups, and ecumenical partners to the Board of Directors shall work as a team in representing the interests and experiences of the groups participating in CWU, as well as developing strategies to promote the involvement of these groups in the life and work of CWU, which shall be reported to and approved by the Board of Directors.
- B. The National President may appoint the chairpersons and members of any other special committees, teams, and task groups as the need arises. These may be persons other than those serving on the Board of Directors. Membership on these committees, teams, and task groups shall be approved by the Board of Directors.
- C. The National President may invite the chairpersons of special committees, teams, and task groups who are not on the Board of Directors to attend and participate with voice but not vote in sessions and meetings of the Board of Directors.

### **Section 4. Matters Common to all Committees, Teams, and Task Groups**

- A. All committees, teams, and task groups shall perform the usual duties plus duties identified and assigned by the Board of Directors. Recommendations and regular reports shall be submitted to the Board of Directors.
- B. The National President shall be an ex-officio member of all committees, teams, and task groups, except the Nominating Committee.
- C. A quorum for all meetings of committees, teams, and task groups shall be a majority of its members.
- D. No member shall serve simultaneously on more than two (2) committees.
- E. A member of a special committee, team, or task group who is deemed by a majority of the Board of Directors to be failing in fulfilling the duties of the position shall forfeit membership on the team or task group. The National President shall serve notice to the member of the termination of membership.
- F. Copies of minutes of meetings and conference calls and any reports of the committees, teams, and task groups shall be provided to the National President, the National Secretary, and all involved participants.

## **ARTICLE IX. REGIONS AND REGIONAL COORDINATORS**

### **Section 1. Regions**

State Units shall be organized into eight geographic groups known as Regions. The Board of Directors shall be responsible for determining the composition of regions.

## **Section 2. Election of Regional Coordinators**

There shall be a Regional Coordinator elected by the Common Council for each region. They shall be elected on a rotating system as defined in the Standing Rules. Regional Coordinators are members of the Board of Directors and are subject to all powers as defined in ARTICLE VI.

## **Section 3. Regional Coordinators**

Regional Coordinators shall enhance the work of the National Movement by supporting the National Officers, other Board members, the National Office staff, and state and local units. Travel costs within each region will be funded by state units. Regional Coordinators shall provide timely follow-up and liaison support to reinforce the program services, processes, action, and advocacy of the National Movement. To this end, Regional Coordinators shall:

- A. Serve on the Board of Directors.
- B. Serve a coordinative function for the National Unit of CWU with State Presidents.
- C. Assist State Units in ecumenical development, leadership training, and interpretation of the CWU mission, common goals, and quadrennial priority(s).
- D. Coordinate a Regional Event at the mid-point of the Quadrennial.
- E. Meet with the Vice-President during the Sessions of the Board of Directors, when appropriate, and participate in any phone or electronic conference initiated by the Vice President.
- F. Perform other duties assigned by the Vice-President, with the approval of the National President and the Board of Directors.

## **Section 4. Regional Events**

- A. Regional events, which are nationally initiated events held regionally, may be scheduled at the mid-point of the Quadrennial.
- B. The function of these events shall be determined by the Board of Directors and developed by Regional Coordinators in consultation with the National Vice-President and State Presidents.
- C. These events are programmatic and not legislative.

## **ARTICLE X. INTERNATIONAL COMMITTEE FOR THE FELLOWSHIP OF THE LEAST COIN**

The Fellowship of the Least Coin is a worldwide ecumenical movement of prayer for peace and reconciliation in the world. Prayer is the vital element of the Fellowship of the Least Coin.

**Section 1.** The Common Council of CWU shall be the designated U.S. Coordinating Committee and Custodian of Fellowship of the Least Coin Offering in the United States. Fellowship of the Least Coin Offerings received by CWU in local, state, regional, and national events are transferred to the International Committee of the Fellowship of the Least Coin and the World Council of Churches.

**Section 2.** The National President shall be the U.S. Coordinator for the Fellowship of the Least Coin. She shall serve a term congruent with her term of office and shall represent the United States as its voting member at the annual conference of the International Committee for the Fellowship of the Least Coin, consistent with the guidelines of the Fellowship of the Least Coin.

**Section 3.** The National Celebrations Committee shall distribute the literature and promote the Fellowship of the Least Coin in the United States.

## **ARTICLE XI. EXECUTIVE STAFF**

The Executive Staff shall be representative of the diversities of CWU and be governed by the CWU Personnel Policies. The following provisions shall govern the employment of an Executive Director and a Comptroller when such positions are financially feasible.

**Section 1. Executive Director.** When employed, the Executive Director shall be responsible to the Board of Directors through the National President for operating the National Office Network and the work of the corporation within the budget approved by the Board of Directors. The Executive Director shall be the keeper of the seal, or in the case of a vacancy in that position, the National President shall hold that responsibility.

**Section 2. Designated Agents.** When employed, the Executive Director and Comptroller of Church Women United, Inc., shall be designated, for legal purposes, as agents to act on behalf of the corporation for the transaction of business of the corporation when specifically authorized to do so.

**Section 3. Personnel Policies and Procedures.** The Executive Director, when employed, shall employ and direct Executive Staff consistent with the Personnel Policies and Procedures approved by the Board of Directors and within the budget guidelines of CWU.

**Section 4. Office Manager.** In lieu of employing Executive Staff and on what is a temporary basis, CWU may employ an Office Manager who shall be responsible to the Board of Directors through the National President. The duties shall be defined in a separate job description, and the work shall be governed by CWU's Personnel Policies. Assistance may be provided by other office staff members, also subject to CWU's Personnel Policies.

## **ARTICLE XII. LOCAL AND STATE UNITS**

Local and State Units in Church Women United, Inc., shall subscribe to the criteria cited in Article V, Section 5, N.

**Section 1. Local Units**

- A. Local Units are an integral part of the national movement in that they each share the following:
  - 1. Mission, Common Goals, and Quadrennial Priorities
  - 2. National program
  - 3. National publications and publicity
  - 4. National office and staff
  - 5. Financial resources
- B. **Accountability:** Each local unit which is a subsidiary unit of the National CWU Unit, shall provide an annual financial report to the National CWU office by January 31 of each year. Local Units are organized around their own bylaws as long as they are not in conflict with those of the National Movement.
- C. Each unit develops its own organizational style and program within the framework and in the spirit of the Mission and Common Goals of Church Women United.
- D. Local Units may request coverage under the 501(c)(3) status of the National Unit by submitting a copy of their Bylaws and their Employee Identification Number (E.I.N.) with their request to the National Office.
- E. Local units must have their own 501(c)(3) status or be under the 501(c)(3) status of their state unit or of the National Unit of CWU.

## **Section 2. State Units**

- A. State Units are an integral part of the National Movement in that they each share the following:
  - 1. Mission, Common Goals, and Quadrennial Priorities
  - 2. National program
  - 3. National publications and publicity
  - 4. National office and staff
  - 5. Financial resources
- B. **Accountability:** State Units shall be governed by a set of bylaws consistent and not in conflict with these Bylaws of CWU, Inc. each state unit shall provide an annual financial report to the National CWU Office by January 31 of each year. State Units shall elect a President who serves on the Common Council of CWU. State Units shall pay for the

President's attendance at sessions of the Common Council, national meetings of State Presidents, Regional Events, and other CWU national meetings.

- C. State Units shall have a budget that includes annual financial support from the National Unit.
- D. State units must be under the 501 (c)3 status of the National Unit or have their own 501(c)(3) status.

## **ARTICLE XIII. DISSOLUTION**

### **Section 1. Local Units**

A Local Unit considering dissolution must notify the State President, who shall inform the Regional Coordinator. An open meeting of local unit officers and participants shall be held, and the detailed Minutes from the meeting shall include the reasons for dissolution and the motion to request dissolution, as well as the result of the vote. This request shall be forwarded to the National Board of Directors for approval. Once approval has been granted by the Board of Directors and all outstanding financial obligations have been met by the local unit, any funds in the unit's accounts which were raised in the name of CWU, under legal penalty, must be forwarded to the State or National Unit. The following information shall be submitted to the National CWU office for record-keeping:

- The most recent Financial Statement and Annual Local Unit Report,
- A list of the current officers and unit participants, and
- A letter detailing the amount of funds forwarded to the State or National CWU Unit.

### **Section 2. State Units**

It is the intention of the National Unit of CWU that CWU units are established and functioning in all fifty (50) states, the District of Columbia and Puerto Rico. State units may be defined as two (2) or more states joining to form one (1) body to carry on the purpose and mission of CWU. When states have ceased to have functioning units, there shall be an ongoing effort on the part of the National Board of Directors to reestablish a continuing presence of CWU, which may be manifested in various ways. It is the responsibility of a state unit that is in the process of dissolution to work with the National Unit in making decisions concerning all aspects of the relationship, including the distribution of financial assets.

The State Unit shall notify their Regional Coordinator, the Board of Directors, or the National Unit upon the consideration of dissolution prior to any action to dissolve the unit. A meeting of the unit must be held with the participation of as many State Unit officers, Local Unit presidents, and other CWU participants as possible to discuss the reasons for dissolution and to take the necessary action to dissolve. Detailed Minutes of this meeting must be sent to the Regional Coordinator, who will forward the information to the National Board of Directors for final approval. Once approval has been granted by the National Board of Directors and all outstanding financial obligations have been met, any funds in the unit's accounts which were raised in the name of CWU, under legal penalty, must be forwarded to

the National Unit. The following information shall be submitted to the National CWU office for record-keeping:

- The most recent Financial Statement and Annual State Unit report,
- A list of the current officers and unit participants, and
- A letter detailing the amount of funds forwarded to the National Unit.

### **Section 3. National Unit**

In case of a radical change in form or dissolution of the National Unit of CWU, Inc., any funds, after all financial obligations or claims have been satisfied, shall be distributed among tax-free agencies with the approved mission program of the National Movement and acceptable under IRS Code 501(c)(3). The actual organizations or movements shall be voted on by the Board of Directors at the time of dissolution.

## **ARTICLE XIV. SEAL**

The corporation shall have a seal in accordance with the laws of the State of New York. The responsibility for its safekeeping is the duty of the Executive Director or, in the case of a vacancy in that position, the National President.

## **ARTICLE XV. FISCAL YEAR**

The fiscal year of the corporation shall be from January 1 to December 31.

## **ARTICLE XVI. INDEMNIFICATION**

It is expressly provided that any and every person made a party to any action, suit, or proceedings, whether civil or criminal, by reason of the fact that such person is or was an officer of this corporation or other member of the Common Council or the Board of Directors shall be indemnified by this corporation to the full extent permitted by law against any or all reasonable expenses pertaining to such action, suit or proceeding including, but not limited to, attorney fees actually and necessarily incurred in connection with the defense of such action and/or in connection with any appeal therein.

The indemnification contained in this provision shall extend to any and every person who shall so be made a party by reason of service as an officer or director of another corporation at the request of the Common Council or the Board of Directors of this corporation. The indemnification contained in this provision shall extend to the estate of any person referred to in this article.

The indemnification contained herein shall not extend to matters in which it shall finally be held in the subject action, suit, or proceeding that the person seeking indemnification has breached a fiduciary duty to the corporation or has otherwise acted in bad faith. The corporation is authorized to purchase and maintain insurance for the indemnification of persons as specified herein to the full extent permitted by law.

## **ARTICLE XVII. CONFLICT OF INTEREST POLICY**

There shall be a Conflict of Interest Policy applicable to all members of the Board of Directors of Church Women United to govern the action of the Board. The Conflict of Interest Policy shall be approved and amended by the Board of Directors. (See the *CWU Basic Book*.)

## **ARTICLE XVIII. PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order*, the latest edition, shall govern CWU meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, and any special rules of order CWU may adopt.

## **ARTICLE XIX. AMENDMENTS**

**Section 1.** Bylaws consistent with the Certificate of Incorporation may be adopted or amended at any regular session of the Common Council when presented in writing by the Board of Directors or by at least twenty-five (25) voting members of the Common Council. Notification of the proposed changes must be mailed to the National Secretary at least sixty (60) days prior to the Common Council session.

**Section 2.** An amendment proposed by Common Council members at a Quadrennial Session shall be submitted to the Board of Directors for a recommendation. Adoption of such an amendment shall require a first reading at one meeting in a session, a second reading with a discussion at a successive meeting of the same session, and third reading and vote. A two-thirds (2/3) vote of the members present and voting shall be necessary for adoption.

**Section 3.** Between sessions of the Common Council, the Board of Directors may recommend for adoption amendments to the Bylaws when such amendments are presented in writing by five (5) members of the Board of Directors and with the first reading at one meeting, a second reading with discussion and any additional amendments of language at a second meeting, and a third reading requiring a two-thirds (2/3) vote of the Board of Directors for passage at a third meeting of the Board of Directors.

**Section 4.** The Board recommended amendments to the Bylaws shall be submitted to the Common Council by postal mail, electronic or electromagnetic means of communication for adoption, with a stated timeline for return. A two-thirds (2/3) vote of the returned ballots shall be necessary for adoption.

**Section 5.** A full revision of the Bylaws of CWU, Inc. shall be undertaken only during a Session of the Common Council to ensure the participation of all members in discussion, debate, and action.

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***Ratified by CWU Common Council, February 5, 2004; Amended by CWU Common Council, July 30, 2004; Amended by the Board of Directors, April 6, 2006; Final Adoption by CWU Common Council, August 24, 2006.***



***Amendment Recommended by the Board of Directors, November 20, 2006, Adopted by CWU Common Council, February 15, 2007.***

***Amendments Recommended by the Board of Directors, June 1, 2007, Adopted by CWU Common Council, August 31, 2007.***

***Amendments Recommended by the Board of Directors, June 22, 2008, Adopted by CWU Common Council, June 24, 2008.***

***Amendments Recommended by the Board of Directors, November 19, 2008, Adopted by CWU Common Council, March 24, 2009.***

***Amendment Recommended by the Board of Directors, May 7, 2009, Adopted by CWU Common Council, May 7, 2009.***

***Amendment Recommended by the Board of Directors, April 2010, Adopted by CWU Common Council, July 2011.***

***Amendments Recommended by the Board of Directors, November 2011, Adopted by CWU Common Council, December 2011.***

***Amendments Recommended by the Board of Directors, November 2012, Adopted by CWU Common Council, December 2012.***

***Amendments Recommended by the Board of Directors, November 2013, Adopted by CWU Common Council, December 2013.***

***Amendments Recommended by the Board of Directors, November 2014, Adopted by CWU Common Council, November 2014.***

***Updated Bylaws, September 2016.***

***Amendments Recommended by the Board of Directors, January 2017, Adopted by CWU Common Council, February 2017.***

***Amendments Recommended by the Board of Directors, May 2020, Adopted by CWU Common Council, June 2020.***

***Amendments Recommended by the Board of Directors, May 2022, Adopted by CWU Common Council, November 28, 2022.***