CHURCH WOMEN UNITED, INC.

BYLAWS

AMENDED December 2012
PREAMBLE

Church Women United is an organized national movement that brings Christian women together in a visible community to witness to their faith in Jesus Christ and 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 covenental community of worship, study and cooperative action.
ARTICLE I. DEFINITION

Church Women United, Inc., is a corporation operating under the Not-for-profit Corporation Law of the State of New York. Church Women United, Inc., was organized December 1941 as The United Council of Church Women, incorporated April 23, 1945, and assumed the present name November 4, 1969. The principal office of Church Women United, Inc. is located in the City of New York, County of New York, and State of New York.

ARTICLE II. NAME

The name of the corporation 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 to 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 to 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 membership of the corporation 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. One (1) representative from each participating denominational women’s organization or faith group’s leadership and one representative from their organization or group’s staff.

Section 3. Officers.

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

Section 4. Sessions.

CWU shall hold a Quadrennial Session of the Common Council in the month of May, June or July, the precise date and place to be determined by the Board of Directors.

A. Notice of the time and place of the Quadrennial Session shall be mailed to each member of the Common Council at least six (6) months prior to the date of the meeting.

B. Special sessions of the Common Council may be called by the Board of Directors with at least a sixty (60) day notice to all members with the purpose stated in the notice.

C. Special sessions shall be called by the National President of CWU at the request in writing of at least two-thirds (2/3) of the Regional Coordinators and State Presidents.

D. Members are expected to attend the Quadrennial Session and all sessions and meetings of the Common Council and related committees or task groups to which they are assigned.

E. Any State President, Representative and Staff Liaison of a supporting church-related women’s organization unable to attend a session of the Common Council may designate an alternate. This change must be made by notifying the National Secretary of the Common Council in writing fifteen (15) days prior to the meeting. This alternate shall be entitled to full participation in the session.

F. Other persons may be invited to the session by the Board of Directors as observers and visitors. At the discretion of the National President, some may be given voice but shall not be entitled to vote.

G. A quorum shall be a majority of the voting members of the Common Council.
H. Proxy voting shall not be valid at the Quadrennial Session or at other sessions and meetings of the Common Council.

I. Items for consideration by the Common Council may be placed on the agenda by a written request to the National President, thirty (30) days prior to a stated session, and signed by fifteen (15) members of the Common Council. During the Quadrennial Session, agenda items go to the Reference Committee.

J. There shall be a Reference Committee, appointed by the National President with approval of the Board of Directors, to serve during the Quadrennial Session to review all items submitted for consideration in order to determine whether the item is germane to the stated business of the session and should be brought to the floor for consideration, whether it should be referred to another body, or whether it should be denied consideration.

K. Between Quadrennial Sessions of the Common Council, when a vote is required, the National President or three (3) elected officers may initiate a mail and/or e-mail ballot with a deadline for response. A majority shall adopt and if several choices are involved, a plurality shall prevail.

L. Robert’s Rules of Order, latest edition, shall be the governing parliamentary authority of the Common Council Sessions, except as otherwise provided in these Bylaws.

Section 5. Powers.

The Common Council shall:

A. Receive the report of the Board of Directors, the financial report and other germane reports.

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 ballot between meetings. (See Article XX: Amendments)

E. Adopt the budget for the first year of the Quadrennial.

F. Adopt Quadrennial goals and priorities.

G. Approve criteria for evaluation of program and financial status.

H. Establish the National Office and other CWU offices.

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 supporting church related women’s organizations to have representation on the Common Council. These criteria shall include:

1. Support the Mission, Purpose, Common Goals and Quadrennial Priorities of CWU;

2. Send official representatives to the Common Council Sessions;

3. Interpret CWU to their respective constituencies;

4. Make an annual financial contribution to the national budget;

5. Participate in Regional Events in their area;

6. Include a Common Council training session at each State CWU Annual Meeting, Assembly, and Leaders Council to enable connection with CWU, leadership training and feedback to the National Unit.

Section 6. State Presidents.

A. The Presidents of all the State Units of CWU shall 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 her designee, as approved by that State Board, is a member of the Common Council and shall have the right to vote. (See ARTICLE V. Section 5. N)

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 Church-Related Women’s Organizations.

Each CWU participating denomination and Christian faith group may designate one (1) representative from their women’s organization’s leadership and one (1) representative from their organization’s staff to serve on the Common Council as full voting members. These representatives shall be encouraged to attend the Regional Events, State Assemblies, Leaders Councils and other CWU events in their states and areas, as well as the Quadrennial Common Council Sessions.

A. The representatives, both elected leaders and staff members, from the denominational women’s organizations and faith groups shall be granted 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 not be the responsibility of CWU.
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. These may include:

A. State Unit Board members.
B. Local Unit Board members.
C. Staff and officers of the supporting women’s denominations.
D. Past national officers, past members of the Common Council and of the executive staff.
E. Ecumenical observers representing other ecumenical organizations, and national and international personalities.

ARTICLE VI. THE BOARD OF DIRECTORS

There shall be twenty (20) members of the Board of Directors who shall be representative of the diversities of CWU.

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

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 one (1) representative from the staffs (either former or current) of the participating denominations, Christian faith groups, and ecumenical partners; recommended for nomination to the Board of Directors by the bodies who participate in CWU, at the request of the CWU Nominating Committee; and elected by the Board of Directors to serve for one (1) two (2) year term which may be renewed for a second two (2) year term (2).
G. Two positions devoted to young CWU women, from age 21 to no older than 40 when elected (2).
H. Regional Coordinators (8).

Section 2. Elections.

A. Members of the Board of Directors, other than those representatives designated in provision F. of Section 1., shall be elected by the Common Council on a rotating system as defined in the Standing Rules. Elections shall be conducted by mail ballot. A majority shall elect, and if several choices are involved, a plurality shall prevail.
B. The two (2) representatives, one from the leadership and one from the staffs (either former or current) of the participating denominations, Christian faith groups, and ecumenical partners (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 these positions, these elections may take place outside the usual election cycles as designated in the Standing Rules.

C. No member shall hold more than one elected position 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.

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

B. The two (2) representatives from the participating denominations, Christian faith groups, and ecumenical partners (Section 2, B.), shall serve terms of two (2) years or until their successors are elected. They may serve a second consecutive two (2) year term. Any member who has served one (1) year or more in a position is considered to have served a full term.

C. No member shall serve more than one (1) term in the same position, with the exception of the representatives designated in provision B. of Section 3. Any member who has served two (2) years or more in a position is considered to have served a full term.

D. 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.

E. In the year of the Common Council Quadrennial Session, those elected shall assume office at the close of the Session. In successive years, they shall assume office on July 1, or immediately upon election to fill a midterm vacancy.

F. An elected member who misses three (3) sessions, 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 vacancy.

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 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 number and 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 Quadrennium to the Common Council.

F. Maintain a sound financial base.

G. Recommend an annual budget for approval by the members of the Common Council at its Quadrennial Session. In the three years between Quadrennial Sessions, approve and monitor annual budgets, making necessary financial adjustments. 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.

H. Function as the Long Range Planning Committee, appointing additional members for this function, as needed.

I. Be responsible for employment of the Executive Director, in reference to Personnel Policies, when such employment is financially feasible.

J. Oversee the development of and approve Personnel Policies for the Executive Staff.

K. Maintain a National Office Network to coordinate the program of CWU.

L. Encourage relationships between CWU and other national and international, ecumenical, humanitarian and other social justice organizations and movements.

M. Elect the two (2) denominational or Christian faith group leadership and staff representatives to the Board of Directors.

N. Develop policies and procedures to be followed in determining positions on social issues, and make recommendations to the Common Council for approval.

O. Take action on resolutions passed by the Common Council or the Board of Directors.

P. Review applications from denominational women’s organizations seeking affiliation with CWU and determine acceptance.

Q. Determine the time and place of a national ecumenical event to be convened at least once every decade.

R. Establish and maintain communications with the Common Council and all components of CWU including, but not limited to regions, state and local units and supporting women’s organizations.

S. Develop and recommend to the Common Council amendments to the Bylaws.

T. Develop, amend and rescind CWU Standing Rules according to the process defined in the Standing Rules.

U. 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 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 Basic Book of Church Women United, Handbook for Local Units, and Handbook for State Units.

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 (www.churchwomen.org) frequently, and maintain an active subscription to the ChurchWoman News.

E. Make an annual personal financial contribution to the CWU Movement.

F. Be prepared to assume corporate responsibility for generating annual revenue sufficient for the continuing effective operation of the Movement.

G. Provide for annual financial appeals.

H. Provide for an annual audit of the National Movement.

I. Support global ecumenism, foster Christian community, support interfaith unity, and be able to support and promote the CWU Human Rights Celebration, 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.

L. Address the constitutional duties and responsibilities of their specific elected positions.

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 shall convene at least one 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. (See Section 5.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. 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 the Common Council session. The purpose of the meeting shall be stated in the notice of the meeting, which shall be distributed to each member at least two (2) hours before the meeting.

E. Meetings by Telephone Conference: Meetings by telephone conference 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 conference call 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. Mail, fax, phone or e-mail Votes: between sessions or meetings of the Board of Directors, when a vote is required, the National President may initiate a mail, fax, phone or e-mail ballot with a deadline for response. A majority 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 meeting held by phone conference or electronic conferencing.
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 liaison between the Board and the Executive Staff.
4. Work cooperatively with an Executive Director when that position is filled.
5. Facilitate, 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 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.
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 with the approval of the Board of Directors.
11. Appoint members of all committees as indicated by 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. Ensure that committee, team and task group work is executed.
14. Function as ex-officio member of all committees (except the Nominating Committee), teams and task groups of the Board of Directors.
15. Maintain a direct, consistent relationship with State Presidents. Convene a meeting with State Presidents and Regional Coordinators at the Quadrennial Session of the Common Council.
16. Represent the Common Council or designate a representative to Annual or Biennial State Assemblies, Leaders Councils, Regional Events and Denominational Meetings.
17. Serve as liaison to the Common Council representatives from the leadership and staffs 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. (ARTICLE V, Section 7. A.)

18. Represent the Common Council as United States Coordinator of the Fellowship of the Least Coin. Attend the annual IFLC Conference as the Common Council’s voting delegate.

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.


4. Provide for 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.

6. Serve as liaison to the CWU Program Committees.

7. Serve as liaison to teams, task groups and special functions 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.


4. Record the minutes of the Common Council and the Board of Directors and ensure timely distribution of all minutes.

5. Notify the Common Council members of the time and place of the Quadrennial Session at least six (6) months before the Quadrennial Session.

6. Notify the Board of Directors of the time and place of the Board Sessions at least two (2) months before each Session.

7. Notify the Board of Directors and provide information about special sessions, meetings and conference calls of the Board in cooperation with the National President.

8. Maintain the directory of state and local unit presidents, national officers, Board members, and the National Continuing Fellowship.

9. Be responsible for issuing National Continuing Fellowship pins and certificates.

10. Oversee the preparation, updating and distribution of CWU’s informational and procedural manual, the Basic Book.
11. Be responsible for gathering and providing for the permanent placement of historical records and
documents of the National Movement.

D. The National Treasurer shall:

1. Serve as Chairperson of the Finance Committee.

2. Serve on a Financial Development Committee for the National Movement.


4. Ensure financial record keeping for accountability of all funds consistent with the fiscal policies of the
National Movement.

5. Interpret financial needs and 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 for an annual audit.

9. Provide for a financial report to the Annual Board Session and quarterly interim reports.

10. Provide for 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, in order to ensure the orderly transfer of all financial records and
responsibilities to the incoming National Treasurer.

12. Continue to serve as the Assistant Treasurer during the four year term of her successor in the office of
National Treasurer in order to assist with financial matters and to serve as signatory when needed.

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 mail ballot. A majority shall elect, and if several choices are involved, a
plurality shall prevail.

C. No person shall hold more than one office 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, the officers, with the exception of 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) consecutive meetings or is deemed by a majority of the other Board members to be failing in fulfilling the duties of her position shall forfeit her 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. In the event that the National President has missed three (3) meetings 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 mail ballot.

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 two (2) or more 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 no more than three (3) additional committee members appointed by the National President with the approval of the Board of Directors. 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, 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 assume the responsibilities assigned in ARTICLE XI.

C. Nominating Committee. The Nominating Committee shall be composed of a Chairperson and one member from each region of CWU, all elected by the Common Council by mail ballot 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 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 present the slate of at least one nominee per vacancy to the national office in a timely manner to ensure the preparation of a ballot to be mailed to the Common Council for election by the deadline as defined in the Standing Rules.

5. In filling mid-term vacancies on the Board of Directors, the Nominating Committee shall meet via conference call and/or e-mail 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 two (2) or more 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 potential qualified candidates for the Board of Directors and Nominating Committee.

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

A. Celebrations Committee. The Celebrations Committee shall be composed of an elected Chairperson and no more than six (6) additional members appointed by the National President with the approval of the Board of Directors. The Celebrations Committee shall:

1. Be responsible for researching, writing, and developing the preparatory leader and planning 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 Celebration.

2. Prepare and distribute annually, resource materials for World Community Day, and the Human Rights Celebration, as well as information about World Day of Prayer in the Church Women United Annual Information Mailing (AIM) to CWU local and state units, the Common Council, supporting denominations and other community and faith-related women’s groups and organizations.

3. Provide reports for the Board of Directors Sessions and special meetings.

4. Participate in the Annual National Celebrations Preparatory Retreat.

5. Promote the Fellowship of the Least Coin as a worldwide ecumenical movement of prayer for peace and reconciliation, and oversee the distribution of FLC literature and materials.

6. Perform other duties and tasks 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 no more than three (3) additional members appointed by the National President with the approval of the Board of Directors. The Action and Global Concerns Committee shall:

1. Be responsible for the research, development and adoption of the Quadrennial Priority by the Common Council. Upon adoption of the Quadrennial Priority, the Action and Global Concerns Committee shall be responsible for providing Board-approved direction for the implementation of the Priority 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 to the Common Council, state and local units, annually, in the Annual Information Mailing (AIM).

5. Perform other related duties and tasks 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 no more than three (3) additional members appointed by the National President with the approval of the Board of Directors. The committee shall assist the National President and the Executive Director, when that position is filled, 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, Legislative Director and Executive Director 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. Provide leadership in gathering articles and organizing entries for each bimonthly issue of the ChurchWoman News.

4. Resource the ChurchWoman News editor or editorial team in serving as effective news correspondents. The Committee Chair will gather and organize information from committee chairs, task and team leaders for the ChurchWoman News. The Committee will gather and organize information from Regional Coordinators, state and local unit presidents.

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 clearly communicating the process and giving clear directions for the preparation of resource materials for inclusion in the AIM packet with time line and follow-up notices.

8. Perform other duties and tasks related to communications as needed or assigned by the National President.

D. 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 National President may appoint the chairpersons and members of any special committees, teams and task group 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.

B. 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 meetings of the Board of Directors.

C. 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 her position shall forfeit her membership on the Committee. The National President shall serve notice to the member of the termination of her membership on the committee.

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 assigned by the Board of Directors. Recommendations and regular reports shall be submitted to the Board of Directors.

B. The National President shall be ex-officio member of all committees, teams and task groups, except the Nominating Committee.

C. A quorum for all 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 her position forfeits her membership on the team or task group. The National President shall serve notice to the member of the termination of her membership.

F. Copies of minutes of meetings and conference calls of the committees, teams and task groups shall be provided to the National President and National Secretary and all involved participants.

ARTICLE IX. REGIONS AND REGIONAL COORDINATORS

Section 1. Regions.

State Units shall be organized into 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 national officers, other board members, executive staff and state 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 Movement with State Presidents

C. Assist State Units in ecumenical development, leadership training, and interpretation of the CWU mission, common goals, and quadrennial priority.

D. Coordinate a Regional Event at the mid-point of the Quadrennium.

E. Meet with the Vice-President during the Sessions of the Board of Directors.
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 may be scheduled in the second year following the Quadrennial Session of the Common Council.

B. The function of these events shall be determined by the Board of Directors and developed by Regional Coordinators in consultation with State Presidents and the National Vice-President.

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 US 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 US Coordinator for the Fellowship of the Least Coin. She shall serve a four-year term and represent the United States as its voting member at the annual conference of the International Committee of the Fellowship of the Least Coin, consistent with the guidelines of the Fellowship of the Least Coin.

Section 3. The National Ecumenical 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. 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.

Section 2. Designated Agents. 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 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.

ARTICLE XII. LOCAL AND STATE UNITS

State and Local 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:

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 within thirty (30) days following the end of their fiscal 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©3 status or be under the 501©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:

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 state unit shall provide an annual financial report to the National CWU office within thirty (30) days following the end of their fiscal 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, and other CWU national meetings.

C. State Units shall have a budget that includes annual financial support of 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.

XIII. DISSOLUTION

Section 1. Local Units.

In case of dissolution of a Local Unit, all monies held in the treasury, in the bank and all accounts must be forwarded to the State Unit or National Unit prior to dissolution.

Section 2. State Units.

National CWU shall be manifest in all states of the United States and Washington, D.C. State Units shall not dissolve.

Section 3. National Unit.

In case of a radical change in form or dissolution of CWU, 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.

**ARTICLE XVIII. PARLIAMENTARY AUTHORITY**

Robert’s Rules of Order, 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 recommendation. Adoption of such an amendment shall require a first reading at one meeting in a session, a second reading with discussion at a successive meeting of the same session, and a 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 a reading at one meeting and a two-thirds (2/3) vote of the Board of Directors at a second meeting of the Board of Directors’ session.

Section 4. The Board recommended amendments to the Bylaws shall be submitted to the Common Council by mail 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, in order to ensure the participation of all members in discussion, debate and action.


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 Church Women Common Council, December, 2011.