

CHURCH WOMEN UNITED IN NORTHERN CALIFORNIA-NORTHERN NEVADA BYLAWS: 2014

PREAMBLE

Church Women United is a national ecumenical movement of Christian women witnessing to unity and faith in Jesus Christ through worship, study, action and celebration.

Church Women United in Northern California-Northern Nevada at the state level, is one of the three parts which make up the movement. These three parts - local, state and national - are interdependent and interrelated and constitute the movement that is Church Women United. The membership of all committees shall be representative of our diversity.

ARTICLE I - NAME, LOCATION AND NONPROFIT STATUS

A. The **NAME** of the state unit shall be CHURCH WOMEN UNITED in NORTHERN CALIFORNIA-NORTHERN NEVADA hereinafter referred to as CWU NoCA-NoNV.

B. LOCATION AND OFFICE

The CWU NoCA-NoNV unit shall include the area in Northern California from the northern state border down to the southern border of Monterey, Kings, Tulare, and Inyo Counties; and the area in Northern Nevada from the northern state border down to the southern borders of Esmeralda, Nye, and Lincoln counties.

The principal **OFFICE** of CWU NoCA-NoNV shall be in the city of the current duly elected President and/or Secretary of CWU NoCA-NoNV.

C. NONPROFIT STATUS

CWU NoCA-NoNV, as a 501(c) organization, is a tax-exempt nonprofit organization.

ARTICLE II - PURPOSE, NATURE, FUNCTIONS AND PARTICIPATION

A. The **PURPOSE** of CWU NoCA-NoNV is to encourage Christian women to come together in a visible community to witness to unity and faith in Jesus Christ and, enabled by the Holy Spirit, to go out together into every neighborhood and nation as instruments of reconciling love, coordinating the efforts of organized groups of church women within the unit, and nurturing the development of Church Women United in local

communities and initiating the formation of new units.

B. The **NATURE** of CWU NoCA-NoNV is an expression of the national movement through which Roman Catholic, Orthodox, Protestant and other Christian women express the ecumenical dimensions of their faith.

C. The **FUNCTIONS** of CWU NoCA-NoNV shall be to serve as a vital, creative link between the national and local units by supporting the Mission, Purpose, Common Goals and Quadrennial Priority of Church Women United, INC.

D. **PARTICIPATION** in CWU NoCA-NoNV shall be open to all Christian women within this area who believe in the purpose and goals and support the movement.

ARTICLE III - ADMINISTRATION

The general administration of CWU NoCA-NoNV shall be vested in the Executive Board which has the power, authority and responsibility for the life and mission of the unit.

ARTICLE IV - OFFICERS

The elected officers shall be President, First Vice President, Second Vice President, Secretary, Treasurer, Coordinators of Ecumenical Development, Ecumenical Action, Ecumenical Celebrations, and Young Church Women United (YCWU), and the Chairpersons of Communications, Finance, and Nominations.

ARTICLE V - DUTIES

1. The **President** shall:
 - a. Preside at all meetings of CWU NoCA-NoNV, supervise and coordinate the work of the movement, and serve ex-officio on all committees except the Nominating Committee;
 - b. Appoint a Parliamentarian, Editor, Historian, Chairpersons for Literature and Spiritual Life and Area Chairpersons, as recommended by the Nominating Committee, all subject to the approval of the Executive Board; and may appoint special committees and task groups as need arises;

- c. Attend, participate and vote in meetings of the President's Council and the Common Council of the National Unit, share common concerns and make recommendations for the Regional Event;
 - d. Ensure the correction of typographical, editorial and grammatical errors in CWU NoCA-NoNV's governing documents;
 - e. Become a *Member of the Common Council at the time she takes office as State Unit President and shall continue until a successor takes office*;
 - f. Provide consultation with Southwest Region State Presidents and the National Vice-President in the planning and function of the regional event; and
 - g. Represent CWU in other organizations where such representation is needed.
2. The **First Vice President** shall:
- a. Preside or act in the absence or inability of the President;
 - b. Share in other duties as requested by the President;
 - c. Chair the Annual Assembly Committee; and
 - d. Serve on the Finance Committee.
3. The **Second Vice President** shall:
- a. Work with the Coordinators of Ecumenical Development, Ecumenical Action and Ecumenical Celebrations; ~~and~~
 - b. Encourage participation of local units in National and Regional seminars; and
 - c. Assist women's organizations in local communities to take the initiative in the development of new units of Church Women United.
4. The **Secretary** shall:
- a. Record the minutes of all business proceedings of the Executive Committee, the Executive Board and the Annual Meetings of CWU NoCA-NoNV;
 - b. Maintain an updated list of officers, Board members, and Unit Presidents; and
 - c. Compile annual reports, and produce annual directories.
5. The **Treasurer** shall:
- a. Keep an accurate record of all funds received by CWU NoCA-NoNV and make disbursements according to the budget, or upon the direction of the Executive Board;
 - b. Present a written financial report at each Executive Board meeting and at the Annual Meeting;
 - c. Be an ex officio member of the Finance Committee, but NOT its Chairperson; and
 - d. Present the Treasurer's books for audit annually.
6. The **Coordinator of Ecumenical Development** shall be responsible for:
- a. Organizing and resourcing local units of CWU NoCA-NoNV;
 - b. Coordinating the training and work of women's groups; and
 - c. Receiving and summarizing information from Annual reports from local units, and providing reports to the Executive Board and the Church Women United, INC. office.
7. The **Coordinator of Ecumenical Action** shall be responsible for:
- a. Recommending study, actions and programs for citizen action, including legislative action and position statements;
 - b. Maintaining and strengthening CWU citizen action networking among state, local and national units; and
 - c. Appointing a committee as needed, with approval of the Executive Committee.
8. The **Coordinator of Ecumenical Celebrations** shall be responsible for:
- a. Developing and recommending ways to resource local units; and
 - b. Receiving and summarizing Celebrations reports and reporting the findings to the Board.
9. The **Coordinator(s) of Young Church Women United** shall be responsible for:
- a. Representing the interests and outlooks of young women;

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- b. Organizing and resourcing local units to encourage and implement the availability and involvement in Church Women United to make a difference for young women in their local units and the state level; and
- c. Assisting young women in developing their lifelong leadership skills.

10. The **Chairperson of Communications** shall be responsible for:

- a. Communicating and interpreting the life and mission of CWU NoCA-NoNV to local units, denominational and secular systems and the general public through all media; and
- b. Consultation with web master for the state unit web site.

11. The **Chairperson of Finance** shall be responsible for:

- a. Developing and preparing an annual budget for approval by the Executive Board;
- b. Interpreting national CWU programs which require funds;
- c. Monitoring the budget mid-year with the Finance Committee to recommend any necessary changes; and
- d. Convene and preside at meetings of the Finance Committee.

12. The **Chairperson of Nominations** shall be responsible for:

- a. Presiding at the Nominating Committee meetings to provide a slate of officers and recommendations for appointed Chairpersons as listed in Article V I-b, representative of the diversities of CWU, for election to the Executive Board and Nominating Committee, for election at the Annual Meeting;
- b. Present the slate of at least one nominee per vacancy to the Executive Officers in a timely manner to ensure the preparation of a ballot to be presented at the Annual Meeting; and
- c. Be a voting member of the Executive Board.

ARTICLE VI - APPOINTED CHAIRPERSONS

A. The **Editor** of TOGETHER shall receive and edit all material for the State Unit Publication, with the approval of the Executive Committee.

B. The **Historian** shall assemble and preserve the record of activities and achievements of CWU NoCA-NoNV on an ongoing basis. She will safeguard the past history records, like minutes, and other materials pertinent to the history of the State and Local Units that should be kept forever and transfer them to her successor.

C. The **Chairperson for Literature** Informs groups, units or area assembly members, through displays and other suitable methods, of all available Church Women United approved literature, audiovisual material and other special items.

D. The **Chairperson for Spiritual Life** shall strive to enhance the spiritual awareness of members of CWU NoCA-NoNV at the state and local unit levels by developing and promoting opportunities for participation in liturgical services and/or other spiritual programs.

E. The **Area Chairperson(s)** shall

- a. Promote the interest of the movement of CWU in the area where she serves;
- b. Meet and/or have contact by phone, writing, and/or email with Unit Presidents of her area and provide a link to the Executive Board members; and
- c. Submit names of members deemed qualified for state leadership for the Nominating Committee.

ARTICLE VII- STANDING COMMITTEES

There shall be the following Standing Committees:

Nominating Committee: A minimum of six (6) members representing different Local Units,

Finance Committee: A minimum of three (3) members who serve two years including the elected Chairperson of Finance, Treasurer, and First Vice President

Bylaws Committee: A minimum of three (3) members who serve two years, including the appointed Parliamentarian as an ex officio member.

1. The **Nominating Committee** shall:
 - a. Make recommendations to fill any vacancies occurring between Annual Meetings to be approved by the Executive Committee;
 - b. Make recommendations to fill the position of any elected or appointed officer who has three consecutive unexcused absences from Executive Board meetings (Article V II-B)
 - c. Meet via conference call and/or e-mail, in filling mid-term vacancies on the Executive Board, to prepare at least one nomination for election by the Executive Board; and
 - d. Choose one of their Committee members to serve as the Chairperson of Nominations to serve on the Executive Board.

2. The **Finance Committee** shall:
 - a. Develop and prepare an annual budget for approval by the Executive Board for presentation and approval at the Annual Meeting;
 - b. Initiate plans and be responsible for the raising of necessary funds to include State and Local unit funds; and Denominational contributions;
 - c. Consult with the Executive Committee concerning the development of any new programs or special project that has fiscal implications for CWU NoCA-NoNV;
 - d. Monitor the expenditures under the approved budget mid-year to recommend any necessary changes in light of available or anticipated income;
 - e. Recommend to the Executive Committee any corrective budgetary action; and
 - f. Provide for an annual audit of the Treasurer's books.

3. The **Bylaws Committee** shall:
 - a. Recommend amendments to the Bylaws to the Executive Board for adoption at the Annual Assembly; and
 - b. Ensure that current Bylaws are dispersed to all Executive Board members, Local Unit Presidents, and the Church Women United, INC office.

ARTICLE VIII - ELECTIONS AND TERMS OF OFFICE

A. One half of the officers shall be elected by simple majority vote, at the Annual Meeting for a two (2) year term and may be re-elected to the same office for one additional two (2) year term, except the Treasurer whose term shall be limited to six (6) years {three (3) two (2) year terms}. Officers shall assume their duties at the close of the meeting at which they are elected. An officer who has served more than half a term shall be considered to have served a full term.

B. Rotation of election of officers shall follow this schedule: on even numbered years, the President, Second Vice-President, Secretary, Coordinator of Ecumenical Development, Coordinator of Ecumenical Celebrations, one (1) Coordinator of Young Church Women United (YCWU), Chairperson of Finance and two (2) members of the Nominating Committee; on uneven numbered years, the First Vice President, Treasurer, Coordinator of Ecumenical Action, one (1) Coordinator of Young Church Women United (YCWU), Chairperson for Communications, and two (2) members of the Nominating Committee. Each year one of the Nominating Committee members shall be elected by the Committee as Chairperson and serve on the Executive Board. The Nominating Committee shall be elected in three (3) year classes of two members each; a new class of two (2) shall be elected annually as the current year's class retires.

C. The Coordinator(s) of Young Church Women United (YCWU) shall be from age 21 to no older than 40 when elected.

D. Resignations: Any Executive Board member may resign at any time by giving written notice to the Board, the President, or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

E. 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 her position and membership on the Executive Board. If said member has CWU NoCA-NoNV materials in her possession, she is required to turn over such materials to the president or an acting official within a timeframe

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deemed reasonable by a majority of the other Board members. The 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.

ARTICLE IX- EXECUTIVE COMMITTEE

The Executive Committee shall be composed of five (5) elected officers; the President, First Vice-President, Second Vice-President, Secretary, and Treasurer and can act in emergencies. The Executive Committee shall meet at least two (2) times a year, or may hold a telephone conference with at least four (4) members

ARTICLE X - EXECUTIVE BOARD

The Executive Board shall be composed of the elected officers, including the Executive Committee (Article-VIII) the Coordinators of Ecumenical Development, Ecumenical Action, Ecumenical Celebrations, Young Church Women United, and the Chairpersons of Communications, Finance and Nominations, Editor, Area Coordinators, Historian, Chairpersons for Literature and Spiritual Life; and a Parliamentarian appointed by the President as needed, without vote.

The Executive Board shall:

- a. Have responsibility for the life and mission of the movement and understand the significance of the local units in the CWU Movement and maintain an active resourceful presence in their own local unit;
- b. Be responsible for the adoption of an Annual Budget;
- c. Know the mission, common goals and quadrennial priority of Church Women United and be able to interpret the same in support of the Movement;
- d. Be responsible for the approval of any statement to be issued in the name of CWU NoCA-NoNV;
- e. Keep informed of current programs and operations of the CWU Movement, visit CWU's web sites (www.churchwomen.org and <http://cwuofncannv.com>) frequently and maintain an active subscription to the *ChurchWoman News* and *TOGETHER* newsletter;
- f. Have a working knowledge of the contents of the Basic Book of Church

Women United, the Church Women United, INC. and CWU NoCA-NoNV Bylaws and Standing Rules;

- g. Coordinate with other state units to fund costs for the Southwest Regional Director's travel within the region; and
- h. Meet prior to the Annual Assembly and other planned CWU NoCA-NoNV events with the purpose of the session or meeting as stated in the notification sent fourteen (14) days prior to the Executive Meeting. Other meetings may be called as needed.

The Executive Board may choose to hold meetings by telephone conference, that may be called by the President of CWU NoCA-NoNV, or three (3) elected officers or three (3) members of the Executive Board. The entire Executive Board 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 Executive Board.

The President of CWU NoCA-NoNV may, between sessions or meetings of the Executive Board when a vote is required, 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 Executive Board.

The secretary shall record by roll call, any votes cast during meetings, phone conferences, or electronic conferencing.

ARTICLE XI - FISCAL YEAR

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

ARTICLE XII - MEETINGS

CWU NoCA-NoNV shall:

- a. Hold an Annual Assembly, and such other meetings as deemed necessary by the Executive Board;
- b. Hold additional Assembly meetings as a gathering for ideas, communication and fellowship;
- c. Include a Common Council training session at each State CWU Annual Meeting, Assembly, and such other

- meetings to enable connection with CWU, leadership training and feedback to the National Unit;
- d. Issue a notice, by the Secretary, stating the time and place of the State Assembly, to be determined by the Executive Committee, in the TOGETHER newsletter, sent by mail, or electronic mail (email); and
- e. Special meetings may be called at the discretion of the Executive Committee and/or the Executive Board.

ARTICLE XIII - QUORUM

- A. A quorum shall be a majority of the qualified voting members of all sessions or meetings of the Executive Committee and/or Executive Board.
- B. A quorum for all committees, teams and task groups shall be a majority of its members.
- C. A quorum for State Assemblies shall be a majority of its attending members/participants of Church Women United local units with voice and vote.

ARTICLE XIV - LOCAL UNITS

Local Units are an integral part of the national movement in that they each share the: the Mission, Common Goals and Quadrennial Priorities; national program, publications and publicity; National office and staff; and Financial resources.

- A. Accountability: Each local unit which is a subsidiary unit of the National CWU Unit shall provide an annual financial report to the National Office within thirty (30) days following 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.
- B. 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.
- C. Local units must have their own 501(c)3 status and obtain an Employee Identification Number (E.I.N.). The CWU NoCA-NoNV Treasurer and Church Women United, INC. office must be notified of the E.I.N. number.
- D. In case of dissolution of a Local Unit, all monies held in the treasury, in the bank and all

accounts must be forwarded to CWU NoCA-NoNV or Church Women United, INC. prior to dissolution.

ARTICLE XV- AMENDMENTS AND RULES

- A. These Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any Assembly of CWU NoCA-NoNV, providing amendments have been approved by the Executive Board and written notice and/or email has been given to the general membership at least fifteen (15) days prior to the Assembly.
- B. The Executive Board may adopt Standing Rules, not in conflict with these Bylaws, for the conduct of the affairs of CWU NoCA-NoNV. Standing Rules may be adopted, amended, or revoked by a majority vote of the Executive Board.
- C. *Robert's Rules of Order*, latest edition, shall be the governing parliamentary authority for all matters not specifically covered by these Bylaws.

1991-1992 Bylaws committee: Muriel Phillips, Dorothy Sargent and Elizabeth Bogard.

Adopted at the Annual Assembly in Santa Clara, California on January 25, 1992 Amended October 7, 1995 under President Vernita Kennen.

2013-2014 Bylaws Committee: Christine Boyenga, Kathy Stowell, Margaret Simmons, Olivia King, Leona Scales, Victoria Fischer, and Marilyn Prowell

CWU NoCA-NoNV Bylaws (Revised) submitted to Executive Committee for review and/or approval 10-10-14.

Presented at Annual Meeting: February 28, 2015.