

**BY-LAWS
of the
EPISCOPAL CHURCH WOMEN
EPISCOPAL DIOCESE OF WASHINGTON (ECW-EDOW)
(Revision adopted October 28, 2017)**

ARTICLE I

NAME

The name of the organization shall be the Episcopal Church Women, Episcopal Diocese of Washington, hereinafter referred to as ECW-EDOW or ECW.

ARTICLE II

OBJECT

OPTION 1: The objective of the ECW-EDOW Board shall be to organize, communicate and implement the work of the Episcopal Church of the United States of America throughout the Diocese of Washington.

OPTION 2: The objective of the ECW-EDOW Board shall be to organize Episcopal women with unique skills and provide opportunities for spiritual growth while serving God in her church.

ARTICLE III

MEMBERSHIP

The ECW-EDOW shall be composed of all women in the Episcopal Church, Diocese of Washington, whether or not organized groups exist within the parish.

ARTICLE IV

OFFICERS AND EXECUTIVE BOARD

SECTION 1.

The governing body of the ECW-EDOW hereinafter shall be referred to as the Board. The officers of the board shall be the President, Vice-President, Secretary, Parliamentarian and Treasurer. The Bishop of the Episcopal Diocese of Washington shall serve as an ex-officio member.

SECTION 2.

The Board shall be composed of the officers together with the Regional Representatives, Coordinators of the United Thank Offering, the Church Periodical Club, the Scholarship

Committee and the Finance and Planning Chairpersons. The President may invite other liaison representatives to attend, which persons shall have voice but no vote.

SECTION 3.

The members of the board shall be elected at the Annual General Meeting (AGM) and shall serve for one term. Installation of officers shall occur soon after the AGM. A person may serve on the Board for no more than three consecutive terms in any elected or appointed capacity. After (serving) 3 consecutive terms on the Board, a minimum one (1) year absence is required before seeking an elected or appointed position on the board.

SECTION 4.

The President, with the approval of the Board, may appoint someone to fill a vacancy on the board for the remainder of a term.

SECTION 5.

The President, with the approval of the Board, may appoint up to eight (8) youth members (1 per region) to allow young people to contribute their thoughts, ideas and innovations to promote the vision and growth of ECW-EDOW.

ARTICLE V

RESPONSIBILITIES OF OFFICERS AND REGIONAL REPRESENTATIVES

SECTION 1.

The President shall preside at all meetings of the ECW-EDOW Board. The President, with the approval of the Board, shall appoint coordinators of the United Thank Offering, the Church Periodical Club, the Scholarship Committee, and Finance and Planning chairpersons and any other committees as needed. The President shall be an ex-officio member of all committees except the Nominating Committee.

SECTION 2.

The Vice-President supports the President and shall preside in her absence and shall perform such other duties as assigned by the President.

SECTION 3.

The Secretary shall keep the minutes and the attendance of all Board meetings and all other meetings of ECW-EDOW Board and is responsible to circulate said minutes. Additionally, the secretary is responsible for all of the Board's correspondence to the women of the diocese.

SECTION 4.

The Treasurer shall collect all funds and shall disburse them in accordance with the adopted budget and as approved by the Board. Any funds received for special purposes shall be disbursed accordingly. A written Treasurer's report shall be provided at each Annual General Meeting (AGM) of Episcopal Church Women and at all Board Meetings.

SECTION 5.

The Regional Representatives shall represent the geographical areas of the Diocese. They shall establish contact and become knowledgeable of the work of the parishes they represent. They shall serve as liaison between the Board and the people in the Diocese and provide written reports of such work at monthly meetings.

ARTICLE VI

DUTIES AND POWERS OF THE EXECUTIVE BOARD

SECTION 1.

The Board shall meet monthly and/or at other such times as it shall be determined by the President and/or the Board. Each Board member shall be in attendance at regularly scheduled meetings. Any Board member, who misses three consecutive or five regularly scheduled meetings in the course of a year, may be asked to resign. This action shall be executed by the President after consultation with the Board at a regularly scheduled meeting or written notice to Board members with term and means of their concurrence defined. A simple majority shall constitute a quorum. It shall represent ECW-EDOW Board with general power to transact its business and determine its policies in accordance with the provision of these By-laws. It shall name delegates to all conferences and meetings, at which, in its judgment, Episcopal Church Women should be represented.

SECTION 2.

The Board shall review the Annual Budget prepared in accordance with Article X, Section I, of these By-laws, to be presented at the next AGM.

ARTICLE VII

MEETINGS

SECTION 1.

The Board of the ECW shall hold monthly meetings except during the months of July and August, and additional board meetings ("Special Board Meeting") as necessary. Official board

meetings may also be held electronically or telephonically. Monthly Board Meeting and Special Board Meeting are referred to collectively as “Board Meetings”.

SECTION 2.

The AGM of ECW-EDOW shall be held annually. There shall be additional general meetings held each year as determined by the Board.

SECTION 3.

Each attending person shall have one vote in orders of business at the AGM.

SECTION 4.

An Annual Budget shall be adopted by the Board to be presented at the Annual General Meeting.

SECTION 5.

A special meeting of the Episcopal Church Women may be called by the Board upon receipt of the written request of members representing five or more Parishes; such requests shall state the purpose for which such special meeting is desired. At any special meeting only such business as is specified in the call can be considered.

ARTICLE VIII

FISCAL POLICY

SECTION 1.

Each church group, in accordance with its financial ability, should be requested to contribute to the budget of the Board of ECW-EDOW.

SECTION 2.

The Fiscal Year shall be January 1 through December 31. The Coordinators of the United Thank Offering, Church Periodical Club and Scholarship Committee shall have their financial reports completed and submitted to the office at least 30 days prior to the AGM. Their books and those of the Board shall be reviewed as needed. All books should be audited before being transferred.

ARTICLE IX

NOMINATIONS AND ELECTIONS

SECTION 1.

There shall be a Nominating Committee consisting of three persons appointed by the Board and chaired by the immediate past president or an alternate approved by the Board.

SECTION 2.

The Nominating Committee shall request each church group to submit names and qualifications of candidates to be considered for officers and regional representatives.

SECTION 3.

The Nominating Committee, giving due consideration to the names submitted, shall prepare a slate of candidates. Additional nominations may be made from the floor, provided the consent of the nominee has been secured. Elections shall be by ballot. However, when there is but one nomination for a position, election may be by voice vote or acclamation.

SECTION 4.

Delegates and alternates to the Triennial Meeting shall be elected by the Board in the year preceding the Triennial Meeting. The delegation may include up to four delegates and two alternates. The Diocesan President and Diocesan Coordinator of the United Thank Offering will be two of the delegates. The delegates and alternatives must be members of the Board.

ARTICLE X

STANDING COMMITTEES

SECTION 1.

There shall be a Finance Committee whose duties shall be preparation of the Annual Budget, review of any special accounts as is needed, and any other financial needs as occur. The committee's reports must be presented to the Board in a timely manner. The members do not necessarily need to be members of the Board.

SECTION 2.

The President, with the approval of the board, may appoint all standing or special committees as may be needed.

ARTICLE XI

QUORUM

Representatives of ten percent (10%) of Parishes shall constitute a quorum at any general meeting of the Episcopal Church Women.

ARTICLE XII

AMENDMENT OF BY-LAWS

These By-laws may be amended at any general Diocesan meeting of the Episcopal Church Women by a two-thirds (2/3) vote of the Parishes, represented, provided that notice of such proposed amendment shall be given to the women in writing at least fifteen (15) days before such meeting.

ARTICLE XIII

PARLIAMENTARY PROCEDURE

Robert's Rules of Order, Newly Revised, shall govern wherever applicable.