

**BYLAWS
EPISCOPAL CHURCH WOMEN, EPISCOPAL DIOCESE OF TEXAS**

ARTICLE I. NAME

The name of this organization shall be Episcopal Church Women, Episcopal Diocese of Texas, hereinafter referred to as ECW.

ARTICLE II. PURPOSE

The mission of the Women of the Episcopal Diocese of Texas is to bring women together for sharing gifts of fellowship, service, and outreach while spreading the good news of Jesus Christ.

ARTICLE III. MEMBERSHIP

All women communicants in good standing of the Diocese of Texas shall be considered members of ECW.

ARTICLE IV. OFFICERS

SECTION 1. ELECTED OFFICERS

The elected officers of ECW shall be the President, the Vice-President, the Secretary, the Treasurer, and the Communications Chair. The purpose and work of the ECW in the Diocese of Texas shall be overseen and administered by the Board of Directors of the ECW of the Diocese of Texas.

SECTION 2. APPOINTED BOARD MEMBERS

Appointed officers shall be an Altar Guild Directress appointed by the Bishop, a Parliamentarian appointed by the President, and a representative of the Order of the Daughters of the King appointed by their Diocesan president. The Parliamentarian, Altar Guild Directress, and Daughters of the King representative shall be seated with voice but no vote.

SECTION 3. DUTIES OF ELECTED OFFICERS

Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws and in the adopted parliamentary authority.

A. The President shall:

1. Be the chief executive officer and official spokesman of ECW.
2. Preside at all ECW Annual Retreats, Board of Directors' Meetings and Executive Committee Meetings.
3. Serve as a member ex-officio of all committees except the Nominating Committee.
4. Be a delegate to Provincial and Triennial Meetings.

5. Appoint a Parliamentarian, the Finance, Outreach, and Nominating Committees and any special committee deemed necessary.
6. Present reports at the Board of Directors' Meetings and the Annual Retreat.

B. The Vice-President shall:

1. In the absence of the President perform the duties of the office.
2. In case of permanent disability or resignation of the President succeed to the office of President until the time of the next Annual Retreat when a replacement shall be elected.
3. Make physical arrangements for the Board and Diocesan Meetings.
4. In cooperation with the President, plan and cause to be executed the program for the Annual Retreat and such other Diocesan Meetings as are held.
5. Present reports at Board Meetings and submit Annual Retreat information to the Communications Chair for inclusion in the Diolog and on the ECW website.

C. The Secretary shall:

1. Keep minutes of all meetings of the organization and send copies of them to the Board of Directors and any members who request a copy.
2. Maintain a list of the names, addresses and telephone numbers of current officers, chairs, coordinators, and appointees.
3. Supervise the collection, correlation, and printing of Annual Retreat reports of the officers and committee chairs.

D. The Treasurer shall:

1. Have charge of the monies ascribed to this organization.
2. Make financial reports at each board meeting and annual meeting.
3. Serve as chair of the Finance Committee, assist in preparing an annual budget and present it to the Board of Directors for review.
4. Make proposed budget information available to Communications Chair for inclusion on the ECW website.
5. Present the proposed budget at the Annual Retreat.
6. Notify each Diocesan church of its assigned fair share as determined by the Finance Committee.
7. Arrange for the independent review of the Treasurer's books.
8. Advise the chair of the Vera Gang Scott Scholarship Fund by March 31 each year of the amount of earnings available for scholarships.
9. Be responsible for forwarding contributions to the Endowment Fund and Vera Gang Scott Scholarship Fund to The Church Corporation for investment purposes.

E. The Communications Chair shall:

1. Be responsible for all publicity and publications of the ECW as directed by the Board of Directors and such activities as may be assigned by the Board.
2. Serve as a member of the Outreach Committee.

SECTION 4. DUTIES OF APPOINTED BOARD MEMBERS

- A. The Altar Guild Directress shall perform her duties in accordance with the rules of the National Altar Guild of the Episcopal Church.
- B. The Parliamentarian shall:
 - 1. Upon request, advise the President, the other officers, and the committee chairs on questions of parliamentary procedure.
 - 2. Serve as chair of the Bylaws Committee when such appointment is necessary.
 - 3. Request from each church names of women who have died since the previous Annual Retreat.
 - 4. Assemble the Necrology List for submission to the Secretary for inclusion in the Annual Reports booklet.
- C. The Daughters of the King representative shall perform her duties in accordance with the rules of the Daughters of the King.

ARTICLE V. COORDINATORS

SECTION 1. There shall be elected six (6) Coordinators, to serve the ten convocations, as follows: Austin, Northeast, Central/Northwest, San Jacinto/West Harris, Southeast/East Harris, and Galveston/Southwest.

SECTION 2. QUALIFICATIONS AND DUTIES

- A. A Coordinator shall be a communicant in good standing in the convocation she serves.
- B. A Coordinator shall:
 - 1. Serve as a member of the ECW Board of Directors.
 - 2. Cooperate with the ECW President and the Dean of the Convocation.
 - 3. Visit churches in the convocation and assist ECW groups in any way needed and desired.
 - 4. Arrange for an annual Convocation Gathering, the purpose of which is to promote spiritual development and intellectual growth in each parish and mission.
 - 5. Submit reports on her activities at each board meeting, and an annual report to be placed in the Information Booklet distributed to the delegates at the Annual Retreat.
 - 6. Serve on special committees when appointed by the President.

ARTICLE VI. NOMINATIONS AND ELECTIONS

SECTION 1. NOMINATIONS

- A. The President shall appoint a four (4) member Nominating Committee consisting of two (2) Convocation Coordinators and two (2) other Board members. The bishops and other clergy

shall be involved in the process, with the committee relying on their input and advice when needed.

All members of the Nominating Committee must have completed one (1) year on the Board of Directors. At the time of the appointments, the President shall instruct a member of the committee to call the initial committee meeting at which a chair shall be chosen from the appointees. Members of this committee may not serve simultaneously on the Finance Committee.

B. The Nominating Committee shall:

1. Prepare a slate of candidates for elective offices and committee chairs to be presented to the ECW Board prior to the Annual Retreat.
2. The committee's chair shall present the slate at the Annual Retreat for consideration in the election.
3. At the ECW Annual Retreat in the year preceding the Triennial Meeting, the Nominating Committee shall present a slate of four (4) Triennial delegates and four (4) Triennial alternates to the voting body. One of those named as a delegate shall be the ECW President and one shall be the UTO Coordinator, both of whom shall be serving in the year of the Triennial Meeting. The remaining delegates and the alternates will be selected from the Board of Directors or the Members-at-Large. The Executive Committee shall appoint replacements if alternates are unable to serve.

SECTION 2. ELECTIONS

A. The election of officers and committee chairs shall be held following the report of the Nominating Committee. Nominations may be made from the floor provided consent of the nominee has been obtained.

B. If there be but one nominee for an office, election may be by voice vote and a majority shall elect. If there be more than one nominee for an office, election shall be by ballot and a plurality shall elect.

SECTION 3. TERM OF OFFICE

Elected officers, coordinators, and committee chairs may serve only one three-year term in the same office, or until their successor is elected. Consecutive membership on the Board in any capacity shall be limited to six years for all elected offices. A member who has served more than one-half of an unexpired term shall not be eligible for election to the same office. Elective and appointive terms shall coincide with the Annual Retreat, except for the Treasurer, whose term will coincide with fiscal years.

SECTION 4. TIME OF ELECTION AND APPOINTMENTS

A. At the Annual Retreat in the year preceding the Triennial Meeting there shall be elected the following: the President; the Coordinators of Austin and Central/Northwest Convocations; the

Bishop Kinsolving Memorial Fund/ECW Endowment Fund/ United Thank Offering Chair; and the Communications Chair.

B. At the Annual Retreat in the year of the Triennial Meeting there shall be elected the following: the Vice-President; the Secretary; the Coordinators of East Harris/Southeast and Galveston/Southwest Convocations; and the Outreach/Vera Gang Scott Scholarship Fund Chair. At this meeting the Altar Guild Directress is appointed by the Bishop.

C. At the Annual Retreat in the year following the Triennial Meeting, there shall be elected the following: the Treasurer; and the Coordinators of Northeast and San Jacinto/West Harris Convocations.

SECTION 5. INSTALLATION

The newly elected and appointed officers and chairs shall be installed each year at a worship service during the Annual Retreat.

SECTION 6. VACANCIES

Vacancies occurring in an elected office or in an elective chair position, except the office of President, shall be filled by appointment by the President. The appointee shall serve for the remainder of the term.

ARTICLE VII. MEETINGS

SECTION 1. BOARD OF DIRECTORS MEETINGS

The Board of Directors shall meet three (3) times each year, the time and place to be decided by the President. Special meetings may be called by the President, or shall be called by the President upon written request of two (2) members.

SECTION 2. ELECTRONIC BOARD MEETINGS

Board meetings may be conducted by telephone, telecommunication or computer conference. The Board will develop special rules of order for the conduct of electronic meetings.

SECTION 3. CONVOCATIONAL MEETINGS

In addition to the annual Convocation Gathering, other meetings may be held at the discretion of the Coordinator.

SECTION 4. ANNUAL RETREAT

The Annual Retreat shall be held at the time and place as determined by the Board of Directors.

SECTION 5. SPECIAL MEETINGS

Special meetings may be held as decided by the Board of Directors or as directed by a two-thirds vote of the attendees at an Annual Retreat.

ARTICLE VIII. ATTENDEES TO MEETINGS

SECTION 1. ANNUAL RETREAT

A. The voting body of the Annual Retreat shall consist of:

1. Attendees from the parishes and missions of the Diocese of Texas.
2. The elected and appointed officers and committee chairs of the Diocesan ECW Board.

B. Authority and Duties

1. Attendees seated at the Annual Retreat shall be the governing body of the ECW.
2. The duties of the governing body shall be to:
 - a. Approve an annual budget.
 - b. Elect officers and committee chairs.
 - c. Approve all amendments and revisions to the Bylaws.
 - d. Ratify the selection of delegates to Province VII and Triennial Meetings.
 - e. Elect alternates from the membership-at-large to Province VII and Triennial Meetings.
 - f. Consider any resolutions or bylaw amendments from convocations, provided they have been presented in writing to the Convocation Coordinator at least 90 days prior to the Annual Retreat and with prior approval of the Executive Committee or the Board.

C. Quorum

A majority of attendees present and voting at the business meeting shall constitute a quorum.

SECTION 2. PROVINCE VII

At the ECW Annual Retreat preceding the time of the meeting of Province VII, which is held during the same year as the Triennial Meeting, the Nominating Committee shall present a slate naming three (3) Province VII delegates and three (3) Province VII alternates, to the voting body. Those named as delegates shall be the President, the Vice-President, and one additional member from the Board of Directors. The alternates will be selected from the Board of Directors or the Members-at-Large. The Executive Committee shall appoint replacements if alternates are unable to serve.

SECTION 3. TRIENNIAL

- A. The Triennial Meeting of the Episcopal Church Women is held at the same time and place as the General Convention of the Episcopal Church.
- B. At the ECW Annual Retreat in the year preceding the Triennial Meeting, the Nominating Committee shall present a slate of four (4) delegates and four (4) alternates to the voting body. One of those named as a delegate shall be the ECW President and one shall be the UTO Coordinator, both of whom shall be serving in the year of the Triennial Meeting. The

remaining delegates and the alternates will be selected from the Board of Directors or the Members-at-Large. The Executive Committee shall appoint replacements if needed alternates are unable to serve.

ARTICLE IX. BOARD OF DIRECTORS

SECTION 1. COMPOSITION

The members of the Board of Directors shall be:

- A. Elected officers.
- B. Elected coordinators.
- C. Appointed officers.
- D. Elected and appointed committee chairs.
- E. Affiliated coordinators.

SECTION 2. AUTHORITY AND DUTIES

A. The Board of Directors shall:

- 1. Have full power and authority over the affairs of ECW between Annual Retreats.
- 2. Approve standing committee procedures and programs that affect areas outside the purview of any committee.
- 3. Review the annual proposed budget and make recommendations concerning it to the voting body of ECW.
- 4. Review the report of the Nominating Committee.

B. A member of the Board shall:

- 1. Attend meetings of the Board, the Annual Retreat and any special called meetings.
- 2. Obtain approval of the President to designate a person to assist in the performance of her duties.
- 3. Submit copies of a brief, written report to the President and Secretary at each meeting, and a copy of her Annual Report to the Secretary by August 15 for the Annual Information Booklet.

C. A simple majority of the Board members shall constitute a quorum.

ARTICLE X. EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION, AND AUTHORITY

- A. The members of the Executive Committee shall be: the President; the Vice-President; the Secretary; the Treasurer; and the Communications Chair.
- B. The Executive Committee shall have the authority to act during the interim between board meetings. The actions taken shall be reported to the Board of Directors at its next meeting.

SECTION 2. DUTIES

The Executive Committee shall appoint replacements of delegates and alternates as prescribed in these bylaws.

ARTICLE XI. COMMITTEES

SECTION 1. STANDING COMMITTEES

- A. The standing committees of this organization shall be:
1. Outreach/Vera Gang Scott Scholarship Fund Chair
 2. United Thank Offering/Bishop Kinsolving/Endowment Fund Chair
 3. Finance
- B. Chairs shall be elected as prescribed in Article VI of these bylaws.

SECTION 2. DUTIES

- A. The Outreach/Vera Gang Scott Scholarship Fund Chair shall:
1. Compile information on all ECW parish and mission outreach projects.
 2. Act as liaison between the ECW Board and women's parochial organizations in furthering programs as a resource person, supplying information on areas of need.
 3. Report to the Annual Retreat on outreach programs being funded by the ECW of the Diocese of Texas.
 4. Receive the applications for scholarships and all contributions to the fund, and forward said contributions to the ECW Treasurer who, in turn, will forward the funds to The Church Corporation for investment purposes.
 5. Form a committee to review outreach grant applications and select scholarship recipients.
 6. Present the committee's selections for outreach grant and scholarship recipients to the ECW Board of Directors for approval.
 7. Obtain information from the ECW Treasurer by March 31 of the amount of earnings available to determine the number of scholarships to be awarded, and amounts of each one.
 8. Be responsible for promoting gifts to the Fund and for complying with any requests for guidelines and applications on behalf of the Vera Gang Scott Scholarship Fund.
- B. United Thank Offering/Bishop Kinsolving Memorial Fund/ECW Endowment Fund Chair shall:
- In regard to United Thank Offering:
1. Promote interest and enthusiasm by distributing materials and sharing information.
 2. Encourage regular use of the "Blue Box."
 3. Receive and forward semi-annual offerings to the Diocesan ECW Board Treasurer.
 4. Keep full and accurate records of gatherings.
 5. Serve as a delegate to the Triennial Meeting.

6. Be responsible for presenting the Diocesan offerings at General Convention in gatherings.
7. Arrange for an annual review of the financial records by the Finance Committee.
In regard to the Bishop Kinsolving Fund:
 8. Keep a record of all funds received as gifts and send receipts for all gifts.
 9. Forward all funds from the Bishop Kinsolving Memorial Fund to the Diocesan Bishop's office in a timely manner
 10. Supervise entering of the names of persons memorialized in the Bishop Kinsolving Books of Remembrance.
 11. Have charge of the Bishop Kinsolving Book of Remembrance and the showing of the book at ECW Annual Retreats and at other meetings upon request.
 12. Arrange for an annual review of the financial records by the Finance Committee.
- In regard to the ECW Endowment Fund:
 13. The ECW Endowment Fund provides ongoing income to support the programs and expenses of the Diocesan ECW.
 14. Supervises entering of the names of persons honored in the ECW Endowment Fund Book.
 15. Have charge of the ECW Endowment Fund Book and the showing of the book at ECW Annual Retreats and at other meetings upon request.
 16. Forward Endowment funds to the ECW Board Treasurer in a timely manner and the Treasurer shall be responsible for forwarding contributions to The Church Corporation for investment purposes.
 17. Arrange for an annual review of the financial records by the Finance Committee.

C. Finance Committee

The Committee shall be composed of the Treasurer, who shall serve as the chair, and certain Convocation Coordinators appointed by the President. The Committee shall:

1. Prepare an annual budget.
2. Submit it to the Board of Directors for their review and for their recommendation at the Annual Retreat.
3. Determine the fair share percentage of the Diocesan Assessment assigned to each parish and mission
4. Annually review the financial records of the United Thank Offering, Bishop Kinsolving Fund, and ECW Endowment Fund.

ARTICLE XII. FINANCES AND ASSIGNED FAIR SHARE

SECTION 1. FINANCES

- A. The ECW shall use its funds solely to accomplish the purpose specified in these bylaws and no part shall inure or be distributed to any member or group.
- B. An officer, committee chair, or coordinator receiving expense accounts shall give the Treasurer an accounting of these monies. All requests for expense reimbursement must be submitted to the Treasurer within sixty (60) days of incurring the expense.

- C. The Treasurer's books shall be submitted for an independent review annually. The books of the United Thank Offering Coordinator shall also be submitted for independent review annually.

SECTION 2. ASSIGNED FAIR SHARE

- A. The Finance Committee shall determine the amount of the assigned fair share assessment of each parish and mission group by using a percentage of the Diocesan Assessment of each parish and mission. There may be a maximum amount (or ceiling) that a church is asked to pay. This ceiling (if any) shall be determined annually by the Finance Committee and must be approved by the ECW Board at its spring meeting in order to be in effect the following budget year.
- B. The parishes and missions are encouraged to pay their assessments promptly.

ARTICLE XIII. DISSOLUTION

In the event the Board of Directors should deem it necessary or desirable to dissolve the ECW, it shall adhere to the following specifications:

SECTION 1. AUTHORITY

- A. Prepare a resolution that proposes dissolution and mail a copy to each parish and mission group in good standing requesting their vote on the resolution.
- B. Upon receipt of a two-thirds affirmative vote of the ballots received, the President shall declare the ECW dissolved.

SECTION 2. DISPOSITION OF FUNDS

The Board of Directors shall direct, by majority vote, action to dispose of any existing funds as follows:

- A. Full payment of all indebtedness.
- B. Send all remaining funds belonging to the ECW, with the exception of those in the Vera Gang Scott Scholarship Fund, the Bishop Kinsolving Memorial Fund, and the ECW Endowment Fund to St. James' House, Baytown, Texas.
- C. Appoint permanent trustees to administer the Vera Gang Scott Scholarship Fund and the Bishop Kinsolving Memorial Fund in order that these funds may continue in the diocese.
- D. Monies held by The Church Corporation in the name of The ECW Endowment Fund shall be sent to the Diocese of Texas General Fund to be used at the discretion of the Bishop of the Diocese of Texas.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised Edition* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

ARTICLE XV. AMENDMENT OF BYLAWS

These bylaws may be amended at any Annual Retreat of this organization by a two-thirds vote of the members present, provided previous notice explaining proposed changes has been received by the President not less than ten (10) days in advance of the meeting.

ADOPTED: October 22, 1993
Annual Meeting, St. Francis, Houston, hosts

REVISED: October 18, 1996
Annual Meeting, Christ Episcopal Church, Temple, hosts

REVISED: November 3, 2000
Annual Meeting, Camp Allen, St. Andrew's, Bryan, hosts

REVISED: October 22, 2004
Annual Meeting, Camp Allen, St. James', Houston, hosts

REVISED: November 14, 2008
Annual Retreat, Camp Allen, St. John the Divine, Houston, hosts

REVISED: October 15, 2010
Annual Retreat, St. Mark's, Beaumont, hosts

REVISED: October 14, 2011
Annual Retreat, Camp Allen, St. Martin's, Houston, hosts

AMENDED: October 19, 2012
Annual Retreat, Camp Allen, St. Stephen's, Liberty, hosts

AMENDED: October 18, 2014
Annual Retreat, Camp Allen, Grace, Georgetown, hosts

AMENDED: November 21, 2015
Annual Retreat, Camp Allen, St. Mark's, Austin, hosts