

By-Laws
Episcopal Churchwomen
of
Christ Church, Frederica
St. Simons Island, Georgia

Article I
Name

The name of this organization shall be Episcopal Churchwomen of Christ Church, Frederica. It may be abbreviated “ECW” as the organization is referred to herein below.

Article II
Purpose

The purpose of this organization shall be to unite the women of the parish in a program of worship, study, service and fellowship which will deepen their own spiritual lives and encourage them in grateful service in the parish, the community, the nation and the world.

Article III
Membership

Membership in this organization shall consist of all women communicants in Christ Church, Frederica (hereinafter referred to as the “Church”).

Article IV
Organization

Section 4.1 **Church Organization.** The organization shall conform with the plan of the General Division of Women’s work of the Executive Council of the

Church and with the rules and guidance offered by the Episcopal Churchwomen, Diocese of Georgia.

Section 4.2 **Guilds.** The organization shall be divided into Guilds which shall meet monthly from September through May in order to promote closer Christian fellowship and to stimulate interest in a varied course of study. Each Guild shall have officers and committee chairmen, as necessary and in the discretion of the Guild, following the pattern of the ECW.

Section 4.3 **Fiscal Year.** The organization shall operate on a fiscal year beginning June 1 and ending May 31.

Section 4.4 **Meetings.** The organization shall hold two business meetings a year, in the fall (the “Fall Meeting”), and in the winter (the “Winter Meeting”). The “Spring Gathering” shall be a celebration of the members who have reached their 90+ birthday and, when applicable, the officers for the coming year shall be installed. The President may call other such meetings at her discretion. Twelve (12) members shall constitute a quorum, and if a quorum is present, the affirmative vote of a majority of the members present is the act of the ECW, except for those matters required by the bylaws to carry a larger majority.

Article V ECW Board

Section 5.1 **Purpose.** There shall be a Board which shall have the general direction and supervision of the work of the ECW and shall have complete powers to govern the organization in accordance with its stated purposes, including plenary powers usually vested in a Board of Directors of a Georgia non-profit corporation. It shall meet at least three (3) times a year or whenever called by the President or by five (5) members of the Board. A quorum of the Board shall consist of six (6) of its members and if a quorum is present, the affirmative vote of a majority of the Board members present is the act of the Board.

Section 5.2 **Personnel.** The Board shall be composed of the Elected Officers as defined herein below, the immediate Past President ex-officio, the chair

of each Guild, and chairs of any standing committee, established by the organization.

Article VI Officers

Section 6.1 **Elected Officers.** The Elected Officers of this organization shall be a President, President-Elect, Vice President, Vice President/Tour of Homes, Recording Secretary, Corresponding Secretary, Treasurer, and such other officers as may be deemed necessary (referred to herein as the “Elected Officers”).

Section 6.2 **Executive Committee.** The Elected Officers shall constitute an Executive Committee with power to transact any business which requires immediate attention of the organization. The Executive Committee shall serve as the assessment body for disbursement of ECW funds to charities in accordance with the stated purposes of the organization. A quorum of the Executive Committee shall consist of four (4) members and if a quorum is present, the affirmative vote of a majority of the members present is the act of the Executive Committee. Actions of this Executive Committee shall be reported to the next meeting of the Board.

Section 6.3 **Nominations.** The Nominating Committee shall present a slate of officers, with the approval of the Rector, at the Winter Meeting. Additional nominations for offices may be made in writing to the Chair of the Nominating Committee, signed by at least five (5) members of the ECW with the approval of the Rector. Nominations must be received at least ten (10) days prior to the meeting. In every case, the consent of the nominee must have been secured in advance of the nomination.

Section 6.4 Elections and Terms.

Elections shall be held at the Winter Meeting. Elected Officers and the Board shall take office at the Spring Gathering. The term of office shall be for two (2) years or until successors are elected, except for the Vice President/Tour of Homes whose term is for one (1) year. The Recording Secretary, Vice President/Tour of Homes, and Treasurer may serve successive terms.

Election shall be by ballot, written or oral, as may be decided upon and nominees shall be elected by the majority vote of those members present proving a quorum is present.

Section 6.5 **Vacancies.** Should a vacancy occur in the office of the President, the President-Elect shall serve as President until the expiration of the term. If the President-Elect is unable to serve, then the Vice-President shall serve until the expiration of the term. Should a vacancy occur in any other office, the Executive Committee shall appoint a successor to fill the unexpired term.

Section 6.6 **Duties.**

(A.) President: The President shall be the chief administrative officer of the organization. She shall carry out the directives of the membership, the Board and the Executive Committee. She shall meet with the Rector, as needed, to keep him apprised of all ECW activities. She shall preside at all meetings of the organization, including all meetings of the Board and the Executive Committee. She shall appoint all committee chairs and shall be an ex-officio member of all committees except the Nominating Committee. She shall render an annual report to the membership.

(B.) President-Elect: The President-Elect shall perform the duties of the President in her absence and such other duties as she may be assigned. She shall plan programs for the general meetings with advice from the Rector.

(C.) The Vice President: The Vice President shall perform the duties of the President in her absence and in the absence of the President-Elect and such other duties as may be assigned. She shall chair the Nominating Committee.

(D.) The Vice President/Tour of Homes: The Vice President/Tour of Homes shall chair the Tour of Homes fund raising effort. She shall be nominated by the Nominating Committee and elected and installed at the Spring Meeting.

(E.) Recording Secretary. The Recording Secretary shall keep a correct record of the proceedings of all meetings of the organization and the Executive Board. She shall prepare and edit with the President, the Annual Report. She shall issue all notices of meetings and keep a correct record and roll.

(F.) Corresponding Secretary. The Corresponding Secretary shall carry on all correspondence assigned to her by the President and the Board.

(G.) **Treasurer:** The Treasurer shall receive and deposit all funds in accordance with the directives of the Board. She shall pay all budgeted bills which have been approved by the President. She shall make an annual report of all receipts and disbursements for the year. The Treasurer shall make a quarterly report of all receipts and disbursements, including other pertinent financial facts, to the President and the Board. No withdrawals or transfer of funds over the amount of five hundred dollars (\$500) from the ECW account shall be made without the prior approval of the Board or the Executive Committee. A financial review of the Treasurer's records shall be completed annually in accordance with financial policies established by the Church and the Episcopal Diocese of Georgia.

ARTICLE VII DELEGATES

Two delegates to the Annual Diocesan ECW Meeting shall be appointed by the President in January and shall serve for one (1) year. The President shall serve as the third delegate.

ARTICLE VIII COMMITTEES

Section 8.1 **Nominating Committee.** Three (3) ECW members representing at least two (2) Guilds shall be appointed by the President at the Fall Meeting as a Nominating Committee chaired by the Vice President. The immediate Past President of the ECW shall also serve on the Nominating Committee.

Section 8.2 **Finance Committee.** The Finance Committee shall prepare the budget with advice from the Rector and the President. The Executive Committee shall review the charitable disbursements as well as the operating budget. The Finance Chair will present the budget to the Board for approval and then report it to the members at the Winter Meeting. The President shall appoint the Finance Chair.

Section 8.3 **Guild Chairs.** The Chairs of each Guild shall act as the presiding officer at meetings, appoint committee chairs, and otherwise organize the Guild to conform to the purposes of the Guild and of the ECW. She shall act as the liaison between the Guild and ECW and shall report on Guild activities when requested by the President. Each Guild shall elect its own Chair.

Section 8.4 **Cookbook Chair.** The Cookbook Chair shall oversee the distribution and sale of the Church cookbook. She shall make a financial report to the President and the Board.

Section 8.5 **Hospitality.** The Hospitality Chair shall oversee ECW luncheons and other functions as directed by the President and/or by the Rector.

**ARTICLE IX
AMENDMENTS**

These by-laws may be altered or amended at any meeting of the membership by a two-thirds (2/3) majority vote of the members present, providing a quorum is present and the amendments have first been approved by the Executive Committee and the Board or provided the Executive Committee and the Board have been given two (2) months written notice of proposed changes.

Considered and approved this _____ day of _____, 2011 by the Executive Committee.

_____,
Recording Secretary

Considered and approved this _____ day of _____, 2011 by the Board.

_____,
Recording Secretary

Considered and approved this _____ day of _____, 2011 by the membership.

_____,
Recording Secretary