

DIOCESE OF SALT LAKE CITY COUNCIL OF CATHOLIC WOMEN

BYLAWS

ARTICLE I. NAME

Section 1. The name of this organization shall be the Diocese of Salt Lake City Council of Catholic Women also known as Diocesan Council of Catholic Women and hereinafter referred to as DCCW.

Section 2. DCCW shall relate as an affiliate organization to the National Council of Catholic Women (NCCW), which is an affiliate of the United States Conference of Catholic Bishops.

ARTICLE II. DURATION

The duration of the DCCW shall be perpetual.

ARTICLE III. OBJECTIVE

The objective of the DCCW is to unite Catholic women's organizations and individual Catholic women in the state of Utah, Diocese of Salt Lake City in purpose, through support, empowerment, and education in the areas of spirituality, leadership and service and respond with Christian values to current issues in the Church and society.

ARTICLE IV. MEMBERSHIP

Section 1. All Catholic organizations of women recognized by the Diocese of Salt Lake City shall be eligible for membership in DCCW.

Section 2. Annual NCCW membership dues must be current to be considered an active affiliate with benefits and voting rights in NCCW and DCCW.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The Board of Directors of the DCCW shall consist of:

- A. Spiritual Advisor (Ex officio Director on the Board without a vote)
- B. Current NCCW board members residing within the Diocese of Salt Lake City
- C. President
- D. First Vice President/President Elect
- E. Second Vice President
- F. Secretary
- G. Treasurer
- H. Immediate Past President
- I. Deanery Presidents
- J. Up to three (3) additional representatives from each deanery
- K. Chairs of commissions and standing committees
- L. Historian
- M. Parliamentarian
- N. An Advisory Committee consisting of past presidents of DCCW to be selected at the discretion of the President.

Section 2. The Board of Directors shall manage all affairs of DCCW subject to approval of the Spiritual

Advisor provided the action is in accord with the Bylaws.

Section 3. Vacancies on the Board of Directors shall exist in the case of the happening of any of the following events:

- A The death or resignation of a Director;
- B. The removal of any Director in accordance with Section 4 of this Article; or
- C. The authorized number of Directors is increased.

Section 4. Removal and Declaration of Vacancy. The Board may remove any Director and declare vacant the office of such Director for any proper cause at any regular or special meeting of the Board by a simple majority vote. No reduction in the authorized number of Directors shall result in the removal of any Director prior to the expiration of her term of office.

Section 5. Filling Vacancies. Vacancies on the Board shall be filled by a majority of the remaining Directors, or by a sole remaining Director, in the sole discretion of such Director or Directors. Each Director filling a vacancy shall hold office until the next annual meeting of the Board and until her successor is duly elected and qualifies, unless sooner removed in accordance with Section 4 of this Article. If the Board accepts the resignation of a Director tendered to take effect at a future time, the Directors may elect a successor to take office when the resignation becomes effective.

Section 6. The reports of all DCCW Officers, Deanery Presidents, Commission Chairs, Standing Committee Chairs, and Special Committee Chairs are to be e-mailed to the Website Editor a minimum of three (3) days prior to the DCCW Board of Director's meetings.

ARTICLE VI. OFFICERS

Section 1. The officers of the DCCW shall be President, First Vice President/President Elect, Second Vice President, Secretary, Treasurer, and Immediate Past President.

- A. Officers and the Immediate Past President shall constitute the Executive Committee.
- B. All officers shall be elected in even-numbered years at the annual DCCW Convention board meeting.
- C. All officers shall be elected for a term of two (2) years.
- D. No officer shall be eligible for the same office for more than one (1) consecutive term, or until their successor shall be duly elected and qualifies.

Section 2. If a member is elected to two offices and is present, she should choose which office she will accept. If absent, the members should determine by vote which office will be assigned to her and then proceed to fill the other office.

Section 3. Removal and Resignation. Any officer may be removed with cause, by a majority of the Directors at any regular or special meeting of the Board. Any officer may resign at any time by providing written notice to the Board. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. If the office of Secretary or Treasurer becomes vacant by reason of the death, resignation, or removal of such officer, the Board shall elect a successor who shall hold such office for

the unexpired term and until her successor is duly elected and qualifies. The interim officer shall be

eligible to run for the same position at the next election, if she so chooses.

ARTICLE VII. PROVINCE DIRECTOR

Section 1. The DCCW, as an affiliate of the National Council of Catholic Women (NCCW) and the Province of San Francisco, shall elect a past president of the Salt Lake City DCCW as Province Director when called upon by the Province. This office rotates throughout the Province.

Section 2. The DCCW past presidents are not eligible to run for Province Director if they have already served as Province Director or in the event they already hold a position on the NCCW Board.

Section 3. It is the responsibility of DCCW to provide the funds to cover the expenses of their elected Province Director during the period in which she serves.

ARTICLE VIII. STRUCTURE

Section 1. The DCCW shall have the sole right to govern and control all of their activities through the Board of Directors and under the guidance of the Spiritual Advisor.

Section 2. The DCCW shall be comprised of deaneries established by the Diocese of Salt Lake City operating and conforming to the Bylaws, rules, and procedures of the Diocesan Council.

A. Salt Lake Deanery shall include the organizations located in the northern part of the greater Salt Lake Valley of the state of Utah.

B. Wasatch Deanery shall include the organizations located in the south Salt Lake Valley and Utah County of the state of Utah.

C. Northern Deanery shall include the organizations located in the northern part of the state of Utah.

D. Eastern Deanery shall include the organizations primarily located in the eastern part of the state of Utah.

E. Southwestern Deanery shall include the organizations primarily located in the southwestern part of the state of Utah.

ARTICLE IX. MEETINGS

Section 1. The DCCW Board will meet five (5) times a year. The call for each meeting will be sent ten (10) days prior to the date of the meeting. Special meetings may be called by the President upon request of five (5) members of the Board.

Section 2. The fifth (5th) Board Meeting will be held immediately preceding the annual DCCW Convention and shall be designated as the time for the election of officers.

Section 3. The last full weekend of April or the one closest to it shall be designated as the DCCW annual Convention for the full membership of DCCW.

Section 4. A quorum for the transaction of business before the Board shall be one more than half the total number of the board, of whom three (3) shall be officers.

Section 5. A quorum for the transaction of business at DCCW convention shall be one more than half the total number of voting delegates present.

Section 6. Quorum; Voting. A quorum for the transaction of business at every meeting of the Board

shall consist of a majority of all the Directors (excluding Ex-Officio Directors). The majority vote of those Directors present at a meeting at which a quorum is present shall be sufficient to pass any measure or resolution of the Board, unless otherwise required by these Bylaws. In the absence of a quorum, a majority of the Directors present at a meeting may adjourn such meeting from time to time without further notice. The Directors present at a meeting that has been duly called and convened may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. A director shall not vote by proxy.

ARTICLE X. DUES

Section 1. To maintain affiliate status with benefits and voting rights, each affiliate will pay NCCW dues. The Bishop of the Diocese of Salt Lake City must approve any other dues. Dues shall be paid by January 1" of each year, and shall be delinquent thereafter. Affiliate dues renewal notices will be sent directly to all NCCW affiliates. Dues notices will be sent via email to the president of those affiliates for whom NCCW has an e-mail address. If no e-mail address is on file, the dues renewal will be sent via regular mail to the attention of the affiliate president. Dues payments will be mailed directly to NCCW.

ARTICLE XI. COMMISSIONS

Section I. There will be four (4) Commissions: Spirituality, Leadership, Service, and Legislation.

- A. Chairs and co-chairs of commissions will be considered members of the Board of Directors.
- B. Each commission shall have at least one (1) co-chair, appointed by the President in consultation with the chair, who may attend Board Meetings with the right to vote. In the absence of the chair, one (1) co-chair will exercise the right to one (1) vote.
- C. The Legislation chair or her designated co-chair and one delegate, appointed by the President, shall attend the Women's State Legislative Council, with required dues paid by DCCW.

ARTICLE XII. STANDING COMMITTEES

Section I. Finance Committee: Chair to be the current DCCW Treasurer and composed of three (3) additional members appointed by the President and approved by the Board.

Section 2. Nominating Committee: Shall be composed of the Immediate Past President as the chair, one member elected by the Board, and one representative from each deanery selected by the chair. A Nominating Committee member may not serve more than two (2) consecutive terms.

Section 3. Aware Publication: The President shall appoint the chair.

Section 4. Website Editor: The President shall appoint the chair.

Section 5. DCCW Convention Planning Committee: Chair will be the President of the hosting deanery. Board approved guidelines will be given to the chair by the second (2nd) DCCW Board meeting following the annual convention.

Section 6. Ways and Means Committee: Chair will be the elected Second Vice President, with additional members selected by the chair.

Section 7. Bylaws/Standing Rules Committee: The chair shall be the current Leadership Commission Chairman and composed of four (4) members appointed by the President and approved by the Board. The committee members should have a history with the organization for the purpose of improving

smooth and effective functions and activities.

Section 8. Membership Development and Resource (MDR) Committee: Chair to be appointed by the President as well as any additional members to function as needed.

Section 9. Director of Meetings: Chair to be appointed by the President and duties defined in the DCCW Convention Guidelines.

Section 10. DCCW Convention Registration Chairperson: Chair to be appointed by the President and duties defined in the DCCW Convention Guidelines.

Section 11. Audit Committee: This committee shall consist of two (2) members appointed by the incoming President at the June Board meeting, at which time an Audit Committee chairperson will be designated by the President. The incoming Treasurer shall attend the audit as an observer. The incoming and outgoing Presidents and Vice President/President Elect are not eligible to serve on the Audit Committee.

Section 12. Woman of the Year: Chair to be appointed by the President and duties defined in the DCCW Convention Guidelines.

Section 13. Select other committees, after discussion, shall be appointed by the President to function as needed.

ARTICLE XIII. VOTING

Section 1. The voting membership of the annual DCCW convention shall consist of convention package A and D registrants. Each package A and D shall be entitled to one (1) vote.

Section 2. Members may not vote by proxy.

ARTICLE XIV. NOMINATIONS

Section 1. In odd-numbered years, the Nominating Committee shall be activated at the September board meeting.

Section 2. All candidates for office shall have given consent to their candidacy and shall have the approval of the Spiritual Advisor prior to presentation to the Board.

A. Candidates for President, First Vice President/President Elect, and Second Vice President must have served as an Affiliate or Deanery President and served on the DCCW Board of Directors for one (1), two (2) year term of office.

B. Members of the Nominating Committee shall not be candidates for any elected position and may not serve more than two (2) consecutive terms on the Nominating Committee.

Section 3. The Board shall fill vacancies on the Nominating Committee.

Section 4. The Nominating Committee shall present for election, the names of the candidates for:

A. First Vice President/ President Elect

B. Second Vice President

- C. Secretary
- D. Treasurer

Section 5. The slate of officers shall be presented to members of the Board at the fifth (5th) Board meeting, which is prior to DCCW Convention.

Section 6. Further nominations may be made from the floor at the Board meeting, provided the candidate has given prior approval, and the Spiritual Advisor has also been consulted prior to the meeting and has approved the candidacy.

Section 7. All Officers of DCCW shall be elected for a term of two (2) years. Each officer of DCCW shall hold office from the close of the annual DCCW convention at which they are elected until the expiration of their term or until they shall resign, be removed, or otherwise become disqualified to serve, or until their successor shall be duly elected and qualifies. A person may serve only one (1) term of office for each officer position of DCCW, unless extenuating circumstances dictate otherwise.

Section 8. The election of these officers shall be by ballot or "Viva Voce". Only members of the Board of Directors of DCCW shall vote.

Section 9. No member shall be eligible to hold more than one elected position on the same DCCW Board.

ARTICLE XV. DUTIES OF THE BOARD OF DIRECTORS

Section 1. The President:

- A. Will preside at all meetings of DCCW Board of Directors and at the Annual DCCW Convention.
- B. Shall be an ex-officio member of all commissions and committee except the Nominating and Audit Committees.
- C. Shall appoint the Historian, Parliamentarian, Woman of the Year Chair, the Chair of all commissions, standing committees, and special committees.
- D. Shall call a meeting of the DCCW Board of Directors within thirty to forty-five (30-45) days following DCCW convention.
- E. Shall attend the annual DCCW Convention, the NCCW Convention and Province Meeting. Her expenses for these meetings, contingent on available funds, will be provided for in the annual budget.
- F. Based on information from NCCW and the NCCW database, shall keep track of affiliates' status – active or inactive dependent on payment of dues, and will follow up accordingly.

Section 2. The First Vice President/President Elect:

- A. Shall assist the President as required.
- B. Upon expiration of the term of the President, shall automatically succeed to the Presidency.
- C. In the absence of, or resignation, or death of the President, will serve in the place of the President.
- D. Serves as Convention Co-Chair, performing all duties described in the Convention Guidelines.
- E. It is the privilege of the President Elect to accompany the President to the NCCW Convention and the second Province Meeting. The DCCW Board will determine the amount of financial assistance given. This may include transportation, registration, and one-half (1/2) of the hotel room, dependent on available funds.

E.1. In the event that neither the President nor the President Elect is able to attend the NCCW Convention or Province Meeting, the Second Vice President should represent them. If none of these can attend, the DCCW Board may appoint a delegate.

Section 3. The Second Vice President:

- A. Will assist the President as required and will promote the general interest of DCCW.
- B. Shall serve as Chair of the Ways and Means Committee.

Section 4. The Secretary:

- A. Will keep the minutes of the DCCW Board Meetings and the minutes of the DCCW Annual Convention.
- B. Will send minutes of each meeting in the next "call to meeting" letter.
- C. Will have charge of all papers and records pertaining to her office.
- D. Will compile and periodically update the DCCW roster and immediately forward any changes to NCCW, the appropriate Deanery President, AWARE Editor, and DCCW President.
- E. In the absence of the Secretary, the Chair of the meeting may appoint any person to act as secretary of the meeting for purposes of taking minutes.

Section 5. The Treasurer:

- A. Will be custodian of all money belonging to DCCW.
- B. Will pay all bills that have been approved by the Board.
- C. Will prepare a written annual financial statement to be submitted for the DCCW Annual Convention booklet.
- D. Will deposit into the "Established Funds" an amount to be determined by the annual budget. Annual budget income is determined by the DCCW convention revenue.
- E. Will report and submit a written financial statement at each Board meeting.
- F. As chair of the Finance Committee, shall oversee preparation of the annual budget and present same to the Board of Directors for approval at the September Board meeting.

Section 6. The Historian: Will collect and preserve all data pertaining to the history and activities of the DCCW.

Section 7. The Parliamentarian:

- A. Will interpret the governing rules and advise how they are to be carried out.
- B. Will prepare and present resolutions at the annual DCCW convention. In order to maintain and reflect a non-biased status, the Parliamentarian is only eligible for ballot votes.

Section 8. Each officer and commission chair will, upon/or within thirty to forty-five (30-45) days after the expiration of her term of office, turn over to her successor all books, papers, and other property pertaining to her office.

Section 9. The Immediate Past President shall be the primary advisor to the President and serve on the Executive Committee.

Section 10. Each Deanery President shall furnish a current roster of officers of their deanery and each affiliate in their deanery to the DCCW Secretary.

Section 11. If the Spiritual Advisor chooses to attend DCCW Convention and/or NCCW Convention, his expenses should be covered by DCCW if funds permit.

Section 12. All members of the DCCW Board of Directors are expected to fulfill the obligation of their position and attend all Board meetings.

ARTICLE XVI. AMENDMENTS TO BYLAWS

Section 1. These Bylaws may be amended or repealed, or new Bylaws may be made and adopted by the Directors, at any annual, regular or special meeting of the Board at which a quorum is present upon a majority vote or by the unanimous written consent of all the Directors.

Section 2. Bylaws should be reviewed every two (2) years.

ARTICLE XVII. RULES OF ORDER

Section 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern DCCW in all cases to which they are applicable and in which they are not inconsistent with these bylaws, and in any special Rules of Order, which DCCW may adopt.

Revised and Approved: November 14, 2015

Committee: Kathy Fazio (Chair), Margaret Cragin-Masarone, Bobbie Hunt, Cheryl Johnson, Marcie Downs.