

NOTES REGARDING SUGGESTED BYLAWS REVISIONS (Nov. 2022)

***Please note: If page numbers need to be adjusted, this will be done after the document is approved by the DCCW Board.***

**Article IV, Section 3:** Revision was needed to reflect NCCW's new "rolling year basis" renewal schedule for NCCW dues.

**Article VII, Section 1.B:** Clarification that ex-officio Board members are not included in the quorum.

**Article XI, Section 14:** Delete reference to the NCCW Convention Funding Committee, which is no longer an active committee.

**Article XI, Section 16:** Clarification that the Audit Committee is appointed only in years following election of a Treasurer.

**Article XIII, Section 1.H:** Addition of "Convention Chair" duties to the list of duties of the President.

**Article XIII, Section 4.E:** Secretary duties for Convention were added to the list of duties of the Secretary.

**Article XIII, Section 5.J:** Treasurer duties for Convention were added to the list of duties of the Treasurer.

# REVISED DRAFT NOVEMBER 2022

## 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 and the World Union of Catholic Women's Organization.

### 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 through their affiliation with NCCW.

**Section 2.** To maintain NCCW and DCCW 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 DCCW dues.

**Section 3.** NCCW affiliate membership dues and renewals are assessed on a rolling year basis. Dues shall be paid by January 1st of each year and shall be delinquent thereafter immediately following the renewal date. Annual NCCW membership dues must be current to be considered an active affiliate. 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 email address. If no email 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 V. 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, who is assigned by the Bishop of the Diocese of Salt Lake City.

**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.
- F. At such time as the Bishop of the Diocese of Salt Lake City changes deanery boundaries, the DCCW will make corresponding deanery adjustments at a time agreed between the DCCW and the affected deaneries, with changes made by the end of the Council term in which the reassignment was made.

**ARTICLE VI. BOARD OF DIRECTORS**

**Section 1.** The Board of Directors, (also referred to as “the Board”), shall manage all affairs of DCCW provided the action is in accordance with the Bylaws.

**Section 2.** The Board of Directors of the DCCW shall consist of:

- A. Spiritual Advisor (Ex officio board member without a vote).
- B. Current NCCW board members residing within the Diocese of Salt Lake City (Ex officio board member without a vote).
- 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 not already on the board
- K. Chairs/Co-chairs of the Commissions
- L. Chairs/Co-chairs of Standing and Special committees
- M. Historian
- N. Parliamentarian
- O. An Advisory Committee consisting of past presidents of DCCW to be selected at the discretion of the President

**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 board member
- B. The removal of any board member in accordance with Section 4 of this Article
- C. Authorized position has not been filled.

**Section 4.** Removal and Declaration of Vacancy. The Board may remove any board member and declare vacant the position of such board member 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 board members shall result in the removal of any board member prior to the expiration of her term of office.

**Section 5.** Filling Vacancies. Vacancies of appointed positions on the Board shall be filled by the president with approval of the board. They shall hold the position until the end of the current term. Officer vacancies are filled in accordance with ARTICLE VIII. Section 3.

## **ARTICLE VII. MEETINGS**

### **Section 1.** Board Meetings:

- A. The DCCW Board will meet five (5) times a year. The call for each meeting will be sent at least ten (10) days prior to the date of the meeting. Special meetings may be called by the President upon the request of five (5) members of the Board.
- B. The fifth (5<sup>th</sup>) Board Meeting will be held Friday evening immediately preceding the annual DCCW Convention and in even numbered years shall be designated as the time for the election of officers.
- C. A quorum for the transaction of business at board meetings shall be one more than half the total number of eligible board members, of whom three (3) shall be officers. The Spiritual Advisor **and all other ex-officio members (see Article VI, Section 2)**, Parliamentarian, affiliate presidents, and guests are not included in the quorum. They have voice but no vote, with the exception of the Parliamentarian who may vote when voting is done by ballot.
- D. The majority vote of those board members 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 board members present at a meeting may adjourn such meeting from time to time without further notice. The board members present at a meeting that has been duly called and convened may continue to transact business until adjournment, notwithstanding the withdrawal of enough board members to leave less than a quorum.
- E. A board member shall not vote by proxy.
- F. Voting on all matters by the DCCW Board of Directors may be conducted by electronic media when deemed necessary by the DCCW Executive Committee and is for the good of the organization and eligibility to vote is verified.

### **Section 2.** DCCW Annual Convention

- A. 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.
- B. A quorum for the transaction of business at a DCCW convention shall be one more than half the total number of registrants in attendance at business sessions.
- C. The majority vote of those registrants present at a convention business session meeting at which a quorum is present shall be sufficient to pass any measure or resolution. D. DCCW approved Convention Guidelines will be followed.

### **Section 3.** Virtual Meetings

- A. Meetings of the DCCW Board of Directors, committees, or the general membership (DCCW Annual Convention) do not need to be held at the geographic location, as deemed necessary

by the DCCW Executive Committee, if the meeting is held by means of the internet or other electronic communication technology in a fashion pursuant to which members have the opportunity to read or hear the proceedings simultaneously with their occurrence, vote on matters submitted to members, pose questions, and make comments.

## **ARTICLE VIII. OFFICERS**

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

- A. All officers shall be elected in even-numbered years at the annual DCCW Convention board meeting.
- B. All officers shall be elected for a term of two (2) years.
- C. 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.
- D. Officers and the Immediate Past President shall constitute the Executive Committee.

**Section 2.** Removal and Resignation. Any officer may be removed with cause, by a majority of the Board of 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 3.** Vacancies. If the office of First and Second Vice President, 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 IX. 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 an office on the NCCW Board.

**Section 3.** Province Directors must meet all requirements of a Province Director as set forth in the NCCW Bylaws.

**Section 4.** It is the responsibility of DCCW to provide the funds needed over and above all collected Province dues to cover the expenses of their elected Province Director during the period in which she serves.

## **ARTICLE X. COMMISSIONS**

**Section 1.** 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 is allowed one (1) co-chair, appointed by the President in consultation with the chair, who may attend Board Meetings with the right to vote.
- C. The Legislation chair and her designated co-chair (or other board delegate), appointed by the President, shall attend the Women's State Legislative Council, with required dues for both paid by DCCW.

## **ARTICLE XI. STANDING COMMITTEES**

**Section 1.** Finance Committee. Chair to be the current DCCW Treasurer and composed of one board member from each deanery, appointed by the Deanery President and approved by the DCCW President.

**Section 2.** Nominating Committee. Shall be composed of the Immediate Past President as the chair, and one representative from each deanery selected by the Deanery President in consultation with 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 Host Committee. Chair will be the President of the hosting deanery. Board approved guidelines will be given to the Deanery President by the second (2<sup>nd</sup>) 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 Chair and composed of a board member from each deanery appointed by the President in consultation with 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) Team. 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 with duties defined in the DCCW Convention Guidelines. Co-chair appointed by the President in consultation with the Chair.

**Section 10.** DCCW Convention Registration Chair. Chair to be appointed by the President and duties defined in the DCCW Convention Guidelines. Committee to be selected by the Chair.

**Section 11.** DCCW Convention Hotel Registration Chair. Chair to be appointed by the President with duties defined in the DCCW Convention Guidelines.

**Section 12.** Woman of the Year. Chair to be appointed by the President and duties defined in the DCCW Convention Guidelines. Co-chair appointed by the President in consultation with the Chair.

**Section 13.** DCCW Sponsorship Committee. Chair to be appointed by the President. Co-chair to be appointed by the President in consultation with the Chair. Duties defined in the DCCW Convention/Sponsorship Guidelines.

~~**Section 14.** NCCW Convention Funding Committee. Chair to be appointed by the President. Committee consisting of one representative from each deanery shall be appointed by the President in consultation with the Chair. Duties to be defined in the NCCW Convention Funding Guidelines.~~

**Section 15.** Affiliate of the Year Section Committee. Committee members shall be the current DCCW Advisory Committee. Chair to be appointed by the President. Duties defined in the DCCW Convention Affiliate of the Year Guidelines.

**Section 16.** Audit Committee. This committee shall consist of two (2) members appointed by the President at the June Board meeting following the election of a Treasurer, at which time the President will designate the Audit Committee chairperson. The Treasurer shall attend the audit as an observer. The incoming and outgoing Presidents and First Vice President/President Elect are not eligible to serve on the Audit Committee.

**Section 17.** Select other committees, after board approval, shall be appointed by the President to function as needed.

## **ARTICLE XII. NOMINATIONS**

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

**Section 2.** 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.** 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 have served on the DCCW Board of Directors for one (1), two (2) year term of office.

**Section 4.** The Nominating Committee Chair and Deanery President in consultation with the President shall fill vacancies on the Nominating Committee with disclosure made at the next board meeting.

**Section 5.** The Nominating committee Chair will issue an official Call for Nominations that includes a description of positions, qualifications, and any pre-requisites for positions, as well as instructions regarding the process for nominations.

**Section 6.** 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 7.** The slate of officers shall be presented to members of the Board at the fifth (5<sup>th</sup>) Board meeting, which is prior to DCCW Convention. Attempt will be made to provide at least two qualified candidates for each officer position to be voted on.

**Section 8.** 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. The Nominee or person nominating shall be prepared to give candidates' bio and reason why they should be considered at this time.

**Section 9.** 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 10.** When more than one candidate is running for office, the election shall be by ballot. If there is only one candidate for each position, the election may be "Viva Voce". Only eligible members of the Board of Directors of DCCW shall vote.

- A. If electronic balloting is deemed necessary for officer elections, the ballot will contain instructions for voting, date on which voting shall end, and information on each candidate. The Nominating Committee Chair will report the election results to all candidates by phone or email.
- B. When elections are done electronically write-in candidates are not allowed.

**Section 11.** No member shall be eligible to hold more than one elected position on the same DCCW Board.

### **ARTICLE XIII. DUTIES OF THE BOARD OF DIRECTORS**

#### **Section I. 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 committees except the Nominating and Audit Committees.
- C. Shall appoint the Historian, Parliamentarian, and the Chair and Co-chairs of all commissions, standing committees, and special committees.
- D. Shall set the calendar determining when the five (5) board meetings will be and distribute calendar to the board at the June board meeting.
- E. Sets an annual fall meeting with the Diocesan Bishop to present the DCCW budget.
- F. Shall attend the annual DCCW Convention, the NCCW Convention and all Province Meetings. Her expenses for these meetings, contingent on available funds, will be provided for in the annual budget. Covered expenses may include Registration, ½ hotel room, airfare, NCCW

convention province dinner and banquet. Note: At DCCW Convention ½ hotel room doesn't apply as she stays in hospitality room.

- G. Based on information from the NCCW Province Director, shall keep track of affiliates' status – active or inactive dependent on payment of dues, and with the DCCW Treasurer and Deanery President will follow up accordingly.
- H. Serves as Convention Chair, performing all duties described in the Convention Guidelines.

**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 NCCW Conventions and Province Meetings. Her expenses for these meetings, contingent on available funds, will be provided for in the annual budget. Covered expenses may include Registration, ½ hotel room, airfare, NCCW convention province dinner and banquet.
- F. 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 from the board.

**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. Promote approved fundraising at board meetings and perform all duties as described in the Convention Guidelines.

**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. Will perform all Convention duties assigned to the Secretary, as described in the Convention Guidelines.
- F. 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 required, will provide a monthly report to Diocesan CFO as outlined in the Standing Rules.
- G. 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.
- H. Will prepare all records for presentation to the audit committee and attend the audit for questions.
- I. Shall follow-up with affiliate dues payments and advise president of any delinquencies.
- J. Will perform all Convention duties assigned to the Treasurer, as described in the Convention Guidelines.

**Section 6.** The Historian:

- A. Will take photographs at meetings and events and collect and preserve all data pertaining to the history and activities of the DCCW.
- B. Presentation of all should be made to the outgoing president at the June board meeting following the end of her term, after which it will be archived.

**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 and perform such duties as stated in the DCCW Convention Guidelines.
- C. In order to maintain and reflect a non-biased status, the Parliamentarian is only eligible for ballot votes.

**Section 8.** Each officer and commission/committee 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. She shall perform duties as specified in the Convention Guidelines.

**Section 10.** Each Deanery President shall be a liaison between her deanery affiliates and DCCW. She shall furnish a current roster of officers of their deanery and each affiliate in their deanery to the DCCW Secretary.

**Section 11.** The Spiritual Advisor is invited to all DCCW board meetings. If the Spiritual Advisor chooses to attend DCCW Convention and/or NCCW Convention, his expenses shall be covered in the DCCW annual budget. Covered expenses include hotel and registration and for NCCW convention includes: airfare, Spiritual Advisors Luncheon, Province Dinner, and Banquet.

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

**Section 13.** The reports of all DCCW Officers, Deanery Presidents, Commission Chairs, Standing Committee Chairs, and Special Committee Chairs are to be emailed to the DCCW Secretary as well as the Website Editor a minimum of three (3) days prior to the DCCW Board of Director's meetings.

**ARTICLE XIV. AMENDMENTS TO BYLAWS**

**Section 1.** These Bylaws may be amended or repealed, or new Bylaws may be made and adopted by the Board, 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 Board Members.

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

**ARTICLE XV. 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.

Presented: ~~November 14, 2020~~ [redacted] DCCW Board Meeting

Approved: ~~November 14, 2020~~ [redacted]

- Committee: Dawn Haberkorn, Chair  
Becky Colombo  
Kathy Fazio  
Karen Fawbush  
Cheryl Johnson  
Kirsten Mele