

## **Official Bylaws of the Knoxville Diocesan Council of the National Council of Catholic Women**

As adopted at the Knoxville Diocesan Convention, Kingsport, Tennessee 1990

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## **Official Bylaws of the Knoxville Diocesan Council of Catholic Women**

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### **ARTICLE I NAME**

This organization shall be known as the Knoxville Diocesan Council of the National Council of Catholic Women, hereinafter referred to as KDCCW.

### **ARTICLE II INSIGNE**

The Board of Directors shall establish the insigne of the KDCCW.

### **ARTICLE III OBJECTIVES**

The objectives and purposes of this KDCCW shall be the following:

Section 1. To unite the Catholic organizations and individual Catholic women of the Diocese, to develop their spiritual growth and leadership potential and to motivate and assist them to act upon current issues in the Church and Society.

Section 2. To be a medium through which the Catholic women of the Diocese may speak and act on matters of common interest.

Section 3. To establish relations with other civic and social agencies and interfaith groups in the endeavor to create interest in, and to aid in the solution of present day religious, civic and educational problems.

Section 4. To unite with the Church and its teachings and to further such undertakings as have the recommendations or the approval of the Bishop of the Diocese.

#### **ARTICLE IV MEMBERSHIP**

The objectives and purposes of this KDCCW shall be the following:

Section 1. All Catholic women's organizations who subscribe to the objectives of the KDCCW shall be eligible for membership.

Section 2. Groups of Catholic women from organizations of male and female membership who subscribe to the objectives of the KDCCW shall be eligible for membership.

Section 3. Catholic women who are individual members of the National Council of Catholic Women and who subscribe to the objectives of the KDCCW shall be eligible for membership.

#### **ARTICLE V AUTONOMY**

This KDCCW shall not in any way interfere with the government or violate the autonomy of any Society or association affiliated with it.

#### **ARTICLE VI GOVERNING BODIES**

The objectives and purposes of this KDCCW shall be the following:

Section 1. (Diocesan Convention) The governing body of the KDCCW shall be the voting delegates assembled at the Diocesan Convention.

Section 2. (Board of Directors) Voting members of the Board of Directors shall consist of the following: membership, Elected officers of the KDCCW, Immediate Past President, Deanery Presidents elected by their respective deaneries, Diocesan Spiritual Advisor and Deanery Spiritual Advisors, Commission Chairmen and Vice Chairmen, Two (2) elected/appointed representatives from each Deanery, Chairmen of special committees appointed by the President, any member of the NCCW Board of Directors residing in the Diocese of Knoxville, Province Director of Louisville, Non-voting members of the Board of Directors shall consist of past Diocesan Presidents. Qualification for membership of an elected/appointed representative on the Board of Directors is dependent on an individual being a member of an affiliate organization or an individual member of NCCW.

Section 3. (Executive Committee) The Executive Committee shall consist of the President, Immediate Past President, Vice President, Deanery Presidents, Recording Secretary and Treasurer.

##### Section 4. (Officers)

a) The elected officers shall be: President, Vice President, Recording Secretary and Treasurer.

b) The rotation of office of President among the Deaneries is to be encouraged.

c) The Bishop of the Diocese shall be honorary president.

##### Section 5. (Actions)

a) In emergencies, the Executive Committee shall have power to act. All actions taken by the Executive Committee shall be reported to the Board of Directors as soon as possible, but no later than thirty (30) days.

b) The Board of Directors shall have jurisdiction over all matters relating to the management of all affairs of the KDCCW subject to the final approval of the Bishop of the Diocese. No action of the Board of Directors shall conflict with any action taken by the voting delegates assembled at the Diocesan Convention.

c) The Board of Directors shall have power to fill a vacancy in any office which the Board of Directors was originally authorized to fill under Article VIII, Section 2A. The appointees shall possess all the qualifications for original election.

d) All public statements issued by a KDCCW Board member while serving as representative of KDCCW shall be consistent with KDCCW objectives and policies.

## **ARTICLE VII MEETINGS**

### Section 1.

a) The KDCCW general membership shall convene annually during the second calendar quarter for the transaction of business.

b) The call to the Diocesan Convention shall be sent no less than sixty (60) days prior to the Diocesan Convention.

c) A registration fee shall be charged to all attending the Diocesan Convention, the amount to be decided by the Board of Directors.

Section 2. The Board of Directors shall meet at least three (3) times a year, once in the city where the Diocesan Convention is held and the other two meetings to be called at the time, location and discretion of the President with the approval of the Executive Committee. Members are to be notified no less than three (3) weeks prior to the date of such meetings.

Section 3. Meetings of the Executive Committee shall be subject to the call of the President or at the request of a majority of the Executive Committee members.

Section 4. A biennial orientation meeting of the newly elected Diocesan officers and appointed Diocesan board members shall be called following the Diocesan Convention and shall be held prior to close of the fiscal year, June 30.

## **ARTICLE VIII NOMINATING COMMITTEE, NOMINATIONS AND ELECTIONS**

Section 1. (Nominating Committee) At the Fall Board Meeting of the second year of each administration, a Nominating Committee consisting of members of the Board of Directors, one from each Deanery, shall be elected by the Board of Directors. The President shall appoint the chairman from the elected committee members.

### Section 2. (Nominations)

a) At the Winter Board Meeting of the second year of each administration, the Nominating Committee shall, subject to the approval of the Spiritual Advisor, present for election one name for each of the Diocesan offices of President, Vice President, Recording Secretary and Treasurer. Other nominations may be made from the floor.

b) Nominees shall be Catholic women who are members of an affiliated organization who have consented to serve in the office for which nominated. Individual members of NCCW may be nominated if membership has been held for two (2) years and the individual has had previous experience on an affiliate organization Board of Directors. Nominees for the offices of President and Vice President shall have served at some time a term on the KDCCW Board of Directors.

c) Members of the Nominating Committee may not be candidates for office while serving on the committee.

### Section 3. (Elections)

- a) Election of Diocesan officers shall be by ballot at the Winter Board Meeting, unless there is only one candidate for an office, when by unanimous vote the ballot for that office shall be dispensed with. If inclement weather prevents the presence of a quorum at the Winter Board Meeting, a written ballot shall be taken by mail and or email.
- b) The installation of the Diocesan officers shall take place at the close of the Diocesan Convention.

## **ARTICLE IX REPRESENTATION AND VOTING**

### Section 1. (Representation)

- a) Each affiliated organization shall be entitled to be represented at the Diocesan Convention by two (2) voting delegates.
- b) Individual members of NCCW who have held NCCW membership for two (2) years shall have vote at the Diocesan Convention. Records kept at NCCW and made available to the Diocesan Parliamentarian will certify individual members.
- c) The President of each organization or her designee shall certify the names of the delegates of the organization to the Diocesan Parliamentarian before the Business Session of the Diocesan Convention.
- d) The voting membership of the Diocesan Convention shall consist of the certified organization delegates, certified individual members, and the Board of Directors of the KDCCW.
- e) Any newly created Deanery may apply to the Board of Directors for separate Deanery affiliation.

### Section 2. (Voting)

- a) Voting at any meeting shall be confined to voting delegates present.
- b) A quorum shall be as follows: Diocesan Convention: The voting membership present. Each voting delegate is eligible for one voting card. Board of Directors: Nine (9) members, two (2) of whom shall be officers, Executive Committee: Five (5) members.

## **ARTICLE X TERM OF OFFICE**

Section 1. The term of office for officers shall be from the close of the Diocesan Convention at which they are installed for a two (2) year term until the close of the Diocesan Convention at which their successors are installed.

Section 2. No elected officer shall be eligible to serve more than two (2) consecutive terms in the same office.

## **ARTICLE XI DUTIES OF OFFICERS**

### Section 1. (President)

- a) The President shall preside at all meetings of the KDCCW and at all meetings of the Diocesan Board of Directors.
- b) The President shall be an ex-officio member of all committees except the Nominating Committee of the KDCCW and an ex-officio member of the Board of each Deanery.
- c) She shall be the official representative to the Board of any organization directly and indirectly related to the Diocese of Knoxville, if so requested by such organization.
- d) The President shall appoint the Commission Chairmen, Parliamentarian, Corresponding Secretary, e-Secretary and Chairmen of special committees.
- e) The newly elected President shall preside at the biennial orientation meeting (reference ARTICLE VII, Section 4).
- f) The President can authorize payments up to \$100 without approval of the Executive Committee. She shall perform such other duties as devolve upon her office.

## Section 2. (Vice President)

- a) The Vice President shall perform all duties of the President in her absence or disability.
- b) She shall perform such other duties as may be assigned by the President and as ordinarily pertain to the office.

## Section 3. (Recording Secretary)

- a) The Recording Secretary shall keep the minutes of the Diocesan Board meetings, the Diocesan Convention and all Executive meetings and shall have charge of all papers pertaining to her office.
- b) She shall furnish a report of the actions taken by the Executive Committee and Board of Directors to all Board members within thirty (30) days (reference ARTICLE VI, Section 5A).
- c) She shall call the roll at the Diocesan Convention and meetings.
- d) The Recording Secretary shall maintain a separate file on Resolutions adopted at each Diocesan Convention as a permanent record and as a reference for the Resolution Committee Chairman.

## Section 4. (Treasurer)

- a) Affiliates pay annual dues directly to National Council of Catholic Women. The Deanery Treasurer will request that all affiliates report to her upon their payment to National. The Deanery Treasurer then reports to the Treasurer of the Knoxville Diocesan Council of Catholic Women.
- b) The Treasurer shall pay all pre-budgeted bills, others to be paid as authorized by the President and/or Executive Committee.
- c) The Treasurer shall provide written Treasurer's Reports at KDCCW Board meetings and Executive meetings.
- d) All books of the Treasurer shall be audited annually in July by an auditor approved by the Board of Directors at the Spring Board Meeting. The auditor shall render a written report to the President no later than thirty (30) days after the audit is completed. The President shall review the report and turn it over to the Treasurer to be filed, no later than thirty (30) days after receipt of the report. The Treasurer shall read the audit report at the Fall Board Meeting.

## Section 5. (Additional Duties)

- a) Each officer shall, upon or within thirty (30) days after the expiration of her term of office, turn over to her successor books, papers and other property pertaining to her office.

## **ARTICLE XII COMMISSIONS/COMMITTEES**

Section 1. Commissions and Special Committees may be created or discontinued as the Executive Committee or Board of Directors deems advisable for the conduct of work.

Section 2. A Chairman of any Commission shall serve one term of two (2) years or until her successor is appointed. She shall turn over to her successor books, papers and other property pertaining to her position within thirty (30) days after the expiration of her term.

## **ARTICLE XIII DUES AND CONTRIBUTIONS**

The objectives and purposes of this KDCCW shall be the following:

Section 1. Annual dues are required for each organization to affiliate with the National Council of Catholic Women. Affiliates will pay the National Council of Catholic Women directly and then report to the Deanery Treasurer upon payment.

Section 2. Membership dues for individual Catholic women shall be submitted by the individual to the National Council of Catholic Women.

Section 3. The KDCCW shall be privileged to solicit and accept contributions from interested persons wishing to assist the KDCCW. They shall have neither voice nor vote in the deliberations of the KDCCW.

#### **ARTICLE XIV POLITICAL ACTIVITIES**

Section 1. No officer of the KDCCW or member of the Board of Directors may be a candidate or hold a political office at the State or National level while serving as an officer of the KDCCW.

Section 2. No monies shall be given in the name of KDCCW to support the activities of any political candidate or party.

#### **ARTICLE XV FUNDS AND PROPERTY**

The Board of Directors shall be trustees to take title to and hold all funds and personal property of the KDCCW.

#### **ARTICLE XVI RESOLUTIONS**

Section 1. There shall be a Resolutions Committee consisting of at least three (3) members who shall be appointed by the President.

Section 2. Two (2) weeks prior to the Winter Board Meeting will serve as the deadline for presentation of resolutions to the Resolution Committee.

Section 3.

a) The Resolutions Committee shall review all proposed resolutions and present them to the Board of Directors at the Winter Board Meeting with recommendations for consideration and approval. By majority vote, the Board of Directors shall have the power to reject any resolution.

b) If a resolution is rejected by the Board of Directors, the member may present it to the Diocesan Convention. The resolution shall be considered provided two-thirds (2/3) of the voting delegates approve.

c) The proposed resolutions shall be sent to the membership no less than sixty (60) days prior to the Diocesan Convention.

Section 4. Notwithstanding the time limit in Section 2, a member shall have the power to present to the Resolutions Committee/Board of Directors a timely resolution for consideration by the Diocesan Convention no later than at the opening session of the Diocesan Convention. One hundred (100) copies of the proposed resolution must accompany the request for consideration.

Section 5. The Chairman of the Resolutions Committee may request a copy of the permanent file from the Recording Secretary.

#### **ARTICLE XVII AMENDMENTS**

Section 1. The bylaws may be amended at any Diocesan Convention by a two-third (2/3) vote.

Section 2.

a) The Bylaws Committee shall present proposed amendments to the Board of Directors at the Winter Board Meeting.

b) The Board of Directors shall have authority to change any provision of the proposed amendment.

c) Voting delegates at the Diocesan Convention may make amendments to the proposed amendments.

Section 3. The proposed amendments and rationale shall be sent to the membership no less than sixty (60) days prior to the Diocesan Convention.

Section 4. An emergency amendment may be proposed without prior notice at a Diocesan Convention provided it has been previously approved by the Board of Directors by a three-fourth (3/4) vote of full membership of the Board of Directors. Such an amendment shall be approved by three-fourth (3/4) vote of the voting delegates at the Diocesan Convention.

#### **ARTICLE XVIII INDEMNIFICATION**

Section 1. The KDCCW shall indemnify, to the full extent permitted by the laws of the State of Tennessee, any Executive Administrator, Acting Executive Administrator or member of the Board of Directors against expenses actually and necessarily incurred by her in connection with the defense of any action, suit or proceeding in which she is made a party by reason of being or having been such Executive Administrator, Acting Executive Administrator or member of the Board of Directors, except in relation to matters as to which she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such Executive Administrator, Acting Executive Administrator and members of the Board of Directors may be entitled, under any agreement, vote of the Board of Directors or members, or otherwise.

Section 2. Expenses incurred with respect to any such claim, action, suit or proceeding referred to in this article may be advanced by the KDCCW prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that she is entitled to indemnification under this article.

Section 3. The rights of indemnification provided in this Article shall be in addition to any rights to which any persons concerned may otherwise be entitled by contract.

#### **ARTICLE XIX DISSOLUTION**

In the event of dissolution, the residual assets of the Knoxville Diocesan Council of Catholic Women will revert to the Diocese of Knoxville

#### **ARTICLE XX PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order, Newly Revised, shall govern the KDCCW in all cases to which they are applicable and in which they are not inconsistent with these bylaws.