

Official By-Laws
Of
CUMBERLAND MOUNTAIN DEANERY COUNCIL
of the Knoxville Diocesan Council of Catholic Women

Adopted September 16, 1993; Amended February 23, 1995; Amended October 22, 2008; Amended November 7, 2012; Amended Article I, II, III, IV, VII, IX, X, XI, XIII, XIV, XV, XVI, XVII, XVIII March 13, 2013, Amended Article I, II, V, VII, VIII, X, XII, XVII, XVIII November 21, 2015. Amended Article V, VI, VII, X, XI, XII October, 2019

ARTICLE I
NAME

Section 1.

This federation shall be known as the Cumberland Mountain Deanery Council of Catholic Women, herein referred to as CMDCCW.

Section 2.

This federation shall be one of the units of the Knoxville Diocesan Council of Catholic Women, herein referred to as KDCCW.

Section 3.

This federation shall be one of the units of the National Council of Catholic Women, herein referred to as NCCW.

ARTICLE II
OBJECTIVES

The objectives and purposes of the CMDCCW shall be as follows.

Section 1.

To unite the Catholic organizations and individual Catholic women of the CMDCCW, 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 CMDCCW may speak and act on matters of common interest.

Section 3.

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

Section 4.

To provide leadership assistance to CMDCCW affiliates in their efforts to serve their parishes and local, national and global communities.

Section 5.

To unite with the Church and its teachings and to further such undertakings as approved by the CMDCCW Spiritual Advisor.

**ARTICLE III
MEMBERSHIP**

Section 1.

All Catholic women's organizations within the CMDCCW who subscribe to the objectives of the CMDCCW shall be eligible for membership.

Section 2.

Groups of Catholic women from organizations of male and female membership within the Cumberland Mountain Deanery who subscribe to the objectives of the CMDCCW shall be eligible for membership.

Section 3.

Catholic women who are registered parishioners in a CMDCCW affiliate or who are individual members of the NCCW who subscribe to the objectives of the CMDCCW shall be eligible for membership.

**ARTICLE IV
AUTONOMY**

The CMDCCW shall not in any way interfere with the government or violate the autonomy of any society or association affiliated with it.

**ARTICLE V
GOVERNING BODIES**

Section 1. General Meetings

The governing body at CMDCCW General Meetings shall be the voting delegates assembled at such meetings. The Spiritual Advisor shall *ipso facto* be a member of the Board of Directors with voice and vote.

Section 2. Board of Directors

- A. Voting members of the Board of Directors shall consist of the following:
 - 1. Elected officers of the CMDCCW
 - 2. Immediate Past CMDCCW President
 - 3. Affiliate Presidents elected by their respective affiliates
 - 4. Affiliate Vice Presidents elected by their respective affiliates
 - 5. Commission Chairs
 - 6. Chairs and Vice Chairs of special committees appointed by the President
 - 7. Corresponding Secretary appointed by the President
 - 8. Spiritual Advisor of Cumberland Mountain Deanery
 - 9. Members of the KDCCW Board of Directors belonging to the Cumberland Mountain Deanery affiliates
 - 10. Members of the NCCW Board of Directors belonging to the Cumberland Mountain Deanery affiliates

- B. The Bishop of the Diocese shall be honorary President of the CMDCCW. The past Deanery Presidents shall be honorary members of the Board of Directors without vote.

- C. Qualification for membership of an elected/appointed representative to the Board of Directors are dependent on an individual being a member of an affiliate organization of the CMDCCW or an individual member of NCCW belonging to a non-affiliated CMD parish.

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

- E. The membership of an elected representative on the Board shall automatically terminate with her withdrawal from her organization, or the withdrawal of her group from membership in KDCCW unless she maintains her individual membership in NCCW.

Section 3. Executive Committee

- A. The Executive Committee shall consist of the President, Vice President, Recording Secretary, Treasurer and the Immediate Past President.

- B. All powers and duties of the Board of Directors shall be discharged in the interim between meetings of the Board by the Executive Committee unless otherwise delegated in this By-Law.

- C. Notwithstanding any other position of these articles, the Cumberland Mountain Deanery Council shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501c (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

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 affiliates is strongly encouraged.
- C. The Treasurer and any one other Officer shall have signature rights to CMDCCW financial accounts.
- D. The Bishop or Administrator of the Diocese of Knoxville shall be Honorary President of the CMDCCW.
- E. The Spiritual Advisor shall *ipso facto* be a member of the Board of Directors with voice and vote.

Section 5. Actions

- A. 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. No actions taken by the Executive committee shall conflict with any actions taken by the Board of Directors. All actions shall be in compliance with the By-Laws.
- C. The Board of Directors shall have jurisdiction over matters relating to the management of the affairs of the CMDCCW subject to consultation with the CMDCCW Spiritual Advisor.
- D. All public statements issued by a CMDCCW Board member while serving as representative of the CMDCCW shall be consistent with the CMDCCW objectives and policies.

Section 6. Fiscal Year

The Fiscal Year of the Deanery Council shall begin July 1 and end June 30.

**ARTICLE VI
MEETINGS**

Section 1.

The CMDCCW shall hold at least two General Deanery Meetings a year, in the fall after the KDCCW board meeting and in the spring thirty (30) days prior to the KDCCW Convention for the purpose of transacting business. The President shall establish a time, date and place in concurrence with the hosting affiliate and CMDCCW Spiritual Advisor.

Section 2.

The Board of Directors shall meet at the call of the President in the fall and winter at a date, time and place specified by her but at least 30 days prior to all General Deanery Meetings. The President shall establish such meetings in concurrence with the CMDCCW Spiritual Advisor. Meetings may also be held upon the written request of at least three (3) members of the Board of Directors, in which case a minimum of fourteen (14) days notice shall be given all Board Members.

Section 3.

The Executive Committee shall meet at the call of the President or at the request of two (2) of its members.

Section 4.

The CMDCCW may hold special meetings upon the call of a quorum of the Board of Directors. (refer to ARTICLE VIII. Section 2.D. for definition of quorum)

Section 5.

Notice of a proposed meeting of the CMDCCW General Membership, Board of Directors or Executive Committee including time, place and date shall be published to the Board of Directors by the President as follows:

General Deanery Meeting	30 days with an agenda
Board of Directors Meeting	30 days with an agenda
Executive Committee Meeting	14 days with or without an agenda

Section 6. Notification

US Mail letters or E Mail notification of all meetings shall be sent to all members of the Board of Directors as designated in ARTICLE V, Section 2, A.

Section 7.

An orientation meeting of newly elected Officers and Board members shall be called following the Spring General Meeting and prior to the close of the fiscal year (June 30).

Section 8.

Deanery Projects shall be considered at a General Deanery Meeting every two (2) years. Deanery Projects shall last for two (2) years and coincide with the CMDCCW President's term. Any affiliate within CMDCCW shall present a Deanery Project for consideration. They should be clear who the project is benefitting within the CMDCCW geographical area and how members are to support it. Deanery Projects shall be accepted by a by two-thirds (2/3) of the voting delegates at the General Deanery Meeting.

**ARTICLE VII
STANDING COMMITTEES AND ELECTIONS**

Section 1. Nominating Committee

At the Fall Meeting of the Board of Directors of the second year of each administration a Nominating committee consisting of three (3) members of the Deanery Board shall be elected by the Board.

- A. Nominations: At the Spring Board Meeting the Nominating committee shall, subject to the approval of the Spiritual Advisor, present for election at least one name for each vacancy in the Deanery Office of President, Vice-President, Recording Secretary, and Treasurer. The selection of one member for each position shall be made by the nominating committee and shall be furnished to all affiliates together with the nominee's qualifications at least thirty (30) days prior to the Spring Board meeting. Additional nominations may be made from the floor at that meeting.
- B. Members of the Nominating Committee may not be candidates for office while serving on the Nominating Committee.
- C. Nominees shall be women who are in good standing in the CMDCCW or a paid affiliate organization, or are Individual Members of NCCW, who have consented to serve in the office for which nominated, preferably a woman who has served on an affiliate Board of Directors.
- D. Nominees for the offices of President and Vice President shall have served a term on the CMDCCW Board of Directors at some time.
- E. No elected officer shall be eligible to serve more than two (2) consecutive terms in the same office.
- F. In the event the Nominating Committee has exhausted efforts to obtain a new name to present for each office of the slate, the name of the current office holder may be submitted for election consideration

Section 2. Elections and Installation

- A. The Chair of the Nominating Committee shall present the names of nominees for election at the CMDCCW Spring General Meeting. Nominations for positions may be taken from the floor. If there is more than one nominee for any office, vote shall be by ballot.
- B. All the officers shall be elected at the Spring General Meeting. The term of elected officers shall be for two (2) years.

C. Election of Deanery Officers shall be by ballot at the Spring General 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 Spring General Meeting, an email ballot shall be administered. The installation of the CMDCCW Officers shall take place at the Spring General Meeting.

D. All Votes taken shall be determined by a simple majority.

Section 3. Finance and Budget Committee

At the Fall Meeting of the Board of Directors of each year of each administration a Finance and Budget Committee consisting of the Treasurer and two (2) members of the Deanery Board shall be elected by the membership.

- A. At the Spring General Meeting, the Finance and Budget Committee shall present an annual budget for adoption by the membership covering the July 1-June 30 fiscal year.
- B. The budget may be amended by the Executive Committee in emergencies or by the membership when in session to meet the needs of the organization.

Section 4. Vacancies

- A. The Executive Committee shall have power to fill a vacancy of any elected office of the CMDCCW, to be approved by the CMDCCW Board of Directors.
- B. The nominee(s) shall possess all the qualifications for original election.

ARTICLE VIII REPRESENTATION AND VOTING

Section 1. Representation

Each affiliate shall be authorized two (2) delegates to each CMDCCW General Meeting who must be in attendance to exercise their votes.

Section 2. Voting

- A. Voting at CMDCCW General Meetings is limited to members of the CMDCCW Board of Directors and official affiliate delegates. A voting officer in attendance can also vote again as a delegate if two other delegates of their affiliate are not in attendance.
- B. Non-voting CMDCCW affiliate members are entitled to participate in all discussions.

C. Individual members of NCCW are entitled to participate in all discussions, but have no vote.

D. The quorum for meetings shall be as follows:

CMDCCW General Meetings:	Voting representation 25% of affiliated organizations present
CMDCCW Board Meetings:	Eight (8) members, two (2) of whom shall be officers
Executive Committee Meetings:	Four (4) members

ARTICLE IX TERM OF OFFICE

Section 1.

The term of office for elected officers and the two (2) appointed representatives to the KDCCW Board of Directors shall be for two (2) years, from the close of the Annual KDCCW Convention following their installation until the close of the Annual KDCCW Convention two (2) years hence.

Section 2.

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

ARTICLE X DUTIES OF OFFICERS

Section 1. President

- A. The President shall preside at all CMDCCW General Meetings and CMDCCW Board of Directors Meetings.
- B. The President shall be an ex-officio member of all committees except the Nominating Committee of the CMDCCW and an ex-officio member of the Board of Directors of each affiliate.
- C. The President shall be the official representative of the CMDCCW to the KDCCW Board of Directors, and appoint two (2) CMDCCW members as representatives to the KDCCW Board.
- D. The President shall appoint Commission Chairs and Chairs of special committees.
- E. The president may, at her discretion, appoint a corresponding secretary.

- F. The President shall inform the CMDCCW affiliates of NCCW Annual Dues Notice.
- G. The President shall forward the KDCCW and CMDCCW information to all CMDCCW affiliates and non-affiliated parishes.
- H. The President shall perform such other duties as devolved upon her office.

Section 2. Vice-President

The Vice-President shall assume all duties of the President in her absence. The Vice-President shall be the next President of the Deanery.

- A. The Vice President shall perform all the duties of the President in her absence or disability. The Vice President shall perform such other duties as may be assigned by the President.
- B. The Vice President shall become the next President.

Section 3. Recording Secretary

- A. The Recording Secretary shall keep the minutes of the CMDCCW General Meetings, the CMDCCW Board of Directors Meetings and CMDCCW Executive Committee Meetings.
- B. The Recording Secretary shall call the roll at the meetings.
- C. The Recording Secretary shall have charge of all papers pertaining to her office.
- D. The Recording Secretary shall furnish a report of the actions taken by the Executive Committee and Board of Directors to all Board members with thirty (30) days of such meetings.
- E. The Recording Secretary shall keep a correct list of names of all members of the CMDCCW Board of Directors (Reference Article V, Section 2. A)
- F. The Recording Secretary shall conduct the correspondence and retain records of such correspondence.

Section 4. Treasurer

- A. The Treasurer shall send annual CMDCCW dues notices to the respective affiliate treasurers or contact persons in the Fall in a timely manner.
- B. The Treasurer shall receive annual CMDCCW dues payments from respective affiliates by the Fall General Meeting.
- C. The Treasurer shall follow up with affiliates missing the Fall General Meeting deadline to remind them dues are delinquent on January 1.
- D. The treasurer shall pay all bills which have been approved by the Board of Directors or the Executive Committee. Receipts are required for all reimbursements. The Treasurer shall provide written Treasurer Reports at all Board of Directors Meetings, CMDCCW General Meetings, and Executive Committee Meetings.
- E. An auditor appointed by the President and approved by the Board of Directors shall audit all books of the Treasurer at the end of the term of office. Written reports of the audit, if requested, shall be rendered thirty to forty-five (30-45) days after the term of office has expired.

Section 5. Officers and 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.
- B. The CMDCCW President and Commission Chairs shall render written reports for each year's work at each General CMDCCW Meeting. They will be posted on the CMDCCW website.

Section 6. Public Statements

All public statements issued by any CMDCCW Officer while serving as representatives of the CMDCCW shall be consistent with the CMDCCW objectives and policies.

**ARTICLE XI
COMMISSIONS/COMMITTEES**

Section 1.

Commissions and Special Committees may be created or discontinued as deemed advisable by the President for the conduct of work.

Section 2.

A Chair of any Commission shall serve one term of two (2) years or until her successor is appointed. Commission Chairs may appoint a Vice Chair to assist in carrying out the function of the Commission. 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 XII
DUES AND CONTRIBUTIONS**

Section 1.

The annual CMDCCW dues shall be set for each affiliate at the Fall Board Meeting.

Section 2.

All annual dues shall be due and payable by the Fall General Meeting, and delinquent after January 1. Failure to comply deprives delinquent organizations of all national publications sent by virtue of affiliation. Affiliate organizations are not entitled to voting privileges at the next Diocesan Convention unless dues are forwarded each year on or before January 1.

A. NCCW Annual Dues

1. Annual Dues for Affiliates are required for affiliation with the NCCW by Affiliates. NCCW Annual Dues shall be submitted by Affiliates to the NCCW. Payment of annual dues by Affiliates is reported to the CMDCCW Treasurer.
2. NCCW Annual Dues shall be submitted by individuals to the NCCW for individual membership.
3. Failure to comply with the above deprives delinquent Individuals and Affiliates of all National publications sent by virtue of affiliation. Both Affiliates and Individual Members will lose their voting privileges at NCCW and KDCCW.

B. Cumberland Mountain Deanery

1. Each affiliate shall be assessed Annual Dues payable to the CMDCCW Treasurer by the Fall General Meeting.
2. Affiliates who fail to pay their Deanery dues will lose their voting privileges at CMDCCW general meetings.
3. Registration fees are charged for those attending the CMDCCW Fall and Spring General Meetings.

- C.** Affiliate organizations not able to meet their payment deadlines because of extraordinary circumstances may submit a formal request and be granted an extension of time by the CMDCCW Executive Committee, KDCCW or NCCW. Voting privileges would be maintained during this extension.

Section 3.

This CMDCCW shall be privileged to solicit and accept contributions from interested persons wishing to assist the Deanery council. They shall have neither voice nor vote in the deliberations of the CMDCCW.

**ARTICLE XIII
POLITICAL ACTIVITIES**

Section 1.

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

Section 2.

No monies shall be given in the name of the CMDCCW to support the activities of a political candidate or party.

**ARTICLE XIV
FUNDS AND PROPERTY**

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

ARTICLE XV AMENDMENTS

The By-Laws may be amended at a meeting of the membership by two-thirds (2/3) vote, provided there shall have been attachments to the call letter for the Meeting with a copy of the proposed amendment or amendments.

ARTICLE XVI INDEMNIFICATION

Section 1.

The CMDCCW shall indemnify, to the full extent permitted by the laws of the State of Tennessee any Executive Administrator, Acting Executive Administrator, or any members of the Board of Directors against expenses actually and necessarily incurred by her in connections 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, indemnification shall not be deemed exclusive of any 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 CMDCCW 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 be ultimately determined that she is entitled to indemnification by this article.

Section 3.

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

ARTICLE XVII DISSOLUTION

In the event of dissolution, the residual assets of the CMDCCW will revert to the KDCCW.

ARTICLE XVIII

PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of the *Robert's Rules of Order Newly Revised* shall guide this CMDCCW in all cases in which they are applicable and are consistent with these By-Laws.

By-Laws Revision Committee

Donna Curry, Chair
Kathy Morin
Karen Miller

October xx, 2019