

## **BYLAWS**

### **EPISCOPAL WOMEN'S HISTORY PROJECT, INC.**

Adopted 02/10/92; revised/amended 06/96, 12/97, 02/05, 02/09, 02/10, 09/20

### **A PREAMBLE TO THE 2020 BYLAWS FOR THE EPISCOPAL WOMEN'S HISTORY PROJECT**

These BYLAWS are revised and amended to respond to the changes in the world around us. Different methods are required for meeting, for communicating, for participating in governing of non-profit organizations. Commitment to an organization that has operated for forty years to serve Women of The Episcopal Church requires maintaining the history and the accomplishments of these women. The BYLAWS created here both honor the work of the founders and embrace the work of the current leaders. We are now required to live in a world where communication demands different methods of doing business and relationships that are maintained through many different forms of assembly. The concept of a Proxy is no longer necessary, as any meeting can be attended by a member online. Voting on important business can be presented through electronic connections. This Board has attempted to address these new challenges with care and devotion to a living concept that guards history, encourages the present world, and makes room for the speed of the future. There are many stories to be found, told, supported, and encouraged by the Episcopal Women's History Project, and for these reasons, this Board presents this Document for Analysis and Approval.

**THE BYLAWS**  
**OF**  
**EPISCOPAL WOMEN’S HISTORY PROJECT, INC.**

Adopted 02/10/92; revised/amended 06/96, 12/97, 02/05, 02/09, 02/10, 09/20

**ARTICLE I. NAME OF ORGANIZATION**

The name of the organization is Episcopal Women’s History Project also known as EWHP.

**ARTICLE II. CORPORATE PURPOSE**

**1. PURPOSE OF THE CORPORATION**

The purposes for which this corporation have been organized are as follows:

- a. To promote and encourage research, writing and publication in all matters touching upon history of women in the Episcopal Church;
- b. To promote and encourage the collection and preservation of records and other artifacts or items of interest pertaining to such history;
- c. To foster and promote public knowledge of and interest in such history.

**2. ORIGINAL FOUNDING**

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This organization was originally organized in New York State. The registered agent in New York is: The registered agent in New York is: CT CORPORATION SYSTEM, 28 LIBERTY STREET, NEW YORK, NY 10005.

## **ARTICLE III. MEMBERSHIP**

### **1. QUALIFICATIONS FOR MEMBERSHIP**

Any person who is interested in the purposes and principles of the corporation and is willing to uphold its policies and subscribes to its Bylaws may become a member upon application and payment of annual dues.

### **2. VOTING PRIVILEGS**

Each member whose dues have been paid have the privilege of voting for all issues presented during the Annual Meeting and on other occasions as requested.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **1. ANNUAL MEETING**

The Annual Meeting of Members of the corporation shall be held as follows: year one will take place at the Tri-History Conference; the second year at the Episcopal Church Women's History Conference; and the third year at the Triennial Meeting of Episcopal Church Women at the General Convention; and failing that, the date shall be set as convenient to the Board of Directors.

Membership shall be notified 30 days of the time and place of the annual meeting. A quorum must be present to conduct the business of the corporation. A quorum should consist of 10% of the paid membership. All those members invited unable to physically attend may attend remotely.

### **2. BOARD OF DIRECTORS MEETINGS**

The Board of Directors shall meet regularly as often as monthly but no less than bi-monthly. These meetings shall take place electronically by Zoom or Conference monthly, or other remote process. Each Fall the Board of Directors shall meet face to

face at a place to selected by the board; the number of days to be determined at the time.

**3. SPECIAL MEETINGS**

Special meetings of the corporation may be called by the Board of Directors. A notice of such meeting will be announced to all members electronically; those without electronic contacts will receive notification by mail. The scheduled date of such meeting will be announced at least 10 days before. Such a notice shall state the date, time, place and purpose of the meeting.

**ARTICLE V. BOARD OF DIRECTORS**

**1. MANAGEMENT OF THE CORPORATION**

The corporation shall be managed by the Board of Directors which shall consist of not less than three nor more than 15 directors. Each director shall be at least 19 years of age and must be a membership of the organization at the time of election.

**2. ELECTION AND TERM OF DIRECTORS**

At each Annual Meeting, the members shall elect Directors. The term of office for director is three years. A Director may serve three terms, for a total of nine years. The terms do not need to be sequential. Terms begin immediately upon election and expire at the appropriate annual meeting. Each director shall hold office until the term of election expires.

**3. INCREASE OR DECREASE IN NUMBER**

The Board of Directors may increase or decrease its number within the limits prescribed above. Should a decrease occur, no duly elected Director may lose their seat until the term for which they were elected expires. Should the number of directors be increased, these seats shall be filled by the election procedure prescribed above.

Vacancies shall be filled in a timely manner, either by vote of the members at the Annual Meeting or by appointment by the current directors.

**4. REMOVAL OF DIRECTORS**

Any or all of the Directors may be removed for cause by the vote of the members or by action of the Board. Directors shall be expected to attend all meetings of the Board. In the event of two consecutive absences, a Director may be asked by the Board to resign. Directors may be removed without cause only by vote of the membership.

**5. RESIGNATION**

A director may resign at any time by giving written notice either electronically or post mail to the Board, the President, or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

**6. QUORUM OF DIRECTORS**

A quorum for the transaction of business or any specified item of business shall be at least half plus one of members of the Board before business can be transacted or motions made or passed.

**7. ACTION OF THE BOARD**

The vote of the majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director shall have one vote.

**8. NOTICE OF MEETINGS OF THE BOARD**

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time be determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three days' notice to each director either personally, by electronic methods, or by mail or by other written communication. Special meetings shall be called by the President, or by written request of two directors.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all

directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

Meetings may be held virtually (i.e., through electronic means or by telephone). Those participating in the virtual meeting shall be counted as if actually present for the purposes of quorum, and such meetings shall be subject to all Bylaw requirements for a face-to-face meeting of the Board.

**9. CHAIR**

At all meetings of the board, the President, or in that absence, the Vice-President shall preside.

**ARTICLE VI. OFFICERS**

**1. OFFICES AND TERMS**

The Board may elect or appoint a President, a Vice President, a Secretary, a Treasurer, and such other officers as it may determine, who shall have such duties, powers, and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the next election. Each officer shall hold office for the term elected or appointed. Officers shall be elected at the Triennial Annual Meeting of members and may serve up to three consecutive three-year terms.

**2. PRESIDENT**

The President shall be the chief executive officer of the corporation; shall preside at all meetings of the Members and of the Board; shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect. The President is Ex-Officio on every Committee.

**3. VICE PRESIDENT**

During the absence or disability of the President, the Vice President shall have all the powers and functions of the President. The Vice President shall perform such other duties as the Board shall prescribe. The Vice President may be the Chair for the Second Year Conference.

#### **4. SECRETARY**

The Secretary shall keep the minutes of the Board of Directors and also the minutes of the Annual Meeting of The Membership. The Secretary shall attend to the giving and serving of all notices of the corporation; shall have charge of such books, papers, tapes and artifacts as the Board of Directors may direct; shall attend to such correspondence as may be assigned and perform all duties incidental to this office.

During the absence or disability of the Secretary, the President with the agreement of the Board, shall appoint a Secretary pro-tem who shall have all the powers and functions of the Secretary. The Board may also appoint one or more Assistant Secretaries to assist the Secretary.

#### **5. TREASURER**

The Treasurer shall have knowledge and responsibility for all the funds and securities of the corporation, shall deposit said funds in the name of the corporation in such bank or trust company as the Directors may elect; shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the corporation when countersigned by the president; shall also sign all drafts, notes, and order for the payment of money, which shall be duly authorized by the Board of Directors and shall be *either* countersigned by the President or the specific amount and expenditure approved by the President in some form of writing; shall at all reasonable times exhibit the bonds and accounts to any Director or member of the corporation upon application at the office of the corporation during ordinary business hours.

The President shall appoint a committee of two to conduct annual audits of the accounts of the corporation and to report in writing. The Treasurer shall attach the Audit to an annual report setting forth in full the financial condition of the corporation to the Annual Meeting of the Membership.

The Board may appoint one or more Assistant Treasurers to assist the Treasurer. During the absence or disability of the Treasurer, the Assistant Treasurer, or if there is more than one, the one so designated by the Board, shall have the powers and functions of the Treasurer.

#### **6. EX-OFFICIO MEMBERS OF THE BOARD**

The Board may appoint ex-officio members. Ex-officio members shall have voice but no vote and serve at the will of the Board. Members who are not elected but are appointed or contracted with payment by the Board of directors, shall be ex-officio members. Such ex-officio members may include the immediate past president, development supporters, a chaplain and other positions as needed.

#### **7. COMMITTEES**

The Board may create standing or ad hoc committees as needed such as: Communications, Membership, Fundraising, Finance, Grants and Awards, Special Events and others that may defined by the Board.

#### **8. COMMITTEE MEMBERS**

Committees shall be chaired by a member of the Board; committee members must be members in good standing; committee chairs may recruit members interested in the work of the committee; committee members must be approved by the Board; committee membership shall be for three years and can be extended for two additional three year terms.

### **V. BOOKS AND RECORDS**

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors. The Archives of the Episcopal Church will be repository for all publications, records, financial records, meeting minutes and other items deem to be necessary.



## **VI. INDEMNIFICATION**

### **SURETIES AND BONDS.**

In case the Board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of their duties to the corporation and including responsibility for negligence and for the accounting for all property, funds, or securities of the corporation which may come into the hands of such persons. Director and Officers insurance policies will cover losses for harm to another to protect them from undue liability.

## **VII: ADDENDUMS**

### **1. BYLAWS**

The Bylaws may be adopted, amended or repealed by the membership at the time they are entitled to vote in the election of Directors by the two-thirds vote of members present or voting by proxy. Bylaws may also be adopted, amended as or repealed by the Board of Directors, but any Bylaw so adopted, amended or repealed, together with a concise statement of the changes made, shall be set forth in the notice of the next meeting of the membership for the election of directors. Acceptance of changes or revisions of the Bylaws requires a majority of the membership.

### **2. ARTICLES OF CORPORATION**

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any changes of these incorporation require a majority vote of the membership.

### **3. Formalizing Changes, Additions, Removed of Bylaws**

The Board President should sign the bylaws and have the Secretary attest to the signature. All board members may also sign the bylaws. This is the appropriate wording:

We, the undersigned, are all the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this corporation.

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

**ADOPTED AND APPROVED** by the Board of Directors on  
this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

