

**AMENDED AND RESTATED CONSTITUTION AND BYLAWS**

**EPISCOPAL CHURCH WOMAN OF  
THE EPISCOPAL DIOCESE OF PITTSBURGH**

**CONSTITUTION**

**ARTICLE I – NAME**

The name of this organization shall be EPISCOPAL CHURCH WOMEN OF THE EPISCOPAL DIOCESE OF PITTSBURGH.

**ARTICLE II - OBJECT**

The object of this organization shall be to implement within the Episcopal Diocese of Pittsburgh the purpose and work of the Episcopal Church and to represent, through its corporate activities, the women of the Diocese.

**ARTICLE III – MEMBERSHIP**

All women in the parishes of the Episcopal Diocese of Pittsburgh shall be considered members of this organization.

**ARTICLE IV - OFFICERS**

The officers of this organization shall be the Bishop of the Diocese (ex officio), the President, Treasurer, and such other officers as may be elected or appointed as provided in the Bylaws.

**ARTICLE V - AMENDMENTS**

This constitution may be amended at any Meeting of the Members by a two-thirds vote of the members in attendance and voting, provided notice of the proposed amendment shall have been included in the notice of the meeting published at least thirty (30) days prior to the meeting.

## BYLAWS

### ARTICLE I - ORGANIZATION

Section 1. Executive Board. The organization will be governed by an Executive Board which shall consist of the officers of the organization, as well as three persons to be appointed annually by Diocesan Council, who may be members of Diocesan Council, and three persons to be appointed annually by the Board of Trustees for the Protestant Episcopal Diocese of Pittsburgh, who may be members of the Board of Trustees.

Section 2. Departments and Committees. The Executive Board shall have the power to establish such Departments or Committees as may be necessary or advisable for the work of the organization, and to recruit from among the women and men of the Diocese persons willing to serve on such Departments and Committees. The Chairs of any such Departments or Committees shall be appointed by the Executive Board.

### ARTICLE II - OFFICERS

Section 1. President. There shall be a President of the organization who shall serve as the Chairperson of the Executive Board. The President shall be appointed or elected as provided in Section 4 to serve a term of three (3) years, and may serve additional successive terms of three (3) years.

Section 2. Treasurer. There shall be a Treasurer of the organization who shall also serve as the Vice Chairperson of the Executive Board. The Treasurer shall be appointed or elected as provided in Section 4 to serve a term of three (3) years, and may serve additional successive terms of three (3) years.

Section 3. Other Officers. The Executive Board shall have the power to establish such other officer positions as may be necessary or advisable for the work of the organization. All such officers shall be elected to serve terms of not more than three (3) years at a Members Meeting of the organization.

Section 4. Appointment or Election of President and Treasurer. Upon the effective date of these Amended and Restated Bylaws, and upon any subsequent vacancy, the positions of President and/or Treasurer shall be filled by appointment by Diocesan Council, with the advice and consent of the Bishop. The person serving as the Treasurer of the Diocese may be appointed to serve as Treasurer of this organization. Such appointments shall remain in effect until the term expires or there is an election of President or Treasurer at a subsequent Members Meeting held by the organization.

### ARTICLE III - MEETINGS

Section 1. Meetings of Executive Board. Meetings of the Executive Board may be convened by the President or any three (3) members of the Executive Board on reasonable notice in advance to all members of the Executive Board, which may be accomplished by electronic

communication. Such members of the Executive Board in attendance at a duly convened meeting shall constitute a quorum for the conduct of business. The business of the Executive Board may be conducted using remote technology or written consents as provided in Diocesan Canon XVII, Section 9. Except as may be provided elsewhere in this Constitution and Bylaws, the vote of a majority of those voting on a matter shall be sufficient to approve such matter.

Section 2. Meetings of Members. There shall be a Meeting of the members of this organization at least once every three years at a time and place to be determined by the Executive Board. Reasonable notice shall be provided in advance of the Members Meeting, which may be accomplished by publishing notice of the meeting at least thirty (30) days in advance on the Diocesan website. Such members of the organization in attendance at a duly convened meeting of the organization shall constitute a quorum for the conduct of business. The Executive Board may, but will not be required to, permit attendance using remote technology on such terms as may be established by the Executive Board. Except as may be provided elsewhere in this Constitution and Bylaws, the vote of a majority of those voting on a matter shall be sufficient to approve such matter.

#### **ARTICLE IV - FINANCES**

Section 1. Trustee of Funds. The Board of Trustees for the Protestant Episcopal Diocese of Pittsburgh shall be the trustee of all permanent funds donated to this organization or its predecessor organizations, including the Diocesan Women’s Auxiliary, the Diocesan Branch of the Women’s Auxiliary of the National Council, the United Thank Offering, and the Women of the Diocese, by whatever name called.

Section 2. Use of Income. The annual income from all permanent funds donated to this organization or its predecessor organizations shall be used as determined by the Executive Board. The amount of the annual income shall be determined in accordance with the annual spending policy adopted by the Board of Trustees for funds held for the Diocese and its parishes and institutions.

Section 3. Executive Board Funds. Any other funds raised by or donated to the organization for special purposes, or for the operating expenses of the Executive Board, if any, shall be subject to the oversight and authority of the Diocesan Finance Committee (see Diocesan Canon XVII, Section 6).

Section 4. Transparency. The Executive Board shall issue a written report of all use of funds donated to the organization or the Executive Board at least once a year, which shall be submitted to the Diocesan Treasurer and made available for review upon request by any member of the organization.

#### **ARTICLE V - AMENDMENTS**

These Bylaws may be amended at any Meeting of the Members by a two-thirds vote of the members in attendance and voting, provided notice of the proposed amendment shall have been included in the notice of the meeting published at least thirty (30) days prior to the meeting.