

To: Eleventh Triennial Convention (2020) voting members  
From: Linda Post Bushkofsky, executive director  
Date: January 10, 2020  
Re: Proposed constitutional changes

The churchwide executive board of Women of the ELCA has approved several proposed amendments to our churchwide and synodical women's organization constitutions. These proposed amendments will come before the Eleventh Triennial Convention (2020) for consideration. Your task now is to study the proposed amendments and be ready to vote on them in July.

Attached you'll find copies of the proposed constitutions reflecting the proposed amendments, as well as a readers guide to help you navigate the proposed amendments. The current versions of the churchwide women's organization constitution and the model constitution for synodical women's organizations are available on our website under <http://www.welca.org/tools-for-leaders>.

These proposed amendments are the product of intense study and work by the members of our exploratory committee, led by Jody Smiley; as well as in-person and online meetings of our churchwide executive board, supported by its advisors and staff. Please study these proposed amendments thoroughly and prayerfully – for the sake of the organization we all love.

Synodical presidents will discuss these proposals at their Conference of Synodical Presidents next month, and you will be able to turn to them with questions and for discussion.

Attached:

- Readers Guide
- Proposed Constitution for Churchwide Women's Organization 2020
- Proposed Model Constitution for Synodical Women's Organizations 2020

## How to Use This Guide

### Readers Guide to Proposed Constitutional Amendments

#### How to Use This Guide

This Readers Guide is to help you navigate the proposed amendments to the constitution for the churchwide women's organization and to the model constitution for synodical women's organizations. You might want to have the full text of the constitutions at hand as you go through this guide.

Section 1 of this Guide shows the proposed amendments to the churchwide women's organization. Section 2 shows the proposed amendments to the model constitution for synodical women's organizations.

The Guide includes the title of each article for ease in navigation, followed by *only* the sections or items that include a proposed amendment. The full sentence including the proposed amendment appears in black type. Sentences not under consideration for amendment appear in gray. Deletions are signified by ~~strike-through type~~, and insertions are signified by underlined type. Staff notes, if any, appear in *italic* and are highlighted in **yellow**.



## Proposed Amendments to Constitution for Churchwide Women's Organization

### ARTICLE I—NAME AND INCORPORATION

### ARTICLE II—PURPOSE

#### SECTION 2. Functions and Responsibilities

- Item 7. Provide opportunities for the financial support of Women of the ELCA and ~~develop a system management of the assets and processes for planning and evaluation in order~~ to ensure fulfillment of the mission of Women of the ELCA.

*This proposed amendment brings Item 7 into the present day.*

#### SECTION 3. Mission Statement

Mobilizing women to act boldly on their faith in Jesus Christ.

*It seems right to include our mission statement.*

### ARTICLE III—PRINCIPLES OF ORGANIZATION

#### SECTION 11. Governing Documents

Each unit and synodical women's organization in its governing documents shall include the statement of purpose (see Article II, Section 1) and such structural components as are required in this constitution. Whenever a synodical women's organization proposes to amend its constitution or bylaws, the synodical board shall submit the proposed amendments to the churchwide Executive Board for review and action. ~~Proposed amendments must be submitted by February-March 15 for consideration at the March April Executive Board meeting and by September 15 for consideration at the October Executive Board meeting.~~

*This proposed amendment reflects current practice.*

### ARTICLE IV—MEMBERSHIP

### ARTICLE V—PARTICIPATION

### ARTICLE VI—AUTHORITY

### ARTICLE VII—RELATIONSHIPS

#### SECTION 1. Relationships within Women of the ELCA

- Item 3. Each synodical women's organization shall strive to provide for groupings of units into clusters or conferences whose boundaries shall normally coincide with the boundaries of clusters or conferences established by the synods of the ELCA.

*This proposed amendment encourages but no longer requires clusters or conferences, reflecting current practice.*

### ARTICLE VIII—UNITS

### ARTICLE IX—SYNODICAL WOMEN'S ORGANIZATION

#### SECTION 2. Relationships

- Item 2. Each synodical women's organization shall strive to establish clusters or conferences of units within its territory.

*This proposed amendment reflects the proposed amendment to Article VII, Section 1, Item 3 above.*

#### SECTION 4. Officers

Item 1. The officers or leaders of each synodical women's organization ~~shall~~ may be a president, a vice president, a secretary, and a treasurer (or convener(s), coordinator(s), or co-chair(s), a treasurer, and a secretary/communicator), henceforth referred to as SWO leaders.

*This proposed amendment offers flexibility in titles for SWO leadership, reflecting current practice.*

Item 2. These ~~officers or~~ SWO leaders shall be elected by the convention of the synodical women's organization. Each ~~officer or~~ SWO leader shall be ~~a participant in a unit and a voting member of an ELCA congregation and shall strive to be a participant in a unit.~~

*This proposed amendment offers flexibility in unit participation.*

#### SECTION 5. Synodical Women's Organization Convention

Item 1. Voting membership of the convention shall be the ~~four officers or~~ SWO leaders of the synodical women's organization, the board members of the synodical women's organization, and one voting member from each unit.

*This proposed amendment reflects the flexibility in titles proposed in Article IX, Section 4, Item 1.*

#### SECTION 6. The Board of the Synodical Women's Organization

Item 2. The board of the synodical women's organization shall consist of the ~~four officers~~ SWO leaders and ~~five to nine~~ three or more board members.

*This proposed amendment offers flexibility in the number of board members.*

#### SECTION 7. Clusters, Conferences, and Committees

Item 1. Each synodical women's organization shall strive to provide for groupings of units into clusters or conferences. Within each cluster or conference the synodical women's organization shall work cooperatively with the units to fulfill the purpose of Women of the ELCA through activities that

*This proposed amendment reflects the proposed amendment to Article VII, Section 1, Item 3.*

- d. ~~offerings~~ provide opportunities for monetary offerings, stewardship education and financial support of the total program of Women of the ELCA; and

### ARTICLE X—CHURCHWIDE WOMEN'S ORGANIZATION

#### SECTION 1. Functions and Responsibilities

Item 10. Engage in research in cooperation with the ELCA's Planning, Research and Evaluation unit;

*This proposed amendment reflects current nomenclature.*

#### SECTION 4. Financial Policy Statement

- d. The executive board shall approve the churchwide organization's budget, prepared by the executive director and staff, which includes support for the churchwide women's organization ~~and an annual Gift to the Church~~, and recommend it to the Triennial Convention for adoption. The executive board shall approve and adopt the budget in the years in which a convention is not scheduled.

*This proposed amendment reflects current practice.*

### ARTICLE XI—CONVENTIONS

#### SECTION 5. Voting Members of the Triennial Convention

Item 1. The voting members of the Triennial Convention shall be the officers of the churchwide women's organization; the members of the churchwide executive board; the president, or SWO leader ~~one convener, coordinator, or co-chair of each synodical women's organization~~; those women elected as voting members by the conventions of the

synodical women's organizations; and those appointed as "at large" voting members by the churchwide organization.

*This proposed amendment reflects the flexibility in titles proposed in Article IX, Section 4, Item 1.*

Item 2. Each ~~synodical women's organization shall elect one voting member for every 25 congregational, intercongregational, or special units (or a fraction thereof) within the synodical women's organization, and e~~ Each synodical women's organization shall have at least two elected voting members in addition to the president of the synodical women's organization. three voting members: the president or one convener, coordinator, or co-chair; a woman of color or whose primary language is other than English, and a first-time voting member or a woman under the age of 45. At least 10 percent of the voting member body shall be persons of color and/or persons whose primary language is other than English. As defined in ELCA continuing resolution 5.01.C00, "persons of color and/or persons whose primary language is other than English" shall be understood to mean African American, Black, Arab and Middle Eastern, Asian and Pacific Islander, Latino, American Indian, and Alaska Native people. This definition, however, shall not be understood as limiting Women of the ELCA's commitment to inclusive participation in its life and work.

*This proposed amendment simplifies the election of voting members.*

Item 3. The ~~secretary of the~~ president or SWO leader of the synodical women's organization shall submit to the ~~secretary of the churchwide women's organization~~ at least six months before the Triennial Convention a certified list of the regular and alternate voting members elected by the convention of the synodical women's organization.

*This proposed amendment reflects the flexibility in titles proposed in Article IX, Section 4, Item 1.*

Item 5. Each voting member of the Triennial Convention shall be ~~a participant in a unit and a~~ voting member of an ELCA congregation and shall strive to be a participant in a unit.

*This proposed amendment reflects the flexibility in participation proposed in Article IX, Section 4, Item 2.*

## ARTICLE XII—OFFICERS

### SECTION 1. President

This organization shall have a president elected by the Triennial Convention for one three-year term. The president shall be ineligible for election as an officer or executive board member in the succeeding triennium. ~~The president shall be a participant in a unit and a voting member of an ELCA congregation and shall strive to be a participant in a unit.~~ The president shall

*This proposed amendment reflects the flexibility in participation proposed in Article IX, Section 4, Item 2.*

### SECTION 2. Vice President

This organization shall have a vice president elected by the Triennial Convention for one three-year term with no reelection to this office. ~~The vice president shall be a participant in a unit and a voting member of an ELCA congregation and shall strive to be a participant in a unit.~~ The vice president shall

*This proposed amendment reflects the flexibility in participation proposed in Article IX, Section 4, Item 2.*

### SECTION 3. Secretary

This organization shall have a secretary elected by the Triennial Convention for one three-year term with no reelection to this office. ~~The secretary shall be a participant in a unit and a voting member of an ELCA congregation and shall strive to be a participant in a unit.~~ The secretary shall

*This proposed amendment reflects the flexibility in participation proposed in Article IX, Section 4, Item 2.*

### SECTION 4. Treasurer

This organization shall have a treasurer elected by the Triennial Convention for one three-year term with no reelection to this office. ~~The treasurer shall be a participant in a unit and a voting member of~~

an ELCA congregation and shall strive to be a participant in a unit. The treasurer shall

*This proposed amendment reflects the flexibility in participation proposed in Article IX, Section 4, Item 2.*

Item 4. Perform other duties as requested by the president or the executive board.

## ARTICLE XIII—EXECUTIVE BOARD

### SECTION 1. Composition

The executive board shall be composed of the four officers and ~~17 board members~~ one representative from the territory of each of the nine ELCA regions, plus two at-large members, to make a total of 15. Of the 15, at least 10-20 percent of whom shall be persons of color and/or persons whose primary language is other than English, and at least 20 percent shall be under the age of 45 and/or persons of the LGBTQIA+ community.

*This proposed amendment reduces the number of the churchwide executive board and encourages greater diversity among the members of the board.*

### SECTION 2. Members and Terms

Item 1. The 15 board members shall be elected by the Triennial Convention for a three-year term. Each elected member shall be ~~a participant in a unit and~~ a voting member of an ELCA congregation and shall strive to be a participant in a unit.

*This proposed amendment reflects the number in the previous article, as well as reflecting the flexibility in participation proposed in Article IX, Section 4, Item 2.*

### SECTION 3. Purpose and Meetings

Item 2. The executive board shall meet at least two times each year, in person or electronically. Additional meetings may be called by the president or by a two-thirds vote of the executive board.

### SECTION 4. Mail, Digital Technology, Conference Call, and Electronic Meeting ~~E-mail~~ Vote

Item 1. In an emergency, as determined by the president and the executive director, a vote by mail, by ~~telephone~~ digital technology, conference call, or e-mail may be taken.

Item 3. In a ~~telephone~~ digital technology or conference call vote, if all board members participate, the vote necessary for adoption shall be a majority vote; if fewer than 100 percent of the board members participate, the vote necessary for adoption shall be a two-thirds vote in the affirmative of the total board.

Item 5. The results of the action taken by mail, ~~telephone~~ digital technology, conference call or e-mail shall be emailed immediately to all board members and shall be reviewed and adopted at the next meeting of the board.

*The above proposed amendments to Article XIII, Section 3, Item 2, and Article XIII, Section 4, Items 1, 3, and 5, allow for the use of electronic meeting technology (e.g., Zoom, Skype, FaceTime and the like) now and in the future.*

## ARTICLE XIV—NOMINATIONS AND ELECTION PROCESS

### SECTION 2. Guidelines for Nominations

Item 1. At least ~~10~~ 20 percent of the nominees shall be persons of color and/or persons whose primary language is other than English, and at least 20 percent shall be persons under the age of 45 and/or persons of the LGBTQIA+ community.

*This proposed amendment reflects the proposed amendment to Article XIII, Section 1.*

### SECTION 3. Provisions

Item 1. It shall be the responsibility of the executive board to assure that this organization maintains its commitment to inclusive representation. At least ~~10~~ 20 percent of the members of the executive board shall be persons of color and/or persons whose

primary language is other than English, and at least 20 percent shall be persons under the age of 45 and/or persons of the LGBTQIA+ community.

*This proposed amendment reflects the proposed amendment to Article XIII, Section 1.*

Item 2. Each nominee for an elected or appointed position in this organization shall be a ~~participant in a unit and~~ a voting member of an ELCA congregation and shall strive to be a participant in a unit.

*This proposed amendment reflects the flexibility in participation proposed in Article IX, Section 4, Item 2.*

Item 6. Board members shall be elected in such a manner that at least one person ~~is~~ and no more than two persons are elected from the territory of each of the nine ELCA regions. ~~No more than one half of the synodical women's organizations in a region shall have members on the executive board at the same time.~~ Further, no more than one shall be elected from any one synodical women's organization.

*This proposed amendment clarifies the proposed amendment to Article XIII, Section 1.*

#### **SECTION 6. Election of Board Members**

The election of the ~~17~~ board members of the churchwide women's organization shall be by the Triennial Convention according to procedures set forth in this constitution and these bylaws.

*This proposed amendment reflects the proposed amendment to Article XIII, Section 1.*

### **ARTICLE XV—CONFERENCE OF SYNODICAL PRESIDENTS**

#### **SECTION 1. Composition**

The Conference of Synodical Presidents shall consist of one president or SWO leader of each the ~~presidents of the synodical women's organization~~ and shall meet at least annually.

*This proposed amendment reflects the flexibility in titles proposed in Article IX, Section 4, Item 1.*

*Proposed amendments approved by Churchwide Executive Board, December 2019*

## Proposed Amendments to Model Constitution for Synodical Women's Organizations

### ARTICLE I—NAME

### ARTICLE II—PURPOSE

### ARTICLE III—MEMBERSHIP

### ARTICLE IV—RELATIONSHIPS

#### SECTION 1. Units

Item 2. This synodical women's organization shall strive to provide for grouping units into clusters or conferences whose boundaries normally shall coincide with the boundaries established by the [name of synod] Synod.

*This proposed amendment encourages but does not require clusters or conferences.*

#### SECTION 2. Clusters or Conferences

Item 3. A cluster or conference planning committee of at least three members, including a coordinator, shall be elected at the cluster or conference meeting. Each member of a cluster or conference planning committee, including the coordinator, shall ~~be a participant in a unit and a voting member of an ELCA congregation~~ and shall strive to be a participant in a unit.

*This proposed amendment encourages but does not require unit participation.*

### ARTICLE V—FUNCTIONS AND RESPONSIBILITIES

#### SECTION 1. Functions and Responsibilities

Item 9. ~~Foster the grouping of units in clusters or conferences and~~ Assist in building supportive and interdependent relationships among individuals and units, and shall strive to foster the grouping of units in clusters or conferences;

*This proposed amendment reflects the proposal in Article IV, Section 1, Item 2.*

### ARTICLE VI—CONVENTIONS

#### SECTION 1. Convening

Item 2. Special conventions may be called by the president, convener(s), coordinator(s) or co-chair(s) with the consent of the board of the synodical women's organization and shall be called at the request of two-thirds of the units within the synodical women's organization.

*This proposed amendment, and several following it, offers flexibility in titles of SWO leadership.*

#### SECTION 2. Representation

Item 1. Voting members of a convention shall be the elected officers or SWO leaders and board members of the synodical women's organization and one voting member from each unit on the roll of this synodical women's organization.

*This proposed amendment reflects the proposal of flexibility in titles in Article VI, Section 1, Item 2.*

Item 3. The voting members at a special convention shall be those seated in the preceding regular convention, provided they have not ~~ceased to participate in the units they represented or are not been~~ superseded by election of new voting members.

*This proposed amendment reflects the proposal of flexibility in unit participation in Article IV, Section 2, Item 3.*

#### SECTION 3. Procedures

Item 1. The secretary or secretary/communicator shall give the units notification of the regular



convention at least three months in advance.

*This proposed amendment reflects the proposal of flexibility in titles in Article VI, Section 1, Item 2.*

**Item 2.** The secretary or secretary/communicator shall give the units notification of a special convention at least one month in advance.

*This proposed amendment reflects the proposal of flexibility in titles in Article VI, Section 1, Item 2.*

#### **SECTION 4. Nominations and Elections**

**Item 2.** The Nominating Committee shall

- a. nominate two persons for each vacancy (except when the nominating ballot is used for the offices of president and vice president, or convener[s], coordinator[s], or co-chairs); and

*This proposed amendment reflects the proposal of flexibility in titles in Article VI, Section 1, Item 2.*

**Item 5.** The Nominating Committee in selecting nominees for the ~~officers~~ **SWO leaders and board members of the synodical women's organization shall follow these guidelines:**

*This proposed amendment reflects the proposal of flexibility in titles in Article VI, Section 1, Item 2.*

- b. no more than ~~one person~~ two persons from a unit shall be nominated (whether by the Nominating Committee or from the floor); and

*This proposed amendment offers more flexibility in SWO leadership.*

**Item 7.** In all elections, a majority of votes cast shall elect, except in the election of voting members of the Triennial Convention (and in the election of president; or president and vice president; or co-convener[s], co-coordinator[s], or co-chairs by the nominating ballot).

*This proposed amendment reflects the proposal of flexibility in titles in Article VI, Section 1, Item 2.*

**Item 8.** (Optional) The president (or president and vice president, or co-convener[s], co-coordinator[s], or co-chairs) shall be elected by a nominating ballot. Three-fourths of the votes cast shall be required for election on the first ballot. Thereafter, only such votes as are cast for persons who have received votes on the first or nominating ballot shall be valid. On the second ballot, two-thirds of the vote cast shall be required for election. On the third ballot, the voting shall be limited to the two persons (plus ties) receiving the highest number of votes on the second ballot and a majority of votes shall elect.

*This proposed amendment reflects the proposal of flexibility in titles in Article VI, Section 1, Item 2.*

#### **SECTION 5. Conventions and the Responsibilities of the Board**

**Item 4.** The board shall make provision for convention committees such as

- a. Committee on the Report of the President, Convener(s), Coordinator(s), or Co-Chairs;

*This proposed amendment reflects the proposal of flexibility in titles in Article VI, Section 1, Item 2.*

**Item 5.** Names and addresses of voting members and alternates shall be sent by the units to the president, convener(s), coordinator(s), or co-chairs, or ~~hera~~ designee at least 30 days prior to the convention.

*This proposed amendment reflects the proposal of flexibility in titles in Article VI, Section 1, Item 2.*

#### **SECTION 6. Nomination and Election of Voting Members of the Triennial Convention**

**Item 1.** Nominations for voting members of the Triennial Convention shall be made by the units. Each unit shall submit the name of only one ~~of its participants~~ person, who shall be a voting member of an ELCA congregation and shall strive to be a participant in the unit.

*This proposed amendment reflects the proposal of flexibility in unit participation in Article IV, Section 2, Item 3.*

- Item 2. A unit may submit the name of a nominee even though the synodical president (or convener, coordinator, or co-chair), or a churchwide officer, or a churchwide board member (voting member by virtue of her office) is a participant in the unit.
- Item 9. The president (or one convener, coordinator, or co-chair) of the synodical women's organization shall be a voting member of the convention by virtue of office.

*The proposed amendments in Article VI, Section 6, Items 2 and 9 reflect the proposal of flexibility in titles in Article VI, Section 1, Item 2.*

## ARTICLE VII—BOARD OF THE SYNODICAL WOMEN'S ORGANIZATION

### SECTION 1. Composition and Authority

- Item 1. There shall be a board of this synodical women's organization consisting of the elected ~~officers~~SWO leaders, together with \*       three or more elected board members. As nearly as possible, at least 10 percent of the board members shall be persons of color and/or persons whose primary language is other than English, and no more than one ~~officer~~SWO leader ~~or~~ and one board member shall come from the same unit.

\*5, 6, 7, 8, or 9

*This proposed amendment offers flexibility in the number of board members.*

- Item 2. ~~Officers~~SWO leaders and members of the board shall be elected by the convention for a term of two years. Terms of one-half of those elected shall expire each year, except in the case of biennial conventions.

*This proposed amendment reflects the proposal of flexibility in titles in Article VI, Section 1, Item 2.*

### SECTION 2. Meetings

The board shall meet at least two times each year, in person or electronically. Special meetings may be called by the president, convener(s), coordinator(s), or co-chair(s), or, in the event of ~~her~~ death, resignation, or incapacity, by the vice president, co-convener, co-coordinator, joint co-chair, or other member of the executive committee. A majority of the members of the board shall constitute a quorum.

*This proposed amendment offers reflects the proposal of flexibility in titles in Article VI, Section 1, Item 2.*

### SECTION 3. Mail, ~~Digital Technology, Telephone~~ Conference Call, and ~~Electronic Meeting~~ E-mail Vote

- Item 1. In an emergency, as determined by the president, convener(s), coordinator(s), or co-chair(s), a vote by mail, by digital technology, telephone conference call, or e-mail may be taken.
- Item 3. In a digital technology or telephone conference call vote, if all board members participate, the vote necessary for adoption shall be a majority vote; if fewer than 100 percent of the board members participate, the vote necessary for adoption shall be a two-thirds vote in the affirmative of the total board.
- Item 5. The results of action taken by mail, digital technology, telephone conference call, or email shall be emailed immediately to all board members and shall be reviewed and adopted at the next meeting of the board.

*The above proposed amendments to Article VII, Section 2, and Section 3, Items 1, 3, and 5, allow for the use of electronic meeting technology (e.g., Zoom, Skype, FaceTime and the like) now and in the future.*

### SECTION 4. Officers in General

- Item 1. The officers or leaders of each synodical women's organization ~~shall~~may be a president, a vice president, a secretary, and a treasurer (or convener(s), coordinator(s), or co-chair(s), a treasurer, and a secretary/communicator), herein referred to as SWO leaders. Each shall be ~~a participant in a unit and~~ a voting member of an ELCA congregation and shall strive to be a participant in a unit.

- Item 2. These ~~officers~~ SWO leaders shall be elected by the convention to a term of two years. All ~~officers~~ shall be eligible for one reelection to the same ~~office~~ position.
- Item 3. Upon completion of her term(s) as president, convener, coordinator, or co-chair, the president, convener, coordinator or co-chair shall be ineligible for election as ~~an officer~~ a SWO leader, member of the governing council, or board member for two years.
- Item 4. No elected person shall serve as ~~an officer, a SWO leader~~ or board member for more than seven consecutive years.
- Item 5. Should a vacancy occur ~~in any of the four offices among the SWO leaders~~, the board of the synodical women's organization shall fill the same until the next regular convention. The election by the convention shall be for the remainder of the unexpired term.
- Item 6. The terms of the ~~officers~~ SWO leaders shall begin immediately following installation, except that of the treasurer, which shall begin February 1 following election.
- Item 7. There shall be an executive committee consisting of the ~~four officers~~ SWO leaders, which shall act between meetings of the board of the synodical women's organization.

*The proposed amendments to Article VII, Section 4, Items 1-7, reflect the proposal of flexibility in titles in Article VI, Section 1, Item 2.*

#### SECTION 5. Duties of ~~Officers~~ SWO Leaders

- Item 1. The president, convener, coordinator, or co-chair shall
- Item 2. The vice president, co-convener, co-coordinator, or co-chair shall
- a. act in the absence, disability, or resignation of the president, a convener, coordinator, or joint co-chair. She shall assume the duties of that position ~~the president~~ until the vacancy is filled by the board of the synodical women's organization at its next regularly scheduled meeting; and
  - b. perform such other duties as requested by the president, or a convener, coordinator, or joint co-chair or the board.
- Item 3. The secretary or secretary/communicator shall
- d. keep a correct register of the roll of units, along with the names of the officers or leaders of these units;

*The proposed amendments to Article VII, Section 5, Items 1-3, reflect the proposal of flexibility in titles in Article VI, Section 1, Item 2.*

#### SECTION 6. Board Members

- Item 1. There shall be three or more<sup>\*</sup> members of the board elected by the convention of the synodical women's organization for a term of two years. Each board member shall be ~~a participant in a unit and~~ a voting member of an ELCA congregation and shall strive to be a participant in a unit.

<sup>\*</sup>~~5, 6, 7, 8, or 9~~

*This proposed amendment offers flexibility in the number of board members, as well as flexibility in unit participation.*

- Item 3. No elected board member shall serve on the board in the capacity of ~~officer, SWO leader,~~ and/or board member for more than seven consecutive years.

#### SECTION 7. Board Duties

- Item 9. Fill vacancies among the ~~officers~~ SWO leaders until the next convention.
- Item 10. Determine the fact of the incapacity of ~~an officer~~ a SWO leader or board member to perform her duties and determine if she shall be removed from her office in accordance with the policies and procedures of the churchwide Executive Board. For removal of ~~an officer~~ a

SWO leader or board member, a two-thirds vote of the total board shall be required. A mail vote shall not be used to effect the removal of ~~an officer~~ a SWO leader or board member.

*The proposed amendments to Article VII, Section 6, Item 3, and Article VII, Section 7, Items 9-10, reflect the proposal of flexibility in titles in Article VI, Section 1, Item 2.*

Item 11. Act as Constitution and Bylaws Committee. Whenever a synodical women's organization proposes to amend its constitution and bylaws, the board of this organization shall submit prior to September 15 or ~~February~~ March 15 the proposed amendments to the churchwide Executive Board for review and action.

*This proposed amendment reflects current practice.*

#### ARTICLE VIII—FINANCIAL MATTERS

#### ARTICLE IX—DISSOLUTION CLAUSE

#### ARTICLE X—BYLAWS AND AMENDMENTS

##### SECTION 2. Amendments

Item 2. **Other amendments to this constitution shall be submitted to the churchwide Executive Board prior to ~~February~~ March 15 or September 15 for review and action. Upon approval, said amendments may be adopted by the synodical women's organization convention by a two-thirds vote at the regular convention after having been moved and presented in writing at the previous convention. (In case of a biennial convention, "at the previous convention" may be replaced with "to the units six months prior to the convention.")**

*This proposed amendment reflects current practice.*

Item 4. **Other amendments to these bylaws shall be submitted to the churchwide Executive Board prior to ~~February~~ March 15 or September 15 for review and action. Upon approval, said amendments may be voted on at any duly called regular or special convention by a two-thirds vote of all voting members present, provided that a written notice of the proposed amendment has been given at the previous meeting.**

*This proposed amendment reflects current practice.*

*Proposed amendments approved by Churchwide Executive Board, December 2019*



Throughout, insertions are underlined. Deletions are ~~struck through~~.

## Constitution and Bylaws

### NOTE

The provisions of the Constitution and these Bylaws that pertain to the same subject have been placed together. The three types of provisions are identified in the following way:

Constitutional provisions appear in **bold type**.

Bylaws appear in regular type.

*Continuing Resolutions appear in italics.*

## ARTICLE I—NAME AND INCORPORATION

### SECTION 1. Name

The name of this organization shall be **Women of the Evangelical Lutheran Church in America**.

### SECTION 2. Designations

For the purpose of this constitution and the accompanying bylaws, the Evangelical Lutheran Church in America is designated as “ELCA” or “the church,” Women of the Evangelical Lutheran Church in America as “Women of the ELCA,” “this organization,” or “the organization,” and local organizations of Women of the ELCA (congregational, intercongregational, and special) as “units.”

### SECTION 3. Incorporation

**Women of the Evangelical Lutheran Church in America shall be incorporated.**

## ARTICLE II—PURPOSE

### SECTION 1. Statement of Purpose

**As a community of women created in the image of God, called to discipleship in Jesus Christ, and empowered by the Holy Spirit, we commit ourselves to grow in faith, affirm our gifts, support one another in our callings, engage in ministry and action, and promote healing and wholeness in the church, the society, and the world.**

### SECTION 2. Functions and Responsibilities

To accomplish this purpose, Women of the ELCA shall

- Item 1. Establish and support units to carry out God’s mission in the church, the society, and the world;
- Item 2. Equip participants and encourage all to grow as whole persons, value themselves and others, articulate and act upon their faith, and witness to the gospel of Jesus Christ;
- Item 3. Advocate for the oppressed and voiceless, urge change in systems and structures that exclude and alienate, and work for peace and justice as messengers of hope;
- Item 4. Relate to other women’s organizations ecumenically and globally;
- Item 5. Provide for development and distribution of resources and a periodical for its participants;
- Item 6. Provide for flexible structures and decision-making processes that foster interdependence and involve people in making decisions that affect them; and
- Item 7. Provide opportunities for the financial support of Women of the ELCA and ~~develop a system management of the assets and processes for planning and evaluation in order~~ to ensure fulfillment of the mission of Women of the ELCA.

**SECTION 3. Mission Statement**

**Mobilizing women to act boldly on their faith in Jesus Christ.**

**ARTICLE III—PRINCIPLES OF ORGANIZATION**

**SECTION 1. Unity of Purpose**

As a community of women called and empowered by the Holy Spirit, the participants shall commit themselves to full discipleship and oneness in Christ.

**SECTION 2. Affirmation of Individual Worth**

Recognizing that each woman is created in God’s image and uses her varied gifts in diverse ministries, this community of women shall affirm in its life and work the worth of each woman.

**SECTION 3. Inclusiveness**

This community of women shall be inclusive because in Baptism God makes all people one in Christ and shall have the objective of proclaiming and practicing this inclusive unity in the life of its participants together.

**SECTION 4. Flexibility**

An openness to change and the ability to allow for diversity in functioning shall be among the desired results of the structure of this organization. Change shall be viewed as an ongoing process following regular review and evaluation. The process for changing procedures and policies shall be clearly stated and uncomplicated.

**SECTION 5. Stability**

The principle of good order shall be followed. Policies and procedures shall be held in healthy tension with the principle of flexibility.

**SECTION 6. Interdependence**

All entities of the ELCA, the units, the synodical women's organizations, and the churchwide women's organization shall function interdependently and share responsibility for fulfilling the common purpose.

**SECTION 7. Decision Making**

Structures and processes shall foster mutuality and interdependence and shall involve people in making decisions that affect them.

**SECTION 8. Leadership**

Leaders in this community shall practice interdependence and teamwork and strive to enable others to carry out their responsibilities. They shall provide a leadership that supports and empowers others within the community. They shall recognize their accountability to the triune God, to the ELCA, to Women of the ELCA, and to others with whom they serve.

**SECTION 9. Stewardship and Mutual Support**

This community of women shall acknowledge itself as a steward of the resources entrusted to it. It shall commit itself to the effective use of these resources in its life and work and in the life and work of the church.

**SECTION 10. Wholeness of the Church**

This community of women shall work toward wholeness of the church.

**SECTION 11. Governing Documents**

Each unit and synodical women's organization in its governing documents shall include the statement of purpose (see Article II, Section 1) and such structural components as are required in this constitution. Whenever a synodical women's organization proposes to amend its constitution or bylaws, the synodical board shall submit the proposed amendments to the churchwide Executive Board for review and action. Proposed amendments must be submitted by ~~February~~ March 15 for consideration at the ~~March~~ April Executive Board meeting and by September 15 for consideration at the October Executive Board meeting.

**SECTION 12. Governing Authority**

Each convention, board, committee, task force, or other body of this organization shall be conclusively presumed to have been properly constituted, and neither the method of selection nor the composition of any such convention, board, committee, task force, or other body may be challenged in a court of law by any person or be used as a basis of challenge in a court of law to the validity or effect of any action taken or authorized by any such convention, board, committee, task force, or other body.

**SECTION 13. Anti-Racist Identity**

This community of women shall claim and practice an anti-racist identity and actively seek full participation and shared power in determining its mission, structure, constituency, policies, and practices.

**ARTICLE IV—MEMBERSHIP**

**SECTION 1. Composition**

Women of the ELCA shall be a composite of its units.

- Item 1. Only one unit from each congregation shall be eligible for membership in this organization.
- Item 2. Special units may be established outside the congregation when approved by the Executive Board.

**ARTICLE V—PARTICIPATION**

**SECTION 1. Individual Participants**

Participation in this organization shall be open to all women in the ELCA and other women who subscribe to the purpose of this organization.

**SECTION 2. Commitment**

This participation shall be involvement that indicates a commitment to the purpose of this organization.

**ARTICLE VI—AUTHORITY**

**SECTION 1. Policies**

Women of the ELCA shall take such steps as are needed to realize its purpose. It shall function within the policies of the ELCA and the constitution of this organization.

**SECTION 2. Corporate Responsibilities**

Women of the ELCA shall have and may exercise all powers assigned to nonprofit corporations by the laws of the State of Minnesota except as limited by the charter and the constitution and these bylaws of this organization.

**SECTION 3. Management of Funds**

In conformity with the laws of the State of Minnesota, Women of the ELCA shall manage its own funds under the financial policies of the ELCA.



## ARTICLE VII—RELATIONSHIPS

### SECTION 1. Relationships within Women of the ELCA

- Item 1. Women of the ELCA shall seek to function interdependently through units, the synodical women's organizations, and the churchwide women's organization. Each part shall recognize that it is in a partnership with the others to share in God's mission.
- Item 2. Women of the ELCA shall be divided into synodical women's organizations whose number and boundaries shall normally coincide with those established by the ELCA for its synods.
- Item 3. Each synodical women's organization shall strive to provide for groupings of units into clusters or conferences whose boundaries shall normally coincide with the boundaries of clusters or conferences established by the synods of the ELCA.

### SECTION 2. Relationships with Other Organizational Units

The churchwide women's organization, together with the synodical women's organizations, may decide to carry out programmatic functions and responsibilities through the nine ELCA regions.

### SECTION 3. Relationships with Interchurch Agencies and Councils

The churchwide women's organization shall report to the Churchwide Assembly of the ELCA and in the interim to the Church Council.

- Item 1. The churchwide women's organization shall work interdependently with all churchwide units of the ELCA.
- Item 2. The churchwide women's organization shall develop working arrangements in areas of mutual responsibility with the ELCA publishing house.

### SECTION 4. Relationships with Other Women's Organizations

The churchwide women's organization shall relate to other women's organizations ecumenically and globally.

## ARTICLE VIII—UNITS

### SECTION 1. Definition

A unit shall be a community of women coming together for study, support, and action in local and other settings of Women of the ELCA.

- Item 1. There shall be only one unit in each congregation. This unit may consist of one or more groups of women within the congregation.

- Item 2. There may be an intercongregational unit for women from two or more congregations that have no congregational units.
- Item 3. There may be special units composed of women who want to come together in special settings as authorized by the Executive Board.

**SECTION 2. Criteria for Recognition**

A unit shall be recognized if it

- Item 1. Agrees to the statement of purpose of Women of the ELCA (see Article II, Section 1);
- Item 2. Agrees to come together to demonstrate commitment to the mission and purpose of Women of the ELCA;
- Item 3. Agrees to participate in the program activities of Women of the ELCA beyond the congregation;
- Item 4. Agrees to support financially the total program of Women of the ELCA; and
- Item 5. Agrees to designate leadership that shall be in communication with the synodical women's organization and the churchwide women's organization.

**SECTION 3. Structure**

The purpose of Women of the ELCA may be carried out through differing structural models.

**SECTION 4. Reporting of Units**

- Item 1. The unit shall report to the annual meeting of its congregation(s), unless it is a special unit as authorized by the Executive Board.
- Item 2. Special units shall report annually to the synodical women's organization board in the territory in which they are located.

**SECTION 5. Termination of Relationship**

The relationship of any unit with Women of the ELCA shall be terminated

- Item 1. By notification to the churchwide women's organization that the unit plans to dissolve.
- Item 2. If the congregation ceases to exist as a congregation of the ELCA.

**ARTICLE IX—SYNODICAL WOMEN'S ORGANIZATION**

**SECTION 1. Definition**

Each synodical women's organization shall consist of the units located within its territory, which normally coincide with the boundaries established by the ELCA for each synod.

**SECTION 2. Relationships**

- Item 1. Each synodical women’s organization shall establish a partnership with units in its territory and with the churchwide women’s organization.
- Item 2. Each synodical women’s organization shall strive to establish clusters or conferences of units within its territory.
- Item 3. The synodical women’s organizations, together with the churchwide women’s organization, may carry out programmatic functions and responsibilities through the nine ELCA regions.

### SECTION 3. Purpose

Each synodical women’s organization, in partnership with the churchwide women’s organization, shall assist units in its territory to fulfill the purpose of Women of the ELCA.

### SECTION 4. Officers

- Item 1. The officers or leaders of each synodical women’s organization ~~shall~~ may be a president, a vice president, a secretary, and a treasurer (or convener(s), coordinator(s), or co-chair(s), a treasurer, and a secretary/communicator), henceforth referred to as SWO leaders.
- Item 2. These ~~officers or~~ SWO leaders shall be elected by the convention of the synodical women’s organization. Each ~~officer or~~ SWO leader shall be ~~a participant in a unit and a voting member of an ELCA congregation~~ and shall strive to be a participant in a unit.

### SECTION 5. Synodical Women’s Organization Convention

Each synodical women’s organization shall have a regular convention, which shall be its highest legislative authority. The convention of the synodical women’s organization shall meet at least biennially.

- Item 1. Voting membership of the convention shall be the ~~four officers or~~ SWO leaders ~~of the synodical women’s organization~~, the board members of the synodical women’s organization, and one voting member from each unit.

### SECTION 6. The Board of the Synodical Women’s Organization

- Item 1. Each synodical women’s organization shall have a board that shall serve as the interim legislative authority between conventions of the synodical women’s organization, except that it may not take any action that is reserved exclusively for the convention of the synodical women’s organization or that is in conflict with action taken by the convention.
- Item 2. The board of the synodical women’s organization shall consist of the ~~four officers~~ SWO leaders and ~~five to nine~~ three or more board members.

### SECTION 7. Clusters, Conferences, and Committees

- Item 1.** Each synodical women’s organization shall strive to provide for groupings of units into clusters or conferences. Within each cluster or conference the synodical women’s organization shall work cooperatively with the units to fulfill the purpose of Women of the ELCA through activities that
- a. provide experiences for learning and leadership development;
  - b. build community;
  - c. provide opportunities for joint ministry and action;
  - d. provide opportunities for monetary offerings, stewardship education and ~~offerings~~ financial support of the total program of Women of the ELCA; and
  - e. establish networks for communication.
- Item 2.** Each synodical women’s organization board may establish such committees and task forces as it deems necessary to carry out effectively the functions assigned to the synodical women’s organization.

## ARTICLE X—CHURCHWIDE WOMEN’S ORGANIZATION

### SECTION 1. Functions and Responsibilities

The churchwide women’s organization shall

- Item 1.** Plan a comprehensive program that enables women to
- a. articulate and act upon their faith as disciples of Jesus Christ in all arenas of life;
  - b. grow as whole persons, develop their potential, and be equipped for ministry; and
  - c. value themselves and others and build up and celebrate relationships that are global, diverse, and interdependent;
- Item 2.** Witness to the gospel of Jesus Christ as it proclaims reconciliation, dignity, and hope for all persons;
- Item 3.** Advocate for the oppressed and voiceless, urge change in systems and structures that exclude and alienate, and work for peace and justice as messengers of hope;
- Item 4.** Establish an organization-wide program and network for recruiting, preparing, and supporting leaders;
- Item 5.** Facilitate local initiative in creating programs and in identifying alternative structural models that encourage and support flexibility;
- Item 6.** Develop networks for communication within the organization and among women locally, ecumenically, and globally;

- Item 7.** Foster cooperative and interdependent relationships among units, the synodical women’s organizations, and the churchwide women’s organization to implement the purpose of Women of the ELCA;
- Item 8.** Develop policies that enable it to fulfill its purpose;
- Item 9.** Relate to other women’s organizations ecumenically and globally;
- Item 10.** Engage in research in cooperation with the ELCA's Planning, Research and Evaluation unit;
- Item 11.** Provide materials and historical information for the archives of the ELCA;
- Item 12.** Provide opportunities for the financial support of the total program of this organization and manage the assets of the churchwide women’s organization; and
- Item 13.** Work independently with all units of the ELCA in designing and implementing programs of mutual concern that enhance the ministries and participation of women in the church and in the world.

#### **SECTION 2. Description**

- Item 1.** The legislative function of this churchwide women’s organization shall be fulfilled by the Triennial Convention.
- Item 2.** The Executive Board shall exercise interim legislative authority and shall serve as the board of directors of the corporation.
- Item 3.** The leadership of Women of the ELCA shall be vested in the officers, members of the Triennial Convention, and members of the Executive Board. The officers shall be a president, a vice president,-a secretary, and a treasurer.

#### **SECTION 3. General Fiscal Policies**

- Item 1.** Within the financial policies of the ELCA, and within the limits established by the Triennial Convention in the constitution and bylaws, the Executive Board, as the board of directors of the churchwide women’s organization, shall establish the fiscal policies of Women of the ELCA.
- Item 2.** On the basis of estimated income, and in consultation with those receiving support from Women of the ELCA, the Executive Board shall authorize expenditures within the budget for the fiscal year, and those receiving support from the single treasury may incur financial obligations up to the specified amounts. Expenditure authorizations shall be subject to revision, in light of changing conditions, by the executive board in consultation with those receiving support from the single treasury of Women of the ELCA.
- Item 3.** The monitoring of investment of funds of the churchwide women’s organization shall be the responsibility of the executive board.

- Item 4. The fiscal year of the churchwide women’s organization shall coincide with the fiscal year of the ELCA.
- Item 5. An audit of the financial records of this organization shall be made annually by a certified public accounting firm.

#### **SECTION 4. Financial Policy Statement**

- Item 1. All income, whether received by the unit, cluster or conference, synodical, or churchwide organizations, shall be viewed as being given to the total program of Women of the ELCA. Four ways for giving are established.
- a. Regular Offerings shall be given in support of the ministries of Women of the ELCA and the ELCA. These offerings may also be given by individuals who choose to give periodically or who pledge to give a stated amount although they may be unable to participate in the scheduled events of this organization. Offerings received shall support unit, cluster or conference, synodical, and churchwide programming.
  - b. Thankofferings shall be gifts from individuals in gratitude for blessings. These offerings shall be received by the unit and transmitted in full to the churchwide organization for the support of the ministries of this organization and the church.
  - c. Designated Gifts shall be given by one or more individuals for specifically designated ministries of the churchwide women’s organization or the church. These gifts may be received by all entities and shall be transmitted in full to the churchwide women’s organization for disbursement. Gifts may be given for special occasions or in memory or in honor of an individual.
  - d. Occasionally, Special Offerings and Gifts may be received for specific programs that are not identified in the churchwide women’s organization budget but that are consistent with the policies of Women of the ELCA.
- Item 2. Women of the ELCA shall work cooperatively with the ELCA Foundation in assisting women as they prepare their personal wills, bequests, and other planned giving instruments.
- Item 3. Each entity of Women of the ELCA shall be responsible for the development of a financial plan or budget that reflects interdependence in meeting the financial needs of this organization.
- a. Each unit shall develop and administer its own financial plan or budget. Each unit shall regularly transmit funds to the synodical women’s organization and churchwide women’s organization in accordance with established procedures.
  - b. Each cluster or conference shall work cooperatively with the synodical women’s organization in funding the cluster or conference and synodical women’s organization program and projects.

- c. Each synodical women’s organization shall develop and administer its own budget.

The budget shall include the synodical women’s organization program and operating cost and reflect the interdependent relationship between the synodical women’s organization and the churchwide women’s organization. The proposed budget shall be presented as information to the churchwide women’s organization executive board within 30 days of its adoption by the synodical women’s organization.

There shall be an elected treasurer in each synodical women’s organization with specific responsibilities for assisting in building the budget and disbursing funds. There shall be an elected or appointed person responsible for leadership in the areas of promotion, interpretation, and financial stewardship education.

- d. The executive board shall approve the churchwide organization's budget, prepared by the executive director and staff, which includes support for the churchwide women’s organization ~~and an annual Gift to the Church~~, and recommend it to the Triennial Convention for adoption. The executive board shall approve and adopt the budget in the years in which a convention is not scheduled.

- Item 4. The executive board shall provide financial reports periodically through the official publications of this organization.

## ARTICLE XI—CONVENTIONS

### SECTION 1. Convention Authority

The Triennial Convention shall be the highest legislative authority of Women of the ELCA and shall deal with all matters that are necessary in the pursuit of the purpose and functions of this organization. The powers of the Triennial Convention are limited only by the provisions of the articles of incorporation, this constitution and these bylaws, the policies of the ELCA, and the convention’s own resolutions.

### SECTION 2. Triennial Convention Program

The Triennial Convention shall provide opportunities for witness, growth, and community.

### SECTION 3. Triennial and Special Conventions

Women of the ELCA shall meet in convention triennially. Special Conventions may be called by a two-thirds vote of the executive board, and Special Conventions shall be called by the president of Women of the ELCA at the request in writing of at least two-thirds of the boards of the synodical women’s organizations.

- Item 1. The time and place of the Triennial Convention shall be determined by the executive board.
- Item 2. The secretary shall give notice of the time and place of each Triennial Convention by publication thereof at least 90 days in advance in the periodical of Women of the ELCA.
- Item 3. At least 20 days prior to the Triennial Convention, the secretary shall distribute preconvention reports to each voting member-elect.
- Item 4. The arrangements for agenda, program, and worship shall be under the supervision of the executive board.
- Item 5. The churchwide women’s organization shall be responsible for the costs of the Triennial and Special Conventions, including the reasonable costs for travel, housing, and board for the voting members and members of the executive board.
- Item 6. A majority of voting members registered at the Triennial or Special Convention shall constitute a quorum.
- Item 7. Immediately upon the issuance of the call for a Special Convention, the secretary shall give written notice to voting members seated in the preceding Triennial Convention, provided they have not ceased to participate in a unit within the synodical women’s organization from which they were elected or are not superseded by election of new voting members.
- Item 8. *Robert’s Rules of Order*, latest edition, shall be the governing parliamentary procedures of the Triennial or Special Conventions, except as otherwise provided in this constitution and these bylaws.

#### **SECTION 4. Members of the Triennial Convention**

**The voting members of the Triennial Convention shall be the voting members of Women of the ELCA. The requirements for voting members of the convention and other members shall be specified in the bylaws.**

#### **SECTION 5. Voting Members of the Triennial Convention**

- Item 1. The voting members of the Triennial Convention shall be the officers of the churchwide women’s organization; the members of the churchwide executive board; the president, or SWO leader, one convener, coordinator, or co-chair of each synodical women’s organization; those women elected as voting members by the conventions of the synodical women’s organizations; and those appointed as “at large” voting members by the churchwide organization.
- Item 2. ~~Each synodical women’s organization shall elect one voting member for every 25 congregational, intercongregational, or special units (or a fraction thereof) within the synodical women’s organization, and e~~ Each synodical women’s organization shall have at least two elected voting members in addition to the president of the synodical women’s organization. three voting members: the president or one convener,



coordinator, or co-chair; a woman of color or whose primary language is other than English, and a first-time voting member or a woman under the age of 45. At least 10 percent of the voting member body shall be persons of color and/or persons whose primary language is other than English. As defined in ELCA continuing resolution 5.01.C00, “persons of color and/or persons whose primary language is other than English” shall be understood to mean African American, Black, Arab and Middle Eastern, Asian and Pacific Islander, Latino, American Indian, and Alaska Native people. This definition, however, shall not be understood as limiting Women of the ELCA’s commitment to inclusive participation in its life and work.

- Item 3. The ~~secretary of the~~ president or SWO leader of the synodical women’s organization shall submit to the ~~secretary of the~~ churchwide women’s organization at least six months before the Triennial Convention a certified list of the regular and alternate voting members elected by the convention of the synodical women’s organization.
- Item 4. The roster of voting members shall be final 30 days prior to the opening of convention.
- Item 5. Each voting member of the Triennial Convention shall be ~~a participant in a unit and a voting member of an ELCA congregation~~ and shall strive to be a participant in a unit.
- Item 6. Voting members elected to serve at the Triennial Convention shall continue serving until voting members are elected for the next regular Triennial Convention.

#### **SECTION 6. Nonvoting Members of the Triennial Convention**

- Item 1. The Bishop of the ELCA, or the Bishop’s representative, shall have seat and voice in the Triennial Convention.
- Item 2. Other categories of nonvoting members may be established by the Triennial Convention

#### **SECTION 7. Committees of the Triennial Convention**

**The Triennial Convention shall have a Reference and Counsel Committee, a Memorials Committee, and a Nominating Committee selected from among the voting members of the Triennial Convention. The description of these committees shall be in the bylaws. Other committees may be authorized as the Triennial Convention shall deem necessary.**

- Item 1. A Reference and Counsel Committee, appointed by the president of the churchwide women’s organization with the approval of the executive board, shall review all items submitted at the convention that are not germane to items contained in the stated agenda of the Triennial Convention. The Reference and Counsel Committee shall make appropriate recommendations for convention action.
- Item 2. A Memorials Committee, appointed by the president of the churchwide women’s organization with the approval of the executive board, shall review memorials from the conventions of the synodical women’s organizations and make appropriate recommendations for action by the Triennial Convention.

- Item 3. A Nominating Committee shall be elected by the executive board. The Nominating Committee shall nominate two persons for each position for which an election will be held at the Triennial Convention with the exception of the offices of president and vice president.

## ARTICLE XII—OFFICERS

### SECTION 1. President

This organization shall have a president elected by the Triennial Convention for one three-year term. The president shall be ineligible for election as an officer or executive board member in the succeeding triennium. The president shall be ~~a participant in a unit and~~ a voting member of an ELCA congregation and shall strive to be a participant in a unit. The president shall

- Item 1. Preside at the Triennial Convention and Special Conventions of the churchwide women's organization;
- Item 2. Preside at all meetings of the executive board, Executive Committee, and Conference of Synodical Presidents;
- Item 3. Appoint members of all committees for which election procedures are not provided and make other appointments as necessary;
- Item 4. Represent the churchwide women's organization at, or appoint representatives to, the convention of each synodical women's organization;
- Item 5. Present a report to the Triennial Convention;
- Item 6. Be ex-officio member of all committees of the executive board except the Nominating Committee; and
- Item 7. Represent the churchwide women's organization at, or appoint representatives to, inter-Lutheran and ecumenical associations and councils in which this organization participates.

### SECTION 2. Vice President

This organization shall have a vice president elected by the Triennial Convention for one three-year term with no reelection to this office. The vice president shall be ~~a participant in a unit and~~ a voting member of an ELCA congregation and shall strive to be a participant in a unit. The vice president shall

- Item 1. Act in the absence, disability, or resignation of the president; and
- Item 2. Perform other duties as requested by the president or the executive board.

### SECTION 3. Secretary

This organization shall have a secretary elected by the Triennial Convention for one three-year term with no reelection to this office. The secretary shall be ~~a participant in a unit and~~ a voting member of an ELCA congregation and shall strive to be a participant in a unit. The secretary shall

- Item 1. Be the secretary of the Triennial Convention, the executive board, and the Executive Committee;
- Item 2. Be responsible for recording and distributing minutes of the Triennial Convention, the executive board, the Executive Committee, and the Conference of Synodical Presidents;
- Item 3. Give notification of the Triennial Convention at least 90 days in advance in the official periodical of this organization;
- Item 4. Keep a correct register of the roll of units, presidents of the units, and officers and board members of the synodical women’s organization;
- Item 5. Be the secretary of the corporation;
- Item 6. Provide for the gathering and the preserving of historical records and documents; and
- Item 7. Perform other duties as requested by the president or the executive board.

#### **SECTION 4. Treasurer**

**This organization shall have a treasurer elected by the Triennial Convention for one three-year term with no reelection to this office. The treasurer shall be ~~a participant in a unit and a voting member of an ELCA congregation~~ and shall strive to be a participant in a unit. The treasurer shall**

- Item 1. Provide for financial record keeping and, on behalf of the executive board, be accountable for all funds of the churchwide women’s organization in accordance with the financial policies of Women of the ELCA and the ELCA;
- Item 2. Interpret the financial condition of the churchwide organization to the executive board;
- Item 3. Present a complete report, including an audit, to the Triennial Convention and an interim report to each executive board and Executive Committee meeting; and
- Item 4. Perform other duties as requested by the president or the executive board.

#### **SECTION 4. Eligibility and Terms**

- Item 1. Except for the president, an officer may be eligible for election to another office or to a term as an executive board member, serving a total of two consecutive terms but no more than seven consecutive years.
- Item 2. Terms of the officers shall begin at the close of the Triennial Convention.

### **ARTICLE XIII—EXECUTIVE BOARD**

#### **SECTION 1. Composition**

**The executive board shall be composed of the four officers and ~~17 board members~~ one representative from the territory of each of the nine ELCA regions, plus two at-large members, to make a total of 15. Of the 15, at least 10-20 percent of whom shall be persons of color and/or persons whose primary**

language is other than English, and at least 20 percent shall be under the age of 45 and/or persons of the LGBTQIA+ community.

## SECTION 2. Members and Terms

- Item 1. The 15 board members shall be elected by the Triennial Convention for a three-year term. Each elected member shall be ~~a participant in a unit and~~ a voting member of an ELCA congregation and shall strive to be a participant in a unit.
- Item 2. Board members may be reelected to the board or to an office, serving a total of two consecutive terms but no more than seven years consecutively.
- Item 3. Terms of the board members shall begin at the close of the Triennial Convention.

## SECTION 3. Purpose and Meetings

- Item 1. This organization shall have an executive board that shall be the board of directors of this corporation and shall serve as the interim legislative authority between the Triennial Conventions.
- Item 2. The executive board shall meet at least two times each year, in person or electronically. Additional meetings may be called by the president or by a two-thirds vote of the executive board.
- Item 3. The actions of the executive board shall be in accord with the actions of and policies established by the Triennial Convention and the constitution and bylaws of this organization and of the ELCA.
- Item 4. *Robert's Rules of Order*, the latest edition, shall be the governing parliamentary procedure of the churchwide executive board.

## SECTION 4. Mail, Digital Technology, Conference Call, and Electronic Meeting ~~E-mail~~ Vote

- Item 1. In an emergency, as determined by the president and the executive director, a vote by mail, by ~~telephone~~ digital technology, conference call, or e-mail may be taken.
- Item 2. In a mail vote, responses must be postmarked on or before the date established in the letter, and an 80 percent vote in the affirmative of the total board shall be necessary to adopt the vote taken by mail.
- Item 3. In a ~~telephone~~ digital technology or conference call vote, if all board members participate, the vote necessary for adoption shall be a majority vote; if fewer than 100 percent of the board members participate, the vote necessary for adoption shall be a two-thirds vote in the affirmative of the total board.
- Item 4. In an email vote, responses must be sent on or before the date established in the letter and an 80 percent vote in the affirmative of the total board shall be necessary to adopt the vote taken by email.

- Item 5. The results of the action taken by mail, ~~telephone-digital technology~~,-conference call or e-mail shall be emailed immediately to all board members and shall be reviewed and adopted at the next meeting of the board.**

## **SECTION 5. Responsibilities**

### **The executive board shall**

- Item 1. Provide for long-range planning for the churchwide women’s organization and coordinate its work with other churchwide units;
- Item 2. Ensure that programs are implemented that meet the priorities of the churchwide women’s organization;
- Item 3. Set policies required for effective and efficient functioning;
- Item 4. Transact necessary business and make decisions between conventions;
- Item 5. Promote and encourage participation in the organization and in fulfilling the priorities for the churchwide women’s organization;
- Item 6. Promote and interpret the life and work of the organization to members, the church, and the public;
- Item 7. Set financial policies, recommend budgets, manage assets, be accountable for all funds of the churchwide organization, and interpret the financial commitments of the organization;
- Item 8. Develop working arrangements in areas of mutual responsibility with the ELCA publishing house;
- Item 9. Fill vacancies on the board until the next regular Triennial Convention;
- Item 10. Determine the fact of the incapacity of an officer or board member to perform her duties and determine whether she shall be removed from her office in accordance with the policies and procedures of the executive board (for removal of an officer or board member, a two-thirds vote of the total board shall be required; a mail vote shall not be used to effect the removal of an officer or board member);
- Item 11. Under the personnel and financial policies of the ELCA, elect its executive director, authorize other staff positions, establish the salary structure for staff, and arrange for an annual review of the executive director;
- Item 12. Set time and place for the Conference of Synodical Presidents;
- Item 13. Determine the number of voting members from each synodical women’s organization to serve as voting members of the Triennial Convention;
- Item 14. Prepare proposed agenda, rules of procedure, and program for each Triennial Convention;

- Item 15. Report its actions and work to the Triennial Convention;
- Item 16. Act as the Constitution and Bylaws Committee;
- Item 17. Report to the Churchwide Assembly of the ELCA; and
- Item 18. Establish ecumenical and global relationships with other women’s organizations.

#### **SECTION 6. Committees**

**The executive board shall establish committees and nominate or elect such persons as necessary to carry out the functions assigned to it. The descriptions of the committees shall be:**

- Item 1. **There shall be an Executive Committee.**
  - a. **The Executive Committee shall be composed of the four churchwide organization officers and three board members elected by the executive board. At least one executive committee member shall be a person of color or whose primary language is other than English.**
  - b. **The Executive Committee may act between board meetings within the policies of this organization.**
- Item 2. **There shall be a budget and finance committee composed of the treasurer and members of the executive board appointed by the president.**
- Item 3. **There shall be a constitution review committee composed of members of the executive board appointed by the president.**

#### **SECTION 7. Non-voting Members of the Executive Board**

- Item 1. **The Bishop of the ELCA or the Bishop’s representative and a Conference of Bishop’s representative shall have seat and voice but not vote at all executive board meetings.**
- Item 2. **Terms of advisors shall coincide with the term of office in the respective unit and/or organization they represent.**
- Item 3. **Other categories of non-voting members may be established by the executive board.**

### **ARTICLE XIV—NOMINATIONS AND ELECTION PROCESS**

#### **SECTION 1. Procedures**

**The churchwide women’s organization shall elect such officers and such other persons as the constitution and bylaws may require and according to procedures set forth in the bylaws.**

#### **SECTION 2. Guidelines for Nominations**

- Item 1. **At least ~~10~~ 20 percent of the nominees shall be persons of color and/or persons whose primary language is other than English, and at least 20 percent shall be persons under the age of 45 and/or persons of the LGBTQIA+ community.**

- Item 2. Consideration shall be given to geographical location, variety of ages, and diversity of experience.**

### **SECTION 3. Provisions**

The following provisions shall govern the nomination and election process

- Item 1. It shall be the responsibility of the executive board to assure that this organization maintains its commitment to inclusive representation. At least ~~10-20~~ percent of the members of the executive board shall be persons of color and/or persons whose primary language is other than English, and at least 20 percent shall be persons under the age of 45 and/or persons of the LGBTQIA+ community.
- Item 2. Each nominee for an elected or appointed position in this organization shall be a ~~participant in a unit and~~ a voting member of an ELCA congregation and shall strive to be a participant in a unit.
- Item 3. In all Triennial Convention elections, except that of the president and vice president, a majority of the votes cast shall elect.
- Item 4. When there are floor nominations, the first ballot shall include the names of the nominees presented by the Nominating Committee and the names of the persons nominated from the floor.
- Item 5. All elections shall be by ballot.
- Item 6. Board members shall be elected in such a manner that at least one person ~~is and no~~ more than two persons are elected from the territory of each of the nine ELCA regions. ~~No more than one half of the synodical women's organizations in a region shall have members on the executive board at the same time.~~ Further, no more than one shall be elected from any one synodical women's organization.
- Item 7. No board member shall hold two positions of leadership simultaneously in a synodical women's organization and/or the churchwide women's organization.

### **SECTION 4. The Nominating Committee**

- Item 1. This committee shall consist of nine persons nominated from the roll of the Triennial Convention voting members-elect and elected by the executive board.
- Item 2. This committee shall be selected on the basis of the inclusiveness guidelines and shall include one member from the territory of each of the nine ELCA regions.
- Item 3. This committee shall meet no earlier than 170 days and no later than 140 days prior to the Triennial Convention.
- Item 4. This committee shall prepare the slate of nominees for the offices of secretary and treasurer and for members of the board from names submitted by the Triennial Convention voting members-elect and units. If the names submitted to the Triennial Convention Nominating Committee do not fulfill the nominations criteria, the

committee may recruit other names from congregational units, voting members, and churchwide officers to fulfill its goals.

- Item 5. This committee shall nominate no more than one person from a synodical women's organization.
- Item 6. Members of the committee shall be ineligible for nomination by the committee to any position to be filled. Committee members may, however, be nominated from the floor.
- Item 7. This committee shall present two names for each position to be filled. Nominations may be made from the floor for those elections for which nominations have been made by the committee.

#### **SECTION 5. Election of the Churchwide Women's Organization Officers**

- Item 1. The president shall be elected by the Triennial Convention by a nominating ballot. Three-fourths of the votes cast shall be necessary for election on the first ballot. If no one is elected, the first ballot shall be considered the nominating ballot. Two-thirds of the votes cast on the second ballot shall be necessary for election. On subsequent ballots a majority of the votes cast shall be necessary for election. The third ballot shall be limited to the five persons (plus ties) who received the greatest number of votes on the second ballot. An information sheet shall show for each of the five nominees her address, synodical organization, and qualifications for office. The fourth ballot shall be limited to the two persons (plus ties) who receive the highest number of votes on the third ballot.
- Item 2. The vice president shall be elected by the Triennial Convention by nominating ballot. Two-thirds of the votes cast shall be necessary for election on the first ballot. If no one is elected, the first ballot shall be considered the nominating ballot. On subsequent ballots a majority of the votes cast shall be necessary for election. On the third ballot, the voting shall be limited to the five persons (plus ties) receiving the highest number of votes on the second ballot. An information sheet shall show for each of the nominees her address, synodical organization, and qualifications for office. The fourth ballot shall be limited to the two persons (plus ties) receiving the highest number of votes on the third ballot.
- Item 3. The secretary and treasurer shall be elected by the Triennial Convention. The Nominating Committee shall present two names for each position to be filled. Additional nominations may be made from the floor.

#### **SECTION 6. Election of Board Members**

The election of the ~~17~~ board members of the churchwide women's organization shall be by the Triennial Convention according to procedures set forth in this constitution and these bylaws.

#### **ARTICLE XV—CONFERENCE OF SYNODICAL PRESIDENTS**



**SECTION 1. Composition**

The Conference of Synodical Presidents shall consist of ~~the presidents~~ one president or SWO leader of each the presidents of the synodical women's organization and shall meet at least annually.

**SECTION 2. Functions and Responsibilities**

The Conference of Synodical Presidents shall

- Item 1. Provide and receive information related to emphases, priorities, and projected programs of Women of the ELCA;
- Item 2. Make recommendations to the executive board;
- Item 3. Develop leadership skills; and
- Item 4. Foster community and renewal.

**SECTION 3. Other Conference Participants**

The president and secretary of the churchwide women's organization and the executive director of Women of the ELCA shall attend the conference. Other members of the executive board and staff may attend as deemed necessary.

**ARTICLE XVI—STAFF****SECTION 1. Employment of Staff**

**This organization shall have the authority to employ staff and engage in other contractual arrangements in accordance with the constitution, bylaws, and personnel practices of the ELCA.**

- Item 1. The staff of Women of the ELCA shall consist of an executive director and such staff positions as the executive board may determine.
- Item 2. The executive director shall be the chief executive officer of the organization. She shall carry out the policies of the organization and work collegially with the staff. She shall work interdependently with other churchwide units. She shall prepare the reports of the executive board to the Triennial Convention of Women of the ELCA and the Churchwide Assembly of the ELCA.

**ARTICLE XVII—CHURCHWIDE OFFICES OF WOMEN OF THE ELCA****SECTION 1. Location**

The principal office of Women of the ELCA shall be in the same location as that of the ELCA.

**ARTICLE XVIII—AMENDMENTS AND BYLAWS**

**SECTION 1. Amendments to the Constitution**

The constitution of this organization may be amended through either of the following procedures:

- Item 1.** The executive board may propose an amendment and send an official notice to the voting members-elect at least six months prior to the next regular Triennial Convention. The adoption of such an amendment shall require a two-thirds vote of the members present and voting at the Triennial Convention.
- Item 2.** An amendment may be proposed by 25 or more voting members of the Triennial Convention. The proposed amendment shall be referred to the executive board for its recommendation to the next Triennial Convention. Adoption of such an amendment shall require passage at two successive regular Triennial Conventions by a two-thirds vote of the members present and voting.

**SECTION 2. Amendments to the Bylaws**

Bylaws not in conflict with this constitution may be adopted or amended at any regular meeting of the Triennial Convention when presented in writing by the executive board or by at least 15 voting members of the convention. An amendment proposed by members of the convention shall immediately be submitted to the executive board for its recommendation. No amendment shall be placed before the convention for action sooner than the day following its presentation to the convention. A two-thirds vote of the members present and voting shall be necessary for adoption.

**SECTION 3. Continuing Resolutions**

Provisions relating to the administrative functions of this organization shall be set forth in the continuing resolutions. Continuing resolutions may be adopted or amended by a majority vote of the Triennial Convention or by a two-thirds vote of the executive board.

*Proposed amendments approved by Executive Board December 2019*

Throughout: Deletions are signified by ~~strike throughs~~; insertions by underlines.

## **Approved Constitution and Bylaws Synodical Women's Organization**

### NOTE

The provisions of the Constitution and Bylaws that pertain to the same subject have been placed together. The two types of provisions are identified in the following way:

Constitutional provisions are printed in **bold** type.

Bylaws are printed in regular type.

### **ARTICLE I—NAME**

#### **SECTION 1. Name**

**The name of the synodical women's organization functioning under this constitution and bylaws shall be [name of synod] Synodical Women's Organization of Women of the ELCA.**

#### **SECTION 2. Designation**

**For the purposes of this constitution and bylaws, the Evangelical Lutheran Church in America is designated as "the church," Women of Evangelical Lutheran Church in America as "Women of the ELCA" or "churchwide women's organization," [name of synod] Synodical Women's Organization of Women of the ELCA as "synodical women's organization," and congregational, intercongregational, or special organizations of Women of the ELCA as "units."**

### **ARTICLE II—PURPOSE**

#### **SECTION 1. Purpose of the Synodical Women's Organization**

**The purpose of this synodical women's organization shall be to assist units within its territory to fulfill the purpose of Women of the ELCA.**

#### **SECTION 2. Purpose of Women of the ELCA**

**As a community of women created in the image of God, called to discipleship in Jesus Christ, and empowered by the Holy Spirit, we commit ourselves to grow in faith, affirm our gifts, support one another in our callings, engage in ministry and action, and promote healing and wholeness in the church, the society, and the world.**

### **ARTICLE III—MEMBERSHIP**

#### **SECTION 1. Composition**

**The membership of this synodical women's organization shall consist of any unit affiliated with Women of the ELCA and located within the territory of the [name of synod] Synod.**

### **ARTICLE IV—RELATIONSHIPS**

### **SECTION 1. Units**

- Item 1.** This synodical women's organization shall establish a partnership with the units within its territory.
- Item 2.** This synodical women's organization shall strive to provide for grouping units into clusters or conferences whose boundaries normally shall coincide with the boundaries established by the [name of synod] Synod.

### **SECTION 2. Clusters or Conferences**

- Item 1.** Clusters or conferences shall be composed of units on the roll of this synodical women's organization.
- Item 2.** Clusters or conferences shall work interdependently with the synodical women's organization and the units to fulfill the purpose of Women of the ELCA through activities that
  - a. provide experiences for learning and leadership development;
  - b. build community;
  - c. provide opportunities for joint ministry and action;
  - d. provide opportunities for stewardship education and offerings; and
  - e. establish networks for communication.
- Item 3.** A cluster or conference planning committee of at least three members, including a coordinator, shall be elected at the cluster or conference meeting. Each member of a cluster or conference planning committee, including the coordinator, shall be ~~a participant in a unit and a voting member of an ELCA congregation~~ and shall strive to be a participant in a unit.
- Item 4.** The cluster or conference planning committee shall plan and facilitate programmatic activities with guidance from the synodical women's organization.
- Item 5.** Clusters or conferences shall work cooperatively with the synodical women's organization in funding the cluster's or conference's and synodical women's organization's programs and projects.

### **SECTION 3. Churchwide Women's Organization**

- Item 1.** This synodical women's organization shall establish a partnership with the churchwide women's organization.
- Item 2.** This synodical women's organization, together with the churchwide women's organization, may carry out programmatic functions and responsibilities through the Region to which the [name of synod] Synod relates.

### **SECTION 4. Synod**

- Item 1.** This synodical women's organization shall establish a relationship with the [name of synod] Synod.
- Item 2.** The synodical women's organization shall invite the bishop of the synod or her or his appointee to serve as a representative of the synod to the synodical women's organization and to provide reports to its convention and board meetings.

## **ARTICLE V—FUNCTIONS AND RESPONSIBILITIES**

### **SECTION 1. Functions and Responsibilities**

The synodical women's organization, in partnership with the churchwide women's organization, clusters or conferences, and units, shall within its territory

- Item 1. Establish plans and policies to fulfill the purpose of the organization;
- Item 2. Activate churchwide organization emphases and priorities;
- Item 3. Stimulate growth in faith and its significance for all of life;
- Item 4. Recruit, prepare, and support leaders;
- Item 5. Work within the church and society for the affirmation of women and the utilization of their gifts for ministry;
- Item 6. Promote and advocate for peace and justice in cooperation with others;
- Item 7. Foster creative programming in units and clusters or conferences;
- Item 8. Assist units to design appropriate structure for effective functioning;
- Item 9. ~~Foster the grouping of units in clusters or conferences and~~ Assist in building supportive and interdependent relationships among individuals and units, and, shall strive to foster the grouping of units in clusters or conferences;
- Item 10. Promote and interpret the life and work of the organization within the organization and the church and to the general public;
- Item 11. Establish financial policies, build budgets, and encourage support of the financial objectives of the synodical women's organization by individuals and units;
- Item 12. Establish and promote ecumenical relationships, consistent with churchwide policy;
- Item 13. Provide for synodical women's organization conventions; and
- Item 14. Provide materials and historical information for the archivist.

## SECTION 2. Governing Authority

Each convention, board, committee, task force, or other body of this synodical women's organization shall be conclusively presumed to have been properly constituted and neither the method of selection nor the composition of any such convention, board, committee, task force, or other body may be challenged in a court of law by any person or be used as a basis of challenge in a court of law to the validity or effect of any action taken or authorized by any such convention, board, committee, task force, or other body.

## ARTICLE VI—CONVENTIONS

### SECTION 1. Convening

- Item 1. The convention of this synodical women's organization shall meet at least biennially and shall be its highest legislative authority.
- Item 2. Special conventions may be called by the president, convener(s), coordinator(s) or co-chair(s) with the consent of the board of the synodical women's organization and shall be called at the request of two-thirds of the units within the synodical women's organization.
- Item 3. A majority of the voting members in attendance at the convention shall constitute a quorum.

### SECTION 2. Representation

- Item 1. Voting members of a convention shall be the elected officers or SWO leaders and board members of the synodical women's organization and one voting member from each unit on the roll of this synodical women's organization.
- Item 2. Those congregations not represented by a unit shall be invited to send to the regular

convention one representative who shall have seat and voice.

- Item 3. The voting members at a special convention shall be those seated in the preceding regular convention, provided they have not ~~ceased to participate in the units they represented or are not~~ been superseded by election of new voting members.

### SECTION 3. Procedures

- Item 1. The ~~secretary~~ secretary/communicator shall give the units notification of the regular convention at least three months in advance.
- Item 2. The ~~secretary~~ secretary/communicator shall give the units notification of a special convention at least one month in advance.
- Item 3. A special convention shall transact only such business as is related to the designated purpose of that convention.
- Item 4. *Robert's Rules of Order*, latest edition, shall be the governing parliamentary law of this synodical women's organization, except as otherwise provided in this constitution and bylaws.
- Item 5. Pre-convention reports shall be distributed to each voting member-elect at least 20 days prior to the synodical women's organization convention.

### SECTION 4. Nominations and Elections

- Item 1. The board shall establish a process for electing or appointing a Nominating Committee of at least three members to serve for each regular convention.
- Item 2. The Nominating Committee shall
- nominate two persons for each vacancy (except when the nominating ballot is used for the offices of president and vice president, or convener[s], coordinator[s], or co-chairs); and
  - give consideration to names submitted by the units.
- Item 3. Members of the committee shall be ineligible for nomination by the committee to any position to be filled. Committee members may, however, be nominated from the floor.
- Item 4. Additional nominations may be made from the floor for all elections for which nominations have been made.
- Item 5. The Nominating Committee in selecting nominees for the ~~officers-SWO leaders~~ and board members of the synodical women's organization shall follow these guidelines:
- as nearly as possible, at least 10 percent shall be persons of color and/or persons whose primary language is other than English;
  - no more than ~~one person~~ two persons from a unit shall be nominated (whether by the Nominating Committee or from the floor); and
  - consideration shall be given to geographic location, variety of ages, and diversity of experience, including living with a disability.
- Item 6. All elections shall be by ballot.
- Item 7. In all elections, a majority of votes cast shall elect, except in the election of voting members of the Triennial Convention (and in the election of president; or president and vice president; or co-convener[s], co-coordinator[s], or co-chairs by the nominating ballot).
- Item 8. (Optional) The president (or president and vice president, or co-convener[s], co-coordinator[s], or co-chairs) shall be elected by a nominating ballot. Three-fourths of

**the votes cast shall be required for election on the first ballot. Thereafter, only such votes as are cast for persons who have received votes on the first or nominating ballot shall be valid. On the second ballot, two-thirds of the vote cast shall be required for election. On the third ballot, the voting shall be limited to the two persons (plus ties) receiving the highest number of votes on the second ballot and a majority of votes shall elect.**

**SECTION 5. Conventions and the Responsibilities of the Board**

- Item 1. The time and place for each convention of the synodical women's organization shall be determined by the board of the synodical women's organization.
- Item 2. The board shall elect a committee to be responsible for the convention program. The board shall be responsible for business meetings to be held during the convention.
- Item 3. The board shall recommend rules of procedure for the convention for adoption by the voting members.
- Item 4. The board shall make provision for convention committees such as
  - a. Committee on the Report of the President, Convener(s), Coordinator(s), or Co-Chairs;
  - b. Committee on Credentials;
  - c. Committee on Reference and Counsel;
  - d. Committee on Minutes;
  - e. Committee on Conduct of Elections; and
  - f. Committee on Claims
- Item 5. Names and addresses of voting members and alternates shall be sent by the units to the president, convener(s), coordinator(s), or co-chairs, or ~~her~~ a designee at least 30 days prior to the convention.

**SECTION 6. Nomination and Election of Voting Members of the Triennial Convention**

- Item 1. **Nominations for voting members of the Triennial Convention shall be made by the units. Each unit shall submit the name of only one ~~of its participants~~ person, who shall be a voting member of an ELCA congregation and shall strive to be a participant in the unit.**
- Item 2. **A unit may submit the name of a nominee even though the synodical president (or convener, coordinator, or co-chair), or a churchwide officer, or a churchwide board member (voting member by virtue of her office) is a participant in the unit.**
- Item 3. **The Nominating Committee in selecting nominees for voting members to the Triennial Convention shall follow these guidelines:**
  - a. **as nearly as possible, at least 10 percent shall be persons of color and/or persons whose primary language is other than English; and**
  - b. **consideration shall be given to geographic location, variety of ages, and diversity of experience, including living with a disability.**
- Item 4. **The Nominating Committee shall present to the synodical women's organization convention at least two names for each voting member position.**
- Item 5. **Nominations from the floor for the churchwide women's organization convention voting members shall be limited to those names submitted to the Nominating Committee by the units.**
- Item 6. **Election shall be by ballot. A rank-order process established by the Churchwide**

- Women's Organization Executive Board shall be used.
- Item 7. In election of voting members of the Triennial Convention, at least one-fourth shall be women attending such a convention as voting members for the first time.
- Item 8. This synodical women's organization may establish guidelines concerning the number of successive times one woman may be a voting member of a Triennial Convention.
- Item 9. The president (or one convener, coordinator, or co-chair) of the synodical women's organization shall be a voting member of the convention by virtue of office.

## ARTICLE VII—BOARD OF THE SYNODICAL WOMEN'S ORGANIZATION

### SECTION 1. Composition and Authority

- Item 1. There shall be a board of this synodical women's organization consisting of the elected ~~officers~~SWO leaders, together with ~~\*\_\_\_\_\_~~ three or more elected board members. As nearly as possible, at least 10 percent of the board members shall be persons of color and/or persons whose primary language is other than English, and no more than one ~~officer~~SWO leader ~~and one~~ board member shall come from the same unit.
- Item 2. ~~Officers~~SWO leaders and members of the board shall be elected by the convention for a term of two years. Terms of one-half of those elected shall expire each year, except in the case of biennial conventions.
- Item 3. The board shall be the legislative authority between conventions of this synodical women's organization and shall carry forward the work of the synodical women's organization, act for it, and report its actions to subsequent conventions.
- Item 4. There shall be committees of the board to fulfill programmatic and organizational concerns in the following areas: growth, community, action, leadership, communication, and finance.

\*5, 6, 7, 8, or 9

### SECTION 2. Meetings

The board shall meet at least two times each year, in person or electronically. Special meetings may be called by the president, convener(s), coordinator(s), or co-chair(s), or, in the event of ~~her~~ death, resignation, or incapacity, by the vice president, co-convener, co-coordinator, joint co-chair, or other member of the executive committee. A majority of the members of the board shall constitute a quorum.

### SECTION 3. Mail, Digital Technology, ~~Telephone~~-Conference Call, and Electronic Meeting ~~E-mail~~-Vote

- Item 1. In an emergency, as determined by the president, convener(s), coordinator(s), or co-chair(s), a vote by mail, by digital technology, ~~telephone~~-conference call, or e-mail may be taken.
- Item 2. In a mail vote, responses must be postmarked on or before the date established in the letter, and an 80 percent vote in the affirmative of the total board shall be necessary to adopt the vote taken by mail.
- Item 3. In a digital technology or telephone-conference call vote, if all board members participate, the vote necessary for adoption shall be a majority vote; if fewer than 100 percent of the board members participate, the vote necessary for adoption shall be a two-thirds vote in the affirmative of the total board.



- Item 4. In an email vote, responses must be sent on or before the date established in the letter and an 80 percent vote in the affirmative of the total board shall be necessary to adopt the vote taken by e-mail.
- Item 5. The results of action taken by mail, digital technology, ~~telephone~~ conference call, or email shall be emailed immediately to all board members and shall be reviewed and adopted at the next meeting of the board.

#### SECTION 4. Officers in General

- Item 1. The officers or leaders of each synodical women's organization ~~shall~~ may be a president, a vice president, a secretary, and a treasurer (or convener(s), coordinator(s), or co-chair(s), a treasurer, and a secretary/communicator), herein referred to as SWO leaders. Each shall be ~~a participant in a unit and~~ a voting member of an ELCA congregation and shall strive to be a participant in a unit.
- Item 2. These ~~officers~~ SWO leaders shall be elected by the convention to a term of two years. All ~~officers~~ shall be eligible for one reelection to the same ~~office~~ position.
- Item 3. Upon completion of her term(s) as president, convener, coordinator, or co-chair, the president, convener, coordinator or co-chair shall be ineligible for election as ~~an officer~~ a SWO leader, member of the governing council, or board member for two years.
- Item 4. No elected person shall serve as ~~an officer,~~ a SWO leader or board member for more than seven consecutive years.
- Item 5. Should a vacancy occur ~~in any of the four offices~~ among the SWO leaders, the board of the synodical women's organization shall fill the same until the next regular convention. The election by the convention shall be for the remainder of the unexpired term.
- Item 6. The terms of the ~~officers~~ SWO leaders shall begin immediately following installation, except that of the treasurer, which shall begin February 1 following election.
- Item 7. There shall be an executive committee consisting of the ~~four officers~~ SWO leaders, which shall act between meetings of the board of the synodical women's organization.

#### SECTION 5. Duties of SWO Leaders

- Item 1. The president, convener, coordinator, or co-chair shall
- a. preside at all conventions of the synodical women's organization and at meetings of the board and executive committee;
  - b. ensure that the constitution and bylaws of the synodical women's organization are duly observed and that the actions thereof are carried into effect, and appoint all committees not otherwise provided for;
  - c. be an ex-officio member of all committees of the synodical women's organization except the Nominating Committee;
  - d. submit a report to each regular convention of the synodical women's organization concerning her work, with observations and recommendations affecting the synodical women's organization as she may deem important;
  - e. serve as liaison with the churchwide women's organization and attend the meetings of the Conference of Synodical Presidents;
  - f. represent the synodical women's organization at, or appoint representatives to, inter-Lutheran and ecumenical associations and councils in which the organization participates; and

- g. serve as representative to the Synod Council, or appoint a representative.
- Item 2. The vice president, co-convener, co-coordinator, or co-chair shall
  - a. act in the absence, disability, or resignation of the president, a convener, coordinator, or joint co-chair. She shall assume the duties of that position ~~the president~~ until the vacancy is filled by the board of the synodical women's organization at its next regularly scheduled meeting; and
  - b. perform such other duties as requested by the president, or a convener, coordinator, or joint co-chair or the board.
- Item 3. The secretary or secretary/communicator shall
  - a. be the secretary of the board and the executive committee of the synodical women's organization;
  - b. be responsible for recording and distributing minutes of the synodical convention, the board, and the executive committee;
  - c. give the units notification of the regular convention at least three months in advance and of a special convention at least one month in advance;
  - d. keep a correct register of the roll of units, along with the names of the officers or leaders of these units;
  - e. secure from the units such reports as from time to time may be required;
  - f. perform such other duties as the board may from time to time direct; and
  - g. provide for the gathering and preserving of historical records and documents.
- Item 4. The treasurer shall
  - a. provide for the keeping of all records and be accountable for all funds;
  - b. be responsible for disbursing funds in accordance with the financial policies of Women of the ELCA and the budget of the synodical women's organization; and
  - c. present a complete report, including an accounting compilation or review, to the synodical women's organization convention and an interim report to each board and executive committee meeting.

#### SECTION 6. Board Members

- Item 1. There shall be three or more <sup>\*</sup> \_\_\_\_\_ members of the board elected by the convention of the synodical women's organization for a term of two years. Each board member shall ~~be a participant in a unit and~~ a voting member of an ELCA congregation and shall strive to be a participant in a unit.

\*5, 6, 7, 8, or 9

- Item 2. No elected board member shall be eligible for more than two consecutive terms.
- Item 3. No elected board member shall serve on the board in the capacity of ~~officer, SWO leader,~~ and/or board member for more than seven consecutive years.
- Item 4. Should a vacancy occur in the membership of the board, the board of the synodical women's organization shall fill the same until the next regular convention. Each election by the convention shall be for the remainder of the unexpired term.
- Item 5. The terms of the board members shall begin immediately following installation.

#### SECTION 7. Board Duties

- Item 1. Transact necessary business and make programmatic decisions between conventions.

- Item 2. Set policies required for effective and efficient functioning.
- Item 3. Supervise and coordinate the work of all committees that the board may appoint.
- Item 4. Identify board members for networking between the churchwide organization and the unit in both programmatic and organizational concerns.
- Item 5. Determine the time and place of each convention.
- Item 6. Prepare the proposed agenda, rules of procedure, and program for adoption by each convention.
- Item 7. Report its actions to each regular convention.
- Item 8. Recommend the budget to the regular convention.
- Item 9. Fill vacancies among the ~~officers~~ SWO leaders until the next convention.
- Item 10. Determine the fact of the incapacity of ~~an officer~~ a SWO leader or board member to perform her duties and determine if she shall be removed from her office in accordance with the policies and procedures of the churchwide Executive Board. For removal of ~~an officer~~ a SWO leader or board member, a two-thirds vote of the total board shall be required. A mail vote shall not be used to effect the removal of ~~an officer~~ a SWO leader or board member.
- Item 11. Act as Constitution and Bylaws Committee. Whenever a synodical women's organization proposes to amend its constitution and bylaws, the board of this organization shall submit prior to September 15 or ~~February~~ March 15 the proposed amendments to the churchwide Executive Board for review and action.
- Item 12. Act in such other matters as may be delegated to it by the convention of the synodical women's organization.

## **ARTICLE VIII—FINANCIAL MATTERS**

### **SECTION 1. Fiscal Year**

**The fiscal and the budget year for this synodical women's organization shall be February 1 through January 31.**

### **SECTION 2. Annual Budget**

- Item 1. **The annual budget shall include the synodical women's organization program and operating costs and reflect the interdependent relationship between the synodical women's organization and the churchwide women's organization.**
- Item 2. **The proposed annual budget shall be presented to the churchwide Executive Board for information within 30 days of its adoption by the synodical women's organization.**

### **SECTION 3. Budget Adoption**

**When the synodical women's organization convention is held biennially, the board of the synodical women's organization shall adopt the budget in the non-convention year.**

### **SECTION 4. Financial Report**

**The synodical women's organization board shall provide annual financial reports to the units within its territory.**

### **SECTION 5. Remittances**

**Regular remittances to the churchwide women's organization according to the established procedures**

shall reflect the interdependent relationship between the synodical women's organization and the churchwide women's organization.

#### **SECTION 6. Financial accountability**

Each synodical women's organization shall have an accounting compilation or review conducted by an independent outside accountant or a review by a committee appointed by the SWO board at the end of each fiscal year. The committee appointed by the SWO board shall consist of at least three members, none of whom are members of the current board or of the treasurer's congregational unit. The accounting compilation or review shall be completed by June 15 and submitted to the churchwide women's organization within 30 days of its completion.

This accounting compilation or review shall be adopted at the subsequent synodical women's organization convention. When the synodical women's organization convention is held biennially, the board of the synodical women's organization shall adopt the accounting compilation or review in a non-convention year.

#### **ARTICLE IX—DISSOLUTION CLAUSE**

In the event of the dissolution of this synodical women's organization, any surplus property remaining after the payment of its debts shall be disposed of by transfer to the churchwide women's organization or its successor provided that said organization is, at the time of dissolution, a qualified organization as described in Section 501 (c)(3) of the Internal Revenue Service Code of 1986 or comparable provision, and, if not, to the Evangelical Lutheran Church in America or its successor, and, if not, to one or more organizations so qualified in such proportions as the board of this synodical women's organization shall determine.

#### **ARTICLE X—BYLAWS AND AMENDMENTS**

##### **SECTION 1. Bylaws**

This synodical women's organization may adopt bylaws not in conflict with this constitution.

##### **SECTION 2. Amendments**

- Item 1.** Whenever the secretary of Women of the ELCA officially informs the synodical women's organization that the Women of the ELCA Triennial Convention has amended the Approved Constitution for Synodical Women's Organizations, whether by setting out alternate clauses or otherwise, such provisions shall be introduced at once into this constitution and notice of this action shall be forwarded to Women of the ELCA.
- Item 2.** Other amendments to this constitution shall be submitted to the churchwide Executive Board prior to ~~February~~ March 15 or September 15 for review and action. Upon approval, said amendments may be adopted by the synodical women's organization convention by a two-thirds vote at the regular convention after having been moved and presented in writing at the previous convention. (In case of a biennial convention, "at the previous convention" may be replaced with "to the units six months prior to the convention.")
- Item 3.** Whenever the secretary of Women of the ELCA officially informs the synodical women's organization that the Women of the ELCA Triennial Convention has amended the

**Approved Bylaws for Synodical Women’s Organizations, whether by setting out alternate clauses or otherwise, such provisions shall be introduced at once into these bylaws and notice of this action shall be forwarded to Women of the ELCA.**

- Item 4. Other amendments to these bylaws shall be submitted to the churchwide Executive Board prior to ~~February~~ March 15 or September 15 for review and action. Upon approval, said amendments may be voted on at any duly called regular or special convention by a two-thirds vote of all voting members present, provided that a written notice of the proposed amendment has been given at the previous meeting.**

Amendments proposed by Churchwide Executive Board December 2019