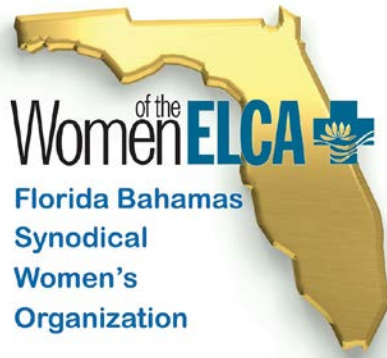


# CONSTITUTION AND BYLAWS



## FLORIDA-BAHAMAS SYNODICAL WOMEN'S ORGANIZATION OF THE WOMEN OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA

Approved at the Constituting Convention  
August 26-28, 1987

Amended at Convention  
April 14-16, 1989  
March 30 - April 1, 1990  
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October 15-17, 1999  
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Amended at the Seventh Triennial Convention - July 2008  
Amended at the Eighth Triennial Convention - July 2011 Amended  
at the Ninth Triennial Convention - July 2014  
Amended at the Tenth Triennial Convention- July 2017

Constitutional provisions are in bold type, bylaw materials are in regular type in order to bring the Approved Constitution and Bylaws, Synodical Women's Organization in line with the Churchwide Constitution.

**APPROVED CONSTITUTION AND BYLAWS  
FLORIDA-BAHAMAS SYNODICAL WOMEN'S ORGANIZATION  
WOMEN OF THE EVANGELICALLUTHERAN CHURCH IN AMERICA**

**ARTICLE I — NAME**

**SECTION 1. Name**

The name of the synodical women's organization functioning under this constitution and bylaws shall be Florida-Bahamas 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," Florida-Bahamas 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 Florida-Bahamas 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 provide for grouping units into conferences whose boundaries normally shall coincide with the boundaries established by the Florida-Bahamas Synod.

**Item 3.** A unit shall be considered active if it has a constitution, covenant or affirmation of membership on file with the synodical women's organization and sends offerings to the synodical treasurer.

## **SECTION 2. Conferences**

**Item 1.** Conferences shall be composed of units on the roll of this synodical women's organization.

**Item 2.** Conferences shall meet at least once each year.

**Item 3.** 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 4.** Conferences shall elect officers, president, vice president and secretary annually.

- a. Elections shall be for a term of two years. Elections shall be held in such manner that the terms for president and vice-president shall expire in the same year and the term for secretary, shall expire in the alternate year. Each officer shall be eligible for one reelection to the same office,
- b. Should a vacancy occur in any of the offices, the president of the synodical women's organization shall appoint a person to fill the vacancy until the next meeting of the conference, when a successor shall be elected for the unexpired term.

**Item 5.** No elected member of the Board of the synodical women's organization shall serve as an officer of a conference.

**Item 6.** A conference planning committee of at least three members, including a coordinator, shall be elected at the conference meeting. Members of the conference planning committee, including the coordinator, shall be participants in a unit or special unit and voting members of an ELCA congregation.

**Item 7.** The conference planning committee shall plan and facilitate programmatic activities with guidance from the synodical women's organization.

**Item 8.** Conferences shall work cooperatively with the synodical women's organization in funding the 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 Florida-Bahamas Synod relates.**

### **SECTION 4. Synod**

- Item 1. This synodical women's organization shall establish a relationship with the Florida-Bahamas 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.**
- Item 3. The synodical women's organization president or appointed representative shall be an advisory member of the Florida-Bahamas Synod Council and provide reports at conventions and board meetings if invited.**

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

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

**The synodical women's organization, in partnership with the churchwide women's organization, 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;**
- 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 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 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 superseded by election of new voting members.**

### **SECTION 3. Procedures**

- Item 1. The secretary shall give the units notification of the regular convention at least three months in advance.**
- Item 2. The secretary 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 a. nominate two persons for each vacancy (except when the nominating ballot is used for the offices of president and vice president); and b. 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 and board members of the synodical women's organization 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;**
  - b. no more than one person from a unit shall be nominated; and**
  - c. 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 to the Triennial Convention (and in the election of president and vice president by nominating ballot). On the third ballot for secretary, treasurer and Board, the voting shall be limited to the two persons (plus ties) receiving the highest number of votes on the second ballot.
- Item 8.** The president and vice president 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 votes 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;
  - 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 or her designee at least 30 days prior to the convention.

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

- Item 1.** Nominations for voting members to the Triennial Convention shall be made by the units. Each unit shall submit the name of only one of its participants who must be a voting member of an ELCA congregation.
- Item 2.** A unit may submit the name of a nominee even though the synodical president 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 to 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 to a Triennial Convention.
  
- Item 9.** No woman shall serve as a voting member to a Triennial Convention for more than two successive times unless she is the president of this synodical women's organization.
  
- Item 10.** The president of the synodical women's organization (or the president elect in the event that a person has been elected to replace the incumbent president) shall be a voting member to the Triennial Convention by virtue of her 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 four elected officers together with eight elected 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 or board member shall come from the same unit.
  
- Item 2.** Officers 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.

#### **SECTION 2. Meetings**

The board shall meet at least two times each year. Special meetings may be called by the president or, in the event of her death, resignation, or incapacity, by the vice president or the executive committee. A majority of the members of the board shall constitute a quorum.

#### **SECTION 3. Mail, Telephone Conference Call, and E-mail Vote**

- Item 1.** In an emergency, as determined by the president, a vote by mail, by 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 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 e-mail 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, telephone conference call, or e-mail shall be mailed immediately to all board members and shall be made a part of the minutes of the next meeting of the board.

#### **SECTION 4. Officers in General**

- Item 1.** The officers of the synodical women's organization shall be a president, a vice president, a secretary, and a treasurer. Each shall be a participant in a unit and a voting member of an ELCA congregation in this synod.
- Item 2.** Each officer shall be elected by the convention to a term of two years. All officers shall be eligible for one reelection to the same office.
- Item 3.** Upon completion of her term(s) as president, the president shall be ineligible for election as an officer or board member for two years.

- Item 4. No elected person shall serve as an officer or board member for more than seven consecutive years.**
- Item 5. Should a vacancy occur in any of the four offices, 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. At the next scheduled board meeting following the resignation, board members may nominate any person who is a participant in a CU and a member of the ELCA to fill the vacancy providing she has the person's permission. A written ballot will follow and the person with the highest number of votes will be elected (Rank order). A non-board member shall count the votes and report the results to the presiding officer.**
- Item 7. The terms of the officers shall begin immediately following installation; except that of the treasurer, which shall begin February 1 following election.**
- Item 8. There shall be an executive committee consisting of the four officers, which shall act between meetings of the board of the synodical women's organization.**

#### **SECTION 5. Duties of Officers**

- Item 1. The president 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 shall**
  - a. act in the absence, disability, or resignation of the president. She shall assume the duties of 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 the board.

**Item 3. The secretary 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 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 eight 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 in this synod.**

**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 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. At the next scheduled board meeting following the resignation, board members may nominate any person who is a participant in a CU and a member of the ELCA to fill the vacancy providing she has**

the person's permission. A written ballot will follow and the person with the highest number of votes will be elected (Rank order). A non-board member shall count the votes and report the results to the presiding officer.

- Item 6. 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 in the offices and board membership until the next convention.
- Item 10. Determine the fact of the incapacity of an officer 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 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. 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 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 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 a 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 September 15 or February 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 a 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 September 15 or February 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 amendments has been given at the previous meeting.**