

# **Approved Constitution and Bylaws**

## **Southwestern Minnesota Synodical Women's Organization of Women of the ELCA**

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 the Southwestern Minnesota 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 the Evangelical Lutheran Church in America as "Women of the ELCA" or "churchwide women's organization", Southwestern Minnesota Synodical Women's Organization of Women of the ELCA as "synodical women's organization" and congregational, intercongregational, or specific 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 Southwestern Minnesota 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 clusters**  
**or conferences whose boundaries normally shall coincide with the boundaries established by the Southwestern Minnesota 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.**
- 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 Southwestern Minnesota Synod relates.**

#### **SECTION 4. Synod**

- Item 1.** This synodical women's organization shall establish a relationship with the Southwestern Minnesota 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.
- 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 these bylaws.

### 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 of the Triennial Convention (and in the election of president or president and vice president by the nominating ballot).
- Item 8.** (Optional) The president (or 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 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 provisions 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 20 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.
- 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 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 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 four elected officers together with nine (9) 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 a 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, 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 the ELCA.
- Item 2.** Each officer shall be elected by the convention to a term of two years. All officers shall be eligible for one re-election 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.** The terms of the officers shall begin immediately following installation; except that of treasurer, which shall begin February 1 following election.
- Item 7.** 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 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 the units, along with the names of the officers of the 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 nine 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 the ELCA.**

**Item 2. No elected board members 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. 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 organization concerns.



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- 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 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 Reports**

**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. 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 15 or September 15 for review and action. Upon approval, said amendments may be adopted by the synodical women's convention by a two-thirds vote at the regular convention after having been moved and presented in writing at a previous convention. (In case of biennial

convention, “at a 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 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.

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This constitution has been approved by the churchwide board of the Women of the ELCA 8/5/87

- 11/22/88 Recommended corrections as suggested by Synodical Constitution Review Committee of Churchwide Women's Organization as adopted by SW MN Synodical Women's Board.
- 3/15/91 Recommended corrections as suggested by Synodical Constitution Review Committee of Churchwide Women's Organization as adopted by SW MN Synodical Women's Board.
- 7/13/92 Recommended corrections as suggested by Synodical Constitution Review Committee of Churchwide Women's Organization as adopted by SW MN Synodical Women's Board. Proposed new language of ARTICLE IX BYLAWS AND AMENDMENTS as adopted by SW MN Synodical Women's Organization at their fifth convention on June 19-20, 1992.
- 6/18/94 Amendments to the Constitution and Bylaws, Synodical Women's Organization, Women of the ELCA as approved by the Second Triennial Convention and approved by Women of the ELCA SW MN seventh convention on June 17-18, 1994
- 6/18/98 Changes to the Approved Constitution and Bylaws, Synodical Women's Organization as voted on at the 1996 Triennial Convention of Women of the ELCA. ARTICLE VI Section 4, ARTICLE VII Section 3, 6, and ARTICLE X Section 2. (Items 1 and 3 of this last section state that upon receipt of this official notice, the enclosed amendments shall be introduced at once into the Constitution and Bylaws).
- 01/20/01 Changes to the Approved Constitution and Bylaws, Synodical Women's Organization as voted on at the 1999 Triennial Convention of Women of the ELCA. ARTICLE II, Sec. 1, ARTICLE III, Sec. 1, ARTICLE IV, Sec. 1, Item 2, Sec. 2, Item 1, 5, ARTICLE V, Sect. 1, Item 7,8,9, ARTICLE VI, Sec. 2, Item 1, Sec. 5, Item 5, Sec. 6, Item 1,2,5,9, ARTICLE VII, Sec. 1, Item 1, Sec. 5, Item 3.d, ARTICLE X, Sec. 2, Item 2.
- 6/18/04 Changes to the approved Constitution and Bylaws, Synodical Women's Organization as voted on at the 2004 Synodical Convention of the SW MN Women of the ELCA. ARTICLE VI, Sec. 5, Item 5, regarding convention delegate registration from 60 to 20 days prior to convention.
- 9/30/05 Official notification by the Churchwide Secretary of changes approved at the Sixth Triennial convention held in San Antonio, Texas in July 2005 to the "Approved Constitution and Bylaws Synodical Women's Organization". Please note: Also changed the font of constitutional provisions and bylaws from regular type and italics to bold type and regular type. This change was made in order to bring the Approved Constitution and Bylaws, Synodical Women's Organization in line with the Churchwide Constitution. Changes were made to entire constitution.
- 10/25/11 Official notification by the Churchwide Secretary of changes approved to the "Approved Constitution and Bylaws; Synodical Women's Organization" at the Eighth Triennial Convention held in Spokane, Washington in July 2011. Article VI, Sec. 6, Item 1,4; Article VIII, Sec. 6.
- 7/24/2014 Changes in the constitutions voted into effect at the Ninth Triennial Convention (2014) fall into these categories: 1) The term "delegate" was replaced with "voting member" in every instance, in all four constitutions; 2) The eligibility for elected office was clarified in all four constitutions, requiring women to be "voting members of the ELCA" in order to serve in an elected capacity; and 3) The model constitution for synodical organizations was changed so that proposed annual budgets of synodical organizations must be submitted to the churchwide executive board within

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30 days after adoption (rather than prior to adoption). Article VIII, Sec. 2, Item 2. All changes become effective immediately, as provided for in our constitutions. Congregational and special units and synodical organizations need take no further action on these changes; they need only update their constitutions to reflect these changes.