

**BYLAWS
PALM BEACH DIOCESAN
COUNCIL OF CATHOLIC WOMEN**

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**BYLAWS
PALM BEACH DIOCESAN
COUNCIL OF CATHOLIC WOMEN**

ARTICLE 1 – NAME

This Organization shall be known as Palm Beach Diocesan Council of Catholic Women, hereinafter referred to as PBDCCW.

ARTICLE II – INSIGNE

The Insigne of the Organization shall be a representation of Our Lady of Good Counsel with the words Palm Beach Diocesan Council of Catholic Women encircling it.

ARTICLE III – OBJECTIVES

The objectives of this Organization shall be to unite Catholic organizations of women of this Diocese in purpose, direction and action embracing the NCCW Mission Statement: “The National Council of Catholic Women acts through its membership to support empower and educate all Catholic women in spirituality, leadership and service. NCCW programs respond with Gospel values to the needs of the Church and society in the modern world”.

ARTICLE IV – AUTONOMY

This Organization shall not in any way interfere with the government or violate the autonomy of any society or organization affiliated with it.

ARTICLE V – MEMBERSHIP

- Section 1. This organization and all affiliates shall be members of the National Council of Catholic Women (NCCW).
- Section 2. This Organization and all affiliates shall be members of the Florida Council of Catholic Women, (FCCW).Province of Miami.
- Section 3. All Catholic organizations of women of the Diocese enjoying Episcopal approval and who subscribe to the objectives of the Council shall be eligible for membership in this Organization.
- Section 4. The affiliates of this organization shall be members of their respective Deaneries

ARTICLE VI – GOVERNMENT

- Section 1. The government of this Organization shall be vested in the Board of Directors (Board) subject to the support and collaboration of the Diocesan Bishop and/or the Diocesan Spiritual Advisor.
- Section 2. The Board of Directors shall consist of:
- a. The elected officers.
 - b. The Deanery Presidents and Vice-Presidents for the duration of their terms of office.
 - c. The Corresponding Secretary, an appointed officer.
 - d. The Historian, an appointed officer.
 - e. The Parliamentarian, an appointed officer
 - f. Chairmen of Diocesan Standing Committees who shall be appointed by the President.
 - g. The Immediate Past President who shall serve during the term of her successor.
 - h. The Diocesan Spiritual Advisor.
 - i. Council members who are elected officers or appointed as chairmen by the National Council of Catholic Women or the Associates of NCCW, Inc., for their terms of office.
 - j. Council members who are elected or appointed to the Florida Council of Catholic Women for their terms of office.
- Section 3. All Diocesan Board members shall have voice and vote at all meetings of the Board and at the Annual Meeting. All Diocesan Board members must be members of a PBDCCW Affiliation
- Section 4. The elected officers of PBDCCW shall be the President, Vice-President, Recording Secretary and Treasurer.
- Section 5. The Executive Committee shall consist of the Diocesan Spiritual Advisor, elected officers, appointed officers and Deanery Presidents.
- Section 6. All powers and duties of the Board of Directors shall be discharged in the interim between meetings of the Board by the Executive Committee unless otherwise designated in these bylaws or controlled by restriction imposed by the Organization or the Board. All action taken by the Executive Committee shall be reported at the next Board meeting.

Section 7. The Board of Directors shall have jurisdiction between Annual Meetings of this Council over all matters relating to its policies, procedures, and management , with the support and collaboration of the Diocesan Spiritual Advisor.

ARTICLE VII – ELECTIONS

Section 1. The Nominating Committee shall consist of the Diocesan Spiritual Advisor, Deanery Vice-Presidents and one Diocesan Board member from each Deanery who shall be elected at the Summer Board Meeting in the election year. They shall meet immediately after adjournment to elect a Chairman from their members. The names of the members of the Nominating Committee shall be sent to all diocesan Board members and Affiliation Presidents within two weeks of their election to provide an opportunity for suggested candidates to be submitted to the nominating committee for consideration.

Section 2. The Nominating Committee shall prepare a single slate of candidates to be presented to the Bishop of Palm Beach and the Diocesan Spiritual Advisor for the election of officers. Pastors of all nominees shall be notified. The proposed slate shall be presented at the Fall Board Meeting. Immediately following the Board meeting, the slate shall be sent to all Affiliation Presidents at least forty-five (45) days before the election, along with a short bio of each nominee presented by the Nominating Committee. Nominations from the floor must meet the requirements of slate nominees and must be submitted in writing to the Nominating Committee Chairman no later than twenty (20) days prior to the election. The election of officers shall take place at the Winter Diocesan Board meeting. The bios of each candidate shall be presented by a member of the Nominating Committee, including those nominated from the floor.

Section 3. If only one candidate is nominated for an office, the vote may be taken by acclamation. In the event nominations are made from the floor, voting will be by secret ballot and the President shall appoint a committee of two from the Board members present to count the votes.

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- Section 4. To be eligible for the office of President and Vice-President, a member must have served as a PBDCCW Affiliation President. She must be serving on the Diocesan Board of Directors, as designated in Article VI, Section 2, or must have served on that Board for two years within the last four years. The President and Vice-President should not be from the same Deanery unless there is no other candidate from another Deanery that is qualified and willing to take the nominated position. For the Office of Recording Secretary and/or Treasurer, a candidate must be serving on the Diocesan Board of Directors, or must have served on that Board for two years within the last four years. If no PBDCCW Board member is available as a candidate, any member who has served on an affiliation executive board may be considered eligible to serve. Preferably these candidates would have proven secretarial and bookkeeping skills.
- Section 5. In election years, the installation of newly elected officer shall be at the PBDCCW Biennial Convention/Annual Meeting. They shall assume their duties at the close of the Convention/Meeting, except for the treasurer, who will begin her term July 1st.

ARTICLE VIII – TERM OF OFFICE

- Section 1. All officers shall be elected by the members of the Diocesan Board of Directors for a term of two years. No officer shall be eligible for election to the same office until at least a two-year term has intervened.
- Section 2. Term of office for all Committee Chairmen shall be one year, not more than two years, except in extraordinary circumstances, with the support and collaboration of the Diocesan Spiritual Advisor.
- Section 3. Change of domicile of a Deanery President or Deanery Vice-President from the Deanery she was elected to represent shall automatically terminate her membership on the Board of Directors.

ARTICLE IX – DUTIES OF OFFICERS

- Section 1. The President shall preside at the Annual Meeting and at all meetings of the Board of Directors and the Executive Committee; she shall be a member ex-officio of all committees except the Nominating Committee. She shall appoint a Corresponding Secretary, a Parliamentarian, a Historian, and Chairmen of all Diocesan Standing Committees after having obtained the support and collaboration of the Diocesan Spiritual Advisor. She shall appoint Chairmen of all other committees with the exception of the Nominating Committee.

- Section 2. The Vice-President shall, in the absence of the President, perform the duties pertaining to that office. The Vice-President shall perform such other duties as the president may designate.
- Section 3. The Recording Secretary shall be responsible for an accurate roll call, for recording minutes of all Board and Executive Committee meetings and the business session of the Annual Meeting, and for distributing minutes to all Board members. Minutes of all the meetings shall be submitted to the President and the Diocesan Spiritual Advisor no later than two weeks after the meeting. Minutes reviewed by the President and Diocesan Spiritual Advisor shall be distributed to Board members no later than 30 days prior to the next meeting
- Section 4. The Corresponding Secretary, in collaboration with the President, shall be responsible for the general correspondence of the Council which may include the sending out of "Calls to Meeting."
- Section 5. The Treasurer shall be custodian of all monies of the Organization which shall be deposited in the name of the PBDCCW. The Treasurer shall keep an account of all monies received and expended, and shall provide Diocesan Board members with a current financial statement monthly via e mail and a year-to-date statement at the Annual Meeting. She shall provide a final statement at the end of the fiscal year. All bills shall be submitted with the appropriate voucher forms and with receipts as appropriate and shall have the approval of the President or Diocesan Spiritual Advisor. The Treasurer shall cause the books to be audited by an Audit Committee and turn them over to her successor within thirty (30) days after the expiration of her term of office.
- Section 6. The Parliamentarian shall be responsible for preparing and presenting the Rules of the Convention and shall perform any other convention related duties assigned by the President. She shall be responsible for a periodic update of the Bylaws as part of a committee appointed by the President. In PBDCCW meetings, she shall be limited to giving advice to the presiding officer and, when requested, to any other member.
- Section 7. The Historian shall prepare a narrative account of the activities of the organization during her term of office which, when approved by the assembly, will become a permanent part of the official history of the organization. This will be kept in a special booklet. She may also keep a scrapbook. The special booklet and scrapbook shall be passed on to her successor within 30 days of the conclusion of her term.

ARTICLE X – DIOCESAN STANDING COMMITTEES

- Section 1. Diocesan Standing Committees shall be Spirituality, Service, Leadership, and Legislation.
- Section 2. The chairmen of such committees will be appointed by the President for a period of on year but not to exceed two years.

ARTICLE XI – DUTIES OF DIOCESAN STANDING COMMITTEE CHAIRMEN

- Section 1. The duties of the Diocesan Standing Committee Chairmen are:
- a. Establish a working committee to address and process the programs and polices of her Committee for a term of one year but not to exceed two years. Members of said working committees will meet the approval of the president and will have the support of the Diocesan Spiritual Advisor.
 - b. Keep in communication with the Deanery Committee Chairman by personal contact, telephone, e-mail and/or letter to explain National and Diocesan programs directly related to the Standing Committee.
 - c. Present workshops/training sessions at the direction of the Diocesan Council to train the Deanery and Affiliation Committee Chairmen.
 - d. Contribute to the Diocesan Newsletter as scheduled with complete observation of deadlines.
 - e. Keep records faithfully to be passed on to her successor or the President within thirty (30) days of the conclusion of her term. She will also prepare written reports as required of her position.
 - f. Work closely with the President regarding matters of particular concern regarding her Standing Committee.

ARTICLE XII – AD HOC COMMITTEES

- Section 1. There shall be such special committees as are deemed necessary to address the specific needs of the Diocesan Council. They shall include, but not be limited to, Audit, Budget, Bylaws, Convention, Credentials, Nominating, Resolution and Tellers Committees.
- Section 2. These committees shall be appointed by the President, with the exception of the Nominating Committee Chairman. Chairmen of Ad Hoc Committees shall report to the Board of Directors, at the call of the President, while the work of the committee is being completed and have voice on matters pertaining to their committees. Members of Ad Hoc Committees shall serve for a period of not more than one year or until the work of the committee has been completed.

ARTICLE XIII – DUES

- Section 1. Annual dues for membership in the National Council of Catholic Women shall be specified by the National Council of Catholic Women and sent directly to the National Council of Catholic Women.
- Section 2. Annual dues for membership in the Florida Council of Catholic Women, Province of Miami, shall be specified by the Florida Council of Catholic Women.

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Section 3. Annual dues for membership in the Palm Beach Diocesan Council of Catholic Women shall consist of Affiliation dues as specified by the Standing Rules of the PBDCCW.

Section 4. Dues are due and payable annually on January 1st and considered delinquent as of February 1st. Voting privileges are suspended until all dues are paid

ARTICLE XIV – POLITICAL ACTIVITIES

Section 1. No officers of the Council or member of the Board of Directors may be a candidate or hold public office at the National, State, County, or City level while serving in the PBDCCW.

Section 2. This organization shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement by any media) any political campaign on behalf of any candidate or public office.

ARTICLE XV – VACANCIES

Section 1. Vacancies on the Board of Directors, other than elected officers, by reason other than expiration of term of office, shall be filled by the Diocesan President with the support and collaboration of the Diocesan Spiritual Advisor. When possible, the nominee shall be from within the Deanery in which the vacancy occurs. The nominee will then serve the remainder of the unexpired term.

Section 2. Executive Committee:

- a. Any vacancy in an elective office, other than that of the President shall be filled by a majority vote of the remaining members of the Board of Directors
- b. In the absence, disability, or death of the President, her duties shall devolve on the Vice-President. In the event the Vice-President is unable to serve in this capacity, the Board of Directors shall elect, with the support and collaboration of the Diocesan Spiritual Advisor, one of its members to fill the vacancy. A majority vote shall elect.
- c. A vacancy of a Committee Chairman by reason other than expiration of term of office, with the exception of the Nominating Committee Chairman, shall be filled by the Diocesan President with the approval of the Diocesan Board.

ARTICLE XVI – MEETINGS

- Section 1. The Annual Meeting of the PBDCCW to transact such business as shall Brought before it shall be held at a place and date set by the PBDCCW President and Diocesan Spiritual Advisor. Call to Annual Meeting shall be mailed to voting delegates at least thirty (30) days prior to the date of the Annual Meeting.
- Section 2. Absence of a member of the Board of Directors, without a valid excuse as determined by the President and the Diocesan Spiritual Advisor, at two consecutive regular meetings of the PBDCCW Board of Directors shall be equivalent to resignation.
- Section 3. The Board of Directors shall meet quarterly at the call of the President. Special meetings may be held at the call of the President, or quorum of the Executive Committee.
- Section 4. Each member of the Diocesan Board of Directors and each organization having membership in the Council shall be entitled to one vote on matters coming before the Annual Meeting.
- Section 5. Meetings of the Executive Committee shall be at the call of the President, or at the request of a quorum of its members.
- Section 6. The Executive Committee shall in an emergency transact business by mail, telephone, fax, email or any other available means of communication. Transactions of the Executive Committee shall be reported at the next regular Board meeting and that report shall be made a part of that meeting's minutes.

ARTICLE XVII – QUORUM

- Section 1. ANNUAL MEETING - The quorum for the Annual Meeting (convention) of PBDCCW shall be no less than two-thirds (2/3) of the combined total of members of the PBDCCW Board of Directors, delegates from organizations affiliated with PBDCCW.
- Section 2. BOARD OF DIRECTORS MEETINGS - The quorum of any meeting of the Board of Directors shall be the majority of its members, including two officers.
- Section 3. EXECUTIVE COMMITTEE MEETING – Seven (7) members of this Committee shall constitute a quorum at all meetings for the transaction of business.

ARTICLE XVIII- RESOLUTIONS

- Section 1. Resolutions offered by affiliated organizations or any member thereof for consideration by the Resolution Committee at the Annual Meeting must be in the possession of the President and Resolutions Committee Chairman at least sixty days (60) prior to the opening date of the Annual Meeting.
- Section 2. The Executive Committee shall have the power to present a resolution for consideration.

ARTICLE XIX – PUBLICATION

The PBDCCW shall distribute an official publication for Fall, Winter and Spring

ARTICLE XX – PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of “Robert Rules of Order, Newly Revised” shall govern this Council in all cases in which they are not inconsistent with these Bylaws.

ARTICLE XXI – AMENDMENTS

- Section 1. Bylaws. These Bylaws may be amended at any Annual Meeting by a two- thirds (2/3) vote of the official delegates present and voting, subject to the support and collaboration of the Bishop of Palm Beach, or his appointed representative, and provided a copy of the proposed amendments have been sent to all voting delegates 45 days prior to the Annual Meeting.
- Section 2. Standing Rules. Standing Rules may be:
- a. Adopted without previous notice by majority vote at any meeting of the PBDCCW Board of Directors.
 - b. Amended or rescinded:
 - 1) By a majority vote of the PBDCCW Board of Directors, provided the proposed amendments shall have been mailed to its members at least ten (10) days prior to the meeting date or have been read at the previous meeting of the Board of Directors.
 - 2) By a two-thirds (2/3) vote of the PBDCCW Board of Directors without previous notice.

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Amended and Approved:	Annual Meeting – May, 2007
	Annual Meeting – May 15, 2010
	Annual Meeting – May 14, 2011
Reviewed and Amended	Annual Meeting – May 17, 2014
Amended and Approved	Annual Meeting – June 2, 2017
Amended and Approved	Annual Meeting – May 18, 2019