

## **UNITED THANK OFFERING BYLAWS**

### **ARTICLE I Organization**

Section 1: The organization shall be the “United Thank Offering” (UTO), which is a ministry of The Episcopal Church.

Section 2: The governing body of the UTO shall be known as “The Board.” The Board acts under the authority of the General Convention of The Episcopal Church, and is accountable to the Executive Council of The Episcopal Church. [Canon I.1.2 and Title I, Canon IV.1 (a)]

### **ARTICLE II Mission/Purpose**

Section 1: The mission and purpose of the UTO shall include, but not be limited to:

- a. the promotion of a daily, personal practice of prayers of thanksgiving in response to God’s blessings; and
- b. the encouragement of tangible, intentional, and daily offerings in gratitude for those blessings.

Section 2: The Board shall be responsible for the governance and administration of the UTO in collaboration with the appropriate departments of the Domestic and Foreign Missionary Society (DFMS), including, but not limited to:

- a. the provision of educational materials to promote the Theology of Thankfulness, Ingatherings, and submission of grant proposals;
- b. the development and evaluation of policies, priorities, grant focus and criteria, and solicited grant proposals; and
- c. the recommendation of distribution of Board-approved grants to the Executive Council of The Episcopal Church.

### **Article III Board Membership**

Section 1: Each province of The Episcopal Church shall be entitled to a representative on the Board. In addition, the Board shall include the Executive Committee and two (2) appointed members. There shall also be one (1) member of the Executive Council of The Episcopal Church, appointed by the presiding officers of the Executive Council, who serves as a non-voting liaison to the Board. The Board may, in its discretion, appoint up to two (2) young adult members-at-large. With the exception of the

member of the Executive Council, appointed members are eligible for seat, voice, and vote. Appointed members are not eligible for election to the offices of President, Vice President, or Secretary.

Section 2: All members shall be Adult Communicants in Good Standing of The Episcopal Church.

Section 3: The membership shall be selected as follows:

- a. The provincial representatives shall be selected as follows and in the following priority: (1) Election or appointment by provincial Episcopal Church Women (ECW) where this organization exists in such province; (2) where no such provincial ECW organization exists, then by election or appointment from provincial synod meetings; or (3) where no such provincial ECW organization exists and the provincial synod fails to elect or appoint a provincial representative to the Board, then the Board may select a candidate from that province through direct application to and selection by the Board.
- b. Two (2) additional members shall be appointed jointly by the Presiding Bishop, President of the House of Deputies of The Episcopal Church, and the President of the UTO Board.
- c. The Board may, in its discretion, appoint up to two (2) young adult members-at-large.

Section 4: All members shall be elected for a term of three (3) years and assume office immediately following the Triennial Meeting of ECW.

Section 5: No member shall serve more than two (2) consecutive terms, unless fulfilling an unexpired term of eighteen (18) months or less.

Section 6: Vacancies shall be deemed to exist in any of four (4) circumstances: death, resignation, election to one of the following offices: President, Vice President, or Secretary, or removal. In addition, the term of member shall become vacant in the event of two (2) absences from meetings of the Board in any one triennium, unless excused by the President for good cause. Vacancies shall be filled by the respective electing or appointing authority.

Section 7: There are two categories of resignations: Medical or job-related resignations can return to the Board when elected by ECW or Synod; Resignations for reasons other than medical or job-related will be required to stay off the Board for a full two trienniums before re-election by the ECW or Synod.

Section 8: In the filling of vacancies, the selection of any member shall not result in there being more than two (2) elected and one (1) appointed

Board members from any one Province.

- Section 9: Any member of the Board may be removed from the Board at any regular or special meeting by a majority vote for the following reasons:
- a. failure or refusal to adhere to these bylaws, the Constitution and Canons of The Episcopal Church, or the Policies and Procedures of UTO;
  - b. committing a breach of confidentiality;
  - c. consistently failing or refusing to perform the duties assigned by the President or Executive Committee and Committee(s) Conveners; or
  - d. consistent pattern of behavior unbecoming a Board member; or
  - e. failure to satisfy Board member qualifications as prescribed in these bylaws.

Section 10: Removal of a Board member for any of the reasons set forth in Section 9 herein shall require the recommendation of the President, vote of the Executive Committee, and vote of the full Board. In the instance of a recommendation to remove one of the officers, any member of the Executive Committee may chair the action to remove the said officer. The President, or presiding officer, shall provide the Board member or officer subject to the proposed removal written notice of the reasons for removal at least fifteen (15) days prior to the meeting of the Executive Committee on which the matter is scheduled. The Board member may appeal in writing to the Executive Committee seven (7) days before the scheduled meeting. The Executive Committee must respond before the next full Board meeting, or within ten (10) days, whichever is sooner. If the appeal to the Executive Committee is denied, or if no timely appeal is submitted, the proposed removal shall be subject to a vote of the Board at its next regular or special meeting. Removal shall require a majority vote by the Board. The removed member is ineligible to represent UTO in any capacity from and following the date of removal. Notification of removal shall be provided to the Bishop Diocesan, the president of the province, the provincial coordinator and/or the electing authority.

#### **ARTICLE IV Officers**

Section 1: Upon election of a Board member to the office of President, Vice President or Secretary, or appointment of a member to the office of Financial Secretary, the appropriate body shall be requested to select a new member to fill the Board position vacated by the member's election or appointment (see Article III, Section 6). These four (4) offices shall comprise the Executive Committee of the Board. The Financial Secretary shall be appointed by the President in consultation with the Vice President and Secretary.

Section 2: The officers of the Board—President, Vice President, and Secretary—shall be elected as follows:

- a. Election of President and Vice President shall occur at any full Board meeting during the year prior to the Triennial Meeting of the ECW. A Secretary may be elected at that same meeting if someone is available and willing to serve. If no one is available or willing to serve as Secretary at the meeting in which the election is held, the Secretary may be elected at the first meeting of the new Board.
- b. President and Vice President must have served at least one year prior to election, and the Secretary may have prior service on the Board.
- c. The officers shall be elected by the current Board members except in the case of a Secretary as mentioned in Item a.
- d. Election shall be by a majority vote.
- e. President-elect, vice president-elect, and secretary-elect (if available) will assume office immediately following the Triennial Meeting of the ECW. If elected at the first meeting of the new Board, the Secretary will assume office when elected.
- f. All officers shall be elected for a term of three (3) years or until their successor is elected. The elected officers, Finance Secretary (non-voting member), and UTO staff person (non-voting member) shall comprise the Executive Committee of the Board.

Section 3: Duties

1. The President shall:

- a. be responsible for the administration of Board Bylaws and Policies and Procedures;
- b. preside at all meetings of the Board including special meeting(s), Executive Committee meeting(s), and Board meetings held during the Triennial Meeting. The President may delegate the authority to preside at such meetings to any other Executive Committee member of the Board;
- c. oversee the implementation of actions taken by the Board;
- d. appoint all committee members, chairpersons, and special committees, fill committee vacancies as needed, in consultation with the Executive Committee;
- e. prepare meeting agendas in cooperation with the Executive Committee and in consultation with the UTO staff;
- f. submit an Annual Report and interim reports as appropriate to the organization to the Executive Council of The Episcopal Church;
- g. represent UTO when called upon to do so or appoint a Board member as a representative;
- h. serve as liaison between the Joint Committee for United Thank

Offering and the Episcopal Church Women Boards;

- i. meet periodically with the officers of DFMS and the UTO staff;
- j. in the event the Secretary is not available, the President will appoint someone to perform the duties of Secretary for that meeting; and
- k. perform such other duties as prescribed by the UTO Policies and Procedures.

2. The Vice President shall:

- a. preside at all Board meetings in the absence of the President, or at the request of the President;
- b. make provisions for devotions at all meetings and see that spiritual focus is maintained;
- c. serve as the chair of the Grants Committee; and
- d. perform such other duties as may be delegated by the President or prescribed by the UTO Policies and Procedures.

3. The Secretary shall:

- a. prepare minutes of all Board and Executive Committee meetings to be approved by the Board and preserved in the records of the Board and the Archives of The Episcopal Church;
- b. keep a record of current contact information for Board members; and
- c. perform such other duties as may be delegated by the President or prescribed by the UTO Policies and Procedures.

4. The Financial Secretary shall:

- a. act as liaison between the Board and DFMS in financial matters and obtain current financial reports as defined by the UTO Policies and Procedures;
- b. assure that the Board operates in accordance with the financial policies, practices, and guidelines of DFMS;
- c. have a thorough understanding of the accounting practices and procedures used by DFMS;
- d. report to the Board on financial and budgetary matters;
- e. prepare, in consultation with the UTO officers and the UTO staff, an annual and triennial budget for approval by the Board and Executive Council;
- f. render periodically a written account of the finances to the Board; and
- g. perform such other duties as may be delegated by the President or prescribed by the UTO Policies and Procedures.

Section 4: Vacancies on the Executive Committee shall be deemed to exist in any of three (3) circumstances: death, resignation, or removal. The term of an officer shall become vacant in the event of two (2) absences from

meetings of the Board in any one triennium, unless excused by the President for good cause. Vacancies shall be handled as follows: the office of President shall be filled by the Vice President, and the positions of Vice President and Secretary shall be elected by the Board. Notice of elections to fill any vacancy shall be included in the notice of any regular or special meeting.

Section 5: Executive Committee

- a. The Executive Committee shall consist of the President, Vice President, Secretary, and Financial Secretary. Voting members shall include the President, Vice President, and Secretary. The Financial Secretary and UTO staff are non-voting members of the Executive Committee.
- b. Meetings of the Executive Committee shall be called by the President or Vice President.
- c. The Executive Committee shall act for the Board between meetings. It shall have the authority to handle policy pertaining to the operations, structure, and finances of the Board.
- d. The Executive Committee shall not modify any action taken by the Board regarding grant awards.
- e. The Executive Committee shall support the President in effectively executing the President's duties as defined in Article IV, Section 3, #1, b.

**ARTICLE V**  
**Meetings**

Section 1: There shall be at least two (2) meetings per year of the Board. It is expected that all members of the Board, including UTO staff, attend all regularly scheduled and special meetings of the Board for which notice has been provided. Failure to attend the meetings may be grounds for removal from office, as provided in these bylaws.

Section 2: The first scheduled Board meeting after the Triennial Meeting of the ECW shall include orientation and training.

Section 3: All members shall be given at least sixty (60) days' notice of a regular meeting and at least twenty-one (21) days' notice, with the exception of emergencies, for a special meeting. Special meetings of the Board may be called by the President or by five (5) members of the Board. No other business but that specified in the notice may be transacted at a special meeting without the consent of a majority of Board members

present.

Section 4: Notice of meetings may be given in writing by mail, electronic means, or other means approved by the Board from time to time and shall be deemed given when transmitted. Members have an obligation to provide current contact information to the Secretary.

Section 5: Any meeting of the Board may be held within or outside these United States of America, such place as may be determined by the Executive Committee of the Board in consultation with the General Convention Office of The Episcopal Church.

Section 6: Members of the Board or any committee thereof may participate in any meeting of the Board or any committee thereof by means of conference telephone or communication equipment of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.

Section 7: Business presented at Board meetings shall be decided by a majority vote of those members present. Electronic voting may be used for time-sensitive single-issue votes arising between regularly scheduled Board meetings as long as provision is made for discussion. For an electronic vote to be effective, (a) all members of the Board must consent to the adoption of the resolution authorizing the action, and (b) the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and electron consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

Section 8: A quorum for the transaction of any business shall be a majority of the voting members of the Board, not including members who have seat and voice, but no vote. If a quorum is present through either face-to-face or by electronic means and, except otherwise specifically provided in these bylaws, the Board may act upon a majority vote of the Board members present at the meeting. No proxy votes are allowed.

## **ARTICLE VI**

### **Business**

Section 1: The Board shall conduct all business in accordance with The Constitution and Canons of The Episcopal Church, Bylaws and Policies of

DFMS, Memorandum of Understanding (MOU) between the Officers of DFMS and the Board, and the Bylaws and Policies and Procedures of the Board.

Section 2: All Ingathering offerings and interest earned thereon will be distributed only through awarded grants.

Section 3: Members of the Board shall not be entitled to remuneration for their services.

#### **ARTICLE VII Committees**

Section 1. The Executive Committee is a Standing Committee of the Board as outlined in Article IV, Officers: Section 5.

Section 2. The Standing Committees shall be the following: Communications, Continuing Review, Education and Training, Finance, and Grants. Also from time to time, special committees will report to the Board.

Section 3. Membership on appointed committees can come from within or outside the Board. All committee members are appointed by the President of the Board. (See Article IV, Section 3, item d.)

Section 4. The Board may, in its discretion, create an advisory committee or appoint an advisor for the purposes of fulfilling special needs of the Board. Those appointed shall represent a broad cross-section of people from within The Episcopal Church.

#### **ARTICLE VIII Bylaws Approval and Amendments**

These bylaws, or any amendments thereto, shall become effective upon their approval by a majority of the members of the Board and subsequent approval by the DFMS Executive Council.

#### **ARTICLE IX Intellectual Properties**

The Communications Department and Legal Department of DFMS oversees the use and/or protection of intellectual property (i.e., trademarks, copyrights, etc.) related to the work of the Board. All intellectual property rights in works created by the Board are the property of DFMS.



**ARTICLE X**  
**Parliamentary**  
**Authority**

The current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the bylaws or special rules of order adopted by the Board.