

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. With the exception of the member of

the Executive Council, appointed members are eligible for seat, voice, and vote.

Section 2: All members shall be Adult Communicants in Good Standing of The Episcopal Church and Board membership is open to all members of The Episcopal Church, regardless of gender

Section 3: The membership shall be selected as follows:

- a. , Election or appointment from provincial synod meetings, election or appointment by provincial Episcopal Church Women (ECW) where ECW operates at a diocesan level in two-thirds of the dioceses within the province or 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 two (2) young adult members.

Section 4: All members shall be elected for a term of three (3) years and assume office immediately following the General Convention of The Episcopal Church.

Section 5: No member shall serve more than two (2) consecutive terms in any one position, 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, removal, or election to one of the following offices: President, Vice President for Grants, or Vice President for Finance and Archives . In addition, the term of a 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: Members who resign for any reason are eligible for reelection to the UTO Board.

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, with the exception of the Executive Council Liason.

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, Executive Committee, or CommitteeChair; 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 for Grants or Vice President for Finance and Archives, , 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 three (3) offices shall comprise the Executive Committee of the Board along with two (2) additional members of the Board on a rotating basis and the UTO Staff (non-voting).

Section 2: The officers of the Board—President, Vice President for Grants, and Vice President for Finance and Archives —shall be elected as follows:

- a. Election of President and Vice President for Grants shall occur at any full Board meeting during the year prior to the General Convention

of The Episcopal Church. A Vice President for Finance and Archives 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 Vice President for Finance and Archives at the meeting in which the election is held, the Vice President for Finance and Archives may be elected at the first meeting of the new Board.

- b. President and Vice President of Grants must have served at least one year prior to election, and the Vice President of Finance and Archives may have prior service on the Board.
- c. The officers shall be elected by the current Board members except in the case of a Vice President for Finance and Archives as mentioned in Item a.
- d. Election shall be by a majority vote.
- e. President-elect and Vice President(s)-elect will assume office immediately following the General Convention of The Episcopal Church. If elected at the first meeting of the new Board, the Vice President for Finance and Archives will assume office when elected.
- f. All officers shall be elected for a term of three (3) years or until their successor is elected.

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 General Convention. 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. serve as chair of the Formation and Development Committee;
- f. prepare meeting agendas in cooperation with the Executive Committee;
- g. publish an Annual Report to UTO Members and the wider Episcopal Church and submit interim reports as appropriate to the Executive Council of The Episcopal Church;
- h. represent UTO when called upon to do so or appoint a Board member as a representative;
- i. meet periodically with the officers of DFMS and the UTO staff;
- j. in the event the Vice President for Finance and Archives is not available, the President will appoint someone to take the minutes for that meeting; and

- k. perform such other duties as prescribed by the UTO Policies and Procedures.

2. The Vice President for Grants shall:

- a. preside at all Board meetings in the absence of the President, or at the request of the President;
- b. serve as the chair of the Grants Committee; and
- c. perform such other duties as may be delegated by the President or prescribed by the UTO Policies and Procedures.

3. The Vice President for Finance and Archives shall:

- a. ensure minutes of all Board and Committee meetings are prepared to be approved by the Board and preserved in the Archives of The Episcopal Church;
- b. report to the Board on financial and budgetary matters;
- c. serve as the chair of the Finance and Archives Committee which will prepare the annual and triennial budget for approval by the Board and Executive Council;
- d. and assure that the Board operates in accordance with the financial policies, practices, and guidelines of DFMS;
- c.
- e. 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 for Grants, and the positions of Vice President for Grants and Vice President for Finance and Archives 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 for Grants, and Vice President for Finance and Archives. and two Board members on a rotating basis. UTO staff are non-voting members of the Executive Committee.
- b. Meetings of the Executive Committee shall be called by the President or Vice Presidents.
- 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 which may be in-online or in-person. 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 at or after the General Convention of The Episcopal Church shall include orientation and training.

Section 3: All members shall be given at least sixty (60) days' notice of an in-person meeting and at least twenty-one (21) days' notice, with the exception of emergencies, for an online or 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 staff.

Section 5: Any in-person meeting of the full Board may be held within or outside the 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 may participate in any meeting of the Board or any committee meeting by means of telephone or online meeting platforms on 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.

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 via 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 on the Board.

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 other Standing Committees shall be the following: Finance and Archives, Formation and Development, 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.