

SECTION B -South Carolina Synodical Women's Organization

Board of the synodical women's organization

Each synodical women's organization shall have a board that shall serve as the interim legislative authority between conventions of the synodical women's organization. They may not take any action that is reserved exclusively for the convention of the synodical women's organization or that conflicts with action taken by the convention. The board is a group of individuals, elected by the convention of the synodical women's organization and empowered by the law and constitution to set direction for the organization and carry out day to day operations. Board members are responsible, both as a group and individually, for establishing plans and policies to fulfill the purpose of the organization.

Serving on the board of a synodical women's organization. You have just had a synodical convention and you have a new board, some who are serving a second term, and some have been elected for a first term. There are a few things you should do first:

Get to know each other. There are a variety of ways to do this. One example is: Ask each woman to write down five things about herself, four being true and one false. Each woman, in turn, shares her list and the group tries to figure out which item is the false one. There are many such activities. Be creative!

Decide how the board will work together. It is the responsibility of the group members to make sure everyone adheres to the norms. When someone is not performing according to established and agreed-upon standards, it is the responsibility of the group to call it to that person's attention. Here are some of the norms used by the churchwide executive board in the past:

- 1. The board will focus on matters relevant to its work and mission.**
- 2. The board speaks with one voice on board actions.** Whatever the final decision of the board is, even if you disagreed with it and voted against it, you do not speak your opinion after the final decision is made.
- 3. All voices should be heard on an issue.** Everyone has an opportunity and sometimes an obligation to speak. One person should not monopolize the conversation. The president should keep a list of those wishing to speak, and one person does not speak twice until all those wishing to speak have been heard.
- 4. All opinions are equally valued.** One person's opinion is as important as another's.
- 5. Board business remains in the boardroom.** This is probably one of the most important. "Board business remains in the board room." This means that there should not be any outside or behind-the-scenes conversations between two, three or more board members about a decision that has been made or a matter to come to the board for discussion. Whatever you have to say about an issue should be said during the discussion of the matter at the meeting and nowhere else. Nothing upsets the workings of a board more than having a few people discussing an issue, sometimes with negative comments, behind the back, as it were, of the entire board. This behavior is counter-productive not only to the synodical board but to the entire organization.

Set your vision for the coming year/two years. Decide on programs you will support, what events you will hold and what projects you will support. Look to the actions taken at your synodical convention for priorities along with actions from the triennial convention that involved synodical organizations and units.

Complete a talent assessment of each board member. This will give insight as to what gifts a woman has so you can select the right role or job for each board member. Use the program resource Gifts for You: Opening Your Spiritual Gifts, available as a free downloadable PDF at www.womenoftheelca.org.

Set meeting times. 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 administrative committee. A majority of the members of the board shall constitute a quorum.” It is the responsibility of the president to set board meetings and special meetings, either by herself, or in consultation with the board’s executive committee or the entire board. Others may be consulted as needed, especially in the case of the synodical convention. It is the responsibility of the secretary to notify all interested parties of meeting dates, times and locations once established.

Set an agenda. To set an agenda, you need to determine what work you want to accomplish at a particular meeting. There are some core items that should be part of every agenda - date, time, and location of the meeting; call to order; roll call of members present, guests, etc.; welcome; devotions; adoption of the agenda; reports from each officer, committee reports, and other reports; new business; and unfinished business. Other items may be added as needed and can change with each meeting.

Assess your meeting. It is helpful to assess your meetings. At its simplest form, two different board members could serve at each meeting as “observers.” During the meeting, they take note of the engagement of board members, how conflict was managed, whether the board stayed on task, whether materials were prepared and distributed in advance, whether adequate time was allotted for discussion, etc. Then, at the end of the meeting, the observers share their observations with the board. This process helps board members hold each other accountable and gives assurance that the board members are fulfilling their responsibilities.

Maintain a constitution and bylaws. This constitution should be reviewed by your board and reviewed often. There are two ways a synodical constitution can be changed:

1. Proposed amendments are submitted to the churchwide executive board for review and action prior to February 15 or September 15. The churchwide executive board at its spring meeting will consider proposed amendments submitted prior to February 15, and those submitted prior to September 15 will be considered at its fall board meeting. You will be notified of the board’s decision by mail.
2. Constitutional changes may also be proposed by the churchwide executive board and voted on in the affirmative at the triennial convention. These changes then should be automatically made to your synodical convention.

After changes to a synodical constitution are made, an updated constitution must be sent to the churchwide office for the attention of the churchwide secretary.

Keep minutes. Minutes are the historic record of the work of the organization. Minutes should be an accurate account of decisions made at board meetings and conventions and should include all attachments. Committee reports may be incorporated into the minutes and need not be included as attachments. Minutes must be kept for the lifetime of the organization. Minutes of executive committee meetings, acting between board meetings, are to be treated like board and convention minutes. Copies of minutes should be provided to board members and, after approved by the board, posted on the SC WELCA website.

Define duties for officers and board members. All board positions should have job descriptions. The constitution gives us some insight as to the responsibilities of the officers and board members. However, others who will be performing various duties for the organization should also have job descriptions. Job descriptions should be developed by the board in accordance with the expected outcome of the assigned task. Job descriptions identify agreed-upon expectations and provide benchmarks for evaluating whether a task is being completed and how well it is being completed. Review the job descriptions regularly so they do not become outdated or irrelevant to the ministries in which your officers and board members are engaged.

Board Job Descriptions

The Synodical Board meets approximately four times per year. The primary functions of this Board are planning the upcoming Convention, attending the various conference fall and spring meetings/gatherings, and working with conference and congregational unit leaders when asked.

Requirements for being a SWO Officer or Board member are to be a participant in an ELCA congregation and have a willingness to serve for at least one 2-year term. All officers and board members are eligible for one re-election to the same position. No elected officer or board member shall serve on the board in the capacity of officer and/or board member for more than seven consecutive years. The term begins immediately following installation at the SC WELCA Convention, except for the Treasurer, whose term begins February 1 of the following fiscal year. It is recommended that Officers and Board members be computer literate, and familiar with email communication and social media.

SWO President

- Preside at all conventions of the synodical women's organization and at meetings of the board and administrative committee (officers).
- 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.
- Be an ex-officio member of all committees of the synodical women's organization except the Nominating Committee.
- 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.
- Serve as liaison with the churchwide women's organization and attend the meetings of the Conference of Synodical Presidents
- Represent the synodical women's organization at or appoint representatives to inter-Lutheran and ecumenical associations and councils in which the organization participates.
- Be familiar with social media such as email, Facebook etc.
- Establish date and times as well as provide an agenda for SWO board meetings.
- Submit articles for the *Ripple*, the SC WELCA newsletter.
- Submit a report for the SC Synod Assembly Bulletin of Reports on behalf of the Synod Women's Organization.
- Address the SC Synod Assembly on behalf of the Synod Women's Organization, generally held in June.
- Attend Conference spring and fall meetings/gatherings as able.

- Prepare the synodical update report for conference meetings/gatherings and assign board members to present the update report and the installation of new conference leaders at the meetings/gatherings.
- Plan or designate a board member to plan Leadership Team Building (Leadership Training) for all conference officers, board members and nominating committee,
- Write the script for the annual convention.
- Establish convention committees: Credentials, Elections, Nominations, Minutes, and Reference and Counsel.
- Be in communication with the designated churchwide representative for the convention. Provide a contact host for her.
- Select a parliamentarian for the convention.
- Complete reports of the annual Convention and submit to Churchwide.
- Lead the delegation to the Triennial Conventions held every third year in designated cities.

SWO Vice President

- 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.
- Perform such other duties as requested by the president or the board.
- Other duties may include liaison to the convention planning committee.

SWO Secretary

- Be the secretary of the board and on the executive committee of the synodical women's organization.
- Be responsible for recording and distributing minutes of the synodical convention, board meetings, and the executive committee meetings.
- 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.
- Keep a correct register of the roll of units, along with the names of the officers/leaders of these units.
- Secure from the units such reports as from time to time may be required.
- Perform other duties as directed by the board.
- Provide for the gathering and preserving of historical records and documents.

SWO Treasurer

- Provide for the keeping of all records and be accountable for all funds.
- 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.
- Present a complete report, including an audit, to the synodical women's organization convention and an interim report to each board and executive committee meeting.

SWO Board Member

- Transact necessary business and make programmatic decisions between conventions.
- Set policies required for effective and efficient functioning.
- Supervise and coordinate the work of all committees that the board may appoint.
- Identify board members for networking between the churchwide organization and the unit in both programmatic and organizational concerns.
- Determine the time and place of each convention.
- Prepare the proposed agenda, rules of procedure, and program for adoption at each convention.
- Report its actions to each regular convention.
- Recommend the budget to the regular convention.
- Fill vacancies in the offices and board membership until the next convention.
- 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 affect the removal of an officer or board member.
- Act in such other matters as may be delegated to it by the convention of the synodical women's organization.

The RIPPLE Editor. Responsible for receiving articles and pictures from officers, board members, and other pertinent information for inclusion in *The Ripple*.

- *The Ripple* Editor is an appointed position for a two-year term by the President with the approval of the officers and board members. This position can be re-appointed.
- Necessary articles will be assigned at each board meeting. Editor will follow up with these assignments to ensure all articles are included in the newsletter.
- Acknowledge article receipt. Send reminder emails as needed.
- Submit draft to officers for review.
- Submit completed newsletter to the printing company no later than twenty days after article deadline set by the President at the board meeting.
- Notify President and Circulation Manager the day *The Ripple* is sent to the printing company.
- Attend board meetings, if possible.
- Attend SC Women of the ELCA conventions, with fees covered by convention fund.
- Attend conference meetings, if possible.
- Take or collect pictures of interest for inclusion in the newsletter.
- Write articles on items of interest from conference and convention observations.

The RIPPLE Circulation Manager. Responsible for finalizing *The Ripple* mailing list by the established deadlines. *The Ripple* shall be sent to all officers and board members, congregational pastors, unit presidents, Region 9 SWO presidents, CWO contact, Sister ELCA Synod president, our Companion Synod contacts, and to all those who have purchased a subscription to *The Ripple*.

- The Circulation Manager is an appointed position for a two-year term by the President with the approval of the officers and board members. This position can be re-appointed.
- Maintain a current active mailing list of all those who are to receive either a complimentary or paid subscription to *The Ripple*. This is to include both the label file and the email file.
- Submit label mailing file to the printing company within 24 hours of *The Ripple* submission to the printing company by the Editor.

- Promote subscriptions to *The Ripple*. Options to subscribers are to receive *The Ripple* either by postal mail or by email.
- Attend SC Women of the ELCA conventions, with fees covered by convention fund. Provide a display for *The Ripple* to promote subscriptions.
- Attend conference meetings, if possible, to promote subscriptions to *The Ripple*.

SC WELCA Webmaster. Serves as the primary contact for all aspects of the SC WELCA website.

- Handle a range of responsibilities that includes but not limited to routine site and content maintenance, various updates to ensure sites align with the goals and objectives of SC WELCA.
- Monitor links to ensure that they continue to work.
- Collect, capture, and/or request content needed for filling out the webpages, such as text, photos, graphics and downloads.
- Update the website as requested by the SC WELCA board and others responsible for content areas.
- Update website on a regular basis to keep it from becoming static.
- Maintaining uploading speeds and capacity.

Recognizing those who complete their service.

The following order may be used when recognizing outgoing board members.

Those completing their time of service come forward and face the assembly. Names and offices may be read.

Addressing those completing their time of service.

Sisters in Christ, through your baptism you were called to lives of service as part of the priesthood we all share in Jesus Christ. You have served faithfully and well as leaders in the [name of synodical women's organization]. You have served thoughtfully, graciously and with diligence, offering strategic leadership to this synodical women's organization and to the entire women's organization. We offer to you our gratitude for the wisdom and compassion that you have given so generously in service for Women of the ELCA.

Recognizing that change must be an ongoing process and that diversity and flexibility are essential, will you continue to share your wisdom and your experience with this synodical women's organization? Will you support and encourage the future leaders of this organization and pray for them? If so, answer: I will, and I ask God to help me.

Response: I will, and I ask God to help me.

Leading the prayer.

Let us pray. Loving God, we thank you for these women. Your Holy Spirit equipped them with many gifts that have been used to support the mission and purpose of this organization. Inspire them now to new avenues of service, encouraging them to be risk-takers and making them confident in their faith. May their pathways be filled with peace. We ask this in the name of Jesus.

Response: Amen.

Addressing the assembly.

Let us stand in recognition and appreciation of these women for their gifts to God and to Women of the ELCA. *Those whose current service is ending return to their seats. The assembly is seated.*

Installation of a synodical board

The new officers and board come forward and face the assembly. The person doing the installation may read the offices and names of those who are to be installed.

Addressing the assembly.

A reading from 1 Corinthians: Now there are varieties of gifts, but the same Spirit; and there are varieties of service, but the same Lord; and there are varieties of working, but it is the same God who inspires them all in everyone. To each is given the manifestation of the Spirit for the common good.

Addressing those being installed.

Sisters in Christ, you have been chosen for leadership responsibilities in Women of the ELCA. We rejoice in the gifts God has given you, and in your willingness to offer them for this service. Will you continue to seek to grow in faith, attending daily to God's holy Word, and listening to God in prayer? If so, respond, Yes, and I ask God to help me.

Response: Yes, and I ask God to help me.

Will you earnestly seek to affirm the gifts of others, to share the responsibilities of your office in partnership with your sisters, and to encourage others to offer their talents and skills in faithful service?

Response: Yes, and I ask God to help me.

Will you seek to lead the [name of synodical women's organization] in ministry and action, extending God's loving promise of hope to those beyond this community?

Response: Yes, and I ask God to help me.

Will you seek to promote healing and wholeness within the church, the society and the whole world?

Response: Yes, and I ask God to help me.

Do you accept the specific responsibilities for which you have been elected and will you seek to serve faithfully?

Response: Yes, and I ask God to help me.

Will you accept responsibility for the financial and constitutional order of the [name of the synodical organization] of Women of the ELCA?

Response: Yes, and I ask God to help me.

Through Holy Baptism, you were gathered into the family of God and called to minister to others, and through your election, you have been chosen to serve as leaders of Women of the ELCA. May God work through you to share hope and healing with the world in which you live. God is faithful and will graciously enable you to fulfill your task. May God's blessing give you peace.

Addressing the assembly.

Together with these elected leaders, you are called through Holy Baptism to a life of discipleship. Will you receive these leaders and work with them, pray for them, and support them for the sake of the gospel? If so, answer: We will, and we ask God to help us.

Assembly: We will, and we ask God to help us.

Addressing those being installed.

I now declare you installed as officers and board members of the [name of synodical women's organization] of Women of the ELCA, in the name of the Father, and of the Son, and of the Holy Spirit.

Assembly: Amen.

Continuing with prayer.

Let us pray. Loving God, surround these women with your life-giving Spirit, inspiring them to love and serve all creation. Make them bold and courageous, Holy God, that they may help the women of this organization fulfill our mission and purpose. We ask this in the name of Jesus.

Assembly: Amen.

Addressing the assembly.

Let us stand in recognition and appreciation of these women for their gifts to God and to Women of the ELCA.

The officers and board members return to their seats.

SC Women of the ELCA events – see SC WELCA website for dates, times, and details.

Annual Convention. Held annually, usually on the 3rd weekend of June.

Conference Meetings/Gatherings. Meetings are held annually in the fall. Gatherings may be held in the spring.

Retreats.

- Camp Kinard Annual Retreat: Fellowship, devotions, Bible Study, and fun. Join us every February.
- Isle of Palms: Held annually in the spring at the Coastal Retreat Center in Charleston.

SC synod office and institutions

SC Synod Office - 1003 Richland Street, Columbia, SC 29201, 803-765-0590

www.scsynod.com

SC Lutheran Retreat Centers – 6053 Two Notch Rd, Batesburg-Leesville, SC 29070, 803-532-3183

www.sclrc.com

Lutheran Services Carolinas, SC Office – 1118 Union St, Columbia, SC 29201, 803-750-9917

www.LSCarolinas.net

Lutheran Homes of South Carolina – 300 Ministry Dr, Irmo, SC 29063, 803-749-5110

www.lutheranhomessc.org

NovusWay Ministries – 28 Spruce Dr, Arden, NC 28704, 828-684-2361

www.novusway.com

Lutheran Theological Southern Seminary of Lenoir-Rhyne University

4201 North Main St, Columbia, SC 290203, 803-786-5150 - www.lr.edu/campuses/ltss

Newberry College - 2100 College St, Newberry, SC 29108, 803-276-5010

www.newberry.edu

Constitution and Bylaws
South Carolina Synodical Women’s Organization
Women of the Evangelical Lutheran Church in America
As approved by Eleventh Triennial Convention, August 2, 2021

NOTE: 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 South Carolina 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,” South Carolina Synodical Women’s Organization of Women of the ELCA as “synodical women’s organization,” and congregational, inter-congregational, 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 South Carolina 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 strive to provide for grouping units into clusters or conferences whose boundaries normally shall coincide with the boundaries established by the South Carolina Synod.

SECTION 2. Conferences

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

Item 2. 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 conference planning committee of at least three members, including a coordinator, shall be elected at the cluster or conference meeting. Each member of a cluster or conference planning committee, including the coordinator, shall be a voting member of an ELCA congregation and shall strive to be a participant in a unit.

Item 4. The conference planning committee shall plan and facilitate programmatic activities with guidance from the synodical women’s organization.

Item 5. 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 South Carolina Synod relates.

SECTION 4. Synod

Item 1. This synodical women’s organization shall establish a relationship with the South Carolina 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, 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. Assist in building supportive and interdependent relationships among individuals and units, and, shall strive to foster the grouping of units in clusters or conferences;**
- 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 or SWO leaders and board members of the synodical women’s organization and two voting members 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 been 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 SWO leaders 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 two persons from a unit shall be nominated (whether by the Nominating Committee or from the floor); 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 and vice president, by the nominating 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 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. Conventions may be held solely by one or more means of remote or virtual communications, provided that the number of participants is sufficient to constitute a quorum.
- 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; and
 - e. Committee on Conduct of Elections
- Item 5. Names and addresses of voting members and alternates shall be sent by the units to the president or a designee at least 30 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 person, who shall be a voting member of an ELCA congregation and shall strive to be a participant in the unit.**
- 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 elected SWO leaders, together with three or more elected board 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 SWO leader and one board member shall come from the same unit.**
- Item 2. SWO leaders 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, in person or electronically. Special meetings may be called by the president, or, in the event of death, resignation, or incapacity, by the vice president, or other member of the executive committee. A majority of the members of the board shall constitute a quorum. Meetings may be held solely by one or more means of remote or virtual communications, provided that the number of participants is sufficient to constitute a quorum.

SECTION 3. Mail, Digital Technology, Conference Call, and Electronic Meeting Vote

- Item 1. In an emergency, as determined by the president, a vote by mail, by digital technology, 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 digital technology or 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 email 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, digital technology, conference call, or email shall be emailed immediately to all board members and shall be reviewed and adopted at the next meeting of the board.**

SECTION 4. Officers in General

- Item 1.** The officers or leaders of each synodical women's organization may be a president, a vice president, a secretary, and a treasurer, herein referred to as SWO leaders. Each shall be a voting member of an ELCA congregation and shall strive to be a participant in a unit.
- Item 2.** These SWO leaders shall be elected by the convention to a term of two years. All shall be eligible for one reelection to the same position.
- Item 3.** Upon completion of her term(s) as president, the president shall be ineligible for election as a SWO leader, or board member for two years.
- Item 4.** No elected person shall serve as a SWO leader or board member for more than seven consecutive years.
- Item 5.** Should a vacancy occur among the SWO leaders, 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 SWO leaders shall begin immediately following installation, except that of the treasurer, which shall begin February 1 following election.
- Item 7.** There shall be an executive committee consisting of the SWO leaders, which shall act between meetings of the board of the synodical women's organization.

SECTION 5. Duties of SWO Leaders

- 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; and
 - f.** represent the synodical women's organization at, or appoint representatives to, inter-Lutheran and ecumenical associations and councils in which the organization participates.
 - 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 that position 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 or leaders 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 a 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 three or more 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 voting member of an ELCA congregation and shall strive to be a participant in a unit.**
- 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 SWO leader, 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 organizational concerns.
- Item 5. Determine the time and place of each convention. Conventions may be held solely by one or more means of remote or virtual communications, provided that the number of participants is sufficient to constitute a quorum.
- 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 among the SWO leaders until the next convention.

- Item 10. Determine the fact of the incapacity of a SWO leader 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 a SWO leader or board member, a two-thirds vote of the total board shall be required. A mail vote shall not be used to affect the removal of a SWO leader 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 March 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 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 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 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 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 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 March 15 or September 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 the 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 March 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.