

Miami Archdiocesan Council of Catholic Women

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"Behold, I come to do your will"

February 6, 2017

TO: Board Members of MACCW and Affiliation Presidents

FROM: Sharon Utterback, President
Rev. Fr. Michael Greer, Spiritual Advisor

RE: Annual Meeting (Convention)

DATE: Friday, April 28, 29 & 30, 2017

TIME: 3:00 PM, Friday, April 28, 2017 Registration Opens
8:30 PM, Meeting Adjourned, Sunday April 30, 2017

PLACE: Double Tree by Hilton
Deerfield Beach – Boca Raton
100 Fairway Drive
Deerfield Beach, FL 33441

This notice will serve as the "call to" Annual Meeting in accordance with the current bylaws of the Miami Archdiocesan Council of Catholic Women.

Enclosed you will find the proposed bylaw amendments to be voted on at the 2017 Annual Meeting.

Each member of the Miami Archdiocesan Board of Directors and each organization having membership in the Council shall be entitled to one vote on matters coming before the Annual Meeting. Individual Members of MACCW in good standing shall have a voice and a vote on the matters coming before the annual meeting.

Please review the enclosed and make any notes to be discussed so you are prepared to cast your vote.

www.maccw.org

Florida Council of Catholic Women
National Council of Catholic Women

IMPORTANT NOTICE
MACCW
PROPOSED BYLAW AMENDMENTS
To be voted on at the 2017 Annual Meeting

Editorial change:

"Moderator" has been replaced by "Spiritual Advisor" throughout.

CURRENT BYLAW

This Federation shall be known as the Miami Archdiocesan Council of Catholic Women (MACCW) of the National Council of Catholic Women (NCCW) .

BYLAW IF AMENDED

This Federation shall be known as the Miami Archdiocesan Council of Catholic Women of the National Council of Catholic Women ("MACCW" or "Federation")

RATIONALE: Moved the defined term "MACCW" to the end of Council name; also added a new defined term ("Federation").

CURRENT BYLAW

ARTICLE II. INSIGNE

The Board of Directors shall establish the insigne of the Miami Archdiocesan Council of Catholic Women.

BYLAW IF AMENDED

ARTICLE II, INSIGNIA

The insignia of Miami Archdiocesan Council of Catholic Women shall be as established by the Board of Directors.

RATIONALE: To put this in the past tense. "Insignia" preferred spelling.

CURRENT BYLAW

ARTICLE XII. DUES

SECTION ONE. Annual dues for membership in the National Council of Catholic Women shall be as specified by the National Council of Catholic Women, and should be sent directly to NCCW at the designated address, no later than January 1st.

SECTION TWO. Annual dues in the Florida Council of Catholic Women, Province of Miami, shall be as specified by that Council.

SECTION THREE. Annual dues for membership in the Miami Archdiocesan Council of Catholic Women shall consist of affiliation dues as specified by MACCW.

SECTION FOUR. Annual dues for Individual Membership in the Miami Archdiocesan Council of Catholic Women shall be as specified by MACCW.

SECTION FIVE. All dues, with the exception of NATIONAL COUNCIL OF CATHOLIC WOMEN DUES, shall be sent to the Archdiocesan Treasurer through the District Treasurer. Checks should be made payable to the "Miami Archdiocesan Council of Catholic Women", plainly marked "Archdiocesan Dues", or such funds as may be specified. Dues must be received by the Archdiocesan Treasurer no later than February 1, in order for an organization to vote at the Annual Convention.

BYLAW IF AMENDED

ARTICLE VI. DUES

SECTION ONE. Annual dues for membership in MACCW shall be as established by the Board of Directors, from time to time.

SECTION TWO. Annual dues for Individual Membership in MACCW shall be as established by the Board of Directors, from time to time.

SECTION THREE. All MACCW dues shall be sent directly to the MACCW Treasurer. Dues must be received by the MACCW Treasurer no later than February 1. Timely receipt of dues shall be required for eligibility to vote at the ensuing Annual Meeting.

RATIONALE

This section was **moved from Section XII to Section VI** to appear in a more appropriate place in the Bylaws. All references to NCCW and FCCW were moved to the Standing Rules, along with other MACCW administrative procedures.

ARTICLE VII. GOVERNMENT

SECTION ONE.d.

CURRENT BYLAW

One representative of each Archdiocesan organization functioning in the Archdiocese and affiliated with the Archdiocesan and National Councils appointed by their own organizations

BYLAW IF AMENDED

One representative of each Archdiocesan organization functioning in the Archdiocese and affiliated with the Archdiocesan and National Councils appointed by their respective organizations

RATIONALE

Substituted the word "respective" for the word "own."

SECTION ONE.g.

CURRENT BYLAW

The Parliamentarian, appointed to serve in consulting capacity only, having no vote

BYLAW IF AMENDED

The Parliamentarian, who shall be appointed by the President to serve in consulting capacity only, having no vote.

RATIONALE

Added the words "who shall be appointed by the President."

SECTION ONE.i.

CURRENT BYLAW

The Chairmen and Vice Chairman of Archdiocesan Council Commissions

BYLAW IF AMENDED

The Chairmen and Vice Chairmen of Archdiocesan Council Commissions

RATIONALE

Gramatical corection: Changed Vice Chairman to Vice Chairmen (plural).

SECTION TWO

CURRENT BYLAW

The Board of Directors shall have jurisdiction between annual meetings of this Council over all matters relating to its policies, procedures, and management, subject to the final authority of the Archdiocesan Spiritual Advisor.

BYLAW IF AMENDED

The Board of Directors shall have jurisdiction between annual meetings of MACCW over all matters relating to its policies, procedures, and management, subject to the final authority of the Archdiocesan Spiritual Advisor.

RATIONALE

Substituted "MACCW" for "this Council."

SECTION THREE

CURRENT BYLAW

The elected officers of the Miami Archdiocesan Council of Catholic Women shall be the President, Vice President, Recording Secretary and Treasurer.

BYLAW IF AMENDED

The elected officers of MACCW shall be the President, Vice President, Recording Secretary and Treasurer.

RATIONALE

Substituted "MACCW" for full Council name.

SECTION FIVE

CURRENT BYLAW

All powers and duties of the Board of Directors shall be discharged in the interim between meetings of the Board of Directors by the Executive Committee, unless otherwise delegated in these Bylaws or controlled by restriction imposed by the Federation or the Board. All action taken by the Executive Committee shall be reported to the Board of Directors at its next meeting.

BYLAW IF AMENDED

All powers and duties of the Board of Directors shall be discharged in the interim between meetings of the Board of Directors by the Executive Committee, unless otherwise delegated in these Bylaws or controlled by restriction imposed by the Federation or the Board. All action taken by the Executive Committee shall be ratified by the Board of Directors at its next meeting.

RATIONALE

"All action taken by the Executive Committee shall be '*ratified by*' the Board of Directors."

CURRENT BYLAW

ARTICLE IX. DUTIES OF OFFICERS

SECTION ONE. 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 Historian, a Parliamentarian, and the Chairmen and Vice Chairmen of all Commissions, after having obtained the approval of the Archdiocesan Spiritual Advisor and the appointees' pastors. She shall appoint the Chairman of all Committees and turn the books over to her successor within thirty days after her the expiration of her term of office.

SECTION TWO. The Vice President shall, in the event of the absence of the President, perform the duties pertaining to that office. The Vice President shall be Chairman of the Awards Committee and Mistress of Ceremonies of the Annual Luncheon, and perform such other duties as the President may designate. She shall turn the books over to her successor within thirty days after the expiration of her term of office.

SECTION THREE. The Recording Secretary shall be responsible for maintaining an accurate roll call and recording the minutes of all business meetings. Minutes of all meetings shall be submitted to the President, the Corresponding Secretary, and the Archdiocesan Spiritual Advisor no later than two weeks after the meeting. She shall turn the books over to her successor within thirty days after the expiration of her term of office.

SECTION FOUR. The Corresponding Secretary shall be responsible for the general correspondence of this council, printing and mailing of Board of Directors Minutes, and providing labels for -NEWS NOTES. She shall turn the books over to her successor within thirty days after the expiration of her term of office.

SECTION FIVE. The Treasurer shall be custodian of all monies of the Federation, which shall be deposited in the name of the MACCW. The treasurer shall keep an account of all monies received and expended and provide statements at the quarterly board meetings and a yearly statement at the annual meeting. At the June Board of Directors Meeting the Treasurer shall provide an annual budget for adoption. The Treasurer shall make the

books available to the audit committee appointed by the President and turn the books over to her successor within thirty days after the expiration of her term of office.

SECTION SIX. The Parliamentarian shall advise the presiding officer on points of Parliamentary Law. She has no voice or vote unless called upon by the President. She shall turn the books over to her successor within thirty days after the expiration of her term of office.

SECTION SEVEN. The Historian shall record the history of the Council and keep a Council scrapbook, which will be presented to the outgoing President as a keepsake. She shall turn the books over to her successor within thirty days after the expiration of her term of office.

SECTION EIGHT. The Convention Coordinator shall be appointed by the president to act as a coordinator between the President, the Convention Committee, and the Convention facilities for the MACCW Annual Convention.

BYLAW IF AMENDED

ARTICLE X. DUTIES OF OFFICERS AND APPOINTED POSITIONS (Renumbered)

SECTION ONE. 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 Historian, a Parliamentarian, and the Chairmen and Vice Chairmen of all Commissions, after having obtained the approval of the Archdiocesan Spiritual Advisor and the appointees' pastors. She shall appoint the **Chairmen** of all Committees.

SECTION TWO. The Vice President shall, in the event of the absence of the President, perform the duties pertaining to that office. The Vice President shall be Chairman of the Awards Committee and Mistress of Ceremonies of the Annual Luncheon, and perform such other duties as the President may designate.

SECTION THREE. The Recording Secretary shall be responsible for maintaining an accurate roll call and recording the minutes of all business meetings. Minutes of all meetings shall be submitted to the President, the Corresponding Secretary, and the Archdiocesan Spiritual Advisor no later than two weeks after the meeting.

SECTION FOUR: (Renumbered) Corresponding Secretary **moved to Section Five.**

SECTION FOUR (Renumbered). The Treasurer shall be custodian of all monies of the Federation, which shall be deposited in the name of MACCW. The treasurer shall keep an account of all monies received and expended and provide statements at the quarterly board meetings and a yearly statement at the annual meeting. At the Summer Board of Directors Meeting the Treasurer shall provide an annual budget for adoption. The Treasurer shall make the books available, ***and be personally available, to the Audit Committee who shall audit the books within thirty (30) days after each Annual Meeting***

SECTION FIVE. The Corresponding Secretary shall be responsible for the general correspondence of MACCW.

SECTION SIX. The Parliamentarian shall advise the presiding officer on points of Parliamentary Law. She shall have a voice, but no vote, unless called upon by the President.

SECTION SEVEN. The Historian shall record the history of MACCW and keep an MACCW scrapbook, which will be presented to the outgoing President as a keepsake.

SECTION EIGHT. The Convention Coordinator shall be appointed by the President to act as a coordinator between the President, the Convention Committee, and the Convention facilities for the MACCW Annual Convention.

All of the records of the elected officers and the President's appointed positions shall be provided to their respective successors within thirty (30) days after the expiration of their respective terms of office.

RATIONALE

TITLE: Added "and Appointed Positions"

All Sections above

Deleted the redundant references in each section to "turning books over to successor within 30 days..." and inserted one paragraph at the end of Article with such statement.

SECTION ONE. Grammatical correction: "Chairman" to "**Chairmen**"

SECTION FOUR. Corresponding Secretary. Renumbered "Section Five" and moved to appropriate place with other "Appointed Positions."

SECTION FIVE. Treasurer. Renumbered "Section Four";

Replaced "June" Board of Directors Meeting with "**Summer**" Board of Director Meeting;

Added: "*and be personally available to the **Audit Committee who shall audit the books within thirty (30) days after each Annual Meeting.***"

SECTION SEVEN. Historian. Changed "Council" to "**MACCW.**"

CURRENT BYLAW

ARTICLE X. COMMISSIONS, STANDING AND SPECIAL COMMITTEES

SECTION ONE. There shall be such Standing, Special Committees and Commissions as are consistent with the programs of this Council having the approval of the Ordinary of the Archdiocese and the Archdiocesan Spiritual Advisor.

SECTION TWO. The Chairmen of all Special and Standing Committees shall be appointed by the President.

SECTION THREE.

- a. The Scholarship Committee shall be a Standing Committee of the Board of Directors.
- b. The Scholarship Committee shall consist of a Chairman, and five other members of the Board of Directors chosen by the President.
- c. The Long Range Planning Committee shall consist of active MACCW Past Presidents willing to serve. The Chairman will be chosen by the president.

BYLAW IF AMENDED

ARTICLE XI COMMISSIONS, STANDING AND SPECIAL COMMITTEES (Renumbered)

SECTION ONE. There shall be such Standing, Special Committees and Commissions as are consistent with the programs of **MACCW** having the approval of the Ordinary of the Archdiocese and the Archdiocesan Spiritual Advisor.

SECTION TWO. The Chairmen of all Special and Standing Committees shall be appointed by the President.

SECTION THREE.

- a. The Scholarship Committee shall be a Standing Committee of the Board of Directors.
- b. The Scholarship Committee shall consist of a Chairman, and five other members of the Board of Directors chosen by the President.
- c. The Long Range Planning Committee shall consist of active MACCW Past Presidents. The Chairman will be chosen by the **current** President.
- d. The President shall appoint an Audit Committee of three members at the Annual Meeting to audit the Treasurer's books.

RATIONALE

Section One. Changed “this Council” to MACCW

Section Three.c. Deleted “willing to serve”; added “*current* President.

Section Three.d. (paragraph added)

CURRENT BYLAW

ARTICLE XI. DUTIES OF ARCHDIOCESAN COMMISSION CHAIRMEN

The duties of the Archdiocesan Commission Chairmen are to:

- a. Meet with their Vice Chairman to formulate a program and policies for the year with approval of the Archdiocesan Spiritual Advisor and the Archdiocesan President.
- b. Keep in close touch with their District Chairmen by personal contact, telephone, or letter to explain National and Archdiocesan programs.
- c. Sponsor workshops or training institutes.
- d. Contribute to NEWSNOTES, observing deadlines and dates with accuracy.
- e. Keep records faithfully to be passed on to their successors within thirty days of the expiration of their terms of office.
- f. Choose consultants, as many as necessary, to advise Commissions on matters pertaining to the particular Commission.
- g. Complete such annual reports as are required by the Miami Archdiocesan Council of Catholic Women and National Council of Catholic Women.
- h. To collect records of Vice Chairman to be passed on to their successors within thirty days of the expiration of their term of office.

BYLAW IF AMENDED

Deleted. Transferred to Standing Rules.

ARTICLE XIII. POLITICAL ACTIVITIES – RENUMBERED TO ARTICLE XII

ARTICLE XIV. VACANCIES

CURRENT BYLAW

SECTION ONE. Vacancies on the Board of Directors, other than those created by elected officers, by reason other than the expiration of term of office, shall be filled by the Archdiocesan President with the written approval of the Archdiocesan Spiritual Advisor and the nominee’s Pastor. When possible, the nominee shall be from within the District in which the vacancy has occurred. The nominee will then serve the un-expired term.

SECTION TWO. Executive Committee vacancies shall be filled as follows:

- a. Any elective office, other than the Presidency, shall be filled by a majority vote of the remaining members of the Executive Committee.
- b. In the absence, disability, or death of the President, her duties shall devolve to the Vice President. In the event that the Vice President is unable to serve in this capacity, the Board of Directors shall elect, with the approval of the Archdiocesan Spiritual Advisor, one of its members to fill the vacancy. A majority vote shall select.

SECTION THREE. A vacancy in the Chairmanship of a Commission by reason other than expiration of term of office shall be filled by the President with the approval of the Archdiocesan Spiritual Advisor.

BYLAW IF AMENDED

ARTICLE XIII. VACANCIES (renumbered)

SECTION ONE. Vacancies on the Board of Directors, other than those created by elected officers, shall be filled by the President with the written approval of the Archdiocesan Spiritual Advisor and the nominee’s Pastor. When possible, the nominee shall be from within the District in which the vacancy has occurred. The nominee will then serve the un-expired term.

SECTION TWO. Executive Committee vacancies shall be filled as follows:

a. Any elective office, other than the Presidency, shall be filled by a majority vote of the remaining members of the Executive Committee. The candidate shall be a member of the Board of Directors and shall provide written approval of her pastor.

b. In the absence, disability, or death of the President, her duties shall devolve to the Vice President. In the event that the Vice President is unable to serve in this capacity, the Board of Directors shall elect, with the approval of the Archdiocesan Spiritual Advisor, one of its members to fill the vacancy. A majority vote shall elect.

RATIONALE

SECTIONS ONE and THREE: Deleted "*by reason of expiration of term of office.*"

SECTION TWO.a. added: "*The candidate shall be a member of the Board of Directors and shall provide written approval of her pastor.*"

SECTION TWO.b. changed last word from "select" to "elect."

CURRENT BY LAW

ARTICLE XV. MEETINGS

SECTION ONE. The annual meeting of the Miami Archdiocesan Council of Catholic Women, to transact such business as shall be brought before it, shall be held at a place and date set by the Archdiocesan President and Archdiocesan Spiritual Advisor. Call to annual meeting shall be sent out at least eighty days prior to this meeting.

SECTION TWO. Non-attendance of a member of the Board of Directors, without a valid excuse, at three consecutive regular meetings of this Board shall be equivalent to a resignation.

SECTION THREE. The Board of Directors shall meet quarterly at the call of the President. Special meeting of the Executive Committee may be held at the call of the President or at the request of a quorum of its members.

SECTION FOUR. In an emergency the Executive Committee shall take care of necessary business by mail or telephone.

SECTION FIVE. Each member of the Archdiocesan 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 SIX. Individual Members within MACCW in good standing shall have a voice and a vote on matters coming before the annual meeting.

BYLAW IF AMENDED

ARTICLE XIV. MEETINGS (Renumbered)

SECTION ONE. The Annual Meeting of MACCW, to transact such business as shall be brought before it, shall be held at a place and date set by the Archdiocesan President and Spiritual Advisor. Call to Annual Meeting shall be sent out at least sixty (60) days prior to this meeting.

SECTION TWO. Non-attendance of a member of the Board of Directors, without a valid excuse, at three consecutive regular meetings of this Board shall be equivalent to a resignation.

SECTION THREE. The Board of Directors shall meet quarterly at the call of the President. Special meeting of the Executive Committee may be held at the call of the President or at the request of a quorum of its members.

SECTION FOUR. In an emergency, the Executive Committee shall handle all necessary business by e-mail, regular U.S. mail or telephone.

SECTION FIVE. Each member of the MACCW Board of Directors and each delegate in good standing shall be entitled to one vote on matters coming before the annual meeting.

SECTION SIX. Individual Members within MACCW in good standing shall have a voice and a vote on matters coming before the annual meeting.

RATIONALE

SECTION ONE. Insert "**MACCW**" instead of Council full name; change Call to Meeting deadline to **sixty (60) days**.

SECTION FOUR: "**handle all**" instead of "take care of"

SECTION FIVE. Replaced "Archdiocesan" with "**MACCW**"; deleted and "each organization having membership in the Council" and inserted "**each delegate in good standing**"

CURRENT BYLAW

ARTICLE XVI. QUORUMS

SECTION ONE. The quorum for the annual meeting shall be delegates from no less than 2/3 of the eligible organizations unless decided otherwise by the Executive Committee.

SECTION TWO. The quorum for any meeting of the Board of Directors shall be the majority of its members present.

SECTION THREE. Four members of the Executive Committee shall constitute a quorum at all meetings for the transaction of business, provided these transactions meet with the approval of the Archdiocesan Spiritual Advisor.

BYLAW IF AMENDED

ARTICLE XV. QUORUMS (Renumbered)

SECTION ONE. Those eligible to vote at an Annual Meeting shall be members of the MACCW Board of Directors, each affiliation individually, and individual members, all in good standing. A quorum shall be comprised of a majority of those who are present and eligible to vote.

RATIONALE

To define those who are eligible to vote. Further, the restriction of 2/3 of eligible organizations is not reasonable. Also, voting eligibility and quorums are determined in the Bylaws only, and cannot subsequently be re-determined by individuals or groups. Additionally, Roberts Rules of Order provides that a majority of the number of delegates attending constitutes a quorum.

CURRENT BYLAW

ARTICLE XVII. RESOLUTIONS

SECTION ONE. Any resolution offered by affiliated organizations for considering by the Resolutions Committee at the annual meeting must be in the possession of the President and Resolutions Chairman at least sixty days prior to the opening date of the meeting.

SECTION TWO. The Executive Committee shall have the power to present a resolution for consideration at any Board of Directors Meeting providing a copy of the resolution has been submitted in writing to all Board members prior to the meeting. Between meetings urgent resolutions may be passed by the Executive Committee with the approval of the Ordinary of the Archdiocese and the Archdiocesan Spiritual Advisor.

BYLAW IF AMENDED

ARTICLE XVI. RESOLUTIONS (Renumbered)

SECTION ONE. Grammatical correction: "considering" changed to "**consideration**"

CURRENT BYLAW

ARTICLE XVIII. PUBLICATION

The Miami Archdiocesan Council of Catholic Women shall regularly distribute an official publication.

BYLAW IF AMENDED

ARTICLE XVII (Renumbered)

MACCW shall regularly distribute an official publication.

RATIONALE

Changed Council full name to "**MACCW**"

CURRENT BYLAW

ARTICLE XIX. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised shall govern Council in all cases in which they are not inconsistent with these Bylaws.

BYLAW IF AMENDED

ARTICLE XVIII (Renumbered)

The rules contained in Robert's Rules of Order, Newly Revised shall govern MACCW in all cases in which they are not inconsistent with these Bylaws.

RATIONALE

Changed "Council to "MACCW"

CURRENT BYLAW

ARTICLE XX. AMENDMENTS

These Bylaws may be amended at any annual meeting by a 2/3 vote of the official delegates, subject to the approval of Archbishop and provided there shall have been appended to the call to the annual meeting a copy of the proposed amendments.

BYLAW IF AMENDED

ARTICLE XIX (Renumbered)

These Bylaws may be amended at any Annual Meeting by a two-thirds (2/3) vote of the official delegates, subject to the approval of the Archbishop, and provided previous notice has been given of at least sixty (60) days.

RATIONALE

Deleted the provision that the amendments must be appended to the Call to Annual Meeting, and thus allow that if circumstances require, the amendments may be provided in any manner, so long as the required notice time is met.

Reduced notice time to at least "sixty days."