

# **Bylaws of the Church Periodical Club**

## **(A New York Not-for-Profit Corporation)**

### Article I – Authority

Section 1: The authority for this organization is contained in the Certificate of Incorporation filed March 14, 1892, in accordance with the laws of the State of New York (Chapter 319).

### Article II – Affiliation

Section 1: The church Periodical Club is an affiliated organization of the Episcopal Church of the United States of America.

### Article III – Object

Section 1:; The object of this organization is to supply without charge literature and related materials, both religious and secular, to individuals and institutions who need and request them for the promotion of Christian Mission.

### Article IV – Membership

Section 1: Membership shall be composed of registered persons and groups actively carrying out the object of the organization through distribution of printed materials and through financial contributions.

### Article V – Officers

Section 1: The elected officers shall be a president, a vice president, a secretary and a treasurer, chairman of the National Books Fund and chairman of the Miles of Pennies Fund.

### Article VI – Trustees

Section 1: There shall be five (5) trustees as provided in the certificate of Incorporation, said trustees to be the four (4) officers and one other member of the organization to be elected by the board.

### Article VII – Provincial Representatives

Section 1: There shall be nine (9) provincial representatives, one from each province, who shall serve on the board and the National Books Fund committee.

Section 2: The provincial representatives shall be elected or appointed by the respective provinces for terms of three (3) years and shall not serve for more than two (2) consecutive terms.

Section 3: The provincial representatives shall take office at the close of the triennial meeting and shall serve until the close of the following triennial meeting. Only one (1) duly accredited representative from each province shall be a member of the board.

Section 4: The provincial representative elect may attend the triennial meeting with seat and voice.

#### Article VIII – Nominations & Elections

Section 1: At a meeting of the board at least one (1) year prior to the triennial meeting, the members of the board shall elect a nominating committee of five (5) members, including a chairman from among the provincial representatives and four (4) additional persons, provided, however, that at least two (2) of them are not members of the board.

Section 2: It shall be the duty of the nominating committee to prepare and present a slate of candidates for the offices of president, vice president secretary, treasurer, National Books Fund chairman, and Miles of Pennies Fund chairman giving due consideration to the geographical distribution. Resumes of the nominees shall be mailed to all triennial meeting delegates and members of the board at least thirty (30) days prior to the triennial meetings. Nominations may be made from the floor. No nomination for any elective office may be made without the consent of the nominee.

Section 3: All officers and the chairman of the National Books Fund committee and Miles of Pennies Fund committee shall be elected for terms of three (3) years, provided, however, that any officer with the exception of the treasurer who has served two (2) full consecutive terms shall be ineligible for election to the same office for the term immediately following the second of said two consecutive terms.

Section 4: The election shall be by ballot, such ballot to be cast by the accredited delegates and the members of the board present at the triennial meeting. A majority vote shall constitute election. The president shall appoint three (3) tellers from the delegates present at the triennial meeting, each from a different diocese. When there is but one candidate for an office, the vote may be taken by voice.

Section 5: The officers and chairman of the National Books fund committee and the chairman of Miles of Pennies Fund shall take office at the close of the triennial meeting at which they were elected.

Section 6: In the event of a vacancy in the office of president, the vice president shall succeed to that office and serve until the next triennial meeting. Should a vacancy occur among the other elected officers, chairman of the National Books Fund or chairman of the Miles of Fund such vacancy shall be filled by the board, the appointee to serve until the next triennial meeting.

## Article IX – Duties of officers

Section 1: The president shall preside at all meetings and perform all other duties which ordinarily pertain to the office of president.

Section 2: The vice president shall perform the duties of the president in the absence or disability of the president and perform all such other duties as may be assigned to the vice president by the president or board.

Section 3: The secretary shall keep the minutes of the triennial meeting and all meetings of the board. The minutes shall be approved by the executive committee. The secretary shall conduct such correspondence as directed by the board. The secretary shall receive and record ballots of triennial meetings and board elections.

Section 4: (a) The treasurer shall receive and have custody of all funds of the organization, deposit moneys in a bank or banks approved by the board and make disbursements with the exception of the National Books Fund and the Miles of Pennies Fund which shall be authorized by the Board.

(b) The treasurer shall make disbursements of the National Books Fund and Miles of Pennies Fund at the direction of the chairman.

(c) All funds of the Endowment Fund shall be invested and reinvested by the treasurer with the recommendation of the finance committee. The treasurer shall disburse the earnings of the Endowment Fund as directed by the executive committee.

(d) The treasurer shall keep accurate accounts and render a written report at all meetings and more often if requested by the board. The treasurer shall present a written annual report for publication and a written reviewed report for the annual meeting of the board. The treasurer shall present a written audited report for the triennial meeting. The account books of the treasurer shall be submitted every triennium for audit by a independent auditor as may be designed by the board. The treasurer shall be bonded by the organization.

(e) The treasurer may appoint, with approval of the board, an assistant treasurer who shall perform the duties of the treasurer in the absence or disability of the treasurer.

(f) The treasurer and assistant treasurer shall be members of the finance committee.

## Article X – Delegates

Section 1 : Each diocese shall elect or appoint (1) delegate to attend the triennial meeting.

## Article XI – Meetings

Section 1; The Triennial meeting of members shall be held at a time and place to be determined by the board. Notice of the triennial meeting shall be given at least 90 days prior to said date.

Section 2: All members present shall have the right to speak on any question, but only the delegates and the members of the board shall have the right to vote thereon.

Section 3: Quorum: At any triennial meeting fifteen (15) delegates and at least five (5) members of the board including one (1) officer present and representing not less that fifteen (15) diocese nor less than five (5) provinces shall constitute a quorum.

## Article XII – The Board

Section 1: There shall be a board which shall be entrusted with the direction of the affairs, funds and general business of the organization and with the promotion of the objectives of the organization.

Section 2: The board shall be composed of the four (4) elected officers, the nine (9) provincial representatives, the chairman of the National Books Fund and chairman of the Miles of Pennies Fund. The Editor of Publications (Quarterly )shall sit with the board in an advisory capacity.

Section 3: The board shall determine all policies, personnel and salaries concerning the national office and the Editor of Publications.. Such action may be taken by mailed vote.

Section 4: There shall be an annual meeting of the board, the date to be set by the president with the approval of the board. Special meetings may be called by the president when deemed necessary or expedient and with the approval of the board.

Section 5: Quorum: Eight (8) members representing no less than three (3) provinces shall constitute a quorum.

## Article XIII – Executive Committee

Section 1: There shall by an executive committee which shall be entrusted t o approved the investments and disbursements of the Endowment Fund. The executive committee shall act for the board when necessary and shall perform such other duties as shall be assigned to said committee by the board.

Section 2: The executive committee shall be composed of the president, vice president, secretary treasurer, the chairman of the National Books Fund and chairman of the Miles of Pennies Fund.

Section 3: The executive committee shall meet at the call of the president. Action may be taken by mailed vote.

Section 4: Quorum: Three (3) members of the executive committee shall constitute a quorum.

#### Article XIV – Committees

Section 1: There shall be the following standing committees: Finance, National Books Fund, Miles of Pennies Fund and Publications. It shall be the duty of the president to appoint the chairman of Finance and Publications. The chairman of the National Books Fund and chairman of the Miles of Pennies Fund shall be elected at the triennial meeting. Committee chairmen shall be appointed for a term of three (3) years between triennial meetings. There shall be at least one (1) member of the board on each of the standing committees.

Section 2: The president may create such other committees as the organization or the board deems necessary of advisable to carry on the work of the organization.

Section 3: The president shall be an member ex officio without vote of all committees except the nominating committee.

#### Article XV – Duties of the Standing committees

Section 1: Finance: (a) It shall be the duty of the committee to prepare a budget each year, such budget to be presented to the annual meeting of the board for action thereon. The committee shall prepare a triennial meeting budget one (1) year before the triennial meeting for the approval of the board. The committee shall be responsible for evaluating investments, examining expenditures and income, and establishing guidelines for fund raising, obtaining grants and encouraging deferred giving.

(b) The treasurer, the assistant treasurer and at least one (1) other member of the board shall be members of the committee. Additional persons shall be appointed by the chairman with the approval of the board.

#### Section 2: National Books Fund:

(a) The committee shall be composed of the elected chairman and the nine (9) provincial representatives and not more than three (3) sub committee chairman as may be necessary to carry on the work of the committee. The sub committee chairmen shall be appointed by the National Books Fund Chairman with the approval of the board. The editor of the Publications shall sit with the committee in an advisory capacity.

(b) The committee shall meet at least once a year in conjunction with the annual meeting of the board for the purpose of granting the requests for materials. A second granting of requests may be made by mailed vote.

(c) Quorum: Seven (7) members shall constitute a quorum.

#### Section 3: Miles of Pennies Fund

(a) The committee shall receive and review grant applications for approval of funding for authorized materials for children through grade 12.

(b) The committee shall be composed of the elected chairman and four (4) members of her choice with the approval of the board.

(c) Requests for funds can be approved at any time received by committee.

Section 4: Publications: The committee shall produce a publication giving information concerning grants and projects of the Church Periodical Club as well as news of interest to the members, bishops, diocesan directors and subscribers.

#### Article XVI – Finance

Section 1: The fiscal year shall be from January 1- December 31.

Section 2: The records of the organization shall be reviewed by a qualified person prior to the annual meeting of the board and shall be audited at the end of the triennium prior to the triennial meeting by an independent auditor as may be designated by the board.

#### Article XVII – Reports

Section 1: Each officer and committee chairman shall prepare a written report for the president and the secretary at each annual meeting of the board and for the triennial meeting, and in quantities determined by the president.

#### Article XVIII – Episcopal Church Women Triennial Delegates

Section 1: The Church Periodical Club shall send delegates to the triennial meeting of the Episcopal Church Women, in the number specified by the Episcopal Church Women Triennial. The president and the chairman of the National Books Fund committee of the preceding triennium of the Church Periodical Club shall be among the delegates. Delegates and alternates shall be elected by the Church Periodical Club board at a board meeting preceding the Episcopal Church Women Triennial meeting.

#### Article XIX – Amendments

Section 1: These bylaws may be amended at any triennial meeting with a two thirds vote in the affirmative by the delegates and the members of the board present and voting, provided that written notice with accompanying text of such amendments shall have been sent to all delegates and members of the board at least thirty (30) days before the triennial meeting at which action thereon will be taken.

#### Article XX – Parliamentary Procedure

Section 1: The president shall have the authority to appoint a parliamentarian who shall serve in such capacity at the pleasure of the president.

Section 2: The current edition of Robert's Rules of Order Newly Revised shall be the official guide of the Church Periodical Club in all instances where it does not conflict with the bylaws or special rules of the organization.

Amended in Frazer Philadelphia, 1997,

Amended in Boulder City 1999.

Adopted in Denver 2000 by the Triennial Meeting of the Church Periodical Club.