

**CONSTITUTION  
of the  
MADISON DIOCESAN COUNCIL OF CATHOLIC WOMEN**

**ARTICLE I - NAME**

- Section 1. The name of this Federation shall be known as the Madison Diocesan Council of Catholic Women, hereinafter referred to as MDCCW. It shall be affiliated with the National Council of Catholic Women, hereinafter referred to as NCCW.
- Section 2. The MDCCW shall be subject to the Ordinary of the Diocese in the fulfillment of its purpose and aims.
- Section 3. Representing the bishop in the MDCCW shall be the Co-Spiritual Advisors appointed by the bishop.

**ARTICLE II - INSIGNE**

The MDCCW insigne will be the same as the insigne of the NCCW.

**ARTICLE III - OBJECTIVES**

The objectives of the MDCCW shall be as follows:

- Section 1. To serve as a medium through which the Catholic women of the diocese may express their opinion and, when deemed necessary, take united action on matters of public interest
- Section 2. To educate and develop leadership potential among Catholic women, both in organizations and individually, in areas affecting personal spirituality and renewal
- Section 3. To endeavor to have enrolled as an affiliate of the MDCCW and the NCCW every Catholic women's organization in the diocese
- Section 4. To stimulate the work of existing local Catholic organizations of women in the diocese in their efforts to give service in their respective fields
- Section 5. To establish relations with civic and social agencies in order to create interest in and to aid in the solution of present day religious, civic, social, and educational challenges
- Section 6. To further spiritual and material undertakings, which may be recommended to the MDCCW by the bishop and to work as part of the NCCW in the interests of the United States Catholic Conference, Incorporated

**ARTICLE IV - AUTONOMY**

The MDCCW shall have the powers necessary for the administration of the affairs of MDCCW and do all such acts and things as are not prohibited by law, the Constitution, these Bylaws, Standing Rules or Procedures for MDCCW.

## **ARTICLE V - MEMBERSHIP**

The membership of the MDCCW shall consist of Catholic women as individual members or members of Catholic women's organizations within the diocese enjoying Episcopal approval.

## **ARTICLE VI - BOARD OF DIRECTORS**

- Section 1. The Board of Directors shall be as follows:
- A. The elected officers of the MDCCW
  - B. The Immediate Past President/Co-Past Presidents of the MDCCW
  - C. Chairs/co-chairs of the three (3) commissions, or the vice chair in the absence of the commission chair/co-chair, appointed by the President/Co-Presidents
  - D. Vicariate Presidents by virtue of and for the duration of their office or, in their absence, the Vicariate Vice President or the appointed representative of said vicariate
  - E. One Director at Large from each Vicariate CCW
  - F. Chairs of standing committees, or the vice chairs in their absence
  - G. Co-Spiritual Advisors, appointed by the bishop
  - H. The Historian, appointed by the President/Co-Presidents
  - I. The NCCW officers, commission chairs, province director and nominating committee members, if residents of the diocese, by virtue of their office
  - J. One representative of each national/state organization having one or more of its local units affiliated with the MDCCW shall be a non-voting member
- Section 2. Directors at Large shall represent vicariates as follows:
- A. One Director at Large shall be appointed/elected by each vicariate at the spring open meeting in alternate years.
  - B. The term of the Directors at Large shall be for two years.
  - C. Directors at Large shall not be elected for more than two consecutive terms of office.
- Section 3. The Historian shall record briefly and in the manner of a running story, events and developments pertaining to the MDCCW.
- Section 4. The Board of Directors shall have jurisdiction over all matters relating to the management of all affairs of the MDCCW subject to the final approval of the Ordinary of the Diocese or of the Co-Spiritual Advisors appointed by him.
- Section 5. Vacancies on the Board of Directors shall be filled by an appointee from the vicariate in which the vacancy occurs.
- Section 6. Non-attendance of a member of the Board of Directors for two (2) consecutive meetings without sufficient reason, or for four (4) meetings with excuse, shall be equivalent to resignation and the vacancy shall be filled according to Section 5.

## **ARTICLE VII - OFFICERS**

- Section 1. The Officers shall be the President/Co-Presidents, President-Elect/Co-Presidents-Elect), Treasurer, Secretary and Immediate Past President/Immediate Past Co-Presidents.

- Section 2. Election of officers:
- A. The election shall be held in alternate years at the Annual Convention.
  - B. Each affiliated organization shall have two (2) votes and each member of the Board of Directors shall be eligible for one (1) vote. Each individual member in good standing of the MDCCW shall have one (1) vote.
  - C. Election shall be by ballot or as stipulated in Article V, Section 4 of the Bylaws.
  - D. The bishop, or his representative, before the close of the Annual Convention, shall formally install elected officers.

- Section 3. Term of office:
- A. All officers shall be elected for a term of two years.
  - B. No officer shall be eligible for the same office for more than one consecutive term.

### **ARTICLE VIII - EXECUTIVE COMMITTEE**

- Section 1. The President/Co-Presidents, President-Elect/Co-Presidents-Elect), Secretary, Treasurer and Immediate Past President/Immediate Past Co-Presidents shall constitute the executive committee with power to act in emergencies.
- Section 2. Vacancies in the executive committee shall be filled in accordance with Article VI, Section 5 of the bylaws.

### **ARTICLE IX - FUNDS AND PROPERTY**

The funds and property of the MDCCW shall be under the control of the Board of Directors.

### **ARTICLE X - AMENDMENTS**

This constitution may be amended at any Annual Convention by a two-thirds (2/3) vote of the official delegates present and voting, providing a copy of the proposed amendment or amendments shall have been appended to the call for the Annual Convention or by unanimous consent of the delegates or by electronic media.

Revision Adopted: June 10, 1997  
Amended: June 16, 2010  
Revision Adopted: February 21, 2012  
Amended: June 19, 2013  
Revision Adopted: May 21, 2014

**BYLAWS**  
**of the**  
**MADISON DIOCESAN COUNCIL OF CATHOLIC WOMEN**

**ARTICLE 1 - MEETINGS**

- Section 1. The MDCCW shall meet annually for the transaction of such business as shall be brought before it. Notice of the time and place of the meeting, hereinafter referred to as the Annual Convention, shall be sent out not less than thirty (30) days before the date of the Annual Convention. Electronic media may be used to provide notice.
- Section 2. The Board of Directors shall meet quarterly, the time and place to be left to the decision of the board and announced not less than two (2) weeks prior to the date of such meetings. Special meetings may be called by the President/Co-Presidents or on written request of at least eight (8) members of the board. Electronic media may be used to provide notice.
- Section 3. Meetings of the Executive Committee shall be subject to the call of the President/Co-Presidents.
- Section 4. Voting at any of the said meetings shall be confined to members present unless the Board of Directors shall authorize a ballot by mail or by electronic media for a particular purpose.
- Section 5. A quorum for the transaction of business shall be as follows.
- A. Annual Convention: Representatives of thirty-five percent (35%) of the affiliated organizations
  - B. Board of Directors: Eight (8) members, three (3) of whom shall be officers.
  - C. Executive Committee: Three (3) members.
- Section 6. Failure to hold an annual meeting shall not invalidate MDCCW's existence or affect any otherwise valid federated acts.

**ARTICLE II - DUES**

- Section 1. The annual dues for MDCCW membership will be reviewed and established by the Board of Directors, with ratification by the voting delegates at the Annual Convention.
- A. The Treasurer will bill vicariates, affiliates and individuals in October by e-mail, or mail if no e-mail is available.
  - B. Annual dues for vicariate, affiliate and individual membership in MDCCW shall be due and payable by January 1 for the ensuing year.
- NOTE: Individual members who join between July 1 and December 31 will not be billed again until October of the following year.
- Section 2. NCCW will bill membership dues notices directly to each affiliated organization--e-mailed or mailed to the diocesan, vicariate and parish CCW presidents on record. Dues notices will be mailed in fall; dues payment deadline is January 1.

## **ARTICLE III - COMMISSIONS/COMMITTEES**

- Section 1. Commissions.
- A. There shall be such commissions as will further the aims of MDCCW and promote special projects, which may be undertaken when properly funded.
  - B. The commissions shall be created or discontinued by action of the Board of Directors, but not discontinued without ratification by NCCW as stated in its bylaws.
  - C. The standing commissions shall be the following:

<u>Commission Name</u>	<u>Issue/s of Concern</u>
1. Spirituality	Church and Legislation
2. Leadership	Organization
3. Service	Family, Community, and International Concerns
- Section 2. The President/Co-Presidents with the consent of the Board of Directors shall appoint the standing commissions/committees of the MDCCW.
- Section 3. All committees, whether standing or special, shall be directly responsible to the President/Co-Presidents and shall plan no activities without the approval of the Board of Directors. Except for the nominating committee and the auditing committee, the President/Co-Presidents is an ex-officio member of all committees and shall be notified of all committee meetings by each chair.
- Section 4. The standing committees shall include: Budget and Ways and Means, Bylaws, Membership, Public Relations, and Rural Life.
- A. The bylaws committee shall perform the following duties: receive all suggestions for amendments to the bylaws, standing rules and procedures; prepare them in proper form; and submit them for action by the members in accordance with Article VII of these bylaws.
  - B. The bylaws committee shall be responsible for maintaining conformity in the MDCCW bylaws, standing rules, and procedures with those of the NCCW.
- Section 5. Special committees such as the auditing, nominating, and election committees shall be appointed by the President/Co-Presidents with the approval of the Board of Directors or the Executive Committee.
- A. The auditing committee, or a competent accountant upon request, shall make a yearly audit of the Treasurer's books and records, said audit to be made within 30 days after the close of the fiscal year.
  - B. Upon completion of said audit, the auditing committee shall return to the incumbent Treasurer all books and records in its possession relating to that office.
  - C. The incumbent Treasurer shall turn over all books and records in her possession relating to that office to the incoming Treasurer within 30 days of the election of the new Treasurer.
  - D. A written report of the audit shall be submitted to the President/Co-Presidents and be placed on file. An audit-report summary shall be given at the Annual Convention by the auditing committee chair.
- Section 6. The nominating committee shall consist of five (5) members selected as follows:
- A. The President/Co-Presidents shall appoint the chair.
  - B. The Board of Directors shall elect four (4) members, the election to be held at the regular meeting of the Board of Directors in summer in alternate years.

The nominating committee shall carry out the duties as prescribed in Article V, Section 1, of these bylaws.

- Section 7. The election committee shall carry out the duties as prescribed in Article V, Section 2 of these bylaws.
- Section 8. All committees shall, within one month after conclusion of their appointment, transfer all files to their successors or to the Board of Directors.
- Section 9. The President/Co-Presidents, with the approval of the Board of Directors, may declare a committee chair vacant because of nonperformance of duties and appoint a successor.

#### **ARTICLE IV - REPRESENTATION**

- Section 1. Each affiliated organization shall be entitled to be represented at the Annual Convention by two- (2) voting delegates. Each individual member in good standing with the MDCCW shall have one (1) vote.
- Section 2. No delegate shall be allowed to represent more than one organization.
- Section 3. The President/Co-Presidents of each affiliated organization shall certify the names of its delegates, through the registration committee, to the credentials committee one week prior to the Annual Convention registration deadline. In case of inability by the chosen delegate to attend the Annual Convention, the President of the affiliated organization shall certify in writing the name of its chosen alternate. Said certification shall be presented to the credentials committee upon arrival at the Annual Convention registration site.
- Section 4. The voting membership of the Annual convention shall be as follows: individual members in good standing, the delegates representing the affiliated organizations, the past MDCCW Presidents/Co-Presidents and the MDCCW Board of Directors.
- Section 5. Voting on all matters may be conducted by mail or electronic media, provided that the member is required to state or submit information from which it can be determined that the method of voting used was authorized by the member. Members may not vote by proxy.

#### **ARTICLE V - NOMINATIONS AND ELECTIONS**

- Section 1. Election of officers shall be held at the Annual Convention on a date and time to be designated by the board of directors, in even-numbered years. The procedure for nomination and election of officers shall be as follows:
  - A. The nominating committee shall present one or more candidates for each office, give its report orally at the regular winter meeting of the Board of Directors, and publish its report in the winter/early spring newsletter.
  - B. The President/Co-Presidents shall call for nominations from the floor immediately after the committee's report at the winter board meeting and prior to election at the Annual Convention. Said nominations shall be made only with prior consent of the nominee and with pastoral approval.
  - C. A majority vote of the members present shall be required for election by ballot prepared by the nominating committee.

- Section 2. The President/Co-Presidents shall appoint an election committee at the winter meeting, none of whom shall be a candidate.
- A. The Chair shall arrange in advance for an election site and an eligible-voter list for use at the Annual Convention.
  - B. The tellers shall check the list of eligible voters before presenting one (1) ballot to each eligible elector for voting.
  - C. The tellers shall open the ballot box at the close of the balloting and shall count the ballots.
  - D. The Chair shall report the results of the vote to the President/Co-Presidents who shall announce the successful candidates. The Secretary shall record the numeric tally of votes for each candidate; then all ballots shall be destroyed.
- Section 3. In the event that no candidate receives a majority vote on the first ballot, all but the two highest for such office shall be eliminated and the balloting continued. If the vote remains a tie after the second ballot, the election shall be decided by lot.
- Section 4. In the event that only one candidate for each office is presented by the nominating committee and no further nomination from the floor is accepted for any office, the presiding officer shall call for a vote from the floor, either by a show of hands by the eligible voters or by a motion to cast a unanimous ballot for each of the candidates.

## **ARTICLE VI - DUTIES OF OFFICERS**

- Section 1. President. Duties of the President/Co-Presidents are as follows:
- A. To preside at the Annual Convention and all meetings of the MDCCW, of the Board of Directors, and of the Executive Committee.
  - B. To appoint all commissions/committees, with the exception of the nominating committee, subject to approval by the Board of Directors.
  - C. To appoint a parliamentarian or parliamentary advisor.
  - D. To act as ex-officio member of all committees except the auditing committee, nominating committee, and election committee.
  - E. To perform other duties incident to the office of President.
  - F. To endeavor to serve the MDCCW in a strictly impartial manner.
  - G. To familiarize herself with the NCCW bylaws, standing rules, and procedures, and to keep the membership informed as to official communications concerning the NCCW and/or MDCCW.
- Section 2. Secretary. Duties of the Secretary are as follows:
- A. To keep accurate records of all official MDCCW Board of Directors and Executive Committee meetings and to furnish a written report of action taken by the Executive Committee and the minutes of the Board of Directors approximately thirty- (30) days before the next meeting.
  - B. To keep the charter, a copy of the constitution and bylaws, and other official documents on file.
  - C. To have up-to-date copies of the NCCW and MDCCW bylaws, standing rules, and procedures available at all meetings.
  - D. To send notices of all meetings as directed by the President/Co-Presidents.
  - E. To conduct correspondence of the MDCCW in accordance with the direction of the President/Co-Presidents and/or Board of Directors.

- F. To keep an up-to-date list of the affiliated units, officers of the MDCCW, all members of the Board of Directors, and chairs of the standing and special committees.
- G. To perform such additional duties as may be assigned to the President/Co-Presidents by the Board of Directors.

Section 3. Treasurer. Duties of the Treasurer are as follows:

- A. To be the custodian of the MDCCW funds, which shall be deposited in a bank, approved by the Board of Directors.
- B. To make disbursements only as authorized by the MDCCW either by specific action or by adoption of a budget and by a vote of the Board of Directors.
- C. To sign all checks drawn on the funds of the MDCCW.
- D. To keep an itemized account of all receipts and disbursements and render a report at all meetings. A written report, covering the period from the beginning of her term of office to one week prior to the Annual Convention, shall be presented at the Annual Convention. In addition to this, a complete report of the financial activities during her term of office shall be prepared and filed with the records she turns over to the auditor/committee.
- E. To keep an accurate list of affiliated organizations and notify the MDCCW President/Co-Presidents and NCCW of all changes.

Section 4. President-Elect/Co-Presidents-Elect. Duties of the President-Elect/Co-Presidents-Elect are as follows:

- A. To preside at all meetings in the absence of the President/Co-Presidents and assume the duties and powers of the President/Co-Presidents in her absence.
- B. To assume the presidency for the unexpired term of the President/Co-Presidents upon the resignation, removal, or death of that officer.
- C. To assume the presidency at the end of the President's/Co-Presidents' term of office.

Section 5. Vacancies in Office.

- A. A vacancy occurring in any office, except the office of President, shall be filled for the unexpired term by vote of the Board of Directors. The election to fill such office shall be by ballot, a majority vote being required to elect. In the event of a vacancy in the office of President, the President-Elect/Co-Presidents-Elect shall assume the presidency for the unexpired term.
- B. In the event of a vacancy in the office of Treasurer, a qualified person or persons appointed by the Board of Directors shall make an audit of the books and records of the MDCCW. Such audit shall be completed immediately and a report covering the audit submitted to the Board of Directors.

Section 6. If any officer shall, in the opinion of the Board of Directors, fail to satisfactorily perform her duties, the Board of Directors shall have the authority to request her resignation from the board. However, such action shall require ratification by a majority vote of the membership; the vote shall be taken by ballot.

Section 7. Transfer of files and records

- A. Each retiring officer, with the exception of the Treasurer, shall, within two (2) weeks after expiration of her term of office, transfer to her successor the files and records of her respective office.



- B. The retiring Treasurer shall, within two (2) weeks of expiration of her term of office, transfer to the auditor/committee, the books and records of that office.
- C. Any officer vacating her office before the expiration of her term shall forthwith transfer to her successor the records of her respective office.

## **ARTICLE VII - AMENDMENTS**

- Section 1. The bylaws may be amended at any Annual Convention by the following:
- A. A two-thirds (2/3) vote of the delegates present and voting provided that notice of the proposed amendment or amendments has been appended to the call to the convention or by special mailing.
  - B. By a unanimous vote without previous notice.
- Section 2. Automatic, grammatical, punctuation, and correlations in corrections in the bylaws or amendments, thereto, which in no way alter the intent of the respective bylaws or amendments thereto, shall be effected by the bylaws committee subject to the approval of the Board of Directors.
- Section 3. Automatic changes in the bylaws necessitated by amendments to the NCCW bylaws, standing rules, and procedures shall be put into effect by the bylaws committee subject to the approval of the Board of Directors.

## **ARTICLE VIII - ENACTMENT**

The bylaws, standing rules, and procedures, and/or amendments thereto, shall become effective upon adoption unless otherwise specified.

## **ARTICLE IX - FISCAL YEAR**

The fiscal year of the MDCCW shall be May 1 through April 30.

## **ARTICLE X - PARILAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall be the authority for parliamentary procedure not covered by this constitution and bylaws.

Bylaws adopted: May 05, 1955  
 Revision Adopted: June 10, 1997  
 Amended: June 11, 2003  
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 Amended: June 19, 2013  
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**STANDING RULES**  
**of the**  
**MADISON DIOCESAN COUNCIL OF CATHOLIC WOMEN**

I. Advisors to the Board of Directors

- A. The past Presidents, except the Immediate Past President/Immediate Past Co-Presidents, will serve as advisors to the Board of Directors.
- B. The advisory committee shall be composed of the Board of Directors and all vice chairs of commissions, standing and current special committees.

II. Dues Structure

- A. All NCCW dues will be automatically billed through NCCW.
- B. All Catholic women's organizations may apply to the MDCCW to be affiliated.
  - 1. MDCCW will bill affiliates \$50 each per year by e-mail.
  - 2. MDCCW will bill individual members \$10 per year by e-mail.
  - 3. Hard copies will only be sent if no e-mail address is available as stipulated in Article II, Section 1 of the Bylaws.

III. Meetings

- A. The Board of Directors shall meet at least four (4) times each year.
- B. The advisory committee shall meet upon request of the President/Co-Presidents or the Board of Directors to discuss plans and activities.

IV. Memorials

- A. In the event of the death of a member of the Board of Directors or a member of her immediate family, or a past MDCCW President, the diocesan President/Co-Presidents will notify the directors at large. Each director at large of a vicariate will assume responsibility for notifying members of the board who reside within her respective vicariate.
- B. A Mass stipend will be sent to the family of the deceased, upon notification of death of any of the following:
  - 1. Member of the current MDCCW board.
  - 2. Spouse of a current member of the MDCCW board.
  - 3. Past MDCCW President.
  - 4. Spouse of a past MDCCW President or immediate family member.
- C. A special Mass will be celebrated during the fall meeting of the year for deceased board members and MDCCW affiliate members.

V. Services

Sunshine and good cheer shall be spread among members. The Secretary shall send a card or letter to the member of the board in the event of her illness.

VI. Representation at National Council of Catholic Women Convention

- A. The President/Co-Presidents shall be the official delegate to the NCCW Convention and expenses for attendance shall be payable by the MDCCW to include registration fees, shared-room fees,\* meals and transportation.
- B. The three (3) commissions shall receive an amount to be equitably divided among the chair/co-chair from funds available. The amount is to be determined by availability of funds for attendance at NCCW Conventions, and such amount is to be applied towards registration fees and all other expenses.
  - 1. If the commission chair, or co-chair, is unable to attend, the President/Co-Presidents will appoint a vice chair of the commission or an executive officer to represent that commission.
  - 2. A written and oral report shall be given to the Board of Directors following the NCCW Convention.

\* The change only applies when absolutely no one else is going to the NCCW Convention. If a commission chair chooses to go, then only a shared room fee applies to the President/Co-Presidents.

Standing Rules Adopted: June 9, 1977  
Amended: July 26, 2006  
Amended: June 17, 2008  
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Amended: June 19, 201  
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**PROCEDURES**  
**of the**  
**MADISON DIOCESAN COUNCIL OF CATHOLIC WOMEN**

I. Responsibility of the Board of Directors

It shall be the responsibility of a member of the board to attend regularly all meetings and to participate actively on those committees to which she is assigned. If unable to attend, she shall notify the President/Co-Presidents prior to the scheduled meeting and advise if a designated representative will take her place.

II. Responsibility of Commission/Committee Chair

A commission/committee chair may report to the Board of Directors those members of said commission/committee who are not fulfilling or are unable to fulfill their committee assignments.

III. Parliamentarian or Parliamentary Advisor

The Parliamentarian or Parliamentary Advisor shall advise the presiding officer on points of parliamentary law and also give similar advice to the MDCCW and the Board of Directors when they request it.

IV. Corresponding Secretary

The President/Co-Presidents shall appoint a corresponding Secretary if necessary. The corresponding Secretary shall assist the recording Secretary with notices of meetings, act as hostess for board meetings, and perform any other duties as may be assigned by the President/Co-Presidents.

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