

**By-Laws**  
**The Women's Fellowship**  
**The First Congregational Church of Greenwich**  
**Old Greenwich, Connecticut**

(containing all amendments up to and including those approved by the  
Women's Fellowship at the Annual Meeting May 13, 2015)

ARTICLE I            Name

The name of this organization shall be: THE WOMEN'S FELLOWSHIP OF THE FIRST CONGREGATIONAL CHURCH OF GREENWICH, OLD GREENWICH, CONNECTICUT (the "Fellowship").

ARTICLE II            Mission

As women of First Congregational Church of Greenwich we are a fellowship united in a ministry to better the world around us as we deepen and share our Christian faith through:

- Outreach opportunities that contribute time, talent and treasure to our local and global communities
- Programs that enrich the mind, body and spirit
- Fellowship activities that support our faith journey and foster a welcoming and supportive church community

ARTICLE III            Membership

Membership in the Fellowship shall consist of all women in the church.

ARTICLE IV            Fiscal Year

The fiscal year for the Fellowship and all of its activities shall begin on June 1 of each calendar year and shall end on May 31 of the following calendar year.

ARTICLE V            Officers

Section A.    Officers

The officers of the Fellowship shall consist of a President or Co-Presidents, Vice President, Secretary, Treasurer, immediate past President, Rummage Room Treasurer or co-Treasurers and the Chairs of the Allocations, Nominating, Program and Rummage Room Committees (the "Officers").

## Section B. Election of Officers

1. Officers shall be elected by a majority vote of the membership present at the annual meeting of the Fellowship as follows:
  - for a term of one year, the President or Co-Presidents and Vice President;
  - for a term of two years, the Treasurer, Rummage Room Treasurer or Co-Treasurers and Secretary;
  - for a term of one year: chairwomen of the Allocations, Nominating, Program and Rummage Room Committees.
2. The newly elected officers shall assume their duties at the beginning of the fiscal year.
3. Vacancies shall be filled by the Nominating Committee at any time of the year when such vacancies occur and presented at the next Board meeting. Should a vacancy arise in the Presidency or in both of the Co-Presidencies, the Vice President shall succeed to the Presidency, and the Nominating Committee shall present a replacement nominee for the position of Vice President to the Board and Fellowship for approval. In the event the Vice President does not succeed to the presidency, the current President or Co-Presidents become eligible to serve additional terms if nominated and approved by a vote of the Board and Fellowship.

## Section C. Duties of Officers

1. President or Co-Presidents
  - a. Shall preside at all meetings of the Fellowship as well as all Board and Executive Committee meetings.
  - b. Shall be an ex officio member with voting privileges on all Fellowship committees, with the exception of the Nominating Committee.
  - c. Shall be empowered to sign checks on all Fellowship accounts, provided the expenditure has been approved by the Board, and may call for an annual audit of all Fellowship accounts.
  - d. Shall represent the Fellowship at Church Committee meetings as a voting member.
  - e. Shall request a brief job description from each Board member by May 31st to be placed in the President's notebook with a copy given to the Nominating Committee to pass on to the appropriate incoming Board member.
  - f. Shall prepare, or direct the preparation of, The Women's Fellowship Yearbook for distribution to all members of the Fellowship.
  - g. Co-Presidents shall share the above responsibilities at their discretion.

2. Vice President

- a. Shall assist the President and act in her absence.
- b. Shall participate as needed with the Treasurer and President or Co-Presidents to formulate the annual operating budget of the Fellowship.
- c. Shall be a voting member of the Rummage Room and Allocations Committees.
- d. Shall perform other duties as requested by the Fellowship Board.

3. Secretary

- a. Shall record minutes of Board and Fellowship meetings.
- b. Shall participate in the distribution of materials and mailings relating to the Fellowship.
- c. Shall, with the President, determine whether quorum is met at each Board meeting and at the Annual Meeting of the Fellowship.
- d. The Secretary will provide notice of the Women's Fellowship Annual Meeting or any special meeting of the members, by publishing notice of such meeting(s) in the church bulletin at least 10 days before the meeting date.

4. Treasurer

- a. Shall administer Fellowship finances, prepare a monthly accounting and present a report to the Board at their meetings, and ready books for an audit as requested by the Church Board of Trustees.
- b. Shall be empowered to act in the absence of the Rummage Room Treasurer or co-Treasurers.
- c. Shall formulate the annual operating budget of the Fellowship, with assistance as needed from the President or Co-Presidents and the Vice President, to be presented for approval to the Board at the September Board meeting following the election of new officers in May of each year.

5. Rummage Room Treasurer or Co-Treasurers

- a. Shall formulate an annual operating budget for the Rummage Room and administer Rummage Room finances, reporting to the Fellowship Board and the Rummage Room Committee.
- b. Shall be empowered to act in the absence of the Fellowship Treasurer.
- c. Shall be a voting member of the Rummage Room Committee.

6. Allocations Committee Chair

Shall be responsible for calling Allocations Committee meetings and facilitating the work of the Committee. See Article IX, Section C-1.

7. Nominating Committee Chair

Shall be responsible for calling Nominating Committee meetings and facilitating the work of the Committee. See Article IX, Section C-2.

8. Program Committee Chair

Shall be responsible for calling Program Committee meetings and facilitating the work of the Committee. See Article IX Section C-3.

9. Rummage Room Committee Chair

Shall be responsible for calling Rummage Room Committee meetings and facilitating the work of the Committee. See Article IX, Section C-4.

10. Immediate Past President

May participate in the deliberations of the Board, providing advice and insight as a non-voting member.

ARTICLE VI      Women's Fellowship Meetings

Section A.    Annual Meeting

The annual meeting of the Fellowship (the "Annual Meeting") shall be held before the end of the fiscal year, at which time the officers shall be elected. The Secretary shall provide notice of the Annual Meeting no less than ten days before the meeting, as provided in Article V, Section C-3-d.

Section B.    Regular Meetings

Meetings shall be held as determined by the Fellowship Board.

Section C.    Special Meetings

Special meetings may be called by the President or Co-Presidents, or in her/their absence, the Vice President. Special meetings may also be called at the written request of five or more members. The Secretary will provide notice of a special meeting no less than ten days before such meeting, as provided in Article V, Section C-3-d.

Section D.    Quorum

A quorum shall be twenty members of the Fellowship.

ARTICLE VII      Women's Fellowship Board

Section A.    Members

The Fellowship Board shall consist of the Officers, special committee chairwomen, liaisons to Fellowship special interest groups, and Fellowship representatives to associated church bodies (the "Board").

## Section B. Duties

The Board shall function as the managing and advisory body of the Fellowship and recommend action by a majority vote of those present, which must be a quorum. The Board shall review and act upon all special funding requests.

## Section C. Meetings

The Board shall hold regular meetings during the year. The Fellowship Board shall provide an inspirational reading or prayer at the beginning of each Fellowship Board meeting on a rotating basis.

## Section D. Quorum

A quorum of the Board shall be a simple majority of Board members eligible to vote. Those eligible to vote are: Officers, a liaison for each Fellowship special interest group, and Fellowship representatives to associated Church bodies. Board members may designate an alternate to attend as necessary. If a position is held by two persons, as in the case of co-chairs of a committee or co-presidents, the position is deemed to constitute one person for quorum purposes. Each co-chair or co-officer will have a vote. If a position is unfilled or vacated at any time during the year the quorum number will be adjusted downward to reflect only the occupied positions. The numerical quorum shall be determined and reported to the Secretary by the President at the first Board meeting of the fiscal year.

## ARTICLE VIII      Executive Committee of the Fellowship Board

### Section A. Members

The Executive Committee of the Fellowship Board shall consist of the President or Co-Presidents, the Vice President, Secretary, Treasurer, and the Chairs of the Rummage Room and Allocations Committees.

### Section B. Quorum

A quorum shall consist of a simple majority of the Executive Committee. If any position is not filled the quorum will be adjusted to reflect only the number of occupied positions.

### Section C. Duties

The Executive Committee shall have the power of the Board to act in emergencies, such action to be reported to the Board at the next board meeting. All meetings of the Executive Committee must be in person or by telephone conference call.

## ARTICLE IX      Standing Committees

### Section A.    Members

The Standing Committees shall be Allocations, Nominating, Program, and Rummage Room (the “Standing Committees”).

### Section B.    Elections

1. Each year a chair or co-chair for each Standing Committee will be elected by the Fellowship at the Annual Meeting.
2. The term of office for the chairs of Standing Committees will be one year.
3. The Rummage Room Treasurer or Co-Treasurers will be elected by the Fellowship at the Annual Meeting for a term of two years.
4. They shall assume their duties at the beginning of the fiscal year.
5. Vacancies shall be filled as specified in Article V, Section B-3.

### Section C.    Committee Composition and Duties

1. Allocations Committee, consisting of the Chair, a Rummage Room Committee member chosen by the Rummage Room Committee and a minimum of three and maximum of seven additional members. The Fellowship President shall be an ex officio, non-voting member of the committee.
  - a. Shall carry out the benevolence activities of the Fellowship on local, state, national and international levels.
  - b. Shall present proposed detailed allocations of benevolence for the year to the Board for consideration and approval. Following approval by the Board the proposed allocations will be presented to the Fellowship for a vote of approval
  - c. Allocations shall be approved by the Allocations Committee by a simple majority vote, provided a quorum is present. A quorum shall be a simple majority of the Allocations Committee members. Each year the Allocations Chair will determine the numerical quorum for that year’s deliberations. If a position on the Allocations Committee is unfilled, the quorum shall be adjusted to reflect only the occupied positions.
2. Nominating Committee, consisting of the Chair and two or more members, and the immediate past President, at her discretion.
  - a. Shall prepare a slate of officers for the year to be presented to the Board for its approval prior to the Annual Meeting.
  - b. Shall assist the President in filling positions of Special Committee chair, special interest Group liaisons and nominees to the Allocations Committee, Nominating Committee, Rummage Room Committee and Program Committee.
  - c. Shall fill vacancies in elected offices for the unexpired term by presenting replacement nominees to the Board for Board approval.
  - d. Shall supply By-laws and a job description to each incoming Officer.

3. Program Committee, consisting of a Chair and two or more members, shall plan programs for the fiscal year. Additional committee members will be appointed by the Program Committee to staff individual Program events. The program chair shall participate in the faith activities of the Fellowship.
4. Rummage Room Committee, consisting of the Chair, two or more members, the Rummage Room Treasurer or Co-Treasurers, the immediate past Rummage Room Chair, and the Fellowship President and Vice President.
  - a. Shall oversee the operation of the Rummage Room.
  - b. Shall report to the Board promptly regarding Rummage Room operations, including but not limited to, budgetary matters employee considerations, and real property obligations.

## ARTICLE X            Special Committees

### Section A.    Special Committees

Special Committees may be appointed by the President as necessary.

### Section B.    Members

Chairwomen of the Special Committees shall be named by the President or Co-Presidents to serve until the end of her/their term. Special committees are advisory only and do not have voting privileges on the Board.

### Section C.    Major Fundraising Projects

With the prior approval of the Church Board of Trustees, as provided in the by-laws of the Church, the Fellowship may engage in Major Fundraising projects (excluding the Rummage Room) as determined by the Board:

1. Each project shall have a steering committee with of a chairwoman appointed by the Board who shall report to the Board. Other members may be appointed by the President or chosen by the committee chairwoman as needed.
2. Each steering committee shall hold necessary meetings during the length of the project and minutes shall be kept in each committee's record book.
3. The amount of a working budget for each project shall be approved by the Board upon recommendation from the steering committee for that project. All expenditures must be submitted to the Treasurer for payment.
4. Upon completion of the activity a full accounting shall be prepared by the special committee and reported to the Board.

ARTICLE XI      Rules of Order

Robert's Rules of Order shall be the constituted authority on any point not herein covered or provided for.

ARTICLE XII      Amendments

Section A

Amended By-laws must be approved by the Board before submission to the Fellowship for its approval.

Section B

The amended By-laws must be approved by a majority vote at a regular or special Fellowship meeting following written notification to the membership, as provided in ARTICLE VI, Sections A and C.

Section C

By-laws should be reviewed at least every four years.

Section D

Revised By-laws shall become effective upon adoption.

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Approved by Board of Directors May 10, 1999  
Approved by Members May 23, 1999

Approved by Women's Fellowship Board April 14, 2003  
Approved by Members April 27, 2003

Approved by Women's Ministries Board May 3, 2010  
Approved by Members May 12, 2010

Approved by Women's Fellowship Board April 1, 2015  
Approved by Members May 13, 2015