

UNITED THANK OFFERING
BYLAWS

ARTICLE I
Organization

- Section 1: The organization shall be the “United Thank Offering” (“UTO”), which is a ministry of The Episcopal Church.
- Section 2: The governing body of the UTO shall be known as “The Board”. The Board acts under the authority of the General Convention of The Episcopal Church, and is accountable to the Executive Council of The Episcopal Church. [Canon I.1.2 and Title I, Canon IV.1(a)]

ARTICLE II
Mission/Purpose

- Section 1: The mission and purpose of the UTO shall include, but not be limited to:
- a. the promotion of a daily, personal practice of prayers of thanksgiving in response to God’s blessings; and
 - b. the encouragement of tangible, intentional, and daily offerings in gratitude for those blessings.
- Section 2: The Board shall be responsible for the governance and administration of the UTO in collaboration with the appropriate departments of the Domestic and Foreign Missionary Society (“DFMS”), including, but not limited to:
- a. the provision of educational materials to promote the Theology of Thanksgiving, ingatherings, and grant proposals;
 - b. the development and evaluation of policies, priorities, grant criteria and solicited grant proposals; and
 - c. the recommendation of distribution of said grants to the Executive Council of The Episcopal Church.

ARTICLE III
Board Membership

- Section 1: Each province of The Episcopal Church shall be entitled to a representative on the Board. In addition, the Board shall include three (3) members-at-large and two (2) appointed members. There shall also be one (1) member of the Executive Council of The Episcopal Church, appointed by the Presiding Officers of the Executive Council,

who serves as a non-voting liaison to the Board.

Section 2: All members shall be Adult Communicants in Good Standing of The Episcopal Church.

Section 3: The membership shall be selected as follows:

- a. The provincial representatives shall be selected during the provincial Episcopal Church Women (“ECW”) meeting or the regular provincial synod meeting where no ECW exists.
- b. Three (3) members-at-large shall be elected by ballot at the Spring Board Meeting in the second year of the triennium by the members of the Board.
- c. Two (2) additional members shall be appointed jointly by the Presiding Officers of the Executive Council of The Episcopal Church and the President of the UTO Board.
- d. The Board may, in its discretion, appoint up to two (2) young adult members-at-large.
- e. The Board may, in its discretion, create an advisory committee for the purposes of fulfilling special needs of the Board. This committee shall be populated by a broad cross-section of people from within The Episcopal Church.

Section 4: All members shall be elected for a term of three (3) years and assume office immediately following the Triennial Meeting of ECW.

Section 5: No member shall serve more than two (2) consecutive terms, unless fulfilling an unexpired term of eighteen (18) months or less.

Section 6: Vacancies shall be deemed to exist in any of three (3) circumstances: death, resignation or removal. In addition, the term of a member shall become vacant in the event of two (2) absences from meetings of the Board in any one triennium, unless excused by the President for good cause. Vacancies shall be filled by the respective electing or appointing authority (by the provincial executive committee or provincial ECW; by the UTO Board; or by the Presiding Officers).

Section 7: In the filling of vacancies, the selection of any new member shall not result in there being more than two (2) members from a province.

Section 8: Any member of the Board may be removed from the Board at any regular or special meeting by a majority vote for the following reasons:

- a. failure or refusal to adhere to these bylaws; the Constitution and Canons of The Episcopal Church; or the Policies and Procedures of DFMS;
- b. committing a breach of confidentiality;
- c. consistently failing or refusing to perform the duties assigned by the President, Executive Committee and Committee(s) Conveners; or
- d. consistent pattern of behavior unbecoming a Board member; or
- e. failure to satisfy Board member qualifications.

Section 9: Removal of a Board member for any of the reasons set forth in Section 8 herein shall be accomplished by a recommendation of the President, vote of the Executive Committee and vote of the full Board. The President shall provide the Board member subject to removal written notice of the reasons for removal at least fifteen (15) days prior to the meeting of the Executive Committee on which the matter is scheduled. The Board member may appeal in writing to the Executive Committee seven (7) days before the scheduled meeting. The Executive Committee must respond before the next full Board meeting, or within ten (10) days, whichever is sooner. If the appeal to the Executive Committee is denied, or if no timely appeal is submitted, the proposed removal shall be subject to a vote of the Board at its next regular or special meeting. Removal shall require a majority vote by the Board. The removed member is ineligible to represent UTO in any capacity. Notification of removal shall be provided to the Bishop Diocesan, the president of the province, the provincial coordinator and/or the electing authority.

ARTICLE IV Officers

Section 1: The officers of the Board shall consist of a President, Vice President, Secretary and Financial Secretary. The President, Vice President and Secretary shall be elected, and the Financial Secretary shall be appointed by the President in consultation with the Vice President and Secretary.

Section 2: The officers of the Board shall be elected as follows:

- a. The President shall be elected at the last regular meeting held prior to the Triennial Meeting of the ECW by the current members.
 - 1. Nominees for the office of President shall be persons elected to serve the next triennium either as province representatives or members-at-large. They must have served at least one year prior to election.
 - 2. Election shall be by a majority vote of the voting members present.
 - 3. The President will assume office immediately following the Triennial Meeting of the ECW.
- b. Election of the Vice President and the Secretary shall be as follows:
 - 1. Election shall occur at the first meeting following the Triennial Meeting of the ECW.
 - 2. Election of the Vice President shall precede the election of the Secretary.

Section 3: All officers shall be elected for a term of three (3) years or until their successor(s) is/are elected. The elected officers shall comprise the Executive Committee of the Board.

Section 4: Duties:

- a. The President shall:
 1. be responsible for the administration of Board Bylaws and Policies and Procedures;
 2. preside at all meetings of the Board including special meeting(s), Executive Committee meeting(s) and Board meetings held during the Triennial Meeting. The President may delegate his or her authority to preside at such meetings to any other Executive Committee member of the Board;
 3. oversee the implementation of actions taken by the Board;
 4. appoint all committees and chairpersons and special committees in consultation with the Executive Committee;
 5. create or terminate standing committees of the Board as deemed necessary;
 6. fill, in consultation with the Executive Committee, any vacancies on a committee and change the designation or number of members serving on a committee;
 7. prepare meeting agendas in cooperation with the Executive Committee and in consultation with the UTO Coordinator;
 8. submit an Annual Report and interim reports as appropriate of the organization to the Executive Council of The Episcopal Church;
 9. represent UTO when called upon to do so or appoint a Board member as a representative;
 10. serve as a member of the Joint Committee for United Thank Offering and the Episcopal Church Women Boards; and
 11. meet periodically with the officers of DFMS and the UTO Coordinator.

- b. The Vice President shall:
 1. preside at all Board meetings in the absence of the President, or at the request of the President;
 2. make provisions for devotions at all meetings and see that spiritual focus is maintained;
 3. consult with the Executive Committee and the General Convention Office on meeting arrangements, site preparations and local transportation;
 4. track and analyze use of UTO materials and inventory; and
 5. perform such duties as requested by the President.

- c. The Secretary shall:
 1. prepare minutes of all Board and Executive Committee meetings to be approved by the Board and preserved in the records of the Board and the Archives of The Episcopal Church;
 2. keep a record of current contact information for Board members; and
 3. perform such other duties as may be delegated by the President or prescribed by the UTO Policies and Procedures.

- d. The Financial Secretary shall:
1. act as liaison between the Board and DFMS in financial matters and obtain current financial reports as defined by the UTO Policies and Procedures;
 2. assure that the Board operates in accordance with the financial policies, practices and guidelines of DFMS;
 3. have a thorough understanding of the accounting practices and procedures used by DFMS;
 4. report to the Board on financial and budgetary matters;
 5. prepare, in consultation with the UTO officers and the UTO Coordinator, an annual and triennial budget for approval by the Board and Executive Council;
 6. render periodically a written account of the finances to the Board; and
 7. perform other duties as requested by the President of the Board.

Section 5: Vacancies on the Executive Committee shall be deemed to exist in any of three (3) circumstances: death, resignation or removal. The term of an officer shall become vacant in the event of two (2) absences from meetings of the Board in any one triennium, unless excused by the President for good cause. Vacancies shall be handled as follows: the office of President shall be filled by the Vice President, and the positions of Vice President and Secretary shall be elected by the Board. Notice of elections to fill any vacancy shall be included in the notice of any regular or special meeting.

Section 6: An officer may be removed from office by the Board by a majority vote.

ARTICLE V

Meetings

Section 1: There shall be at least two (2) meetings per year of the Board. It is expected that all members of the Board attend all regularly scheduled and special meetings of the Board for which notice has been provided. Failure to attend the meetings may be grounds for removal from office, as provided in these bylaws.

Section 2: The first scheduled Board meeting after the Triennial Meeting of the ECW shall include orientation and training.

Section 3: All members shall be given at least sixty (60) days' notice of a regular meeting and at least twenty-one (21) days' notice, with the exception of emergencies, for a special meeting. Special meetings of the Board may be called by the President or by five (5) members of the Board. No other business but that specified in the notice may be transacted at a special meeting without the consent of a majority of Board members present.

- Section 4: Notice of meetings may be given in writing by mail, electronic means or other means approved by the Board from time to time and shall be deemed given when transmitted. Members have an obligation to provide current contact information to the Secretary.
- Section 5: Any meeting of the Board may be held within or outside these United States of America, such place as may be determined by the Executive Committee of the Board in consultation with the General Convention Office of The Episcopal Church.
- Section 6: Members of the Board or any committee thereof may participate in any meeting of the Board or any committee thereof by means of conference telephone or similar communication equipment of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.
- Section 7: Business presented at Board meetings shall be decided by a majority vote of those members present.
- Section 8: A quorum for the transaction of any business shall be a majority of the Board present at the meeting. If a quorum is present and, except otherwise specifically provided in these bylaws, the Board may act upon a majority vote of the Board members present at the meeting. Every member of the Board shall have one vote. [Title V, Canon 3.1]

ARTICLE VI

Business

- Section 1: The Board shall conduct all business in accordance with The Constitution and Canons of The Episcopal Church, Bylaws and Policies of DFMS, Memorandum of Understanding (MOU) between the Officers of DFMS and the Board, and the Bylaws and Policies and Procedures of the Board.
- Section 2: All Ingathering offerings and interest earned thereon will be distributed only through awarded grants.
- Section 3: Members of the Board shall not be entitled to remuneration for their services.

ARTICLE VII

Committees

- Section 1: Executive Committee:
- a. The Executive Committee shall consist of the President, Vice President, Secretary and Financial Secretary. Voting members shall include the President, Vice President and Secretary. The Financial Secretary shall have seat and voice, but no vote.

- b. Meetings of the Executive Committee shall be called by the President or Vice President.
- c. The Executive Committee shall act for the Board between meetings. It shall have the authority to handle policy pertaining to the operations, structure and finances of the Board.
- d. The Executive Committee shall not modify any action taken by the Board regarding grant awards.
- e. The Executive Committee shall support the President in effectively executing the President's duties as defined in Article IV, Section 2.a.

Section 2: Membership on appointed committees can come from within or outside the Board.

ARTICLE VIII Bylaws Approval and Amendments

These bylaws or any amendments thereto, shall become effective upon their approval by a majority of the members of the Board and subsequent approval by the Executive Council.

ARTICLE IX Intellectual Properties

The Communications Department and Legal Department of DFMS oversees the use and/or protection of intellectual property, i.e., trademarks, copyrights, etc. related to the work of the Board. All intellectual property rights in works created by the Board are the property of DFMS.

ARTICLE X Parliamentary Authority

The most current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters of procedure not specifically covered by the bylaws or special rules of order adopted by the Board.