



B+E+S+T BYLAWS

Revised: April 2018

BISHOPS' EXECUTIVE SECRETARIES TOGETHER, Inc.
A 501(c) 3 Corporation

ARTICLE ONE: INTRODUCTION

Definition of Bylaws

1.01 These Bylaws constitute the code of rules adopted by BISHOPS' EXECUTIVE SECRETARIES TOGETHER, Inc., [B+E+S+T] for the regulation and management of its affairs.

Purposes and Powers

1.02 This Corporation will have the purposes or powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, or any successor legislation.

The primary purpose of this Corporation is to provide a forum for sharing, mutual support and continuing education of all the members; to provide the membership outreach opportunities to the Province where the annual meeting gathers each year; and to be organized and operated exclusively for charitable, educational and religious purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE TWO: OFFICES AND AGENCY

Principal and Branch Offices

2.01 The principal place of business of this Corporation in Pennsylvania will be located at *The Episcopal Diocese of Northwest Pennsylvania, 145 W. 6th St., Erie, Pennsylvania*

16501. In addition, the Corporation may maintain other offices either within or without the Commonwealth of Pennsylvania as its business requires.

ARTICLE THREE: MEMBERSHIP

Definition of Membership

3.01 The Members of this Corporation are those persons having membership rights in accordance with the provisions of these Bylaws.

Classes of Members

3.02 This corporation will have two classes of Members.

a. Active Members - Membership in this class will be limited to the primary secretarial and/or primary administrative support for an active bishop of ~~the Episcopal Church of United States of America [ECUSA]~~ *The Episcopal Church (TEC)*.

b. Guest Members - Membership in this class shall be ~~further~~ defined as follows:

1. Honorary Guest - Membership shall consist of formerly active but now retired persons who provided primary secretarial and/or primary administrative support for an active bishop of TEC, or the Anglican Communion [~~outside the ECUSA~~] *outside TEC* or of any denomination in communion with ~~the ECUSA-TEC~~ *and former active primary secretarial and/or primary administrative support for an active bishop of the ECUSA-TEC*.

Honorary Guests are entitled to attend all meals, optional events and workshops related to the business of B+E+S+T. They are entitled to visitor seating at the annual business meeting ~~as well as~~ and scholarship consideration. They have neither voice nor vote in the business meeting.

2. Participatory Guests - Participatory Guests are any persons attending the annual meeting other than an Active Member or an Honorary Guest.

~~They~~ *Participatory Guests* are entitled to attend all meals; optional events not related to the business of the corporation and visitor seating at the annual business meeting. They have neither voice nor vote in the annual meeting.

Qualifications of Members

3.03 Membership shall be limited to the primary secretarial and/or primary administrative support for an active bishop of ~~the Episcopal Church of United States of America [ECUSA] who make application for membership~~-TEC. Certificates of membership evidencing membership will be issued by the Corporation.

Members' Dues

3.04 The annual dues payable to the Corporation by Members will be in the amount determined from time to time by resolution of the Board of Directors. In the event annual dues are imposed, they will be payable in advance on the first day of each fiscal year.

~~As of~~ *At* the enactment of these by-laws the Corporation does not impose dues on its members, but seeks an annual donation from each members' Bishop. Persons otherwise qualified to be members of the Corporation are not excluded if their Bishop does not make the suggested donation.

3.05 Memberships ~~will be~~ *are* non-assessable.

Annual Members' Meetings

3.06 The annual business meeting of the members will be held each ~~during the Spring~~ year at the time of the annual conference. *Notice of the next Annual Business meeting will be made at the time of the annual conference and be made available online on the B+E+S+T website.*

Place of Members' Meetings

3.07 Meetings of Members will be held at a location ~~determined~~ *announced* at, or before, the previous annual meeting.

Special Members' Meetings

3.08 Special meetings of the Members may be called by any of the following:

1. The Board of Directors.
2. The President.
3. ~~Members having at least 10 percent of the votes that all members are entitled to cast at such meeting.~~ *A special meeting may be called at the request of ten percent of the active membership.*

Notice of *Special Members' Meetings*

3.09 ~~Written or printed notice, stating the place, day, and hour of the meeting and, in the case of a special meeting called by the President, the Board of Directors, or the Members (see article 3.08), and the purpose or purposes purpose(s) for which the meeting is called, must be delivered not less than five days before the date of the special members' meeting, either personally, or by first class mail, or by facsimile and email or electronic mail confirming that the notice has been viewed by the recipient or on the recipient's computer or at the direction of the President, the Board of Directors, Secretary, or the officers or other persons or Members calling the meeting, and by e-mail to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at the Member's address as it appears in the records of the Corporation. with postage prepaid.~~

Voting Rights of Members

3.10 Each Member will be entitled to one vote on each matter submitted to a vote of Members.

Members' Proxy Voting

3.11 A Member may vote either in person or by proxy executed in writing by the Member or by duly authorized attorney-in-fact.

Quorum of Members

3.12 ~~The number or percentage of Members entitled to vote or votes represented in person that constitutes a quorum at a meeting of Members will be Members holding one-tenth of the votes entitled to vote. The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members. Quorum is defined as ten percent of the Members entitled to vote. When quorum is present and a vote is held a simple majority, plus one, is necessary for the adoption of any matter voted on by the Members unless a greater proportion is required by the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.~~

Transferability of Membership

3.13 Membership in this Corporation is nontransferable and non-assignable.

Termination of Membership

3.14 Membership will terminate in this Corporation on any of the following events, and for no other reason:

1. Receipt by the Board of Directors of the written resignation of a Member, executed by the Member or the Member's duly authorized attorney-in-fact.
2. The death of a Member.
3. ~~The failure of a Member to pay annual dues on or before their due date.~~
4. Active membership status ends if a member's employment is terminated or the member is reassigned and is no longer ~~Termination of a member's employment~~ as the primary secretarial and/or primary administrative support for an active bishop of ~~the ECUSA-TEC~~.

~~However, a Member terminating membership status for reasons other than those stated in Paragraph (2), above, may be completely and automatically reinstated if the Member corrects the cause of termination before the Board of Directors formally adopts a resolution acknowledging the termination.~~

ARTICLE FOUR: DIRECTORS

Definition of Board of Directors

4.01 The Board of Directors is that group of ~~persons~~ active *members in good standing* vested with the management of the business and affairs of this Corporation. *A member in good standing is defined as a member who has attended at least one annual meeting.*

Structure of Board

4.02 The Board of Directors of this Corporation consists of the following:

1. The vice president, who shall serve for a two-year term as vice president *and then move into the position of president for an additional two-year term,*
2. The president, who shall serve for a two-year term and then move into the *position of past president for an additional two year term,*
3. The past president shall serve in an advisory capacity for two years *after Presidency,*
4. The secretary, who shall serve a two-year term,
5. The treasurer, who shall serve a *four-year term,*
6. A member at large who shall serve a two-year term,
7. The ~~newsletter editor~~ *Communications Officer* who shall be appointed by the president annually.
8. The current year conference chair, *ex officio*, who shall serve until the conclusion of the annual conference for which he or she is responsible,
9. The following year conference chair, *ex officio* who shall serve until the conclusion of the annual conference for which he or she is responsible.

All members of the Board of Directors have voice and vote.

Qualifications of Directors

4.03 The qualifications for becoming and remaining a Director of this Corporation are as follows:

1. Directors need not be residents of the Commonwealth of Pennsylvania.
2. Directors must be Members in good standing of this Corporation. *A member in good standing is defined as a member who has attended at least one annual meeting.*

Number of Directors

4.04 The number of Directors of this Corporation will not be less than seven at any time. Until further amendment of these Bylaws the number of Directors ~~presently~~ will be nine.

Terms of Directors

4.05 The Directors constituting the first Board of Directors as named in the Articles of Incorporation will hold office until the conclusion of the term for which they were elected ~~by the pre-existing entity. Each Director will hold office for the term for which the Director was elected and~~ or until a *qualified* successor has been ~~selected~~ elected ~~and qualified~~. Elections for Vice President, Secretary, and Member-at-Large shall be held every two years, ~~beginning in 2006~~. Election of the Treasurer shall be held every *four* years. The remaining ~~officers~~ *Directors* are either appointed ~~not elected~~ or are volunteers, as in the case of the current and following year conference chairs.

4.06 *After serving two full terms, elected members of the Board of Directors, are not eligible to serve on the Board for two full calendar years, save for the Past President, who is not eligible for election for two years after serving a full (6) years. The Communication Officer and Ex Officio members are not bound by these term limits.*

Vacancies on the Board

4.07 Any vacancy occurring on the Board of Directors will be filled by appointment by the president (where appropriate) or by a majority of the remaining Board of Directors for elected positions. The new Director appointed or elected to fill the vacancy will serve for the unexpired term of the predecessor in office. *If qualified, this director is eligible for nomination and election to office by the members (at the annual meeting) and will serve the (their own) appropriate term of office.*

Location of Directors' Meetings

4.08 Meetings of the Board of Directors, regular or special, may be held at the location of the next annual conference.

Regular Directors' Meetings

4.09 There will be two regular meetings of the Board of Directors: one in conjunction with the annual ~~regular~~ meeting and one in the fall. This provision of the Bylaws constitutes notice to all Directors of all regular meetings, and no further notice shall be required, although further notice may be given.

Notice of Special Directors' Meetings

4.10 Written or printed notice stating the place, day, and hours of any special meeting of the Board of Directors will be delivered to each Director not less than five (5) days before the date of the meeting, either personally or by first class mail ~~or by facsimile or electronic mail which indicates that the message has been received are displayed upon the computer screen of the recipient by~~ or at the direction of the President, or the Secretary, or the Directors calling the meeting ~~and e-mail~~. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at the Director's address as it appears in the records of this Corporation, ~~with postage prepaid~~. For the purposes of confidentiality, the notice need not state the business to be transacted at, or the purpose of, the meeting.

Call of Special Board Meetings

4.11 A special meeting of the Board of Directors may be called by either:

1. The President.
2. A number constituting a majority of the ~~officers~~ *Board of Directors*

Waiver of Notice

4.12 Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Quorum of Directors

4.13 A majority of the whole Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

Removal of Officers-Directors (moved from 5.7)

4.14 Any Director elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint Directors whenever in their judgment the best interests of this Corporation will be served. However, any removal will be without prejudice to any contract rights of the Director so removed. Notwithstanding the foregoing, the Treasurer may be immediately removed by the Board of Directors in the event he or she is unable to be bonded.

ARTICLE FIVE: OFFICERS

Roster of Officers

5.01 The Officers of this Corporation will consist of the following ~~personnel~~ *Directors*:

1. ~~A~~ *The President.*
2. ~~A~~ *The Vice President.*
3. ~~A~~ *The Secretary.*
4. ~~A~~ *The Treasurer.*

Selection of Officers

5.02 Each of the Officers of this Corporation will be elected and appointed as set forth in paragraph 4.02. Each Officer will remain in office until a successor to the office has been selected and qualified. Elections will be held at the annual conference.

President

5.03 The President is the Chief Executive Officer of this Corporation and will, in collaboration with the Board of Directors, ~~subject to the control of the Board of Directors or any Committees,~~ supervise ~~and control~~ the affairs of the Corporation. The President will perform all duties incident to the office and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

Vice President

5.04 The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform any other duties that may be prescribed by the Board of Directors.

Secretary

5.05 The Secretary will keep minutes of all annual meetings of Members and meetings of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally, perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors.

Treasurer

5.06 The Treasurer will have charge and custody of all funds *and investments* of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions in *accordance with generally accepted accounting methods*, render reports and accountings to the Directors and to the Members as required by the Board of Directors or by Members or by law. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors. The Treasurer shall be bonded at the expense of the organization. Any Treasurer who is not qualified to be bonded will be immediately replaced by a qualified individual by the Board of Directors.

ARTICLE SIX: INFORMAL ACTION

Waiver of Notice

6.01 Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of the notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice. The waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

Action by Consent

6.02 Any action required by law or under the Articles of Incorporation of this Corporation or these Bylaws, or any action that otherwise may be taken at a meeting of either the Members or Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the persons entitled to vote with regard to the subject matter of the consent, or all Directors in office, and filed with the Secretary of the Corporation. Actions by consent shall be ratified at the next annual meeting of the members or the Board of Directors.

ARTICLE SEVEN: COMMITTEES

Definition of Executive Committees

7.01 This Corporation may have certain Committees, each of which will consist of one or more Directors and/or members. However, no Committee will have the authority of the Board in reference to affecting any of the following:

1. Submission to Members of any action requiring approval of Members under the Nonprofit Corporation Law of 1988.
2. Filling of vacancies in the Board.
3. Adoption, amendment, or repeal of Bylaws.
4. Amendment or repeal of any resolution of the Board.
5. Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

Appointment of Committees

7.02 The Executive Committee shall consist of the officers of the Corporation: President, Vice President, Secretary and Treasurer. The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Committees and delegate to these Committees the specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. However, the creation of Executive Committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law. The Executive Committee ~~which~~ will act for the Board of Directors in the day-to-day management of this Corporation in the absence of action by the Board, where legally permissible.

ARTICLE EIGHT: OPERATIONS

Fiscal Year

8.01 The fiscal year of this corporation will be the calendar year.

Execution of Documents

8.02 Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer. When items are greater than \$500.00 they will be countersigned by the President. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and ~~President~~ *countersigned by the current conference chair.*

Books and Records

8.03 This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Board of Directors, and Executive Committees. The Corporation will keep at its registered office a membership register giving the names, addresses, classes, and other details of the membership of each member, *the conference attendance master list*, and the original ~~or~~ a copy of its Bylaws, including amendments to date, certified by the Secretary of the Corporation.

Inspection of Books and Records

8.04 All books and records of this Corporation may be inspected by any Member, or the Member's agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection.

Nonprofit Operations

8.05 This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors, or Officers.

Loans to Management

8.06 This Corporation will make no loans to any of its Directors or Officers.

ARTICLE NINE: AMENDMENTS

Modification of Bylaws

9.01 The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, to the extent allowed by law, is vested in the Board of Directors, subject to confirmation by a majority of the members at the next annual conference.

Adoption of Bylaws

9.02 Adopted by the Board of Directors by resolution and vote on 7 May 2005.

Patricia Hathaway, *President*

Margo Acomb, *Vice President*

Mary Ann Bryant, *Secretary*

Janet Toso, *Treasurer*

9.03 *Reviewed by the Board of Directors, and amended by vote of the Membership and signed by the Officers of this Corporation at the annual meeting held on XX April 2018.*

Barbara A. Martin, *President, DioME*

Michelle King, *Vice President, DioFW*

Meg Stern, *Secretary, DioCO*

Shelley Kappauf, *Treasurer, DioNC*