



BYLAWS FOR THE WOMEN OF SAINT FRANCIS

Article I Name

The name of the organization shall be The Women of Saint Francis (WOSF), which is affiliated with St. Francis by the Sea Catholic Church. The WOSF is an affiliate of the Beaufort Deanery of the Diocese of Charleston.

Article II Mission

The mission of the WOSF is to promote the spirit of unity among the members of the group and the parish as a whole and to foster the spiritual, cultural, educational, social and service oriented life of the parish.

In keeping with the practices of the Beaufort Deanery this mission will be carried out with a focus in the areas of Spirituality, Leadership and Service.

Article III Membership

- All adult Catholic women, whether a parishioner of St. Francis or not, who support the mission of the WOSF are eligible to become members.
- An individual becomes an active member upon payment of dues.
- Active members of WOSF may serve on committees, may hold office and are entitled to vote on matters of the organization.

Article IV Finances

Section A: The fiscal year shall be from July 1st of each calendar year to June 30th of the next calendar year. The Board of Directors has a fiduciary responsibility to manage the income and expenses of the organization to ensure its continued financial health.

Section B: Dues

Annual dues shall be determined by the Board. Dues shall be announced to the membership at the Annual Meeting in May.

Article V Board Structure

Section A: The Board shall be composed of no less than 9 and no more than 11 elected directors including the officers as specified in Article VI, as well as the Commission Directors for Spirituality, Leadership and Service. Each Commission may have a single director or co-directors. All Directors will be voting members except for those outlined in Sections C and D of this Article V. Directors shall

be elected at the May Annual Meeting to serve a two-year term. Directors may serve in another leadership capacity but no more than 3 consecutive two-year terms.

Section B: The two principle fundraising chairs (ie. Fashion Show and Soups for Scholarships) shall be ex-officio voting members of the Board.

Section C: The Parliamentarian and the Spiritual Advisor shall be non-voting members appointed by the President.

Section D: The Immediate Past-President shall be an ex-officio non-voting member.

Section E: All members of the Board shall be active WOSF members in good standing except for the Spiritual Advisor.

Section F: The Board shall set and enforce the policies of the WOSF, oversee financial activities and consider recommendations of the General Membership. It shall be the duty of the Board to convene between General Membership meetings.

Section G: A two thirds (2/3) majority of voting members of the Board constitutes a quorum and is necessary for the transaction of business.

Section H: The Board may meet virtually as long as all members may simultaneously hear one another and have the ability to participate and respond during the meeting.

Section I: A vote by mail or electronic means is authorized.

Section J: All members of the Board shall serve without compensation but may be reimbursed for reasonable expenses incurred while performing Board duties.

Section K: The Board shall fill all vacancies occurring in its membership other than that of President which will be filled by the President-Elect as per Article VII, Section B. Such new appointees shall hold office until the next regular election.

Article VI Officers

Section A: The Officers of the organization shall be President, President-Elect, Vice President, Secretary and Treasurer.

Section B: The term of each officer shall be for one year except for the Treasurer whose initial term of office shall be a 2-year term. An officer may serve no more than 2 consecutive years in the same position.

Section C: All officers may be eligible for additional terms of office, in another capacity, based on the recommendation of the Nominating Committee.

Section D: All officers and directors shall assume their responsibilities on July 1 following their election.

Article VII: Duties of Board Members

Section A: The President shall:

1. Preside at Board and General Membership meetings
2. Serve as an ex-officio voting member on all committees, except for the Nominating Committee
3. Attend Beaufort Deanery meetings or appoint a designated representative and submit quarterly reports to the Deanery President
4. Establish special committees as the need arises, such as Catholic Woman of the Year, budget or bylaws
5. Review monthly bank statements

Section B: The President-Elect shall:

1. Perform the duties of the President in her absence
2. Be responsible for membership recruitment, retention and member Directory
3. Assist the President in all activities
4. Fulfill the non-expired term of the President, if necessary
5. Ascend to the office of the President

Section C: The Vice President shall:

1. Perform the duties of the President or President-Elect in their absence
2. Serve as Program Committee Chair and oversee Hospitality Chair
3. Assist the President in all activities
4. Fulfill the non-expired term of the President-Elect, if necessary

Section D: The Secretary shall:

1. Maintain and distribute minutes of Board and General meetings using the parish/Diocesan platform.
2. Provide all members with information regarding meetings and events
3. Serve as the main point of contact of WOSF for publicity, information sharing and notifications to the parish office

Section E: The Treasurer shall:

1. Serve as custodian of all funds of the WOSF
2. Collect, deposit and disburse funds as approved by the Board, President or Commission Directors

3. Prepare an annual budget for Board review and approval
4. Report the financial condition of the WOSF at all meetings
5. Review and reconcile monthly bank statements
6. Prepare quarterly reports and submit to the parish administrator
7. Submit financial records to an independent accountant for the annual financial review

Section F: The Immediate Past President shall:

1. Advise and assist the President
2. Chair the Nominating Committee

Section G: The Spiritual Advisor shall support the work of the WOSF and provide spiritual advice in support of the mission of the WOSF.

Section H: The Parliamentarian shall serve as Advisor to the President and Board in procedures relating to Robert's Rules of Order and The Women of Saint Francis Bylaws.

Section I: The Commission Directors shall:

1. Gather reports from committees, events and projects that are within each Commission's purview
2. Communicate all information and activities at Board and General Membership meetings
3. Provide reports to the President for quarterly reports to the Beaufort Deanery
4. Provide approval for reimbursing expenditures of committee members within budget parameters, before submitting to Treasurer
5. Communicate responsibilities to Committee Chairs

Spirituality encompasses those Church related committees, events and projects which provide resources for spiritual nourishment and development of the faith community; legislation related actions and committees that relate to the Catholic beliefs of WOSF; and ongoing communication with the South Carolina Council of Catholic Women (SCCCW) annual resolutions.

Leadership encompasses those committees that provide support to the successful functioning of the WOSF and engage in opportunities for leadership training and development within the Deanery.

Service encompasses those committees, events and projects that help the parish and outside organizations in the areas of family, community and international needs.

Article VIII: Committees

The WOSF may have both Standing Committees that address ongoing needs of the group and Special Committees that address tasks or needs of a shorter term and/or finite duration. The committees shall perform work specifically tasked by the Board and overseen by the Chairperson. Committees shall provide reports or recommendations to the Board at each regular meeting of the Board of Directors.

Section A: Standing Committees

Nominating Committee shall consist of the Immediate Past President, who will serve as Chair, President-elect and five representatives from the General Membership.

1. The Nominating Committee shall prepare a slate of candidates for officers and directors to include President, President-Elect, Vice President, Secretary, Treasurer and Commission Directors, to the Board at the March Board Meeting. Consent of each nominee must be obtained.
2. The Chair shall submit the names of these candidates to the General Membership at the April Meeting. Nominations from the floor will be accepted with prior consent in writing of the person being nominated.
3. Election of Directors shall occur at the May General Membership Meeting. Election may be by ballot or via voce, if there is but one nominee for an office. Elections shall be determined by a majority of affirmative votes of the members present.

Fundraising Committees shall oversee the planning, development, management and implementation of major fundraising events in support of the mission of the WOSF.

1. The chair of each committee shall serve on the Board as addressed in Article V, Section B.
2. The majority of committee members shall be members in good standing of the WOSF and shall serve a one year term with the opportunity to serve multiple one year terms.

Local Community Initiative (LCI) Grants Committee shall oversee the annual grant application process to identify deserving nonprofit organizations for grant awards. To be eligible, an organization must be a qualified nonprofit serving the elderly, children, or local persons in need, with a focus on Hilton Head.

1. The majority of committee members shall be members in good standing of the WOSF and shall serve a one-year term with the opportunity to serve multiple one-year terms.

Scholarship Committee shall oversee the annual scholarship application program to award scholarships to qualified students at St. Francis Catholic School.

1. The majority of committee members shall be members in good standing of the WOSF and shall serve a one-year term with the opportunity to serve multiple one-year terms

Section B: Special Committees

Shall be formed by the Board on an as needed basis with specific goals identified upon formation. The Committee chair and composition shall be determined at the time the committee is convened. The committee will be dissolved upon completion of the assigned task. Examples of special committees may include bylaws, budget and Catholic Woman of the Year.

Article IX Meetings

Section A: Board Meetings

1. The Board shall meet on the fourth Monday of the month from August through May or as designated by the President.
2. Board members are expected to attend all scheduled meetings.
3. All Board meetings are open to the General Membership without participation or voting privileges.
4. A simple majority of the voting Board members present is necessary for a deciding vote.

Section B: Special Meetings

1. Special meetings of the Board shall be held upon request of the President or in writing by no less than four (4) Board members for which the purpose of such meeting shall be stated.
2. Notice of such a special meeting, including purpose, shall be made to all Board members at least five days prior to the meeting via email

Section C: General Meetings

1. The General Membership meetings shall be on the second Monday of the month from September through May or as designated by the President.
2. The General meeting in May shall be designated as the Annual Meeting for the conduct of business.

Article X Conflict of Interest

Section A: Whenever a board member or director of the board has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion and voting on the matter.

Section B: Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the WOSF organization to do so.

Section C: The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article XI: Parliamentary Authority

Robert's Rules of Order, Newly Revised (RONR), shall govern the WOSF Board and General meetings in all applicable cases if not inconsistent with these bylaws or any special rules of order WOSF may adopt.

Article XII Amendments

Section A: The Bylaws of WOSF shall be reviewed no more than every three years, unless a restructuring of the board is needed.

Section B: These bylaws may be amended at any General Membership Meeting by a two-thirds (2/3) vote of those members present. The proposed amendment(s) shall have been presented for the first reading via notification at the prior General Membership Meeting or electronically to the membership.

Article XIII Dissolution

In case of dissolution of The Women of Saint Francis, all outstanding bills will be paid. The residual assets will be turned over to Saint Francis by the Sea Catholic Church. No portion of any income shall inure to the benefit of any director or member of the organization.

Revised and approved by the membership:

April 2015

July 2019

October 2020

October 2022

January 2026