

KENTUCKY WOMAN'S MISSIONARY UNION, INC. **BYLAWS**

PART 1

ARTICLE I – Membership and Voting

- Section 1. Kentucky Woman's Missionary Union is comprised of the membership of WMU organizations in Kentucky Baptist Churches.
Section 2. Only members of local church WMU organizations may vote at meetings of Kentucky WMU.

ARTICLE II – Officers

- Section 1. The officers shall be President, vice president, recording secretary, and the Executive Director-Treasurer who will be *ex officio*.
Section 2. The officers, except the Executive Director-Treasurer, shall be elected at the Kentucky Woman's Missionary Union Annual Meeting and shall hold office for one (1) year or until their successors are elected. The term of office shall begin at final adjournment, and shall be limited to four (4) years. One (1) year shall elapse before a President is eligible for reelection to the Executive Board. The vice President and secretary, without the necessity of one year off the Board, are among those eligible to be nominated as President. Nominees for President shall be present or former members of Kentucky Woman's Missionary Union Executive Board.
Section 3. Officers elected by the members shall not be employed by Kentucky Woman's Missionary Union concurrent with their terms of office.
Section 4. The officers shall be nominated by the Nominating Committee. Nominations may also be made from the floor. Should there be more than one nominee for the office, election shall be by ballot. The nominee who receives the plurality vote shall be elected.
Section 5. Each Kentucky WMU officer shall be a member of WMU in a local church and elected at the Kentucky WMU Annual Meeting.
Section 6. In the event the office of president becomes vacant between Annual Meetings, or for any reason the president is unable to serve, the Vice-President shall fill the office of President until the next Annual Meeting. This provision shall be stated verbally at the time of the election of the Vice-President.
Section 7. A vacancy in any other office shall be filled by the Executive Board after hearing nominations, including nominations from the Nominating Committee.
Section 8. The duties of the various officers shall be such as are specified in these bylaws and Robert's Rules of Order.

ARTICLE III – Meetings of Members

- Section 1. An Annual Meeting shall be held in the spring on a date and at a time and place set by the Executive Board.
Section 2. Special meetings of the members may be called by the Executive Board.
Section 3. No legal notice of the annual meeting of the members shall be required. A special meeting shall be preceded by notice to the membership. The notice shall include the place, date and time of the meeting and the purpose of the meeting. Only the subject described in the notice may be acted upon in the special meeting. Notice shall be given to the members through Kentucky Notes mailed at least twenty days before the special meeting to each Woman's Missionary Union in churches and missions of the Kentucky Baptist Convention as they appear on the records of the corporation.
Section 4. Conferences and other meetings, not formal meetings of the members, shall be held as authorized by the Executive Board.
Section 5. Kentucky Woman's Missionary Union members present in any session of an Annual or special meeting shall constitute the voting body. No proxy or cumulative voting shall exist.
Section 6. A quorum shall consist of a majority of the registered members.

ARTICLE IV – Executive Board

- Section 1. The Executive Board shall be the board of directors of the corporation. Thirty persons shall constitute the Executive Board: the three officers, not including the Executive Director-Treasurer, three members from each of the eight geographical areas, a Royal Ambassadors /Challengers Representative appointed by the President to serve a term of up to three years, and, by virtue of their offices, the President of the Baptist Nursing Fellowship and the Development Specialist.
The members representing the geographical areas shall be nominated by the Nominating Committee and elected by the members in the annual meeting. Nominations may also be made from the floor.
A geographical area member shall be elected for a term of one year. She shall be eligible to serve a total of three full consecutive one year terms, except as provided in the following paragraph. Thereafter, she shall not be eligible for election to the Board until one year has elapsed from the last day of her service as a member of the Board.
One Executive Board member from each area shall rotate off the Board each year. If a member is not subsequently elected to each of the three terms for which she is eligible, the person elected in her stead shall be eligible for reelection to additional consecutive terms according to the eligibility of her predecessor in office, thus maintaining the rotation.
In the event a vacancy occurs in an area position on the Board between Annual Meetings, the President may, in consultation with the Executive Director-Treasurer and the chairwoman of the Nominating Committee, appoint a person to fill the unexpired portion of the one year term.
Section 2. A member of the Board elected from an area shall not be employed by Kentucky Woman's Missionary Union concurrent with her term(s) of office.
Section 3. The Executive Board is authorized to elect an Executive Director-Treasurer. The Executive Director-Treasurer shall be the Executive officer of Kentucky Woman's Missionary Union. The Executive Director-Treasurer shall be responsible to the Executive Board for the administration, development and execution of established policies and broad program plans of the Executive Board.
Section 4. The Executive Board shall elect all executive/professional/supervisory (EPS) personnel on the staff of Kentucky Woman's Missionary Union.

Kentucky Woman's Missionary Union, Inc., ByLaws, Part 1, Article IV Executive Board (continued)

- Section 5. The President and the Executive Director-Treasurer are authorized to represent Kentucky Woman's Missionary Union at state, national and international groups. Such reports as Kentucky Woman's Missionary Union may be invited to make to other groups shall be made by the President, the Executive Director-Treasurer or by others as designated by the Executive Board.
- Section 6. The Executive Board shall have authority over the affairs of Kentucky Woman's Missionary Union between Annual Meetings, except in modifying any action reserved for and taken by the members. The Executive Board shall receive and administer all funds, properties, trust funds and securities coming within possession of Kentucky Woman's Missionary Union.
- Section 7. The Executive Board shall adopt and may amend bylaws in Part 2. Any additions or corrections in Part I must be adopted or amended by the members of Kentucky Woman's Missionary Union at the Annual Meeting.
- Section 8. Two (2) regular meetings of the Executive Board shall be held annually.
- Section 9. Special meetings may be called by the President, and shall be called by the President at the request of one-third (1/3) of the voting members of the Executive Board.
- Section 10. A report of the Executive Board shall be made to Woman's Missionary Union in its Annual Meeting.

ARTICLE V – Committees

- Section 1. Committees, standing and special, except those otherwise provided for in these bylaws and those committees and task forces and special groups authorized by the Executive Board, shall be appointed by the President as authorized in the Annual Meeting.
- Section 2. The Nominating Committee shall be elected by the Executive Board. It shall be composed of eight (8) members of the Executive Board, one (1) from each geographical area.

ARTICLE VI – Parliamentary Authority

Kentucky Woman's Missionary Union shall use as its parliamentary authority Robert's Rules of Order, Revised.

ARTICLE VII – Amendments

These Part 1 Bylaws may be amended at the business session of any regular Annual Meeting of Kentucky Woman's Missionary Union by a two-thirds (2/3) vote of the members present provided the proposed amendment shall have been submitted in writing to the Executive Board at least three (3) months before the Annual Meeting and published in Kentucky Notes before the Annual Meeting.

PART 2

ARTICLE I – Authentication of Records

The recording secretary shall prepare minutes of the meetings of the members and of the Executive Board and shall authenticate the records of the corporation.

ARTICLE II – Officer Vacancy

If a vacancy occurs in the office of the Executive Director-Treasurer, the Executive Committee shall determine the manner in which her duties shall be discharged until the next meeting of the Executive Board.

ARTICLE III – Meetings of the Executive Board

- Section 1. The Executive Board shall have two (2) meetings annually, one in the fall for planning and promotion, and one preceding the Annual Meeting.
- Section 2. All committees of the Executive Board shall meet preceding the fall meeting of the Executive Board and shall bring reports to that meeting.
- Section 3. A special meeting of the Executive Board may be called by the President, and shall be called at the request of one-third of the voting members. This request shall be made in writing to the President and Executive Director-Treasurer who shall fix the place and time, and then notify all members at least ten (10) days prior to the special meeting.
- Section 4. The suggested agenda for all regular meetings of the Executive Board shall be prepared by the President, in conference with the Executive Director-Treasurer, and shall be sent to the members at least fifteen (15) days prior to the meeting. At the beginning of the meeting the agenda shall be adopted by the Executive Board.
- Section 5. Three-fourths of the members of the Executive Board in office shall constitute a quorum for the transaction of business.
- Section 6. The Executive Director-Treasurer of the Kentucky Baptist Convention shall be an invited guest to the general meeting of the Kentucky WMU Executive Board and Executive Committee.

ARTICLE IV – Executive Committee

- Section 1. There shall be an Executive Committee which shall have authority over the affairs of the Executive Board between meetings. The Executive Committee shall adopt the budget for Kentucky Woman's Missionary Union. However, the Executive Committee shall not have the authority of the Executive Board in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of the Executive Committee; vesting the authority of the Executive Board in any committee; appointing or removing any member of the Executive Board or any officer of the corporation; amending the articles of incorporation, restating articles of incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Executive Board.

Kentucky Woman's Missionary Union, Inc., ByLaws, Part 2, Article IV Executive Committee (continued)

- Section 2. This committee shall be composed of the President, vice president, recording secretary, Executive Director-Treasurer, associates, chairwomen of standing committees and chairwomen of promotion committees. Salaried workers shall serve without a vote.
- Section 3. The Executive Committee shall have a winter meeting. Minutes of the meetings shall be sent to all members of the Executive Board.
- Section 4. Three (3) voting members of the Executive Committee may call a meeting of the Committee by written request to the Executive Director-Treasurer, setting forth the reason for the meeting. The Executive Director-Treasurer, after consultation with the President, shall fix the place and time for the meeting, provided the matter demands immediate attention and notify all members at least three (3) days prior to the meeting.
- Section 5. Nine (9) voting members shall constitute a quorum.

ARTICLE V – Appointed Committees

- Section 1. The President, in conference with the Executive Director-Treasurer, shall appoint all committees except the Nominating Committee, schedule meetings, and notify members.
- Section 2. The Finance Committee shall recommend all policies involving finance, the annual budget and all allocations for the Eliza Broadus Offering for State Missions to the Executive Board. All matters requiring the expenditure of money not provided for in the budget shall be referred to this committee.
- Section 3. The Personnel Committee shall study and recommend personnel objectives, policies and broad programs to govern the operations of the EPS personnel and recommend executive/professional/supervisory (EPS) personnel to the Executive Board.
- Section 4. The Scholarship Committee shall consider requests for scholarships and make recommendations.
- Section 5. The Partnerships and Ministries to Missionaries Committee shall:
1. Consider and recommend opportunities for Kentucky WMU to participate in missions partnerships; and
 2. Review and make recommendations regarding Kentucky WMU ministries to missionaries.
- Section 6. The Bylaws and Policy Committee shall consider and interpret all bylaws and policies governing Kentucky Woman's Missionary Union and recommend changes when necessary.
- Section 7. The Week of Prayer Committee shall plan and promote the study of state missions and the observance of a week of prayer for all age-level organizations.
- Section 8. The Development Committee, a special committee, shall recommend all policies involving development, the disbursement of Heritage Fund income, and all matters governing new and existing development funds. The Development Committee shall promote, develop, strengthen and sustain Kentucky WMU including the following: The Heritage Fund; Partnership 2000; Second Century Funds and WMU Vision Fund of WMU, SBC; and other Woman's Missionary Union funds.
- Section 9. The committees for promotion shall develop and recommend to the Executive Board programs and events for promoting the work of the respective age-level organizations.

ARTICLE VI – Nominating Committee

- Section 1. The Nominating Committee shall be elected by the Executive Board. It shall be composed of eight (8) members of the Executive Board, one (1) from each geographical area. If an elected member cannot serve, one of the members of that area presently serving on the Executive Board shall be appointed by the President in consultation with the chairwoman of the Nominating Committee.
- Section 2. Prior to the meeting of the Nominating Committee, the Executive Director-Treasurer shall provide the chairwoman with a list of members of the Executive Board and their tenure of office, and sufficient copies of the Guidelines for the Nominating Committee, as approved by the Executive Board.
- Section 3. The Nominating Committee shall present to the Executive Board at its spring meeting the names of the Nominating Committee for the coming year. They shall serve for one (1) year beginning at final adjournment of the Annual Meeting. The chairwoman shall be chosen each year by numerical rotation of areas.
- Section 4. The Nominating Committee shall meet not later than November. The consent of all nominees shall be obtained before the report at the Annual Meeting.
- Section 5. The Nominating Committee shall recommend a replacement for the unexpired term of an officer. The Executive Board shall be polled.

ARTICLE VII – Planning and Promotion

- Section 1. The work shall be promoted through a program of enlistment, mission study, mission action, and mission support.
- Section 2. Meetings, conferences and camps shall be held as authorized by the Executive Board.

ARTICLE VIII – Reports

- Section 1. All executive/professional/supervisory (EPS) personnel shall give promotional emphases at the meetings of the Executive Board and the Committee.
- Section 2. The Executive Director-Treasurer shall prepare an annual report for the Executive Board to be submitted to Kentucky Woman's Missionary Union at the Annual Meeting. This report shall include objectives, broad programs and work achievements of the previous year.

ARTICLE IX – Authority

The rules contained in Robert's Rules of Order, Revised, shall govern the Executive Board.

ARTICLE X – Amendments

These Part 2 Bylaws may be amended at any regular meeting of the Executive Board by a two-thirds vote, notice having been given in writing at the previous meeting of the intent to move to amend the bylaws, the content of the amendment, and the rationale offered in support of the amendment.