



The Girls' Friendly Society
Of the United States of America, Inc.
BYLAWS

ARTICLE I. NAME

THE NAME OF THIS ORGANIZATION SHALL BE "THE GIRLS' FRIENDLY SOCIETY OF THE UNITED STATES OF AMERICA, INC.", hereinafter sometimes called GFSUSA.

ARTICLE II. PURPOSE

The purpose of GFSUSA is to provide a girls' program within the Episcopal Church whose members seek in the fellowship of worship, study, work and play. The Girls' Friendly Society of the United States of America shall support and encourage full participation by all members, advisors, leaders and clergy of the Episcopal Church (TEC) in the fellowship of worship, study, work and play on the Branch, Diocesan, National and World levels of the Girls' Friendly Society, to love our neighbors as God loves us, to seek justice and peace among all people and to respect the dignity of every human being.

ARTICLE III. MEMBERSHIP AND ADULT LEADERSHIP

Section 1. CLASSES OF MEMBERSHIP

Membership in GFSUSA shall be granted to all girls of any race or religion between the ages of five (5) and twenty one (21) years who are members in good standing of a branch.

Membership in GFSUSA as a GFS Ambassador shall be granted to young women between the ages of 18 to 30 years who shall be called GFSUSA Ambassadors.

Section 2. CLASSES OF ADULT LEADERSHIP

a. Branch Advisors and Branch Leaders: Women interested in furthering the purposes of the organization in a particular branch may become GFS Branch Advisors/Leaders. The primary GFS Branch Advisor/Leader must be a communicant of the Episcopal Church. A branch may have additional leaders who may or may not be communicants of the Episcopal Church.

b. Young women ages 18 – 30 can become GFS Ambassadors to participate in diocesan, national and GFS World activities and events.

c. GFS Sponsors: Women who are of twenty-one years of age or over who are interested in furthering the purposes of the GFS organization may become a GFS Sponsor. If there is an organized group, the primary GFS Sponsor Group President/Advisor must be a communicant of

the Episcopal Church. A Sponsor Group may have additional members who may or may not be communicants of the Episcopal Church.

ARTICLE IV. ORGANIZATION

The organization of this Society shall be comprised of Branches, Ambassador Groups, Sponsor Groups, Diocesan Organizations, and a National Organization.

Section 1. THE BRANCH

The Branch shall be the basic unit of the Society and shall be organized with the written consent of the Parish Clergy or the Bishop of the Diocese and GFS Diocesan Board/Council.

Where a Diocesan organization does not exist, written consent must be obtained from the Board of Directors of GFSUSA.

Section 2: THE AMBASSADOR GROUP

An Ambassador Group shall be organized with the written consent of the Parish Clergy or the Bishop of the Diocese and the GFS Diocesan Board/Council.

Where a Diocesan organization does not exist, written consent must be obtained from the Board of Directors of GFS-USA.

An Ambassador Group shall be linked with an identified Branch or Diocese, or the GFSUSA National Board.

Section 3: THE SPONSOR GROUP

A Sponsor Group shall be organized with the written consent of the Parish Clergy or the Bishop of the Diocese and GFS Diocesan Board/Council.

Where a Diocesan organization does not exist, written consent must be obtained from the Board of Directors of GFSUSA.

A Sponsor Group shall be linked with an identified Branch or Diocese, or the GFSUSA National Board.

Section 4. DIOCESAN ORGANIZATION

The Diocesan Organization includes all Branches, Ambassador Groups, and Sponsor Groups within that Diocese and shall have the power to conduct its own affairs in harmony with the requirements and policies of GFSUSA. When possible, there shall be a Diocesan Organization in

each Diocese where three or more branches are active. Diocesan Organizations shall be formed with the consent of the Bishop of the Diocese and the Board of Directors of GFSUSA.

Section 5. NATIONAL ORGANIZATION The National Organization includes all Branches, Ambassador Groups, Sponsor Groups, and Diocesan Organizations.

ARTICLE V. BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS

The Board of Directors of GFSUSA shall consist of a President, a Vice President, a Secretary, a Treasurer, and five (5) Directors, all of whom shall be communicants of the Episcopal Church. The Board of Directors shall be representative of the membership. The Board of Directors shall have charge and control of the affairs, funds, and property of GFSUSA as determined by the National Assembly. The Board shall present a full accounting of funds, a proposed budget and all major program proposals to the National Assembly for consideration and action.

The National Junior Delegate shall be seated as a voting member of the Board of Directors.

The National Youth Delegate shall be seated as a nonvoting member of the Board of Directors.

Section 2. ELECTION The term of office for Officers and Directors shall be three years. Each Officer or Director may serve for three consecutive terms, of which any two may be in the same office. The exception is the Treasurer, who may serve for three consecutive terms in the same office.

Any Officer or Director who has completed three consecutive terms shall be ineligible for office for a period of three years. Officers and Directors shall assume their duties at the conclusion of the National Assembly at which they were elected, with the exception of the Treasurer, who shall assume her duties on the first day of the next fiscal year.

Section 3. DUTIES

A. **PRESIDENT** The President shall be the chief executive officer of GFSUSA. She shall preside at all meetings of the National Assembly and the Board of Directors. She shall, with the approval of the Board of Directors, appoint all non-elected Assistant Directors, committee chairs and one member of the Finance Committee. She shall be an ex-officio member of all committees except the Nominating Committee.

B. **VICE PRESIDENT** The Vice President shall assist the President and shall assume the duties of the President in her absence. She shall serve as the chief compliance officer and be responsible for the oversight of all committees to ensure compliance with the requirements set forth in the GFSUSA Policies & Procedures Manual.

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C. SECRETARY The Secretary shall keep the minutes of the National Assembly and the Board of Directors. She shall send copies of the minutes and notification of all meetings to the Board Members and GFS Diocesan Presidents/Representatives. She shall conduct the general correspondence of the Board and shall maintain a current roster and file of essential records, which shall be transferred, to her successor at the close of her term. She shall also be responsible for compliance with the archival policies and procedures of GFSUSA.

D. TREASURER The Treasurer shall be the custodian of the funds of GFSUSA. She shall keep full and accurate accounts and present financial statements at meetings of the Board of Directors and the National Assembly. The Treasurer shall be knowledgeable of accounting practices and procedures. She shall chair the Finance Committee. The Treasurer shall cause an external review/audit to be prepared at the end of each fiscal year. The books shall be turned over to her successor at the end of the fiscal year in progress during the year of an election. In the event there is a change of treasurer mid-term, an external audit shall be completed at that time.

E. DIRECTORS

Directors shall represent the membership in furthering the work of the Society.

(1) DIRECTOR OF ORGANIZATIONAL GROWTH The Director of Organizational Growth shall be responsible for: a) Development of Branches, Ambassador Groups and Sponsor Groups at the national and province levels and at the local level in areas where there are no current GFS diocesan organizations or active GFS branches; b) GFSUSA's presence at and participation in ECW Triennial and General Convention. She shall be responsible for the Assistant Directors and organizational growth teams as set forth in the GFSUSA Policies and Procedures manual or otherwise established by the GFSUSA Executive Board.

(2) DIRECTOR OF MESSAGING & MISSION The Director of Messaging & Mission shall be responsible for: a) Marketing and Branding; b) Communications; c) Merchandise and Memorabilia; d) Organizational Materials and Supplies. She shall be responsible for the Assistant Directors and messaging and mission teams as set forth in the GFSUSA Policies and Procedures manual or otherwise established by the GFSUSA Executive Board.

(3) DIRECTOR OF TALENT & DEVELOPMENT The Director of Talent & Development shall be responsible for: a) Volunteer Recruitment; b) Onboarding and Training; c) Continuing Education and Development; d) Volunteer and Member Retention. She shall be responsible for the Assistant Directors and talent and development teams as set forth in the GFSUSA Policies and Procedures manual or otherwise established by the GFSUSA Executive Board.

(4) **DIRECTOR OF SERVICE & PROGRAM** The Director of Service & Program shall be responsible for: a) Community Service and Outreach Programs; b) GFS World Project and World Day of Prayer; c) Social Justice programs and initiatives; d) Branch Programs; e) GFS World and International Programs. She shall be responsible for the Assistant Directors and service and program teams as set forth in the GFSUSA Policies and Procedures manual or otherwise established by the GFSUSA Executive Board.

(5) **DIRECTOR OF PRIOTITY INITIATIVE** The Director of the Priority Initiative shall be responsible for the priority initiative set by the outgoing Executive Board. If during her term, she substantially meets the goals set for the Priority Initiative then the sitting Executive Board may set a new Priority Initiative for the remainder of her term. She shall be responsible for the Assistant Directors and priority initiative teams as set forth in the GFSUSA Policies and Procedures manual or otherwise established by the GFSUSA Executive Board.

Section 4. VACANCIES

Vacancies on the Board of Directors may be filled by a majority vote of that Board with recommendations from the Nominating Committee. Persons so elected shall serve until the expiration of the original term of office.

ARTICLE VI. MEETINGS

Section 1. NATIONAL ASSEMBLY

A. A regular meeting of GFSUSA shall be held every third year in the years that are divisible by three and shall be known as the National Assembly. Each Diocese in good standing and having at least one active Branch, Ambassador Group or Sponsor Group shall be entitled up to five (5) delegates: (1) a youth delegate who shall be fifteen (15) years of age to 17 years of age at the time of National Assembly; (2) a Junior Delegate who shall be between the ages of eighteen (18) to twenty-five (25) years at the time of National Assembly, (3) an Ambassador Delegate who shall be between the ages of eighteen (18) to thirty (30) years at the time of National Assembly; (4) a Senior Delegate, who shall be twenty-one (21) years of age or older at the time of National Assembly, and (5) a Sponsor Delegate who shall be a member of a Sponsor Group. If a Diocese does not have an active Ambassador Group or Sponsor Group then said Diocese shall not be entitled to an Ambassador Delegate or a Sponsor Delegate. The youth delegate shall be a non-voting delegate. A majority of the Dioceses in good standing shall constitute a quorum.

B. Special meetings of the general membership shall be called by the President upon written request of a majority of the active Diocesan Organizations or by a two-thirds (2/3) vote

of the Board of Directors. Notice of such a meeting shall be distributed to the membership at least ninety (90) days in advance.

C. Voting

1. Each Diocese shall have one vote. The person designated to vote for a Diocese must be a duly seated Junior, Ambassador, Senior or Sponsor delegate as described in Section A of this Article.

2. A two-thirds (2/3) roll call vote of the Dioceses present and voting shall initiate and terminate all projects and activities. A majority vote shall determine all other matters unless otherwise provided for in these Bylaws.

Section 2. MEETINGS OF THE BOARD OF DIRECTORS

A. A meeting of the Board of Directors shall be twice a year in the Fall and Spring. The meetings shall be open meetings. The meetings may be conducted in person and/or by video conferencing. A simple majority of the Officers and Directors shall constitute a quorum.

B. Special meetings of the Board of Directors may be called by the President or shall be called at the written request of four members of the Board of Directors with at least fourteen (14) days' notice in writing.

C. The immediate past President will attend the National Board Meetings in an advisory capacity for one year after leaving office.

ARTICLE VII. COMMITTEES

THERE SHALL BE THE FOLLOWING STANDING COMMITTEES:

Section 1. NOMINATING COMMITTEE

A. There shall be a Nominating Committee which shall consist of five (5) members including the Chairman. The committee shall be representative of the membership and shall be elected at National Assembly.

B. The committee shall prepare a single slate for all elective positions to be filled. Committee members shall be eligible for the slate. The slate shall be distributed to the Board members, and GFS Diocesan Presidents/ Representatives at least thirty (30) days prior to the National Assembly.

C. Recommendations for the slate may be made in writing to the Nominating Chairman for the committee's consideration. Additional nominations with the consent of the nominee may be made from the floor of the National Assembly.

D. Vacancies on the Nominating Committee may be filled by a majority vote of the Board of Directors with recommendations from the remaining members of the Nominating Committee. Persons so elected shall serve until the expiration of the original term.

Section 2. NATIONAL ASSEMBLY COMMITTEE

The National Assembly Committee shall be formed by the National President in consultation with the President of the hosting dioceses if applicable. The committee shall coordinate the arrangements and program for the National Assembly in cooperation with the National President.

Section 3. FINANCE COMMITTEE

The Finance Committee shall be comprised of five (5) members. Two members shall be non-elected: the Treasurer who shall serve as Chair, and one member who shall be appointed by the President from the membership. Three (3) members shall be elected at the National Assembly. In the years when there is a newly elected Treasurer, the immediate past treasurer shall serve on this committee in an advisory capacity for one term (3 years). The committee shall be representative of the membership. The Treasurer, with the Committee, shall prepare a three year budget for approval by the National Assembly.

Section 4. AD HOC COMMITTEES

Ad Hoc Committees may be established by the Board of Directors and appointed by the President with approval of the Board.

ARTICLE VIII. FINANCES

Section 1. FISCAL YEAR

The Fiscal Year shall be from September 1 through August 31.

Section 2. ANNUAL DUES

Membership in good standing shall require compliance with the dues policy as established by the National Assembly.

Section 3. BUDGET

The budget shall be a three year budget approved by the National Assembly. Any unbudgeted expenditures not included shall require the approval of the Finance Committee and a simple majority vote of the Board of Directors.

Section 4. BONDING

The Board of Directors shall designate those persons responsible for GFSUSA funds. Such persons shall be bonded in an amount determined by the Board of Directors.

ARTICLE IX. INDEMNIFICATION

THE GIRLS' FRIENDLY SOCIETY OF THE UNITED STATES OF AMERICA, INC. shall indemnify and hold harmless each of its Directors and Officers against all costs, liabilities, and expense (including counsel fees) reasonably incurred by her in connection with defense or deposition of any action, suit, or other proceedings, asserted or threatened against her while in office or thereafter, by reason of her being or having been such a Director or Officer, except with respect to any matter as to which she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that her action was in the best interest of the Corporation. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director or Officer may be entitled. As used in this Section, the terms "Director" and "Officer" include their respective heirs, executors, and administrators.

ARTICLE X. REMOVAL OF OFFICERS AND DIRECTORS

Any officer or director may be removed for cause by a simple majority vote of the remaining Board members. One or more of the following may constitute the basis for removal for cause: 1) failure to participate in two consecutive board meetings; 2) failure to fulfill the duties of her position as set forth in the Bylaws and Policies and Procedures Manual; or 3) failure to meet the agreed upon expectations established by the Board at the beginning of their term.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Roberts' Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

ARTICLE XII. AMENDMENTS

These By-Laws may be amended at any meeting of the National Assembly by a two-thirds (2/3) vote of those dioceses present and voting, provided that notice of such amendment has been given in writing to all delegates and Diocesan Presidents/Representatives at least ninety (90) days prior to the meeting at which the proposed amendment is to be considered for adoption.

