

BYLAWS OF THE NATIONAL COUNCIL OF CATHOLIC WOMEN

ARTICLE I

NAME AND LOCATION OF CORPORATION

The name of this corporation is NATIONAL COUNCIL OF CATHOLIC WOMEN (hereinafter referred to as “NCCW”). The Board of Directors of NCCW (hereinafter referred to as the “Board”) shall determine the location of the principal office of NCCW in or out of the District of Columbia.

ARTICLE II

PURPOSE

Section 1. Purpose. The purposes of NCCW shall be the following:

- (a) To unite Catholic women of the United States, to develop their spiritual growth and leadership potential, and to motivate and to assist them to act upon current issues in the Church and Society.
- (b) To be a medium through which the Catholic women of the United States may speak and act on matters of common interest.
- (c) To be a representative Catholic women’s organization to relate to other national and international organizations in the solution of present day problems.
- (d) To unite with the Church and its teachings.

Section 2. Affiliation. NCCW is an affiliated organization of the United States Conference of Catholic Bishops.

ARTICLE III

MEMBERSHIP

Section 1. Individual Members. Individual membership is open to individual women of the Catholic faith who subscribe to the purposes of NCCW and who are domiciled within the United States, military personnel stationed abroad, or U.S. citizens living outside the United States. Annual membership dues must be current for an individual member to be considered “in good standing” as used in these Bylaws.

Section 2. Affiliate Organizations. All Catholic Women’s organizations may apply to become affiliated with NCCW. The Board of Directors shall establish the standards of affiliation and the affiliation dues to be paid by each affiliate organization.

Section 3. Membership Categories. The Board of Directors shall establish categories of membership and set dues and fees appropriate to each category. The Board shall also establish policies regarding the benefits conferred with membership and the obligations of members to remain in good standing.

Section 4. Voting Rights. Individual members and affiliated organizations must be current in their payment of dues to NCCW in order to exercise their right to vote or for individual members to serve as an Officer or Director of NCCW. Individual members shall each have one vote. Affiliate organizations shall each have two (2) votes.

Section 5. Dues. Members shall be admitted and shall be eligible to vote upon payment of all dues as may be required by these Bylaws or the Board of Directors. The amount of such dues shall be determined periodically by the Board of Directors and assessed upon each member.

ARTICLE IV MEETINGS OF THE MEMBERSHIP

Section 1. Annual Convention. The annual convention of the members shall be held for the purpose of providing education, spirituality, operational and social activities, and for transacting various business affairs of NCCW. A day and time will be set during the annual convention to conduct an annual NCCW business meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights. No business may be introduced for vote at a special meeting that was not included in the notice for the meeting.

Section 3. Notice. Written notice stating the place, day, hour, and purpose of the annual business meeting and any special meeting of the membership shall be delivered, personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than sixty (60) days before the date of such meeting. Electronic media may be used to provide notice if approved by the District of Columbia Nonprofit Corporations Act (hereinafter referred to as “the Act”).

Section 4. Quorum. A quorum at any meeting of the members shall be 100 persons, comprised of individual members with voting rights and delegates of affiliate organizations with voting rights present in person. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting without further notice.

Section 5. Voting. Voting on all matters except the Bylaws may be conducted by mail or electronic media, provided that the individual member or affiliate organization delegate is required to state or submit information from which it can be determined that the method of voting used was authorized by the member. Members may not vote by proxy.

Section 6. Action Without Meeting. NCCW shall, in an emergency, take care of necessary business by ballot of the voting membership.

Section 7. Virtual Meetings. The annual or regular meeting of members does not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Management of Corporation. The management and control of the business and affairs of NCCW (except for the Bylaws) shall be vested in the Board. All powers of NCCW may be exercised by or under the authority of the Board, except for the Bylaws, which may be amended by the membership in convention. The Board may employ such agents as it deems advisable and shall have the powers necessary for the administration of the affairs of NCCW and to do all such acts and things as are not prohibited by law, the Articles or these Bylaws. The Board shall establish a Governance and Policy Manual for NCCW.

Section 2. Composition

(a) The Board shall consist of the Officers, Province Directors, and Commission Chairs. The Executive Director, the Chair of the Spiritual Advisors, the Episcopal Liaison and the Staff Liaison from the United States Conference of Catholic Bishops shall serve *as ex-officio* members without a vote.

(b) All members of the Board must be NCCW Individual Members.

(c) The Chair of the Spiritual Advisors shall serve as an Ex-Officio Director of the Board without a vote.

Section 3. Province Directors

(a) Province Directors shall be selected from within their respective provinces according to the customary practice of each province. In order to qualify for selection, a Province Director must be an individual NCCW member in good standing with a permanent place of residence within that province. Province Directors must maintain their primary residence within the Province from which they are selected during their term of office. Exceptions will be made for members living outside the United States.

(b) The Province Directors from the 32 provinces they represent and the Military Archdiocese shall consist of:

1. Ecclesiastical Province of Anchorage
2. Ecclesiastical Province of Atlanta
3. Ecclesiastical Province of Baltimore
4. Ecclesiastical Province of Boston
5. Ecclesiastical Province of Chicago
6. Ecclesiastical Province of Cincinnati
7. Ecclesiastical Province of Denver

8. Ecclesiastical Province of Detroit
9. Ecclesiastical province of Dubuque
10. Ecclesiastical Province of Galveston-Houston
11. Ecclesiastical Province of Hartford
12. Ecclesiastical Province of Indianapolis
13. Ecclesiastical Province of Kansas City, KS
14. Ecclesiastical Province of Los Angeles
15. Ecclesiastical Province of Louisville
16. Ecclesiastical Province of Miami
17. Ecclesiastical Province of Milwaukee
18. Ecclesiastical Province of Mobile
19. Ecclesiastical Province of New Orleans
20. Ecclesiastical Province of New York
21. Ecclesiastical Province of Newark
22. Ecclesiastical Province of Oklahoma City
23. Ecclesiastical Province of Omaha
24. Ecclesiastical Province of Philadelphia
25. Ecclesiastical Province of Portland, OR
26. Ecclesiastical Province of Saint Louis
27. Ecclesiastical Province of Saint Paul and Minneapolis
28. Ecclesiastical Province of San Antonio
29. Ecclesiastical Province of San Francisco
30. Ecclesiastical Province of Santa Fe
31. Ecclesiastical Province of Seattle
32. Ecclesiastical Province of Washington, DC
33. Archdiocese for the Military Services, U.S.A.

(c) Term. A Province Director may serve no more than two (2) terms (for a total of four (4) years). However, if there is no other woman who according to the bylaws of her province is eligible and willing to serve as province director and therefore the province would not have a director, upon approval by the NCCW Executive Committee, a Province Director may serve more than 4 years to ensure her province is represented on the NCCW Board of Directors. Province Directors are selected and assume office at the end of the annual convention.

Section 4. Organizational Representatives.

(a) The role of organizational representatives is to serve as a liaison between NCCW and the organizations they represent, providing points of view and information on topics of interest to the membership of NCCW.

(b) Organizational representatives may be invited to attend all meetings of the Board and may participate in discussions of the Board. However, they may not vote at any Board meeting nor may they participate in executive sessions of the Board or in special meetings of the Board. Organizational representatives will not be reimbursed for travel or other expenses related to their attendance at NCCW meetings of the NCCW board or members.

(c) The NCCW representative to the World Union of Catholic Women's Organisations ("WUCWO") shall be appointed by the Board of Directors and shall serve as a liaison between NCCW and WUCWO. NCCW shall pay or reimburse reasonable travel expenses for the NCCW representative to attend WUCWO meetings.

(d) A representative of the Associates of the National Council of Catholic Women, Inc. will be selected by the organization which she represents and not by the NCCW membership or Board.

Section 5. Vacancies. Vacancies on the Board shall exist in the event of:

- (a) the death or resignation of a Province Director;
- (b) the removal of any Province Director in accordance with Section 6 of this Article;
- (c) the relocation of a Province Director outside of the Province from which she was elected in accordance with Section 3 of this Article.
- (d) failure to maintain individual membership in good standing; or
- (e) unexcused absences from two (2) Board meetings in a 12-month period.

Section 6. Removal and Declaration of Vacancy. The Board may remove any Province Director and declare vacant the office of such Director for any proper cause at any regular or special meeting of the Board by a majority vote.

Section 7. Compensation. A Province Director may not receive any compensation from NCCW for her services as a Director.

ARTICLE VI
OFFICERS

Section 1. Number and Title. The officers of NCCW shall be a President, President-Elect, Secretary, Treasurer, and Immediate Past President. A person may hold more than one office

in NCCW, but may not serve concurrently as both President and President-Elect.

Section 2. Qualifications. To be eligible for the office of President-Elect, candidates must have served as an arch/diocesan president and served on the NCCW Board of Directors for a minimum of two years.

Section 3. Election; Term of Office. All officers of NCCW shall be elected by ballot of the members. All officers of NCCW shall be elected for a term of two (2) years. A person may serve only one term of office for President, President-Elect and Secretary of NCCW. The Treasurer may serve a second term of two (2) years. Each officer of NCCW shall hold office from the close of the annual convention until the expiration of her term or until she shall resign, be removed or otherwise disqualified to serve, or until her successor shall be duly elected and qualifies. The President-Elect and Secretary will be elected in odd years and the Treasurer will be elected in even years.

Section 4. Removal and Resignation. Any officer may be removed, with cause, by a majority of the Directors at any regular or special meeting of the Board. Any officer may resign at any time by providing written notice to the Board and any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. If the office of Secretary or Treasurer becomes vacant by reason of the death, resignation or removal of such officer, the Board shall elect a successor who shall hold such office for the unexpired term and until her successor is duly elected and qualifies.

Section 6. President. The President shall, in general, supervise and control all of the business and affairs of NCCW, perform all duties incident to the office of the president of a corporation, including, but not limited to, the execution, on behalf of NCCW, of any contract or agreement approved by the Board and have such other powers and perform such other duties as may be prescribed in these Bylaws or by the Board from time to time. The President shall preside at the annual meeting and all meetings of the members, the Board of Directors and the Executive Committee. She will act as chief representative of NCCW. She shall be an ex-officio member of all committees except the Nominating Committee.

Section 7. President-Elect. The President-Elect shall, at the request of the President, or in the President's absence or during her inability to act, perform the duties and exercise the functions of the President, and when so acting shall have the powers and duties of the President. The President-Elect shall have such other powers and perform such other duties as are from time to time assigned to her by the Board or the President. Upon the resignation, death or incapacity of the President, the President-Elect shall become President. Upon completing her term of office, the President-Elect shall automatically become President. The President-Elect will serve a two-year term and then assume the position of President and serve a two-year term in that position. A vacancy in the position of President-Elect for any reason shall be filled by the members during the next election cycle or by voting by electronic or mail media, at the discretion of the Executive Board.

Section 8. Secretary. The Secretary shall sign, with the President, such documents as are customarily attested to by the secretary of a corporation and shall keep minutes of meetings and forward such notices as may be required pursuant to the provisions of these Bylaws or by the Act. The Secretary shall ensure that the books, reports, statements and such other documents and records as may be required or necessary for the conduct of NCCW's business are in order. The Secretary shall perform such other duties incident to the office of Secretary as may be assigned by the Board or otherwise set forth in these Bylaws.

Section 9. Treasurer. The Treasurer shall have charge of, and be responsible for, all funds and securities of NCCW and for all records pertaining to the same and shall, at the request of the President or any Director, render an account of all transactions and perform such other duties as may be assigned from time to time by the Board. The Treasurer shall, at least annually, report to the Board and the membership on the financial condition of NCCW.

Section 10. Compensation. An Officer may not receive any compensation for her services as an Officer. Upon approval by the Board, reimbursement for expenses including travel expenses shall be allowed to an Officer in accordance with the Board's expense reimbursement policy.

ARTICLE VII MEETINGS OF THE BOARD

Section 1. Annual Meeting

(a) The annual meeting of the Board (at convention) may be held in or out of the District of Columbia. The Board shall hold an annual meeting to transact any business within its powers. The date, time and place of the annual meeting of the Board may be set by the President.

(b) The Secretary shall ensure that notice of the date, time and place of each annual meeting of the Board be sent to each Director no less than sixty (60) days prior to the date set for each such meeting by personal delivery, mail or other written form of communication authorized by the Act. Except as the Act, the Articles, or these Bylaws otherwise provide, any business may be considered at an annual meeting without the purpose of the meeting having been specified in a notice.

(c) Failure to hold an annual meeting shall not invalidate NCCW's existence or affect any otherwise valid corporate acts.

Section 2. Regular Meetings.

(a) Between annual meetings, regular meetings of the Board shall be held at such intervals as may be determined appropriate by the Board, but not less than two times per year. Failure to hold regular meetings shall not invalidate NCCW's existence or affect any otherwise valid corporate acts.

(b) All regular meetings of the Board shall be called by the Secretary at the direction of the President, or if the President is absent or is unable or refuses to act, by any two Directors.

(c) Written notice of the time and place of each regular meeting of the Board shall be delivered personally to each Director, or delivered to each Director by mail or by other form of written communication authorized by the Act no less than twenty-one (21) nor more than sixty (60) days before the meeting date. It shall be sufficient for purposes of complying with this notification requirement that the minutes of any preceding meeting that make reference to the date of the next regular meeting are forwarded by mail or by other form of written communication to each Director at least twenty-one (21) days before the meeting.

Section 3. Special Meetings.

Special meetings of the Board may be called by: (a) the President; or (b) any two (2) Directors. A notice shall be given to each Director of the time, place and purpose of each special meeting at least forty-eight hours prior to the convening of such a meeting by personal delivery, telephone, facsimile, mail or other form of written communication.

Section 4. Notice.

(a) Notice may be given by electronic transmission consented to by the Director to whom the notice is given. Consent to notice shall be revocable by written notice if: (1) NCCW is unable to deliver by electronic transmission two consecutive notices given by NCCW in accordance with such consent and (2) such inability becomes known to the Secretary or other person responsible for the giving of notice; however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

(b) Notice given by electronic transmission shall be deemed given: (1) if by facsimile telecommunication, when directed to a number at which the Director has consented to receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice; (3) if by a posting on an electronic network together with separate notice to the Director of such specific posting when such notice is directed to an address at which the Director has consented to receive notice, upon the later of such posting or the giving of such separate notice; and (4) if by any other form of electronic transmission, when consented to by the Director. An affidavit of the Secretary or other agent of NCCW that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(c) If the current address of a Director is not shown on the records of NCCW, and is not readily ascertainable, such notice shall be addressed to her at the last known address of such Director as carried in the records of NCCW. Notice of the time and the place of holding of any adjourned meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned.

(d) The transaction of any business at a meeting of the Board, however called and noticed and wherever held, shall be valid as though it had been transacted at a meeting duly held after a regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a waiver of notice, a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be in writing, be signed by the Director entitled to such notice, and be delivered to the Secretary of NCCW to be filed with the records of NCCW and made a part of the minutes of the meeting.

Section 5. Quorum; Voting. A quorum for the transaction of business at every meeting of the Board shall consist of a majority of all the Directors (excluding Ex- officio Directors). The majority vote of those Directors present at a meeting at which a quorum is present shall be sufficient to pass any measure or resolution of the Board, unless otherwise required by the Act, the Articles or these Bylaws. In the absence of a quorum, a majority of the Directors present at a meeting may adjourn such meeting from time to time without further notice. The Directors present at a meeting that has been duly called and convened may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. A director shall not vote by proxy.

Section 6. Action by Consent of the Board. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a unanimous written consent which sets forth the action is signed by each Director and filed with the minutes of the proceedings of the Board.

Section 7. Place of Meetings; Telephone Conference Meetings. The Board may permit any or all Directors to participate in an annual, regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 8. Conduct at Meetings. At every meeting of the Board, the President, or in the absence of the President, the President-Elect, shall preside over the meeting. The Secretary shall take minutes of the meeting. In the absence of the Secretary, the chair of the meeting may appoint any person to act as secretary of the meeting for purposes of taking minutes.

ARTICLE VIII ELECTIONS

Section 1. Ballots. Officers shall be elected by mail or electronic ballot of the members in accordance with procedures determined by the Board of Directors. If electronic balloting is used for elections, members must state or submit information from which it can be determined the method of voting used was authorized by the member. Affiliate presidents who are listed on the official record sixty (60) days prior to the beginning of electronic voting will be eligible to cast their two (2) votes. A plurality of votes cast shall be required to elect each officer.

Section 2. Nominating Committee.

(a) A Nominating Committee of seven (7) members shall be elected by the members for a two-year term. Candidates for the Nominating Committee must have served two (2) years as an A/DCCW President, or two (2) years as Chair of an NCCW Commission or Committee, or two (2) years as a Province Director. The Chair of the Nominating Committee will be elected from among the newly elected members at the first scheduled meeting of the committee following election. Members of the Nominating Committee shall not be candidates for any elected position. Members may not serve more than one term on the Nomination Committee without a break in service of one complete election cycle. Vacancies on the Nomination Committee may be filled by the Board.

(b) The Nominating Committee will issue a call for nominations that includes a description of positions, qualifications and any pre-requisites for positions, and written instructions regarding the process for nomination. Any individual member in good standing may submit a nomination.

(c) The Nominating Committee shall meet no sooner than two (2) weeks after the deadline date to review the nominations submitted. The Nominating Committee shall select a maximum of three (3) candidates for each vacant officer position.

(d) Upon completion of its work, the Nominating Committee will make known its decisions to the President and the nominee. Written notice may be provided by mail or electronically. The Nominating Committee will notify the membership of the list of candidates at least 30 days prior to the date on which voting will begin.

(e) Candidates for office will be presented by the Nominating Committee to the members for election by ballot. Write-in candidates are not allowed. The ballot will contain instructions for voting, the date on which voting shall begin and end, and information regarding each candidate seeking election.

ARTICLE IX
EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall be President, President-Elect, Treasurer, Secretary, Immediate Past President, and the NCCW Executive Director who is *ex officio* with no vote. The Executive Director shall not be present during any discussions of the salary or job evaluation of the Executive Director position.

Section 2. Duties. The Executive Committee shall be charged with the day to day management of NCCW. If there is an Executive Director, The Executive Committee is charged with establishing the position description, hiring, supervising, and conducting the performance management of the Executive Director. The Executive Director shall carry out the programs and policies established by the Board of Directors and serve as administrator of the headquarters office. In the absence of an Executive Director, the Executive Committee is charged with overseeing such employees, contractors and consultants used by NCCW for daily operations.

Section 3. Reporting. Actions taken by the Executive Committee shall be regularly reported to the Board by the President or Secretary. Confidential matters such as personnel matters, legal claims or other similar matters pertaining to the fiduciary duties of the Board shall not be reported to the Ex-officio Directors.

ARTICLE X COMMITTEES

Section 1. Committees. The Board may appoint such committees as it deems appropriate. All such committees shall be composed of two (2) or more Directors. With the exception of the Executive Committee which may only be comprised of Directors, a committee may include one or more NCCW members in good standing. The Board may delegate to these committees any of the powers of the Board, except: (a) any power the Board is prohibited from delegating under the Act; or (b) the power to elect or remove Directors or Officers or amend these Bylaws.

Section 2. Committee Procedure. The Board shall have the power to prescribe the manner in which proceedings of each committee shall be held. Unless the Board shall otherwise provide, the actions of each committee shall be governed by the following rules of procedure. The majority of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of those present at a meeting at which a quorum is present shall be sufficient to pass any measure or resolution of the committee. The members of the committee present at any meeting, whether or not they constitute a quorum, may appoint a Director to act in the place of an absent member. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the committee and filed for the minutes of a committee. The members of the committee may conduct any meeting thereof by telephone conference or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes a presence in person at a meeting. In the absence of any prescription by the Board or any applicable provision of these Bylaws, each committee may prescribe the manner in which its proceeding shall be conducted.

ARTICLE XI RESOLUTIONS

Section 1. Resolutions Committee. There shall be a Resolutions Committee consisting of seven (7) members, including a Chairman, all of whom shall be appointed by the Executive Committee.

Section 2. Deadline for Submissions. Any resolutions offered by members for consideration at the annual meeting must be submitted to the Resolutions Committee six (6) months prior to the opening date of the annual meeting in even-numbered years.

Section 3. Approval Process. The Resolutions Committee shall review all proposed resolutions and present them to the Board of Directors with recommendations for consideration and approval. By majority vote, the Board of Directors shall have the power to reject any resolution. If a resolution is rejected by the Board of Directors, the members submitting such

resolution may submit it to the annual meeting and such resolution shall be considered by the annual meeting provided there is a two-thirds (2/3) vote of the voting members in favor of such consideration. The official notice of the proposed resolution approved by the Board of Directors with explanation of the rationale of the Board of Directors must be sent to the membership at least forty-five (45) days prior to the annual meeting in even-numbered years.

Section 4. Emergency Resolutions. The Board of Directors may present one or more emergency resolutions to the Resolutions Committee for consideration by the membership at the annual meeting no later than twenty-four (24) hours prior to the opening of the annual meeting. Any emergency resolutions so presented are deemed to have met the Board approval process set forth in Section 3 of this Article.

Section 5. Adoption. Any resolution presented to the annual meeting in even-numbered years may be adopted upon a majority vote of the members present and voting.

ARTICLE XII COMMISSIONS AND PROGRAMS

Section 1. Number and Names. There shall be three (3) Commissions: Spirituality, Leadership and Service. The President shall appoint the Commission Chairs. Commission Chairs shall be voting members of the Board of Directors.

Section 2. Programs

(a) Commission Programs. Each Commission shall focus its attention on one national program adopted and approved by the Board of Directors. The selected national program may change from time to time but in no case shall more than one national program be supported by a Commission at any one time.

(b) Leadership Training Program. An ongoing program will be Leadership Training. Members are appointed by the President for a term of three (3) years that may be renewed. This program will have a budget approved annually by the Executive Committee.

ARTICLE XIII INDEMNIFICATION

Section 1. General.

(a) Mandatory Indemnification. NCCW shall indemnify any individual who(a) is a present or former Director or Officer of NCCW, employee or national level volunteer of NCCW to the extent the Director or Officer, employee or national volunteer was successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the Director or Officer was a director or officer of the Corporation against reasonable expenses incurred by the individual in connection with the proceeding.

Section 2. Advancement of Expenses. Reasonable expenses incurred by a Director or Officer who is a party to any proceeding, whether civil, criminal, administrative or investigative,

may be paid or reimbursed by NCCW, upon the approval of the Board, for the costs and expenses incurred by such person in connection with such proceeding in advance of the final disposition of the proceeding upon receipt by NCCW of: (a) a written affirmation by the individual seeking indemnification that he or she has a good faith belief that the standard of conduct necessary for indemnification by NCCW as authorized herein has been met; and (b) a written undertaking by or on behalf of the individual seeking indemnification to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

Section 3. Exclusivity. The rights of indemnification and advancement of expenses provided by the Articles or these Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory) or agreement, both as to action in her official capacity and as to action in another capacity while holding office or while employed by or acting as agent for NCCW, and such rights shall continue in respect of all events occurring while a person was a Director or Officer and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification and advancement of expenses under the Articles or these Bylaws shall be deemed to be a contract between NCCW and each Director or Officer of NCCW who serves or served in such capacity at any time while this Section 3 is in effect. Nothing herein shall prevent the amendment of this Article XII, Section 3, provided that no such amendment shall diminish the rights of any person hereunder with respect to events occurring or claims made before its adoption or as to claims made after its adoption in respect of events occurring before its adoption. Any repeal or modification of this Article XII, Section 3 shall not in any way diminish any rights to indemnification or advancement of expenses of such Director or officer or the obligations of NCCW arising hereunder with respect to events occurring, or claims made, while this Article XII, Section 3, or any provision hereof, is in force.

ARTICLE XIV CONFLICTS OF INTEREST

Section 1. Full Disclosure. Any Director, Officer, key employee (as defined by the Internal Revenue Service) or committee member having a interest in a contract or other transaction with NCCW shall disclose such interest to the Board, or a proper committee thereof, for consideration, authorization, approval, or ratification and shall make a prompt, full and frank disclosure of her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse or potentially adverse to NCCW's interests.

Section 2. Procedure.

(a) The Board, or the proper committee thereof to which such disclosure is made, shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information or to respond to questions) in the

discussions or deliberations with respect to, such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and that a quorum was present.

- (b) The Board may adopt conflict of interest policies requiring:
 - (1) regular annual statements from Directors, Officers and key employees that disclose existing and potential conflicts of interest; and
 - (2) corrective and disciplinary actions with respect to transgressions of such policies.

Section 3. Voidable Transactions. A contract or other transaction between NCCW and one or more of its members, directors or officers may be voided by the Board of Directors as provided in the Act.

For purposes of this Article XIII, a person shall be deemed to have an “interest” in a contract or other transaction if the person is the party (or one of the parties) contracting or dealing with NCCW, or is a director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with NCCW other than corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by NCCW.

ARTICLE XV OTHER ORGANIZATIONS

Section 1. Memberships. NCCW shall hold membership in the World Union of Catholic Women’s Organizations (WUCWO). The Representative to the WUCWO Board shall be appointed by the Board of Directors.

Section 2. United Nations. NCCW will have representation at the United Nations through the Non-Governmental Organization (NGO) Representative. The Representative shall be appointed by the Board of Directors.

Section 3. Others. To carry out the purposes of NCCW, there may be established, after proper consideration and approval by the membership, liaison or cooperation with other organizations.

ARTICLE XVI SUNDRY PROVISIONS

Section 1. Fiscal Year. The fiscal year of NCCW shall be the twelve Calendar months period ending December 31st in each year, unless otherwise provided by the Board.

Section 2. Books and Records.

(a) NCCW shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Board and of any committee when exercising any of the powers of the Board. The books and records of NCCW may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction.

(b) All books and records of NCCW may be inspected by any member having voting rights, or the member's agent or attorney, provided the member presents a proper purpose for making the request and exercises the right of inspection during NCCW's normal business hours.

(c) All books and records of NCCW may be inspected by any Director or Officer of NCCW upon request to the Secretary or Treasurer.

Section 3. Corporate Seal. If NCCW is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of NCCW.

Section 4. Mail. Any notice or other document that is required by these Bylaws to be mailed shall be deposited in the United States mails, postage prepaid.

Section 5. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of NCCW shall be signed by the President of NCCW, or such other officers or agents of NCCW as may be designated from time to time by resolution of the Board.

Section 6. Execution of Documents. A person who holds more than one office in NCCW may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

Section 7. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern NCCW except when inconsistent with these Bylaws, any special Rules of Order adopted by NCCW, or applicable law.

ARTICLE XVII

AMENDMENTS

Section 1. These Bylaws may be amended or revised by the membership at a convention in odd-numbered years, provided that:

(a) The proposals are considered by the members and Chairman of the Bylaws Committee, all of whom shall be appointed by the Executive Committee.

(b) The proposals are submitted to the Bylaws Committee by the deadline they set and are signed by the President of an affiliation or subdivision, or a minimum of three (3) individual members, or a member of the Board of Directors, or the Chair of the Bylaws Committee.

(c) The Board approves the amendment or revision.

(d) A minimum of forty-five (45) days' notice of the proposed amendments or revision is provided in writing (paper or electronically) by the Board to all affiliation presidents, subdivision presidents, and Individual Members of record;

(e) The amendment or revision obtains a 2/3 vote of those convention delegates present and voting.

Section 2. In case of emergency, a timely amendment that is approved by the Board of Directors may be proposed to the convention twenty-four (24) hours prior to taking the vote; such an amendment requires a 4/5 vote of those voting delegates registered for the convention on the day of voting. Proviso: This amendment will go into effect in time for the 2017 Convention.