

The Girls' Friendly Society of the Diocese of Los Angeles

BYLAWS

Revised, 1979, 1988, 1994, 1996, 2005, 2009, 2011, 2012, 2016, 2020, 2021, 2025

The portions in bold type reflect GFS/USA Bylaws and Policies binding on the Society.

ARTICLE I. NAME

The name of this organization shall be "The Girls' Friendly Society of the Diocese of Los Angeles", hereinafter sometimes called the Society or GFS/LA.

ARTICLE II. PURPOSE

The purpose of GFS/LA is to provide a girls' program within the Episcopal Church whose members seek in the fellowship of worship, study, work and play. GFS/LA 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

Section 1. Classes of Membership

- a. **Active Members: Membership shall be granted to all girls between the ages of five (5) and twenty-one (21) who are members in good standing of a branch and who have completed the requirements for admission.**
- b. **GFS Ambassador membership shall be granted to young women between the ages of 18 to 30 years who shall be called GFSUSA Ambassadors. GFS Ambassadors are eligible to participate in diocesan, national and GFS World activities and events.**
- c. Sustaining Membership shall be granted at the pleasure of the Board in recognition of outstanding commitment to the Girls' Friendly Society program. Sustaining Membership is an honorary class of membership.
- d. **Branch Advisors and Branch Leaders: Women interested in furthering the purposes of the organization in a particular branch may become GFS Branch Advisors/Leader. 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, provided they adhere to the bylaws of this organization .**
- e. **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 in the United States of America. A Sponsor Group may have an additional advisor who may or may not be communicant(s) of the Episcopal Church in the United States of America.**

- f. Directors at Large – at any one time, up to 3 women from the community who are interested in furthering the work of GFS in the Diocese of Los Angeles. Elected at the Annual Meeting for a term of one year, renewable at the board’s discretion

Section 2. Affiliation

- a. **The Parish Branch shall be the basic unit of the Society and shall be organized and established by petitioning the Diocesan Board with the written consent of the parish clergy.** A charter shall be issued to each branch.
- b. **The Diocesan Organization includes all branches within the diocese and shall have the power to conduct its own affairs in harmony with the requirements and policies of The Girls' Friendly Society of the United States of America, Inc.**

ARTICLE IV. OFFICERS

Section 1. Officers Named

The officers shall consist of a President, Vice President, Secretary and Treasurer.

Section 2. Election Term

Officers shall be elected for a term of 3 (three) years. They shall assume office upon installation at the Anniversary Service.

Section 3. Nomination and Election of Officers

The Officers shall be nominated for election pursuant to the terms of Article VII, Section 1.

Section 4. Vacancies

Vacancies among officers may be filled by a majority vote of the Board with recommendations from the Nominating Committee. Person so elected shall serve until the end of the original term of office.

Section 5. Duties of Officers

- a. The President shall preside at meetings of GFS/LA, serve as ex-officio member of all committees, except the nominating committee, represent GFS/LA within the diocese of Los Angeles and at GFS/USA meetings, and work with the Vice President to fulfill the responsibilities of leading the organization.
- b. The Vice President will assist the president, preside at board meetings in the absence or inability of the President or upon request, and represent GFS/LA at diocesan or other meetings, upon request.
- c. The Secretary shall keep the minutes of the meetings of the Board of GFS/LA and assist with correspondence, recordkeeping and communications of the board.
- d. The Treasurer shall coordinate and supervise the financial affairs of the Society. A Finance Committee may be appointed to assist the Treasurer. The Treasurer shall maintain custody of the funds of GFS/LA, keep full and accurate records of the funds of GFS/LA, and ensure that the budget is adhered to.
- e. The records and files of each officer shall be transferred to her successor at the close of her term of office.

ARTICLE V. MEETINGS AND QUORUMS

Section 1. Annual Meeting

The Annual Meeting of the Society shall be held during January.

Section 2. Special Meetings

Special meetings shall be called upon the written request of 1/3 (one-third) of the active branches.

Section 3. Voting

Each Diocesan Board Member shall have one vote and each Branch shall be allowed a delegate who shall have 1 (one) vote. Sustaining Members may attend and participate but may not vote.

Section 4. Quorum

A quorum shall consist of 1/5 (one-fifth) of the voting members.

ARTICLE VI. GOVERNING BODIES

Section 1. Board of Directors

a. Membership Named

The Board shall consist of the officers, the Directors at Large, and the chairmen of the Standing Committees. **The Board shall be representative of the membership.**

b. Term

Members of the Board shall be elected for a term of 3 (three) years, with the exception of the Directors at Large, as described in Section III.2.f.

c. Nomination and Election

The Board of Directors shall be nominated for election pursuant to the terms of Article VII, Section 1. Elections shall be held at the Annual Meeting.

d. Authority and Duty

The Board shall have general charge and control of the affairs, funds and property of GFS/LA. It shall also act as a policy making and planning body.

e. Regular and Special Meetings

Regular Diocesan Board Meetings shall be held no less than two times a year. Special Meetings may be called by the President of the Board and shall be called when requested as stated in Article V, Section 2. Business matters which require a board vote may also be conducted via email communication.

f. Vacancies

Vacancies on the Board, except vacancies of officers, may be filled by the Executive Committee with recommendations from the Nominating Committee. Vacancies among officers shall be filled as prescribed in Article IV, Section 4. Persons so appointed shall serve until the end of the original term of office.

Section 2. Executive Committee

a. Membership Named

The Executive Committee shall be composed of the officers of the Society.

b. Authority and Duty

The President shall call Executive Committee meetings. The Executive Committee shall have all authority and power of the Board to take emergency actions between meetings of the Board. A majority of the Officers shall constitute a quorum for the purpose of taking such emergency actions. The action of the Executive Committee shall be submitted to the Board for ratification at its next meeting.

ARTICLE VII. ELECTIONS

Section 1. Nominations

The Nominating Committee shall present a single slate for the Board of Director positions to be filled. Additional nominations with the consent of the nominee may be from the floor of the Annual Meeting.

Section 2. Elections

Elections shall be held at the Annual Meeting. All elections shall be decided by a plurality vote.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees Named

- a. Nominating - The Nominating Committee shall be appointed by the chairman. The nominating committee shall prepare a slate of those nominated for elective Board of Director positions and shall mail/email the slate to Board members and delegates 15 (fifteen) days prior to the Annual Meeting.
- b. Support, Service and Outreach Committee – The Support, Service and Outreach Committee Service committee will provide for diocesan service projects and communicate with former members and potential members.
- c. Programs Committee - The Programs Committee shall provide a schedule of diocesan events and work to maintain the quality of the badge program.
- d. Communications Committee - The Communications Committee will publicize GFS events and news using all available methods and maintain the historical archives
- e. Finance Committee - The Finance Committee shall work with the Treasurer to provide funds for the GFS/LA budget, prepare the budget and review financial reports, maintain supplies and ensure the annual audit is performed.
- f. Ambassadors Committee – The Ambassadors Committee shall arrange events and programs to support the Ambassador membership of GFS/LA.
- g. Chaplain – The Chaplain shall be appointed by the president, attend board meetings to offer invocation and advice, prepare worship for GFS/LA worship service and be available as a spiritual counselor to the Executive Board and any other leaders or members of the GFS/LA.
- h. Grant Committee – The Grant Committee shall oversee all aspects of the Outreach Grant for Girls program.

Standing committee chairman and members will be approved by the board at the Annual Meeting during election years.

Standing committee chairman and members will serve for a term of three (3) years at a time.

Section 2. Special Committees

Ad hoc committees may be created or dissolved by the President with the approval of the Board. The President shall designate their powers and term of appointment.

Section 3. President as ex officio member of Committees

The president is an ex officio member of all committees, with the exception of the Nominating Committee.

Section 4. Committee Expenditures

- a. Committee chairman will submit budget requests to the Treasurer by November 15th for the following year for planning purposes
- b. Committee expenditures must conform to the budget approved at the Annual Meeting. Excess expenditures must be approved by the Board.
- c. Committee funds will not be used for travel unless approved by the Board

ARTICLE IX. FUNDS AND FINANCE

Section 1. Fiscal Year - The fiscal year shall be from January 1 to December 31.

Section 2. Accounts and Audit

The books and accounts of the Society shall be kept in accordance with sound, accounting practices and shall be audited in accordance with Diocesan policy.

Section 3. Budget

The Treasurer shall prepare an annual budget for approval at the Annual Meeting. Any expense not provided for in the Budget shall be incurred and paid by the Treasurer only upon approval of the Board.

ARTICLE X. PARLIAMENTARY AUTHORITY

Roberts's Rules of Order Newly Revised shall be the parliamentary authority for all matters not covered by the Bylaws or policies adopted by the Society.

ARTICLE XI. AMENDMENTS

The bylaws may be amended by a 2/3 (two-thirds) vote of the members present at a meeting of the Society provided that the proposed amendment has been presented to the Board and mailed or emailed to Board members and branch advisors at least 15 (fifteen) days prior to the meeting.