

FRIENDS WORLD COMMITTEE FOR CONSULTATION
Section of the Americas
By-Laws
(Revised 2017)

Article I: NAME, LOCATION, AND PURPOSES

Section 1. Name

The name of this corporation shall be “Friends World Committee for Consultation, Section of the Americas.” These By-Laws shall refer to the corporation as “the Section” or “the Corporation.”

Section 2. Location

The registered office of the Section shall be 1506 Race Street, Philadelphia, Pennsylvania 19102, U.S.A. The Section may also have offices in such other places as the Executive Committee may from time to time appoint or the business of the Section may require.

Section 3. Purposes

The purposes of the Section shall be to aid, assist, and encourage consultation, communication, and interchange between and among the several Yearly Meetings, groups, divisions, and organizations of the Religious Society of Friends throughout the world, and to promote and foster fellowship between and among persons and organizations not members in or affiliated with the Religious Society of Friends who are in sympathy with the ideals and beliefs of the Religious Society of Friends. In furtherance of these purposes, the Section shall have the power to arrange for intervisitation and to conduct conferences, institutes, public meetings, seminars, and the like; to prepare and distribute literature, educational material, and other information in all media of communication; and, in addition to the powers expressly enumerated above, to have and exercise all other powers and means appropriate to effect the purposes of the Section, as well as all powers granted or permitted by law. The Section shall have no power or authority over the several Yearly Meetings, groups, divisions, and organizations of the Religious Society of Friends throughout the world.

The Corporation does not contemplate any pecuniary gain or profit, incidental or otherwise, to its members.

Section 4. Distribution of Notices

In these By-Laws, for each statement that indicates that notices will be distributed, it is understood that the method of distribution will include mail, e-mail, or any other customary form of written or electronic communication.

Article II: MEMBERSHIP

Section 1. Composition

The membership of the Section shall be composed of Representatives appointed by (A) affiliated Yearly Meetings in North, Central, and South America and the Caribbean nations, (B) the General Meeting in Mexico and any similar groups, and (C) members of any of the aforesaid groups who may be ~~co-opted~~ designated by the Executive Committee as hereinafter provided.

Section 2. Affiliation

The Section accepts as affiliates Yearly Meetings and other groups of Friends meetings that accept the Aims and Purposes in the FWCC Constitution. Applications for affiliation from such bodies of Friends should be presented to the Executive Committee for its review and for consultation prior to action by the Section Meeting.

Section 3. Representatives: Functions and Appointments

Representatives conduct the business of the Section at Section Meetings and called meetings of the Section and serve on its committees. Representatives to the Section shall be appointed on the following basis:

(A) Affiliated Yearly Meetings having a membership of up to 1,000 persons may appoint four Representatives. For each additional 2,500 or a fraction thereof, Yearly Meetings may appoint one additional Representative.

(B) Affiliated groups of Meetings not affiliated with a Yearly Meeting may appoint one Representative for each 250 members, or a fraction thereof, up to 1,000 members, after which they may appoint one additional Representative for each additional 2,500 members or fraction thereof.

(C) The Executive Committee may ~~co-opt~~designate as members of the Corporation (hereafter referred to as "Representatives") Friends who represent a particular interest or render a particular service. The number thus ~~co-opted~~designated shall not exceed twenty-five percent of the total number of Representatives appointed by Yearly Meetings and groups of Meetings not affiliated with a Yearly Meeting. ~~The Executive Committee shall designate which co-opted Representatives it also co-opts under the FWCC Constitution for purposes of the Triennials or other world gatherings.~~

Section 4. Term

Representatives shall serve for a three-year term commencing on ~~January 1~~the first day of the month following their appointment by their yearly meeting or designation by the Executive Committee and may be reappointed for terms not to exceed a total of nine consecutive years.

Article III: MEETINGS OF THE SECTION

Section 1. Place

Meetings of Representatives shall be held in such places as the Executive Committee shall from time to time appoint, or as may be designated in the notice calling the meeting.

Section 2. Section Meeting

A meeting of Representatives, called the Section Meeting, shall be held within 24 months of the previous meeting of Representatives. The Executive Committee shall designate a time for the holding of the Section Meeting. This decision shall be made at least six months prior to the date set for the meeting. Notice of the date, time, and location of the Section Meeting will be distributed to Representatives as soon as possible but not less than three months prior to the meeting. If a Section Meeting is scheduled more than 14 months after the previous Section Meeting, the Executive Committee will meet within those 14 months to approve nominations and budget proposals in a timely way. These approvals will be subject to confirmation by Representatives at the following Section Meeting.

Section Meetings typically involve the physical gathering of Representatives, but in certain circumstances may not require that. If approved at a previous Section Meeting, a Section Meeting may be held through an electronically-mediated format, designed to enable good order in discernment and decision making.

Section 3. Special Meetings

Special meetings of the Representatives may be called at any time by the Clerk of the Section, by the Executive Secretary, by the Executive Committee, or by the written request of at least ten percent of the Representatives.

Section 4. Notice of Special Meetings

Notice of any special meeting of the Representatives shall be distributed to each Representative of record at least fifteen days prior to the day named for such a meeting.

Section 5. Quorum

Fifteen percent of the Representatives of record, present in person, shall constitute a quorum at any meeting of the Representatives.

Section 6. Procedure

Decisions are to be reached by Representatives and committees in accordance with customary procedures of a Friends meeting for business. *Quaker Faith & Practice* of Britain Yearly Meeting shall control in the event of disputes in defining the customary procedures of a Friends meeting for business.

Section 7. Voting Rights

In circumstances where the law requires a corporate vote, each Representative shall be entitled to one vote.

Article IV: EXECUTIVE COMMITTEE (The Board of Directors)

Section 1. Authority and Duties

The Board of Directors, herein referred to as the Executive Committee, shall carry out policies and directions as set forth in the Section or special meetings of the Section; shall manage and control the business and affairs of the Section in the absence of clear guidance from the Representatives; and shall determine the means by which the purposes of the Section are to be effected. The Executive Committee shall make a report of its activities during the preceding ~~year interval~~ at ~~the each~~ Section Meeting ~~of the Section~~. Any recommendation of the Executive Committee to add or drop programs of the Section shall be presented to the next Section Meeting for decision.

Section 2. Membership

The membership of the ~~Executive Committee~~ shall be drawn from the Representatives and shall consist of 10 to 14 members, including the Clerk. In addition, the Treasurer shall serve on the ~~Executive Committee~~ *ex officio*.

Section 3. Selection

The members of the Executive Committee shall be selected at the Section Meeting of the Representatives. Members of the Executive Committee shall serve for a term not to exceed three years beginning May 1 following at the close of the Section Meeting approving their selection and until the selection and qualification of their successors. Members shall be eligible for reselection for terms not to exceed a total of six consecutive years, except for the Clerk (See Article V, Section 7. Term).

Section 4. Vacancies

Vacancies in the Executive Committee shall be filled from the list of Representatives by those members of the Executive Committee then remaining in office. Members so selected shall serve on the Executive Committee until the next Section Meeting, or any Section Meeting duly called for that purpose, when the Nominating Committee shall bring nominations to fill the unexpired term.

Section 5. Time and Place of Meetings

The Executive Committee shall meet at such times and places as its members may from time to time designate.

Section 6. Notice

Notice of every meeting of the Executive Committee shall be distributed to each member of the Committee at least ten days prior to the day named for the meeting.

Section 7. Quorum

Fifty-one percent of the members of the Executive Committee in office shall constitute a quorum for the transaction of business, and acts of the members present at a meeting at which a quorum exists shall be the acts of the Executive Committee; provided, that if all the members shall severally or collectively consent in writing to any action to be taken by the Section, such action shall be as valid Corporate action as though it had been authorized at a meeting of the Executive Committee.

Article V: OFFICERS

Section 1. Officers

The officers of the Section shall be a Clerk, who shall preside at all meetings of the Representatives and of the Executive Committee; such number of Assistant Clerks as the Executive Committee may from time to time determine; a Treasurer; an Executive Secretary; and other such officers as the Executive Committee may from time to time designate.

Section 2. Clerk

The Clerk shall be chosen from among the Representatives and shall preside at all meetings of the Representatives and of the Executive Committee and shall keep or cause to be kept minutes of such meetings. S/He shall serve as *ex officio* member of all committees, shall see that all orders and resolutions of the Executive Committee and the Section and special meetings are carried into effect, and shall perform such other duties as may be incident to this office.

Section 3. Assistant Clerks

Any one of the Assistant Clerks shall, in the absence or disability of the Clerk, perform the duties and exercise the powers of the Clerk, and shall perform such other duties as may from time to time be imposed upon him/her by the Executive Committee.

Section 4. Treasurer

The Treasurer shall oversee the collection and receipt of all monies paid or donated to the Corporation and shall assure that appropriate accounts are kept and that the income is deposited in the name of the Corporation in such depositories as shall from time to time be designated by the Executive Committee. S/He shall make an annual report to the Representatives and shall perform such other duties as may be incident to this office.

Section 5. Executive Secretary

The Executive Secretary shall be appointed by the Executive Committee for a term of ~~one year~~two years and shall be eligible for reappointment. S/He shall attend all meetings of the Representatives and of the Executive Committee and ensure that the minutes thereof are safely kept. S/He shall give, or cause to be given, notice of all regular and special meetings of the Representatives and the Executive Committee and shall perform such other duties as may be required by the Representatives, the Executive Committee, or the Clerk. The Executive Committee shall provide for an in-depth review of the work of the Executive Secretary with him/her at least every two years.

Section 6. Selection

With the exception of the Executive Secretary, the officers of the Section shall be selected by the Representatives at the Section Meeting. The names of the nominees for selection as officers shall be presented to the Section Meeting by the Nominating Committee. The Nominating Committee's slate shall be distributed to the Representatives not less than fifteen days prior to the Section Meeting (or interim Executive Committee meeting). Vacancies occurring in the officers between Section Meetings may be filled by action of the Executive Committee at its discretion or by the Representatives at the next Section Meeting.

Section 7. Term

The officers of the Section shall serve for a term of ~~one~~two years beginning ~~at the close of on~~ May 1 following the Section Meeting (or interim Executive Committee meeting) approving their selection and until the selection of their successors and shall be eligible for reselection. The Clerk may serve ~~one~~two-year terms, not to exceed six years consecutively.

Section 8. Bonding

Such officers and agents as the Executive Committee may from time to time specify shall give the Section a bond for the faithful performance of the duties of their office in a sum and with corporate surety satisfactory to the Executive Committee.

Section 9. Other Officers, Agents, and Employees

The Executive Committee, acting with the advice of and through the Executive Secretary, may also choose such other officers, agents, and employees as the needs of the Section may require, and these shall hold their offices or positions for such terms and shall have such authority and shall perform such duties as may from time to time be determined by resolution of the Executive Committee.

Section 10. Compensation

The Executive Committee shall determine which of the officers, agents, and employees of the Section shall be compensated for their services and shall fix the amounts of such compensation.

Article VI: COMMITTEES AND SUBCOMMITTEES

Section 1: Finance Committee

The Representatives shall appoint a Finance Committee, which shall guide and assist the Section and the Treasurer in managing the financial affairs of the Section and shall submit an annual budget for the following year to the Representatives at the Section Meeting ~~(or interim Executive Committee meeting)~~. ~~The Finance Committee shall consist of nine Representatives, including the Treasurer.~~ The members of this Committee shall be selected in the same manner as is provided in the case of the Executive Committee and officers other than the Executive Secretary. The members of the Finance Committee shall serve for a term not to exceed three years beginning ~~on May 1 following at the close of~~ the Section Meeting ~~(or interim Executive Committee meeting)~~ approving their selection and until the selection of their successors and shall be eligible for reselection for terms not to exceed a total of nine consecutive years. ~~Vacancies occurring on the Finance Committee between Section Meetings may be filled by action of the Executive Committee at its discretion or by the Representatives at the next Section Meeting.~~

Section 2. Nominating Committee

The Nominating Committee shall consist of nine Representatives, serving staggered three-year terms so that three members of the Committee are appointed for full terms beginning ~~at the close of on May 1 following~~ each Section Meeting (or interim Executive Committee meeting). Vacancies occurring on the Nominating Committee between Section Meetings may be filled by action of the Executive Committee at its discretion or by the Representatives at the next following Section Meeting. A person appointed to complete an unexpired term either by the Executive Committee or by the Representatives is eligible for reappointment to one full term. In all other cases, Nominating Committee members may serve no more than two consecutive terms.

The Nominating Committee shall make nominations for the officers of the Section, for the members of the Executive and Finance committees, and for members of such other committees as the Executive Committee or Representatives may direct. It shall arrange to have a list of all nominations to be considered at the Section Meeting (or interim Executive Committee meeting) distributed to each Representative not less than fifteen days prior to such meeting.

A Special Committee (also called a Naming Committee), consisting of five Representatives, nominated by the Executive Committee and approved at the Section Meeting ~~for a term of two years~~, shall bring forward for approval at the next Section Meeting (or interim Executive Committee meeting) the names of persons to serve on the Nominating Committee. The Special Committee shall arrange to have its list of such names distributed to all Representatives not less than fifteen days prior to the ~~Section Meeting~~ at which they are to be considered.

Article VII: SEAL

Section 1: The common or corporate seal of the Corporation shall be round with the name of the Corporation and the date of incorporation as follows:

“Friends World Committee for Consultation, Section of the Americas Corporate Seal, 1957 Pennsylvania”

Article VIII: AMENDMENTS

Section 1. These By-Laws may be amended by approval of the Representatives present in person at the Section Meeting or a specially called meeting of the Section, provided that notice of the changes in the By-Laws proposed shall have been distributed to the Representatives not less than fifteen days in advance of the Section Meeting. The By-Laws may also be amended by approval of the members of the Executive Committee present at any regular meeting or special meeting of the Executive Committee called for that purpose, provided that notice of the changes in the By-Laws proposed shall have been distributed to the members of the Executive Committee not less than fifteen days in advance of such regular or special meeting, and provided that any amendments to the By-laws approved by the Executive Committee shall be reported to the Section Meeting and be subject to the power of the Representatives to change such action.

Amended by approval of the Representatives present in person at the 2011 Section Meeting on March 18, 2011.

[Amendments presented for approval by the Representatives present in person at the 2017 Section Meeting on March 25, 2017.](#)