

# **CONSTITUTION and BY-LAWS**

**Of the**

## **PENNYWISE THRIFT SHOP**

**Church of the Holy Comforter**

**Vienna, VA**

December 2009

### **CONSTITUTION**

#### **ARTICLE 1- NAME**

The name of the organization is the Pennywise Thrift Shop, subsequently referred to in this document as Pennywise. Pennywise is an independent operating entity working in conjunction with the Episcopal Church Women (ECW) of the Church of the Holy Comforter. Its primary place of business is located at 144 Church Street, N.W., Vienna, Va.

#### **ARTICLE II- PURPOSE**

Pennywise was founded in 1961 for the purpose of having one effective fund-raising endeavor that would concentrate the talents and time of the members of the Church. Pennywise is an outreach to the community, provides an opportunity for fellowship within the parish for parishioners, and the source of funds for ECW programs.

#### **ARTICLE III- MEMBERSHIP**

Pennywise volunteers must be listed as members on the rolls of the Church of the Holy Comforter. Current volunteers who do not attend the Church of the Holy Comforter may be allowed to continue. New volunteers must be members of the congregation.

#### **ARTICLE IV – OFFICERS AND THEIR ELECTION**

Elected officers of the Pennywise Board will be a Chairman, Assistant Chairman, Treasurer, Assistant Treasurer and a Secretary. Nominees for these positions will be submitted by a nominating committee named by the current Chair.

#### **ARTICLE V – MEETINGS**

Pennywise Board meetings will be held monthly except July and August on the second Monday or at the Chairman's discretion.

## **ARTICLE VI – ADMENDMENTS**

Any and all changes to the Pennywise Constitution and By-Laws, deletions or additions, may be voted upon at a regularly scheduled Pennywise Board meeting, or any special meeting. Proposed changes must be posted on the Pennywise bulletin board at Church at least 30 days prior to a vote. A majority of the Board must be present to approve changes to be enacted.

## **ARTICLE VII – PROCEEDS**

A Base Fund (Contingency Fund) has been established to have sufficient invested funds available to assure continuing operation of the Shop in case of fire or a need to relocate. All decisions regarding the Base Fund will be made by the Pennywise Board. All net proceeds realized from the operation of Pennywise are given to the ECW of Holy Comforter Church to fund their Operating Budget and the Special Project Fund.

## **BYLAWS**

### **ARTICLE 1 – MEETINGS**

#### **Section 1 Meetings**

The Pennywise Board meetings will be held monthly except July and August on the second Monday or at the Chairman's discretion. Special meetings may be called by the Chairman. If a matter of immediate importance arises, the Chairman may take a vote count by telephone or e-mail, recording the vote of Board members in the minutes of the next meeting. In the absence of the Chairman, Board meetings will be conducted by the Assistant Chairman.

#### **Section 2 Board**

The Pennywise Board shall consist of a Chairman, Assistant Chairman, Treasurer, Assistant Treasurer, Secretary, Consignment co-Chairmen, Donation co-Chairmen, Supply Chairmen and Co-Chairmen for each day. The Day Chairman position may be held by anyone who is an active Church member and invited by the Pennywise Board to serve. Former Shop Chairmen actively involved in Pennywise shall be invited to all Pennywise Board meetings and have a vote. The ECW President and ECW Treasurer are Ex-Officio members. Any vacancies occurring during the year will be filled by the Chairman with Board approval. Members shall hold only one Board position at a time.

The Chairman and Assistant Chairman term of office is for one year. The transition to the incoming Chairman and Assistant Chairman shall take place at the June Pennywise Board meeting. All other Board positions do not have a time limit.

#### **Section 3 Voting**

Current Board members and former Chairmen still members of Holy Comforter and actively involved with Pennywise are eligible to vote. Ex Officio members do not have a vote. No proxy votes will be accepted.

A quorum of thirteen members of the Pennywise Board must be present to transact business of the Board requiring a vote.

## **ARTICLE II – DUTIES OF BOARD MEMBERS**

### **Section 1 Chairman**

The Chairman has responsibility and supervision of the Pennywise Thrift Shop and presides at all Board meetings. She will negotiate the renewal of the rental lease with the Masonic Lodge in consultation with the incoming Chairman and subject to the approval of the Board. Authorization to sign the rental lease is given to the Pennywise Chairman and the Pennywise Treasurer. The Rector of the Church of the Holy Comforter will also be a signatory on the lease. The Chairman will serve as a member of the ECW Board, the ECW executive Committee and the ECW Standing Committee on Budget and Finance.

### **Section 2 Assistant Chairman**

The Assistant Chairman assists the chairman in any and all capacities as directed by the chairman, functions in the absence of the chairman, and prepares for assuming the chairmanship and has the responsibility for all church related communications. The Assistant Chairman will serve as a member of the ECW Board, the ECW executive Committee and the ECW Standing Committee on Budget and Finance.

### **Section 3 Treasurer**

The Treasurer maintains all financial records, prepare statements, disburses funds and is responsible for related financial matters including preparation for the annual financial review. Shall serve as a member of the ECW Standing Committee on Budget and Finance.

### **Section 4 Assistant Treasurer**

The Assistant Treasurer shall function as directed by the Treasurer in the Treasurer's absence. Shall write and mail all consignment checks.

### **Section 5 Secretary**

The Secretary records proceedings, maintains records of all Pennywise Board meetings and gives notice of future meetings. Sends remembrances to Board members, volunteers or family members in case of illness, death, etc and sends a Welcome letter to all new workers.

### **Section 6: Day Chairmen**

The Day Chairman are responsible for the sales operation and staffing of desk workers on a specific day of the week and training of all new workers. Shall keep the calendar at front desk current with volunteer staffing.

### **Section 7: Donations Chairmen**

Donation Chairmen supervise the sorting and pricing of donated items

### **Section 8: Consignment Chairmen**

Consignment Chairmen staff and supervise the consignment department and prepare totals for monthly payment on consignment accounts.

### **Section 9: Supply Chairman**

The supply Chairman purchases all supplies for the Shop

## **ARTICLE III- BUDGET and FINANCE**

Pennywise operates on a cash basis of income less operating expenses equals net proceeds.

Major Pennywise expenditures shall be approved by a majority vote of the Pennywise Board at a regular meeting. The Pennywise Treasurer shall submit monthly Financial Statements which will be accepted by a majority vote of the Pennywise Board.

The Pennywise Board shall be consulted on any proposed changes the ECW Finance Committee may wish to recommend regarding the percentages set aside for the Special Projects Fund and ECW Operating Budget.

## **ARTICLE IV – POLICY STATEMENT**

Daily operational procedures governing Pennywise are to be complied with as stated in the attached Policy Statement.

## **ARTICLE V – PARLIAMENTARY PROCEDURES**

Section 1: Robert's Rules of Order, Revised shall be the parliamentary authority for this organization.

Section 2: The Constitution and By-Laws should be reviewed every five years or earlier if warranted. A committee appointed by the Chairman shall report its recommendations to the Pennywise Board.

Respectfully submitted,

Jane Schmiedekamp

Helen Mertz

Sue Smith

The above Pennywise Constitution and By-Laws have been approved by the Pennywise Board on \_\_\_\_\_ to be effective \_\_\_\_\_ and supersedes all previous policy statements.

*Signed during Dec. 2009 Board meeting*