

TEXAS BUSINESS WOMEN, INC. BYLAWS

ARTICLE I NAME

The name of this organization shall be the Texas Business Women, Inc. (doing business as TBW)

ARTICLE II MISSION

- Section 1. TBW's mission is to enhance women's personal and professional skills through technology, networking and advocacy.
- Section 2. Our vision is women with the tools to succeed in a competitive and evolving environment.

ARTICLE III POLICIES

- Section 1. TBW shall be nonsectarian, nonpartisan, and nonprofit.
- Section 2. The mission and vision of this Organization shall in every case be the mission and vision of all members thereof.

ARTICLE IV MEMBERSHIP

- Section 1. Membership shall be held by individuals who support the mission and vision of TBW. The membership categories are:
(a) Members in good standing of TBW
(b) Premium members affiliated with TBW.
- Section 2. The only criteria for membership shall be per Article IV, Section 1, and the payment of appropriate dues.

ARTICLE V LOCAL ORGANIZATION REQUIREMENTS

- Section 1. Local Organizations may be formed by groups of members in good standing.
- Section 2. Local Organizations may set and collect their own dues.
- Section 3. Local Organizations must adhere to the TBW mission, vision and its governance documents.

**ARTICLE VI
DUES**

- Section 1. Dues for TBW members shall be fifty two dollars (\$52.00) and are payable upon acceptance to membership and renewable annually on the first day of the following month.
- Section 2. Dues for Premium members shall be:
- (a) If a member in good standing of a Local Organization or TBW, the dues shall be thirty-nine dollars (\$39.00) per month or four hundred sixty eight dollars (\$468.00) per year plus a one-time activation fee of twenty-five dollars (\$25.00)
 - (b) If not a member of a Local Organization, the dues shall be forty-nine dollars (\$49.00) per month or five hundred eighty eight dollars (\$588.00) per year and there is no activation fee.
 - (c) These dues may be temporarily changed for a designated period of time by the Board of Directors for promotional or other purposes.

**ARTICLE VII
FISCAL YEAR**

The fiscal year shall commence on the first day of July and shall end on the last day of June.

**ARTICLE VIII
OFFICERS**

- Section 1. The officers of the Texas Business Women shall be a president, a president-elect, a vice president, a recording secretary, and a treasurer.
- Section 2. The president and president-elect shall serve two year terms. The president-elect shall assume the office of president July 1 two years following the year of election as president-elect.
- Section 3. The vice president, secretary and treasurer shall assume their respective duties July 1 following their elections.

**ARTICLE IX
ELECTIONS**

- Section 1. A president-elect shall be elected by ballot at every second annual conference for a term of two years or until her successor is elected and assumes office.
- Section 2. A vice president, a recording secretary and a treasurer shall be elected by ballot at each annual state conference for a term of one year or until their successors are elected and assume office.
- Section 3. Only individuals who are members in good standing shall be eligible for election to office.

- Section 4. Polls shall be open during such hours as may be determined by the Board of Directors.
- Section 5. A majority of the votes cast for a particular office shall constitute an election.
- Section 6. Vice President, Secretary and Treasurer shall serve no more than four (4) consecutive terms in the same office.
- Section 7. If there is only one (1) nominee for any office the recording secretary may be instructed to cast the ballot for that office.

ARTICLE X DUTIES OF OFFICERS

- Section 1. The duties of the officers shall be such as are implied by their respective titles, and such as are specified in these bylaws.
- Section 2. The president shall be the principal officer of the Organization and shall:
- (a) Preside at the annual state conference, at meetings of the Board of Directors;
 - (b) Make such appointments as necessary to conduct the business of the Organization, with the approval of the Board of Directors;
 - (c) At least thirty (30) days prior to the annual conference, issue the call to conference to all members in the Organization through a mailing or electronic mailing;
 - (d) Be responsible for issuing call for Board of Directors meetings;
 - (e) Insure that a coordinated program, including projects and activities, shall be developed for the ensuing year.
 - (f) Serve as a trustee of the Texas Business and Professional Women's Foundation, Inc.;
 - (g) Have the authority, with the approval of the Board of Directors, to remove any appointee who fails to perform the duties of the assigned position;
 - (h) Appoint a competent individual, who is not a member of the Board of Directors, to review the financial records of the Organization on an annual basis and provide a written report.
- Section 3. The president-elect shall:
- (a) Perform the duties of the President in the absence of the President.
 - (b) Become President for the unexpired term in case of death, resignation, or incapacity of the President.
 - (c) Act as representative of the president upon request;
 - (d) Serve in such capacities as assigned by the president;
 - (e) Serve as a trustee of the Texas Business and Professional Women's Foundation, Inc.
- Section 4. The vice-president shall:
- (a) Perform the duties of the president in the absence of both the president and president-elect.
 - (b) Become president for the unexpired term in case of death, resignation, or incapacity of both the president and president-elect.
 - (c) Serve in such capacities as assigned by the president;

- Section 5. The recording secretary shall:
- (a) Take and record the proceedings of the annual state conference, the Board of Directors;
 - (b) Report to the annual conference all actions of the Board of Directors;
 - (c) Transcribe and submit the minutes of all meetings to the president and the committee appointed to approve the respective minutes within thirty (30) days of adjournment of the meeting;
 - (d) Serve in such capacities as assigned by the president,
- Section 6. The treasurer shall be responsible for all monies of the State Organization except funds belonging to the Texas Business & Professional Women's Foundation, Inc. The treasurer shall:
- (a) Prepare budget and have general supervision of all financial matters of the Organization;
 - (b) Serve in such capacities as assigned by the president;
 - (c) Deliver to the successor all funds, securities, and records no later than thirty (30) days after the close of the fiscal year;
- Section 7. Each officer, except the treasurer, shall deliver to the successor, immediately following retirement from office, all accounts, records, books, papers, and other property belonging to the State Organization.
- Section 8. Procedure to Remove Officer from Office
- (a) An officer may be removed from office for the failure to perform their duties as defined by the TBW By-laws or TBW Policies & Procedures or for financial misappropriation.
 - (b) Should such information be brought to the attention of any board member, the Board of Directors will review these concerns in a closed session.
 - (c) Should the Board of Directors determine that the concerns have some validity, a closed in-person hearing will be scheduled within 30 days, chaired by the TBW Parliamentarian with assistance of the TBW Legal Advisor.
 - (d) The deciding body will consist of the Board of Directors, plus three (3) TBW members in good standing, one chosen by the Board of Directors and two chosen by the officer in question.
 - (e) The deciding body will hear evidence and determine whether there is adequate evidence to remove the officer. The decision determination will be by two-thirds vote.
 - (f) If the determination is to remove the officer, the President will appoint a replacement, with the approval of the Board of Directors

ARTICLE XI BOARD OF DIRECTORS

- Section 1. The president, president-elect, vice-president, recording secretary, treasurer and parliamentarian shall constitute the Board of Directors. The parliamentarian shall have no vote on the committee.
- Section 2. The Board of Directors shall:
- (a) Transact the business of the Organization between the annual conferences;
 - (b) Fix the amount of the treasurer's and any person(s) contracted for services bonds

- and approve such bonds;
- (c) Define the duties of any person contracted for services and fix the amount of compensation;
- (d) Approve all committee chair appointments of the president and/or president-elect;
- (e) Determine location of meetings of the Board of Directors.

Section 3. A vote of the Board of Directors may be taken by mail or by electronic communications media, provided all can participate at the request of the president and such vote shall have the force and effect of a vote taken at a meeting. The results of such vote shall be reported at the next meeting of the Board of Directors. The Secretary's records shall contain an accurate record of all such votes.

Section 4. Any action taken at the post-conference meeting by the newly elected Board of Directors shall be recorded and shall be valid and binding even though such meeting be held prior to the time when such Board of Directors members assume office under these bylaws.

ARTICLE XII EXECUTIVE OFFICE

Section 1. The Organization may maintain an office in such city as may be authorized by the Board of Directors.

Section 2. The Organization may employ administrative personnel. The appointment shall be made by the President subject to approval of the Board of Directors. All administrative personnel shall be under the direct supervision of the President.

ARTICLE XIII MEETINGS

Section 1. A conference shall be held each year at such time and place as shall be determined by the Board of Directors. The registration fee shall be waived for members of the Board of Directors.

Section 2. It shall be the purpose of the annual conference to:

- (a) Receive reports of the Board of Directors and appointees for the current year;
- (b) Elect officers for the ensuing year;
- (c) Act on recommendations, resolutions, and other business presented;
- (d) Adopt a State Organization budget;

Section 3. The order of the business shall be determined by a program adopted at the beginning of the conference.

Section 4. Any action adopted at an annual conference shall be in effect only until the close of the next state conference unless adopted as a bylaw, policy, or Organization standing rule.

Section 5. The voting body at the annual conference shall be members in good standing who have paid required registration fee. No member shall have more than one vote and no voting by proxy shall be allowed.

- Section 6. Between annual conferences, a vote of the membership may be taken by mail and/or electronic communications media at a called meeting at the request of the Board of Directors with a ten (10) day notice to the membership. Such vote shall have the force and effect of a vote taken at the annual conference. Results shall be reported via website or other electronic media and at the next annual meeting of the members.

ARTICLE XIV ANNUAL REPORTS

Each officer and appointee shall prepare a written annual report. Recommendations shall be presented to the Board of Directors for consideration before presentation to the annual state conference. Officers and appointee reports will be made part of the conference proceedings.

ARTICLE XV QUORUM

- Section 1. One-fourth (1/4) of the members registered at the annual conference shall constitute a quorum.
- Section 2. A majority of the voting members of the Board of Directors shall constitute a quorum.
- Section 3. Five percent of the state membership shall constitute a quorum for an electronic vote of the membership.

ARTICLE XVI FIDUCIARY RESPONSIBILITIES

- Section 1. The members of the Board of Directors and appointees shall not be personally liable to the corporation or its members for monetary damages for any act or omission in his or her capacity as a member of the Board of Directors or committee chair, except that this article does not eliminate or limit the liability for:
- (a) A breach of the Board of Director duty of loyalty to the corporation or its members;
 - (b) An act or omission not in good faith or that involves misconduct or a knowing violation of the law;
 - (c) A transaction from which a Board member received an improper benefit whether or not the benefit resulted from an action taken within the scope of the duties of said member;
 - (d) An act or omission for which the liability of the Board of Directors is expressly provided for by statute;
 - (e) Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation of the personal liability of the officers, directors, or chairmen of the corporation existing at the time of the repeal or modification.
- Section 2. By payment of dues, each member agrees to accept this limitation of liability, and relinquishes all right of action against the Board of Directors and appointees.

**ARTICLE XVII
PARLIAMENTARY AUTHORITY**

The rules of parliamentary practice comprised in the current edition of *Robert's Rules of Order Newly Revised*, shall govern all proceedings of the Organization and the Board of Directors, subject to such special rules as have been or may be adopted.

**ARTICLE XVIII
AMENDMENTS**

- Section 1. These bylaws may be amended or revised at any called meeting of the membership by a two-third vote. Amendments to these bylaws may be proposed by the Board of Directors or any member. All proposed amendments shall be sent in writing to the State President not less than fifteen (15) days before the called meeting of the membership. All proposed amendments shall be sent electronically or by mail to the members not less than ten (10) days prior to the called membership meeting.
- Section 2. Amendments to these bylaws proposed too late for the procedure in Section 1, may be considered at any annual conference by 90% of the voting body present, the proposed amendment having been submitted in writing to the president and read to the conference body at a meeting preceding that at which the vote is taken.
- Section 3. The Board of Directors shall be authorized to correct article and section designations, punctuation, and cross-references and to make such other technical and conforming changes as may be necessary. The bylaws committee chairman shall notify the Board of Directors of all changes.
- Section 4. An amendment to these bylaws which affects the Handbook of Policies and Procedures shall expressly effect an automatic, mandated amendment to the Handbook of Policies and Procedures.

**ARTICLE XIX
DISSOLUTION**

Upon dissolution of this organization all of its assets remaining after payment of all cost and expense of such dissolution may be distributed to the Texas Business and Professional Women's Foundation, Inc. or to another nonprofit organization dedicated to women's issues and professional training. None of the assets will be distributed to any member, officer or trustee of this organization.