

**TEXAS BUSINESS WOMEN, INC. (TBW)
HANDBOOK OF POLICIES AND PROCEDURES**

**ARTICLE I
VISION AND MISSION**

- A. The vision of Texas Business Women, Inc. is women with the tools to succeed in a competitive and evolving environment.
- B. TBW's mission is to enhance women's personal and professional skills through technology, networking and advocacy.

**ARTICLE II
LOCAL ORGANIZATIONS RELATIONSHIP TO STATE ORGANIZATION**

Local organizations may invite state officers or chairmen to attend local organization meetings as program participants. Invitations shall include provisions for payment of travel expenses and hotel costs. The organization budget does not provide for expenses of officers and committee chairmen to visit individual organizations.

**ARTICLE III
STATE OFFICERS**

- A. **QUALIFICATIONS:**
 - 1. **President**

In the event of the special election of the President, the qualifications for President shall be the same as those qualifications for President-elect.
 - 2. **President-Elect**
 - a. Shall have been a member for five years;
 - b. Shall have served as a state officer.
 - c. Shall have job responsibility which will allow for necessary time to carry out the duties of the office
 - 3. **Vice President**
 - a. Shall have been a member for five (5) years;
 - b. Shall have served as a member of the Board;
 - c. Shall have job responsibility which will allow for necessary time to carry out the duties of the office.
 - 4. **Recording Secretary**
 - a. Shall have been a member for three years;
 - b. Shall have functional knowledge of the proper form for minutes.
 - c. Shall have job responsibility which will allow for necessary time to carry out the duties of the office.
 - 5. **Treasurer**
 - a. Shall have been a member for three years;
 - b. Shall have a functional knowledge of accounting procedures.
 - c. Shall have job responsibility which will allow for necessary time to carry out the duties of the office.

B. DUTIES

1. Additional duties may be specified in Article XI of the TBW Bylaws.
2. It is the responsibility of state officers and committee chairmen to inform local organizations of state programs.
3. Each officer upon assuming the office shall obtain copies of all adopted rules.
4. The president shall be the principal officer of the state organization. It shall be the duty of the President to:
 - a. Fill any vacancies in the appointed positions, subject to the approval of the Board of Directors. Notify appointees of their approved appointment and provide a copy of the approved plan of action;
 - b. Appoint a general conference chair and committee chairs and members as needed, subject to approval of the Board of Directors;
 - c. Fill vacancies in elective offices not otherwise provided for, subject to the approval of the Board of Directors;
 - d. Keep the members of the Board of Directors informed on all important phases of organization activities;
 - e. Direct the policy of the official state publications;
 - f. Prepare articles for publication informing the members of activities associated with the office of president;
5. It shall be the duty of the President-elect to:
 - a. Utilize term of office to become thoroughly familiar with all matters pertaining to the aims, progress, programs, and projects of TBW;
 - b. Appoint, for the following year, the parliamentarian and special committee chairmen and members as necessary. Appointments are subject to approval by the Board of Directors;
 - c. Submit all reports, as required, to the appropriate recipient;
6. It shall be the duty of the vice-president to:
 - a. Submit all reports as required, to the appropriate recipient.
 - b. Other duties as assigned by the President.
7. The Secretary shall make resolutions, statements, etc., a part of the annual conference, and Board of Directors minutes by attaching a copy with an appropriate numbering as Exhibit #1, #2, etc. (Adopted by Convention Action, June 2004)
 - a. Transcribe and submit the minutes of other meetings of the Board of Directors to the president and the committees appointed to approve the respective minutes within thirty (30) days of adjournment of such meetings;
 - b. Submit a copy of approved minutes of every meeting to the members of the Board of Directors;
 - c. Recommend to the Board of Directors, at the pre-conference meeting, that any non-historical records of the organization over seven (7) years old be destroyed;
 - d. Submit all reports, as required, to the appropriate recipient;
 - e. Notify the President and the committee appointed to approve minutes of the 15-day deadline for returning any corrections to the minutes to the Recording Secretary.
8. It shall be the duty of the Treasurer to:
 - a. Collect and deposit all monies belonging to the state
 - b. Exercise supervision over all expenditures and disburse funds only upon original and properly executed vouchers; disburse non-budgeted items only if funds are available. Such expenditures shall be submitted to the Board of Directors for ratification;
 - c. Serve as an ex-officio member of the conference credentials committee and all committees that disburse funds;
 - d. Submit all reports, as required, to the appropriate recipient;
 - e. Ensure that a current financial statement be prepared for distribution to attendees at annual state conference;

- f. Monthly financial reports shall be distributed to the Board of Directors within 30 days of the end of the reporting period. The President shall appoint a qualified individual to review the financial reports periodically.
 - g. Examine all accounts of the treasurer prior to, or in conjunction with, the first called executive committee meeting of the year;
 - h. Arranged to be bonded in the amount fixed by the Board of Directors; the premium for which is paid from state organization funds.
- C. VACANCIES
1. In the event of death, resignation, or incapacity of the President, the President-elect shall become President for the unexpired portion of the term.
 2. A vacancy in the office of President-elect shall remain unfilled for the unexpired term and both a President and a President-elect shall be elected at the next regularly scheduled conference of the member.

ARTICLE IV SPECIAL AND AD HOC COMMITTEES

The President and President Elect, with the approval of the Board of Directors, may appoint committees to carry out the plan of action and other business of the organization. The number and type may change annually. Whenever a new committee is appointed, its duties shall be defined, made a part of the minutes of the Executive Committee meeting and a copy furnished to the chairman.

ARTICLE V ADMINISTRATION

- A. Board of Directors
1. The Board of Directors consists of the elected officers and the parliamentarian. The parliamentarian shall have no vote.
 2. Shall approve all publications directly related to state organization policies and practices;
 3. Approve proposed fund-raising projects prior to their implementation by a state chairman.
 4. Approve all manuals, handbooks and resource documents.
 5. Meetings may be called by the president at times and locations determined by the Board of Directors.
 6. Members of the Board of Directors shall supervise the affairs of the state organization and devise measure for its growth and maturity.
 7. Expenses of members on the official call to Board of Director's meetings may be provided in the budget.
 8. Withdrawals for net operating losses in any fiscal year shall not exceed 10% of the unrestricted net assets.
 9. Make recommendations to the annual state conference regarding proposed amendments to the state bylaws.
 10. Consider all recommendations of officers and committee chairmen before they are presented to the annual state conference.
 11. The Board of Directors, standing committees, special committees, and subcommittees are authorized to meet by electronic communication media or to take votes by mail or electronic communication media, so long as all members may participate. Minutes shall be kept of any such meeting and shall be presented at the next in-person meeting of the entity. Such minutes shall consist of, but may not be limited to, copies of all electronic media or mail

communications. Such minutes shall be included in the permanent records of the entity.

B. BUDGET

1. The annual budget shall be in comparative form, showing estimated receipts and disbursements for the succeeding year, the budget for the year ending and actual receipts and disbursements for the year ending.
2. The annual budget may be reviewed and/or revised as needed by the Treasurer with recommendation for changes approved by the Board of Directors.
3. The proposed annual budget shall be included in the official Call to Conference prior to state conference. Copies of the proposed budget shall be made available to all members attending conference at time of registration. (Adopted by Convention Action, June 2004)

C. POLICY ON CONTRACTS

1. No member or employee of Texas Business Women, Inc. (including, but not limited to, officers, standing and special committee chairmen) shall have the right or authority to enter into a contract or binding promise (either written or oral) on behalf of the Texas Business Women, Inc., unless such contract has been reviewed and approved by the organization's legal advisor and President.
2. No financial commitment shall be made, with or without written contract, unless provided for in current budget or approved by the executive committee. If in excess of budget, such expenditure shall be ratified by the Board of Directors.

D. TEXAS BUSINESS WOMEN PROPERTY

The Diamond Bicentennial State President's Pin, a gift from the 1975-76 members, shall be the property of the Texas Business Women, and it shall be the responsibility of the Texas Business Women to insure its value. The Pin shall be in the possession of the State President during her term of office and passed to her successor at the closing session of the state conference. (Adopted by Convention Action, June 2004)

**ARTICLE VI
ANNUAL CONFERENCE**

A. GENERAL

1. Each conference shall be self-supporting. Registration fee shall be waived for members of the Board of Directors.
2. Any member in good standing who has paid registration fee may attend the annual conference and have a voice therein. (Article XIII Section 5)
3. The Conference chairman, after having been appointed and confirmed, is responsible for coordinating the activities of the conference.
4. Conference plans are the responsibility of the president and shall provide the Conference Chairman with a tentative outline of her plans prior to the midyear board meeting.
5. Conference evaluation forms, if any, shall be given to the president-elect at conclusion of the state conference. If mailed after conference, forms shall be mailed directly to that officer.
6. The organization shall maintain a State Conference Fund of \$3,000.00. When the fund exceeds \$3,000.00, the excess will be credited to the General Operating Fund of the Organization. (Amended by Convention Action, June 1993)
7. The holding of a seated banquet in connection with installation of officers shall be left to the discretion of the state president and president-elect in cooperation with the State Conference Committee. If a banquet is held, additional seating shall be provided for those members wishing to attend the installation only. At the option of the state president and the Conference

Committee, a nominal charge may be adopted for those attending only the installation to defray necessary room expenses. (Adopted by Convention Action, June 12, 1983)

8. The President shall appoint necessary committees needed to conduct annual meeting in an organized manner.

B. CAMPAIGN CRITERIA

The following campaign criteria shall be observed:

1. Candidates
 - a. A summary of qualifications of candidates for state office, as certified by the TBW Nominating Committee, along with a personal statement by the candidate, not to exceed 200 words, will be included in the call to conference
 - b. Nominations from the floor made at the TBW State Conference must include:
 - (1) Written agreement of the nominee to serve if elected;
 - (2) Written summary of nominee's qualifications;
 - (3) Written statement by nominee, not to exceed 200 words.
 - c. All items included in subsection b must be provided to the State Nominating Committee Chair prior to the opening session.
2. Campaign Material
 - a. Candidates may not distribute any campaign materials of any kind to conference attendees prior to the first day of conference related activities.
 - b. Candidates may distribute promotional material such as trinkets, gifts or gimmicks as long as the candidate has been certified as eligible by the state nominating committee.
 - c. No posters or other campaign promotional material may be distributed in the room designated for business during any business session.
3. Mailing Labels
Labels or mailing lists for use in campaigning will not be provided by the state office

**ARTICLE VII
STATE PUBLICATIONS**

A. STATE PUBLICATIONS

State publications will be issued periodically at the discretion of the Board of Directors and will be available from the TBW web site.

B. CHANGE OF ADDRESS

It shall be the responsibility of the member to correct any change in email or other electronic media address via the TBW web site.

**ARTICLE VIII
OFFICER AND COMMITTEE GUIDELINES**

A. STATE OFFICER GUIDELINES

1. Read and be familiar with governing documents:
 - a. Bylaws
 - b. Policies and Procedures
 - c. Finance Manual
 - d. Roberts Rules of Order
 - e. Other applicable documents

2. New officer training at Post-Conference Executive Committee Meeting
 - a. Review Duties and Responsibilities
 - b. Review Budget and Line Item Allowances
 - c. Review State Officer Guidelines
3. Communication with other officers
 - a. Forward pertinent information from prior years to succeeding officer and to the state office.
 - b. Disclose travel plans to State, Local or Other TBW related events
 - c. Make travel arrangements with other officers when possible
 - d. Reporting Requirements
 - (1) All reports as prescribed in the Bylaws by posted deadlines
 - (2) Distribution of State or Local activities to members
 - (3) Prepare packet that summarizes the current year's activities and forward to incoming officers and State Office.

B. STATE COMMITTEE GUIDELINES

1. Committee chair
 - a. Create a list of committee members with addresses, phone numbers and e-mail
 - b. Contact each committee member to encourage active participation and set first committee meeting, date and place.
 - c. Obtain Purpose Statement for Committee
 - d. Submit Plan of Action
 - e. Submit all required reports
 - f. Approve and submit all committee expenditures for payment.
2. Plan of Action
 - a. Establish a Plan of Action
 - (1) Establish committee objectives/goals consistent with Organization Objectives.
 - (2) List the Action Items necessary to attain the committee goals and assign responsibilities to each committee member.
 - (3) Establish dates for completion of Action Items
 - (4) Prepare committee budget by contacting the State Treasurer for budget line item allowance and checking approved expenditures and fundraising guidelines as described in the Finance Manual.

Note: No monetary commitment will be made before the Plan of Action and the Committee Budget has been approved by the Board of Directors.
 - (5) List committee members and their respective local organization.
 - b. Submit Plan of Action to the Board of Directors for approval.
3. Meetings

All committee members are encouraged to:

 - a. Attend State Planning Session
 - b. Attend State Conference
 - c. Attend Called Committee Meetings
4. Reporting
 - a. Submit Plan of Action to the Board of Directors early in the fiscal year.
 - b. Submit one page Annual Report to the State Office by posted deadline.
 - c. Prepare committee packet that summarizes the current year's activities and forward to the State office no later than June 1 of the expiring year of committee activities.

C. NOMINATING COMMITTEE

1. The Chair of the Nominating Committee shall:
 - a. Solicit the membership for candidates for election as officers in the state organization.
 - b. The application date as set by the Board of Directors shall be no later than June 1.
 - c. Serve as collector of all candidate nomination papers. Nominees' signed consent to serve, official candidates' data, photograph and candidates' statement of qualification must be received by the chair by the date established by the Board of Directors.
 - d. Review and verify all nominees' qualifications 5 days after the deadline established by the Board of Directors.
 - e. Continue to recruit candidates for office if there are no nominees.
 - f. File a report of the nominating committee with the State President within 10 days following the review date established by the Board of Directors, said report to be presented to the Board of Directors prior to the Annual Conference.
2. Ensure communication of names of nominees to membership not less than 10 days prior to the Annual Conference.
3. In the absence of the chairman, the state recording secretary shall read the report of the nominating committee.
4. Should there not be any nominee for a particular office, the Board of Directors can extend the deadline, but the deadline cannot extend beyond fifteen (15) days prior to the state conference.

**ARTICLE IX
PROCEDURE FOR DISSOLUTION OF LOCAL ORGANIZATIONS**

The following are steps for dissolution of a Local Organization in accordance with the provisions of Bylaws of the Texas Business Women, Inc.:

- A. The local organization must vote to disband. To determine the required number of votes to disband, the local organization should refer to its local bylaws.
- B. The Minutes of the meeting at which the vote to disband takes place must reflect the action taken.
- C. Written notification of the decision of the local organization to disband shall be sent to the State Office, the State President and the State Membership Chair.
- D. A copy of the minutes reflecting the vote to disband, accompanied by the original charter of the organization shall be sent to the State Office. If the original charter is not available, a statement to that effect must accompany the copy of the minutes.
- E. Remaining members of the local organization, which has opted to disband, must indicate whether or not they wish to transfer their membership to another local organization, become an e-member or resign from TBW. This information should accompany the initial letter to the State Office.
- F. Disbursement of any assets remaining in the treasury must be made in accordance with Articles of Dissolution in Local Organization Bylaws or State Organization Bylaws. The mandatory Article of Dissolution provides: "Upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the TBW, a

TBW Local Organization, or the Texas Business & Professional Women's Foundation that has qualified for exemption under Section 501 (c)(3) of the Internal Revenue Code and state tax regulations. None of the assets will be distributed to any member, officer or trustee of this Organization.”

- G. All records and assets other than those described above may be delivered to the TBW State Office. Minutes should reflect the disposition of records and assets.

ARTICLE X AMENDMENTS

- A These policies and procedures can be amended at any regular meeting of the Board of Directors by a majority vote except those portions underlined. Amendments may be proposed by any voting member of the Board of Directors. Proposed amendments shall be sent in writing to the President, with a copy to the State Bylaws Chairman. Policies and procedures shall not conflict with the TBW Bylaws.
- B Amendments to these Policies and Procedures proposed too late for the procedure in Article XIV may be considered at any Board meeting by 75% of the voting body present, the proposed amendment having been submitted in writing to the President and read to the Board at a meeting preceding that at which the vote is taken.
- C Amendments to Policies and Procedures shall take effect immediately upon approval.

NOTE: Portions underlined are those adopted by convention/conference action of the Texas Federation of Business & Professional Women's Clubs, Inc or the Texas Business Women, Inc.