

Texas Democratic Women ByLaws

Adopted February 24, 2001

Amended February 26, 2006

Amended February 25, 2012

ARTICLE I-NAME AND PRINCIPAL OFFICE

Sec. 1-The organization shall be known as Texas Democratic Women (TDW).

Sec. 2-The principal office of TDW shall be in Austin, Texas or at such other place as determined by the Executive Board (Board).

ARTICLE II-EMBLEM

The emblem shall be in the form of the state of Texas with the initials TDW inscribed inside the state figure.

ARTICLE III-PURPOSE

TDW will promote the increased political activity and influence of Democratic women in Texas politics and government.

ARTICLE IV-POLICY

Sec. 1-TDW will not endorse one Democrat in opposition to another Democrat.

Sec. 2-TDW may affiliate with national democratic women's organization(s) with Executive Board approval.

Sec. 3-TDW will provide training and other support for democratic women working in party organizations, campaigns, and/or seeking party or public office.

Sec. 4-TDW will work to promote increased representation of women in party organizations and government institutions.

Sec. 5-TDW will promote legislative, executive, and judicial policies that enhance equitable representation of women in party organizations and government affairs.

ARTICLE V-MEMBERSHIP

Sec. 1-Any Democrat who supports Article III-Purpose and Article IV-Policies of TDW's bylaws is eligible to join TDW.

Sec. 2-A TDW member shall be an individual whose dues are current and is a member of a Local Club affiliated with TDW, or is an At-Large member.

ARTICLE VI-DUES

Sec. 1-Dues will be set by a vote of the general membership.

Sec. 2-Membership dues are payable at the beginning of the calendar year (Jan. 1st). Renewing members must pay dues each year to be considered a member in good standing for that year.

ARTICLE VII-AFFILIATION OF LOCAL CLUBS

Sec. 1-Local Clubs (Clubs) shall become affiliated with TDW by approval of the TDW Executive Board.

Sec. 2-To obtain approval, a Club shall send the following to TDW:

- a) the Club's bylaws which should be consistent with those of TDW and contain the Club's official name. The Club's name should contain Texas Democratic Women in its title unless exempted by the TDW Executive Board;
- b) a list of elected Club officers with phone numbers, mailing and email addresses;
- c) the Club's Application Fee of \$50 made payable to TDW.

Sec. 3-Annual Club dues shall be \$40 and are due at the beginning of the calendar year (January 1st).

Sec. 4-The Club shall collect membership dues in accordance with these bylaws and policies set forth by TDW. TDW's portion of the member's dues should be sent to TDW as soon as they are collected along with the member's name, mailing and email addresses, phone number, fax number, and level of membership, as applicable.

Sec. 5-For a Club to remain in good standing it shall:

- a) keep the Annual Club's dues current with TDW.
- b) ensure that the Club's bylaws are current and not in conflict with the State bylaws and policies.

Sec. 6-Should a Club fail to remain in good standing the Club shall be removed from the State TDW organizational rolls. A Club that is removed from the rolls is not permitted to use the name Texas Democratic Women or use the Texas Democratic Women logo or emblem.

Sec. 7- If a Club's actions or operation are in conflict with the bylaws of TDW, the Executive Board of TDW has the right to rescind the Club's affiliation with TDW at any Executive Board meeting. Any member of a club whose affiliation has been revoked becomes an At-Large member of TDW.

ARTICLE VIII-OFFICERS

Sec. 1-The officers shall be President, President-Elect, Vice-President, Secretary, Treasurer and three (3) Board Members.

Sec. 2-A term of office shall be for one-year or until their successor is elected.

Sec. 3-Terms of office begins the day after the election.

Sec. 4-Officers may not serve more than two consecutive terms in the same office

ARTICLE IX-NOMINATIONS AND ELECTIONS

Sec. 1-Officers all be elected at the Annual Meeting.

Sec. 2-Only members who are in good standing shall be permitted to vote and be eligible for office.

Sec. 3-A member must have served for at least one term on the TDW Executive Board to be eligible to run for President-Elect.

Sec. 4-The election of TDW officers is conducted by the Elections Committee.

Sec. 5-At least sixty (60) days prior to the Annual Meeting members who desire to run for an office in TDW shall submit their name to the elections committee in writing and all names submitted shall be placed before the body in an election to be held at the Annual Meeting at a time called for said

purpose. In the event that no person submits their name for an office the elections committee shall nominate a person for that position and submit their name to the membership at the election. At the time of the elections, nominations may be made from the floor provided the candidate gives his/her consent.

Sec. 6-There shall be no proxy voting.

Sec. 7-A person who fills an unexpired term greater than six (6) months shall be considered to have served a full term of office in determining eligibility for re-election.

Sec. 8-In an election with two (2) candidates on the ballot, the candidate with the simple majority shall be elected. In an election with three (3) or more candidates, the candidate with fifty percent (50%) plus one of the votes shall be elected. If none of the candidates receives fifty percent (50%) plus one of the votes, an immediate runoff election shall be held between the two candidates, who receive the most votes.

Sec. 9-Vacancies in offices and executive board positions shall be filled for the remainder of the term by the Executive Board at the next Executive Board meeting

ARTICLE X-DUTIES OF OFFICERS

Sec. 1-The President shall:

- a) preside at all meetings of the Executive Board and the Annual Meeting;
- b) represent TDW publicly or designate an alternate;
- c) appoint standing committee chairs as provided in these bylaws;
- d) appoint special committees and non-voting officers as needed with approval of the Executive Board;
- e) serve as ex officio member on all committees, except the Elections Committee;
- f) set meeting dates and prepare the agenda for each;
- g) hire employees with approval of Executive Board and supervise employees;
- h) and such other duties applicable to the office as contained in these bylaws, or as prescribed by the parliamentary authority adopted in Article XV.

Sec. 2-The President-Elect shall:

- a) perform the duties of the President when the President is absent;
- b) perform duties assigned by the President;
- c) serve as TDW State Convention Chair;
- d) serve on the Finance Committee;
- e) and such other duties applicable to the office as contained in these bylaws or as prescribed by the parliamentary authority adopted in Article XV.
- f) serve as a representative of TDW on the State Democratic Executive Committee

Sec. 3-The Vice-President shall:

- a) Perform the duties of the President when the President and President-Elect are absent;
- b) Serve as the chair of the Communications Committee which is responsible for the online communications and production and distribution of the quarterly newsletter, as described in ARTICLE XIV – COMMITTEES
- c) Be responsible for the public relations and marketing of TDW

- d) Perform such other duties applicable to the office contained in these Bylaws or as prescribed by the parliamentary authority adopted in Article XV

Sec. 4-The Secretary shall:

- a) be responsible for the minutes of the Executive Board Meetings and Annual Meeting, take minutes, and distribute the minutes to the Executive Board.
- b) report attendance of the Executive Board members at Executive Board meetings in the minutes;
- c) be responsible for TDW's correspondence as directed by the President;
- d) send out notices to the Executive Board as directed by the President;
- e) maintains copies of all records, agendas, minutes, reports and Resolutions for official records;
- f) shall maintain a current roster of Clubs, presidents, executive board members and members for distribution as directed by the President or the Executive Board;
- g) and such other duties applicable to the office as contained in these bylaws, or as prescribed by the parliamentary authority adopted in Article XV.

Sec. 5-The Treasurer shall:

- a) be the custodian of funds in bank accounts, pay all bills upon authorization of the President or the Executive Board;
- b) submit a written financial report of TDW and account for all funds received and disbursed at each Executive Board meeting;
- c) serve on the Financial Committee;
- d) provide complete Club and member information to the Secretary and President upon receipt of that information;
- e) keep an itemized record, in a permanent file, of all receipts and Expenditures;
- f) file pertinent forms with the Texas Ethics Commission and such other duties applicable to the office as prescribed by the parliamentary authority adopted in Article XV.

Sec. 6-The Board Members shall:

- a) serve on the Executive Board;
- b) and such other duties applicable to the office as contained in these bylaws, or as prescribed by the parliamentary authority adopted in Article XV.

Sec. 7-At the end of a term of office, all officers shall deliver all TDW records to their successor within 30 days.

ARTICLE XI-MEETINGS

Sec. 1-The Executive Board shall meet quarterly with at least thirty (30) days written notice given to all Executive Board members. The written notice shall include the date, time and place of the meeting. The meeting schedule for the Quarterly Executive Board Meetings is as follows:

- a) first Quarterly Board meeting—Winter
 - 1) the first quarterly Executive Board meeting shall be held following the Annual meeting.
- b) second Quarterly Board meeting-Spring.
- c) third Quarterly Board meeting-Summer.
- d) fourth Quarterly Board meeting-Fall.
 - 1) the notice of the fourth quarterly board meeting shall include the proposed budget.

e) the President or a majority of the Executive Board members may call Special Executive Board meetings with seven days notice, as they deem necessary.

Sec. 2-The Annual Meeting is held during the TDW State Convention. At the Annual Meeting all members vote on business affecting the TDW organization.

- a) written notice of the date, time and place of the Annual Meeting shall be mailed to the membership at least thirty (30) days in advance.
- b) a quorum shall consist of a majority of members present;
- c) the purpose of the Annual Meeting shall be to:
 - 1) elect officers;
 - 2) receive reports from the Officers and Committee Chairs;
 - 3) review the financial statements and reports and approve the budget;
 - 4) transact other business that may properly come before it.

ARTICLE XII-EXECUTIVE BOARD

Sec. 1-The Executive Board shall consist of nine members. The Executive Board shall be composed of the Officers, and the immediate past president of TDW.

Sec. 2-The Executive Board shall set policy for TDW, determine its programs, and take all actions authorized or required by these bylaws.

Sec. 3-No member shall have more than one (1) vote and **no voting by proxy shall be allowed.**

Sec. 4-A quorum shall consist of five (5) Executive Board members. An Executive Board member may participate during the board meeting by telephone. Such member participating by telephone shall be included in determining the existence of a quorum.

ARTICLE XIII-COMMITTEES

Sec. 1-The standing committees for TDW shall be Audit, Awards, Bylaws and Policy, Elections, Finance, Legacy, Membership, [and Communications/ Public Relations]

Sec. 2-The functions of the Standing Committees shall be to plan and to recommend to the Executive Board policies and programs within their areas of responsibility. Committees shall perform other duties assigned by the Board. Their specific functions shall be:

- a) the Audit Committee shall audit the financial records of TDW as follows:
 - 1) the committee shall be appointed by the Executive Board at the first Quarterly Executive Board meeting; and shall consist of a chair and two members who shall be from different TDW clubs. The treasurer is not eligible to be a member of the committee;
 - 2) the Audit Committee shall conduct audits once a year at the second board meeting or when the books are turned over to the new Treasurer. The treasurer shall furnish to the Chair of the Audit Committee a record of all accounts, membership lists, income receipts, accounts payable, financial statements, checks and deposit slips
 - 3) the audit should be conducted thirty days after the annual convention or when the books (financial records) are turned over to the new Treasurer.
 - 4) the Audit Committee shall present a preliminary report of its results to the President and President-Elect within thirty days of receipt of the records from the treasurer and shall present a full written report to the Executive Board and at the next annual meeting.

- b) the Awards Committee shall solicit requests for award nominations from the TDW membership for Outstanding Member, Outstanding Woman Elected Official, Humanitarian, and any other awards decided by the Executive Board;
- c) the Bylaws and Policy Committee shall review TDW's bylaws and policies annually and make recommendations to the Executive Board when necessary. Review Club's bylaws and policies for compliance with TDW's bylaws and policies and make recommendations.
- d) The Communications Committee, chaired by the Vice President, will consist of the Webmaster, the Social Media Coordinator, and the Editor of the newsletter with additional members appointed to assist the committee as needed.
 - 1) The committee shall oversee TDW marketing and public relations, facilitate timely communications with all TDW members regarding events, issues and action alerts;
 - 2) The committee shall prepare the content for emails, postings to Facebook, Twitter and the newsletter as approved by the Vice President; and
 - 3) The committee shall communicate with individual members via email unless they have none. Meeting and other important notices will be sent via US Postal Service mail to members who do not have email. An individual member may elect to receive communications only by US Postal Services mail, but must make that request in writing to the chair of the Communications committee or indicate that preference on their membership application.
- e) the Elections Committee shall conduct the election of TDW officers as provided in Article IX; and shall consist of three members from different TDW clubs which shall be appointed by the Executive Board at its second Quarterly Executive Board meeting.
- f) the Finance Committee shall:
 - 1) submit a budget for the subsequent fiscal year in June for approval by the Executive Board members in November;
 - 2) assist the Executive Board in developing a sound financial policy.
 - 3) from time to time submit amendments to the budget for the current fiscal year, which may be adopted by a majority vote of the Executive Board;
 - 4) present reviewed and reconciled financial statements at the Annual Meeting.
- g) the Legacy Committee shall coordinate activities and promote membership for the Legacy Program;
- h) the Membership Committee shall work to form new TDW clubs and help retain viability of existing clubs;

Sec. 3-The Committees Chairs shall be appointed by the President, with the exception of the Elections Committee and the Audit Committee. The audit committee shall be appointed at the first Quarterly Executive Board meeting.

The Committee Chairs shall select members to serve on their committees.

Sec. 4-Each committee shall consist of a Chair and two (2) or more members. Committee members are appointed for one-year terms and may be reappointed. No person shall serve more than three (3) consecutive years on the same committee.

Sec. 5-Other committees, standing or special shall be created by the Executive Board as deemed necessary to carry on the work of TDW and appointed pursuant to Section 3.

ARTICLE XIV-FINANCES

Sec. 1-The fiscal year shall begin January 1st.

Sec. 2-The financial statement and financial reports and the budget shall be presented to the membership at the Annual Meeting.

ARTICLE XV-PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern TDW in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that TDW may adopt.

ARTICLE XVI-DISSOLUTION

Should TDW be dissolved by appropriate action of its membership, the funds and other assets shall be given to the Texas Democratic Party.

ARTICLE XVII-AMENDMENTS TO THE BYLAWS

Sec. 1-The bylaws of TDW may be amended at the Annual Meeting by a two-thirds (2/3) vote of members present at a regular business meeting. Written notice of a proposed by-law change shall be sent to the membership at least thirty days prior to the Annual Meeting.

Sec. 2-Amendments to these bylaws may be proposed by the Bylaws and Policy Committee, the Executive Board, a Club, or by a written petition signed by five (5) eligible members.

Sec. 3-Proposed bylaw amendments must be received by the Bylaws and Policy Committee at least sixty (60) days in advance of the annual meeting.

Sec. 4-The Bylaws and Policy Committee shall be responsible for reporting the effect of any proposed bylaw change to the membership.