

Texas Democratic Women Bylaws

Adopted February 24, 2001
Amended February 26, 2006
Amended February 25, 2012
Amended February 21, 2015
Amended February 10, 2018
Amended February 8, 2020
Amended February 4, 2023

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 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 as an organization and its chapter affiliates will not endorse one Democrat in opposition to another Democrat.

Sec. 2 - TDW may affiliate with national Democratic women's organizations with 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 TDW Chapter or is an At-Large member.

ARTICLE VI-DUES

Sec. 1 - Annual individual TDW state membership dues shall be set by a vote of members in good standing at the TDW Annual Meeting.

- a) Annual Regular individual TDW state membership dues are \$10; the following additional membership levels are offered:
 - i. At-Large Regular Membership, \$20
 - ii. Sustaining Membership, \$25; \$10 of which may be retained by the Chapter that collects it;
 - iii. Patron Membership, \$50; \$10 of which may be retained by the Chapter that collects it; and
 - iv. Finance Council Membership, \$120 or more; \$10 of which may be retained by the chapter that collects it.
- b) Chapters may enact local dues in addition to annual individual TDW state membership dues.

Sec. 2 - The annual membership year shall be the calendar year from January 1 through December 31.

- a) Renewing members shall pay dues each year to be considered to be in good standing for that year.
- b) Members who join or renew by paying their dues after November 1 shall be considered to be in good standing through the next calendar year.

ARTICLE VII-AFFILIATION OF LOCAL CLUBS

Sec. 1 - Local Democratic Women's Clubs (Clubs) shall become Chapters affiliated with TDW by approval of the TDW Board.

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

- a) Its bylaws, which should be consistent with those of TDW under its proposed Chapter name which must include the words Texas Democratic Women unless exempted by the TDW Board;
- b) A list of its elected officers with their phone numbers, mailing and email addresses, and county of residence;
- c) Its Charter Application Fee of \$50 made payable to TDW;
- d) Its initial membership roster, listing members' names, phone numbers, counties of residence, and mailing and email addresses; and
- e) A copy of its Texas Ethics Commission Form GTA in its official TDW Chapter name, and listing TDW as a recipient committee, when it reaches the \$500 threshold for campaign finance reporting.

Sec. 3 - Chapters shall submit to TDW annual Chapter dues of \$40 that are due January 1 and shall accrue a \$10 late fee if paid after March 1.

Sec. 4 - Chapters shall collect dues from their members in accordance with these bylaws and policies set forth by TDW.

- a) The Chapter treasurer shall enter the name, full contact information, county of residence, and membership level for each person who pays dues as a pending member in the TDW online membership database or submit said information in a spreadsheet by email to the TDW Treasurer.
- b) The Chapter treasurer shall remit to TDW, as soon as they are collected, the state portion of dues along with the name and membership level of the associated individual(s) to the TDW treasurer who, upon receipt, shall confirm their enrollment by updating their entries to member status in the TDW membership database.

Sec. 5 - To remain in good standing with TDW, each Chapter shall, in addition to meeting the requirements in Sections 3 and 4 of this Article, submit any changes in its bylaws to the TDW Bylaws and Policy Committee to ensure they do not conflict with TDW bylaws and policies.

Sec. 6 – Should a Chapter fail to remain in good standing it shall be removed from the State TDW organizational rolls and shall not be permitted to use the name Texas Democratic Women or use the Texas Democratic Women logo or emblem.

Sec. 7 - If the actions or operations of a Chapter conflict with the bylaws of TDW, the Board may rescind the Chapter's affiliation with TDW at any Board meeting. Members of a Chapter whose affiliation has been revoked become At-Large members 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 a successor is elected. Sec. 3

- Terms of office begin 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 shall 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 two (2) terms on the TDW Board to be eligible to run for President-Elect.

Sec. 4 - The election of TDW officers shall be conducted by the Elections Committee such that:

- a) 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.
- b) All names submitted to the Elections Committee shall be placed before the body in an election to be held at the Annual Meeting at a time called for said purpose.
- c) Should no one submit their name for an office prior to the Annual Meeting, the elections committee shall nominate a person for that office and submit their name to the membership at the time of the election.
- d) At the time of the elections, nominations may be made from the floor with the consent of the person nominated.
- e) There shall be no proxy voting and a person must be present to vote.

Sec. 5 - 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. 6 - 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. 7 - Vacancies in offices shall be filled for the remainder of the term by the Board at its next meeting.

ARTICLE X-DUTIES OF OFFICERS

Sec. 1 - The President shall:

- a) Preside at all Board meetings 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 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 Board approval and supervise said employees; and
- h) Perform 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) Serve as a representative of TDW on the State Democratic Executive Committee; and

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

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 XIII-Committees;
- c) Be responsible for the public relations and marketing of TDW;
- d) Serve in the TDW add-on position on the SDEC if the President or President-Elect is unable to; and
- e) 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 taking and distributing to the Board the minutes of Board meetings and the Annual Meeting;
- b) Report the names of members in attendance at Board meetings in the minutes;
- c) Be responsible for TDW's correspondence as directed by the President;
- d) Send notices to the Board as directed by the President;
- e) Maintain copies of all records, agendas, minutes, reports and Resolutions for official records;
- f) Maintain a current roster of Chapters, Chapter presidents, Board members, Committee members and Chairs, and individual TDW members to be distributed as directed by the President or the Board;
- g) Send copies of all official records to the Texas Woman's University Woman's Collection Archivist; and
- h) Perform 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, and pay all bills upon authorization of the President or the Board;
- b) Submit a written financial report of TDW and account for all funds received and disbursed at each Board meeting;
- c) Serve on the Finance Committee;
- d) Provide complete Chapter 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;
- g) Update membership records in the TDW online membership database immediately upon receipt of dues;
- h) Provide to the Chair of the Audit Committee a record of all accounts, membership lists, income receipts, accounts payable, financial statements, checks and deposit slips 30 days after the Annual Meeting or as soon as the books are transferred to the next Treasurer; and

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

Sec. 6 - The At-Large Board Members shall:

- a) Serve on the Board; and
- b) Perform 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, each officer shall deliver all TDW records in their possession to their successor within 30 days.

ARTICLE XI-MEETINGS

Sec. 1 - The Board shall meet quarterly with at least thirty (30) days written notice given to all Board members giving the date, time and place of the meeting.

Sec. 2 - The meeting schedule for quarterly Board Meetings shall be as follows:

- a) First Quarterly Board meeting (Winter) on the day following conclusion of the Annual Meeting;
- b) Second Quarterly Board meeting (Spring) in conjunction with the second quarter SDEC meeting;
- c) Third Quarterly Board meeting (Summer) following conclusion of the TDW Summer Retreat; and
- d) Fourth Quarterly Board meeting (Winter) in conjunction with the fourth quarter SDEC meeting.

Sec. 3 - The Annual Meeting shall be held during the TDW State Convention, where all members in good standing are eligible to 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:
 - i. Elect officers;
 - ii. Receive reports from the Officers and Committee Chairs;
 - iii. Review the financial statements and reports and approve the budget; and
 - iv. Transact other business that may properly come before it.

Sec. 4 - Special Meetings

- a) The President or a majority of the Board members may call a special Board meeting, as they deem necessary, with seven (7) days notice of the date, agenda, time and place given to all Board members.
- b) The President may call a meeting of the Board to be conducted by telephone conference call or using videoconferencing services, with ten (10) days notice of the date, time, agenda, conference call service number and access code given to all Board members.
- c) The Secretary shall take minutes of all special meetings where official business is conducted, including the names of members present or participating by telephone or videoconference, which

shall become part of the official records of said meetings.

ARTICLE XII-BOARD

Sec. 1 - The Board shall consist of nine members including the Officers and the immediate past president of TDW.

Sec. 2 - The 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) Board members. Board members may participate during a board meeting by telephone or using videoconferencing, and 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, Communications, Elections, Finance, and Membership.

Sec. 2 - Committee Chairs shall be

- a) Appointed by the President at the first Quarterly Board meeting, in the case of the Bylaws and Policy Committee, the Finance Committee, and the Membership Committee;
- b) Chosen by the Committee on which they serve, in the case of the Audit Committee and Election Committee;
- c) Appointed ex officio in the case of the Communications Committee, chaired by the Vice President, and the Awards Committee, chaired by the Immediate Past President.

Sec. 3 - The Committee Chairs shall select members to serve on their committees except as stipulated otherwise elsewhere in these Bylaws.

Sec. 4 - Each committee shall consist of a Chair and two (2) or more members from different Chapters.

- a) Committee Chairs and Committee members are appointed for one-year terms and may be reappointed.
- b) No person shall serve more than three (3) consecutive years on the same committee, with the exception of the Awards Committee.

Sec. 5 - Other committees, standing or special shall be created by the Board as deemed necessary to carry on the work of TDW and appointed in accordance with Sections 2, 3, and 4 of this Article.

Sec. 6 - The functions of the Standing Committees shall be to plan and recommend to the Board policies and programs within their areas of responsibility and perform other duties assigned by the Board.

- a) The Audit Committee shall be appointed at the first Quarterly Board meeting and shall consist three (3) or more members who shall be from different TDW Chapters. The Treasurer shall not be eligible to serve on the Audit Committee. It shall:
 - i. Conduct an annual audit of the financial and membership records of TDW;
 - ii. Receive from the Treasurer a record of all accounts, membership lists, income receipts, accounts payable, financial statements, checks and deposit slips;
 - iii. Start work on the audit thirty (30) days after the Annual Convention, or when the books (financial records) are turned over to the new Treasurer;
 - iv. Report its preliminary findings to the President and President-Elect within thirty (30) days of receipt of the records from the Treasurer; and
 - v. Present a full written report of its findings at the third Quarterly Board meeting and at the next Annual Meeting.

- b) The Awards Committee shall consist of all past TDW Presidents, and shall be chaired by the immediate Past President. It shall:
 - i. Solicit, in cooperation with the President-Elect, nominations for statewide awards to be conferred at the Annual Convention in the following categories:
 - a. Dr. Mae Jackson Outstanding Democratic Woman Officeholder Award
 - b. Oscar Mauzy Humanitarian Award
 - c. Texas Democratic Woman of the Year
 - d. Chapter Certificates of Achievement
 - e. Outstanding Chapter Newsletter
 - f. Outstanding Chapter Scrapbook, Facebook Page or Website
 - ii. Select and notify winners of statewide awards; and
 - iii. Select trophies or other tokens of recognition to be presented to winners of statewide awards, as well as any other awards designated by the Board.

- c) The Bylaws and Policy Committee shall:
 - i. Review Chapters' bylaws for compliance with TDW bylaws and policies and recommend revisions, if needed, in consultation with the Membership Committee Chair;
 - ii. Review TDW Bylaws annually and recommend revisions, if needed, to the Board at the third Quarterly Board Meeting;
 - iii. Review minutes of the Annual meeting and meetings of the Board and compile statements of TDW policy based on measures adopted by said bodies;
 - iv. Submit its compilation of TDW policies to the President-Elect at the fourth Quarterly Board Meeting to be shared with the Board at its first Quarterly meeting; and
 - v. Report the substance and impact of proposed Bylaws amendments received from TDW members by the deadline specified in Article XVII, Section 3 on TDW operations for consideration at the Annual Meeting.

- d) The Communications Committee shall include the Webmaster, the Social Media Coordinator, and the Editor of the newsletter, and additional members selected to assist the committee as deemed necessary by the Vice President. It shall:
- i. Oversee TDW marketing and public relations;
 - ii. Facilitate timely communications with all TDW members regarding events, issues and action alerts;
 - iii. Prepare the content for emails, postings to Facebook, Twitter and the newsletter as approved by the Vice President; and
 - iv. Communicate with individual members via email unless they have no email and they have either:
 - a. Requested postal delivery in writing to the Vice President; or
 - b. Stated their preference for postal delivery on their membership application, in which case the Chapter must notify TDW or assume responsibility for sending hard copies of TDW communications to those members.
- e) The Elections Committee shall conduct the election of TDW officers as provided in Article IX; it shall consist of three members from different TDW Chapters who shall all be appointed by the Board at its second Quarterly meeting.
- f) The Finance Committee shall consist of the Treasurer and President-Elect, and a Chair who shall be appointed at the second Quarterly Board meeting. It shall:
- i. Submit a budget for the subsequent fiscal year at the third Quarterly meeting for consideration by the Board at its fourth Quarterly meeting;
 - ii. Assist the Board in developing a sound financial policy;
 - iii. Submit amendments to the budget for the current fiscal year, which may be adopted by a majority vote of the Board; and
 - iv. Present reviewed and reconciled financial statements at the Annual Meeting.
- g) The Membership Committee shall:
- i. Work to establish new TDW Chapters by:
 - a. Informing unaffiliated Democratic Women's groups in counties without a Chapter about TDW; and
 - b. Networking with County Democratic Party Chairs and leaders of allied groups in counties without a TDW Chapter to identify potential chapter leaders.
 - ii. Work to maintain viability of existing Chapters by:
 - a. Using the TDW online membership database to determine the numbers of members in each chapter and trends in membership growth;
 - b. Offering assistance to Chapters that have declining membership or vacant officer positions;
 - c. Maintaining training materials on various aspects of Chapter management; and
 - d. Maintaining a comprehensive calendar of Chapter meeting dates, times and places to facilitate visits by TDW Board officers.
 - iii. Maintain records of:

- a. Chapter bylaws, both current and historical, on paper and as computer files;
- b. Chapter membership rolls downloaded from the TDW online membership database on January 1 and November 1 of each calendar year; and
- c. The names of counties where active Chapters of TDW have members and where At-Large members reside.

ARTICLE XIV-FINANCES

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

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 remaining funds and any 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 and voting. Written notice of proposed by-law changes shall be sent to the membership at least thirty (30) days prior to the Annual Meeting.

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

Sec. 3 - Proposed bylaws 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 changes to the membership.