

Proposed TDW Bylaws Revisions, November 2011

A group of TDW Chapter officers and members (see last page for listing) has collaborated on reviewing and revising the TDW Bylaws. Following current bylaws, the group is submitting the proposed revisions to the Bylaws Committee for review and action.

The group anticipates that the proposed bylaws revisions will be presented for discussion, possible amendments, and a vote by the general membership at the 2012 Annual Convention business meeting, February 25th, Wyndham Hotel, Austin, TX

Since the proposed revisions are extensive, we present this summary of the goals we hope to accomplish with these changes:

1. Update bylaws to ensure language and intent is consistent and they reflect actual board practices,
2. Bring clarity to areas of confusion in current bylaws and/or areas that are subject to more than one interpretation,
3. Increase diversity in the TDW leadership by outlining parameters for election to the board that will encourage more participation from chapters of all sizes statewide,
4. Create more transparency in the operations of TDW.

The following pages contain the current Bylaws as of February 26, 2006, with the changes indicated by strikeouts of words deleted and new wording or additions, indicated in red.

Next to each section is the explanation as to the reason for the change and how it will make TDW a better, stronger organization.

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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 **until such time as it is revised and approved by a vote of the entire Membership.**

ARTICLE III-PURPOSE

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

ARTICLE II-EMBLEM

The insertion of this language allows for change without a bylaws revision and vote.

ARTICLE IV-POLICY

Sec. 1-TDW **and its Chapters** will not endorse one Democrat in opposition to another Democrat. **Democratic candidates shall be encouraged to attend and be introduced at any TDW quarterly meeting and/or individual Chapter meetings. Care will be given to emphasize that no endorsement is being given or represented by their appearance at any meeting.**

Article IV continued on next page

Sec. 1-We believe that all Democratic candidates should be welcomed at any TDW meeting regardless of whether their opposition is present. We encourage everyone to strive to have all candidates be given equal exposure; however, if a candidate attends a meeting, he/she should be introduced and allowed to speak briefly.

ARTICLE IV-POLICY (continued)

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

Sec. 3-TDW ~~will~~ **may** provide training and **will provide** 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.

Sec. 3-This change clarifies that TDW is not **required** to provide training. This change allows for more flexibility in our programs.

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~~ **Chapter** affiliated with TDW, or is an At-Large member. **An At-Large member is anyone who joined directly through TDW and is not affiliated with any Chapter and is hereinafter referred to as an "At-Large" member.**

Sec. 2-Reference to all groups affiliated with TDW is changed from Club to Chapter to give greater weight to the purpose of our organization.

Clarifies the terminology "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.

Only members, who have paid their dues by the time of the Annual Convention for that year, are eligible to vote during the meeting.

Sec. 2-Additional language added for clarity.

ARTICLE VII-AFFILIATION OF LOCAL CLUBS CHAPTERS

Sec. 1-~~A Local Clubs (Clubs)~~ **Chapter** shall become affiliated with TDW by approval of the TDW Executive Board **during any scheduled Board meeting, or by polling by the President by electronic transmission. Prior to approving the Application of a local Chapter, the TDW Board must obtain a report from the Bylaws Committee confirming that the Bylaws of the prospective local Chapter comply with Article III, Purpose, and Article IV, Policy.**

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

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

Sec. 1-Additional language added for clarity of how chapters are added and procedure for consideration and approval by the TDW Board.

Sec. 2, a) Deleted section has been incorporated into Sec. 1. Executive Board vs. Board is clarified in Article VIII.

Article VII continued on next page

ARTICLE VII-AFFILIATION OF LOCAL CHAPTERS, (continued)

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

Sec. 4-The ~~Club~~ **Chapter** 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~~ **Chapter** to remain in good standing it shall:
a) Keep the annual ~~Club's~~ **Chapter's** dues current with TDW.
b) Ensure that the ~~Club's~~ **Chapter's** **Bylaws** are current and not in conflict with **TDW** State **Bylaws** and policies.

Sec. 6-Should a ~~Club~~ **Chapter** fail to remain in good standing the ~~Club~~ **Chapter** shall be removed from the State TDW organizational rolls. A ~~Club~~ **Chapter which has been removed** ~~that is removed~~ from the rolls is not permitted to use the name, "Texas Democratic Women", or use the Texas Democratic Women's logo or emblem.

Sec. 7-If a ~~Club's~~ **Chapter takes** actions **contrary to the purpose of TDW or actions that cannot be reconciled with State TDW Bylaws,** ~~or operation are in conflict with the bylaws of TDW,~~ the ~~Executive~~ Board of TDW has the right to rescind the ~~Club's~~ **Chapter's** affiliation with TDW at any ~~Executive~~ Board meeting. Any member of a ~~club~~ **Chapter** whose affiliation has been revoked becomes an At-Large member of TDW.

Sec. 7 - Clarifies conditions under which the Board may rescind a Chapter's affiliation.

ARTICLE VIII-OFFICERS & BOARD

Sec. 1-The Officers shall be President, President-Elect, Vice-President, Secretary, Treasurer and **Immediate Past President and will comprise the "Executive Board". The Executive Board plus the four Board members (see Sec. 3) will hereafter be called "the Board".** ~~Three (3) Board Members.~~

Sec. 2 - Two or more Officers or Board members cannot be from the same TDW Chapter with the exception of the Immediate Past President.

Sec. 3 - The four non-officer Board members shall each represent a different segment of the TDW membership, based upon Chapter membership on December 1st of each year, as described below:

- a) Board Position One (1) will be a person nominated from those chapters with membership of 75 or more persons.
- b. Board position Two (2) will be a person nominated from those chapters with memberships of 50-74 persons.
- c) Board Position Three (3) will be a person nominated from those chapters with memberships fewer than 50

persons.

- d) Board Position Four (4) will be a person nominated to an At Large position, such position being held by any TDW member in good standing. _

Sec. 2- 4 - A term of office shall be for one year or until ~~the their~~ **Board member's** successor is elected. **All outgoing Officers and Board members will attend the first Board meeting of the year to facilitate transition to the incoming, newly-elected Officers and Board members.**

Sec. 3 5 - Terms of office begin the day after the election.

Sec. 4 6 - Officers may not serve more than two consecutive terms in the same office

Sec 1 simply clarifies definition of Board and Executive Board to reflect standard practice.

Sec 2 & 3 have been added to attain a wider diversity of members on the Board with regard to the demographics of the Chapters. In 2011, two Officers are from one Chapter and three Board members are all from the same chapter. With proactive recruitment efforts, we feel that this diversity will be possible.

Sec 3 NOTE: These numbers will be amended when the end of the year chapter memberships are determined.

Sec 4 was expanded to facilitate the transition of leadership from one Board to the next, so that questions can be asked and answered and records can be passed on and explained.

Sec. 7 - The last five past TDW Presidents and the TDW Chapter Presidents shall serve as advisors, who may be called upon for their expertise. They are invited to attend all Board meetings and will be included in discussions of issues between meetings. They will be allowed to participate in all discussions, but are not authorized to vote at Board meetings or by electronic polling when such is authorized as a means of voting.

Sec. 8 - The Board sets policy for TDW, determines its programs and takes **all** actions authorized or required by these Bylaws.

Sec. 9 - **No** member of the Executive Board or individual Board member shall have more than one (1) vote **at a Board meeting and** no proxy voting shall be allowed. **However, a Board member may participate and vote at a Board meeting by telephone and will be included in determining the existence of a quorum.**

Sec. 10 - A quorum shall consist of **60% of all Board members.**

Sec. 7 was added to define and clarify who the "advisors" to the Board are. Currently, all Past Presidents comprise this group. It is felt that including the Chapter presidents will bring a wider scope of expertise and experience to the Board, especially considering the wide variety of viewpoints represented by TDW. Bringing the advisors to the table at Board meetings and in discussion of issues between meetings will ensure greater representation and participation from the Chapters.

Sec. 8 & Sec. 9 changes are for clarity. (Note: moved from Article XII)

Sec. 10 was added as a percentage instead of a fixed number to accommodate any future changes in the structure of the Board.

ARTICLE IX-NOMINATIONS AND ELECTIONS

Sec. 1-Officers **and Board members shall** ~~all~~ be elected at the Annual Meeting.

Sec. 2-Only members ~~who are~~ in good standing shall be permitted to vote and be eligible **to run** 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-All elections ~~of TDW officers~~ **shall be** ~~is~~ conducted by the Elections Committee.

Sec. 5-At least 120 days prior to the Annual Meeting, the Elections Committee shall send notice of the upcoming election via the TDW newsletter or by separate mailing and by email to all members with email. The notice shall describe responsibilities for each office and announce that a Letter of Intent to run for an Officer or Board member position must be submitted in writing to the Elections Committee no later than 60 days prior to the Annual Meeting. Such notice shall include the name and address on the person or the Elections Committee responsible for receiving the written Letters of Intent.

Sec. 6- At least 30 days prior to the Annual Meeting, the Elections Committee will send notice of the names of all persons who have submitted Letters of Intent to run for an Officer or Board member position, to the general membership via a mailed document or by email to those members with email addresses.

Sec. 5 was added to increase awareness of the TDW membership about the opportunities to serve as an Officer or member of the Board of TDW. With greater notification to our members, it is believed that more members will be interested in serving the organization as a whole.

Sec. 6 was added so that TDW members have advance notice of who is running for office prior to attending an Annual Meeting. This will allow TDW members to make a more informed decision as to whom to support.

~~Sec. 7-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 election committee in writing and~~ **All names submitted to the Elections Committee** shall be placed before the body general membership in an election to be held at the Annual Meeting at a time called for said purpose. In the event that no ~~submissions~~ Letters of Intent are received for an Officer **or Board member position,** the **Elections Committee** will shall actively solicit a ~~nominate~~ member for that position and submit a name or names to the general 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. 8-Every effort will be made by the Elections Committee to ensure that those submitting Letters of Intent and those recruited for Officer and Board member positions represent the diversity of TDW's general membership, with consideration being given to race, ethnicity and sexual orientation.

~~Sec. 8~~ **9**-There shall be no proxy voting.

~~Sec. 9~~ **10**-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. 10~~ **11**-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 one percent (51%)~~ of the votes shall be elected. If none of the candidates receives ~~fifty one percent (51%)~~ of the vote, an immediate runoff election shall be held between the two candidates who receive the most votes. **Each Officer and Board Member shall be elected separately.**

~~Sec. 11~~ **12**-Vacancies in Officer and Executive Board positions shall be filled for the remainder of the term by the Executive Board at the next Executive Board meeting.

Sec. 7 was revised to clarify the process of being nominated to the Board.

Sec 8 was added to mirror the State Democratic Party's efforts at providing diversity in the representation of our leadership.

Changes in the expression of numbers made to comply with accepted grammatical rules.

Sec. 11-additional specification will prohibit cumulative voting.

ARTICLE X-DUTIES OF OFFICERS AND BOARD MEMBERS

Sec. 1-The President shall:

- a) Preside at all **Board and General Meetings**; ~~of the Executive Board and the Annual Meeting;~~
- b) ~~Represent TDW publicly or designate an alternate service~~
as **serve as the spokesperson for TDW;**
- 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 **an** ex officio member on all committees, except the Elections Committee;
- f) Set meeting dates and prepare the agenda for each, **sending advanced copies to all Board members one week prior to the meeting;**
- g) Hire **and supervise** employees with approval of the Executive Board ~~and supervise employees;~~
- h) **May authorize expenditures, not already within an approved budget, of up to \$500;**
- i) **serve as a representative of TDW on the State Democratic Executive Committee;**
- j) **Perform such other duties applicable to the office as contained in these Bylaws, or as prescribed by the parliamentary authority adopted in Article XVI.**

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

- f) The requirement for advance copies of the agenda for Board meetings was added so that all Board members can prepare for the items on the agenda and have the opportunity to add agenda items prior to the actual meeting.
- h) Non-budgeted expenditures up to a small limit should be able to be authorized without the vote of the entire Board.
- i) This is currently the practice but was not in the Bylaws as it is for the President-Elect.
i) & J) changed position for continuity.

e) & f) changed position for continuity.

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 online communications and production and distribution of the quarterly newsletter, as described in ARTICLE XIV - COMMITTEES.**
- c) ~~Communicate with members concerning Democratic Party~~
~~affairs;~~ **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 **XIV**.

- a) This addition simply continues the chain of authority if the other two officers are not available.
- b) Currently, the responsibility of communication is not clear and resides in a committee with no real definition. This puts the oversight of the activities of communication in the hands of an Officer. Specifics of the Committee are detailed in Article XIV, Sec.e.
- c) This removes this function from a committee chair to an Officer. We believe that communications is important to all the members of TDW and all members should be involved in selecting the person to lead this function. (note: moved from publicity)

Sec. 4-The Secretary shall:

- a) be responsible for **taking** the minutes ~~of the~~ **at** all Board and general meetings **and** Executive Board Meetings and Annual Meeting, ~~take minutes, and distribute the minutes to the Executive Board~~ **for distributing copies of the minutes either in digital and/or printed format;**
- b) **Be responsible for** ~~report attendance of the Executive Board members at Executive Board meetings in the minutes;~~ **recording each meeting via digital recorder, and transcribing those minutes** ~~them~~ **for distribution as a DRAFT to the Board within two weeks of each meeting;** and ~~distribute the minutes to the Executive Board.~~ **Should minutes of a meeting be amended after the draft of same has been distributed, the Secretary shall provide corrected minutes to the Board within two weeks of the date of the last amendment.**
- c) **Provide corrected and approved minutes to the webmaster, who will publish them on the TDW website within two weeks from receipt;**
- d) Be responsible for TDW's correspondence as directed by the President;
- e) Send out notices to the ~~Executive~~ Board as directed by the President;
- f) Maintains copies of all records, agendas, minutes, **audio tapes**, 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;~~

- a) Currently, copies of prior meeting minutes are not available at meetings. This makes it impossible to determine specifics of what transpired at previous meetings. Without the minutes to reference, it is difficult to efficiently proceed with Board business.
- b) Currently, no minutes are provided from the most recent Board meeting until the next Board meeting, three months later. Decisions on matters which require action before the next Board meeting often lost.
- c) Currently, corrected and approved minutes are not distributed until the next Board meeting, six months after the original meeting.
- f) Moved to Section 5, d).

- g) Include in the minutes of all meetings:
- 1) The date, time and place of the meeting;
 - 2) A report of who was in attendance and who chaired the meeting;
 - 3) Whether the minutes of the previous meeting were read and approved as read, or as corrected;
 - 4) A brief summary of each subject matter brought forth;
 - 5) The disposition of each motion;
 - 6) All committee reports, which become an addendum to the minutes;
 - 8) All documents read at the meeting, which become an addendum to the minutes;
 - 9) A copy of the finalized agenda.

~~h) and such other~~ perform **such other** duties applicable to the office as contained in these Bylaws, or as prescribed by the parliamentary authority adopted in Article **XVI**.

g) Currently the minutes contain only a listing of the agenda and motions that were made and approved. This practice does not allow subsequent Boards or anyone else reviewing the minutes, to understand if an issue has been explored before and/or the pertinent reasons for the discussion.

h) Subsection and Article reference changed for continuity.

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) **Keep an itemized record, in a permanent file, of all receipts and Expenditures and** submit a written financial report of TDW accounting for all funds received and disbursed at each Executive Board meeting;
- c) Serve **as the chair of** the Financeale Committee;
- d) ~~provide complete Club and member information to the Secretary and President upon receipt of that information;~~ **shall maintain a current roster of Chapters, Presidents, and Board members and provide said information to the Secretary, President and others as directed by the President or the Board;**
- e) **Perform** such other duties applicable to the office as contained **ed** in these Bylaws, or as prescribed by the parliamentary authority adopted in Article **XVI**.

- d) The Treasurer is the person who receives the payments for Chapter membership and members of those Chapters. The Treasurer must confirm the changes made in Chapter membership once the actual funds are received, so it seem reasonable for the Treasurer to be responsible for these records. Previously, the Secretary had this responsibility. See Article X, Sec. 4, f).
- f) Article references changed for continuity.

Sec. 6-The four non-officer members of the Board Members shall:

- a) **Attend all scheduled meetings** ~~serve on the Executive Board,~~
- b) **Serve on the Membership Committee doing Chapter outreach and recruitment;**
- c) **and perform** such other duties applicable to the office as contained in these Bylaws, or as prescribed by the parliamentary authority adopted in Article **XVI**.

Sec. 7-Each outgoing member of the Board will attend the transitional meeting that immediately follows the Annual Meeting, bringing with them all TDW documents and records in their possession to deliver to their successors. The Secretary and Treasurer shall complete their records related to the Annual Meeting within 30 days and transfer those records to their successors within two weeks of completion. At the end of a term of office, all officers shall deliver all TDW records to their successor within 30 days.

- a) Adding the board members to the Membership Committee will strengthen TDW's ability to interact with existing Chapters and enhance recruitment of new Chapters.
- b) Language clarification and Article references changed for continuity.

Sec.7-The "transitional" meeting with outgoing, continuing and new Board members will give incoming members the opportunity to interact with their predecessors immediately and assure an easier transition. Requiring documents to be exchanged as delineated insures continuity of possession of those records.

ARTICLE XI - BOARD AND COMMITTEE EXPENSE REIMBURSEMENT

Sec. 1-The Officers, Board members and Committee members shall be reimbursed by TDW for approved purchases made on behalf of TDW and for mileage for trips of a distance of over 25 miles, when traveling to fulfill the responsibilities of their respective positions;

Sec. 2-A detailed mileage log will be maintained when on TDW business which will include starting odometer reading, ending odometer reading, date(s) of trip and specific purpose of the trip.

Sec. 3-Each quarter, the mileage logs will be submitted to the President for approval and to the Treasurer for payment based upon the current IRS guidelines.

ARTICLE XI

This Article was added to ensure that all Board and committee members are able to serve without undue financial hardship. We are all volunteers, but not everyone has the same ability financially to absorb the travel expenses involved. Adding reimbursement of expenses related to TDW business will expand the potential for all members to serve as an Officer, Board member or Committee member.

ARTICLE XII-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) **The first quarterly Board meeting ~~Winter~~, shall be held following the Annual meeting. held following the Annual meeting.**
- b) **The second quarterly Board meeting shall be held in the spring.**
- c) **The third quarterly Board meeting shall be held during the summer, following the Annual Retreat;**
- d) **the fourth quarterly Board meeting shall be held in the Fall and ~~1)~~ the notice of the fourth quarterly said Board meeting shall include the proposed budget;**
- e) **The President or a majority of the Executive Board members may call a Special Executive Board meeting with seven days notice, as ~~they~~ the Board deems necessary.**

ARTICLE XII-MEETINGS

All changes made for consistency of structure and clarity of the Bylaws.

Sec. 2-The Annual Meeting ~~is~~ **shall be** held during the TDW State Convention. At the Annual Meeting, all members **shall** vote on **TDW** 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. **the general membership.**

ARTICLE XIII-EXECUTIVE BOARD

Sec. 1-The Executive Board shall consist of ~~nine~~ six members, ~~The Executive Board shall be composed of~~ **specifically** the Officers (**President, President-Elect, Vice-President, Secretary, Treasurer**) 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.~~ **The Executive Board has the authority to make decisions and take action between regularly scheduled Board meetings by physically meeting, via telephone conference call or group email. Minutes of these virtual meetings will be presented at the next official Board meeting for approval and will be distributed and maintained as prescribed in Article X, Sec 4.**

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

Sec. 4-A quorum shall consist of five Executive Board members. An Executive Board member may participate during ~~the~~ a **B**oard meeting by telephone. Such member participating by telephone shall be included in determining the existence of a quorum.

Sec. 1-Better defines the difference between the "Board" and the "Executive Board" based upon Robert's Rules of Order, Chapter XVI, Boards and The Executive Board of an Organized Society".

Sec. 2-Establishes power of Executive Board to act per Robert's Rules of Order, Chapter XVI, The Executive Board of an Organized Society".

ARTICLE XIV-COMMITTEES

Sec. 1-The Standing Committees for TDW shall be, Audit, Awards, Bylaws and Policy, **Communications**, Elections, Finance, ~~Legacy~~, and Membership. and 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 **such** duties assigned by the Board, **as appropriate**. Their specific functions ~~shall be~~ **are delineated below:**

- a) The Audit Committee shall audit the financial records of TDW as follows:
 - 1) The committee shall be appointed ~~by at the first Executive Board at the second~~ Quarterly Executive Board meeting and shall consist of a chair and two members who shall be from different TDW ~~clubs~~ **Chapters**. The Treasurer is not eligible to be a member of the committee;
 - 2) The Audit Committee shall conduct **an** audits ~~two times~~ **once** a year;
 - 3) 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 ~~two weeks~~ **30 days** after the close of the fiscal year; ~~and two weeks after the annual convention.~~
 - 4) The Audit Committee shall present a preliminary report of its results to the President and President-Elect within ~~thirty~~ 60 days of receipt of the records from the Treasurer and shall present a full written report to the Executive Board **at its next meeting** and at the next **Annual** meeting.

Sec. 1- Addition of Communications as a standing committee is being added to assure that its functions are continued from Board to Board without the need for a vote to create it each year.

- a) 3) Extending the time to complete records is deemed necessary to assure thoroughness.
- 4) Same as 3) above.

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;

e c) The Bylaws and Policy Committee shall;

- 1) Review TDW's Bylaws and policies annually and make appropriate recommendations to the Executive Board ~~when necessary~~ as needed;
- 2) Periodically review Club's Chapters' Bylaws and policies for compliance with TDW's bylaws;
- 3) be the recipient of proposed Bylaws revisions submitted by Board members, Chapters or by written petition signed by five (5) TDW members in good standing; and
- 4) prepare a report of the effect proposed Bylaw revisions will have on the current Bylaws, such report to be presented to the general membership at the Annual Meeting;

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 communication with all TDW members regarding events, issues and action alerts;
- 2) The committee shall prepare the content of 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 Service mail, but must make that request in writing to the chair of the Communications committee or indicate that preference on their membership application.

c) 2), 3) & 4) these changes and additions are intended to clarify the specific duties of each Committee.

d) Currently, TDW does not have a standing Communications committee and the duties and responsibilities of the appointed committee are not defined, resulting in TDW's inability to regularly correspond with all its members. This clarifies the "chain of command" putting the Vice President in charge, in consultation with others on the committee.

e) The Elections Committee shall conduct the election of TDW Officers and Board members as provided in Article IX and shall consist of three members from different TDW clubs Chapters. The membership of the Elections Committee shall be appointed by the Executive Board at its second Quarterly Executive Board meeting.

f) The Finance Committee shall:

- 1) **Submit a proposed** budget for the subsequent fiscal year **(Sept. (January 1 - December 31) for distribution via email to Board members by September 1st;**
- 2) **present the proposed budget for discussion, amendment and approval by the Executive Board members at the fourth Quarterly Executive Board meeting;**
- 3) **Submit amendments to the budget, as appropriate, for the current fiscal year, which may be adopted by a majority vote of the Executive Board;**
- 4) **Present reviewed and reconciled a financial statements report at the Annual Meeting.**

~~f) The Legacy Committee shall coordinate activities and promote membership for the Legacy Program;~~

g) The Membership Committee shall:

- 1) **Work to form-recruit new TDW members and form new clubs Chapters;**
- 2) **and Work with all Chapters to facilitate growth and member retention;**
- 3) **help Support retain viability of existing clubs Chapters by providing advice and organizational leadership when needed. The Membership Committee serves as the direct liaison between the Board and the local Chapters and will advise the Board of any concerns about any Chapter.**

~~h) The Public Relations Committee shall be responsible for the public image and visibility of TDW. Along with the President, the chair shall contact the media regarding appropriate TDW activities to be publicized. (Note: will now fall under Vice President's duties.~~

- e) 1) Submitting the proposed budget prior to the fourth Quarterly Board Meeting allows members to have time to review it prior to the actual meeting.
- 2) The committee will be available to respond to questions at the meeting.

f) The Legacy committee has been dormant for some time and has only been reactivated in 2011. As of June of 2011, its goals were somewhat fuzzy and there was no plan to implement them.

g) Further clarifies the duties of the committee and gives a mandate to keep all the board members advised of its activities.

Sec. 3-The Committee Chairs shall be appointed by the President, with the exception of the Elections Committee, at the first Quarterly ~~the~~ ~~Audit Committee,~~ and 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.~~ **as many members as the Chair deems necessary to facilitate the committee's function.** Committee members are appointed for one-year terms and may be reappointed. **Unless a waiver is approved by the Board,** 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 **it** deems necessary to ~~carry on the work~~ **fulfill the** purpose of TDW. ~~and appointed pursuant to Section 3.~~

ARTICLE XV-FINANCES

Sec. 1-The fiscal year shall begin ~~September~~ **January** 1st.

Sec. 2-The ~~financial statement,~~ and financial report and ~~the~~ budget shall be presented to the **general** membership at the Annual Meeting **for approval.**

ARTICLE XVI-PARLIAMENTARY AUTHORITY

The rules contained in the ~~current~~ **most recent** edition of Robert's Rules of Order Newly Revised, shall govern TDW in all ~~cases~~ **instances** to which they are applicable and in which they are not inconsistent with these **Bylaws** and any special rules of order that ~~TDW~~ **the Board or General Membership** may adopt. **A Parliamentarian may be appointed by the President, with the approval of the Board, to serve at all Board Meetings and Annual Meetings for the sole purpose of making rulings on procedural issues. The Parliamentarian shall have no vote.**

Sec. 4-Makes the committees more flexible in numbers and allows for exceptions to be made for ongoing membership on a committee.

Sec. 1-To conform to current TDW practice and Article VI.

Sec. 2-Language added for clarification.

There is no mention of the appointment of a Parliamentarian in the current Bylaws. This addition provides for the possibility of the appointment and specific duties of a Parliamentarian.

ARTICLE XVII-DISSOLUTION

Should TDW be dissolved by appropriate action of its **general** membership, the funds and other assets **it maintains as of the date of dissolution** shall be given to the Texas Democratic Party, **to the extent permitted by law.**

ARTICLE XVIII-AMENDMENTS TO THE BYLAWS

Sec. 1-Proposed Bylaw amendments must be received by the Bylaws and Policy Committee at least sixty (60) days in advance of the Annual Meeting.

Sec. 2-Amendments to these Bylaws may be proposed by the Bylaws and Policy Committee, the ~~Executive~~ Board, a ~~Club~~ Chapter, or by a written petition signed by five (5) ~~eligible~~ TDW members **in good standing.**

Sec. 3-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 Bylaw change shall be sent to the membership at least thirty days prior to 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.~~

Sec. 4-Amendments approved by the general membership shall go into effect immediately, except those related to the election of Officers and Board members. Amendments regarding elections will go into effect for the next TDW Officer and Board election cycle.

Order of Section changed for clarity.

(Note-covered in Article XIV, Sec. 2,c,4)

Sec. 4-Allows most revisions to the Bylaws to go into effect immediately upon their passage so that TDW can meet the goals set forth in our introduction as soon as possible.

These Bylaws Amendments are presented to the TDW Bylaws Committee and the member of all chapters of TDW by the following members:

Lynn Johnson, President, Tarrant County TDW

Barb Walters, President, Collin County TDW

Nancy Swartz, President, Greater Arlington/Mansfield Democratic Women

Carol Jablonski, President, North Dallas TDW

Lenna Webb, Vice President, TDW; Past President, North Dallas TDW

Harriet Miller, Past Board Member & President Elect, TDW; Founder & 1st President
NDTDW (pending final review)

Fran Donnell, Member, Garland Democratic Women

Stephanie Ertel, Past President, Kerr County Area TDW

Diane Hollingsworth, Member, Tarrant County TDW

Ellen Chase, Treasurer, Tarrant County TDW