

# TEXAS FEDERATION OF WOMEN'S CLUBS

(GFWC TEXAS)



# BYLAWS

April 2024

TFWC BYLAWS  
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## **ARTICLE I NAME**

*The name of this organization shall be the TEXAS FEDERATION OF WOMEN'S CLUBS (dba GFWC Texas), a member of the GENERAL FEDERATION OF WOMEN'S CLUBS, hereinafter referred to in these bylaws as TFWC.*

## **ARTICLE II OBJECT**

*The object of TFWC shall be to unite women's clubs throughout Texas for charitable purposes. Said corporation is organized exclusively for charitable, educational, scientific, historic preservation and/or the prevention of cruelty to children or animals within the meaning of those terms as defined under Section 501(c)(3) of the Internal Revenue Code of 1954, but only such purposes as also constitute public charitable purposes under the laws of trust of the State of Texas (or corresponding provisions of any future United States Internal Revenue Law) ( April 2021)*

## **ARTICLE III MEMBERSHIP**

### **Section 1. Classification**

*Membership in TFWC shall consist of women's clubs whose work and purpose are germane to the objectives of TFWC. A minimum of five (5) members with a President, Secretary and Treasurer shall constitute a club. Membership shall be classified as follows:*

- A. General Clubs: Those clubs whose members pay per capita dues to TFWC and GFWC.
- B. TFWC Cyber Clubs: Those General Clubs whose members pay per capita dues to TFWC and GFWC, and whose purposes are germane to the objectives of TFWC, but whose interaction is primarily accomplished electronically. *(April 2023)*
- C. Junior Clubs: Those clubs whose membership is composed of young women. Such clubs shall hold active membership and shall participate in the regular program of TFWC.
- D. Department Clubs: Those clubs whose members pay per capita dues to TFWC and GFWC and whose members comprise special interest groups (departments). A Department Club is a General Club.
- E. Juniorette Clubs: An affiliate club whose membership is composed of students in Junior and Senior High Schools. *(May 2016)*
- F. Lone Star Administrative District Clubs: Clubs whose members are interested in maintaining membership in TFWC and GFWC once their districts are no longer viable, shall be affiliated with the Lone Star Administrative District.

By a diverse membership encompassing multiple districts, the Past District

Presidents Club is a Lone Star Administrative District member and shall be listed in the TFWC Directory. *(April 2023)*

- G. Federations: Those clubs comprising groups known as City, County or Regional Federations which pay a fixed amount of dues without regard to individual membership.
- H. A GFWC member who does not belong to a TFWC club may become a Member-at-large by notifying TFWC Headquarters and paying both state and national dues. Members-at-large retain all TFWC voting rights.
- I. TFWC Life Members:
  - 1. Any member who has not served as a State President may be elected to Life Membership on the TFWC Board of Directors once qualifications have been verified and resumé properly submitted.

Qualifications:

Twenty-five (25) years of membership in a TFWC per capita club or clubs. (Overlapping years in multiple clubs may not be counted.)

Meritorious service on the TFWC Board of Directors through five (5) or more administrations. *(See Article VIII.)*

Verifications:

Letter signed by the Club President verifying club nomination.

Letter signed by District Secretary verifying nominee's endorsement by the district at convention or Board of Directors Meeting.

Written recommendation of seven (7) members of the current TFWC Board of Directors.

A list of five (5) or more positions held on the state Board of Directors including the name and administration dates of each state president served.

Resumé to include:\*

Letter of introduction with a statement of a nominee's 25 years of membership in a per capita club or clubs including the year the nominee joined each.

Letter of nomination by the nominee's club.

Letter of endorsement by nominee's district.

A list of the five (5) or more positions held on the state Board of Directors.

Copies of the seven (7) or more letters of recommendation.

\* All items included in the resumé should appear in the order given.

- 2. The resumé of each nominee for TFWC Life Membership shall be submitted to each of the five (5) members of the Life Membership Committee

at least fifteen (15) days prior to the Board of Directors Meeting or the annual Convention.

3. A unanimous vote of approval by a committee of five (5) appointed by the President to the Life Membership Committee to serve for one administration shall confirm nomination.
4. The election of a TFWC Life Member shall be by ballot vote of the voting members on the TFWC Board of Directors or the certified voting members at the Spring Convention.
5. Each district is entitled to two (2) Life Members.
6. No district shall present more candidates for Life Membership than the number for which it is eligible.
7. A TFWC Life Member may be declared a Life Member Emeritus by the Life Membership Committee, retaining all voting privileges and honors if she:
  - a. moves from the state or district that nominated her,
  - b. becomes incapacitated, or
  - c. her club is no longer affiliated with TFWC or GFWC.
8. If the Life Member moves from one TFWC club to another in the same district, she shall retain her Life Membership title.
- I. Honorary Membership: Individuals may be elected to honorary membership on the Board of Directors by written recommendation of the Executive Committee, a unanimous vote of the Board of Directors or a unanimous vote of the Convention in assembly.

## **Section 2. Application**

*Application for membership must be made on forms obtained from District Second Vice Presidents or from TFWC Headquarters.*

- A. Clubs applying for membership shall be subject to the following requirements:
  1. Application properly executed shall be sent to the District Second Vice President accompanied by:
    - a. Copy of applicant's constitution and/or bylaws.
    - b. List of membership with mailing addresses.
  2. Application shall have been endorsed by two clubs in the same district as the applicant. Endorsing clubs shall have been members of TFWC at least two (2) years.
- B. Eligibility of applicant having been established by the District Second Vice President and the TFWC Second Vice President shall be presented for vote at the next meeting of the Executive Committee or taken by mail under the direction of the Executive Secretary.
- C. Approval of application of a club by a majority vote of the Executive Committee

shall admit the club to membership in TFWC. Upon admission of the club to membership, the TFWC Second Vice President shall issue a certificate of membership to be presented to the club by the District Second Vice President.

### **Section 3. Termination of Membership**

- A. A club considering terminating membership in TFWC/GFWC shall notify all members of the club of action considered in a mailing to each member one (1) month prior to the date scheduled for the vote to be taken. The vote to terminate membership shall be by written and signed ballot. If five (5) members of the club vote to retain membership in the TFWC/GFWC club, the club retains its TFWC/GFWC name, assets and status. Notification of such action shall be given to TFWC Headquarters for approval by the Executive Committee.
- B. Requirements
1. No club may honorably withdraw from TFWC/GFWC until all dues have been paid. Upon payment of dues and notification of valid withdrawal to TFWC Headquarters, termination of membership in TFWC/GFWC shall be granted.
  2. The resignation of a club from TFWC/GFWC shall be mailed to the GFWC Headquarters in Washington D.C.
  3. Upon notice of resignation all rights and privileges of membership shall cease, since the club gained its reputation for volunteerism by being affiliated with TFWC/GFWC. All reference to Federation including letterheads, publicity, etc., must be eliminated.
  4. Clubs withdrawing can no longer participate in Federation endorsed programs. All program material shall be returned promptly to the TFWC Headquarters; 2312 San Gabriel, Austin, Texas 78705.
  5. The tax exempt number that was obtained with the use of the Federation affiliation shall no longer be valid. Notification will be sent by the TFWC Executive Committee to the IRS of the club's withdrawal.
- C. For other causes: Clubs or organizations whose activities and purposes have been proven to be incompatible with those of TFWC/GFWC shall be removed from membership by a two-thirds vote of the Board of Directors.

### **Section 4. Renewal of Membership**

- A. Membership may be renewed within three years after termination with payment of current dues.
- B. Clubs desiring to renew membership after more than three years shall submit a new application.

### **Section 5. Change of Name**

*Any club changing name shall notify TFWC Headquarters of the new name. Seniority rights shall not be lost because of a change of name.*

## **Section 6. Annual Dues**

- A. General, Junior and Department clubs shall pay GFWC dues and TFWC dues as determined by the membership in convention.
- B. City Federations shall pay the TFWC dues in the amount of \$15.00 per club beginning in 2013. *(April 2013)*
  - 1. City Federations continuing membership under their 1951 status shall pay \$80.00 dues directly to GFWC.
  - 2. A list of member clubs and the club presidents' names and addresses shall be sent with each dues payment. *(April 2013)*
- C. Juniorette Clubs (affiliate clubs of TFWC) shall pay TFWC dues of \$1.00 per active member. A minimum of ten students shall be required to organize a club. *(May 2016)*
- D. Lone Star Administrative District Clubs shall pay TFWC dues per active member, plus the amount of GFWC dues. All dues are payable upon approval of the application for membership and on July 1<sup>st</sup> thereafter. These members shall be per capita members. *(April 2013)*
- E. All dues shall be paid to TFWC by July 1<sup>st</sup>. Subsequent payment shall be paid to TFWC for all members added to the roster.
- F. The fiscal year shall be from July 1<sup>st</sup> through June 30<sup>th</sup>.

## **ARTICLE IV OFFICERS**

### **Section 1. Officers** *(May 2016)*

- A. Elected officers shall be: President, President-elect, First Vice President, and Second Vice President. The officers shall be elected in the even-numbered years.
- B. Appointed officers serving on the Executive Committee shall be: Recording Secretary, Treasurer, and at the request of the President, the Parliamentarian.

### **Section 2. Eligibility for Elected Officers** *(April 2023)*

- A. Membership in a per capita club.
- B. Service in one or more of these capacities:
  - 1. District President or State Director of Junior Clubs
  - 2. An elected member of the TFWC Executive Committee.
  - 3. An appointed member of the TFWC Executive Committee having served two or more administrations; or having qualified under other designations.
  - 4. A Chairman of any GFWC Community Service Program or Advancement Plan at the state level through three (3) or more administrations.

- C. Endorsement by candidate's club which shall be a per capita club in good standing.
- D. Endorsement by a candidate's district while in Convention. The district may endorse one candidate for each of no more than two elective state offices.  
*(April 2023)*
- E. Club and District letters of endorsement to the Nominating Committee shall reflect the fact that the endorsement was:
  - 1. Made in a meeting
  - 2. Recorded in the minutes
- F. Candidates endorsement packet sent to the TFWC Nominating Committee shall include:
  - 1. Letter from club
  - 2. Letter from district
  - 3. Any additional endorsements
  - 4. Picture
  - 5. Biographical sketch
- G. An endorsement of a candidate shall be sent to TFWC Nominating Committee prior to the Fall Board Meeting in odd-numbered years.

### **Section 3. Term of Office**

- A. TFWC elected officers shall serve for a term of two years.
- B. Officers shall serve from the time of GFWC installation in election years until the next GFWC installation.
- C. No officer shall serve more than one successive term in the same office except a president and a president-elect serving simultaneously to fill unexpired terms. In this case these officers may be elected for a two-year term.
- D. No member shall hold more than one office at the same time.
- E. Any officer serving the major portion of a term shall be considered to have served a term.

### **Section 4. Vacancies in Office**

- A. President: The President-elect shall become President and shall serve the remainder of the term. A President serving less than one year shall be eligible to serve a full term. She shall declare her intention to the Elections Committee to serve a full term within 30 days of assuming office.
- B. President-elect: The Executive Committee shall appoint the First Vice President to the office of President-elect. If she declines the office, it shall then be filled by appointment by the Executive Committee, with approval of the Board of Directors. She shall serve the remainder of the term.



- C. The office of First Vice President or Second Vice President shall be filled by the Executive Committee for the remainder of the term, subject to the approval of the Board of Directors at the next meeting.
- D. If the President is temporarily incapacitated or unable to perform her duties for a period of thirty consecutive days, the President-elect shall perform the duties of the President until the President again assumes her duties or the office is declared vacant.
- E. If an officer is incapacitated or unable to perform her duties for a period of three months, the office is declared vacant.
- F. In the event of three or more vacancies at the same time, the highest ranking officer shall be empowered to convene a special meeting of the Board of Directors for the purpose of holding a special election.

## **ARTICLE V NOMINATIONS AND ELECTIONS**

### **Section 1. Nominating Committee**

*The Nominating Committee shall be composed of one member from each district who shall have been elected by the District Executive Committee. This shall not be the current District President.*

- A. At the annual convention in odd-numbered years, the Nominating Committee members shall meet at the call of the TFWC President.
- B. The TFWC President shall preside until the chairman is elected.
- C. The Committee Chairman shall receive endorsements for all candidates prior to the Fall Board Meeting of odd-numbered years. Candidates shall file for a specific office and their names shall be announced in the Call to Convention.
- D. The report of the Nominating Committee shall be made at the first morning session of the election convention.
- E. The report and the ballot shall include all names of candidates who meet the bylaw requirements for eligibility.
- F. Nominations from the floor may only be made by a member of the convention representing the district in which the nominee resides. A candidate nominated from the floor shall meet the requirements for office and shall have given her consent to nomination.
- G. Each candidate shall be presented to the convention body prior to the opening of the polls.

### **Section 2. Election**

- A. TFWC officers shall be elected by ballot on the day preceding the final day of the

convention in even-numbered years at the time and place scheduled in the convention program. A plurality shall elect.

- B. Within one hour of polls closing, results shall be given to the President in writing and signed by the Election Committee. The President will then notify all candidates in person or by phone of the election results prior to making a public announcement. *(April 2022)*

### **Section 3. GFWC Candidates**

*A prospective candidate for office in GFWC belonging to a TFWC per capita club must have the endorsement of a two-thirds vote of the TFWC Convention voting body in odd-numbered years or the vote of two-thirds of the clubs in the state, properly documented. (April 2013)*

## **ARTICLE VI DUTIES OF OFFICERS**

### **Section 1. President**

*The TFWC President shall:*

- A. Be official representative of TFWC and Chief Executive Officer.
- B. Be ex-officio member of all committees and departments of TFWC with the exception of the Nominating Committee.
- C. Represent the TFWC at GFWC Board Meetings, GFWC Annual Conventions, and meetings of the South Central Region. She shall be chairman of the Texas delegation and shall report for the administration at the close of her term.
- D. Preside at all meetings of TFWC and the Executive Committee.
- E. Appoint a Recording Secretary, Web-master and a Parliamentarian. *(May 2016)*
- F. Appoint all state chairmen of departments, programs and committees subject to approval of the Executive Committee, appoint a liaison Trustee and make appointments when vacancies occur in these areas. *(May 2016)*
- G. At the beginning of each administration appoint two (2) additional members to serve with the Treasurer on the Finance Committee. Duties may be found in Article X, Section C. *(April 2022)*
- H. Supervise plans for extending, unifying, and rendering more efficient the work of TFWC.
- I. Approve all programs of work.
- J. Supervise the publication of the directory, the report of each annual convention and the official publication.
- K. Issue with the Recording Secretary the Call to Convention and all regular meetings of the Board of Directors and the Executive Committee.

- L. Call special meetings of committees when necessary.
- M. Take a vote of the Executive Committee via electronic communication in emergencies. A report of any action taken shall be made a part of the minutes of the next in-person meeting of the Executive Committee. *(April 2021)*
- N. Affix the Corporate Seal to official documents or direct the Office Manager to do so.
- O. Be Dean of District Presidents.
- P. Co-sign with the Finance Chairman and/or President-elect all contracts extending beyond the duration of her term of office.
- Q. Co-sign with the Finance Chairman and/or President-elect all TFWC checks issued.
- R. Deliver to her successor, within one month after her term of office expires, all TFWC property in her custody.
- S. Provide a written history of her administration within one year of leaving office and place it at Headquarters in a permanent file for future publication.

## **Section 2. President-elect**

*The TFWC President-elect shall:*

- A. Perform the duties of the President in the absence of the President.
- B. Be Dean of District President-elects.
- C. Promote the work of TFWC through workshops.
- D. After the election in even-numbered calendar years, be authorized to plan and prepare the program of work for her administration as President, including the privilege of seeking the cooperation of other organizations.
- E. Beginning in September before assuming the office of President, appoint chairmen of departments and programs, chairmen and members of committees, a Web-master and a Parliamentarian. *(April 2014)*
- F. Be given the privilege of informing incoming District Presidents of her program.
- G. Be an ex-officio member of the Finance Committee.
- H. Co-sign with the President and/or Treasurer all TFWC checks issued.
- I. Serve as Chairman of the Strategic Planning Committee.
- J. Deliver to her successor within one month after her term expires, all TFWC property in her custody.

### **Section 3. First Vice President**

*The TFWC First Vice President shall:*

- A. Perform the duties of President in the absence of the President and President-elect.
- B. Be Dean of District First Vice Presidents and Chairman of Departments and Programs.
- C. Serve as Reports Chairman.
- D. Serve on the Strategic Planning Committee.
- E. Deliver to her successor, within one month after her term of office expires, all TFWC property in her custody.

### **Section 4. Second Vice President**

*The Second Vice President shall:*

- A. Perform the duties of President in the absence of the President, President-elect and the First Vice President.
- B. Be Dean of District Second Vice Presidents.
- C. Serve as Chairman of Membership and Extension.
- D. Serve on the Strategic Planning Committee.
- E. Be responsible for the Lone Star Administrative District and encourage clubs to attend TFWC meetings. This officer shall coordinate with the TFWC First Vice President on reporting instructions and the Scholarship Chairman on application submissions for clubs in this district. *(April 2022)*
- F. Deliver to her successor, within one month after her term of office expires, all TFWC property in her custody.

### **Section 5. Recording Secretary**

*The TFWC Recording Secretary shall:*

- A. Be an appointed officer and shall be appointed by the incoming President and serve during her administration. Should the President-elect choose to use the same Secretary, she may reappoint her at the beginning of her administration. *(May 2016)*
- B. Keep a record of the proceedings of all meetings of TFWC and the Executive Committee.
- C. Furnish copies of the minutes of all TFWC meetings and all Executive Committee meetings to the Executive Committee and the Office Manager within 30 days after said meetings.
- D. Co-sign the Call to Conventions and Board Meetings with the President.

- E. Serve on the Strategic Planning Committee.
- F. Prepare and send to the current *Texas Clubwoman* editor a brief summary of the activities and business transacted at Fall Board Meetings and Spring Conventions. This brief article shall be placed in the current issue of the magazine.
- G. Deliver to her successor, within one month after her term of office expires, all TFWC property in her custody.

## **Section 6. Treasurer**

*The TFWC Treasurer shall:*

- A. Be appointed at the beginning of each administration by the Executive Committee.
- B. May serve in consecutive administrations, if appointed, so that a knowledgeable continuity of the financial status of TFWC exists. *(April 2023)*
- C. Be knowledgeable in finance and financial affairs. *(April 2023)*
- D. Place her signature on file on all applicable signature cards to facilitate proper expenditure and transfer of funds.
- E. Manage all investments and finances of TFWC to the best interest of TFWC.
- F. Work closely with the President and President-elect to give continuity to each administration.
- G. Shall be a member of the Executive Committee and shall report all activities regularly to the Committee. *(May 2016)*
- H. Be chairman of the Finance Committee. *(April 2013)*
- I. Be responsible for all receipts and disbursements, and document same in appropriate fund accounts, such as Scholarship, Memorials, Dues, Conventions, Fall Board Meetings, Donations for Special Projects, etc.
- J. See that the bank statements are reconciled monthly.
- K. Perform the following duties:
  - 1. Meet with the Finance Committee several times a year to review the financial status of TFWC and prepare the budget.
  - 2. Present a proposed balanced budget to the Executive Committee for approval prior to presentation of the budget to Convention delegates for adoption. *(April 2022)*
  - 3. Include in the budget two hundred fifty dollars (\$250.00) annually for the L.E.A.D.S. Representative to attend the GFWC Convention.

4. Include in the annual budget one hundred dollars (\$100.00) for the Outstanding Clubwoman Volunteer Chairman to purchase a plaque to be presented to the winning volunteer in recognition of her contribution to society.
  5. Include in the annual budget fifty dollars (\$50.00) annually for the purchase of the award to be presented to the winner of the Jennie June Contest.
  6. Present an updated financial report to the Executive Committee at each meeting of the committee. *(April 2014)*
- L. See that the amount of available monies in the Scholarship Investment Portfolio be reported to the Scholarship Committee for possible distribution as approved by the Executive Committee. *(April 2021)*
  - M. See that all scholarships are promptly sent at the designated time to the correct college in the scholarship recipient's name.
  - N. See that all TFWC bills are promptly paid.
  - O. Work closely with the TFWC CPA, Bookkeeper and Investment Counselor.
  - P. Be covered by a fidelity bond or other appropriate management liability insurance approved by the Executive Committee and paid for by TFWC. *(April 2021)*
  - Q. Be able to spend time at TFWC Headquarters to see that TFWC finances and obligations are in order.
  - R. Be willing to work with a computer.

## **Section 7 Parliamentarian**

*The TFWC Parliamentarian shall:*

- A. Serve in an advisory capacity. The Parliamentarian shall sit beside the President during business sessions and by invitation attend committee meetings. *(2007)*
- B. Prepare and conduct workshops, etc., providing informational handouts on parliamentary procedure and articles for organizational publications as requested. *(April 2022)*

## **ARTICLE VII CONVENTIONS**

### **Section 1. Meetings**

- A. The TFWC shall hold an annual convention, the place and date to be determined by the President with the approval of the Executive Committee and host district. In even-numbered years, the convention shall be held in the district of the incoming President. In odd-numbered years, the convention shall be hosted by districts in alphabetical order. The place may or may not be within the boundaries of the district. No district shall host more than one convention in consecutive administrations.
- B. The Call to Convention shall be mailed or electronically transmitted at least thirty (30) days prior to the Convention. Proposed resolutions and amendments to Bylaws shall be included in the Call. *(April 2021)*

### **Section 2. Representation**

- A. The voting body shall consist of the accredited delegates or alternates elected from per capita club membership whose names are on the roster of TFWC at least two months prior to the Convention on a basis of one delegate for each fifteen (15) members or major portions thereof.
- B. One accredited delegate or alternate from each ten (10) clubs, or major portion thereof in a Federation.
- C. Members of the Board of Directors.
- D. District elected officers.
- E. One delegate from each accredited Juniorette club.

### **Section 3. Voting Members**

- A. Although entitled to vote in several capacities, a voting member shall have but one vote.
- B. All eligible voting members for Conventions or Board Meetings shall be certified by the Credentials Chairman.
- C. All certified voting members at Conventions or Board Meetings shall be issued red and green voting cards by the Credentials Chairman.

### **Section 4. Non-Voting Members**

*Members of all clubs and organizations belonging to TFWC may attend conventions and take part in the discussions, but shall not present a motion.*

## **Section 5. Registration**

- A. The registration fee for each member pre-registering for a convention shall be no more than \$20.00. Visiting GFWC officers and out-of-state visitors shall be exempt from a registration fee. *(April 2022)*
- B. The registration fee for each member registering after the stated deadline for the convention shall be no more than \$25.00. Visiting GFWC and out-of-state visitors shall be exempt from a registration fee. *(April 2022)*

## **Section 6. Convention Committees**

*TFWC Convention Committees shall be: Registration, Election, Program and such others as are deemed necessary.*

## **Section 7. Quorum**

*Quorum for a convention shall be fifty-five (55) voting members representing more than half of the districts.*

# **ARTICLE VIII BOARD OF DIRECTORS**

## **Section 1. Membership**

*The Board of Directors shall be composed of:*

- A. Elected and appointed members:
  - 1. TFWC elected and appointed officers *(Article IV, Section 1)*.
  - 2. District elected and appointed officers *(Article XI, Section 3)*.
  - 3. TFWC Scholarship Representatives *(Article XII, Section 2)*.
  - 4. Trustees *(Article XIII, Section 2)*.
  - 5. TFWC Past Presidents
  - 6. TFWC Life Members and Honorary Members *(Article III, Sections I, J)*.
  - 7. Club Presidents
- B. Other appointed members *(April 2023)*:
  - 1. TFWC Chairmen of Community Service Programs/Special Projects *(Article X, Section 1)*.
  - 2. TFWC Standing Committees *(Article X, Section 2)*:
    - a. Legislation / Public Policy
    - b. Bylaws
    - c. Finance
    - d. Strategic Planning
    - e. Resolutions



- f. Leadership
  - g. Communicatins/Public Relations
  - h. Membership
3. Awards and Contest Chairmen
  4. Advancement Plan Chairmen
  5. Convention Chairmen
  6. Life Membership Chairman
- C. Only members of per capita clubs shall be elected or appointed to serve on the Board. Vacancies shall be filled by the President.

## **Section 2. Duties**

- A. The Board of Directors shall transact the business of TFWC between Conventions and may delegate to the Executive Committee such powers as it deems necessary.
- B. It shall be the duty of the Board of Directors to divide the State of Texas into districts, fix their boundary lines and name them. Changes in boundary lines must be approved by the Board of Directors.

## **Section 3. Meetings (2007)**

*There shall be one annual meeting of the Board of Directors held in the fall of the year in Austin. This meeting shall be open to all TFWC members; however, only officially appointed or elected Board members shall have voting privileges. The Board meeting shall be a no host meeting, with one function held at the TFWC Headquarters building.*

- A. The registration fee for each member pre-registering for a Board of Directors Meeting shall be no more than \$15.00. Visiting GFWC officers and out-of-state visitors are exempt from a registration fee.
- B. The registration fee for each member registering after the stated deadline for the Board of Directors Meeting shall be no more than \$20.00. Visiting GFWC and out-of-state visitors shall be exempt from a registration fee.
- C. The Call to the Board of Directors meeting shall be mailed or electronically transmitted at least thirty (30) days prior to the Board of Directors meeting. *(April 2021)*
- D. Special meetings of the Board of Directors shall be held at the call of the President or upon written request of three members of the Executive Committee.

## **Section 4. Quorum**

*A quorum for a meeting of the Board of Directors shall be thirty-five (35), including at least eighteen (18) elected or appointed Board members representing more than half of the districts. (April 2022)*

## **ARTICLE IX EXECUTIVE COMMITTEE**

### **Section 1. Membership**

*The Executive Committee shall be composed of the TFWC elected officers, the Secretary, the Treasurer, the Chairman of Trustees, the Chairman of the TFWC Scholarship Committee and the TFWC Director of Junior Clubs. The Parliamentarian shall meet with the committee upon the request of the President as a non -voting member. No TFWC Past President shall be eligible to serve on the Executive Committee in any capacity. (April 2019)*

### **Section 2. Duties**

*The duties of the Executive Committee shall be:*

- A. Support and implement the existing policies of TFWC and GFWC.
- B. Create or dissolve programs and special committees.
- C. Appoint a Treasurer at the beginning of each administration. This officer is not limited to one administration. If all work is satisfactory and in approval of the Executive Committee, she may serve additional administrations for continuity of good financial administration.
- D. Regularly review performance of the Treasurer to see that all accounts and finances of TFWC are maintained in good accurate order.
- E. Approve all appointments made by the President.
- F. Approve date and place of conventions and board meetings.
- G. Transact routine business between meetings of the Board of Directors.
- H. In the event an elected or appointed officer is found to have neglected the duties of her office, abused the authority of her position or engaged in any misconduct negatively affecting the organization, the officer may be removed from office.  
*(April 2022)*
  1. After careful investigation, should the Executive Committee determine probable cause for such action, the Committee shall proceed with the fair disciplinary process outlined in Roberts Rules of Order, Newly Revised: §62 and §63. *(April 2022)*
  2. If the office of an elected official is declared vacant, the office shall be filled as stated in the Bylaws *(Article IV, Section 4; Vacancies in Office)*. An appointed officer serves at the pleasure of the President and may be replaced with approval of the Executive Committee. *(April 2022)*
- I. Act in emergencies when such action is in accord with the policies and does not entail the expenditure of more than five hundred dollars from the funds allocated in the budget during one administration.

- J. Work with the Scholarship Committee to develop a plan of action assuring the long-term viability of the TFWC Scholarship Program with agreed upon goals and objectives. Approve Scholarship Committee plans. *(April 2021)*
- K. Establish a collaborative relationship with TFWC Historical Foundation Board of Trustees to achieve the common goals of financial security and historical preservation of TFWC Headquarters in accordance with the Declaration of Trust. *(April 2021)*
- L. Approve plans of the Trustees involving major changes.
- M. Approve the budget recommended by the Finance Committee and present such budget to the Convention for final action.
- N. Approve the investment of all securities, including endowments, trusts and all accounts in custody.
- O. Approve applications of clubs for membership.
- P. Employ the necessary staff and/or services to conduct the business of the organization.
- Q. Employ a certified accountant to conduct a compilation/review at the close of each administration. *(April 2013)*
- R. Retain legal counsel.
- S. Review proposed amendments to the bylaws.
- T. Approve legislative programs presented by the Legislative/Public Policy Chairman.
- U. Insure the archiving and preservation of vital GFWC Texas historical documents and artifacts. *(April 2022)*

### **Section 3. Meetings** *(April 2021)*

- A. The Executive Committee shall meet within thirty (30) days following the regular election of officers and preceding the annual Board of Directors meeting and Convention. Other meetings may be held at the call of the President or upon the written request of three (3) members.
- B. When a declared national, state or local emergency/disaster (whether man-made or natural) is declared affecting the location of a meeting or safety of its members, the TFWC Executive Committee may authorize meetings to be conducted through electronic or virtual platforms so long as all members can simultaneously hear each other and participate during the meeting.

### **Section 4. Reports**

*The Executive Committee shall report to the Board of Directors at each meeting and Convention.*

## **Section 5. Quorum**

*The quorum for a meeting of the Executive Committee shall be a majority of its members.*

# **ARTICLE X DEPARTMENTS, PROGRAMS, AND COMMITTEES**

## **Section 1. Departments and Programs**

*There shall be Community Service Programs to correspond to those selected by GFWC at the beginning of each administration with the addition of the Texas Heritage Department. (April 2023)*

## **Section 2. Committees**

*There shall be Standing Committees as may be required for the operation of TFWC including Legislation/Public Policy, Bylaws, Finance, Strategic Planning, Resolutions, Leadership, Communications/Public Relations, Membership, and committees for GFWC and TFWC projects and contests.*

## **Section 3. Duties of Committees**

### **A. Legislation/Public Policy:**

The legislative program for TFWC shall be prepared, directed and implemented by the Legislation Chairman with the approval of the Executive Committee.

### **B. Bylaws:**

1. It shall be the duty of this committee to consider and put in proper form amendments proposed by the Board of Directors, Executive Committee, and Districts.
2. Proposed amendments shall be in the hands of the Committee Chairman by January 1<sup>st</sup> prior to the TFWC Convention.
3. Proposed amendments to be submitted for vote to the Convention shall be included in the Call to Convention.
4. A revision of the bylaws must be ordered by the Convention assembly.
5. This committee shall be limited to five (5) members.

### **C. TFWC Finance:**

1. This committee shall be composed of the Treasurer and two appointed members who are not members of the Executive Committee. The Treasurer shall serve as Chairman of the Committee. The President and the President-elect shall be ex-officio members of the committee with other members of the Executive Committee invited to attend the meeting without a vote. The Office Manager may serve as a consultant to the committee.

2. It shall be the duty of this committee: *(2008)*
  - a. To prepare a budget and submit it with recommendations to the Executive Committee for presentation at the Spring Convention.
  - b. To post the proposed budget either electronically, by mail or by other means of communication authorized by GFWC Texas at least 30 days prior to the annual Convention in which it will be adopted. *(April 2022)*
  - c. The proposed budget shall be signed by the members of the Finance Committee.
  - d. To study dues annually and report to the Executive Committee the findings regarding the necessity for a change.
  - e. This committee shall biannually review the financial status of TFWC and bring to the Executive Committee any information that needs attention.

D. Strategic Planning:

1. Shall be composed of the TFWC President-elect, who shall serve as Chairman of the Committee, the TFWC First Vice President, the TFWC Second Vice President, the TFWC Secretary and the President and Secretary of the District Presidents.
2. Shall recommend goals of TFWC for the immediate future, the next administration and five, ten, fifteen plus years ahead.
3. Shall make recommendations to the TFWC Executive Committee for implementation into work of the organization.
4. Shall meet in the spring and the fall prior to the TFWC meetings.

E. TFWC Resolutions:

1. Shall be composed of the TFWC appointed Chairman and the Resolution Chairman from each District.
2. Shall receive, consider and present to the Convention such resolutions as are pertinent to the work and objectives of TFWC.
3. Proposed resolutions shall be included in the Call to Convention. All resolutions must be in the hands of the Chairman by January 1<sup>st</sup>.
4. The Chairman of Legislation/Public Policy shall be an ex-officio member of this committee.
5. Five copies of resolutions shall be sent to the Chairman of the Resolutions Committee; one copy shall be sent to the TFWC President and one copy to the Chairman of the Department, Program or Committee to which the resolution relates.

6. Resolutions relating to a current situation requiring immediate action shall be presented by the Resolutions Chairman to the Board of Directors for prompt action. The resolutions shall be ratified at the following convention.
7. Emergency resolutions, not to exceed three, may be presented to the Convention through the Resolutions Committee. Such emergency resolutions shall pertain to situations which have arisen since the preparation of the Call and must have the endorsement of the Executive Committee.
8. The Resolutions Chairman shall be responsible for the action specified in the adopted resolution.
9. The Chairman shall keep the Executive Committee informed when the purpose of a resolution has been accomplished.

F. Leadership:

1. The TFWC President-elect shall serve as chairman of the committee. The GFWC Texas LEADS chairman, the president-elect from each district, or the district Leadership Chairman, if other than the district president-elect, will form the committee.
2. Shall develop a TFWC LEADS program.
3. Shall develop and recommend leadership programs and training to the TFWC Executive Committee.
4. Shall provide leadership training either virtually or in person.
5. Shall contribute articles for newsletters, websites, Facebook, and other approved media platforms relating to leadership.
6. Shall attend, when possible, leadership webinars and other training opportunities the GFWC Leadership Committee provides.

G. Communications/Public Relations:

1. The TFWC Communication/Public Relations chairman shall serve as the committee chairman. The webmaster, newsletter editor, Facebook, and other approved media administrators, the state photographer, and the Directory chairman shall serve on the committee.
2. Shall develop a communication plan at the beginning of each administration to be approved by the Executive Committee.
3. Shall manage and execute the approved communication plan.
4. Shall present the communication plan to the Board of Directors at each administration's first Board of Directors meeting.
5. Shall provide training for district Communication/Public Relations chairmen.

#### H. Membership:

1. The TFWC Second Vice President shall serve as committee chairman. The Second Vice President from each district or the district Membership Chairman, if other than the district's Second Vice President, shall serve on the committee.
2. Shall develop and recommend a state-wide membership recruitment plan to the TFWC Executive Committee to be sent to all districts.
3. Provide in-person and virtual training for districts and clubs regarding membership.
4. Shall contribute articles for newsletters, the TFWC website, Facebook, and other approved media platforms.
5. Shall attend when possible, membership webinars and other training opportunities provided by the GFWC Membership Committee.

#### **Section 4. Term**

*Chairmen shall be appointed in the even-numbered years to serve for two years, and shall be ineligible to fill the same chairmanship for more than two consecutive terms.*

#### **Section 5. Vacancies**

*Vacancies occurring during the administration shall be filled by the President with the approval of the Executive Committee.*

#### **Section 6. Reports**

*Chairmen are required to report at the request of the President and/or Convention.*

## **ARTICLE XI DISTRICTS**

#### **Section 1. Definition**

*The state shall be divided into the number of districts approved and named by the Board of Directors. The boundary lines for each district shall be determined by the Board of Directors.*

#### **Section 2. Membership**

*All clubs and organizations which belong to TFWC and are located within the district shall compose the membership of each district.*

- A. A committee composed of the Past Presidents of TFWC for the previous ten year period shall review districting. The immediate Past President shall act as chairman of the committee.
- B. A club wishing to change district affiliation shall submit a written request to the Chairman of the Redistricting Committee with a copy of the request to be sent to the District President involved.

- C. The committee shall consider each request and recommend any changes in boundary lines as soon as possible with the effective date to be determined by the committee.
- D. The committee shall notify the Presidents of the Districts involved and shall report to the TFWC Executive Committee its recommendations.

### **Section 3. Officers**

*Elected officers of the District shall be a President, President-elect, First Vice President and Second Vice President. The President may appoint a Secretary, a Treasurer and a Parliamentarian.*

#### **A. Eligibility**

1. In order to be an officer of the district, a member must have maintained membership in a per capita club for at least three years.
2. A candidate must have served on a District Board of Directors for a minimum of one administration.
3. A candidate must have served as an elected officer of a participating club in good standing.
4. A candidate must be endorsed by her club no earlier than sixty (60) days prior to January 1<sup>st</sup> of the election year. The endorsement shall not be announced earlier than January 1<sup>st</sup>.
5. No club shall endorse more than two candidates from their club for district office, but may endorse a full slate of officers including the two from their club with candidates from other clubs, thereby submitting a full slate of officers.

#### **B. Election**

*Officers shall be elected at the District Convention in even-numbered years. If there is only one candidate for each office, election may be viva voce. Officers shall be installed and serve terms which parallel those of the TFWC and GFWC officers. Term of office to be two years.*

#### **C. Term of Office**

*No officer shall serve more than one successive term in the same office except a President and a President-elect serving simultaneously to fill unexpired terms, except in an emergency when no other candidate is available. In this case, these officers may be elected for a two-year term.*

### **Section 4. Board of Directors**

*District Board of Directors shall be composed of the Executive Committee, Past District Presidents, District Life Members, Community Service Program Chairmen, Standing Committees, Award and Contest Chairmen, Advancement Plan Chairmen and Club Presidents; all with voting privileges at District Board of Directors Meetings and Conventions. (April 2023)*



## **Section 5. Executive Committee**

- A. The District Executive Committee shall be composed of the elected and appointed Officers, District Trustee, District Scholarship Representative, the District Director of Junior Clubs (if there are Junior Clubs in the District), and the Parliamentarian as advisor.
- B. The duties of the Executive Committee are:
  - 1. Support and implement the existing policies of the District, TFWC and GFWC.
  - 2. Approve all appointments made by the President.
  - 3. Approve date and place of conventions and board meetings.
  - 4. Elect in the odd-numbered years a District Representative to the TFWC Nominating Committee and report election to the District Convention.
  - 5. Nominate a TFWC Scholarship Representative, as defined in *Article XII, Section 3*, to be elected at the District Convention.
  - 6. Nominate a TFWC Trustee, as defined in *Article XIII, Section 3*, to be elected at the District Convention.

## **Section 6. Nominating Committee**

*A District Nominating Committee of not less than three nor more than five members shall be nominated by the District Executive Committee and elected by the District Convention in odd-numbered years.*

- A. The Nominating Committee shall meet not later than the Fall Board Meeting in odd-numbered years.
- B. Nominations shall be in the possession of the Nominating Committee no later than January 1 of election year.
- C. The report of the Nominating Committee shall be included in the Call to Convention.

## **Section 7. Meetings (April 2022)**

- A. Board of Directors Meeting
  - 1. There shall be one Board of Directors meeting in the fall of the year lasting no more than two (2) days including preliminary meetings. No meeting shall conflict with TFWC meetings or GFWC South Central Region Conferences.
  - 2. The Call to the Board of Directors meeting shall be mailed or transmitted electronically thirty days prior to the Board meeting.
  - 3. Each person pre-registering for the Fall Board of Directors Meeting shall pay a registration fee of no more than \$ 10.00. GFWC Texas officers and out-of-district visitors shall be exempt from the fee. Each person registering

at the time of the Fall Board Meeting shall pay a registration fee not to exceed \$15.00. *(April 2022)*

4. A quorum shall be a majority of the credentialed voting members.

#### B. Conventions

1. District Conventions shall be held annually, the date and place to be set by the District President and approved by the State President and District Executive Committee. No convention shall conflict with TFWC meetings or GFWC South Central Region Conferences, nor last more than two (2) days including preliminary meetings.
  2. The Call to Convention shall be mailed or transmitted electronically thirty (30) days prior to the Convention.
  3. Each person pre-registering for the convention shall pay a registration fee of not more than \$15.00. TFWC officers and out-of-district visitors shall be exempt from the fee. *(April 2022)*
  4. Each person registering at the time of the Convention shall pay a registration fee of not more than \$20.00. TFWC officers and out-of-district visitors shall be exempt from the fee. *(April 2022)*
  5. Quorum for a convention shall be a majority of the credentialed voting members.
- C. When a declared national, state or local emergency/disaster (whether man-made or natural) is declared affecting the location of a meeting or safety of its members, the TFWC Executive Committee may authorize meetings to be conducted through electronic or virtual platforms so long as all members can simultaneously hear each other and participate during the meeting.

### **Section 8. District Life Members** *(April 2022)*

- A. Any member who has not served as District President may be considered for election to Life Membership on the district level if the member meets the following requirements:

#### Qualifications:

Fifteen (15) years of membership in a TFWC per capita club or clubs. (Overlapping years in multiple clubs may not be counted.)

Meritorious service on the District Board of Directors through three (3) or more administrations. *(See Article XI, Section 4; Board of Directors.)*

#### Verifications:

Letter signed by Club President verifying nomination by the nominee's club.

*(Cont.)*

A list of three (3) or more positions held on the District Board of Directors with the names of the District Presidents under whom she served and the corresponding administration dates.

Written recommendation of five (5) or more members of the current District Board of Directors.

Resumé to include:\*

Letter of introduction including a statement of nominee's fifteen (15) years of membership in a TFWC per capita club or clubs including the year the nominee joined each.

A letter of nomination from the nominee's club.

A list of the three (3) or more positions held on the District Board.

Copies of the five (5) or more letters of recommendation from members of the current District Board of Directors.

All items included in the resumé should appear in the order given.

\*Three (3) copies of the nominee's completed resumé for Life Membership shall be submitted to the District Life Membership Committee no later than fifteen (15) days prior to the District Board of Directors meeting or the annual District Convention.

#### B. Election:

1. A unanimous vote of approval by a committee of three (3) appointed by the District President to serve on the District Life Membership Committee for one administration shall advance the nominee to the ballot.
2. The election to Life Membership shall be by ballot vote of the voting members of the District Board of Directors or the certified voting members at the District Spring Convention.
3. Each District is entitled to the same number of Life Members as there are Districts in TFWC, with no more than three (3) being elected during any one administration.

#### C. Life Members Emeritus

1. A District Life Member may be elevated to Life Member Emeritus by the District Life Membership Committee, retaining all voting privileges and honors, when the member:
  - a. moves from the district,
  - b. is no longer able to participate at club and /or district levels, or
  - c. her club is no longer affiliated with TFWC or GFWC.
- d. A Life Member Emeritus who moves from one club to another in the same District shall retain her Life Membership.

(Cont.)

2. A District Life Member elected to the office of TFWC District President shall be given the title District Life Member Emeritus. By virtue of election to the office of President she becomes a permanent member of the District Board of Directors.
3. The vacancy of the specified number of District Life Members may then be filled with another member meeting the qualifications of Life Membership.

### **Section 9. Funds**

- A. All district funds, including State Allotments, convention and Board meeting funds, shall be the responsibility of the District President. Each District President shall file by June 1 of each year, at State Headquarters, an itemized financial statement of the District.
- B. Each District President shall be given an annual allotment set by the TFWC Executive Committee of each administration. The allotment shall be no less than one hundred twenty-five dollars (\$125.00) annually.
- C. At the end of each administration the District Treasurer shall have the account of the administration audited by a committee appointed by the District President, and the financial statement printed in the district newsletter.

### **Section 10. Policy**

*In all points not specifically covered by this Article, the District shall parallel the procedure followed by the State.*

## **ARTICLE XII TFWC SCHOLARSHIP COMMITTEE**

### **SECTION 1. Objective**

*The TFWC Scholarship Committee shall distribute the income of the TFWC Scholarship Fund to eligible candidates subject to the ratification of the Executive Committee. Recipients shall include any deserving student in Texas recommended by any member club of the Districts comprising TFWC, or outside the USA, if stipulated by the terms of a scholarship.*

### **Section 2. Membership**

*The Committee shall be composed of one member from each district in TFWC and the TFWC President. The Parliamentarian shall meet with the committee upon request of the Chairman.*

### **Section 3. Election**

*The Scholarship Committee shall rotate with districts Alamo, Capitol, Magnolia, Pioneer and Western electing in even-numbered years; and Caprock, South Texas, Trinity and the Lone Star Administrative District electing in odd-numbered years. (April 2022)*

- A. The Scholarship Representative is to be nominated by the District Executive Committee and elected by the District Convention. The Scholarship Representative becomes a member of the District Executive Committee.

- B. The Scholarship Committee shall elect from their number a Chairman, Vice Chairman and Secretary at each annual TFWC Convention. (2008)
1. The term of service for these officers shall begin on July 1<sup>st</sup> of the year elected and end on June 30<sup>th</sup> of the following year.
  2. An officer may be re-elected, but shall not serve more than two successive years in the same office.
  3. A vacancy in the office of Chairman shall be filled by the Vice Chairman.
  4. No TFWC Past President serving on the Scholarship Committee shall be eligible to serve as Chairman.

#### **Section 4. Duties**

*The duties of the TFWC Scholarship Committee shall be as specified in the TFWC Scholarship Rules and Regulations.*

#### **Section 5. Vacancies**

*A vacancy on the Committee shall be filled by the District Executive Committee in which the vacancy occurs. Absence of the Scholarship Representative from two (2) consecutive meetings of the Scholarship Committee shall be equivalent to a resignation.*

#### **Section 6. Absenteeism**

*Absence of a Scholarship Representative for a period of one year shall be considered a resignation. In the event a Scholarship Representative cannot attend a meeting, an alternate may be appointed by the appropriate District President giving notification to the Scholarship Chairman before the date of the meeting in question. The appointed alternate shall have all privileges, rights and responsibilities of the elected representative. The elected representative shall supply the alternate with all information needed to fulfill her duties. (April 2022)*

#### **Section 7. Term of Service**

*Members elected to the TFWC Scholarship Committee shall serve two years and may be re-elected for a second term. The member shall remain on the District Executive Committee while on the Scholarship Committee.*

#### **Section 8. Meetings (April 2021)**

- A. The Scholarship Committee shall meet prior to the meeting of the TFWC Board of Directors in the fall of the year and at the annual TFWC Convention. Other meetings may be held at the call of the Chairman, TFWC President, or upon written request of any five (5) members.
- B. The Scholarship Committee may transact their business by mail, email, phone, or other electronic or virtual communication platforms when necessary. Minutes of all such meetings shall be mailed to the Scholarship Committee within thirty (30) days of such meetings and filed for review.

## **Section 9. Quorum**

*The quorum of the committee shall be more than one-half of the committee.*

## **Section 10. Rules and Regulations (2021)**

*Operations of the TFWC Scholarship Committee shall be governed by the Rules and Regulations adopted by TFWC, those specified by the IRS and by written policies established by the committee.*

## **Section 11. Funds (April 2021)**

*Scholarship funds shall be appropriated for no other purpose than the distribution of scholarship awards or any nominal expenses associated with the work of the Committee. Scholarship funds shall be defined as investments, interest, donations, allocations and income derived through designated scholarship fundraising.*

# **ARTICLE XIII TFWC HISTORICAL FOUNDATION**

## **Section 1. Objective**

*TFWC Historical Foundation, Inc. defines its objective as the preservation and continuing restoration and maintenance of the TFWC Headquarters Building (a registered Texas Historical Landmark and an Austin Historical Landmark recognized on the National Registry of Historic Places) with such property rights as are included in and defined by the Declaration of Trust in accordance with its charitable purposes. (April 2021)*

## **Section 2. Membership**

*(Hereinafter referred to as Trustee) One Trustee from the general membership of each district, one liaison Trustee appointed by the President in even-numbered years and the TFWC President shall compose the membership of the committee. The Parliamentarian shall meet with the Trustees upon request of the Chairman. (May 2016)*

- A. Term of office shall be two years and Trustee may be re-elected for a second term.
- B. Vacancies among trustees occurring between elections shall be filed by the respective District Executive Committee.
- C. Absence of a Trustee from meetings for a period of one year shall be considered a resignation. In the event a Trustee cannot attend a meeting, an alternate may be appointed by the appropriate District President giving notification to the Chairman of Trustees before the date of the meeting in question. The appointed alternate shall have all privileges, rights and responsibilities of the elected Trustee. The elected Trustee shall supply the alternate with all information needed to fulfill her duties. (April 2022)

### **Section 3. Election**

*The committee of Trustees shall rotate with districts Alamo, Capitol, Magnolia, Pioneer and Western electing in even-numbered years; and Caprock, South Texas, Trinity and the Lone Star Administrative District electing representatives in odd-numbered years. (April 2022)*

- A. The Trustees are to be nominated by the District Executive Committee and elected by the District Convention. The Trustee becomes a member of the District Executive Committee.
- B. The Trustees shall elect from their number a Chairman, Vice Chairman and Secretary at each annual TFWC Convention. (2008)
  - 1. The term of service for these officers shall begin on July 1<sup>st</sup> of the year elected and end on June 30<sup>th</sup> of the following year.
  - 2. An officer may be re-elected, but shall not serve more than two successive years in the same office.
  - 3. A vacancy in the office of Chairman shall be filled by the Vice Chairman.
  - 4. No TFWC Past President serving as a Trustee shall be eligible to serve as Chairman of the Trustees.

### **Section 4. Duties (2021)**

- A. Facilitate and supervise the maintenance and continuing restoration of the Headquarters Building, grounds, and other designated areas as outlined in the Declaration of Trust.
- B. Make available use of the Headquarters Building and its facilities, grounds and office space for TFWC meetings and events with proper notification.
- C. Promote the financial interests of the TFWC Historical Foundation in accordance with the Declaration of Trust and the charitable purposes defined under Section 501 (c)(3) of the IRS code of 1954.
- D. Define additional duties of trustees in the TFWC Historical Foundation Standing Rules.

### **Section 5. Meetings (May 2021)**

- A. TFWC HF Board of Trustees shall meet prior to the meeting of the TFWC Board of Directors in the fall of the year and before the annual TFWC Convention. Other meetings may be held at the call of the Chairman, TFWC President, or upon written request of any five members.
- B. The Board of Trustees may transact business by mail, email, phone, or other electronic/virtual communication platforms when necessary. Minutes of all such meetings shall be mailed to the Board of Trustees within thirty (30) days of such meetings.

## **Section 6. Quorum**

*The quorum for meetings of the trustees shall be a minimum of five trustees in accordance with the TFWC Historical Foundation Declaration of Trust.*

# **ARTICLE XIV** **TFWC CYBER CLUB** *(April 2023)*

## **Section 1. Membership**

- A. A TFWC Cyber Club shall be a General Club whose members pay per capita dues to TFWC and GFWC and whose purpose is germane to the objectives of TFWC, but whose interaction will primarily be accomplished electronically.
- B. A TFWC Cyber Club shall have its own bylaws that are compatible with those of the Texas Federation of Women's Clubs and GFWC.
- C. A TFWC Cyber Club shall follow TFWC Bylaws to obtain membership in TFWC and GFWC. *(Article III, Section 2-Application)*
- D. Cyber clubs shall be affiliated with their chartering district and shall appear in the TFWC Directory under the district's club listings. TFWC Cyber Club members may attend District, TFWC and GFWC meetings with all representation and voting privileges of other General Clubs.
- E. Members shall be eligible to serve on the District and TFWC Boards of Directors and run for district and state elective offices once requirements established by TFWC have been met. *(Article IV, Section 2) (Article XI, Section 3)*

## **Section 2. Officers**

- A. A Cyber club shall have as a minimum the following officers: President, Secretary, and Treasurer.
- B. Officers shall be elected in even-numbered years electronically or at the regular meeting during the TFWC Convention and shall serve a two-year term of office to coordinate with the term of offices in TFWC and GFWC.

## **Section 3. Meetings**

- A. Frequency of meetings of the club shall be set by the Cyber Club members.
- B. Regular business meetings may be held electronically as well as during the TFWC Fall Board meeting or during TFWC Spring Convention.
- C. Like all GFWC Texas General Clubs, the TFWC Cyber Club shall be allotted one delegate for each fifteen (15) members, or major portion thereof, for TFWC fall boards and TFWC conventions. All other members may attend as non-voting members.



#### **Section 4. Programs and Projects**

- A. The programs and projects of the TFWC Cyber Club shall conform to those outlined by GFWC and TFWC.
- B. The activities of the TFWC Cyber club will be of interest to General club members and thus should be shared with the editor of *The Texas Clubwoman* for publication.
- C. A TFWC Cyber Club may participate in GFWC and TFWC reporting categories and shall send reports to the appropriate chairmen in their chartering districts.

#### **Section 5. Disposition of Club Assets**

*In the event the Cyber Club is dissolved, any remaining assets shall be turned over to the GFWC Texas Federation of Women's Clubs.*

### **ARTICLE XV JUNIOR CLUBS**

#### **Section 1. Membership**

*A club/department whose membership is composed of young women may be classified as a Junior Club.*

#### **Section 2.**

*Junior Clubs shall hold active membership in TFWC and shall participate in regular programs of TFWC and GFWC.*

### **ARTICLE XVI JUNIORETTES**

#### **Section 1. Membership**

*A club whose membership is composed of Junior High and High School students shall be classified as a Juniorette Club. A minimum of five (5) students shall be required to organize a club. (May 2016)*

#### **Section 2. Juniorette Coordinator**

*A Juniorette Coordinator shall be appointed by the State President. She shall keep the Juniorette Clubs informed about their role in Federation. She shall judge all reports of the Juniorette Clubs and report to the Convention each year.*

#### **Section 3. Dues**

*The annual per capita dues of Juniorette Clubs shall be \$1.00 per member.*

## **ARTICLE XVII**

### **ETHICS AND STANDARDS (2021)**

*TFWC requires its officers, directors, employees and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities within the organization as required by law and as specified in the adopted Bylaws and Standing Rules.*

#### **Section 1. Discrimination**

*TFWC shall not discriminate against any person based on race, color, religion, gender, disability, national origin, age, or sexual orientation.*

#### **Section 2. Conflict of Interest**

- A. Officers, Board of Directors, members and employees shall be disqualified from acting when they have any actual or potential conflict of interest that might impede or be perceived as impeding their capacity to act in good faith and in the best interests of TFWC.
- B. A conflict of interest shall be presumed when:
  - 1. An officer, member of the Board of Directors, Trustee, Scholarship Representative, or any individual acting in that capacity for a member or committee, an employee; or a member of their immediate family has
  - 2. A close affiliation or interest in an affected organization or company that could expect financial gain or loss from a matter being considered by TFWC.
- C. Upon disclosure, the member shall recuse herself from the governing board/committee meeting or relinquish voting rights relevant to the transaction or arrangement.
- D. After exercising due diligence, the governing body shall determine whether the organization can obtain with reasonable effort a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- E. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by majority vote of the disinterested members whether the transaction or arrangement is in the best interest of the organization and whether it is fair and reasonable. In conformity with the above determination, it shall make the decision as to whether or not to enter into the transaction or arrangement.

- F. If the governing board or committee has reasonable cause to believe an officer, board/committee member, or employee has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose. If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the governing body determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary or corrective action.
- G. The minutes of the governing board or a committee with board delegated powers shall contain:
  - 1. The names of persons who disclosed or otherwise were found to have a possible financial or material interest,
  - 2. Action taken to determine whether a conflict of interest existed and the final determination,
  - 3. Names of those present for discussions and votes relating to the transaction or arrangement, and
  - 4. A record of any votes taken in connection with the proceedings.
- H. Each officer, director, committee with governing board delegated powers, and employees shall annually receive a copy of the Conflict of Interest Policy.

### **Section 3. Whistle-blower Policy**

- A. Officers, staff and volunteers shall be encouraged to come forward with credible information on illegal practices or violations of adopted policies of the organization.
- B. No one who in good faith reports a violation shall suffer harassment, retaliation or adverse consequences.
- C. All directors, officers, employees, and volunteers shall address their concerns relating to a violation to any person within the organization who can properly address those concerns.

### **Article XVIII Document Retention and Disposal**

#### **I. Purpose**

*Texas Federation of Women's Clubs follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule will be retained for the appropriate length of time required by federal and state laws.*

(Cont.)

## II. Document Retention

### Corporate Records

Articles of Incorporation	Permanently
Board Meeting and Board Committee Minutes	Permanently
Bylaws and Amendments	Permanently
Construction Documents	Permanently
Convention Minutes	Permanently
Fixed Asset Records	Permanently
Franchise Tax Records	Permanently
IRS Application for Tax-Exempt Status (Form 1023)	Permanently
IRS Determination Letter	Permanently
State Sales Tax Exemption Letter	Permanently
Contracts (after expiration)	7 years
Correspondence (general)	3 years
Names and Addresses of Officers and Directors	Current

### Accounting and Corporate Tax Records

Audits and Financial Statements	Permanently
Depreciation Schedules	Permanently
General Ledgers	Permanently
IRS Tax Returns	Permanently
Business Expense Records	7 years
IRS 1099's	7 years
Invoices	7 years
Cash Receipts	3 years
Credit Card Receipts	3 years
Most Recent Biennial Reports	Permanently

### Bank Record

Check Registers	Permanently
Bank Deposit Slips	7 years
Bank Statements and Reconciliation	7 years
Electronic Fund Transfer Documents	7 years
Loan Agreements	5 years (after repayment)

### Payroll and Employment Tax Records

Payroll Registers	Permanently
State Unemployment Tax Records	Permanently
Payroll Tax Returns	7 years
Earnings Records/Garnishment Records	7 years
W-2 Statements	7 years

(Cont.)

## **Employee Records**

Employment and Termination Agreements	Permanently
Records Relating to Promotion Demotion/Discharge	7 years (after termination)
Accident Reports and Worker's Comp. Records	5 years
Salary Schedules	5 years
Employment Applications	3 years (after termination)
Time Cards / Records	2 years

## **Legal, Insurance and Safety Records**

Appraisals	Permanently
Insurance Policies	Permanently (or by statute of imitations)
Real Estate Documents	Permanently
Stocks and Bonds Records	Permanently
OSHA Documents	5 years
General Contracts	3 years (after termination)
Trust Agreements	Permanently
Leases	6 years (after expiration)

## **Other**

Donor Records and Acknowledgment Letters	7 years
Grant Applications and Contracts	5 years (after completion)
Investment Contracts	7 years

## **Historical Documentation\***

Historical Information by Presidential Administration	Permanently
Documents, Books, Photographs, etc.	Permanently
Historical Records for GFWC and TFWC	
Affiliations	Permanently

**\* Historical materials will be archived at Texas Women's University, the official repository for the Texas Federation of Women's Clubs in Denton, Texas.**

## **III. Electronic Documents and Records**

*Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the schedule provided will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an email message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods will be tested on a regular basis.*

## **IV. Emergency Planning**

*TFWC records will be stored in a safe, secure and accessible manner. Documents and financial files that are essential to keeping Texas Federation of Women's Clubs operating in an emergency will be duplicated or backed up at least every week and maintained off-site.*

(Cont.)

## **V. Document Destruction**

*The TFWC President and the designated Office Manager shall be responsible for the ongoing process of identifying records which have met the required retention period and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.*

## **VI. Public Access**

*Retained documents will be available for public inspection as specified by law at TFWC Headquarters; 2312 San Gabriel, Austin, Texas 78705-5014, or on the website at [gfwctexas.org](http://gfwctexas.org).*

## **ARTICLE XVIII EMERGENCIES AND DISASTERS**

- A. When a declared national, state or local emergency/disaster, whether man-made or natural, affects the location of a meeting or the safety of its members, the TFWC Executive Committee may authorize meetings to be held utilizing electronic or virtual communication platforms; so long as all members can simultaneously hear each other and participate during the meetings.
- B. An electronic meeting that is properly authorized in the bylaws is treated as though it were a meeting at which all the members who are participating are actually present. *(Actions taken at authorized meetings are valid and need not be ratified at the next in-person meeting.)*
- C. All members obligated to attend, whether by election or appointment *(registered or non-registered for the event)*, shall be promptly notified of any rescheduling or relocation of meeting site, etc.
- D. Rules and Procedures dictating electronic or virtual meeting protocols, rules and regulations shall follow those established by GFWC.

## **ARTICLE XIX DISSOLUTION**

*Upon the Dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code; or shall be distributed to the federal government or to a state or local government, for public purposes. Such organizations shall have purposes similar to those of TFWC. No assets may be distributed to individual members.*

**ARTICLE XX  
POLICIES**

*Policies of TFWC are established by:*

- A. The Charter and Bylaws
- B. Action taken by the Corporate Body at the annual Convention.
- C. Resolutions adopted by convention action.
- D. Action of the Board of Directors or the Executive Committee as authorized in the Bylaws.

**ARTICLE XXI  
PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order Newly Revised shall govern this organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.*

**ARTICLE XXII  
AMENDMENT**

*These Bylaws may be amended by two-thirds vote at any convention, provided proposed amendments have been included in the Call to Convention.*

Amended April 2004  
-2005 and 2006  
Amended April 2008  
Amended April 2009  
Amended April 2010  
Amended April 2011  
Amended April 2012  
Amended April 2013  
Amended April 2014  
Amended April 2015

Amended April 2016  
Amended April 2017  
Amended April 2018  
Amended May 2019  
Amended April 2020  
Amended May 2021  
Amended April 2022  
Amended April 2023  
Amended April 2024