

**TEXAS BUSINESS WOMEN'S CLUB OF SAN ANGELO**

**BYLAWS  
Amended January 2022**

**ARTICLE I  
NAME**

**SECTION 1.** The name of this local organization shall be the Texas Business Women of San Angelo, Texas (doing business as TBW of San Angelo).

**SECTION 2.** It is a member of the Texas Organization of Texas Business Women, Inc. (TBW).

**ARTICLE II  
MISSION**

**SECTION 1.** TBW's mission is to enhance women's personal and professional skills through technology, networking and advocacy.

**SECTION 2.** Our vision is women with the tools to succeed in a competitive and evolving environment.

**ARTICLE III  
POLICIES**

**SECTION 1.** This local organization shall be nonsectarian, nonpartisan, and nonprofit.

**SECTION 2.** The policies and procedures of the state organization as applicable shall in every case also be the policies and procedures of this local organization.

**ARTICLE IV  
OBJECTIVES**

The objectives of this local organization shall be:

- To elevate the standards for women in business and with careers.
- To promote the interests of business and career women.
- To bring about a spirit of cooperation among business and career women of Texas.
- To be the leading advocate for working women in Texas
- To achieve equality of all women through advocacy, education, information and technology

## **ARTICLE V MEMBERSHIP**

- SECTION 1.** Membership shall be held by individuals who support the objectives of TBW.
- (a) **ACTIVE:** Membership shall be open to all individuals
  - (b) **STUDENT:** An individual enrolled full time in regular sessions in a college or university or any other accredited educational institution above the high school level
  - (c) **Under 30 Member:** An individual who is under the age of 30.

**SECTION 2.** The only criteria for membership shall be per Article V, Section 1, and the payment of appropriate dues.

**SECTION 3.** By unanimous vote of the local organization membership present at any regular meeting, honorary membership may be bestowed on any business or career woman, who, because of character and of achievement is worthy of such honor. Such memberships shall be valid for the current year but may be extended as desired by the membership; however, such honorary memberships must be annually approved by a unanimous vote of the members present at the Annual Meeting.

**SECTION 4.** Holders of such honorary memberships will be entitled to full membership privileges except they shall not be eligible to hold elective office.

**SECTION 5.** The local organization shall be responsible for its state dues during the duration of such honorary membership.

## **ARTICLE VI LOCAL ORGANIZATION REQUIREMENTS**

**SECTION 1.** Local organizations may be formed by groups of members in good standing.

**SECTION 2.** Local organizations may set and collect their own dues.

**SECTION 3.** Local organizations must adhere to the TBW mission, vision and its governance documents.

**SECTION 4.** May submit bylaws to be approved by a person designated by the state president whose responsibility it is to insure there are no provisions in conflict with state bylaws and policies.

## **ARTICLE VII DUES**

**SECTION 1.** Dues are payable upon acceptance to membership, and renewable, annually at member's anniversary.

**SECTION 2.** Dues for each active member are eighty-two dollars (\$82.00), which includes applicable state and local dues; state member shall be fifty-two dollars (\$52.00), and Local Organization dues are thirty dollars (\$30.00), payable to local treasurer. The local treasurer will remit the state dues portion on behalf of the member to the state treasurer.

**SECTION 3.** Dues for each student member shall be applicable state dues, as set forth in the state bylaws of fifteen dollars (\$15.00). Local Organization dues will be waived.

**SECTION 4.** Dues for each Under 30 Member are thirty dollars (\$30.00), which includes state and local dues; state dues shall be fifteen dollars (\$15.00), and Local Organization dues are fifteen dollars (\$15.00), payable to the LO Treasurer. The local treasurer will remit the state dues portion on behalf of the member to the state treasurer.

**SECTION 5.** A member is in good standing only when state and local organization dues are paid, with the exception of a student member where only state dues are paid.

## **ARTICLE VIII FISCAL YEAR**

**SECTION 1.** The fiscal year shall commence on the first day of July and shall end on the last day of June.

**SECTION 2.** A review committee of three members shall be appointed at the July meeting. The committee shall review the treasurer's records after each meeting and shall report to the local organization at the next meeting.

## **ARTICLE IX OFFICERS**

**SECTION 1.** The officers of the local organization shall be a president, a president-elect, a vice president, a secretary, a treasurer, and shall constitute the Executive Committee.

**SECTION 2.** Officers shall assume their duties July 1, and shall serve for one year until June 30.

**ARTICLE X  
NOMINATIONS AND ELECTIONS**

**SECTION 1.** Officers shall be elected in May. Elections shall be by ballot unless there is only one candidate for the office. Officers shall be installed in June and assume their duties on July 1.

**SECTION 2.** Only individuals who are members in good standing shall be eligible for office.

**SECTION 3.** At the business meeting the month prior to the local election, the local organization shall elect a nominating committee of not less than three members. The nominating committee shall present, at a business meeting, a slate of one or more nominees for each office. Nominations may also be made from the floor if previous permission is obtained. Incumbent officers should not serve as members of the nominating committee.

**SECTION 4.** Vacancies of officers shall be filled for the unexpired term by the president with the approval of the Executive Committee.

**SECTION 5.** Six months or more shall be considered a term of office in determining eligibility for re-elections.

**SECTION 6.** A majority of the votes cast for a particular office shall constitute an election.

**SECTION 7.** If there is only (1) nominee for any office, the recording secretary may be instructed to cast the ballot for the office.

**ARTICLE XI  
DUTIES OF OFFICERS**

**SECTION 1.** The duties of the officers shall be such as are implied by their respective titles, and such as are specified in these bylaws.

**SECTION 2.** The **president** shall be the principle officer of the local organization and shall:

- a) Preside at all meetings of the local organization, the Board of Directors, and the Executive Committee.
- b) Make such appointments as necessary to conduct the business of the organization with the approval of the Board of Directors.
- c) Serve as ex officio member of all committees except the nominating committee.
- d) Bring to the attention of the local organization all pertinent information from the state organization.
- e) Coordinate with the treasurer for disbursement of funds, as directed by the local organization.
- f) Be responsible for sending to the state executive office:
  - a. The names and addresses of all officers immediately following their election or appointment;
  - b. Report immediately all permanent changes affecting Section 2(a) above.

**SECTION 3.** The **president-elect** shall:

- a) Perform the duties of the president in the absence of the president
- b) Become president for the unexpired term in case of death, resignation, or incapacity of the president.
- c) Serve in such other capacities as assigned by the president
- d) Act as a representative of the president when requested.
- e) Serve as ex officio member, without vote, of all committees, except the nominating committee.
- f) Perform all duties related to recruitment and retention of TBW Members including, but not limited to forming a membership committee
- g) Welcome new members appropriately
- h) Communicate regularly with the treasurer to ensure that all the new membership dues have been paid
- i) Assist the treasurer with any overdue membership fees.
- j) Work in conjunction with the treasurer to maintain a current roster of membership.

**SECTION 4.** The **vice-president** shall:

Perform the duties of the president in the absence of both the president and president-elect and shall act in an advisory capacity at all time;

- a) Become president for the unexpired term in case of death, resignation or incapacity of both the president and president-elect;
- b) Coordinate programs and speakers for the meetings;
- c) Serve in such capacities as assigned by the president;
- d) Send official thank you letters to all speakers.

**SECTION 5.** The **secretary** shall:

- a) Take, record, and report accurate minutes of the proceedings of all meetings of the local organization, the Board of Directors, and the Executive Meeting.
- b) Preserve, in permanent files, all records and letters of value to the local organization and its officers;
- c) Maintain an attendance record for each business meeting, Board of Directors meeting, and Executive Committee meeting.
- d) Conduct all correspondence of the local organization.

**SECTION 6.** The **treasurer** shall:

- a) Have charge of all monies of the local organization and shall report thereon at all meetings;
  - a. Report all dues collected from members in a monthly financial statement.
  - b. Keep a list of names, addresses, and occupations of all members;
- b) Work in conjunction with the president-elect to maintain a current roster of membership.
- c) Pay all bills approved within the budget and authorized by the proper authority;
- d) Keep an itemized record, in a permanent file, of all receipts;
- e) Serve as ex officio member of any related programs or trainings that require financial planning or assistance.
- f) Upon completion of the June financial review, deliver to the successor all books, records, and papers or digitized records of the same.

## **ARTICLE XII MEETINGS**

**SECTION 1.** The regular business meeting shall be held once per month on the second Thursday of the month. The time of the meeting may be changed by a two-third vote of the members present at the previous meeting, except in an emergency when the Executive Committee, by a two-thirds vote may change the date or time of the meeting.

**SECTION 2.** The regular May business meeting of each year shall be designated the Annual Meeting, at which time reports summarizing the year's activities shall be presented and written copies forwarded to the president and recording secretary.

**SECTION 3.** Special meetings may be called by the president or by any five members, provided all members are notified in writing, email, text or phone call of time, place, and purpose of such meetings at least 24 hours prior to meeting. Only the agenda for the meeting shall be considered.

**SECTION 4.** The membership present at a regular meeting shall constitute a quorum with each member present entitled to one vote. There shall be no voting proxy.

## **ARTICLE XIII BOARD OF DIRECTORS**

**SECTION 1.** The elected officers and appointed committee chairs shall constitute the Board of Directors.

**SECTION 2.** The Board shall:

- a) Supervise the affairs of the local organization and shall devise measures for its growth and prosperity.
- b) Make recommendations to the local organization regarding proposed amendments to the bylaws.
- c) Transact any business of the local organization in the interim between meetings and shall report thereon at the next business meeting of the local organization for ratification.

**SECTION 3.** The Executive Committee shall meet on call by the president, or by any three members of the committee, for the consideration of special matter in the interim between regular meetings of the local organization and the Board of Directors.

**SECTION 4.** The Executive Committee shall ratify all appointments.

**SECTION 5.** A majority of elected officers shall constitute a quorum for a meeting of the Executive Committee.

**SECTION 6.** The president may appoint, with the approval of the Executive Committee a parliamentarian who will serve at all meetings of the local organization and at meetings of the Executive Committee and Board of Directors when requested.

**ARTICLE XVI  
IDA GERBER MEMORIAL SCHOLARSHIP**

**SECTION 1.** The club shall maintain a scholarship fund to be known as the Ida Gerber memorial Scholarship Fund to be administered by a board of trustees composed of three members elected by the club membership. The Board of trustees shall be elected for a term of three years with staggered terms, the longest serving member of the Board being the Chair.

**SECTION 2.** The fund shall be a perpetual fund on deposit in a federally insured financial institution. The principal shall remain at not less than \$10,000.

- a) This fund shall be increased annually from local organization contributions, individual contributions, and earned interest.
- b) Scholarships shall be awarded from funds in excess of the \$10,000 principal at the discretion of the scholarship trustees.

**SECTION 3.** The chair shall be responsible for all monies collected and present a report at each meeting of funds collected and/or scholarships given.

**ARTICLE XV  
REPRESENTATION**

**SECTION 1.** Any member in good standing who attends the annual state conference shall be entitled to vote on all matters presented before the conference.

**SECTION 2.** No member to a state conference shall have more than one vote and no voting by proxy shall be allowed.

**ARTICLE XVI  
PARLIAMENTARY PROCEDURES**

The rules of parliamentary practice comprised in *Robert's Rules of Order Newly Revised* shall govern all proceedings of the local organization, the Board of Directors, and the Executive Committee, subject to special rules as they have been or may be adopted.

**ARTICLE XVII  
AMENDMENTS**

**SECTION 1.** Amendments to these bylaws may be proposed by the Board of Directors, the Executive Committee, or by the Bylaws Committee.

**SECTION 2.** All proposed amendments shall be sent in writing to every member at least ten (10) days before they are to be voted upon.

**SECTION 3.** All proposed amendments shall be presented to the Board of Directors prior to presentation to the local organization.

**SECTION 4.** These bylaws may be amended by a two-thirds vote of the members present and voting at any regular meeting.

**SECTION 5.** When an amendment is adopted by the state bylaws, which affects the local organization's bylaws, the local organization shall amend its bylaws to conform. Any conflict shall be resolved in accordance with state policy and procedures.

## **ARTICLE XVIII DISSOLUTION**

Upon dissolution of this organization, all of its assets remaining after payment of all cost and expense of such dissolution may be distributed to the state foundation or to another nonprofit organization dedicated to women's issues and professional training. None of the assets will be distributed to any member, officer, or trustee of this organization.

**SECTION 1** A local organization voting to disband shall:

- (a) Send written notification to the state president.
- (b) Forward to the state president a copy of the minutes of the meeting when vote to disband was taken, and the original charter of the local organization, or if charter is not available a statement to that effect.