

**TEXAS FEDERATION OF WOMEN'S CLUBS  
BYLAWS**

**ARTICLE I -NAME**

The name of this organization shall be the TEXAS FEDERATION OF WOMEN'S CLUBS, a member of the GENERAL FEDERATION OF WOMEN'S CLUBS, hereinafter referred to in these Bylaws as TFWC.

**ARTICLE II -OBJECT**

The object shall be to unite women's clubs throughout Texas for charitable purposes. The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals, within the meaning of those terms as used in #501 (c) (3) of the Internal Revenue Code of 1954, but only such purposes as also constitute public charitable purposes under the law of trusts of the State of Texas.

**ARTICLE III -MEMBERSHIP**

***SECTION 1 - Classification***

Membership in TFWC shall consist of Women's Clubs whose work and purpose are germane to the objects of TFWC. Membership shall be classified as follows:

- A. General Clubs: Those clubs whose members pay per capita dues to TFWC and GFWC.
- B. TFWC Cyber Club: The 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 is primarily done electronically. *(April 2019)*
- 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 School. *(May 2016)*
- F. State At-large Clubs: Those persons interested in maintaining membership in TFWC and GFWC after their club has dissolved. This will also include GFWC members moving into a town in Texas having no TFWC Club.

- G. A minimum of five (5) members with a President, Secretary and Treasurer shall constitute a club.
- H. Federations: Those clubs comprising groups known as City, County or Regional Federations which pay a fixed amount of dues without regard to individual membership.
- I. Life Members: Any member who has not served as a State President may be elected to Life Membership on the TFWC Board of Directors, subject to the following requirements:
1. Twenty-five years of continuous membership in a per capita club.
  2. Meritorious service on the TFWC Board of Directors through five or more administrations.
  3. Nominated by her club.
  4. Endorsed by her District at Convention or Board Meeting.
  5. Written recommendations of seven (7) members of the TFWC Board of Directors.
  6. Five copies of the resume of each nominee for TFWC Life Membership shall be submitted to the Life Membership Committee at least fifteen (15) days prior to the Fall Board of Directors Meeting or the Spring Convention.
  7. A unanimous vote of approval by a committee of five, appointed by the President to the Life Membership Committee, to serve for one administration.
  8. The election of a TFWC Life Member shall be by ballot vote of the voting members of the TFWC Board of Directors or the certified voting members at the TFWC Spring Convention.
  9. Each District is entitled to two (2) TFWC Life Members.
  10. No District shall present more candidates for Life Membership than the number for which they are eligible.
  11. A TFWC Life Member may be declared a Life Member Emeritus with all voting privileges by the TFWC Life Membership Committee when she:
    - a. moves from the state or district which nominated her
    - b. becomes incapacitated or
    - c. her club is no longer affiliated with TFWC or GFWC
    - d. a TFWC Life Member moving from one TFWC club to another in the same District shall retain her Life Membership title.

- J. Honorary Membership: Individuals may be elected to honorary membership on the Board of Directors on 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 years.
- B. Eligibility of applicant having been established by the District Second Vice-President, and the TFWC Second Vice-President, the application 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 the 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 the club to be presented to the club by the District Second Vice-President.

## ***SECTION 3 - Termination of Membership (2007)***

- 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 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 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 the 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 office, 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 proved to be incompatible with those of the 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. State At-Large Club shall pay TFWC dues per active member, plus the amount of the GFWC dues. All dues are payable upon approval of the application for membership and on July 1st thereafter. These members shall be per-capita members.
- E. All dues shall be paid to TFWC by July 1st. Subsequent payment shall be paid to TFWC for all members added to the roster.
- F. The fiscal year shall be from July 1st through June 30th.

## **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. *(May 2016)*
- B. Appointed officers serving on the Executive Committee shall be: Recording Secretary, Finance Chairman, and at the request of the President, the Parliamentarian. *(May 2016)*

### ***SECTION 2 – Eligibility for Elected Officers (May 2016)***

- A. Membership in a per capita club.
- B. Service as a District President or a State Director of Junior Clubs.
- C. Endorsement by candidate's club which shall be a per capita club in good standing.
- D. Endorsement by candidate's district in convention, this being the only candidate to be so endorsed for any single election period.
- E. The 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 candidate shall be sent to TFWC Nomination 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. *(May 2016)*
  
- 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 be made only by a member of the convention from the district where the nominee resides. A candidate nominated from the floor shall meet the requirements for office and shall have given her consent.
- 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 annual convention in even-numbered years at the time and place scheduled in the convention program. A plurality shall elect.
- B. Results of the election shall be announced by the President upon receipt of the report from the election committee.

### ***SECTION 3 - GFWC Candidates***

A prospective candidate for office in GFWC belonging to a TFWC per capita club must have the endorsement of two-thirds vote of the TFWC Convention voting body in odd-numbered years or by vote of a 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 Executive Committee.
- E. Appoint a Recording Secretary, Webmaster 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 members to serve with the Finance Chairman as the Finance Committee with the Finance Chairman serving as the Chairman of the Committee.
- H. This committee shall follow the duties as outlined in ARTICLE X; C, TFWC Finance Committee.
- I. Supervise plans for extending, unifying, and rendering more efficient the work of TFWC.
- J. Approve all programs of work.
- K. Supervise the publication of the directory, the report of each annual convention and the official publication.
- L. Issue with the Recording Secretary the Call to Convention and all regular meetings of the Board of Directors and the Executive Committee.

- M. Call special meeting of committees when necessary.
- N. Take a vote of the Executive Committee by mail and/or conference call in emergencies. A report of any action taken by mail and/or conference can be verified and made a part of the minutes of the next meeting of the Executive Committee.
- O. Affix the Corporate seal to official documents or direct the Office Manager to do so.
- P. Be Dean of District Presidents.
- Q. Co-sign with the Finance Chairman and/or President-elect all contracts extending beyond the duration of her term of office
- R. Co-sign with the Finance Chairman and/or President-elect all TFWC checks issued.
- S. Deliver to her successor, within one month after her term of office expires, all TFWC property in her custody.
- T. 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 Presidents-elect.
- C. Promote the work of TFWC through workshops.
- D. After the election in the 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, Webmaster 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 Finance Chairman all TFWC checks issued.

- I. Deliver to her successor, within one month after her term expires, all TFWC property in her custody.
- J. Serve as Chairman of the Long-Range Planning Committee.

***SECTION 3 - First Vice-President***

The TFWC First Vice-President shall:

- A. Perform the duties of the 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. Deliver to her successor, within one month after her term of office expires, all TFWC property in her custody.
- E. Serve on Long-Range Planning Committee.

***SECTION 4 - Second Vice-President***

The TFWC 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. Deliver to her successor, within one month after her term of office expires, all TFWC property in her custody.
- E. Serve on Long-Range Planning Committee.
- F. Be responsible for the State-at-Large Club as defined in TFWC Bylaws XV and encourage State-at-Large members to attend TFWC meetings, subscribe to the *Texas Clubwoman*, and the formation of a new club where they reside.

### ***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. Deliver to her successor, within one month after her term of office expires, all TFWC property in her custody.
- F. Serve on Long-Range Planning Committee.
- G. The Recording Secretary shall prepare and send to the current TEXAS CLUBWOMAN editor, a brief summary of the activities and business transacted in the Fall Board Meeting and Spring Conventions. This brief article shall be placed in the current issue of the magazine.

### ***SECTION 6 - Finance Chairman***

The TFWC Finance Chairman shall:

- A. Be appointed at the beginning of each administration by the Executive Committee.
- B. Not be limited to one administration in serving as this officer so that knowledgeable continuity of the financial status of TFWC exists.
- C. Not have to have been a District President, but must be knowledgeable in finance and financial affairs.
- D. Place her signature on file on all applicable signature cards to facilitate proper expenditure and transfer of funds.
- E. Manage all the 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. The Finance Chairman shall perform the following duties:
  - 1. Meet with the Finance Committee several times a year to review the Finance status of TFWC and prepare the budget.
  - 2. The proposed Budget shall be a balanced budget.
  - 3. Present proposed budget to the Executive Committee for their approval prior to the presentation of the budget to the body for final approval.
  - 4. Include in the budget two hundred fifty dollars (\$250.00) annually for the L.E.A.D.S. Representative to attend the GFWC Convention.
  - 5. 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.
  - 6. 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.
  - 7. Present an updated financial report to the Executive Committee at each meeting of the committee. *(April 2014)*
- L. See that the correct amount of accumulated interest in each Scholarship Fund is reported to the Scholarship Chairman for distribution to the elected student recipient.
- 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 bonded with TFWC paying the cost of the bond.
- 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 an article on parliamentary usage for THE TEXAS CLUBWOMAN, when requested.

## **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 the Convention shall be mailed thirty days before the Convention. Proposed resolutions and amendments to Bylaws shall be included in the Call.

### ***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 Juniors 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 preregistering for a convention shall be \$15.00. Visiting GFWC officers and out-of-state visitors shall be exempt from a registration fee.
- B. The registration fee for each member registering after the stated deadline for the convention shall be \$20.00. Visiting GFWC and out-of-state visitors shall be exempt from a registration fee.

***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. Trustees (Article XII, Section 2).
  - 4. TFWC Scholarship Representatives (Article XIII, Section 2).

5. TFWC Past Presidents
  6. TFWC Life Members and Honorary members (Article III, Sections E, F).
  7. Club Presidents
- B. Other Appointed members:
1. TFWC Chairmen of Department Programs/Special Projects (Article X, Section 1).
  2. TFWC Standing Committees (Article X, Section 2).
    - a. Legislation.
    - b. Bylaws.
    - c. Resolutions.
    - d. TFWC Finance
  3. Projects and Contests Committee chairmen.
  4. Convention chairmen.
  5. Life Membership Committee.
- 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 - Meeting (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. Each person pre-registered shall pay a fee of \$10.00 except GFWC officers and out-of-state visitors. (*April 2013*)

- B. Each person registered at time of the meeting shall pay a fee of \$13.00 except GFWC officers and out-of-state visitors. *(April 2013)*
- C. The Board of Directors may transact business by mail when necessary.
- 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 elected members representing more than half of the districts.

### **ARTICLE IX – EXECUTIVE COMMITTEE**

#### ***SECTION 1 - Membership***

The Executive Committee shall be composed of the TFWC elected officers, the Secretary, the Finance Chairman, 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 Finance Chairman 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 performances of the Financial Chairman to see that all the 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. When an elected Officer (President, President-elect, First Vice President, Second Vice President, Secretary) becomes ill or otherwise incapacitated and is unable to fulfill her duties as specified in the bylaws, three (3) members of the TFWC Executive Committee shall meet with the respective officer to ascertain her physical or mental condition. Report of such visit shall be made to all members of the Executive Committee.
  1. The Executive Committee shall have the authority to decide by three-fourths majority the action that should be taken in the best interest of TFWC, whether to retain or remove the officer and declare the office vacant.
  2. The officer shall be given the written decision of the Executive Committee and shall be given the opportunity to resign, rather than be dismissed from office.
  3. If the office is declared vacant, the office shall be filled as stated in the Bylaws, Article IV, Officers, Section 4 - Vacancies in Office.  
(April 2013)
- 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. Approve Scholarship Committee plans.
- K. Approve plans of the Trustees involving major changes.
- L. Approve the budget recommended by the Finance Committee and present such budget to the convention for final action.
- M. Approve the investment of all securities, including Endowment, trust and all accounts in custody.
- N. Approve applications of clubs for membership.
- O. Employ the necessary staff and/or services to conduct the business of the organization.
- P. Employ a certified accountant to conduct a compilation/review at the close of each administration. (April 2013)
- Q. Retain legal counsel.
- R. Review proposed amendments to Bylaws.
- S. Approve legislative programs present by the Legislative Chairman.
- T. Authorize the publication of a TFWC History Book every twenty (20) years with the next publication released in 2008.

### ***SECTION 3 - Meetings***

The executive Committee shall meet within thirty days after the regular election of officers and preceding the Board of Directors meetings and the annual convention. Other meetings may be held at the call of the President or upon the written request of any three members. (Emergency matters may be handled by mail or by conference calls.)

### ***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 Departments and Programs to correspond to those selected by GFWC at the beginning of each administration with the addition of the Texas Heritage Department.

### ***SECTION 2 - Committees***

There shall be standing committees as may be required for the operation of TFWC, including Legislation, Bylaws, TFWC Finance, Long-Range Planning, Resolutions and committees for GFWC and TFWC projects.

### ***SECTION 3 - Duties of Committees***

- A. Legislation – The legislative program for TFWC shall be prepared, directed and implemented by the Legislation Chairman, with 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 1st 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 in assembly.

5. This committee shall be limited to five (5) members.

#### C. TFWC Finance

1. This committee shall be composed of the Financial Chairman and two appointed members who are not members of the Executive Committee. The Financial Chairman 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. The proposed TFWC budget shall be printed in The Texas Clubwoman along with the Call to the annual TFWC Spring Convention in which the proposed budget would be adopted.
  - 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 bi-annually review the financial status of TFWC and bring to the Executive Committee any information that needs attention.

#### D. Long-Range Planning Committee

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 the 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 of Convention. All resolutions must be in the hands of the Chairman by January 1st.
4. The Chairman of Legislation 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.

#### ***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, 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 1st of election year. The endorsement shall not be announced earlier than January 1.
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 Conventions 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. Terms 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, Life Members, Department and Program Chairmen, Standing Committees, Project and Contest Chairmen, and Club Presidents, all with voting privileges at District Board Meetings and Conventions.

### ***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 Trustee, as defined in Article XII, Section 3, to be elected at the District Convention.
6. Nominate a TFWC Scholarship Representative, 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, 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 not 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***

- A. There shall be one Board of Directors meeting in the fall of the year. Quorum shall be majority of voting members. *(May 2016)*
  1. Each person pre-registering for the Fall Board Meeting shall pay a registration fee of not more than \$7.00. TFWC officers and out-of-district visitors shall be exempt from the fee. *(April 2013)*
  2. Each person registering at the time of the Fall Board Meeting shall pay a registration fee of not more than \$10.00. TFWC officers and out-of-district visitors shall be exempt from the fee. *(April 2013)*
- B. District Conventions shall be held annually, the date and place to be set by the District President and approved by the State President and the District Executive Committee.
  1. Each person pre-registering for the convention shall pay a registration fee of not more than \$10.00. TFWC officers and out-of-district visitors shall be exempt from the fee. *(2013)*

2. Each person registering at the time of the convention shall pay a registration fee of not more than \$12.00. TFWC officers and out-of-district visitors shall be exempt from the fee. *(April 2013)*
3. Quorum for a convention shall be majority of voting members. *(May 2016)*
4. District meetings shall not exceed two days, including preliminary meetings.
5. District Board Meetings and conventions shall not conflict with TFWC Conventions or GFWC South Central Region Conferences.

### ***SECTION 8 - District Life Members***

- A. Any member of TFWC who has not served as a District President may be elected to Life Membership on the District level subject to the following requirements:
  1. Fifteen (15) years of continuous membership in a per capita club.
  2. Meritorious service on the District Board of Directors through three (3) or more administrations.
  3. Nominated by her club.
  4. Written recommendations of five (5) members of the District Board of Directors.
  5. Three (3) copies of the resume for each nominee for District Life Membership shall be submitted to the District Life Membership Committee fifteen (15) days prior to the District Fall Board of Directors meeting or the District Spring Convention.
  6. A unanimous vote of approval by the three members of the District Life Membership Committee, appointed by the District President, for one administration.
  7. 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.
  8. Each District is entitled to the number of Life Members as there are Districts in TFWC with no more than three being elected during an administration.
  9. A District Life Member may be declared a Life Member Emeritus with all voting privileges when she:
    - a. moves from the District
    - b. becomes incapacitated or
    - c. her club is no longer affiliated with TFWC or GFWC and
    - d. a club member moving from one club to another in the same District shall retain her Life Membership title.

10. A District Life Member elected to the office of a TFWC District President shall be given the title of Life Membership Emeritus. By virtue of her election to the office of President she will become a permanent member of the District Board of Directors.

11. The vacancy of the specified number of District Life Members may then be filled with another member meeting the qualifications of Life Membership.

**B. Resume Requirements:**

Nomination by her club. Nomination must include:

1. Statement of her 15 years of continuous membership in a per capita club including the year nominee joined.
2. Three or more positions held on the District Board. Name of the District President under which she served and administration dates.

List of meritorious service.

3. Include five or more letters of endorsement from District Board Members.
4. Send three (3) copies of resume and letters of endorsements to the District Life Membership Committee Chairman two weeks prior to the Fall District Board Meeting or the District Spring Convention.

***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 (\$125.00) dollars annually.
- C. At the end of each administration the District Treasurer shall have the account of the administration audited by a committee appointed by District President and 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, San Jacinto and Western electing in even-numbered years; and Caprock, Key, Mesquite, South Texas, Top of Texas, and Trinity Districts electing in odd-numbered years.

- 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 1st of the year elected and end on June 30th 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***

When a Scholarship Representative must be absent from a meeting of the Scholarship Committee, an alternate for the meeting may be appointed by the District President and the name submitted to the TFWC Scholarship Chairman prior to the next meeting. The elected Scholarship Representative shall supply the alternate with pertinent information. The alternate shall have all privileges of elected Scholarship Representative.

### ***SECTION 7 - Term of Service***

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

### ***SECTION 8 - Meetings***

The Scholarship Committee shall meet prior to the meeting of the Board of Directors in the fall of the year and the Spring Convention. Other meetings may be held at the call of the Chairman, TFWC President, or upon written request of any five members. The Scholarship Committee may transact their business by mail or telephone when necessary. Minutes of all such meetings shall be mailed to the Scholarship Committee within thirty (30) days of such meetings.

### ***SECTION 9 - Quorum***

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

### ***SECTION 10 - Rules and Regulations***

Operations of the TFWC Scholarship Committee shall be governed by the special Rules and Regulations adopted by TFWC and approved by IRS, and by the policies established by the committee.

### ***SECTION 11 - Funds***

Scholarship monies shall not be listed for any purpose other than scholarships.

## **ARTICLE XIII – TFWC HISTORICAL FOUNDATION**

### ***SECTION 1 - Objective***

The membership shall strive to stimulate the interest of THE TEXAS CLUBWOMAN in TFWC Headquarters; encourage a more extended use of the building and its facilities; promote the financial interests of the TFWC Historical Foundation; and be charged with the general supervision of the policies concerning the TFWC Headquarters.

### **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 of the Trustees for one year shall be equivalent to a resignation. In absence of a Trustee, an alternate for the meeting may be appointed for the meeting by the District Executive Committee, and name sent to Chairman of trustees before date of meeting. The elected Trustee shall supply the alternate with pertinent information.

### ***SECTION 3 - Election***

The committee of Trustees shall rotate with districts. Caprock, Key, Mesquite, South Texas, Top of Texas, and Trinity Districts electing in odd-numbered years and Alamo, Capitol, Magnolia, Pioneer, San Jacinto and Western Districts electing in even-numbered years.

- 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 1st of the year elected and end on June 30th 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***

The duties of the trustees shall be as specified in the TFWC Historical Foundation Rules and regulations.

#### ***SECTION 5 - Meetings***

Trustees shall meet prior to the meeting of the Board of Directors and the Conventions. Other meetings may be held at the call of the Chairman, TFWC President, or upon written request of any five members. The Trustees may transact their business by mail when necessary. Minutes of all such meetings shall be mailed to Trustees within thirty (30) days of such meetings.

#### ***SECTION 6 - Quorum***

The quorum for meetings of the trustees shall be more than one-half of the membership of the committee.

### **ARTICLE XIV – GFWC TEXAS CYBER CLUB *(April 2019)***

#### ***SECTION 1 – Membership***

- A. The 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 done electronically.
- B. Texas Federation of Women’s Clubs Cyber Club shall have its own set of bylaws that is compatible with those of the Texas Federation of Women’s Clubs.
- C. The TFWC Cyber Club shall follow TFWC Bylaws Article III, Section 2 – Application to obtain membership in TFWC and GFWC.
- D. Members shall be affiliated with Capitol District and shall appear as a club in the TFWC Directory under Capitol District’s club listings. TFWC Cyber Club members may attend District, TFWC, and GFWC meetings.
- E. Members shall be eligible to serve on the district and TFWC Boards of Directors and shall meet all requirements laid out by TFWC to run for a district or state elective office.

## ***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 the 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. The TFWC Cyber Club may participate in GFWC and TFWC reporting categories and shall send said reports to Capitol District chairmen.

## ***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***

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 – STATE-AT-LARGE CLUB**

**SECTION 1 - Membership**

A State-at-Large Club shall be composed of women who have moved into a town in Texas with no Federated club or of women whose clubs have disbanded and there is no federated club in their towns.

- A. Applications may be obtained from TFWC Headquarters or from the TFWC Membership Chairman.
- B. The TFWC Membership Chairman shall present the application to the Executive Committee for approval at the next meeting.
- C. There shall be no more than nine members at one time in the same town. When there are more than nine members in one town, they shall form a federated club.

**SECTION 2 - District/TFWC Privileges**

- A. Each member of the State-at-Large Club shall be affiliated with the district in which she resides and may attend all meetings of the district, as well as TFWC.
- B. Members shall be eligible to serve on the District and TFWC Boards of Directors, but shall not be eligible for an elective office of District or TFWC.

**SECTION 3 - Delegates**

The State-at-Large Club shall be allotted one accredited delegate or alternate for each fifteen (15) members, or major portion thereof, at TFWC Conventions. All other members may attend all meetings as non-voting members.

**SECTION 4 - Meetings**

Regular business meetings of this club shall be held at the time and site of the TFWC Fall Board Meeting and TFWC Convention. Additional meetings may be called at the discretion of the Club President.

**SECTION 5 - Officers**

Officers shall be elected at the regular meeting during the TFWC convention in even-numbered years.

## **ARTICLE XVII-JUNIORETTES**

### ***SECTION 1 - Membership***

A club whose membership is composed of high school students shall be classified as a Juniorette Club. A minimum of ten (10) 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.

## **ARTICLE XVIII – 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 by the Bylaws.

## **ARTICLE XIX – 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 XX – 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 May 2016

Amended April 2017

Amended May 2018

Amended April 2019