

**TEXAS DEMOCRATIC WOMEN
HILL COUNTRY CHAPTER
AMENDED AND RESTATED BYLAWS
Adopted April 7, 2009**

Article I Name and Principal Office

- Section 1. Hill Country Chapter of Texas Democratic Women (Hill Country TDW) is an unincorporated association.
- Section 2. The principal office of Hill Country TDW shall be located in Kerr County, Texas at such place as determined by the Executive Board (Board).

Article II Purpose

Hill Country TDW will promote the increased political activity and influence of Democratic Women in local, state and national politics and government.

Article III Policy

- Section 1. Hill Country TDW will not endorse one Democrat in opposition to another Democrat.
- Section 2. Hill Country TDW shall be affiliated with Texas Democratic Women and the National Federation of Democratic Women.
- Section 3. Hill Country TDW will provide training and other support for Democratic women working in party organizations, campaigns, and/or seeking party or public office.
- Section 4. Hill Country TDW will work to promote increased representation of women in Democratic Party organizations and government institutions.
- Section 5. Hill Country TDW will promote legislative, executive, and judicial policies that enhance equitable representation of women in Democratic Party organizations and government affairs.

Article IV Meetings

- Section 1. Membership meetings shall be held the first Tuesday of each month from September through May of each year, at a specified time and location set by the Executive Board (Board). The Board may approve variations from the regular schedule for membership meetings provided members are given sufficient notice in advance of such meeting.
- Section 2. The membership meeting in the month of April each year shall also be the Annual Meeting of Hill Country TDW.

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Article V Membership and Dues

- Section 1. Any Democrat who supports the purpose and policies of Hill Country TDW is eligible to join Hill Country TDW.
- Section 2. A Hill Country TDW member shall be an individual whose dues are current. The membership year shall begin January 1 each year.
- Section 3. Dues will be set by a vote of the general membership prior to the start of a new membership year and shall remain the same until changed by a subsequent membership vote in accordance with this section.
- Section 4. New members may be accepted at any time upon payment of annual dues. A new member who joins on or after October 1 will be deemed current for the following membership year.
- Section 5. Renewing members must pay dues each year on or before January 1 to be considered a member in good standing for that year.

Article VI Nominations and Elections

- Section 1. The officers of Hill Country TDW shall be elected at the Annual Meeting each year. Officers shall begin their term after installation at the May membership meeting each year.
- Section 2. The Board shall appoint the Nominating Committee on or before March 1 each year. The Nominating Committee shall consist of three members, which shall include one member of the Board and two members in good standing who are not members of the Board.
- Section 3. The Nominating Committee shall recruit a slate of candidates for the offices of President, Vice President, Secretary and Treasurer and, with the consent of each candidate, submit the nominated slate of candidates to the membership at the Annual Meeting. The Nominating Committee shall make its report available to the membership at least one week prior to the Annual Meeting.
- Section 4. In addition to the candidates nominated by the Nominating Committee, members may nominate candidates for officer positions from the floor at the Annual Meeting, with consent of the persons so nominated.
- Section 5. Members may vote by ballot, show of hands or acclamation to elect officers at the Annual Meeting. The candidate who receives the majority of votes cast by the membership shall be elected. In the event no candidate receives a majority of votes cast, there shall be an immediate run-off election between the two candidates receiving the most votes.
- Section 6. Vacancies in offices shall be filled for the remainder of the term by the Board at the next Board meeting.

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Article VII Officers

Section 1. The officers of Hill Country TDW shall be President, Vice President, Secretary, and Treasurer. The duties of the officers shall be those set forth in this Article and such other duties as are customarily assigned to like officers in similar organizations, as well as other duties deemed necessary by the Board. Officers, except for the Treasurer, may not serve more than two consecutive terms in the same office. Treasurer may serve up to four consecutive terms in office. Persons who are recruited to fill a vacancy shall be deemed eligible for election to two full terms in the same office after completing the term of the vacant position.

Section 2. President. The President shall:

- a. Preside at all meetings of the membership and the Board.
- b. Serve as an ex-officio member of all committees except the Nominating Committee.
- c. Call special meetings of the membership and of the Board in accordance with provisions of these Bylaws.
- d. Appoint, with the approval of the Board, a Parliamentarian, the chairs of all committees except the Nominating Committee, and make any additional assignments deemed necessary, as long as such actions are in accordance with provisions of these Bylaws.
- e. Submit a list of the incoming and continuing chapter officers to the Texas Democratic Women state office.

Section 3. Vice President. The Vice President shall:

- a. Preside at meetings in the absence of the President and act as the President in the absence or disability of the President.
- b. Perform such other duties as are requested by the President or by the Board.

Section 4. Secretary. The Secretary shall:

- a. Record and keep in custody the minutes of all meetings.
- b. Have available for reference at all meetings a copy of these Bylaws and a list of the officers, committee chairs and members.
- c. Have charge of such correspondence of the Hill Country TDW as is delegated by the President or the Board and keep on file valuable communications to and from the Hill Country TDW.
- d. Arrange for a substitute secretary from the Board if unable to attend a membership or Board meeting.

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e. Perform such other duties as are requested by the President or the Board.

Section 5. Treasurer. The Treasurer shall:

- a. Collect all annual dues from Hill Country TDW members.
- b. Forward all dues to the Texas Democratic Women State Treasurer on or before January 1 each year.
- c. Forward collected dues of new members to the state office as funds are received, together with the name, address and telephone number of each new member.
- d. Receive all monies due the Hill Country TDW and make deposits; pay all bills approved by the Board; and reconcile the bank statements on a regular basis.
- e. Keep a proper set of financial records and render a financial report at membership meetings, Board meetings, and such other times as are required by the Board.
- f. Present the financial records for review at the end of the term or change of Treasurer.
- g. Prepare a budget for each fiscal year for consideration and approval by the Board.
- h. The Treasurer shall serve as the PAC Treasurer for purposes of reporting income and expenditures as required by the Texas Ethics Commission.

Section 6. Parliamentarian. The Parliamentarian shall:

- a. Ensure that the business of the organization is conducted according to the current edition of Robert's Rules of Order Newly Revised.
- b. Act as Chair of the By-Laws Committee.

Article VIII Executive Board

Section 1. The Executive Board (Board) shall consist of elected officers, committee chairs, the past president and such other persons as the President shall appoint with approval by the elected officers.

Section 2. The Board shall set policy for Hill Country TDW, determine its programs and take all actions authorized or required by these Bylaws, except for expenditures, which shall be approved by the elected officers of the Hill Country TDW.

Section 3. The Board shall meet monthly at a time and place to be determined by the President, for a total of at least nine meetings in each membership year. A quorum of five Board members, including at least two elected officers, shall be required to vote on any matter before the Board. Board members may participate during the Board meeting by telephone and such members shall be included in determining the existence of a quorum.

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Section 4. The Board may also act by written consent of the elected officers in lieu of a Board meeting, so long as all elected officers sign a written waiver of notice and approve the action so taken. An electronic transmission by a Board member consenting to an action to be taken will be considered written, signed and dated for the purposes of this Article if the transmission sets forth or is delivered with information from which the Secretary of the Board can determine that the transmission was transmitted by such Board member and the date on which it was transmitted.

Section 5. The standing committees shall include the Nominating Committee, the Communication Committee, the Public Relations Committee, the Legislative Committee, the Membership Committee and the Bylaws Committee. All Committee Chairs, except for the Nominating Committee, shall be appointed by the President and approved by the elected officers. The standing committees shall develop and recommend to the Board such policies and programs as are within their areas of responsibility.

- a. The Communications Committee shall be responsible for contacting members regarding meetings and other activities of the Hill Country TDW.
- b. The Public Relations Committee shall contact the media regarding activities of the Hill Country TDW and perform other duties as requested by the Board.
- c. The Legislative Committee shall develop awareness of state and national legislative issues and recommend and encourage action.
- d. The Membership Committee shall encourage participation and provide membership information to the Board.
- e. The By-Laws Committee shall review the By-Laws and make recommendations to the Board as necessary.
- f. Prior to the change to a new Treasurer, a special committee shall be appointed to review the financial records of Hill Country TDW.

Article IX Financial Matters

Section 1. The fiscal year of Hill Country TDW shall begin on January 1 and end on December 31. All donations made for that fiscal year must be received by the Treasurer by December 31. The Treasurer shall submit an annual report to the Board on the finances of Hill Country TDW on or before March 1 for the prior fiscal year.

Section 2. All expenditures by the Hill Country TDW must be approved by a majority vote of the elected officers.

- a. All expense reimbursements and supporting receipts/documents must be received by the Treasurer within 30 days of event/assignment.
- b. A Reimbursement Form provided by the Treasurer is to be used.

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Article X Voting

The right to vote at membership meetings shall be limited to persons who are members in good standing at the time the vote is taken. Each member shall have one vote, and a written/electronic vote shall be allowed.

Article XI Amendments

Amendments to these Bylaws must be recommended by the Board and approved by a majority vote of the members present at a membership meeting, provided that notice of the proposed amendment has been given at least one month prior to such meeting.

Article XII Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern Hill Country TDW in all cases to which such rules are applicable and in which such rules are not inconsistent with these Bylaws and any special rules of order the Hill Country TDW may adopt.

Article XIII Dissolution

In the event the Hill Country TDW is dissolved by appropriate action of its membership, any funds held by the Hill Country TDW shall be given to a Democratic nonprofit group chosen by a vote of the membership.

Adopted April 9, 2009
Revised March 13, 2012
Revised September 10, 2013 (Name change)
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