



BYLAWS

ARTICLE I ORGANIZATION

Section 1.01 The name of the organization shall be:

HISPANIC WOMEN'S NETWORK OF TEXAS

ARTICLE II PURPOSES

Section 2.01 The Hispanic Women's Network of Texas (HWNT), hereinafter referred as "Network", is a statewide organization whose mission is to promote the advancement of Women.

Section 2.02 **Mission:** The Network seeks to promote the advancement of women in public, corporate and civic life through education, personal and professional development.
Vision: To be the premier women's organization leading as an agent of change.
Values: Respect, integrity, servant leadership and collaboration.
Beliefs: We have a responsibility to empower and inspire our community.

Section 2.03 The Network unites to celebrate the positive image and values of its Hispanic heritage.

Section 2.04 The Network performs other purposes that qualify as exempt from federal tax under section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE III PROHIBITED ACTIVITIES

Section 3.01 No part of the net earnings of the Network shall inure to the benefit of, or be distributable to its members or officers; other parties of the Network, except that the Network shall have the authority to pay reasonable compensation or fees for services actually rendered to or for the Corporation. No substantial part of the assets of the Network shall be used to perform particular services for its individual members unless these services are identical to its main or principal purposes. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation of the Network, the Network shall not engage in or carry out any activities not permitted to be engaged in or carried out by a Corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of a future federal income tax law).

ARTICLE IV
DISSOLUTION ARTICLE

Section 4.01

Upon the dissolution of the Network, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Network, dispose of all of the assets of the Network used exclusively for the purposes of the Network to such organizations who share the same purposes of the Network and qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the Court of Civil Appeals of the county in which the principal office of the corporation is then located, exclusively for such purposes of to such organization or organizations, as said Court shall determine, which are organized and created exclusively for such purposes.

ARTICLE V
PRINCIPAL OFFICE

Section 5.01

The location of the principal office of the corporation shall be determined by the Board of Directors and shall be within the State of Texas.

Section 5.02

The Corporation shall have and continuously maintain in the State of Texas a registered office, and registered agent whose office is identical with such registered office as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be identical with the Principal office of the corporation in the State of Texas The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE VI
MEMBERSHIP

Section 6.01

The Network welcomes into its membership any person who is in accord with its purposes and who will cooperate in carrying out its programs and stated activities. Membership will be constituted by payment of annual dues as contained in the standing rules. Each member shall have one vote.

Section 6.02

The Network offers affiliate and corporate memberships to organizations or agencies wishing to help the Network in promoting the state purposes of the Network as described in Article II. Requests for affiliate and corporate membership are subject to State Board approval. Dues and membership privileges are described in the Standing Rules of the Network.

ARTICLE VII
BOARD OF DIRECTORS

Section 7.01

The Board of Directors shall exercise all powers of the Network.

Section 7.02

The Board of Directors (hereinafter called "directors") shall consist of at least one representative from each chapter; however, there shall be no more than two (2) Executive Board officers elected from the same chapter.

Section 7.03

Chapter Representatives are elected at the local level in accordance with the State procedures and bylaws and should have an alternate to act in the place of the representative in order to be represented at every state board meeting. Elected chapter board members, must have served a minimum of one year as an active member of HWNT.

ARTICLE VIII
CHAPTERS

Section 8.01

The Local Chapter is an affiliated unit of HWNT, which operates within a community under authority of a charter granted by the State Board of Directors upon approval of an application for chapter charter.

Section 8.02

Powers of the Chapter:

- A chapter will follow the State bylaws and Standing Rules to carry through its administration and work.
- A chapter may initiate and carry through fund-raising, civic, social, and welfare projects on its own or in cooperation with other acceptable organizations, provided said projects do not violate or contradict the principles of HWNT, or its insurance liability guidelines.
- A chapter can suspend and drop from its membership roll any member who is in arrears with their dues, it can also suspend or expel any member guilty of actions contrary to the best interests of the chapter;
- A chapter may remove from office any of its officers guilty of causes enumerated in Section 12.04 of these bylaws.
- A chapter is responsible for ensuring that members are current on their membership dues and in good standing in order to vote at the state conference

Section 8.03

Limitations of the chapters:

A local chapter may not assume the authority to speak or act for HWNT in matters of state scope involving HWNT policies unless authorized by the state board. In no instance may a local chapter bind HWNT in any matter except with the consent of the state board. A local chapter organized less than thirty (30) days prior to a state conference, whose charter has not been officially approved, may send observer members but will not have the right to cast votes.

Section 8.04

Responsibilities of the chapter:

Each chapter is responsible to promote growth of its membership and the scope of its activities complying with the provisions of the state constitution and bylaws, adopted resolutions, policies and customs, including its own. Each Chapter should have at least five (5) elected officer positions: Chair, Chair Elect, Vice Chair for Membership, Secretary, and Treasurer.

Each chapter is responsible for appointing a representative to the State Board of Directors. The responsibilities of the State Representative are:

- To represent their chapter at each State Board meeting,
- To participate in the board meetings,
- To communicate to their Chapters the orders and resolutions of the Board of Directors,
- To submit the required chapter reports in a timely manner and present the

aforementioned reports from their chapters,

Two (2) consecutive unexcused absences of a State Representative at a state meeting shall serve as basis for removal from office. Any officer failing to perform their prescribed duties as stated in these bylaws may also be subject to removal.

Each chapter is responsible for holding regular meetings, but in no case less than 4 per year. A local chapter shall establish a regular schedule of meetings during its first meeting following the election of officers and notify all its members. Meetings shall be conducted according to bylaws and Robert's Rules of Order, Revised. Each Chapter must prepare and submit quarterly reports to state board and to remit membership dues to the state according to the established schedule.

Each chapter is responsible for submitting to the Board quarterly reports required by the treasurer for purposes of reporting to the IRS and auditors.

Section 8.05

A fully paid member in a chapter can take issues to the State Executive level; issues that were not resolved in writing at the local chapter board level. A local Chapter shall make every effort to resolve issues at the Chapter level.

**ARTICLE IX
VACANCIES**

Section 9.01

Any vacancy of directors from a local chapter shall be filled by the respective chapter. A director elected to fill a vacancy shall serve the remainder of the term being vacated.

Section 9.02

Vacancies of officers shall be filled by the Board of Directors to serve until the next election of officers.

**ARTICLE X
MEETINGS**

Section 10.01

The Board of Directors shall meet no less than twice per year at times and venues designated by Board of Directors. Notice of such meetings shall be sent to directors and chapter chairs thirty days (30) in advance. The Board of Directors may provide by resolution the time and place for the holding of additional meetings. Notice of additional meetings shall be provided.

Section 10.02

The Executive Committee consists of the Network's officers and shall meet quarterly or as frequently as needed.

Section 10.03

Statewide membership meetings shall be held no less than once annually. Notice shall be sent to all members thirty days (30) in advance.

Section 10.04

Directors shall not receive any salaries for their services, but by resolution of the Board of Directors, a fixed sum may be allowed for the expense incurred in attending each meeting of the Board. However, nothing herein contained shall be construed to preclude any director from serving the Network in any other capacity and receiving compensation therefore.

ARTICLE XI
QUORUM

Section 11.01

At all meetings, teleconferences, online via email meetings of the Board of Directors, simple majority of the directors then in office shall constitute a quorum for the transaction of business, and the act of a Majority of the directors present at any meeting or teleconferences, online via email at which there is a quorum shall be the act of the Board of Directors.

ARTICLE XII
OFFICERS OF THE EXECUTIVE COMMITTEE

Section 12.01

In order to achieve staggered board terms, one half of the board members shall be elected to serve for a term of two years while the other half shall be elected for a term of one year. This will be implemented at the 2016 election year. Both groups will be eligible for reelection or reappointment to one additional two-year term. If an officer assumes the chairmanship in the final term, the officer's board term may be extended in order to complete two terms as chair.

The officers are:

Chair
Chair Elect
Vice Chair of Membership
Vice Chair of Development
Vice Chair of Marketing
Secretary
Treasurer
Immediate Past Chair
Parliamentarian

With the exception of the Parliamentarian, who is appointed by the Chair, all officers are to be elected at the annual meeting by the membership.

Section 12.02

Officers are to be elected through a nominating process as described in the Standing Rules of the Network. Officers shall be elected by the membership at the annual meetings. Said officers shall serve as voting members on the Board of Directors. No chapter will be entitled to more than two (2) officers.

Section 12.03

Officers may serve no more than two (2) consecutive terms. After a director completes two consecutive terms, such director shall not be eligible for reelection for a period of two years, or one term.

Section 12.04

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Network would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Two (2) consecutive unexcused absences of a director or officer at a state meeting shall serve as basis for removal from office. Any officer failing to perform their prescribed duties as stated in these bylaws may also be subject to removal.

Section 12.05

The Chair shall be the official representative of the Network and shall preside at all meetings of the Network. Should the Chair be absent, the Chair-elect shall perform her duties. The Chair shall preside over the Executive Committee and the meetings of the Board of Director. The chair appoints the Historian, the Parliamentarian, and the Webmaster. The Chair creates ad hoc and special

committees as needed. Annually, the Chair appoints a Finance Committee for the purpose of an annual financial review.

Section 12.06 The Chair Elect shall perform the duties of the Chair in the event of absence or disability and shall assist the Chair in such duties, as the Chair shall assign. The Chair Elect coordinates the work of the standing committees performing the business aspect of the Network.

Section 12.07 The Vice Chair for Membership shall perform the duties of the Chair in the Absence of the Chair and Chair Elect. The Vice Chair for Membership coordinates the work of the membership activities of the organization and works with the local chapters' membership representatives to ensure members are in good standing. The Membership Self-Development Committee is chaired by the Vice Chair for Membership.

Section 12.08a The Vice Chair of Development shall perform the duties required to assist in fundraising for the organization including sponsorships for the state annual meeting and conference. The Vice Chair of Development coordinates her activities with the state executive board to ensure sustainability of the organization.

Section 12.08b The Vice Chair of Marketing shall perform the duties required to publicize and communicate the activities of the state organization and for the state annual meeting and conference. This officer chairs the Public Relations, Communication and Legislative Issues Committee.

Section 12.09 The Secretary shall record and report all meetings and distribute minutes of the Executive Committee, Board of Directors and the Annual meeting no later than thirty (30) days after the meetings are held.

Section 12.10 The Treasurer shall be responsible for the receipt and custody of all monies of the Network and disbursement thereof. At a minimum a compilation and tax return filings will be performed by a third party qualified Certified Public Accountant. The Finance Committee, appointed by the Chair, shall oversee the financial reporting and disclosure, as well as oversee the external CPA. The Treasurer serves as an Ex-Officio member of the Finance Committee.

The Treasurer will ensure that local chapters comply with the fiscal requirements to report to auditors and the IRS.

Section 12.11 The Immediate Past Chair continues to serve on the board as a voting member and chairs the Nominations Committee.

Section 12.12 The Parliamentarian, a position appointed by the Chair, serves the officers and the members on matters pertaining to the interpretation of the Bylaws and of the parliamentary procedures. The Parliamentarian is not a voting member of the board. The Parliamentarian chairs the Bylaws committee.

Section 12.13 The Board of Directors will hire and remove appropriate staff/consultants to conduct the business of the Network as specified in the standard operational manual. The Executive Director shall exercise such powers and perform such duties as is determined from time to time by the Board of Directors.

Section 12.14 The salaries of all staff/consultant persons of the Network shall be determined by the Board of Directors.

Section 12.15 Any staff/consultant person selected or appointed by the Board of Directors may be removed at any time by the vote of a majority of the Board of Directors. Such

removal shall not affect the legal rights of the person so removed. The Board of Directors shall determine if the venue for such vote shall be teleconference, online or via email.

NON-EXECUTIVE MEMBERS OF THE BOARD

- Section 12.16 The Historian shall be the custodian of all records to include historical records of the Network and maintaining the archives and history of the Network. The Historian is a non-executive position appointed by the Chair, with approval from the Board and serves as a voting member of the Board.
- Section 12.17 The State Chair of the Education Program, appointed by the Chair and approved by the Board, is not a member of the Executive Board but serves on the Board as a voting member. The State Chair of the Education Program is responsible for ensuring that chapters have an Education Series Program consistent with guidelines approved by the Board. The position will direct all education activities including any state scholarship programs.
- Section 12.18 The State Representatives are the official representatives of each local Chapter at the Board of Directors meeting. They are elected by the chapters, are not members of the Executive Committee but serve on the Board of Directors as voting members. They submit the Chapter's quarterly report of activities and communicate to their Chapters the orders and resolutions of the State Board of Directors.

ARTICLE XIII **COMMITTEES**

- Section 13.01 The Executive Committee will consist of the officers of the Network and will act on matters of urgency when the State Board of Directors cannot meet.
- Section 13.02 The Standing Committees of the Network are designed to conduct business in an efficient and prudent matter. The committee Chair schedules the meetings of Standing Committees. The Executive Board approves membership for each committee.
- Section 13.03
- 13.03a Bylaws/Policy: This committee shall be chaired by the Parliamentarian and is responsible for the constant evaluation of the Bylaws, the Standing Rules, and the Standard Operating Procedures of the Network.
- 13.03b Finance: The Chair of the Network appoints the Chair of the Finance Committee. It will have oversight of financial reporting and disclosure. It will recommend investment of the Network's funds on an annual basis or as needed.
- 13.03c Membership Self-Development and Education: This committee shall be chaired by the Vice Chair of Membership and is responsible for the processing of membership applications and maintaining membership rosters. This committee is responsible for recommending and implementing a plan of action for membership development on an annual basis, proposing a plan for leadership development and education of the membership, and producing a membership directory. Of priority to the committee are opportunities for leadership development skills, appointments to boards and commissions, and the implementation and monitoring of a member achievement award program. This Committee appoints the Credentials committee that is responsible for conducting the election at the biennial officers' election meeting held at the membership meeting at the State Conference.

13.03d Nominations: This committee shall be chaired by the Immediate Past Chair and is responsible for recommending the slate of officers to be voted every two years at the membership meeting at the State Conference.

13.03e Public Relations, Communication and Legislative Issues: This committee shall be chaired by the Vice Chair of Marketing and is responsible for promoting the Network to external audiences by means of appropriate and available medium. This committee is responsible for insuring a venue of communication through publication and electronic medium to include cultural and legislative issues that impact the organization.

Section 13.04

Ad Hoc or special committees shall be designated by the Chair as needed for the purpose of carrying out the duties designated by the Chair and said committees will disband upon completion of their respective assignments.

**ARTICLE XIV
PARLIAMENTARY AUTHORITY**

Section 14.01

Robert's Rules of Order, Newly Revised, the current edition in print, will be the parliamentary authority of the network.

**ARTICLE XV
AMENDMENT OF BYLAWS**

Section 15.01

Thirty (30) days advance written notice shall be provided to the members prior to the meetings at which any proposed amendments to the bylaws are to be voted upon.

**ARTICLE XVI
MISCELLANEOUS PROVISIONS**

Section 16.01

The Network shall indemnify any person who was or is a party to any threatened, pending or completed action suit or proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Network), partnership, joint venture, trust or other enterprise against expense (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her or him in connection with such action, suit, or proceedings if she or he in good faith and in a manner she or he reasonably believed to be in or not opposed to the best interest of the Network, and with respect to any criminal action or proceedings, had no reasonable cause to believe her or his conduct was unlawful.

Section 16.02

Indemnification hereunder shall be made only upon a determination in the specific case that indemnification is proper under the substantive standards established hereunder. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum comprised of Directors who were not parties to such action, suit or proceeding, or (2) even if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

ARTICLE XVII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 17.01 The Board of Directors may authorize any Officer or Officers, agent or agents, of the Network in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Network. Such authority may be general or confined to specific instances.

Section 17.02 All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Network shall be signed by such Officer or Officers, agent or agents of the Network and in such manner as shall from time to time be determined by the Board of Directors, such instruments shall be signed by the Treasurer. Instruments in excess of \$1,000 shall need two of the signatures in bank records.

Section 17.03 All funds of the Network shall be deposited from time to time to the credit of the Network in such banks, trust companies or other depositories as the Board of Directors may select.

Section 17.04 The Board of Directors may accept on behalf of the Network any contribution, gift, bequest or device for the general purposes or for any special purposes of the Network.

ARTICLE XVIII
BOOKS AND RECORDS

Section 18.01 The Network shall keep correct and complete books and records of accounts and shall also keep minutes of its membership meetings, Board of Directors meetings and committee meetings, and shall keep at the registered or principal office a record giving the names and addresses of the members. Any member or agent or attorney may inspect all books and records of the Network for any purpose at any reasonable time.

The records of the Network shall be archived at Rare Books and Manuscripts Reading Room of the Nettie Lee Benson Latin American Collection of the Lyndon B. Johnson Library. The Network's Historian maintains the archives.

ARTICLE XIX
FISCAL YEAR

Section 19.01 The fiscal year of the Network shall begin on the first day of January and will end on the last day of December of each year.

ARTICLE XX
SEAL

Section 20.01 The Board of Directors, at its discretion, shall provide the Network a seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Network.

Section 20.02 The logo of HWNT shall be the official logo of the Hispanic Women's Network of Texas. The logo shall be used on all official HWNT stationery, documents and other papers of HWNT. Any variations of the logo shall not be accepted as official. The Board of Directors shall deal with any unwarranted and unauthorized

use of its logo. Any chapter seeking to use the logo on any merchandise other than stationery, documents or other papers, must first seek approval from the Board of Directors. Any use of the logo on merchandise other than stationery and used for fund-raising must be approved in advance by the Board of Directors.

Section 20.03

HWNT Vision Newsletter: *Vision* shall be the title of the official publication of HWNT and shall be printed and mailed or e-mailed to each active member free of charge. The title *Vision* may not be used by any other chapter within the organization. *HWNT Vision* newsletter may not be used by any HWNT member any other group or individual, within or outside the organization, for the promotion of political candidates, platforms, partisan politics, or paid political advertisements.

ARTICLE XXI
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Nonprofit Corporation Act or under the provisions of these Bylaws or by Articles of Incorporation of the Network, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
