



## CHAPTER BYLAWS

Approved by the State Board on 8-28-22

### ARTICLE I ORGANIZATION

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 "the Network", is a statewide organization whose mission is to promote the advancement of Women.

#### Section 2.02

**Mission:** Seeks to promote the advancement of women in public, corporate, and civic life through education and personal and professional development.

**Vision:** To be the premier women's organization and 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's Chapters unite to celebrate the positive image and values of its Hispanic heritage.

Section 2.04 The Network's Chapters 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

No part of the net earnings of a Chapter shall inure to the benefit of or be distributable to its members or officers, other parties of the Net, except that the Network shall have the authority to pay reasonable compensation or fees for services rendered to or for the Corporation. No substantial part of the assets of the Chapter shall be used to perform services for its individual members unless these services are identical to the Chapters' main or principal purpose or mission. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation of the Network, the Chapter 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**  
**PRINCIPAL OFFICE**

Section 4.01 The location of the principal office of the corporation shall be determined by the State Board of Directors and shall be within the State of Texas.

Section 4.02 The Chapter shall have and continuously maintain, in the State of Texas, a registered office, and a registered agent whose office is identical to such registered office as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be, identical to 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 State Board of Directors.

**ARTICLE V**  
**MEMBERSHIP**

Section 5.01 The Chapter 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 and communicated to Chapters by the State Board of Directors, on the Network website, and the newsletter. Each member shall have one vote.

Section 5.02 The Chapter offers affiliate and corporate memberships to organizations or agencies wishing to help the Network in promoting the stated purposes of the Network as described in Article II. State and Chapter 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 VI**  
**BOARD OF DIRECTORS**

Section 6.01 The Board of Directors shall exercise all powers of the Chapter.

Section 6.02 The Chapter representative is elected in the respective city in accordance with the Bylaws and Standing Rules and must have served a minimum of two years as an active member of HWNT. The two-year requirement does not apply to newly created Chapters. The representative is a member of the State Board of Directors and should represent the Chapter at every State Board of Director meeting. An alternate may attend meetings in the absence of the representative.

Section 6.03 All members of the Board of Directors shall support the Chapter by pledging and providing an annual monetary contribution to the Chapter. The Treasurer collects the pledges at the first Board meeting of the year. The pledge demonstrates the member's commitment to the grants and fundraising efforts of the Chapter.

## **ARTICLE VII**

### **CHAPTERS**

Section 7.01 The Chapter is an affiliated unit of the Network 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. A Chapter must have a membership of a minimum of ten (10) members and elect the required five Board officers.

Section 7.02 Powers of the Chapter:

- A Chapter will follow the Bylaws and Standing Rules to carry through its administration and work.
- A Chapter may initiate and carry through fundraising, 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 the Network or its insurance liability guidelines.
- A Chapter can suspend and drop from its membership roll any member who is in arrears with the membership 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 11.03 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 Annual Membership meeting and at Chapter membership meetings and elections.

Section 7.03 Limitations of the Chapters: A Chapter may not assume the authority to speak or act for the Network in matters of state scope involving the Network policies unless authorized by the State Board of Directors. In no instance may a Chapter bind the Network or become an affiliate in any matter except with the consent of the State Board of Directors. A 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 7.04 Responsibilities of the Chapter: Each Chapter is responsible to promote the growth of its membership and the scope of its activities complying with the provisions of the Bylaws, adopted resolutions, policies, and customs, including its own. Each Chapter should have these five (5) elected officer positions, known as the Executive Committee:

- (1) Chair
- (2) Chair-Elect
- (3) Vice Chair of Membership
- (4) Secretary
- (5) Treasurer

Each Chapter is responsible for electing a representative and identifying an alternate to the State Board of Directors. The responsibilities of the State Representative are:

- To author a quarterly report that summarizes the Chapter's activities,
- To represent the Chapter at each State Board of Directors meeting,
- To participate in the State and Chapter board meetings,
- To submit and present the required Chapter reports by required deadlines at the State and Chapter Board of Director meetings and at required meetings, and

- To communicate to the Chapter the activities, orders, and resolutions of the meetings held by the State Board of Directors.

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

Each Chapter is responsible for holding at least six (6) Board of Directors meetings. A Chapter shall establish a regular schedule of meetings during its first meeting following the election of officers and notify all members. Meetings shall be conducted according to Bylaws and Robert's Rules of Order Revised. Each Chapter must prepare and submit quarterly reports to the State Board of Directors and to remit membership dues to the State according to the established schedule as required by the Treasurer for purposes of reporting to the IRS and auditors. Failure to do so may be cause for the dissolution of said Chapter.

Section 7.05 A fully paid member in a Chapter with a concern should seek to resolve the matter with the Chapter officers including through written correspondence. If unable to do so, the member may seek assistance from the State Chair or Executive Director. The State officers should respond within seven (7) calendar days and work jointly with the Chapter to resolve the matter within thirty (30) calendar days.

## **ARTICLE VIII VACANCIES**

Section 8.01 Any vacancy of directors in the 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 8.02 Vacancies of Board officers of the Executive Committee shall be elected by the State Board of Directors to serve until the next election of officers as described in Section 12.02 and the Standing Rules.

## **ARTICLE IX MEETINGS**

Section 9.01 The Board of Directors shall meet no less than six times per year at times and venues designated by the Executive Committee. Notice of such meetings shall be sent to directors five days (5) in advance. The Executive Committee may provide by notification of the time and place for the holding of additional meetings.

Section 9.02 The Executive Committee consists of the Chapter's officers, per Section 7.04, and shall meet quarterly, or as frequently as needed, including through teleconferences.

Section 9.03 Statewide membership meetings shall be held no less than once annually. Notice shall be sent to all members thirty days (30) in advance.

Section 9.04 Directors shall not receive any salaries for their services, but by resolution of the State 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 Chapter in any other capacity and receiving compensation, therefore.

**ARTICLE X**  
**QUORUM**

At all meetings or teleconferences of the Board of Directors, a simple majority of the directors in office at the time shall constitute a quorum for the transaction of business.

**ARTICLE XI**  
**CHAPTER OFFICERS AND DIRECTORS**

Section 11.01 officers and directors are elected to serve a two-year term and may serve no more than two (2) consecutive terms in the same position. That officer, however, may be elected to a different officer position. Only two (2) elected officers from the same chapter may serve at the same time on the State Board of Directors. Elected officer/director positions include the Chair, Chair-Elect, Chair of Membership, Chair of Development, Chair of Marketing, Chair of Education, Secretary, and Treasurer. These positions serve on Board of Directors with voting rights.

Section 11.02 Officers and directors are to be elected through a nominating process as described in the Standing Rules. Officers shall be elected by a simple majority of the membership at the Chapter's annual election December meeting. When unforeseen circumstances arise, an election may be held through electronic means as close as possible to the first Board of Directors meeting of the new calendar year. The officers will submit and communicate via electronic means the candidate(s) for any unfilled position(s). Members will vote within five (5) days, and election results will be communicated to the membership five (5) days thereafter. A simple majority of those voting by the deadline determines the election results. The newly elected officer(s) and director(s) will participate in the Board of Directors meeting.

Section 11.03 Any officer or director elected or appointed to 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 Chapter meeting shall serve as basis for removal from office. Any officer failing to perform the prescribed duties as stated in these Bylaws may also be subject to removal.

Section 11.04 Other members of the Executive Committee include the Immediate Past Chair who is a voting member. Further, the Chapter Chair, appoints the Parliamentarian and Historian, who are not voting members.

Section 11.05 The Chair shall be the official representative of the Chapter and shall preside at all meetings of the Chapter. Should the Chapter Chair be absent, the Chair-Elect shall perform her duties.

The Chapter Chair oversees the activities of the Chapter through the following Standing Committees: (1) Bylaws, (2) Finance, (3) Marketing and Communications, (4) Education, (5) Development. The Chair creates ad hoc and special committees as needed. The Chapter Chair manages the hiring and performance evaluations of staff and consultants with input and

guidance from the Executive Board. The Chair leads efforts of the Development, and the Finance Standing Committees.

Section 11.06 The Chair-Elect shall perform the duties of the Chapter Chair in the event of absence or disability and shall assist the Chair in such duties as the Chair shall assign. The Chair-Elect ensures officers carry out responsibilities, operational tasks, and deadlines for the following Standing Committees: (1) Marketing and Communications, (2) Education, and (3) Bylaws.

Section 11.07 The Membership Chair shall perform the duties of the Chapter Chair in the absence of the Chair and Chair-Elect. The Membership Chair works closely with the Treasurer to ensure all Chapter reports include membership financial reports reconciled with those submitted to the State.

Section 11.08 The Chapter's Chair of Development shall perform the duties required to assist in fundraising for the Chapter. The Chair of Development coordinates activities with the Board to ensure the sustainability of the Chapter.

Section 11.09 The Chapter's Chair of Marketing shall perform the duties required to publicize and communicate the activities of the Chapter. The Chair of Marketing seeks to link Chapter announcements and accomplishments to the Chapter's website and the newsletter. Said officer chairs the Marketing and Communication Committee with the Chair-Elect as co-chair.

Section 11.10 The Chapter's Chair of Education is responsible for supporting the Chapter's Latinas in Progress (LIP) program and seeking and establishing education activities including any scholarship programs. Chair of Education heads the Education Committee with the Chair-Elect as co-chair.

Section 11.11 The Chapter's Secretary shall record and report all meetings and distribute minutes of the Executive Committee and Board of Directors, five (5) days after the meetings are held. The Secretary provides records and reports to members of the Board as needed and to the Historian for archival.

Section 11.12 The Chapter's Treasurer shall be responsible for the receipt and custody of all monies and disbursement thereof. At a minimum, a compilation and tax return filings will be performed by a third party qualified Certified Public Accountant (CPA) with guidance from the Treasurer. The Finance Committee, appointed by the Chapter Chair, shall oversee the financial reporting and disclosure, as well as oversee the work of the external CPA. The Treasurer serves as an Ex-Officio member of the Finance Committee. The Treasurer will ensure that the Chapter complies with the financial reports to auditors and the IRS.

Section 11.13 The Immediate Past Chair continues to serve on the board as a voting member and chairs the Nominations, and Elections Standing Committee.

Section 11.14 The Parliamentarian, a position appointed by the Chapter Chair, serves the officers and the members on matters pertaining to the interpretation of the Bylaws and parliamentary procedures. The Parliamentarian is not a voting member of the Board. The Parliamentarian chairs the Bylaws Committee with the Chair-Elect as co-chair.

Section 11.15 The Board of Directors may hire and remove appropriate staff or consultants to conduct the business of the Chapter.

Section 11.16 The compensation of all staff or consultant(s) of the Chapter shall be determined by the Board of Directors.

Section 11.17 Any staff or consultant selected or appointed by the Board of Directors may be removed at any time by the vote of a simple 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 by teleconference, online, or via email.

## **NON-EXECUTIVE MEMBERS OF THE BOARD**

Section 11.18 The Historian shall be the custodian of all records including historical records of the Network and maintained at the Nettie Benson Latin American Collection of the University of Texas at Austin. The Historian is a non-executive position appointed by the Chapter Chair and is a non-voting member. The State Historian works closely with the Board to acquire the records including an annual outreach to Chapter members for significant documents.

Section 11.19 The State Representatives are the official representatives of each Chapter at the State Board of Directors meeting. They are elected by the Chapters, are not members of the State Executive Committee, but serve on the State Board of Directors as voting members. They submit the Chapter's quarterly report of activities and communicate to their Chapters the activities, orders, and resolutions of the State Board of Directors.

## **ARTICLE XII COMMITTEES**

Section 12.01 The Executive Committee shall consist of the officers of the Chapter and will act on matters of urgency when the Board of Directors cannot meet.

Section 12.02 The Standing Committees of the Chapter 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 12.03 Standing Committees

12.03a Bylaws: This Committee, chaired by the Parliamentarian and co-chaired by the Chair-Elect, is responsible for the constant evaluation of the Bylaws and the Standing Rules of the Chapter in accordance with the Bylaws and Standing Rules of the State.

12.03b Finance: The Chapter Chair leads the Finance Committee with the Treasurer with the purpose of providing oversight of financial reporting and disclosure for all financial accounts. It will recommend investment of the Network's funds on an annual basis or as needed.

12.03c Self-Development : This committee shall be chaired by the Immediate Past Chair and is responsible for creating and implementing a leadership development program and disseminating information on openings to boards and commissions in the community, Chapter and State levels.

12.03d Nominations and Elections: This Committee shall be chaired by the Immediate Past State Chair and is responsible for vetting and recommending the slate of qualified candidates for vote by the membership and ensuring the election is carried out.

12.03e Marketing and Communication: This Committee shall be chaired by the Chair of Marketing and co-chaired by the Chair-Elect. The Committee is responsible for promoting the Chapter to external audiences by means of appropriate and available medium and through Chapter efforts. Information garnered is utilized, as appropriate, on the Chapter Education: This Committee ensures implementation of the Latinas in Progress (LIP) program. The Committee ensures required reports are acquired and maintained for funding sources.

12.03f Development: The Committee, chaired by the Chair of Development and co-chaired by the Chapter Chair, works closely with the Board of Directors to identify key operational and program needs, seek funding sources, and acquire funds annually.

Section 12.04 The Chapter Chair may add additional Standing Committees as needed by the Chapter.

Section 12.05 Ad Hoc or special committees shall be designated by the Chapter Chair as needed for the purpose of carrying out the duties and said committees will disband upon completion of their respective assignments.

**Summary HWNT Chapter Board of Directors**

<b>Elected (E) or Appointed (A)</b>	<b>Voting</b>	<b>Role or Standing Committee</b>	<b>Summary of Key Duties</b>
Chair (E)	Vote	Oversees Finance, and Development	Represents HWNT, presides over Chapter activities; hiring & performance evaluations with input from Board; fiduciary responsibilities
Chair Elect (E)	Vote	Oversees implementation by Marketing & Communications, Education (LIP) and Bylaws	Duties of Chair in the absence of Chair; ensures officers carry out duties associated with roles & assigned Standing Committees
Immediate Past Chair (E)	Vote	Chairs Nominations/Elections and Self-Development	Leads & ensures operational goals of Standing Committees are carried out
Chair Membership (E)	Vote	Chairs Membership	Acts in absence of Chair & Chair Elect; Membership activities at chapter level, confirms membership in good standing & qualifications for office; fiduciary role with Treasurer
Secretary (E)	Vote	Accurate recordkeeping	Record all meetings of the Executive Committee and Board of Directors



Chair Development (E)	Vote	Chairs Development with Chair as Co-Chair	Fundraising, Development & funds for sustainability of the Chapter
Chair Marketing (E)	Vote	Chairs Marketing & Communications with Chair-Elect as Co-Chair	Marketing the Chapter including on website and newsletter
Chair Education (E)	Vote	Chairs Educational efforts	LIP program scholarships throughout the state & funded by the Network
Treasurer (E)	Vote	Ex-Officio on Finance Committee	Fiduciary accuracy; custody of funds & disbursement; Ex-Officio on Finance Committee with Chair
Parliamentarian (A)	No	Chairs Bylaws with Chair-Elect as Co-Chair	Interprets bylaws & parliamentary procedures
Historian (A)	No	Leads archival efforts of Chapter activities	Custodian of records, seeks Chapter records for archives; provides records to Nettie Benson Collection
State Representatives (E)	Vote Are not members of Executive Committee	Standing Committees as requested	Represent Chapters at State Board meetings, submit quarterly reports of Chapter activities; communicate to Chapters the activities, orders & resolutions of the State Board of Directors

**ARTICLE XIII  
PARLIAMENTARY AUTHORITY**

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

**ARTICLE XIV  
AMENDMENT OF BYLAWS**

Section 14.01 Thirty (30) days advance written notice, through email, shall be provided to the members prior to voting on any proposed amendments to the Bylaws. Voting on amendments may be conducted through electronic methods, whenever feasible, and requires a simple majority of the membership of those adhering to the voting deadline. Once approved by the Chapter Board and membership, amendments to the bylaws must be submitted for approval to the State Board sixty (60) days prior to the State annual membership meeting.

Section 14.02 A simple majority is required to approve any changes to the Bylaws.

**ARTICLE XV**  
**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 15.01 The Board of Directors may authorize any officer or officers, agent, or agents, of the Chapter 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 15.02 All checks, drafts, or orders for the payment of money, notes or other evidence 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 State Board of Directors, such instruments shall be signed by the Treasurer. Instruments more than \$1,000 shall need two of the signatures: Chair and Treasurer.

Section 15.03 All funds of the Network shall be deposited from time to time to the credit of the Chapter in such banks, trust companies or other depositories as the Board of Directors may select.

Section 15.04 The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or device for the general purposes or for any special purposes of the Network.

**ARTICLE XVI**  
**BOOKS AND RECORDS**

Section 16.01 The Chapter shall keep correct and complete books and records of accounts and shall also keep minutes of its annual membership December meetings. Any member or agent or attorney may inspect all books and records of the Chapter for any purpose at any reasonable time.

Section 16.02 The records of the Chapter shall be archived at Rare Books and Manuscripts Reading Room of the Nettie Lee Benson Latin American Collection of the University of Texas at Austin. The Network's Historian maintains the archives.

**ARTICLE XVII**  
**FISCAL YEAR**

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 XVIII**  
**SEAL**

Section 18.01 The State Board of Directors, at its discretion, shall provide the Chapter a seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Network.

Section 18.02 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 State Board of HWNT Chapter Bylaws – Approved by State Board 8-28-22

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 or for fund-raising, must first seek approval from the State Board of Directors.

Section 18.03 Chapter Newsletter is accessible via the Chapter website or emailed to each active member. The Chapter 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 XIX**  
**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.

\*\*\*\*\*