

WOMEN EXECUTIVES IN TEXAS GOVERNMENT, INC.
dba EXECUTIVE WOMEN IN TEXAS GOVERNMENT

Bylaws - Corporation

Article I

Statement of Purpose

Executive Women in Texas Government is a non-profit, non-partisan organization of dedicated individuals devoted to developing and encouraging women in Texas government and higher education by offering opportunities for professional growth, education and advancement. These opportunities are designed to provide members with the skills and knowledge necessary to excel in Texas government and higher education.

Executive Women in Texas Government is committed to supporting women in Texas government and higher education by increasing understanding of issues related to Texas government and higher education through educational meetings, seminars and conferences; by providing leadership and management training opportunities; by encouraging professionalism through peer support and mentor programs; by creating a vehicle for elected and appointed officials to recruit women for executive positions in Texas government and higher education; and by offering opportunities for professional interaction among women in Texas government.

Executive Women in Texas Government is committed to contributing positively to Texas government and higher education, and to maintaining the highest standards of ethics and social responsibility.

Article II

Definitions

A. "Board" means the Board of Directors of Executive Women in Texas Government.

B. "EWTG" or "Organization" or "Corporation" or "Executive Women in Texas Government" means Women Executives in Texas Government, Inc.

Article III

Membership

A. **Full** membership is open to individuals in Texas state government and higher education whose job duties include developing, directing, managing, supervising or administering people, programs or policies, or whose annual salary meets a level set by the Board. Specific criteria will be published separately. All individuals who are members on December 1, 2003 retain membership under previous criteria.

Each full member shall be entitled to one vote on each matter submitted to a vote of the membership. Full members are active members who may attend meetings, serve on committees, receive the monthly

newsletters and membership directory, serve as officers and enjoy all the benefits of the corporation.

B. **Public/Private Partner** membership is open to individuals who do not qualify for full membership or who are not state employees, but whose professional job duties are closely affiliated with full members and who support the purposes of EWTG.

Each Public/Private Partner member shall be entitled to one vote on each matter submitted to a vote of the membership. Public/Private Partner members are active members who may attend meetings, serve on committees, receive monthly newsletters and the membership directory and serve as officers with the exception of the positions of President and President-Elect.

C. **Retiree** membership is open to those persons who have been Full or Public/Private Partner members and who have retired and remained retired from the position that qualified them for such membership. If, after paying the discounted retiree dues, a retiree becomes re-employed in a position that qualifies them for full membership, the re-employed retiree shall pay the regular dues amount the next time their membership renewal becomes due. Retiree members are entitled to the same benefits and responsibilities held before retirement. Retirees, who return to work but do not qualify for the Full Membership, shall be considered Public/Private Members.

D. **Honorary** membership may be awarded to individuals by the Board of Directors. Honorary members may attend meetings, serve on committees, and receive the monthly newsletters, if they elect to do so. They may not vote or serve as officers.

Article IV

Dues

Section One: Annual dues of all members shall be established by the EWTG Board of Directors.

Section Two: The Board shall also establish the effective date(s) and method for dues collection. Members who do not pay dues within 90 days of the established due date will be dropped from membership.

Section Three: Membership status will be based on eligibility criteria as of the anniversary date, or, for new members, at the time of enrollment as a member. Changes in eligibility that affect an individual's membership status will be reflected in dues paid the following anniversary date.

Article V

Officers

Section One: The officers of the Corporation shall be the President, President-Elect, Vice-President, Financial Officer, Secretary-Treasurer, Membership Director, Program Director, Director of Mini-courses, Communications Director, Public Relations Director, and Affiliates Director, all of whom shall serve without recompense.

The Executive Director (ED) or Association Management Company representative (AMCR) shall serve as an ex-officio member of the board without vote. These eleven officers and the ED/AMCR shall constitute the Board of Directors.

Section Two: All officers shall be elected as provided in Article VII of these bylaws and continue in office for one regular term, or until the subsequent election. The President, President-Elect, Financial Officer, and Secretary-Treasurer shall serve only one term in their respective offices. The President-Elect and Secretary-Treasurer shall assume the office of President and Financial Officer respectively at the expiration of the term of the incumbent. No officers may serve more than two consecutive terms in the same office, and no person may serve more than three consecutive terms as an officer.

Section Three: Vacancies in office may be filled by the remaining members of the Board of Directors voting thereon.

Section Four: All officers and candidates for office shall be members in good standing of the Corporation. Officers whose membership status changes during their term of office are entitled to the same benefits and responsibilities held before the change in status.

Section Five: The board may elect to hire an executive director or association management company as it sees fit. Individuals or designated employees of any company hired by the Corporation shall advise the board and individual officers, and shall serve as non-voting ex-officio officers of the Corporation with the board's express approval.

Article VI

Duties of Officers

Section One: The officers of this Organization shall carry out their duties in such a way as to achieve the purpose of the articles of incorporation.

Section Two: The regular term of office for each officer in each fiscal year shall commence January 1 and end December 31.

Section Three: The duties of the officers shall be such as are implied by their respective titles, and as are specified by Robert's Rules of Order Newly Revised.

Section Four: The President shall appoint chairs of all standing committees and shall be ex-officio of same.

Section Five: All officers can appoint other members in good standing to assist them as a committee, with the approval of the Board of Directors.

Article VII

Election of Officers

Section One: The Nominating Committee shall present a written slate of candidates at the October meeting of the Board of Directors. The Nominating Committee must contact each person it wishes to

nominate to obtain her acceptance before making its report. Every effort must be made to achieve diversity of ethnicity, age, job titles, and agency representation.

Section Two: Nominations from the membership shall be allowed until October 1. Any members nominated by petition of fifteen (15) members of the voting membership shall be placed on the ballot.

Section Three: Candidates for office must be members in good standing. A list of candidates shall be published in the November newsletter.

Section Four: The ballot shall indicate those candidates recommended by the Nominating Committee and those recommended by petition. If no nominations are made by petition, the slate as submitted will be considered to be elected by acclamation. If nominations are received by petition, an election shall be conducted by ballot offered to each voting member in good standing. Members will indicate their preference on the ballot. The ballot shall be received at the address indicated and by the date indicated on the ballot. A committee selected by the President and President-Elect shall count the ballots. If necessary, the committee may solicit the assistance of a non-member of EWTG to oversee their efforts. The committee shall report these findings to the President. The President shall report the results of the election to the full membership.

Article VIII

Indemnification

The directors and all officers or other appointed representatives of EWTG shall be indemnified and their liability shall be limited to the fullest extent authorized by the Texas Non-Profit Corporations Act, Article 1396-2.22A Vernon's Texas Annotated Civil Statutes, as it now exists or hereafter may be amended, and by the Charitable Immunity and Liability Act, Chapter 84 of the Civil Practices and Remedies Code, unless adjudged therein to be liable for negligence or misconduct in the performance of their duties.

Article IX

Committees

Section One: The standing committees shall include the Finance Committee, Nominating Committee, Educational Events Committee, Scholarship Committee, Development Committee, Advisory Committee and other committees may be established by the Board.

Section Two: The Finance Committee shall consist of the President, President-Elect, Financial Officer, Secretary-Treasurer and three other members. The role of the Finance Committee shall include:

1) Budget. The committee shall be responsible for preparation and submission of the proposed annual budget to the Board of Directors at the board's meeting within thirty (30) days of the beginning of the fiscal year. No member shall incur expenditure greater than that approved in the budget and/or approved in advance by the Finance Committee.

2) Advisory. The committee shall review the allocation of and depositories for the organization's funds. Recommendations shall be made to the Board of Directors pertaining to capital expenditures and other disbursement of funds, such as scholarships or endowments.

3) Audit. The committee shall be responsible for having the financial books and records audited

at the close of the fiscal year by an independent certified public accountant or designate a sub-committee of three of its members, not including the current Secretary-Treasurer whose books are being audited, to perform the audit process. The Board shall report the financial status to the membership immediately after completion of the audit.

4) Collection. The Finance Committee shall be responsible for collecting payment for unpaid obligations to the organization.

Section Three: The Nominating Committee shall perform its duties as prescribed in Article VII of the bylaws.

Section Four: The Advisory Committee shall serve at the request of the Board of Directors in giving advice on special projects.

Section Five: The Educational Events Committee shall provide a minimum of one educational development seminar or program during the year to benefit and be accessible to the majority of the membership.

Section Six: The Scholarship Committee shall develop and administer the Corporation's scholarship programs, including the Leadership Texas scholarship. The Committee may not accept applications from or recommend a scholarship for an individual during the year that individual serves as the President, President-Elect, Financial Officer or Secretary-Treasurer of the Corporation, or as a member of the Scholarship Committee. The Scholarship Committee shall recommend scholarship awards to the Board of Directors. No scholarships shall be awarded except by approval of the Board.

Section Seven: The Development Committee identifies and pursues funding, sponsorships and other sources of support for the annual conference and/or other aspects of the organization's programs. The committee chair or a designee will serve as a member of the Conference Committee to coordinate development activities such that they augment, complement and/or support the efforts of other standing committees.

Section Eight: The Community Service Committee identifies community service projects every year and coordinates the members' participation, such as scheduling volunteers or collecting items requested and distributing to the receiving organization.

Article X

Affiliates

Section One: An Affiliate may be established in a city outside of the Austin area to promote the mission and support the purpose of EWTG.

Section Two: Ten or more EWTG members in good standing working or residing in physical proximity may seek recognition as an EWTG Affiliate.

Section Three: The constituency of an Affiliate shall be all members of EWTG working or residing in that area. Affiliates shall be known as EWTG - (name of city or area) Affiliate.

Section Four: Any group seeking recognition as an EWTG Affiliate must first submit a letter to the EWTG Board including the names of proposed Affiliate Officers. The EWTG Board will consider this

letter at its next regularly-scheduled meeting and the letter will be announced in the next EWTG newsletter. The group seeking recognition as an EWTG Affiliate shall submit to the Board a written statement of purpose and plans for the first year, including a budget. Following publication of this announcement in the newsletter and after receipt of the required documents from the group seeking recognition, the Board will vote to officially recognize this EWTG Affiliate. Upon recognition of the Affiliate, the charter shall be presented and the proposed Affiliate Officers will be confirmed and appointed as interim officers by the EWTG President for a period to terminate on the first December 31 after a minimum of twelve months have elapsed.

Section Five: Each EWTG Affiliate is ultimately responsible to the EWTG Board and will comply with and conform to EWTG Bylaws and Affiliate Rules and Regulations and all amendments, revision and modifications as established by the EWTG Board to supplement this article.

Each EWTG Affiliate shall be governed by a Committee of Officers to include at least an Affiliate Chair and Affiliate Chair-Elect. Subsequent to the appointment of the Affiliate's first officers, Affiliate Officers will be elected annually by the Affiliate's constituency in a manner consistent with EWTG election procedures. The Affiliate Chair may appoint or arrange for the election of other individuals to other positions (programs, treasurer, or membership etc.) as needed in that Affiliate.

Each EWTG Affiliate shall conduct its business and affairs in accordance with the generally accepted principles of non-profit business organizations, including rules governing 501 (c) (6) corporations.

Section Six: Affiliates shall agree to support EWTG objectives and activities and to enhance the reputation and goodwill of EWTG.

Affiliates shall agree to hold at least two business and/or educational meetings annually.

Affiliates shall keep the EWTG Board informed of all activities on a regular basis via the Affiliates Director.

Section Seven: EWTG shall provide assistance to Affiliate Officers and shall encourage and support approved Affiliate activities.

EWTG shall provide funds as approved by the Board to support Affiliate activities.

Section Eight: Upon presentation of a written and substantiated complaint that the activities or governance of an EWTG Affiliate are inconsistent with EWTG goals and objectives, or that the Affiliate has acted with disregard to the Rules and Regulations governing EWTG Affiliates, the EWTG Board may dissolve a Affiliate by majority vote at two non-consecutive, regularly-scheduled Board meetings. An announcement about the pending action must be made in the newsletter of one of the intervening months.

Affiliates may be dissolved by mutual agreement between the Affiliate Committee and the EWTG Board. Such dissolution would become effective one month after announcing this intent in the EWTG newsletter.

Balances left in the bank account of a dissolved EWTG Affiliate shall revert to EWTG.

Article XI

Board of Directors

The Board of Directors shall have the power to transact general business of the Corporation at all executive meetings, including but not limited to approving expenditures, filling vacancies in any office, establishing dues and implementation policies related to dues, and acting upon all matters concerning membership.

Article XII

Meetings

Section One: There shall be one annual meeting held each year to install new officers of the Board.

Section Two: Regular meetings shall be held once per month in Austin with a minimum of ten meetings per year.

Section Three: Special interest meetings may be called by the Board of Directors or by the President with the approval of the Board of Directors.

Article XIII

Quorum

Section One: The members of the Corporation present shall constitute a quorum at any regular or annual meeting.

Section Two: A quorum of the Board of Directors shall be the majority of the officers.

Article XIV

Amendments

Section One: The Articles of Incorporation may be amended at any regular meeting by a two-thirds vote of all members present, providing notice is given one month prior to the meeting.

Section Two: All bylaws and standing rules may be adopted, amended, or repealed at one or more regular meeting by a simple majority of the votes cast providing notice is given two weeks prior to the meeting. In the case of an electronic vote, ballots must be provided at least 14 days prior to the date ballots responses are due and if the changes proposed are presented at one or more regular meetings of the Corporation prior to the due date of the ballot. Members concerns and board responses to proposed changes must be posted in the "Member's Only" section of the Corporation's website for consideration by members prior to the due date of a vote. If a member does not have an email address, a vote may be taken by mail if ballots are postmarked at least 14 days prior to the date the ballots are due.

Article XV

Dissolution

Upon dissolution of the Corporation, the assets of the Corporation shall be given to the University of Texas with instructions that the assets be used for undergraduate women's scholarships.

Article XVI

Parliamentary Authority

All matters not provided for in the constitution and bylaws of Women Executives in Texas Government, Inc., shall be governed by Robert's Rules of Order Newly Revised.

ADOPTED ON March 23, 2016