



## EL PASO COMMISSION FOR WOMEN BYLAWS

### Article I – Organization

#### Section 1.01 -- Organization

The name of the Organization shall be the El Paso Commission for Women. It shall be a non-profit organization Incorporated under the laws of the State of Texas. The principal office shall be located in El Paso County, Texas as designated from time to time by the Board of Directors.

### Article II – Purpose and Function

#### Section 2.01 --Purpose

The purpose of the organization shall be to define and pursue a positive course of action for achieving equal rights and responsibilities for all women. In this regard we commit to recognize, understand, and respect the cultural and ethnic diversity of women in our community and to serve as a model for pluralism and inclusiveness.

#### Section 2.02 – Functions

- a. To honor women periodically through induction into the El Paso Commission for Women’s Hall of Fame.
- b. To recognize outstanding female graduating high school students through the award of one year scholarships.

### Article III -- Membership and Dues

#### Section 3.01 – Individual membership

Any Individual supportive of the purposes of the El Paso Commission for Women shall become a MEMBER IN GOOD STANDING upon receipt of membership application and dues or request and approval for exception.

#### Section 3.02 --Dues

- a. Dues shall be in the form of an annual donation. Amount of dues shall be set by the Board of Directors. Annual dues will be paid in August of each year.
  - b. No person shall be denied membership because she or he is unable to make the donation. Requests for exception must be made in writing to the Treasurer stating desire to become a member and requesting exception. The Treasurer shall be responsible for recommending approval of such request to the Board.
- c. Only members in good standing as defined in Section 3.01 shall have the right to vote or to hold office in the Commission.

### Article IV – Officers, Authority, and Duties

#### Section 4.01--Officers

The Commission shall have as Officers: Chair, Vice-Chair, Secretary, and Treasurer who shall also hold those positions on the Board of Directors and are subject to the terms and provisions of these bylaws regarding officers and directors.

#### Section 4.02 - Executive Committee

The Chair, the Vice-Chair, the Secretary and the Treasurer shall comprise the Executive committee of the Board of Directors.

#### Section 4.03 – General Authority of Officers

Except as otherwise prohibited by these bylaws, the Board of Directors may authorize any officer to enter into any contract execute and deliver any Instrument in the name of and on behalf of the Commission, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employees shall have any power or authority to bind the Commission by any contract or agreement, to pledge its credit.,

#### Section 4.04 -- Duties of Chair

The Chair shall preside at all meetings of the Commission, and meetings of the Board of Directors of the Commission, shall perform all duties ordinarily incident to her office and shall recommend such actions as she deems proper, but shall have the power to vote only in case of ties.

#### Section 4.05 -- Duties of Vice Chair

The Vice-Chair shall act as Chair in the absence, inability, disqualification or on request of the Chair and shall perform such other duties as may be assigned to her by the Chair, or the Board of Directors.

#### Section 4.06 -- Duties of Secretary

The Secretary shall keep the attendance, the minutes of all Commission meetings, and send out notices of meetings. The Secretary shall be custodian of all Commission records, except those kept by the Treasurer and shall perform such other duties as may be assigned by the Chair or the Board.

#### Section 4.06 -- Duties of the Treasurer

The Treasurer shall maintain current and complete rosters of the members, receive and disburse all funds to the Commission, deposit or invest funds in the manner approved by the Board of Directors, submit at the end of the calendar year at the annual meeting report of the financial affairs of the Commission. The Board shall authorize a periodic review of the Treasurer's records through appointment of at least two individuals to conduct the review. A copy of this review shall be filed in the records. The Treasurer shall also be responsible for budgeting and monitoring the financial status of the Commission, as well as assisting the Chair in reporting to the governmental agencies (e.g. IRS; Texas Comptroller's Office) on the Commission's financial affairs as required by law and shall perform such other duties as may be assigned by the Chair or Board.

### **Article V -- Board of Director Qualifications, Powers, Duties; Ex-Officio Members**

#### Section 5.01 -- Powers and Duties of Directors

The business and affairs of the Commission shall be managed by its Board of Directors, which may exercise all powers over the Commission and do all lawful acts and things as are not by the bylaws directed or required to be exercised or done by the members of the Commission. The Board of Directors shall administer Commission affairs for the common benefit of all members.

#### Section 5.02 -- Limitation of Powers

Any decision of the Board of Directors shall be final on all matters except on general policy; that is, settled and definite courses or methods to be followed by the Commission in all like situations. If the Board of Directors shall determine that an issue involves a matter of policy, the Board of Directors shall submit the matter to the general membership for a decision on the policy. The Board of Directors may make recommendations on matter of policy thus submitted, but the final decisions will rest with the membership.

#### Section 5.03 -- Number and Qualifications

The Board of Directors shall consist of eleven (11) members, all of whom shall be elected by the membership at large. The Chair, Vice-Chair, Secretary, and Treasurer of the Commission shall serve on the Board of Directors along with seven (7) additional Directors. The Directors must be members in good standing of the Commission as defined in Section 3.01.

#### Section 5.04 -- Ex-Officio Members

The immediate past Chairperson of the Commission shall be an advisor to and an ex-officio member of the Board of Directors, without the right to vote. Officers and members, if any, of the Governor's Commission for Women from El Paso shall be ex-officio members of the Board of Directors for the duration of their term without the right to vote.

Section 5 05 -- Chair of the Board

The Chair of the Board shall preside at all meetings of the Board of Directors, but shall have the power to vote only in case of ties.

**Article VI- Board of Director Eligibility, Election, and Term of Office, Removal and Vacancies;  
Nominating Committee**

Section 6 01 -- Eligibility

After the selection by the membership of a chairperson to serve for the first term, all subsequent Chairpersons shall have served as an Officer or Director in order to be eligible to serve.

Section 6.02 --Term of Office

The Board of Directors shall be elected for a term of two (2) years.

Section 6.03 -- Nominating Committee

The Chair shall appoint a Nominating Committee prior to the annual meeting. A chairperson and four members of the committee will be appointed. The Nominating Committee shall meet to recommend a slate of candidates to be presented to the membership at least thirty days prior to the election.

Section 6.04 --Election

During each annual meeting of the members of the Commission, there shall be an election of Officers and Directors from the slate of candidates recommended by the Nominating Committee. Nominations from the floor with approval of the candidate shall be accepted and at the annual meeting. The nominees receiving a majority vote of the members present at the annual meeting shall be declared as elected to the position for which they were nominated

Section 6.05 --Attendance at meetings

It is the duty of each officer and Director to attend the regular and other scheduled meetings. Failure to attend three or more un-excused meetings may constitute cause for removal of the individual from their position as officer and/or Director of the Commission.

Section 6.06 --Removal

Any Officer or Director may be removed, with cause, at any regular or other scheduled meetings. Members entitled to vote at such meetings may affirm the removal by majority vote of two thirds (2/3) present. The intention to act upon such matter shall have been given in the notice calling such meeting.

Section 6.07 -- Vacancies

Any vacancies occurring by reason of death, resignation or removal in any office except the Chair shall be filled by a Board member. A vacancy in the office of the Chair shall be filled by the Vice-Chair as provided in these bylaws.

**Article VII Committees**

Section 7.01 — Committees and Task Forces. The Chair may periodically establish Committees from members of the members of the Board and membership to meet the needs of the Commission. Such committees may include the following:

- a. EXECUTIVE COMMITTEE- There shall be an Executive Committee composed of the duly elected officers, the immediate past chairperson, and any ex-officio members as may be designated by the Board. The function of this committee shall be to aid the Chair in the performance of her duties and responsibilities.
- b. PUBLIC RELATIONS COMMITTEE-- shall be responsible for informing the general public of the Commission's goals and activities. It shall also be responsible for informing the membership of the activities of the Board of Directors, task forces, and committees. This will include, but not be limited to: publication of newsletters and meeting notices; liaison with local media representatives; other information for public consumption (e.g. web site, Facebook Page) as deemed necessary by the Board of Directors and/or Chair.
- c. BYLAWS AND STANDING RULES COMMITTEE-- shall be responsible for studying the organizational structure of the Commission on an on-going basis, reviewing the bylaws of the Commission, and making recommendations to the Board of Directors pertinent to the organizational functions of the Commission. This committee shall prepare a recommendation of standing rules for the next work year to the Board of Directors at the August monthly meeting.
- d. PROGRAM COMMITTEE – shall be responsible for the educational and informational projects of the Commission. This shall be accomplished by coordinating with other committees and task forces

- with respect to identification of topics, publicity, and logistics. Included will be professional development activities as needed by the membership.
- e. HALL OF FAME COMMITTEE-- shall be responsible for organizing and coordinating all Hall of Fame activities.
  - f. MEMBERSHIP COMMITTEE -- shall be responsible for developing a strong, interested and diverse membership by recruiting new members, maintaining an accurate and up-to-date membership list, and disseminating membership information to the Chair, Board of Directors, and committee chairs. In the absence of a Membership Committee, the Treasurer will maintain the membership list.
  - g. LONG RANGE PLANNING COMMITTEE -- shall be responsible for identifying and recommending the long range goals for the Commission and developing strategies and time lines for attaining such goals.
  - h. FUNDRAISING COMMITTEE-- shall be responsible for organizing and coordinating all fundraising activities and shall submit an accounting of all funds to the Treasurer.
  - i. SCHOLARSHIP COMMITTEE—shall be responsible for organizing and updating an application process as needed and the selection of the scholarship recipients.

#### Section 7.02 -- Special Committees and Task Forces

The Commission shall have Special Committees with assigned duties, appointed by the Chair and Board of Directors as deemed necessary.

### **Article VIII-Voting Eligibility, Meetings, Quorum, Election Procedure, Order of Business**

#### Section 8.01 — Voting Eligibility

Only members in good standing shall be eligible to vote at membership meetings. Members must be in good standing 30 days prior to elections to be eligible to vote. Each member shall be entitled to only one (1) vote.

#### Section 8.02 -- Annual Meeting

An annual meeting of the members and an annual meeting of the Directors shall be held at such places and on such dates as shall be selected by the Board of Directors. Members must receive at least ten (10) days' notice of the meeting time and place.

#### Section 8.03 -- Regular Meetings

- a. Regular meetings of the members shall be held at such time and place as the Chair or a majority of the Board of Directors shall direct.
- b. The Board of Directors shall meet monthly and may hold meetings at such time and place as the Board deems advisable.
- c. A quorum shall be 50% of members of the Board of Directors, plus (1) Director

#### Section 8.04 -- Scheduled Meetings

Scheduled meetings may be called at any time by the Chair or at the written request of three members of the Board of Directors or at least ten percent (10%) of the members of the Commission. The members or Directors, as the case may be, may act on any question which shall properly come before such scheduled meetings. Members must receive at least ten (10) days written notice of the meeting time and place.

#### Section 8.05 -- Procedures of Elections

Members of the Commission shall be entitled to cast one vote only. Written proxies are allowed at any meeting of the members of the Commission, the Board of Directors, or any committee.

#### Section 8.06 -- Order of Business

Robert's Rules of Order, Newly Revised, shall be the authority governing meetings of the members of the Commission and meetings of the Board of Directors, when not in conflict with these bylaws.

## **Article IX-- Services, Liability, Dissolution**

### Section 9.01 -- No Compensation for services

The consideration for services rendered the Commission by any and all members shall be the benefit derived from membership in the Commission. No compensation shall be paid for any such service, except by special arrangements authorized by the Board of Directors in advance.

### Section 9 02 -- Use of Commission's Funds

The Commission shall use its funds only to accomplish the purposes and functions specified in the Articles of Incorporation of the Commission and these bylaws. No part of such funds shall inure or be distributed to the members of the Commission, except as provided for Section 9.01 of the bylaws. **The Board of Directors may be reimbursed for expenses made on behalf of the Commission as approved by the Board, upon presentation of receipts for payment of those expenses.**

## **Article X-- Amendment, Effectivity, Severability of Bylaws; Standing Rules**

### Section 10.01 -- Amendments

These bylaws may be amended or otherwise changed by a vote of the members present at any regular meeting of the Commission; provided, that notice of such proposed amendment or change shall have been sent along with the notice of the meeting at which the vote is to be taken, and further provided that the provisions of Section 8.06 of the bylaws have been met.

### Section 10.02 -- Effectiveness

The bylaws shall become effective from the date of adoption by a majority of the membership of the Commission present.

### Section 10.03 --Severability

If any portion of the bylaws shall be invalid or inoperative, then so far as is reasonable, the remainder of the bylaws shall be considered valid and operative.

### Section 10.04 -- Standing Rules

Standing rules which define practices, procedures, and policies as well as items for special consideration by the Commission will be developed by the Bylaws and Standing Rules Committee, and presented to the Board of Directors as required by Article VII, Section 7.01c.

- a. Standing rules of the Commission may be adopted or amended by a simple majority of the Board of Directors present and voting.
- b. A record of the Standing Rules of the Commission will be kept by the Secretary to become a part of the permanent record of the Commission and presented to the membership for acceptance at the Annual meeting of the Commission of each year.
- c. As a minimum, the Standing Rules will include how voting will be conducted and specific time lines.

## **Article XI – Assets and Income**

### Section 11.01

This Commission is strictly not for profit, and any income it may receive shall be used for the purpose for which this Commission is formed and shall not in any way benefit or allow for financial profit of any member.

### Section 11.02

The income of this Commission shall be derived solely from member's annual donations and contributions from its members and others. This Commission shall receive other funds as may be necessary to carry out its objectives from such voluntary subscriptions, donations, gifts, grants, conveyances, bequests, annuities, or otherwise.

Section 11.03

Title to all property owned and which may be owned by this Commission shall be vested in this Commission and may be sold, conveyed, or otherwise disposed of or encumbered by said Commission in the manner provided by the laws of the State of Texas regulating non-profit corporations. The Treasurer may spend up to \$150.00 for any item without Board approval. Expenditures above \$150.00 shall have Board approval.

**Article XII – Miscellaneous**

Section 12.01 -- Seal

This Commission may have a seal if so voted by the Board of Directors and in such event; the Board of Directors shall determine the design of such seal.

Section 12.02--Fiscal Year

The Fiscal year of the Commission for all purposes shall begin January 1<sup>st</sup> and end December 31<sup>st</sup> of each year.

Adopted by Membership, August 17, 2015

Draft Revision: July 2015. Amendments as approved by the Board. To be presented for vote at the August 2015 membership meeting.

Last Revision: August, 2013.

Prior Revision: October 1997.