



**WOMEN'S POLICY FORUM OF TARRANT COUNTY, INC.  
BYLAWS**

**February 8, 2017**

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**ARTICLE I - Name and Principal Location.**

The name of this organization shall be the Women's Policy Forum of Tarrant County, Incorporated, hereinafter referred to as the Forum. The Forum shall have and continuously maintain in the State of Texas a registered office and a registered agent, whose office is identical with such registered office.

The Forum is a 501(c)(6) Corporation organized under the laws of the State of Texas and in accordance within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provisions or provision of any subsequent United States revenue law.

**ARTICLE II – Purpose.**

The Forum shall have the following purposes: (1) To increase the visibility of women leaders; (2) to foster relationships with individuals in leadership positions, and (3) to assist in the agenda-building of our local communities, county, and state.

**ARTICLE III - Board of Directors.**

*Section 1. Management.*

The Forum shall be managed and directed by a Board of Directors, which shall be elected by the membership. Eligibility to serve as a Director shall include a minimum of two years as a Forum member. The Board of Directors of the Corporation is vested with the management of business and affairs of this Corporation, subject to the Texas Business Organizations Code, the Articles of Incorporation, and these Bylaws.

*Section 2. Composition.*

The Board of Directors shall consist of five (5) Officers and at least six (6) and not more than fourteen (14) other Directors who reflect the diversity of the membership. One (1) Director position shall be filled by the Immediate Past Chair. One (1) Director position shall be filled by the current Chair of the Women's Policy Forum Foundation, Inc.

Invitation to Honorary Board membership may be extended to an individual who, in the judgment of the Board of Directors, has made extraordinary contributions to the Forum. Such invitation can only be extended with the approval of two-thirds (2/3) majority of the entire Board. An honorary member is a non-voting member and is exempt from payment of annual dues and is not counted for voting quorum purposes.

*Section 3. Terms of Office.*

The term of office for a Director shall be three (3) years. Directors' terms shall be staggered so

that one third (1/3) of the terms shall expire each year. Directors' terms shall continue until a successor has been elected. Newly elected Directors shall take office at the first Board meeting in January.

No Director may serve more than two (2) consecutive three (3) year terms. A Director may be re-elected to the Board after an absence of at least one year.

*Section 4. Vacancies.*

At any regularly scheduled meeting, the Board may, by an affirmative vote of the majority of the remaining Directors, fill a vacancy caused by the resignation, death, or ineligibility of any Officer or Director. Any Officer or Director so elected shall hold office until the end of the vacated unexpired term.

*Section 5. Removal of a Director or Officer.*

Any Director or Officer who is absent from three (3) consecutive regularly scheduled Board meetings may be removed by a two-thirds (2/3) affirmative vote of the remaining Board members. The Board may accommodate Officers or Directors who, as the Board determines, are inactive for good cause.

The Board may remove any Director or Officer whenever in its judgment the best interests of the Forum would be served. Such action shall require at least a two-thirds (2/3) vote of the Directors entitled to vote.

*Section 6. Resignation of a Director or Officer.*

A Director or Officer may resign by giving written notice to the Board Chair or to the Board.

*Section 7. Meetings.*

Regular meetings of the Board shall be held at least quarterly. Special Board meetings may be called by the Chair or one-third (1/3) of the Directors for any purpose or purposes as may properly come before the Board. Except in cases of emergency, at least seven (7) days' notice shall be given to each Director.

*Section 8. Quorum and Voting.*

A majority of the Board of Directors shall constitute a quorum for the transaction of business, and all matters shall be determined by a majority of members present or providing proxy and voting unless otherwise specified.

*Section 9. Powers.*

No Director, Officer, contractor, agent, or employee of the Forum shall have the power to incur any indebtedness on behalf of the Forum in excess of five hundred dollars (\$500.00) unless he/she has obtained advance authorization to do so by action of the Board of Directors.

*Section 10. Compensation.*

Directors shall not receive any salaries or other compensations for their services, but may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation as long as a majority of disinterested Board of Directors approves the reimbursement. The forum shall not lend money or property to, or guarantee the obligation of any Director.

## **ARTICLE IV – Officers.**

### *Section 1. Executive Committee.*

The Executive Committee shall consist of elected Officers of the Forum and the Immediate Past Chair (who is automatically an officer). It shall generally perform such duties and exercise such powers for the Board of Directors in the intervals between regular meetings of the Board. Such actions shall be submitted to the Board of Directors for ratification at its next meeting. The committee shall not have the power to rescind or modify any action of the Board.

### *Section 2. Chair of the Board.*

The Chair shall preside at all meetings of the Board of Directors and cause notice of all meetings to be given.

The Chair, with the approval of the Board, shall appoint the Chairs of all standing committees, except for the Executive and Nominating committees, and shall be an ex-officio member (with a vote) of all standing committees, except for the Nominating Committee. With Board approval, the Chair may establish other special committees as deemed necessary and shall assign their duties.

The Chair shall have the authority to sign all contracts and obligations authorized by the Board.

With the approval of the WPF and WPF Foundation Boards, the WPF Chair shall serve as a member of the Women's' Policy Forum Foundation Board of Directors.

### *Section 3. Chair-Elect.*

The Chair-Elect shall chair the Program Committee. In addition, the Chair-Elect shall perform all duties of the Chair in the event of the Chair's absence or disability to act, or in the event of a vacancy in that office.

### *Section 4. Secretary.*

The Secretary shall perform all duties incident to the office of Secretary and other duties as may be required by law, by the Articles of Incorporation, or these Bylaws. The Secretary shall take or ensure that minutes are taken of all meetings of the Board of Directors, and shall keep copies of all minutes at the principal office of the Corporation. The Secretary shall see that all books, reports, statements, certificates and other documents and records of the Corporation are properly kept, filed or destroyed.

### *Section 5. Treasurer.*

The Treasurer shall be the Financial Officer of the Forum and shall serve as the registered agent for the Forum. The Treasurer shall have the authority to open bank accounts and other investments, as approved by the Board, in the name of the Forum; sign checks, drafts and other papers requiring the payment of money, and perform other related duties as may be required; keep an account of receipts and disbursements, which shall be open for inspection by the Directors and auditors at all times; and make annual filings as necessary to maintain the Forum's standing as a nonprofit Corporation.

Additionally, the Treasurer shall prepare an annual budget; give a report of all accounts at each Board meeting and annually to the membership; and furnish an annual statement of all receipts and disbursements of the Forum, which shall be reviewed annually by the Audit Committee. The Treasurer shall be responsible for maintaining all financial records of the Forum.

*Section 6. Terms of Office.*

Terms of office shall be one (1) year each for Chair, Chair-Elect, and Immediate Past Chair, Secretary and Treasurer. Each Officer shall assume duty at the first Board meeting in January.

The term of any Officer (Chair, Chair-Elect, Immediate Past Chair, Secretary or Treasurer) may extend one year, regardless of whether she has completed two (2) consecutive three-year Director terms. Any Officer may be elected to serve a second consecutive one-year term in the same office. After serving two (2) one-year terms, the individual may be elected to a different office.

To be eligible for nomination as an Officer, candidates must be current members of the Forum Board or former members of the Forum Board.

**ARTICLE V– Nominating Committee and Elections.**

*Section 1. Composition.*

The Forum Board Chair shall name the Nominating Committee, subject to Board approval.

The Nominating Committee shall be composed of the Forum's Immediate Past Chair, another Forum Board member, one (1) WPF Foundation Board member, and two (2) at-large Forum members. Neither the Board Chair nor the Chair-Elect shall serve on the Nominating Committee.

The Nominating Committee shall designate its Chair. Any vacancy on the Nominating Committee shall be filled by majority vote of the Forum Board and Foundation Board.

*Section 2. Management.*

The Nominating Committee shall present to the Board a single slate of candidates for approximately one-third (1/3) of the Directors and five (5) officers (Chair, Chair-Elect, Immediate Past Chair, Secretary and Treasurer).

The proposed slate shall be presented to the Board for approval by its September meeting. The Board-approved slate, as well as an invitation to submit nominations from voting members, shall be sent to all members thirty (30) days prior to voting.

*Section 3. Elections.*

Officers and Directors shall be elected by the membership at a regular meeting or a specially noticed remote meeting. Provided the consent of the nominee has been secured, nominations may be made by any voting member either in writing to the Nominating Committee during the two weeks following notice or from the floor at a regular meeting.

At a regular meeting, the election shall be by voice vote unless there is more than one candidate for an office, in which case the election shall be by ballot.

For a remote meeting, the finalized ballot shall be submitted to members for a vote two weeks after nominations are closed.

## **ARTICLE VI – Other Committees.**

### *Section 1. Program Committee.*

The Program Committee shall be chaired by the Chair-Elect, and shall consist of committee members from the general membership reflecting the diversity of the Forum. The Program Committee shall have the responsibility of providing programs for regular Forum meetings.

### *Section 2. Membership Committee.*

The Membership Chair shall select the members of the Membership Committee. The committee shall be composed of a minimum of three (3) members, including the Committee Chair. The Membership Committee shall have the responsibility of reviewing applications in accordance with criteria established by the Board of Directors, and subsequently making recommendations to the Board.

### *Section 3. Internal Audit Committee.*

The Internal Audit Committee shall be chaired by the Treasurer, who shall select the members of the Internal Audit Committee. The committee shall be composed of a minimum of three (3) members, including the Committee Chair (the Treasurer). The Internal Audit Committee shall have the annual responsibility of reviewing all receipts and disbursement of the Forum, as well as other relevant records.

### *Section 4. Special Committees.*

Special committees may be established by the Board as needed to perform the functions of the Forum, with terms and duties as designated by the Board.

## **ARTICLE VII – Membership.**

### *Section 1. Eligibility.*

Invitation to apply for membership shall be extended to women elected officials and to those women who demonstrate a history of leadership by serving in positions of responsibility prior to submitting the application.

### *Section 2. Admission.*

Applications for membership shall be reviewed by the Membership Committee, with recommendations presented to the Board of Directors for approval. Approved candidates shall become members upon written notification of acceptance and payment of dues.

### *Section 3. Honorary Membership.*

Invitation to honorary membership may be extended to those individuals who, in the judgment of the Board of Directors, have made extraordinary contributions to the Forum. Such invitation shall be extended with the approval of a two-thirds (2/3) majority of the entire Board. Honorary members are exempt from the payment of annual dues.

## **ARTICLE VIII – Meetings.**

### *Section 1. Regular Meetings.*

Regular meetings of the membership shall be held monthly from January through December, unless otherwise ordered by the Board of Directors. Notice of meetings shall be given in writing to each member not less than ten (10) days preceding the meeting by means as may be acceptable to the Board, including fax and e-mail.

*Section 2. Annual Meeting.*

The monthly meeting in October or November shall be known as the Annual Meeting, during which the financial report shall be presented by the Treasurer, Officers and Directors shall be elected, and other business may be transacted, as may come before the membership.

In the event no Annual Meeting is held, the annual business may be conducted remotely according to the bylaws.

*Section 3. Special Meetings.*

Special meetings may be called by the Board of Directors or upon the request of one-third (1/3) of the members. Except in cases of emergency, at least ten (10) days' notice shall be given to the membership.

*Section 4. Quorum.*

One-fourth (1/4) of the dues-paid members shall constitute a quorum

*Section 5. Voting.*

Each dues-paid member shall have one (1) vote at all meetings of the Forum. Members may vote by proxy when authorized by the Board. Voting may be conducted in person, or, alternatively, by email or other electronic communication system. All matters shall be determined by the majority of the votes cast, except as otherwise provided in these Bylaws.

*Section 6. Remote Communications Technology.*

A meeting of the members of the Forum, the Board of Directors, or any committee designated by the Board, may be held by means of a remote electronic communications system, including video conferencing technology or the Internet, only if: (1) At least two-thirds (2/3) of members entitled to participate in the meeting consent to the meeting being held by means of that system; and (2) the system provides access to the meeting using a method by which each member participating in the meeting can communicate concurrently with each other participant.

**ARTICLE IX – Finance.**

*Section 1. Contracts.*

The Board of Directors may authorize any Officer or Officers, agent or agents of the Forum, 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 Forum. Such authority may be general or confined to specific instances.

*Section 2. Check and Drafts.*

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Forum shall be signed by an Officer or Officers, agent or agents of the Forum and in a manner that shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, these instruments shall be signed by at least two of the following Officers of the Forum: the Chair, the Chair-Elect, the Treasurer and the Secretary.

*Section 3. Deposits.*

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

*Section 4. Property and Gifts.*

Title to all property of the Forum shall be held in the name of the Forum. The Board of Directors may accept on behalf of the Forum any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Forum, subject to approval by the Board.

*Section 5. Books and Records.*

The Forum shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and any committees having any authority of the Board.

*Section 6. Budget.*

The Board of Directors shall adopt an annual budget that specifies major income and expenditures by type and amount. No expenses shall be incurred in the name of the Forum in excess of the budgeted amount without prior approval of the Board of Directors.

*Section 7. Financial Reports.*

A summary report of the financial condition of the Forum shall be presented at each meeting of the Board of Directors. Annually, a summary report of the financial condition of the Forum shall be presented to the membership.

*Section 8. Investments.*

The funds of the Forum shall be invested in accordance with the policy established by the Board of Directors.

*Section 9. Fiscal Year.*

The fiscal year of the Forum shall be January 1 through December 31.

**ARTICLE X - Conflict of Interest.**

Elected Officers and Directors of the Forum shall, as a condition of qualifying and continuing to qualify for such position within the Forum, abide by the conflict of interest policy as the Board of Directors may adopt.

**ARTICLE XI – Indemnification.**

*Section 1. Insurance.*

The Forum shall provide indemnification insurance for its Board members, and the Board shall select the amounts and limits of this insurance.

*Section 2. Indemnification.*

To the extent permitted by law, indemnification by the Forum shall be granted to any individual made or threatened to be made a party to any action, suit, or proceeding by the reason of the fact that she was a Director or Officer of the Forum. Indemnification shall also apply to the heirs, executors and administrators of this individual.

Indemnification shall be up to the maximum allowed by the policy, against any and all liability and the reasonable expenses incurred in connection with the defense or settlement of such action, suit or proceeding, or in conjunction with any appearance therein.

*Section 3. Limits on Liability.*

Notwithstanding Section 2 above, the Forum shall indemnify an individual only if she acted in good faith and reasonably believed that the conduct was in the Forum's best interests. In the

case of a criminal proceeding, the member may be indemnified only if she had no reasonable cause to believe the conduct was unlawful.

## **Article XII – Other Provisions.**

### *Section 1. Amendments.*

These Bylaws may be amended or repealed at any business meeting of the Forum, by the vote of a majority, where a quorum of dues-paid members is present. Notice of the meeting, including text of the proposed amendment, must be given ten (10) days prior to the meeting. Amendments may be submitted by Board members or by a petition with signatures of twenty-five (25) percent of the Forum members. Such petition requires the Board of Directors to submit the proposed amendment to the members for approval.

### *Section 2. Standing Rules and Procedures.*

The Standing Rules and Procedures amplify the Bylaws and are binding to the extent that they are not in conflict. They can be created, rescinded, or amended by a two-thirds (2/3) vote of the Board of Directors without previous notice or a majority vote with such notice.

### *Section 3. Notices and Meetings.*

Notices may be distributed by email or another electronic communication system approved by the Board. Also, meetings may be conducted virtually, using an electronic communication system approved by the Board.

## **ARTICLE XIII - Parliamentary Authority.**

Robert's Rule of Order Newly Revised shall be the parliamentary authority on all matters of procedure not specifically covered by these Bylaws or by the Standing Rules and Procedures adopted by the Board of Directors.

*Amendments approved February 8, 2017.*