



EXECUTIVE WOMEN IN TEXAS GOVERNMENT

Developing leaders. Creating positive results.

Women Executives in Texas Government, Inc.

dba: Executive Women in Texas Government

Bylaws - Corporation

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Article I

Statement of Purpose

Section 1: 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.

Section 2: 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; providing leadership and management training opportunities; encouraging professionalism through peer support and mentoring programs; creating a vehicle for elected and appointed officials to recruit women for executive positions in Texas government and higher education; and offering opportunities for professional interaction among women in Texas government.

Section 3: Executive Women in Texas Government is committed to contributing positively to Texas government and higher education and maintaining the highest standards of ethics and social responsibility.

Article II

Definitions

Section 1: "Board" means the Board of Directors of Executive Women in Texas Government.

Section 2: "EWTG" or "Organization" or "Corporation" or "Executive Women in Texas Government" means Women Executives in Texas Government, Inc.

Article III

Membership

Section 1: Full membership is open to individuals in Texas who work in government and public universities. 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.

Section 2: Private Partner membership is open to individuals in Texas who are not government employees or employees of a public university.

Each Private Partner member shall be entitled to one vote on each matter submitted to a vote of the membership. Private Partner members are active members who are entitled to all membership benefits unless otherwise denoted in these bylaws.

Section 3: Retiree membership is open to individuals who have been Full or 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 or Private Partner membership, the re-employed retiree shall pay the regular dues amount the next time their membership renewal comes due. Retiree members are active members who are entitled to the same benefits held before retirement.

Section 4: Student membership is open to graduate and undergraduate students interested in a career in public service. After paying the discounted Student dues, student members are active members who are entitled to all benefits of a full member except serving as officers. One student member will be appointed to serve as the chair of the Student Membership Committee.

Section 5: 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 1: Annual dues of all members shall be established by the EWTG Board of Directors.

Section 2: 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 3: 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 1: The officers of the Corporation shall be the President, President-Elect, Finance Director, Conference Director, Operations Director, Membership Director, Education Director, Professional Development Director, Communications Director, Engagement Director, and Affiliates Director, all of whom shall serve without recompense.

The Executive Director (ED) or Association Management Company (AMC) representative shall serve as an ex-officio member of the Board without vote. These eleven (11) officers and the ED/AMCR shall constitute the Board of Directors.

Section 2: All officers, except the President, President-Elect, Finance Director, and Operations Director, shall be elected as provided in Article VII of these bylaws and serve in office for a one-year term or until the subsequent election. The President, President-Elect, Finance Director, and Operations Director shall serve in office for a two-year term. The President-Elect shall assume the office of President at the expiration of the term of the incumbent. No officer may serve more than two (2) consecutive terms in the same office and no person may serve more than six (6) consecutive terms as an officer.

Section 3: If an officer chooses to resign from their position or is unable to fulfill the commitment of their term, the officer's unexpired term shall be filled via appointment by the President or the Nominating Committee. Presidential and Nominating Committee appointments are subject to confirmation by the Board of Directors.

Section 4: 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.

Individuals who have exclusively held Private Partner memberships are not eligible to hold the President or President-Elect positions.

Section 5: The Board may elect to hire an ED or AMC 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 1: 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 2: The regular term of office for each officer in each fiscal year shall commence January 1 and end December 31.

Section 3: 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 4: The President shall appoint chairs of all standing committees, except the Finance Committee, which is chaired by the Finance Director, and shall be ex-officio of all committees.

Section 5: All officers can appoint other members in good standing to assist them as a committee.

Article VII

Election of Officers

Section 1: The Nominating Committee shall present a written slate of candidates for open positions at the October meeting of the Board of Directors. The Nominating Committee must contact each person it wishes to nominate to obtain acceptance before making its report. Every effort must be made to achieve diversity of ethnicity, age, job titles, and agency representation.

Section 2: Nominations from the membership shall be allowed until October 1.

Section 3: If no positions are contested, the slate as submitted will be elected by acclamation. If positions are contested, an election shall be conducted.

Article VIII

Indemnification

Section 1: 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 1: The standing committees shall include the Finance Committee, Nominating Committee, Scholarship Committee, Community Service Committee, Advisory Committee, and Student Membership Committee. Other standing committees may be established by the Board and each officer may create committee(s) to assist them as needed.

Section 2: The Finance Committee shall consist of the President, President-Elect, Finance Director, Operations Director, and three other members. The role of the Finance Committee shall include:

- A. 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 expenditures greater than that approved in the budget and/or approved in advance by the Finance Committee.

- B. 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.
- C. Audit or Review. The committee shall be responsible for having the financial books and records audited or reviewed at the close of the fiscal year by an independent certified public accountant or designate a sub-committee of three of its members to perform the audit or review process. The Board shall report the financial status to the membership immediately after completion of the audit or review.
- D. Collection. The Finance Committee shall be responsible for collecting payment for unpaid obligations to the organization.

Section 3: The Nominating Committee shall perform its duties as prescribed in Article VII of the bylaws.

Section 4: The Advisory Committee shall serve at the request of the Board of Directors in giving advice on special projects.

Section 5: The Scholarship Committee shall develop and administer the Corporation's scholarship programs, including the Leadership Women, Inc. scholarship(s). 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, Finance Director, or Scholarship Committee Chair. Members of the Scholarship Committee who apply for a scholarship must recuse themselves of all scoring, discussions, and recommendations related to their application. The Scholarship Committee Chair shall recommend scholarship awards to the Board of Directors. No scholarships shall be awarded except by approval of the Board.

Section 6: 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.

Section 7: The Student Membership Committee is made up of all student members and focuses on developing skills for new public servants. The committee works with the Board to create networking and professional development opportunities focused on people entering public service.

Article X

Affiliates

Section 1: An Affiliate may be established in a city outside of the Austin area to promote the mission and support the purpose of EWTG.

Section 2: Ten (10) or more EWTG members in good standing working or residing in physical proximity may seek recognition as an EWTG Affiliate.

Section 3: 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 4: 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 5: 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, revisions, 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 6: Affiliates shall agree to support EWTG objectives and activities and 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 7: 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 8: 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 an 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

Section 1: 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.

Section 2: All Board of Directors are required to agree to and sign the Conflict-of-Interest Statements at the beginning of their term certifying they:

- A. Are not now nor at any time during the past year been a participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with EWTG which has resulted or could result in personal benefit to the officer (except as described in the Exception Statement).
- B. Are not now nor at any time during the past year been a recipient, directly or indirectly, of any salary payments, loans, or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with EWTG (except as described in the Exception Statement).
- C. Fully disclose any exceptions to Statements 1 or 2, now or at any time during the past year, and include a full description of the transactions and interest, whether direct or indirect, to the officer or with EWTG.

Article XII

Meetings

Section 1: There shall be one annual event held each year to install new officers of the Board.

Section 2: Regular Board meetings shall be held once per month with a minimum of ten (10) meetings per year.

Section 3: 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 1: The members of the Corporation present shall constitute a quorum at any regular or annual meeting.

Section 2: A quorum of the Board of Directors shall be the majority of the officers.

Article XIV

Amendments

Section 1: The Articles of Incorporation may be amended at any regular meeting by a two-thirds vote of all members present provided notice is given one month prior to the meeting.

Section 2: All bylaws and standing rules may be adopted, amended, or repealed at one or more regular meetings by a simple majority of the votes cast, provided notice is given two (2) weeks prior to the meeting. In lieu of a meeting, an electronic vote can be taken, in which case notification must be provided at least 14 days prior to the end of the voting period to allow comments from the membership. Member comments 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.

Article XV

Dissolution

Section 1: 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

Section 1: 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: March 23, 2016

REVISED & APPROVED: September 8, 2025