



BYLAWS

ARTICLE I - Name and Location

Section 1.01 - The name of this organization shall be The Federation of Houston Professional Women, herein after referred to as FHPW. FHPW shall be located in the Houston, Texas metropolitan area.

ARTICLE II – Purpose

Section 2.01 - The general purpose and power of FHPW are to have and exercise all rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporation act and other laws of Texas, or those powers which may hereinafter be conferred.

Section 2.02 - The purposes of FHPW shall be to provide: educational and professional development opportunities for women's organizations and their members; local resource information and networking; any and all lawful activities deemed to be in the best interest of its membership as long as these activities do not contradict the nonprofit, nonsectarian, and politically nonpartisan status of FHPW.

ARTICLE III – Membership

Section 3.01 - Greater Houston metropolitan area nonprofit organizations whose membership comprises a majority of business and professional women are eligible for membership in FHPW. Their goals should include the advancement of women in business and support for women's interests.

Section 3.02 - Election to membership is by affirmative majority vote of the Delegates present at the applicable FHPW general and special meeting. A quorum at said meetings shall be one-fourth (1/4) of the Delegates of record.

Section 3.03 - Members shall select from its membership Delegates to FHPW each calendar year. Members whose official current roster numbers one hundred (100) or less shall have two (2) Delegates and those with numbers more than one hundred (100), shall have one (1) additional Delegate. The Member shall be responsible for selection of their delegates and its representation by Delegates at general and special meetings.

Section 3.04 - A Delegate is defined as an individual selected by an FHPW Member as their voting representative, with each Delegate representing one (1) vote and no Delegate may represent concurrently more than one Member. Voting may take place at general and special meetings, and by use of electronic ballots. Electronic ballots allow a means for timely voting on key issues, all member organizations to participate in the voting process, and to aid in counting and tracking votes.

Section 3.05 - FHPW has the sole right to terminate membership of any Member. Membership in FHPW may be terminated by an affirmative vote of two-thirds (2/3) of the Board of Directors or for due cause. No portion of any dues paid shall be refunded to the terminated Member, and the Member shall remain liable for any accrued and/or unpaid charges.

Section 3.06 - Member dues shall be paid annually by January 1. Dues increase beginning February 1. Members whose dues are not received by March 31 may be automatically terminated for nonpayment.

Section 3.07 - Members who have been terminated for less than twelve (12) months may rejoin by paying the appropriate Member dues plus a penalty. Members who have been terminated for more than twelve (12) months may rejoin by applying for membership in the same manner as a new Member.

ARTICLE IV - Meetings

Section 4.01 - General meetings of FHPW shall be at least quarterly during the year and are open to Members, guests, and college students. The last general meeting of the calendar year shall be the Annual Meeting and shall include election of officers.

Section 4.02 - Delegates shall represent Members by voting at the business portion of these meetings.

Section 4.03 - Notice of general meetings shall be published at least four (4) weeks in advance of the date of the meeting.

Section 4.04 - A special meeting may be called by the President or by written request of one-third (1/3) of the Members of FHPW. Notice shall be published at least ten (10) days prior to the meeting. The notice shall state the purpose, time, and place of the meeting.

ARTICLE V - Executive Officers

Section 5.01 - The Executive Board is defined as the elected officers of FHPW. FHPW elected officers shall be President, President-Elect if the President is currently term limited, Vice President, Recording Secretary, Administrative Secretary, Treasurer, and Immediate Past President. If the current President is serving a second term, the Immediate Past President position may not be filled. Elected officer(s) are herein after referred to as Officer(s). Each Officer shall have one vote at board meetings, general meetings, and special meetings.

Section 5.02 - No Officer shall hold more than one (1) office concurrently or serve more than two (2) full term in the same office in consecutive years. Unless, the President is serving a second term and not able to appoint an Immediate Past President, then she may serve as both President and Immediate Past President.

Section 5.03 - Officers shall be elected at the Annual Meeting by majority vote. An uncontested slate may be accepted by acclamation.

Section 5.04 - The President shall appoint a Nominating Committee composed of three (3) Member representatives. Membership of the committee should be announced no later than the third general meeting of the year.

Section 5.05 - The Nominating Committee shall publish one or more nominees for each elective office at least fifteen (15) days prior to the election. Nominations cease upon publication of ballot, excepting an open position. An open office may be filed by the President.

Section 5.06 - Candidates' member organization must be in good standing and endorse the candidate to serve on the Board as submitted or declared by the Member's representative.

Section 5.07 - Candidates for President-Elect should have preferably served at least one full year (12 months) on the Board prior to taking office.

Section 5.08 - No more than one candidate per Member shall be eligible for nomination as an Officer.

Section 5.09 - The President shall be the presiding officer of all meetings of FHPW and the chair of all meetings of the Board. The President shall perform the duties of chief administrative officer responsible for the operations of FHPW. The President shall serve as a member of the Governing Board of the FHPW Educational Foundation. The President may be an ex-officio member of all committees, or appoint another officer or director.

Section 5.10 - The Immediate Past President may assist the President or the President may choose another Past President to assist and perform other duties as assigned. The acting Past President may perform the duties of the President, in the absence of the President or in the inability of the President to act.

Section 5.11 - The Past President or Vice President shall serve as a member of the Governing Board of the FHPW Educational Foundation. The President-Elect may be an ex-officio member of all committees.

Section 5.12 - The Recording Secretary shall be responsible for maintaining the records of the proceedings of all general and special meetings and meetings of the Board and perform other duties as assigned. The Recording Secretary shall distribute copies of the minutes of each general and each special meeting to the Board.

Section 5.13 - The Administrative Secretary shall be responsible for conducting communications of the organization in accordance with the direction of the President and the Board and perform other duties as assigned. The Administrative Secretary shall maintain official records of FHPW as designated.

Section 5.14 - The Treasurer shall see that the tax return is filed and is responsible for maintaining complete and accurate records of the financial activities of FHPW, submitting a quarterly financial report to the general meetings; preparing an annual budget for submission to the Board; collecting dues; issuing and receiving funds; and signing checks issued by FHPW. A minimum of two Executive Board signatures must be on file with the bank, preferably the President and Treasurer.

Section 5.15 - The Immediate Past President or the acting Past President shall act as an advisor to the other officers and the Board, and is responsible for working with the FHPW Presidents' Advisory Council to conduct an annual meeting of Past Presidents.

Section 5.16 - The President shall establish the place of Board meetings and provide at least seven (7) days' notice to each officer and director.

Section 5.17 - For meetings of the Executive Board, a quorum shall be one-half (1/2) of the Executive Board.

Section 5.18 - A vacancy in the office of President shall be filled by the President-Elect, the Past President, or one selected by the Board.

Section 5.19 - A vacancy in an officer's position shall be filled by Presidential appointment. In the event the President-Elect position is vacant and filled by Presidential appointment, the President-Elect must be elected or accepted by acclamation during the Annual Meeting prior to serving as President.

Section 5.20 - Any officer may be removed from office for cause by a majority vote of the Board.

Section 5.21 - An officer who is convicted of a felony shall be automatically removed from office.

ARTICLE VI - Board of Directors

Section 6.01 - The Board of Directors is defined as the Executive Board and appointed Directors. The Board of Directors is herein referred to as the Board, and appointed directors as Directors.

Section 6.02 - The Board shall consist of no fewer than eleven (11) and no greater than fifteen (15) individuals.

Section 6.03 - Term of office is the calendar year beginning January 1.

Section 6.04 - Directors shall have membership in good standing of FHPW Members and shall be appointed by the FHPW President.

Section 6.05 - Directors shall be chairs of Standing Committees. No Director shall hold more than one Directorship concurrently. Directors not presiding over Standing Committees may chair Ad Hoc Committees or will be classified as Directors at Large.

Section 6.06 - Each Director shall submit a program of activity and recommended committee budget for the Board's approval and shall enlist committee personnel in sufficient numbers to enable the execution of its duties and functions.

Section 6.07 - The President shall establish the place of Board meetings and provide at least seven (7) days notice to each Director.

Section 6.08 - The President may call a special meeting of the Board as needed or as requested by two-thirds (2/3) of the Board members.

Section 6.09 - Any member of the Board may vote by proxy at Board meetings provided that the President has approved the absence of the Officer or Director.

Section 6.10 - For meetings of the Board, a quorum shall be one-half (1/2) of the Board. Each Officer and each Director shall have one vote.

Section 6.11 - A vacancy in a Director's position shall be filled by Presidential appointment.

Section 6.12 - Any Director may be removed from office for cause by a vote of the majority of the Board.

Section 6.13 - A Director who is convicted of a felony shall be automatically removed from office.

ARTICLE VII - Committees

Section 7.01 - Committees shall be established by the Board as the need arises to pursue its stated purposes. Committee members shall be appointed by the committee chair.

ARTICLE VIII - Fiscal Policies

Section 8.01 - No financial commitment of FHPW or its funds exceeding \$500 shall be made without prior approval of the Board.

Section 8.02 - An annual examination may be made by a committee appointed by the President with the approval of the Board. At the discretion of the Board, an outside accounting firm may perform an audit.

Section 8.03 - The Board may affect no proposed borrowing unless 2/3 majorities of all Delegates approve it, such approval being obtained at a meeting.

Section 8.0 - In the event of the dissolution of FHPW, any assets remaining after the payment and satisfaction of all liabilities and obligations of FHPW shall be conveyed to the FHPW Educational Foundation or as specified in Article IX of the Articles of Incorporation of the Federation of Houston Professional Women.

Section 8.05 - FHPW shall indemnify Officers and Directors of FHPW to the full extent permitted by the indemnification provisions of Article 1396-2.22A of the Texas Nonprofit Corporation Act, as it may be amended from time to time. All of the rights, powers, and limitations of indemnification provided under said Article are incorporated by reference as a part of these Bylaws.

ARTICLE IX Parliamentary Authority

Section 9.01 - The rules contained in the current edition “Standard Code of Parliamentary Procedures” shall govern FHPW in all cases to which they are applicable and in which they are not consistent with these Bylaws and any Standing Rules or order FHPW may adopt. Policies or procedures not defined or addressed within these Bylaws should be considered open for discussion and interpretation. Results shall be entered as a Standing Rule.

ARTICLE X - Amendment of Bylaws

Section 10.01 - The Bylaws of FHPW may be amended by an affirmative two-thirds (2/3) vote at a general meeting or by proxy, provided that the proposed amendment or revision shall have been published to the Members at least fifteen (15) days prior to the voting meeting.

Section 10.02 - Any amendment or revision adopted shall become effective at the conclusion of the general meeting. Such amendment or revision shall be published within seven (7) days of the date of adoption.

Section 10.03 - All automatic grammatical, punctuation and correlation corrections in Bylaws or amendments thereto, which in no way alter the intent of the Bylaws or amendment, shall be effected by the Policies and Procedures Director with approval of the Board and notification shall be published on the website.

BYLAWS:

Adopted Apr 29, 1987
Revised Jul 23, 2001
Revised Apr 26, 2010
Revised Apr 25, 2016

Revised Jan 25, 1999
Revised Oct 27, 2003
Revised Mar 26, 2010
Revised Oct 24, 2016

Revised Oct 25, 1999
Revised Apr 24, 2006
Revised Apr 23, 2012

Revised Oct 23, 2000
Revised Apr 23, 2007
Revised Oct 26, 2015