



HWNT STATE AND CHAPTER BYLAWS **Approved by State Board & Membership on 9-28-2024**

ARTICLE I **ORGANIZATION**

The name of the organization is:

HISPANIC WOMEN'S NETWORK OF TEXAS

ARTICLE II **PURPOSES**

Section 2.01 The Hispanic Women's Network of Texas (HWNT), hereinafter referred as "the Network", is a statewide organization whose mission is to promote the advancement of women.

Section 2.02

Mission: The Network seeks to promote the advancement of women in public, corporate, and civic life through education and personal and professional development.

Vision: To be the premier women's organization and an agent of change.

Values: Respect, integrity, servant leadership, and collaboration.

Beliefs: We have a responsibility to empower and inspire our community.

Section 2.03 The Network unites to celebrate the positive image and values of its Hispanic heritage.

Section 2.04 The Network performs other purposes that qualify as exempt from federal tax under Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE III **PROHIBITED ACTIVITIES**

No part of the net earnings of the Network is inured to the benefit of or be distributable to its members or Officers, other parties of the Network, except that the Network has the authority to pay reasonable compensation or fees for services rendered to or for the Corporation. No substantial part of the assets of the Network can be used to perform services for its individual members unless these services are identical to the Network's main or principal purpose or mission. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation of the Network, the Network will not engage in or carry out any activities not permitted to be engaged in or carried out by a Corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of a future federal income tax law).

ARTICLE IV
DISSOLUTION ARTICLE

Upon the dissolution of the Network, the State Executive Board will, after paying or making provision for the payment of all of the liabilities of the Network, dispose of all of the assets of the Network used exclusively for the purposes of the Network to such organizations who share the same purposes of the Network and qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board determines. Any such assets not so disposed of will be disposed of by the Court of Civil Appeals of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court determines, which are organized and created exclusively for such purposes.

ARTICLE V
PRINCIPAL OFFICE

Section 5.01 The location of the principal office of the corporation is determined by the State Board of Directors and is within the State of Texas.

Section 5.02 The Network will have and continuously maintain, in the State of Texas, a registered office and a registered agent whose office is identical to such registered office as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be, identical to the Principal office of the corporation in the State of Texas. The address of the registered office may be changed at the discretion or recommendation of the State Board of Directors.

ARTICLE VI
MEMBERSHIP

Section 6.01 The Network welcomes into its membership any person who is in accord with its purposes and who will cooperate in carrying out its programs and stated activities. Membership will be constituted by payment of annual dues in the State and Chapter Standing Rules and communicated to Chapters by the State Board of Directors on the Network website-and newsletter. A member is defined as in good standing when membership dues are paid to the Network and reflect an active status in the membership portal. A member receives one vote at the State regardless of dual, multiple or lifetime memberships.

Section 6.02 The Network offers affiliate memberships to organizations or agencies wishing to help the Network in promoting the stated purposes of the Network as described in Article II. State and Chapter affiliate requests are subject to State Board approval. Dues and membership privileges are described in the Network's State and Chapter Standing Rules. The Network will join, as an affiliate, state and national organizations that advance similar advocacy and purpose, with the approval of the State Board of Directors.

ARTICLE VII
STATE & CHAPTER BOARD OF DIRECTORS & OFFICERS

Section 7.01 The State Board of Directors exercises all powers of the Network.

Section 7.02 The State Board of Directors includes one State Representative elected by each Chapter. An Alternate State Representative attends State Board of Directors meetings in the absence of the Representative. There will be no more than two (2) State Executive Board Officers elected from the

same Chapter with the exception of appointing an Officer to fill a vacancy. The appointment of a State Officer by the elected State Chair occurs when the Nomination and Election procedure, as delineated in Article XII and the State and Chapter Standing Rules, does not secure a member for the position.

The elected State Executive Board Officers and members of the State Board of Directors include Chair, Chair-Elect, Vice Chair of Membership, Vice Chair of Development, Vice Chair of Marketing and Communications, Vice Chair of Education, Secretary, and Treasurer. The State Immediate Past Chair serves on the Executive Board. These Officers have **voting** rights on the Executive Board and State Board of Directors.

If elected to the position of **State Chair-Elect**, the role follows a succession order from State Chair-Elect, followed by State Chair and immediately to State Immediate Past Chair. By virtue of the succession, the entirety of the order is an elected position.

The State Chair appoints a Co-Treasurer to support the Treasurer and Vice Chair of Membership with statewide membership and fiduciary tasks. The Co-Treasurer has voting rights on the Executive Board and State Board of Directors in the **absence** of the Treasurer. The Historian is appointed by the Chair and has voting rights on the Executive Board and State Board of Directors.

Lastly, appointed to the Executive Board and State Board of Directors by the State Chair are the Parliamentarian and State Advisory Chair(s). These State Officers do **not** have voting rights on the Executive Board or State Board of Directors.

The Bylaws provide a general description of responsibilities and commitments to the role of Officers and Directors at the State and Chapter levels. The State and Chapter Standing Rules provide details on preferred qualifications, required skills, competencies, and tasks needed weekly, monthly, and quarterly to operate the Network. **All** elected and appointed Officers and Directors must be a member in good standing with the Network, demonstrated a commitment to women's issues, and completed service to the Network or a community organization for a specific number of years. A member in good standing requires paid membership to the Network for an active status in the membership portal. The State and Chapter Standing Rules provide those details.

Qualifications for the State Chair and State Chair-Elect and the Chapter Chair and Chapter Chair-Elect are a minimum of two years of service on a community board and a minimum of two years on the HWNT Chapter Board of Directors for a total of four years. Professional management experience is desired and may substitute for two years of service on a community board.

Note that if elected to the position of **State or Chapter Chair-Elect**, the role **follows a succession order** from Chair-Elect, followed by Chair and immediately to Immediate Past Chair. By virtue of the succession, the entirety of the order is an elected position.

All other State Officer and Director positions, again **except** for the State and Chapter Chair and Chair-Elect, require two years of service on a community board and one year on the HWNT Chapter Board of Directors or a State or Chapter committee for a total of three years. Professional management

experience is desired and may substitute for one year of service on a community board. A Chapter uses these qualifications and refers to the State and Chapter Standing Rules for guidance.

A Chapter must elect at minimum these six (6) positions for the Chapter Board of Directors: Chair, Chair-Elect, Vice Chair of Membership, Secretary, Treasurer, and State Representative. A Chapter may choose to use all State positions and elect or appoint the Chapter Vice Chair of Development, Chapter Vice Chair of Marketing and Communications, Chapter Vice Chair of Education, Chapter Historian, Chapter Parliamentarian, and a Chapter Co-Treasurer. Service in the positions allows members to apply and learn skills and expertise and creates succession development for the various Officer and Director roles needed for a successful chapter and statewide organization.

Again, for clarification, if elected to the position of **Chapter Chair-Elect**, the role follows a succession order from Chapter Chair-Elect, followed by Chapter Chair and immediately to Chapter Immediate Past Chair. By virtue of the succession, the entirety of the order is an elected position.

Section 7.03 The State Representative is elected in the respective city in accordance with the State and Chapter Bylaws and Standing Rules. The Representative must have demonstrated leadership through a minimum of two years of service on a community board of directors and a minimum of one year on the HWNT Chapter's Board of Directors or State or Chapter committee. Professional management experience is desired and may substitute for the two years of service with a community organization.

The two to four-year requirement does not apply to newly created Chapters.

The State Representative is a member of the State Board of Directors and represents the Chapter at every State Board of Directors meeting. An Alternate Representative must attend meetings in the absence of the State Representative. The Chapter Officers may appoint the Chapter Chair-Elect or Chapter Chair as the Alternate Representative. Doing so provides training and exposure to the Network and increases leadership succession development within the Chapter and the State. When attending the State Board of Directors meeting, only one vote is allowed to the State Representative.

All State Board of Directors members support the Network by pledging an annual monetary contribution to the Network at the State level. The pledge demonstrates the Chapter's commitment to the grants, fundraising, and operational efforts provided by the State office. The State Chair and State Treasurer collect the pledges at the first State Board meeting of the year. A pledge can be supplemented by Chapter funds. Pledge payments should be submitted to the State Chair by the end of the third quarter (October 31) as delineated in the State and Chapter Standing Rules. The State Chair ensures the pledges are received and applied to the State revenues.

ARTICLE VIII **CHAPTERS**

Section 8.01 The Chapter is an affiliated unit of the Network. It operates within a community under the authority of a charter granted by the State Board of Directors upon approval of an application for a Chapter charter. A Chapter must have a membership of a minimum of 20 members and elect the required six Board Directors. A Chapter may be organized under the sponsorship of a Network member in good standing or a State Officer or a Director as provided

in the Standing Rule. A written request must be submitted to the State Chair for review and approval by the State Executive Board and State Board of Directors. The State and Chapter Standing Rules address the guidance for establishing a Chapter.

Section 8.02 Powers of the Chapter: A Chapter will follow the State and Chapter Bylaws and State and Chapter Standing Rules to carry through its community programs, fundraising, administration, and work.

- A Chapter may initiate and carry through fundraising, civic, social, and welfare projects on its own or in cooperation with other acceptable organizations, provided said projects do not violate or contradict the principles of the Network or its insurance liability guidelines.
- A Chapter Board Director may not conduct and vote on Chapter business if membership dues are in arrears as confirmed by the State and Chapter Vice Chairs of Membership.
- A Chapter can suspend and drop any member who is in arrears with their membership dues from its membership roll. It can also suspend or expel any member guilty of actions contrary to the best interests of the Chapter.
- A Chapter may remove from office any Director guilty of causes enumerated in Section 12.03 of these Bylaws.
- A Chapter must notify the State Chair and State Vice Chair of Membership of the removal of a member from the membership roll.
- A Chapter is responsible for ensuring that members are in good standing with paid membership to the Network for an active status in the membership portal in order to vote on State elections, matters, and business and at Chapter membership meetings, elections, and business matters.

Section 8.03 Limitations of the Chapters: A Chapter may not assume the authority to speak or act for the Network in matters of state or national advocacy or political issues and needs unless authorized by the State Board of Directors. Chapter activities cannot contradict the Network mission nor jeopardize the Network's nonprofit status. A Chapter that conducts such an activity will be counseled by the State Network Chair and State Chair Elect and asked to cease such efforts. Continued infractions may result in closure of the Chapter. If a Chapter is closed, members of the defunct Chapter may join another Chapter and continue participation in State and Chapter activities. The State Executive Board will carry out dissolution activities.

In no instance may a Chapter bind the Network or become an affiliate in any matter except with the consent of the State Board of Directors. A Chapter, organized less than thirty (30) days before a State Conference or virtual annual meeting and whose charter has not been officially approved, may send observer(s), but cannot vote on any matters.

Section 8.04 Responsibilities of the Chapter: Each Chapter is responsible for promoting the growth of its membership and the scope of its activities through compliance with the provisions of the State Bylaws and State and Chapter Standing Rules, adopted resolutions and customs, including its own.

As noted prior, each Chapter must elect at minimum these six (6) Board Director positions: (1) Chapter Chair, (2) Chair-Elect, (3) Vice Chair of Membership, (4) Secretary, (5) Treasurer, and (6) State Representative.

The State Representative and Alternate Representative serve a critical communication role to the State, other Chapters, and the Chapter membership. The Representative and Alternate must report to the Chapter membership the statewide efforts and, vice versa, inform the State Board of Directors of Chapter activities. This includes summarizing and disseminating State and other Chapter reports and information at the four or more Chapter membership meetings and six Chapter Board of Director meetings. Recordings of State Board of Director meetings are available to the Chapters. Documents may be disseminated via email or through the Chapter website. Chapter meeting agendas should allocate time for the Representative to make these presentations. Meeting minutes should document the efforts of the Representative.

The State Representative and Alternate Representative are required to:

- Author a required quarterly report that summarizes the Chapter's activities and membership count,
- Represent the Chapter at all State Board of Directors meetings,
- Participate in the State and Chapter board meetings,
- Submit and present the required quarterly Chapter reports by required deadlines at the State and Chapter Board of Director meetings and required Chapter membership meetings.

The State and Chapter required reports, report templates, and deadlines are described in the State and Chapter Standing Rules.

Two (2) consecutive unexcused absences of a State Representative or Alternate at a State Board of Directors meeting serves as the basis for removal from office. Any Chapter Director failing to perform the prescribed duties stated in these State and Chapter Bylaws and State and Chapter Standing Rules may also be subject to removal. Before removal of a Chapter Representative or Director or the dissolution of a Chapter, the State Chair and State Chair-Elect will counsel the Chapter Board of Directors on ways to advance the leadership skills and Chapter activities and efforts.

Each Chapter is responsible for holding at least six (6) Board of Directors meetings and a minimum of four (4) membership meetings per year. The Board and membership meetings, Chapter projects, and collaborative events establish and demonstrate the essence of the Chapter in the community. A Chapter establishes a schedule of meetings during its first meeting following the election of Directors. Members should be notified of all meetings and events. Meetings are conducted according to State and Chapter Bylaws and Robert's Rules of Order Revised. A Chapter should take minutes of all meetings, approve them, and archive them for historical preservation.

Each Chapter must prepare and submit quarterly reports to the State Board of Directors as defined in the State and Chapter Standing Rules. Membership and tax reports must be submitted to the State Chair and State Treasurer by the established schedule. Failure to do so may cause the dissolution of said Chapter.

At all meetings or teleconferences of the Chapter Board of Directors, a simple majority of the Directors in office at the time constitute a quorum for the transaction of business.

Section 8.05 A fully paid member in a Chapter with a concern should seek to resolve the matter with the Chapter Directors, including through written correspondence. If unable to do so, the member may seek assistance from the State Chair or State Chair-Elect. The State Officers should respond within seven (7) calendar days and work jointly with the Chapter to resolve the matter within thirty (30) calendar days.

ARTICLE IX
CHAPTER & STATE OFFICER & DIRECTOR VACANCIES

Section 9.01 Any vacancy of a Director in the Chapter is appointed by the Chapter Chair and approved by the Chapter Board. A vacancy may be filled through an appointment by the Chapter Chair if **no member** seeks the position after official communication is sent to the membership. A Director serves the remainder of the term.

Section 9.02 Any vacancy of the State Board of Directors is appointed by the State Chair and approved by the State Board of Directors. A vacancy may be filled through an appointment by the State Chair if **no member** seeks the position after official communication is sent to the membership. The Officer serves until the next election as described in 12.02 and the State and Chapter Standing Rules.

ARTICLE X
MEETINGS: STATE BOARD OFFICERS & DIRECTORS & MEMBERSHIP

Section 10.01 The State Board of Directors meets no less than quarterly per year at times and venues designated by the State Chair. The State Chair calls additional meetings of the State Board of Directors. The State Chair provides by notification the time and place for the additional meetings. Notice of such meetings are sent to State Directors and State Representatives and Chapter Chairs thirty days (30) in advance. State Board of Directors meetings are open to all active members of the Network, however, only members of the State Board of Directors may speak during the proceedings unless the person is on the agenda or called upon to speak.

Chapter Chairs are invited to attend the State Board of Directors meeting to maintain awareness of statewide efforts, specific Chapter events, and develop and maintain collaborative relationships. Their attendance is not mandatory. The Chapter Chair is not a voting member at these meetings unless officially designated as the State Representative Alternate, and the State Representative is not present.

Section 10.02 The State Executive Board consists of the State Officers and meets monthly, or as frequently as needed, including through teleconferences. The State Officers include the Chair, Chair-Elect, Vice Chair of Membership, Vice Chair of Development, Vice Chair of Marketing and Communications, Vice Chair of Education, Secretary, Treasurer, Co-Treasurer, Historian, Parliamentarian, Immediate Past Chair, and Advisory Chair(s). The Executive Committee meets quarterly as part of the State Board of Directors.

Section 10.03 Statewide membership meetings, including virtual, are held annually. Notice is sent to all members thirty (30) days in advance.

Section 10.04 State Directors do not receive compensation for their service, but by resolution of the State Board of Directors, a fixed sum may be allowed for the expense incurred in attending each meeting of the Board. However, nothing herein contained can be construed to preclude any Director from serving the Network in any other capacity and receiving compensation.

ARTICLE XI
STATE BOARD OF DIRECTOR QUORUM

At all meetings or teleconferences of the State Board of Directors, a simple majority of the Directors in office at the time constitute a quorum for the transaction of business. Similarly at meetings or

teleconferences of the State Executive Board, a simple majority of the Officers in office, at the time, constitutes a quorum for the transaction of business.

ARTICLE XII

ELECTION OR APPOINTMENT & DUTIES OF STATE & CHAPTER DIRECTORS

Section 12.01 The State Officers are elected to serve a one-year term. Officers and Directors should have gained the needed skills, competencies, and knowledge of the Network through succession development and service in other community nonprofits, Chapter or State Board positions, or work on Standing or Ad Hoc Committees or project committees. An Officer in a one-year position may serve no more than four (4) consecutive terms in the same State position. The State Chair and State Chair-Elect serve a one-year term and can serve no more than two (2) consecutive one-year terms.

Only two (2) Officers from the same Chapter may serve simultaneously on the State Board of Directors **except for** the appointment of an Officer to fill a vacancy. The elected State Chair may appoint a State Officer when the Nomination and Election procedure, as delineated in the State and Chapter Standing Rules, does not secure a member for the position.

Elected State Officer positions include the Chair, Chair-Elect, Vice Chair of Membership, Vice Chair of Development, Vice Chair of Marketing and Communications, Vice Chair of Education, Secretary, and Treasurer. These positions serve on the Executive Board of the State Board of Directors with voting rights. The State Immediate Past Chair serves a one-year term and has voting rights on the Executive Board and State Board of Directors.

The State Chair appoints a Co-Treasurer to support the State Treasurer and State Vice Chair of Membership with statewide membership and fiduciary tasks. The Co-Treasurer has voting rights in the **absence** of the Treasurer. The State Chair appoints the State Historian and has voting rights. The Co-Treasurer and Historian serve a one-year term.

The State Chair appoints the State Parliamentarian and State Advisory Chair(s) to a one-year term on the State Executive Board and State Board of Directors and do **not** have voting rights.

The State Representative is elected to serve a term as determined by the respective Chapter and has voting rights on the State Board of Directors but not the State Executive Board.

A Chapter elects the Chapter Board of Directors which includes these six (6) positions: Chair, Chair-Elect, Vice Chair of Membership, Secretary, Treasurer, and State Representative. A Chapter may choose to utilize the additional State positions and one-year term limits or utilize two-year term limits including for the State Representative. The Chapter Directors may serve no more than two (2) consecutive two-year terms or four consecutive one-year terms, in the same Chapter position.

Section 12.02 State and Chapter Directors are elected through a nominating process led by the State Immediate Past Chair and Chapter Immediate Past Chair, as described in the State and Chapter Bylaws and State and Chapter Standing Rules of the Network.

State Directors are elected by a simple majority of the membership voting virtually 30 days before the expiration of terms but **not before** October 31. Chapter elections should be held in a similar manner: 30 days before the expiration of terms but not before October 31. A simple majority of the Chapter membership voting applies.

When a Director resigns or is removed or a position becomes vacant, an election may be held through electronic means immediately or as close as possible to the first State and Chapter Board of Directors

meeting of the new calendar year. The State and Chapter Directors will submit and communicate via electronic means the candidate(s) for any unfilled position(s). Members will vote within five (5) business days, and election results will be communicated to the membership five (5) business days thereafter. A simple majority of those voting by the deadline determines the election results. Following the elections, newly elected Director(s) will participate in the upcoming State or Chapter Board of Director meeting and assume the duties of the position.

If a qualified member is not recruited for a position on the State or Chapter Board of Directors, the State or Chapter Chair may appoint the Director for the position.

Section 12.03 Any Director elected or appointed to the State or Chapter Board of Directors may be removed by the State or Chapter Board of Directors whenever, in its judgment, the Networks best interests would be served. Such removal is without prejudice to the contract rights, if any, of the Director so removed. Further, two (2) consecutive unexcused absences of a Director at a State or Chapter Board meeting serve as the basis for removal from office. Any Director failing to perform the prescribed duties may also be subject to removal.

The Network recognizes that numerous needs surface throughout our lives that can derail or postpone commitments including volunteer efforts to the Network. A Network Officer, Director, member, or volunteer may resign from Network activities by writing the State or Chapter Chair. The Network **requires** the Officer, Director, member, or volunteer **return all Network resources**, materials, communications, and passwords before the resignation.

Section 12.04 The Network State Chair is the official representative of the Network. The State Chair leads and presides at all meetings of the State Executive Board, State Board of Directors, Chapter Chairs and State Representatives. The Chair facilitates and manages, in conjunction with the State Board of Directors, membership services, projects, programs, and activities that carryout the vision of the Network. In the absence of the State Chair, the State Chair-Elect performs her duties.

The State Network Chair oversees, with the support of the State Board of Directors, the daily Network activities, including email and programs of the Network through the leadership and assistance of the Officers, Directors, Standing and Ad Hoc Committees, members who volunteer, and leadership teams from the Chapters. The State Chair establishes an annual calendar of meetings and events, a budget, and annual strategic goals in alignment with the Network's strategic plan. A State Conference is undertaken based on sufficient financial and volunteer resources and approval by the State Executive Board.

The State Chair ensures the Chair-Elect, Immediate Past Chair, Vice Chairs, and Directors carry out assigned responsibilities and activities of the following Standing Committees: (1) Finance, (2) Development, (3) Credentials, Nominations, and Elections, (4) Marketing and Communications, (5) Education, (6) Advocacy (7) Self Development, (8) Bylaws and Standing Rules and (9) Technology. The State Chair creates Ad Hoc and special committees as needed.

The State Chair serves as co-chair of the Development Standing Committee. The Chair manages staff and consultants, hiring, salary, and performance evaluations with input, guidance, and approval from the Executive Board.

As detailed above and in the State and Chapter Standing Rules, the Chapter Chair performs a similar leadership at the Chapter level with Chapter Directors and members through projects and collaborative community events. The Chapter Chair should never interpret the Chapter's role as the official representative of the State Network.

Section 12.05 The State Chair-Elect performs the duties of the State Network Chair in the event of absence or disability and assists the State Chair in duties as assigned. The State Chair-Elect ensures Officers and members carry out responsibilities, operational tasks, and deadlines for the following Standing Committees: (1) Marketing and Communications, (2) Education, (3) Bylaws and Standing Rules, and (4) Advocacy.

Additionally, the State Chair-Elect works closely with the Vice Chair of Membership to immediately resolve technology issues of the Network's website, domain, and email services. These Officers may establish a Technology Committee of Network members who volunteer their skills and time. The State Officers and Technology Committee may develop written, recorded, or video instructional tools that educate members on using the membership website or email services. The Committee provides guidance to the State Executive Officers on maintenance, enhancements, and proactive use of innovations.

As detailed above and in the State and Chapter Standing Rules, the Chapter Chair-Elect performs a similar leadership role with Chapter Directors, members, projects, and collaborative community events.

Section 12.06 The State Vice Chair of Membership performs the duties of the State Network Chair in the absence of the State Chair and State Chair-Elect. The Vice Chair ensures the accuracy of membership data and membership activities statewide. The Vice Chair works with the Chapter Vice Chair of Membership on joint membership projects and to ensure members are in good standing required for voting and seeking office at the State level. The Vice Chair of Membership works closely with the Immediate Past State Chair who leads the Credentials and Nomination Committee for State board positions. The State Vice Chair works closely with the State Co-Treasurer to ensure Chapter membership reports reconciled with those submitted to the State. Additionally, the State Vice Chair of Membership ensures the State membership portal performs membership functions and services.

As detailed above and in the State and Chapter Standing Rules, the Chapter Vice Chair of Membership carries out similar responsibilities and has a leadership role with the Chapter membership services, data, and activities including collaboration with the State when appropriate. Further, the Chapter Vice Chair of Membership validates the Chapter membership reports provided to the State and ensures Chapter members are in good standing when seeking Chapter Board of Director positions.

Section 12.07 The State Vice Chair of Development performs the duties required to assist in fundraising for the Network's operational needs and sponsorships for the State Conference when held. The State Vice Chair of Development coordinates activities with the Executive Officers to ensure the organization's sustainability and provides input on the annual budget. The State Vice Chair of Development works with the State Chair to develop a fundraising goal by the end of the first quarter to be completed by the end of the year. The State Vice Chair of Development chairs the Development Committee.

A Chapter may adopt the Chapter Vice Chair of Development and use this description, the State and Chapter Bylaws and Standing Rules for further guidance.

Section 12.08 The State Vice Chair of Marketing and Communications performs the duties required to publicize and communicate the activities of the Network, the State Conference, when held, the accomplishments of Network members and Chapter events. The State Vice Chair of Marketing and Communications coordinates the utilization of the Network's website and production of the quarterly newsletter. The State Vice Chair of Marketing and Communications is responsible for the appropriate

use of the Network trademarked logo and communicating the logo guidelines to the State and Chapters. The Vice Chair facilitates the work of the Marketing and Communication Committee with the State Chair-Elect and serves as the webmaster responsible for the Network's website along with the Technology Committee comprised of Network volunteers.

A Chapter may choose to adopt the Chapter Vice Chair of Marketing and Communications and use this description, the State and Chapter Bylaws, and the State and Chapter Standing Rules for further guidance.

Section 12.09 The State Vice Chair of the Education is responsible for coordinating the Latinas in Progress (LIP) program throughout the Chapters. This includes supporting and establishing minimum standards for education activities, resources, and tools and reporting the use of scholarships, grants and resources awarded to Chapters. The State Vice-Chair of Education chairs the Education Committee with the State Chair-Elect as co-chair. The Education Committee consists of the Chapter members coordinating educational efforts.

A Chapter may choose to adopt the Chapter Vice Chair of Education title and use this description, the State and Chapter Bylaws, and the State and Chapter Standing Rules for further guidance.

Section 12.10 The State Secretary records and reports all Executive Board and Board of Director meetings. The State Secretary distributes minutes of the Executive Board, State Board of Directors, and the annual meeting no later than thirty (30) days after the meetings are held. The State Secretary provides records and reports to the Historian for archival efforts.

The Chapter Secretary carries out similar responsibilities for the Chapter and can use this description, the State and Chapter Bylaws, and the State and Chapter Standing Rules for further guidance.

Section 12.11 The State Treasurer is responsible for the receipt and custody of all monies of the Network and disbursement thereof. The State Treasurer is required to complete and present financial statements at each quarterly meeting outlining the profit loss of the organization at the time of the meeting. At a minimum, a compilation of tax return filings will be performed by a third party qualified Certified Public Accountant (CPA) with guidance from the State Treasurer, State Chair-Elect, and State Chair. The Finance Committee, appointed by the Network State Chair, oversees the financial reporting and disclosure, as well as the work of the external CPA. The State Treasurer serves as an Ex-Officio member of the Finance Committee. The State Treasurer will ensure that Chapters comply with the financial reports to auditors and the IRS. The State Co-Treasurer, appointed by the State Chair, can assist with these responsibilities in the absence of the State Treasurer.

The Chapter Treasurer carries out similar responsibilities for the Chapter and can use this description and the State and Chapter Standing Rules for further guidance. The Chapter Board of Directors may institute the Co-Treasurer position if needed.

Section 12.12 The State Historian is the custodian of all records including historical records of the Network and such records are maintained at the Nettie Benson Latin American Collection of the University of Texas at Austin. The State Historian is a non-executive position appointed by the State Network Chair and has voting rights on the Executive Board and State Board of Directors. The State Historian works closely with the State Chair and State Secretary to acquire the records including an annual outreach to Chapters for significant documents.

A Chapter may choose to adopt the Chapter Historian position and use this description, the State and Chapter Bylaws, and the State and Chapter Standing Rules for further guidance.

Section 12.13 The Immediate Past State Chair continues to serve on the Board of Directors as a voting member and chairs the State Standing Committees: (1) Credentials, Nominations, and Elections and (2) Self Development.

A Chapter may choose to adopt the Past Chapter Chair position and use this description, the State and Chapter Bylaws, and the State and Chapter Standing Rules for further guidance.

Section 12.14 The State Parliamentarian, a position appointed by the State Network Chair, serves the Officers, Directors, and members on matters pertaining to interpreting the Bylaws and parliamentary procedures. The State Parliamentarian is not a voting member of the Executive Board or State Board of Directors. The State Parliamentarian chairs the Bylaws and Standing Rules Committee with the State Chair-Elect as co-chair. The State Parliamentarian provides training on Robert's Rules of Order to new chapters and all Chapter Boards of Directors.

A Chapter may choose to adopt the Chapter Parliamentarian position and use this description, the State and Chapter Bylaws, and the State and Chapter Standing Rules for further guidance.

Section 12.15 The State Board of Directors hire and remove appropriate staff or consultants to conduct the business of the Network. An Executive Director exercises such powers and performs such duties as the State Board of Directors determines.

Section 12.16 The compensation of staff or consultant(s) of the Network is determined by the State Board of Directors.

Section 12.17 Any staff or consultant selected or appointed by the State Board of Directors may be removed at any time by the vote of a simple majority of the State Board of Directors. Such removal does not affect the legal rights of the person so removed. The State Board of Directors determines if the venue for such vote is held by teleconference, online or via email.

NON-EXECUTIVE MEMBERS OF THE STATE & CHAPTER BOARD OF DIRECTORS

Section 12.18 The State Representatives are the official representatives of each Chapter on the State Board of Directors and at Board meetings. They are elected by the Chapters, are not members of the State Executive Board, but serve on the State Board of Directors as voting members. They submit the Chapters' quarterly report of activities and communicate to their Chapters, the activities, reports, and projects of the State Board of Directors.

Section 12.19 The State Advisory Chair(s) is a former Chair of the Network appointed by the current Network Chair, if needed, as a non-voting member to the Executive Board. The State Advisory Chair(s) provides a historical perspective of the Network's mission and assists with the accomplishments of strategic goals and operational tasks of the Standing Committees or assigned projects by the State Chair.

A Chapter may choose to adopt the Chapter Advisory Chair(s) position and use this description, the State and Chapter Bylaws, and the State and Chapter Standing Rules for further guidance.

ARTICLE XIII
STATE & CHAPTER COMMITTEES

Section 13.01 The State Executive Board consists of all Officers of the Network and the State Chair, except the State Representatives. The Executive Board conducts duties as noted in the HWNT State and Chapter Bylaws and Standing Rules, and acts on operational and matters of urgency when the State Board of Directors cannot meet.

Section 13.02 The State Standing Committees exist for the Network to conduct business in an efficient and prudent matter. The State Committee Chair recruits volunteers for the respective committees and schedules the meetings. The State Executive Board approves membership for each committee and evaluates performance of assigned tasks.

Section 13.02a State and Chapter Bylaws and Standing Rules: The Committee, chaired by the State Parliamentarian and co-chaired by the State Chair-Elect, is created when Network Bylaws and Standing Rules require updates. The Parliamentarian and Chair-Elect evaluate on an annual basis the State and Chapter Bylaws and Standing Rules of the Network. The State Chair and State Chair-Elect establish the committee with representation from Chapter and State Directors and members to edit and write the proposed changes.

This committee is not applicable at the Chapter-level.

13.03b State Finance: The State Chair leads the Finance Committee with the State Treasurer to provide oversight of financial reporting and disclosure of financial accounts before submission to the Network's CPA. The Committee assists with developing the Network's annual budget. It can recommend investment of the Network's funds on an annual basis or as needed.

Adoption of a Chapter Finance Committee provides the guidance for developing a budget, reporting the Chapter's financial status to members, and establishing long-term fundraising efforts for strategic programs and goals. Further, the Committee may compile the annual IRS year-end report and any fiduciary reports for grants. The Chapter Chair and Chapter Treasurer serve on the committee. Chapter members with financial backgrounds may be recruited to provide expertise. The State and Chapter Standing Rules provide additional guidance.

13.03c State Self-Development: This Committee, chaired by the Network Immediate Past State Chair, creates an inventory of leadership programs as a resource for the State membership and posted on the Network resource page of the website. The inventory includes leadership programs available in the Chapter cities, the State of Texas, and nationally. The Immediate Past Chair recruits volunteers from each Chapter to create the inventory.

A Chapter may choose to adopt the Chapter Self Development Committee to create leadership sessions in their community. Chapter members are encouraged to volunteer to the State Committee to create and maintain the leadership program inventory.

13.03d State Credentials, Nominations, and Elections: This Committee, chaired by the Network Immediate Past State Chair, confirms a qualified slate of candidates for vote, done virtually, by the membership. The Committee ensures the election is conducted fairly and impartially. The State and Chapter Standing Rules provide additional guidance.

Adoption of a Chapter Credentials, Nominations and Elections Committee leads to membership involvement and leadership succession development. Current Chapter Directors are encouraged to meet and interview members for vacancies and ensure candidates understand the duties associated with the positions. The Chapter Immediate Past Chair leads the Committee, confirms a qualified slate of candidates, and ensures the election is conducted. The State and Chapter Standing Rules provide additional guidance.

13.03e State Marketing and Communication: This Committee, chaired by the State Vice Chair of Marketing and Communication and co-chaired by the State Chair-Elect, promotes the Network to HWNT members and external audiences. The Committee communicates Network quarterly events, the State Conference when held, and accomplishments by Network members. The Committee ensures appropriate use of the Network trademarked logo. Network information garnered is utilized, as appropriate, on the Network website, in the quarterly newsletter, and for fundraising purposes.

Adoption of a Chapter Marketing and Communication Committee promotes statewide Network and Chapter accomplishments, programs, and efforts to the membership and external audiences. Chapter accomplishments can be shared with the State Committee for inclusion on the Network website. The Chapter Committee ensures appropriate use of the Network trademarked logo on created messages and materials and the Chapter website.

The Chapter may choose to adopt the position of Chapter Vice Chair of Marketing and Communication title and conduct an election to fill the position. The State and Chapter Standing Rules provide additional guidance.

13.03f State Education: This Committee, chaired by the State Vice Chair of Education and co-chaired with the State Chair-Elect, ensures implementation of the Latinas in Progress (LIP) program, educational efforts, and grants and scholarships. The Committee coordinates training and information sessions for the Chapters and participating students, and ensures required fiduciary reports are acquired and documented.

Adoption of a Chapter Education Committee, led by the Chapter Vice Chair of Education, creates Chapter membership involvement in support of key educational efforts including the LIP program, its components, and tools. The Chapter Committee assumes responsibility for pursuing and awarding scholarships to students from local benefactors and documenting required fiduciary information.

The Chapter may choose to adopt the title Chapter Vice Chair of Education and conduct an election to fill the position. The State and Chapter Standing Rules provide additional guidance.

13.03g State Advocacy: The State Chair and Chair-Elect lead the Committee and appoint members that are subject matter experts to the issue at hand. The Committee is designed to respond promptly to issues and needs that align with the mission of the Network and ensure the position and statements are free of partisan politics that risk the 501 (c) (3) status. The Network may respond in conjunction with or separate from the Network's affiliates.

This committee is not applicable at the Chapter level. Chapter members should complete the Membership profile on the membership portal and provide areas of expertise. Chapter Chairs should communicate specific city and chapter advocacy needs to the State Executive Board for guidance and potential State response.

13.03h State Development: The Committee chaired by the State Vice Chair of Development and co-chaired by the Network Chair recruit members to serve on the Committee. The Committee works to identify key operational and program needs, seek funding sources, write grants and acquire funds. The Committee documents fiduciary information. The Network Chair is responsible for ensuring that Network fundraising efforts do not jeopardize efforts already established within a Chapter.

Adoption of a Chapter Development Committee formalizes the critical communication on grants and fundraising needed between the Chapters and the State. Joint program and project planning on mutual efforts can be facilitated by the Committees.

The Chapter may choose to adopt the title Chapter Vice Chair of Development and conduct an election to fill the position. The State and Chapter standing rules provide additional guidance.

Section 13.03i Technology: The Committee works closely with the State Vice Chair of Marketing and Communications to ensure the information on the Network website is maintained and updated and functions with the Network web service provider. Additionally, this Committee works with the Chapters to ensure Board members are issued an organizational email at the beginning of each term. The Committee works closely with the vendor selected to update the system for the Latinas in Progress Program data tracking system and upgrade technology for the Network.

Section 13.05 Ad Hoc or special committees are designated by the Network State Chair for specific purposes. The committees will disband upon completion of their respective assignments.

Summary of Network Board of Directors

Elected (E), Appointed (A) or Succession (S)	Voting	Role or Standing Committee	Summary of Key Duties
Chair (E) (S)	Votes to Break a Tie	All standing & ad hoc committees	Represents HWNT, provides leadership to Chapters & State Officers & Directors, presides over Network activities; hiring & performance evaluations with input from Board; ensures Officers, Directors & members carryout responsibilities; fiduciary responsibilities
Chair-Elect (E) (S)	Vote	Marketing & Communications, Education, Bylaws & Standing Rules, Advocacy & Technology	Duties of Chair in the absence of Chair; ensures Officers carryout duties associated with roles & assigned Standing Committees

Immediate Past Chair (E) (S)	Vote	Chairs Credentials, Nomination & Elections, & Self-Development	Carries out election of State Officer & Director & creates an inventory of leadership programs
Vice Chair Membership (E)	Vote	Membership	Acts in absence of Chair & Chair Elect; Membership activities at Chapter & State level, confirms membership in good standing & qualifications for office; fiduciary role with Treasurer
Vice Chair Development (E)	Vote	Development with State Chair as Co-Chair	Fundraising for sponsorship of conference & sustainability of HWNT operations
Vice Chair Marketing & Communications (E)	Vote	Marketing & Communications with Chair-Elect as Co-Chair	Marketing HWNT, members, accomplishments & conference on website, quarterly newsletter, Network trademark logo used correctly & website functionality
Vice Chair Education (E)	Vote	Statewide educational efforts with Chair-Elect	Leads educational efforts including LIP, programs & scholarships throughout the State & funded by the Network State Office
Secretary (E)	Vote	Accurate recordkeeping & calendaring	Documents all meetings of the Executive Board & State Board of Directors
Treasurer (E)	Vote	Ex-Officio on Finance Committee	Fiduciary accuracy; custody of funds & disbursement; Ex-Officio on Finance Committee with State Chair
Co-Treasurer (A)	Votes in the absence of Treasurer	Ex-Officio on Finance Committee	Supports the Treasurer & Vice Chair of Membership with statewide membership & fiduciary tasks; in the absence of the Treasurer, carries out tasks & responsibilities
Historian (A)	Vote	Leads archival efforts of Chapter & State activities	Custodian of records, seeks Chapter records for archives; provides records to Nettie Benson Collection
Parliamentarian (A)	No	Interprets Bylaws & parliamentary procedures	Interprets bylaws & parliamentary procedures, ensures use of Robert's

		at meetings; chairs Bylaws & Standing Rules Committee with Chair-Elect	Rules of Order, annual evaluation of Bylaws & Standing Rules; provides training to Chapters
State Representative (E)	Vote	State Board of Directors	Represents Chapters at Board meetings, voting rights on the State Board of Director, submits quarterly reports of Chapter activities to the Board of Directors; communicates to Chapters the activities, orders & efforts of the State Board of Directors
Alternate State Representative (A)	Votes during absence of the State Representative	State Board of Directors	Carries out the tasks of the State Representative as noted in the Bylaws & Standing Rules
Advisory Chair(s) (A)	No	Projects as assigned	Provides guidance & historical perspective, assists with accomplishments of strategic goals & operational tasks of the Standing Committees & the State Chair as requested

Summary of Chapter Board of Directors

A Chapter elects the minimum six (6) required Directors for the Chapter Board of Directors. Those duties and responsibilities are delineated in the State and Chapter Bylaws and State and Chapter Standing Rules. The Chapter may choose to elect or appoint additional Chapter Director positions to create succession development, gain leadership experiences and share extensive daily duties. The Chapter may choose to have Directors serve a joint co-capacity, for example, as Chapter Co-Treasurer or Chapter Co-Vice Chair of Education. If so, only one Director votes at Chapter Board of Directors meetings when both are present or votes in the absence of the other Director.

ARTICLE XIV PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised, the current edition in print, will be the parliamentary authority of the Network.

ARTICLE XV AMENDMENT OF BYLAWS

Section 15.01 Thirty (30) days advance written notice, through email, provided to the HWNT State Board members before voting on any proposed amendments to the Bylaws.

Voting on amendments by the State Board may be conducted through electronic methods. Once approved by the State Board, the proposed amended bylaws must be emailed to the HWNT members thirty (30) days before the annual membership meeting.

Section 15.02 A simple majority is required to approve any changes to the Bylaws. Once approved by the membership Bylaws are effective in the new fiscal year.

ARTICLE XVI

INSURANCE & INDEMNIFICATION

Section 16.01 The Network has the right to purchase and maintain insurance to the full extent permitted by law, on behalf of its Officers, Directors, employees, and other agents, against any liability, asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's, or agent's status as such.

Section 16.02 To the full extent authorized under the laws of the State of Texas, the Network indemnifies any Director, Officer, employee, or agent, or any person who may have served at the Network's request as a Director or Officer of another corporation (each of the foregoing members, Directors, Officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party because of being or having been such member, Director, Officer, employee, or agent, except in relation to matters as to which that indemnitee have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The indemnification is not deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the State Board of Directors, or otherwise.

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Network in advance of the final disposition of such action, suit, or proceeding, if authorized by the State Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 16.03 The Network indemnifies any person who was or is a party to any threatened, pending or completed action suit or proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Network), partnership, joint venture, trust or other enterprise against expense (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her or him in connection with such action, suit, or proceedings if she or he in good faith and in a manner she or he reasonably believed to be in or not opposed to the best interest of the Network, and with respect to any criminal action or proceedings, had no reasonable cause to believe her or his conduct was unlawful.

Section 16.04 Indemnification hereunder is made only upon a determination in the specific case that indemnification is proper under the substantive standards established hereunder. Such determination is made (1) by the State Board of Directors by a simple majority vote of a quorum comprised of Directors who were not parties to such action, suit or proceeding, or (2) even if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

ARTICLE XVII
CONTRACTS, CHECKS, DEPOSITS & FUNDS

Section 17.01 The State Board of Directors may authorize any Officer or Officers, agent or agents, of the Network 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 Network. Such authority may be general or confined to specific instances.

The Chapter Board of Directors may authorize any Officer or Officers, agent or agents, of the Chapter in addition to the Officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter. Such authority may be general or confined to specific instances.

Section 17.02 All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Network are signed by such Officer or Officers, agent or agents of the Network. The Officers or agents are determined by the State Board of Directors upon departure of an Officer or agent or election of new Officers. Instruments of more than \$3,000 require two of the signatures in bank records.

Chapter checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Chapter are signed by such Officer or Officers, agent, or agents of the Chapter determined by the Chapter Board of Directors. Such instruments are signed by the Treasurer. Instruments more than \$1,000 require the signatures of the Chapter Chair and Chapter Treasurer.

Section 17.03 All funds of the Network are deposited within 30 days of receipt to the credit of the Network in such banks, trust companies, or other depositories as the State Board of Directors may select. Similarly, funds of the Chapter are deposited to the credit of the Chapter in such banks, trust companies or other depositories as the Chapter Board of Directors selects.

Section 17.04 The State Board of Directors accepts on behalf of the Network any contribution, gift, bequest or device for the general purposes or for any special purposes of the Network. The Chapter Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or device for the general purposes or for any special purposes of the Chapter.

ARTICLE XVIII
BOOKS & RECORDS

Section 18.01 The Network and Chapters maintain correct and complete books and records of accounts and minutes of its membership meetings, State and Chapter Board of Directors meetings, and committee meetings. The Network and Chapter maintain, at the registered or principal office and database, a record giving the names and addresses of the members. Any member or agent or attorney may inspect all books and records of the Network and Chapters for any purpose at any reasonable time.

Section 18.02 The records of the Network and Chapters are archived at the Rare Books and Manuscripts Reading Room of the Nettie Lee Benson Latin American Collection of the University of Texas at Austin. Where applicable, The Network's Historian and Chapter Historians maintain the archives.

ARTICLE XIX
FISCAL YEAR

The fiscal year of the Network and Chapters begins on the first day of January and ends on the last day of December of each year.

ARTICLE XX
SEAL AND LOGO

Section 20.01 The State Board of Directors, at its discretion provides the Network a seal in the form of a circle and inscribed thereon the name of the Network.

Section 20.02 The logo of the Network is the official trademark registration of the Hispanic Women's Network of Texas filed with the U. S. Patent & Trademark Offices and renewed every ten (10) years. The logo is used on all official Network stationery, objects, documents, and other papers of the Network. Any variations of the logo are not accepted as official. The Network Executive Board of Directors ensures the filing of the logo as required by the U. S. Trademark Act to avoid cancellation of its use and provide evidence of ownership. The declaration of appropriate use of the logo must be filed between the fifth and sixth year of registration of the mark verifying the Combined Declaration of Use and Incontestability under Sections 8 & 15 of the trademark registration requirements.

The Executive Board of Directors addresses any unwarranted and unauthorized use of its logo. Any Chapter seeking to use the logo on any merchandise other than stationery, documents, or other papers or for fund-raising, must first seek approval from the Executive Board of Directors. Any use of the logo on merchandise other than stationery and used for fund-raising must be approved in advance by the Executive Board of Directors as outlined in the State and Chapter Standing Rules.

Section 20.03 The HWNT Newsletter is accessible via the Network website or emailed to each active member. The HWNT newsletter may not be used by any Network member, any other group or individual, within or outside the organization, to promote political candidates, platforms, partisan politics, or paid political advertisements. These same requirements apply to the Chapter Newsletter.

ARTICLE XXI
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Nonprofit Corporation Act or under the provisions of these Bylaws or by Articles of Incorporation of the Network, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, is deemed equivalent to ~~the~~ giving of such notice.
