

HOUSTON FOCUS ON CONCERNS FOR WOMEN BYLAWS

Amended and Restated October 26, 2006

Amended September 24, 2008

ARTICLE I NAME

Section 1 The original organization was founded on October 30, 1974, under the name of Houston Financial Council for Women, Inc., at a meeting called by Joyce Westmoreland Steel.

Section 2 The original corporation is no longer active.

Section 3 Effective October 26, 2005, the group shall be known as HOUSTON FOCUS ON CONCERNS FOR WOMEN (HFCW), a civic organization.

ARTICLE II PURPOSE

The purpose of this organization is to further by all proper and legitimate agencies and means professional development and business ethics, to encourage personal and professional growth, to encourage global and financial awareness and to support activities that encourage professional, ethical, civic and fiscal responsibility for executive and entrepreneurial women.

ARTICLE III MEMBERS

Section 1 To qualify for membership, a candidate must be engaged in a business or profession at a decision-making level and must be interested in and actively supportive of the object of this organization as outlined in Article II.

Section 2 All prospective members must complete an application form. This completed form, together with a check for the current annual dues, must be submitted to the Coordinating Board. All prospective members must be approved by the Coordinators. The check will be returned if membership is not approved.

ARTICLE IV COORDINATORS

Section 1 Coordinators

- A. The elected Coordinators shall be Administrative Coordinator, Marketing Coordinator and Financial Coordinator.
- B. Any member, in good standing, shall be eligible for election to office.
- C. The election of Coordinators shall be at the annual membership meeting in October.
- D. To fill a vacancy in office, the Administrative Coordinator shall poll the Coordinating Board to select a successor, unless it is the Administrative Coordinator who is unable to complete her term. If the Administrative Coordinator cannot complete her term, the remaining Coordinators will designate a person to serve as Administrative Coordinator until the next election.
- E. The term of office shall be one year, from January through December.

Section 2 Duties of Coordinators

- A. The Administrative Coordinator shall:
 - 1. Be the principal executive officer of the organization.
 - 2. In general, supervise and control all the business and affairs of the organization.
 - 3. Preside at all the regular and special meetings of the members and quarterly Board of Directors meetings
 - 4. Chair a committee for the selection of a slate of officers to be presented to the membership at the annual meeting in October.
 - 5. Announce meeting dates and locations for the following year at the October annual meeting.
 - 6. Co-sign the bank authorization card and assist in the financial affairs if assistance is required by the Financial Coordinator.
 - 7. Act as parliamentarian for the group or appoint one.
 - 8. Designate a Secretary, who shall:
 - a. Take minutes of regular or special meetings of the membership and Board and prepare for presentation to the membership. If she cannot attend, she shall

- designate a substitute.
 - b. Be custodian of the archives.
 - c. Handle any other correspondence deemed necessary by the Coordinators, and/or Board of Directors.
 - d. Make available by-laws to members and the Board as necessary.
 - e. Serve on the Board as an ex-officio member.
- B. The Marketing Coordinator shall:
 1. Arrange for speakers or programs or designate a Programs Chairperson to choose speakers and maintain the calendar of speakers.
 2. Be responsible (or designate a person) for receiving reservations and notifying the meeting place of the guaranteed number of reservations and for communicating all information to the Financial Coordinator.
 3. Write thank you notes (or designate Secretary to do so) to the speakers after their presentations.
 4. Oversee the gathering, compilation and dissemination of meeting information, member news and articles for the website.
 5. Send regular meeting notices to pertinent print and electronic media.
 6. Keep Member and Guest badges and assist the Financial Coordinator at the registration table or designate a member to do so.
 7. Provide applications to prospective members and present completed applications of eligible prospective members for approval at quarterly Board of Directors meetings, or designate a Membership Chairperson.
 8. Send meeting notices to guests, past speakers and past members, via post, e-mail or other means.
- C. The Financial Coordinator who, along with the other Coordinators will be bonded at the expense of HFCW, if the Board of Directors determines this will be done, shall:
 1. Preside at the registration table during HFCW functions, arranging her schedule to arrive in time to be certain that the meeting room is appropriately prepared, or designate a member to do so.
 2. Bill those members who make a reservation, but are unable to attend a function of HFCW.
 3. Co-sign the bank authorization card, settle bills for HFCW functions and make the bank deposit following each function. Change the mailing address at the bank to her own address so that she may receive the bank statements and reconcile them.
 4. Keep appropriate records of all expenditures and receipts and make reports at quarterly Board meetings. A full, member audited, financial report shall be made to the membership at the annual meeting in October or upon demand by the Administrative Coordinator. Maintain federal income tax records.
 5. Collect dues and send members who have not paid their dues a delinquent notice as outlined in Article VII, Sections 2 and 3 with authorization to remove delinquent members from the membership roll within 15 days of such notice.
- D. In the absence of the Administrative Coordinator, the remaining Coordinators shall perform these duties, in the following order: Marketing Coordinator and Financial Coordinator.

**ARTICLE V
BOARD OF DIRECTORS**

Section 1 Composition

The Administrative Coordinator, Marketing Coordinator, and Financial Coordinator shall serve as the Board of Directors.

Section 2 Duties

The Board of Directors shall vote on vacancies in office and on new members, transact the business of the organization in the interim between meetings, take such emergency action as is necessary and approve the appointment of committee chairmen.

Section 3 Meetings

The Board of Directors shall meet quarterly and at such times as deemed necessary by the Administrative Coordinator or a quorum of Directors.

Section 4 Quorum

A quorum of the Board of Directors shall consist of two members.

ARTICLE VI COMMITTEES

Section 1 Committees

The Administrative Coordinator or a quorum of the Board of Directors may at any time appoint standing or special committees to perform such duties as the organization may direct. All appointed committees, whether standing or special, are subject to the approval of the Board of Directors. No committee chairmanship shall take precedence over the Board of Directors.

Section 2 Term of Office

Directors and members of committees shall serve for one year or until their successors are appointed.

ARTICLE VII DUES

Section 1 The Board of Directors is empowered to set a nominal amount for annual dues to cover the cost of printing, postage, administration and expenses incurred by officers and committee members in the discharge of their duties

Section 2 Annual dues for the year will be due by February 1, delinquent by March 1 and member dropped by April 1. Annual dues for members joining after July 1 will be one-half of annual dues.

Section 3 A member is automatically suspended and forfeits her dues if she makes a reservation for a meeting or other function, but fails to attend and does not reimburse HFCW for the cost of the function within 30 days or by the next regular meeting.

Section 4 A member, who has been a fully participating dues-paying member for at least five (5) years, but finds her situation has changed, may become an Associate Member. Associate Members pay half of the regular yearly dues and may attend up to half of the meetings. If they attend more than half of the meetings in one calendar year, they will again be considered a Regular Member and, as such, pay those dues.

ARTICLE VIII VALID VOTING

Section 1 Quorum

Fifteen (15) percent of the paid membership shall constitute a quorum for the transaction of business during regular and called meetings. Two (2) members of the Board of Directors shall constitute a quorum.

Section 2 Voting

Voting shall be via voice, standing vote, show of hands, written ballot, telephone ballot or electronic correspondence.

ARTICLE IX AMENDMENTS

The by-laws of this organization may be amended, repealed, added to or replaced by a two-thirds vote of members present at a regular meeting, provided notice of such proposed change has been presented to the membership at least 30 days in advance of the vote on such amendments or changes.

A simple majority of members will qualify, if notice is transmitted at least 30 days prior to a mail balloting and at least 51% of the active members vote on the issue by completing and returning the ballot. Ballots may be sent and returned by electronic media.