

# Texas Progressive Caucus

## Bylaws Resolution

WHEREAS, The Executive Committee of Texas Progressive Caucus has appointed a Bylaws Committee to amend and edit the current bylaws of the Texas Progressive Caucus.

WHEREAS the Bylaws Committee has met, and the following is the recommended changes it recommends to the Executive Committee. All highlighted in yellow, either added or edited by the Bylaws Committee.

Therefore, The Executive Committee has voted to approve all amendments and motions that the Advisory Board recommends to the General membership to approve all amendments and edits.

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**Bylaws  
of  
Texas Progressive Caucus**

# ARTICLE I: GENERAL

## **Section 1: Name**

The Texas Progressive Caucus shall be organized as a General-Purpose Political Action Committee (a “PAC”) as defined by the Texas Ethics Commission and shall adhere to the regulations set out in Title 15 of the Texas Election Code (chapters 251 – 258) and in the rules adopted by the Texas Ethics Commission applicable to political committees, and shall be known as the Texas Progressive Caucus hereinafter referred to as TXPC or the Caucus.

## **Section 2: Purpose**

1. The mission of TXPC is to build and strengthen the Texas Democratic Party (TDP) and various progressive clubs to the point where Democratic or otherwise progressive candidates are elected into positions of power at all levels of government throughout Texas.

2. The Caucus seeks to provide resources, information, and support to progressives entering the TDP at any level, from precinct chair to party chair. The Caucus also seeks to strengthen progressive elected officials, party officers, and progressive organizers.

3. The Caucus will act as a driving force in helping to enact a more progressive agenda within the TDP for the benefit of all Texans. We shall work proactively to realize the inclusion of progressive principles in all organizational bodies of the TDP.

4. The TXPC subscribes to the beliefs and principles advocated by the Texas Democratic Party, which offers opportunities for the growth and development of the Party, the primary purpose is to promote the principles of the Party stated in Rule I and to support Democratic nominees and priorities. (TDP Bylaws).

5. The TXPC shall work with other progressive caucuses and support their mission to the best of its abilities. The TXPC shall coordinate with the National Network of State Progressive Caucuses to build progressive power within the Democratic National Committee (DNC).

## Section 3: Statement of Principles

1. The Texas Progressive Caucus is guided by our Founding Principle, which is rooted in the modern meaning of the U.S. Declaration of Independence. We believe that ALL people are created equal, that they are endowed with certain unalienable Rights, that among those are justice, freedom, and opportunity.

2. We believe that all people, regardless of birth or circumstance, should be treated with dignity and given the real opportunity to achieve health and happiness. We recognize that, as President Franklin Roosevelt stated, we must build our country into one where no one is left out. We recognize that we all go up or else all go down as one people. Everyone does better when everyone does better.

3. As we stand fully committed to our Founding Principle, as stated above, we recognize there can be nuances in policies in how we ultimately achieve our vision. While TXPC members, as described in Article II, must agree and abide by our Founding Principles, we respect differences of opinion on how exactly to achieve our goals. We respect where each individual member falls on the Overton Window Spectrum Path to Progressivism.

4. To that end, all TXPC members must agree to **most** of the policies stated in our "Texas Progressive Caucus Priority Policies," which we believe will endow all people with justice, freedom, and opportunity.

# ARTICLE II: MEMBERSHIP

## Section 1: Membership Eligibility

1. Membership and full voting rights shall be open to all Texan Democrats who meet these membership requirements:

a. The individual's age meets the voting registration/preregistration age (as defined in the Texas Elections Code) and the individual is either (1) a registered Democrat or (2) ineligible to register as a Democrat but has expressed an intent to register as a Democrat upon being eligible.

b. Indicates, at the time of joining, strong support of the Purpose and Founding Principles as stated in Article I above.

c. Indicates, at the time of joining, general or nuanced support for **most** of the "Texas Progressive Caucus Priority Policies" while accepting that many fellow members may be in different places on the Overton Window Spectrum Path to Progressivism.

d. Pays the dues in effect at the time the individual joins the Caucus.

## Section 2: Membership Application

Any applicant shall become a member upon payment of the regularly scheduled **Membership dues** as provided in Section 3 below.

## Section 3: **Membership Dues**

Membership dues shall be set **forty-five (45) days** before the TXPC caucus **meeting** at the Texas Democratic State Convention, **or, if the TXPC holds an Annual Caucus, then dues shall be set forty-five (45) days before the TXPC Annual Caucus**. Members renewing their membership or new members joining at any time will pay the normal **dues set by the Executive Committee**. The Executive Committee has the authority to waive **dues** when deemed necessary. The Executive Committee may offer scholarships to those unable to pay their annual dues. Organizations may donate to the TXPC to assist with the scholarship and other funds.

**The Executive Committee shall set standards for members to have their dues waived in exchange for contributing volunteer time.**

## **Section 4: Membership Cancellation**

Membership of any member may be canceled by TXPC for non-payment of dues after 45 days past the due date. Members may be expelled by a two-thirds vote of the Executive Committee for conduct unbecoming a member or prejudicial to the aims or repute of TXPC after forty-five (45) days written notice and opportunity at the subsequent meeting for a hearing before a quorum of the Executive Committee to confirm the action.

## **Section 5: Voting Rights**

A member's fees, unless waived by the Executive Committee, must be paid in full or volunteer hours completed in full forty-five (45) days before a scheduled meeting to vote on TXPC issues.

## **Section 6: Executive Committee of TXPC**

The TXPC's Executive Committee shall consist of five (5) Officers elected per the process outlined in Article IV.

## **Section 7: Advisory Board of TXPC**

An Advisory Board shall be appointed by a majority vote of the Executive Committee of TXPC as per Article IV. Members of the Advisory Board shall serve from the date of their appointment until the next Executive Committee takes office as determined in Article V Sec. 1. There are no term limits for serving on the Advisory Board.

# **ARTICLE III: MEETINGS**

## **Section 1: Annual Caucus**

An Annual Caucus shall be held once a year, in person or virtually, to be set by the Executive Committee and published to all members. Should it become necessary for the Annual Caucus to be rescheduled, the Executive Committee must give electronic notice to the membership at least forty-five (45) days prior to the alternate meeting day. During even-number years, the Annual Caucus shall occur during the Texas State Democratic Convention. The Annual Caucus may be set at the same time as a general meeting if determined appropriate by the Executive Committee.

## **Section 2: General Meetings**

General meetings shall be held **at least quarterly** on a regular date and time, in person or **virtually**, to be set by the Executive Committee and published to all members. Should it become necessary for a regular meeting to be rescheduled, the Executive Committee must give electronic notice to the membership at least fourteen **(14)** days prior to the alternate meeting day.

### **Section 3: Special Meetings**

Special meetings may be called by the **Chair** or by one-third of the Executive Committee with e-mail notice at least seventy-two (72) hours in advance. The purpose of the meeting shall be stated in the call. No business not stated in the call shall be transacted. Notice shall be sent to each member at least ten days prior to such meeting.

### **Section 4: Executive Committee Meetings**

Regular meetings of the Executive Committee shall be held **at least quarterly**. As necessary, the Executive Committee may hold special meetings.

### **Section 5: Quorum**

A majority of the Officers present at any meeting of the Executive Committee shall constitute a quorum.

### **Section 6: Rules of Procedure**

All questions of parliamentary procedure shall be settled according to **the most current edition of** Robert's Rules of Order.

### **Section 7: Referendum Votes**

Upon request in writing 10% of the members in good standing, or by the Chair, or by a majority of the Executive Committee upon its own initiative, a question or issue may be submitted to the members for email referendum vote; the ballot for such vote shall be accompanied by briefs stating both sides of the question or issue.

# ARTICLE IV: ELECTION OF OFFICERS

## Section 1: Nomination

Any member of TXPC wishing to run for an officer position must submit their name for such a position to the Election Committee by the date noted by the Election Committee for such election.

## Section 2: Elections

The TXPC Officers shall be elected in odd-numbered years for a two-year term, and the procedure and timeline for the election of the Officers shall be as follows:

- During a meeting in the first quarter of an odd-numbered year, the Executive Committee shall appoint a 3-person Election Committee from members of the Advisory Board. Members of the Election Committee are not eligible to run for Executive Committee positions.
- Within three (3) weeks of appointment, the Election Committee shall notify eligible TXPC voting members of the election schedule and request nominations.
- Within four (4) weeks of requesting nominations, the Election Committee will announce the final list of nominees.
- Within four (4) weeks of having the final list of nominees, the Election Committee, with help from the Events Committee, shall have the power to call for and organize a special meeting to allow TXPC Members to meet and hear from their leadership nominees. This special meeting must be easily accessible for the TXPC membership and must take place at least one (1) week before the TXPC Annual Caucus.
- The Election Committee will create electronic ballots and shall use Ranked-Choice Voting. The Election Committee, after seeking the advice of the Advisory Board, shall have the authority to determine if the ballots will be electronically sent before the Annual Caucus or if they shall be sent during the Annual Caucus.
- The Election Committee shall open and count ballots. The Committee shall keep the member's vote private. The Committee shall make the announcement.

## Section 3: Special Elections

Special elections shall be held as deemed necessary by the Advisory Board upon a request from the Executive Committee.



## **Section 4: Vacancies**

Any vacancy necessitated by the inability of an Officer to serve out **the** full term of office shall be filled by appointment by the Advisory Board for the remainder of that term.

### **Section 5: Voting Qualifications**

To vote in an election of TXPC, membership dues must have been paid or **volunteer hours completed** at least **forty-five (45)** days prior to the meeting at which an election takes place.

## **Section 6: Tie Votes**

Tie votes shall be addressed in the following manner: a second vote shall be held immediately using a secret ballot for the office in question. If a tie reoccurs, then the vote for the office in question shall revert to a vote by the current year's Executive Committee. A majority vote shall be binding.

# **ARTICLE V: OFFICERS AND OTHER POSITIONS**

## **Section 1: Officers**

The duties of the officers shall be such as their title, by general usage would indicate, and such as required by law, and such may be assigned to them respectively by the Executive Committee. Newly elected officers' positions shall be effective on the **last** day of the **TXPC Annual Caucus or at the beginning of the next quarterly General Membership meeting, whichever comes first.**

## **Section 2: Limitation of Authority**

No action by any member, committee, division, bureau, department, council, employee, or officer shall be binding upon, or constitute an expression of the policy of TXPC until it shall have been approved or ratified by the Executive Committee, with the exception of issues decided by a vote of the general membership.

## **Section 3: Government**

TXPC shall be presided over by an Executive Committee **with regular guidance from the Advisory Board and TXPC Committees.**

**At least two Executive Committee members shall have access to all TXPC social media accounts, TEC account, bank account, Texas SoS account, GSuite account, database, and any other program or profile that belongs to the TXPC. The Executive Committee shall**

determine who are the two members to have access. If any login information is changed, the document must be updated within 14 days of the change.

## **Section 4: Terms of Office**

The term of office for all Officers, Advisory Board members, and Committee members shall be two (2) years and shall start on the last day of the TXPC Annual Caucus or the next quarterly General Member Meeting, whichever comes first, and shall end two years later on the last day of the TXPC Annual Caucus or the next quarterly General Member Meeting, whichever comes first.

## **Section 5: Chair**

The **Chair** shall serve as the executive head of TXPC and shall preside at all meetings of the Executive Committee and be the sole spokesperson for the TXPC. The **Chair** shall be eligible for a second consecutive term but not a third consecutive term in that position.

## **Section 6: Vice Chair**

In the absence of the **Chair**, the **Vice Chair** shall perform all the duties of the **Chair**, and when so acting, shall have the power of the **Chair**. The **Vice Chair** shall be elected for a two-year term. The **Vice Chair** shall not serve more than two (2) consecutive terms in that position.

## **Section 7: Treasurer**

The Treasurer shall be the custodian of the financial records. He/she shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the TXPC funds and shall deposit, or cause to be deposited, in the name of the TXPC, all funds in such banks, trust companies, or other depositories as shall from time to time be selected by the Executive Committee, and shall render to the **Chair** and to the Executive Committee whenever requested, an account of the financial condition of the organization, and shall perform all the duties ordinarily incident to the office of Treasurer of a Corporation. All charges over \$100 shall require the written approval of both the Treasurer and the **Chair**.

## **Section 8: Secretary**

The secretary shall attend all Executive Committee, General Body, and special meetings, and record all votes and minutes of all the proceedings. The secretary shall perform such other duties as may be prescribed by the Chair and the Executive Committee, or as authorized by the Charter, these Bylaws, or by applicable law. The secretary shall be

responsible for maintaining the membership records of the TXPC and for mailing/emailing annual dues and meeting notices.

## **Section 9: Committees**

The Executive Committee shall create as many committees as deemed necessary. Committees shall either be Open Committees, where any member of the Advisory Board shall have the right to join, or Select Committees, which are invite-only. The Executive Committee shall have the right to invite other TXPC members to join any committee.

All committees shall elect their own chair, vice chair, secretary, and any other leadership the committee deems necessary.

If Committee leadership fails to complete the critical work of the TXPC, the Executive Committee, with majority approval of the Advisory Board, has the authority to call for new committee leadership elections. This manner of committee determination, nomination, and selection shall apply to all committees except the Election Committee, as outlined in Article IV Section 2.

## **Section 10: Compensation**

No member, Officer, or member of the Executive Committee shall receive any compensation for serving as an Officer or a member of the Executive Committee of TXPC. Expenses incurred and approved by the Executive Committee as a result of performing the duties of any Officer or member of the Advisory Board shall be Reimbursed.

# **ARTICLE VI: EXECUTIVE COMMITTEE**

## **Section 1: Authority and Responsibility**

The governing body of TXPC shall be the Executive Committee, which is entrusted with the direction of the affairs of TXPC in compliance with the bylaws. All actions shall be made by motion and approved by a majority vote of the Officers present.

The Executive Committee shall act for TXPC in all cases of emergency such as may require action before a special meeting can be called; and perform such duties as may be authorized by these Bylaws.

## **Section 2: Attendance Requirements**

Officers are required to attend meetings regularly, and it shall be the policy that when an Officer has missed two consecutive Executive Committee Meetings, he or she shall be notified, and if he/she then misses the third consecutive meeting and absence is unexcused, that position shall be declared vacant. A majority of the remaining members of the Executive Committee must concur.

### **Section 3: Removal of Officers**

Removal of any Officer shall be by a two-thirds vote, proxy or in person, of the remaining Executive Committee and after a hearing at a meeting at least seven (7) days subsequent to written notice to the Officer to be removed.

## **ARTICLE VII: DISSOLUTION**

### **Section 1: Dissolution**

The dissolution of TXPC shall be in conformity with the existing laws of the State of Texas. Any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations within Texas, to be selected by the Executive Committee and the general membership.

## **ARTICLE VIII: PARLIAMENTARY**

### **Section 1: Parliamentary Authority**

The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedure when such rules are inconsistent with the Bylaws of TXPC.

## **ARTICLE IX: CHANGES**

### **Procedure:**

These Bylaws may be changed or amended provided that all proposed changes shall be presented in writing at some previous regular meeting and laid over for action. Changes to these Bylaws shall be made in the following manner: The desired changes must be first set forth in a written Resolution passed by the Executive Committee. A special meeting shall then be called in accordance with ARTICLE III, Section 3. A copy of the proposed change(s) shall also accompany the meeting notice. No change(s) will be effective until approved by the larger of either a two-thirds vote of the members in good standing present at any regular or special meeting or a quorum, with strict adherence to quorum requirements as stipulated in ARTICLE III, Section 5 of these Bylaws.

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# ARTICLE I: GENERAL

**Section 1:** Name The Texas Progressive Caucus shall be organized as a General-Purpose Political Action Committee (a “PAC”) as defined by the Texas Ethics Commission and shall adhere to the regulations set out in Title 15 of the Texas Election Code (chapters 251 – 258) and in the rules adopted by the Texas Ethics Commission applicable to political committees, and shall be known as the Texas Progressive Caucus hereinafter referred to as TXPC or the Caucus.

## **Section 2: Purpose**

1. The mission of TXPC is to build and strengthen the Texas Democratic Party (TDP) and various progressive clubs to the point where Democratic or otherwise progressive candidates are elected into positions of power at all levels of government throughout Texas.

2. The Caucus seeks to provide resources, information, and support to progressives entering the TDP at any level, from precinct chair to party chair. The Caucus also seeks to strengthen progressive elected officials, party officers, and progressive organizers.
3. The Caucus will act as a driving force in helping to enact a more progressive agenda within the TDP for the benefit of all Texans. We shall work proactively to realize the inclusion of progressive principles in all organizational bodies of the TDP.
4. The TXPC subscribes to the beliefs and principles advocated by the Texas Democratic Party, which offers opportunities for the growth and development of the Party, the primary purpose is to promote the principles of the Party stated in Rule I and to support Democratic nominees and priorities. (TDP Bylaws).

### **Section 3: Statement of Principles**

1. The Texas Progressive Caucus is guided by our Founding Principle, which is rooted in the modern meaning of the U.S. Declaration of Independence. We believe that ALL people are created equal, that they are endowed with certain unalienable Rights, that among those are justice, freedom, and opportunity.
2. We believe that all people, regardless of birth or circumstance, should be treated with dignity and given the real opportunity to achieve health and happiness. We recognize that, as President Franklin Roosevelt stated, we must build our country into one where no one is left out. We recognize that we all go up or else all go down as one people. Everyone does better when everyone does better.
3. As we stand fully committed to our Founding Principle, as stated above, we recognize there can be nuances in policies in how we ultimately achieve our vision. While TXPC members, as described in Article II, must agree and abide by our Founding Principles, we respect differences of opinion on how exactly to achieve our goals. We respect where each individual member falls on the Overton Window Spectrum Path to Progressivism.
4. To that end, all TXPC members must agree to at least some of the policies stated in our "Texas Progressive Caucus Priority Policies," which we believe will endow all people with justice, freedom, and opportunity.

## **ARTICLE II: MEMBERSHIP**

### **Section 1: Membership Eligibility**



Membership and full voting rights shall be open to all Texan Democrats who meet these membership requirements:

1. The individual's age meets the voting registration/preregistration age (as defined in the Texas Elections Code) and the individual is either (1) a registered Democrat or (2) ineligible to register as a Democrat but has expressed an intent to register as a Democrat upon being eligible.
2. Indicates, at the time of joining, strong support of the Purpose and Founding Principles as stated in Article I above.
3. Indicates, at the time of joining, general or nuanced support for much of the "Texas Progressive Caucus Priority Policies" while accepting that many fellow members may be in different places on the Overton Window Spectrum Path to Progressivism.
4. Pays the dues in effect at the time the individual joins the Caucus.

## **Section 2: Membership Application**

Any applicant shall become a member upon payment of the regularly scheduled Annual Fees as provided in Section 3 below.

## **Section 3: Annual Fees**

The annual fees shall be set one month before the TXPC caucus at the Texas Democratic State Convention. Members renewing their membership or new members joining at any time will pay the normal fees. The Executive Committee has the authority to waive fees when deemed necessary. The Executive Committee may offer scholarships to those who are unable to pay their annual fees. Organizations may donate to the TXPC to assist with the scholarship and other funds.

## **Section 4: Membership Cancellation**

Membership of any member may be canceled by TXPC for non-payment of dues after 30 days past the due date. Members may be expelled by a two-thirds vote of the Executive Committee for conduct unbecoming a member or prejudicial to the aims or reput of TXPC after thirty (30) days written notice and opportunity at the subsequent meeting for a hearing before a quorum of the Executive Committee to confirm the action.

## **Section 5: Voting Rights**

A member's fees, unless waived by the Executive Committee, must be paid in full thirty (30) days before a scheduled meeting to vote on TXPC issues.

## **Section 6: Executive Committee of TXPC**

The TXPC's Executive Committee shall consist of four (4) Officers elected per the process outlined in Article IV. The immediate past President will be an ex-officio member of the Executive Committee and shall cast the deciding vote in case there is a voting tie between the four officers.

## **Section 7: Advisory Board of TXPC**

An Advisory Board shall be appointed by a majority vote of the Executive Committee of TXPC as per Article IV.

# **ARTICLE III: MEETINGS**

## **Section 1: General Meetings**

General meetings shall be held quarterly on a regular date and time, in person or online by video, to be set by the Executive Committee and published to all members. Should it become necessary for a regular meeting to be rescheduled, the Executive Committee must give electronic notice to the membership at least fourteen days prior to the alternate meeting day.

## **Section 2: Special Meetings**

Special meetings may be called by the President or by one-third of the Executive Committee with e-mail notice at least seventy-two (72) hours in advance. The purpose of the meeting shall be stated in the call. No business not stated in the call shall be transacted. Notice shall be sent to each member at least ten days prior to such meeting.

## **Section 3: Executive Committee Meetings**

Regular meetings of the Executive Committee shall be held quarterly to prepare for the general monthly meeting. As necessary, the Executive Committee may hold special meetings.

## **Section 4: Quorums**

A majority of the Officers present at any meeting of the Executive Committee shall constitute a quorum.

## **Section 5: Rules of Procedure**

All questions of parliamentary procedure shall be settled according to Robert's Rules of Order.

## **Section 6: Referendum Votes**

Upon request in writing 10% of the members in good standing, or by the President, or by a majority of the Executive Committee upon its own initiative, a question or issue may be submitted to the members for email referendum vote; the ballot for such vote shall be accompanied by briefs stating both sides of the question or issue.

# **ARTICLE IV: ELECTION OF OFFICERS**

## **Section 1: Nomination**

Any member of TXPC wishing to run for an officer position must submit their name for such a position to the Election Committee by the date noted by the Election Committee for such election.

## **Section 2: Elections**

The TXPC Officers shall be elected in even-numbered years for a two-year term, and the procedure and timeline for election of the Officers shall be as follows:

1. At its first meeting of an even-numbered year, the Executive Committee shall appoint a 3-person Election Committee from members of the Advisory Board.
2. Within three (3) weeks of appointment, the Election Committee shall notify eligible TXPC voting members of the election schedule and request nominations.
3. Within four (4) weeks of requesting nominations, the Election Committee will announce the final list of nominees.
4. Within one (1) week of announcing the list of nominees, the Election Committee will electronically mail out ballots to all members of the record with a specific date by which to return completed ballots back to the Election Committee.
5. The Election Committee shall open and count ballots after the deadline to receive completed ballots and advise the Advisory Board of the election results.
6. An announcement of the results of the Officers election shall be made at the TXPC Caucus at the Democratic State Convention.

## **Section 3: Special Elections**

Special elections shall be held as deemed necessary by the Advisory Board upon a request from the Executive Committee.

## **Section 4: Vacancies**

Any vacancy necessitated by the inability of an Officer to serve out his/her full term of office shall be filled by appointment by the Advisory Board for the remainder of that term.

## **Section 5: Voting Qualifications**

In order to vote in an election of TXPC, membership dues must have been paid at least thirty (30) days prior to the meeting at which an election takes place.

## **Section 6: Tie Votes**

Tie votes shall be addressed in the following manner: a second vote shall be held immediately using a secret ballot for the office in question. If a tie reoccurs, then the vote for the office in question shall revert to a vote by the current year's Executive Committee. A majority vote shall be binding.

# **ARTICLE V: OFFICERS AND OTHER POSITIONS**

## **Section 1: Officers**

The duties of the officers shall be such as their title, by general usage would indicate, and such as required by law, and such may be assigned to them respectively by the Executive Committee. Newly elected officers' positions shall be effective on the final day of the Texas Democratic State Convention in June.

## **Section 2: Limitation of Authority**

No action by any member, committee, division, bureau, department, council, employee, or officer shall be binding upon, or constitute an expression of the policy of TXPC until it shall have been approved or ratified by the Executive Committee, with the exception of issues decided by a vote of the general membership.

## **Section 3: Government**

TXPC shall be presided over by an Executive Committee.

## **Section 4: Terms of Office**

The term of office for all Officers and Advisory Board members shall be two (2) years and shall start on the last day of the Democratic State Convention in June and shall end two years later on the last day of the following Democratic State Convention in June.

## **Section 5: President**

The President shall serve as the executive head of TXPC and shall preside at all meetings of the Executive Committee and be the sole spokesperson for the TXPC. The president shall be eligible for a second consecutive term but not a third consecutive term in that position.

## **Section 6: Vice President**

In the absence of the President, the Vice President shall perform all the duties of the President, and when so acting, shall have the power of the President. The Vice President shall be elected for a two-year term. The Vice President shall not serve more than two (2) consecutive terms in that position.

## **Section 7: Treasurer**

The Treasurer shall be the custodian of the financial records. He/she shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the TXPC funds and shall deposit, or cause to be deposited, in the name of the TXPC, all funds in such banks, trust companies, or other depositories as shall from time to time be selected by the Executive Committee, and shall render to the President and to the Executive Committee whenever requested, an account of the financial condition of the organization, and shall perform all the duties ordinarily incident to the office of Treasurer of a Corporation. All charges over \$100 shall require the written approval of both the Treasurer and the President.

## **Section 8: Secretary**

The secretary shall attend all Executive Committee, General Body, and special meetings, and record all votes and minutes of all the proceedings. The secretary shall perform such other duties as may be prescribed by the President and the Executive Committee, or as authorized by the Charter, these Bylaws, or by applicable law. The secretary shall be responsible for maintaining the membership records of TXPC and for mailing/emailing annual dues and meeting notices.

## **Section 9: Committees**

The President shall, with the advice and counsel of the Vice President, determine all committees, nominate all chairmen, and assist in the selection of committee personnel, subject to the approval of a majority of the Executive Committee. This manner of committee determination, nomination, and selection shall apply to all committees except the Election Committee as outlined in Article IV Section 2.

## **Section 10: Compensation**

No member, Officer or member of the Executive Committee shall receive any compensation for serving as an Officer or a member of the Executive Committee of TXPC. Expenses incurred and approved by the Executive Committee as a result of performing the duties of any Officer or member of the Advisory Board shall be reimbursed.

# **ARTICLE VI: EXECUTIVE COMMITTEE**

## **Section 1: Authority and Responsibility**

1. The governing body of TXPC shall be the Executive Committee, which is entrusted with the direction of the affairs of TXPC in compliance with the bylaws. All actions shall be made by motion and approved by a majority vote of the Officers present.
2. The Executive Committee shall act for TXPC in all cases of emergency such as may require action before a special meeting can be called; and perform such duties as may be authorized by these Bylaws.

## **Section 2: Attendance Requirements**

Officers are required to attend meetings regularly, and it shall be the policy that when an Officer has missed two consecutive Executive Committee Meetings, he or she shall be notified, and if he/she then misses the third consecutive meeting and absence is unexcused, that position shall be declared vacant. A majority of the remaining members of the Executive Committee must concur.

## **Section 3: Removal of Officers**

Removal of any Officer shall be by a two-thirds vote, proxy or in person, of the remaining Executive Committee and after a hearing at a meeting at least seven (7) days subsequent to written notice to the Officer to be removed.

# **ARTICLE VII: DISSOLUTION**

## **Section 1: Dissolution**

The dissolution of TXPC shall be in conformity with the existing laws of the State of Texas. Any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations within Texas, to be selected by the Executive Committee and the general membership.

# **ARTICLE VIII: PARLIAMENTARY**

## **Section 1: Parliamentary Authority**

The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedure when such rules are inconsistent with the Bylaws of TXPC.

# **ARTICLE IX: CHANGES**

## **Procedure:**

These Bylaws may be changed or amended provided that all proposed changes shall be presented in writing at some previous regular meeting and laid over for action. Changes to these Bylaws shall be made in the following manner: The desired changes must be first set forth in a written resolution passed by the Executive Committee. A special meeting shall then be called in accordance with ARTICLE III, Section 2. A copy of the proposed change(s) shall also accompany the meeting notice. No change(s) will be effective until approved by the larger of either a two-thirds vote of the members in good standing present at any regular or special meeting or a quorum, with strict adherence to quorum requirements as stipulated in ARTICLE III, Section 4 of these Bylaws.

