

Houston Area Council By-Laws

Each council of the American Business Women's Association is an organization as set forth in the National Bylaws in a category established by the National Board of Directors. By accepting charters from the Association, all councils agree to operate under the direction and control of the American Business Women's Association (herein also referred to as "ABWA") including compliance with the current National Bylaws, Council Bylaws, Chapter and Express Network Bylaws, rules, procedures and policies of ABWA.

Council Bylaws are STANDARD for all councils with the exception of the articles and sections indicated below. At a council's first meeting by the majority vote of the active delegate membership of record, every council decides the following:

ARTICLE I - Houston Area Council of the ABWA Houston, TX
ARTICLE III, Section 2 - \$\$75.00 per year per Chapter, and payable to the financial officer
ARTICLE VI, Section 1 - Regular quarterly council meeting: January, April, July, October.

Provisions for amending these articles and sections, once approved, are specified in Article VIII.

For situations not covered in the bylaws, rules, procedures and policies of the Association, a council may draft standing rules.

ARTICLE I — NAME:

The name of this council shall be:

COUNCIL: Houston Area Council of the ABWA
CITY: Houston
STATE: Texas

ARTICLE II — COUNCIL GOALS

The goals of the councils are to enhance and support the mission of the Association and its chapters and Express Networks; to support and improve the earning power of all members; advance working women by providing them with opportunities for professional development and facilitating the exchange of ideas and information among the chapters and Express Networks in their areas and provide enrichment opportunities for area members. Councils serve as a conduit for information between local chapters and Express Networks and venues for face-to-face connections between members of those chapters and Express Networks.

ARTICLE III — MEMBERS

Section 1. Council membership is a valued privilege. Candidates for membership in this council are active ABWA chapters and Express Networks, whose members shall enjoy the privileges of council activities.

Section 2. The annual fees of this council shall be \$75, payable in advance to the council financial officer. Any chapter/Express Network that shall not pay council fees within forty-five (45) days after such are due and payable shall be removed from the council membership roster.

Section 3. Only chapters/Express Networks in good standing locally and nationally shall be eligible to vote and participate in any council activity. Chapters and Express Networks shall elect a delegate and two alternates from their active membership of record to represent them in all council votes.

Section 4. All active members of a chapter/Express Network that is an active member of the council may attend council meetings and are eligible for council office and/or committees.

ARTICLE IV — EXECUTIVE BOARD

Section 1. The executive board of the council shall consist of the council officers. The chair shall act as chair of the council executive board.

Section 2. The executive board shall have general supervision of the affairs of the council between business meetings, set the time and place of executive board meetings, make recommendations to the council membership and perform such other duties as specified in these Bylaws. The board shall constitute council authority in deciding matters of council policy not otherwise decreed. The majority of the executive board shall constitute a quorum for the transaction of all business at executive board meetings.

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ARTICLE V — OFFICERS

Section 1. The officers of this council shall be a chair, vice chair, communications officer, financial officer, and any other officers the council shall deem necessary to achieve the goals of the council.

Section 2. A Nominating Committee, consisting of three members, shall be elected by the membership no later than the third quarter, and an Auditing Committee, consisting of two or more members, shall be appointed by the chair by the fourth quarter council meeting.

Section 3. All officers shall be elected in fourth quarter by secret ballot to serve for one year or until their successors are elected. Their term of office shall begin January 1st of the following year. A majority of the delegates voting shall elect. No member shall serve more than two consecutive full terms in the same office.

Section 4. With the exception of the office of chair, a vacancy in any other office shall be filled by a majority vote of the executive board. Should the office of chair be vacated, the vice chair shall serve as chair through that term of office. In the event the vice chair cannot serve as chair, the executive board shall appoint a member to serve as chair until her successor takes office.

Section 5. Accountabilities:

The CHAIR is the authorized leader of the council. She maintains unity and harmony within the council and directs officers, committees and members toward common goals. The chair:

- Appoints committee chairs except the nominating committee, which is elected.
- Assigns executive board members as sponsors of specific committees.
- Plans yearly goals, projects, activities and budget for the council with the board and committee chairs and presents plans to the membership at the first council meeting.
- Ensures officer and committee chairs training through orientation and sharing.
- Prepares written agendas and presides at all meetings of the executive board and council.
- Countersigns checks with the council financial officer or vice chair in the financial officer's absence.
- Conveys information received by the council to the membership.
- Recognizes the efforts of all council members and presents member awards at council meetings.
- Welcomes and introduces all new council affiliates at the first meetings they attend.
- Notifies the communications officer, financial officer and membership chairs when chapters/Express Networks are to be removed from the council roster for nonpayment of annual national administrative fee and/or the local council fee.

Keeps informed of bylaws, rules, procedures, policies and award programs.
Serves as council ambassador and spokeswoman to the community.
Shares the roster sent from ABWA National in the 4th quarter with executive board and membership chair to maintain an accurate record of chapter/network national status.

The VICE CHAIR is the council host and primary assistant to the chair. The vice chair:

Assumes all duties and responsibilities of the chair in her absence or when called upon by the chair.
Coordinates the assignment of members to committees.
Countersigns council checks in the absence of either the chair or financial officer.
Serves as an official council host, welcoming members and guests at council functions.

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The COMMUNICATIONS OFFICER is the transcriber of the council meeting minutes and correspondence. The communications officer:

Records the minutes of all meetings of the council and its executive board. Minutes should include the number of chapter/network delegates and individual members in attendance.
Provides one copy of the minutes to the chair and sends a copy to ABWA National. Copies can be sent to ABWA National via e-mail to abwa@abwa.org. Copies should also be distributed to the Council delegates.
Obtains approval of council minutes from the delegates and approval of executive board minutes from the board.
Prepares reports of meetings of the executive board and provides a summary to the delegates.
Preserves in a permanent file all minutes and records of value to the council. Minutes are retained for seven years.
Conducts general correspondence for the council.
Shares correspondence at the chair's request.
Maintains a roster of officers, committee chairs and committee members, and reports changes to the council and ABWA National.
Receives payment of and gives receipts for council fees or other monies in the absence of the financial officer and turns over all payments accompanied by an itemized report to the financial officer.
Presides at council meetings in the absence of the chair and vice chair.
Reports all status, name and address changes to the council and ABWA National.

The FINANCIAL OFFICER is responsible for all council money and is custodian of the financial records. She advises the council regarding finances and budget matters. The financial officer:

Supervises the preparation of a formal budget for the council.
Administers the operating account(s) of the council, keeping itemized records in the permanent file of all receipts and expenditures, which should be retained for seven years.
Collects, deposits and issues receipts for all council monies.
Disburses money as approved by the council. All disbursements shall be made by check, countersigned by the chair, or in her absence, the vice chair.
Reconciles bank statements with council records.
Presents a quarterly financial report to the council.
Knows the membership status of all delegates, i.e. if both national and local fees have been paid.
Places on suspended status any chapter/network in good standing nationally that has not paid council fees within forty-five days after the due date and notifies the council chair and the president of the appropriate chapter/network of this action in writing.

Provides the communications officer and membership chair with the names of chapters/networks that have been removed from the council roster for nonpayment of council fees and/or nonpayment of the national administrative fee.
Obtains and files required Internal Revenue Service (IRS) forms.
Submits her books for audit before the end of her term of office or at any time upon the request of the membership or executive board.

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ARTICLE VI — MEETINGS

Section 1. Regular meetings are the normal quarterly gatherings of the council to transact business, typically held at regular intervals. Special meetings/events are the opposite, convened only to consider one or more items of business specified in the notice of the meeting/event.

Section 2. Regular meetings shall be quarterly, the 4th Thursday of the month and shall usually consist of food, program or speakers, and a business meeting. Meeting times shall not conflict with the regularly scheduled meetings of member chapters/networks. Members of each chapter/network shall be notified in advance of the time and place of each council meeting.

Section 3. Special meetings/events may be called by the chair or by the executive board and shall be called upon the written request of one-third (1/3) of the delegates in good standing. The purpose of the meeting/event shall be stated in the call. Except in case of emergency, at least three days' notice shall be given.

Section 4. The quorum of the council shall not be less than one-third (1/3) of the council membership. A quorum must be present for the valid transaction of council business. The right to vote is limited to delegates or their alternates in good standing of chapters/networks in good standing who are present at the time a vote is taken at a meeting.

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ARTICLE VII — COMMITTEES

Section 1. The standing committees shall be those the council shall deem necessary to achieve the goals of the council. Possible standing committees and their duties are listed in Article VII, Section 5.

Section 2. Special committees shall include the Nominating Committee, Auditing Committee and any other special committees the council shall deem necessary to achieve the goals of the council.

Section 3. As soon as feasible following the fourth quarter elections, standing committee chairs shall be appointed by the newly elected chair and must be approved by the council executive board. They shall serve for one year beginning January 1.

Section 4. Committee chairs are empowered to select their committee members immediately upon their appointment. The chairs shall provide the names of their committee members to the current communications officer and membership chair promptly following their acceptance.

Section 5. Duties:

The AUDITING Committee shall audit the financial officer's accounts annually, upon a vacancy of the office, or upon demand of the membership or executive board.

The PROFESSIONAL DEVELOPMENT Committee shall inform the membership of seminars, leadership opportunities and other educational opportunities in the community. The committee is responsible for

promoting attendance at ABWA spring and national conferences.

The FUND-RAISING Committee shall present recommendations for projects that will provide sufficient funds for the council. The major fundraising efforts will be directed toward raising money for professional development, including subsidizing ABWA conference registration fees. The committee shall be responsible for the completion of the approved projects, including maintaining accurate records.

The MEMBERSHIP Committee shall maintain an accurate council roster and report all status, name and address changes to the communications officer. The committee also shall assist the vice chair in performing her duties as council hostess.

The NEWSLETTER Committee shall publish a council newsletter and shall coordinate its distribution.

The NOMINATING Committee shall nominate one or more candidates for each office to be filled and shall present a slate of candidates to the membership at the fourth quarter meeting.

The PROGRAM Committee shall plan, select and schedule professional development programs/ speakers for council meetings and other special events as requested. The committee shall be responsible for planning the time, place, reservations, food and other special arrangements needed for these meetings or events. The committee also shall notify all members of the date, time and place of each council meeting and special event.

The PUBLICITY Committee shall send promotional information to all appropriate media covering council activities. The committee shall send copies of major publicity coverage to ABWA National. The committee also shall list or file information about the council with sources for potential member contact in the community, such as the local chamber of commerce or public libraries.

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ARTICLE VII — AMENDMENTS

All proposed amendments to these Bylaws must be reviewed and approved in advance by ABWA National, with the exception of council fee amounts, before being put to a council vote. Allowable amendments to the Council Bylaws require an affirmative vote by a majority of the active delegates of record (not simply a majority of delegates present). Such amendments shall not conflict with the National Bylaws, Standard Chapter Bylaws, or Standard Express Network Bylaws of the Association.

The Articles permissible to amend in every council are:

Article I: name of the council, city and state.

Article III, Section 2: amount of fees and how payable.

Article VI, Section 2: day and month of regular council meeting.

No other Articles to these Bylaws may be amended except by ABWA National, which reserves the right to do so at its discretion.

ARTICLE IX — STATUS

Section 1. The council is organized as not-for-profit and recognized as exempt from federal income taxation. As such, no part of the net earnings shall inure to the benefits of any members, and it shall not engage in a regular business of the kind ordinarily carried on for profit.

Section 2. If deactivation of this council should occur by vote of the membership, written notice shall be provided to ABWA National by the current executive board. All funds remaining in the treasury, after payments of all debts, shall be contributed to the American Business Women's Foundation and/or the Stephen Bufton Memorial Educational Fund (tax-exempt organizations to which contributions are deductible under Section 170 of the Internal Revenue Code).

Section 3. The council may be deactivated by vote of the Board of Directors of ABWA as a result of the misfeasance, malfeasance or other failure of the Council to act in accordance with the spirit of ABWA, ABWA National Bylaws, Standard Chapter Bylaws, Standard Express Network Bylaws or these Standard Council Bylaws. Should that occur, all funds remaining the treasury, after payments of all debts, shall be contributed to the American Business Women's Foundation and/or the Stephen Bufton Memorial Educational Funds.

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