

Bylaws Of
Women Organizing Women Democrats
A Texas General-Purpose Political Action Committee

Article I: Name of Political Action Committee

The name of this general-purpose political action committee is Women Organizing Women Democrats (referred to herein as the “PAC”).

Article II: Purposes of the Political Action Committee

The PAC shall be organized and operated exclusively for general purpose political action. Subject to the limitations set forth in the Articles of Association, the purposes of this PAC shall be to engage in any lawful activity, none of which is for profit, for which PACs may be organized under Section 527 of the Internal Revenue Code (or its corresponding future provision). The PAC shall operate under the rules promulgated by the Texas Election Code (Code) and the Texas Ethics Commission (TEC). The PAC’s primary purpose is to increase the participation of women in politics and government. These objectives can be attained by expanding women’s political engagement, raising awareness about women’s issues, and recruiting, supporting and electing women for partisan and non-partisan office. The PAC does not include a corporation, labor organization, or other association or legal entity that directly establishes, administers, or controls the PAC.

Article III: Membership; Financial Contributions to the PAC

3.1 *Membership Eligibility*

Only natural persons are eligible for membership. Any person who supports and agrees with the above purposes is eligible to apply for membership.

3.2 *Membership*

The PAC shall have members. All members shall have full voting rights on matters put before the membership of the PAC and shall also have the right to participate in all of the programs and events sponsored by the PAC.

3.3 *Dues*

All members shall pay annual dues in such amounts as shall be determined from time to time by resolution of the Board of Directors. Dues paid to the PAC become the property of the PAC, and any severable or individual interest of any members terminates upon such payment. Membership is on a yearly basis, with the membership year renewing in January of each year.

3.4 *Membership Term*

The membership year shall be twelve (12) calendar months. Membership shall automatically

terminate for nonpayment of dues, terminating all rights and privileges in the PAC.

3.5 *Eligible Contributors.*

Subject to applicable law and the provisions of this Article III, contributions to the PAC may be accepted from members and non-members of the PAC.

3.6 *Prohibited Contributions.*

The following restrictions apply to all contributions received by the PAC:

- a. No contribution will be accepted from (i) any corporation; (ii) any labor organization; or (iii) any other entity which is prohibited from making contributions or expenditures in connection with Texas state or local elections;
- b. Contributions to the PAC will be accepted only if made voluntarily and will not be accepted if secured by physical force, job discrimination, financial reprisals, the threat of any of the foregoing, or if required as a condition of employment;
- c. No contribution will be accepted, and no expenditure will be made, by or on behalf of the PAC at a time when there is a vacancy in the office of its CFO or when there is not a campaign treasurer appointment for the PAC in effect at the Texas Ethics Commission;
- d. No contributions of cash or currency will be accepted, regardless of the amount;
- e. No contribution will be accepted unless the contributor supplies information sufficient to enable the PAC to comply with the record keeping and reporting requirements of the Texas Election Code or other applicable law;
- f. No contribution will be accepted if such acceptance would in any way cause the PAC to be in violation of the Texas Election Code or other applicable law; and
- g. The Board, in its sole and absolute discretion, may refuse to accept any contribution made to the PAC.

Article IV: Meetings of Members

- (a) Meetings of members shall be held at a place to be designated from time to time by the Board of Directors. Notice of member meetings may be provided by mail, electronic mail or by posting notice on the PAC's website for at least seven days.
- (b) Members shall meet regularly as determined by the Board of Directors. Directors and Officers shall be appointed or elected as prescribed in Articles V and VI of these Bylaws, with any elections at the annual meeting, which is the first meeting held in each calendar year.
- (c) Special meetings of members shall be called by the President or Secretary or any three (3) Directors of the PAC and held at such times and places within the State of Texas as may be ordered by resolution of the Board of Directors or not less than 51% of the voting members of the PAC.
- (d) Ten (10) members in good standing shall constitute a quorum.

Article V: Directors

5.1 *Qualifications; Number of Directors*

There shall be not less than three and not more than 12 directors of the PAC, including the officers described in Section 6.1, unless and until such number is changed by amendment of these Bylaws. A director hereof must be a member of this PAC and a must be a chair of a committee of the PAC. Board members must attend at least 75% of board meetings.

5.2 *Appointment of Directors*

Directors, other than those named in the Articles of Association, shall be nominated by the duly appointed nominating committee and confirmed by the officers of the PAC. Such confirmation by all elected officers shall constitute an appointment of a Director. Directors, including the original directors, shall be eligible to serve without limitation on the number of terms they may serve, provided they continue to meet the qualifications for office.

5.3 *Terms of Office*

Each director shall serve for a period of two years, with nomination processes for appointment of new directors regularly held in the odd-numbered years.

5.4 *Duties*

It shall be the duty of the Directors:

- (a) To perform any and all duties imposed on them collectively or individually by law, by the Articles of Association of the PAC, or by these Bylaws.
- (b) To employ such officers, agents and employees as may be authorized from time to time by the vote or written consent of a majority of the Board of Directors of the PAC.
- (c) To supervise all officers, agents and employees of this PAC to assure that their duties are properly performed.
- (d) To register their addresses with the Secretary of the PAC, and notices of meetings mailed to them at such addresses shall be valid notices thereof.

5.5 *Compensation and Expenses*

Directors will serve without compensation, other than to be reimbursed for expenses related to Board service, upon the approval of the Board of Directors.

5.6 *Removal*

The entire Board of Directors, or any individual director, may be removed from office at any time by the vote of a majority of the members of the PAC. If any or all Directors are so removed, new

Directors may be elected at the same meeting, and they shall hold office for the remainder of the terms of the removed Directors. If new Directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 5.7 hereof.

5.7 Vacancies

(a) Vacancies in the Board of Directors shall exist: (1) on the death, resignation or removal of any Director; and (2) on determination by the existing board that additional members are needed or desired.

(b) Vacancies shall be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director.

(c) Persons selected to fill vacancies shall hold office for the unexpired terms of their predecessors, or until their removal or resignation as provided in these Bylaws.

5.8 Meetings

(a) Regular meetings of the Board of Directors shall be held at least quarterly, the time and place to be determined by the majority vote of the Board of Directors.

(b) Special meetings of the Board of Directors may be called by the President or by the majority of the Board at such time and place as may be designated.

(c) Quorum will consist of one-third of the members of the Board of Directors.

(d) A majority vote shall decide all matters unless otherwise provided in these Bylaws.

(e) Meeting by telecommunication may be held by telephone or telecommunications in which all Directors participating may hear each other. Participating in such a meeting shall constitute presence in person at the meeting.

(f) Any Board member may waive notice of any meeting. The attendance of a Board member at any meeting, including a meeting held by telephone conference or e-mail will constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article VI: Officers

6.1 Election

Any member of the PAC is eligible to be an officer hereof. The officers shall be elected for a term of two years to be held by members at the annual meeting in odd-numbered years. The officers selected shall be President, President-Elect, Secretary and Chief Financial Officer. After the first election, only the President-Elect, Secretary and Chief Financial Officer shall be selected. After the first election, the Immediate Past President shall be an officer of the PAC and serve as such

until their successor assumes the duties of office. The President shall automatically be succeeded by the President-Elect and the Immediate Past President shall automatically be succeeded by the President.

6.2 *Term of Office*

All Officers shall serve a term of two (2) years, or until their successor assumes the duties of office.

6.3 *Members of the Board of Directors*

All officers shall be voting members of the Board of Directors, and will be counted as part of the members of the Board of Directors.

6.4 *Duties*

(a) President - The President shall be the chief executive officer of the PAC and shall, in general, subject to the control of the Board of Directors, supervise and control the affairs of the PAC. The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Association of this PAC or by these Bylaws, or which may be assigned from time to time by the Board of Directors or the members.

(b) President-Elect - In the absence of the President, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. The President-Elect shall have other powers and perform other such duties as may be prescribed by law, by the Articles of Association of this PAC or by these Bylaws, or which may be assigned from time to time by the Board of Directors or by the members.

(c) Secretary - The Secretary shall keep or cause to be kept, at the principal office of the PAC or at such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Directors, committees and members with the time and place of holding the regular or special meetings and, if special, how authorized, the notice given, the names of those present at such meetings and the number of members present or represented at members' meetings and the agendas of such meetings. The Secretary shall keep, or cause to be kept at the principal office as determined by resolution of the Board, a record of the PAC's members, showing the names and addresses of all members. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws to be given.

(d) Chief Financial Officer - The Chief Financial Officer (CFO) shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the PAC's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains losses, capital, earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times. The CFO shall render to the President and Directors, upon request, an account of all transactions and of the financial position of the PAC. The CFO shall deposit all monies and all valuables in the name and to the credit of the PAC with such depositories as may be designated by the Board of Directors. The CFO shall have other powers and perform other such duties as may be prescribed by law, by

the Articles of Association of this PAC or by these Bylaws, or which may be assigned from time to time by the Board of Directors or by the members.

(e) Immediate Past President – The Immediate Past President shall assist the President in making a smooth transition to the role of President. The Immediate Past President have other powers and perform other such duties as may be prescribed by law, by the Articles of Association of this PAC or by these Bylaws, or which may be assigned from time to time by the Board of Directors or by the members.

6.5 Succession of Officers

In the event of an officer's death, resignation, disability or disqualification, other than the President's, the Board of Directors shall appoint a successor. The President shall automatically be succeeded by the President-Elect. The Immediate Past President shall automatically be succeeded by the President.

Article VII: Books, Records and Reports

7.1 Funds and Disbursements; Bonding

All monies paid to the PAC shall be placed in a general operating fund, or in other special funds as approved by the Board of Directors. Each disbursement shall be made by check signed by the CFO or, in the absence of the CFO, by the President, President-Elect or Secretary, in that order. The officers, and other such persons as the Board may designate, may be bonded by a fidelity in an amount set by the Board and paid by the PAC. No distribution shall be made if such distributions would in any way violate the provision of the Code, TEC or other applicable law.

7.2 To Whom Distributions May Be Made.

Subject to applicable law, distribution of PAC funds will be made only (i) to individuals who have publicly announced that they are candidates for nomination or election to federal or Texas state elective public offices for use by such individuals to further their candidacies; (ii) to committees, associations, or organizations organized and operating exclusively for the purpose of influencing, or attempting to influence, the nomination or election of one or more individuals described in (i) above, for use by such campaign, committee, association, or entity as the Board may determine so long as such distributions are for the purpose of supporting a candidate seeking election to federal or Texas state office; or (iii) to such other persons or entities as is permitted by applicable law at the time of any such distribution.

7.3 Authorization.

No distribution will be made by the PAC unless authorized by the Board. No distribution will be made on behalf of the PAC at a time when there is a vacancy in the offices of its CFO or when there is not a campaign treasurer appointment for the PAC in effect at the Texas Ethics Commission.

7.4 Campaign Finance Reports to TEC

In accordance with the requirements of the TEC, the Campaign Treasurer shall file the required campaign finance reports prior to the deadline for such reports and containing all required information. The Campaign Treasurer shall be responsible for knowing the current requirements and fulfilling said requirements. The Campaign Treasurer accepts personal liability for fines assessed under the rules. In the event that the Campaign Treasurer becomes concerned that the actions of an officer, director or member of the PAC may cause the Campaign Treasurer to incur a fine, the Campaign Treasurer shall promptly inform the President and CFO of said concern. The President and CFO shall take such action as is available to remedy the situation and assist the Campaign Treasurer to fulfill the PAC's campaign finance reporting obligations to the TEC in a timely and accurate manner.

7.5 Inspection by Directors

Every director has an absolute right at any reasonable time to inspect all books, records and documents of any kind and the physical properties of the PAC.

Article VIII: Indemnification

The PAC shall indemnify its officers and directors to the fullest extent allowed by Texas law.

Article IX: Principal Office

The principal office of the PAC shall be located at the residence of its duly elected President, or at such other place that may be designated by the Board of Directors.

Article X: Amendments

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors or by a majority of the members present at any regular or special meeting, providing notice for the members includes the proposals for amendments. Any proposed amendment or alteration shall be submitted to the Board or the membership, as the case may be, in writing, at least thirty (30) days before the meeting at which they are to be acted upon. Posting of the proposed amendment or alternation on the PAC website for at least thirty (30) days before the meeting fulfills this requirement.

Article XI: Campaign Treasurer

The PAC must always have an appointed Campaign Treasurer. The Campaign Treasurer is not a member of the Board or an Officer of the PAC. The Campaign Treasurer shall be compensated as the Board may from time to time decide. By accepting the appointment, the Campaign Treasurer agrees to fulfill the requirements of the Texas Election Code and the Texas Ethics Commission Rules, as they may be amended from time to time.

As required by Section 252.003 of the Texas Election Code, the PAC's campaign treasurer appointment shall include the following information:

- (1) the full name of the general-purpose committee, which is Women Organizing Women Democrats;
- (2) the address of the general-purpose committee;
- (3) the full name of the person appointing the campaign treasurer;
- (4) the following information for the individual appointed campaign treasurer and, if an assistant campaign treasurer is appointed, for that individual as well:
 - a. the individual's full name;
 - b. the individual's residence or business street address;
 - c. if the individual's mailing address is different from the street address provided, the mailing address for the individual; and
 - d. the individual's telephone number;
- (5) the full name of the PAC – Women Organizing Women Democrats – as the authority to decide where contributions will be made
- (6) the name of each other general-purpose committee to which the PAC intends to make political contributions;
- (7) an indication whether the general-purpose committee will file under the regular reporting schedule pursuant to §§ 20.423, 20.425, and 20.427 of this title (relating to Semiannual Reports; Pre-election Reports; Runoff Report) or under the monthly schedule pursuant to § 20.429 of this title (relating to the Option To File Monthly); and
- (8) the signature of the individual appointed campaign treasurer.

ADOPTION

I, the undersigned, am the organizer in the Articles of Association, and hereby consent to, and do, adopt the foregoing Bylaws, consisting of 8 pages, as the Bylaws of said PAC.

Dated to be effective: January 10, 2013

By: _____
Amy Lawrence, Organizer