



# BYLAWS

*of the*

## Texas Rural Electric Women's Association

Revised May 2001, Amended August 2005

### ARTICLE I

The name of this Association shall be the Texas Rural Electric Women's Association, hereinafter referred to as TREWA.

### ARTICLE II—OBJECTIVE

The objective of this Association shall be to:

- Educate and create interest and understanding of the Rural Electric systems and issues among the members and general public.
- To present a unified front for the member-owned systems as they improve the quality of life in rural Texas .

### ARTICLE III—AUTHORITY

The authorization is granted to TREWA Board of Directors by the Texas Electric Cooperative, Inc. Board of Directors, hereinafter referred to as TEC Board, and is subject to continuing review and approval. TREWA and TEC shall present a continuous effort of ongoing communication and support of the rural electrification program in order to strengthen each association.

### ARTICLE IV—MEMBERSHIP

**SECTION 1.** Membership in TREWA shall be open to employees, spouses, directors, members or anyone who supports the objectives of TREWA by making application and payment of the annual membership dues.

**SECTION 2.** The fiscal year shall be from August 1st to July 31st. TREWA dues shall be established and reviewed annually by the TREWA Board of Directors.

**SECTION 3.** Honorary Membership may be given to a person having made outstanding personal contributions to TREWA. An Honorary member shall have none of the obligations of membership in the Association but shall be entitled to all of the privileges except those of making motions.

**SECTION 4.** Nominations for Honorary Membership shall be submitted by a member of TREWA and approved by TREWA board of directors.

### ARTICLE V—TREWA BOARD OF DIRECTORS

**SECTION 1.** The TREWA Board of Directors shall be composed of one representative who is a member of TREWA in good standing, elected or appointed from each of the seven TEC groups. Directors are appointed for two-year terms and can serve no more than two consecutive terms.

**SECTION 2.** The Immediate past President of TREWA shall be an ex-officio member of the TREWA Board of Directors.

**SECTION 3.** The respective TEC Group and Director shall certify the TREWA Board Members. In the event a group representative is not elected or if the position is vacated, for any reason, before a term has expired, the respective TEC director shall appoint a qualified representative to fill the vacancy for the remainder of the term.

**SECTION 4.** A majority of TREWA Board Members shall constitute a quorum at all regularly called board meetings.

### ARTICLE VI—OFFICERS & COMMITTEES

**SECTION 1.** The officers of TREWA shall be President, Vice President, and Secretary/Treasurer. The officers shall be elected from the seven-member board following the TREWA Annual Meeting, and shall serve for a one-year term with no more than two consecutive terms in one office. The officers shall assume their duties at the close of the TEC Annual meeting.

**SECTION 2.** The committee Chair of TREWA shall be Membership, Historian, LAMPLIGHTER Editor and Scholarship. The Chair shall be appointed by the President from the seven member board during TEC Annual Meeting, and shall serve for a one year term with no more than two consecutive terms in one office. The Chair shall assume their duties at the close of the TEC Annual Meeting.

### ARTICLE VII—DUTIES

**SECTION 1** The President shall be the principle officer of the Association and shall:

A. Preside at all meetings of the Board of Directors, Executive Committee meetings and at the Annual Membership Meeting.

B. Serve as a voting member of Rural Friends Board of Directors.

C. Develop and ensure implementation of annual TREWA goals.

D. Serve as Association Liaison with TEC Board of Directors, TEC General Manager and TEC staff.

E. Report annually the goals and objectives adopted by the TREWA Board to the TEC Board of Directors on or before the January Board Meeting.

F. Meet with TEC staff liaison as necessary to plan meeting agendas and coordinate activities.

G. Appoint Committee Chairs as necessary and serve as ex-officio member of all committees.

H. Submit a written report for each LAMPLIGHTER edition.

I. Call TREWA Board of Director meetings as needed; minimum of three meetings annually.

J. The term of office shall be for one year with no more than two

consecutive terms in one office.

K. Attend all scheduled Board Meetings.

L. If presiding president is in their final year, they will serve one more year as ex-officio, non-voting member and attend all scheduled board meetings.

**SECTION 2.** The Vice-President shall:

A. Assume the responsibility of the President during her absence.

B. The term of office shall be one year with no more than two consecutive terms on one office.

C. Attend all scheduled Board Meetings.

**SECTION 3.** The Secretary / Treasurer shall:

A. Write accurate minutes of all TREWA Board and Executive Committee Meetings.

B. Report all income and expenses during TREWA Board and Annual Membership Meetings.

C. Assume the duties of the President in the absence of the President and Vice-President.

D. Be responsible for the preparation of the TREWA Annual Budget to present at the Annual Membership Meeting.

E. Be responsible for keeping TREWA Bylaws current.

F. The term of office shall be one year with no more than two consecutive terms in one office.

G. Attend all scheduled Board Meetings.

**SECTION 4** The Historian shall:

A. Maintain on going records of the activities and accomplishments of TREWA.

B. Contact previous members and research records of events to form a history for the organization.

C. The term of office shall be one year with no more than two consecutive terms in one office.

D. Attend all scheduled Board Meetings.

**SECTION 5.** The Membership Chair shall:

A. Serve as a contact person of all membership committee representatives in each TEC Group.

B. Be responsible for sending Annual Membership Renewal notices each year.

C. Be responsible for the Membership Booth and recruiting volunteers to work at the booth during the TEC Annual Meeting.

D. Report membership status at TREWA Board Meetings and Annual Membership Meetings.

E. The term of office shall be one year with no more than two consecutive terms in one office.

F. Attend all scheduled Board Meetings.

**SECTION 6.** The LAMPLIGHTER Editor shall:

A. Encourage board members/guest columnists, etc., to submit articles to the LAMPLIGHTER Editor for publication. The LAMPLIGHTER shall be published bi-annually. The editor shall make sure that the copy is submitted in acceptable format and acceptable time to the TEC print shop.

B. Serve as Publicity Chair as needed.

C. The term of office shall be one year with no more than two consecutive terms.

D. Attend all scheduled board of directors meetings.

**SECTION 7.** The Scholarship Chair shall:

A. Appoint three outside by-partisan judges to select the annual scholarships recipients.

B. Be responsible for notification of TREWA Scholarships to TREWA

members, all cooperatives and TEC.

C. The term of office shall be one year with no more than two consecutive terms in one office.

D. Attend all scheduled board meetings.

## **ARTICLE VIII—MEETINGS**

**SECTION 1.** Annual Meeting: The Membership of TREWA shall convene annually in conjunction with the TEC Annual Meeting for the purpose of reporting and conducting association business.

**SECTION 2.** Meetings of the TREWA Board may be called or cancelled by the President. The TREWA Board shall meet a minimum of three times a year.

## **ARTICLE IX—QUORUM**

**SECTION 1.** A majority of TREWA members in good standing present at the Annual Meeting shall constitute a quorum.

**SECTION 2.** A majority of TREWA Board Members in good standing present at TREWA Board Meetings shall constitute a quorum.

## **ARTICLE X—EXECUTIVE BOARD**

**SECTION 1.** The Executive Board shall be composed of President, Vice-President and Secretary/Treasurer.

**SECTION 2.** The Executive Board shall have full power and authority over the affairs of the Association and may act for the Board between its meetings.

**SECTION 3.** The President or any two members of the Executive Board may call an executive meeting. All members of the Executive Board must be notified in writing of the meeting.

**SECTION 4.** The minutes of the Executive Board shall be kept by the Secretary/Treasurer and must be submitted to all Board Members within fifteen (15) days of such called meeting.

## **ARTICLE XI—PARLIAMENTARY AUTHORITY**

**SECTION 1.** The rules contained in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern the TREWA Board of Directors, Annual Membership Meetings and Executive Committee Meetings.

## **ARTICLE XII—AMENDMENT OF BYLAWS**

**SECTION 1.** Bylaws may be amended at any regular or called meeting of the TREWA Board by two-thirds vote, provided that the amendment has been submitted in writing thirty (30) days prior to the meeting date.