

**TAPATIO LADIES CLUB BYLAWS
FEBRUARY 2023**

ARTICLE I: GENERAL

Section 1. Name

The name of this organization shall be Tapatio Ladies Club (TLC)

Section 2. Mission Statement

The Tapatio Ladies Club is dedicated to promoting friendship, social and philanthropic activities. The Mission of TLC is to provide funding for selected organizations/causes operating in Kendall County, Texas.

Section 3. Calendar

The TLC active calendar runs from October 1 through September 30.

Section 4. Meetings and Quorum

1. Regular meetings of the TLC will be scheduled the third Wednesday of each month, September through May. Special events may take the place of regular monthly meetings.
2. Twenty-five percent (25%) of the current membership will constitute a quorum.

Section 5. Amendment of Bylaws

The Bylaws may be amended at any meeting of the organization by a two-thirds vote of members present and voting, provided the number of members present constitute a quorum, and provided further that each proposed amendment has been sent out digitally for membership review at least seven (7) days in advance of the vote.

Section 6. Contracts

Any written contract binding TLC to perform obligations, financial or otherwise, must be signed by two (2) board members, one of whom must be President or Treasurer.

ARTICLE II: MEMBERSHIP

Section 1. Eligibility.

1. TLC is open to individuals, businesses, and organizations who support the Tapatio Ladies Club mission as stated in ARTICLE I, Section 2.
2. Any change in dues needed to meet the cost of operating expenses will be proposed by the board and voted on by the membership.

ARTICLE III: OFFICERS

Section 1. Elected Officers

The officers of TLC shall be President, First Vice-President, Second Vice-President, Secretary, and Treasurer.

Section 2. Term of Office

Each officer shall hold office for two (2) club calendar years.

Section 3. Duties of Officers

1. President:

- a. Shall preside at all meetings of the organization and of the executive board and will be responsible for all activities of the organization.
- b. Shall ensure that all members have access to the Bylaws and will have a copy available at all meetings.
- c. Shall collaborate with the Treasurer to prepare a proposed budget for the year, which shall be presented at the September board meeting for review and to the September general meeting for approval.
- d. Shall appoint all standing committee chairpersons
- e. Shall appoint committees for special projects
- f. Shall serve an ex-officio member of all committees, except for the nominating committee
- g. Shall, in cooperation with the Treasurer, be responsible for the financial records of the organization. These records will be audited and certified by an individual/committee other than those on the executive board as soon as the year-end financial information is available.
- h. Shall appoint a three (3) member nominating committee in March who will present a slate of officers to the board and general meeting for election in April. Newly electing officers will be installed during the May meeting.
- i. Shall preside over all elections.
- j. Shall execute binding contracts of the TLC as required.

2. First Vice President

- a. Shall perform all duties of the President in the President's absence.
- b. Shall oversee all programs, introductions of the programs etc.
- c. Shall arrange for guest speakers' lunches.
- d. Shall be responsible for sending "Thank You" notes to the guest speakers.
- e. Shall submit articles pertaining to upcoming programs for the general meetings.
- f. Shall communicate with the chosen speakers to confirm date of their presentation and have a media release form signed.

3. Second Vice-President:

- a. Shall function as membership chairperson.
- b. Shall keep an accurate digital roster of members, including name, address, phone number, email address, birthday, and spouse's name.
- c. Shall contact potential new members and give them a welcome/information packet.
- d. Shall collect annual dues from continuing members and all new members.
- e. Shall introduce new members at the monthly general meeting.
- f. Shall submit a monthly update of new members to the President, Secretary, Treasurer and Newsletter person.
- g. Shall send members an up-to-date roster/directory at least twice a calendar year.
- h. Shall submit all collected dues to the Treasurer to be deposited in the TLC operational fund.
- i. Shall perform all duties of the President in the President's and First Vice-President's absence.

4. Secretary

- a. Shall record and preserve minutes of all meetings of the board and general membership.
- b. Shall be custodian of past club business minutes.
- c. Shall be responsible for TLC correspondence under the direction of the President, excluding "Speaker, Thank You Notes" done by First-Vice President, and care and concern notes done by Care and Concern Chairperson.
- d. Shall ensure that all members have access to meeting minutes which will be available at each meeting.
- e. Shall communicate with webmaster/social media specialist to upload pertinent information about Tapatio Ladies Club.

5. Treasurer

- a. Shall review and administer issues regarding 501(c)(3).
- b. Review accounting issues for the 501(c) (3) as required by the Board of Directors.
- c. Shall collaborate with the President to prepare a proposed budget for the new calendar year, which shall be presented at the September board meeting for review and to the September general meetings for approval.
- d. Shall be custodian of all funds and deposits, keeping an accurate account of all receipts and disbursements. All disbursements, except for reimbursement of allowed expenses, must be approved by the board.
- e. Shall be responsible for all checks written on the TLC accounts (all checks must be signed by the Treasurer or the President in the Treasurer's absence).
- f. Shall collect all receipts for expenditures by committee members/officers and shall distribute reimbursement checks as needed.
- g. Shall collect all dues, proceeds from activities etc. from the responsible chairperson.
- h. Shall submit a written report of all receipts and expenditures to be presented at each board and general meeting.
- i. Shall ensure that the TLC monthly bank statements and the TLC Treasury account are in balance.

- j. Shall submit for review, all Treasurer reports/ledger activities at year's end and the audit person/committee, who is appointed by the President.
- k. Shall execute binding contracts of the TLC as required.
- l. Shall file Income Tax Report by October 15 each year.
- m. Shall make payments, on behalf of scholarship recipients, to the appropriate school of higher education.
- n.

6. Registered Agent

Section 4. Nominations of Officers

The President will appoint a nominating committee in March, composed of three members in good standing, to select a slate of officers for the next year. The nominating committee appointees shall be confirmed by the Board. The slate of officers will be posted (sent out digitally to all members) prior to the April meeting.

Section 5. Election of Officers

The nominating committee will present their suggested slate of officers at the April general meeting. At that time, nominations from the floor will be accepted, providing the person being nominated has consented to accept the position, if elected. These Officer Candidates will be voted on at this meeting and elected by majority vote.

Officers shall be installed at the year-end meeting (May) and assume duties upon installation. They will have the summer months to meet with their predecessors and prepare for the first Meeting of the TLC calendar year in September.

ARTICLE IV: BOARD OF DIRECTORS AND STANDING COMMITTEE CHAIRPERSONS

Section 1. General Responsibilities of the Board of Directors

1. The Board of Directors of the Tapatio Ladies Club (TLC) and of the TLC 501(c) (3) shall be composed of at least three Directors elected by members, the President of TLC, the Secretary of TLC and the Treasurer of TLC. All board members, elected officers, and chairpersons are allowed to vote.
2. Standing committee chairpersons, appointed by the President, will attend board meetings, as needed to report of their activities.
3. The Board of Directors shall meet prior to each regular monthly TLC meeting, time, and place at the discretion of the President.
4. The President may call special board meetings as needed.
5. The Board of Directors shall abide by the Bylaws and Policies of the Tapatio Ladies Club.

Section 2. Standing Committee and Chairpersons

1. **Parliamentarian:**
 - a. Shall be present at all board and general meetings and will serve as the authority for proper rules of business conduct. Robert's Rules of Order, new revised, will be authority for all meetings and procedures of the Tapatio Ladies Club.
2. **Charity Chairperson(s):**
 - a. Shall submit names of Kendall County organizations/causes and the suggested donations amounts to the board and general membership for vote.
 - b. Shall work with the board and general membership to plan TLC activities to raise money for selected Kendall County organizations/causes.
 - c. Shall obtain checks for the approved donations from the Treasurer and deliver them at the appropriate time.
 - d. Shall arrange with the organization, when possible, to have a photograph and article prepared to send to social media specialist regarding the donation.
3. **Fundraising Chairperson(s):**
 - a. Shall work with the board to plan social events for the year.
 - b. Shall appoint committees to work on all approved arrangements and events.
 - c. Shall prepare a budget for the event and ensure that all committees work within the budget.
 - d. Shall present all receipts for expenditures to the Treasurer for reimbursement in a timely manner.
4. **Newsletter Editor/Publicity Chairperson(s):**
 - a. Shall publish the club newsletter for monthly distribution.
 - b. Shall write and submit newspaper articles about TLC activities, after review by the President.
 - c. Shall prepare and distribute flyers promoting TLC activities.
5. **Hospitality Chairperson(s):**
 - a. Shall arrange for the location, menu, and setup for the TLC monthly luncheon meetings.
 - b. Shall make and set out the name tags for the monthly luncheon meetings and greet the attendees as they enter.
 - c. Shall make certain that the tables are set up correctly and that centerpieces, when appropriate, are on the tables.
 - d. Shall present all receipts for expenditures to the Treasurer for reimbursement in a timely manner.
 - e. Shall receive RSVPs for the monthly meetings and submit the correct number attending to the catering staff at the designate time/time as directed by the staff.
6. **Care and Concern Chairperson(s):**
 - a. Shall recognize in appropriate ways (card, notes, etc.) the special events in the lives of TLC members, i e: births, illness, deaths, etc. If a moratorium is board approved, the chairperson will collaborate with the Treasurer to arrange/order it.
 - b. Shall present all receipts for expenditures to the Treasurer for reimbursement in a timely manner.

- c. Shall be the contact person for TLC members who need assistance and send out notice of the need (for food, transportation, etc.) to the membership.

ARTICLE V: SPECIAL APPOINTMENTS

Section 1. Auditor(s)

1. Shall be appointed by the President in March of each year.
2. Shall examine, correct, and verify the financial records submitted by the Treasurer. If necessary, the Auditor will collaborate with the Treasurer to ensure that all records are in order.
3. Shall complete audit by July 30 of the second year of the two (2) year term of the Treasurer/Registered.
4. Shall turn over the Treasurer's records to the incoming Treasurer.
5. Shall send a note to the President acknowledging that all financial records are in order and have been approved.

Section 2: Nominating Committee

1. Shall consist of three (3) TLC members in good standing, appointed by the President in March of each year.
2. Shall determine all open board positions and officers' positions, review the qualifications for each and select a slate of officers to fill them.
3. Shall post the slate of officers no later than one week prior to the April meeting, via email to all members.
4. Shall present the slate of officers at the general membership.