

# SAWG Bylaws

## THE SWISS AVENUE WOMEN'S GUILD BY-LAWS (AS AMENDED)

### Article I Name and Purpose

- 1.1 The name of this organization shall be the Swiss Avenue Women's Guild (the "Guild"). It is a Texas nonprofit corporation.
- 1.2 The purpose of this civic, nonprofit corporation shall be
  - (i) To preserve and promote the history, identity and integrity of Swiss Avenue in Dallas, Texas, between La Vista Avenue and Fitzhugh Avenue;
  - (ii) To promote and encourage the safety, improvement and beautification of said portion of historic Swiss Avenue and its surrounding communities;
  - (iii) To educate the citizens of Dallas, the state of Texas, students of architecture and history, and visitors from and around the world about historic Swiss Avenue through social, educational and philanthropic programs and activities;
  - (iv) To build relationships among the residents on Swiss Avenue and partnerships with surrounding communities and nonprofit organizations to identify and address shared concerns;
  - (v) To serve the surrounding community through charitable giving of time, money and resources.

The Guild is not intended to be, nor shall it be construed to be, an organization which is created solely for political ends, although the members recognize that certain neighborhood concerns may involve the Guild in dialogues with both elected and appointed city, county and state officials. Since the Guild is created for the purposes of neighborhood improvement, and not for partisan political activism, the Guild is prohibited from making any endorsement of or any contribution to any individual running for elected office, whether city, county, state or national office.

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## **Article II Membership, Voting, and Quorum**

- 2.1 Membership in the Guild shall be as set forth in the Articles of Incorporation.
- 2.2 Founding members shall be those women who were members of the unincorporated Swiss Avenue Women's Guild prior to January 1, 1996. Founding members shall be entitled to remain members of the Guild, regardless of their place of residence, so long as they pay dues as determined by the Board of Directors.
- 2.3 Each member of the Guild shall be entitled to one vote on each matter for which members are entitled to vote as provided herein. Members must vote in person, except to the extent that proxies are specifically permitted in the Articles of Incorporation.
- 2.4 The presence of at least thirtythree percent (33%) of the members shall constitute a quorum at any meeting of the Guild. In the absence of a quorum or the withdrawal of enough members to leave less than a quorum, any such meeting shall be adjourned.
- 2.5 The time, number and place of meetings of the members of the Guild (other than the annual meeting) shall be established by the Board of Directors from time to time. Notice of each meeting shall be sent out at least ten (10) days prior to such meeting.
- 2.6 Any member can bring any item to a vote of the members except the removal of an officer or director, which shall require twenty (20) members as required by ARTICLE VI, Section 6.2 below. Any such item, including the removal of an officer or director, must first be submitted to the Board of Directors (by delivering it to any officer or board member at least 15 days prior to the meeting of members at which the vote is requested). The Board of Directors shall then take the steps necessary to schedule such vote.

## **Article III Officers**

- 3.1 The officers of the Guild shall be a Chairman, a President, a Vice PresidentCommunications, a Vice PresidentMembership, a Vice PresidentEvents, a

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Recording Secretary, a Treasurer, and a Parliamentarian.

- 3.2 Officers shall be nominated by a nominating committee and/or by nomination from the floor at an annual meeting of the members. Officers shall then be elected by a majority vote at an annual meeting of the members.
- 3.3 The term of office shall be one year, and until successors are elected and assume office.
- 3.4 All officers must be members of the Guild.
- 3.5 The President shall preside at all meetings of the Board of Directors and all meetings of the members; shall conduct the day to day business of the Guild and such matters as directed by the Board of Directors; and shall submit a "State of the Street" report at the annual meeting each year.
- 3.6 The Vice PresidentCommunications shall preside in the absence of the President at meetings of the members; shall assist the President in the execution of business; shall oversee all publicity projects; and shall be responsible for the dissemination of information to said members, including meeting notifications and the publication of all votes taken by the membership at the meetings of the members and Board of Directors.
- 3.7 The Vice PresidentMembership shall preside in the absence of both the President and Vice PresidentCommunications at meetings of the members; shall assist the President in the execution of business; shall oversee the recruitment and introduction of new members; shall collect and record payment of membership dues; and shall keep a register of all members supplied by the Treasurer.
- 3.8 The Vice PresidentEvents shall coordinate and oversee all events of the Guild.
- 3.9 The Recording Secretary shall record the minutes of meetings of members and the Board of Directors; shall call the roll when required; and shall be responsible for maintaining the permanent files of the Guild.

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- 3.10 The Treasurer shall have charge of all accounts of the Guild (including a checking account); shall sign the checks; and shall pay all bills. The Treasurer shall keep a register of all members of the Guild and shall provide an up to date roster of the members to the Recording Secretary each month. The Treasurer shall publish a complete roster of all members of the Guild by October of each year, which shall be distributed to each member of the Guild. All members of the Guild who have paid their dues by September 15 shall be included in that year's Guild roster.
- 3.11 The Parliamentarian shall advise the President or presiding officer of correct procedures and shall oversee the drafting and changing of bylaws.

## **Article IV Board of Directors**

- 4.1 The Board of Directors shall consist of the officers of the Guild.
- 4.2 The Board of Directors shall have the power to conduct the business and manage the affairs of the Guild on behalf of the membership between meetings thereof.
- 4.3 Meetings of the Board of Directors may be called by the Chairman or the President or by any other two directors upon notice of at least 24 hours to all of the directors stating the time, place and purpose (if there shall be a special purpose) of such meeting.
- 4.4 A quorum of the Board of Directors shall consist of five directors.
- 4.5 The first Chairman will be designated "Founder" following her original two year term.
- 4.6 The Board of Directors may, by majority vote, fill any vacancy in the offices of the Guild.

## **Article V Standing Committees**

- 5.1 The standing committees of the Guild may include, but not be limited to: social, event arrangements, fundraising, service, promotion and history. Ad hoc committees may be formed as needed by a majority vote of the Board of Directors.
- 5.2 The Board of Directors shall appoint the chairs of all standing committees, and any members of the

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Guild may serve on any committee. Each committee chair shall report the activities of her committee to a member of the Board of Directors designated by the Board.

## **Article VI Resignation or Removal from Office**

- 6.1 Any officer or committee chair may resign by written notice delivered to the President, or in the case of resignation of the President, delivery to the Chairman. The failure of an officer to attend three consecutive Board meetings or absence from four Board Meetings in a twelve month period without an excuse acceptable to the majority of the Board of Directors shall be considered a tender of her resignation effective at the last such meeting.
- 6.2 Removal of any officer or committee chair because of action in violation of these bylaws, dereliction of duty, incompetence, misconduct in office, or misappropriation of funds must be initiated by a written petition, stating the reason for requesting removal, signed by at least twenty (20) members of the Guild. The petition must be presented by the petitioner in person to a Board member at least three (3) days prior to a Board meeting. The Board shall provide the candidate for removal with a copy of the petition prior to the meeting at which the removal is discussed. The President, or the Chairman if the President is the one whose removal is sought, shall appoint a committee, with the consent of the Board of Directors, to investigate the allegations. Should two-thirds (2/3) of the Board deem it necessary, the person whose removal is sought shall be temporarily relieved of duties pending a final decision. Not later than fifteen (15) days after the initiation of removal, the committee shall report its findings to the Board. If a majority of the Board members present decide the allegations are groundless and without merit, the investigation shall end and the person shall be reinstated. If a majority of the Board members present decide that the allegations are not groundless and not without merit, the removal is sought; otherwise, the removal request shall be discussed at the next meeting of the members. At the meeting of the members, a vote to remove by secret ballot by two-thirds (2/3) of those present

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shall be required to remove the person from office. In the event that the presiding officer is either a petitioner or the candidate for removal, a majority of the members at the meeting of the members shall elect a temporary presiding officer to serve until the petition for removal is acted upon. All action required to be taken by the Board of Directors shall be by the Board as it was composed at the time the removal request was initially begun.

- 6.3 If any officer or committee chair resigns by written notice delivered to the President or in the case of resignation of the President, delivery to the Chairman, or is otherwise unable to serve a full term in office, a successor shall be nominated by the President and approved by the Board to serve the remainder of the term, except in the case of the President, in which case a special election by the members shall be held within thirty (30) days of the vacancy.

## **Article VII The Nominating Committee**

The nominating committee, consisting of five (5) members, shall be elected by the Board of Directors before the annual meeting of the members in any year in which an election of officers shall occur. This committee shall elect its own chair. The President may not serve on this committee. It shall be the function of this committee to prepare a slate of nominees for the election of officers. No person may serve on the nominating committee more than twice in succession.

## **Article VIII Standing Authority**

The rules contained in Robert's Rules of Order, Revised, shall govern the conduct of all meetings of the Guild except where such rules conflict with the Article of Incorporation or Bylaws of the Guild, or the laws of the State of Texas, which shall control in all cases.

## **Article IX Amendments**

Amendments to these bylaws may be made by the vote of twothirds (2/3) of those members of the Guild in attendance at any meeting at which a quorum is present; provided that notice of the proposed amendment shall have been included in the notice for the meeting.

**Amended: October 23, 2001**