



**TEXAS SOCIETY COLONIAL DAMES XVII CENTURY  
PROPOSED BYLAWS UPDATES  
DECEMBER 8, 2025**

The Bylaws Committee recommends the following updates to be considered for a vote by the delegates to the 88<sup>th</sup> Texas State Conference, February 26 – 28, 2026

**Committee Members:** Chris Womack, Chair; Ann Weil, State Organizing Secretary; Belinda Brouette, State Historian; Cheryl Giordano, State Parliamentarian; Charlie Mullenweg, State President (ex-officio)

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**ARTICLE V - Officers**

1. **Amend Article V (Officers) Section 1 (Elected)** by replacing the word “*officers*” with the word “*offices*” so the bylaw would read as follows:

**Section 1. Elected.** The elected **offices** of the Texas Society shall be the president, first vice president, second vice president, chaplain, recording secretary, corresponding secretary, organizing secretary, treasurer, registrar, historian, librarian, and financial examiner.

**RATIONALE:** The amendment to Section 1 clarifies the executive board positions that are considered elected offices, whether the office holder is elected to the position or appointed to fill a vacant position.

2. **Amend Article V (Officers) Section 3 (Term of Office)** by inserting the phrase “*provided the officer remains a member in good standing and complies with the duties of her office*” at the end of the first sentence so the bylaw would read as follows:

**Section 3. Term of Office.** The term of office shall be two years or until their successors are elected, **provided the officer remains a member in good standing and complies with the duties of her office**. No officer shall be eligible to succeed herself unless she has served less than one-half term in office, except the registrar and/or treasurer.

**RATIONALE:** The amendment to Section 3 clarifies that a term of office is dependent on remaining a member in good standing and continuing to fulfill the duties of the office.

3. **Amend Article V (Officers) Section 4 (Eligibility) Subsection A** by striking the phrase “*or first vice president*” so the bylaw would read as follows:

- a. To be eligible for the office of state president, a candidate shall have been a member of the Texas Society for at least five (5) years, have served a full term as president of a Texas chapter, and have held at least two (2) elected state offices.

**RATIONALE:** The first vice president has been removed from subsection a, so that the first vice president is not required to have the same qualifications as the state president, and that the state president is not required to have served a term as state first vice president.

4. **Amend Article V (Officers) Section 4 (Eligibility) Subsection B** by inserting the words “*first or*” before “*second vice president*” and replacing the phrase “*an elected officer*” with the word “*president*” so the bylaw would read as follows:

- b. To be eligible for the office of state **first or** second vice president, a candidate shall have been a member of the Texas Society for at least four (4) years, have served a full term as **president** of a Texas chapter, and have held at least one (1) elected state offices.

**RATIONALE:** This amendment makes the eligibility of first and second vice president the same. Because the first vice president is the emergency successor to the state president, and the second vice president is the emergency successor of the first vice president, it is important for these two officers to have gained leadership skills by holding the office of chapter president.

5. **Add a new subsection D to Article V (Officers) Section 4 (Eligibility)** so the bylaw would read as follows:

- d. **The state president is not eligible to be elected to any office for one administration after leaving office.**

**RATIONALE:** The National Bylaws prohibits a state president from succeeding herself in office. Only the Treasurer and Registrar may serve two successive terms in office. Once the state president has been out of office for one term, she is eligible to run for any office on the executive board.

## **ARTICLE VI – Duties of Officers**

6. **Amend Article VI (Nominations and Elections), Section 3 (Duties of Nominating Committee)** by replacing the third and fourth sentences with the following three sentences:

*“The nominating committee shall meet and consider all applicants for office with the goal of selecting at least one candidate for each office on the slate. The chair shall provide the proposed slate to the state president and the nominated state president at least thirty (30) days prior to the start of the Fall Board of Management Meeting. The proposed slate of officers shall be announced at the Fall Board of Management Meeting.”*

The bylaw would read as follows:

**Section 3. Duties of Nominating Committee.** Within 30 days of election, the chair shall provide a copy of the officer application form to the chapter presidents for distribution to their members, either by electronic or paper form. Applicants should complete the form and forward it to all members of the committee by the specified deadline. **The nominating committee shall meet and consider all applicants for office with the goal of selecting at least one candidate for each office on the slate. The chair shall provide the proposed slate to the state president and the nominated state president at least thirty (30) days prior to the start of the Fall Board of Management meeting. The proposed slate of officers shall be announced at the Fall Board of Management meeting.** The report of the nominating committee shall be included in the next issue of the state newsletter.

**RATIONALE:** This amendment clarifies the duties of the nominating committee.

## ARTICLE VI – Nominations and Elections

7. **Amend Article VI (Nominations and Elections), Section 4 (Election of Officers)** by adding the phrase “*and the nominee has been properly vetted by the nominating committee*” to the end of the first sentence, and by replacing “*three (3) days*” with “*thirty (30) days*” in the last sentence so the bylaw would read as follows:

**Section 4. Nominations from the Floor.** After the report of the nominating committee, nominations may be made from the floor, provided the consent of the nominee has been secured **and the nominee has been properly vetted by the nominating committee**. The nominator may only note the nominee’s name, chapter, and desired position. There is no limit to how many people may be nominated from the floor for an office. A nominee running from the floor shall provide a completed officer application to the nominating committee chair at least **thirty (30)** days prior to the State Conference which the nominating committee chair shall hold in strict confidence.

**RATIONALE:** This amendment changes the deadline for submitting an application to run from the floor. The nominating committee needs time to verify that the candidate running from the floor is qualified to hold the office. Once that verification occurs, the state president needs time to modify the meeting script so that the election runs smoothly. The Teller Committee needs time to prepare the ballot with the name of the candidate running from the floor.

## ARTICLE VII – Duties of Officers

8. **Amend Article VII (Duties of Officers ) Section 9 (Duties of the Treasurer) subsection K** by striking the second sentence “*In an election year, a supplemental report covering dates between the Annual Conference and the seating of officers shall be made to the state president and the financial examiner*” so the bylaw would read as follows:

k. ensure the treasurer’s records are reviewed in time for a report to be given by the financial examiner at the Fall Board of Management and the Annual Conference.

**RATIONALE:** The last sentence of this amendment is no longer necessary because of the change to the Texas Society fiscal year. Budgets, financial reports, and terms of office are now on the same schedule. Officers are officially seated following the close of the national conference, but the National Society transitions to the new slate of officer on April 1 of odd numbered years.

9. **Rescind Article VII (Duties of Officers ) Section 9 (Duties of the Treasurer) subsection M** “*arrange for an annual professional audit of the financial records of the Society*” by striking the subsection in its entirety

**RATIONALE:** This subsection is no longer necessary. The State Society has not paid for a professional audit of our books in more than a decade. The executive board is bonded, and a review is conducted monthly by the Finance Committee, which includes the State Treasurer and State Financial Examiner.

10. **Amend Article VII (Duties of Officers ) Section 9 (Duties of the Treasurer) subsection N** by striking the last sentence “*All records shall be brought current up to the date of the National*

*Conference and include the financial review report covering that period” so the bylaw would read as follows:*

- a. in an election year, arrange a time and place with the newly elected treasurer to present her with the originals of all financial records, statements of all funds of the Society, all disbursements, all paid bills, reports and all other properties of the Texas Society in her possession. This transfer should be made as soon as possible following the National Conference in which the new treasurer takes office

**RATIONALE:** The last sentence of this amendment is no longer necessary because of the change to the Texas Society fiscal year. Budgets, financial reports, and terms of office are now on the same schedule. Officers are officially seated following the close of the national conference, but the National Society transitions to the new slate of officer on April 1 of odd numbered years.

**11. Amend Article VII (Duties of Officers) Section 13 (Duties of the Financial Examiner) subsection B** by striking the subsection and replacing it with the following reworded subsection:

- b. Perform a financial review and report the results of her financial review at each state meeting

**RATIONALE:** It is no longer necessary to state the time periods for the financial review. Budgets are approved at the Spring Board of Management Meeting and amended at the Fall Board of Management meeting. The new language simplifies the requirement to present a report at each state meeting.

**12. Add a new Section 16 to Article VII (Duties of Officers) Section 16 to read as follows:**

**Section 16. Removal of an Officer.** The executive board may remove an elected or appointed officer from her position upon confirmation that the officer has failed to fulfill the duties of her office, is deemed physically or mentally incapable of serving, or is convicted of a criminal offense while in office.

The State President shall call an executive board meeting, bring a motion for removal, and present evidence for consideration and discussion. No later than 30 days before the scheduled start of the meeting, the officer in question shall receive notice of the evidence to be considered and shall be invited to attend, present explanations of the evidence, and participate in discussion of the motion.

Upon majority vote of the executive board, the position shall be declared vacant. The State President, with approval of the executive board, shall fill the vacancy by appointment.

**RATIONALE:** The current bylaws do not contain a provision for removing an officer for cause. This amendment specifies what actions rise to the level of non-performance and provides the process for considering removal from office. The officer in question is provided an opportunity to explain the evidence to be considered and to participate in the board meeting at which the removal is to be considered. This amendment allows the Texas Society Executive Board to ensure that all officers are performing the duties of their office to the best of their ability.

## ARTICLE IX – State Society

13. **Amend Article IX (State Society) Section 2 (Fall Board of Management/Workshop Registration)** by replacing the last two sentences with two sentences “*The Fall Board of Management registration fee shall be set at the Board of Management meeting held during the Annual Conference. Registration Fees are non-refundable.*” The bylaw would read as follows:

**Section 2. Fall Board of Management/Workshop Registration.** All members of the Board of Management, members and guests attending this meeting shall register. Only Texas Society members shall pay registration fees. **The Fall Board of Management registration fee shall be set at the Board of Management meeting held during the Annual Conference. Registration fees are non-refundable.**

**RATIONALE:** This amendment clarifies that the registration fees for the Fall BOM must be approved at the BOM meeting during the Annual Conference. The last sentence has been moved to the Texas Procedure Manual as it is the description of the process for handling meal refunds.

14. **Amend Article IX (State Society) Section 3 (State Conference)** by striking the phrase “*by January 1<sup>st</sup>, preferably in the winter newsletter*” with the phrase “*no earlier than sixty (60) days prior to the start of the Annual Conference*” so the bylaw would read as follows:

**Section 3. State Conference.** The Texas Society shall hold an annual State Conference prior to March 15th. Chapters in the state shall be assigned to geographical Areas which can be determined by a committee appointed by the state president if she deems there is a need to reorganize them. Hostesses for State Conferences shall rotate among these Areas in proper sequence as set up by this appointed committee. The Annual Conference shall be held at the time and place specified by the state president. The state president shall issue the Conference Call **no earlier than 60 days prior to the start of the Annual Conference.**

**RATIONALE:** The Call to Conference needs to be set earlier than January 1<sup>st</sup> in order to give the members greater advanced notice of the meeting. As a non-profit corporation, the Texas Society is governed by Texas Business Code 22.156, Notice of Meeting. This code requires written notice of annual meetings of a corporation other than a church shall be issued no later than 60 days and no later than 10 days prior to the start of the annual meeting. The amended bylaw is being amended to specify the longest period of time legal allowed for meeting notice to be issued.

15. **Amend Article IX (State Society) Section 6 (Chapter Representation)** by adding the phrase “*In addition to delegates by virtue of office*” at the beginning of the first sentence, and by adding the phrase “*state or national*” before the word “*dues*” in the last sentence, so the bylaw would read as follows:

**Section 6. Chapter Representation.** **In addition to delegates by virtue of office,** each chapter shall have further representation as follows: one voting delegate for each seven members and fraction of three or more elected by the chapter at a regular meeting. A member who is in arrears for **state or national** dues shall not be counted in determining representation at the Conference or allowed to serve as a delegate or alternate.

**RATIONALE:** The amendment clarifies that chapter’s representation at State Conference includes both the delegates by virtue of office who are members of the chapter **plus** representation based on

the number of members in the chapter. The amendment further clarifies that the total membership count shall not include any members who have not paid their state and/or their national dues at the time credentials are submitted to the Credentials Chair.

- 16. Amend Article IX (State Society) Section 7 (Voters)** by adding the phrase “*upon confirmation by the State Credentials Chair*” to the end of the first sentence so the bylaw would read as follows:

**Section 7. Voters.** Only delegates by virtue of office and elected delegates registered at the Conference shall be entitled to vote **upon confirmation by the State Credentials Chair**. If a chapter president is absent, the elected alternate delegate from the same chapter shall be entitled to vote. No member shall be entitled to more than one vote regardless of any voting privileges she may have as a National, state or chapter officer or chair.

**RATIONALE:** This amendment clarifies that eligibility to vote is confirmed by the State Credentials Chair, whether the member is an elected delegate or an alternate elected to replace an absent elected delegate.

- 17. Amend Article IX (State Society) Section 10 (Installation) subsection C** by striking the subsection and replacing it with the following reworded subsection:

- c. **The outgoing state president shall ensure that the National website is updated with the names of newly elected state officers and chapter officers no later than March 31 in odd numbered years.**

**RATIONALE:** The National Society has changed the for updating elected officers has changed so that all officers must be entered in the national database by March 31 annually. Outgoing state and chapter officers shall lose access to the officer section of the National website on April 1.

- 18. Amend Article IX (State Society) Section 11 (Directory) by striking the section and replacing it with a reworded section to read as follows:**

**Section 11. Directory.** **A Directory shall be published by the Texas Society in the summer of odd-numbered years. The price shall be set by the state first vice president.**

**RATIONALE:** The last sentence of this bylaw should be removed because the National Society relies solely on the national member database for member contact information

## **ARTICLE XI – Board of Management**

- 19. Amend Article XI (Board of Management) Section 2 (Duties)** by striking the section and replacing it with a reworded section to read as follows:

**Section 2. Duties.** The Board of Management shall

- (a) adopt an annual operating budget for the general fund and for the state meetings fund
- (b) approve new or amended Standing Rules of the Texas Society
- (c) set the annual conference registration fee at the Fall meeting
- (d) submit recommendations, policies, or plans for future projects to the State Conference for approval

- (e) consider any other matters affecting the welfare of the Texas Society
- (f) allow any member to attend a Texas Society Board of Management meeting without voice or vote;

**RATIONALE:** This amendment clarifies that the duties of the Board of Management.

## **ARTICLE XII - Chapters**

- 20. Amend Article XII (Chapters) Section 8 (Election of Chapter Officers) Subsection B** by striking the subsection and replacing it with a reworded subsection to read as follows:

### **Section 8. Election of Chapter Officers**

- b. The outgoing chapter president shall ensure that the National website is updated with the names of newly elected chapter officers no later than March 31 in odd numbered years.

**RATIONALE:** The National Society has changed the for updating elected officers has changed so that all officers must be entered in the national database by March 31 annually. Outgoing state and chapter officers shall lose access to the officer section of the National website on April 1.

## **ARTICLE XV - Amendments**

- 21. Add a new Section 2 to Article XV (Amendments) to read as follows:**

**Section 2.** Texas Society Standing Rules may be adopted by a majority vote of members present at any regular meeting of the Board of Management. Texas Society Standing Rules may be amended or rescinded at any regular meeting of the Board of Management with a two-thirds vote of members present or a majority vote of members present with 30 days' written notice.

A Standing Rule may not conflict with Texas Society Bylaws. The adopted, amended, or rescinded standing rules become effective at the close of the meeting at which they were approved.

**RATIONALE:** The current Section 2 will be renumbered to Section 3. This bylaw clarifies that adopting, amending, or rescinding standing rules is the responsibility of the Board of Management. A standing rule is administrative in nature and may not be passed if it conflicts with Texas Society's Bylaws. This rule provides flexibility needed for the Board of Management to meet its obligations in a timely manner and to ensure that it is acting in the best interest of the Texas Society.