

Bylaws
or the
Texas Council of Child Welfare Boards

ARTICLE I
Name

This organization shall be known as the Texas Council of Child Welfare Boards (*TCCWB or Texas Council*), a Texas non-profit corporation.

ARTICLE II
Purpose & Fiscal Year

* Section 1. This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. The charitable and educational purposes shall be directed to the abused and neglected children of the State of Texas and to the general public for the prevention of the abuse and neglect of children.

Section 2. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 [or corresponding provision of any future United States Internal Revenue Law] or (b) by an association whose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 [or corresponding provision of any future United States Internal Revenue Law].

Section 3. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 [or corresponding provision of any future tax code] or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the County Court of Travis County, Texas, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 4. The fiscal year of the Texas Council shall begin on September 1 and end on August 31 of each calendar year, as established with the U. S. Internal Revenue Service.

ARTICLE III
Membership

Section 1. Any member or ex-officio member may be appointed by the Regional Council to serve on the TCCWB. An Alternate may be appointed to serve in the absence of their designated representative. Such an alternative will assume the duties and privileges of their designated representative.

Section 2. In areas of the state with inactive or nonexistent regional councils, the CPS chief administrative officer over the region may assume or appoint people from a Texas County Welfare Board member within such region. These representatives shall have the duties and privileges of a regularly designated regional representative and may hold office until or when such Regional Council is formed or reinstated.

Section 3. Regional Representation shall be in the best interest of the individual region. The number of authorized regional representatives from each Region shall be as set out below:

Region I	2
Region 2	2
Region 3	3
Region 4	2
Region 5	2
Region 6	3
Region 7	3
Region 8	3
Region 9	2
Region 10	2
Region 11	2

Total 26 Voting Members

Section 4. Any TCCWB member may be removed for just cause, as determined by the Texas Council or Executive Committee and approved by a two-thirds (66%) vote of the TCCWB members present at a regular Texas Council meeting. Absence from two consecutive regular TCCWB meetings without prior notice to the Secretary and/or the Executive Director and without attendance by that member's alternate shall be cause for review by the Executive Committee.

Section 5. As vacancies occur, each Regional Council shall designate a successor representative, as appropriate, to fill any unexpired term. The TCCWB Secretary shall notify the respective Regional Council contacts regarding the status of their delegates.

Section 6. A person having just completed a term in office as President may remain for one (1) year as a voting Honorary Member of the TCCWB unless such person is one of the designated Regional Council representatives.

Section 7. There may be up to four (4) former TCCWB members appointed (but no more than one per region) to a one-year term to coincide with TCCWB's fiscal year as voting (members-at-large) who shall be entitled to voice and vote on all matters brought before that committee. *Members-at-large may serve as chairpersons on a committee or the Executive Committee and shall be entitled to voice and vote on all matters brought before that committee.* Members-at-large shall be appointed by the Executive Committee prior to the first regular meeting of the fiscal year. One member-at-large position shall be filled by the immediate Past President unless declined under Section 6 above.

ARTICLE IV

Officers, Committees, and Liaisons

Section 1. The Executive Officers of the TCCWB shall be a President, a Vice-President, a Secretary, a Treasurer, and a Parliamentarian.

Section 2. Executive Officers enumerated in this article shall be elected by majority vote of a quorum of TCCWB members to serve for a two (2) year term. Terms of office shall commence immediately following the meeting where elected. They shall continue with all privileges of office until their successor has been elected and qualified or until removed by the action of the Texas Council.

Officers may succeed for one additional term without the rules being suspended. Any candidate for President must have served on the TCCWB for at least one (1) year before nomination for office.

Section 3. The Standing Committees of the TCCWB shall be the following: Advocacy Committee, Awards Committee, Education Committee, Resource Development Committee, and Fostering Brighter Futures Committee.

Section 4. President. The President shall appoint the Chairs of each Standing Committee to serve a term concurrent with the President.

Section 5. As deemed necessary or advisable, the TCCWB liaisons to other organizations shall be appointed by the President to serve a term concurrent with the President, with ratification by the Texas Council.

Section 6. Officers enumerated in this article shall perform the duties prescribed in these Bylaws by parliamentary authority and as supplemented from time to time by action of the Texas Council or its Operations Manual.

ARTICLE V

Duties of Officers and the Executive Committee

Section 1. The President shall be the chief executive officer of the Texas Council, shall preside at all meetings; shall take the initiative in presenting for consideration by the TCCWB such policies, actions, and procedures as deemed necessary; shall appoint all committee chairpersons; shall appoint *ad hoc* committees as needed; shall appoint a Nominating Committee as defined in Article VII, Section 2; shall be an ex-officio member of all committees (except the Nominating Committee); and shall perform such other duties applicable to the office as prescribed from time to time by the Texas Council.

Section 2. The Vice-President shall assist the President, perform other duties as delegated by the President, and perform other duties as of such office by the President, and who shall perform all duties of such office. The Vice-President shall also perform other duties as prescribed from time to time occasionally by the Texas Council.

Section 3. The Secretary shall keep all minutes of the meetings of the Texas Council and the Executive Committee as a permanent corporate record; shall see that all notices are duly given under these bylaws or as required by law; shall be the official custodian of corporate records and the seal of the corporation; shall maintain an accurate membership roster containing the names, addresses, telephone numbers, and other pertinent contact information (including information regarding leadership of the Regional Councils) for all members and officers of TCCWB; shall exhibit to any person authorized by law to inspect them, at all reasonable times, the membership roster, the minutes, and the other non-financial records of the TCCWB; and shall perform other duties as designated by the President or as prescribed from time to time by the Texas Council.

Section 4. The Treasurer shall be the chief custodian of all TCCWB funds; shall maintain a record accurately reflecting the financial status of TCCWB; shall disburse approved funds by check to be signed by two or more officers or by an officer and the Executive Director (except those funds which must be transferred electronically, that may be delivered upon the authority of the Treasurer alone); shall annually prepare a proposed budget projecting all sources of income and allowable expense to be adopted by the Texas Council and to be used by the Treasurer and Executive Director as a framework of approved spending; shall exhibit to any person authorized by law to inspect them, at all reasonable times, the financial records of the TCCWB; shall be a custodian of all Operations Manuals; and shall perform such other duties as prescribed from time to time by the Texas Council.

Section 5. The Parliamentarian shall determine whether the quorum and voting requirements of any legal or parliamentary authority are met at any given time during a meeting; shall serve the TCCWB as the arbiter of correct parliamentary procedure; and shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Texas Council.

Section 6. Executive Committee: The officers enumerated in this article plus the immediate Past President, (as Honorary Member) and up to two (2) members-at-large appointed by the Executive Officers, and the Chairpersons of the Standing Committees shall constitute the Executive Committee of the TCCWB and shall, in the event of necessity or emergency, act for the Texas Council between meetings.

Section 7. Vacancies: In the event of a vacancy in the office of an Executive Officer, said vacancy may be filled by the majority vote of the Executive Committee, subject to ratification by the majority of a quorum of TCCWB members present at the next regular Texas Council meeting.

ARTICLE VI

Voting

Section 1. Any designated representative (or alternate) must be present personally, by audio & video connection, or by fully audible telephonic communication device to vote.

Section 2. Each designated representative (or alternate) shall have one (1) vote on each issue before the Texas Council.

Section 3. If a voting member must leave a meeting before adjournment, such representative shall report to the Parliamentarian before leaving and explain if the voting position is being vacated or if an alternate from that Regional Council will be voting in their place. If other votes are taken after a member leaves the meeting without being replaced, the Parliamentarian shall announce the change in the number of voting delegates present.

ARTICLE VII

Meetings, Quorums, and Reimbursement

Section 1. There shall be a minimum of three (3) regular meetings of the general membership of the Texas Council each fiscal year *{or as funding permits}*, and such special TCCWB meetings as determined by the President or Executive Committee upon timely notification to the general membership. The Committee is expected to work between meetings and may be called to order at the request of the Chair; however, reimbursement of committee meeting expenses may only be approved with prior approval of the Treasurer or the Executive Committee. The election of officers shall be held at the final regular Texas Council meeting of every other fiscal year.

Section 2. A Nominating Committee, consisting of five (5) members of the TCCWB [at least three (3) of whom shall not be officers] shall be appointed by the President at the first regular meeting in the calendar year in which officer elections need to be held. The Nominating Committee shall submit a slate of one candidate for each Executive Office at the meeting to elect officers for the election of officers. Nominations shall also be entertained from the floor.

Section 3. At least one (1) voting representative from a minimum of six (6) Regional Councils shall constitute a quorum of the TCCWB. A quorum of the Executive Committee shall be either all TCCWB Executive Officers or a majority of its membership. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the TCCWB in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rule or order the Texas Council may adopt.

Section 4. Agenda items must be submitted to the President, the Secretary, and/or the Executive Director at least fourteen (14) days prior to any general membership meeting. Additional agenda items may be added to any meeting with common consent.

Section 5. County and regional child welfare board members and the general public may attend TCCWB meetings. Still, only those persons attending meetings as voting representatives or members-at-large who comply with the Expense Reimbursement Guidelines set out in the TCCWB Operations Manual are entitled to reimbursement for expenses by the Texas Council.

Section 6. If funds are available, a summer planning meeting may be held. New Executive Committee members shall attend this meeting, which the outgoing Executive Committee members may also participate in.

ARTICLE VIII ***Standing Committee Responsibilities***

Section 1. The Advocacy Committee shall identify and recommend actions or forbearances that can improve the child welfare system, including legislative initiatives for support by the Councils and their grassroots networks. The Advocacy Committee shall assist the Texas Council in educating regional and local boards on effective interactions with local, state, and national officials. The Advocacy Committee shall be responsible for the production of a newsletter, produced at least semi-annually, to be distributed throughout the TCCWB network via the TCCWB website and as otherwise appropriate.

Section 2. The Awards Committee shall recommend ways and means (historically an annual TCCWB awards program that may be replicated regionally) to publicize the contributions of those working to improve the lives of Texas children. Eligible TCCWB award nominees shall be presented to them, and the TCCWB Executive Committee shall select and present all award winners. Categories previously recognized include outstanding county child welfare board and/or Regional Council volunteers, CPS staff, foster parents, foster children, legislators, and/or businesses that have championed CPS issues. The Awards Committee may collaborate with other organizations to most effectively publicize and honor these champions and to raise awareness of TCCWB issues. In addition, the Committee may seek funding for its awards through county and regional direct solicitations as well as exempt and non-exempt sales.

Section 3. The Education Committee shall act as the trainer for the TCCWB, keeping all regional and county child welfare boards informed on ways to educate their communities about child abuse and neglect, including ways and means toward its prevention and identifying resources to mitigate its effects. The Education Committee shall be responsible for producing and updating a TCCWB Training Manual and a TCCWB Operations Manual, each of which must be ratified by a vote of at least two-thirds (66%) of the entire Executive Committee.

Section 4. The Resource Development Committee shall continually identify potential donors and seek funding or in-kind assistance for use in TCCWB programs. In particular, the Committee is currently charged with developing the TCCWB website and its sections as a valuable informational tool and resource for regional and local child welfare boards and anyone interested in locating information regarding or supporting TCCWB issues.

Section 5. Fostering Brighter Futures Committee (FBF) Promotes a website that advances the cause of foster families and the foster care system. FBF utilizes volunteers to share positive stories and statistics about children in foster care and to promote and improve the image of the foster care system in Texas

ARTICLE IX

Amendments

Section 1. Any representative may submit proposed amendments to these bylaws at any regular meeting of the Texas Council.

Section 2. The Executive Committee shall have the option of submitting amendments to the bylaws for a vote either at a regular meeting of the membership or by a binding referendum to the general membership under the procedures provided herein.

Section 3. These bylaws may be amended by a vote of two-thirds (66%) of the members present at any regular meeting, provided notice of such proposed amendment shall have been given at the preceding regular meeting of the TCCWB or such proposed amendment was mailed or forwarded electronically, via email or text, personally or any other means reasonably acceptable to provide notice, to the general membership; and, if mailed, postmarked at least (10) days before the next regular meeting of the Texas Council.

ARTICLE X

Executive Director

Section 1. If funds are available, the TCCWB may employ or contract with an Executive Director to assist with Texas Council operations. The Executive Director shall be the principal contact of the Texas Council and report directly to the President and members of the Executive Committee. The Executive Director may not comment on cases TDFPS investigates, and no specific information regarding current and/or past investigations will be released.

Section 2. The Executive Director shall be present at all regular meetings, special meetings, Executive Committee meetings, (unless incapacitated or family emergency), and any other meetings called by the President.

Section 3. The Executive Director shall be responsible for all day-to-day operations of the Texas Council and shall communicate regularly with the Executive Committee on current operations and other matters as requested by the Texas Council.

Section 4. The Executive Director shall perform the duties of the office as identified in the job description and approved by the Texas Council. The responsibilities are subject to amendment by the Executive Committee at any time.

Section 5. Executive Director Performance Review: The President shall appoint an annual Review Committee to evaluate Executive Director job standards and compliance with those standards consistent with the Operations Manual.

The existing bylaws adopted the preceding bylaws by two-thirds (2/3) vote at a duly convened regular meeting of the Texas Council of Child Welfare Boards in Austin, Texas, on September 23, 2015, revised and amended this day February 24, 2025, to witness which we, the undersigned certify below.

Diane Anderson Glover Date 2/24/2025

Diane Glover, President TCCWB

ATTEST:



Date 2/24/25

Jennifer Kremer-Oliva, Secretary TCCWB