

Amended and Restated Bylaws
Dallas-Fort Worth Chapter
CISV USA
Last amended October 2023

Article I: Name and Affiliations

The name of this organization shall be the Dallas -Fort Worth Chapter, CISV USA (hereinafter referred to as “DFW Chapter”.) DFW Chapter is part of the CISV USA, Inc. This affiliation is associated with CISV International Ltd. It is a non-profit organization.

Article II: Purpose

The purpose of this organization shall be to promote the principles and programs of the International and National bodies of CISV, particularly within the DFW metro area and other parts of Texas, and such other areas may be determined from time to time by the Board of Directors.

Article III: Membership

Membership in DFW Chapter shall be open to all persons subscribing to the purpose of the organization. Other requirements for membership, such as payment of dues, may be set by the members or, between the meetings of the members, by the Board of Directors.

*Disclaimer if members/applicants do not comply with the mission and principles of CISV, the applicants of the organization can be refused without justifying such refusal.

Article IV. Officers, Duties and Elections

A. Officers of the Executive Board of CISV DFW

Officers shall be a President or Co-Presidents, President-Elect (if position not filled, Past President), Secretary, Treasurer, Risk Manager(s) and Local Junior Representative (President of the Junior Branch of DFW Chapter).

B. Duties

The President or Co-Presidents shall preside at all meetings of the members, the Board of Directors and the Executive Committee, be an ex officio member of all committees, and appoint all members of all committees and the Chairs of each committee (see CISV DFW Job Descriptions for committee positions). The President or Co-Presidents may also serve as the Chapter Representative to CISV USA, or the President or Co-Presidents may appoint a Chapter Representative to serve as the Chapter’s liaison to CISV USA.

The President-Elect shall preside at all meetings of the members in the absence of the President and shall undertake such other duties as are assigned by the President or Co Presidents.

The Secretary shall: 1) Keep minutes of meetings of the Board of Directors and the General Membership; 2) Receive reports from committees and maintain these as official records; 3) Be responsible for such correspondence as shall be delegated by the Board of Directors (including social media and Mailchimp).

The Treasurer shall: 1) Be responsible for collecting annual dues; 2) Give an itemized report at each Board Meeting of all monies received and disbursed; 3) Make disbursements as required; 4) File DFW Chapter's Annual Report to CISV USA, Inc. in the format required of all chapters; and shall undertake such other duties as are assigned by the President or Co Presidents.

Risk Manager - The chapter Risk Manager has a critical role and requires specialized training. (A Risk Manager may not have any other role). These are the duties of your chapter Risk Manager: 1) Reference National Job Description and U-14 publication from International for specific tasks. 2) Be up to date on National/International training for Risk Managers. 3) Respond to risk management situations that arise when hosting International, national or regional programming and during Chapter activities, or amongst Chapter members and volunteers;

C. Elections

Officers and members-at-large of the Board of Directors shall be elected annually by the members at the Annual Meeting, except for the Local Junior Representative/President of the Junior Branch ("LJR"), who shall be elected by the members of the Junior Branch in such a manner as the members of the Junior Branch shall determine. Nominations to the Board of Directors, except for LJR, may be made by the Nominating Committee and shall require no second. Nominations, except for LJR, may also be made at the meeting by any member. Such nominations shall require a second. The person receiving a majority of the votes cast shall be declared elected. If more than two (2) persons are nominated for any office and no duly nominated person receives a majority of the votes cast, there shall immediately be a runoff election between the two (2) persons receiving the greatest number of votes. All officers, except for the LJR, shall serve for a term of two (2) years beginning September 1 or until a successor is elected. Vacancies in all offices and in the Board of Directors shall be filled by the Board of Directors. All other vacancies shall be filled by appointment of the President or Co-Presidents.

Article V. Governing Bodies

The governing body of DFW Chapter shall be the members. Between meetings of the

members, the governing body shall be the Board of Directors, which shall be fully authorized between meetings of the members to take any and all such actions as could be taken by the members at meetings thereof. There shall be an Executive Committee of the Board of Directors which shall be authorized to act for the Board of Directors between meetings thereof.

A. Board of Directors - The Board of Directors shall consist of the officers as set forth in Article IV. above, the immediate past president; and not fewer than three (3) members-at-large, elected by the general membership. Members-at-large may, but need not, be chairs of committees. If one person holds more than one such position, that person shall, nevertheless, have only one (1) vote on the Board of Directors.

B. Executive Committee - The Executive Committee shall consist of the officers as set forth in Article IV. above and the immediate past President.

Article VI. Meetings

A. There shall be at least one annual meeting of the members (the "Annual Meeting") each year. (CISV DFW prefers to hold a Fall and Spring General Meeting). The specific date, time, and place of the meeting shall be determined by the Board of Directors and notice thereof shall be given in the manner as determined by the Board of Directors not less than fourteen (14) days prior to the meeting. The Board of Directors may call such other meetings of the members as it deems appropriate.

B. Directors, Officers and Members may participate in any meeting by, or conduct any meeting through the use of, any means of communication by which all participants may hear each other during the meeting. A Director, Officer or Member participating in a meeting by this means is deemed to be present in person at the meeting.

C. Meetings of the Board of Directors shall be held upon the call of the President or Co Presidents or at the request of a majority of the Board of Directors. All meetings of the Board of Directors, except executive sessions, shall be open to any member.

D. Meetings of the Executive Committee shall be held upon the call of the President or Co-Presidents or at the request of a majority of the Executive Committee.

E. A Quorum for the Board of Directors to conduct business exists when at least five members of the Board of Directors, which must include two officers, are present. A majority of those present at a Board Meeting with a Quorum shall constitute sufficient votes for the transaction of business.

F. Any action of the Board of Directors may be taken by written action, signed or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the Board at which all directors are present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors.

Article VII. Dues

The Board of Directors shall authorize the collection of such dues as it may deem necessary. Dues are set by the Board of Directors and are paid annually. Members who have not paid their dues may not be allowed to take part in Chapter, National, or International programs.

Article VIII. Junior Branch

There shall be a Junior Branch of DFW Chapter which shall consist of all DFW Chapter members who have attained the age of ten (10) years and who do not exceed the age of twenty-five (25) years.

Article IX. Committees

There shall be a Nominating Committee consisting of the Immediate Past President, who shall be the Chair, and two other members. There shall be no other Standing Committees. The President or Co-Presidents shall appoint such committees, as the President or Co-Presidents deem necessary or appropriate from time to time.

Article X. Authority

- A. The organization recognizes the authority of the Code of Regulations of CISV USA, Inc. as set forth in the CISV USA Handbook of Procedures.
- B. The organization recognizes that its programs and policies should be consistent with those of the National and International Associations of CISV, which are non-profit organizations.

Article XI. Indemnification

CISV DFW Chapter shall indemnify to the maximum extent permitted by law, any person who is or was a director, officer, agent, member or volunteer for CISV DFW Chapter against any claim, liability, or expense arising against or incurred by such person made a party to a proceeding because such person is or was a director, officer,

agent, member or volunteer for CISV DFW Chapter. The DFW Chapter may, in its discretion, purchase and maintain insurance to meet its obligations.

Article XII. Amendments

Amendments to these Bylaws shall be made only at the Annual Meeting or at a special meeting of the members called by the Board of Directors for this specific purpose. Proposed amendments may be proposed by any member. Notice of such a proposed amendment shall be submitted to the general membership by mail or email at least fourteen (14) days prior to the Annual Meeting or the special meeting called for this purpose. A quorum of at least 15 members in attendance shall be required, with a two-thirds vote of members present required to pass the proposed amendment.

Article XIII: Parliamentary Authority

The rules contained in "Robert's Rules of Order Revised" shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

Article XIV: Dissolution

- A. In the event of the Dissolution of the Chapter, the assets of the Chapter will, after the payment of all debts and expenses be transferred to the National Organization of CISV USA. It is preferred that funds transferred to the National Organization of CISV USA, be placed in the Scholarship fund of the National Organization.
- B. In the event of the dissolution of CISV USA, Inc. the assets of the organization will, after payment of all debts and expenses, be transferred to another non-profit organization of similar nature, as determined by the Board of Directors.

Article XV: Date of the Bylaws

These Amended and Restated Dallas Fort Worth Chapter Bylaws shall become effective when approved by the Board of Directors and voted upon by the general membership at the 1996 Spring Membership Meeting.

Bylaws amended and approved at 1999 Spring Membership Meeting, June 6, 1999.
Bylaws amended and approved at 2001 Spring Membership Meeting, June 10, 2001.
Bylaws amended and approved at 2011 Spring Membership Meeting, May 22, 2011.
Draft Bylaws October 2023

