

PAN AMERICAN ROUND TABLES OF TEXAS

CONSTITUTION AND BYLAWS



Revised as approved by delegate vote at the  
54th Biennial Convention in Brownsville, Texas  
March 21, 2009



CONSTITUTION

ARTICLE I – Name

This organization shall be called the Pan American Round Tables of Texas.

ARTICLE II – Purposes

The purposes of this organization are exclusively charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III – Object

The object of this organization shall be:

- (1) to secure the unity of endeavor among the Pan American Round Tables throughout the state;
- (2) to provide mutual knowledge, understanding, and friendship among the women of the Americas and to foster all movements leading to a higher civilization, especially those affecting the women and children of the Western Hemisphere.

ARTICLE IV – Fiscal Policy

**Section 1.** No part of the net earnings of this organization shall inure to the benefit of any private individual, except the recipients of any scholarship funds of this organization, and no part of its activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this organization shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

**Section 2.** Upon the final dissolution or liquidation of this organization and after discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets of this organization shall be distributed to organizations exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code

of 1954 (or corresponding provision of any future Internal Revenue Law), or to any Federal, State, or Local Government for public purpose.

#### **ARTICLE V – Membership**

**Section 1.** The State organization of the Pan American Round Tables of Texas shall be comprised only of that Table operating according to the Framework Constitution and Bylaws of the Pan American Round Tables of Texas.

**Section 2.** This organization shall be non-political, non-commercial, non-sectarian, non-federated, and non-profit sharing.

**Section 3.** Any Table affiliating with any organization other than the Alliance of Pan American Round Tables forfeits its membership in the Pan American Round Tables of Texas.

**Section 4.** Any member Table which at the discretion of the Board of Directors no longer qualifies as a member of the Pan American Round Tables of Texas may be suspended or dropped on a vote of two-thirds (2/3) of the members of the said Board of Directors.

**Section 5.** The active membership of a Table shall not exceed one hundred and fifty (150) members.

#### **ARTICLE VI – Officers**

**Section 1.** The elected officers shall be State Director, First Associate Director, Second Associate Director, Third Associate Director, Fourth Associate Director, Recording Secretary, Treasurer, Historian, Parliamentarian, and Scholarship Chairman.

**Section 2.** In case of death, incapacity or resignation of the State Director, the Associate Directors in their respective order shall fill the unexpired term.

**Section 3.** Vacancies occurring in the Board of Directors before the next election, except that of State Director, shall be filled by appointment by the State Director.

**Section 4.** No officer shall serve two consecutive terms in the same office.

**Section 5.** The officers shall be elected by secret ballot biennially at the regular convention of the Pan American Round Tables of Texas. If there are no nominations from the floor, the secret ballot shall be dispensed with, and the Recording Secretary will cast a written ballot for the entire voting body, thus electing by acclamation. The newly elected officers shall assume their duties immediately following the convention.

**Section 6.** The Director shall select a Corresponding Secretary from a convenient location. The Corresponding Secretary shall serve as an Officer.

**Section 7.** The officers, the Chairmen of Standing Committees and the Immediate Past State Director shall comprise the Board of Directors.

#### **ARTICLE VII – Meetings**

**Section 1.** Conventions of the Pan American Round Tables of Texas shall be held biennially in the spring of odd years.

**Section 2.** The place shall be selected by the Convention Delegates with the Hostess Table designating the exact dates. Should the delegates fail to name the place, the Board of Directors shall do so.

**Section 3.** The Board of Directors shall meet annually and upon the call of the State Director.

#### **ARTICLE VIII – Delegates**

Each member Table is entitled to two official delegates and two alternates. Each Table is entitled to two votes at the biennial Convention. No proxies are allowed.

#### **ARTICLE IX – Amendments**

This Constitution and accompanying By-Laws may be amended at any regular Convention by a two-thirds (2/3) vote of the accredited Tables represented, provided copies of the proposed amendments have been sent to member Tables at least thirty (30) days in advance.

# **BYLAWS OF THE PAN AMERICAN ROUND TABLES OF TEXAS**

## **ARTICLE I – DUTIES OF OFFICERS**

**Section 1.** The State Director shall preside at all meetings and cosign checks issued by the State Treasurer and shall perform such other duties as pertain to the office. The State Director shall appoint the Chairmen of Archives, Electronic Communications, Long Range Planning, Publications, Resolutions, Advisory, and Grievance Resolutions Committees. She shall appoint two (2) members for each Standing Committee with the exception of the Executive, Nominating, Advisory and Grievance Resolution Committees. The State Director shall serve as the Chairman of the Board of Trustees of the Pan American Round Tables of Texas Florence Terry Griswold Scholarship and Endowment Funds. The State Director shall be the Chairman of the Executive Committee.

**Section 2-a.** The four Associate Directors shall constitute an Extension Committee with the First Associate Director as Chairman. The Table Directors in the respective areas will assist this committee.

**Section 2-b.** The Associate Directors shall be in charge of information and publicity in their respective areas. It shall also be the duty of the Associate Directors to visit all Tables in their respective areas at least once during their term of office. They shall promote friendship among the Tables of Texas and other Tables in the Western Hemisphere.

**Section 2-c.** The First Associate Director shall be a trustee of the Pan American Round Tables of Texas Florence Terry Griswold Scholarship and Endowment Funds.

**Section 3.** The Recording Secretary shall keep a correct roster of member Tables and shall record the minutes of all meetings and reports pertaining thereto. Within one month of the expiration of the term of office, the Recording Secretary must turn over to the elected successor complete records of the office and shall send copies of the minutes of the convention to all Officers of the State, Chairmen of Standing Committees, all member Tables and the Director of the Alliance.

**Section 4.** The Corresponding Secretary shall conduct and file the general correspondence of the State as assigned by the State Director. In cases of incapacity of the State Director, the Corresponding Secretary may also co-sign checks.

**Section 5.** The Treasurer shall receive all monies paid to the Pan American Round Tables of Texas such as state dues, contributions to the Pan American Round Tables of Texas Florence Terry Griswold Scholarship and Endowment Funds and fees for publications of the State. Such funds shall be disbursed upon the authority of the State Director. Checks issued by the Treasurer must be cosigned by the State Director or Corresponding Secretary. The Treasurer shall be bonded. The books and records of the Treasurer shall be audited by an Audit Committee appointed by the State Director one week prior to the date of convention. The Treasurer shall serve as Trustee and Treasurer for the Pan American Round Tables of Texas Florence Terry Griswold Scholarship and Endowment Funds. The Treasurer shall serve as chairman of the Finance Committee.

**Section 6.** The Historian shall keep a record of the activities of the Tables of the State. A record of these activities including publicity and yearbooks of the respective Tables shall be on display at the convention.

**Section 7.** The Parliamentarian shall see that the proceedings of all State Meetings shall be conducted according to the Constitution and Bylaws and Robert's Rules of Order, Revised Version. The Parliamentarian shall serve as Chairman of the Revisions Committee and shall furnish each Officer, the Chairmen of each Standing Committee and each Director of member Tables with a corrected copy of the Constitution and Bylaws of the State Organization. Any revision to the Constitution and Bylaws of any Texas Table shall be presented to the Texas Parliamentarian for affirmation. Then the Texas Parliamentarian shall submit the revisions to the Alliance Parliamentarian.

**Section 8.** The Scholarship Chairman shall contact all state-supported Texas universities and colleges for scholarship applicants. She shall send all received applications to her committee members and the Florence Terry Griswold Board of Trustees. She shall notify the scholarship recipients and the State Treasurer, who will make scholarship payments to the recipient's educational institution. The Scholarship Chairman shall acknowledge all donations to the State Scholarship Fund. She shall serve as the chairman of the State Scholarship Committee and as a member of both the Executive Committee and the Florence Terry Griswold Board of Trustees.

## **ARTICLE II – Application for Membership**

**Section 1.** A group of no fewer than twenty-two (22) prospective members, wishing to organize a Pan American Round Table, shall make application to the First Associate Director who in turn will refer the application to the Extension Committee of that area. This Committee shall report to the Board of Directors with recommendations. A two-thirds (2/3) majority vote of the Board shall be required for acceptance of a new Table.

**Section 2.** If accepted, the Extension Chairman of that area shall complete the organization of the Table according to the Framework Constitution and Bylaws of the Pan American Round Tables of Texas. Upon payment of state dues and a charter fee of five dollars (\$5.00), a certificate of membership will be issued to the new Table.

### **ARTICLE III – Dues and Fees**

**Section 1.** The annual dues paid by member Tables to the State shall be six dollars (\$6.00) per capita per year, with no Table paying less than one hundred thirty two dollars (\$132.00). These dues shall be payable by December 1<sup>st</sup> of each year to the State Treasurer.

**Section 2.** The Charter Fee of five (\$5.00) for new Tables shall go into the general fund of the State Treasury.

**Section 3.** The Pan American Round Tables of Texas Florence Griswold Scholarship Fund and the Pan American Round Tables of Texas Florence Terry Griswold Endowment Fund shall be kept in separate interest- bearing accounts by the State Treasurer.

**Section 4.** Scholarships provided from the interest of the Pan American Round Tables of Texas Florence Terry Griswold Scholarship and Endowment Funds shall be supplemented by the contributions of two dollars (\$2.00) per capita per year by Member Tables with no Table paying less than forty-four dollars (\$44.00). This sum shall be turned in to the State Treasurer by December 1 of each year.

**Section 5.** The Pan American Round Tables of Texas Florence Terry Griswold Scholarship and Endowment Funds shall provide for continued growth through memorials and gifts.

### **ARTICLE IV – Delegates**

**Section 1.** Names of Delegates and Alternates must be sent to the Corresponding Secretary two weeks prior to the biennial meeting with due notice of said meeting having been sent out by the Corresponding Secretary one month in advance.

**Section 2.** Only delegates from those Tables having discharged all current State financial obligations, in full, may qualify as voting delegates.

## **ARTICLE V – Board of Directors**

**Section 1.** The Board of Directors shall conduct all affairs of the organization in the biennium between conventions. Eight (8) of the duly elected Officers and appointed Chairmen of Standing Committees shall constitute a Quorum.

**Section 2.** Members of the Board of Directors, unless they are also official delegates from their respective Tables, shall be entitled to all rights and privileges of delegates.

**Section 3.** All Past State Directors shall automatically become members of an Advisory Committee to the Board of Directors with all the privileges of the Board of Directors, except that they may not vote.

**Section 3-a.** The Immediate Past State Director shall serve as a trustee of the Board of Trustees of the Pan American Round Tables of Texas Florence Terry Griswold Scholarship and Endowment Funds.

## **ARTICLE VI – Committees**

**Section 1.** The Standing Committees shall be Executive, Archives, Electronic Communications, Interchange Library, Long Range Planning, Publications, Resolutions, Nominating, Advisory, Grievance Resolution, Finance, Revisions, and Scholarship.

**A.** The State Director shall appoint the Chairmen of the Archives, Electronic Communications, Long Range Planning, Publications, Resolutions, Advisory and Grievance Resolutions Committees.

**B.** The State Director shall appoint two (2) members for each Standing Committee with the exception of Executive, Nominating, Advisory and Grievance Resolution Committees.

**C.** The State Director shall be Chairman of the Executive Committee. The Scholarship Chairman shall chair the Scholarship Committee, the Treasurer shall be the Chairman of the Finance Committee, and the Parliamentarian shall be Chairman of the Revisions Committee.

**Section 1-a.** The Executive Committee shall be comprised of the State Director, the First Associate Director, the Treasurer and the Pan American Round Tables of Texas Florence Terry Griswold Scholarship Committee Chairman. It shall function as a permanent secretariat between Conventions.

**Section 1-b.** The Resolutions Committee shall receive and pass upon all resolutions to be introduced and prepare all resolutions to be presented before the State Assembly. The Resolutions Committee shall receive and submit to the Tables, one month in advance of the Convention, all resolutions (except Courtesy) to be presented to the Convention in session. The Courtesy Resolutions will be presented from the floor upon request of the State Director.

**Section 1-c.** The Pan American Round Tables of Texas Florence Terry Griswold Scholarship Committee shall be composed of three members, the Chairman to be elected at the biennial convention and two members appointed by the incoming State Director for two-year terms. These appointive members may be reappointed for a second term. The Chairman who is elected at the biennial convention shall serve as a trustee of the Board of Trustees of the Pan American Round Tables of Texas Florence Terry Griswold Scholarship and Endowment Funds.

**Section 1-d.** The Revisions Committee shall consist of at least three members including the State Parliamentarian as Chairman. This Committee shall prepare all revisions to the Constitution and Bylaws and Standing Rules of the State organization.

**Section 1-e.** The Archives Committee shall have charge of the archives of the State organization, which shall be moved permanently to the John Peace Library, which is part of the University of Texas at San Antonio, Texas.

**Section 1-f.** It shall be the duty of the Publications Committee to publish the **PANAMERICANA TEXANA**. The Chairman shall act as Chief Editor of the the bulletin and shall also serve as a news gathering agency for news items to be transmitted to the Alliance of Pan American Round Tables.

**Section 1-g.** The Finance Committee shall assist the Treasurer when necessary. The members shall include the Treasurer, Past State Director and Past State Treasurer, with the Treasurer serving as Chairman. The Finance Committee shall present a budget to the State Board immediately preceding the State Convention.

**Section 1-h.** The Long Range Planning Committee shall review the structure and goals of all the Tables and make recommendations that will strengthen the organization at both the individual Table and State levels, bringing to the State Board a continuing vision for PARTT for the future.

**Section 1-i.** A Nominating Committee of five shall be elected at the Board Meeting of even years, each of the four areas of Texas being represented. Names of prospective nominees shall be sent by member Tables to the Chairman of this Committee.

**Section 1-j.** The Advisory Committee to the Board of Directors shall be comprised of all Past State Directors upon whom the Board may call for advice and counsel.

**Section 1-k.** The Pan American Round Tables of Texas Grievance Resolution Committee shall be comprised of the current Advisory Committee and the current Executive Committee. The purpose of the Grievance Resolution Committee is to finally resolve disputes not settled before the appropriate Table membership.

Each Table's elected officers shall operate as the first level of dispute resolution and its decision shall be approved by a two-thirds (2/3) majority vote of Active Members present at any regular meeting. The Grievance Resolution Committee shall address unresolved disputes submitted in writing by a Table member or a member of the State Board.

**Section 1-1.** The Electronics Communications Committee shall maintain the electronic communication and information system for the Pan American Round Tables of Texas including the web site and email communication system.

**Section 2.** In the event of a vacancy on any Standing Committee by death, resignation, or disability, the State Director shall fill the vacancy or vacancies by appointment for the unexpired term.

### **ARTICLE VII – Publications**

The publication of the **PANAMERICAN TEXANA** is to be financed from the State Treasury.

### **ARTICLE VIII – Scholarships**

**Section 1.** The property and business of the Pan American Round Tables of Texas Florence Terry Griswold Scholarship and Endowment Funds shall be managed by a Board of five (5) Trustees. The Trustees shall be the State Director, who shall be the Chairman of the Board, the State Treasurer, who shall be the Treasurer, the First Associate Director, the Immediate Past State Director, and the Chairman of the Pan American Round Tables of Texas Florence Terry Griswold Scholarship Committee.

**Section 2.** The Board shall have the general power to administer the affairs of the Fund and to formulate and carry out the policies of the Pan American Round Tables of Texas Florence Terry Griswold Scholarship Committee.

**Section 3.** The Pan American Round Tables of Texas Florence Terry Griswold Scholarship Endowment Fund, as well as the funds for the Pan American Round Tables of Texas Florence Terry Griswold (PARTT/FTG) Scholarships themselves, shall be kept in separate interest-bearing accounts. Each check shall be cosigned by the State Director and State Treasurer upon the authority of the Board of Trustees.

**Section 4.** The Pan American Round Tables of Texas Florence Terry Griswold Scholarship Committee:

#### **A. Personnel**

The Scholarship Committee shall consist of three (3) members, the Chairman to be elected at the biennial convention and two members appointed by the incoming State Director for two-year terms. These

appointed members may be reappointed for a second term. The Chairman who is elected at the biennial convention shall serve as a trustee of the Board of Trustees of the Pan American Round Tables of Texas Florence Terry Griswold Scholarship and Endowment Funds.

**B. Duties**

The Scholarship Committee and the Florence Terry Griswold Board of Trustees shall screen and select candidates for three (3) categories of Scholarships, the selection to be approved by the Board of Trustees at the Pan American Round Tables of Texas State Board Meetings.

**C. Scholarship I, Requirements for Candidates**

1. This scholarship shall be awarded to a woman candidate who meets the following provisions:
  - a. is a student who is a citizen of a Pan American Country other than the United States;
  - b. holds a bachelor's or equivalent degree and is doing work on a graduate degree at a state-supported college or university in Texas.
2. Preference shall be given to one who will return to her native country to put her training to use.

**D. Scholarship II, Requirements for Candidates**

This scholarship shall be awarded to a woman candidate who meets the following provisions:

- a. is a U.S. citizen who is a legal resident of Texas;
- b. is classified as a graduate student, or a college professor engaged in specialized study of any of the languages or cultures of the Pan American countries.
- c. will use the scholarship monies for study or research in a Pan American country, excluding the United States.

**E. Scholarship III – Melba Dawson Scholarship**

1. The third (3<sup>rd</sup>) category of scholarship is dependent on there being sufficient funds to support it, with the decision to award being made by the Board of Trustees.
2. Requirements for candidates shall be set by the Scholarship Committee, choosing either those for Scholarship I or II, according to the strengths of the applicants and the perceived needs of the Pan American Round Table of Texas.

**F. Follow-up**

Recipients of Scholarships I, II, and III shall assume responsibility to make a report to the PARTT/FTG Scholarship Committee at the close of the Academic period for which the Scholarship is given. The Committee, in turn, will see that this report is circulated among all the Texas Tables in a timely fashion.

**Section 5.** The Board of Trustees shall meet once a year prior to the State Board meeting, and make reports to the State Board. The Trustees are subject to call by the Board Chairman should occasion arise, providing a week's notice is given.

**Section 6.** In the event that either by vote of the Trustees or by legal action, or otherwise, the Pan American Round Tables of Texas Florence Terry Griswold Scholarship and Endowment Fund is terminated, its assets, after the payment of all outstanding obligations, shall be given to a State-supported school provided the school agrees to retain the name “Pan American Round Tables of Texas Florence Terry Griswold” for both the Fund and Scholarships and administer it according to the same policies outlined in Section 4 of this Article. If no State-supported school accepts these conditions, the assets shall go into a trust fund, established in a Texas bank, with national affiliations who will accept the conditions outlined. In any event, no part of the remaining assets shall inure to the benefit of any private individual or to any Table or Tables within the Pan American Round Table organization.

### **ARTICLE IX – Rules of Order**

In all meetings of the Pan American Round Tables of Texas, Robert’s Rules of Order, Revised Edition, shall be the authority of Parliamentary Law.

### **ARTICLE X – Amendments**

The By-Laws may be amended at any regular Convention of the Pan American Round Tables of Texas by a two-thirds (2/3) majority of accredited delegates, due notice of said amendment having been sent out to each Table at least thirty (30) days before said Convention.

**Louise Actkinson, State Parliamentarian  
Revised Brownsville State Convention  
March 21, 2009**