

**BYLAWS  
OF THE  
TEXAS ASSOCIATION OF LOCAL WIC DIRECTORS**

**ARTICLE I**

This organization shall be known as the Texas Association of Local WIC Directors (TALWD).

**ARTICLE II**

**PURPOSE**

The purpose of the Texas Association of Local WIC Directors shall be the fostering of ideas on policy, implementation, coordination, and administration of the WIC Program at the local, state and federal level, and to act collectively on behalf of its members to include the following functions:

- A. To enhance communication among Local WIC Agencies and the Department of Health and Human Services (State WIC Agency).
- B. To provide input to the Texas State WIC Agency regarding the implementation and value of WIC Program services.
- C. To provide professional growth and development opportunities for Local WIC Agency administrators and staff.
- D. To promote public and professional awareness of new and existing federal and state legislation impacting the WIC Program.
- E. To sponsor scholarships for advanced training and/or educational projects.

**ARTICLE III**

**MEMBERSHIP**

**Section 1. Qualification for Membership**

Active Membership in the Texas Association of Local WIC Directors (TALWD) shall be composed of Local WIC Agencies in the State of Texas. Dues paid in full is a requirement for Active Membership status.

**Section 2. Voting**

**A. Active Membership**

Voting shall be limited to one vote for each Local WIC Agency having current membership status. Voting may be done at in person meetings, virtual meetings, or by electronic ballot.

**B. Proxy for Active Member**

For voting purposes, an active Local WIC Agency may designate a proxy in writing. Proxies are limited to those who are eligible to represent active members as defined above.

C. Board of Directors

All members of the Board of Directors shall have one vote when determining Association business.

## **ARTICLE IV**

### **OFFICERS**

Section 1. Officers

Officers of the Association shall be the President, Vice President of Organization and Development, Vice President of Program Operations, Secretary, and Treasurer.

Section 2. Officer Qualifications

An officer shall have served as a Regional Representative or on at least one committee for a minimum of one year. No officer may simultaneously hold a position as TALWD Regional Representative or Alternate.

Section 3. Duties

A. President

The President shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee, and shall perform such other duties as may be described in these bylaws or assigned either by the Association, the Executive Committee, or the Board of Directors and shall coordinate the work of the Officers. The President shall appoint Standing Committee Chairs, the Historian, Newsletter Editor, Task Force Members, and Work Group Members.

B. 1<sup>st</sup> Vice President of Organization and Development

The Vice President of Organization and Development shall act as an aide to the President and shall perform the duties of the President if the President is absent or unable to serve. Vice President shall coordinate the activities of the Business and Finance, Legislative, Membership, and Marketing committees, the Historian, and the Newsletter Editor. Vice President of Organization and Developments shall serve as liaison to the Board of Directors and Executive Committee for the above-mentioned committees and offices. The Vice President of Organization and Development shall perform other duties as

requested by the President.

C. 2<sup>nd</sup> Vice President of Program Operations

The Vice President of Program Operations shall act as an aide to the President and shall perform the duties of the President if both the President and Vice President of Organization and Development are absent or unable to serve. The Vice President shall coordinate the activities of the Nutrition Education, Breastfeeding, Local Agency Administration, and Client Services committees. The Vice President of Program Operation shall serve as liaison to the Board of Directors and Executive Committee for the above mentioned committees. The Vice President of Program Operations shall perform other duties as requested by the President.

D. Secretary

The Secretary shall keep a record of the minutes of all meetings of the Association, the Executive Committee, and the Board of Directors, shall send out notices of meetings and shall perform all other duties delegated to that office.

E. Treasurer

The Treasurer shall collect and distribute all funds of the Association and shall assist the Business and Finance Committee in preparing an annual budget for approval by the Board of Directors. The Treasurer shall present a financial statement to the Board of Directors, shall give a full financial report to the membership at its annual meeting, shall be an Ex Officio member of the Business and Finance Committee and shall perform all other duties delegated to that office.

Section 4. Elections

The Membership Committee shall prepare a slate of nominees for each elected office for the Board of Directors approval. Nominees for office must have current active membership status and shall be elected by a direct vote of members at the annual meeting or electronic ballot.

Section 5. Terms of Office

The President, 1<sup>st</sup> Vice President of Organization and Development, and the Secretary shall be elected at the annual meeting to serve a two-year term beginning in January of even years. The 2<sup>nd</sup> Vice President of Program Operations and the Treasurer shall be elected to serve a two-year term beginning in January of odd years.

Section 6. Vacancy

In the event of a vacancy in the office of the President, the 1<sup>st</sup> Vice President of Organization and Development shall perform the duties of the office for the remainder of the term. In the event of a vacancy in the office of either Vice President positions, Secretary or Treasurer, the Board of Directors shall elect a member of the Board of Directors to fill the unexpired term.

Section 7. Removal

Any officer may be removed from office by unanimous vote of the remainder of the Board of Directors.

## **ARTICLE V**

### **BOARD of DIRECTORS and EXECUTIVE COMMITTEE**

Section 1. Board of Directors

The Board of Directors shall consist of the Officers, Regional Representatives, Ex Officio Members, and Committee Chairs, Task Force Chairs, and Work Group Chairs.

Section 2. Executive Committee

The Executive Committee shall consist of the elected Officers, the Immediate Past President and the Immediate Past Treasurer. The Executive Committee shall handle the routine urgent business matters of the organization that arises between quarterly Board of Directors meetings.

Section 3. Election of Representatives

Each region, as defined by the Board of Directors, shall elect a Representative and an Alternate to serve on Board of Directors. Representatives for the Central, Western, Northern, and Eastern regions shall be elected at the annual meeting to serve a two-year term beginning in January of odd years. Representatives for the Panhandle, Gulf Coast, Southwestern, and Southern region shall be elected at the annual meeting to serve a two-year term beginning in January of even years.

Section 4. Ex Officio Members, Election or Appointment

The following members (elected or appointed) shall be Ex Officio voting members of the Board of Directors: the Immediate Past President, Immediate Past Treasurer, Immediate Past National WIC Association (NWA) Representative, NWA Representative, Historian, Newsletter Editor, Committee Chairs, Work Group Chairs, and Task Force Chairs.

## Section 5. Terms of Office for ExOfficio Members

Immediate Past President-- two years commencing at the beginning of newly elected president's term. (January of even years)

Immediate Past Treasure--two years commencing at the beginning of the newly elected treasurer's term (January of odd years)

National WIC Association (NWA) Representative-- two years, commencing at the end of the current NWA Representative Term (January of odd years)

National WIC Association (NWA) Past Representative--two years, commencing at the end of their term as NWA Representative (January of odd years)

Historian is appointed by the president--two years commencing at the beginning of the newly elected president's term (January of even years)

Newsletter Editor is appointed by the president for--two years commencing at the beginning of the newly elected president's term (January of even years)

## Section 6. Vacancy

In the event of a vacancy in the position of Regional Representative, the Alternate shall perform the duties for the remainder of the term. If the Alternate is unable to serve, the region shall elect a new Regional Representative and Alternate.

In the event of a vacancy in the position of the NWA Representative, the Immediate Past NWA Representative shall perform the duties for the remainder of the term.

If the Immediate Past President is unable to serve on the Board of Directors, the Past Presidents Council shall elect a representative from the remaining Past Presidents to serve in this capacity.

If the Immediate Past Treasurer is unable to serve on the Board of Directors, the current President shall appoint a representative from the previous Treasurers.

## Section 7. Removal

Regional Representatives and Alternates may be removed from office by majority vote of the members within that region. The NWA Representative, Immediate Past NWA Representative, Historian, Newsletter Editor, Immediate Past President, Immediate Past Treasurer or Immediate Past NWA Representative may be removed from office by unanimous vote of the remainder of the Board of Directors.

# ARTICLE VI

## COMMITTEES

## Section 1. Standing Committees

The nine standing committees are as follows:

- A. Business and Finance – Formulate the business plan and the annual budget in coordination with the Treasurer.
- B. Legislative - Keep members informed of legislative issues that impact WIC and TALWD and develop a plan for legislative activities
- C. Membership – Advise the board on member issues, orient new members and officers and manage the nomination and election processes.
- D. Marketing – Develop the TALWD marketing plan: Oversee the TALWD website.
- E. Local Agency Administration – Provide input to State WIC Agency on funding and administration issues.
- F. Client Services – Provide input to the State WIC Agency on certification, outreach, training, food delivery issues, and quality assurance.
- G. Nutrition Education – Provide input to the State WIC Agency on nutrition education issues.
- H. Breastfeeding – Provide input to the State WIC Agency on breastfeeding issues.
- I. Past Presidents Council – Composed of previous TALWD Association presidents, the council shall provide assistance to the Board of Directors as needed.

## Section 2. Chairperson Qualifications

A chairperson for each committee, task force, or work group shall be a current paid member of the association and appointed and/or removed by the President and confirmed by the Board of Directors. It is recommended that all Committee Chairs have been members of the committee they will be chairing.

## Section 3 Chairperson Duties

Committee Chairs shall attend quarterly Board of Directors meetings to provide direct feedback and information to the Board of Directors in order to enhance communication. Chairpersons are eligible for re-appointment for successive terms.

## Section 4. Committee Members

Committees shall be composed of paid TALWD members volunteering to actively serve on the Committee. In the event the number of members signed up for a committee is unmanageable, the TALWD President and Committee Chair will determine if the

committee needs to be split into sub-categories or whether select committee members will serve specific roles.

#### Section 5. Limitations

Standing Committees, Work Groups, and Task Forces act as an extension of the Board of Directors. The Board of Directors may reverse the position formulated by the committee by a vote of 2/3 of the members of the Board of Directors. All requests for Board of Directors action shall be submitted through the appropriate Vice President or President.

## **ARTICLE VII**

### **WORK GROUPS**

#### Section 1. Purpose

Work groups are a collection of people appointed by the TALWD President who collaborate to achieve specific goals, tasks, or projects. The purpose of these groups is for members to collaborate and participate in individual and collective work. These groups shall be representative of all geographical areas of the state, Local Agency sizes, and members shall have subject matter expertise. Work Groups should consist of no more than 10 members. These groups may stay together for a few months, or they may stay together for many years. These groups may work collaboratively with state agency personnel or they may work independently. The group(s) shall elect a chair for the group and the chair will report to the TALWD President about the activities of the group. Work Group chair(s) will be voting members of the TALWD Board of Directors, if they are paid members. Some examples of work groups; are Quality Assurance, Technology, and Funding. Other work groups can be added or dissolved as needed.

## **ARTICLE VIII**

### **TASK FORCES**

#### Section 1. Purpose

Task Force(s) are a group of individuals appointed by the TALWD President (and have State Agency agreement) to complete a specific charge or objective of interest in the operation of the WIC Program. Task Force(s) are temporary in nature, are short-term project-oriented designed to accomplish a specific task(s). Task

Force(s) will work collaboratively with state agency representatives on the specific charges assigned to them. Task Forces will have representation from all of the geographical areas of the state, Local Agency sizes, and members shall have expertise in the subject area of the task force. Task Force members need to be a Local Agency director but do not have to be a member of TALWD. Task Force(s) shall consist of no more than 10 members. The task force shall elect a chairperson from the group, and that chairperson shall report to the TALWD President about the activities of the group. Task force chairs will be a voting member of the TALWD Board of Directors. Examples of task forces are reopening after COVID, Texas WIC Dietetic Internship, etc. Other task forces can be added or dissolved as needed.

## **ARTICLE IX**

### **MEETINGS**

#### **Section 1. Board of Directors**

The Board of Directors shall meet quarterly, and for special meetings called by/or at the request of the President. Meetings can be held either in person or virtually.

#### **Section 2. General Meeting**

A meeting of the general membership of the Association shall be held annually during the last quarter of the year—October, November, or December (September in special circumstances).

#### **Section 3. Quorum**

A quorum for all meetings shall consist of two-thirds (2/3) of the voting membership.

#### **Section 4. Annual Meeting Rotation**

The Annual Meeting shall be rotated among regions as specified below, the region hosting the Annual Meeting will be responsible for the planning and execution of the Annual Meeting. List the Sequence of Regions: Golf Coast, Central, Northern, Southern, Southwestern, Eastern, Western, and Panhandle.

## **ARTICLE X**

### **REPORTS**

#### **Section 1. Quarterly Reports**

All officers, Ex Officio officers, regional reps, committee chairs, work group chairs, and task force chairs shall submit a written quarterly report to be included in the board packet that will be sent to all board members at least two weeks prior to the quarterly board meetings.

**Section 2. Annual Reports**

All officers and Ex Officio officers, work group chairs, and task force chairs shall submit a written annual report that summarizes all activities conducted since the last annual meeting.

## **ARTICLE XI**

### **FINANCES**

**Section 1. Annual Dues**

Membership in the Texas Association of Local WIC Directors (TALWD) shall require the payment of dues to the Association. The Board of Directors shall set the dues for membership in the organization. Annual dues are payable January 1 of each year. Dues shall be the same dollar amount regardless of the month in which they are paid.

**Section 2. Annual Audit**

The financial records of the Association shall be kept in accordance with generally accepted accounting principles. The accounting records shall be reviewed by the TALWD President, Treasurer, and Business and Finance Chair quarterly. Annually, the accounting records shall be audited by an independent external auditor prior to the annual membership meeting.

## **ARTICLE XII**

### **LIMITATIONS**

**Section 1. Legal**

The Texas Association of Local WIC Directors (TALWD) shall not engage in activities that are unlawful in the State of Texas.

**Section 2. Obligations**

No TALWD member may obligate the Association in any manner outside of the scope and intent of the bylaws. The TALWD

President is the only authorized representative of TALWD to sign contracts and other legal documents.

**Section 3. Expenditures**

Expenditures and/or obligations of Association funds shall be in accordance with the annual budget. Four signatures (President, Treasurer, Past Treasurer, and Secretary) shall be on the approved signature documents on all bank and credit card accounts. One of the four signatures will be required on any checks issued by TALWD. Two of the four signatures will be required to move funds from savings into checking accounts, and vice versa. The checking account should maintain a balance reasonable for operational activities of the organization, and the remaining funds of the organization should be kept in savings account(s).

**ARTICLE XIII**

**AMENDMENTS**

**Section 1. Purpose**

Bylaws may be amended at any general meeting or by mail, email, or electronic ballot by a two-thirds (2/3) majority vote of those members voting. Notice of the proposed changes shall be sent to the members at least two weeks prior to the vote.

**ARTICLE IXV**

**DISSOLUTION**

**Section 1. Purpose**

In the event of the dissolution of the Association, distribution of any remaining assets shall be transferred to the National WIC Association (NWA) in accordance with Section 501 (c) (3) of the Internal Revenue Code of 1954 (or any amendment thereto).