

## Montgomery County Republican Women's Club Bylaws

### **ARTICLE I – NAME**

The name of this Club shall be the [Montgomery County Republican Women's Club hereinafter referred to as “MCRWC” This Club is affiliated with the [Tennessee Federation of Republican Women (TNFRW) and with the National Federation of Republican Women (NFRW).

### **ARTICLE II – OBJECTIVES**

The Objectives of this Club shall be to:

- A. Increase the effectiveness of women in the cause of good government;
- B. Disseminate information to all members;
- C. Inform the public through political education and activity;
- D. Foster loyalty to the Republican Party at all levels of government;
- E. Promote the principles of the Republican Party;
- F. Work for Republican candidates in all elections;
- G. Support the objectives and policies of the Republican National Committee; and
- H.** Perform any lawful activity not inconsistent with the foregoing.

### **ARTICLE III – MEMBERSHIP**

#### **Section 1. PRIMARY MEMBERSHIP**

- A. A Republican woman who believes in the philosophy of the Republican Party and supports the objectives and policies of this organization shall be eligible for membership.
- B. A member in good standing shall be a member who has paid the required dues for the current calendar year. The dues amount for Primary members shall be stated in the Club's standing rules and amended as required.
- C. Primary members in good standing automatically become members of their State Federation and of the National Federation of Republican Women.

#### **Section 2. ASSOCIATE MEMBERSHIP**

- A. A Republican woman who is a Primary member of another Federated Women’s Club and who supports the objectives and policies of this Club shall be eligible to become an Associate member upon payment of required annual dues. The dues amount for Associate

members shall be stated in the Club's standing rules and amended as required.

B. Republican men who support the objectives and policies of the Club may be eligible to be Associate members.

C. Associate members, men and women, shall not:

1. have a voice and cannot make motions;
2. hold office;
3. serve on committees;
4. be counted in totaling the club's members
5. be counted in determining the number of delegates to be allotted to the Club for attendance at the State Federation Convention or the NFRW Biennial Convention or TNFRW meetings or events.
6. Associate dues remain with the Club. Associate members are not reported to the State Federation or NFRW.

**Section 3. ELIGIBILITY DOES NOT ASSUME MEMBERSHIP CONFERRED**

[Eligibility for membership does not guarantee, and one cannot assume, automatic grant of membership.]

**A.** The Membership Committee shall submit to the Executive Committee all membership applications upon receipt to the Executive Committee for which the Executive Committee shall decide to affirm or deny all membership applications within 14 days of an application submittal.]

**ARTICLE IV— ENDORSEMENT POLICY**

**Section 1. ENDORSEMENT POLICY.**

- A. No one may endorse in the name of the NFRW, a State Federation or a local Club or in their official capacity thereof.
- B. No endorsement or evidence of support by any member shall be issued using the NFRW affiliation, logo, or stationery without the approval of the NFRW.
- C. NFRW Bylaws provide for the removal from membership of any member, local Club or State Federation who/which advocates a split party ticket or supports a candidate who is running on an opposition ticket.
- D. In the case of contested Republican races, information and campaign announcements may be distributed on all candidates – such as at events or fundraisers – provided they are

fairly and evenly distributed and, in order to prevent anyone from interpreting such communications as endorsements, each such communication shall be accompanied by the disclaimer: *“This appears here for informational purposes only and does not represent or constitute an endorsement by this Club.”*

**Section 2. SPLIT TICKET.** Neither the Club nor an individual member shall advocate a split ticket, support an opposition party candidate, or act in violation of the NFRW or TNFRW] or the MCRW Club policies or bylaws.

**Section 3. AFFILIATION WITH OTHER ORGANIZATIONS.** The Club shall not affiliate with any political organization which is not officially recognized as working in concert with the [TNFRW, the NFRW, and the Republican National Committee.

**Section 4. MEMBER CANDIDATES.** An officer of the Club who is a candidate or whose spouse or family member is a candidate, shall be exempt from this rule, however, they may not campaign or identify themselves in the name of the Club, the State Federation, or the NFRW or by utilizing the logo or stationery of the Club, the State Federation or the NFRW.

## **ARTICLE V – DUES AND FISCAL YEAR**

**Section 1. FISCAL YEAR.** The fiscal year shall be from January 1 through December 31.

**Section 2. MEMBERSHIP DUES.** Membership dues for the upcoming year shall be payable no later than December 31 of the current year and shall be delinquent March 1. Dues collected in November and December may be applied to the following year’s membership.

**Section 3. SERVICE CHARGES.** Clubs shall pay [TNFRW dues and NFRW per capita dues, and the annual service charges on behalf of each of the Club members, with the first payment of the year to be made no later than December 31 of the previous year.

## **ARTICLE VI – OFFICERS AND DUTIES**

**Section 1. ELECTED OFFICERS.** The elected officers of this club shall be a President, Vice President, Secretary, and Treasurer.

**Section 2. ELIGIBILITY.** Each elected officer shall be a Primary member in good standing of the Club.

**Section 3. ELECTION.** The elected officers shall be elected at the [November meeting and shall serve a term of two] years, or until their successors are elected.

**Section 4. VACANCY.** Vacancies in elected office shall be filled by election by a majority of the Executive Committee members present and voting at the first meeting following the creation of the vacancy provided an announcement is sent to all Club members stating the existence of the vacancy and the process by which eligible Primary members in good standing may submit their name to the Executive Committee to be considered to fill the vacancy before the Executive Committee meets to fill the vacancy.

**Section 5. REMOVAL FROM OFFICE OR MEMBERSHIP.**

Pursuant to the NFRW Bylaws, NFRW requires following the current edition of *Robert’s Rules of Order, Newly Revised*, for the removal of an officer from office or a member from membership. Cause for such removal shall include, with limitation,

A. Non-payment of dues;

- B. The failure or refusal to support the policies and objectives of the NFRW, the TNFRW, or the MCRWC as stated in their bylaws;
- C. Any act or omission intended to cause or having the effect of causing damage to the NFRW, the TNFRW or the MCRWC Club or their reputation or financial stability;
- D. Failure to support the Republican Party ticket, advocating a split ticket, supporting a candidate on an opposition ticket;
- E. Actions which are in conflict with the NFRW Bylaws, the TNFRW Bylaws or the MCRWC Club Bylaws;
- F. Failure to comply with the NFRW, the TNFRW or the Club membership rules;
- G. Without limiting the generality of the foregoing, the initiation of litigation or any other adversary proceeding against the NFRW, the TNFRW or the MCRWC Club or in which the NFRW, the TNFRW or the MCRWC Club is a named defendant or respondent.
- ~~H.~~ A member who has been removed from membership may request readmission to the same body which voted on the removal.

**Section 6. APPOINTED OFFICERS.** The President may appoint, with the approval of the Executive Committee, a Corresponding Secretary, an Historian and a Parliamentarian.

**Section 7. DUTES OF THE OFFICERS.**

- A. The President shall:
  - 1. Call and preside over all meetings of the Club and the Executive Committee;
  - 2. Represent the organization at all times or designate someone as representative/proxy in her absence or inability to do so;
  - 3. Make Committee appointments as necessary to conduct the business of the club, except the Nominating Committee, with Executive Committee approval of Standing Committee Chairmen and Vice-Chairmen;
  - 4. Prepare a program of action in consultation with the Chairmen of the Standing Committees for presentation to and approval by the Executive Committee at its first meeting of the term of office;
  - 5. Submit an annual budget for review by the Executive Committee and recommendation to the membership for adoption at the first membership meeting of the new term of office;
  - 6. Be an ex-officio member of all committees except the Financial Review and Nominating Committees;

7. Co-sign checks as one of two authorized signatures, namely President and Treasurer;
8. Represent the Club in all Republican Party activities;
9. Appoint the Financial Review Committee in November of the first year in office, with the exception of a change of treasurer before the end of the official term of office at which time the Financial Review Committee will be appointed and a complete financial review will be done;
10. Accept resignation by written letter or email of any member wanting to resign from a position, chairmanship, or the Club; and
11. Call meetings of the Executive Committee; and shall call a Special Meeting of the Executive Committee upon receipt of the written request of three members of the Executive Committee.

B. The Vice President shall:

1. Perform the duties of the President in her absence;
2. Act as Program Chair; and
3. Perform such other duties as are assigned by the President, the Executive Committee or the Club.

C. The Recording Secretary shall:

1. Keep the minutes of all meetings of the Club and Executive Committee;
2. Maintain a current Club membership roster;
3. Keep a current inventory of Club property;
4. Maintain all Club records and historical items;
5. Perform such other duties as may be assigned by the President, the Executive Committee or the Club.

D. The Treasurer shall:

1. Serve as custodian of all Club funds and deposit them in a bank(s) approved by the Executive Committee;
2. Co-sign checks as one of two authorized signatures, namely President and Treasurer;

3. Disburse funds as directed by the Executive Committee or the membership;
4. Bring written financial report(s) to regular Club and Executive Committee meetings;
5. Submit dues, annual service fees, and reports to [TNFRW] as required;
6. Submit all financial records to the Financial Review committee for an annual review to be completed by and reported at the first Executive Committee and membership meeting of the fiscal year;
7. Comply with all IRS and State election reporting requirements;
8. Perform other duties as assigned by the President, the Executive Committee or the Club.

E. The Corresponding Secretary shall:

1. Conduct the correspondence of the Club under the supervision of the President;
2. Preserve in a permanent file all letters and papers of value to the Club;
3. Perform other duties as assigned by the President, the Executive Committee, or the Club.

F. The Historian shall:

1. Collect and keep all records and documents of significant Club events and all items of media coverage; and
2. Perform other duties as assigned by the President, the Executive Committee, or the Club.

G. The Parliamentarian shall:

1. Advise Club officers, committee chairs and Club members on parliamentary procedure;
2. Be familiar with the Club Bylaws, Special Rules of Order, Standing Rules and Policies and Procedures;
3. Attend membership meetings, Executive Committee meetings, Bylaws Committee meetings and Nominating Committee meetings as necessary or as requested.

**Section 8. RECORDS.** All officers and all committee chairmen shall deliver all records, files,

and properties of the Club to their successors within 15 days of their last day in office unless directed otherwise by the President or the Executive Committee.

## **ARTICLE VII – MEETINGS**

**Section 1. REGULAR MEETINGS.** A minimum of five (5) regular meetings shall be held during the Club year if unusual circumstances prohibit more frequent meetings.

- A. [All meetings will be held electronically, and the Secretary shall keep a permanent record of the call to all meetings, of attendance of all meetings, and of all votes cast, by name, for any action taken.] *(for virtual clubs only)*
- B. These meetings shall be held as decided by the Executive Committee.
- C. A quorum at Club meetings shall be [25 % of the total number of Primary members in good standing.
- D. At least fourteen (14) days' notice shall be given to all members for regular meetings.

**Section 2. SPECIAL MEETINGS.** Special meetings may be called by the President and shall be called by the President upon receipt of the written request of three members of the Executive Committee or by [10% members of the Club.

- A. [All meetings will be held electronically, and the Secretary shall keep a permanent record of the call to all meetings, of attendance of all meetings, and of all votes cast, by name, for any action taken.] *(for virtual clubs only)*
- B. The purpose of the Special Meeting shall be stated in the call, with no other business to be transacted at the meeting.
- C. At least a five-day (5) notice shall be given to all members for any Special Meeting.

**Section 3. ANNUAL MEETING.** The [November meeting will be designated as the Annual Meeting.

**Section 4. ELECTRONIC VOTING BETWEEN MEETINGS.** A vote of the Club membership or the Executive Committee may be conducted by mail, telephone, fax, email, or other approved electronic means between meetings, provided there is participation by a quorum of the body. The vote shall be ratified and entered into the minutes at the body's next regular meeting.

**Section 5. NOTICE.** Notice for all meetings may be mailed or sent electronically.

## **ARTICLE VIII – EXECUTIVE COMMITTEE**

**Section 1. COMPOSITION.**

- A. The voting body of the Executive Committee of this Club shall consist of:

1. The elected officers and
  2. The Immediate Past President.
- B. The non-voting members of the Executive Committee shall be
1. The Parliamentarian and
  2. The Corresponding Secretary.

**Section 2. DUTIES.** The Executive Committee shall:

- A. Transact necessary business between meetings of the Club;
- B. Direct the Treasurer's disbursement of funds;
- C. Approve appointed officer and committee appointments made by the President;
- D. Fill vacancies in office; and
- E. Perform other duties as assigned by the Club.

**Section 3. MEETINGS.** The Executive Committee shall meet as decided by the President or the Executive Committee.

- A. Special Meetings may be called by the President and shall be called by the President upon receipt of the written request of three members of the Committee;
- B. At least a fourteen (14) day notice shall be given for Executive Committee meetings except that at least a five-day notice is required for Executive Committee Special meetings;
- C. Notice may be mailed or sent electronically; and
- D. In the event a properly called meeting has to be canceled due to circumstances beyond the control of the Club, it shall be acceptable to hold said meeting by an approved electronic means with seven days' notice being given to all the members of the Executive Committee. This section does not apply to a meeting required by these bylaws that has not already been called.

**Section 4. QUORUM.** A majority of the members of the Executive Committee shall constitute a quorum.

## **ARTICLE IX – COMMITTEES**

**Section 1. STANDING COMMITTEES**



- A. The Standing Committees of this club shall be Bylaws, Campaign Activities, Fundraising, Legislative, and Membership. No additional Standing Committees may be created without an amendment to these bylaws;
- B. Standing Committee Chairmen and committee members shall be appointed by the President and Standing Committee Chairmen shall be approved by the Executive Committee;
- C. Officers may be appointed to chair Standing Committees; and
- D. Standing Committee chairmen shall be appointed for the same term as the President.
- E. Duties of Standing Committees:
  - 1. The Bylaws Committee shall:
    - 1.a) Conduct a biennial review of the Club's bylaws;
    - 1.b) Request and receive from membership proposed amendments to the bylaws and
      - 1.b.i. Review proposed amendments;
      - 1.b.ii. Edit, or combine, or reject them;
      - 1.b.iii. Submit them to the Executive Committee for review, edit or rejection then to make recommendations to the general membership for final vote; and
    - 1.c) Furnish the [TNFRW] Bylaws Committee with a complete set of the Club's bylaws or review and approval. Any subsequent Club revision of Bylaws shall be sent to the [TNFRW] Bylaws Committee for approval.
  - 2. The Campaign Activities Committee shall:
    - 2.a) Coordinate all activities of the Club's campaign program;
    - 2.b) Act as liaison between the Club and candidates requesting volunteers;
    - 2.c) Be responsible for the collection and reporting of campaign hours.
  - 3. The Fundraising Committee shall:
    - 3.a) Prepare and implement a plan which the Executive Committee shall approve for raising funds in order to meet the Club's revenue

needs;

- 3.b) Notify the Treasurer of all fundraising committee meetings and Treasurer may attend each one.

4. The Legislative Committee shall:

- 4.a) Inform the Club of pending legislation or legislative acts;
- 4.b) Inform the Club and Executive Committee of any legislation affecting interests of NFRW, the TNFRW or the MCRWC Club; and
- 4.c) Work with the Achievement Awards Committee so the Club earns the highest award.

5. The Membership Committee shall:

- 5.a) Coordinate and oversee all membership renewal and new member efforts;
- 5.b) Compile and maintain complete Club membership lists; and
- 5.c) Ensure that all membership information is shared with the Treasurer and others as deemed necessary and shall ensure all membership data is submitted to the State and National Federations according to deadlines.

**Section 2. SPECIAL COMMITTEES**

- A. The President may create Special Committees subject to the approval of the Executive Committee at any time as it may become necessary;
- B. The President may appoint the chairmen and members of Special Committees without the approval of the Executive Committee;
- C. Special Committees may include: Public Relations/Communications, Caring for America, Financial Review and Literacy. Other Special Committees may be appointed as needed;
- D. The Financial Review Committee shall consist of three Primary members in good standing appointed by the President in November of each year whose duty it shall be to review the Treasurer's accounts at the close of the fiscal year and shall report to the Executive Committee and to the membership at the first meetings of the new term of office.

**Section 3. COMMITTEE MEMBERS.** All committee members must be Primary members in good standing in the Club.

**Section 4. EX-OFFICIO MEMBERS.** The President shall be an ex-officio member of all

committees except the Nominating and Financial Review Committees.

## **ARTICLE X – NOMINATIONS AND ELECTIONS**

### **Section 1. NOMINATIONS.**

- A. A Nominating Committee of [ 3 Primary members in good standing, and one alternate, shall be elected by the Club no later than September of each election year. The Committee shall elect its own chairman. The Parliamentarian will instruct the Committee as to proper procedure and will be available for further counsel if required.
- B. The Nominating Committee shall report a slate of one candidate for each office at the general meeting in [October of the second year of a two year term of office] at least 30 days prior to the election meeting. All nominees shall be Primary members in good standing in the Club and shall give written consent to serve, if elected. Nominations from the floor shall be in order following the report of the Nominating Committee.
- C. Nominating Committee members shall not succeed themselves.

### **Section 2. ELECTION OF OFFICERS.**

- A. Elections shall be by ballot at the regular meeting in [November . However, if there is but one nominee for any office, the election for that office may be by unanimous consent (or acclimation), where the President announces the single nominee is elected to the office.
- B. No officer may simultaneously run for more than one office.
- C. Officers [may run for a second consecutive term.

## **ARTICLE XI– STATE FEDERATION CONVENTION DELEGATES**

**Section 1.** For the [TNFRW biennial convention, the Club shall elect representation to the convention in the method set forth in the [ TNFRW Bylaws.

**Section 2.** Election of delegates and alternates shall take place at a general meeting before convention to conform to the date of the [TNFRW] certification deadline.

## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert’s Rules of Order, Newly Revised*, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any rules of order the Club, the [TNFRW] or the NFRW may adopt.

## **ARTICLE XIV – AMENDMENTS**

These bylaws may be amended at any regular (general) meeting or Special Meeting of the Club by a two-thirds vote, provided that notice of the proposed amendment(s) shall have been sent to each member in no less than fourteen days prior to the date of the general or Special Meeting.

## **ARTICLE XV – DISSOLUTION**

This Club may be dissolved by a two-thirds vote at any regular or Special Meeting of the Club, if notice of the dissolution has been submitted in writing at least thirty (30) days prior and has been sent to all members of the Club. In the event of dissolution, the Executive Committee shall, after payment of all liabilities of the Club, distribute any remaining assets to the [TNFRW]. No funds shall be distributed to any member or officer of the Club. The right to use the name of a dissolved Club shall revert to the [TNFRW].

These bylaws approved and adopted by [MCRWC on this date \_\_\_\_\_]