MONTGOMERY COUNTY REPUBLICAN WOMEN'S CLUB BYLAWS

ARTICLE I NAME

The name of this organization shall be Montgomery County Republican Women's Club,

hereinafter known as MCRWC

ARTICLE II OBJECTIVES

The objectives of this organization shall be:

- to increase the effectiveness of women in the cause of good government.
- to facilitate cooperation and to disseminate information among the National and State Federations of Republican Women and the Federated Republican Women's Clubs.
- to promote an informed public through political education and activity.
- to foster loyalty to the Tennessee Federation of Republican Women, the National Federation of Republican Women and the Republican Party at all levels of government.
- to promote the principles of the Republican Party.
- to work for Republican candidates in all elections, including non-partisan elections (such as City Council).
- to support the objectives and policies of the Republican National and Tennessee Executive Committees and
- to perform any lawful activity not inconsistent with the foregoing.

ARTICLE III MEMBERSHIP

Section 1: Members and Clubs in Good Standing

An individual member in good standing is one whose current dues are paid in an NFRW/TFRW local club and who supports Article II of these bylaws. A local club or a state federation in good standing is one whose current dues and service charges are paid to the NFRW.

Section 2. Eligibility

A. Individual Membership - Membership shall be only through Clubs affiliated with the State and the National Federation and includes membership in all three. Individuals may join the State

Federation directly if no intervening organization or Club is available to them. Single members shall be represented at TFRW conventions by the same delegate accreditation proportions as those applying to Clubs within the state.

B. Primary Club Membership

- 1. Any 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.
- 2. 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 will be stated in the Club's standing rules and amended as required.
- **C. Associate Membership** Republican women who have primary membership in a Federated Club are eligible for Associate Membership in another federated club(s) upon payment of the required annual dues to the Club. Associate members have a voice, but cannot vote, be elected to hold office, or be counted for the purpose of determining the number of delegates to National or State conventions.

Republican men are eligible for Associate Membership upon payment of the required annual dues to the Club. Such members may attend meetings, but cannot make motions, cannot have a voice or a vote, cannot be on committees, cannot hold office or cannot be counted for the purpose of determining the number of delegates to National or State Federation meetings or conventions. As associate members, they do not become members of the State or National Federation.

ARTICLE IV OFFICERS AND THEIR DUTIES

Section 1. Eligibility

- A. All TFRW elected and appointed officers, and members of Standing and Special Committees, in order to serve, shall be active members in good standing and be qualified for their position, and must present a certified voting record.
- B. TFRW elected officers must have necessary computer skills for their office and must have access to a computer.
- C. Officers can only hold one voting position on the Executive Committee.
- D. A candidate shall run for only one office in an election. This does not preclude her from running from the floor for another position.
- E. There shall be no at-large positions within a club.

Section 2. Officers

Elected officers of MCRWC shall be: President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Vice Treasurer, and Recent Past President.

Section 3. Terms of Office

- 1. All officers elected biennially for a two-year term, or until their successors are elected, shall be elected in odd years to coincide with the TFRW officers' elections.
- 2. 2. Elected officers may serve two consecutive terms in the same office. A member may return to an office in which she previously served if at least one term has gone by.
- 3. Club officers shall be installed by December 31st of the year that they were elected. Elections are to take place in October.

Section 4. Duties of the Officers

To expedite transition, all outgoing officers shall assist their respective successor as soon after the biennial convention as conveniently possible. All officers shall deliver all records, files, and properties of the TFRW to their respective successors within one week after leaving office, except for records that can be delivered earlier.

A. Duties of the President

- 1. To preside at all meetings of the MCRWC, the Executive Committee and the Board of Directors.
- 2. To appoint all Standing Committees, <u>except the Nominating Committee</u> and <u>Financial Review Committee</u>, the appointment of all committee chairmen to be approved by the Executive Committee; Standing Committees to be Campaign, Fundraising, Bylaws, Legislation and Research, Membership, and Programs and Public Relations.
- 3. To appoint a Parliamentarian, Sergeant-at-Arms and a Chaplain.
- 4. To appoint chairmen of such Special Committees, approved by the Executive Committee, as may be deemed necessary to carry out the program of MCRWC.
- 5. To represent the MCRWC at all times or designate someone as representative in her absence or inability to do so.
- 6. To issue a written Call to all meetings.
- 7. To serve as ex-officio member of all committees <u>except the Nominating Committee</u> <u>and the Financial Review Committee</u>.
- 8. To represent MCRWC at all TFRW Board of Directors meetings.
- 9. To formulate a program of action for MCRWC and assisted by the Treasurer, prepare an annual budget, both to be presented to the Board of Directors for adoption.
- 10. To certify to the TFRW President, the TFRW 2nd Vice President, and the Area Vice President, the names, addresses including zip codes, phone numbers and email

addresses the delegates and alternates to the TFRW and NFRW Conventions no later than thirty (30) days before the Convention.

11. To maintain records and files of MCRWC.

B. Duties of the First Vice President

- 1. To preside in the absence of the President.
- 2. To arrange, in consultation with the President, for speakers and programs of the Club.
- 3. To perform such other duties as may be assigned by the Club President.

C. Duties of the Second Vice President

- 1. To serve as the Membership Chairman to promote membership.
- 2. To work with the Club President and Treasurer in maintaining a current membership roster of MCRWC.

D. Duties of the Recording Secretary

- 1. To record the minutes of all meetings of MCRWC
- 2. To present the minutes of all meetings of MCRWC
- 3. To serve as custodian for all records of MCRWC and to prepare a permanent record book of all meetings, to be delivered to her successor.

E. Duties of the Corresponding Secretary

- 1. To handle correspondence of the MCRWC (i.e. greeting, thank you and sympathy cards.), as directed by the Club President.
- 2. To be chairman of the Club newsletter committee with a minimum of quarterly mailings. Such newsletters may be via electronic mail or U.S. Postal Service.
- 3. To keep a record book of all newsletters, to be delivered to her successor.

F. Duties of the Treasurer

- 1. To prepare, with the Club President, an annual budget.
- 2. To receive and be a custodian of all funds of the MCRWC and to pay all bills within the budget. The Executive Committee shall approve payment of all bills not within the budget. All payments shall be reviewed by the President before disbursing.
- 3. To keep an account of all monies received and disbursed by her and to report in full at each meeting.
- 4. To keep an up-to-date roster of Club members and payment of dues.
- 5. Submit all TFRW membership forms, dues and one-time service charge in a timely manner. TFRW will supply current forms annually.
- 6. To serve as ex-officio member of the Finance Committee and present the treasurer's books for review.

- 7. To keep the Vice Treasurer fully informed of all treasury activities and transactions.
- 8. To be a signee on the MCRWC bank account.
- 9. To submit all tax reports to the IRS as required by law, if applicable.

G. Duties of the Vice Treasurer

- 1. To be in full knowledge of the Treasurer's duties and activities and transactions.
- 2. To assist the Treasurer as deemed necessary.
- 3. To fulfill the Treasurer's duties upon her absence including receiving funds and disbursing checks.
- 4. To perform such other duties as may be deemed necessary to carry out the financial business of the MCRWC.
- 5. To be a signee on the MCRWC bank account.

Section 5. Resignation from Office

Should a Club President who currently serves or files for election to public office which could possibly involve a primary, (excluding the State Executive Committee of the Tennessee Republican Party or as a delegate to the Republican National Convention,) support publicly a candidate in a primary, advocate a split party ticket, or support a candidate running on an opposition ticket, she must resign from the office she holds.

Section 6. Vacancies

A vacancy in an elective office shall be filled by the Club membership by election, at its next meeting following the vacancy. Nominations shall be made from the floor by Club membership. Notice of such vacancy shall be given with the Call to the meeting, or if the vacancy occurs after the call is issued, by letter, phone, fax or email. An officer, elected to fill an unexpired term of **one year or less**, is eligible to succeed herself for two full two-year terms. The name of such elected officer shall be submitted to the TFRW President, the TFRW Treasurer and the TFRW 2nd Vice President within ten days, along with their address, zip code, home and cell phone numbers and email address.

Section 7. Officers' Records

All officers and committee chairmen shall deliver all records, files and properties of the MCRWC to their successors within one month after retiring from office unless otherwise directed by the President or the Executive Committee. All records, lists and database files are the sole property of and for the sole use of the MCRWC and shall not be distributed or shared with anyone not authorized by MCRWC. Email lists shall not be distributed to candidates or other entities that are not conducting business for MCRWC. All lists and records are the property of the <u>TFRW</u>.

ARTICLE V EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

Section 1. Executive Committee

- A. **Membership** The Executive Committee shall consist of the elected officers and the immediate Past President.
- B. **Duties** The duties of the Executive Committee shall be:
 - 1. To approve Standing and Special Committee Chairmen.
 - 2. To recommend the Budget.
 - 3. To recommend Standing Rules necessary to carry on the work of the MCRWC.
 - 4. To make recommendations to the MCRWC Board of Directors as deemed necessary.
 - 5. To address disciplinary issues of members.
 - 6. To attend club meetings.

Section 2. Board of Directors

- A. **Membership** The Board of Directors of MCRWC shall consist of the members of the Executive Committee and the Chairmen of the Standing Committees (voting members). The non-voting members with a voice on the Board of Directors shall be the Chairmen of Special Committees, the Chaplain, the Parliamentarian, the Sergeant-at-Arms, the Standing Committee and Special Committee Vice Chairmen and Committee members appointed to serve during the full term of the Club President.
- B. **Duties of the Board of Directors -** The duties of the Board of Directors shall be:
 - 1. To be the governing body of MCRWC.
 - 2. To elect delegates and alternate delegates to the Tennessee Federation of Republican Women's Convention.
 - 3. To attend Club meetings.
 - 4. To provide to all Club members access to the Club's Bylaws.

C. Standing Committees

- 1. The MCRWC Club's Standing Committees are to be Bylaws, Campaign, Fundraising, Legislation and Research, Membership, and Programs and Public Relations.
- 2. The Club Standing Committees shall prepare programs of action in their respective fields for consideration by the Club President and Club Executive Committee.
- 3. The Club Standing Committee Chairmen, or in their absence, the Vice Chairmen, shall have a voice and a vote on the Club Board of Directors. The Club Standing Committee **members** shall have a voice, but no vote.

D. Special Committees and Appointees

Special Committees shall be appointed by the Club President as deemed necessary to accomplish the work of the MCRWC. Special Committee Chairmen, Vice Chairmen, and members shall have a voice, but not vote, at the MCRWC Board meetings.

Section 3. Meetings of the Executive Committee, Board of Directors and Club Meetings

- A. A meeting of the Executive Committee and the Board of Directors shall be at their discretion. At least two weeks written notice shall be given to each member of the Executive Committee and Board of Directors if such meeting is established.
- B. Any special meetings of the Club, the Executive Committee or the Board of Directors may be called by the Club President or shall be called by the Club President at the written request of three (3) voting members of the Board of Directors or ten percent (10%) of the Club membership. At least seven (7) days' notice shall be given for all special meetings. Such written notice shall be by mail, fax, email or other approved electronic communication. The purpose of the meeting shall be stated in the call, with no other business to be transacted at the meeting.
- C. There shall be no proxy voting.
- D. A vote by the Executive Committee may be conducted between meetings by mail, phone, fax or e-mail and ratified at the next meeting.
- E. A quorum for any regular or special club meeting shall be twenty five percent (25%) of the membership.
- F. In the event a properly called Board meeting has to be cancelled due to circumstances beyond the control of MCRWC, then it shall be acceptable to hold said Board meeting by conference call, Skype or other approved electronic means with seven (7) days' notice being given to the members of the Board of Directors. This section does not apply to a meeting required by these Bylaws that has not already been called. Election of officers must take place at a duly called meeting for that purpose.
- G. In situations when meeting in person is not possible, meetings may be held by conference call, Skype, Zoom or other approved electronic methods where all participants can be seen and heard.

ARTICLE VI POLICY

Section 1. No Club, Club officer, member of the Board of Directors of MCRWC, nor any individual member shall advocate a split party ticket or support a candidate running on an opposing

ticket, including non-partisan elections, nor shall they have affiliation with any political organization which is not officially recognized as working in concert with MCRWC, the TFRW, NFRW and the Republican National Committee. Should a violation of this section occur, upon recommendation of the Club Board of Directors, the matter shall be referred, in writing, to the TFRW President.

Section 2. No Club, nor its President or Campaign Activities chair, shall endorse any candidate for office before the primaries or national convention, nor participate in any factional contest (excluding the State Executive Committee of the Tennessee Republican Party or as a delegate to the Republican National Convention).

Section 3.

- A. This Club shall take no public stand on national or state issues unless such a stand has already been taken by the TFRW Board of Directors, except in the case of a directive from TFRW or NFRW on an issue of national or state urgency.
- B. Requests for state and local issues that have not been authorized by the State Federation may be submitted to the TFRW President for review.
- C. Non-Republican political candidates, political officeholders, party officials or their representatives, shall not be allowed to address the group or distribute political materials at State Federation or Club meetings or events. (This includes office holders in non-partisan races. As stated at a National Board meeting, "you do not give a known Democrat the microphone under any circumstance.")
- D. Only those who meet the criteria or qualifications set forth in these bylaws and whose conduct is not detrimental to the Club may be admitted to membership.
- **Section 4.** The <u>OFFICIAL SPOKESMAN</u> for this Club shall be the President or the representative designated by her.
- **Section 5.** No MCRWC officer or member has authority to move monies in accounts without approval of the Executive Committee; the approval shall be reflected in the Club minutes.
- **Section 6**. The Club as a whole and its President and Campaign Activities Chair shall not publicly endorse any candidate for public office in contested Republican primaries, runoff elections, and special elections, and/or non-partisan elections when more than one Republican is in the race. Individual members of this organization may work for the candidate of their choice in contested Republican primaries, but not in the name of the Club or Federation.-An officer of this organization who is a candidate or whose spouse or family member is a candidate shall be exempt from this rule, however, they may not do so in the name of the organization or by utilizing the logo or stationery without the approval of the NFRW/ TFRW. NFRW Bylaws provide for removal of membership for any member, state Federation or local club that advocates a split party ticket or supports a candidate who is running on an opposition ticket.

Section 7. Any membership and/or mailing lists acquired through membership in the TFRW and its local Clubs shall not be used for any private endeavor outside authorized Federation and Club activities

Section 8. Only one Club President can serve on the local county Republican Party Executive Committee, when there are more than one club in the county, unless the County Republican Party Bylaws allows for more. A list of eligible Club Presidents who can serve on the CEC shall be submitted to the TNGOP by the TFRW President.

ARTICLE VII NOMINATIONS AND ELECTIONS

Section 1. In odd numbered years, a Nominating Committee of five (5) members (needs to be an odd number) and one alternate shall be nominated and elected by a majority vote of the Club membership at a meeting called for that purpose. A Club president may not appoint the Nominating Committee. Smaller clubs with twenty-five (25) or fewer members may elect three (3) members and one alternate. The members of the Nominating Committee shall elect a chairman from their own number and the chairman shall designate the time and place for the Nominating Committee to meet. Discussions of the Nominating Committee shall remain confidential. The proposed slate is reported in the official call which shall be sent out in September. A Nominating Committee member shall not serve two (2) consecutive terms.

Section 2. The Nominating Committee shall submit one nominee for each office in a report to be sent out with the Call to a meeting for that purpose to all members of the Board of Directors and Club members. The members of the Nominating Committee shall not submit for an office the name of anyone serving on the Nominating Committee. It is the duty of the Nominating Committee for all elections to thoroughly vet the candidate for an elected position and to request and present a voting record of that candidate.

Section 3. Election of officers shall occur in October. Biennial elections shall occur in odd numbered years. Installation of officers shall take place by December 31 of the year of election.

Section 4. Nominees

- **A.** Nominees to the MCRWC elective offices submitted by the Nominating Committee shall be members in good standing of the TFRW and shall be in accord with the purposes, bylaws and policies of this Federation, and the Republican Party. Oral consent to serve, if elected, must be given to the nominating committee chairman and shall be followed by a completed and signed nomination consent form with voting record. (See Standing Rules) to the nominating chair. The nominating committee chair will submit all forms to the Club President prior to the election.
- **B.** Nominations for the MCRWC elective offices may be made from the floor at the meeting called for the election following the report of the nominating committee. Such nominees shall be members in good standing of the TFRW and shall be in accord with the purposes, Bylaws

and policies of this Federation and the Republican Party. Oral consent to serve must be given to the nominating committee chairman and shall be followed by <u>immediate completed and signed nomination consent form with voting record (See Standing Rules) to the nominating committee chair.</u> The nominating committee chair will submit all forms to the Club President prior to the election.

- **Section 5.** Election shall be by ballot and a majority of all votes cast shall constitute an election. Where there is one candidate for an office, election may be by voice vote.
- **Section 6**. Members seeking office must have voted Republican in two (2) of the four (4) most recent state and/or local Republican primary elections. A certified copy of their voting record must be submitted to the currently serving Nominating Committee of the Club in the year of the official declaration of their candidacy. (See Standing Rules for Consent form)
- **Section 7**. Members seeking office who have not voted Republican two (2) of the four (4) most recent state and/or local Republican primary elections can submit, in writing, a clarification of their record to the <u>MCRWC</u> President and must be approved by the voting members of the <u>MCRWC</u> Board of Directors. (See Standing Rules for waiver)

ARTICLE VIII DUES

Section 1. Dues

A. MCRWC shall pay TFRW and NFRW per capita dues to the State Treasurer as soon as possible after the beginning of the fiscal year with the first payment to be received no later than January 1. Payment of dues shall be accompanied by a list of the names, addresses with zip codes, phone numbers and email addresses of the Club President and Treasurer plus the same for members whose dues are being paid.

Section 2. Service Charge

- A. MCRWC shall pay a National service charge to be included with its first dues' remittance each year for which it will receive all mailings and other services of the NFRW.
- B. The fiscal year of MCRWC shall be from January 1st through December 31st.

Section 3. Expiration of Membership

Membership expires each year on December 31. Renewal of membership must be received at NFRW Headquarters by March 1 of the following year for the member to remain in good standing.

ARTICLE IX

CONVENTIONS

Section 1. National

- A. Each Club shall elect one delegate and one alternate to the National Convention. The alternate shall vote only in the absence of the delegate from the floor. The delegate and alternate must have been a member of a Club in good standing for at least (60) sixty days before the election.
- B. A Club must be in good standing to be eligible for representation at a Biennial Convention. A continuing Club shall have paid the previous year's dues and service charge and maintained its current dues and service charge. The state's delegate representation shall be based on the current dues received at NFRW headquarters postmarked no later than (90) ninety days before the convention.
- C. New Clubs must be in good standing for at least six months prior to the convention to be eligible for representation.
- D. The Club President shall send the names, addresses with zip codes, emails, and phone numbers of the delegate and alternate to the TFRW and NFRW Presidents electronically by said deadline. Any emergency change necessary after the filing date must be in writing to the NFRW President, with a copy to the TFRW President by said deadline.
- E. Delegates-at-large and alternate delegates-at-large shall be elected by the Board of Directors in such numbers as prescribed by the National Federation Bylaws.

Section 2. State

- A. A Biennial Convention shall be held in odd years at such time and place as shall be determined by the Board of Directors, bids for convention site having been submitted by Clubs in writing to the State President during the immediate past Biennial Convention. The Call to Convention shall be sent to all Club Presidents and board members at least (60) sixty days before the Biennial Convention.
- B. At the State Biennial Convention, a Club shall be entitled to one delegate and one alternate for every (10) ten memberships paid to the State Federation no later than (60) sixty days before the Convention. Delegates and alternates are to be elected by each Club after due notice to the membership. Delegates and alternates must have been members at least sixty (60) days before their election.
- C. A majority of delegates credentialed and attending shall constitute a quorum. No voting by proxy shall be permitted.
- D. Clubs must have been chartered and in good standing at least six months prior to the Biennial Convention in order to have delegate representation at the Convention.

E. Names and addresses of Club delegates and alternates shall be submitted to the State President, State 2nd Vice President and to their respective Area Vice President no later than thirty (30) days before the Convention.

Section 3. Area

- A. Each Area Convention shall be called at least (90) ninety days prior to the State Biennial Convention for the purpose of electing an Area Vice President and to take up any other business the Convention delegates deem appropriate. The time, date and location of the Area Convention shall be called by the Area Vice President and must be submitted to the TFRW President, the TFRW 2nd Vice President, the TFRW Secretary, and to all Club Presidents within their Area.
- B. Clubs must have been chartered and in good standing at least three months prior to the Area Convention in order to have delegate representation at the Area Convention.
- C. The Area Nominating Committee shall be composed of one representative from each Club within that Area. If there is an even number of representatives, the Nominating Committee shall elect an alternate from their own number to make the Committee an odd number. The Committee shall elect its own chairman and secretary. Each Club shall elect its own representative to the Area Nominating Committee, and she shall be considered one of the delegates in the Area Convention quota. The Nominating Committee shall submit by mail their nominee to the Area Vice President and to each Club President within that Area (30) thirty days prior to the Area Convention. The Nominating Committee Chairman shall set the location and time of the Nominating Committee meeting.
- D. Within forty-five (45) days after the Area Vice President's Call to the Area Convention, each Club shall elect delegates and alternate delegates to that Convention. A Club shall be entitled to one delegate and one alternate for every (10) ten memberships paid to the State Federation within (30) thirty days after the Call to the Area Convention. Delegates and alternates are to be elected by each Club after due notice to the membership. Delegates and alternate delegates must have been members at least (60) sixty days before their election.
- E. Names and addresses of each Club's delegates and alternates to the Area Convention shall be submitted by mail, fax, email or any other approved electronic communication to the following individuals, at least fifteen (15) days prior to the Area Convention: (1) the State President; (2) the Area Vice President; and (3) the State Second Vice President. Persons running from the floor who wish to obtain a list of delegates and alternates shall make requests to the Area Vice President.
- F. The incumbent Area Vice President shall function as the presiding officer of the Area Convention. If the Area Vice President is unable to serve, the Area Nominating Committee shall select a presiding officer.
- G. The floor must be opened for other nominations following the report of the Nominating Committee. Such other nominees shall have given written consent to serve and her voting

record to the Area Vice President before voting takes place. A majority of delegates attending the Area Convention shall constitute a quorum. A majority of votes cast shall constitute election of their Area Vice President. The incumbent Area Vice President (or presiding officer) shall submit to the State President, Second Vice President and State Secretary the name, address and telephone number of the Area Vice President-elect no later than ten (10) days following the Area Convention. The Vice President-elect will be installed at the following State Biennial Convention and will assume office January 1st following installation, term expiring December 31st, two years hence.

H. In the event that an Area shall fail to elect a Vice President (30) thirty days prior to the State Biennial Convention, it then becomes the duty of the State Nominating Committee to recommend a candidate from the Area in question to fill this office. Such Area shall be alerted by the State President to caucus immediately prior to the State Biennial Convention. The recommended candidate's name shall be placed in nomination during the caucus, at which time other candidates may be nominated from the floor. A simple majority of the delegates present, and voting shall constitute the election of their Area Vice President. The incumbent Area Vice President shall submit to the State President, Second Vice President and State Secretary the name, address and telephone number of the Area Vice President-elect no later than ten (10) days following the Convention.

ARTICLE X PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall govern the Tennessee Federation in all instances where they are applicable and in which they are not inconsistent with these Bylaws, or those of the TFRW or NFRW or any special rules of order.

ARTICLE XI AMENDMENTS

These Bylaws may be amended by 2/3 (two-thirds) vote of the Club's members present and voting at the MCRWC meeting, provided the Bylaws Committee Chairman shall have sent the proposed amendments to each member of the Club at least (30) thirty days prior to the meeting at which they are to be amended.

Changes to the NFRW/TFRW Bylaws shall automatically be included in these Bylaws.

ARTICLE XII DISSOLUTION OF A CLUB

A. The Club may be dissolved by a two-thirds (2/3) vote of the membership provided thirty (30) days' notice has been given in writing to all members. The assets of a Club, upon dissolution or being inactive for two consecutive years, shall be distributed to the TFRW.

Upon dissolution, Club assets shall not be disbursed without approval of the TFRW Executive Committee. None of the assets shall be distributed to any member or officer of the Club.

B. The right to use the name of a dissolved or inactive Club who has not paid dues or service charge for two consecutive years, shall revert to the TFRW. A Club which has been inactive must pay dues for at least 10 members and a service charge for the current year to reactivate the Club Charter.

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