

**TENNESSEE FEDERATION
OF
REPUBLICAN WOMEN**

BYLAWS

**REVISED
OCTOBER 21, 2017**

**TENNESSEE FEDERATION OF REPUBLICAN WOMEN
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**ARTICLE I
NAME**

The name of this organization shall be **TENNESSEE FEDERATION OF REPUBLICAN WOMEN.**

**ARTICLE II
OBJECTIVES**

The objectives of this organization shall be:

- to promote an informed public through political education and activity.
- 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 Republican Women's Clubs.
- to foster loyalty to the Republican Party at all levels of government and to promote its principles and candidates in all elections, including non-partisan elections.
- to support the objectives and policies of the Republican National and Tennessee Executive Committees and to work for the election of Republican Party nominees.
- to perform any lawful activity not inconsistent with the foregoing.

**ARTICLE III
MEMBERSHIP**

Section 1: Members and Clubs in Good Standing

An individual active member in good standing is one whose current dues are paid in a TFRW affiliated Club and who is not in conflict with Article III, Section 5. A Club in good standing is one whose current dues and service charges are paid and is not in conflict with Article III, Section 5.

Section 2. Eligibility

- A. Clubs** - Membership in the TFRW shall be open to any Republican women's Club of ten (10) or more members who form a permanent organization, elect officers, adopt Bylaws approved by the TFRW Executive Committee, pay dues and service charge, and hold at least five meetings within a twelve month period. The latter shall apply only to Clubs where unusual circumstances prohibit more frequent meetings.
- B. 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.

- C. Associate Membership** - Republican women who have primary membership in a Federated Club are eligible for Associate Membership in Clubs 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, have a voice or a vote, be on committees, hold office or 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.

- D. National At-Large Membership** - A Republican woman who is not a member of a state federation or Club, and who contributes the required funds to the NFRW is eligible to be an At-Large member. At-Large members will receive all NFRW official publications, and be entitled to participate in on-line discussions, and they may attend NFRW, State Federation or nearby Club meetings, but will not have a voice or vote.

- E. Student Membership** - An option provided to undergraduate or postgraduate level female students who want to be a part of the National Federation of Republican Women, but do not have the time to devote to a Club or do not have a Club near them. Student Associates receive all the benefits that a National At-Large Member receives. Dues to become a Student Associate member are \$15.00 per year. Annual proof of enrollment is required before membership is granted (a copy of either a current class schedule or a Student ID).

Section 3. Qualifications for Membership

- A. A Club may be admitted to and continued in membership if its Bylaws are not in conflict with TFRW and NFRW Bylaws and objectives.
- B. Neither a State Federation nor a local Club, nor an individual member that advocates a split party ticket or supports a candidate running on an opposition ticket shall be admitted to or continued in membership.
- C. A new Club shall be admitted to membership by majority vote of the Executive Committee of TFRW upon application for membership directed to the President of TFRW with a copy to the proper area Vice President and shall be accompanied by the names and addresses, including zip codes, home phone numbers, cell phone numbers and email addresses of duly elected officers and the charter members and a copy of the Club Bylaws. At the same time, payment of state and national dues and national service charge and two copies of the names and addresses including zip code and email addresses of the officers and charter members shall be sent to the TFRW Treasurer. All Club Bylaws shall provide for election of officers between October 1 and November 30 and installation prior to January 1 of the following year. The duly

elected officers' names, addresses including zip codes, home phone numbers, cell phone numbers and email addresses shall be submitted by December 1 to the State President and the TFRW Second Vice President.

- D. The word "Republican" shall be included in the title of all Clubs. The word "Federation" shall not be used in the title of any Club.

Section 4. New Clubs

There shall be no limit as to the number of Clubs that can be organized within any area. A new Club must be in good standing (Article III, Section 1) for at least six months prior to the NFRW Biennial Convention to be eligible for representation. The six month period will begin as of the date the TFRW President notifies the NFRW President in writing by mail, email or by fax that the Club's Bylaws have been approved by the TFRW Executive Committee. This notification shall be immediate and shall be accompanied by the name of the Club and the name, address including zip code, home phone number, cell phone number and email address of the Club President.

Section 5. Removal from and Reinstatement to Membership

I. Clubs.

A local Club may be removed from membership by a two-thirds (2/3) vote of the TFRW Executive Committee for any of the following reasons:

- A. Cause – Cause for such removal shall include, with limitation, the failure or refusal to support the policies and objectives of the TFRW, as stated in its Bylaws or any act or omission intended to cause or having the effect of causing damage to the TFRW or its reputation or financial stability.
- B. Bylaws which are in material conflict with the TFRW or NFRW Bylaws.
- C. Non-payment of dues for the full membership and current service charge.
- D. Failure to support the Republican Party Ticket, advocating a split party ticket, supporting a candidate on an opposition ticket or actions which are in conflict with the TFRW and NFRW Bylaws.
- E. Failure to maintain the membership requirements and qualifications as set forth in Article III, Section 2, A and Section 3, A-D.
- F. Affiliation with any partisan political organization which is not officially recognized as part of the NFRW, the TFRW, and the Republican National Committee. This applies to Clubs as entities and not to individual members.

II. Individuals

An individual member of the TFRW may be removed from membership by a two-thirds (2/3) votes of the TFRW Executive Committee for any of the following reasons:

- A. Cause - Remove for cause, at the sole discretion of the Executive Committee, from membership or any TFRW office or position of any kind, by a two-thirds (2/3) vote, any TFRW member, officer, or any member of the TFRW Board of Directors or

National appointee. Cause for such removal shall include, with limitation, the failure or refusal to support the policies and objectives of the TFRW, as stated in its Bylaws, or any act or omission intended to cause or having the effect of causing damage to the TFRW or its reputation or financial stability. Without limiting the generality of the foregoing, the initiation of litigation or any other adversary proceeding against the TFRW or in which the TFRW is named defendant or respondent shall constitute cause for removal, and the TFRW shall be entitled to recover from such member, officer or appointee its attorney's fees and other costs and expenses relating to any such litigation or proceeding if the TFRW shall substantially prevail therein.

- B. Non-payment of dues for the full membership.
- C. Failure to support the Republican Party Ticket, advocating a split ticket, supporting a candidate on an opposition ticket or actions which are in conflict with the TFRW and NFRW Bylaws.
- D. Be in violation of Article VI, Section 1 of the TFRW Bylaws.

III. Reinstatement

A Club or individual member may be reinstated by a two-thirds (2/3) vote of the TFRW Executive Committee.

A. Clubs

- 1. Meet the eligibility per Article III, Section 5 of the TFRW Bylaws.
- 2. Submit written application for reinstatement to the TFRW Executive Committee.

B. Individuals.

- 1. Submit a letter of consideration for reinstatement to the TFRW Executive Committee.
- 2. Demonstrate a willingness to comply with State and National Bylaws.
- 3. Acknowledge and respect the TFRW Board policy.
- 4. Exhibit an allegiance to the TFRW's missions and goals.
- 5. Acknowledge the authority of the TFRW President and Executive Committee.
- 6. Shall not hold a local Club or state office of the TFRW.

Section 6. Assets and Name Use

- A. The assets, upon dissolution of a Club, shall be distributed to the TFRW. None of the assets shall be distributed to any member or officer of the Club.
- B. The right to the use of the name of a dissolved Club 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. Clubs shall be given notice of proposed removal action and the reasons therefore and they shall be granted a thirty (30) day period in which to request a hearing by the Board.

ARTICLE IV OFFICERS AND THEIR DUTIES

Section 1. Eligibility

1. TFRW elected or appointed officers and members of Standing and Special Committees shall be active members in good standing.
2. TFRW elected officers must have necessary computer skills for their office and must have access to a computer.

Section 2. Officers

Elected officers of the TFRW shall be a President, First Vice President, Second Vice President, one Vice President from each Area, Recording Secretary, Corresponding Secretary, and Treasurer.

Section 3. Terms of Office

All officers shall be elected at the Biennial Convention, except the Area Vice Presidents, who shall be elected within their respective Areas at the Area Convention. All officers shall serve two year terms or until their successors are elected and take office and no officer shall serve more than two terms in the same office. Officers shall be installed at the State Biennial Convention and shall take office the following January 1st. These officers, plus the immediate Past President, are the Executive Committee of the TFRW.

Section 4. Duties of the Officers

All officers shall deliver all records, files, and properties of the TFRW to their respective successors within one month after retiring from office unless otherwise directed by the President or Executive Committee.

A. Duties of the President

1. To preside at all meetings of the TFRW, the Executive Committee and the Board of Directors.
2. To appoint all Standing Committees, except the Nominating Committee, the appointment of all committee chairmen to be approved by the Executive Committee; Standing Committees to be Campaign, Finance, Public Relations, Bylaws, and Legislation/Research and Membership.
3. To appoint a Parliamentarian, Sergeant-at-Arms and a Chaplain.
4. To appoint chairmen of such Special Committees as may be deemed advisable to carry out the program of the TFRW.
5. To represent the TFRW at all times or designate someone as representative in her absence or inability to do so.
6. To issue a written Call to Board of Directors Meetings and Executive Committee Meetings at least two weeks prior to such meetings.

7. To serve as ex-officio member of all committees except the Nominating Committee.
8. To represent TFRW on the NFRW Board of Directors as specified in the NFRW Bylaws.
9. To issue the official Call to the Biennial Convention as least sixty (60) days before the date of the Convention.
10. To formulate a program of action for TFRW and assisted by the Treasurer, prepare an annual budget, both to be presented to the Board of Directors for adoption.
11. To certify to the NFRW President the names of the Clubs whose state and national dues are paid, the number of members in each Club and the names and addresses including zip codes, phone/fax numbers and e-mail addresses (if any), of the Club presidents at least ninety (90) days before the National Biennial Convention.
12. To send the names and addresses with zip codes of the TFRW delegates-at-large and alternates-at-large to the NFRW President on credentials forms provided by the NFRW no later than twenty (20) days prior to the National Biennial Convention.

B. Duties of the First Vice President

1. To preside in the absence of the President.
2. To arrange for speakers at Board of Directors Meetings as directed by the President.
3. To compile and arrange for publication the State Convention program booklet.
4. To aid the Clubs in planning programs.
5. To compile and assemble, with the President, the TFRW Directory.
6. To perform such other duties as may be assigned by the TFRW President.

C. Duties of the Second Vice President

1. To work with the membership Chairman to promote membership.
2. To keep a current membership roster of each State Club.
3. To work with Area Vice Presidents in starting new Clubs.
4. To engage Clubs and to encourage participation with the State.

D. Duties of the Area Vice Presidents

1. To be a voting member of the Executive Committee and the Board of Directors.
2. To communicate between Clubs in her Area and to assist said Clubs when called upon.
3. To call Area Convention for the election of the Area Vice President.
4. To send a written report to each Club in her Area after State Board Meetings.
5. To organize new Clubs in her Area.
6. To keep Clubs in her Area informed of State and National Federation business.

7. To submit the name, address including zip code, email address and telephone numbers of the newly elected Area Vice President to the State President, Second Vice President and the TFRW Secretary within ten (10) days following the Area Convention.
8. To keep a current membership roster with addresses of each Club within her Area and a roster of the names, addresses, email addresses and telephone numbers of the officers of the Clubs within her Area, as provided by the Treasurer of each Club. Clubs who do not comply with the Area Vice President's request for membership rosters will be considered not in "good standing."
9. To endeavor to attend every board meeting. If unable to attend, she must make every effort to send a proxy. Any Area Vice President who misses two (2) consecutive meetings without a valid explanation or a proxy shall be removed from office.

E. Duties of the Recording Secretary

1. To keep and present, at the next Biennial Convention, the minutes of the previous Convention.
2. To keep and present at all Executive Committee and Board of Directors Meetings minutes of the previous meeting and to mail minutes of all Executive Committee and Board of Directors Meetings to Board members within fifteen (15) days after each meeting.
3. To give a report of Board business at the State Convention.
4. To serve as custodian for all records of the Federation and to deliver them to her successor.
5. To prepare a permanent record book of all TFRW meetings and Biennial Convention and to serve as the custodian of such records, which are to be delivered to her successor.
6. To record the minutes of all meetings of the TFRW Executive Committee and the Board of Directors, except the Biennial Convention.
7. To serve as Chairman of the Committee to approve the minutes of the Biennial Convention.

F. Duties of the Corresponding Secretary

1. To handle correspondence of the Federation.
2. To be chairman and publisher of the state newsletter.
3. To be custodian of and maintain Constant Contact or other programs used for the purpose of sending out the newsletter.
4. To keep a record book of all newsletters, to be delivered to her successor.

G. Duties of the Treasurer

1. To prepare, with the TFRW President, an annual budget.

2. To receive and be custodian of all funds of the State Federation and to pay all bills within the budget. Payment of all bills not within the budget shall be approved by the Executive Committee.
3. To keep an account of all monies received and disbursed by her and to report in full at the Board Meetings and the State Conventions.
4. To keep an up-to-date roster of state Clubs and payment of dues.
5. To send notices of per capita dues to each Club annually and notices of unpaid dues.
6. To submit an Independently Reviewed financial statement to each Club President no later than March 15 of the ensuing year.
7. To mail a line-item report of expenses to any Club making such request.
8. To receive National service charges and dues from Club Treasurers and remit same to NFRW.
9. To serve as ex-officio member of the Finance Committee and the Convention Credentials Committee.

Section 5. Resignation from Office

Should the TFRW State President, an Area Vice President, or a Club President file for election to public office involving 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 TFRW Board of Directors at its next meeting following the vacancy. 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.

Section 7. Officers' Records

All officers and committee chairmen shall deliver all records, files and properties of the TFRW 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 TFRW and shall not be distributed or shared with anyone not authorized by TFRW. Email lists shall not be distributed to candidates or other entities that are not conducting business for TFRW.

**ARTICLE V
EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS**

Section 1. Executive Committee

A. Membership - The Executive Committee shall consist of the elected officers, the Area Vice Presidents 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 approve the Budget.
3. To adopt Standing Rules necessary to carry on the work of the TFRW.
4. To make recommendations to the TFRW Board as deemed necessary.
5. To rule on the admission or removal of Clubs and individuals in this Federation.
6. To attend TFRW meetings.

Section 2. Board of Directors

A. Membership - The Board of Directors of this Federation shall consist of the members of the Executive Committee and the Chairmen of the Standing Committees. The non-voting members with a voice on the Board of Directors shall be the Chairmen of Special Committees, the Chaplain, the Parliamentarian, the National Committeewoman, the Sergeant-at-Arms and the Standing Committee and Special Committee Vice Chairmen and Committee members appointed to serve during the full term of the President.

B. Duties of the Board of Directors - The duties of the Board of Directors shall be:

1. To be the governing body of the TFRW between conventions.
2. To approve the program and order of business at the Biennial Convention of the TFRW.
3. To fill a vacancy in office as outlined in Article IV, Section 6.
4. To elect a Nominating Committee. (Article VII, Section 1)
5. To elect delegates-at-large and alternate delegates-at-large to the National Federation Convention.
6. To adopt the Budget and Program of Action.
7. To attend TFRW meetings.

C. Standing Committees

1. The TFRW Standing Committees shall be Bylaws, Campaign, Finance, Legislation and Research, Membership and Public Relations.
2. The TFRW Standing Committees shall prepare programs of action in their respective fields for consideration by the TFRW President and TFRW Executive Committee.

3. The TFRW Standing Committee Chairmen, or in their absence, the Vice Chairmen, shall have a voice and a vote on the TFRW Board of Directors. The TFRW Standing Committee members shall have a voice, but no vote.

D. Special Committees and Appointees

TFRW Special Committees and any other individual/individuals shall be appointed by the TFRW President as deemed necessary to accomplish the work of the TFRW. TFRW Special Committee Chairmen, Vice Chairmen, and members shall have a voice, but not a vote, at the TFRW Board meetings.

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

- A. The Executive Committee and Board of Directors shall meet at least three times each calendar year at such time and place as they select. At least two weeks written notice shall be given each member of the Committee and Board by mail, fax, email or other approved electronic communication.
- B. Special Board meetings may be called by the TFRW President or shall be called at the written request of ten (10) voting members of the Board of Directors. At least seven days' notice shall be required.
- C. There shall be no proxy voting except the Area Vice Presidents who may appoint an active member in good standing from the same Area as the Vice President as her proxy with a voice and a vote. Forms for proxy shall be provided by the State President.
- 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 of the Executive Committee shall consist of ten (10) voting members of the Executive Committee. A quorum of the Board of Directors shall consist of ten (10) voting members of the Executive Committee or the Board of Directors.
- F. Club Presidents and members may attend Board of Directors Meetings with a voice but not a vote.
- G. In the event a properly called TFRW Board of Directors meeting has to be cancelled due to circumstances beyond the control of TFRW, then it shall be acceptable to hold said Board meeting by conference call, Skype or approved electronic means with seven 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.

ARTICLE VI POLICY

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

Section 2. Neither this organization nor its President, nor its Area Vice Presidents shall endorse any candidate for office before the primaries or national convention, nor participate in any factional contest. Neither Clubs nor Club presidents shall endorse any candidate for office before the primaries, (excluding the State Executive Committee of the Tennessee Republican Party or as a delegate to the Republican National Convention).

Section 3.

- A. This organization shall take no public stand on national issues unless such a stand has already been taken by NFRW.
- B. This organization shall take no public stand on state issues unless such a stand has been taken by the TFRW Board of Directors.
- C. A stand on national or state issues may be taken only after careful study by the Resolutions Committee with approval of two-thirds (2/3) of the Board of Directors except in the case of a directive from NFRW on an issue of national urgency.
- D. 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.
- E. Clubs within this organization shall observe the same policy.

Section 4. The official spokesman for this organization shall be the President or the representative designated by her.

Section 5. No TFRW officer or member has authority to move monies in accounts without approval of the Executive Committee; the approval shall be reflected in the minutes.

Section 6. The TFRW Executive Committee may determine what Area lines will be. Areas should not contain less than four (4) counties nor more than ten (10) counties.

Section 7. All notices to membership may be by mail, fax, email, or any other approved electronic communication.

ARTICLE VII NOMINATIONS AND ELECTIONS

Section 1. A Nominating Committee of five members and one alternate shall be elected by a majority vote of the Board of Directors, from its own membership, present at the first meeting in the calendar year in which the Biennial Convention is held, provided there is at least a ninety (90) day period between the Board Meeting and the Convention. At least one and not more than

two members of the Nominating Committee shall represent each political grand division of the State. The members of the Nominating Committee shall elect a chairman from their own number and the chairman shall designate time and place for the Nominating Committee to meet. 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 Convention to all members of the Board of Directors and Club Presidents. The members of the Nominating Committee shall not submit for an office the name of anyone serving on the Nominating Committee.

Section 3. Nominations From the Floor

- A. Nominations for the elective offices may be made from the floor at the Biennial Convention 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. Candidates who wish to be nominated from the floor shall provide their written consent to serve to the TFRW President prior to the election. Candidates must also provide from their local election commission office, a certified copy of their voting record to the TFRW President prior to the opening of the Convention.
- B. In case of an extreme emergency, this rule may be suspended by a two-thirds vote of the convention delegates to allow a nomination provided the nominee pledges to submit a certified voting record from their local election commission within two business days of the close of the Convention.

Section 4. 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 5. Members seeking office to the TFRW voting body of the TFRW Board of Directors must have voted Republican in four (4) 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 Biennial Convention in the year of the official declaration of their candidacy.

Section 6. Members seeking office to the Executive Board of the TFRW who have not voted Republican four (4) of the four (4) most recent state and/or local Republican primary elections can submit, in writing, a clarification of their record to the currently serving Nominating Committee, for consideration.

**ARTICLE VIII
DUES**

Section 1. Dues

- A. The state per capita dues shall be set by the State Biennial Convention to be effective at the beginning of the fiscal year following the convention.

- B. Clubs 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 February 1. Payment of dues shall be accompanied by a list of the names, addresses, with zip codes, and phone numbers of the Club President and Treasurer plus the same for members whose dues are being paid.

Section 2. Service Charge

- A. To be in good standing, each Club shall pay a National service charge to be included with their first dues remittance each year for which it will receive all mailings and other services of the NFRW.
- B. A Club removed from good standing for non-payment of the service charge may be reinstated upon payment of the service charge for the past year, provided dues are current.
- C. The fiscal year of this Federation shall be from January 1st through December 31st. The fiscal year of College Clubs shall be from August 1 through July 31.

ARTICLE IX CONVENTIONS

Section 1. National

- A. One delegate and one alternate to the National Convention shall be elected by each Club. 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 sixty (60) 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 ninety (90) 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 and email, of the delegate and alternate to the TFRW and NFRW Presidents on credentials forms furnished by the NFRW, postmarked no later than Thirty (30) days before the Biennial Convention. Any emergency change necessary after the filing date must be in writing to the NFRW President, with a copy to the TFRW President no later than ten (10) days prior to the convention.
- 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 sixty (60) days before the Biennial Convention.

- B. At the State Biennial Convention a Club shall be entitled to one delegate and one alternate for every ten (10) memberships paid to the State Federation no later than sixty (60) 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 and to their respective Area Vice President no later than thirty (30) days before the Convention.
- F. The six statewide elected officers, the Area Vice Presidents and the Immediate Past President of the TFRW shall have delegate-at-large status at the State Biennial Convention.

Section 3. Area

- A. Each Area Convention shall be called at least ninety (90) 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 must be submitted with this Call to the State President 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. 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, fax, email or any other approved electronic communication, their nominee to the Area Vice President and to each Club President within that Area thirty (30) days prior to the Area Convention. The location and time of the Nominating Committee meeting shall be set by the Area Vice President. She shall notify each Club President in her area by mail, fax, email or any other approved electronic communication of her decision.
- D. Within thirty (30) 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 for every ten (10) memberships paid to the State Federation within thirty (30) days after the Call to the Area Convention. Delegates and alternate delegates must have been members at least sixty (60) 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 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 give a 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 Area 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 an Area Vice President thirty (30) 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 HONORARY MEMBERS OF TFRW

The spouse of a Republican currently representing Tennessee in the United States Congress, the spouse of a Republican Governor, and the Past Presidents of the State Federation shall serve as Honorary Members of the Federation. Past Presidents in good standing shall have the same rights as a paid member.

ARTICLE XI PARLIAMENTARY AUTHORITY

NFRW Bylaws and 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.

**ARTICLE XII
AMENDMENTS**

These Bylaws may be amended by two-thirds vote of the delegates present and voting at the Biennial Convention, provided the proposed amendment or amendments shall have been sent to each member of the Board of Directors of the Federation and to every Club by the Bylaws Revision Committee Chairman as least thirty (30) days prior to the Convention. In an emergency as determined by the TFRW Board of Directors, amendments may be accomplished by a majority vote taken by mail of the State Clubs after a vote of the Board of Directors.

**ARTICLE XIII
DISSOLUTION OF TFRW**

In the event of the dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the National Federation of Republican Women. None of the assets will be distributed to any member or officer of this organization.

Revised and Amended
By Convention October 21, 2017