

BYLAWS

ARTICLE I NAME

The name of this organization shall be _____, hereinafter sometimes known as _____.

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. A quorum for any regular or special club meeting shall be twenty five percent (25%) of the membership. Special meetings may be called with seven (7) days written notice and may be by written request of ten percent (10%) of the club membership. Business not listed on the Call shall not be considered.

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.

Section 3. 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, but they may use the word “Federated”.

Section 4. 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 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.
- G. A Club president whose Club is not in good standing may not hold a voting position on the local county party executive committee.

II. Individuals

An individual member of the _____ may be removed from membership by a two-thirds (2/3) vote of the TFRW Executive Committee, at the request of the _____ Executive Committee by a two-thirds (2/3) vote, 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 5. 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. Elected or appointed officers and members of Standing and Special Committees shall be active members in good standing of their Club and TFRW.
- 2. Elected officers must have necessary computer skills for their office and must have access to a computer.

Section 2. Officers

Elected officers of _____ shall *at least* be: President, Vice President, Secretary, and Treasurer or a Secretary/Treasurer.

Section 3. Terms of Office

All officers elected biennially for a two year term shall be elected in odd years to coincide with the TFRW officer’s elections. No officer shall serve more than two consecutive terms in office. Club officers shall be installed no later than December 31st of the year that they were elected. Elections are to take place in October/November. (Clubs must choose a month). All officers shall serve two-year terms or until their successors are elected and take office.

Section 4. Duties of the Officers

A. Duties of the President

- 1. To preside at all meetings of the _____, 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 (or Fundraising), Public Relations, Bylaws, 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 _____.
5. To represent the _____ at all times or designate someone as representative in her absence or inability to do so.
6. To issue a written Call to Board Meetings and Executive Committee Meetings at least two weeks prior to such meetings. Written calls can be by mail, email, fax or text messaging.
7. To serve as ex-officio member of all committees except the Nominating Committee.
8. To represent _____ at all TFRW Board of Directors meetings.
9. To formulate a program of action for _____ and assisted by the Treasurer, prepare an annual budget, both to be presented to the Board of Directors for adoption.
10. To certify delegates and alternates to the TFRW and NFRW Conventions, as requested.
11. To maintain records and files of _____.
12. To attempt to attend all TFRW Board Meetings.

B. Duties of the First Vice President *(When only one VP, combine the duties.)*

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

C. Duties of the Second Vice President

1. To serve as membership chairman to promote membership.
2. Along with the Club President and Treasurer, keep a roster of _____ current members.

D. Duties of the Recording Secretary

1. To keep and present the minutes of all meetings of _____.
2. To serve as custodian for all records of _____ 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 _____ (i.e. greeting, thank you and sympathy cards.), as directed by the Club President.
2. To be chairman and publisher of the Club newsletter 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 _____ 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 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 so as to meet with these requirements.
6. To serve as ex-officio member of the Finance Committee and present the treasurer's books for review.

Section 5. Resignation from Office

Should 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 Club membership, by election, 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. 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 _____ to their successors within one month after retiring from office unless otherwise directed by the President or the Executive Committee.

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 approve the Budget.
3. To recommend Standing Rules necessary to carry on the work of the _____.
4. To make recommendations to the _____ Board of Directors as deemed necessary.
5. To attend Club meetings.
6. To address the standing of an individual's membership in the Club.

Section 2. Board of Directors

A. Membership - The Board of Directors of _____ 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 and the Area Vice President.

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

1. To be the governing body of _____.
2. To elect delegates-at-large and alternate delegates-at-large 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 _____ Club's Standing Committees are to be Bylaws, Campaign, Finance, Legislation and Research, Membership 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 _____. Special Committee Chairmen, Vice Chairmen, and members shall have a voice, but not vote, at the _____ Board meetings.

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

- A. A joint meeting of the Executive Committee and the Board of Directors shall be at the discretion of each Club. At least two weeks written notice shall be given each member of the Executive Committee and Board of Directors meetings, if such meeting is established.
- B. Special meetings may be called by the President or shall be called at the written request of three (3) voting members of the Board of Directors. At least seven (7) days written notice shall be given of such 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 shall consist of a majority of voting members of the Executive Committee or the Board of Directors present and voting.
- F. Club Presidents and members may attend TFRW Board Meetings with a voice but not a vote.
- G. In the event a properly called Board meeting has to be cancelled due to circumstances beyond the control of _____, 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 _____, nor any individual member shall advocate a split party ticket or support a candidate running on an opposing ticket. Should a violation of this section occur, upon recommendation of the Club Board of Directors, the matter shall be referred to the TFRW Executive Board.

Section 2. No Club nor its President, 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. No Club shall take a public stand on national or state issues unless such a stand has already been taken by the TFRW Board of Directors.
- B. 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 TFRW or NFRW on an issue of national or state urgency.

Section 4. 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 5. Non-Republican political candidates, political officeholders, party officials or their representatives shall not be allowed to address the group or distribute political materials at individual 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.)

Section 6. The official spokesman for this Club shall be the President or the representative designated by her.

Section 7. No _____ 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 8. The President and Campaign Activities Chair shall not publicly endorse any candidate for public office in any primary, runoff, special or nonpartisan race where two or more known Republicans are in the race. No endorsement or evidence of support by any member shall be issued using the NFRW/TFRW affiliation, logo or stationery without the approval of NFRW/TFRW. An officer of the 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.

ARTICLE VII NOMINATIONS AND ELECTIONS

Section 1. Election of officers shall occur between October 1 and November 30. Biennial election shall occur in odd numbered years. Installation of officers shall take place by December 31 of the year of election.

Section 2. In odd numbered years, a Nominating Committee of no more than five (5) and no less than three (3) members and one alternate shall be nominated and elected **by a majority vote of the Club membership** at a meeting called for that purpose, provided said meeting is at least thirty (30) days prior to the scheduled election. **(A Club president may not make this selection.)** 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. A Nominating Committee member shall not serve two (2) consecutive terms.

Section 3. 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

members. The members of the Nominating Committee shall not submit for an office the name of anyone serving on the Nominating Committee.

Section 4. Nominations for the elective offices may be made from the floor at the meeting for elections following the report of the Nominating Committee Chair. Such nominees shall be members in good standing of the TFRW and shall be in accord with the purposes, Bylaws and policies of this Club, TFRW and the Republican Party. Candidates who wish to be nominated from the floor shall provide their written consent to serve, if elected, and, from their local election commission office a certified copy of their voting record, to the Club President prior to the opening of the meeting for elections.

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 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 7. Members seeking office 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. _____ 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, 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. _____ 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 _____ shall be from January 1st through December 31st.

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, 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 and the Area Vice Presidents 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 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 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 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 Membership Chairperson.
- 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 if elected. 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 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
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, or those of the TFRW or NFRW.

**ARTICLE XI
AMENDMENTS**

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

**ARTICLE XII
DISSOLUTION OF A CLUB**

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

January 2016, TFRW Bylaws Committee
Newly Revised per NFRW Mandate, September 2018