*(Directions: Fill in the blanks, as needed, add what is needed that is club specific, delete all italic language, be specific when a date is needed.)*

**BYLAWS**

**OF THE**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**ARTICLE I**

**NAME**

The name of this organization shall be \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, hereinafter known as \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**.**

**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 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.
* 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**

1. An individual member in good standing is one whose current dues are paid in a TFRW affiliated Club and who is not in conflict with the TFRW or NFRW objectives and policies.
2. A Club in good standing is one whose current dues and service charges are paid and is not in conflict with the TFRW or NFRW objectives and policies.

C. An individual or club in **good standing** is regarded as having complied with all their explicit obligations, while not being subject to any form of sanction, suspension or disciplinary censure. (Wikipedia)

**Section 2. Eligibility**

1. **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.
2. **Primary Membership**
3. 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.
4. 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.
5. **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, 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.

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**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 and be qualified for their position.
2. Elected officers must have necessary computer skills for their office and must have access to a computer.
3. Officers can only hold one voting position on the Executive Committee.
4. A candidate shall run for only one office in an election. This does not prevent a candidate from running from the floor for another position.
5. There shall be no at-large positions within a club.

**Section 2. Officers**

Elected officers of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_shall be: President, Vice President, Secretary, and Treasurer or a Secretary/Treasurer. *A club may add and must list other officers as deemed necessary for the proper function of that club.*

**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 and list a month in their Bylaws).* All officers shall serve two-year terms or until their successors are elected.

**Section 4. Duties of the Officers** *(May add duties that are club specific.)*

1. **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 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, approved by the Executive Committee, 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 the Executive Committee Meetings, to Special Called Meetings, and, upon the written request of three (3) voting members, to Special Called Meetings.

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 to the TFRW President and 2nd Vice President the names, address including zip codes, phone/fax numbers and email addresses (if any) the delegates and alternates to the TFRW and NFRW Conventions.

11. To maintain records and files of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

12. To attempt to attend all TFRW Board Meetings.

1. **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, in consultation with the President, for speakers and programs of the Club.

3. To perform such other duties as may be assigned by the TFRW President.

1. **Duties of the Second Vice President *(****Combine with 1st VP when only one.)*

1.  To work with the Membership Chairman to promote membership.

2.  To serve with the Club President and Treasurer in maintaining a current membership roster of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

1. **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.

1. **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.

1. **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. 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 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.

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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.
5. To be a signee on the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 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. 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. All records, lists and database files are the sole property of and for the sole use of the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and shall not be distributed or shared with anyone not authorized by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. Email lists shall not be distributed to candidates or other entities that are not conducting business for \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

**ARTICLE V**

**EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS**

**Section 1. Executive Committee**

1. **Membership** - The Executive Committee shall consist of the elected officers and the immediate Past President.

1. **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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

4.  To make recommendations to the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Board of Directors as deemed necessary.

5. To address disciplinary issues of members.

**Section 2. Board of Directors**

1. **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.

1. **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 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.

1. **Standing Committees**
2. The \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Club’s Standing Committees are to be Bylaws, Campaign, Finance, Legislation and Research, Membership and Public Relations.
3. The Club Standing Committees shall prepare programs of action in their respective fields for consideration by the Club President and Club Executive Committee.
4. 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.
5. **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**

1. A meeting of the Executive Committee and the Board of Directors shall be at the discretion of the 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.
2. Special meetings 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 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 meetings shall be stated in the call, with no other business to be transacted at the meeting. At least a five-day notice shall be given to all members for any special meeting.
3. There shall be no proxy voting.
4. A vote by the Executive Committee may be conducted between meetings by mail, phone, fax or e-mail and ratified at the next meeting.
5. A quorum for any regular or special club meeting shall be twenty five percent (25%) of

the membership.

Special meetings may be called with (7) seven days written notice and may be by written request of ten percent (10%) of the club membership. The purpose of the meetings shall be stated in the call, with no other business to be transacted at the meeting. At least a five-day notice shall be given to all members for any special meeting.

1. 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. Election of officers must take place at a duly called meeting for that purpose.

**ARTICLE VI**

**POLICY**

**Section 1.** No Club, Club officer, member of the Board of Directors of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, the TFRW, NFRW and the Republican National Committee. Opposition ticket meaning non-Republican. 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 Executive Board.

**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.**

1. No Club shall take a public position on national or state issues unless the TFRW Board of Directors has already taken such a position.

B. A position 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.

C. Non-Republican political candidates, political officeholders, party officials or their representative shall not be allow 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.)

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

**Section 5.** 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 6**. 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.

**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 either five (5) or 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 appoint the Nominating Committee.)** 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, except for small clubs of twenty-five members or less.

**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. At least thirty days must have passed for such called meeting and the election of the Nominating Committee. The members of the Nominating Committee shall not submit for an office the name of anyone serving on the Nominating Committee.

**Section 3.** Election of officers shall occur between October 1 and November 30. *(Choose a specific date and insert here.)*  Biennial election shall occur in odd numbered years. Installation of officers shall take place by December 31 of the year of election.

**Section 4. Nominations from the Floor**

A. 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/NFRW and the Republican Party. Candidates who wish to be nominated from the floor shall provide their written consent to serve prior to the election. Candidates must also provide from their local election commission office, a certified copy of their voting record to the Club President prior to the opening of the meeting.

B. This rule may be suspended by a two-thirds vote of the members to allow a nomination, provided the nominee gives her consent to serve and pledges to submit a certified voting record from their local election commission without two business days of the close of the meeting. Failure to submit proper credentials within 7 days, result in removal from office.

**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 three (3) 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.

**Section 7.** Members seeking office who have not voted Republican three (3) 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**

1. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 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.

**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**

1. 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.
2. 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.
3. New Clubs must be in good standing for at least six months prior to the convention to be eligible for representation.
4. 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**

1. 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.
2. 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.
3. A majority of delegates credentialed and attending shall constitute a quorum. No voting by proxy shall be permitted.
4. 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.
5. 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**

1. 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 must be submitted with this Call to the State President, to the 2nd Vice President, and to all Club Presidents within their Area.
2. 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.
3. 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 (30) thirty days prior to the Area Convention. The Area Vice President shall set the location and time of the Nominating Committee meeting. She shall notify each Club President in her area by mail of her decision.
4. 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 for every (10) ten memberships paid to the State Federation within (30) thirty days after the Call to the Area Convention. Delegates and alternate delegates must have been members at least (60) sixty days before their election.
5. 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.
6. 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.
7. 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.
8. 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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 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**

1. 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.
2. The right to the use of 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.

Updated and Revised 2019

TFRW Bylaws Committee

Jennifer Little

Susan Witcher

Beth Webb

Pat Allen