

**TENNESSEE FEDERATION
OF
REPUBLICAN WOMEN
BYLAWS**



TENNESSEE FEDERATION OF REPUBLICAN WOMEN BYLAWS

ARTICLE I

NAME

The name of this organization shall be **TENNESSEE FEDERATION OF REPUBLICAN WOMEN. (Hereinafter TFRW)**

ARTICLE II

PURPOSES

The purposes of this organization shall be:

- A. To increase the effectiveness of women in the cause of good government.
- B. To facilitate cooperation and to disseminate information among the National and State Federations of Republican Women and the Federated Republican Women's clubs.
- C. To promote an informed public through political education and activity.
- D. To foster loyalty to the Tennessee Federation of Republican Women, the National Federation of Republican Women, and to the Republican Party at all levels of government.
- E. To promote the principles of the Republican Party.
- F. To work for Republican candidates in all elections, including non-partisan elections.
- G. To support the objectives and policies of the Republican National and Tennessee Executive Committees.
- H. To perform any lawful activity not inconsistent with the foregoing.

ARTICLE III

MEMBERSHIP

Section 1: Members and Clubs in Good Standing

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

state federation in good standing is one whose current dues and service charge are paid to the NFRW.

Section 2. Eligibility

- A. **Individual Membership** – An individual must be a registered Republican Woman at least 18 years of age to be eligible for membership in the TFRW. Membership shall be only through Clubs affiliated with the State and the National Federation and includes membership in all three. Individuals may join the State Federation directly if no intervening organization or Club is available to them. Single members shall be represented at TFRW conventions by the same delegate accreditation proportions as those applying to Clubs within the state.

- B. **Clubs** - Membership in the TFRW shall be extended to any Republican Women’s Club, including virtual/e-clubs which meet utilizing technology, of ten (10) or more members who formed a permanent organization, elected officers, adopted Bylaws approved by the TFRW Executive Committee and NFRW, paid dues and service charge, and holds at least five meetings within a twelve-month period. The latter shall apply only to Clubs where unusual circumstances prohibit more frequent meetings.

- C. **Associate Membership**
 - 1. 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.

 - 2. Republican men are eligible for Associate Membership upon payment of the required annual dues to the local 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.

Section 3. Requirements for Club Membership

- A. A local Club may be admitted to and continued in TFRW membership if its bylaws are not in conflict with TFRW/NFRW Bylaws and its purposes. Neither a state federation nor a local club nor an individual member that advocates a split part ticket or supports a candidate running on an opposition ticket shall be admitted to or continued in membership.
- B. A local club shall be accepted into membership only after approval of their bylaws by the TFRW Executive Committee and NFRW.
 - 1. An application for club membership must be sent to the TFRW President for review. The names and addresses, including zip codes, home phone numbers, cell phone numbers and email addresses of duly elected officers and the charter members shall be sent to the TFRW Second Vice President and the appropriate Area Vice President.
 - 2. 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.
- C. All Club Bylaws shall provide for election of officers in October and installation shall occur by December.
- D. 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.
- E. A Club may be admitted to and continued in membership if its Bylaws are not in conflict with TFRW and NFRW Bylaws and objectives.
- F. 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 may use the word "federated".

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, and the local Club's dues and service charge have been received by the NFRW office. Said notification, by the State President, 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, elected club officers and individual club members, and a copy of the approved Club Bylaws.

Section 5. Removal from and Reinstatement to Membership

A. Clubs.

A local Club, at the request of the TFRW Executive Committee, may be removed from membership by a two-thirds (2/3) vote of the NFRW Executive Committee for any of the following reasons after the report of the Standards and Compliance Committee:

1. 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.
2. Bylaws which are in material conflict with the TFRW or NFRW Bylaws.
3. Non-payment of dues for the full membership and current service charge.
4. Failure to support the Republican Party Ticket, advocating a split party ticket, supporting a candidate on an opposition ticket, including nonpartisan elections, or actions which are in conflict with the TFRW and NFRW Bylaws.
5. Failure to maintain the membership requirements and qualifications as set forth in Article III, Section 2, A and Section 3, A-D.
6. Affiliation with any political organization which is not officially recognized as working in concert with the TFRW, NFRW and the Republican National Committee.

B. 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:

1. 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.
2. Failure to support the Republican Party Ticket, advocating a split ticket, supporting a candidate on an opposition ticket, including non-partisan elections, or actions which are in conflict with the TFRW and NFRW Bylaws.
3. Affiliation with any political organization which is not officially recognized as working in concert with the TFRW, NFRW and the Republican National Committee.
4. Be in violation of objectives and policies of the TFRW Bylaws.

C. Reinstatement

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

1. Clubs

- a. Meet the eligibility per Article III of the TFRW Bylaws.
- b. Submit written application for reinstatement to the TFRW Executive Committee.
- c. 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.

2. Individuals.

- a. Submit a letter of consideration for reinstatement to the TFRW Executive Committee.
- b. Demonstrate a willingness to comply with State and National Bylaws.
- c. Acknowledge and respect the TFRW Board policy.
- d. Exhibit an allegiance to the TFRW's missions and goals.
- e. Acknowledge the authority of the TFRW President and Executive Committee.
- f. Shall not hold a local Club or state office of the TFRW.
- g. Individuals 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.

Section 6. Censure

A. Local Clubs and Individuals

A local Club or individual member may be censured for cause, which includes suspension, for cause by a 2/3 (two-thirds) vote of the TFRW Executive Committee for any of, but not limited to, the following reasons:

1. Undermines by challenging the authority of the TFRW Executive Committee, the TFRW President, Club President or other TFRW Officer.
2. Speaks negatively about the TFRW which leads to public awareness.
3. Supports groups who are in direct conflict with TFRW.
4. Diminishes the reputation of the TFRW with Legislators, public officials and with Republican candidates.
5. Causes dissension within the organization by encouraging members to ignore bylaws and directives.
6. Failure to follow "Steps to Resolution of Conflict". *Steps to Resolution of Conflict shall be determined by the TFRW Standards and Compliance Committee and approved by the TFRW Executive Committee and shall be incorporated into the Standing Rules.*

B. Suspension

A TFRW member who has been censured with suspension shall not attend club meetings, state meetings, or any other TFRW sponsored function or event, or attend any NFRW meeting, function or event, representing the TFRW in any capacity, such as delegate, alternate, state officer, club president or club officer, nor in any other capacity that would be representative of the TFRW. Suspension will continue until such a time as the TFRW Executive Committee determines appropriate and after all requirements of reinstatement have been satisfied.

C. Reinstatement

Upon a 2/3 (two-thirds) vote of the TFRW Executive Committee, a local Club or individual member, whose censure resulted in suspension, may be reinstated to good standing by meeting, but not limited to, the following requirements:

1. Submit a letter of consideration for reinstatement to the TFRW Executive Committee.
2. Demonstrate a willingness to comply with TFRW/NFRW policies and procedures.
3. Respect the hierarchy of this organization.
4. Acknowledge the authority of the TFRW Executive Committee, the TFRW President and any other officer of the TFRW, including Club officers.
5. Show respect to the same.

Section 7. Procedures For Investigation and Referral

- A. The President shall appoint a special committee, known as the Standards and Compliance Committee, to develop a summary of infractions by a club or member.
- B. Should the removal or censure of a club or individual be under advisement, the Executive Committee shall notify the club or member of their right to present their case within 30 days.
- C. The club or individual shall be afforded the opportunity to participate in conflict resolution and the outcome of that procedure reported to the Executive Committee before action on discipline is considered.

- D. A record of all proceedings shall be retained by the TFRW.
- E. This procedure shall supersede the provisions of Robert's Rules of Order Newly Revised for Disciplinary Procedure, Chapter XX, p. 643.

ARTICLE IV OFFICERS AND THEIR DUTIES

Section 1. Eligibility

- A. All TFRW elected and appointed officers, and members of Standing and Special Committees, in order to serve, shall be active members in good standing and be qualified for their position, and must present a certified voting record.
- B. TFRW elected officers must have necessary computer skills for their office and must have access to a computer.
- C. Officers can only hold one voting position on the Executive Committee.
- D. A candidate shall run for only one office in an election. This does not preclude her from running from the floor for another position.

Section 2. Officers

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

Section 3. Terms of Office

All officers shall be elected at the Biennial Convention for a two-year term beginning January 1 or until their successors are elected. Area Vice Presidents shall be elected within their respective Areas at the Area Conventions prior to the State Biennial Convention. Officers shall not serve more than two terms in the same office, except for when a successor is not elected. Officers shall be installed at the State Biennial Convention. The elected officers, the Area Vice Presidents, plus the immediate Past President, are the Executive Committee of the TFRW.

Section 4. Duties of the Officers

A. Duties of the President

1. To carefully refer to and follow the Bylaws, policies, and procedure of TFRW.
2. To preside at all meetings of the TFRW, the Executive Committee and the Board of Directors.
3. To appoint all Standing Committees, except the Nominating Committee and the Financial Review Committee, the appointment of all committee chairmen to be approved by the Executive Committee; Standing Committees to be Bylaws, Campaign, Fundraising, Legislation and Research, Membership and Programs and Public Relations.
4. To appoint a Parliamentarian, Sergeant-at-Arms and a Chaplain.
5. To appoint chairmen of such Special Committees, approved by the Executive Committee, as may be deemed necessary to carry out the program of the TFRW.
6. To represent the TFRW at all times or designate someone as representative in her absence or inability to do so.
7. To issue a written Call to the Board of Directors Meetings and the Executive Committee Meetings, to Special Called Meetings, and, upon the written request of ten (10) voting members, to Special Called Meetings.
8. To serve as ex-officio member of all committees except the Nominating Committee and the Financial Review Committee.
9. To represent TFRW on the NFRW Board of Directors as specified in the NFRW Bylaws.
10. To issue the official Call to the Biennial Convention as least sixty (60) days before the date of the Convention.
11. To formulate a program of action for TFRW and with the assistance of the Treasurer, prepare an annual budget, both to be presented to the Board of Directors for adoption.
12. 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.

13. To certify and send the names and addresses with zip codes of the TFRW delegates, delegates-at-large, alternates and alternates-at-large to the NFRW President by the required deadline prior to the National Biennial Convention.
14. To communicate with Area Vice Presidents the importance of Area Conventions and to assist where needed.

B. Duties of the First Vice President

1. To preside in the absence of the President.
2. To arrange, in consultation with the President, for speakers at Board of Directors Meetings.
3. To compile and arrange for publication the State Convention program booklet.
4. To aid the Clubs in planning programs and assist Club Presidents through an informational newsletter approved by the President.
5. To compile and assemble, with the President, the TFRW Directory.
6. To assist the TFRW President with Area Conventions as needed.
7. 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 and a Master roster for the TFRW Membership.
3. To work with Area Vice Presidents in starting new Clubs.
4. To engage Clubs and to encourage participation with the State.
5. To keep and compile a quarterly membership report to be presented at the TFRW Board Meetings.
6. To certify delegates and alternates to area conventions.
7. To remit the names of members, with payment, to NFRW, when necessary, and with full knowledge of the TFRW Treasurer and President.

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 and to assist clubs with elections regarding rules and timelines.
3. To call Area Conventions by the deadline and to follow all other rules for Area Conventions 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 TFRW 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 proxy or a valid explanation shall be removed from office.

E. Duties of the Recording Secretary

1. To record, keep and present at all Executive Committee and Board of Directors Meetings, including the State Convention, minutes of the previous meeting and to e-mail minutes of all Executive Committee and Board of Directors Meetings to Board members within fifteen (15) days after each meeting.
2. To record, keep and present, at the next Biennial Convention, the minutes of the previous Convention.
3. To serve as custodian for all records of the Federation and to deliver them to her successor.
4. 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.

5. To record the minutes of all meetings of the TFRW Executive Committee and the Board of Directors, except the Biennial Convention.
6. 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. 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 the Board Meetings and the State Conventions. All payments shall be reviewed by the President before disbursing.
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 the same, in a timely manner, to NFRW as dues are received.**
9. To serve as ex-officio member of the Finance Committee and the Convention Credentials Committee.
10. To keep the Vice Treasurer fully informed of all treasury activities and transactions.

11. Provide her financial records for financial review to the Financial Review Committee upon leaving office on or before January 15.
12. To be a signee on the TFRW bank account.
13. To submit all tax reports to the IRS as required by law.

H. 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 TFRW.
5. To be a signee on the TFRW bank account.
6. To accept payments, keep records of payment and a roster of all TFRW meetings when requested by the TFRW President, which will be turned into the Treasurer after the meeting.

Section 5. Resignation from Office

Should the TFRW State President, an Area Vice President, or a Club President file 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, she must resign from the TFRW office she holds. An individual who holds a state legislative office may not serve as an officer in the TFRW.

Section 6. Vacancies

If a vacancy occurs in an elected office, the immediate past Nominating Committee will reconvene and submit a nominee to be elected by the TFRW Board of Directors at its next meeting following the vacancy. Nominations may be made from the floor by the voting members of the Board of Directors. 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 and club directories shall not be distributed to associate members who do not have a primary membership in a federated club, 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 recommend 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.
 - 7. To vote to remove from membership for cause.

Section 2. Board of Directors

- A. Membership** - The voting members of 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 for the TFRW Biennial Convention. (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, Fundraising, Legislation and Research, Membership, Programs, 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 meetings of the TFRW Executive Committee may be called by the TFRW President or may be called by the TFRW President at the written request of two thirds (2/3) of the members of the TFRW Executive Committee. 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.
- C. Special meetings of the TFRW Board of Directors may be called by the TFRW President or may be called by the TFRW President at the written request of two thirds (2/3) of the members of the TFRW Board of Directors. At least fourteen (14) days' notice shall be given for all special meetings. Such written notice shall be by mail, fax, email, or other approved electronic communication.
- D. 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.
- E. A vote by the TFRW Board of Directors may be conducted between meetings by mail, phone, fax or e-mail and ratified at the next meeting by in-person or electronic means.
- F. Any meeting of the TFRW Executive Committee may be held in person or by approved electronic means during which time votes and all business may be conducted and considered ratified.
- G. 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.

- H. Club Presidents and members may attend Board of Directors Meetings with a voice but not a vote.
- I. It shall be acceptable to hold Board meetings in person or by approved electronic means.

ARTICLE VI POLICIES

Members and club officers shall have a strong knowledge of these policies and are required to comply with them.

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, 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.

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. Non-Republican political candidates, political officeholders, party officials or their representatives, shall not be allowed to address the group or distribute political materials at State Federation, or Club meetings or events. This includes office

holders in non-partisan races. A Democrat SHALL not have the opportunity to speak AT ANY TFRW EVENT.

- D. Clubs within this organization shall observe the same policy as A, B and C above.
- E. A stand on national or state issues may be taken only after careful review by the Board of Directors and ADOPTED by a two-thirds (2/3) vote of the Board of Directors except in the case of a directive from NFRW on an issue of national urgency.

Requests for state and local issues that have not been authorized by the State Federation may be submitted to the TFRW President for review.

- F. Only those who meet the criteria or qualifications set forth in these bylaws and whose conduct is not detrimental to the Federation or Clubs may be admitted to or continued in membership.

Section 4. The OFFICIAL SPOKESMAN for this organization shall be the PRESIDENT, or the representative designated by her, provided that she is following the Bylaws, policies, and proper procedure.

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

Section 8. The Club as a whole and its President and Campaign Activities Chair shall not publicly endorse any candidate for public office in contested Republican primaries, runoff elections, and special elections, and/or non-partisan elections when more than one Republican is in the race. Individual members of this organization may work for the candidate of their choice in contested Republican primaries, but not in the name of the Club or Federation.-An officer of this organization who is a candidate or whose spouse or family member is a candidate shall be exempt from this rule, however, they may not do so in the

name of the organization or by utilizing the logo or stationery without the approval of the NFRW/TFRW. NFRW Bylaws provide for removal of membership for any member, state Federation or local club that advocates a split party ticket or supports a candidate who is running on an opposition ticket.

Section 9. 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

ALL elections must be done in person only. An in-person meeting must be duly called within the timeframe stated in the Bylaws. No proxy voting shall be permitted for election of officers.

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. Nominating Committee members shall be in good standing and shall have been a member of a Federated club for at least ninety (90) days. A Nominating Committee member shall not serve two (2) consecutive terms, nor more than two 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. Nominees

- A. **Nominees** to the TFRW elective offices submitted by the TFRW **Nominating Committee Chair** shall be members in good standing of the TFRW and shall be in accord with the purposes, bylaws and policies of this Federation, and the Republican Party. Oral consent to serve, if elected, must be given to the Nominating Committee Chairman and shall be followed by immediate written consent and a certified copy of her voting record to the Nominating Committee Chair. The Nominating Committee Chair will submit all consent to serve forms to the TFRW President prior to the election.

- B. 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. Oral consent to serve, if elected, must be given to the Nominating Committee Chairman and shall be followed by immediate written consent and a certified copy of her voting record to the Nominating Committee Chair. The Nominating Committee Chair will submit all consent to serve forms to the TFRW President prior to the election.

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 to be elected to office to the TFRW voting body of the TFRW Executive Committee 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 Biennial Convention in the year of the official declaration of their candidacy.

Section 6. Members seeking to be elected to the TFRW Executive Committee who have not voted in three (3) of the last four (4) most recent state and/or local Republican primary elections can submit, in writing, an explanation of their record to the TFRW President and must be approved by the Executive Committee. If more than one primary has been missed, explanations will not be accepted.

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.
- C. TFRW and NFRW membership expires each year on December 31. To remain in good standing in the TFRW, renewing members must pay their dues by January 31 of the following year. Renewing members of the NFRW remain in good standing through the last day of February of the following year. NFRW must receive member dues by March 1 or the member is dropped from membership and loses all member privileges.

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. A continuing local club shall have paid the previous year's dues and service charge and maintained its current dues and service charge to be eligible for delegate representation.
- 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 delegate representation.
- D. The Club President shall send the names, addresses, zip codes, phone numbers, and email addresses of the delegates and alternates to the TFRW and NFRW Presidents as required by the NFRW. All information must be postmarked or electronically submitted to the NFRW and TFRW President by the deadline required. Emergency changes must be forwarded in writing to the NFRW President for her approval and must be postmarked or electronically submitted no later than ten (10) days prior to the convention or the deadline given by the NFRW President.
- 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. The names, addresses, zip codes, phone numbers and email addresses of the state delegates-at-large shall be postmarked or electronically submitted to the NFRW President by the state president on credential forms provided by the NFRW no later than twenty days prior to the convention. Emergency changes must be forwarded in writing to the NFRW President for her approval and must

be postmarked or electronically submitted no later than ten (10) days prior to the convention or the deadline given by the NFRW President.

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, the State 2nd Vice President and to their respective Area Vice President no later than thirty (30) days before the Convention.
- F. The seven 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.
- G. The Biennial Convention shall be open to all members of the TFRW and approved eligible guests of club members, but **only** accredited delegates shall be entitled to a voice and a vote. Each delegate is entitled to one vote, and there shall be no proxy voting.

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. The time, date and location of the Area Convention must be submitted with the Call to the State President, to the TFRW 2nd Vice President, and to all Club Presidents within their Area.
- B. Clubs must have been chartered and in good standing at least ninety (90) days 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 duly elected representative from each Club within that Area. The Committee shall elect its own chairman and secretary. Each Club's elected representative to the Area Nominating Committee 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 forty-five (45) days after the Area Vice President's Call to the Area Convention, each Club shall elect delegates and alternate delegates to that Convention. A Club shall be entitled to one delegate and one alternate for every ten (10) memberships paid to the State Federation within thirty (30) days after the Call to the Area Convention. Delegates and alternates are to be elected by each Club after due notice to the membership. Delegates and alternate delegates must have been members at least 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, no later than 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.

ARTICLE XI PARLIAMENTARY AUTHORITY

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

ARTICLE XII AMENDMENTS

These Bylaws may be amended by a 2/3 (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 President by the Bylaws Committee Chairman as least thirty (30) days prior to the Convention. Each Club President shall give a copy of said amendments to their voting delegates to the State Convention immediately upon receipt of said amendments. If a situation arises in the TFRW that demands immediate action, these bylaws may be suspended by a 2/3 (two-thirds) vote of the Board of Directors via electronic communication to allow an amendment to be introduced by the Executive Committee and approved by a 2/3 (two-thirds) vote of the State Clubs, with notice, seven days following the proposal and ratified at the next State Biennial Convention.

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

ARTICLE XIII DISSOLUTION AND INACTIVE CLUBS

A. TFRW

In the event of the dissolution of this organization by a majority vote of the Board of Directors, 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.

B. CLUBS

1. When dissolution of a club is being considered, a thirty (30) day written notice must be given to the TFRW President and the Area Vice President who represents the club. A duly called special meeting stating the cause of the meeting shall be sent to ALL members of the club.
2. The assets of a Club, upon dissolution or being inactive for two consecutive years, shall be distributed to the TFRW. None of the assets shall be distributed to any member or officer of the Club.
3. 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 Amended October 21, 2023