

(Directions: Fill in the blanks as needed. Add what is club specific only, without conflicting with the TFRW Bylaws. It is recommended that you keep the order as it is presented in this template. Delete all instructions that are in italics.)

**BYLAWS
OF THE**

**ARTICLE I
NAME**

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

**ARTICLE II
PURPOSES**

The objectives 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 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; and
- H. to perform any lawful activity not inconsistent with the foregoing.

**ARTICLE III
POLICY**

Section 1. Endorsement Policy. 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.

Section 2. Exceptions for Endorsement. 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 **EXCEPT** for the State Executive Committee of the Tennessee Republican Party or as a delegate to the Republican National Convention.

An officer of this organization whose spouse or family member is a Republican candidate shall be exempt from this rule of endorsement, 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.

Section 3. Split Ticket. 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, or act against the NFRW or TFRW policies and bylaws.

Section 4. Other Organizations. No club or individual club members shall affiliate with any political organization which is not officially recognized as working in concert with _____, the TFRW, NFRW and the Republican National Committee. Violations of this policy, upon recommendation of the Club Executive Committee, shall be referred to the TFRW President and Standards and Compliance Committee Chair.

Section 5. Stance on Issues

- A. This Club, club officer, or club member shall take no public stand on national or state issues unless such a stand has already been taken by the TFRW Board of Directors, except in the case of a directive from TFRW or NFRW on an issue of national or state urgency.
- B. Requests to take a stand for state and local issues that have not been authorized by the State Federation may be submitted to the TFRW President for review.

Section 6. The **OFFICIAL SPOKESMAN** for this Club shall be the President or the representative designated by her, provided that she is following the Bylaws, policies, and proper procedure.

Section 7. Moving Club Monies. 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. Mailing Lists. 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 9. County Party Executive Committee. 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.

Section 10. Non-Republican Candidates.

Non-Republican political candidates, political officeholders, party officials or their representatives, shall not be allowed to address the group or distribute political materials at State Federation or Club meetings or events. (This includes office holders in non-partisan races. As stated at a National Board meeting, “you do not give a known Democrat the microphone under any circumstance.”)

Section 11. Club Right to Decline Membership

Only those who meet the criteria or qualifications set forth in these bylaws and whose conduct is not detrimental to the Club or the TFRW may be admitted to or continued in membership. Clubs may refuse membership to anyone who is deemed to be detrimental or unqualified.

ARTICLE IV MEMBERSHIP

Section 1: Members and Clubs in Good Standing

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

Section 2. Eligibility

A. Individual Membership – An individual member must be a registered Republican Woman who is 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. Primary Club Membership

1. Any Republican woman who believes in the philosophy of the Republican Party and supports the objectives and policies of this organization shall be eligible for membership.
2. A member in good standing shall be a member who has paid the required dues for the current calendar year. The dues amount for primary members will be stated in the Club’s standing rules and amended as required.

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

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

ARTICLE V DUES

Section 1. Fiscal Year. The fiscal year of _____ shall be from January 1st through December 31st. 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.

Section 2. Membership Dues. Membership dues shall be payable no later than December 31 and shall be delinquent March 1. Dues collected in November and December may be applied to the following year's membership.

Section 3. Service Charge

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

B. _____ 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.

ARTICLE VI OFFICERS AND THEIR DUTIES

Section 1. Eligibility

- A. All Club 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. Club elected officers must have necessary computer skills for their office and must have access to a computer.
- C. Officers can only hold one voting position on the Executive Committee.
- D. A candidate shall run for only one office in an election. This does not preclude her from running from the floor for another position.
- E. There shall be no at-large positions within a club.

Section 2. Officers

Elected officers of _____ shall be: President, Vice President, Secretary, and Treasurer or a Secretary/Treasurer.) *List whether or not it is Secretary and Treasurer or Secretary/Treasurer. A club must list all officers deemed necessary for the proper function of that club. Delete all officers and duties below that do not apply to your club. Add other positions to meet the needs of the Club. i.e., 1st VP, 2nd VP or Vice Treasurer.*

Section 3. Terms of Office

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

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

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

A. Duties of the President

- 1. To issue a written call and preside at all meetings of the _____, the Executive Committee and the Board of Directors.
- 2. To appoint all Standing Committees, **except the Nominating Committee and Financial Review Committee**, the appointment of all committee chairmen to be approved by the Executive Committee; Standing Committees to be Bylaws,

Campaign, Fundraising, Legislation, Membership, Programs, and Public Relations.

3. To appoint a Parliamentarian, Sergeant-at-Arms and a Chaplain.
4. To appoint chairmen of such Special Committees, approved by the Executive Committee, as may be deemed necessary to carry out the program of _____.
5. To represent the _____ at all times or designate someone as representative in her absence or inability to do so.
6. To serve as ex-officio member of all committees **except the Nominating Committee and the Financial Review Committee.**
7. To represent _____ at all TFRW Board of Directors meetings.
8. To formulate a program of action for _____ and assisted by the Treasurer, prepare an annual budget, both to be presented to the Executive Committee for adoption.
9. To certify to the TFRW President, the TFRW 2nd Vice President, and the Area Vice President, the names, addresses including zip codes, phone numbers and email addresses the delegates and alternates to the TFRW and NFRW Conventions no later than thirty (30) days before the Convention.
10. To maintain the presidential records and files of _____.
11. To accept written letters or emails of resignations from any member who wishes to resign.

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

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

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

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

D. Duties of the Recording Secretary (*May be combined with Corresponding Secretary under one duty and listed as "Secretary".*)

1. To record the minutes of all meetings of _____.
2. To present the minutes of all meetings of _____.
3. 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 *(May be combined with Recording 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 *(May be combined with Vice 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.
6. To serve as ex-officio member of the Finance Committee and present the treasurer's books for review.
7. To keep the Vice Treasurer fully informed of all treasury activities and transactions.
8. To be a signee on the _____ bank account.
9. To submit all tax reports to the IRS as required by law, if applicable.

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

Section 7. Officers' Records

All officers and committee chairmen shall deliver all records, files and properties of the _____ to their successors within one month after retiring from office unless otherwise directed by the President or the Executive Committee. All club records, lists, and database files are for the sole use of the _____ and shall not be distributed or shared with anyone. Email lists shall NOT be distributed to candidates or other entities. **All lists and records are the property of the TFRW.**

ARTICLE VII MEETINGS

- A. A minimum of five (5) regular meetings shall be held during the club year. These meetings shall be held as decided by the Executive Committee. At least fourteen (14) days' notice shall be given to all members for regular meetings.
- B. Any special meetings of the Club, the Executive Committee or the Board of Directors may be called by the Club President or shall be called by the Club President at the written request of three (3) voting members of the Board of Directors or ten percent (10%) of the Club membership. At least seven (7) days' notice shall be given for all special meetings. Such written notice shall be by mail, fax, email or other approved electronic communication. The purpose of the meeting shall be stated in the call, with no other business to be transacted at the meeting.
- C. There shall be no proxy voting.
- D. A vote of the Executive Committee may be conducted between meetings by mail, phone, fax or e-mail and ratified at the next meeting, and the vote shall be ratified and entered into the minutes at the club's next regular meeting.
- E. A quorum for any regular or special club meeting shall be twenty five percent (25%) of the membership.

- F. In the event a properly called regular meeting has to be cancelled due to circumstances beyond the control of _____, then it shall be acceptable to hold said regular meeting by conference call, Skype or other approved electronic means with seven (7) days' notice being given to the members. 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 in person.

**ARTICLE VIII
EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS
AND SPECIAL COMMITTEES**

Section 1. Executive Committee

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

Section 2. Board of Directors

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

C. Standing Committees

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

D. Special Committees and Appointees

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

ARTICLE IX NOMINATIONS AND ELECTIONS

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

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

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

Section 4. Nominees

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

Section 5. Election shall be by ballot and a majority of all votes cast shall constitute an election. Where there is one candidate for an office, election may be by voice vote.

Section 6. Members seeking office must have voted Republican in 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 TFRW President and must be approved by the voting members of the TFRW Board of Directors.

ARTICLE X CONVENTIONS

Section 1. BIENNIAL CONVENTION. At the Tennessee Federation of Republican Women's biennial convention, the club shall elect representation to the convention in the method set forth in the TFRW bylaws.

Section 2. Election of delegates and alternates shall take place at a general meeting before the convention to conform to TFRW certification requirements.

**ARTICLE XI
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 XII
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 XIII
DISSOLUTION OF A CLUB**

- A. The Club may be dissolved by a two-thirds (2/3) vote of the membership provided thirty (30) days' notice has been given in writing to all members. The assets of a Club, upon dissolution or being inactive for two consecutive years, shall be distributed to the TFRW. Upon dissolution, Club assets shall not be disbursed without approval of the TFRW Executive Committee. None of the assets shall be distributed to any member or officer of the Club.

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

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