

SAMPLE BYLAWS

_____ REPUBLICAN WOMEN ByLAWS

Date adopted by membership: _____

ARTICLE I – NAME

The name of this club shall be _____ Republican Women, hereinafter referred to as *[RW or club]*. This club is affiliated with the *[State]* Federation of Republican Women and with the National Federation of Republican Women. *[NFRW Bylaws require that the word “Republican” be included in the name of a local club and prohibits the use of the word Federation in the name of a club. However, the word “Federated” may be used.]*

ARTICLE II – OBJECTIVES

The Objectives of this club shall be to: [Information below is from NFRW bylaws. Clubs may individualize objectives as long as they are consistent in purpose with NFRW and your state federation bylaws.]

- Increase the effectiveness of women in the cause of good government;
- Disseminate information to all members;
- Inform the public through political education and activity;
- Foster loyalty to the Republican Party at all levels of government;
- Promote the principles of the Republican Party;
- Work for Republican candidates in all elections;
- Support the objectives and policies of the Republican National Committee; and
- Perform any lawful activity not inconsistent with the foregoing.

ARTICLE III – POLICIES

Section 1. ENDORSEMENT POLICY.

[Be consistent with your state federation bylaws. Requirements vary among the states.

Example: The club as a whole and its President 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. Neither the club nor an individual member shall advocate a split ticket, support a candidate on an opposition ticket or act against the NFRW or state federation policies and bylaws. *(NFRW)*

Section 3. The club shall not affiliate with any political organization which is not officially recognized as working in concert with the state federation, NFRW and the Republican National Committee. *(NFRW)*

ARTICLE IV – MEMBERSHIP

Section 1. ACTIVE MEMBERSHIP.

A. Any Republican Woman who believes in the philosophy of the Republican Party and supports the objectives of this organization shall be eligible for membership. [Check your state bylaws. Eligibility varies as some states register by party and others do not.]

B. A member in good standing shall be a member who has paid the required dues for the current calendar year. *[Recommend that dues are not refunded.]*

Section 2. ASSOCIATE MEMBERSHIP. *[NFRW]*

A. Any woman who is an active member of another Federation Republican Women's club who supports the objectives of this club shall be eligible to become an associate member upon payment of required annual dues. *[NFRW]*

B. Associate women cannot hold office, vote, or be counted for the purpose of determining the number of delegates to national or state federation meetings or conventions. *[NFRW]*
[Decide if associate women can serve on club committees.]

C. Republican men may be associate members but cannot make motions, hold office, have a voice or a vote or be counted for the purpose of determining the number of active members. *[NFRW]*

D. Associate dues remain with the club. Associate members are not reported to the state Federation or NFRW.

ARTICLE V - DUES

Section 1. FISCAL YEAR. The fiscal year of this organization shall be from January 1 through December 31.

Section 2. MEMBERSHIP DUES. The membership dues shall be no more than *[Dollar amount]* above *[Your state]* and NFRW dues each year, payable January 2, and shall be

delinquent March 1. Club shall pay *[Your state]* and NFRW per capita dues and the annual service charges on behalf of its members.

ARTICLE VI – ELECTED OFFICERS AND THEIR DUTIES

Section 1. ELECTED OFFICERS. The elected officers of this club shall be a President, Vice President, Secretary, Treasurer _____. *[Four positions needed to charter. Anticipating growth, other officers and their duties may be added to the bylaws now or later through amendments.]*

Section 2. ELIGIBILITY. Each elected officer shall be an active member in good standing of the club.

Section 3. VACANCY. A vacancy in the office of President shall be filled by the First Vice President. All other vacancies in elected office shall be filled by election by the Board of Directors at the first meeting following the creation of the vacancy.

Section 4. REMOVAL FROM OFFICE. Members of the Board of Directors or members of the club may be removed by two-thirds (2/3) vote for any of the following reasons after investigation by the executive committee:

- A) Non-payment of dues
- B) Advocating a split party ticket;
- C) Supporting an opposition party ticket; *[NFRW. See state bylaws for other specific language.]*
- D) Failure to uphold the policies and objectives of this club as stated in the bylaws.

Section 5. ELECTION. The officers shall be elected at the *[November/December]* regular meeting and shall serve a term of *[Select term length: one or two years.]* or until their successors take office.

Section 6. DUTES OF THE OFFICERS. *[Information provided as an example. Refer to state bylaws and NFRW Leader's Guide found on www.NFRW.org.]*

- A) The President shall:
 - 1) Call and preside at all meetings of the organization, the Board of Directors and the Executive Committee.
 - 2) Represent the organization at all times or designate someone as representative/proxie in her absence or inability to do so.
 - 3) Make Board appointments as necessary to conduct the business of the club, except the Nominating Committee, subject to the approval of the Executive Committee.

- 4) Prepare a program of action in consult with the Chairmen of the Standing Committees for presentation and approval by the Board of Directors.
- 5) Be an ex-officio member of all committees except the Financial Review and Nominating Committees.
- 6) Co-sign checks as one of *[two/three]* authorized signatures, namely President, Treasurer, [and/or] Recording Secretary.
- 7) Represent the club in all Republican Party activities.
- 8) Appoint the Financial Review committee in November, with the exception of a change of treasurer at which time a complete review will be done.
- 9) Accept the resignation by written letter or e-mail of any member wanting to resign from a position, chairmanship or the club. *[Clubs may grant acceptance authority to Executive Committee. According to Robert's Rules, once a resignation is accepted by a vote, that decision cannot be rescinded, even if the person who resigned decides to change her mind.]*
- 10) Call meetings of the Executive Committee and Board of Directors; or upon the request of three members of Executive Committee and/or five members of Board of Directors call meetings.

B) The *[First]* Vice President shall:

- 1) Perform the duties of the president in her absence.
- 2) Fill the unexpired term in the event of a vacancy in the Office of President.
- 3) Perform such other duties as are assigned by the President, the Board of Directors or the club.
- 4) Act as Program Chair.

C) The Second Vice President shall:

- 1) Perform the duties of the President in the absence of both the President and the First Vice President.*
- 2) Perform such other duties as are assigned by the President, the Board of Directors or the club.*
- 3) Act as Membership Chair.*
- 4) Maintain a current roster of members of the club*

D) The Secretary shall:

- 1) Keep the minutes of all meetings of the club, Executive Committee, and Board of Directors.

- 2) Keep a current inventory of club property.
- 3) Prepare club correspondence in coordination with President
- 4) Perform such other duties as may be assigned to her by the President, the Board of Directors or by the club.
- 5) *[Co-sign checks as one out of three authorized signatures, namely president, treasurer and recording secretary.]*

E) The Treasurer shall:

- 1) Be custodian of all club funds and deposit them in a bank(s) approved by the Executive Board.
- 2) Co-sign checks as one out of *[two/three]* authorized signatures, namely President, treasurer and Recording Secretary.
- 3) Disburse funds as directed by the Executive Committee or Board of Directors.
- 4) Bring written financial report(s) to club regular and board meetings.
- 5) Submit dues and reports to the *[State]* FRW as required.
- 6) Submit the financial records for an *[annual or term]* review to be completed by the first meeting of the fiscal year.
- 7) Perform such other duties as may be as signed to her by the President, the Board of Directors or by the club.
- 8) Treasures shall comply with all state elections and reporting requirements.

Section 7. RECORDS. All officers and all committee chairmen shall deliver all records, files, and properties of the club to their successors upon retiring from office, unless otherwise directed by the President or the Executive Committee.

ARTICLE VII – APPOINTED OFFICERS AND CHAIRS

Section 1. APPOINTED POSITIONS. The President *[may/shall]* appoint, with the approval of the Board of Directors, a Corresponding Secretary, Parliamentarian and any other positions required to conduct the business of the club. *[These appointments are not required for chartering, but may be included in bylaws anticipating membership growth.]*

Section 2. DUTIES OF APPOINTED OFFICERS

A) The Corresponding Secretary shall:

- 1) Conduct the correspondence of the club under the supervision of the President.
- 2) Preserve in a permanent file all letters and papers of value to the club.

3) Perform such other duties as may be assigned to her by the President, the Board of Directors or the club.

B) The Parliamentarian shall:

1) Serve as counsel and to give advice on parliamentary procedure.

2) Be familiar with the by-laws and standing rules of the club.

3) Be entitled to the membership privilege of a ballot vote if a club member

C) [Other Committee Chairmen's job descriptions can/will be provided in club Standing Rules.]

ARTICLE VIII – MEETINGS

SECTION 1. Regular meetings. A minimum of five (5) regular meetings shall be held during the club year. These meetings shall be held as decided by the Board of Directors. A quorum at a club meetings shall be *[A number or % of club's membership (usually 15% to 29% of active members)]* of Active members.

SECTION 2. Special meetings. Special meetings may be called by the president upon the request of five members of the Board of Directors or by *[# or %]* members of the club. The purpose of the meetings shall be stated in the call, with no other business to be transacted at the meeting. At least five days notice shall be given to all members for any special meeting

SECTION 3. Annual Meeting. The _____ meeting *[Usually November, December or January]* will be designated as the Annual Meeting.

SECTION 4. Voting. A vote of the Executive Committee, Board of Directors or Club membership may be conducted by mail, telephone, fax or email between meetings provided there is participation by a majority of the members of the body. The vote shall be ratified and entered into the minutes at the next regular meeting of the body.

ARTICLE IX – EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION. The Executive Committee of this club shall consist of the elected officers, the Immediate Past President, and Parliamentarian. *[Determine the vote of Past President and Parliamentarian. This varies among clubs. According to Robert's Rules, Parliamentarian has no vote except in the case of a ballot vote to maintain the position of neutrality]*

SECTION 2. DUTIES. The Executive Committee shall transact any necessary business between meetings of the Board of Directors and club meetings, approve committee appointments made

by the President, and perform such other duties as assigned by the Board of Directors or the club. These actions shall be ratified by the Board of Directors at its next meeting.

SECTION 3. QUORUM. A majority of the members of the Executive Committee shall constitute a quorum.

ARTICLE X – BOARD OF DIRECTORS

SECTION 1. COMPOSITION. The Board of Directors of the club shall consist of the elected officers, standing committee chairmen, appointed chairmen and the Immediate Past president and Parliamentarian. *[Determine who shall have a vote]*

SECTION 2. MEETINGS. The Board of Directors shall meet as decided by the President or the Board. Special meetings shall be called by the president or upon the request of five members of the Board of Directors.

SECTION 3. DUTIES. The Board of Directors shall transact any necessary business between club meetings. It shall coordinate the work of the club, make recommendations to the club and perform other duties as decided by the club.

SECTION 4. QUORUM. A majority of the voting members of the Board of Directors shall constitute a quorum.

ARTICLE XI - COMMITTEES

SECTION 1. STANDING COMMITTEES

A) The Standing Committee Chairmen of this club shall be appointed by the President and approved by the Board of Directors to include: *[Elected officers may have multiple duties With club growth, Standing Committees are very important to facilitate the work of the club: Membership, Bylaws, Campaign Activities, Fundraising, Public Relations /Communications]*, and such other committees as the club or Board of Directors shall deem necessary to carry on the work of the club. *[Others may include: Legislation, Caring for America, Literacy.]*

B) Standing Committee Chairmen shall be appointed for a *[one/two year]* term and shall be *[voting/non-voting]* members of the Board of Directors. *[Determine vote for Standing Committee Chairmen.]*

C) Duties of Standing Committees: *[Example.]*

1) Bylaws

a) Conduct a biennial review of these bylaws; and

- b) Request and receive proposed amendments to the bylaws of club and submit them to the Board of Directors for action or shall initiate changes requested by the board.
 - c) General membership should have final vote of amendments
 - d) Furnish the bylaws committee of the State Federation with a complete set of club bylaws for review and approval. Any subsequent revision of bylaws shall be sent to the *[State]*FRW bylaws committee for review and approval.
- 2) Campaign - Shall coordinate all activities of the club's campaign program;
- 3) Fund Raising
- a) Shall prepare and implement a plan for raising funds in order to meet the club's budget;
 - b) The treasurer shall be notified of all meetings and may attend.
- 4) Public Relations / Communications
- a) Shall solicit maximum publicity for all activities of the Club;
 - b) Shall coordinate all releases for the media with the club president;
 - c) Shall maintain a good working relationship with the media to enhance the public image of the Club.
 - d) Shall publish and distribute a minimum of four newsletters per year;
 - e) Shall establish and maintain Club's website. *[With membership growth, clubs may appoint Newsletter and Web chairmen.]*
- 5) Legislative
- a) Shall implement club current directives;
 - b) Shall inform the Board of directors and the club of any state legislation affecting the interests of the Federation
- 6) Caring for America - Shall encourage club members to expand activities in their communities; and organize club projects as directed by the Board of Directors.

Section 2. SPECIAL COMMITTEES. Special committees deemed necessary by the club or Board of Directors shall be appointed by the President subject to the approval of the Executive Committee. *[Not two-year positions and usually non-voting. Determine the vote.]*

A) Financial Review Committee. A committee of three active members shall be appointed by the president in November of each year whose duty it shall be to review the treasurer's accounts at the close of the fiscal year and to report at the first board meeting of the following fiscal year and reported to the membership.

Section 3. All members of committees must be active members in good standing in the club.
[Women associates may serve on committees.]

Section 4. The President shall be an ex-officio member of all committees except the Nominating and Financial Review Committees and shall have final authority over all printed materials.

ARTICLE XII – NOMINATIONS AND ELECTIONS

Section 1. Nominations.

A) A nominating committee of not less than three members shall be elected by the club no later than *[September/October]* of each year. The committee shall elect its own chairman. The parliamentarian will instruct the committee as to proper procedure and will be available for further counsel if required.

B). The nominating committee shall report a slate of nominees at the meeting in *[October/November]* of each year. Nominations from the floor shall be in order following the report of the nominating committee and just before the election. All nominees shall be active members in good standing in the club and shall give written consent to serve if elected.

Section 2. Election of Officers.

A) Election shall be by ballot at the regular meeting in *[November/December]*. However, if there is but one nominee for any office, the election for that office may be by voice vote.

B). No officer may simultaneously run for more than one office.

C). Officers *[may/may not]* run for a second *[one year/two year]* term.

ARTICLE XIII – STATE CONVENTION DELEGATES

Section 1. At the biennial convention of the *[State]* Federation of Republican Women, the club shall ___*[Representation as stated in your state federation's bylaws.]*

Section 2. Election of delegates and alternates shall take place at a regular meeting before convention to conform with *[State]* FRW certification requirement. *[Insert your state's requirements.]*

ARTICLE XIV – PARLIAMENTARY AUTHORITY

Roberts Rules of Order Newly Revised shall govern the Club in all instances where they are applicable and in which they are not inconsistent with NFRW and/or *[State FRW]* by-laws and any special rules of order each federation may adopt

ARTICLE XVI – AMENDMENTS

These bylaws may be amended by a two-thirds vote at any regular (general) meeting of the club, provided that notice of the proposed amendment or amendments shall have been sent to each member thirty days prior to the date of the general meeting.

ARTICLE XVII – DISSOLUTION

This club may be dissolved by a two-thirds vote at any regular or special meeting of the club, provided that notice of the dissolution has been submitted in writing at the previous meeting and has been sent by mail to all members of the club. In the event of dissolution, the Board of Directors shall, after payment of all liabilities of the club, distribute any remaining assets to the state federation. No funds shall be distributed to any member or officer of the club. The right to use the name of a dissolved Club shall revert to *[the superior body, your state federation.]*

These Bylaws approved and adopted by _____ Republican Women, this day_____.

President

[See Standing Rules explanation below]

STANDING RULES

After your club is chartered and is growing, Standing Rules is the place to add administrative rules for club operations that will evolve with your increasing membership.

Standing rules are generally not adopted at the time a club is organized but as the need arises. These individual rules are the procedures of the organization that are not included in the bylaws.

However, they cannot be in conflict with the bylaws.

A majority vote of the membership adopts these by main motion. They can be suspended for the duration of a meeting by a majority vote, and they can be rescinded by a two-thirds vote without previous notice or by a majority vote with previous notice. Standing rules remain in effect until the assembly rescinds them.

EXAMPLES OF STANDING RULES VERSUS BYLAWS

Bylaws state how many general meetings are to be held.

Standing Rules tell when and what time these meetings are held.

Bylaws give the number of officers and appointed chairman with a board vote.

Standing Rules may give specific duties for Board members beyond basis job descriptions in the bylaws.

Bylaws state the responsibilities of the Treasurer.

Standing rules provide guidelines for club reimbursements, contributions, fundraising, etc.

EXAMPLES OF STANDING RULES

- Club dues shall be \$_____ above your state Federation member payment which includes NFRW dues.
- Club president or her proxy shall attend all State board meetings, State Biennial Convention and State biennial convention. (According to RONR, if an organization allows proxies, it must be provided in the Bylaws)
- Club Reimbursement Policy shall determine how costs of attendance to the above meetings will be handled.
- A reserve of \$_____ shall be kept in the club treasury at all times. This \$_____ will only be available for use upon vote in the general meeting.
- Candidate contribution policy shall be:_____.

- Clubs shall prepare a budget by___(date)_____ for vote of approval by general membership.
- There shall be two/three approved signatures on club bank account, but only ____ shall be required to sign all checks.
- Allowable expense for gifts, flowers or cards to outgoing officers, members and guests.
- When board meeting will be held.
- Provision for notification when a board member cannot attend a meeting.
- Standard expectations of board members and general membership and reimbursement policy.
- Calendar for fundraisers, membership events, campaign forums, etc.

Standing rules reflect how your club will handle administrative matters. They are meant to be flexible and reflect the will of the current board; therefore, they may be modified, added to, or deleted by a majority vote of the general membership.

Date your Standing Rules document as you do your bylaws. Additions can be dated beside the text of the addition. When reviewing your bylaws, consider what should be “organizational structure” and appropriate to bylaws and details that are more appropriate to Standing Rules.

Your current Board of Directors will appreciate the flexibility Standing Rules provides to your club management.