

WASHINGTON FEDERATION OF REPUBLICAN WOMEN BYLAWS

ARTICLE I

The name of this organization shall be the WASHINGTON FEDERATION OF REPUBLICAN WOMEN, hereinafter known as WFRW.

ARTICLE II

OBJECTIVES

The objectives of this organization shall be:

- A. to promote an informed electorate through political participation, education and activities;
- B. to increase the effectiveness of women in the cause of good government through active political participation;
- C. to recruit and promote qualified Republican women and men in all elections, including nonpartisan elections;
- D. to facilitate cooperation among the National and State Federations and Federated Republican Women's clubs in the State of Washington;
- E. to promote loyalty to the Republican Party and its principles and work for the election of Republican candidates;
- F. to support the objectives and policies of the Republican National Committee and the Washington State Republican Party (WSRP).

ARTICLE III

MEMBERSHIP

SECTION 1. ELIGIBILITY

- A. Membership in the WFRW and the National Federation of Republican Women (NFRW) shall be through clubs in the State of Washington.
- B. Membership shall be extended to all Republican Women's Clubs whose bylaws subscribe to the stated objectives and bylaws of the WFRW and the NFRW.

- C. Clubs shall consist of ten or more Republican women of voting age who form a permanent organization, adopt bylaws, charge annual dues, forward payment of WFRW and NFRW dues and service charges, and hold at least six meetings per year.

SECTION 2. APPLICATION FOR CLUB MEMBERSHIP

- A. Application for club membership in the WFRW and the NFRW shall be sent through the District Director to the WFRW President and shall be accompanied by:
 - 1. the names, addresses, zip codes, phone/fax numbers, and e-mail addresses when available, of at least ten voting members, including club officers;
 - 2. dues per capita and service charges;
 - 3. copy of the bylaws, which must support the stated objectives and bylaws of the WFRW and the NFRW. Club bylaws must include articles on "Objectives" and "Membership."
- B. 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 the word *Federated* may be used.
- C. The WFRW Executive Committee shall have jurisdiction over all new club applications. Acceptance shall be by a majority vote of those present and voting at a meeting or by a majority of mailed or e-mailed ballots received by a given date.

SECTION 3. CLASSIFICATION FOR MEMBERSHIP IN CLUBS

- A. Primary Membership
 - 1. Primary membership shall be held by Republican women who are registered to vote in the State of Washington and are members of a chartered club in good standing with the WFRW and NFRW.
 - 2. Primary members shall vote in only one club and are qualified for delegate/alternate status to WFRW and NFRW conventions and regional meetings from only one club.
- B. Associate Membership
 - 1. Republican men may join as associate members.
 - 2. Republican women who are primary members in another WFRW or NFRW club may join as associate members.
 - 3. Associate members shall be entitled to all privileges of the club except those of making motions, voting, or holding office. They are not counted in a quorum.
 - 4. Associate members are not eligible for membership in the WFRW or the NFRW.
- C. At-Large Membership

An at-large member shall have none of the obligations of membership but shall be entitled to all the privileges except those of making motions, voting and holding office. At-large members shall not be counted in a quorum.

 - 1. At-large members shall receive the *WRW*.
 - 2. At-large members' dues shall be \$35.00.

3. The WFRW President has the option of assigning at-large members to an existing club. If they become primary members in an existing club, they shall no longer be at-large members.

SECTION 4. NAMES AND MEMBERSHIP

WFRW membership lists shall be released only to the NFRW and to WFRW Officers for internal use and publications. At no time shall the membership lists be released to any other organization or for commercial purposes.

SECTION 5. REMOVAL FROM MEMBERSHIP

- A. Clubs, after a thirty-day notification period, may be removed by a two-thirds vote of the WFRW Executive Committee for any of the following reasons:
 1. Nonpayment of dues and service charges for the WFRW and the NFRW
 2. Failure to maintain minimum membership
 3. Advocating a split party ticket or supporting an opposition candidate
 4. Failure to comply with the WFRW or NFRW Bylaws
 5. Club bylaws in conflict with the WFRW or NFRW Bylaws
- B. Any WFRW officer, standing committee chair, or appointee who works against the WFRW or NFRW, their policies, objectives, or ideals may be removed from office by a two-thirds vote of the WFRW Executive Committee present and voting at a meeting duly called by the WFRW President.

SECTION 6. WITHDRAWAL OR DISSOLUTION OF A CLUB

- A. Any club wishing to withdraw from the WFRW and NFRW or dissolve must
 1. hold a meeting duly called by the club president and advertised to all voting members;
 2. convey in writing to the District Director that the club is withdrawing or dissolving.
- B. All assets of the club, upon dissolution, must be forwarded to the WFRW. None of the assets shall be distributed to any member or officer of the club.
- C. The right to use the name of the withdrawn or dissolved club shall revert to the WFRW.

SECTION 7. REINSTATEMENT OF A CLUB TO MEMBERSHIP

- A. Any club removed from membership for any cause may be reinstated by filing an application with the District Director showing proof of compliance with the stated objectives and bylaws of the WFRW and the NFRW.
- B. Any and all financial issues that caused removal must be remedied.

- C. The District Director shall present the application for reinstatement at the next meeting of the WFRW Executive Committee. A two-thirds majority vote of those members of the WFRW Executive Committee present and voting shall authorize reinstatement.

ARTICLE IV

DUES AND SERVICE CHARGES

SECTION 1. FISCAL YEAR

The fiscal year for the WFRW and each club in the WFRW shall be from January 1 through December 31.

SECTION 2. PAYMENT

- A. The following dues and service charges for each club shall be payable to the WFRW Treasurer each fiscal year by January 31.
 - 1. Annual dues as determined by the WFRW Board of Directors and the NFRW for each voting member based upon current membership.
 - 2. The annual WFRW service charge as determined by the WFRW Board of Directors per club for mailings and other services.
 - 3. The annual NFRW service charge as determined by the NFRW per club for mailings and other services.
- B. The names, addresses, zip codes, phone/fax numbers, and e-mail addresses when available, of at least ten voting members of the club, including club officers, shall accompany the dues and service charge payment.
- C. Dues for additional members should be sent on a rolling basis or monthly to the WFRW Treasurer. If received at least sixty days prior to the WFRW Biennial Convention, the new members shall qualify for the convention delegate count.
- D. Clubs failing to comply with Section 2.a. by June 1 shall be notified and considered delinquent, and their members shall not receive any further WFRW or NFRW mailings or services until their account is brought current.

ARTICLE V

OFFICERS

SECTION 1. OFFICERS

The officers of this organization shall be President, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Membership Secretary, and Treasurer.

SECTION 2. ELIGIBILITY

All WFRW officers shall be voting members of a club in good standing with the WFRW and the NFRW.

SECTION 3. ELECTION

- A. Election of officers shall be held at the WFRW Biennial Convention in even numbered years beginning in the year 2000.
- B. Election shall be by ballot, and a majority of all votes cast shall constitute an election.
- C. When there is only one candidate for an office, election may be by voice vote.

SECTION 4. INSTALLATION

An installation ceremony may be held following the election of officers. Their term shall begin January 1.

SECTION 5. TERM

- A. All WFRW officers shall hold office for a term of two years. They shall serve from January 1 through December 31 of the second year, regardless of the date of installation, or until their successors have been elected.
- B. Any part of a term in excess of one year shall be considered a term.
- C. No officer shall serve more than two consecutive terms in the same office.

SECTION 6. VACANCIES

- A. The President may temporarily fill, by appointment, with the concurrence of a majority of the Executive Committee, an elective office where a vacancy has been created by removal from office for cause, by resignation, incapacity, or death or because the officer has moved out of state. The appointee shall have a voice but not a vote on the WFRW Executive Committee and Board of Directors. The appointee shall not be granted signing authority on the WFRW financial accounts. Such appointment shall be only until the next meeting of the WFRW Board of Directors following the initial vacancy.
- B. A vacancy in any elective office shall be filled by election to be held during the next meeting of the WFRW Board of Directors following the vacancy.

SECTION 7. DUTIES OF THE PRESIDENT

The President shall:

- A. preside at all meetings of the WFRW, the WFRW Board of Directors, and the WFRW Executive Committee;
- B. have general supervision of the work of the WFRW;
- C. with the approval of the Executive Committee, appoint all committees and the committee chairs, except the nominating committee and its chair;
- D. be an ex-officio member of all committees except the nominating committee;
- E. appoint a parliamentarian. She may also appoint a corresponding secretary, a historian, and advisory members, if she so desires;
- F. attend all NFRW Board of Directors meetings or send a proxy;
- G. issue the Official Call for WFRW Biennial Conventions and for Board of Directors meetings at least forty-five days in advance;
- H. certify to the NFRW President the names of all clubs and the members of each club as required by NFRW Bylaws by the NFRW deadlines.

SECTION 8. DUTIES OF THE VICE PRESIDENTS

The Vice Presidents, in their order, shall perform the duties in her absence, and they shall perform such other duties as may be assigned to them.

SECTION 9. DUTIES OF THE RECORDING SECRETARY

The Recording Secretary shall:

- A. record the minutes of all WFRW Board of Directors meetings, WFRW Executive Committee meetings, and all other WFRW meetings;
- B. prepare and mail or e-mail the minutes of each WFRW Board of Directors meeting and the WFRW Biennial Convention within twenty-one days of the meeting and/or the event to all members of the WFRW Board of Directors.

SECTION 10. DUTIES OF THE MEMBERSHIP SECRETARY

The Membership Secretary shall:

- A. receive from the WFRW Treasurer all membership lists;
- B. keep the official list of members in original paper format and in electronic format on disk;
- C. transmit the database in electronic format to the WFRW President and the WFRW Treasurer upon request, and to the WFRW Newsletter Editor, upon request, for the mailing of the Newsletter;
- D. maintain and update the WFRW portion of the NFRW online database of members;
- E. coordinate with the WFRW Treasurer to ensure that the number of active members reported to the NFRW online database reconciles to the number of active members whose dues are forwarded to the NFRW;
- F. certify the eligibility of delegates to the State and National Conventions and serve as Chair of the Credentials Committee for each WFRW Biennial Convention.

SECTION 11. DUTIES OF THE TREASURER

The Treasurer shall:

- A. receive all funds of the WFRW, including all WFRW and NFRW dues and WFRW and NFRW service charges;
- B. forward promptly to the NFRW all NFRW dues and service charges;
- C. be custodian of all funds of the WFRW;
- D. pay, when duly approved by the WFRW President and certified by the person who contracted same, all bills of the WFRW;
- E. keep an account of all monies received by her and give a full report at all WFRW meetings and conventions, and at any time the WFRW President requests such report;
- F. arrange for an annual audit of the books, by a committee established by the WFRW Board of Directors, before February 1 for the prior fiscal year. The Treasurer shall make herself available to answer any questions members of the audit committee may have, but she shall not serve on the audit committee;
- G. send notices of unpaid dues and service charges to clubs;
- H. be a member of the WFRW Budget Committee and the WFRW Credentials Committee.

SECTION 12. OFFICERS' RECORDS

All WFRW officers shall deliver all records, files, and properties of the WFRW to their successors within one month after retiring from office.

ARTICLE VI

DISTRICTS, DISTRICT DIRECTORS, AND COORDINATOR OF DISTRICT DIRECTORS

SECTION 1. DISTRICTS

The state shall be divided into geographical districts. Boundaries and titles of districts shall be determined by the WFRW Board of Directors.

SECTION 2. DISTRICT DIRECTORS

There shall be a District Director to represent each district.

A. ELIGIBILITY

Any voting member in a club in good standing with the WFRW and the NFRW is eligible to serve as District Director.

B. ELECTION

District Directors shall be elected at a district caucus held at the time of a WFRW Biennial Convention. Each club shall cast a number of votes equal to its number of delegates to the WFRW Biennial Convention, with a limit of twelve votes for any one club.

C. TERM

District Directors shall be elected and hold office for a term of two years commencing with the 2001 elections. Any part of a term in excess of one year shall be considered a term. Each director shall serve from January 1 through December 31 of the second year or until her successor has been named. No director shall serve more than two consecutive terms.

D. VACANCIES

The President may temporarily fill District Director vacancies by appointment, with input from the presidents of the affected clubs and the Coordinator of District Directors. Vacancies may occur by removal for cause, resignation, incapacity, or death, or because the District Director has moved out of her district. The appointee shall have a voice but not a vote on the WFRW Executive Committee and Board of Directors until approved by the Executive Committee.

E. DUTIES

District Directors shall:

1. serve as voting members of the WFRW Executive Committee, the Board of Directors, and WFRW Conventions;
2. serve as liaisons between WFRW and all clubs in their respective districts;
3. present applications for membership in the WFRW from newly formed clubs to the WFRW President for action by the WFRW Executive Committee;
4. present applications for club reinstatement to the WFRW President for action by the WFRW Executive Committee;
5. organize new clubs;
6. encourage communication and cooperation between the clubs and members in their districts.

SECTION 3. ASSISTANT DISTRICT DIRECTOR

An Assistant District Director may be appointed by the elected District Director with the consent of the WFRW President.

SECTION 4. COORDINATOR OF DISTRICT DIRECTORS

There shall be a Coordinator of District Directors.

A. ELIGIBILITY

Any past or current District Director who is a voting member in a club in good standing with the WFRW and NFRW is eligible to serve as Coordinator of District Directors.

B. ELECTION

Following the election of District Directors at the WFRW Biennial Convention, the District Directors shall caucus and elect a past or current District Director to serve as the Coordinator of District Directors.

C. TERM

The Coordinator of District Directors shall be elected and hold office for a term of two years. Any part of a term in excess of one year shall be considered a term. She shall serve from January 1 through December 31 of the second year or until her successor has been named. No Coordinator of District Directors shall serve more than two consecutive terms.

D. VACANCIES

The President may temporarily fill a vacancy of the Coordinator of District Directors by appointment, with input from the current District Directors. A vacancy may occur by removal for cause, resignation, incapacity, or death, or because the Coordinator of District Directors has moved out of state. The appointee shall have a voice but not a vote on the WFRW Executive Committee and Board of Directors until approved by the Executive Committee.

E. DUTIES

The Coordinator of District Directors shall

1. serve as a voting member of the WFRW Executive Committee and the WFRW Board of Directors and shall be a member of the voting body of the WFRW Biennial Convention;
2. serve as liaison between the District Directors;
3. assist the District Directors in completion of their goals and tasks;
4. assist the WFRW President in other duties as may be assigned to her.

ARTICLE VII

BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

SECTION 1. BOARD OF DIRECTORS

- A. The Board of Directors shall consist of the elected officers, the past Presidents, the District Directors, the Coordinator of District Directors, the chairs of standing committees, the presidents of all clubs, the WSRP National Committeewoman, the woman Chair or Vice Chair of the WSRP, and any Washington woman who is an officer or committee chair in the NFRW.
- B. Historian, parliamentarian, corresponding secretary, advisory members, and chairs of special committees shall serve on the WFRW Board of Directors with all privileges except voting.
- C. **DUTIES OF THE BOARD OF DIRECTORS**

The Board of Directors shall:

1. be the governing body of the WFRW between WFRW Biennial Conventions;
2. serve as advisors to the WFRW President;

3. fill vacancies among officers as may occur between Biennial Conventions;
4. recommend and vote on proposed amendments to the bylaws;
5. adopt an annual budget for the WFRW;
6. elect a nominating committee;
7. raise funds to support WFRW.

D. REPLACEMENT

Any member of the WFRW Board of Directors who is absent from three consecutive meetings without sufficient cause may be replaced.

E. MEETINGS

1. Board of Directors meetings shall be held at least two times a year.
2. Special meetings of the Board of Directors shall be at the call of the WFRW President or upon written request of five members of the Board of Directors.
3. All meetings of the Board of Directors shall be open to all members of WFRW.

F. QUORUM

Forty percent of the voting members shall constitute a quorum for all meetings of the WFRW Board of Directors, provided at least four are elected officers.

G. VOTING

1. Each eligible WFRW Board of Directors member shall have one vote.
2. In the event the president of a club cannot attend the Board of Directors meeting, she shall appoint a proxy for all voting matters. The club representative must present the proxy form included within each Official Call to the WFRW Board of Directors meetings.
3. A vote may be conducted between meetings by mail, phone, fax, or e-mail and ratified at the next WFRW Executive Committee meeting.

SECTION 2. EXECUTIVE COMMITTEE

A. The Executive Committee shall consist of all elected officers of the WFRW, District Directors, and the Coordinator of District Directors.

B. DUTIES OF THE EXECUTIVE COMMITTEE

The Executive Committee shall:

1. act for the Board of Directors in matters concerning summary action in the event of imminent threat or risk where resolution cannot be delayed until the next Board of Directors meeting;
2. advise the WFRW President;
3. transact any necessary business between the WFRW Board of Directors meetings;
4. remove for cause, at the sole discretion of the Executive Committee, from membership or from any WFRW office or position of any kind, by a two-thirds vote, any WFRW member, officer, or any member of the WFRW Board of Directors or any appointee. Cause for such removal shall include, with limitation, the failure or refusal to support the policies and objectives of the WFRW, as stated in its bylaws, or any act or omission intended to cause or having the effect of causing damage to the WFRW or its reputation or financial stability. Without

limiting the generality of the foregoing, the initiation of litigation or any other adversary proceeding against the WFRW or in which the WFRW is a named defendant or respondent shall constitute cause for removal, and the WFRW 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 WFRW shall substantially prevail therein. Because of the sensitivity of the issue, all voting on the issue of removal shall be confidential;

5. act on applications for membership by new clubs;
6. act on applications for removal and for reinstatement of established clubs.

C. MEETINGS

1. There shall be at least two meetings of the WFRW Executive Committee held in conjunction with scheduled WFRW Board of Directors meetings or by conference call.
2. Special meetings of the Executive Committee shall be at the call of the WFRW President or upon written request of three members of the Executive Committee.

D. QUORUM

A quorum of the Executive Committee shall be a majority of its voting members.

E. VOTING

1. Each member has only one vote.
2. No proxy votes are allowed on the Executive Committee.

SECTION 3. ELIGIBILITY

All members of the WFRW Board of Directors and Executive Committee shall be voting members of a club in good standing with the WFRW and the NFRW.

ARTICLE VIII

COMMITTEES

SECTION 1. STANDING COMMITTEES

- A. The standing committees of the WFRW may include, but not be limited to, Americanism, Armed Services, Awards, Budget, Bylaws, Campaign, Caring for America, Community Service, Club Development, Finance, Homeland Security, Legislative, Literacy, Newsletter Editor, Programs, Public Relations, Resolutions, Speaker's Bureau, Webmaster, and Winners' Circle.
- B. Standing committee chairs shall be appointed by the WFRW President and approved by the Executive Committee prior to the first WFRW Board of Directors meeting after the WFRW Biennial Convention.
- C. Standing committee chairs shall be in good standing and have full privileges as members of the WFRW Board of Directors, including the right to vote.
- D. BUDGET COMMITTEE

The Budget Committee shall prepare an annual budget to submit to the WFRW Board of Directors.

E. RESOLUTIONS COMMITTEE

The Resolutions Committee chair shall appoint one member from each district to serve on the Resolutions Committee.

F. TERM

1. Standing committee chairs shall serve a term of two years commencing in 2001.
2. Standing committee chairs shall serve from January 1 through December 31 of the second year, or until a successor has been named.

G. DUTIES

1. The standing committee chairs shall outline to the WFRW President programs for action in their respective fields and obtain her approval before implementing these programs. The chairs shall carry out such other duties as may be prescribed by the WFRW President and Board of Directors.
2. All materials sent by the standing committee chairs to the clubs must have the approval of the WFRW President.

SECTION 2. SPECIAL COMMITTEES

A. Special committees may be created by the WFRW President, the WFRW Board of Directors, the WFRW Executive Committee, or the WFRW Biennial Convention delegates.

B. Chairs of special committees shall serve on the WFRW Board of Directors without a vote.

C. NOMINATING COMMITTEE

1. A nominating committee of seven members shall be elected by the WFRW Board of Directors no later than four months prior to the WFRW Biennial Convention at which elections are to take place. Five shall be members of the WFRW Board of Directors and two at-large members. No district shall be represented more than once on the committee.
2. The chair of the nominating committee shall be elected by the committee. The chair, upon her election, shall immediately request from all clubs the names of women to be considered for nomination.
3. The nominating committee shall submit one nominee for each office in a report to be sent to all members with the Official Call to the WFRW Biennial Convention at which elections are to take place.
4. Nominations may be made from the floor of the WFRW Biennial Convention following the report of the nominating committee. No one shall be nominated who has not given consent to serve if elected.

D. AUDIT COMMITTEE

1. An audit committee of three members shall be appointed by the WFRW President with the approval of the WFRW Board of Directors no less than thirty days before the end of the WFRW fiscal year.

2. The annual audit report shall be presented and adopted at the first Executive Committee meeting of the new fiscal year.
3. The WFRW audit committee shall complete the annual audit no later than February 1 for the prior fiscal year. The Treasurer shall make herself available to answer any questions the members of the audit committee may have, but she shall not serve on the audit committee.

ARTICLE IX

COMMUNICATIONS

SECTION 1. NOTIFICATION IN WRITING

The WFRW shall maintain a membership list that includes both physical mail and e-mail addresses for current members. Members who include their e-mail address on the membership list are deemed to have authorized the use of e-mail for written communications to them unless they notify the WFRW otherwise in writing. E-mail communications are considered to be delivered “in writing,” provided that physical mail copies are sent to:

- A. any members not listing their e-mail address on the membership list, and
- B. members whose e-mail address is no longer valid as indicated by a standard bounce or bad e-mail return message.

A single communication may be sent to any physical mail or e-mail address which is shared by multiple members.

SECTION 2. VIDEO AND PHONE MEETINGS

- A. Meetings may be held by video conference or conference call (hereinafter referred to as C-Meeting), provided that all eligible participants are notified in writing of the time, date, participant information, and topic(s) for the C-Meeting at least three days in advance of the meeting.
- B. All C-Meetings must also meet the quorum requirements for regular meetings.
- C. Minutes, including a roll call that lists both participating and excused members, shall be kept for all C-Meetings and approved at the next regular meeting.

SECTION 3. E-MAIL VOTING

Voting using e-mail is allowed, provided at least forty-eight hours' notice is given to all those eligible to vote. Any e-mail votes shall be recorded in the minutes of the next regular meeting.

ARTICLE X

CONVENTIONS

SECTION 1. WFRW BIENNIAL CONVENTION

A. TIME AND PLACE

The WFRW Biennial Convention shall be held in the fall of the even numbered years. The time and place shall be determined by the WFRW Board of Directors.

B. OFFICIAL CALL

The Official Call to the Convention shall be issued at least forty-five days prior to the convention date.

C. VOTING BODY

The voting body shall be:

1. all elected officers of the WFRW;
2. all District Directors and the District Director Coordinator;
3. all standing committee chairs;
4. all WFRW past presidents in good standing;
5. delegates representing each WFRW club as follows:
 - a. One delegate or alternate from each club;
 - b. One additional delegate for each twenty-five voting members in the club or the larger fraction thereof. Associate members cannot be counted for the purpose of determining the number of delegates to WFRW or NFRW regional meetings or conventions.
6. all club presidents;
7. the WSRP National Committeewoman;
8. the woman Chair or Vice Chair of the WSRP;
9. any Washington woman who is an officer or committee chair in NFRW.

D. VOTING ELIGIBILITY

All members of the voting body of the WFRW Convention shall be voting members of a club in good standing with the WFRW and the NFRW.

E. DELEGATE ELIGIBILITY

To be eligible for delegate representation to the WFRW Biennial Convention:

1. delegates, alternates, and their club shall be in good standing at least sixty days prior to the convention;
2. delegates and alternates shall be elected in a manner determined by the club. The club president shall send the names, addresses, and zip codes of the delegates and alternates to the designated person on the credentials form furnished by the WFRW and mailed no later than fifteen days before the WFRW Biennial Convention.

F. ALTERNATES FOR CONVENTION DELEGATES

1. Each club is entitled to an alternate for each delegate selected to represent them.
2. There shall be no alternate for WFRW officers, District Directors, standing committee chairs, WSRP National Committeewoman, the woman Chair or Vice Chair of the WSRP, the Washington women who are officers or committee chairs in the NFRW, and club presidents.

G. CONVENTION OBSERVERS

WFRW members who are not delegates or alternates, as well as other interested individuals, are invited to attend the convention upon their payment of the required fees.

H. VOTING AND PROXY

1. No member shall vote in more than one capacity.
2. There shall be no proxy voting.
3. Alternates shall vote only in the absence of delegates from the floor.

I. QUORUM

A quorum shall be:

1. the majority of the voting members in attendance who have been registered with the credentials committee;
2. at least 25 percent of the clubs registered for the convention with the credentials committee.

J. POSTPONEMENT OR CANCELLATION

In the event of an emergency that impacts 51 percent or more of the voting body of the convention, the WFRW Executive Committee, by a two-thirds vote in a meeting by mail, e-mail, fax, video conference, or phone may postpone or cancel the WFRW Biennial Convention.

K. CONVENTION COMMITTEES

The WFRW President shall appoint all necessary convention committees subject to the approval of the WFRW Executive Committee. WFRW Biennial Convention committees shall include convention chair, credentials, program, rules, protocol, and arrangements.

SECTION 2. NFRW BIENNIAL CONVENTION

A. ELIGIBILITY

1. WFRW and local WFRW clubs must be in good standing to be eligible for representation at NFRW Biennial Conventions. A continuing club shall have paid the previous year's dues and service charge and maintained its current dues and service charge to be eligible for representation. New clubs must be in good standing for at least six months prior to the convention to be eligible for representation.
2. At least ninety days preceding the convention, the WFRW President shall certify to the NFRW President the names of the local clubs that are in good standing, the numbers of members in each local club, and the names, addresses (including zip codes, phone/fax numbers, and e-mail addresses) of the local club presidents. Only those local clubs certified by the WFRW President shall be eligible for representation at the convention.

B. VOTING BODY

1. The WFRW President shall serve as a delegate to the NFRW Biennial Convention.

2. Each WFRW club may elect one delegate and one alternate to the NFRW Biennial Convention. The club president shall send the names, addresses, zip codes, phone/fax numbers, and e-mail addresses of the delegate and alternate to the NFRW and WFRW President on credential forms provided by the NFRW. The credential forms must be postmarked to the NFRW and WFRW President no later than thirty days prior to the convention. Emergency changes must be forwarded in writing to the NFRW President for her approval and must be postmarked no later than ten days prior to the convention.
3. Delegates-at-large and alternates-at-large to the NFRW Biennial Convention shall be selected from membership-at-large by the WFRW Board of Directors in compliance with the NFRW Bylaws. The names, addresses, zip codes, phone/fax numbers, and e-mail addresses of the state delegates-at-large shall be postmarked to the NFRW President by the WFRW 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 no later than ten days prior to the convention.
4. The number of delegates-at-large shall be set by the NFRW.
5. No two delegates-at-large or alternates-at-large shall be selected from the same district until after the WFRW quota of delegates-at-large and alternates-at-large equals the number of districts in WFRW.
6. Should the full complement of delegates-at-large and alternates-at-large not be filled due to the inability to select a sufficient number of delegates-at-large and alternates-at-large to attend the NFRW Biennial Convention, the WFRW Executive Committee is empowered to appoint additional delegates-at-large and alternates-at-large from clubs in good standing.

ARTICLE XI

PARLIAMENTARY AUTHORITY

Roberts's Rules of Order, Newly Revised, current edition thereof, shall govern this organization in all matters of procedure not covered by these bylaws.

ARTICLE XII

DISSOLUTION

SECTION 1. METHOD

The WFRW may be dissolved at the WFRW Biennial Convention by a two-thirds vote, provided that

- A. the proposed dissolution has been submitted in writing and sent to all club presidents with the Official Call to Convention;

- B. the proposed dissolution has been approved by a two-thirds vote at a meeting of the WFRW Board of Directors at a duly called meeting before submission to the Biennial meeting for consideration.

SECTION 2. DISPOSITION OF FUNDS

In the event of the dissolution of the WFRW, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the NFRW. None of the assets shall be distributed to any member or officer of WFRW.

ARTICLE XIII

AMENDMENTS

These bylaws may be amended by a two-thirds vote of member delegates present and voting at any WFRW convention or Board of Directors meeting, provided that notice of the proposed amendment shall be sent with the Official Call.

REVISED OCTOBER 3, 1994
AMENDED NOVEMBER 4, 1995
AMENDED OCTOBER 18, 1997
AMENDED MAY 1, 1999
REVISED 24 MARCH 2001
AMENDED 23 JUNE 2001
AMENDED 30 OCTOBER 2002
AMENDED 19 APRIL 2008
AMENDED 8 NOVEMBER 2008
AMENDED 31 OCTOBER 2009
AMENDED 24 APRIL 2010
AMENDED 5 NOVEMBER 2011
AMENDED 6 APRIL 2012
AMENDED 9 NOVEMBER 2013
AMENDED 22 NOVEMBER 2014
AMENDED 25 APRIL 2015
AMENDED 19 NOVEMBER 2016
AMENDED 6 MAY 2017

