

The following sample bylaws are intended as a guideline for chartered Republican Women's Clubs in Washington State and new clubs seeking to be chartered. The sections highlighted in yellow are required by the State Federation and/or the National Federation of Republican Women. Clubs may modify the wording of the highlighted sections slightly, but the content must be included. Clubs have discretion regarding non-highlighted sections. (Revised March 28, 2017)

## Generic **Republican** Women's Club Bylaws

### ARTICLE I

#### Name

The name of this organization shall be the \_\_\_\_\_ **Republican** Women's Club, hereinafter referred to as the Club.

### ARTICLE II

#### Objectives

The objectives of the Club shall be to:

- promote an informed electorate through political participation, education, and activities;
- increase the effectiveness of women in the cause of good government through active political participation;
- recruit and promote qualified Republican women and men in all elections, including nonpartisan elections;
- promote loyalty to the Republican Party and its principles and work for the election of Republican candidates; and
- support the objectives and policies of the Republican Party.

### ARTICLE III

#### Membership

##### SECTION 1. Chartered Club Status

- A. The Club shall be a member of the Washington Federation of Republican Women (WFRW) and of the National Federation of Republican Women (NFRW).
- B. The Club shall consist of ten or more Republican women who are primary members in the Club as defined in Section 2A and who form a permanent chartered club in good standing with WFRW and NFRW, adopt bylaws, charge annual dues, and hold at least six meetings a year.

##### SECTION 2. Membership Classifications

- A. Primary membership
  1. Primary membership shall be held by any Republican woman who believes in the philosophy of the Republican Party and supports the objectives of this organization, is

registered to vote in the State of Washington, and has paid the Club dues for the current calendar year.

2. Primary members in the Club shall not be primary members in any other WFRW or NFRW chartered club.
3. Primary members have all the privileges of membership, including but not limited to voting, making motions, and serving as officers. They are eligible to be delegates or alternates representing the Club at WFRW and NFRW conventions.

B. Associate Membership

1. Republican women who have primary membership in another federated local club are eligible for associate membership in this Club upon payment of the required annual dues. Associate members cannot hold office, vote, or be counted for the purpose of determining the number of delegates to NFRW or WFRW meetings or conventions.
2. Republican men are eligible for associate membership upon payment of the required annual dues to the Club. They cannot hold office, have a voice or vote or be counted for the purpose of determining the number of delegates to NFRW or WFRW meetings or conventions. Republican men who are associate members in the Club do not become members of the WFRW or the NFRW.
3. Associate dues remain with the club. Associate members are not reported to WFRW or NFRW.

SECTION 3. Removal from Membership

Members may be removed from membership for cause by a two-thirds vote of the Executive Committee. WFRW shall be notified of their removal within one month of the aforementioned vote.

SECTION 4. Names and Membership

Club membership lists shall be released only to the NFRW, to WFRW officers, and Club members for internal use and publications. At no time shall the membership lists be released to any other organization or individual or used for commercial or campaign purposes.

**ARTICLE IV**

**Dues**

SECTION 1. Fiscal Year

The fiscal year of the Club shall be from January 1 through December 31.

SECTION 2. Payment

- A. The Club dues may be changed at any regular meeting by a two-thirds vote of eligible members present and voting. WFRW and NFRW dues shall be included in the Club dues.
- B. The names and addresses of at least ten primary members (including all Club officers) shall be sent with the first dues payment and WFRW and NFRW annual service fees to the WFRW Treasurer by January 1 of each year.
- C. Dues for additional members shall be sent on a rolling or monthly basis to the WFRW Treasurer. New and returning members' dues must be received by the WFRW Treasurer

at least sixty days prior to the WFRW Biennial Convention and at least ninety days prior to the NFRW Biennial Convention in order to qualify for the convention delegate count.

## ARTICLE V Officers

### SECTION 1. Officers

The elected officers of the Club shall include but not be limited to President, Vice President, Secretary, and Treasurer. A parliamentarian may be appointed by the President.

### SECTION 2. Eligibility

All Club officers shall be primary members in good standing with WFRW and NFRW.

### SECTION 3. Elections

- A. A Nominating Committee of three members shall be elected by a majority of the members present and voting at the regular [insert month] meeting.
- B. Elections shall be held during the regular [insert month] meeting.
  1. The Nominating Committee shall report one nominee for each office, after which nominations from the floor shall be called for.
  2. Where there is only one candidate for an office, election may be by voice vote.
  3. When there is more than one candidate for an office, a winner shall be chosen by a plurality vote using paper ballots. The Nominating Committee shall provide paper ballots and assign tellers to count the votes.

### SECTION 4. Installation

An installation ceremony may be held at the regular [Insert month] meeting.

### SECTION 5. Terms of Office

- A. All officers shall serve a term of [Select term length: one or two years] or until their successors take office.
- B. All terms shall be for [Select: one year or two years], from January 1 through December 31 [for two-year terms, add “of the second year”].
- C. Any partial term of nine months [change to “one year” for two-year terms] or longer counts as a full term.

### SECTION 6. Officer Removal

Any officer may be removed from office for cause by a two-thirds vote of the members present at a duly constituted regular or special meeting, provided that all members shall have been notified in writing at least two weeks prior to such a vote. Voting for removal shall be by written ballot.

### SECTION 7. Vacancies

- A. A vacancy in the office of the President shall be filled by the Vice President [unless otherwise stated in the bylaws].

- B. A vacancy in any other elective office shall be filled by election during the next scheduled meeting of the Club or by election at the next meeting of the Executive Committee, whichever occurs first.

#### SECTION 8. Duties of the President

The President shall:

- A. preside at all meetings of the Club;
- B. oversee the work of the Club;
- C. appoint, with the approval of the Executive Committee, all standing and special committees and their chairs, except for the Nominating Committee and its chair, which are elected. She shall appoint the Audit Committee prior to the end of the fiscal year;
- D. be an ex-officio member of all committees, except the Nominating Committee;
- E. sign checks in case the Treasurer is unable to do so;
- F. attend all WFRW biannual Board of Directors meetings or appoint a proxy who is a Club member in good standing to attend; and
- G. attend the WFRW Biennial Convention occurring during her term.

#### SECTION 9. Duties of the Vice President

The Vice President shall perform the duties of the President in her absence and such other duties as may be assigned.

#### SECTION 10. Duties of the Secretary

The Secretary shall record the minutes of all Club meetings and be the custodian of all Club records, except for those of the Treasurer.

#### SECTION 11. Duties of the Treasurer

The Treasurer shall:

- A. receive all Club funds, including all Club dues;
- B. keep records of all current primary and associate membership applications;
- C. forward all WFRW and NFRW dues and service charges to WFRW as required;
- D. be the custodian of all funds of the Club;
- E. pay all bills of the Club, when duly approved by the Club President and certified by the person(s) who contracted the same;
- F. keep current a spreadsheet of the Club's accounts payable/receivable and make available a full report at all Club meetings or as requested by the President;
- G. arrange for an annual audit by making available the books and records to the Audit Committee and assist, but not serve, on the annual Audit Committee;
- H. send notices of unpaid dues to members; and
- I. be a member of the Budget Committee.

#### SECTION 12. Officers' Records

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

### **ARTICLE VI Executive Committee**

## SECTION 1. Executive Committee

- A. The Executive Committee shall consist of the elected and appointed officers, the chairs of standing committees, and the immediate past presidents.
- B. Duties of the Executive Committee  
The Executive Committee shall:
  - 1. be the governing body of the Club;
  - 2. transact any necessary business between regular meetings;
  - 3. advise the President;
  - 4. adopt an annual budget;
  - 5. fill vacancies among elected officers, if not done at regular meetings;
  - 6. raise funds to support the Club objectives and goals; and
  - 7. approve the appointment of committees and committee chairs by the President.
- C. Meetings
  - 1. The Executive Committee shall meet as determined by the Executive Committee.
  - 2. Special meetings of the Executive Committee shall be at the call of the President or upon request of at least three members of the Executive Committee.
  - 3. Meetings may be in person, by telephone conference calls, or by other electronic means approved by the Executive Committee.
- D. Quorum: A quorum of the Executive Committee shall be a majority of its members.
- E. Voting: Each member has only one vote. Proxy voting is not allowed. Voting using e-mail is allowed, provided at least forty-eight hours' notice is given to all eligible to vote.

## **ARTICLE VII Committees**

### SECTION 1. Standing Committees

- A. Standing Committees of the Club shall be established by the President and shall be approved by the Executive Committee. At a minimum, the following committees shall be established:
  - 1. Budget Committee
  - 2. Program Committee
- B. Standing Committee Chairs shall be appointed by the President and approved by the Executive Committee.
- C. Standing Committee Chairs shall be members in good standing and have full privileges as members of the Executive Committee, including the right to vote.
- D. The Budget Committee shall prepare an annual budget to submit to the Executive Committee.
- E. The Program Committee or the Vice President, if in charge of programs, is responsible for arranging speakers for the regular meetings.
- F. Standing Committee Chairs shall serve a term of one year from January 1 through December 31.
- G. All committees shall report to the Club at regular meetings as requested by the President.

### SECTION 2. Special Committees

A. Special committees shall carry out necessary functions for the Club and are short-term in nature. Special committee chairs shall be appointed by the President and approved by the Executive Committee. They do not have a vote on the Executive Committee.

**B. Audit Committee**

1. An Audit Committee of at least two members shall be appointed by the Club President with the approval of the Executive Committee at the [insert month] meeting.

2. The annual Audit Committee Report shall be presented for approval to the Executive Committee.

**ARTICLE VIII**

**Meetings**

**SECTION 1. Regular Meetings**

Regular meetings shall be held at least six times a year.

**SECTION 2. Annual Meetings**

The Annual Meeting and election of officers shall be held in [insert month].

**SECTION 3. Special Meetings**

Special meetings shall be held at the call of the President or upon request of 50 percent of the primary members. The call must be sent in writing at least ten days in advance, with the purpose of the meeting stated in the call, and with no other business to be transacted at the special meeting.

**SECTION 4. Quorum**

A quorum for a meeting shall be 50 percent of primary members.

**ARTICLE IX**

**Communications**

**SECTION 1. Notification in Writing**

The Club 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 Club otherwise in writing. A single communication may be sent to any physical mail or e-mail address that is shared by multiple members. E-mail communications are considered to be delivered "in writing," provided that physical mail copies are sent to:

A. any members not having an 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.

**SECTION 2. Video and Phone Meetings**

Meetings may be held using a video conference or conference call service (hereinafter referred to as C-Meeting) provided that:

- A. all eligible voting members in good standing are notified in writing by physical or electronic mail of the time, date, participant information, and topic(s) for the C-Meeting;
- B. all C-Meetings must also meet the quorum requirements for regular meetings;
- C. minutes, including a roll call that lists attending members in good standing, 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 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 Conventions

The appropriate number of delegates and alternates to the WFRW Biennial Convention are to be elected at the regular September meeting of the even years as follows:

- A. Since the President is an automatic delegate, the President cannot be elected as a delegate or alternate. No proxy is allowed to take her place.
- B. Delegates must be primary members of the Club in good standing for at least sixty days prior to the convention.
- C. Alternates must meet the same eligibility standards as delegates.
  - 1. The Club is entitled to an alternate for each delegate elected to represent the Club. They will be elected in priority order and promoted to delegate status (if needed) in the same order as elected.
  - 2. No alternate shall be elected or appointed for the President.
  - 3. Alternates shall vote only in the absence of delegates from the floor.
- D. The President, with the approval of the Executive Committee, may appoint substitutes for any delegates or alternates who are unable or unwilling to attend the convention, except that alternates shall be promoted to delegates (in priority order) before any other substitute is appointed.

### SECTION 2. NFRW Biennial Conventions

- A. [For a new club] The Club shall have been in good standing for at least six months prior to the NFRW Convention to be eligible for representation. [For a continuing club older than six months] The Club shall have paid the previous year's dues and service charge and maintained its current dues and service charge to be in good standing and eligible for representation at the convention.
- B. The Club is entitled to elect one delegate and one alternate to the NFRW Biennial Convention from primary members in good standing at the regular May meeting of odd years. [Option: Club bylaws may state that the Club President is an automatic delegate to the NFRW Biennial Convention.] The President, with the approval of the Executive Committee, may appoint a substitute for any delegate or alternate who is unable or unwilling to attend, except that the alternate shall be promoted to delegate before any other substitute is appointed.
- C. The Club President shall send the names, addresses, zip codes, phone/fax numbers, and e-mail addresses of the delegate and alternate to the WFRW and NFRW

Presidents on credential forms provided by the NFRW. The credential forms must be postmarked to the WFRW and NFRW Presidents no later than thirty days prior to the convention. Emergency changes must be forwarded in writing to the WFRW and NFRW Presidents for their approval and must be postmarked no later than ten days prior to the convention.

**ARTICLE XI**  
**Parliamentary Authority**

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

**ARTICLE XII**  
**Amendments**

These bylaws may be amended by a two-thirds vote of members present and voting at any regular meeting, provided that notice of proposed amendment has been given in writing to all members at least thirty days prior to the meeting.

**ARTICLE XIII**  
**Withdrawal from Federation or Dissolution**

- A. The Club may withdraw from the WFRW and NFRW or be dissolved by a two-thirds vote at any regular or special meeting of the Club, provided that notice of the withdrawal or dissolution has been submitted in writing at the previous meeting or has been sent by mail to all members of the Club. In the event of dissolution, the Executive Committee shall, after payment of all liabilities of the Club, distribute any remaining assets to the WFRW.
- B. Within ten days of the passage of the motion to withdraw or dissolve, the Secretary shall notify the appropriate WFRW District Director that the Club is withdrawing or dissolving.
- C. The Treasurer shall forward all assets of the Club to the WFRW within ninety days of the date of dissolution. None of the assets shall be distributed to any member or officer of the Club.
- D. The right to use the name of the club shall revert to the WFRW.

BYLAWS ADOPTED THIS \_\_\_\_\_ day of \_\_\_\_\_, 20XX

AMENDED THIS \_\_\_\_\_ day of \_\_\_\_\_ 20XX