

# Sample Republican Women’s Club Bylaws

The following sample bylaws are intended as a guideline and template 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 Washington State Federation of Republican Women (WFRW) and/or the National Federation of Republican Women (NFRW). These yellow highlighted sections indicate where clubs are to fill in their name. Clubs have options on the green highlighted sections, but one option must be chosen. Turquoise highlighting indicates changes as of June 13, 2020. Red lettering indicates WFRW’s notes to clubs’ Bylaws Chairs or Committees. The notes themselves, such as the wording “[but not be limited to],” are not to be included in the bylaws. (Revised August 11, 2021)

## BYLAWS OF THE [Club Name]

### ARTICLE I – NAME

The name of this organization shall be [the] [Club Name] **Republican Women[’s] Club** [OR] **Republican Women of [Club Name]**, hereinafter referred to as the Club [OR Club’s abbreviation].

### ARTICLE II – OBJECTIVES

The objectives of the Club shall be to:

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

### ARTICLE III – POLICIES

SECTION 1. Endorsement Policy [Choose only one of the below highlighted options.]

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 nonpartisan 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.

OR

The Club as a whole and any member of its Executive Committee shall not publicly endorse any candidate for public office in contested Republican primaries, runoff elections, and special elections, and/or nonpartisan 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. Split Ticket

The Club shall not advocate a split ticket, support an opposition party candidate, or act against the NFRW or WFRW policies and bylaws.

#### SECTION 3. Other Organizations

The Club shall not affiliate with any political organization not officially recognized as working in concert with the WFRW, NFRW, and the Republican National Committee.

### **ARTICLE IV – MEMBERSHIP**

#### SECTION 1. Chartered Club Status

- A. The Club shall be a member in good standing of WFRW and of NFRW.
- B. The Club shall consist of ten or more Republican women who are primary members in the Club as defined in Section 2A, charge annual dues, and hold at least five 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, supports the objectives and policies of this organization, 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 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 primary members. Republican men who are associate members in the Club do not become members of WFRW or NFRW.
  3. Associate members' dues remain with the club. Associate members are not reported to WFRW or NFRW.

#### SECTION 3. Removal from Membership

- A. Members may be removed from membership for cause by a two-thirds vote of the Executive Committee. Cause includes the failure or refusal to support the policies and objectives of the Club as stated in the Bylaws or any act or omission intended to cause or having the effect of causing damage to the Club or its reputation or financial

stability. Any litigation or adversarial proceeding against the Club shall constitute cause for removal, and the Club shall be entitled to recover from such member its attorney's fees and other costs and expenses relating to such litigation if the Club shall prevail.

B. WFRW shall be notified of their removal within one month of the aforementioned vote.

#### SECTION 4. Membership Lists

Club membership lists shall be released only to NFRW, 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 V – DUES

#### SECTION 1. Fiscal Year

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

#### SECTION 2. Payment

A. Membership in the Club and the WFRW and NFRW expires each year on December 31. Renewal of membership must be received at NFRW headquarters by March 1 of the following year for the Club and its members to remain in good standing.

B. The names, addresses, zip codes, phone/fax numbers, and e-mail addresses, when available, 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 2 of each year.

C. Dues for additional members shall be sent **as soon as possible or on a 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.

#### SECTION 3. Change of Dues

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.

### ARTICLE VI – ELECTED OFFICERS

#### SECTION 1. Officers

The elected officers of the Club shall include **[but not be limited to]** President, Vice President, Secretary, and Treasurer.

#### SECTION 2. Eligibility

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

#### SECTION 3. Nominations and Elections

- A. A Nominating Committee of [choose only one option: three OR five OR seven] primary members shall be elected by a majority of the members present and voting at the regular [insert month] meeting. The Committee shall elect its own chair.
- B. Elections shall be held during the annual meeting in [insert month].
  1. The Nominating Committee shall report one nominee for each office, after which nominations from the floor shall be called for.
  2. If there is only one candidate for an office, election may be by voice vote.
  3. If 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.
  4. [Include if this is realistic for your club, especially if it is large.] A member shall not serve on the Nominating Committee for two consecutive nomination cycles.

#### 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: one year 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.
- D. [Option: Clubs may include a provision for term limits.]

#### 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 and the Executive Committee;
- 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 OR Financial Review OR another name of the Club’s choosing] 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.
- H. The President may appoint a parliamentarian. [Note: this was moved from Section 1.]

#### 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 OR financial review] by making available the books and records to the [Audit OR Financial Review OR another name of the Club's choosing] Committee and assist, but not serve, on the annual [Audit OR Financial Review . . .] Committee;
- H. send notices of unpaid dues to members [Option: this duty may be the responsibility of the Membership Chair. Alternatively, this item may be included as a standing rule]; 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 VII – 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 president.
- 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 it determines.
  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 or other approved electronic device is allowed, provided at least seven days' notice is given to all eligible to vote.

## ARTICLE VIII – COMMITTEES

SECTION 1. Standing Committees [WFRW recognizes that clubs operate differently. Clubs have flexibility regarding which standing committees they include in their bylaws. Following are suggestions—not restrictions—on what committees can be included.]

- A. Standing Committees may include:
1. Bylaws
  2. Budget
  3. Campaign Activities
  4. Caring for America
  5. Fundraising
  6. Legislative
  7. Membership
  8. Program
- [Options / examples: Americanism, Armed Services, Awards, Literacy, Social Media, Sunshine, Web Development]
- B. Standing Committee Chairs shall be appointed by the President and approved by the Executive Committee.
- C. Standing Committee Chairs shall be primary members and have full privileges as members of the Executive Committee, including the right to vote.
- D. Elected officers may be appointed to chair standing committees. [For example, the Vice President might serve as Program Chair.]
- E. Standing Committee Chairs shall serve a term of one year from January 1 through December 31.
- F. Committee Chairs shall report at Executive Committee meetings or regular meetings, as requested by the President.
- G. No standing committees shall be added without an amendment of these Bylaws.

SECTION 2. Special Committees [Clubs also have flexibility regarding the committees they consider to be special committees or what names they use. Keep in mind, though, that Special Committees are established for a limited time period.]

- 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 OR Financial Review] Committee
  - 1. An [Audit OR Financial Review] 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 [Audit OR Financial Review] Committee shall complete the annual [audit OR financial review] no later than February 1 for the prior fiscal year. The Treasurer shall be available to answer any questions the members of the [Audit OR Financial Review] Committee may have, but she shall not serve on the Committee.
  - 3. The [Audit OR Financial Review] Committee shall present the annual [audit OR financial review] report to the Executive Committee [Option: and membership] upon completion.

## ARTICLE IX – MEETINGS

### SECTION 1. Regular Meetings

Regular meetings shall be held at least five 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 a majority of the Executive Committee or upon request of [20, 30, OR 50 percent] of the primary members. The call must be sent in writing at least fourteen 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. 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 5. Voting

A vote of the Club or Executive Committee may be conducted by mail, telephone, fax, or e-mail or other approved electronic device between meetings, provided there is participation by a majority of the members of the body and provided at least seven days' notice is given to those



eligible to vote. The vote shall be ratified and entered into the minutes of the body's next regular meeting.

#### SECTION 6. Quorum

A quorum for a meeting shall be [between 25 and 50] percent of primary members.

### ARTICLE X – COMMUNICATIONS

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.

### ARTICLE XI – 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 even-numbered 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 shall 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. The Club shall have been in good standing for at least six months prior to the NFRW Convention to be eligible for representation. 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 among the primary membership at a regular meeting in odd-numbered



years prior to the established reporting deadline for delegates and alternates. [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 XII – 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 XIII – AMENDMENTS**

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

## **ARTICLE XIV – DISSOLUTION**

### **SECTION 1. Notification in Writing**

The 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 or has been sent by either U.S. mail or e-mail to all members of the Club. Within ten days of the passage of the motion to dissolve, the Secretary shall notify the appropriate WFRW Club Advisor that the Club is dissolving.

### **SECTION 2. Distribution of Assets**

In the event of dissolution, the Executive Committee shall, after payment of all liabilities of the Club, distribute any remaining assets to the WFRW. 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.

### **SECTION 3. Right to Use of Name**

The right to use the name of the club shall revert to the WFRW.

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

**AMENDED [OR REVISED]** THIS \_\_\_\_\_ day of \_\_\_\_\_ 20XX

