



## Template for WFRW Clubs Amending or Revising Their Bylaws

The following sample bylaws is provided as a template and guideline for Republican Women’s Clubs chartered by the Washington State Federation of Republican Women (WFRW) and the National Federation of Republican Women (NFRW) amending or revising their bylaws. **Yellow highlighting** indicates where clubs are to fill in their name. Clubs have options on the **gray-highlighted** areas, but one option must be chosen. **Blue lettering** or **highlighting** indicates changes made in response to changes in the 2023 NFRW Club Bylaws Template or to changes made by the WFRW Bylaws Committee. Words in **[bracketed red lettering]** are WFRW or NFRW Bylaws Committee notes to Club Bylaws Committees. The notes themselves, such as **[choose only one option]**, are not to be included in the bylaws. (Revised April 12, 2024)

### BYLAWS OF THE **CLUB NAME**

#### ARTICLE I – NAME

**[Variations in wording are acceptable as long as “Republican Women” is included and “Federation” is not included.]** The name of this organization shall be **\_\_\_\_\_** Republican Women **[OR]** **Republican Women of \_\_\_\_\_**, hereinafter referred to as “the Club” **[OR]** **the Club’s abbreviation**. This Club is affiliated with the Washington Federation of Republican Women (WFRW) and with the National Federation of Republican Women (NFRW).

#### ARTICLE II – OBJECTIVES

The objectives of this Club shall be to

- A. **increase the effectiveness of women in the cause of good government;**
- B. **disseminate information to all members;**
- C. **inform the public through political education and activity;**
- D. **foster loyalty to the Republican party at all levels of government;**
- E. **promote the principles of the Republican Party;**
- F. **work for Republican candidates in all elections; and**
- G. **support the objectives and policies of the Republican National Committee.**

#### ARTICLE III – POLICIES

SECTION 1. Endorsement Policy **[Choose only one of the two gray-highlighted options. Note that the WFRW Bylaws Committee added “general elections” because of Washington’s top-two general elections in which two Republicans may run against each other.]**

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, general elections, runoff elections, 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 and general elections, 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, general elections, runoff elections, 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 and general elections, but not in the name of the Club or Federation.

An officer of the organization who is a candidate or whose spouse or family member is a candidate shall be exempt from this rule. However, she may not do so in the name of the organization or by utilizing the logo or stationery of the NFRW, the WFRW, or the Club.

#### SECTION 2. Split Ticket

Neither the Club nor an individual member shall advocate a split ticket, support an opposition party candidate, or act against the NFRW, the WFRW, or the Club.

#### 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 Republican National Committee.

### ARTICLE IV – MEMBERSHIP

#### Section 1. Chartered Club Status

- A. The Club shall be a member in good standing of the WFRW and 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 and Republican men are eligible for associate membership in this Club upon payment of the required annual dues. Associate members cannot hold office, [make motions](#), have [a vote](#), or be counted for the purpose of determining the number of delegates to NFRW or WFRW meetings or conventions or determining the number of primary members in the Club.
2. Republican men who are associate members do not become members of WFRW or NFRW.
3. Associate members' dues remain with the club. [The dues amount for associate members shall be stated in the Club's Standing Rules and amended as required.](#) Associate members are not reported to WFRW or NFRW.

SECTION 3. Removal from Membership

[Members of the Club may be removed in accordance with the adopted NFRW Removal Policy – Special Rules for the following reasons:](#)

- A. Nonpayment of dues
- B. Endorsing, advocating for, or supporting an opposition party candidate
- C. Supporting an opposition party ticket
- D. Failure to uphold the policies and objectives of the Club, WFRW, or NFRW as stated in bylaws, special rules, or policies

[Refer to the complete NFRW Removal Policy at nfrw.org.](#)

SECTION 4. Membership Lists

Club membership lists shall be released only to NFRW and 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. Membership Dues

- A. Membership in the Club and 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 Club members to remain in good standing. [Renewal dues not paid by March 1 are considered delinquent.](#)
- B. Dues for new members shall be sent as soon as possible or on a monthly basis to the WFRW Treasurer. New members' dues must be received by the WFRW Treasurer at least sixty days prior to the WFRW Biennial Convention and at least 90 days prior to the NFRW Biennial Convention in order to qualify for the convention delegate count. [Dues collected in the fourth quarter of the year may be applied to the following year's membership.](#)

### SECTION 3. Service Charges

The Club shall send the names, addresses, zip codes, phone/fax numbers, and email addresses, when available, of at least ten primary members (including all Club officers) with the first dues payment and WFRW and NFRW annual service charges on behalf of Club members, with the first payment of the year to be made no later than December 31.

### SECTION 4. Change of Dues

The Club dues may be changed at any regular meeting by a two-thirds vote of [choose only one of the following options] eligible members present and voting [OR] by the Executive Committee. 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 be [but are not 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

- A. A Nominating Committee of [choose only one option] three [OR] five [OR] seven primary members and one primary member alternate shall be elected by a majority of the members present and voting no later than the regular September meeting of each election year. The Committee shall elect its own chair.
- B. The Nominating Committee shall report a slate of one candidate for each office at the regular meeting in [choose only one option] October [OR] November of each election year, at least thirty days prior to the election meeting. All nominees shall be primary members in good standing in the Club and shall give written consent to serve if elected. Nominations from the floor shall be in order following the report of the Nominating Committee and just before the elections.
- C. A member shall not serve on the Nominating Committee for two consecutive nomination cycles. [If the Club is small, this provision might not be practical to include.]

### SECTION 4. Elections

- A. Elections shall be held during the annual meeting in [choose only one option] November [OR] December.
- B. The Nominating Committee shall report one nominee for each office, after which nominations from the floor shall be in order.
- C. If there is only one candidate for an office, the election may be by voice vote.
- D. If there is more than one candidate for an office, the winner shall be chosen by a plurality vote using paper ballots.
- E. Officers [choose only one option] may [OR] may not run for a second consecutive term.
- F. No officer may simultaneously run for more than one office.

## SECTION 5. Installation

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

## SECTION 6. Terms of Office

- A. All officers shall serve a term of **[choose only one option]** **one year** **[OR]** **two years** or until their successors take office.
- B. All terms shall be for **[choose only one option]** **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 7. Removal from Office

Any officer or member of the Executive Committee may be removed in accordance with the adopted NFRW Removal Policy – Special Rules for any of the following reasons:

- A. Nonpayment of dues
- B. Endorsing, advocating for, or supporting an opposition candidate
- C. Supporting an opposition party ticket
- D. Failure to uphold the policies and objectives of the Club, WFRW, or NFRW as stated in bylaws, special rules, or policies.

Refer to *NFRW Removal Policy* at [nfrw.org](http://nfrw.org).

## SECTION 8. 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 9. 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 Financial Review Committee prior to the end of the fiscal year, **with the exception of a change of treasurer, at which time a complete review shall be done;**
- D. be an ex-officio member of all committees, except the Nominating Committee;
- E. **call meetings of the Executive Committee, or upon request of three members of the Executive Committee;**
- F. sign checks in case the Treasurer is unable to do so;

- G. prepare a program of action in consultation with the chairs of the standing committees for presentation and approval by the Executive Committee;
- H. represent the Club in Republican Party activities;
- I. accept the resignation by written letter or email of any member wanting to resign from a position, chairmanship, or membership in the Club;
- J. attend all WFRW biannual Board of Directors meetings or appoint a proxy who is a Club member in good standing to attend; and
- K. attend the WFRW Biennial Convention occurring during her term.
- L. [optional] appoint a parliamentarian.

SECTION 10. Duties of the Vice President [Clubs may have more than one Vice President.]

- A. The Vice President shall perform the duties of the President in her absence and such other duties as may be assigned by the President, the Executive Committee, or the Club.
- B. Fill the unexpired term in the event of a vacancy in the office of the President.

SECTION 11. 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 12. Duties of the Treasurer

The Treasurer shall

- A. serve as custodian of all Club funds and deposit them in a bank or banks approved by the Executive Committee;
- B. submit all WFRW and NFRW dues and service charges to WFRW as required;
- C. sign checks as one of two authorized signers, namely the President or Treasurer;
- D. pay all bills of the Club, when duly approved by the President;
- E. keep current cashflow of all Club receipts and expenses;
- F. bring a written financial report to regular Club and Executive Committee meetings;
- G. arrange for an annual financial review by making available the books and records to the Financial Review Committee and assist, but not serve on, the annual Financial Review Committee;
- H. send notices of unpaid dues to members; [This duty may instead be the responsibility of the Membership Chair and may be included as a standing rule.]
- I. be a member of the Budget Committee.
- J. comply with all state elections and reporting requirements.

SECTION 13. Officers' Records

All officers shall deliver all records, files, and properties of the Club to their successors within one month after retiring from office, unless otherwise directed by the President or Executive Committee.

ARTICLE VII – EXECUTIVE COMMITTEE

### SECTION 1. Composition

The Executive Committee shall consist of the elected officers, the chairs of standing committees, and the immediate past president,

### SECTION 2. Duties

The Executive Committee shall

- A. be the governing body of the Club;
- B. transact any necessary business between regular meetings;
- C. advise the President;
- D. adopt an annual budget;
- E. fill vacancies of elected officers, if not done by a vote of the primary members at regular meetings;
- F. raise funds to support the Club objectives and goals; and
- G. approve the President's appointment of committees and committee chairs.

### SECTION 3. Meetings

The Executive Committee shall meet as it determines. 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. Meetings may be in person, by telephone conference calls, or by other electronic means approved by the Executive Committee.

### SECTION 4. Quorum

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

### SECTION 5. Voting

Each member has only one vote. Proxy voting is not allowed. Voting using email or other approved electronic devices is allowed, provided that 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 to include in their bylaws. Following are suggestions.]

- A. Standing committees include
  1. Budget
  2. Bylaws
  3. Campaign Activities
  4. Caring for America
  5. Legislative
  6. Membership

7. Program

8. [Other options: Americanism, Armed Services, Awards, Fundraising, Literacy, Social Events, Social Media, Sunshine, and Web Development]

- B. Standing committee chairs shall be appointed by the President and approved by the Executive Committee. They shall serve the same term as the President or until a successor has been named.
- C. Standing committee chairs shall be primary members.
- D. They have full privileges as members of the Executive Committee, including the right to vote.
- E. Elected officers may be appointed to chair standing committees. [For example, the Vice President may serve as Program Chair.]
- 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.

H. DUTIES

[The following two paragraphs are required.]

- 1. Standing committee chairs shall outline to the President programs for action in their respective fields. They shall obtain her approval before implementing these programs or sending any materials to the club's membership.
- 2. The chairs shall carry out such other duties as may be prescribed by the President and Executive Committee.

SECTION 2. Special Committees [Clubs also have flexibility regarding the committees they consider to be special committees or what names they use.]

- 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. Financial Review Committee
  - 1. A Financial Review Committee shall be appointed by the Club President and approved by the Executive Committee at the [insert month] meeting.
  - 2. The Financial Review Committee shall complete the annual 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 Financial Review Committee may have, but she shall not serve on the Committee.
  - 3. The Financial Review Committee shall present the annual 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. Special Meetings

Special meetings shall be at the call of the President or a majority of the Executive Committee or upon request of [choose only one] 20 [OR] 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 3. Annual Meetings

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

## 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, email, or other approved electronic device between meetings, provided that there is participation by a majority of the members of the body and provided that at least seven days' notice is given to those members 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 [choose a percentage between] 25 [and] 50 percent of primary members.

## ARTICLE X – COMMUNICATIONS

The Club shall maintain a membership list that includes both physical mail and email addresses for current members. Members who include their email address on the membership list are deemed to have authorized the use of email for written communications to them unless they notify the Club otherwise in writing. A single communication may be sent to any physical mail or email address shared by multiple members. Email communications are considered to be delivered "in writing," provided that physical mail copies are sent to

- A. any members not having an email address on the membership list, and
- B. members whose email address is no longer valid as indicated by a standard bounce or bad email 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 members 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 email addresses of the delegate and alternate to the WFRW and NFRW Presidents on credential forms provided by 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 the Club in all matters of procedure where they are applicable and in which they are not inconsistent with these Bylaws or WFRW or NFRW Bylaws or any special rules of order.

### ARTICLE XIII – AMENDMENTS

These Bylaws may be amended by a two-thirds vote of primary members present and voting at any regular meeting of the Club, provided that notice of the proposed amendment(s) 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 email 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 WFRW. The Treasurer shall forward all assets of the Club to WFRW within ninety days 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 WFRW.

These Bylaws approved and adopted by Club Name on this date: [Insert month, day, and year.]

[OR]

These Bylaws amended [OR] revised on this date: [Insert month, day, and year.]