

The Bylaws of the Texas Federation of Republican Women
As Amended at the Twenty-Sixth Biennial Convention
El Paso, Texas
November 9 - 11, 2007

ARTICLE I - NAME

The name of this organization shall be the Texas Federation of Republican Women.

ARTICLE II - OBJECTIVES

The objectives of this organization shall be:

- To be an official auxiliary to the duly constituted Republican organization in the State of Texas, and to support the objectives and policies of the Republican National, State, and County Executive Committees and to work for the election of the Republican Party's nominees.
- To promote an informed electorate through political education and activity.
- To increase the effectiveness of women in the cause of good government through active political participation.
- To facilitate cooperation between the National Federation of Republican Women and the Texas Federation of Republican Women, to promote the welfare and growth of local Republican Women's clubs in the State of Texas, and to encourage the formation of councils among local clubs of the Texas Federation of Republican Women for the purpose of liaison and communication in areas where appropriate, providing the bylaws of such councils are not in conflict with those of the National Federation of Republican Women and the Texas Federation of Republican Women.
- To foster loyalty to the Republican Party and to promote its principles and candidates in all elections including non-partisan elections.

ARTICLE III - POLICY

Section 1. Candidate Endorsement:

The President of the Texas Federation of Republican Women, the Vice President - Campaign Activities, and local clubs, their Presidents and Campaign Activities Chairmen shall not publicly endorse any candidate for public office in contested Republican Primaries, Runoff Elections, Special Elections and/or non-partisan elections when more than one Republican is in the race.

Section 2. Candidate Endorsement Exemption:

This Article pertains only to contests between Republican Candidates for public office. An officer of this organization who is a candidate or whose husband or a member of her

family is a candidate shall be exempt from this rule.

Section 3. Controversial Issues:

No member, officer, or local club shall issue statements or pass resolutions on controversial issues using the name of the Texas Federation of Republican Women without first polling the local clubs and obtaining a two-thirds written vote of approval, or when acting in Convention assembled.

Section 4. Lobbying:

There shall be no lobbying with Legislators using the name of the Texas Federation of Republican Women by any federated local club or any individual member without the express permission of the Board of Directors of the Texas Federation of Republican Women.

ARTICLE IV - MEMBERSHIP

Section 1. Eligibility:

- A. Membership in this organization shall be open to any local Republican Women's club of ten or more members who pay the annual per capita dues and service charges to the Texas Federation of Republican Women and whose bylaws and objectives are not in conflict with the Texas Federation of Republican Women and the National Federation of Republican Women and who have filed as a Political Action Committee with the Texas Ethics Commission. A local club shall not be admitted nor continue in membership that advocates a split-party ticket or supports a candidate running on an opposition ticket in a partisan election.
- B. Any woman believing in the philosophy of the Republican Party and the objectives of the local club shall be eligible for membership in a local club and no local club shall require that eligibility be based on sponsorship or election. She shall be a registered voter.
- C. A life membership to honor outstanding Texas federation members may be elected by the Executive Committee and approved by the Board of Directors. Her annual dues to the National Federation of Republican Women shall be paid from the treasury of the Texas Federation of Republican Women.

Section 2. A local club shall include the following provisions in its bylaws:

- A. The name of the club, which shall include the word Republican but may not include the word Federation or any religious or issue-oriented connotation.
- B. A provision for at least five stated meetings yearly as required by the National Federation of Republican Women.
- C. A statement of policy that the local club, its President and its Campaign Activities

Chairman shall not endorse or work for any candidate for public office in contested Republican Primaries, Primary runoffs, and/or Special Elections.

- D. A provision for endorsement exemption for members who are candidates for public office or whose husband or another family member is a candidate, provided that said endorsement is not in the name of the organization.
- E. A statement that the fiscal year shall be from January 1 to December 31.
- F. A statement that local clubs shall pay service charges and per capita dues to the Texas Federation of Republican Women and the National Federation of Republican Women.
- G. A statement that defines the eligibility of a member in order to vote in the club officer elections.
- H. A statement that a member may be counted in one local club only for the purpose of delegate representation at the Texas Federation of Republican Women and the National Federation of Republican Women conventions and this will be the only local club in which she may hold office. Her dues and name shall be submitted to the Texas Federation of Republican Women from this local club only.
- I. A provision specifying the time for the election (October or November) and installation of new officers and the term of office and a provision that they shall assume their duties on January 1 of the following year.
- J. A provision for the election or appointment of a member to be Campaign Activities Chairman, a member to be Political Action Committee Treasurer, and a member to be Legislative Chairman.
- K. A provision for a quorum necessary for the transaction of business. Said quorum must be a realistic figure based on the voting membership of the local club and not on the number of members present at any meeting.
- L. A provision specifying the time for the selection of delegates to the Texas Federation of Republican Women and the National Federation of Republican Women conventions.
- M. A provision that all members shall be registered voters.
- N. A statement of policy that no local club shall publicly endorse or work for a known candidate of another party in a partisan or non-partisan race where a Republican is in the race. When more than one Republican is in a non-partisan or partisan race, no local club, local club President or Campaign Activities Chairman shall publicly endorse or work for any candidate in said race. If a local club violates this policy, it shall be the responsibility of the TFRW Executive Committee to remove the local club from the Federation.

Section 3. Application for Membership:

1. The word Republican must be used in the title of all local clubs and the word Federation shall not be used in the title of a local club (National Federation of Republican Women Bylaws, Article 3, Section 3 (d)), and the local club's name shall require approval of the Executive Committee of the Texas Federation of Republican Women. Such approval shall not be given if the local club's name contains any religious or issue oriented connotations. Any organization which requests Federation status shall not include in its title any identifying name of a federated local club if such local club is still in existence. A new or existing group may request of the TFRW Executive Committee the right to use the name of a local club no longer in existence and shall have the TFRW Executive Committee approval for the name to be used.
2. All applications for local club memberships shall be sent to the Texas Federation of Republican Women Headquarters on forms furnished for that purpose. Certification of membership shall require approval of the Vice President-Bylaws, the Vice President-Membership, the President, and the Executive Committee. Applications for membership shall be accompanied by:
 - A. A copy of the local club bylaws.
 - B. A roster with the names, addresses, zip codes, telephone numbers, occupations and email addresses (if applicable) of the entire membership, with the understanding that the email addresses will not be included in any list sold or shared by TFRW.
 - C. A check which includes the service charges and per capita dues.
 - D. Names of officers, addresses (including zip codes), telephone numbers and email addresses, with the understanding that the email addresses will not be included in any list sold or shared by TFRW.

Section 4. Classification of Membership Permitted in Member Local Clubs:

- A. **Active** - any woman who believes in the philosophy of the Republican Party and the objectives of the local club and who pays the required annual dues is classified as an active member.
- B. **Active/Supporting** - any woman who believes in the philosophy of the Republican Party and the objectives of the local club and who pays the required annual dues but who is unable to participate fully as does an Active Member, is classified as an Active/Supporting member. Her name, address, and telephone number shall be furnished to the Texas Federation of Republican Women headquarters, and her per capita dues to the Texas Federation of Republican

Women and the National Federation of Republican Women shall be paid. She shall enjoy all the rights and privileges of an Active Member.

C. Associate

1. A Republican Woman who is a regular member of a federated local club and who wishes to support another local club may be eligible for Associate membership upon payment of required dues to said local club. She cannot hold office, vote or be counted for the purpose of determining the number of delegates to National or State Federation meetings or conventions. As an Associate member she does not become a member of the State or National Federation.
2. A Republican man is eligible for membership upon payment of the required annual dues to the local club. He cannot hold office, have a voice or vote or be counted for the purpose of determining the number of delegates to national or state federation meetings or conventions.

D. Honorary - Honorary members shall have all privileges of membership except when an active member of another local Republican Women's club. Honorary members shall pay no dues, and the local club shall pay their per capita dues to the Texas Federation of Republican Women and the National Federation of Republican Women, unless they are active members of another local Republican Women's club.

E. Young Affiliate - A Young Affiliate is a young teenage woman, age thirteen through seventeen, who wishes to be affiliated with a local Republican Women's club by paying the required annual dues. A Young Affiliate may not be listed on the roster to the Texas Federation of Republican Women from the subsequent local club, cannot be counted for purposes of determining the number of delegates to the Texas Federation of Republican Women or the National Federation of Republican Women meetings or conventions, and shall have no vote at local club meetings. Her name and dues will not be sent to the Texas Federation of Republican Women Headquarters by the subsequent local club. Each individual local club may determine whether Young Affiliates are given voice in meetings.

Section 5. At-Large Membership:

An At-Large Member is a woman who does not live within a 50 mile radius of a Federated Republican Women's unit and cannot be actively involved because of distance. An At-Large member shall pay per capita dues to the Texas Federation of Republican Women and National Federation of Republican Women and shall receive communications from both organizations. An At-Large Member shall be eligible to serve as a Delegate or Alternate to NFRW or TFRW Conventions, provided said At-Large Member is elected by a club as part of their delegate allocation

Section 6. Submission of Officers:

Local member clubs shall elect officers and send lists of their names and addresses, zip codes, and telephone numbers to the Texas Federation of Republican Women Headquarters by January 1 of each year.

Section 7. Member Resignation:

Individual members who resign or transfer their membership from local member clubs are subject to the following stipulations:

- A. Upon resignation of a member from a local Texas Federation of Republican Women's club, no refund of per capita dues will be made by either the Texas Federation of Republican Women or the National Federation of Republican Women.
- B. Upon transfer of a membership from one local club to another within the Texas Federation of Republican Women, per capita dues will not be assessed by the second local club for the remainder of the fiscal year.
- C. A member of a local Republican Women's club may transfer her membership to another local club during the fiscal year prior to July 31 for the following reasons:
 - 1. She has moved to another city, town, or county.
 - 2. She has moved from one neighborhood to another within a large city.
 - 3. If she is currently actively involved in the organization of a new local club and her leadership abilities are vital to the formation and operation of this new local club. Otherwise, she should join as an Associate member until the end of the fiscal year before changing local clubs.
 - 4. She wishes to transfer from a daytime local club to a nighttime local club or vice-versa.
- D. In order for the transfer of membership to become effective and for the member to be counted in the new local club, a Transfer Form must be filled out and sent to the Executive Director of the Texas Federation of Republican Women.
- E. A transfer membership shall not be counted as one of the ten (10) initial members of a new local club.

Section 8. Death of a Member:

In the event of the death of a member, the local club treasurer shall notify the Texas Federation of Republican Women Headquarters to remove the name from all records. In a convention year, if the deceased is a convention delegate, no other member may be substituted for the deceased member if the death occurred after the deadline expires for submitting credentials, unless the replacement is a properly credentialed alternate. No local club shall be penalized delegate strength due to the death of a member after the

deadline for reporting local club membership for the purposes of determining the number of delegates to the State Convention.

Section 9. Removal of Local Clubs:

The Texas Federation of Republican Women may remove local clubs from membership by two-thirds (2/3) vote of its Executive Committee present and voting.

A. Causes for Removal:

1. Failure to comply with the bylaws of the Texas Federation of Republican Women and the National Federation of Republican Women.
2. Failure to submit bylaws amendments to the Vice President Bylaws for approval before the amendments become effective.
3. Nonpayment of dues for the full membership.
4. Publicly endorsing a non-Republican candidate in a partisan election.
5. Endorsing a candidate for public office in a contested Republican primary.
6. Failure to maintain a minimum of 10 members and/or hold 5 meetings within a twelve-month period.
7. Publicly endorsing or working for a known candidate of another party in a partisan or non-partisan race where one or more Republicans are in the race, or endorsing a candidate in a contested Republican Primary, runoff or special election by the club, its President or Campaign Activities Chairman. If the President or Campaign Activities Chairman violates this policy, it shall fall to the local club to remove her from office. Failure to do so will result in the removal of the club from the Federation.

B. Procedure for reinstatement of a local club to the Texas Federation of Republican Women membership:

1. A local club must follow the same procedure as if it were applying for a new local club membership.
2. Membership application must be approved in writing by two-thirds (2/3) vote of the Texas Federation of Republican Women Executive Committee present and voting.

Section 10. Assets and Name Use:

- #### **A.**
- The assets upon dissolution of a state or local club shall be distributed to its superior body. None of the assets shall be distributed to any member or officer of the organization.

- B. The right to use the name of a dissolved local club shall revert to its superior body.

ARTICLE V - DUES

Section 1. Submission of Members to TFRW:

The Texas Federation of Republican Women annual per capita dues and service charge shall be payable by each local club on January 1 and shall be delinquent March 1. A complete roster of members and officers shall accompany these payments. Each local club shall pay annual dues of \$5.00 per capita and an annual service charge of \$5.00 provided, however, that in a year in which no convention is held, an increase of dues and/or service charge may be effected by a two-thirds (2/3) vote of the entire membership of the Board, with the proviso that in order to remain in effect, any increase so implemented must be approved by the next ensuing Biennial Convention in the form of a bylaw amendment.

Section 2. Submission of Members to NFRW:

National Federation of Republican Women annual per capita dues of \$10.00 and service charge of \$10.00 shall be payable by each local club January 1 and shall be delinquent March 1. These dues shall be sent to the Texas Federation of Republican Women Headquarters and TFRW shall pay these dues and service charges to the National Federation of Republican Women.

Section 3. Late Submissions:

New TFRW local clubs organizing in October, November, or December of any given year will send to TFRW their service charges and membership dues when they organize with the charter to be effective January 1 of the following year.

Section 4. Assessments:

No other assessments shall be made on local clubs.

Section 5. Fiscal Year:

The fiscal year of the Texas Federation of Republican Women shall be January 1 to December 31.

ARTICLE VI - OFFICERS AND THEIR DUTIES

Section 1. Elected Officers:

Elected officers of this organization shall be President, First Vice President, Vice President - Bylaws, Vice President - Campaign Activities, Vice President - Finance, Vice President - Legislation, Vice President - Membership, Vice President - Programs, Secretary, and Treasurer; all of whom shall be elected at the Biennial Convention.

Section 2. Members in Good Standing:

Any officer or appointee to an office or committee assignment shall be a member in good standing of a local Texas Federation of Republican Women's club and her local, state, and national dues shall have been paid, and she shall also be a registered voter.

Section 3. Succession:

- A. In the event the President should be permanently disabled or resign, the First Vice President shall succeed to that office for the unexpired portion of the term.
- B. In the event the First Vice President cannot serve, the Executive Committee shall elect by a two-thirds (2/3) vote a President to serve for the unexpired portion of the term from one of its own members.

Section 4. Duties of Officers:

A. The Duties of the President Shall Be:

1. To preside at all meetings of the organization, the Board of Directors, and Executive Committee.
2. To appoint all committee chairmen, except the nominating committee, and except those Standing Committees of which the Vice Presidents are chairmen.
3. To be an *ex officio* member of all committees except the Nominating Committee.
4. To prepare a program of action, after consultation with the Vice Presidents and chairmen of the standing committees, for presentation to the Executive Committee and the Board of Directors.
5. To appoint a Parliamentarian.
6. To appoint, with the approval of a majority of the Executive Committee, Deputy Federation Presidents, whose regions shall be determined on a geographical basis as defined by the Executive Committee and approved by the Board of Directors, and whose responsibilities shall be assigned by the President. The Deputy Presidents shall be members in good standing of a federated local Republican Women's club. They shall serve as members of the Texas Federation of Republican Women Executive Committee and the Board of Directors, *ex officio* without vote.
7. To appoint, with the approval of a majority of the Executive Committee, a District Director to fill a vacancy in a Senatorial District between Biennial Conventions.
8. To co-sign all checks with the Treasurer or Vice President - Finance. In

the event the President is absent, checks may be co-signed by the Treasurer and Vice President - Finance. All checks shall require the signature of two of the three named officials.

9. To represent the organization at all times. In the event she or the First Vice President is unable to do so, the President shall appoint an appropriate representative of the Texas Federation of Republican Women.

10. To issue the Call for the Texas Federation of Republican Women Biennial Convention at least sixty (60) days prior to the convention.

B. **The First Vice President** shall serve as aide to the President and as Chairman of the Special Events Committee. She shall perform the duties of the President whenever the President is absent or otherwise unable to serve.

C. **The Vice Presidents** shall serve as chairmen of their respective committees. Each shall appoint the members of her own committee. She shall present her programs for action to the Executive Committee and Board of Directors for approval. She shall perform such other duties as may be assigned.

D. **The Secretary** shall keep and circulate the minutes of all meetings of the Texas Federation of Republican Women, the Board of Directors, and the Executive Committee. She shall record the minutes of the Biennial Convention if appointed Convention Secretary by the President. She shall serve as the Chairman of the Committee to approve the Minutes of the Biennial Convention upon appointment by the President.

E. **The Treasurer** shall disburse funds as directed by the Executive Committee and/or the Board of Directors. Copies of all checks and vouchers/invoices supporting expenditures and income of TFRW shall be given to the TFRW PAC Chairman in a timely manner for reporting to the Texas Ethics Commission.

Section 5. Term of Office:

The term of office for officers and chairmen shall be two years or until her successor is elected. The officers shall be installed at the Biennial Convention and shall assume the duties of their offices on January 1 following the Biennial Convention. No officer or chairman may succeed herself more than once.

Section 6. Delivery of Records:

All officers and all committee chairmen and vice chairmen shall deliver all records, files, and properties of the Texas Federation of Republican Women to her successor before December 31 of the year in which she is retiring from office unless otherwise directed by the President or the Executive Committee.

ARTICLE VII - BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. The Board of Directors:

A. The Board of Directors of the Texas Federation of Republican Women shall consist of:

1. The Officers of the Texas Federation of Republican Women.
2. A District Director of each Senatorial District.
3. The Chairmen of Standing Committees.
4. The Immediate Past President.
5. The Deputy Presidents, Special Committee Chairmen, and Parliamentarian, appointed by the President, each without vote.
6. The National Committeewoman and Chairman or Vice Chairman of the Republican Party of Texas, whoever is a woman, and National Federation of Republican Women officers residing in Texas, and former Presidents of the TFRW in good standing, who shall serve *ex officio* and without vote.

B. Duties of the Board of Directors:

1. To elect from the District Directors, the three members-at-large of the Executive Committee.
2. To approve the annual budget as presented by the President and Executive Committee.
3. To approve the programs of action presented by the officers and committee chairmen.
4. To approve the regions for Deputy Presidents.
5. To select the time and place of the Biennial Convention.
6. To serve the Texas Federation of Republican Women in any advisory capacity on campaign activities and on Republican Party policy.
7. To effect, if necessary, changes in annual dues and service charge during the year in which no convention is held, subject to provisions in Article V, Section 1.

C. Meetings - The Board of Directors shall meet at least three times a year. Meetings of the Board of Directors may be called by the President or the Executive Committee. The Call for all meetings of the Board of Directors shall be sent to all members at least fourteen (14) days before the meeting. Two unexcused absences from meetings of the Board of Directors in any one year shall result in automatic expulsion from the Board. An excused absence shall be

granted only by the President.

- D. **Quorum** - A quorum for any meeting of the Board of Directors shall consist of a majority of the voting members of the Board. Proxies may be held and voted for Senatorial District Directors only, by a local club member from the Senatorial District represented by the District Director.

E. **Voting**

1. No member may hold more than one vote.
2. A vote may be conducted by mail, telephone, facsimile, or email between meetings of the Board of Directors. A decision can be rendered only after written documentation has been received from a majority of the Board of Directors.

Section 2. Executive Committee:

A. The **Executive Committee** shall consist of:

1. The officers of the Texas Federation of Republican Women.
2. Chairmen of Standing Committees.
3. Three members-at-large to be elected by the Board of Directors from the District Directors. The election shall be held at the first meeting of said Board after the Biennial Convention.
4. The Immediate Past President of the Texas Federation of Republican Women.
5. The Deputy Presidents and Parliamentarian, each *ex officio*, without vote.
6. The National Committeewoman, Chairman or Vice Chairman of the Republican Party of Texas, whoever is a woman, and National Federation of Republican Women officers and committee chairmen residing in Texas who shall serve *ex officio*, without vote.

B. **Duties of the Executive Committee:**

1. To transact the business of the Texas Federation of Republican Women between Biennial Conventions and the meetings of the Texas Federation of Republican Women Board.
2. To approve the annual budget and present it to the Board of Directors.
3. To approve the programs of action presented by the officers and committee chairmen.

4. To fill vacancies that occur in elective offices between Biennial Conventions except as otherwise provided in Article VI, Section 3, (a) and (b).
 5. To elect a nominating committee as stated in Article XI, Section 1.
 6. To direct the disbursement of funds and approve the bank or banks where funds are to be deposited.
 7. To have jurisdiction over membership applications, suspensions, withdrawals of membership, and reinstatements of membership.
 8. To determine geographical areas for Deputy Presidents with approval of the Board of Directors.
 9. To arrange for a biennial internal review of the Treasurer's books by a committee of TFRW members appointed by the president, one or more of whom shall be a Certified Public Accountant.
 10. To remove from office or position by a two-thirds (2/3) vote any member of the Board of Directors who does not support the policies and objectives stated in the Bylaws of the National and State Federations.
- C. **Meetings** - The Executive Committee shall meet at least three times a year at such time and place as shall be determined by the President. Other meetings may be called by the President, and must be called upon written request of at least five members of the Executive Committee within sixty (60) days of receipt thereof. The call for all meetings shall be sent to each Executive Committee member at least fourteen (14) days prior to the date of the meeting. Two unexcused absences from meetings of the Executive Committee in any one year shall result in automatic expulsion from the committee. An excused absence shall be granted only by the president.
- D. **Quorum** - A quorum of any meeting of the Executive Committee shall be a majority of the voting members of the Executive Committee.
- E. **Voting:**
1. No member may hold more than one vote.
 2. A vote may be conducted by mail, telephone, facsimile, or email between meetings of the Executive Committee. A decision can be rendered only after written documentation has been received from a majority of the Executive Committee.

ARTICLE VIII - SENATORIAL DISTRICT DIRECTORS

Section 1. Duties of a Senatorial District Director:

- A. To promote the work of the Texas Federation of Republican Women in her respective district, under the direction of the State President and in cooperation with the Regional Texas Federation of Republican Women Deputy President and the woman member of the State Republican Executive Committee of Texas for that district.
- B. To visit the local clubs in her district and maintain close communication with them.
- C. To establish new local clubs and to promote the local club's new growth.
- D. To present to the Board of Directors a report of the activities of the local clubs within her district. This report shall be filed with the Secretary of the Texas Federation of Republican Women for record.
- E. To attend Board of Directors Meetings of the Texas Federation of Republican Women. If she is unable to attend, she shall give a written proxy to a member in good standing of a local Federated Republican Women's club in her district so that the district's local clubs will be represented. The sending of a proxy does not preclude the requirement for an excuse. An excused absence shall be granted only by the president. Two unexcused absences from the Board Meetings in any one year shall result in automatic expulsion from the Board.

ARTICLE IX - COMMITTEES

Section 1. Standing Committees:

Standing Committees of the Texas Federation of Republican Women shall be:

- A: Awards
- B: Bylaws
- C: Campaign Activities
- D: Coalitions Recruitment/Outreach
- E: Finance
- F: Legislation
- G: Membership
- H: Political Action (PAC)
- I: Program
- J: Public Relations
- K: Special Events

Section 2. Chairman Political Action Committee (PAC):

The Texas Federation of Republican Women Political Action Committee (TFRW PAC) shall follow the PAC Standing Rules as adopted by the TFRW Board of Directors and amended when needed to abide by the Texas Election Laws and the opinions issued by

the Texas Ethics Commission. The TFRW PAC Chairman shall serve as the Treasurer of the fund and shall be a voting member of the Board and the Executive Committee. All decisions relative to the distribution of funds shall be approved by the TFRW Board of Directors.

Section 3. Special Committees:

Special Committees may be appointed by the President.

Section 4. Program of Action:

Programs of action shall be approved by the Executive Committee before implementation.

ARTICLE X - CONVENTIONS

Section 1. Texas Federation of Republican Women Biennial Convention:

- A. The Biennial Convention of the Texas Federation of Republican Women shall be held in the fall of odd numbered years at such time and place as shall be determined by the Board of Directors.
- B. The Call for the Biennial Convention shall be sent by the President in writing to local clubs at least sixty (60) days prior to the date of the Convention.
- C. New clubs must be in good standing for at least ninety (90) days prior to the convention to be eligible for representation Only local clubs whose dues are paid and whose membership is otherwise in good standing sixty (60) days prior to the date of the convention shall be entitled to representation in the convention. The representatives shall consist of delegates and alternates whose dues have been submitted to TFRW no less than sixty (60) days prior to the convention.
- D. Voting body:
 1. **Delegate:** Each eligible local club shall be entitled to one delegate for each ten members and an additional delegate shall be allowed for a remainder of six to nine members.
 2. **Alternate:** Each eligible local club shall be entitled to one alternate for each ten members and an additional alternate shall be allowed for a remainder of six to nine members.
 3. **Delegates-at-Large:** Elected officers, District Directors and former Presidents of the Texas Federation of Republican Women shall be delegates-at-large to the Texas Federation of Republican Women's Biennial Convention.
- E. Selection of Delegates and Alternates:

1. (a) The Delegates and Alternates shall be selected from members whose dues have been submitted to TFRW not less than sixty (60) days prior to the convention in such manner as their respective local clubs shall prescribe, and the names, addresses and zip codes of both delegates and alternates shall be submitted to the Convention Credentials Committee not less than thirty (30) days prior to the Biennial Convention.
 - (b) Emergency changes necessary after the filing date must be in writing post-marked or faxed no later than five (5) days prior to the Biennial Convention.
 2. Registered Alternates will be called to serve as Delegates in the order in which their names are submitted to the Credentials Committee.
- F. The Credentials Committee shall make available the names and addresses of Delegates and Alternates to all candidates for office for Texas Federation of Republican Women upon request as soon as practical and at the candidate's expense.
- G. Registration: Each delegate and alternate shall complete the registration form and forward it with a registration fee to the Convention Credentials Committee not less than fifteen (15) days prior to the convention.
- H. A quorum at a Biennial Convention shall consist of a majority of the Delegates registered at the Convention.
- I. Election of State Senatorial District Director:
1. A local club is considered to be in the Senatorial District in which the largest number of its members resides. This number shall be based on the local club membership at the time of the election of the Delegates.
 2. A metropolitan club may be formed in a Senatorial District in order to encourage and establish a Republican Women's presence in the metropolitan area though no member resides in it. That club shall be considered part of that Senatorial District in which it meets
 3. Delegates from each Senatorial District shall caucus to elect a District Director to represent their district on the Board of Directors of the Texas Federation of Republican Women. The District Director must belong to a local club in the district she represents.

Section 2. National Federation of Republican Women Biennial Convention:

- A. All delegates and alternates must be members in good standing of the member local clubs they represent at a National Biennial Convention. Previously chartered local clubs shall have paid the previous year's dues and service charge

and maintained its current dues and service charge received at NFRW Headquarters postmarked no later than 90 days before the Convention.

- B. New local clubs must be in good standing for at least six months prior to the Convention to be eligible for representation.

ARTICLE XI - NOMINATIONS AND ELECTIONS

Section 1. Nominations:

- A. A Nominating Committee of seven members and two alternates shall be elected by the Board of Directors from its own membership at the first meeting of the convention year. The Nominating Committee shall include at least two (2) District Directors. Members of the Nominating Committee shall be chosen from those who have served more than one term on the TFRW Board. The Nominating Committee shall elect its chairman and a secretary following its election and at that time shall name a date by which the applications for consideration must be submitted to the nominating committee.
- B. The Nominating Committee shall submit one nominee for each office in a report in the Call to the Convention at least sixty (60) days prior to the Texas Federation of Republican Women's Convention. A biographical sketch of each nominee shall be included.
- C. Nominations may also be made from the floor of the convention following the report of the Nominating Committee to the Convention. Anyone nominated from the floor must be a member in good standing of the Texas Federation of Republican Women and must have given to the President prior to the opening of the convention a written statement of intent to serve if elected.
- D. Only one member of a Local Club shall be elected to serve as officer of the Texas Federation of Republican Women during any one term of office.
- E. Nominees shall be members in good standing of the Texas Federation of Republican Women and shall be in accord with the objectives, bylaws, and policies of the organization and the Republican Party.
- F. There shall be a minimum of ninety (90) days between the Nominating Committee report and the Convention.

Section 2. Elections:

Elections shall be held at the Biennial Convention by ballot. A majority of all votes cast shall constitute an election. When there is only one candidate for an office, election may be by voice vote.

Section 3. Election Committee:

An Election Committee of not less than three members shall be appointed by the President at an Executive Committee meeting prior to the convention. This committee shall provide all election materials and shall act as tellers for the election.

Section 4. Nominating Committee:

Members of the Nominating Committee shall not succeed themselves.

ARTICLE XII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, or the latest edition thereof, shall govern all proceedings except where inconsistent with the provisions of the bylaws of this organization.

ARTICLE XIII - AMENDMENTS

Section 1. Amendments:

Amendments to the Texas Federation of Republican Women Bylaws may be proposed by local clubs, in writing, to the Bylaws Committee, for referral to the Texas Federation of Republican Women Executive Committee, and the Texas Federation of Republican Women Board of Directors.

Section 2. Proper Form of Proposed Amendments:

The Bylaws Committee shall consolidate and present in proper form its proposed amendments to the Executive Committee for review and to the Board of Directors for approval. Written notice of the proposed amendments shall be sent to the members of the Board of Directors thirty (30) days before the Board meeting to be held at least ninety (90) days prior to the Biennial Convention.

Section 3. Amendments Approval:

Those amendments approved by a two-thirds (2/3) vote of the Board of Directors, present and voting shall be submitted by the Bylaws Committee to local clubs no less than thirty (30) days before the succeeding Biennial Convention.

Section 4. Amendments Adoption:

A two-thirds (2/3) vote of the delegates at the Biennial Convention, present and voting, shall be required for adoption.

ARTICLE XIV – INDEMNIFICATION

Section 1. Indemnification:

The Texas Federation of Republican Women shall indemnify every TFRW director or

officer, her heirs, executors, administrators and assigns against expenses, including attorney's fees, reasonably incurred by her in connection with the defense of reason of her being or having been a TFRW director or officer, except in relation to matters as to which she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty.

Section 2. Settlement:

In the event of a settlement, indemnification shall be provided in connection with such matters covered by the settlements to which the TFRW is advised by counsel that the woman to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled under any bylaw, agreement or resolution of the TFRW Board of Directors or otherwise.