

# PREFACE TO THE SAMPLE BYLAWS

The sample bylaws in this handbook are designed to assist new local clubs, who wish to federate with the Texas Federation of Republican Women, in the writing and adopting of their bylaws (the basic rules relating to a local club as an organization).

This sample contains all provisions required by TFRW Bylaws, Article IV, Section 2, Paragraphs A - N and are not in conflict with the Bylaws of TFRW or NFRW. The content is based on the content in the bylaws of the two superior bodies and the principles expressed in *Robert's Rules of Order, Newly Revised*, the adopted authority on parliamentary law of NFRW and TFRW. (*Note: The New Robert's Rules of Order*, edited by John Sherman, is not the one prescribed in the Bylaws).

The sample may be used by simply filling in the blanks (those instructions in parentheses) or it may be altered, except for those provisions required by the TFRW Bylaws, to meet the needs of a local club.

One copy of the bylaws adopted by the members must be forwarded with the local club's application to federate to TFRW Headquarters. The TFRW VP/Bylaws must approve them.

Although the Sample Bylaws reflect the guidelines set forth in the TFRW Bylaws, Article IV, Section 2, you should review that section for yourself to make sure you have complied with all requirements of that section. Remember, those requirements are not handled as a list in the Sample Bylaws. They are in the appropriate Articles and Sections throughout the Bylaws.

Article IV, Section 4, lists all membership classifications allowed by TFRW and NFRW. You must include "Active." You may include as many of the other classifications as your members want. Associate members are good ways to get extra money and reach additional Republicans. You may not add classifications not listed.

Article VI, Section 3, of the Sample Bylaws lists the minimum number of officers recommended. As the local club grows, its number of officers may grow also. Be sure to decide the duties of each officer, how long they will serve and the process that will be followed if a vacancy occurs.

Article IX, Standing Committees, lists the committees you are required to have and committees you may wish to have. You can add or subtract non-required committees as your club grows or its needs change. If your committees are to have powers beyond reporting, be sure those powers are enumerated in your bylaws as well as how chairmen are chosen, how long they will serve and the process your club will follow if a vacancy occurs.

Reading the TFRW and NFRW Bylaws completely through is a good idea for new presidents. The club Bylaws Chairman should always read them before beginning any review of the local club's bylaws.

TFRW no longer requires a local club to review its bylaws every two years unless the TFRW Convention and/or the NFRW Convention amend their bylaws. In those years, the local clubs will be required to revise their bylaws to comply as necessary and submit them to the Vice President-Bylaws for review and approval.

Although TFRW no longer requires a biennial review, TFRW Bylaws require that a club must submit any amendments it makes to its bylaws to the Vice President-Bylaws for approval before the change becomes effective. A local club would be well served to review its bylaws every couple of years, however, just to make sure the club is adhering to them in the conduct of their business or to identify any changes that need to be made because of changes in the club.

These sample Bylaws are also designed to assist local clubs in reviewing and amending their Bylaws. (See “Purposes and Rules for Local Club Bylaws” in this Handbook.)

Italicized phrases are instructional, and not meant to be included in the final Bylaws document.

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# SAMPLE CLUB BYLAWS

[Items in brackets and/or italics are information to help decide what information should be inserted in that position. You are allowed to use the word “club” when referring to your organization. **Do not leave items in brackets and italics in your bylaws.**]

## Bylaws of the *[Name of Club]*

**Date Approved by Membership** *[Insert date]*

### ARTICLE I - NAME

The name of this organization shall be: *[Insert name to be given to organization]*. *[NFRW Bylaws require that the word “Republican” be included in the name of a local club and prohibits the use of the word Federation in the name of a club. However, the word Federated may be used.]* The address of this organization shall be that of the incumbent president.

### ARTICLE II – OBJECTIVES

The objectives of this organization shall be:

- To work for the election of the Republican Party's nominees.
- To promote an informed electorate through political education.
- To increase the effectiveness of women in the cause of good government through active political participation.
- To facilitate cooperation among local Republican Women's clubs.
- 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. Organization Membership:** This organization and its members shall be members of the Texas Federation of Republican Women and the National Federation of Republican Women, shall support their objectives and policies, and shall pay per capita dues and the annual service charges to said organizations.

**Section 2. Registered PAC:** This organization shall be registered with the Texas Ethics Commission as a Political Action Committee.

**Section 3. Candidate Endorsement:** This organization, its president, and its campaign activities chairman shall not publicly endorse any candidate for public office in contested Republican primaries, runoff elections, and special elections, and/or non-partisan elections when more than one Republican is in the race. Individual members of this organization, with the exception of the President and Campaign Activities Chairman, may work for any candidate of their choice in contested Republican primaries but not in the name of the organization. No candidate shall use the TFRW logo in any political advertising, and any political advertising shall contain the following disclaimer: “This endorsement is given by the individual(s) only, NOT the Texas Federation of Republican Women.”

**Section 4. Candidate Endorsement Exemption:** This article pertains only to contests between Republican candidates for public office. If the President or Campaign Activities

Chairman is a candidate, or whose husband, or another family member, she shall be exempt from this rule, but may not endorse in the name of the organization.

**Section 5. Controversial Issues:** This organization and its officers shall not issue statements or pass resolutions on controversial issues in the name of the organization without first polling its members and obtaining a two-thirds (2/3) written vote of approval of the total membership.

**Section 6. Delivery of Records:** All officers and committee chairmen and vice chairmen shall deliver all records, files, passwords, social media administrative rights, and properties of the Club to their successor before December 31 of the year in which she is retiring from office, or within 3 days of leaving the position if earlier than December 31, unless otherwise directed by the Club President or Executive committee. Failure to meet the deadlines may result in the termination of her membership by the club.

**Section 7. 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

**Section 8. Fiscal Year:** The fiscal year of this club shall be from January 1 through December 31.

**Section 9. Candidate Fairness:** After the end of the candidate filing period for any office and ending the day after the final election for that office, it is the policy of TFRW that all Republican candidates for that office shall be treated fairly and equitably. When one Republican candidate for an office is invited to speak at a Federation or local club meeting, then all Republican candidates for that office shall be offered equal presentation time at the same meeting or another meeting before the election.

#### **ARTICLE IV – MEMBERSHIP**

##### **Section 1. Eligibility:**

- A. Any woman believing in the philosophy of the Republican Party and in the objectives of this organization shall be eligible for membership. *[A local club shall not require that eligibility be based on sponsorship or election.]*
- B. She shall be a registered voter.
- C. *[Required to state when a new member is eligible to vote, i.e., “Dues must be paid for at least one month and at least one meeting must be attended prior to the privilege of voting.”]*

##### **Section 2. Classification of Membership:** *[other than “Active” (required), pick those to include]*

- 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. An active member may be counted in only one local club for the purpose of delegate representation to Federation State and National Conventions, and this will be the only local unit in which she may hold office. Her dues and name shall be submitted to the Texas Federation of Republican Women from her primary local unit only.
- 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 privileges of an active member.
- C. **Associate** – A Republican Woman who is a regular member of another federated local club and wishes to support the *[name of your club]* may be eligible for Associate membership upon payment of required dues. She cannot hold office, vote, have voice, or be counted for the purpose determining the number of delegates to National or State Federation meetings or conventions.
  - D. **Associate Men** – Republican men are eligible for Associate membership upon payment of the required annual dues. They 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. They do not become members of the State or the National Federation.
  - E. **Honorary** – Honorary members shall have all the privileges of membership except when an active member of another federated 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 federated Republican Women’s club.
  - F. **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, 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. *[Each individual local club may determine whether Young Affiliates are given voice in meetings.]*

## **ARTICLE V - DUES**

- Section 1.** Annual Dues shall be set by the membership in the Standing Rules. *[Setting the dollar amount in the Bylaws makes it more difficult to change. Clubs cannot reduce TFRW and NFRW late in the year, only the local club dues.]*
- Section 2.** Dues shall be payable on January 1, which shall include *[name of club]* dues, state dues, and national dues and shall be delinquent March 1.
- Section 3.** This organization shall pay the annual service charges required by the Texas Federation of Republican Women and the National Federation of Republican Women and submit names and addresses of club officers and members with payment.
- Section 4.** This organization shall pay the annual per capita dues for its active members and annual service charges to the TFRW and NFRW.

## **ARTICLE VI - OFFICERS AND THEIR DUTIES**

**Section 1. Elected Officers:** The officers of this organization shall be President, Vice President, Secretary, and PAC Treasurer. *[These are required; others can be added.]*

**Section 2. Duties of Officers:** *[List the duties that each officer is required to perform.]*

- A. **The President** shall preside at all meetings of the organization and the Executive Committee, shall appoint chairmen of all standing and special committees except that of the Nominating Committee and any other chairmen designated in these bylaws, with the approval of the Executive Board; shall appoint a parliamentarian; shall serve *ex officio* as a member of all committees except the Nominating Committee; and shall have general supervision of the work of the organization.
- B. **The Vice President** shall perform the duties of the President whenever the President is absent or otherwise unable to serve. She shall perform such other duties as the President may designate.
- C. **The Secretary** shall keep a factual and unbiased record of the proceedings of all meetings of the organization and the Executive Committee, shall prepare the correspondence of the organization, shall have custody of all records pertinent thereto and shall perform such additional duties as may be required of the office.
- D. **The PAC Treasurer** shall receive and be Custodian of all funds of the organization and shall pay all bills upon authorization by the President. The Treasurer shall keep an account of all monies received and disbursed and shall give a report at each regular meeting of the organization to the membership. She shall be registered with the Texas Ethics Commission and shall submit all reports required by the TEC in a timely manner. All records must be submitted at the end of the year for review.

**Section 3. Term of Office:** The term of office for officers and chairmen shall be for *[number of years]*, or until their successor is elected, from January 1 through December 31 following their election or appointment, and no officer or chairman may serve in the same position for more than two consecutive terms. *[Some clubs do not put term limits on the PAC Treasurer, although she is reelected at each election cycle.]*

**Section 4. Delivery of Records:** All officers and all committee chairmen shall deliver all records, files and properties of the club to their successors before December 31 of the year in which they are retiring from office unless otherwise directed by the President.

## **ARTICLE VII – EXECUTIVE BOARD**

**Section 1.** The Executive Board shall consist of the elected officers, the immediate Past President, who shall serve as advisor, the chairmen of the Standing Committees, and the Parliamentarian, who shall serve *ex officio* without vote.

**Section 2.** The Executive Board shall have the authority to transact any necessary business between meetings, to make recommendations as to the policies of the organization, to advise the President, and to fill vacancies that occur between elections by a two-thirds (2/3) vote of the Executive Board members present and voting with the exception of a vacancy in the presidency, in which case the Vice President shall assume the office of President and the Executive Board shall elect a Vice President as stated herein.

**Section 3.** A quorum for a meeting of the Executive Board shall be a majority of the Executive Board.

**Section 4.** 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 Board (*This section is optional and should be included only if the Executive Board wishes to have this option*)

## **ARTICLE VIII – MEETINGS**

### **Section 1. Regular Meetings:**

- A. The regular meetings shall be held on the [specify, i.e. 3rd Wednesday] of each month unless otherwise ordered by the Executive Board, which shall give no less than seven (7) days' notice of the change to the membership.
- B. A minimum of five regular meetings per annum shall be held.

### **Section 2. Special Meetings:**

- A. Special meetings shall be held at the call of the President or upon the request of \_\_\_% [*a percentage number larger than the designated local club quorum, i.e. 15%*] of the membership.
- B. The purpose of the meeting shall be stated in the call and no other business shall be considered at the special meeting except that stated in the call of the meeting, with at least (3, 5, or 7) days' notice to the members.

**Section 3. Regular Meetings Executive Board:** Regular meetings of the Executive Board shall be held [*specific number of days or weeks*] prior to the regular meeting of the membership at such time and place as may be determined by the President.

**Section 4. Special Meetings Executive Board:** Special meetings of the Executive Board may be called by the President or upon the request of a majority of the members of the Board; the purpose of the meeting to be stated in the call and no other business shall be transacted, with at least (3, 5, or 7) days' notice to the members.

**Section 5. Quorum for Regular Meeting:** A quorum for a meeting of this organization shall be [*specific percent*] of the members. [*Select a number that can realistically be expected to attend a meeting. Use a percentage rather than a hard number.*]

## **ARTICLE IX - COMMITTEES**

### **Section 1. Standing Committees:**

- A. The standing committees shall include: Campaign Activities, Political Action, and Legislation [*Required standing committees even if their chairmen are elected officers*]. [*Additional suggested Standing Committees: Awards, Bylaws, Caring for America, Finance, Historian, Hospitality, Membership, Newsletter, Outreach, Public Relations, Special Events, Telephone, Yearbook.*]
- B. The chairmen of the standing committees shall be appointed by the President unless otherwise provided for in these bylaws. The committees shall outline programs for action in their respective fields for consideration and adoptions by the Executive Board, shall carry out such other duties as may be prescribed by the Executive Board and/or President.
- C. Political Action Committee (PAC): The Political Action Committee shall be chaired by the PAC Treasurer [*who, if not elected, shall be appointed by the President and be a voting member of the Executive Board. If your club separates duties of Treasurer and PAC Treasurer, the PAC Treasurer's duties should be enumerated here and NOT in the "Duties of Officers" section and the elected officer should just be listed as "Treasurer."*] She shall abide by Texas Election Laws and the opinions issued by the

Texas Ethics Commission. All decisions relative to the distribution of funds shall be approved by the Executive Board.

**Section 2. Special Committees:**

- A. Special committees shall include: Internal Review, Nominations, and Finance, *[Required standing committees]* whose chairmen shall be appointed by the President, except that of the Nominating Committee. Other special committees may be appointed by the President and/or Executive Board as deemed advisable.
  - 1) **Finance Committee:** The members of this committee shall be *[Suggested members: the President, Vice President, Secretary, Treasurer, PAC Treasurer and Chairman of the Finance Committee]*. The Finance Committee shall draw up a projected budget for the fiscal year and submit it to the membership for approval.
  - 2) **Internal Review Committee:** An Internal Review Committee shall be selected to conduct an internal review of the books by December 31 of the fiscal year and shall submit its report to the Executive Board prior to the regular meeting in January. The Treasurer shall be present at the internal review of the books.
- B. The special committees shall outline programs in their respective fields for consideration and adoption by the Executive Board. These committees shall be formed only for the duration of their service. Their chairmen will not have a voice or voting rights on the Board.

**Section 3.** All Committees shall report to the membership at the Executive Board and the regular meeting or as ordered by the President.

**ARTICLE X - NOMINATIONS AND ELECTIONS**

**Section 1. Nominating Committee:**

- A. A nominating committee of not less than *[number]* and not more than *[number]*, at least *[number]* of whom shall not be a member of the Executive Board, shall be elected by the membership at the *[month]* meeting. The Nominating Committee shall elect its chairman from one of its own number. A plurality vote shall elect the members of the committee.
- B. The Nominating Committee shall report one nominee for each office at the *[month]* meeting.
- C. The nominating committee cannot succeed itself.

**Section 2. Elections:**

- A. Elections shall be held at the *[October or November]* meeting after the Nominating Committee has reported its nominees.
- B. Nominations from the floor shall be allowed, provided prior consent of each of the nominees shall be obtained.
- C. Where there is only one candidate for an office, election may be by voice vote. Where there is more than one candidate for an office, election shall be by ballot. A plurality vote shall elect.
- D. No absentee or proxy voting shall be allowed.

**Section 3. Installation:** Officers shall be installed at the *[month]* meeting.

## **ARTICLE XI - CONVENTIONS**

### **Section 1. Texas Federation of Republican Women Biennial Convention:**

This organization may be represented at the Biennial State Convention by one delegate and one alternate for each ten (10) members and an additional delegate and alternate for a remainder of six to nine members. Delegates and alternates to the convention of the Texas Federation of Republican Women shall be elected at a regular meeting.

### **Section 2. National Federation of Republican Women Biennial Convention:**

This organization may be represented at the Biennial National Convention by one delegate and one alternate. The delegate and alternate to the National Federation of Republican Women Convention shall be elected at a regular meeting.

## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

The latest edition of *Robert's Rules of Order, Newly Revised* shall govern all proceedings except where inconsistent with the Bylaws of this organization and those of the Texas Federation of Republican Women and of the National Federation of Republican Women.

## **ARTICLE XIII – AMENDMENTS**

These bylaws may be amended at any regular meeting of the club by a two-thirds vote provided that notice of the proposed amendment has been sent to each member at least [*number, suggest at least 15*] days prior to the meeting or provided that notice of the proposed amendment has been submitted in writing at the previous regular meeting.

## **ARTICLE XIV – DISSOLUTION**

This club may be dissolved by a two-thirds vote at any meeting of the local club, provided that notice of the dissolution has been submitted in writing at the previous meeting and has been sent by mail to all members of the local club. In the event of dissolution, the Executive Board shall, after payment of all liabilities of the local club, distribute any remaining assets to the state federation. None of the assets shall be distributed to any member or officer of the organization. The right to use the name shall revert to the state federation.

**Revised 2018 (includes 2017 convention amendments)**

ELECTRONIC COPIES OF THESE SAMPLE BYLAWS ARE AVAILABLE FROM TFRW