

PREFACE TO THE SAMPLE BYLAWS

The sample bylaws in the Leadership 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 Bylaws Template is also designed to assist local clubs with reviewing and amending their Bylaws.

This template 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 the current version of *Robert's Rules of Order, Newly Revised*, the adopted authority on parliamentary law of NFRW and TFRW.

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. Once the blanks are completed, the italics should be deleted. Italicized phrases are instructional, and not meant to be included in the final Bylaws document. When submitting bylaws for review, please send a Word copy capable of adding comments. Sending a pdf file for review will slow down the process.

One copy of the prospective club bylaws adopted by the members should be forwarded with the local club's application to federate to TFRW Headquarters. The TFRW VP/Bylaws must approve them as a step in the application process. An application cannot advance without TFRW Approval.

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.

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.

Clubs can create Standing Rules and a Code of Conduct. TFRW Bylaws approval is not required for these additional documents but they can be helpful tools for club administration and setting expectations for members.

Although this Template is ALWAYS updated after biennial conventions when amendments are passed, NFRW will periodically issue bylaw changes for clarification or correction. As a result, prospective clubs and clubs wishing to update their bylaws should consult the TFRW website for the most current copy of this document. The date of this version will be shown on the first page under the title.

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SAMPLE CLUB BYLAWS

Effective October 14, 2021

[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.* 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. Endorsement Policy. *(Choose only **one** of the below highlighted options and remove the enclosure brackets.)*

- A. [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 non-partisan 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

- A. [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 non-partisan 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.]
- B. 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. *(An inventory of records is recommended as a checklist.)*

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. *[This permission reference is to the TFRW Board. Please do not change it to club Executive Committee.]*

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. *(This rule includes candidate fairness during primaries, run offs and special elections. It applies to candidates at all levels. Federated clubs are state and not Federal PACs. Please see the TFRW Federal Candidate Policy for rules pertaining to working with federal candidates. There are limitations regarding what is permissible.)*

ARTICLE IV – MEMBERSHIP

Section 1. Eligibility:

- A. Membership in *[your club name]* shall consist 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.
- B. 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.]*
- C. She shall be a registered voter.
- D. A member in good standing shall be a member who has paid the required dues for the current calendar year. The dues amount for primary members will be stated in the Club's standing rules and amended as required.
- E. *[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 "Primary" (required), pick those to include. Primary is required. The others are optional-your choice.]*

- A. **Primary** – 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 a Primary member. A Primary 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. **Primary/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 a Primary Member, is classified as a Primary/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 a Primary member.
- C. **Associate** – A Republican Woman who is a Primary 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 a Primary 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 Primary 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.]*
- G. **Submission of Officers:** Local member clubs shall elect officers and send lists of their names, addresses, zip codes, telephone numbers and email addresses to the Texas Federation of Republican Women Headquarters by January 1 of each year, and to the District Director. *(This is a particularly important deadline. Please ask your executive Committee to mark it on your annual club calendar).*

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. Clubs collect local membership dues and send them to TFRW who sends the national portion to NFRW.]*
- Section 2.** Dues shall be payable on December 31, which shall include *[name of club]* dues, state dues, and national dues.
- Section 3.** Submission of Members to NFRW: Membership expires each year on December 31. Renewing members remain in good standing through the last day of February of the following year. NFRW must receive member dues by March 1 or member is dropped from membership and loses all member privileges
- Section 4.** 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 5.** This organization shall pay the annual per capita dues for its Primary 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, Treasurer, Secretary, and PAC Treasurer. *[These are required; others may 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 Committee; 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. (*The Club President will not be involved with the Nominating Committee until the Slate of Officers is presented to her. Names of the members on the officer slate will be held confidential until that time. The President, not the Nominating Committee Chair, conducts the election.*)
- B. **The First 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. [*Depending on the club size, clubs may have additional Vice Presidents.*]
 - 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. [*If the same person is the Treasurer and PAC Treasurer*] **The 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. The PAC Treasurer 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. 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. If the First Vice President cannot serve, the Executive Committee shall elect by a two-thirds (2/3) vote, a president for the unexpired portion of the term from one of its own members.

Section 5. REMOVAL FROM OFFICE OR MEMBERSHIP. Members of the Executive Committee or members of the club may be removed by two-thirds (2/3) vote of the membership for any of the following reasons after investigation by the Executive Committee:

- A. Non-payment of dues;
- B. Advocating for an opposition party candidate;
- C. Supporting an opposition party ticket; or
- D. Failure to uphold the policies and objectives of this club as stated in the bylaws.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1. The Executive Committee 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 Committee 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 Committee 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 Committee shall elect a Vice President as stated herein.

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

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 Committee.

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 Committee, 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 Committee: Regular meetings of the Executive Committee 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 Committee: Special meetings of the Executive Committee may be called by the President or upon the request of a majority of the members of the Committee; 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.]

Section 6. Electronic Meetings: A vote of the club or executive committee may be conducted by electronic means between meetings, provided there is participation by majority of the members of the body. The vote shall be ratified and entered into the minutes at the bodies next regular meeting

Section 7. Meeting Minutes. The Secretary shall keep and circulate the minutes of all meetings of the club and the Executive Committee.

ARTICLE IX - COMMITTEES

Section 1. Standing Committees:

- A. The standing committees shall include: Campaign Activities, Political Action Committee (PAC), 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 Committee, shall carry out such other duties as may be prescribed by the Executive Committee 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 Committee. 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 Committee.

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 Committee 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 create a budget for the fiscal year and submit it to the Executive Committee and membership for approval during or before the January meeting.
 - 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 Committee 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 Committee. These committees shall be formed only for the duration of their service. Their chairmen will not have a voice or voting rights on the Committee.

Section 3. All Committees shall report to the membership at the Executive Committee 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 Committee, 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. Clubs elect at least one Alternate to the Nominating Committee.

- B. The Nominating Committee shall report one nominee for each office at the [month] meeting at least 30 days ahead of the election.
- 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.

(Hint: These steps are sequential and cannot be done in the same month: form the Nominating Committee, present the slate of officers, install the officers. Most clubs follow this pattern – September, October, November.)

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 and any Special Rules 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 club Executive Committee shall, after payment of all liabilities of the local club, distribute any remaining assets to the state federation, the Texas Federation of Republican Women. 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, the Texas Federation of Republican Women.

Revised October 21, 2020 (includes 2019 convention amendments), Revised March 1, 2020, and November 1, 2020, include NFRW updates, Revised January 29, 2021, Revised April 30, 2021, to clarify sections. Revised October 14, 2021 (includes 2021 convention amendments).

ELECTRONIC COPIES OF THESE SAMPLE BYLAWS ARE AVAILABLE ON THE TFRW WEBSITE.