

LOCAL CLUB BYLAWS CHAIRMAN

Purposes and Rules

(See Sample Bylaws)

The Local Club Bylaws Chairman should be familiar with her club's bylaws and the bylaws of TFRW and NFRW. She should be briefed on the information below as to what bylaws are and why they are important, so that she is prepared to review her club's bylaws and suggest any amendments needed. It is her responsibility to submit those bylaws to TFRW VP/Bylaws for approval anytime there is an amendment to those bylaws approved by the membership.

The bylaws of a local club contain its own basic rules relating to itself as an organization rather than the parliamentary procedure that it follows. Bylaws (1) define the primary characteristics of the local club;

(2) prescribe how the local club functions; (3) include all rules so important that they cannot be changed without previous notice to the members and a two-thirds vote; and (4) cannot be suspended unless a clause is included providing for such suspension under certain specified conditions. (Such clause is not recommended for our purposes.)

These rules bear directly on the rights and duties of the members - the majority, the minority, individual members, and absentees - and the degree to which the membership retains control. Any limitation of the power of an assembly to act as a whole must be specified in the bylaws.

The latest edition of *Robert's Rules of Order, Newly Revised* shall govern the local club in all proceedings except where inconsistent with the provisions of its bylaws and those of TFRW and NFRW, and an article so stating should be included in a local club's bylaws. It is the adopted parliamentary law of NFRW and TFRW and therefore of all local clubs.

A local club's bylaws cannot be in conflict with those of NFRW or TFRW. Local club Presidents, parliamentarians, and bylaws chairmen should have a copy of these organizations' bylaws for reference, hence their inclusion in this handbook.

The local club secretary and/or parliamentarian should have a copy of these bylaws easily at hand at all meetings of the club and be familiar with their contents. If a question arises, refer to the bylaws of the local club, TFRW, or NFRW. If not addressed in any of these instruments, refer to *Robert's Rules of Order, Newly Revised*, a copy of which should be at the meeting.

Note: The TFRW Bylaws, Article IV - Membership, Section 9, require local clubs to submit any amendments to their bylaws to the TFRW Vice President-Bylaws before those amendments become effective. After every Biennial Convention, each local club should (1) examine its bylaws and ensure they are in accord with the bylaws of the two superior bodies, which frequently make changes at their Conventions, and, if not, adopt the appropriate amendments and (2) include the necessary rules for the smooth and orderly functioning of the local club as currently being applied in obtaining its objectives and aims.

In order to facilitate a more efficient review of your club's bylaws amendments and to expedite approval, all bylaws should be submitted electronically, as a Word document, to the TFRW Vice President-Bylaws. Please be sure that proposed amendments are clearly marked in the document.

INSTRUCTIONS FOR 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 (not a pdf or Google doc) copy capable of editing and adding comments.** Sending a pdf file for review will not be accepted and will slow down the process. Word documents are needed to minimize formatting changes. In some cases, files converted from pdf or Google docs have had to be recreated. The final approved copy will be filed with the TFRW and NFRW Offices as part of club's permanent record so we strive to preserve the formatting and file a professional document. Thank you for attention to these details!

For new clubs, one copy of the prospective club bylaws adopted by the members should be forwarded with the local club's federation application to TFRW Headquarters. The TFRW Vice President - Bylaws must approve them as a step in the application process. An application cannot advance without TFRW 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 is finalized. When the bylaws are TFRW approved, the final copy will be filed in the TFRW office records. No work in progress copies will be retained in the permanent record.

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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Club Bylaws Template



BYLAWS OF THE

[_ [Club Name] _____]

ARTICLE I – NAME

The name of this club shall be [_____ Club Name _____], hereinafter referred to as “Club”. This Club is affiliated with the Texas Federation of Republican Women (TFRW) and with the National Federation of Republican Women (NFRW).

ARTICLE II – OBJECTIVES

The Objectives of this Club shall be to:

- A. Increase the effectiveness of women in the cause of good government;
- B. Disseminate information to all members;
- C. Inform the public through political education and activity;
- D. Foster loyalty to the Republican Party at all levels of government;
- E. Promote the principles of the Republican Party;
- F. Work for Republican candidates in all elections; within PAC Guidelines
- G. Support the objectives and policies of the Republican Party; and
- H. Perform any lawful activity not inconsistent with the foregoing.

ARTICLE III – POLICIES

Section 1. ENDORSEMENT POLICY (*choose only one of the below highlighted options*)

[The Club as a whole and its President and Campaign Activities Chair shall not publicly endorse any candidate for public office in contested Republican primaries, runoff elections, and special elections, and/or 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

[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.]

An officer of the organization who is a candidate or whose spouse or family member is a candidate shall be exempt from this rule, however, they may not do so in the name of the organization or by utilizing the logo or stationery of the NFRW, the state federation, or the local club

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 2. SPLIT TICKET. Neither the Club nor an individual member shall advocate a split ticket, support an opposition party candidate, or act against the NFRW or State Federation policies and bylaws.

Section 3. OTHER ORGANIZATIONS. The Club shall not affiliate with any political organization which is not officially recognized as working in concert with the Texas Federation of Republican Women, NFRW and the Republican National Committee.

Section 4. Registered PAC: This organization shall be registered with the Texas Ethics Commission as a Political Action Committee.

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. 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 7. 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. PRIMARY MEMBERSHIP

- A. Any Republican woman who believes in the philosophy of the Republican Party and supports the objectives and policies of this organization shall be eligible for membership.
- B. 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.
- C. She shall be a registered voter.
- D. A new member is eligible to vote when dues have been paid for [1 months] and must have attended [number] of meetings prior to the privilege of voting.

Section 2. ASSOCIATE MEMBERSHIP

- A. Any woman who is a primary member of another Federated Women's club who supports the objectives and policies of this club shall be eligible to become an associate member upon payment of required annual dues. The dues amount for associate members shall be stated in the Club's standing rules and amended as required.
- B. Associate members cannot hold office, vote, or be counted in determining the number of delegates to NFRW or the Texas Federation of Republican Women meetings or conventions.
- C. Republican men may be associate members but cannot make motions, hold office, have a voice, vote, or be counted in determining the number of primary members.
- D. Associate dues remain with the club. Associate members are not reported to the State Federation or NFRW.
- E. 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. FISCAL YEAR. The fiscal year shall be from January 1 through December 31.

Section 2. MEMBERSHIP DUES. Membership dues shall be payable no later than December 31 and shall be delinquent March 1. Dues collected in November and December may be applied to the following year's membership.

Section 3. SERVICE CHARGES. Club shall pay Texas Federation of Republican Women dues and NFRW per capita dues, and the annual service charges on behalf of its members, with the first payment of the year to be made no later than December 31 of each year.

ARTICLE VI – ELECTED OFFICERS AND DUTIES

Section 1. ELECTED OFFICERS. The elected officers of this club shall be a President, Vice President, Secretary, and Treasurer.

Section 2. ELIGIBILITY. Each elected officer shall be a primary member in good standing of the club.

Section 3. VACANCY. A vacancy in the office of President shall be filled by the First Vice President. All other vacancies in elected office shall be filled by election by the Executive Committee at the first meeting following the creation of the vacancy.

Section 4. 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 respective 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.

Section 5. ELECTION. The officers shall be elected at the [November OR December] (*choose only one of the highlighted options*) meeting and shall serve a term of [one OR two] (*choose only one of the highlighted options*) years, or until their successors are elected.

Section 6. DUTIES OF THE OFFICERS.

A. The President shall:

- 1. Call and preside over all meetings of the Club and the Executive Committee;
- 2. Represent the organization at all times or designate someone as representative/proxy in her absence or inability to do so;
- 3. Make Committee appointments as necessary to conduct the business of the club, except the Nominating Committee, subject to the approval of the Executive Committee;
- 4. Prepare a program of action in consultation with the Chairmen of the Standing Committees for presentation and approval by the Executive Committee;
- 5. Submit an annual budget for approval by the membership;
- 6. Be an ex-officio member of all committees except the Financial Review and Nominating Committees;
- 7. Co-sign checks as one of two authorized signatures, namely President and Treasurer;
- 8. Represent the Club in all Republican Party activities;
- 9. Appoint the Financial Review Committee in November, with the exception of a change of treasurer at which time a complete review will be done;
- 10. Accept resignation by written letter or e-mail of any member wanting to resign from a position, chairmanship, or the Club; and
- 11. Call meetings of the Executive Committee; or upon the request of three members of the Executive Committee.

B. The Vice President shall:

- 1. Perform the duties of the President in her absence;
- 2. Fill the unexpired term in the event of a vacancy in the office of President;
- 3. Perform such other duties as are assigned by the President, the Executive Committee or the Club; and
- 4. Act as Program Chair.

C. The Secretary shall:

- 1. Keep the minutes of all meetings of the Club and Executive Committee;
- 2. Keep a current inventory of Club property;
- 3. Prepare Club correspondence in coordination with President;
- 4. Perform such other duties as may be assigned by the President, the Executive Committee or the Club; and

5. Maintain all Club records and historical items.

D. The Treasurer shall:

1. Serve as custodian of all Club funds and deposit them in a bank(s) approved by the Executive Committee;
2. Co-sign checks as one of two authorized signatures, namely President and Treasurer;
3. Disburse funds as directed by the Executive Committee or the membership;
4. Bring written financial report(s) to regular Club and Executive Committee meetings;
5. Submit dues, annual service fees, and reports to Texas Federation of Republican Women as required;
6. Submit the financial records to the Financial Review committee for an annual review to be completed by the first meeting of the fiscal year;
7. Perform other duties as assigned by the President, the Executive Committee or the Club; and
8. Comply with all state elections and reporting requirements.

Section 7. RECORDS. All officers and all committee chairmen shall deliver all records, files, passwords, social media administrative rights, and properties of the Club to their successors upon retiring from office, unless otherwise directed by the President or the Executive Committee. *(An inventory of records is recommended as a checklist.)*

ARTICLE VII – APPOINTED OFFICERS

Section 1. APPOINTED OFFICERS. The President shall appoint, with the approval of the Executive Committee, a Corresponding Secretary and Parliamentarian.

Section 2. DUTIES OF APPOINTED OFFICERS.

A. The Corresponding Secretary shall:

1. Conduct the correspondence of the Club under the supervision of the President;
2. Preserve in a permanent file all letters and papers of value to the Club; and
3. Perform other duties as assigned by the President, the Executive Committee or the Club.

B. The Parliamentarian shall:

1. Serve as counsel and give advice on parliamentary procedure;
2. Be familiar with the bylaws and standing rules of the Club; and
3. Be entitled to the membership privilege of a ballot vote if a Club member.

ARTICLE VIII – MEETINGS

Section 1. REGULAR MEETINGS. A minimum of five (5) regular meetings shall be held during the Club year. These meetings shall be held as decided by the Executive Committee. A quorum at Club meetings shall be **[25 % OR 30% OR 50%]** *(choose only one of the highlighted options)* of primary members. At least fourteen (14) days' notice shall be given to all members for regular meetings.

Section 2. SPECIAL MEETINGS. Special meetings may be called by the President upon the request of five members of the Executive Committee or by **[10% OR 20% OR 30%]** *(choose only one of the highlighted options)* members of the Club. The purpose of the meetings shall be stated in the call, with no other business to be transacted at the meeting. At least a five-day notice shall be given to all members for any special meeting.

Section 3. ANNUAL MEETING. The **[November OR December]** *(choose only one of the highlighted options)* meeting will be designated as the Annual Meeting.

Section 4. VOTING. A vote of the Club or Executive Committee may be conducted by mail, telephone, fax, email, or other approved electronic means between meetings, provided there is participation by a majority of the members of the body. The vote shall be ratified and entered into the minutes at the body's next regular meeting.

Section 5. NOTICE. Notice for all meetings may be mailed or sent electronically.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. COMPOSITION. The Executive Committee of this club shall consist of:

- A. The elected officers;
- B. The Immediate Past President;
- C. The Corresponding Secretary;
- D. The Standing Committee Chairs;
- E. The Parliamentarian; and
- F. The Special Committee Chairmen, each without vote.

Section 2. DUTIES. The Executive Committee shall transact necessary business between meetings of the Club, approve committee appointments made by the President, and perform other duties as assigned by the Club.

Section 3. MEETINGS. The Executive Committee shall meet as decided by the President or the Committee. Special meetings may be called by the President or upon the request of a majority of the Committee. At least a fourteen (14) day notice shall be given for meetings. Notice may be mailed or sent electronically.

In the event a properly called meeting has to be canceled due to circumstances beyond the control of the (club name), then it shall be acceptable to hold said meeting by an approved electronic means with seven days' notice being given to all the members of the executive committee. This section does not apply to a meeting required by these bylaws that has not already been called.

Section 4. QUORUM. A majority of the members of the Executive Committee shall constitute a quorum.

ARTICLE X – COMMITTEES

Section 1. STANDING COMMITTEES

- A. The standing committee chairmen of this club shall be appointed by the President, and approved by the Executive Committee, to include: Legislative, Bylaws, Campaign Activities, Fundraising, and Membership.
- B. Officers may be appointed to chair standing committees, and no other standing committee chairmen may be named without an amendment of these bylaws.
- C. Standing committee chairmen shall be appointed for the same term as the President and shall be voting members of the Executive Committee.
- D. Duties of Standing Committees
 - 1. Legislative
 - i. Shall implement legislative concerns important to the Club; and
 - ii. Shall inform the Club and Executive Committee of any legislation affecting the interests of NFRW and Texas Federation of Republican Women.
 - 2. Bylaws
 - i. Conduct a biennial review of the Club bylaws;

- ii. Request and receive proposed amendments to the bylaws, submit them to the Executive Committee for action, or initiate changes requested by the Club;
 - iii. General membership shall have final vote of amendments; and
 - iv. Furnish Texas Federation of Republican Women Bylaws Committee with a complete set of Club bylaws for review and approval. Any subsequent revision of bylaws shall be sent to the Texas Federation of Republican Women Bylaws Committee for approval.
- 3. Campaign Activities
 - i. Shall coordinate all activities of the Club's campaign program and be responsible for the collection and reporting of campaign hours.
- 4. Fundraising
 - i. Shall prepare and implement a plan for raising funds in order to meet the Club's budget; and
 - ii. Shall notify the treasurer of all fundraising committee meetings and may attend.
- 5. Membership
 - i. Shall coordinate all membership renewal and new member efforts
 - ii. Shall compile and maintain complete membership lists
 - iii. Shall ensure that all membership information is shared with the Treasurer and others as deemed necessary and is submitted to the state and national federations according to deadlines

Section 2. SPECIAL COMMITTEES

- A. The President may appoint chairmen of special committees, subject to the approval of the Executive Committee, at any time as it may become necessary. Special Committee Chairmen do not have a vote on the Executive Committee.
 - 1. Special Committees should include: Public Relations/Communications, Caring for America, and Literacy. Other Special Committees may be appointed as needed.
- B. Financial Review Committee. A committee of three primary members shall be appointed by the president in November of each year whose duty it shall be to review the treasurer's accounts at the close of the fiscal year and shall report to the Executive Committee and to the membership at the first meeting of the following fiscal year.

Section 3. COMMITTEE MEMBERS. All committee members must be primary members in good standing in the Club.

Section 4. EX-OFFICIO MEMBERS. The President shall be an ex-officio member of all committees except the Nominating and Financial Review Committees. The President shall have final authority over all printed materials.

ARTICLE XI – NOMINATIONS AND ELECTIONS

Section 1. NOMINATIONS.

- A. A Nominating Committee of [3 OR 5 OR 7] (*choose only one of the highlighted options*) primary members, and one alternate, shall be elected by the Club no later than September

of each year. The Committee shall elect its own chairman. The Parliamentarian will instruct the Committee as to proper procedure and will be available for further counsel if required;

- B. The Nominating Committee shall report a slate of one candidate for each office at the general meeting in [October OR November] (*choose only one of the highlighted options*) of each year, at least 30 days prior to the election meeting. All nominees shall be primary members in good standing in the club and shall give written consent to serve, if elected. Nominations from the floor shall be in order following the report of the Nominating Committee and just before the election; and
- C. Nominating Committee members shall not succeed themselves.

Section 2. ELECTION OF OFFICERS.

- A. Elections shall be by ballot at the regular meeting in [November OR December] (*choose only one of the highlighted options*). However, if there is but one nominee for any office, the election for that office may be by voice vote;
- B. No officer may simultaneously run for more than one office; and
- C. Officers [may OR may not] (*choose only one of the highlighted options*) run for a second consecutive term.

ARTICLE XII – STATE FEDERATION CONVENTION DELEGATES

Section 1. ANNUAL MEETING. At the Texas Federation of Republican Women biennial convention, the club shall elect representation to the convention in the method set forth in the Texas Federation of Republican Women bylaws.

Section 2. Election of delegates and alternates shall take place at a general meeting before convention to conform to Texas Federation of Republican Women certification requirement.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern the club in all instances where they are applicable and in which they are not inconsistent with these bylaws, NFRW and the Texas Federation of Republican Women bylaws and any special rules of order.

ARTICLE XIV – AMENDMENTS

These bylaws may be amended by a two-thirds vote at any regular (general) meeting of the club, provided that notice of the proposed amendment(s) shall have been sent to each member thirty (30) days prior to the date of the general meeting.

ARTICLE XV – DISSOLUTION

This club may be dissolved by a two-thirds vote at any regular or special meeting of the club, provided that notice of the dissolution has been submitted in writing at least thirty (30) days prior and has been sent to all members of the club. In the event of dissolution, the Executive Committee shall, after payment of all liabilities of the club, distribute any remaining assets to the Texas Federation of Republican Women. No funds shall be distributed to any member or officer of the club. The right to use the name of a dissolved club shall revert to the Texas Federation of Republican Women.

These bylaws approved and adopted by [Club Name] on this date [Date]