

**TENNESSEE FEDERATION OF REPUBLICAN WOMEN
BYLAWS**

**ARTICLE I
NAME**

The name of this organization shall be **TENNESSEE FEDERATION OF REPUBLICAN WOMEN**.

**ARTICLE II
OBJECTIVES**

The objectives of this organization shall be:

- to promote an informed public through political education and activity.
- to increase the effectiveness of women in the cause of good government.
- to facilitate cooperation among the National and State Federations of Republican Women and the 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.
- to support the objectives and policies of the Republican National and Tennessee Executive Committees and to work for the election of Republican Party nominees.

**ARTICLE III
MEMBERSHIP**

Section 1: Members and Clubs in Good Standing

An individual active member in good standing is one whose current dues are paid in a TFRW affiliated club. A club in good standing is one whose current dues and service charges are paid.

Section 2. Eligibility

- A. **Clubs** - Membership in the TFRW shall be open to any Republican women's club of ten (10) or more members who form a permanent organization, elect officers, adopt bylaws, pay dues and service charge, and hold at least five meetings within a twelve month period. The latter shall apply only to clubs where unusual circumstances prohibit more frequent meetings.
- B. **Individual membership** - Membership shall be only through clubs affiliated with the State and the National Federation and includes membership in all three. Individuals may join the State Federation directly if no intervening organization or club is available to them. Single members shall be represented at TFRW conventions by the same delegate accreditation proportions as those applying to clubs within the state.

- C. **Associate Membership** - Republican women who have primary membership in a federated club are eligible for Associate Membership in clubs upon payment of the required annual dues to the club. Republican men are eligible for Associate Membership upon payment of the required annual dues to the club. Such members may attend meetings, but cannot make motions, have a voice or a vote, be on committees, hold office or be counted for the purpose of determining the number of delegates to National or State Federation meetings or conventions. As associate members, they do not become members of the State or National Federation.
- D. **National At-Large Membership** - A Republican woman who is not a member of a state federation or club, and who contributes the required funds to the NFRW is eligible to be an At-Large member. At-Large members will receive all NFRW official publications, and be entitled to participate in on-line discussions, and they may attend NFRW, State Federation or nearby club meetings, but will not have a voice or vote.
- E. **Student Membership** - An option to undergraduate or postgraduate level female students who want to be a part of the National Federation of Republican Women, but do not have the time to devote to a club or do not have a club near them. Student Associates receive all the benefits that a National At-Large Member receives. Dues to become a Student Associate member are \$15.00 per year. Annual proof of enrollment is required before membership is granted (a copy of either a current class schedule or a Student ID).

Section 3. Qualifications

- A. A club may be admitted and continued in membership if its bylaws are not in conflict with TFRW and NFRW bylaws and objectives.
- B. Neither a State Federation nor a local club, nor an individual member that advocates a split party ticket or supports a candidate running on an opposition ticket shall be admitted to or continued in membership.
- C. A new club shall be admitted to membership by majority vote of the Board of TFRW upon application for membership directed to the President of TFRW with a copy to the proper area Vice President and shall be accompanied by the names and addresses of duly elected officers and the charter members and a copy of the club bylaws. At the same time, payment of state and national dues and national service charge and two copies of the names and addresses including zip code of the officers and charter members shall be sent to the Treasurer. All club bylaws shall provide for election of officers between October 1 and November 30 and installation prior to January 1 of the following year. The duly elected officers' names and addresses shall be submitted by December 1 to the State President and the Membership Chairperson.
- D. The word "Republican" shall be included in the title of all clubs. The word "Federation" shall not be used in the title of any club.

Section 4. New Clubs

There shall be no limit as to the number of clubs that can be organized within any area. A new club must be in good standing for at least six months prior to the NFRW Biennial Convention to be eligible for representation. The six month period will begin as of the date the TFRW President notifies the NFRW President that the club's bylaws have been approved by the TFRW Board. This notification shall be immediate and shall be accompanied by the name of the club and the name and address of the President.

Section 5. Removal from Membership

A local club in a federated state at the request of the state executive committee or unfederated state may be removed from membership by a two-thirds vote of the NFRW Executive Committee for any of the following reasons:

- A. Bylaws which are in material conflict with the TFRW or NFRW bylaws.
- B. Non-payment of dues for the full membership and current service charge.
- C. Failure to support the Republican Party Ticket, advocating a split ticket, supporting a candidate on an opposition ticket or actions which are in conflict with the NFRW Bylaws.
- D. Failure to maintain the membership requirements and qualifications as set forth in Article III, Section 2-A and Section 3 A-D.
- E. Affiliation with any partisan political organization which is not officially recognized as part of the NFRW, the TFRW, and the Republican National Committee. This applies to clubs as entities and not to individual members.

Section 6. Assets and Name Use

- A. The assets, upon dissolution of a club, shall be distributed to the TFRW. None of the assets shall be distributed to any member or officer of the club.
- B. The right to the use of the name of a dissolved club shall revert to the TFRW. A club which has been inactive must pay dues for at least 10 members and a service charge for the current year. Clubs shall be given notice of proposed removal action and the reasons therefore and they shall be granted a thirty (30) day period in which to request a hearing by the Board.
- C. A state federation or local club, whether dissolved or removed, may be reinstated by filing an application with required dues and service charges and upon approval by a two-thirds vote of the NFRW Executive Committee.
- D. Any membership and or mailing lists acquired through membership in TFRW or its local clubs shall not be used for any private endeavor outside authorized federation and club activities.

**ARTICLE IV
OFFICERS AND THEIR DUTIES**

Section 1. Eligibility

Each elected or appointed officer and members of Standing and Special Committees shall be active members in good standing of a club.

Section 2. Officers

Preface to Section 2:

In years in which Area Vice Presidents are elected, the Executive Committee shall determine what Area lines will be. Areas should not contain less than four (4) counties nor more than ten (10) counties.

Elected officers of the TFRW shall be a President, First Vice President, Second Vice President, one Vice President from each Area, Recording Secretary, Corresponding Secretary, and Treasurer.

Section 3. Terms of Office

All officers shall be elected at the Biennial Convention, except the Area Vice Presidents, who shall be elected within their respective Areas at the Area Convention. All officers shall serve two year terms and no officer shall serve more than two terms in the same office. Officers shall be installed at the State Biennial Convention and shall take office the following January 1st. These officers, plus the immediate Past President, are the Executive Committee of the TFRW.

Section 4. Duties of the Officers

A. Duties of the President

1. To preside at all meetings of the TFRW, the Executive Committee and the Board of Directors.
2. To appoint all Standing Committees, except the Nominating Committee, the appointment of all committee chairmen to be approved by the Executive Committee; Standing Committees to be Campaign, Finance, Public Relations, Bylaws Revision, and Legislation/Research.
3. To appoint a Parliamentarian and a Chaplain.
4. To appoint chairmen of such Special Committees as may be deemed advisable to carry out the program of the TFRW.
5. To represent the TFRW at all times or designate someone as representative in her absence or inability to do so.
6. To issue a written Call to Board Meetings and Executive Committee Meetings at least two weeks prior to such meetings.

7. To serve as ex-officio member of all committees except the Nominating Committee.
8. To represent TFRW on the NFRW Board of Directors as specified in the NFRW Bylaws.
9. To issue the official Call to the Biennial Convention as least sixty (60) days before the date of the Convention.
10. To formulate a program of action for TFRW and assisted by the Treasurer, prepare an annual budget, both to be presented to the Board of Directors for adoption.
11. To certify to the NFRW President the names of the clubs whose state and national dues are paid, the number of members in each club and the names and addresses including zip codes, phone/fax numbers and e-mail addresses (if any), of the club presidents at least ninety (90) days before the National Biennial Convention.
12. To send the names and addresses with zip codes of the TFRW delegates-at-large and alternates-at-large to the NFRW President on credentials forms provided by the NFRW no later than twenty (20) days prior to the National Biennial Convention.
13. To maintain the files of the TFRW and deliver them to her successor immediately upon retirement from office.

B. Duties of the First Vice President

1. To preside in the absence of the President.
2. To arrange for speakers at Board Meetings as directed by the President.
3. To compile and arrange for publication of the State Convention program booklet.
4. To aid the clubs in planning programs.

C. Duties of the Second Vice President

1. To serve as membership chairman.
2. To keep a current membership roster of each State club.
3. To work with Area Vice President in starting new clubs.

D. Duties of the Area Vice Presidents

1. To be a voting member of the Executive Committee and the Board of Directors.
2. To communicate between clubs in her Area and to assist said clubs when called upon.
3. To call Area Convention for the election of the Area Vice President.
4. To send a written report to each club in her Area after State Board Meetings.
5. To organize new clubs in her Area.
6. To keep clubs in her Area informed of State and National Federation business.

7. To submit the name, address including zip code and telephone number of the newly elected Area Vice President to the State President, Second Vice President and the TFRW Secretary within ten (10) days following the Area Convention.
8. To keep a current membership roster with addresses of each club within her Area and a roster of the names, addresses and telephone numbers of the officers of the clubs within her Area, as provided by the Treasurer of each club.

E. Duties of the Recording Secretary

1. To keep and present the minutes of the previous Convention.
2. To keep and present at all Executive Committee and Board Meetings minutes of the previous meeting and to mail minutes of all Executive Committee and Board Meetings to Board members within fifteen (15) days after each meeting.
3. To give a resume of Board business at the State Convention.
4. To serve as custodian for all records of the Federation and to deliver them to her successor.

F. Duties of the Corresponding Secretary

1. To handle correspondence of the Federation.
2. To be chairman and publisher of the state newsletter.

G. Duties of the Treasurer

1. To prepare, with the TFRW President, an annual budget.
2. To receive and be a custodian of all funds of the State Federation and to pay all bills within the budget. Payment of all bills not within the budget shall be approved by the Board.
3. To keep an account of all monies received and disbursed by her and to report in full at the Board Meetings and the State Conventions.
4. To keep an up-to-date roster of state clubs and payment of dues.
5. To send notices of per capita dues to each club annually and notices of unpaid dues.
6. To submit an Independently Reviewed financial statement to each Club President no later than March 15 of the ensuing year.
7. To mail a line-item report of expenses to any club making such request.
8. To receive National service charges and dues from Club Treasurers and remit same to NFRW.
9. To serve as ex-officio member of the Finance Committee and the Convention Credentials Committee.

Section 5. Resignation from Office

Should the TFRW State President, an Area Vice President, or a Club President file for election to public office involving a primary (excluding the State Executive Committee of the Tennessee Republican Party or as a delegate to the Republican National Convention), support publicly a candidate in a primary, advocate a split party ticket, or support a candidate running on an opposition ticket, she must resign from the office she holds.

Section 6. Vacancies

A vacancy in an elective office shall be filled by an election by the Board of Directors at the meeting following the vacancy. Notice of such vacancy shall be given to the members of the Board with the Call to the meeting. An officer, elected to fill an unexpired term of one year or less, is eligible to succeed herself for two full two year terms.

Section 7. Officers' Records

All officers and committee chairmen shall deliver all records, files and properties of the TFRW to their successors within one month after retiring from office.

ARTICLE V EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

Section 1. Executive Committee

- A. **Membership** - The Executive Committee shall consist of the elected officers, the Area Vice Presidents and the immediate Past President.
- B. **Duties** - The duties of the Executive Committee shall be:
 - 1. To approve Standing and Special Committee Chairmen.
 - 2. To approve the Budget.
 - 3. To adopt Standing Rules necessary to carry on the work of the TFRW.

Section 2. Board of Directors

- A. **Membership** - The Board of Directors of this Federation shall consist of the members of the Executive Committee, the National Committeewoman and the Chairmen of the Standing Committees. The Chairmen of Special Committees, the Chaplain, the Parliamentarian appointed to serve during the full term of the President, shall be members with a voice but not a vote.
- B. **Duties of the Board of Directors** - The duties of the Board of Directors shall be:
 - 1. To be the governing body of the TFRW between conventions.

2. To approve the program and order of business at the Biennial Convention of the TFRW.
3. To rule on the admission or removal of clubs in this Federation.
4. To fill a vacancy in office as outlined in Article IV, Section 6.
5. To elect a Nominating Committee. (Article VII, Section 1)
6. To elect delegates-at-large and alternate delegates-at-large to the National Federation Convention.
7. To adopt the Budget and Program of Action.

Section 3. Meetings of the Executive Committee and Board

- A. The Executive Committee and Board of Directors shall meet at least three times each calendar year at such time and place as they select. At least two weeks written notice shall be given each member of the Committee and Board.
- B. Special meetings may be called by the President or shall be called at the written request of ten (10) Board members.
- C. There shall be no proxy voting except the Area Vice President may appoint an active member in good standing from the same Area as the Vice President as her proxy with a voice and a vote. Forms for proxy shall be provided by the State President.
- D. The President may poll the Board by mail between meetings.
- E. A quorum shall consist of ten (10) voting members of the Executive Committee or the Board of Directors.
- F. Club Presidents and members may attend Board Meetings with a voice but not a vote.

ARTICLE VI POLICY

Section 1. No club, club officer, member of the Board of TFRW, nor any individual member shall advocate a split party ticket or support a candidate running on an opposing ticket.

Section 2. Neither this organization nor its President, nor its Area Vice Presidents shall endorse any candidate for office before the primaries or national convention, nor participate in any factional contest. Neither clubs nor club presidents shall endorse any candidate for office before the primaries.

Section 3.

- A. This organization shall take no public stand on national issues unless such a stand has already been taken by NFRW.
- B. This organization shall take no public stand on states issues unless such a stand has been taken by the TFRW Board of Directors.

- C. A stand on national or state issues may be taken only after careful study by the Resolutions Committee with approval of two-thirds (2/3) of the Board of Directors except in the case of a directive from NFRW on an issue of national urgency.
- D. Non-Republican political candidates, political officeholders, party officials or their representatives shall not be allowed to address the group or distribute political materials at State Federation, or club meetings or events.
- E. Clubs within this organization shall observe the same policy.

Section 4. The official spokesman for this organization shall be the President or representative designated by her.

ARTICLE VII NOMINATIONS AND ELECTIONS

Section 1. A Nominating Committee of five members and one alternate shall be elected by a majority vote of the Board of Directors, from its own membership, present and voting at the first meeting in the calendar year in which the Biennial Convention is held, provided there is at least a ninety (90) day period between the Board Meeting and the Convention. Each political grand division of the state shall be represented by at least one and not more than two members of the Nominating Committee. The members of the Nominating Committee shall elect a chairman from their own number and the chairman shall designate time and place for the Nominating Committee to meet.

Section 2. The Nominating committee shall submit one nominee for each office in a report to be sent out with the Call to Convention to all members of the Board of Directors and Club Presidents

Section 3. Nominees shall be members in good standing of this organization and shall be in accord with the objectives, bylaws, and policies of this organization, the Republican Party and its Platform and shall not be a member of the Nominating Committee.

Section 4. The floor must be opened for other nominations following the report of the Nominating Committee. Such other nominees shall have given written consent to serve and a copy of their voting record to the Chairman of the Nominating Committee to be delivered no less than forty eight (48) hours prior to the opening of the first delegate session of the Biennial Convention.

Section 5. Election shall be by ballot and a majority of all votes cast shall constitute an election. Where there is one candidate for an office, election may be by voice vote.

Section 6. Members seeking office to the TFRW Executive Board must have voted Republican in four (4) of the four (4) most recent state and/or local Republican primary elections. A copy of their voting record must be submitted to the currently serving Nominating Committee of the Biennial Convention in the year of the official declaration of their candidacy.

Section 7. Members seeking office to the Executive Board of the TFRW who have not voted Republican four (4) of the four (4) most recent state and/or local Republican primary elections can submit, in writing, a clarification of their record to the currently serving Nominating Committee, for consideration.

ARTICLE VIII DUES

Section 1. Dues

- A. The state per capita dues shall be set by the State Biennial Convention to be effective at the beginning of the fiscal year following the convention.
- B. Clubs shall pay TFRW and NFRW per capita dues to the State Treasurer as soon as possible after the beginning of the fiscal year with the first payment to be received no later than March 1. Payment of dues shall be accompanied by a list of the names, addresses, with zip codes, and phone numbers of the Club President and Treasurer plus the same for members whose dues are being paid.

Section 2. Service Charge

- A. To be in good standing, each club shall pay a National service charge of \$15.00 to be included with their first dues remittance each year for which it will receive all mailings and other services of the NFRW.
- B. A club dropped from good standing for non-payment of the service charge may be reinstated upon payment of the service charge for the past year, provided dues are current.
- C. The fiscal year of this Federation shall be from January 1st through December 31st. The fiscal year of College Clubs shall be from August 1 through July 31.

ARTICLE IX CONVENTIONS

Section 1. National

- A. One delegate and one alternate to the National Convention shall be elected by each club. The alternate shall vote only in the absence of the delegate from the floor. The delegate and alternate must have been a member of a club in good standing for at least sixty (60) days before the election.
- B. A club must be in good standing to be eligible for representation at a Biennial Convention. A continuing club shall have paid the previous year's dues and service charge and maintained its current dues and service charge. The state's delegate representation shall be based on the current dues received at NFRW headquarters postmarked no later than ninety (90) days before the convention.
- C. New clubs must be in good standing for at least six months prior to the convention to be eligible for representation.

- D. The Club President shall send the names, addresses with zip codes, of the delegate and alternate to the TFRW and NFRW Presidents on credentials forms furnished by the NFRW, postmarked no later than Thirty (30) days before the Biennial Convention. Any emergency change necessary after the filing date must be in writing or by telegram to the NFRW President, with a copy to the TFRW President no later than ten (10) days prior to the convention.
- E. Delegates-at-large and alternate delegates-at-large shall be elected by the Board of Directors in such numbers as prescribed by the National Federation Bylaws.

Section 2. State

- A. A Biennial Convention shall be held in odd years at such time and place as shall be determined by the Board of Directors, bids for convention site having been submitted by clubs in writing to the State President during the immediate past Biennial Convention. The Call to Convention shall be sent to all Club Presidents and board members at least sixty (60) days before the Biennial Convention.
- B. At the State Biennial Convention a club shall be entitled to one delegate and one alternate for every ten (10) memberships paid to the State Federation no later than sixty (60) days before the Convention. Delegates and alternates are to be elected by each club after due notice to the membership. Delegates and alternates must have been members at least sixty (60) days before their election.
- C. A majority of delegates credentialed and attending shall constitute a quorum. No voting by proxy shall be permitted.
- D. Clubs must have been chartered and in good standing at least six months prior to the Biennial Convention in order to have delegate representation at the Convention.
- E. Names and addresses of club delegates and alternates shall be submitted to the State President and to their respective Area Vice President no later than thirty (30) days before the Convention.
- F. The six statewide elected officers and the Area Vice Presidents of the TFRW shall have delegate-at-large status at the State Biennial Convention.

Section 3. Area

- A. Each Area Convention shall be called at least ninety (90) days prior to the State Biennial Convention for the purpose of electing an Area Vice President and to take up any other business the Convention delegates deem appropriate. The time, date and location of the Area Convention must be submitted with this Call to the State President and to all Club Presidents within their Area.
- B. Clubs must have been chartered and in good standing at least three months prior to the Area Convention in order to have delegate representation at the Area Convention.
- C. The Area Nominating Committee shall be composed of one representative from each club within that Area. The Committee shall elect its own chairman and secretary. Each club shall elect its own representative to the Area Nominating Committee and she shall be considered one of the delegates in the Area Convention quota. The Nominating Committee shall submit by mail their nominee to the Area Vice President and to each Club President within that Area thirty (30) days prior to the Area

Convention. The location and time of the Nominating Committee meeting shall be set by the Area Vice President. She shall notify each Club President in her area by mail of her decision.

- D. Within thirty (30) days after the Area Vice President's Call to the Area Convention, each club shall elect delegates and alternate delegates to that Convention. A club shall be entitled to one delegate for every ten (10) memberships paid to the State Federation within thirty (30) days after the Call to the Area Convention. Delegates and alternate delegates must have been members at least sixty (60) days before their election.
- E. Names and addresses of each club's delegates and alternates to the Area Convention shall be submitted by mail to the following individuals, at least fifteen (15) days prior to the Area Convention: (1) the State President; (2) the Area Vice President; and (3) the State Membership Chairperson.
- F. The incumbent Area Vice President shall function as the presiding officer of the Area Convention. If the Area Vice President is unable to serve, the Area Nominating Committee shall select a presiding officer.
- G. The floor must be opened for other nominations following the report of the Nominating Committee. Such other nominees shall have given written consent to serve if elected. A majority of delegates attending the Area Convention shall constitute a quorum. A simple majority of votes cast shall constitute election of their Area Vice President. The incumbent Area Vice President (or presiding officer) shall submit to the State President, Second Vice President and State Secretary the name, address and telephone number of the Area Vice President-elect no later than ten (10) days following the Area Convention. The Vice President-elect will be installed at the following State Biennial Convention and will assume office January 1st following installation, term expiring December 31st, two years hence.
- H. In the event that an Area shall fail to elect a Vice President thirty (30) days prior to the State Biennial Convention, it then becomes the duty of the State Nominating Committee to recommend a candidate from the Area in question to fill this office. Such Area shall be alerted by the State President to caucus immediately prior to the State Biennial Convention. The recommended candidate's name shall be placed in nomination during the caucus, at which time other candidates may be nominated from the floor. A simple majority of the delegates present and voting shall constitute the election of their Area Vice President. The incumbent Area Vice President shall submit to the State President, Second Vice President and State Secretary the name, address and telephone number of the Area Vice President-elect no later than ten (10) days following the Convention.

ARTICLE X HONORARY MEMBERS OF TFRW

The spouse of a Republican currently representing Tennessee in the United States Congress, the spouse of a Republican Governor, and the Past Presidents of the State Federation shall serve as Honorary Members of the Federation.

**ARTICLE XI
PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Newly Revised or the latest edition thereof shall govern the Tennessee Federation in all instances where they are applicable and in which they are not inconsistent with these bylaws.

**ARTICLE XII
AMENDMENTS**

These bylaws may be amended by two-thirds vote of the delegates present and voting at the Biennial Convention, provided the proposed amendment or amendments shall have been sent to each member of the Board of Directors of the Federation and to every club by the Bylaws Revision Committee Chairman as least thirty (30) days prior to the Convention. In an emergency as determined by the TFRW Board of Directors, revision may be accomplished by a majority vote taken by mail of the State clubs after a vote of the Board of Directors.

**ARTICLE XIII
DISSOLUTION OF TFRW**

In the event of the dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the National Federation of Republican Women. None of the assets will be distributed to any member or officer of this organization.

Revised and Amended
By Convention October 22, 2011