

**BYLAWS
OF THE
Republican Women Of Purpose**

**ARTICLE I
NAME**

The name of this organization shall be Republican Women of Purpose, hereinafter known as RWOP.

**ARTICLE II
OBJECTIVES**

The objectives of this organization shall be:

- to increase the effectiveness of women in the cause of good government.
- to facilitate cooperation and to disseminate information among the National and State Federations of Republican Women and the Federated Republican Women's Clubs.
- to promote an informed public through political education and activity.
- to foster loyalty to the Tennessee Federation of Republican Women, the National Federation of Republican Women, and the Republican Party at all levels of government.
- to promote the principles of the Republican Party.
- to work for Republican candidates in all elections, including non-partisan elections.
- to support the objectives and policies of the Republican National and Tennessee Executive Committees and
- to perform any lawful activity not inconsistent with the foregoing.

**ARTICLE III
MEMBERSHIP**

Section 1: Members and Clubs in Good Standing

- A. An individual member in good standing is one whose current dues are paid in a TFRW affiliated Club and who is not in conflict with the TFRW or NFRW objectives and policies.
- B. A Club in good standing is one whose current dues and service charges are paid and is not in conflict with the TFRW or NFRW objectives and policies.

- C. An individual or club in **good standing** is regarded as having complied with all their explicit obligations, while not being subject to any form of sanction, suspension or disciplinary censure.

Section 2. Eligibility

A. Primary Membership

1. 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.
2. 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.

B. Associate Membership

1. 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. Associate members have a voice, but cannot vote, be elected to hold office, or be counted for the purpose of determining the number of delegates to National or State conventions.
2. 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, cannot have a voice or a vote, cannot be on committees, cannot hold office or cannot 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.

ARTICLE IV OFFICERS AND THEIR DUTIES

Section 1. Eligibility

1. Elected or appointed officers and members of Standing and Special Committees shall be active members in good standing and be qualified for their position.
2. Elected officers must have necessary computer skills for their office and must have access to a computer.
3. Officers can only hold one voting position on the Executive Committee.
4. A candidate shall run for only one office in an election.
5. There shall be no at-large positions within a Club.

Section 2. Officers

Elected officers of RWOP shall be: President, President-Elect, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Assistant Treasurer.

Section 3. Terms of Office

All officers are elected for a one (1) year term. Club officers shall be installed no later than December 31st of the year that they were elected. Elections are to take place in October. All officers shall serve one-year terms or until their successors are elected.

Section 4. Duties of the Officers

A. Duties of the President

1. To preside at all meetings of RWOP, the Executive Committee and the Board of Directors.
2. To appoint all Standing Committees, except the Nominating Committee. The appointment of all committee chairmen is to be approved by the Executive Committee. Standing Committees shall be Campaign, Finance Chair, Public Relations, Bylaws, Legislation/Research and Membership.
3. To appoint a Parliamentarian, Sergeant-at-Arms and a Chaplain.
4. To appoint chairmen of such Special Committees, approved by the Executive Committee, as may be deemed advisable to carry out the program of RWOP.
5. To represent RWOP 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 the Executive Committee Meetings, to Special Called Meetings, and, upon the written request of three (3) voting members, to Special Called Meetings.
7. To serve as ex-officio member of all committees except the Nominating Committee.
8. To represent RWOP at all TFRW Board of Directors meetings.
9. To formulate a program of action for RWOP and assisted by the Treasurer, prepare an annual budget, both to be presented to the Board of Directors for adoption.
10. To elect and certify delegates and alternates to the TFRW and NFRW conventions as requested.
11. To maintain records and files of RWOP.
12. To attempt to attend all TFRW Board Meetings.

B. Duties of the President Elect shall be.

1. To be President Elect and to succeed to the office of President of this Club at the beginning of the subsequent fiscal year.
2. To perform the duties of the President, in the absence of the President.
3. To co-sign checks with the President, Treasurer or Assistant Treasurer.
4. To serve as Chairman of the Awards Committee.

5. To serve as Chairman of the Education Committee.
6. To serve as Chairman of the Call to Action Program.

C. Duties of the First Vice President

1. To perform the duties of the President in the absence of the President and the President Elect.
2. To serve as Chairman of the Program Committee.

D. Duties of the Second Vice President

1. To perform the duties of the President in the absence of the President, President Elect, and the First Vice President.
2. To keep an up-to-date data base of all regular members and associate members of RWOP.
3. To send the updated membership list to the Newsletter Mailing Chair and to the Communication Chair as needed.
4. To prepare the TFRW Membership Reporting Form by the TFRW quarterly deadline dates.
5. To provide the Treasurer a copy of the membership reports to verify the membership list and the amount of funds to be sent to the State Treasurer each reporting period.
6. To process the dues checks received and give them to the Treasurer to be deposited.
7. To prepare a newsletter article each month regarding membership and welcoming the new members by name, including the current membership numbers.
8. To work with the incoming Second Vice President to put a membership due renewal message for the coming year in the November Newsletter.
9. Immediately following the January General Meeting the Second VP will send a renewal statement with return envelope by mail to those members who have not renewed their dues.
10. To remove from the database the names of members who have not paid their renewal dues by the April General Meeting and send the update database to the Yearbook Chair to print the new Membership Directory.

E. Duties of the Third Vice President

1. To perform the duties of the President in the absence of the President, President Elect, the First Vice President and the Second Vice President.
2. To serve as Chairman of the Annual Fund Raising Projects.
3. To submit proposed expenditures in excess of fifty (\$50) dollars over approved budgeted amounts from the operating account to the Board of Directors for approval.

F. Duties of the Recording Secretary

1. To keep minutes of Membership and Board meetings and read or present to the subsequent meeting.
2. To serve as custodian of all past minutes of RWOP.
3. To keep an up-to-date notebook containing bylaws, amendments and Club policies.
4. To forward the minutes to the upcoming meeting to the President by electronic mail no later than 48 hours prior to the upcoming meeting so the President may forward same to the Board no later than 24 hours prior to the upcoming meeting,

G. Duties of the Corresponding Secretary

1. To conduct the correspondence of Republican Women of Purpose as directed by the President. i.e., hand written correspondence such as: get well, greeting, and sympathy cards.
2. To send electronic notice of this Club's Board of Director's meetings to said members at least 5 days before the board meeting.

H. Duties of the Treasurer

1. To prepare, an annual budget with the Club President.
2. To co-sign checks with either the President, the President Elect or Assistant Treasurer on the Operating Account.
3. To receive and be custodian of the Operating Funds of Republican Women of Purpose and to pay all bills within the budget. Payment of all bills not within the budget shall be approved by the Executive Committee.
4. To keep an account of all monies received and disbursed by the Operating Fund and to report in full at the Board of Directors meeting and at the Membership meetings.
5. To keep an up-to-date roster of the membership of this Club as provided by the Membership Chairman.
6. To coordinate with the Second Vice President a list of members whose dues are delinquent for further solicitation of payment.
7. Submit all TFRW membership forms, dues, and one-time service charges in a timely manner to meet all prescribed deadlines. TFRW will supply current forms annually so as to meet with these requirements.
8. To submit Club financial records thru November 30th of current year to the Audit Committee for audit between December and January Membership meetings,
9. To serve as a member of the Budget Committee.
10. To serve as Chairman of the Finance Committee the subsequent year.
11. To forward the current Treasurer's Report to the President by electronic mail no later than 36 hours prior to the upcoming meeting so the President may forward same to the Board no later than 24 hours prior to the upcoming meeting.

I. Duties of the Assistant Treasurer

1. To assist the Treasurer in the performance of all duties of that office.
2. To serve as Treasurer of the Annual Fund-Raising Project(s).
3. To keep an account of all monies received and disbursed in the operating account and to submit a full report at the Board of Directors meetings and the Membership meetings.
4. To assume the office and duties of the Treasurer the subsequent year.
5. To co-sign checks with either the President or President Elect on the Operating Account.
6. To serve as Luncheon Chair.
7. To serve as member of the Finance Committee.

Section 5. Resignation from Office

Should a Club President who currently serves or files for election to public office which could possibly involve 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 the Club membership, by election, at its next meeting following the vacancy. Notice of such vacancy shall be given with the Call to the meeting, or if the vacancy occurs after the call is issued, by letter, phone, fax or email. The name of such elected officer shall be submitted to the TFRW President, the TFRW Treasurer and the TFRW 2nd Vice President within ten days, along with their address, zip code, home and cell phone numbers and email address.

Section 7. Officers' Records

All officers and committee chairmen shall deliver all records, files and properties of the RWOP to their successors within one month after retiring from office unless otherwise directed by the President or the Executive Committee. All records, lists and database files are the sole property of and for the sole use of the RWOP and shall not be distributed or shared with anyone not authorized by RWOP. Email lists shall not be distributed to candidates or other entities that are not conducting business for RWOP.

ARTICLE V EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

Section 1. Executive Committee

- A. **Membership** - The Executive Committee shall consist of the elected officers 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 recommend the Budget.
 - 3. To recommend Standing Rules necessary to carry on the work of the RWOP.
 - 4. To make recommendations to the RWOP Board of Directors as deemed necessary.
 - 5. To attend Board and General Membership meetings.

Section 2. Board of Directors

- A. **Membership** - The Board of Directors of RWOP shall consist of the members of the Executive Committee and the Chairmen of the Standing Committees (voting members). The non-voting members with a voice on the Board of Directors shall be the Chairmen of Special Committees, the Chaplain, the Parliamentarian, the Sergeant-at-Arms, the Standing

Committee and Special Committee Vice Chairmen and Committee members appointed to serve during the full term of the Club President and the Area Vice President.

B. Duties of the Board of Directors - The duties of the Board of Directors shall be:

1. To be the governing body of RWOP.
2. To elect delegates and alternate delegates to the Tennessee Federation of Republican Women's Convention.
3. To attend Club meetings.
4. To provide to all Club members access to the Club's Bylaws.

C. Standing Committees

1. The RWOP Club's Standing Committees are to be Bylaws, Campaign, Finance, Legislation and Research, Membership and Public Relations.
2. The Club Standing Committees shall prepare programs of action in their respective fields for consideration by the Club President and Club Executive Committee.
3. The Club Standing Committee Chairmen, or in their absence, the Vice Chairmen, shall have a voice and a vote on the Club Board of Directors. The Club Standing Committee **members** shall have a voice, but no vote.

D. Special Committees and Appointees

Special Committees shall be appointed by the Club President as deemed necessary to accomplish the work of the RWOP. Special Committee Chairmen, Vice Chairmen, and members shall have a voice, but not vote, at the RWOP Board meetings.

Section 3. Meetings of the Executive Committee and Board of Directors

- A. A meeting of the Executive Committee and the Board of Directors shall be at the discretion of the Club. At least five days written notice shall be given each member of the Executive Committee and Board of Directors meetings, if such meeting is established.
- B. Special meetings may be called by the President or shall be called at the written request of three voting members of the Board of Directors or club membership. At least seven (7) days' written notice shall be given for all special meetings. The purpose of the meetings shall be stated in the call, with no other business to be transacted at the meeting.
- C. There shall be no proxy voting.
- D. A vote by the Executive Committee may be conducted between meetings by mail, phone, fax or e-mail and ratified at the next meeting.
- E. A quorum shall consist of a majority of voting members of the Executive Committee or the Board of Directors present and voting.

- F. In the event a properly called Board meeting has to be cancelled due to circumstances beyond the control of RWOP, then it shall be acceptable to hold said Board meeting by conference call, Skype or approved electronic means with adequate notice being given to the members of the board of directors.

ARTICLE VI POLICY

Section 1. RWOP nor any RWOP Club officer, member of the Board of Republican Women of Purpose, nor any individual member shall advocate a split party ticket or support a candidate running on an opposing ticket. Should a violation of this section occur, upon recommendation of the RWOP Board of Directors, the matter shall be referred to the TFRW Executive Board.

Section 2. RWOP nor its President or Campaign Activities chair, shall endorse any candidate for office before the primaries or national convention, nor participate in any factional contest (excluding the State Executive Committee of the Tennessee Republican Party or as a delegate to the Republican National Convention).

Section 3.

- A. No Club shall take a public position on national or state issues unless the TFRW Board of Directors has already taken such a position.
- B. A position on national or state issues may be taken only after careful study by Executive Committee with approval of two-thirds (2/3) of the Board of Directors except in the case of a directive from TFRW or NFRW on an issue of national or state urgency.
- C. Non-Republican political candidates, political officeholders, party officials or their representative shall not be allowed to address the group or distribute political materials at State Federation or Club meetings or events. (This includes non-republican office holders in non-partisan races. As stated at a National Board meeting, you do not give a known Democrat the microphone under any circumstance.)

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

Section 5. No RWOP officer or member has authority to move monies in accounts without approval of the Executive Committee; the approval shall be reflected in the Club minutes.

Section 6. Any membership and/or mailing lists acquired through membership in the TFRW and its local Clubs shall not be used for any private endeavor outside authorized Federation and Club activities.

Section 7. The President and Campaign Activities Chair shall not publicly endorse any candidate for public office in any primary, runoff, special or nonpartisan race where two or more known Republicans are in the race. No endorsement or evidence of support by any member shall be issued using the NFRW/TFRW affiliation, logo or stationery without the approval of NFRW/TFRW. 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 without the approval of the NFRW/TFRW. NFRW Bylaws provide for removal of membership for any member, state federation or local club that advocates a split party ticket or supports a candidate who is running on an opposition ticket.

Section 8. Only one Club President can serve on the local county Republican Party Executive Committee, when there is more than one club in the county, unless the County Republican Party Bylaws allows for more. A list of eligible Club Presidents who can serve on the CEC shall be submitted to the TNGOP by the TFRW President.

ARTICLE VII NOMINATIONS AND ELECTIONS

Section 1. Each year, a Nominating Committee of no more than five (5) and no less than three (3) members and one alternate shall be nominated and elected **by a majority vote of the Club membership** at a meeting called for that purpose. (**A Club president may not appoint the Nominating Committee.**) The members of the Nominating Committee shall elect a chairman from their own number and the chairman shall designate the time and place for the Nominating Committee to meet. A Nominating Committee member shall not serve more than two (2) consecutive years.

Section 2. The Nominating Committee shall submit one nominee for each office in a report to be sent out with the Call to a meeting for the purpose of electing officers. Club members must be given a minimum of 30 days' notice of the slate. The members of the Nominating Committee shall not submit for an office the name of anyone serving on the Nominating Committee.

Section 3. Election of officers shall occur in October. Installation of officers shall take place by December 31 of the year of election.

Section 4. Nominations from the Floor

- A. Nominations for the elective offices may be made from the floor at the meeting for elections following the report of the Nominating Committee Chair. Such nominees shall be members in good standing of the TFRW and shall be in accord with the purposes, Bylaws and policies of this Club, TFRW, NFRW, and the Republican Party. Candidates who wish to be nominated from the floor shall provide their written consent to serve prior to the election. Candidates must also provide from their local election

commission office, a certified copy of their voting record to the Club President prior to the opening of the meeting.

- B. This rule may be suspended by a two-thirds vote of the members to allow a nomination, provide the nominee gives her consent to serve and pledges to submit a certified voting record from their local election commission without two business days of the close of the meeting. Failure to submit proper credentials within 7 days, result in removal from office.

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 must have voted Republican in three (3) of the four (4) most recent state and/or local Republican primary elections.

Section 7. Members seeking office who have not voted Republican three (3) 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. RWOP 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 the deadlines set forth by the State Treasurer. Payment of dues shall be accompanied by a list of the names, addresses with zip codes, phone numbers and email addresses of the Club President and Treasurer plus the same for members whose dues are being paid.

Section 2. Service Charge

- A. RWOP shall pay a National service charge to be included with its first dues' remittance each year for which it will receive all mailings and other services of the NFRW.
- B. The fiscal year of RWOP shall be from January 1st through December 31st.

Section 3. Expiration of Membership

Membership expires each year on December 31. Renewal of membership must be received at NFRW Headquarters by March 1 of the following year for the member to remain in good standing.

ARTICLE IX CONVENTIONS

Section 1. National

- A. Each Club shall elect one delegate and one alternate to the National Convention. 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 (60) sixty 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 (90) ninety 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 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 (60) sixty days before the Biennial Convention.
- B. At the State Biennial Convention, a Club shall be entitled to one delegate and one alternate for every (10) ten memberships paid to the State Federation no later than (60) sixty 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, State 2nd Vice 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 (90) ninety 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, to the 2nd Vice 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 (30) thirty days prior to the Area Convention. The Area Vice President shall set the location and time of the Nominating Committee meeting. She shall notify each Club President in her area by mail of her decision.
- D. Within forty-five (45) 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 and one alternate for every (10) ten memberships paid to the State Federation within (30) thirty days after the Call to the Area Convention. Delegates and alternate delegates are to be elected by each club after due notice to the membership. Delegates and alternate delegates must have been members at least (60) sixty days before their election.
- E. Names and addresses of each Club's delegates and alternates to the Area Convention shall be submitted by mail, fax, email or any other approved electronic communication 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 Second Vice President. Persons running from the floor who wish to obtain a list of delegates and alternates shall make requests to the Area Vice President.
- 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 and her voting record to the Area Vice President before voting takes place. A majority of delegates attending the Area Convention shall constitute a quorum. A 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 (30) thirty 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 PARLIAMENTARY AUTHORITY

NFRW Bylaws and Robert's Rules of Order Newly Revised, shall govern the Republican Women of Purpose in all instances where they are applicable and in which they are not inconsistent with these Bylaws, or those of the TFRW or NFRW or any special rules of order.

ARTICLE XI AMENDMENTS

These Bylaws may be amended by 2/3 (two-thirds) vote of the Club's members present and voting at the RWOP meeting, provided the Bylaws Committee Chairman shall have sent the proposed amendments to each member of the Club at least (30) thirty days prior to the meeting at which they are to be amended.

Changes to the NFRW/TFRW Bylaws shall automatically be included in these Bylaws.

ARTICLE XII

DISSOLUTION OF A CLUB

- A. The assets of a Club, upon dissolution or being inactive for two consecutive years, shall be distributed to the TFRW. Upon dissolution, Club assets shall not be disbursed without approval of the TFRW Executive Committee. 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 or inactive Club who has not paid dues or service charge for two consecutive years, 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 to reactivate the Club Charter.

Updated and Revised Aug/2021

Gayle Bennett - Chairman

Beth Webb

Lyna Medlock

Rieta Selberg