

**BYLAWS  
OF THE  
REPUBLICAN WOMEN OF PURPOSE**

**ARTICLE I  
NAME**

The name of this organization shall be, hereinafter known as Republican Women of Purpose. This Club is affiliated with the Tennessee Federation of Republican Women (hereinafter TNFRW) and with the National Federation of Republican Women (hereinafter RWOP).

**ARTICLE II  
DEFINITION OF A WOMAN**

- A. For purposes of these bylaws, the term “women” means natural-born females, defined as persons born with biological characteristics associated with the female sex, including XX chromosomes.
- B. This definition and the National Federation of Republican Women’s (NFRW) understanding of women as a distinct biological category are foundational to NFRW’s political beliefs, objectives and message. The NFRW affirms the importance of women embracing and celebrating their status as members of the female sex and discourages the adoption of any identity inconsistent with biological sex. The admission of individuals who do not meet the definition of “women” would compromise NFRW’s political beliefs, objectives and messages, including its position that women constitute a distinct biological category and its commitment to protecting women as such in public policy.

**ARTICLE III  
PURPOSES**

The objectives of this organization shall be to:

- A. increase the effectiveness of women in the cause of good government,
- B. promote public understanding that Republican policies advance the flourishing of women in American society,
- C. promote and advocate for women as an equal yet biologically distinct category of people with distinct experiences and insight,
- D. foster camaraderie and community among Republican women,
- E. facilitate cooperation and to disseminate information among the National and State Federations of Republican Women and the Federated Republican Women’s Clubs,
- F. promote an informed public through political education and activity,
- G. foster loyalty to the Tennessee Federation of Republican Women, the National Federation of Republican Women, and the Republican Party at all levels of government,
- H. promote the principles of the Republican Party,
- I. work for Republican candidates in all elections, including non-partisan elections,
- J. support the objectives and policies of the Republican National and Tennessee Executive Committees;  
and
- K. perform any lawful activity not inconsistent with the foregoing.

## **ARTICLE IV POLICY**

**Section 1. Endorsement Policy.** 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.

**Section 2. Exceptions for Endorsement.** No Club, 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 **EXCEPT** for the State Executive Committee of the Tennessee Republican Party or as a delegate to the Republican National Convention.

An officer of this organization whose spouse or family member is a Republican candidate shall be exempt from this rule of endorsement, 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/ TNFRW.

**Section 3. Split Ticket.** No Club, Club officer, member of the Board of Directors of RWOP, nor any individual member shall advocate a split party ticket or support a candidate running on an opposing ticket, including non-partisan elections, or act against the NFRW or TNFRW policies and bylaws. Opposition ticket means non-Republican.

**Section 4. Other Organizations.** No club or individual club members shall affiliate with any political organization which is not officially recognized as working in concert with RWOP, the TNFRW, NFRW and the Republican National Committee. Violations of this policy, upon recommendation of the Club Executive Committee, shall be referred to the TNFRW President.

### **Section 5. Stance on Issues**

- A. This Club, club officer, or club member shall take no public stand on national or state issues unless such a stand has already been taken by the TNFRW Board of Directors, except in the case of a directive from TNFRW or NFRW on an issue of national or state urgency.
- B. Requests to take a stand for state and local issues that have not been authorized by the State Federation may be submitted to the TNFRW President for review.

**Section 6.** The **OFFICIAL SPOKESMAN** for this Club shall be the President or the representative designated by her, provided that she is following the Bylaws, policies, and proper procedure.

**Section 7. Moving Club Monies.** 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 8. Mailing Lists.** Any membership and/or mailing lists acquired through membership in the TNFRW and its local Clubs shall not be used for any private endeavor outside authorized Federation and Club activities.

**Section 9. County Party Executive Committee.** Only one Club President can serve on the local county Republican Party Executive Committee, when there are more than one club in the county, unless the County Republican Party Bylaws allows for more. In counties with multiple Federated Clubs, who do not allow more

than one Federated Club President to sit on the County Executive Committee, all Federated Club Presidents shall rotate their seat annually.

#### **Section 10. Non-Republican Candidates.**

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.

#### **Section 11. Club Right to Decline Membership**

Only those who meet the criteria or qualifications set forth in these bylaws and whose conduct is not detrimental to the Club or the TNFRW may be admitted to or continued in membership. RWOP shall refuse membership to anyone who is deemed to be detrimental or unqualified.

### **ARTICLE V MEMBERSHIP**

#### **Section 1: Members and Clubs in Good Standing**

An individual member in good standing is one whose current dues are paid in an NFRW/TNFRW local club and who supports Article II of these bylaws. A local club in good standing is one whose current dues and service charges are paid to the TNFRW and NFRW.

#### **Section 2. Eligibility**

- A. Individual Membership** – An individual member must be a registered Republican Woman who is at least 18 years of age to be eligible for membership in the TNFRW. Notwithstanding anything to the contrary in these bylaws or those of a Local Club, considering the beliefs, objectives, and message of the NFRW, only women as defined in ARTICLE II who accept their identity as women are eligible for full membership in the TNFRW and Local Clubs. Disputes concerning eligibility for membership shall be resolved by a majority vote of the NFRW Executive Committee.
- B.** 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 TNFRW conventions by the same delegate accreditation proportions as those applying to Clubs within the state.
- C. Primary Club Membership**
  - 1. A 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. The dues amount for primary members will be stated in the Club's standing rules and amended as required.
- D. Associate Membership** - Republican women who have primary membership in a Federated Club are eligible for Associate Membership in another federated club(s) upon payment of the required annual

dues to the Club. Associate members cannot hold office, vote, or be counted for the purpose of determining the number of delegates to National or State conventions.

Republican men (i.e., natural born males, meaning people born with the biological characteristics associated with the male sex, such as XY chromosomes) may not be members of TNFRW or RWOP. But Republican men who want to support the mission of TNFRW may be associates of RWOP upon payment of whatever associate fee the Local Club chooses to designate. 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. Republican men who are associate members of RWOP do not become members of the State or National Federation.

## **ARTICLE VI DUES**

**Section 1. Fiscal Year.** The fiscal year of RWOP shall be from January 1st through December 31st. 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.

**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 Charge**

A. RWOP shall pay TNFRW 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 January 1. 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.

B. 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.

## **ARTICLE VII OFFICERS AND THEIR DUTIES**

### **Section 1. Eligibility**

- A. All Club elected and appointed officers, and members of Standing and Special Committees, in order to serve, shall be active members in good standing and be qualified for their position, and must present a certified voting record.
- B. Officers must have necessary computer skills for their office and must have access to a computer.
- C. Officers can only hold one voting position on the Executive Committee.
- D. A candidate shall run for only one office in an election.
- E. 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 Vice Treasurer.

## **Section 3. Terms of Office**

All officers are elected annually for a one-year term. Officers may serve up to two (2) consecutive terms in the same office and may continue to serve until their successor is elected. They may return after sitting out at least one term. RWOP officers must be installed by December 31<sup>st</sup> of their election year, with elections held in October.

## **Section 4. Duties of the Officers**

To expedite transition, all outgoing officers shall assist their respective successors as soon after the biennial convention as conveniently possible. All officers shall deliver all records, files, and properties of the TNFRW to their respective successors within one week after leaving office, except for records that can be delivered earlier.

### **A. Duties of the President**

1. To issue a written call and preside at all meetings of the Republican Women of Purpose, the Executive Committee and the Board of Directors.
2. To appoint all Standing Committees, except the Nominating Committee and Financial Review Committee, the appointment of all committee chairmen to be approved by the Executive Committee; Standing Committees to be Bylaws, Campaign, Fundraising, Legislation, Membership, Programs, and Public Relations.
3. To appoint a Parliamentarian, (at least 2) Sergeant-at-Arms when needed, and a Chaplain.
4. To appoint chairmen of such Special Committees, approved by the Executive Committee, as may be deemed necessary to carry out the programs of RWOP.
5. To represent RWOP at all times or designate someone as representative in her absence or inability to do so.
6. To serve as ex-officio member of all committees except the Nominating Committee and the Financial Review Committee.
7. To represent RWOP at all TNFRW Board of Directors meetings.
8. To formulate a program of action for RWOP and assisted by the Treasurer, prepare an annual budget, both to be presented to the Executive Committee for adoption. To complete all forms as needed for TNFRW awards and programs for the club, unless such duty is assigned to a different officer of the club in accordance with the TNFRW instructions.
9. To certify to the TNFRW President, the TNFRW 2<sup>nd</sup> Vice President, and the Area Vice President, the names, addresses including zip codes, phone numbers and email addresses of the delegates and alternates to the TNFRW and NFRW Conventions no later than thirty (30) days before the Convention.
10. To maintain the presidential records and files of RWOP.
11. To accept written letters or emails of resignation from any member who wishes to resign.
12. To Cosign checks with the Treasurer, Vice Treasurer, President Elect, or First Vice President.

### **B. Duties of the President Elect**

1. To perform the duties of the President, in the absence of the President.
2. To be President Elect and to succeed to the office of President of this Club at the beginning of the subsequent year.

3. To serve as Chairman of the Awards Committee

#### **C. Duties of the First Vice President**

1. To preside in the absence of the President.
2. To arrange, in consultation with the President, for speakers and programs of the Club.
3. To perform such other duties as may be assigned by the Club President.

#### **D. Duties of the Second Vice President (Membership)**

1. To keep an up-to-date database of all regular members and associate members of RWOP and elected officials who are not members of RWOP.
2. To monthly send the updated membership list to the Corresponding Secretary.
3. To prepare the TNFRW Membership Reporting Form by the TNFRW deadline dates.
4. To provide the Treasurer with 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.
5. To process the dues checks received and give them to the Treasurer to be deposited.
6. To prepare a newsletter article each month regarding membership, welcoming the new members by name and including the current membership numbers.
7. To work with the incoming Second Vice President to put a membership due renewal message for the coming year in the November Newsletter.
8. To send a renewal statement electronically to those members who have not renewed their dues by the middle of March.
9. To remove from the database the names of members who have not paid their renewal dues by the May General Meeting and send the updated database to the Membership Directory Chair to print the new Membership Directory.

#### **E. Duties of the Third Vice President (Fundraising)**

1. A serve as Chairman of the Annual Fund-Raising Projects.
2. To present proposed fundraising activities to the President and Board of Directors for approval.
3. To submit proposed expenditures in excess of budgeted expenses for the project to the Board of Directors for approval.

#### **F. Duties of the Recording Secretary**

1. To record the minutes of all meetings of Republican Women of Purpose.
2. To present the minutes of all meetings of Republican Women of Purpose.
3. To serve as custodian for all records of Republican Women of Purpose and to prepare a permanent record book of all meetings, to be delivered to her successor.
4. To forward the minutes for the upcoming meeting to the President by electronic mail no later than 36 hours prior to said meeting so the President will forward same to the board no later than 24 hours prior to the said meeting.

#### **G. Duties of the Corresponding Secretary**

1. To be chairman and publisher of the Club newsletter. Such newsletters should be emailed to current membership as well as posted on the club's web page.
2. To keep a record book of all newsletters, to be delivered to her successor.
3. The newsletter chair works with the president to determine the contents of each month's newsletter. The president should contact board members or elected officials to solicit information or articles for

the newsletter. Board members should send articles by email to the Corresponding Secretary in the proper form as requested. The normal deadline for newsletter information is the second Wednesday of each month, unless announced by the president or Corresponding Secretary. Information in the newsletter must be of political importance to club members or pertaining to club business or events.

4. The newsletter shall be proofread by two other members and proofread and approved by the president before being sent to the membership. The newsletter should be delivered in time for members to make reservations for the monthly luncheon.

#### **H. Duties of the Treasurer**

1. To prepare, with the Finance Committee and Club President an Annual Budget to be presented at the January Board Meeting.
2. To receive and be a custodian of all funds of the Republican Women of Purpose and to pay all bills within the budget. The Executive Committee shall approve payment of all bills not within the budget. All payments shall be reviewed by the President before disbursing.
3. To keep an account of all monies received and disbursed by her and to report in full at each meeting.
4. To keep an up-to-date roster of Club members and payment of dues.
5. Submit all TNFRW membership forms, dues and one-time service charge in a timely manner. TNFRW will supply current forms annually.
6. To serve as ex-officio member of the Finance Committee and present the treasurer's books for review.
7. To keep the Vice Treasurer fully informed of all treasury activities and transactions.
8. To co-sign checks with either the President, the President Elect or Assistant Treasurer or First VP on the Operating Account.
9. 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.

#### **G. Duties of the Vice 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 from the fundraisers 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, President Elect, Treasurer, or First Vice President.
6. To serve as Luncheon Chair.
  - a. RWOP luncheon meetings require a reservation for lunch which must be made in advance and are guaranteed. Members and nonmembers will be billed for reservations not kept (no shows). However, the Vice Treasurer will be as accommodating as possible for attendees without reservations.
  - b. The Vice Treasurer shall receive and record the reservations for the monthly general membership luncheons and shall check-in those attending and collect the payment for attendees.
  - c. The worksheet records along with the funds received shall be turned over to the Treasurer for a deposit.
  - d. Make sure the current information necessary to make a reservation is published in the monthly newsletter. (i.e., reservation phone number for call or text and correct email)
7. To serve as member of the Finance Committee.

**Section 5. REMOVAL FROM OFFICE OR MEMBERSHIP.** Members of the Executive Committee or members of the club may be removed in accordance with the adopted NFRW Removal Policy- Special Rules. Pursuant to the NFRW Bylaws, NFRW requires following Robert's Rules of Order, Revised, current edition,

for the removal of an officer or a member from membership. Any request for readmission also needs to be in accordance with Robert's Rules of Order, Revised, current edition.

## **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. Nominations shall be made from the floor by Club membership. 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, or email. An officer, elected to fill an unexpired term of **one year or less**, is eligible to succeed herself for two full one-year terms. The name of such elected officer shall be submitted to the TNFRW President, the TNFRW Treasurer and the TNFRW 2<sup>nd</sup> Vice President within ten days, along with their address, zip code, home and cell phone numbers and email address. In case of a vacancy of the Club President, the President Elect should assume the President's role for the duration of the term.

## **Section 7. Officers' Records, Email lists, Directories, Rosters**

All officers and committee chairmen shall deliver all records, files and properties of RWOP to their successors within one month after retiring from office unless otherwise directed by the President or the Executive Committee. All club records, lists, and database files are for the sole use of RWOP and shall not be distributed or shared with anyone without permission of the Executive Committee. Email lists shall NOT be distributed to candidates or other entities. All lists and records are the property of RWOP. Email lists and club directories and/or rosters shall not be distributed to associate members.

## **ARTICLE VIII MEETINGS**

- A. 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. At least fourteen (14) days' notice shall be given to all members for regular meetings.
- B. Any special meetings of the Club, the Executive Committee or the Board of Directors may be called by the Club President or shall be called by the Club President at the written request of three (3) voting members of the Board of Directors or ten percent (10%) of the Club membership. At least seven (7) days' notice shall be given for all special meetings. Such written notice shall be by mail, email or other approved electronic communication. The purpose of the meeting 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 of the Executive Committee may be conducted between meetings by mail, phone, or e-mail and ratified at the next meeting, and the vote shall be ratified and entered into the minutes at the club's next regular meeting.
- E. A quorum for any regular or special club meeting shall be twenty five percent (25%) of membership.

- F. In the event a properly called regular meeting has to be cancelled due to circumstances beyond the control of RWOP, then it shall be acceptable to hold said regular meeting by conference call, or other approved electronic means with seven (7) days' notice being given to the members. This section does not apply to a meeting required by these Bylaws that has not already been called. Election of officers must take place in person at a duly called meeting for that purpose.
- G. Club Executive Committee meetings are closed and only the President may invite someone for specific purposes. Executive Committee meetings are private and confidential.
- H. Sergeant-at-Arms or security personnel will provide security at meeting locations.
- I. Confidentiality of meetings is to be maintained at all times. Electronic recordings of meetings shall not be permitted except as approved by the State President. Media outside the Federation shall not record or televise any club meetings, events or function without express permission of the State President.

## **ARTICLE IX EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS AND SPECIAL COMMITTEES**

### **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 address disciplinary issues of members.
  - 6. To attend club 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.
- 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. RWOP Club's Standing Committees are to be Bylaws, Campaign Activities, Fundraising, Legislative, Membership, Programs, 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.

### **ARTICLE X NOMINATIONS AND ELECTIONS**

**Section 1.** In odd numbered years, a Nominating Committee of five (5) members (needs to be an odd number) and one alternate shall be nominated and elected **by a majority vote of the Club membership** at a meeting called for that purpose by the end of May. The existing Nominating Committee's term expires upon the election of the new committee. **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. **Discussions of the Nominating Committee shall remain confidential.** The proposed slate is reported in the official call which shall be sent out in September. A Nominating Committee member shall not serve two (2) consecutive terms.

**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 that purpose to all members of the Board of Directors and Club members at least thirty (30) days prior to the meeting for elections. The members of the Nominating Committee shall not submit to an office the name of anyone serving on the Nominating Committee. It is the duty of the Nominating Committee for all elections to thoroughly vet the candidate for an elected position and to request and present a voting record of that candidate.

**Section 3.** Election of officers shall occur in October. Biennial elections shall occur in odd numbered years. Installation of officers shall take place by December 31 of the year of election.

#### **Section 4. Nominees**

- A. **Nominees** to the RWOP elective offices submitted by the **Nominating Committee** shall be members in good standing of the TNFRW and shall be in accord with the purposes, bylaws and policies of this Federation, and the Republican Party. Oral consent to serve, if elected, must be given to the nominating committee chairman and shall be followed by immediate written consent and a certified copy of her voting record to the nominating chair. The nominating committee chair will submit all forms to the Club President prior to the election.
- B. Nominations for the elective offices may be made from the floor at the meeting called for the election following the report of the nominating committee. Such nominees shall be members in good standing of the TNFRW and shall be in accord with the purposes, Bylaws and policies of this Federation and the

Republican Party. Oral consent to serve must be given to the nominating committee chairman and shall be followed by immediate written consent and a certified copy of her voting record to the nominating committee chair. The nominating committee chair will submit all forms to the Club President prior to the election.

**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 acclamation wherein the President announces the single candidate elected to office.

**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. A certified copy of their voting record must be submitted to the currently serving Nominating Committee of the Club in the year of the official declaration of their candidacy.

**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 TNFRW President and must be approved by the voting members of the TNFRW Board of Directors.

**Section 8.** Delegates and alternates to the NFRW and TNFRW Biennial Conventions are to be elected according to the TNFRW Bylaws, which are shown in Appendix A.

## **ARTICLE XI CONVENTIONS**

The Club must follow the TNFRW Bylaws concerning Conventions, which are shown in Appendix A.

## **ARTICLE XII PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Newly Revised, most current edition, shall govern the Tennessee Federation in all instances where they are applicable and in which they are not inconsistent with these Bylaws, or those of the TNFRW or NFRW or any special rules of order.

## **ARTICLE XIII 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/TNFRW Bylaws shall automatically be included in these Bylaws.

## **ARTICLE XIV DISSOLUTION OF A CLUB**

- A. The Club may be dissolved by a two-third (2/3) vote of the membership provided thirty (30) days' notice has been given in writing to ALL members.
- B. A majority of members must vote to dissolve the club, not the majority present.
- C. Notice of intent must be given to the Area VP and to the TNFRW President at least thirty (30) days prior to dissolution.
- D. The assets of a Club, upon dissolution or being inactive for two consecutive years, shall be distributed to the TNFRW. Upon dissolution, Club assets shall not be disbursed without approval of the TNFRW Executive Committee. None of the assets shall be distributed to any member or officer of the Club.
- E. If a club votes to dissolve and fails to relinquish the name of the club and performs any action that causes harm to the Federation, it will be held legally responsible for expenses incurred if a lawsuit is necessary.
- F. The right to use the name of a dissolved or inactive Club who has not paid dues or service charge for two consecutive years, shall be reverted to the TNFRW. 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 November 2025

# Appendix

## Appendix A

### Conventions-

#### 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. A continuing local club shall have paid the previous year's dues and service charge and maintained its current dues and service charge to be eligible for delegate representation.
- B. The Club President shall send the names, addresses, zip codes, phone numbers, and email addresses of the delegates and alternates to the TNFRW and NFRW Presidents as required by the NFRW. All information must be postmarked or electronically submitted to the NFRW and TNFRW President by the deadline required. Emergency changes must be forwarded in writing to the NFRW President for her approval and must be postmarked or electronically submitted no later than ten (10) days prior to the convention or the deadline given by the NFRW President.

#### State.

- A. The club shall elect representation to the Tennessee Federation of Republican Women's Biennial Convention in the method set forth in the TNFRW bylaws.
- B. Election of delegates and alternates to the State Convention shall take place at a general meeting at least thirty (30) days before the convention to conform to TNFRW certification requirements. A club shall be entitled to one (1) delegate and one (1) alternate for every ten (10) memberships paid to the State Federation no later than sixty (60) days before the State Biennial 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. Name, address, email address and phone number of Club delegates and alternates shall be submitted to the State President, the 2<sup>nd</sup> Vice President and to their respective Area Vice President no later than thirty (30) days before the Convention.

#### 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. The time, date and location of the Area Convention must be submitted with the Call to the State President, to the TNFRW 2<sup>nd</sup> Vice President, and to all Club Presidents within their Area.
- B. Clubs must have been chartered and in good standing at least ninety (90) days 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 duly elected representative from each Club within that Area. The committee shall elect its own chairman and secretary. Each Club's elected representative to the Area Nominating Committee shall be considered one of the delegates in the area convention quota. The Nominating Committee shall submit by mail, email or any other approved electronic communication, 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, email or any other approved electronic communication of her decision.

- D. Within 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 ten (10) memberships paid to the State Federation within thirty (30) days after the Call to the Area Convention. Delegates and alternates are to be elected by each Club after due notice to the membership. Delegates and alternate delegates must have been members at least sixty (60) days before their election.
- E. Name, address, email address, and phone number of each Club's delegates in alternates to the Area Convention shall be submitted by mail, email or any other approved electronic communication to the following individuals, no later than 15 days prior to the area convention: 1) the State President, 2) the Area Vice President, and 3) the 2<sup>nd</sup> 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 open for other nominations following the report of the Nominating Committee. Other nominees shall give a 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 the Area Vice President. The incumbent Area Vice President or presiding officer shall submit to the State President, the 2<sup>nd</sup> 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.
- H. In the event that an Area shall fail to elect an Area 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, 2<sup>nd</sup> 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.