

Bylaws of The Woodlands Republican Women

(Revised 2019)

ARTICLE I — NAME

The name of this organization shall be: The Woodlands Republican Women. The address of this organization shall be that of the incumbent president.

ARTICLE II — OBJECTIVES

The objectives of this organization shall be:

- To work for the election of the Republican Party's nominees.
- To promote an informed electorate through political education.
- To increase the effectiveness of women in the cause of good government through active political participation.
- To facilitate cooperation among local Republican Women's clubs.
- To foster loyalty to the Republican Party and to promote its principles and candidates in all elections including non-partisan elections.

ARTICLE III — POLICY

Section 1. Organization Membership: This organization and its members shall be members of the Texas Federation of Republican Women and the National Federation of Republican Women, shall support their objectives and policies, and shall pay per capita dues and the annual service charges to said organizations.

Section 2. Registered PAC: This organization shall be registered with the Texas Ethics Commission as a Political Action Committee.

Section 3. Candidate Endorsement: This organization, its president, and its campaign activities chairman 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, with the exception of the President and Campaign Activities Chairman, may work for any candidate of their choice in contested Republican primaries but not in the name of the organization. No candidate shall use the TFRW logo in any political advertising, and any political advertising shall contain the following disclaimer: "This endorsement is given by the individual(s) only, NOT the Texas Federation of Republican Women."

Section 4. Candidate Endorsement Exemption: This article pertains only to contests between Republican candidates for public office. If the President or Campaign Activities Chairman is a candidate, or whose husband, or another family member, she shall be exempt from this rule, but may not endorse in the name of the organization.

Section 5. Endorsement/Support for non-Republican: No member of this club shall endorse or work for any non-Republican candidate for public office in any contested election. Violation of this policy by any member shall be subject removal from this club for a minimum period of one fiscal year. (Approved by members 6/12/2019)

Section 6. Controversial Issues: This organization and its officers shall not issue statements or pass resolutions on controversial issues in the name of the organization without first polling its members and obtaining a two-thirds (2/3) written vote of approval of the total membership.

Section 7. Delivery of Records: All officers, committee chairmen and vice chairmen shall deliver all records, files, passwords, social media, administrative rights, and properties of the Club to their successor before December 31 of the year in which she is retiring from office, or within 3 days of leaving the position if earlier than December 31, unless otherwise directed by the Club President or Executive Board. Failure to meet the deadlines may result in the termination of her membership by the club. (Approved by members 6/13/2018)

Section 8. Lobbying: There shall be no lobbying with Legislators using the name of the Texas Federation of Republican Women by any federated local club or any individual member without the express permission of the Board of Directors of the Texas Federation of Republican Women.

Section 9. Fiscal Year: The fiscal year of this club shall be from January 1 through December 31.

Section 10. Candidate Fairness: After the end of the candidate filing period for any office and ending the day after the final election for that office, it is the policy of TFRW that all Republican candidates for that office shall be treated fairly and equitably. When one Republican candidate for an office is invited to speak at a Federation or local club meeting, then all Republican candidates for that office shall be offered equal presentation time at the same meeting or another meeting before the election.

Section 11. No member of this club shall receive any financial profit from any individual, group, or business as a result of any contract or other interaction undertaken on behalf of the federation or the local club. (Approved 6/14/2017)

ARTICLE IV — MEMBERSHIP

Section 1. Eligibility:

- A. Any woman believing in the philosophy of the Republican Party and in the objectives of this organization shall be eligible for membership.
- B. She shall be a registered voter.
- C. Dues must be paid for at least one month and at least one meeting must be attended prior to the privilege of voting.

Section 2. Classification of Membership:

Active – Any woman who believes in the philosophy of the Republican Party and the objectives of the local club and who pays the required annual dues is classified as an active member. An active member may be counted in only one local club for the purpose of delegate representation to Federation State and National Conventions, and this will be the only local unit in which she may hold office. Her dues and name shall be submitted to the Texas Federation of Republican Women from her primary local unit only.

- A. **Associate** – A Republican Woman who is a regular member of another federated local club and wishes to support the Republican Women of the Woodlands may be eligible

for Associate membership upon payment of required dues. She cannot hold office, vote, have voice, or be counted for the purpose of determining the number of delegates to National or State Federation meetings or conventions.

- B. **Associate Men** – Republican men are eligible for Associate membership upon payment of the required annual dues. They cannot hold office, have a voice, vote, or be counted for the purpose of determining the number of delegates to national or state federation meetings or conventions. They do not become members of the State or the National Federation.

ARTICLE V — DUES

Section 1. Annual Dues shall be set by the Executive Board in the Standing Rules.

Section 2. Dues shall be payable on January 1, which shall include The Woodlands Republican Women dues, state dues, and national dues and shall be delinquent March 1.

Section 3. This organization shall pay the annual service charges required by the Texas Federation of Republican Women and the National Federation of Republican Women and submit names and addresses of club officers and members with payment.

Section 4. This organization shall pay the annual per capita dues for its active members and annual service charges to the TFRW and NFRW.

ARTICLE VI — OFFICERS AND THEIR DUTIES

Section 1. Elected Officers: The officers of this organization shall be President, First (1st) Vice President-Programs, Second (2nd) Vice President Membership, Secretary, Treasurer and PAC Treasurer.

Section 2. Duties of Officers:

A. The President shall preside at all meetings of the organization and the Executive Committee, shall appoint chairmen of all standing and special committees except that of the Nominating Committee and any other chairmen designated in these bylaws, with the approval of the Executive Board; shall appoint a parliamentarian; shall serve *ex officio* as a member of all committees except the Nominating Committee; shall approve/sign all contracts on behalf of the club, and shall have general supervision of the work of the organization.

B. The First Vice President-Programs shall perform the duties of the President whenever the President is absent or otherwise unable to serve. Shall perform such other duties as the President may designate. Shall assume responsibilities for the remainder of the term of the president and in case of a vacancy between elections. She shall secure speakers for luncheon meetings and shall submit announcements regarding speakers for distribution to members, and shall perform such duties as the president may designate.

C. The Second Vice President-Membership shall serve as membership chairman and perform such duties as the president may designate. She shall maintain contact with members and keep accurate records of names, addresses, telephone numbers, e-mail addresses, interests, and abilities of members.

D. The Secretary shall keep a factual and unbiased record of the proceedings of all meetings of the organization and the Executive Committee, shall prepare the

correspondence of the organization, shall have custody of all records pertinent thereto and shall perform such additional duties as may be required of the office.

E. The Treasurer shall receive and be custodian of all funds of the club and shall pay all bills upon authorization; expenditures shall be authorized by adoption of the annual budget. Non-budgeted expenditures in excess of \$250 may be authorized by a vote of the club membership. She shall send all appropriate membership dues and annual club service charges to the Texas Federation of Republican Women. The Treasurer shall maintain an accurate list of paid members by maintaining an accurate record of dues received from members and paid to state and national organizations. The Treasurer shall insure that all members who have paid their dues are listed on the official club register as paid members. She shall maintain and regularly forward the official club register to the Vice President-Membership. The Treasurer shall give a report at each regular meeting of the organization to the Executive Board.

Section 3. Term of Office: The term of office for officers and chairmen shall be for one year or until their successor is elected, from January 1 through December 31 following their election or appointment; with the exception of the PAC chairman, no officer or chairman may serve in the same position for more than two consecutive terms.

ARTICLE VII — EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the elected officers, the immediate Past President, who shall serve as advisor, the chairmen of the Standing Committees, and the Parliamentarian, who shall serve ex officio with voting privilege, and other adhoc committee chairmen.

Section 2. The Executive Board shall have the authority to transact any necessary business between meetings, to make recommendations as to the policies of the organization, to advise the President, and to fill vacancies that occur between elections by a two-thirds (2/3) vote of the Executive Board members present and voting with the exception of a vacancy in the presidency, in which case the First Vice President-Programs shall assume the office of President and the Executive Board shall elect a First (1st) Vice President as stated herein.

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

Section 4. A vote may be conducted by mail, telephone, facsimile, or email between meetings of the Executive Board. A decision can be rendered only after written documentation has been received from a majority of the Executive Board.

ARTICLE VIII — MEETINGS

Section 1. Regular Meetings:

- A. The regular meetings shall be held on the second (2nd) Wednesday of each month unless otherwise ordered by the Executive Board, which shall give no less than seven (7) days' notice of the change to the membership.
- B. A minimum of five regular meetings per annum shall be held.

Section 2. Special Meetings:

- A. Special meetings shall be held at the call of the President or upon the request of 20% of the members. The purpose of the meeting shall be stated in the call and no other business shall be considered at the special meeting except that stated in the call of the meeting, with at least 7 days' notice to the members.

Section 3. Regular Meetings of the Executive Board shall be held 1 week prior to the regular meeting of the membership at such time and place as may be determined by the President.

Section 4. Special Meetings of the Executive Board: Special meetings of the Executive Board may be called by the President or upon the request of a majority of the members of the Board; the purpose of the meeting to be stated in the call and no other business shall be transacted, with at least 5 days' notice to the members.

Section 5. Quorum for Regular Meeting: A quorum for a meeting of this organization shall be 30% of the regular members.

ARTICLE IX — COMMITTEES

Section 1. Standing Committees:

- A. The standing committees shall include: Campaign Activities, Political Action, Legislation, Bylaws, Awards, Caring for America, Hospitality, Newsletter, Finance/Fundraising, Newsletter, Outreach, Chaplain and Special Events. The chairmen of the standing committees shall be appointed by the President unless otherwise provided for in these bylaws. The committees shall outline programs for action in their respective fields for consideration and adoptions by the Executive Board, shall carry out such other duties as may be prescribed by the Executive Board and/or President.
- B. Political Action Committee (PAC): The Political Action Committee shall be chaired by the PAC Treasurer who is appointed by the president and shall abide by Texas Election Laws and the opinions issued by the Texas Ethics Commission. All decisions relative to the distribution of funds shall be approved by the Executive Board. The PAC chairman shall deliver copies of all reports to the president in a timely manner.

Section 2. Special Committees:

- A. Special committees shall include: Internal Review, Nominations, and Finance, whose chairmen shall be appointed by the President, except that of the Nominating Committee. Other special committees may be appointed by the President and/or Executive Board as deemed advisable.
 - 1) **Finance Committee:** The members of this committee shall be the President, the Treasurer, and the PAC Treasurer. The Finance Committee shall draw up a projected budget for the fiscal year and submit it to the Executive Board for approval.
 - 2) **Internal Review Committee:** An Internal Review Committee shall be selected to conduct an internal review of the books by December 31 of the fiscal year and shall submit its report to the Executive Board prior to the

regular meeting in January. The Treasurer shall be present at the internal review of the books.

- B. The special committees shall outline programs in their respective fields for consideration and adoption by the Executive Board. These committees shall be formed only for the duration of their service. Their chairmen will not have a voice or voting rights on the Board.

Section 3. All Committees shall report to the membership at the Executive Board and the regular meeting or as ordered by the President.

ARTICLE X — NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee:

- A. A nominating committee of not less than 5 and not more than 7 members, at least one of whom shall not be a member of the Executive Board, shall be elected by the membership at the September meeting. The Nominating Committee shall elect its chairman from one of its own number. A plurality vote shall elect the members of the committee. The current club president may not serve on the committee.
- B. The Nominating Committee shall report one nominee for each office at the October meeting.
- C. The nominating committee cannot succeed itself.

Section 2. Elections:

- A. Elections shall be held at the November meeting after the Nominating Committee has reported its nominees.
- B. Nominations from the floor shall be allowed, provided prior consent of each of the nominees shall be obtained.
- C. Where there is only one candidate for an office, election may be by voice vote. Where there is more than one candidate for an office, election shall be by ballot. A plurality vote shall elect.
- D. No absentee or proxy voting shall be allowed.

Section 3. Installation: Officers shall be installed at the December meeting.

ARTICLE XI — CONVENTIONS

Section 1. Texas Federation of Republican Women Biennial Convention:

This organization may be represented at the Biennial State Convention by one delegate and one alternate for each ten (10) members and an additional delegate and alternate for a remainder of six to nine members. Delegates and alternates to the convention of the Texas Federation of Republican Women shall be elected at a regular meeting.

Section 2. National Federation of Republican Women Biennial Convention:

This organization may be represented at the Biennial National Convention by one delegate and one alternate. The delegate and alternate to the National Federation of Republican Women Convention shall be elected at a regular meeting.

ARTICLE XII — PARLIAMENTARY AUTHORITY

The latest edition of *Robert's Rules of Order, Newly Revised* shall govern all proceedings except where inconsistent with the Bylaws of this organization and those of the Texas Federation of Republican Women and of the National Federation of Republican Women.

ARTICLE XIII — AMENDMENTS

These bylaws may be amended at any regular meeting of the club by a two-thirds vote provided that notice of the proposed amendment has been sent to each member at least 15 days prior to the meeting or provided that notice of the proposed amendment has been submitted in writing at the previous regular meeting.

ARTICLE XIV — DISSOLUTION

This club may be dissolved by a two-thirds vote at any meeting of the local club, provided that notice of the dissolution has been submitted in writing at the previous meeting and has been sent by mail to all members of the local club. In the event of dissolution, the Executive Board shall, after payment of all liabilities of the local club, distribute any remaining assets to the state federation. None of the assets shall be distributed to any member or officer of the organization. The right to use the name shall revert to the state federation.