

NEW YORK STATE
FEDERATION OF REPUBLICAN WOMEN, INC.

BY-LAWS

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ARTICLE I NAME

The name of this organization shall be Federation of Women’s Republican Clubs of New York State, Inc., also known as the New York State Federation of Republican Women, Inc. (NYSFRW).

ARTICLE II OBJECTIVES

The objectives of this organization shall be:

- A. To promote the principles of freedom, equality and justice on which is founded the government of this country.
- B. To support the objectives and policies of the National Federation of Republican women (NFRW).
- C. To foster loyalty to the Republican Party and to promote its principles and candidates.
- D. To promote an informed electorate through political education and activity.
- E. To promote the principles of the Republican National Committee (RNC), and the New York State and County Committees.
- F. To work for the election of the Republican Party’s nominees.
- G. To encourage and support the candidacy of Republican Women for public office.
- H. To facilitate cooperation among organized Republican women.

NYSFRW BY-LAWS

ARTICLE III MEMBERSHIP

- SECTION 1. Membership in this organization shall be open to any county federation of Republican women's Clubs, to any county club or local club of Republican women and to the women of mixed Republican clubs whose by-laws provide for at least five (5) meetings during each year, annual dues, and whose provisions do not conflict with the by-laws of the NYSFRW and the NFRW.
- (a) A county federation is an organization whose membership is comprised primarily of Member Clubs. A county federation may also have individual members.
 - (b) A county club is an organization comprised solely of individual members and no Member Clubs.
 - (c) A local club is an organization comprised of members from a geographic area of less than a county and comprised solely of individual members and no Member Clubs.
 - (d) A mixed Republican club is composed of women and men members.
 - (e) Hereafter, these four (4) designations shall be referred to as "Member Clubs."
 - (f) All women members of Member Clubs must be dues paying members of the NYSFRW and the NFRW. A minimum of ten (10) active dues paying members is necessary to maintain membership in the NYSFRW and the NFRW.
- SECTION 2. There may also be Associate Members. A person who contributes a minimum of \$25.00 per annum to the NYSFRW is an associate member without a voice or vote at any NYSFRW meeting. Associate memberships cannot be counted towards Member Clubs' representation to a NYSFRW meeting. Associate members will receive the official publications of the NYSFRW and other educational material.
- SECTION 3. All applications for membership shall be sent to the President of the NYSFRW, accompanied by a copy of the Club by-laws, the names, addresses and telephone numbers of the officers of the Club, a list of the complete membership (listed alphabetically by name and address) with the necessary dues and service charges as prescribed in ARTICLE VII - DUES.
- SECTION 4. The Executive Committee shall have complete jurisdiction over applications. Acceptance shall be by majority vote in meeting or by mailed vote. The Executive Committee shall also have complete jurisdiction over suspension of or removal from membership.
- SECTION 5. Grounds for suspension or removal from membership include the support of opposition candidates to Republican Party candidates, advocating a split party ticket, working against the objectives of the NYSFRW and the NFRW or the non-payment of dues for a full membership in the NYSFRW and NFRW for a period of two (2) years.
- SECTION 6. Neither the NYSFRW nor a Member Club may support a candidate running in a primary in New York State. Individual members of the NYSFRW may individually support candidates in a primary.
- SECTION 7. The word "Republican" shall be included in the names of all Member Clubs.
- SECTION 8. The provisions and procedures for reinstatement of Clubs removed from membership shall be the same as those required by a Club initially applying for membership, with the exception that a two-thirds (2/3) vote of the Executive Committee shall be required for reinstatement.

ARTICLE IV OFFICERS and THEIR DUTIES

- SECTION 1. The officers of this organization shall consist of a President, a First Vice President, a Second Vice President, a Third Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer, to be elected at the annual meeting held in odd years. They shall serve one (1) two-year term and no officer shall succeed herself.

NYSFRW BY-LAWS

ARTICLE IV OFFICERS and THEIR DUTIES (Continued)

SECTION 2. Eligibility:

- (a) Elected and appointed NYSFRW officers, and members of standing and special committees shall be local federated club members in good standing.

SECTION 3. The duties of the officers shall be such as are implied in their titles or stated in these by-laws.

(a) The President shall:

1. Preside at all meetings of the NYSFRW, the Executive Committee and the Council.
2. Have general supervision of the work of the NYSFRW.
3. Appoint all standing and special committee chairmen, with the exception of the Nominating Committee chairman.
4. Be ex-officio member of committees, except the Nominating Committee.
5. Co-sign checks with an officer designated by the Executive Committee in the absence or inability of the Treasurer.
6. Represent the NYSFRW at all times or designate someone as her representative in her absence or inability to do so.
7. Serve as liaison between the NYSFRW, the NFRW and the New York Republican State Committee.
8. Appoint a Parliamentarian and the Elections Committee.
9. Appoint all ad hoc committee chairmen.
10. Appoint a Budget Committee annually to consist of the President, the Third Vice President, the Treasurer and one (1) additional member from the Executive Committee.
11. Issue the call for all meetings of the NYSFRW, the Executive Committee and the Council.
12. Sustain the process for filling a vacancy in the post of Judicial District Director as per ARTICLE V, Section 3 (d).
13. Receive annual reports from Member Clubs on or before January 1st and notify Judicial District Director if not received by January 15th.

(b) The Vice Presidents shall:

1. In their order, perform the duties of the President in her absence or inability to serve and such other duties as may be assigned by the President.
2. The First Vice President is responsible for Conference programs and workshops.
3. The Second Vice President is responsible for increasing the number of members and member clubs.
4. The Third Vice President is responsible for fund raising activities.

(c) The Recording Secretary shall:

1. Record and keep accurate minutes of all meetings of the NYSFRW and provide a copy of all minutes to the President.
2. Call the roll of the membership at meetings as requested by the President.
3. Perform such other duties as may be assigned by the President.

NYSFRW BY-LAWS

ARTICLE IV OFFICERS and THEIR DUTIES (Continued)

(d) The Corresponding Secretary shall:

1. Conduct the correspondence of the NYSFRW as requested by the President.
2. Send out written notices of all meetings in accordance with the time requirement states in ARTICLE VI and as instructed by the President.
3. Perform such other duties as may be assigned by the President.

(e) The Treasurer shall:

1. Be custodian of all funds of the NYSFRW and disburse them only on the authorization of the President on receipt of vouchers.
2. Keep an accurate account and copies of all receipts and disbursements.
3. Present a complete report at all meetings of the NYSFRW and as ordered by the President.
4. Keep an up-to-date roster of the membership with copies to the President and NFRW Membership Director.
5. Safeguard the membership lists and not allow the use of such lists by any outside organization unless authorized by the Executive Committee.
6. On or before September 1st send notice of dues payable, together with required reporting form, to Member Clubs. A second notice, with a copy to the appropriate Judicial District Director, shall be sent on December 1st to those not responding by November 30th.
7. Be an ex-officio member of the Finance and Credentials Committee.
8. Provide information to, and work closely with, the Chair of the Finance Committee, who will be known as the Finance Officer for this organization.
9. Deposit all funds of the NYSFRW in a bank in the name of NYSFRW.

SECTION 5. An audit shall be made every two years in January by an Audit Committee composed of three NYSFRW members appointed by the incoming President (for a term length).

SECTION 6. In the event of a vacancy in the office of President, the First Vice President shall become President. The Second Vice President shall become First Vice President. The Executive Committee shall fill all other vacancies.

SECTION 7. Telephone and mailing expenses for all officers, unless otherwise provided, will be paid by the NYSFRW. Mileage expense or other travel expense incurred by Executive Committee members, shall not be paid by the NYSFRW. The President must approve mileage exceptions. The President, before submission to the treasurer, must approve all itemized reimbursement vouchers..

SECTION 8. The NYSFRW shall be responsible for the payment of all mandatory and reasonable expenses incurred by the President in her capacity as President of the NYSFRW. Any expenses incurred by the President in her capacity as Vice Chairman Federated Activities - Republican State Committee, not paid for by said Committee, may be submitted to the Executive Committee of the NYSFRW for review. Mandatory expenses shall include all meetings of the NYSFRW, the Executive Committee and Council, NFRW Board meetings and Biennial Conventions. Reasonable expenses shall include travel within the State of New York in her official capacity as President of the NYSFRW to include transportation, lodging, meals, tolls, taxicab fare, telephone and any registration fees. Any other expenditure incurred by the President in excess of one hundred dollars (\$100.00) shall be submitted to the Executive Committee for approval prior to reimbursement by the Treasurer. All expenses must be documented before reimbursement.

NYSFRW BY-LAWS

ARTICLE V EXECUTIVE COMMITTEE, COUNCIL and JUDICIAL DISTRICT DIRECTORS

SECTION 1. EXECUTIVE COMMITTEE

- (a) The Executive Committee shall consist of the officers, the Judicial District Directors, the immediate past President and chairmen of standing committees, all of whom are voting members.
- (b) Ex-officio members of the Executive Committee shall be the Parliamentarian, and the former NYSFRW Presidents, all of whom have a voice, but no vote.
- (c) The Executive Committee shall:
 - 1. Have complete jurisdiction over membership applications.
 - 2. Have complete jurisdiction over removals from, and reinstatements of, memberships.
 - 3. Recommend the annual budget to the delegates at the annual meeting.
 - 4. Select the time and place of annual meetings and conferences of the NYSFRW.
 - 5. Approve the appointments by the President of the chairmen of standing committees and special committees.
 - 6. Conduct the business of the NYSFRW between meetings.
 - 7. Fill vacancies in any elective office, with the exceptions of the offices of the President and First Vice President.
 - 8. Remove from office or duties, by a two-thirds (2/3) vote, any officer or standing committee chairman who does not support the policies and objectives of the NYSFRW.
- (d) Vote of the Executive Committee may be either in meeting or by mail.
- (e) The Executive Committee shall meet at least five (5) times a year at the call of the President and/or upon written request of four (4) members of the Executive Committee.

SECTION 2. THE COUNCIL

- (a) The Council shall consist of the officers, the Judicial District Directors, the Immediate Past President, chairmen of all standing committees, the Presidents of Member Clubs, and council members at large, all of whom are voting members. Maximum number of council members at large shall be thirty (30).
- (b) The Council shall elect a Nominating Committee of five (5) members and two (2) alternates at the annual meeting in even years. This committee shall designate at least one (1) nominee for each office and report to the President at least ninety (90) days prior to the next annual meeting. The President shall forward the slate to Member Clubs at least sixty (60) days prior to such meeting.

NYSFRW BY-LAWS

ARTICLE V EXECUTIVE COMMITTEE, COUNCIL and JUDICIAL DISTRICT DIRECTORS

SECTION 3. JUDICIAL DISTRICT DIRECTORS

- (a) One (1) Judicial District Director for each Judicial District shall be elected by the Member Clubs in good standing in each Judicial District. The term of office shall be for two (2) years and no Judicial District Director shall serve for more than two (2) consecutive terms.
- (b) The incumbent Judicial District Director shall appoint a Nominating Committee of three (3) members, no two (2) of whom shall be from the same county where the Judicial District is composed of three (3) or more counties or from the same Club where there are fewer than three (3) counties in the Judicial District. The Nominating Committee shall present a nominee to the Club Presidents at a meeting called by the Judicial District Director prior to June 1st. Notice of the meeting must be sent to Member Clubs prior to march 15th. Nominations may be made from the floor. The Judicial District Director shall take office on June 1st.
- (c) A Judicial District Director shall:
 - 1. Be a member of the Executive Committee and Council of the NYSFRW and attend all meetings thereof. If unable to attend, she may designate a representative who may vote.
 - 2. Report to the Member Clubs actions taken at NYSFRW meetings.
 - 3. Coordinate activities of Member Clubs in the Judicial District and aid them in carrying out the aims and goals of the NYSFRW.
 - 4. Keep up-to-date records of the officers of the Member Clubs in order to facilitate communication between the NYSFRW and the Member Clubs.
 - 5. Call meetings at her discretion, but must hold at least one (1) meeting per year prior to June 1st.
 - 6. Endeavor to bring any Member Clubs back into compliance in the event any have not forwarded annual dues and an annual report to the President by December 31st and shall report results to the Executive Committee at next meeting.
 - 7. Encourage and assist in the formation of new Clubs in her Judicial District.
- (d) In the event the post of Judicial District Director becomes vacant prior to the expiration of her term, the President of the NYSFRW shall call a meeting of the Member Clubs in that Judicial District, on fifteen (15) days notice, to fill the vacancy.

ARTICLE VI MEETINGS

- SECTION 1. There shall be an annual meeting of the NYSFRW during the months of January, February, March or April, the date and place to be determined by the Executive Committee. There may be other meetings as the Executive Committee directs. Notice to the Member Clubs shall be given no less than forty-five (45) and nor more than sixty (60) days prior to the date set for these meetings.
- SECTION 2. The Executive Committee shall meet at the call of the President at least five (5) times a year and/or at the written request of four (4) members. Meetings of the Executive Committee may be either in person, by mail, by telephone or by use of electronic media. At least one of these meetings shall be in person and a two (2) weeks' notice shall be given for those meetings.
- SECTION 3. The Council shall meet at the call of the President at the annual meeting in even years. Notice shall be given no less than forty-five (45) and no more than sixty (60) days prior to the date set for these meetings.

NYSFRW BY-LAWS

ARTICLE VI MEETINGS (Continued)

SECTION 4. Delegates and alternates to NYSFRW meetings.

- (a) Delegates and alternates acting as delegates shall be the only persons entitled to vote on any question or for the election of officers at any meeting of the NYSFRW, except that the Executive Committee shall also be entitled to vote. Delegates and alternates acting as delegates shall be members in good standing of the NYSFRW.
- (b) Representation at meetings shall be based upon the number of members in good standing prior to December 31st. New Clubs formed after December 31st shall be eligible to send delegates if they meet all conditions forty-five-- (45) days prior to the meeting.
- (c) Each Club shall be entitled to a delegate or delegates as follows:

<u>Membership</u>	<u>Delegates</u>
10 - 25	1
26 - 50	2
51 - 75	3
76 - 100	4

Clubs with membership of one hundred and one (101) and over shall follow the above formula in determining the number of delegates for which they are eligible.

- (d) Each Club shall be entitled to as many alternates as delegates.
- (e) Each delegate shall be entitled to one (1) vote. If absent, an alternate may vote in her stead.
- (f) Any delegate or alternate to a NYSFRW meeting who cannot attend may submit a written proxy to the Credentials Committee, which must be approved by them. Proxies shall be on the form provided by the NYSFRW.
- (g) Names and addresses of delegates and alternates selected by Member Clubs shall be sent immediately upon selection to the chairman of the Credentials Committee on forms provided for this purpose.
- (h) A delegate or alternate shall serve as a delegate or alternate from only one (1) Club.

SECTION 5. Delegates and alternates at large to NFRW meetings.

- (a) Three (3) delegates-at-large from the NYSFRW and one (1) additional delegate-at-large for each five hundred (500) members, or major fraction thereof, shall be appointed by the President in odd-numbered years.
- (b) The number of additional delegates-at-large shall be based on current year's dues paid to the NFRW, such payment to be postmarked ninety (90) days before the Biennial Convention of the NFRW.
- (c) An equal number of alternates-at-large shall be appointed.

NYSFRW BY-LAWS

ARTICLE VI MEETINGS (Continued)

SECTION 6. Club Delegates and alternates to NFRW conventions.

- (a) Clubs shall be entitled to one (1) delegate and one (1) alternate who shall vote in the absence of the delegate.
- (b) Clubs shall select their delegates and alternates to NFRW conventions..
- (c) The Club President shall send to the NYSFRW President and the NFRW President the names, addresses and zip codes of delegates and alternates on credentials forms provided by the NFRW and postmarked no later than thirty (30) days prior to the convention.
- (d) Clubs must have been chartered and in good standing at least six (6) months prior to the date of the next NFRW convention to be eligible for representation.

SECTION 7. Representation at NFRW conventions shall include the President of the NYSFRW, three (3) delegates-at-large from the NYSFRW and one (1) delegate-at-large for each five hundred (500) members, or major fraction thereof, based on payment of current year's dues, postmarked ninety (90) days before the Biennial Convention and one (1) delegate from each Club. The alternate from each Club and the alternate-at-large shall be entitled to vote in the absence of the corresponding delegate.

ARTICLE VII DUES

SECTION 1. The finances for this Federation shall be derived from dues and from such other sources as may be approved by the Executive Committee.

SECTION 2. The fiscal year for the NYSFRW shall be January 1st through December 31st. Dues shall be payable upon application for membership and thereafter before the end of the fiscal year on December 31st.

SECTION 3. The Treasurer shall send dues notices to all Member Clubs no later than September 1st. Dues are payable on or before December 31st and are considered delinquent January 1st. A second notice shall be sent on December 1st to all Member Clubs whose dues have not been received by November 30th.

SECTION 4. Each Member Club shall pay yearly dues per active member to the NYSFRW Treasurer and shall also include dues for NFRW.

SECTION 5. Each Member Club shall remit a yearly service charge set by NFRW to the NYSFRW Treasurer.

SECTION 6. A typed, alphabetical listing of the complete Club membership, including name, addresses and zip code, shall accompany the dues and service and mailing charge.

SECTION 7. The NYSFRW Treasurer shall forward the per-Club service charge and the dues per member received from the Member Clubs to the NFRW.

SECTION 8. Additional members may be added during the year by remitting per capita dues and list of names and addresses of the new members to the NYSFRW Treasurer, who will forward these dues to the NFRW immediately upon receipt.

NYSFRW BY-LAWS

ARTICLE VII DUES (Continued)

SECTION 9. After January 15th, Clubs that have not paid annual dues to the NYSFRW shall lose voting privileges. They shall be dropped from membership if dues have not been paid for a two- (2) year period.

SECTION 10. The Treasurer of each Member Club shall present a membership card, provided by the NYSFRW Treasurer, to each paid up member to be used for identification at all NYSFRW meetings.

ARTICLE VIII NOMINATIONS and ELECTIONS

SECTION 1. Nominations

- (a) A Nominating Committee of five (5) members and two (2) alternates shall be elected by the Council at the NYSFRW annual meeting in even years. The person receiving the greatest number of votes shall be the Chairman. The Nominating Committee shall request suggestions for nominees from the Member Clubs in good standing and set a deadline for receipt of such suggestions. The Nominating Committee shall meet subsequent to that date. The Nominating Committee shall strive to nominate no more than one NYSFRW officer from the same member club to serve during the same term. The committee shall submit at least one (1) nominee for each office to the NYSFRW President at least ninety (90) days prior to the odd-year annual meeting. The NYSFRW President shall forward the report to the Member Clubs at least sixty (60) days prior to such meeting.
- (b) Other nominations may be made by petition, signed by not less than five (5) members of the Council and not less than five (5) Member Club Presidents from five (5) different Judicial Districts, and filed with the NYSFRW President at least thirty (30) days before the annual meeting. The President must post, or cause to be posted, said nominations in the office of the NYSFRW, and must notify all Member Clubs at least twenty (20) days in advance of the annual meeting. There shall be no nominations from the floor.
- (c) No member of the Nominating Committee may allow her name to be placed in nomination for any office. If a member of the committee wishes to run, she shall first resign from the committee, her position to be filled by one of the alternates.
- (d) Nominees must be members in good standing of Clubs in good standing and must have consented to serve, if elected.
- (e) No one shall serve on the Nominating Committee for more than two (2) consecutive terms.

SECTION 2. Elections

- (a) Elections shall be held at the annual meeting held in odd years.
- (b) Election shall be by ballot and a majority shall elect.
- (c) Where there is only one (1) nominee for an office, election may be by voice.
- (d) The term of office shall be for two (2) years or until a successor is elected. They shall be elected for one (1) two-year term and no officer shall succeed herself.
- (e) The term of office shall begin at the close of the annual meeting.

NYSFRW BY-LAWS

ARTICLE IX COMMITTEES

- SECTION 1. The standing committees of this organization shall include: By-Laws, Campaign, Credentials, Finance, Judicial District Coordinator, Leadership, Legislation, Membership, Political Action (PAC), Program, Public Relations, Resolutions, Rules, and Ways and Means.
- SECTION 2. The President with the approval of the Executive Committee may create other standing committees.
- SECTION 3. The President with the approval of the Executive Committee may create special committees.
- SECTION 4. The duties of the standing and special committees shall be prescribed by the Executive Committee.
- SECTION 5. All committees shall present written reports at NYSFRW meetings.

ARTICLE X RESOLUTIONS

- SECTION 1. Resolutions shall be submitted in writing to the chairman of the Resolutions Committee, for approval of the Executive Committee, by a member or Club in good standing at least two (2) weeks prior to a NYSFRW meeting. Resolutions offered subsequent to that date must be approved by the Executive Committee prior to consideration and voting by the delegates.

ARTICLE XI QUORUM

- SECTION 1. A majority of the credentialed delegates present shall constitute a quorum at NYSFRW meetings.
- SECTION 2. Eight (8) members of the Executive Committee shall constitute a quorum for meetings of the Executive Committee.
- SECTION 3. A majority of the Council members present shall constitute a quorum for meetings of the Council.

ARTICLE XII OFFICE

- SECTION 1. The headquarters of the NYSFRW shall be that of the New York Republican State Committee (NYRSC) Headquarters.

ARTICLE XIII PARLIAMENTARY AUTHORITY

- SECTION 1. ROBERT'S RULES OF ORDER, Newly Revised, or the latest edition thereof, shall govern the NYSFRW in all instances where they are applicable and in which they are not inconsistent with these by-laws.

ARTICLE XIV AMENDMENTS

- SECTION 1. These by-laws may be amended by a two-thirds (2/3) vote of the delegates present at an annual meeting or conference provided the proposed amendment shall have been approved by the Executive Committee, and that prior notice of the proposed change has been sent to each member of the Executive Committee and to each Member Club at least sixty (60) days prior to the meeting.

NYSFRW BY-LAWS

ARTICLE XV STANDING RULES

Standing Rules of any organization are set up as guideposts by which the organization operates. Mandatory restrictions are set by By-Laws; Standing Rules provide the continuity of activity by giving specifics and procedures. These rules stand alone from the Constitution and/or By-Laws of that organization.

SECTION 1. Standing Rules for the NYSFRW may be stated and/or amended by Executive Committee action. Approval of these rules will be by a majority vote of the members present at a regular meeting of the NYSFRW.

SECTION 2. No Standing Rule may be adopted that conflicts with the By-Laws of the NYSFRW or Robert's Rules of Order.

ARTICLE XVI DISSOLUTION CLAUSE

In the event of a dissolution of this organization by a majority vote of the NYSFRW Executive Committee, all of its assets which remain after payment of all NYSFRW liabilities, costs and expenses of such dissolution shall be distributed as decided by a majority vote of the NYSFRW Executive Committee. None of the assets shall be distributed to any member or officer of the NYSFRW.

Revised March 3, 1997
Revised July 19, 1997
Revised March 2, 1998
Revised April 12, 1999
Revised September 18, 1999
Revised September 16, 2001
Revised September 17, 2002
Revised April 12, 2004
Revised March 20, 2006
Revised April 25, 2009
Revised August 1, 2010