



**NEW YORK STATE  
FEDERATION OF REPUBLICAN WOMEN  
BY-LAWS**

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**ARTICLE I      NAME**

The name of this organization shall be known as the New York State Federation of Republican Women, Inc. hereinafter referenced as NYSFRW.

**ARTICLE II      PURPOSES**

The purposes of this organization shall be to:

- A. promote the principles of freedom, equality and justice in accordance with the Constitution of the United States of America
- B. support the objectives of the National Federation of Republican Women (NFRW)
- C. foster loyalty to the Republican Party and to promote its principles and candidates
- D. promote an informed electorate through political education and activity
- E. promote the principles of the Republican National Committee (RNC) and the Republican New York State and County Committees
- F. work for the election of the Republican Party's nominees
- G. encourage and support the candidacy of Republican women for public office
- H. facilitate cooperation among organized Republican women

## ARTICLE III MEMBERSHIP

- Section 1. Active membership in the NYSFRW shall be through clubs which are chartered by the NFRW, whose by-laws provide for at least (5) meetings during each year, collect annual dues and whose provisions do not conflict with the by-laws of the NYSFRW and the NFRW.
- (a) 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.
  - (b) Virtual Clubs or E-Clubs are subject to the same requirements as regular member clubs with the only difference being that they meet via conference call or virtual chat applications.
    - 1. A virtual club meets online using technology such as group chats, video conferencing, Facebook or similar social network platforms.
    - 2. Virtual club meetings are conducted in the same manner as traditional club meetings and include the same agenda items and programming. The only difference is the virtual club meets online while the traditional club meets at a venue such as a restaurant, office, library or home.
    - 3. Virtual clubs are perfect for women who have young children, a demanding work schedule, travel frequently, live in rural areas, are homebound or have mobility and/or transportation challenges, or don't have time to attend meetings in person.
    - 4. The virtual club is chartered and organized in the same manner as any other club and is part of the state federation structure.
    - 5. The NYSFRW will follow the template / guidelines found on the NFRW website for ease of formation / approval of virtual clubs.
- Section 2. There may also be Associate Members. Associate memberships cannot be counted towards Member Clubs' representation to a NYSFRW meeting. Associate members will be registered Republicans and will receive the official publications of the NYSFRW and other educational materials. Men may only be Associate members and will have no voice or vote at NYSFRW meetings.
- Section 3. All applications for local club membership shall be sent to the President of the NYSFRW, accompanied by a copy of the Club by-laws, the names, addresses, telephone numbers, and e-mail addresses of the officers of the Club, and a list of the complete membership (listed alphabetically by name, address, telephone number and e-mail address) with the necessary dues and service charges as prescribed in ARTICLE VII-DUES. Upon the NYSFRW executive committee's determination that the submitted application has been fully and properly completed, it will then be forwarded to NFRW for charter approval.
- Section 4. Grounds for suspension or removal of a Club or Club Member from membership include the support of opposition candidates to the 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 or NFRW for a period of two (2) years.
- a. The alleged violation will be reviewed by the Advisory committee who will then make a recommendation to the Executive Committee.
  - b. All disciplinary processes will be in compliance with the NFRW.

- Section 5. The word “Republican” shall be included in the names of all Member Clubs.
- Section 6. 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.
- Section 7. Membership lists are the property of the NFRW and cannot be shared or sold to anyone. This also applies to candidates and county committees.

#### **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. All Officers may serve up to two consecutive two-year terms and no officer shall succeed herself beyond two terms.
- Section 2. Eligibility
- (a) The 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 Board of Directors.
  2. Have general supervision of the work of the NYSFRW.
  3. Appoint all standing and special committee chairwomen, with the exception of the Nominating Committee Chairwoman.
  4. Be an ex-officio member of committees, except the Nominating Committee.
  5. Co-authorize checks and disbursements issued by the Treasurer. However, if the check or disbursement is to be issued to the President then the duty to co-authorize shall default to the First Vice-President.
  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.
  9. Appoint all ad hoc committee chairwomen.
  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 Board of Directors.

12. Sustain the process for filling a vacancy in the post of REGIONAL DIRECTOR as per ARTICLE V, Section 3 (d).
  13. Receive annual reports from Member Clubs on or before January 1<sup>st</sup> and notify the REGIONAL DIRECTOR if not received by January 15<sup>th</sup>.
- (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 fundraising 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.
- (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 in ARTICLE VI and as instructed by the President.
  3. Be the point person for social media and all newsletters.
  4. Be responsible for the creation and distribution of the annual call to conference.
  5. Perform such other duties as may be assigned by the President.
- (e) The Treasurer shall:
- On or before October 1<sup>st</sup> send notice of dues payable, together with required reporting form, to Member Clubs. A second notice, with a copy to the appropriate REGIONAL DIRECTOR, shall be sent on December 1<sup>st</sup> to those not responding by November 30<sup>th</sup>.
1. Be an ex-officio member of the Finance and Credentials Committee.
  2. Provide information to, and work closely with the Chair of the Finance Committee who will be known as the Finance Officer of this organization.
  3. Deposit all funds of the NYSFRW in a bank in the name of the NYSFRW.
  4. Be a signer on all accounts and must obtain co-authorization for all checks and disbursements issued.

Section 4. A financial review shall be made in January of each and every odd year, or more frequently as may be necessary, by a financial review committee composed of three NYSFRW members appointed by the President (for a term length).

Section 5. In the event of a vacancy in the office of the 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 6. All Officers must submit a detailed expense account to the Treasurer. The Treasurer can present any issue or discrepancy to the Executive Committee for review. 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 NYSFRW. The President must approve mileage exceptions. The President, before submission to the Treasurer, must approve all itemized reimbursement vouchers.

## **ARTICLE V EXECUTIVE COMMITTEE, BOARD of DIRECTORS and REGIONAL DIRECTORS**

### Section 1. EXECUTIVE COMMITTEE

- (a) The Executive Committee shall consist of the Elected Officers, Regional Directors, the Immediate Past President and Chairwomen of Standing Committees, all of whom are voting members. Guests may attend at the discretion of the President but will not have a vote.
- (b) Ex-officio members of the Executive Committee shall be the Parliamentarian, and the former NYSFRW Presidents, all of whom have no vote.
- (c) The Executive Committee shall:
  - 1. Have complete jurisdiction over membership applications.
  - 2. Have complete jurisdiction over removals from, and reinstatement 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. Conduct the business of the NYSFRW between meetings.
  - 6. Fill Vacancies in any elective office, with the exception of the offices of President and First Vice President in which a special election will be held within 30 days of said Vacancy.
  - 7. Remove from office or duties, by a two-thirds (2/3) vote, any officer or standing committee chairwoman who does not support the policies and objectives of the NYSFRW.
- (d) Vote of the Executive Committee may be either in a meeting or by mail or in electronic format.
- (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.
- (f) Voting members of the Executive Committee must attend a minimum of fifty percent (50%) of the meetings called and held unless excused for cause by the NYSFRW President. Voting members of the Executive Committee who do not meet this requirement may be removed from office for cause by a majority vote of the elected officers.

### Section 2. BOARD OF DIRECTORS

- (a) The Board of Directors shall consist of the Elected Officers, Regional Directors, Immediate Past President, Chairwomen of all Standing Committees, Presidents of the

Member Clubs as well as Board of Directors Members at Large. The maximum number of Board of Directors Members at Large shall be thirty (30).

- (b) Board of Directors Members at Large are appointed by the President for the purpose of voting on the nominated slate of candidates. Their term expires upon the conclusion of the Board of Directors meeting.
- (c) The Board of Directors shall elect a Nominating Committee of five (5) members and two (2) alternates at the annual meeting in even years. This committee shall designate 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 the Member Clubs at least sixty (60) days prior to such meeting.

Section 3. REGIONAL DIRECTORS

- (a) The authority of selecting Regional Directors belongs solely to the President of the NYSFRW in collaboration with the Club Presidents of each region.
- (b) A Regional Director shall:
  - 1. Be a member of the Executive Committee and Board 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 selected region 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 Member Clubs.
  - 5. Call meetings at her discretion but hold at least one (1) meeting per year prior to June 1.
  - 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 31<sup>st</sup> and shall report results to the Second Vice President and Executive Committee at the next meeting.
  - 7. Encourage and assist in the formation of new Clubs in her District.
- (c) In the event the post of REGIONAL DIRECTOR becomes vacant prior to the expiration of her term, the President of the NYSFRW shall fill the vacancy.

**ARTICLE VI MEETINGS**

Section 1. There shall be an annual meeting of the NYSFRW during the months of February, March, April or May; 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 no more than sixty (60) days prior to the date set for all 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 the meetings.

Section 3. The Board of Directors shall meet at the call of the President including 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.

- (a) In the event a properly called board meeting has to be canceled due to circumstances beyond the control of the New York State Federation of Republican Women, then it shall be acceptable to hold said board meeting by an approved electronic means with seven days' notice being given to all the members of the Board of Directors. This section does not apply to a meeting required by these bylaws that has not already been called.

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 voting members of 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) The number of delegates is determined by the number of members in good standing as of December 31<sup>st</sup> of the year prior to the Annual NYSFRW Conference. New Clubs formed after December 31<sup>st</sup> shall be eligible to send delegates if they meet all conditions forty-five (45) days prior to the meeting. An equal number of alternates-at-large shall be appointed.
- (c) Each Club President, as a member of the Board of Directors, is automatically a Delegate. Additionally, each Club shall be entitled to a delegate or delegates as follows:

Membership	Delegates
10 - 25	1
26 - 50	2
51 - 75	3
76 - more	4

- (d) Each Club shall be entitled to as many alternates as delegates.
- (e) *Regarding those holding Executive Committee positions, each member shall be entitled to one (1) vote only, regardless of how many Executive Committee positions are held. If absent, a designated alternate may vote in her stead.*
- (f) Immediately upon selection, names and addresses of delegates and alternates selected by Member Club Presidents shall be sent to the chairwoman of the Credentials Committee on the forms provided for this purpose.
- (g) A delegate or alternate shall serve as a delegate or alternate from only one (1) Club.

Section 5. Delegates and alternates at large to the NFRW meetings

- (a) For purposes of the Biennial Convention, the number of Delegates will be determined by the NFRW.
- (b) All Club Presidents are considered Delegates; additionally, Delegates at Large are chosen by the State President.

## ARTICLE VII DUES

- Section 1. The finances of 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. They shall be paid before the end of the fiscal year on December 31<sup>st</sup> and not later than February 15<sup>th</sup> in the following year.
- Section 3. The Treasurer shall send dues notices to all Member Clubs no later than October 1<sup>st</sup>. Dues are payable on or before December 31st and are considered delinquent after February 15<sup>th</sup>. A second notice shall be sent on December 1st to all Member Clubs whose dues have not been received by November 30<sup>th</sup>.
- Section 4. Each Member Club shall pay yearly dues per active member to the NYSFRW Treasurer and shall include dues for the NFRW.
- Section 5. Each Member Club shall remit a yearly service charge set by the NFRW to the NYSFRW Treasurer.
- Section 6. A typed, alphabetical listing of the complete Club membership, including the name, address, zip code and email, shall accompany the dues and NFRW per-club service charge.
- Section 7. As per Section 2. of this Article, 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 a list of names and addresses of the new members to the NYSFRW Treasurer, who will forward these dues to the NFRW immediately upon receipt.
- Section 9. After February 15<sup>th</sup>, 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 Board of Directors at the NYSFRW Board of Directors meeting in EVEN years. There can be only 1 member or alternate from any one club. The person receiving the greatest number of votes shall be the Chairwoman. 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 meeting. The NYSFRW President shall forward the report to 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 Executive Committee and not less than five (5) Member Club Presidents from five (5) different Regional Districts, and filed with the NYSFRW President at least thirty (30) days before the annual general membership meeting.
  - 1. Any potential challenger must request from the Bylaws Chair, the standard petition of the NYSFRW.
  - 2. Note that each challenger must witness all signatures collected and upon completion of the required petition(s), the petitioner must have their signature notarized confirming validity of above.
  - 3. The President must post said nominations notifying all Member Clubs at least twenty (20) days in advance of the biennial 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 and her position 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) Elections shall be by ballot and a majority shall elect.
- (c) Where there is only one (1) nominee for an office, the election may be by voice vote.
- (d) The term of office shall be for two (2) years or until a successor is elected.
- (e) The term of office shall begin at the close of the annual meeting.

## **ARTICLE IX COMMITTEES**

- Section 1. The Standing Committees of this organization shall include: Advisory, Awards, Bylaws, Campaign, Endorsement, Finance, Legislation/Resolutions, Membership, Millennium, Past Presidents Advisory, Public Relations, Rules, Ways and Means.
- Section 2. The President, with the approval of the Executive Committee and amendment of the bylaws, may create other standing committees.
- Section 3. The President, with the approval of the Executive Committee, may create special committees. The Chair and members of special committees shall have a voice but will not have a vote at the Board of Directors meetings.
- Section 4. The duties of the standing and special committees shall be prescribed by the President.
- Section 5. All committees shall present written reports at the NYSFRW meetings.

## **ARTICLE X RESOLUTIONS**

- Section 1. Resolutions shall be submitted in writing by a member or Club in good standing to the chairwoman of the Resolutions Committee for approval of the Executive Committee 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 the NYSFRW meetings.
- Section 2. Fifteen percent (15%) of the eligible members of the Executive Committee shall constitute a quorum for meetings of the Executive Committee.
- Section 3. A majority of the Board of Directors members present shall constitute a quorum for meetings of the Board of Directors.

## **ARTICLE XII 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 XIII AMENDMENTS**

- Section 1. The by-laws may be amended by a two-thirds (2/3) vote of the delegates and voting members of the Executive Committee present at an annual meeting or conference provided the proposed amendments shall have been approved by Executive Committee, and that prior notice of the proposed changes has been sent to each member of the Executive Committee and to each Member Club at least thirty (30) days prior to the meeting.

## **ARTICLE XIV EFFECTIVE DATE**

Section 1. All revisions, and/or amendments, take effect the day following the close of the Annual conference.

## **ARTICLE XV DISSOLUTION CLAUSE**

In the event of dissolution of this organization by a majority vote of the NYSFRW Executive Committee, provided that notice of the dissolution has been submitted to each member of the NYSFRW Executive Committee at least thirty (30) days prior to the meeting, after payment of all liabilities, costs and expenses of the NYSFRW, all remaining assets shall be distributed to the National Federation of Republican Women. The right to use the name of the dissolved NYSFRW reverts to the National Federation of Republican Women.

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### **Bylaw Revision Dates**

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

Revised April 19, 2015

Revised April 11, 2016

Revised April 22, 2018

Revised September 12, 2020

Revised May 2, 2022

Revised May 5, 2023

Revised May 5, 2024