

VIRGINIA FEDERATION OF REPUBLICAN WOMEN

A member of the National Federation of Republican Women since 1953

BYLAWS

**ADOPTED BY ACTION OF THE DELEGATES OF THE
VIRGINIA FEDERATION OF REPUBLICAN WOMEN
ASSEMBLED IN CONVENTION
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**ARTICLE I
NAME AND AFFILIATION**

Section 1. The name of this organization shall be: Virginia Federation of Republican Women, hereinafter referred to as VFRW.

Section 2. The bylaws and objectives of the VFRW shall be consistent with those of the National Federation of Republican Women, hereinafter referred to as NFRW.

Section 3. The fiscal year of the VFRW and its members shall be January 1 through December 31.

Section 4. The Bylaws and objectives of each club shall not be in conflict with those herein, referred to as VFRW Bylaws.

**ARTICLE II
PURPOSES**

The purposes of this organization shall be to:

- A. increase the effectiveness of women in the cause of good government
- B. disseminate information to local clubs
- C. inform the public through political education and activity
- D. foster loyalty to the Republican Party at all levels of government
- E. promote the principles of the Republican Party
- F. work for Republican candidates in all elections, including nonpartisan elections
- G. support the objectives and policies of the Republican National Committee and
- H. perform any lawful activity not inconsistent with the foregoing.

ARTICLE III POLICIES

Section 1. Endorsement of Candidates:

- A. A candidate shall not be endorsed by the VFRW President, local club or local club president prior to certification as the Republican nominee or endorsee when there is more than one officially filed Republican candidate for the same office. This applies to local clubs as entities and not to individual members.
- B. If it is necessary for the VFRW President or a local club president to be included on a slate of delegates or alternates for a particular candidate in order to be elected to serve as a delegate or alternate, such action is permitted provided this is the only method of election.
- C. No VFRW member shall run as or support a candidate against the Republican nominee or endorsee running for said office.

Section 2. Use of Local Club Name:

The name of the local club shall not be used by any member in supporting a candidate prior to the certification of the Republican nominee if there is more than one officially filed Republican candidate for the same nomination.

Section 3. Use of Federation and Local Club Stationery:

- A. Federation stationery will be used by the officers and members of the Board of Directors only for the conduct of Federation business.
- B. Local club stationery will be used by the officers and local club members only for the conduct of local club business.

ARTICLE IV MEMBERSHIP

Section 1. Member in Good Standing:

An individual member in good standing is one whose current dues are paid in a VFRW affiliated local club and who supports Article II of these bylaws. A local club in good

standing is one whose current dues and service charge are paid to the VFRW Treasurer prior to February 1 of each calendar year.

Section 2. Eligibility:

Membership in the VFRW shall be extended to individual Republican women and local clubs.

- A. Local clubs: Local clubs become members in the National Federation through membership in the VFRW.
- B. Individual membership: Providing there is a local club in her area, membership shall be through local clubs affiliated with the VFRW and NFRW and includes membership in all three. Anyone without a local club in her area may join the VFRW as a State At-Large Member or the NFRW as a National At-Large Member. At-Large members will receive all NFRW official publications and be entitled to participate in online discussions and they may attend NFRW, VFRW or nearby local club meetings but will not have a voice or vote.
 - 1. Active Membership: Active members shall:
 - (a) be residents or have resided in the Commonwealth of Virginia
 - (b) hold full membership in one Virginia local club and pay all dues and
 - (c) be eligible to make motions and vote, to hold office and to serve on committees and as a delegate to state and national conventions.
 - 2. Associate Membership: An associate member must be an active member in one local club; may hold associate membership in more than one local club; shall pay only local club associate dues; shall not be able to make motions or vote, to hold office or to be a delegate to state or national conventions from the local club in which associate membership is held. Republican men may be eligible for associate membership only upon payment of required annual dues. They may attend meetings, but cannot make motions, have a voice or a vote, be on committees, hold office or be counted for the purpose of determining the number of delegates to national or state federation meetings or conventions. As associate members, men do not become members of the Virginia or National Federations of Republican Women.

3. Honorary Membership: Honorary membership is extended to any person selected by a two-thirds vote of the local club's board of directors at a properly called meeting.

Section 3. Requirements:

- A. A Republican Women's local club and its active members may be admitted to and continued in membership in the VFRW if local club bylaws are not in conflict with VFRW or NFRW Bylaws and purposes. Local clubs or members that advocate a split party ticket or support a candidate running on an opposition ticket shall not be admitted or continued in membership. (See Article IV, Section 8).
- B. A local club shall consist of ten or more women who form a permanent organization, adopt bylaws in compliance with the VFRW and NFRW bylaws, pay VFRW dues and service charge in a timely manner and hold at least five meetings within a twelve-month period if unusual circumstances prohibit more frequent meetings.
- C. The word Republican shall be included in the title of all local clubs. Local clubs shall not use the words "federation" or "Virginia" in their titles, but may use the word "federated".

Section 4. Application for New Local Clubs:

- A. There shall no limit as to the number of local clubs that can be organized within an area.
- B. The appropriate District Representative and Second Vice President shall assist in the formation of new local clubs.
- C. Application for membership shall be sent to the President of the VFRW and shall be accompanied by:
 1. A list of ten or more names, addresses, zip codes-plus four, phone and fax numbers and, when authorized, e-mail addresses of the officers and members of the local club
 2. Bylaws which are not in conflict with VFRW or NFRW bylaws
 3. Dues per capita and local club service charge as prescribed in these bylaws; (See Article XI)
 4. Written approval of the appropriate District Representative. If approval has been sought and not obtained, the applicant shall submit a statement in writing to that effect.

- D. The Executive Committee shall have jurisdiction over approval of any application for membership. A majority vote by the Board of Directors shall admit an eligible local club to membership within 120 calendar days of receipt of the complete application. Balloting may be in person, by mail or electronic transmission.

Section 5. Responsibilities of Local Clubs:

- A. A local club whose members reside in more than one Congressional District shall be counted as a local club in the district where the greatest number of its member's reside.
- B. Local clubs shall elect officers by December 31 each year. Their term of office shall begin January 1 regardless of when or if formal installation takes place. They shall serve until their successors take office. Local club presidents shall furnish the names, addresses, zip codes-plus four, phone and fax numbers and when authorized e-mail addresses of the elected officers to the President, Corresponding Secretary and Treasurer of the VFRW no later than January 15 each year.
- C. Local club treasurers shall remit dues per capita and the local club service charge (see Article XI) to the VFRW Treasurer, beginning January 1 and no later than 30 days prior to the VFRW Convention. A list, in duplicate, of the names, addresses, zip codes-plus four, phone and fax numbers and when authorized e-mail addresses of the active members shall accompany the dues.
- D. Bylaws and all proposed amendments thereto of all local clubs shall be sent to the VFRW Bylaws Chairman for timely review, but no less frequently than every two years. Local clubs may be requested by that chairman to amend local club bylaws to conform with VFRW and/or NFRW Bylaws. Review of bylaws and all amendments will be accomplished within 90 calendar days after receipt. Any recommendations of the VFRW Bylaws Chairman shall be acted on at the first meeting of the local club, providing notice of such action to the local club membership is in accordance with the bylaws of the local club.
- E. Local clubs will contribute funds to cover the administrative expenses of their District Representative for printing, postage, phoning etc. The amount each local club will contribute will be determined by the local clubs within a district.

- F. Local clubs will furnish copies of their newsletter and/or calendar of events to the District Representative.
- G. Local clubs will furnish copies of their Newsletter to the VFRW President.

Section 6. Removal of Local Clubs from and Reinstatement of Membership:

The Board of Directors of the VFRW shall have jurisdiction over removal of a local club from membership. A two-thirds vote of those present and voting is required for removal.

- A. A local club may be removed from membership for any of the following reasons:
 - 1. Bylaws which are in material conflict with the VFRW and/or NFRW Bylaws
 - 2. Non-payment of dues for the full membership and/or current service charge
 - 3. Failure to support the Party ticket, advocating a split ticket, supporting a candidate on the opposition ticket, failure to support bylaws of the National and Virginia Federations of Republican Women
 - 4. Failure to maintain a minimum of ten members and to hold at least five meetings within a twelve-month period (See Article IV, Section 3 (b)).
 - 5. Failure to comply with the VFRW and NFRW membership rules.
- B. Local clubs shall not affiliate with any political organization which is not officially recognized as working in concert with the NFRW and the Republican National Committee. This applies to local clubs as entities and not to individual members.
- C. Local Club Assets and Name Use:
 - 1. The assets, upon dissolution of a local club, shall be distributed to the VFRW. None of the assets shall be distributed to any member or officer of the organization.
 - 2. The right to use of the name of a dissolved local club shall revert to the VFRW.
- D. A local club removed from membership for non-payment of dues and service charge after December 31 shall be reinstated by a two-thirds vote of the Board of Directors present and voting and payment for at least ten members and the service charge for the current year.

- E. A local club removed from membership for any cause other than non-payment of dues and service charge may apply for reinstatement by written communication to the President of the VFRW. The Board of Directors shall have jurisdiction over reinstatement. A two-thirds vote of the Board of Directors present and voting is required for reinstatement.

Section 7. Removal of Individual Members from Local Clubs:

The Board of Directors of a local club shall have complete jurisdiction over removal of members from membership in a local club. A two-thirds vote of those present and voting at a meeting for which proper notice has been given is required for removal.

- A. A member may be removed from membership of a local club for any of the following reasons:
 - 1. non-payment of dues
 - 2. advocating a split party ticket or
 - 3. supporting a candidate running on an opposition ticket.
- B. A member whose dues are delinquent shall be so advised in writing before removal for non-payment of dues.
- C. To remove a member for cause other than non-payment of dues, charges in writing, signed by not less than one-third of the members of the local club's Board of Directors, shall be sent to the member. Said member shall be given twenty (20) calendar days within which to appear before the Board to defend herself.

Section 8. Voluntary Resignation:

In an election in which there is a Republican candidate, a member who chooses to run for office outside the Republican Party shall resign from her local club or be removed by her membership for the remainder of the calendar year.

**ARTICLE V
OFFICERS AND THEIR DUTIES**

Section 1. Eligibility:

- A. Each elected officer shall be an active member in good standing in a VFRW local club.

- B. The President, First Vice President and Second Vice President shall have served at least two years as a voting member of the VFRW Board of Directors and shall have served one term as a local club President.

Section 2. Officers:

Elected officers of the VFRW shall be a President, a First Vice President, a Second Vice President, a Recording Secretary, a Corresponding Secretary and a Treasurer.

Section 3. Term:

Officers shall be elected at the VFRW Convention in even-numbered years. They shall take office at the close of the VFRW Convention at which elected and serve for a term of two years or until successors are elected. No officer shall serve for more than one two-year term in the same office except for the Treasurer who may serve two consecutive two-year terms. An officer candidate may not run simultaneously for more than one office.

Section 4. Duties of the President:

- A. To preside at all meetings of the Federation, Board of Directors and the Executive Committee
- B. To represent the Federation at all times or to designate someone as representative in her absence or inability to do so
- C. To represent the VFRW as a voting member of the State Central Committee and as a non-voting member of the Executive Committee, Republican Party of Virginia, in accordance with the Republican Party Plan of Virginia
- D. To appoint all standing and special committees except the Nominating Committee. The appointment of the chairmen of standing committees shall be approved by the officers and Immediate Past President
- E. To issue a Call to all Board Meetings at least 15 days prior to such meeting
- F. To issue a Call to special meetings of the Board of Directors or Executive Committee. Matters of a routine nature, requiring action by either of these bodies, may be submitted to members by mail, phone or electronic transmission at the discretion of the President and subject to the following conditions

1. Each voting member of either body is provided an identical outline of the question to be considered and a specific date for return of approval or disapproval by the member to the President if by fax or electronic or a concise verbal explanation via a conference call that is recorded by the Recording Secretary or person acting in her behalf. As with all other meetings, a quorum must be present.
 2. Approval or disapproval is indicated by the member above her signature and returned to the President by the specified date or by the verbal roll call on the phone and recorded in the minutes.
 3. A majority of the properly voted communications, returned by the specified date, shall determine the action to be taken and shall become a part of the permanent record of the Recording Secretary. The Recording Secretary will report on the action taken at the next meeting of the appropriate body.
- G. To issue a Call for the annual VFRW Convention at least 45 days prior to the Convention
- H. To prepare a program of action after consultation with the chairmen of standing committees for presentation to the Executive Committee and for approval by the Board of Directors
- I. To prepare a biennial budget with the assistance of the Treasurer and the Finance Committee and present it to the Executive Committee for approval and recommendation to the Board of Directors
- J. To appoint a Parliamentarian
- K. To be an ex-officio member of all committees except the Nominating Committee
- L. To sign checks when necessary
- M. To obtain the names of all local club presidents, their addresses, zip codes-plus four, phone and fax numbers, and when authorized, e-mail addresses, and the number and names of members in each local club whose dues are paid at least 30 days preceding the VFRW Convention
- N. To certify to the NFRW the names of all local clubs, local club presidents with their addresses, zip codes-plus four, phone and fax numbers, and when authorized, e-mail addresses, and number of members in each local club

whose dues have been paid and mailed to the NFRW at least ninety (90) days preceding the NFRW Biennial Convention.

Section 5. Duties of the Vice Presidents:

- A. The First Vice President shall serve as Program Chairman for her term of office and for the annual VFRW Convention.
- B. The Second Vice President shall serve as Membership Chairman, assist District Representatives in the formation of new local clubs, interface with the Treasurer to manage membership on the electronic database for her term of office, and serve as ex-officio member of the Credentials Committee for the annual VFRW convention; and provide membership information when required by the VFRW or the NFRW as prescribed by these organizations.
- C. The Vice Presidents in their order shall perform the duties of the President in her absence, and they shall perform such other duties as may be assigned to them by the President.

Section 6. Duties of the Recording Secretary:

- A. To keep the minutes of all meetings of the VFRW, the Board of Directors, the Executive Committee, the VFRW convention and to serve ex-officio on the committee to approve minutes of the annual convention.
- B. To make the minutes of meetings of the Board of Directors and the Executive Committee available to the President and Corresponding Secretary within 10 calendar days following the meeting.
- C. To perform such other duties as may be assigned to her by the President.

Section 7. Duties of the Corresponding Secretary:

- A. To conduct the correspondence of the VFRW
- B. To distribute the minutes of meetings of the Board of Directors and the Executive Committee to members of the Executive Committee within 14 days following the meeting
- C. To distribute the minutes of the meetings of the Board of Directors to the Board of Directors and local club presidents in the next Call

- D. To maintain and distribute to the officers, Board of Directors and local club presidents an up-to-date roster and changes thereto with the names, addresses, zip codes-plus four, phone and fax numbers and when authorized, e-mail addresses of the officers, Executive Committee, Board of Directors and local club presidents.

Section 8. Duties of the Treasurer:

- A. To keep accurate and detailed financial records, to be custodian of all funds of this organization, and to have general supervision of all expenditures to insure that expenditures are within approved budget
- B. To disburse funds as directed by the Executive Committee and Board of Directors
- C. To send reminder notices to local clubs of dues per capita and service charge payable
- D. To assist the President and Finance Committee in the preparation of the biennial budget and to serve as an ex-officio member of the Finance Committee
- E. To serve as ex-officio member of the Credentials Committee for the annual VFRW Convention
- F. To keep an up-to-date record of all dues and service charges received from local clubs
- G. To receive complete membership lists from local clubs, along with dues payments and to place such lists under irrevocable trust for the exclusive use of the Virginia and National Federations as authorized by the Board of Directors for Federation communications. Membership lists will be forwarded to the VFRW Second Vice President, who shall be under the same constraints regarding use of the lists. Membership counts and money will be balanced and provided as required with payment of dues and service charge to the NFRW as prescribed by that organization
- H. To remit dues per capita and local club service charges to the Treasurer of the NFRW within the time limits prescribed by the NFRW
- I. To provide written reports of receipts and disbursements for all meetings and as directed by the President

- J. To provide an annual Treasurer's written report of receipts and disbursements at the meeting of the Board of Directors following the end of the fiscal year (January 1 through December 31)
- K. To submit books and financial records for review each year to a special committee appointed by the President and for professional review by or before the end of her term
- L. To receive the full and detailed accounting of any contracted event within 60 days following the close of the event
- M. To preserve the Contingency Fund intact. This fund will be maintained at no less than the total amount of the current yearly budget. It protects the financial capabilities of the VFRW.

Section 9. Vacancies:

A vacancy in the office of the President shall be filled by the First Vice President. A vacancy in the office of the First Vice President shall be filled by the Second Vice President. Any other vacancy in an elective office shall be filled by the Board of Directors at the next meeting following the vacancy. If such vacancy occurs, written notice shall be given to the members of the Board of Directors not less than seven days prior to such meeting.

Section 10. Reports and Records:

Officers and committee chairmen shall furnish the President with an annual written report. Board members shall deliver all records, files and properties of the VFRW to their successors or the President within five working days after retiring from office.

**ARTICLE VI
DISTRICT REPRESENTATIVES AND THEIR DUTIES**

Section 1. Eligibility:

A District Representative shall:

- A. Be an active member in good standing in a local club in the district she represents
- B. Have served as president in a local club for at least one term

- C. Shall reside in the Congressional District that she represents. Where practicable, the office of District Representative will alternate between the various local clubs within the District.

Section 2. Filing for Office of District Representative:

A candidate for the office of District Representative shall advise the incumbent District Representative, in writing, of her intent to run for that office, along with a letter from her local club endorsing her candidacy, four weeks prior to the election.

Section 3. Election:

- A. The incumbent District Representative shall issue the Call to Presidents of local clubs in her district for election of a District Representative at least 12 weeks prior to the date of the VFRW Convention in even-numbered years. The meeting to elect the District Representative must be held not less than two weeks nor more than four weeks prior to the VFRW Convention.
- B. Voting:
 - 1. Each local club with 75 members or less is allowed one vote. Local clubs with more than 75 members may have one additional vote. In case of a tie vote, the incumbent District Representative shall be allowed to vote.
 - 2. Only Presidents of local clubs, or their proxies, may vote. There shall be no absentee voting. Local club Presidents shall not be bound by an advisory vote, if any, within their local clubs.

Section 4. Term:

A District Representative shall take office at the close of the VFRW Convention in even-numbered years and shall serve for a term of two years or until a successor is elected or appointed. No District Representative shall serve for more than two consecutive terms.

Section 5. Duties:

- A. To represent the Federation as a voting member of the Republican Congressional District Committee in accordance with the Republican Party Plan of Virginia
- B. To attend all meetings of the VFRW Board of Directors, or to be represented by proxy if unable to attend (see Article VIII). The holder of a

proxy for a District Representative may be a non-voting Board member or a local club president from her same Congressional District

- C. To serve as liaison between the local clubs in her district:
 - 1. the VFRW President, and
 - 2. official Republican Party organizations (district, county or city) of the geographical area she represents.
- D. To represent the Federation in her district at all times or to designate someone as representative in her absence or inability to do so
- E. To work with all local clubs to assist in the timely submission of reports and other information as requested; to create unity; to coordinate activities between the local clubs; and to encourage inter-local club activities
- F. To issue the written Call to Presidents in her district for election of a District Representative
- G. To have at least two meetings of local club Presidents in her district during any one calendar year and to furnish minutes (if any) of the meetings to the VFRW President
- H. To assist the Second Vice President in the formation of new local clubs in her district
- I. To organize a district club (optional) consisting of all local clubs within the district, with bylaws and elected officers, such organization to be approved by the Executive Committee of the VFRW
 - 1. Bylaws for district clubs must be submitted to all local clubs within the district and then to the President and Executive Committee of the VFRW for approval
 - 2. District club organizations may provide for a treasury to cover administrative expenses of the District Representatives
 - 3. A district club must include the District Representative as Chairman, and for officers and a Board of Directors as specified in their bylaws.

Section 6. Vacancies:

A vacancy caused by resignation or removal for non-attendance at meetings of the Board of Directors (see Article VIII, Section 1(e)) shall be filled by election, by the local club presidents in that district, at a meeting called by the vacating District Representative or

the VFRW President within forty-five (45) days following the vacancy. Notice of such vacancy shall be given to all local club presidents with the Call for the meeting.

Section 7. Appointment of Acting District Representative:

- A. In Congressional Districts with Local Clubs:
An Acting District Representative may be appointed by the VFRW President with the approval of the Board of Directors. She shall serve until the local clubs in the district can meet and elect a District Representative as set forth in Article VI, Section 3 (a), of these bylaws.
- B. In Congressional Districts without at least one Local Club:
An Acting District Representative shall be appointed by the President with the approval of the Board of Directors. The Acting District Representative shall assist in the formation of local clubs in her area. She shall be a non-voting member of the Board of Directors.

**ARTICLE VII
REPRESENTATIVES TO STATE CENTRAL COMMITTEE
AND THEIR DUTIES**

Section 1. Eligibility:

- A. The two elected Federation representatives to the State Central Committee shall be active members in good standing in local clubs.
- B. Representatives to the State Central Committee shall have served at least one year as members of the Board of Directors of the VFRW.

Section 2. Election:

Two eligible members of the VFRW shall be elected at the VFRW Convention in odd-numbered years as prescribed in Article XII to represent the Federation as voting members of the State Central Committee, Republican Party of Virginia, in accordance with the Republican Party Plan of Virginia.

Section 3. Term:

The term of office shall be two years or until successors are elected. Representatives shall not serve for more than two consecutive terms.

Section 4. Duties:

- A. To attend all meetings of the State Central Committee, or be represented by proxy if unable to attend
- B. To report regularly to the Board of Directors of the VFRW.

**ARTICLE VIII
BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

Section 1. Board of Directors:

- A. **Voting Body:**
The voting body of the Board of Directors shall be elected officers, the Past Presidents of the VFRW, the two elected representatives to the State Central Committee, the elected District Representatives from each of the Congressional Districts where there is at least one local club, and the chairmen of all standing committees (see Article IX). There shall be no proxy for Past Presidents of the VFRW.
- B. **Non-voting Body:**
The non-voting members of the Board of Directors shall include the chairmen of special committees, the Chaplain, Parliamentarian and Sergeant-at-Arms, and any other appointees.
- C. **Proxy Voting – Voting Body (except VFRW Past Presidents – see Article VIII, Section 1 (a)):**
 - 1. No individual may cast more than one vote.
 - 2. A proxy shall be in writing, or by electronic transmission signed by the maker of the proxy.
 - 3. A proxy of a voting member shall be given only to a non-voting member of the Board. District Representatives should refer to Article VI, Section 5 (b).
- D. **Proxy Representation – Non-Voting Body**

A proxy shall be in writing or by electronic transmission, signed by the maker of the proxy and shall be given only to another member of the Board.

- E. Attendance of the Meeting of the Board of Directors, or representation by proxy, is obligatory. If a member misses three consecutive Board meetings without proxy, she may be removed by a two-thirds vote of the Board present and voting. However, if such absence involves a District Representative, the President of the VFRW shall remove her from the Board. Due notice shall be sent to all local clubs in the district notifying them of the proposed removal.
- F. The Board of Directors shall meet a minimum of two times each fiscal year.

Section 2. Duties of the Board of Directors:

The duties of the Board of Directors shall be:

- A. To be the governing body of the Virginia Federation between VFRW Conventions
- B. To elect in even-numbered years, at the second Board of Directors meeting following the VFRW Convention, three voting Board members to serve concurrently with that of the officers elected at the Convention held in even-numbered years
- C. To approve the program of action as presented to the Board by the President
- D. To select sites and set the dates for VFRW Conventions
- E. To approve the official program and order of business of VFRW Conventions
- F. To adopt and revise, if needed, the annual budget
- G. To have complete jurisdiction over local club membership including applications, removals and reinstatements
- H. To approve questions submitted by mail or electronic transmission as specified in Article V, Section 4 (f)
- I. To remove from office, by two-thirds vote, any local club, VFRW officer, standing committee chairman, VFRW appointee, local club president or district representative who works against the Virginia or National Federations, their policies or purposes. The charges in writing must be

signed by not less than one-third of the members of the Board of Directors and must allow such person or the local club 30 days within which to appear and defend herself or the local club

- J. To elect a Nominating Committee in odd-numbered years (Article X)
- K. To fill a vacancy in an elective office by election at the next meeting of the Board following the vacancy. Notice of such vacancy shall be given to the Board members with the Call to the meeting (See also Article V, Section 9)
- L. To elect the maximum possible number of delegates-at-large and alternate delegates-at-large to represent the Virginia Federation at a NFRW Biennial Convention, not less than six weeks prior to the date of such convention. Such delegates-at-large and alternate delegates-at-large shall be active members in good standing of a local club
- M. To approve or deny over-budget items, as presented by the Executive Committee.

Section 3. Quorum for Meetings of Board of Directors:

Fifteen members, of whom three shall be officers and three District Representatives, shall constitute a quorum for all meetings of the Board of Directors.

Section 4. Executive Committee:

The Executive Committee shall consist of the elected officers, the immediate past president and three elected members of the voting Board of Directors (see Article VIII, Section 2 (b)).

Section 5. Duties of the Executive Committee:

- A. To supervise the business of the VFRW between meetings of the Board of Directors with only such authority as shall be delegated to it by these bylaws or by a two-thirds vote of the Board
- B. To approve the biennial budget and recommend it for adoption to the Board of Directors
- C. To approve the disbursement of funds for unbudgeted items only up to \$200.00 on an individual item

- D. To approve questions submitted by mail as specified in Article V, Section 4 (f).
- E. To approve over-budget items and recommend for adoption to the Board of Directors.

Section 6. Meetings of the Executive Committee:

The Executive Committee shall meet at the Call of the President or upon written request of six members of the Executive Committee.

Section 7. Proxy Voting:

Members of the Executive Committee shall be represented by proxy only by Voting members of the Board of the VFRW Board of Directors and subject to Article VIII, Section 1 (c).

Section 8. Quorum:

Six members shall constitute a quorum for all meetings of the Executive Committee.

**ARTICLE IX
STANDING AND SPECIAL COMMITTEES**

Section 1. Standing Committees:

There shall be the following standing committees: Bylaws, Campaign Activities, Finance, History, National Legislation, State Legislation and Public Relations. These Committees shall prepare programs of action in their respective areas for ratification by the President and Board of Directors.

Section 2. Special Committees:

Special Committees, except the Nominating Committee, shall be appointed by the President.

Section 3. Committee Chairmen:

- A. The First Vice President shall serve as Program Chairman and the Second Vice President as Membership Chairman.

- B. The Chairman of standing committees shall be appointed by the President with the approval of the VFRW officers and immediate Past President.
- C. The Chairmen of special committees, except the Nominating Committee, shall be appointed by the President.

Section 4. Reports and Records:

- A. Chairmen of standing committees shall furnish the President annual written reports.
- B. Special committee Chairmen shall furnish the President annual written reports, as requested.
- C. All records, files and properties of this organization shall be delivered by all committee chairmen to their successors at the VFRW Convention in even-numbered years and/or not later than five working days following the new appointments.

**ARTICLE X
NOMINATIONS AND ELECTIONS**

Section 1. Nominations:

- A. A Nominating Committee, consisting of one member residing in each Congressional District where there is at least one Federated local club, shall be elected by members of the Board of Directors during the VFRW Convention in odd-numbered years. The members of this committee shall elect a chairman and secretary from their own number. A member of this committee may be represented by proxy from her same Congressional District.
- B. The Nominating Committee shall recommend only one nominee for each office in odd-numbered years and two nominees for State Central Committee in even-numbered years. Such recommendations, along with a short biography of each nominee including qualifications and an endorsement by her local club, shall be included in a report sent to all members of the Board of Directors and local club presidents at least thirty (30) days prior to the VFRW Convention.
- C. A nominee shall be an active member in good standing in a VFRW local club.

- D. Nominations may be made from the floor of the VFRW Convention following the report of the Nominating Committee, provided the nominees have given written consent to serve if elected. Such nominees shall have written endorsement of their local clubs, such endorsement to be presented to the Nominating Committee by 6:00 p.m. of the day preceding the opening of the Convention, by a delegate from the nominee's local club. The nominee's resume must accompany the local club endorsement.
- E. No one shall serve on the Nominating Committee more than two consecutive terms, a term being two years.

Section 2. Elections:

- A. Elections for officers shall be held at the VFRW Convention in even-numbered years and for two State Central Committee representatives in odd-numbered years.
- B. Election shall be by ballot and a majority vote shall elect; however, where there is only one candidate for an office, elections may be by voice vote.
- C. An Election Committee of eleven members, one from each Congressional District, shall be appointed by the President prior to the VFRW Convention. This Committee shall provide all election materials and shall act as tellers for elections at that Convention.
- D. The Chairman of the Credentials Committee shall furnish to the Chairman of the Elections Committee before the time of voting, a list of local clubs and the names of all delegates registered as present and entitled to vote.
- E. There shall be no write-in votes.
- F. Polls shall be opened during such hours as shall be determined by the Elections Committee.

**ARTICLE XI
DUES AND SERVICE CHARGE**

Section 1. Dues:

Current dues per capita shall be remitted to the VFRW Treasurer, as received throughout the year, with a list in duplicate, of the names, addresses, zip codes-plus four, phone and

fax numbers, and when authorized, e-mail addresses of the active members for whom dues are being paid.

Section 2. Service Charge:

Each local club shall pay a service charge prior to February 1 of the calendar year according to the Standing Rules for which it will receive all mailings and other services of the VFRW and NFRW.

Section 3. Payment of Dues and Service Charge:

NFRW: Dues and service charge for the local clubs are paid by the VFRW from dues and service charges received from local clubs.

VFRW: Dues per capita and the local club service charge shall be payable January 1 (the beginning of the fiscal year) and must be paid no later than thirty (30) days prior to the VFRW Convention for a local club to be in good standing and to be allocated delegate strength for the local club for the Convention.

**ARTICLE XII
CONVENTIONS**

Section 1. VFRW Convention – Time, Place and Purpose

- A. A Convention shall be held annually in April or May at a time and place determined by the Board of Directors.
- B. A Call to the Convention shall be mailed to local clubs and the Board of Directors at least 45 days prior to the date of the Convention.
- C. The Convention will be convened on the first day for which the Call has been issued and shall be for the purpose of receiving annual reports and any other business that may properly come before this organization and shall include.
 - 1. An agenda to be distributed to all delegates prior to the opening business meeting
 - 2. Election of officers in even-numbered years and election of representatives to the State Central Committee in odd-numbered years. Elections shall be held in the final business meeting.

Section 2. Eligibility:

- A. A local club must be in good standing to be eligible for representation. A continuing local club shall have paid the previous and current year's dues and service charge. A local club delegate representation shall be based on the current dues per capita received by the VFRW Treasurer no later than thirty (30) days before the Convention.
- B. A new local club must be in good standing, and have been approved for membership no later than December 31 preceding the Convention to be eligible for representation.

Section 3. Representation:

- A. The voting body of the Convention shall be:
 - 1. Three delegates from each local club for the first ten members plus one delegate for every additional 20 members or major fraction thereof (associate and honorary members do not count for the purpose of determining the number of delegates)
 - 2. Voting members of the Board of Directors. There shall be no proxy or alternate for a member of the Board at Convention meetings.
- B. A local club is entitled to one alternate for each elected delegate.
- C. Delegates and alternates shall be elected at a regular meeting or special meeting of a local club not less than three weeks prior to the Convention. The local club president shall send the names, addresses and zip codes-plus four of the delegates and alternates to the VFRW President, Treasurer and Convention Chairman no later than ten days prior to the Convention on credential forms furnished for that purpose.

Section 4. Voting:

The convention shall be open to all members of the VFRW and visitors but only accredited delegates shall be entitled to vote, offer motions and debate. Each delegate is entitled to one vote. There shall be no proxy voting or full vote representation.

Section 5. Quorum:

A majority of the delegates attending and credentialed at the Convention shall constitute a quorum.

Section 6. VFRW Convention Reports and Records:

Reports and all records of each annual VFRW Convention shall be delivered within ninety (90) days following the Convention to the President of the VFRW or to the Convention Chairman of the next annual VFRW Convention.

Section 7. NFRW Biennial Convention:

Representation shall be as indicated herein and as prescribed in Article IX of NFRW Bylaws (see also VFRW Bylaws Article VIII, Section 2 (1)).

- A. A continuing local club shall have paid the dues and service charge for all previous and current years; and delegate representation shall be based on the current dues received at NFRW headquarters postmarked no later than ninety (90) days before the Convention.
- B. New local clubs must be in good standing for at least six months prior to the Convention to be eligible for representation.
- C. Local clubs are entitled to one delegate and one alternate to be elected by the local club so that certification can be made to the Presidents of both the VFRW and NFRW on credentials forms furnished by the NFRW, by certified mail no later than 30 days before the Biennial Convention. Emergency changes must be in writing or by electronic transmission to the NFRW President. Mail must be postmarked and electronic transmissions sent no later than ten (10) days prior to the Convention.
- D. One delegate from each VFRW local club and one alternate for each elected delegate.
- E. The VFRW is entitled to five delegates-at-large, and one additional delegate-at-large for each 500 members or major fraction thereof.
- F. The VFRW President who shall have no alternate.
- G. Delegate representation is based upon the payment of current dues and service charge to the NFRW and shall be postmarked at least ninety (90) days before the Convention.

ARTICLE XIII PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* and NFRW Bylaws shall govern the VFRW in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules the VFRW Board of Directors or Annual Convention Delegates may adopt.

ARTICLE XIV AMENDMENTS

Section 1.

These Bylaws may be amended by a two-thirds vote of the delegates at any VFRW Convention, provided notice of the proposed amendment(s) has been submitted in writing to all members of the Board of Directors and to all local clubs. Further, the proposed changes to the Bylaws shall be postmarked at least thirty (30) days prior to the VFRW Convention at which they are to be voted upon. Such amendments shall become effective upon adjournment of the convention at which they were adopted.

Section 2.

If any amendment to NFRW Bylaws makes a corresponding amendment to these Bylaws necessary or causes them to be in conflict with the NFRW Bylaws, these Bylaws shall be amended automatically according to amendments adopted by vote of the national body. Such changes shall be ratified at the next VFRW Convention.

ARTICLE XV DISSOLUTION

VFRW: In the event of the dissolution of the VFRW, all funds and records shall be submitted to the NFRW within thirty (30) days of such dissolution and after all obligations have been met.

Local Clubs: In the event of the dissolution of any VFRW local club, all assets, funds and records of that local club shall revert to the VFRW, after all obligations have been met. None of the assets will be distributed to any member or officer. Such transfer shall be completed within thirty (30) days of the formal discussion.

STANDING RULES

1. Dues
 - A. Annual VFRW dues for a local club shall be computed at \$14.00 per capita for the full membership (does not include associate membership) and paid a service charge of \$30.00 per local club.
 - B. NFRW: The VFRW Treasurer shall remit the following annually and/or as received from continuing and new local clubs to the NFRW Treasurer
 - (1) A service charge of \$15.00 for each local club
 - (2) Dues of \$10.00 per capita for each local club.
2. Where club Party Plans provide for representation from Federated Republican Women Local Clubs, those local clubs shall be represented on club committee by:
 - A. the District Representative if she resides within the club
 - B. the Local Club President where there is only one local club
 - C. all Local Club Presidents if the club Party plan permits or
 - D. a representative elected from all the local clubs within the club's jurisdiction, method to be determined by the local clubs by a majority vote.
3. These Standing Rules may be amended by a two-thirds vote of those present and voting at a properly called meeting of the VFRW Board of Directors.
4. The VFRW President must have received at least 30 days prior to the next Board of Directors meeting a complete application package from any group seeking status as an authorized federated club at the above referenced meeting.
5. When a proxy is required for Article VIII Board of Directors and Executive Committee, Section 1 Board of Directors: (c) Proxy Voting – Voting Body and (d) Proxy Representation – Non-Voting Body, the proxy shall be substantially in the following form:

I, _____,
do hereby constitute and appoint _____

_____,
as my proxy at the Board of Directors Meeting of the VFRW
to be held at _____,
on _____, 20____,
or at any adjourned meeting thereof.

Signed _____

Date _____

Amended April 21, 2007
Amended April 18, 2008
Amended April 21, 2012
Amended April 14, 2013