

Northwest Austin Republican Women Bylaws

Amended December 9, 2020

ARTICLE I – NAME, ADDRESS AND YEAR

The name of this club shall be Northwest Austin Republican Women (NWARW). The address shall be the address of the president. The fiscal year shall be from January 1 to December 31.

ARTICLE II – OBJECTIVES

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

ARTICLE III – POLICY

Section 1. Registered PAC: This Organization shall be registered with the Texas Ethics Commission (TEC) as a Political Action Committee.

Section 2. This Club, its President and its Campaign Activities Chair, shall not publicly endorse nor work for any candidates for public office in contested Republican Primaries, Republican Runoff Elections and/or Special Elections. Neither shall they publicly endorse nor work for a known candidate of another party in a non-partisan race where one or more Republicans are in the race. To violate this policy risks removal of the Club from the Texas Federation of Republican Women (TFRW). Endorsing Republican Party Candidates for party offices for county or state is exempt from this rule. Also, if a member of this club, or a member of her family, is a candidate for public office, this endorsement rule shall be waived, though endorsing in the name of the Club is forbidden. No candidate shall use the TFRW logo in any political advertising, and any political advertising shall contain the following disclaimer: “This endorsement is given by the individual(s) only, NOT the Texas Federation of Republican Women.”

Section 3. Individual members of this club, with the exception of the President and the Campaign Activities Chair, may work for any candidate of their choice in contested Republican Primaries, but may not use the name of the Club.

Section 4. This Club and its officers shall not issue statements or pass resolutions on controversial issues in the name of the Club without first polling its members and obtaining a 2/3 vote of approval of the total membership.

Section 5. There shall be no lobbying with Legislators using the name of the Texas Federation of Republican Women by any federated club or any individual member without the express permission of the Board of Directors of the TFRW.

Section 6. Candidate Fairness: After the end of the filing period for any office and ending the day after the final election for that office, it is the policy of TFRW that all Republican candidates for that office shall be treated fairly and

equitably. When one Republican candidate for an office is invited to speak at a Federation or club meeting, then all Republican candidates for that office shall be offered equal presentation time at the same meeting or another meeting before the election.

Section 7. All officers and all committee chairmen and vice chairmen shall deliver all records, files, passwords, social media administrative rights, and properties of the club to their successor before December 31 of the year in which she is retiring from office, or within 3 days of leaving the position if earlier than December 31, unless otherwise directed by the club President or Executive Committee. Failure to meet the deadline may result in the termination of her membership by the club.

ARTICLE IV – MEMBERSHIP

Section 1. This Club shall be a member of the Texas Federation of Republican Women (TFRW) and of the National Federation of Republican Women (NFRW) and shall pay per capita dues and the annual service charges of said organizations.

Section 2. A member must be a U S citizen and a registered voter who believes in the philosophy of the Republican Party and the objectives of the Club. Members shall be classified into four different categories. To be eligible to vote in Club elections, she must have paid her dues at least 30 days before, and have attended at least one meeting prior to the election.

Section 3. Primary Membership: These women are responsible for carrying out all the functions of the Club through the elected officers and appointed committee chairs. Some of the regular duties that Active members are expected to undertake are volunteering, fundraising and serving as hostesses at Club meetings. An active member may be counted in only one local Texas Federation of Republican Women club for the purpose of delegate representation to Federation State and National Conventions, and this will be the only local unit in which she may hold office. Her dues and name shall be submitted to the Texas Federation of Republican Women from her primary local unit only.

Section 4. Associate Membership: WOMEN belonging to another Republican Women’s Club may be eligible for Associate membership upon payment of the required annual dues. Such members may attend meetings, but cannot make motions, vote, be on a committee, hold office or be counted for the purpose of determining the number of delegates to regional, state or national meetings or conventions. No per capita dues or service charges to TFRW shall be paid by the Club. MEN who support the philosophy of the Club may become Associate members upon payment of the required dues. Such members may attend meetings but cannot make motions, vote, be on a committee, hold office or be counted for the purpose of determining the number of delegates to regional, state or national meetings or conventions. No per capita dues or service charges to TFRW shall be paid by the Club. Such members shall not become members of the TFRW or NFRW.

Section 5. Active/Supporting Membership: Women who support the philosophy of this Club but are unable to participate actively may become Active/Supporting members upon payment of required dues.

Such members may participate at their discretion in any activity of the Club. They may attend meetings, make motions, vote, serve on a committee, hold office and be counted for the purpose of determining the number of delegates to regional, state or national meetings or conventions. Per capita dues and service charges shall be paid by this Club to TFRW. Such members shall become members of the TFRW and NFRW.

Section 6. Young Affiliate: A Young Affiliate member is a teenage woman, age 13-17, who wishes to officially affiliate with the Northwest Austin Republican Women's Club. Young Affiliate members shall have no vote at local club meetings, but may serve on committees and participate in all club activities, though the number of Young Affiliate members will not be used to determine the number of delegates to the TFRW or NFRW meetings or conventions from the club.

ARTICLE V – OFFICERS AND EXECUTIVE COMMITTEE

Section 1. The officers of the Club shall be a President, Vice-President, First Vice-President, Second Vice-President, Third Vice President, Recording Secretary, Corresponding Secretary, Treasurer and PAC Treasurer. The offices of Corresponding Secretary and Recording Secretary may be combined, as well as the Club Treasurer and the PAC Treasurer.

Section 2. Duties of Officers

- a. The President shall preside at all meetings of the Club and of the Executive Committee and shall have general supervision of the work of the Club. She shall be an ex-officio member of all committees except the nominating committee.
- b. The Vice-President shall serve as an aide to the President and shall Chair the Special Events Committee. She shall perform the duties of the President in her absence or inability to perform. She shall perform other duties the President may designate.
- c. The First Vice-President shall serve as the Membership Chair and shall perform the duties of the President in the absence of both the President and the Vice-President.
- d. The Second Vice-President shall serve as the Program Chair.
- e. The Third-Vice President Fundraising : Appoints a committee that includes the President as a member to develop fundraising ideas and suggestions, and goals of dollars to be raised. Presents the committee's recommendations to the board to gain their support. Present to the membership the fundraising projects to ensure their participation. Keeps records, in the specified format required by the Treasurer, of all fundraising events. Records include member participation, tracks, and accounts for all financial and in-kind contributions, and creates a report for the Treasurer.
- g. The Recording Secretary shall keep a factual and unbiased record of the proceedings of all meetings of the Club and shall perform such additional duties as may be required of the office.
- h. The Corresponding Secretary shall issue all authorized notices to the membership, shall carry on the correspondence of the Club, shall have custody of all records pertinent thereto, and shall perform such additional duties as may be required of the office.
- i. The Treasurer shall receive and be custodian of all funds of the Club including the PAC Fund, and shall

pay bills from the General Fund as authorized by the Executive Committee. The Treasurer shall keep an account of all monies received and disbursed by her, and shall report in full at the annual meeting and at regular meetings as required by the President. She shall keep an up-to-date roster of the membership of the Club and shall send out due's notices.

j. The PAC Treasurer will be registered with the Texas Ethics Commission (TEC), shall keep current on PAC regulations and shall submit all reports required by the TEC in a timely manner. The President shall appoint such member who shall register with the TEC and who shall serve in emergency reporting situations.

Section 3. The Executive Committee. The Executive Committee shall consist of the elected officers, the Immediate Past President and the Chairs of the Standing Committees. All members of this committee shall make an effort to be in attendance at these meetings to approve policies, programs, or actions to be presented to the full membership, to transact necessary business between meetings and to fill vacancies that may occur.

Section 4. Duties of the Executive Committee. The Executive Committee shall have authority to transact any necessary business between meetings, to make recommendations as to policies of the Club, to advise the President on filling vacancies that occur between elections, and to arrange annually or biennially for an internal review of the Treasurer's books.

a. A vote may be conducted by mail, telephone, fax, or email between meetings of the Executive Committee.

Section 5. Term of Office. The term of office for officers and chairs shall be for one year, or until their successors are elected.

ARTICLE VI – MEETINGS

Regular meetings of NWARW shall be held on the first Monday of each month, except in January and September, determined by the holidays in those months unless otherwise ordered by the Executive Committee, which shall give no less than seven (7) days notice of the change to the membership. There are no regular meetings in June, July, and August.

Section 1. The annual meeting of the club shall be held in November for the purpose of electing officers to be installed in December, and who shall assume their duties on January 1 of the following year.

Section 2. There will be a minimum of six (6) regular meetings per year.

Section 3. Special meetings shall be held at the call of the President, a majority of the Executive Committee or by 25% of the membership. The call will be sent out no later than five days preceding the meeting. The purpose of the meeting is to be stated in the call and no other business shall be considered at the special meeting except that stated in the call.

Section 4. Regular meetings of the Executive Committee shall be called by the President or upon the request of a majority of the members of the Board.

Section 5. A vote of the club or executive committee may be conducted by electronic means between meetings, provided there is participation by the majority of the members of the body. The vote shall be ratified and entered into the minutes at the body's next regular meeting.

ARTICLE VII – DUES

Section 1. The annual dues shall be paid on or before December 31st of each year. The annual dues of the club shall be determined by the membership. These dues, as included in the Standing Rules, shall include State and National Federation dues. A member who has not paid her dues by March 31st is considered delinquent and shall be dropped from the membership roster.

Section 2. The dues for Associate Membership shall be at least ½ of the Active Membership.

Section 3. The dues for Active/Supporting Membership shall be at least 1 ½ of the Active Membership.

Section 4. The dues for Young Affiliate shall be one-half (1/2) of the Active Membership.

Article VIII – NOMINATIONS AND ELECTIONS

Section 1. A Nominations Committee of not less than 3 members shall be elected by the Club no later than May 31 each year at a general membership meeting. The election of the Nominating Committee shall be held sufficiently in advance of the Annual Meeting to permit the slate of the Nominating Committee to be sent to all members at least at least 30 days ahead of the election at the Annual meeting. The Nominating Committee shall elect its Chair from one of its own number and shall report one nominee for each office at the Annual meeting after which nominations from the floor shall be allowed.

Section 2. Elections:

A. Elections shall be held at the November meeting after the Nominating Committee has reported its nominees.

B. Nominations from the floor shall be allowed, provided prior consent of each of the nominees shall be obtained.

C. Where there is only one candidate for an office, election may be by voice vote. Where there is more than one candidate for an office, election shall be by ballot. A plurality vote shall elect.

D. No absentee or proxy voting shall be allowed.

ARTICLE IX – COMMITTEES

Section 1. The Standing Committees shall include: Awards, Bylaws, Campaign Activities, Caring for America, Community Engagement, Fundraising, Hospitality, Legislative, Membership, Media Communications, Political Action, and Programs, and the chairs and members shall be appointed by the President with the approval of the Executive Committee.

Section 2. The duties of the above Standing Committees shall include those duties set forth by the State and National Federation.

Section 3. Special Committees shall consist of the Financial Review, Nominations, and Finance, whose chairmen, with the exception of the Nominations Committee, shall be appointed by the President. Other Committees may be appointed by the President and/or the Executive Committee as deemed advisable.

a. The Financial Review Committee shall conduct an internal review of the books of the Treasurer by December 31 of each fiscal year. The Treasurer shall be present for the review. The report shall be given to the Executive Committee.

b. The Nominations Committee is defined in Article VIII, Section 1.

c. The Finance Committee's duty is to prepare an annual budget by December 31 of each fiscal year.

Section 4. All Committees shall report to the Club at regular meetings and as ordered by the President.

ARTICLE X – REPRESENTATION

Section 1. This club may be represented at the TFRW Biennial Convention by one delegate and one alternate for each ten (10) members or major fraction thereof. Delegates and alternates shall be elected at the September meeting prior to the Convention.

Section 2. This club may be represented at the NFRW Biennial Convention by one delegate and one alternate. Delegate and alternate shall be elected at the May meeting prior to the Convention.

ARTICLE XI – QUORUM

Section 1. A quorum for a meeting of the Club shall be 20 percent of the membership.

Section 2. A quorum for a meeting of the Executive Committee shall be a majority of the Executive Committee.

ARTICLE XII – AMENDMENTS

These Bylaws may be amended by a 2/3 vote of the Active Membership present and voting at any regular or special meeting of the Club, or adjourned session thereof, provided notice of the proposed amendment has been given in writing to all members at least 30 days prior to the meeting.

ARTICLE XIII – RULES OF ORDER

Robert's Rules of Order (Newly Revised Edition) shall be the authority in all proceedings except where inconsistent with the Bylaws, and any special rules of this organization and those of the Texas Federation of Republican Women and of the National Federation of Republican Women.

ARTICLE XIV – DISSOLUTION OF CLUB

Upon dissolution of the Club, the name and the assets shall be assigned to the TFRW. None of the assets shall be distributed to any member or officer of the club.

This club may be dissolved by a two-thirds vote at any meeting of the local club, provided that notice of the dissolution has been submitted in writing at the previous meeting and has been sent by mail to all members of the local club. In

the event of dissolution, the Executive Board shall, after payment of all liabilities of the local club, distribute any remaining assets to the state federation, the Texas Federation of Republican Women. None of the assets shall be distributed to any member or officer of the organization. The right to use the name shall revert to the state federation, the Texas Federation of Republican Women.