

Bylaws of Central Texas Republican Women

For approval by Membership March 21, 2022

ARTICLE I – NAME

The name of this organization shall be: Central Texas Republican Women. The address of this organization shall be P.O. Box 24, Belton, TX 76513.

ARTICLE II – OBJECTIVES

The objectives of this organization shall be:

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

ARTICLE III – POLICY

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

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

Section 3. Endorsement Policy.

A. The Club as a whole and its President and Political Activities Chair shall not publicly endorse any candidate for public office in contested Republican primaries, runoff elections, and special elections, and/or non-partisan elections when more than one Republican is in the race. Individual members of this organization may work for the candidate of their choice in contested Republican primaries, but not in the name of the Club or Federation.

B. No candidate shall use the TFRW logo in any political advertising, and any political advertising shall contain the following disclaimer: "This endorsement is given by the individual(s) only, NOT the Texas Federation of Republican Women."

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

Section 5. Controversial Issues: This organization and its officers shall not issue statements or pass resolutions on controversial issues in the name of the organization without first polling its members and obtaining a two-thirds (2/3) written vote of approval of the total membership.

Section 6. Delivery of Records: All officers and 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 deadlines may result in the termination of her membership by the club.

Section 7. Lobbying: There shall be no lobbying with Legislators using the name of the Texas Federation of Republican Women by any federated local club or any individual member without the express permission of the Board of Directors of the Texas Federation of Republican Women.

Section 8. Fiscal Year: The fiscal year of this club shall be from January 1 through December 31.

Section 9. Candidate Fairness: After the end of the candidate filing period for any office and ending the day after the final election for that office, it is the policy of TFRW that all Republican candidates for that office shall be treated fairly and equitably. When one Republican candidate for an office is invited to speak at a Federation or local club meeting, then all Republican candidates for that office shall be offered equal presentation time at the same meeting or another meeting before the election.

Section 10. Split Ticket. Neither the Club nor an individual member shall advocate a split ticket, support an opposition party candidate, or act against the NFRW or State Federation policies and bylaws.

ARTICLE IV – MEMBERSHIP

Section 1. Eligibility:

- A. Membership in Central Texas Republican Women shall consist of ten or more members who pay the annual per capita dues and service charges to the Texas Federation of Republican Women and whose bylaws and objectives are not in conflict with the Texas Federation of Republican Women and the National Federation of Republican Women and who have filed as a Political Action Committee with the Texas Ethics Commission.
- B. Any woman believing in the philosophy of the Republican Party and in the objectives of this organization shall be eligible for membership.
- C. She shall be a registered voter.
- D. A member in good standing shall be a member who has paid the required dues for the current calendar year. The dues amount for primary members will be stated in the Club's standing rules and amended as required.
- E. Member Dues must be paid for at least one month and at least one meeting must be attended prior to the privilege of voting.

Section 2. Classification of Membership:

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

- B. **Associate** – A Republican Woman who is a Primary member of another federated local club and wishes to support Central Texas Republican Women may be eligible for Associate membership upon payment of required dues. She cannot hold office, vote, have voice, or be counted for the purpose determining the number of delegates to National or State Federation meetings or conventions.
- C. **Associate Men** – Republican men are eligible for Associate membership upon payment of the required annual dues. They cannot hold office, have a voice or vote, or be counted for the purpose of determining the number of delegates to national or state federation meetings or conventions. They do not become members of the State or the National Federation.
- D. **Honorary** – Honorary members shall have all the privileges of membership except when a Primary member of another federated Republican Women’s club. Honorary members shall pay no dues, and the local club shall pay their per capita dues to the Texas Federation of Republican Women and the National Federation of Republican Women, unless they are Primary members of another federated Republican Women’s club. Nomination is made by the Executive Committee and must be approved by majority vote of the membership at the November Annual meeting.
- E. **Submission of Officers:** Local member clubs shall elect officers and send lists of their names, addresses, zip codes, telephone numbers and email addresses to the Texas Federation of Republican Women Headquarters by January 1 of each year, and to the District Director.

Article V – Dues

- Section 1.** Each member of the Central Texas Republican Women shall pay annual dues, which will be determined by the Executive Committee with the approval of two-thirds of the membership present. This shall include dues to the State and National Federations.
- Section 2.** Dues shall be payable on December 31, which shall include Central Texas Republican Women dues, state dues, and national dues. Dues collected in November and December may be applied to the following year’s membership.
- Section 3.** Submission of Members to NFRW: Membership expires each year on December 31. Renewing members remain in good standing through the last day of February of the following year. NFRW must receive member dues by March 1 or member is dropped from membership and loses all member privileges
- Section 4.** This organization shall pay the annual service charges required by the Texas Federation of Republican Women and the National Federation of Republican Women and submit names and addresses of club officers and members with payment.
- Section 5.** This organization shall pay the annual per capita dues for its Primary members and annual service charges to the TFRW and NFRW.

ARTICLE VI - OFFICERS AND THEIR DUTIES

- Section 1. Elected Officers:** The officers of this organization shall be President, First Vice President, Second Vice President Membership, Third Vice President Finance, Treasurer/PAC Treasurer, and Secretary.
- Section 2. Duties of Officers:**
 - A. **The President** shall preside at all meetings of the organization and the Executive Committee, shall appoint chairmen of all standing and special committees except that of the Nominating Committee and any other chairmen designated in these bylaws, with the approval of the Executive Committee; shall appoint a parliamentarian; shall serve *ex officio* as a member of

all committees except the Nominating Committee; and shall have general supervision of the work of the organization. The Club President will not be involved with the Nominating Committee until the Slate of Officers is presented to her. Names of the members on the officer slate will be held confidential until that time. The President, not the Nominating Committee Chair, conducts the election.

- B. **The First Vice President** shall perform the duties of the President whenever the President is absent or otherwise unable to serve. She shall perform such other duties as the President may designate. In the event of permanent disability or resignation of the President, she shall succeed to that office for the remaining portion of the President's term. She shall serve as Chairman of Programs.
- C. **Second Vice President** shall serve as Chairman of Membership.
- D. **Third Vice President** shall serve as Chairman of the Finance Committee.
- E. **The Secretary** shall keep a factual and unbiased record of the proceedings of all meetings of the organization and the Executive Committee, shall prepare the correspondence of the organization, shall have custody of all records pertinent thereto and shall perform such additional duties as may be required of the office.
- F. **The Treasurer/PAC Treasurer** shall receive and be Custodian of all funds of the organization and shall pay all bills upon authorization by the President. The Treasurer shall keep an account of all monies received and disbursed and shall give a report at each regular meeting of the organization to the membership. The PAC Treasurer shall be registered with the Texas Ethics Commission and shall submit all reports required by the TEC in a timely manner. All records must be submitted at the end of the year for review.

Section 3. Term of Office:

The term of office for officers and chairmen shall be for one year or until their successor is elected, from January 1 through December 31 following their election or appointment. An Elected Officer may serve consecutive terms if all efforts to fill a position have been exhausted by the Nominating Committee. The Officer must be recommended by the Nominating Committee, must agree to serve, and must be elected at the Annual meeting in November. The Treasurer/PAC may serve unlimited terms, but be elected each year.

Section 4. Succession:

- A. In the event the President should be permanently disabled or resign, the First Vice President shall succeed to that office for the unexpired portion of the term.
- B. If the First Vice President cannot serve, the Executive Committee shall elect by a two-thirds (2/3) vote, a president for the unexpired portion of the term from one of its own members.

Section 5. Removal From Office or Membership. Members of the Executive Committee or members of the club may be removed by two-thirds (2/3) vote of the membership for any of the following reasons after investigation by the Executive Committee:

- A. Failure to pay dues;
- B. Advocating for an opposition party candidate;
- C. Supporting an opposition party ticket; or
- D. Failure to uphold the policies and objectives of this club as stated in the bylaws.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the elected officers, and the immediate Past President, shall serve as advisor. Chairs of the Standing Committees, and the Parliamentarian appointed by the President shall serve *ex officio* without vote.

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

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

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

ARTICLE VIII – MEETINGS

Section 1. Regular Meetings:

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

Section 2. Special Meetings:

- A. Special meetings shall be held at the call of the President or upon the request of 15% of the membership.
- B. The purpose of the meeting shall be stated in the call and no other business shall be considered at the special meeting except that stated in the call of the meeting, with at least 7 days' notice to the members.

Section 3. Regular Meetings Executive Committee: Regular meetings of the Executive Committee shall be held 15 days prior to the regular meeting of the membership at such time and place as may be determined by the President.

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

Section 5. Quorum for Regular Meeting: A quorum for a meeting of this organization shall be 10% of the members.

Section 6. Electronic Meetings: A vote of the club or executive committee may be conducted by electronic means between meetings, provided there is participation by majority of the members of the body. The vote shall be ratified and entered into the minutes at the bodies next regular meeting

Section 7. Meeting Minutes. The Secretary shall keep and circulate the minutes of all meetings of the club and the Executive Committee.

ARTICLE IX – COMMITTEES

Section 1. Standing Committees:

- A. The standing committees shall include: Political Activities, Political Action Committee (PAC), Legislation, Awards, Americanism, Caring for America, Bylaws, Literacy, Social Media, Newsletter, Outreach, and Chaplain.

- B. The chairmen of the standing committees shall be appointed by the President unless otherwise provided for in these bylaws. The committees shall outline programs for action in their respective fields for consideration and adoptions by the Executive Committee, shall carry out such other duties as may be prescribed by the Executive Committee and/or President.
- C. Political Action Committee (PAC): The Political Action Committee shall be chaired by the PAC Treasurer. She shall abide by Texas Election Laws and the opinions issued by the Texas Ethics Commission. All decisions relative to the distribution of funds shall be approved by the Executive Committee.

Section 2. Special Committees:

- A. Special committees shall include: Internal Review, Nominations, and Finance, whose chairmen shall be appointed by the President, except that of the Nominating Committee. Other special committees may be appointed by the President and/or Executive Committee as deemed advisable.
 - 1) **Finance Committee:** The members of this committee shall be The President, Vice President, Secretary, Treasurer, PAC Treasurer and Chairman of the Finance Committee. The Finance Committee shall create a budget for the fiscal year and submit it to the Executive Committee and membership for approval during or before the January meeting.
 - 2) **Internal Review Committee:** An Internal Review Committee shall be selected to conduct an internal review of the books by December 31 of the fiscal year and shall submit its report to the Executive Committee prior to the regular meeting in January. The Treasurer shall be present at the internal review of the books.
- B. The special committees shall outline programs in their respective fields for consideration and adoption by the Executive Committee. These committees shall be formed only for the duration of their service. Their chairmen will not have a voice or voting rights on the Committee.

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

ARTICLE X - NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee:

- A. A Nominating Committee of 5 and one alternate shall be elected by the membership no later than the September meeting. The Nominating Committee shall elect its chairman from one of its own number. A plurality vote shall elect the members of the committee.
- B. The Nominating Committee shall report one nominee for each office at the October meeting at least 30 days ahead of the election.
- C. The Nominating Committee cannot succeed itself.

Section 2. Elections:

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

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

ARTICLE XI – CONVENTIONS

Section 1. Texas Federation of Republican Women Biennial Convention:

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

Section 2. National Federation of Republican Women Biennial Convention:

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

ARTICLE XII – PARLIAMENTARY AUTHORITY

The latest edition of *Robert's Rules of Order, Newly Revised* shall govern all proceedings except where inconsistent with the Bylaws 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 XIII – AMENDMENTS

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

ARTICLE XIV – DISSOLUTION

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

Zenia Warren, CTRW President



Ellie Chitwood, CTRW Bylaws Chairman



Approved by Texas Federation of Republican Women

Date: *March 24, 2022* By *Debra Harper TFRW VP Bylaws*

CENTRAL TEXAS REPUBLICAN WOMEN STANDING RULES

Standing Rules are rules and regulations (1) which are related to the details of the administration of a society rather than to parliamentary procedure, and (2) which can be adopted or changed upon the same conditions as any ordinary act of the society. A standing rule can be amended or rescinded by a two-thirds vote at any business meeting without any previous notice.

A. Enlargement of responsibilities for officers:

1. President: Custodian of gavel - Conducting meetings
2. First Vice-President: Program Chairman - arrangement for speakers
3. Second Vice-President: Membership Chairman - Yearly Membership Directory, Membership Recruitment, and preparation of membership submission of members to TFRW
4. Third Vice-President: Finance - in charge of fund-raising
5. Treasurer: Keeps records of monetary transactions - honorariums for speakers when applicable, payment for lunch or dinner for honorary guests, and speakers

B. The incoming board shall be responsible for activities concerning the first meeting of the fiscal year and thereafter.

C. Budget: An annual budget shall be prepared by the newly elected board and the Treasurer.

D. Protocol regarding honorary guests at a fund-raiser: introduce according to rank.

E. Printed material for distribution, circulation, or sale at Central Texas Republican Women's meeting shall be subject to approval by the CTRW Executive Committee.

F. Any resolution to be brought before the Central Texas Republican Women must be presented in writing to the Executive Committee. All committee members shall be furnished a copy of such resolution prior to the meeting.

G. Members must pay reservations, if reserved and unused, when the organization is required to pay for such unused reservation.

H. CTRW will pay registration fee for a member as a delegate and alternate to a state or national convention. Delegate and Alternate are responsible for any transportation, hotel, or meals not included in registration fee. Once registered as Delegate or Alternate, if member cannot attend convention, member is responsible for reimbursing CTRW full cost of registration.

I. CTRW will pay Luncheon fee for designated CTRW Honorees at TFRW Tribute to Women. The Honoree(s) will be approved by the Executive Committee.

J. Chairmen of Committees shall prepare a written record of activities to pass on to the successors at the end of the organization year and will be included in an Annual Report presented to the membership at Annual Meeting in November.

- K. Expression of Sympathy Memorial will be made to the CTRW Scholarship Endowment Foundation in the amount of ten dollars as determined by the Executive Board.
- L. Central Texas Republican Women dues shall be assessed for all members, including active and associate members. Per capita dues in the amount of \$20.00 for NFRW and \$5.00 for TFRW will be paid to TFRW per Primary member. Annual fee of \$20.00 will also be paid to TFRW.
- M. All checks require two (2) signatories. In case of an emergency, the President is authorized to issue a check with only one signature.

Respectively submitted:



Zenia Warren, President CTRW



Ellie Chitwood, Bylaws Chair CTRW

Date Approved: *March 24, 2022 By Debra Harper TFRW VP Bylaws*