

BYLAWS

ALABAMA FEDERATION OF REPUBLICAN WOMEN

ARTICLE I - NAME

This Federation, approved by the National Federation of Republican Women, shall be known as the ALABAMA FEDERATION OF REPUBLICAN WOMEN.

ARTICLE II - OBJECTIVES

The objectives of this organization shall be:

- 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 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;
- to support objectives and policies of the Republican National Committee and the Alabama Republican Executive Committee.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility

- (a) Membership in the Alabama Federation of Republican Women shall be open to any Republican Women's Club in support with Federation objectives, provided they meet the qualifications for a Charter. Upon presentation by the District Director, and upon approval by the Executive Committee, the President shall present a Charter.
- (b) Requirements for Charter
 1. Consist of ten (10) or more members;
 2. Provide in their bylaws for a minimum of (6) meetings per year;
 3. Pay dues annually in accordance with NFRW requirements;
 3. Send a check for per capita dues;
 4. Enclose rosters of Officers and Members;
 5. Provide a copy of club bylaws which must be approved by the bylaws committee of AFRW to ensure they are in line with AFRW and NFRW bylaws;
 6. Provide in bylaws for the newly elected officers to assume the duties of their office on or before January 1 following the election;
 7. The bylaws of a member club must not conflict with the bylaws of the AFRW or the NFRW. All Clubs shall use the word "Republican" in the title of their Club. The word "Federation" shall not be used in the title of the club.
- (c) Loss of membership will result to any member who publically supports a candidate of the opposition.

- (d) Membership shall be on a voluntary basis without remuneration to any member

Section 2. Membership Classifications

(a) Clubs

Membership of the Alabama Federation of Republican Women shall consist of Republican Women's clubs which have been granted Charters after having followed the prescribed procedure set forth in Extension policy adopted by the Board of Directors.

- (b) Active membership shall be held in no more than one club. Only active members of a club shall be counted for delegate representation for district, state and national conventions. Affiliate members and associate members shall have those privileges granted by the club; however, they shall not be counted in that club's membership for determining delegate representation and they shall not be counted in a quorum.

(c) Membership-at-large

A member of a disbanded club or one who has moved into an area where there is no club may be granted membership-at-large. A Member-at-large shall pay dues directly to the Treasurer of the State Federation, shall have no vote at the Convention and shall not retain an elective office.

(d) Associate Membership

Republican men may be eligible for associate membership, upon payment of required annual dues. They may attend meetings, but cannot make motions, have a voice or a vote, 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, they do not become a member of the State or National Federation.

(e) National Associate Membership.

A person who contributes money directly to the National Federation is a National Associate Member, without a vote at any Federation Meeting. The membership cannot be counted in a State's Representation for a State or National Federation Convention. The Member will receive the official Publication of NFRW and other educational material.

Section 3. Qualifications

A Club may be admitted to and continued in Membership if its bylaws are not in conflict with its State By-laws and objectives. No Club shall be admitted to, nor continued in, membership that advocates a split ticket, or supports a Candidate running on an opposition ticket.

Section 4. Removal from Membership

Clubs may be removed from membership by a 2/3 vote of the Executive Committee for the following reasons:

- (a) Non-payment of dues and/or non-payment of service charges on or before the date on which they are payable.
- (b) Public support of an opposition candidate.

- (c) Upon dissolution or removal of a state club, all of its assets shall be transferred to the Alabama Federation. None of the assets shall be distributed to any individual officer or member of the club.

Section 5. Reinstate to Membership

A club dissolved or removed from membership for any cause may be reinstated by filing an application with the Executive Committee and by a 2/3 vote of the committee along with all required dues and service charges. Otherwise these members may choose to re-charter under a new name and payment of all current fees.

ARTICLE IV - OFFICERS AND THEIR DUTIES

Section 1. The Officers of AFRW shall be: A President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Fourth Vice-President, a Recording Secretary, an Assistant Recording Secretary, a Corresponding Secretary, a Treasurer and an Assistant Treasurer.

Section 2. The Officers shall be elected at the Biennial Convention for a term of two years and no Officer shall succeed herself more than once.

Section 3. Duties of the officers

(a) Duties of the President

1. To preside at all meetings of the Organization, the Board of Directors and the Executive Committee;
2. To appoint all Committees except the Nominating Committee, with the appointment of Chairmen of standing committees to be approved by the Executive Committee;
3. To be an ex-officio member of all committees except the nominating Committee;
4. To prepare a program of action after consultation with the Chairmen of standing committees, for presentation to the Board of Directors;
5. To appoint a Parliamentarian;
6. To appoint a Chaplain;
7. To issue the Call for the Biennial Convention at least thirty (30) days prior to the Convention;
8. To co-sign all checks with the Treasurer;
9. To represent the Organization at all times or to designate someone as a representative in her absence;
10. To attend the National Board Meetings or send a representative;
11. To act as liaison between the Organization and the Alabama Republican Executive Committee;
12. To designate the Headquarters address of the Federation;
13. To obtain complete membership lists from all Clubs and to place such list under irrevocable trust for the exclusive use of Republicans;

14. To appoint at the Executive Board meeting, following the Biennial Convention, seven members of the AFRW to serve as members-at-large on the Executive Committee and be called District Directors. Such appointments shall be subject to approval by the Executive Board.

(b) Vice-Presidents shall serve in the following capacities:

- 1. The First-Vice-President shall be the Campaign Activities Chairman and shall serve as chair of the PAC Committee. She shall coordinate with clubs on election activities such as poll watchers, poll workers, and voter registration. She shall perform the duties of the president in her absence.**
- 2. The Second Vice-President will be Membership Chairman. As Membership Chairman she is to work with present and any future clubs in membership enlargement.**
- 3. The Third Vice-President will be Chairman of Extension and will supply the District Directors with application forms, and standard club by-laws to be used in areas where clubs apply for charters. When Clubs have met all requirements, the District Director shall forward the application to the Third Vice-President who will present it to the Executive Committee for approval.**
- 4. The Fourth Vice-President shall be the Program Chairman for all AFRW activities.**

They shall perform such other duties as may be designated by the Board of Directors.

(c) The Recording Secretary shall keep and read the minutes of all meetings of the Federation, the Board of Directors and the Executive Committee. She shall be custodian of all records and papers of the Federation, except those that pertain to some other office or committee.

(d) The Assistant Recording Secretary shall perform the duties of the Recording Secretary in case of the absence or disability of the Recording Secretary.

(e) The Corresponding Secretary shall write and mail out the newsletter, THE RED WAVE.

(f) The duties of the Treasurer shall be:

- 1. To collect all funds and deposit them in a bank approved by the Executive Committee;**
- 2. To collect membership dues and service charges on behalf of the state and to promptly remit membership dues and club service charges to NFRW;**
- 3. To send notices of unpaid dues to member clubs;**
- 4. To co-sign all checks with the President;**
- 5. To disburse funds as directed by the Executive Committee and/or Board of Directors;**

6. To be ex-officio member of the Finance Committee and the Credentials Committee;
 7. To make written reports of receipts and disbursements for all meetings and as directed by the President;
 8. To maintain for the state and to provide to NFRW a current roster of club officers and names, addresses, phone numbers and emails of members. This includes maintaining an updated list on NFRW's database.
 9. The Treasurer's books will be reviewed by a qualified accountant immediately following the biennial convention and a report of the qualified accountant and a full report of the two preceding years will be given by the treasurer at the next business meeting of the Federation.
- (g) The Assistant Treasurer shall assist the treasurer and perform the duties of the Treasurer in case of the absence or disability of the Treasurer.
- (h) The District Directors shall be members of the Executive Committee and shall perform such other duties as may be designated by the Executive Committee.
- (i) The immediate Past President shall serve as a member of the Executive Committee for a period of two years, or until a new President is elected. She shall be a consultant of all Committees.

Section 4. Officer Records

All Officers shall deliver all records, files and properties of the Federation to AFRW president within one month after retiring from office, unless otherwise directed by the President.

ARTICLE V - BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Board of Directors

- (a) The voting body of the Board of Directors shall be the elected Officers, the Immediate Past President, the presidents of all member clubs, the chairmen of the standing committees or the Vice-Chairmen in the absence of the Chairman, and the district directors.

The non-voting members of the Board shall be appointed officers: the Chaplain, Historian, Parliamentarian, and Sergeant-at-Arms.

- (b) Proxy Voting

The President of a member club may appoint a member of the governing body of her organization as her proxy, in the event she is unable to attend a scheduled meeting. Proxy forms shall be provided by the secretary upon request.

Section 2. Duties of the Board of Directors

- (a) The Board of Directors shall be the governing body of this organization between conventions.
- (b) Fill vacancies in elective offices that occur between conventions except the Office of the President. Should a vacancy in the Office of the President

occur, the First Vice-President automatically becomes President for the unexpired term, and a new First Vice-President shall be elected.

- (c) Approve the program of action presented by the President.
- (d) Consider and recommend action by the Revisions Committee concerning all proposed amendments to the bylaws, for presentation to the Convention.
- (e) Adopt the Annual Budget.
- (f) Approve at the Board of Directors meeting, following the Biennial Convention, seven members of the AFRW to serve as members-at-large on the Executive Committee and to be called District Directors.

Section 3. Meetings of the Board of Directors.

- (a) The Board of Directors shall meet at least two (2) times a year, at such time and place as shall be determined by the AFRW Executive Committee.
- (b) The call for the Board Meeting shall be sent to all members, in writing, by FAX or electronic communication at least two weeks prior to the meeting.
- (c) Additional meetings may be called by the President or at the written request of 1/3 of the members in good standing.
- (d) A vote on items of immediate urgency may be conducted via phone, U.S. Mail, FAX, or electronic communication between meetings and ratified at the next meeting of the AFRW Board.

Section 4. Quorum

A majority of those present shall constitute a quorum for all meetings of the Board of Directors.

Section 5. Executive Committee

The Executive Committee shall consist of:

- (a) the elected Officers of the Alabama Federation of Republican Women; with a vote;
- (b) seven Members-at-Large known as District Directors, with a vote;
- (c) the Immediate Past President of the AFRW; with a vote;
- (d) the Chairmen of the standing committees; with a vote
- (e) the Parliamentarian, Chaplain, Historian, Sargent At Arms; without a vote

Section 6. Duties of the Executive Committee

- (a) approve clubs applying for membership;
- (b) establish policy with the approval of the Board of Directors;
- (c) approve the appointments of the President;
- (d) recommend the annual budget to the Board of Directors;

- (e) direct disbursements of funds;
- (f) approve the bank or banks where funds are to be deposited;
- (g) to meet on the call of the President or on written request of five (5) members;
- (h) remove from office or duties, by a two-thirds vote of the AFRW Executive Committee, any Officer, Committee Chairman, elected or appointed, who does not support the State Federation, its policies and objectives.

Section 7. Meetings of the Executive Committee

- (a) the Executive Committee shall meet at such time and place as prescribed by the President;
- (b) additional meetings may be called by the President, or upon written request of five (5) members of the Executive Committee;
- (c) at least four (4) days notice shall be given for Executive Committee Meetings.
- (d) a vote on items of immediate urgency may be conducted via U.S. mail, phone, FAX or email between meetings and ratified at the next regular meeting of the AFRW Executive Committee.

Section 8. Quorum

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

ARTICLE VI - CONVENTIONS

Section 1. Time and Place

- (a) A convention of the Alabama Federation of Republican Women shall be held every two years of the odd numbered years at such time and place as shall be determined by the Board of Directors. The call for the Convention shall be sent to all member Clubs at least thirty (30) days prior to the Convention.

Section 2. Representation

- (a) The voting body of a Convention shall be:
 1. Two (2) delegates from each club and two (2) alternates, who shall serve in the absence of the delegate;
 2. For each fifty (50) members, each club shall be entitled to one additional delegate and alternate;
 3. Presidents of each member Club;
 4. State Officers;
 5. Chairmen of Standing Committees;
 6. Past Presidents of the AFRW.

- (b) The delegates and alternates shall be selected in such a manner as their respective clubs prescribe, but selection shall be made not less than two (2) weeks prior to a Convention and the names shall be sent to Federation Headquarters on forms provided for that purpose and as prescribed in the call for the Convention.
- (c) At least twenty-five (25) days preceding a Biennial convention, the State Treasurer shall certify to the Credentials Committee, the names of Clubs in good standing. Only such certified clubs shall be entitled to representation at the Convention.
- (d) Each delegate shall be entitled to only one vote. There shall be no proxy voting.

Section 3. Quorum

A majority of the delegates attending a Convention shall constitute a quorum for the Convention.

ARTICLE VII - DUES

Section 1. Dues

Annual per capita dues will be the current amount set by AFRW to include the current amount by set by NFRW per member. They shall be due the 1st reporting period of each fiscal year. A Service Charge will be dictated by NFRW guidelines and must be paid to AFRW (for NFRW) by March 31 of each year.

Section 2. Fiscal Year

The fiscal year of the AFRW shall be January 1 through December 31.

Section 3. Only clubs whose dues are paid thirty (30) days prior to the Biennial Convention shall be entitled to representation in the Convention.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

Section 1. Nominations

A Nominating Committee of five (5) members shall be elected by the Board of Directors at the regular spring meeting of the Board of Directors held prior to the Biennial Convention. The Committee shall elect its own Chairman from one of its members. The Nominating Committee shall submit at least one (1) nominee for each office and present the slate at the Board Meeting prior to the Convention. This slate shall be sent to all member clubs with the call for the Biennial Convention. Nominations may also be made from the floor of the Convention following the report of the Nominating Committee. Nominees shall be members in good standing of the AFRW and shall be in accord with the objectives, bylaws, and policies of this Organization, the Republican Party and its Platform.

Section 2. Election shall be held at the Biennial Convention. Where there is only one Candidate for an office, election may be by voice vote. A majority vote shall elect. Newly elected officers will assume the duties of their office on the first day of the following January.

Section 3. Election Committee

An election committee of not less than three (3) members shall be appointed by the President at the Board of Director's meeting, prior to the Convention. This Committee shall provide all election materials and shall act as tellers for the election.

Section 4. No one shall serve on the nominating committee for more than two (2) consecutive terms.

Section 5. Vacancies

A vacancy in an elective office shall be filled by an election by the Board of Directors at the next meeting following the vacancy. Notice of such vacancy shall be given to the Board of Directors with the call for the meeting.

ARTICLE IX - QUALIFICATIONS FOR OFFICE

All Officers shall:

- (a) Be active members of a Federated Club in good standing;
- (b) Have held an elective Office at the Club level;
- (c) President must have served on the AFRW Board of Directors,

ARTICLE X - COMMITTEES

Section 1. The Standing Committees of this Federation shall include:

- (a) Public Relations/Publicity
- (b) Finance Chairman
- (c) Finance Chairman as liaison with NFRW-Regents Chairman
- (d) Bylaws
- (e) Legislative

Section 2. Duties of Committees

The Standing Committees shall outline programs for action in their respective fields for consideration and adoption by the Board of Directors, and shall carry out such other duties as may be prescribed by the Board of Directors.

Section 3. Special Committees

Special Committees may be appointed by the President as deemed advisable.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised (RONR) shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order of the organization.

ARTICLE XII - AMENDMENTS

These by-laws may be amended by a two-thirds (2/3) vote of the members present at the biennial convention, provided that copies of the proposed Amendments shall have been submitted in writing to each member of the Board of Directors thirty (30) days prior to the Convention. Between Biennial Conventions, the Board of Directors may make emergency changes, in the best interest of the organization, provided they are ratified by a two-thirds (2/3) mail vote of the member clubs.

ARTICLE XIII – DISSOLUTION

In the event of dissolution of this corporation by a majority vote of the AFRW Board of Directors, all of its assets which remain after payment of all AFRW liabilities, cost and expenses of such dissolution, shall be distributed to the NFRW. None of the assets shall be distributed to any member or officer of the AFRW.

Revised October 10, 2009

STANDING RULES

1. The Republican National Committeewoman and the State Chairman or Vice-Chairman, if the office is held by a woman, as courtesy, shall be invited to attend meetings of the Board of Directors.
2. Originals of any correspondence mailed, faxed or emailed to any Officer of the Organization in her capacity as an officer will become the property of the Federation and shall be passed to the next officer for her files.
3. Meetings of the Executive Committee shall be held at least four times a year or on the call of the President.
4. Each unit club is entitled to one (1) visit from the Federation President during her (2) year term of office.
5. The Federation President shall be reimbursed for official AFRW travel at the rate per mile recognized by the U. S. Government at the time of the travel. She shall submit her request in writing to the Federation Treasurer indicating the date(s) and destination(s) and/or reason for travel. The Treasurer shall adjust the per mile rate from time to time as necessary.
6. Annual per capita dues shall be \$17.
7. Each club shall submit \$15 per year for NFRW Service Charge.

AMENDMENTS

Standing rules may be amended by the Board of Directors by a majority vote provided notice has been given two (2) weeks prior to the meeting or two-thirds (2/3) vote of the members present if notice has not been given.

Revised October 10, 2009