

# **NORTH CAROLINA FEDERATION OF REPUBLICAN WOMEN**

A member of National Federation of Republican Women since 1953

## **BYLAWS**

As revised, amended and approved November 10, 2018, at the NCFRW Board of Directors meeting in Fayetteville, North Carolina.

### **ARTICLE I NAME**

The name of the organization shall be the North Carolina Federation of Republican Women, hereafter referred to as the NCFRW.

### **ARTICLE II OBJECTIVES**

The bylaws and objectives of NCFRW shall be consistent with those of the National Federation of Republican Women, hereafter referred to as NFRW.

The objectives of this organization shall be:

- A. To promote an informed public through political education and activity;
- B. To increase the effectiveness of women in the cause of good government through active political participation;
- C. To facilitate cooperation among the NFRW, the NCFRW and the Republican Women's Unit Clubs;
- D. To support the objectives and policies of the Republican National Committee (RNC) and the North Carolina Republican Party (NCGOP);
- E. To support the election of Republican Party nominees and support election of Republican Women.

### **ARTICLE III MEMBERSHIP**

#### **Section 1. PRIMARY MEMBERSHIP**

- A. Any woman who is a registered Republican in the state of North Carolina and who believes in the philosophy of the Republican Party and who supports the objectives and policies of this organization shall be eligible for membership.
- B. A member in good standing shall be a member who has paid the required dues for the current calendar year to a NCFRW member Unit Club. The dues amount for primary members will be stated in the Unit Club's standing rules and amended as required.

#### **Section 2. ASSOCIATE MEMBERSHIP**

- A. Any woman who is a primary member of another Federated Women's Unit Club who supports the objectives and policies of that Unit Club shall be eligible to become an associate member upon payment of required annual dues. The dues amount for associate members shall be stated in the Unit Club's standing rules and amended as required.
- B. Associate members have a voice, but cannot hold office, vote, or be counted in determining the number of delegates to NFRW or the NCFRW meetings or conventions.
- C. Republican men may be associate members but cannot make motions, hold office, have a voice, vote, or be counted in determining the number of primary members.
- D. Associate member dues remain with the Unit Club. The number of associate members is reported to the NCFRW and NFRW.

### **Section 3. HONORARY LIFE MEMBERSHIP**

Any Unit Club in good standing may nominate for NCFRW Honorary Life Membership a member who meets the qualifications established by the Honorary Life Membership Committee. Such member is exempt from regular annual NCFRW dues, but is entitled to no additional privileges, and shall continue to pay annual NFRW dues.

### **Section 4. MEMBERSHIP LISTS**

NCFRW and Unit Club membership lists are the proprietary and confidential information of the NCFRW and Unit Clubs and its publication/distribution is intended for NCFRW and Unit Club's use only. Any misuse of the NCFRW membership list or a Unit Club membership list by a member, for financial gain or any other wrongful distribution, shall constitute grounds for expulsion from the NCFRW at all levels.

### **Section 4. FISCAL YEAR**

- A. The fiscal year for the NCFRW and Unit Clubs shall be from January 1 through December 31;
- B. Unit Club member dues shall be payable January 2 and shall be delinquent March 1. Dues collected in the fourth quarter may be applied to the following year's membership.

## **ARTICLE IV UNIT CLUBS**

### **Section 1. ELIGIBILITY**

#### **A. Unit Clubs:**

- 1. A Unit Club in good standing is one whose current dues and service charges are paid to the NCFRW, has 10 or more members, has elected officers, and holds at least five meetings either in person or by teleconference within a twelve-month period.
- 2. The Unit club shall support the bylaws and objectives of the NCFRW and pass Unit Club Bylaws that do not conflict with the NCFRW bylaws.
- 3. All Unit Club's bylaws shall provide for election of a Nominating Committee by September 30, presentation of a slate of officers by October 31, election of officers by November 30, with installation of officers by December 31.
- 4. Every NCFRW Convention year, Club Presidents must submit their current Unit Club's bylaws to the NCFRW Bylaws Chairman by January 31<sup>st</sup> of that year to be eligible to participate in the NCFRW's Biennial Convention.
- 5. The word "Republican" shall be included in the title of all Unit Clubs. The word "Federation" shall not be used in the title of any Unit Club.
- 6. Unit Clubs shall complete the NFRW Achievement Awards and turn the form into the NCFRW President on June 1<sup>st</sup> of every odd-numbered year. The Achievement Award program contains a blueprint of activities, that when completed, contribute to each Unit Club's success.

**B. Satellite Club:** A Satellite Club is organized by a Unit Club, is accountable to that Unit Club, pays dues to that Unit Club and has the same membership requirements.

**C. Virtual and E-Clubs:** A Virtual/E-Club is a Unit Club that meets online and follows the same procedure as the establishment of a Unit Club. All details and forms needed to start a new Virtual/E-Club can be found in the **Guide to Starting a New Club/New Club Handbook** found at the Digital Resource Library at NFRW.org under 'Membership'.

### **Section 2. POLICY ON SPEAKERS**

Non-Republican political candidates, political office holders, party officials or their representatives shall not be allowed to address the group or distribute political materials at Unit Club and NCFRW Club meetings or events.

### **Section 3. ENDORSEMENT POLICIES**

- A. The Unit Club, as a whole, and its President and Campaign Activities Chair, shall not publicly endorse any candidate for a public office in contested Republican primaries, runoff elections, and special elections, and/or nonpartisan elections when more than one Republican is in the race.
- B. Individual members of this organization may work for the candidate of their choice in contested Republican primaries, but not in the name of the Unit Club or NCFRW.
- C. An officer in a Unit Club who is a candidate or whose spouse or family member is a candidate shall be exempt from this rule. However, they may not do so in the name of the Unit Club or use its logo or stationery.
- D. Neither the Unit Club nor an individual member shall advocate a split ticket, support an opposition party candidate, or act against the NFRW or NCFRW policies and bylaws.

### **Section 4. APPLICATIONS FOR NEW UNIT CLUBS**

- A. The Application for Unit Club membership shall be sent to the President of the NCFRW, with a set of proposed bylaws, a spreadsheet list in alphabetical order of the names, addresses, telephone numbers, and email addresses of at least ten eligible members, and the names of the proposed officers. Applications shall be sent in printed form, and available as digital documents.
- B. The NCFRW Executive Committee will review and approve the Unit Club's application submission and certify the Unit Club's charter application. This application will be forwarded to the NFRW along with the Unit Club's Service charge.
- C. Upon approval of the new Unit Club by the NFRW, a charter and Unit Club's number will be issued, making the new Unit Club an official Federation affiliate. The Unit Club's name shall also be approved by the NFRW.
- D. A new Unit Club shall then submit their members' dues to the NCFRW.
- E. There shall be no limit as to the number of Unit Clubs that can be organized within any area.

### **Section 5. DISSOLUTION OF UNIT CLUB**

- A. If a Unit Club is considering disbanding, the NCFRW president must be notified of its intention so the NCFRW can advise it on how to proceed. The NCFRW president will notify the NCFRW Treasurer, Assistant Treasurer and Regional VP.
  - 1. The NCFRW Executive Board will formulate a plan to revitalize the Unit Club by additional training, membership recruitment and problem solving.
  - 2. Each Unit Club's Bylaws should include an Article of Dissolution which should state: *This Unit Club may be dissolved by a two-thirds vote at any regular or special meeting of the Unit Club, provided that notice of the dissolution has been submitted in writing at least thirty days prior and has been sent to all members of the Unit Club. In the event of dissolution, the Executive Committee shall, after payment of all liabilities of the Unit Club, distribute any remaining assets to the NCFRW. No funds shall be distributed to any member or officer of the Unit Club. The right to use the name of a dissolved Unit Club shall revert to the NCFRW.*
  - 3. The minutes of that meeting shall be sent to the NCFRW President.
  - 4. The State Board of Elections and Ethics Enforcement (NCBOE) must be notified and Form CRO 3400 must be filled out and sent to the NCBOE.
  - 5. All bank accounts must be closed once the final checks have cleared. The final check must be made payable to NCFRW in the amount of the final bank account amount. Once the check has cleared, the NCFRW will notify the Unit Club and the Treasurer shall close the account.
- B. A Unit Club may be removed from membership in the NCFRW by a two-thirds vote of the Executive Committee for the following reasons:
  - 1. Non-payment of dues and service charges;
  - 2. Failure to maintain the membership requirements and qualifications;
  - 3. Affiliation with any political organization which is not officially recognized as a part of the NFRW, the NCFRW, and the Republican National Committee. This applies to Unit Clubs as entities and not to individual members.

## **Section 5. REINSTATEMENT TO MEMBERSHIP**

A Unit Club, that was dissolved or removed from membership, may apply to be reinstated to the NCFRW Executive Committee. The Executive Committee shall determine the criteria for reinstatement. A two-thirds vote of the Executive Committee is required for reinstatement.

## **ARTICLE V OFFICERS AND THEIR DUTIES**

### **Section 1. ELIGIBILITY**

All elected officers and members of standing and special committees shall be active members in good standing of a Unit Club.

### **Section 2. OFFICERS**

- A. Elected officers of the NCFRW shall be a President, five Regional Vice Presidents, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer. The immediate Past President shall be an officer of the NCFRW for one year following her retirement as President and shall perform the duties of the President in the absence of the President. After the first year of the biennium, the Regional Vice President for the area where the Executive Committee and Board of Directors meetings are being held shall preside in the absence of the President.
- B. At the first meeting of the Executive Committee, after taking office, the Committee shall elect one Vice President to represent the President at Central Committee and Executive Committee Meetings of the NCGOP if the President is unable to attend any such meetings.
- C. At the Executive Committee Meeting immediately prior to the expiration of the Immediate Past President's term of membership on the Committee, or immediately after her notifying the Committee of her inability to continue to serve on the Committee, the Committee shall elect one Vice President to serve as Acting President until the next scheduled Executive Board Meeting in the event that the President is unable to serve her full term of office.

### **Section 3. TERMS OF OFFICE**

- A. All officers shall be elected at the Biennial Convention for terms of two years, and no officer shall serve more than two terms in the same office. The Officers-Elect shall attend all meetings of the Executive Committee and the Board of Directors.
- B. Officers shall be installed at the Fall Board of Directors meeting which shall be held in the period between the NFRW Biennial Convention and December 1. Officers shall take office immediately upon installation. **Section 4.**

### **DUTIES OF THE OFFICERS**

- A. The President shall:
  - 1. Preside at all meetings of the NCFRW, the Board of Directors and Executive Committee; and ensure that the organization functions in accordance with parliamentary procedures, bylaws and standing rules;
  - 2. Appoint all standing and special committee chairs, except the Nominating Committee, with the approval of the Executive Committee;
  - 3. Appoint a Parliamentarian, Chaplain, an Auditor, a Historian, and an Executive Secretary, who shall be nonvoting members on the Board of Directors. The Parliamentarian shall serve as counsel and give advice on parliamentary procedures. If an appointee holding a non-voting position of the Board concurrently holds a voting membership, she shall be entitled to vote. The Parliamentarian is entitled to the membership privilege of a ballot vote if a Unit Club member;
  - 4. Appoint chairmen of such special committees as may be deemed advisable to carry out the programs of the NCFRW;

5. Serve as ex-officio member of all committees, except the Nominating Committee, retaining all the rights and privileges but she does not count in a quorum;
6. Represent the NCFRW on the NFRW Board of Directors as specified in the NFRW Bylaws;
7. Represent the NCFRW on the North Carolina Republican Central and Executive Committee as provided by the NCGOP Plan of Organization;
8. Issue the official call to the Board of Directors meeting a month prior to the meeting and issue the official call to the Biennial Convention at least forty-five days prior to the date of the convention;
9. Upon receipt of a Unit Club application for membership, deliver the application and list of members and officers together with the check for the service charge to the Treasurer, and refer the bylaws to all members of the Executive Committee for review;
10. Upon approval of a new Unit Club's bylaws, send the Unit Club's application package to the NFRW;
11. Formulate an annual program of action, and advised by the Treasurer and Assistant Treasurer, prepare an annual budget, to be presented to the Executive Committee for approval and to the Board of Directors for adoption no later than the Winter Board meeting;
12. Certify to the NFRW President the names of the Unit Clubs whose state and national dues are paid, the number of members in each Unit Club, and the names and addresses with zip codes of the club presidents at least ninety days before the National Biennial Convention;
13. Send the names, addresses, telephone numbers and email addresses of the NCFRW delegates-at-large and alternates at-large to the NFRW President on credentials forms provided by the NFRW no later than twenty days prior to the National Biennial Convention;
14. Maintain the files of the NCFRW and deliver them to her successor immediately upon retirement from office; all social media and website passwords/logins shall be passed on to the new president immediately;
15. Obtain complete membership lists from Unit Clubs and place such lists under irrevocable trust for the exclusive use of the NCFRW, as authorized by the Executive Committee for NCFRW communications only. NCFRW and Unit Club membership lists are the proprietary and confidential information of the NCFRW and Unit Clubs and publication/distribution intended for NCFRW and Unit Club use only. Any misuse of the NCFRW membership list or a Unit Club membership list by a member shall constitute grounds for expulsion from the NCFRW at all levels.

B. The Regional Vice Presidents shall:

1. Promote expansion of clubs in areas assigned by the President with the consent of the Board of Directors;
2. May preside at one regional meeting per year to be called for the benefit of the officers and members of the Unit Clubs within her region. Every effort shall be made to make such Regional Meetings self-supporting through the imposition of reasonable and appropriate registration fees; however, the Executive Board may budget for and provide NCFRW funds to each Region for securing appropriate locations and arrangements for such meetings. All income from registration fees shall revert to the NCFRW;
3. Act as liaison between Unit Clubs in her area and the Board of Directors;
4. Recommend to the Executive Committee, for approval, the appointment to the Board of Directors a maximum of four area representatives for each Regional Vice President. The Area Representatives shall assist within the region by carrying out the duties assigned by the Regional Vice President;
5. Maintain open communications within the region of the county organizations of the NCGOP, assisting with the work of the Party however possible;
6. Act for the President when requested to do so;
7. Perform such other duties as may be assigned by the President. C. The Secretary shall:
  1. Record all meetings of the NCFRW, the Board of Directors, and the Executive Committee;
  2. Furnish copies of Board of Directors Meeting minutes to its members within twenty days after the meeting;
  3. Keep an accurate roll of member clubs of the NCFRW, a copy of the bylaws, rules, resolutions, and all filed reports;
4. Perform such other duties as may be assigned by the President. D. The Assistant Secretary shall:
  1. Assume the duties of the Secretary whenever necessary;
  2. Keep an account of attendance at all Board of Directors and Executive Committee meetings, and prepare name tags for all attendees;

3. Be informed and fully prepared so that assumption of duties of the Secretary could be immediate;
4. Attend all meetings of the NCFRW;
5. Perform such other duties as may be assigned by the President. E. The Treasurer shall:
  1. Be the custodian of all funds of the NCFRW;
  2. Deposit money immediately upon receipt, disburse it with approval and account for it. Whether the sums are large or small, the records must be in order;
  3. Ensure the books are accurate and up to date. The books should be balanced to the bank statement each month to ensure that no errors appear;
  4. Present a written report of all receipts and disbursements at all meetings. This report is read for information only, and filed for audit;
  5. Ensure that the books and records of the Treasurer are audited annually by the auditing committee;
  6. Ensure that the books and records shall be audited by an independent outside auditor before a new treasurer takes over;
  7. Assist the President in preparation of the annual budget;
  8. Be bonded by a certificate of insurance;
  9. Complete Treasurer Certification by the North Carolina Board of Elections, hereafter referred to as the NCBOE, per North Carolina Campaign Finance Law;
  10. Complete all reports required by the NCBOE by deadlines;
  11. Oversee the NCBOE filings of each Unit Club after each filing period;
  12. Serve as a resource and trainer to Unit Club Treasurers;
13. Perform such other duties as may be assigned by the President. F. The Assistant Treasurer shall:
  1. Assume the duties of the Treasurer whenever necessary;
  2. Collect all membership information and NCFRW and NFRW dues from the Unit Clubs. Sends compiled reports and dues to the NCFRW treasurer and the NFRW membership staff.
  3. Serve as a liaison to Unit Club treasurers and membership chairs;
  4. Be informed so the assumption of duties of the Treasurer could be immediate and attend all meetings of the NCFRW Executive Committee and Board of Directors;
  5. Assist the President and the Treasurer in preparation of the annual budget;
  6. Be bonded by a certificate of insurance;
  7. Complete Treasurer Certification by NCBOE per North Carolina Campaign Finance Law;
  8. Perform such other duties as may be assigned by the President.

## **Section 5. RESIGNATION FROM OFFICE**

- A. Should a NCFRW President file for election to public office, she must first resign from Federation office.
- B. Should a NCFRW President publicly endorse a candidate during a primary election cycle when more than one Republican candidate is running for the same office, she must first resign from office.
- C. Should a NCFRW or Unit Club president endorse or support a candidate on an opposition ticket, she must first resign her office.

## **Section 6. REMOVAL FROM OFFICE**

Any Officer of the NCFRW may be removed by a 2/3's vote of the Executive Committee after being furnished with notice of the charges against her, signed by not less than 4 members of the Executive Committee, provided that she has been furnished with 2 weeks' notice of such charges and is given an opportunity to present a defense with counsel. Removal shall be confined to gross inefficiency, party disloyalty as defined in the NCGOP Plan of Organization, or failure to fulfill her duties as designated in the bylaws.

## **Section 7. VACANCIES**

A vacancy in an elective office shall be filled by election by the Board of Directors at the meeting following the vacancy. Notice of such vacancy shall be given to the members of the Board of Directors with the call to the meeting. An officer elected to fill an unexpired term of one year or less is eligible to succeed herself for two full two-year terms. In case of an untimely vacancy the Executive Committee shall appoint a pro tem until an election can be held.

## **Section 8. OFFICERS' RECORDS**

All officers and committee chairmen shall deliver all records, files and properties including all social media and website passwords/logins to their successors immediately upon retiring from office.

# **ARTICLE VI EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS**

## **Section 1. EXECUTIVE COMMITTEE**

### **A. Membership**

The elected NCFRW officers: President, five Regional Vice Presidents, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and the Immediate Past President for one year following their term of office, provided the Immediate Past President has not resigned or been asked to resign due to negligence in the fulfillment of her duties,

### **B. Duties**

1. Approve standing and special committee chairmen;
2. Approve acceptance, removals, and reinstatements of all Unit Clubs;
3. Approve the appointment of area representatives;
4. Recommend to the Board of Directors the annual budget and program of action for adoption;
5. In case of an untimely vacancy of an elected officer, the Executive Committee shall appoint a temporary replacement until an election can be held;
6. Direct the disbursement of funds within the adopted budget
7. Determine amount and establish certificate of insurance for the Treasurer and/or Assistant Treasurer, to be paid by NCFRW;
8. Select the place and date (between March and June) for the Biennial Convention;
9. Adopt standing rules necessary to carry on the work of the NCFRW;
10. Have the power to employ on a part-time or full-time basis an Executive Secretary to facilitate the program of action adopted by the Board of Directors.

1. Remove from membership for cause, at the sole discretion of the Executive Committee, by a two-thirds vote, any NCFRW member, officer, or any member of the NCFRW Board of Directors.
2. Cause for such removal shall include, with limitation: the failure or refusal to support the policies and objectives of the NCFRW, as stated in its bylaws; or any act or omission intended to cause or having the effect of causing damage to the NCFRW or its reputation; misuse of the roster for financial gain or wrongful distribution; causing loss of financial stability; receiving a conviction of a felony offence with the resulting loss of voting rights; and failure to turn over all records, files and properties of the NCFRW to their successors immediately upon retirement from office. A member has the right to appear before the committee for consideration or appeal.
3. Without limiting the generality of the foregoing, the initiation of litigation or any other adversarial proceeding against the NCFRW in which the NCFRW is named defendant or respondent shall constitute cause for removal and the NCFRW shall be entitled to recover from such member, officer or appointee its attorney's fees and other costs and expenses relating to any such litigation or proceedings if the NCFRW shall substantially prevail therein.

**D. Meetings**  
The Executive Committee shall meet at least three times a year at the call of the President or at least 5 members of the Executive Committee. Additional meetings may be held via teleconferencing provided that a quorum as defined is met and provided that any special rules as defined in the policies are met.

E. Quorum Five members shall constitute a quorum for all meetings of the Executive Committee.

## **Section 2. BOARD OF DIRECTORS**

### **A. Membership: Voting Members**

1. All members of the NCFRW Executive Committee;
2. All past presidents of the NCFRW;
3. All members of the NFRW Board of Directors;
4. The presidents of all member Unit Clubs;
5. The chairmen of all standing and special committees;
6. The chairman of the Biennial Convention;
7. The regional area representatives;
8. The North Carolina Republican National Committeewoman;
9. The North Carolina Republican Party Chairman and/or Vice Chairman if she/they are women.

### **B. Membership: Non-Voting members**

1. The Parliamentarian shall serve as counsel and give advice on Parliamentary procedure. Be entitled to the membership privilege of a ballot vote if a Unit Club member.
2. Chaplain, Auditor, Historian, and Executive Secretary;
3. All current Republican women who are members of the United States Congress, Governor, Members of the Council of State, and the NC General Assembly;
4. The YR National Committeewoman;
5. Female representative of the NC College Republicans;
6. Female representative of the NC Teenage Republicans;
7. If an appointee holding a non-voting position on the Board concurrently holds a voting membership, she shall be entitled to vote
8. The non-voting members shall have a voice.

### **C. Duties**

1. Serve as the governing body of the NCFRW between conventions;
2. Adopt an annual budget and Plan of action;
3. Elect a Nominating Committee at the Fall Board Meeting prior to the Biennial Convention;
4. Fill by election any vacancy occurring in an elective office at the meeting following the vacancy, provided notice of vacancy was mailed with the call to the meeting;
5. Approve the appointment of an auditing committee and independent auditor.

### **D. Meetings**

1. The Board of Directors shall meet at least three times a year as called by the President or by at least five members of the Executive Committee or called by twelve members of the Board of Directors.
2. Notice of regular meetings of the Board of Directors shall be mailed at least thirty days prior to the meeting date.
3. Special meetings may be called by the President or five members of the Executive Committee upon one week's notice in which proposed business or purpose is stated.

### **E. Quorum**

Thirty (30) per cent of the voting membership of the Board of Directors shall constitute a quorum for all meetings of the Board, providing two of the members' present are elected officers.

### **F. Proxies**

The president of a member club may send as her proxy a member of the governing board of the club.

## **ARTICLE VII STANDING AND SPECIAL COMMITTEES**

### **Section 1. STANDING COMMITTEES**

- A. Bylaws, Campaign, Fund Raising, Membership, Program, Public Relations, Americanism and Legislation and Research, the chairmen of which shall be appointed by the President with the approval of the Executive Committee.
- B. Chairmen of Standing Committees shall serve a term of two years and may serve one additional consecutive term of two years at the discretion of the President and the Executive Committee.



- C. Standing Committees shall prepare programs of action in their respective fields for consideration by the Executive Committee at the first Executive Committee meeting following their appointment.

## **Section 2. SPECIAL COMMITTEES**

- A. Special Committees deemed advisable to carry out the program of the NCFRW shall be appointed by the President.
- B. The chairmen of Special Committees shall serve at the pleasure of the appointing President, provided such time is limited to the term of the appointing President.

## **Section 3. RECORDS**

All committee chairmen shall deliver all records, files and properties including all social media and website passwords/logins of the NCFRW to their successors or to an officer designated by the President or the Executive Committee immediately upon retiring from office.

# **ARTICLE VIII NOMINATIONS AND ELECTIONS**

## **Section 1. NOMINATING COMMITTEE**

- A. A Nominating Committee of five members, one from each region, and five alternates, one from each region, shall be elected by the Board of Directors at the Fall Board Meeting prior to the Biennial Convention. The Chairman of the Nominating Committee shall be elected from the nominating committee members by a majority vote of the members present and voting.
- B. The Nominating Committee shall submit one nominee for each office in a report to be mailed to all members of the Board of Directors with the call to the Biennial Convention. The report shall be delivered to the President sixty days prior to the convention, and the Nominating Committee is discharged after the presentation of its report at the convention.
- C. Nominees shall be members in good standing of the NCFRW.
- D. Nominations may be made from the floor following the report of the Nominating Committee. No one shall be nominated who has not previously consented to serve if elected.
- E. Nominees cannot be a member of the Nominating Committee presenting the nominations.

## **Section 2. ELECTIONS**

- A. Election shall be by ballot and a majority of all votes cast shall constitute an election. Where there is only one candidate for an office, election may be by voice vote.
- B. The Chairman of the Credentials Committee shall furnish the Secretary with a list of certified delegates entitled to vote no later than one hour prior to opening the poll.
- C. Time shall be allowed for delegates to caucus before elections if there is more than one nominee for an office.

# **ARTICLE IX DUES**

## **Section 1. UNIT CLUB DUES AND SERVICE CHARGE**

- A. Each Unit Club of the NCFRW shall pay an annual service charge of \$15.00 remitted to the NCFRW Treasurer by January 31<sup>st</sup> to maintain NCFRW membership.
- B. In addition to the above, a charge of \$15.00 per Unit Club member shall be assessed, \$10.00 of which shall be forwarded to the NCFRW, \$5.00 shall remain in the NCFRW Treasury.
- C. Unit Clubs joining for the first time in the fourth quarter will be considered as having paid NCFRW service charge and membership dues for the remainder of the year and also the upcoming year.

## **Section 2. HONORARY LIFE MEMBERSHIP**

- A. A Unit Club sponsoring a member for Honorary Life Membership shall send the required fee, to be determined by the NCFRW Board of Directors, with a copy of the application to the NCFRW President.

B. An Honorary Life Member of NCFRW or her Unit Club shall pay annual NFRW dues of \$10.00.

**Section 3. ASSOCIATE MEMBERS OF THE NCFRW**

Dues for NCFRW Associate Membership shall be determined by the Executive Board. Application for NCFRW Associate Membership shall be available from the NCFRW Treasurer. The completed application and dues shall be sent to the NCFRW Treasurer.

**Section 4. ROSTER**

- A. All Unit Clubs shall send a complete typewritten and alphabetized roster of members in good standing, including their addresses with zip code, telephone numbers and e-mail addresses to the NCFRW Assistant Treasurer with their annual per member dues and service charge.
- B. A copy of the roster shall be sent to the President, Treasurer, Regional Vice Presidents, and Editor of the NCFRW Newsletter.

**ARTICLE X CONVENTIONS**

**Section 1. BIENNIAL CONVENTION, NCFRW**

A. Time and Place: The Biennial Convention of the NCFRW shall be held in odd-numbered years in the period between March and June, at such time and place as shall be selected by the Executive Committee. The official call to the convention shall be postmarked at least forty-five days prior to the convention. B. Representation:

- 1. Only Unit Clubs in good standing shall be entitled to representation. A new Unit Club must be in good standing at least 45 calendar days prior to the NCFRW Biennial Convention to be eligible for representation.
- 2. The voting body of the convention:
  - a. Each club with 10 to 24 members, inclusive, shall be entitled to three delegates; clubs with 25 or more members shall be entitled to additional delegates in accordance with the following table: b.

	Club Membership	Total Delegates
A.	10-24 -----	3
	25-37 -----	4
C.	38-62 -----	5
D.	63-87 -----	6
E.	88-112 -----	7
F.	113-137 -----	8
	138-162 -----	9
H.	163-187 -----	10
I.	188-212 -----	11
J.	213-237 -----	12

- c. Delegates-at-Large: All members of the NCFRW Board of Directors. There shall be no Delegate-at-Large alternates.
- 3. There shall be an equal number of alternates, who shall vote only in the absence of a delegate from the floor. A member shall be counted from one Unit Club only for delegate representation to the convention. She may not serve as a delegate or alternate from any other Unit Club
- 4. The delegates and alternates shall be active voting members of the Unit Club they represent and shall be selected in such manner as the Unit Club bylaws prescribe
- 5. Each delegate shall be entitled to one vote. There shall be no proxy voting.

C. Quorum: A majority of the delegates attending and credentialed shall constitute a quorum for the convention.

## **Section 2. BIENNIAL CONVENTION, NFRW**

### **A. Unit Club Representation:**

1. One delegate from each Unit Club certified by the NCFRW President and one alternate who shall vote only in the absence of the delegate from the floor. Delegates and alternates shall be members in good standing of the Unit Club they represent and of the NCFRW.
  2. A Unit Club must be in good standing to be eligible for representation at a Biennial Convention. A continuing Unit Club shall have paid the previous year's dues and service charge and maintained the current dues and service charge. A state's delegate representation shall be based on the current dues received at NFRW headquarters postmarked no later than 90 days before the Convention.
  3. New Unit Clubs must be in good standing for at least six months prior to the NFRW Convention to be eligible for representation. The Unit Club president shall send the names, addresses, zip code, telephone numbers and email of the delegate and alternate to the NCFRW and NFRW presidents on credential forms furnished by the NFRW, postmarked no later than 30 days before the Biennial Convention. Any emergency change necessary after the filing date must be in writing to the NFRW President, with a copy to the NCFRW President. Mail must be postmarked no later than 10 days prior to the convention.
- B. NCFRW Representation:**
1. NCFRW President. There shall be no alternate;
  2. NCFRW President-elect, delegate-at-large;
  3. Two additional delegates-at-large and three alternates-at-large, who shall be members of the Executive Committee or officers-elect and shall be elected by the Executive Committee at least 60 days prior to the NFRW Biennial Convention;
  4. Two additional delegates-at-large and alternates-at-large, plus one additional delegate-at-large and one additional alternate-at-large for each 500 members, or major fraction thereof, of the NCFRW based on payment to the National Federation of the current year's
  5. dues postmarked 90 days before the Biennial Convention, who shall be elected by the Board of Directors at least 60 days before the Biennial Convention;
  6. Names, addresses with zip codes, telephone numbers and emails of the delegates-at-large and alternates-at-large shall be forwarded to the NFRW President by the NCFRW President on credential forms provided by the NFRW no later than 20 days prior to the Convention;
  7. The NCFRW President and two officers shall be empowered to fill vacancies that occur after the election of delegates-at-large and alternates-at-large and before the Biennial Convention. Emergency changes necessary after the filing date must be in writing postmarked no later than 10 days prior to the convention.

## **ARTICLE XI PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the NCFRW in all cases where they are applicable and in which they are not inconsistent with these bylaws and the By-Laws of the NFRW.

## **ARTICLE XI AMENDMENTS**

- A. These bylaws may be amended by a two-thirds vote at the Biennial Convention, or at any Board of Directors meeting, provided notice of the proposed amendments has been given to the Board of Directors at least thirty days prior to the meeting and copies have been sent to the Unit Club presidents for presentation to their membership;
- B. In an emergency as determined by NCFRW Executive Committee, revision may be accomplished by a 2/3 vote taken by mail of the Unit Clubs after a vote of their Executive Committee or Executive Boards.
- C. The Bylaws Committee has the authority to correct spelling and grammatical errors without approval from the Board of Directors, so long as it does not change the substance.

## ARTICLE XII DISSOLUTION

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

These bylaws were amended by the North Carolina Federation of Republican Women at the 28th Annual Convention -April 26, 1980; the Board of Directors Meeting, July 26, 1980 and July 13, 1985; the 34<sup>th</sup> Annual convention, May 4, 1986; the 35<sup>th</sup> Annual convention, April 26, 1987; and the Board of Directors Meeting, October 10, 1987, October 28, 1989, November 10, 1990, May 2, 1992, August 8, 1992, May 14, 1994, June 3, 1995, April 27, 1996, April 27, 1997, May 2, 1998, November 11, 2000, November 8, 2003, January 17, 2004, February 4, 2006, February 10, 2007, May 5, 2007, November 15, 2008, May 9, 2009. February 13, 2010, February 2, 2013. Revised, Amended and Approved at the Board of Directors Meeting, November 10, 2018.



