



NORTH CAROLINA FEDERATION OF REPUBLICAN WOMEN

BYLAWS

Revised and Approved November 13, 2021

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REVISED BYLAWS
NORTH CAROLINA FEDERATION OF REPUBLICAN WOMEN
A member of National Federation of Republican Women since 1953.

BYLAWS

As revised November 13, 2021, at the NCFRW Board of Directors meeting in Raleigh, 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 Local 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, per the Standing Rules, shall be a member who has paid the required dues for the current calendar year to an NCFRW member Local Club. The dues amount for primary members shall be stated in the Local Club's standing rules and amended as required.
- C. Members of NCFRW are members of the NFRW.
- D. Each Local Club of the NCFRW shall pay an annual service charge, as required by the Standing Rule to the NCFRW Treasurer by January 31st to maintain NFRW membership.
- E. Member’s dues will be apportioned to the NFRW and NCFRW as established by the NFRW Board of Directors.
- F. Local Clubs joining for the first time in the fourth quarter shall be considered as having paid NCFRW service charge and membership dues for the remainder of the year and also the upcoming year.

Section 2. ASSOCIATE MEMBERSHIP

- A. Any woman who is a primary member of another Federated Women's Local Club who supports the objectives and policies of that Local 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 Local Club's Standing Rules and amended as required.
- B. Associate members of a Local Club have a voice, but cannot hold office, vote, or be counted in determining the number of delegates to NCFRW or the NCFRW meetings or conventions or quorums.
- C. Republican men may be associate members, have no voice and cannot hold office.
- D. Associate member dues remain with the Local Club. The number of associate members is reported to the NCFRW and NFRW.
- E. 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 3. HONORARY LIFE MEMBERSHIP

Any Local 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.

- A. A Local 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 Local Club shall pay only annual NFRW dues as required by the NFRW.

Section 4. MEMBERSHIP LISTS AND ROSTER

- A. NCFRW and Local Club membership lists are the proprietary and confidential information of the NCFRW and Local Clubs, and publication/distribution is intended for NCFRW and Local Club's use only.
- B. Any misuse of the NCFRW membership list or a Local 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.
- C. All Local Clubs shall send a complete alphabetized roster of members in good standing, by electronic means 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.
- D. A copy of the roster by electronic means shall be sent to the President, Treasurer, Regional Vice Presidents, and Editor of the NCFRW Newsletter.

Section 5. FISCAL YEAR

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

ARTICLE IV – LOCAL CLUBS

Section 1. ELIGIBILITY

A. Local Clubs:

1. A Local 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 electronically within a twelve-month period.
2. The Local Club shall support the bylaws and objectives of the NCFRW and pass Local Club Bylaws that do not conflict with the NCFRW bylaws.
3. All Local Club's bylaws shall provide for election of a Nominating Committee by September 30, presentation of a slate 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 Local Club's bylaws to the NCFRW Bylaws Chairman by January 31st 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 Local Clubs. The word "Federation" shall not be used in the title of any Local Club.
6. Local Clubs shall complete the NFRW Achievement Awards and turn the form into the NCFRW President on June 1st of every odd-numbered year. The Achievement Award program contains a blueprint of activities, that when completed, contribute to each Local Club's success.

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

C. **Virtual and E-Clubs:** A Virtual/E-Club is a Local Club that meets online and follows the same procedure as the establishment of a Local Club. All details and forms needed to start a new Virtual/E-Club are 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 Local Club and NCFRW Club meetings or events.

Section 3. ENDORSEMENT POLICIES

- A. The Local 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 Local Club or NCFRW.
- C. Should the President or Campaign Activities Chair run for office, publicly endorse a candidate in a primary or be employed by a candidate in the primary, they must step down from their position until the primary is over.
- D. Neither the Local 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. Should a Local Club elected officer endorse or support a candidate on an opposition ticket, she must immediately resign her office.

Section 4. APPLICATIONS FOR NEW LOCAL CLUBS

- A. The Application for Local 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 shall review and approve the Local Club's application submission and certify the Local Club's charter application. This application shall be forwarded to the NFRW.
- C. Upon approval of the new Local Club by the NFRW, a charter and Local Club's number shall be issued, making the new Local Club an official Federation affiliate. The Local Club's name shall also be approved by the NFRW.
- D. A new Local Club shall then submit their annual service charge and their members' dues to the NCFRW.
- E. There shall be no limit as to the number of Local Clubs that can be organized within any area.

Section 5. DISSOLUTION OF LOCAL CLUB

- A. If a Local 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 shall notify the NCFRW Treasurer, Assistant Treasurer and Regional VP.
 - 1. The NCFRW Executive Board shall formulate a plan to revitalize the Local Club by additional training, membership recruitment and problem solving.
 - 2. Each Local Club's Bylaws should include an Article of Dissolution which should state: *This Local Club may be dissolved by a two-thirds vote, provided a quorum is present at any regular or special meeting of the Local Club, and if notice of the dissolution has been submitted in writing at least thirty (30) days prior and has been sent to all members of the Local Club. In the event of dissolution, the Executive Committee shall, after payment of all liabilities of the Local Club, distribute any remaining assets to the NCFRW. No funds shall be distributed to any member or officer of the Local Club. The right to use the name of a dissolved Local 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 shall notify the Local Club and the Treasurer shall close the account.
- B. A Local 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 Local Clubs as entities and not to individual members.

Section 6. REINSTATEMENT TO MEMBERSHIP

A Local Club, which 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 Local 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 term following her retirement as President and shall perform the duties of the President in the temporary 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 Executive Committee shall elect one of the Regional Vice Presidents to represent the President on the North Carolina Republican Party Central Committee and Executive Committee, whenever the President cannot attend either of these two NCGOP Committees.
- C. If the President is unable to serve her full term of office, the NCFRW Executive Committee shall elect one Regional Vice President to serve as Acting President until the next scheduled Board of Directors Meeting.

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.
- B. The Officers-Elect shall attend all meetings of the Executive Committee and the Board of Directors.
- C. 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 Audit Committee, an Historian, and an Executive Secretary, who shall be nonvoting members on the Board of Directors;
- 4. 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 Local Club member;
- 5. Appoint chairs of such Special Committees as may be deemed advisable to conduct the programs of the NCFRW;
- 6. Serve as ex-officio member of all committees, except the Nominating Committee, retaining all the rights and privileges, but she does not count toward a quorum;

7. Represent the NCFRW on the NFRW Board of Directors as specified in the NFRW Bylaws;
8. Represent the NCFRW on the North Carolina Republican Central and Executive Committee as provided by the NCGOP Plan of Organization;
9. Issue the official call to the Board of Directors meeting thirty (30) days prior to the meeting and issue the official call to the NCFRW Biennial Convention at least forty-five (45) days prior to the date of the convention;
10. Upon receipt of a new Local Club application for membership, deliver the application and list of members and officers, together with payment for the service charge to the Assistant Treasurer, and refer the bylaws to all members of the Executive Committee for review;
11. Upon approval of a new Local Club's bylaws, send the Club's application package to the NFRW;
12. Formulate an annual program of action;
13. Along with the Treasurer and Assistant Treasurer, prepare an annual budget which shall be presented to the Executive Committee for approval and to the Board of Directors for adoption no later than the Winter Board Meeting;
14. Certify to the NFRW President the names of the Local Clubs whose state and national dues are paid, the number of members in each Club, and the names and addresses with zip codes of the Club presidents before the National Biennial Convention per NFRW Bylaws;
15. Send the names, addresses, telephone numbers and email addresses of the NCFRW delegates-at-large and alternates at-large to the NFRW President on credential forms provided by the NFRW prior to the National Biennial Convention per NFRW Bylaws;
16. Maintain the files of the NCFRW and deliver them to her successor immediately upon retirement from office. All social medial and website passwords/logins shall be passed on to the new president immediately;
17. Obtain complete membership lists from Local 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 Local Club membership lists are the proprietary and confidential information of the NCFRW and Local Clubs, and publication/distribution are intended for NCFRW and Local Club use only. Any misuse of the NCFRW membership list or a Local Club membership list by a member shall constitute grounds for expulsion from the NCFRW at all levels.

B. The Regional Vice Presidents shall:

1. Function as liaison between Local Clubs in her area and the Board of Directors;
2. Act for the President when requested to do so;
3. Promote expansion of clubs in areas assigned by the President with the consent of the Board of Directors;
4. May preside at one regional meeting per year, either in-person or electronically, to be called for the benefit of the officers and members of the Local 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;
5. Recommend to the Executive Committee, for approval, up to four Area Representatives for her region; the Area Representatives shall perform the duties assigned by their Regional Vice President;
6. Maintain open communications within the region of the county organizations of the NCGOP, assisting with the work of the Party however possible;
7. Perform such other duties as may be assigned by the President.

C. The Secretary shall:

1. Make a record of all meetings of the Board of Directors and the Executive Committee;
2. Write and furnish copies of Board of Directors Meeting minutes to the President for review 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. 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 keep a record of all transactions;
3. Reconcile all bank statements upon receipt to ensure the financial records are accurate and complete;
4. Present a written report of all receipts and disbursements at all Executive Committee and Board of Directors Meetings, which will be filed for audit;
5. Ensure that the books and records of the Treasurer are audited biennially 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 Local Club after each filing period;
12. Serve as a resource and trainer to Local 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 Local Clubs and send compiled reports and dues to the NCFRW Treasurer and the NFRW membership staff;
3. Serve as a liaison to Local Club Treasurers and membership chairs;
4. Assist the President and the Treasurer in preparation of the annual budget;
5. Be bonded by a certificate of insurance;
6. Complete Treasurer Certification by NCBOE per North Carolina Campaign Finance Law;
7. Perform such other duties as may be assigned by the President.

Section 5. RESIGNATION FROM OFFICE

- A. Should an NCFRW President file for election to public office, she must immediately resign from Federation office.

- B. Should an 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 immediately resign from office.
- C. Should an NCFRW Officer endorse or support a candidate on an opposition ticket, she must immediately 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 no fewer than four members of the Executive Committee, provided that she has been furnished with two weeks' notice of such charges and is given an opportunity to present a defense with counsel. Reasons for removal shall be limited to party disloyalty, misuse of NCFRW funds, felony convictions or failure to fulfill her duties as designated in the bylaws. Anyone removed from office is ineligible to serve on the Board of Directors

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. A special meeting may be called with the appropriate notice given (see Article VI, Section 3. D.3) to fill the vacancy, and this meeting may be held electronically. 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 pro-tem until an election can be held.

Section 8. OFFICERS' RECORDS

All officers and committee chairs 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. MEETINGS OF THE EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

Meetings may be in person or by electronic means during which time all votes and all business may be conducted and considered ratified.

Section 2. EXECUTIVE COMMITTEE

- A. Membership

The members of the Executive Committee are the elected NCFRW officers: President, five-Regional Vice Presidents, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and the Immediate Past President for one term.
- B. Duties
 1. Approve Standing and Special Committee chairs;
 2. Approve acceptance, removals, and reinstatements of all Local 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 continue the work of the NCFRW;
10. Has 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.

C. Remove for Cause

1. The Executive Committee shall remove for cause, 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 with counsel.
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 of at least five members of the Executive Committee.

E. Quorum

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

Section 3. 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 Local Clubs;
5. The chairs of all Standing and Special Committees;
6. The chair 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 give counsel and advice on Parliamentary procedure. She does not have a vote, except on written ballot votes, and then only if she is a member of NCFRW;
2. Chaplain, Auditor, Historian, and Executive Secretary;
3. All current Republican women who are members of the United States Congress, the North Carolina Council of State or the North Carolina General Assembly shall be ad hoc members with all privileges, except being counted for quorum;
4. The Young Republican 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, except the Parliamentarian, unless it is a ballot vote;
8. The non-voting members shall have a voice, except the Parliamentarian who must seek permission of the assembly.

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 Audit Committee and independent auditor.

D. Meetings

1. The Board of Directors shall meet at least three times a year at the call of the President or by at least five or more members of the Executive Committee. Additional meetings may be held provided that a quorum is met.
2. Notice of regular meetings of the Board of Directors shall be mailed at least thirty (30) 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, provided 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. The Standing Committees are Bylaws, Campaign, Fund Raising, Membership, Program, Public Relations, and Legislation and Research; the chairs of which shall be appointed by the President with the approval of the Executive Committee.
- B. The Chairmen of Standing Committees shall serve a term of two years and may serve additional terms at the discretion of the President and the Executive Committee.
- C. Standing Committees shall prepare programs of action for consideration by the Executive Committee at the first Executive Committee meeting following their appointment.

Section 2. SPECIAL COMMITTEES

- A. The NCFRW President shall appoint Special Committees and their chairs as deemed advisable to conduct the program of the NCFRW.
- B. Special Committees and their chairs shall be appointed by the President to carry out the plan of action approved by the NCFRW Board of Directors. The chairs 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 chairs 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 one member from each region, and their alternates, shall be elected from each region.
- 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 (60) 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 – CONVENTIONS

Section 1. NCFRW BIENNIAL CONVENTION

- 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 (45) days prior to the convention.
- B. Representation:
 - 1. Only Local Clubs in good standing, who have paid their annual service charge and dues for at least ten (10) members shall be entitled to representation. Clubs in good standing have paid their annual service charge and dues for at least ten (10) members to NCFRW.
 - 2. The voting body of the convention:
 - a. Delegates: Each Club with 10 to 25 members shall be entitled to three delegates; Clubs with 26 or more members shall be entitled to additional delegates in accordance with the following table which can be expanded for larger Clubs:

	MEMBERSHIP	DELEGATES
A.	10-25	3
B.	26-50	4
C.	51-75	5
D.	76-100	6
E.	101-125	7
F.	126-150	8

- b. Alternates: 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 Local Club only for delegate representation to the convention. She may not serve as a delegate or alternate from any other Local Club
 - c. Delegates-at-Large: All members of the NCFRW Board of Directors. There shall be no Delegate-at-large alternates.
 - d. The delegates and alternates shall be active voting members of the Local Club they represent and shall be selected in such manner as the Local Club bylaws prescribe.
 - e. 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. NFRW BIENNIAL CONVENTION

- A. Time and Place: The Biennial Convention of the NFRW shall be held in the fall of odd-numbered years at such time determined by the NFRW Executive Committee and at a location selected by the NFRW Board of Directors. The official call to the convention shall be mailed or sent electronically to each local Club president at least sixty (60) days prior to the date of the convention.
- B. Local Club Representation:
 - 1. There shall be one delegate and one alternate from each Local Club. Delegates and alternates shall be members in good standing of the Local NCFRW Club they represent.
 - 2. A continuing Local Club shall have paid the previous year's dues and service charge and maintained the current dues and service charge.
 - 3. New Local Clubs must be in good standing for at least six (6) months prior to the NFRW Convention to be eligible for representation.
 - 4. The Local Club president shall send the names, addresses, zip code, telephone numbers and email of the delegate and alternate to the NCFRW and NFRW on credential forms furnished by the NFRW, no later than thirty (30) days before the Biennial Convention.
 - 5. Any emergency change necessary after the filing date must be in writing to the NFRW President, with a copy to the NCFRW President, no later than ten (10) days prior to the convention.
- C. State Federation Representation: At least ninety (90) days preceding the convention, each state federation president shall certify to the NFRW president the names of the Local Clubs which are in good standing, the numbers of members in each Club with their address information on the credential forms provided by the NFRW. Delegates and Alternates shall be selected in a manner determined by the state federation.
 - 1. NCFRW President, NFRW Officers and NFRW Standing Committee Chairmen are members of the NFRW Board of Directors and are not counted as state delegates-at-large.
 - 2. Each state is entitled to five delegates at large.
 - a. One NCFRW President-elect - delegate-at-large.

- b. 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 sixty (60) days prior to the NFRW Biennial Convention.
 - c. Two additional delegates-at-large and alternates-at-large shall be elected by the delegates at the NCFRW Biennial Convention.
3. Each state shall certify one additional delegate-at-large and one additional alternate-at-large for each five hundred (500) members, or major fraction thereof, of the NCFRW, based on payment to the National Federation of the current year's dues postmarked ninety (90) days before the Biennial Convention. These delegates-at-large shall be elected by the delegates at the NCFRW Convention.
 4. 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 twenty (20) days prior to the Convention.
 5. 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 ten (10) days prior to the convention.

ARTICLE X – 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 (30) days prior to the meeting and copies have been sent to the Local Club Presidents by mail or electronic means 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 Local 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 dissolution of this organization by a majority vote of the NCFRW Board of Directors, all assets remaining after payment of all NCFRW liabilities, costs 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 NCFRW.

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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 34th Annual convention, May 4, 1986; the 35th 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; Revised and Approved at the Board of Directors Meeting, November 13, 2021.