

BYLAWS OF METRO REPUBLICAN WOMEN

Minneapolis-St. Paul Area

Effective January 1, 2020; amended by NFRW June 13, 2020

ARTICLE I – NAME

The name of this club shall be Metro Republican Women, hereinafter referred to as “MRW” or “club.” This club is affiliated with the Minnesota Federation of Republican Women (MNFRW) and with the National Federation of Republican Women (NFRW).

ARTICLE II – OBJECTIVES

The objectives of this club shall be to:

1. Increase the effectiveness of women in the cause of good government;
2. Disseminate information to all members;
3. Inform the public through political education and activity;
4. Foster loyalty to the Republican Party at all levels of government;
5. Promote the principles of the Republican Party;
6. Work for Republican candidates in all elections;
7. Support the objectives and policies of the Republican National Committee; and
8. Perform any lawful activity not inconsistent with the foregoing.

ARTICLE III – POLICIES

Section 1. ENDORSEMENT POLICY. The club as a whole and its president shall not publicly endorse any candidate for public office in contested Republican caucuses, primaries, runoff elections, and special elections, and/or non-partisan elections when more than one Republican is in the race. Individual members of this club may work for the candidate(s) of their choice in contested Republican primaries, but not in the name of the club, MNFRW or NFRW.

Section 2. SPLIT TICKET. Neither the club nor an individual member shall advocate a split ticket, support an opposition party candidate, or act against the MNFRW or NFRW policies and bylaws.

Section 3. OTHER ORGANIZATIONS. The club shall not affiliate with any political organization which is not officially recognized as working in concert with MNFRW, NFRW and the Republican National Committee.

ARTICLE IV – MEMBERSHIP

Section 1. PRIMARY MEMBERSHIP

- A. Any Republican woman who believes in the philosophy of the Republican Party and 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. The dues amount for primary members will be stated in the 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 club who supports the objectives and policies of this club shall be eligible to become an associate member upon payment of required annual club dues. The dues amount for associate members shall be stated in the club's standing rules and amended as required.
- B. Associate members cannot hold office, vote, or be counted in determining the number of delegates to NFRW or MNFRW 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 dues remain with the club. Associate members are not reported to MNFRW or NFRW.

ARTICLE V – DUES

Section 1. FISCAL YEAR. The fiscal year shall be from January 1 through December 31.

Section 2. MEMBERSHIP DUES. Membership dues shall be payable no later than January 15. New members' dues collected in November and December may be applied to the following year's membership.

Section 3. SERVICE CHARGES. Club shall pay MNFRW dues and NFRW per capita dues, and the annual service charges on behalf of its members, with the first payment of the year to be made no later than January 15.

ARTICLE VI – ELECTED OFFICERS AND DUTIES

Section 1. ELECTED OFFICERS. The elected officers of this club shall be a president, vice president, recording secretary, corresponding secretary and treasurer.

Section 2. ELIGIBILITY. Each elected officer shall be a primary member in good standing of the club. No officer shall serve more than two consecutive terms in the same elected office. An officer who has served more than one-half of a term is deemed to have served one full term. Terms may be reduced or extended if necessary to carry out changes to these bylaws.

Section 3. VACANCY. A vacancy in the office of president shall be filled by the vice president. All other vacancies in elected office shall be filled by election by the Executive Committee at the first meeting following the creation of the vacancy.

Section 4. REMOVAL FROM OFFICE OR MEMBERSHIP. Members of the Executive Committee or members of the club may be removed by two-thirds (2/3) vote of the membership for any of the following reasons after investigation by the Executive Committee:

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

Section 5. ELECTION. The officers shall be elected at the November regular meeting in odd-numbered years and shall serve a term of two years. Officers' terms of begin January 1 following the election and continue until December 31 of the succeeding year, or until their successors are elected.

Section 6. DUTES OF THE OFFICERS.

- A. The president shall:
 - 1. Call and preside over all meetings of the club and the Executive Committee;
 - 2. Represent the organization at all times or designate someone as representative/proxy in her absence or inability to do so;
 - 3. Make appointments as necessary to conduct the business of the club, except the Nominating Committee, subject to the approval of the Executive Committee;

4. Prepare a program of action in consultation with the chairmen of the standing committees for presentation and approval by the Executive Committee;
 5. Submit an annual budget for approval by the membership;
 6. Be an ex-officio member of all committees except the Financial Review and Nominating Committees;
 7. Sign checks as necessary;
 8. Represent the club in all Republican Party activities;
 9. Appoint the Financial Review Committee in November, with the exception of a change of treasurer at which time a complete review will be done;
 10. Accept resignation by written letter or email of any member wanting to resign from a position, chairmanship, or the club; and
 11. Call meetings of the Executive Committee or upon the request of three members of the Executive Committee
- B. The vice president shall:
1. Perform the duties of the president in her absence;
 2. Fill the unexpired term in the event of a vacancy in the office of president;
 3. Perform such other duties as are assigned by the president, the Executive Committee or the club; and
 4. Act as program chair, coordinating the work of standing committees in planning and executing regular meetings for the membership.
- C. The recording secretary shall:
1. Keep the minutes of all meetings of the club and Executive Committee;
 2. Perform such other duties as may be assigned by the president, the Executive Committee or the club; and
 3. Maintain all club records and historical items.
- D. The corresponding secretary shall:
1. Prepare timely club meeting invitations, announcements and other correspondence, both print and electronic, in coordination with the president;
 2. Maintain email distribution lists of members and other interested persons;
 3. Contribute information to the club's website and social media pages;
 4. Preserve correspondence in an appropriate format (print or electronic) and submit it at least annually to the recording secretary;
 5. Advise the Executive Committee on appropriate vendors for communications; and
 6. Perform other such duties as may be assigned by the president, the Executive Committee or the club.
- E. The treasurer shall:

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1. Serve as custodian of all club funds and deposit them in a bank approved by the Executive Committee;
2. Sign checks as one of two authorized signatures, namely president and treasurer;
3. Disburse funds as directed by the Executive Committee or the membership;
4. Bring a written financial report to regular club and Executive Committee meetings;
5. Submit dues, annual service fees, and reports to MNFRW as required;
6. Submit the financial records to the Financial Review committee for an annual review to be completed by the first meeting of the fiscal year;
7. Perform other duties as assigned by the president, the Executive Committee or the club; and
8. Comply with all state elections and reporting requirements.

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Section 7. RECORDS. All officers and all committee chairmen shall deliver all records, files, and properties of the club to their successors upon retiring from office, unless otherwise directed by the president or the Executive Committee.

ARTICLE VII – PARLIAMENTARIAN

Section 1. APPOINTED OFFICER. The president shall appoint, with the approval of the Executive Committee, a parliamentarian who is a regular club member.

Section 2. DUTIES. The parliamentarian shall:

1. Serve as counsel and give advice on parliamentary procedure;
2. Be familiar with the bylaws and standing rules of the club; and
3. Be entitled to the membership privilege of a ballot vote.

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ARTICLE VIII – MEETINGS

Section 1. REGULAR MEETINGS. A minimum of six (6) regular meetings shall be held during the club year. These meetings shall be held as decided by the Executive Committee. A quorum at club meetings shall be the members in good standing present at the meeting. At least fourteen (14) days' notice shall be given to all members for regular meetings.

Section 2. SPECIAL MEETINGS. Special meetings may be called by the president upon the request of five members of the Executive Committee or by at least 10% of the members of the

club. The purpose of the meetings shall be stated in the call, with no other business to be transacted at the meeting. At least a five- (5-) day notice shall be given to all members for any special meeting. Meetings may be held electronically.

Section 3. ANNUAL MEETING. The November regular meeting will be designated as the Annual Meeting.

Section 4. VOTING. A vote of the club or Executive Committee may be conducted by mail, telephone, fax, or email between meetings, provided there is participation by a majority of the members of the body. The vote shall be ratified and entered into the minutes at the body's next regular meeting.

Section 5. NOTICE. Notice for all meetings may be mailed or sent electronically.

Section 6. In the event a properly called board meeting has to be canceled due to circumstances beyond the control of MRW, then it shall be acceptable to hold said board meeting by an approved electronic means with seven days' notice being given to all the members of the board of directors. This section does not apply to a meeting required by these bylaws that has not already been called. *[NFRW-mandated amendment, added June 13, 2020.]*

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. COMPOSITION. The Executive Committee supervises the operation of the club. No member of this committee may cast more than one vote, even if she holds more than one position with voting rights. This Executive Committee shall consist of these members, all of whom have a vote:

- A. The elected officers;
- B. The past president, defined as the most recently serving former president who is willing and able to serve;
- C. The parliamentarian; and
- D. The standing committee chairmen.

Section 2. DUTIES. The Executive Committee shall transact necessary business between meetings of the club, approve committee appointments made by the president, and perform other duties as assigned by the club.

Section 3. MEETINGS. The Executive Committee shall meet at least three (3) times annually, as decided by the President or the committee. Special meetings may be called by the president or

upon the request of a majority of the Executive Committee. At least a seven- (7-) day notice shall be given for meetings. Notice may be mailed or sent electronically.

Section 4. EXTRAORDINARY CIRCUMSTANCES: In the event a properly called Executive Committee meeting has to be canceled due to circumstances beyond the control of MRW, then it shall be acceptable to hold said Executive Committee meeting by an approved electronic means with seven days' notice being given to all the members of the Executive Committee. This section does not apply to a meeting required by these bylaws that has not already been called. *[NFRW-mandated amendment, added June 13, 2020.]*

Section 5. QUORUM. A majority of the members of the Executive Committee shall constitute a quorum.

Section 6. MEMBER GRIEVANCE. Any primary or associate member who has a grievance against this club, its officer(s) or other member(s) may present the grievance in writing to the Executive Committee. The committee will investigate the matter fully, propose a resolution and make a timely response in writing to the parties involved. Only after completing this process may the party(ies) bring the matter to MNFRW.

ARTICLE X – COMMITTEES

Section 1. STANDING COMMITTEES

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- A. The standing committee chairmen of this club shall be primary club members appointed by the president and approved by the Executive Committee. The committees are: Legislative; Bylaws; Americanism; Caring for America; Membership; Military and Veterans Support; Pizza, Beer & Politics; and Program.
- B. No other standing committee chairmen may be named without an amendment of these bylaws.
- C. Standing committee chairmen shall be appointed for the same term as the president and shall be voting members of the Executive Committee. Officers may serve as standing committee chairmen but shall have a total of one vote on the Executive Committee.
- D. Each standing committee, working under the program chairman's direction, will be responsible for planning one regular membership meeting annually, including arrangements for a speaker and introducer.
- E. Responsibilities of particular standing committees:

1. Legislative - Implement legislative concerns important to the club and inform the club and Executive Committee of any legislation affecting the interests of MNFRW and/or NFRW.
2. Bylaws - Conduct a biennial review of the club bylaws; request and receive proposed amendments to the bylaws, submit them to the Executive Committee for action, or initiate changes requested by the club (general membership shall have final vote of amendments); and furnish the MNFRW Bylaws Committee with a complete set of current club bylaws for review and approval.
3. Americanism - Develop and carry out a plan to promote patriotism, respect for the United States flag and allegiance to the United States and its institutions and customs.
4. Caring for America – Coordinate the club’s community-service projects, including Comfort Cares, Success on a Hanger, Small Sums and scholarship programs
5. Literacy – Support the club’s Books Are Candy for the Mind project and promote similar projects that encourage reading and the development of literacy skills
6. Membership – Develop a plan to promote new and renewal memberships, welcome new members and visitors and interest visitors in joining the club.
7. Military and Veterans Affairs –Develop a plan to honor and support current and former members of the U.S. military and educate members about their service and needs.
8. Pizza, Beer & Politics – Annually plan at least two social activities for members outside of regular meeting times.
9. Program – The chairman maintains the calendar of topics and speakers for club meetings; prepares instructions about tasks and responsibilities for successful meetings; works with standing committee chairmen to carry out meeting plans; and recommends to the Executive Committee an allocation of funds raised from Jeannette the Elephant collections.

Section 2. SPECIAL COMMITTEES

- A. The president may appoint chairmen of special committees, subject to the approval of the Executive Committee, at any time as it may become necessary. Special committee chairmen do not have a vote on the Executive Committee.
- B. Special committees may include Sunshine, Volunteer Hours, Speaking Proudly, Senior Affiliates and other subjects.
- C. Financial Review Committee. A committee of three primary members shall be appointed by the president in November of each year whose duty it shall be to review the

treasurer's accounts at the close of the fiscal year and shall report to the Executive Committee and to the membership at the first meeting of the following fiscal year.

Section 3. COMMITTEE MEMBERS. All committee members must be primary members in good standing in the club.

Section 4. EX-OFFICIO MEMBERS. The president shall be an ex-officio member of all committees except the Nominating and Financial Review Committees. The president shall have final authority over all printed materials.

ARTICLE XI – NOMINATIONS AND ELECTIONS

Section 1. NOMINATIONS.

- A. A Nominating Committee of three primary members and one alternate shall be elected by the club no later than September of each odd-numbered year. The committee shall elect its own chairman. The parliamentarian will instruct the committee as to proper procedure and will be available for further counsel if required;
- B. The Nominating Committee shall report a slate of one candidate for each office at the regular meeting in October, at least 28 days prior to the election meeting. All nominees shall be primary members in good standing in the club. They shall receive written descriptions of the position offered and shall give written consent to serve, if elected. Nominations from the floor shall be in order following the report of the Nominating Committee and just before the election; and
- C. Nominating Committee members shall not succeed themselves.

Section 2. ELECTION OF OFFICERS.

- A. Elections shall be by ballot at the club's November Annual Meeting in odd-numbered years. However, if there is but one nominee for any office, the election for that office may be by voice vote;
- B. No officer may simultaneously run for more than one office; and
- C. Officers may not run for a third consecutive term in the same office.

ARTICLE XII – MNFRW BIENNIAL CONVENTION

Section 1. DELEGATES. For the MNFRW Biennial Convention, the club shall elect representation to the convention in the method set forth in the MNFRW bylaws.

Section 2. Election of delegates and alternates shall take place at the club's regular August meeting before convention to conform to MNFRW's certification requirement.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern the club in all instances where they are applicable and in which they are not inconsistent with these bylaws, MNFRW and NFRW bylaws and any special rules of order.

ARTICLE XIV – AMENDMENTS

These bylaws may be amended by a two-thirds vote of those members present and voting at any regular (general) meeting of the club, provided that notice of the proposed amendment(s) shall have been sent to each member thirty (30) days prior to the date of the general meeting.

ARTICLE XV – DISSOLUTION

This club may be dissolved by a two-thirds vote at any regular or special meeting of the club, provided that notice of the dissolution has been submitted in writing at least thirty (30) days prior and has been sent to all members of the club and to the MNFRW president. In the event of dissolution, the Executive Committee shall, after payment of all liabilities of the club, distribute any remaining assets to MNFRW. No funds shall be distributed to any member or officer of the club. The right to use the name of a dissolved club shall revert to MNFRW.

The MRW membership adopted these bylaws May 11, 2019.

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