

RWFM Bylaws

2022-2023

ARTICLE I – NAME The name of this organization shall be the Republican Women’s Federation of Michigan (RWFM). The IRS has classified the Nation Federation of Republican Women (NFRW) and all its affiliates as 527 Political Organizations.

ARTICLE II – OBJECTIVES The objectives of this organization shall be:

- To increase the effectiveness of women in the cause of good government through active political participation
- To promote an informed electorate through political education and activity
- To facilitate cooperation between the National Federation of Republican Women, the Republican Women’s Federation of Michigan, and federated Clubs
- To support the objectives and policies of the Republican Party Platform
- To foster loyalty to the Republican Party at all levels of government, and to promote its principles and candidates in all elections including non-partisan elections.

ARTICLE III – POLICY

Section 1. Candidate Endorsement: The federation as a whole and its President shall not publicly endorse any candidate for public office in contested Republican primaries, runoff elections, and special elections, and/or non-partisan elections when more than one Republican is in the race. Individual members of this organization may work for the candidate of their choice in contested Republican primaries, but not in the name of the Club or Federation.

Section 2. Candidate Endorsement Exemption: An officer of the organization 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 organization or by utilizing the logo or stationery of the RWFM, or the local club.

Section 3. Lobbying: There shall be no lobbying with Legislators using the name of the RWFM by any federated local club or any individual member without the express permission of the RWFM Board of Directors.

Section 5. Candidate Fairness: After the end of the candidate filing period for any office and ending the day after the final election for that office, it is the policy of RWFM that all Republican candidates for that office shall be treated fairly and equitably. When one Republican candidate for an office is invited to speak at a Federation or local club meeting, then all Republican candidates for that office shall be offered equal presentation time at the same meeting or another meeting before the election.

Section 6. Delivery of Records: All officers and committee chairmen and vice chairmen shall deliver all records, files, passwords, social media administrative rights, and all intellectual properties of the club to their successor before December 31 of the year in which she is retiring from office, or within 3 days of leaving the position if earlier than December 31, unless otherwise directed by the club President or Executive Committee. Failure to meet the deadlines may result in the termination of her membership in the state federation.

Section 7. When circumstances do not permit in-person general or special meetings, a vote of the Board of Directors or Executive Committee may be conducted by mail, telephone, fax, email, or other approved electronic means between meetings, provided there is participation by a majority of members of the body.

ARTICLE IV – MEMBERSHIP

Section 1. Eligibility:

- a. Membership in this organization shall be open to any local Republican Women's club, including Virtual/E-clubs which meet utilizing technology, shall consist of ten or more members who pay the annual per capita dues and service charges to the Republican Women's Federation of Michigan and whose bylaws and objectives are not in conflict with the RWF and the National Federation of Republican Women.
- b. A local club shall not be admitted nor continue in membership that advocates a split-party ticket or supports a candidate running on an opposition ticket in a partisan election.
- c. Any woman believing in the philosophy of the Republican Party and the objectives of the local club shall be eligible for membership in a local club and no local club shall require that eligibility be based on sponsorship or election.
- d. She shall be a registered voter.
- e. A life membership to honor outstanding Republican Women's Federation of Michigan members may be elected by the Executive Committee and approved by the Board of Directors. Her annual dues to the National Federation of Republican Women shall be paid from the treasury of the RWF.

Section 2. A local club shall include the following provisions in its bylaws:

- a. The name of the club shall include the word Republican and shall not include the word Federation or any religious or issue-oriented connotation. No acronyms shall be used in the official club's name shall include the word Republican and shall not include the word Federation or any religious or issue-oriented connotation.
- b. A provision for at least five stated meetings yearly as required by the National Federation of Republican Women.
- c. A statement of policy that the local club, its President shall not endorse or work for any candidate for public office in contested Republican Primaries, primary runoffs, and/or special elections.
- d. A provision for endorsement exemption for members who are candidates for public office or whose husband or another family member is a candidate, provided that said endorsement is not in the name of the organization.
- e. A statement that the fiscal year shall be from January 1 to December 31.
- f. A statement that local clubs shall pay service charges and per capita dues to the RWF and the National Federation of Republican Women.
- g. A statement that defines the eligibility of a member to vote in the club officer elections.

h. A statement that a member may be counted in one local club only for the purpose of delegate representation at the RWFm and the National Federation of Republican Women conventions and this will be the only local club in which she may hold office Her dues and name shall be submitted to the NFRW this local club only.

i. A provision specifying the time for the election (October or November) and installation of new officers and the term of office and a provision that they shall assume their duties on January 1 of the following year.

j. A provision for a quorum necessary for the transaction of business. Said quorum must be a realistic figure based on the voting membership of the local club and not on the number of members present at any meeting.

k. A provision specifying the time for the selection of delegates to the RWFm and the National Federation of Republican Women conventions.

l. A provision that all members shall be registered voters. m. A statement of policy that no local club shall publicly endorse or work for a known candidate of another party in a partisan or non-partisan race where a Republican is in the race. When more than one Republican is in a non-partisan or partisan race, no local club, local club President shall publicly endorse or work for any candidate in said race. If a local club violates this policy, it shall be the responsibility of the RWFm Executive Committee to remove the local club from the Federation.

Section 3. Application for Membership:

a. Any organization which requests Federation status shall not include in its title any identifying name of a federated local club if such local club is still in existence.

b. A new or existing group may request of the RWFm Executive Committee the right to use the name of a local club no longer in existence and shall have the RWFm Executive Committee approval for the name to be used.

c. All applications for local club memberships shall be sent to the RWFm President on forms furnished for that purpose. Certification of membership shall require approval of the President, Bylaws Chair, and the Executive Committee. Applications for membership shall be accompanied by:

1. a copy of the club bylaws

2. a copy of the NFRW New Club Application form

3. a roster with the names, addresses, zip code, telephone numbers, and email addresses (if applicable) of the entire membership, with the understanding that the email addresses will not be included in any list sold or shared by RWFm except for NFRW

4. a check will be sent to the Treasurer which includes the service charges and per capita dues.

Section 4. Classification of Membership Permitted in Member Local Clubs:

a. Active – any woman who believes in the philosophy of the Republican Party and the objectives of the local club and who pays the required annual dues will be classified as an active member.

b. Active/Supporting – any woman who believes in the philosophy of the Republican Party and the objectives of the local club and who pays the required annual dues but who is unable to participate fully as does an Active Member, is classified as an Active/Supporting member. Her name, address, and telephone number shall be furnished to the RWF, and her per capita dues to the RWF and the National Federation of Republican Women shall be paid. She shall enjoy all the rights and privileges of an Active Member.

c. Associate –

1. a Republican Woman who is a regular member of a federated local club and who wishes to support another local club may be eligible for Associate membership upon payment of required dues to said local club. She cannot hold office, cast a vote, or be counted for the purpose of determining the number of delegates to National or State Federation meetings or conventions. As an Associate member she does not become a member of the State or National Federation. The club shall remit no per capita dues for RWF and NFRW on behalf of these members.

2. a Republican man is eligible for membership upon payment of the required annual dues to the local club. He cannot hold office, have a voice, or vote or be counted for the purpose of determining the number of delegates to national or state federation meeting or conventions. The club shall remit no per capita dues for RWF and NFRW on behalf of these members.

d. Honorary – Honorary members shall have all privileges of membership except when an active member of another local Republican Women's club. Honorary members shall pay no dues, and the local club shall pay their per capita dues to the RWF and the National Federation of Republican Women, unless they are active members of another local Republican Women's club.

e. Young Affiliate – a Young Affiliate is a young teenage woman, age thirteen through seventeen, who wishes to be affiliated with a local Republican Women's club by paying the required annual dues. A Young Affiliate may not be listed on the roster to the RWF from the subsequent local club, cannot be counted for purposes of determining the number of delegates to the RWF or the National Federation of Republican Women meetings or conventions, and shall have no vote at local club meetings. Her name and dues will not be sent to the RWF by the subsequent local club. Each individual local club may determine whether Young Affiliates are given voice in meetings.

Section 6. Submission of Club Officers: Local member clubs shall elect officers and send lists of their names, addresses, zip codes, telephone numbers and email addresses to the RWF Assistant Treasurer no later than January 1 of each year.

Section 7. Member Resignation: Individual members who resign or transfer their membership from local member clubs are subject to the following stipulations:

a. Upon resignation of a member from a local RWF club, no refund of per capita dues will be made by either the RWF or the National Federation of Republican Women;

- b. Upon transfer of a membership from one local club to another within the RWFm Republican Women, per capita dues will not be assessed by the second local club for the remainder of the fiscal year;
- c. A member of a local Republican Women's club may transfer her membership to another local club during the fiscal year prior to July 31 for the following reasons:
 - 1. she has moved to another city, town, or county;
 - 2. she has moved from one neighborhood to another within a large city;
 - 3. if she is currently actively involved in the organization of a new local club and her leadership abilities are vital to the formation and operation of this new local club. Otherwise, she should join as an Associate member until the end of the fiscal year before changing local clubs.'
 - 4. she wishes to transfer from a daytime local club to a nighttime local club or vice-versa.
- d. In order for the transfer of membership to become effective and for the member to be counted in the new local club, a transfer form must be filled out and sent to the President of the RWFm.
- e. A transfer membership shall not be counted as one of the ten (10) initial members of a new local club.

Section 8. Death of a Member: In the event of the death of a member, the local club treasurer shall notify the RWFm to remove the name from all records. In a convention year, if the deceased is a convention delegate, no other member may be substituted for the deceased member if the death occurred after the deadline expires for submitting credentials, unless the replacement is a properly credentialed alternate. No local club shall be penalized delegate strength due to the death of a member after the deadline for reporting local club membership for the purposes of determining the number of delegates to the State Convention.

Section 9. Removal of Local Clubs: The RWFm may remove local clubs from membership by two-thirds (2/3) vote of its Executive Committee present and voting.

- a. Causes for Removal:
 - 1. failure to comply with the bylaws of the RWFm and the National Federation of Republican Women
 - 2. failure to submit bylaws amendments to the Bylaws Chair for approval before the amendments become effective
 - 3. nonpayment of dues for the full membership
 - 4. publicly endorsing a non-Republican candidate in a partisan election
 - 5. endorsing a candidate for public office in a contested Republican primary
 - 6. failure to maintain a minimum of 10 members and/or hold 5 meetings within a twelve-month period
 - 7. publicly endorsing or working for a known candidate of another party in a partisan or nonpartisan race where one or more Republicans are in the race, or endorsing a candidate in a contested Republican Primary, runoff or special election by the club or its President.
- Exception: other than at a regular club meeting, a club is allowed to be involved in a voter education program or forum that concerns a non-partisan election and the candidate's party

affiliation is not announced. If the President violates this policy, it shall fall to the local club to remove her from office. Failure to do so will result in the removal of the club from the Federation, and

8. the initiation of litigation or any other adversarial proceeding against the RWFM, or in which the RWFM is a named defendant or respondent, and the RWFM 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 proceeding if the RWFM shall substantially prevail therein.

b. Procedure for reinstatement of a local club to the RWFM membership:

1. A local club must follow the same procedure as if it were applying for a new local club membership

2. NFRW Membership application must be approved in writing by two-thirds (2/3) vote of the RWFM Executive Committee present and voting.

Section 10. Assets and Name Use:

a. The assets upon dissolution of a state or local club shall be distributed to its superior body. None of the assets shall be distributed to any member or officer of the organization;

b. The right to use the name of a dissolved local club shall revert to its superior body.

ARTICLE V - DUES Fees and Finances

Section 1. Fiscal year of this organization and each local Club shall be from January 1 to and including December 31.

Section 2. Annual Dues. Annual per capita RWFM dues shall be determined by two-thirds (2/3) vote of the Board of Directors.

Section 3. NFRW Annual Dues and Service Charge. The NFRW dues and service charge are determined by the NFRW.

Section 4. Date Payable. RWFM annual per capita dues, and NFRW annual dues and service charge shall be due and payable on or before December 31 or each calendar year. A Club shall be in good standing when it has paid the required dues to the Treasurer of the RWFM.

Section 5. Dues Notification. The RWFM Treasurer shall mail a notification of dues to each Club President with a copy to each Club Treasurer no later than ninety days prior to dues date. Club annual per capita dues, and NFRW dues and service charge shall be mailed to the RWFM Treasurer.

Section 6. A complete roster of Club members and officers shall accompany these payments.

ARTICLE VI - OFFICERS AND THEIR DUTIES

Section 1. Elected Officers: Elected officers of this organization shall be President, First Vice President, Second Vice President, Third Vice President and Fourth Vice President, Recording Secretary, Assistant Recording Secretary, Corresponding Secretary, Treasurer and Assistant Treasurer; all of whom shall be elected at the Biennial Convention.

Section 2. Members in Good Standing: Any officer or appointee to an office or committee assignment shall be a member in good standing of a local RWFm club and her local, state, and national dues shall have been paid, and she shall also be a registered voter.

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

Section 4. The President and Treasurer shall be bonded.

Section 5. Duties of Officers:

a. The Duties of the President Shall Be:

1. To preside at all meetings of the organization, the Board of Directors, and Executive Committee;
2. To appoint all committee chairmen, except the Nominating Committee;
3. To be an ex officio member of all committees except the Nominating Committee;
4. To prepare a program of action, submit for approval an annual budget, after consultation with the Executive Committee and the Board of Directors;
5. To appoint, with the approval of the Executive Committee, including but not limited to, a Parliamentarian, Historian, Chaplain, and Sergeant(s) at Arms;
6. To be a co-signer of all RWFm bank accounts;
7. To be authorized to sign checks in the absence of the Treasurer;
8. Appoint an audit/budget committee of three (3) members of the Board of Directors, with approval of the Executive Committee to review the RWFm books;
9. The audit/budget committee should report the findings of the President and Board of Directors at the next Board of Directors meeting of a Board of Directors' meeting specially called for by the Executive Committee or the President may send the audit report to the Board of Directors by email, fax, or mail;
10. Have the power to sign contracts as authorized by the Executive Committee or Board of Directors.
11. To represent the organization at all times. In the event she or the First Vice President is unable to do so, the President shall appoint an appropriate representative of the RWFm
12. To issue the Call for the RWFm Biennial Convention at least sixty (60) days prior to the convention.

b. The Vice Presidents, in their order shall temporarily perform the duties of the President in her absence or inability to perform, and they shall perform such other duties as may be assigned to them by the RWFm President including acting as liaison between assigned Clubs and the Board of Directors and the Executive Committee.

c. The Recording Secretary shall:

1. record the minutes of all meetings of the Executive Committee, Board of Directors and General member meetings, save in an online content management system retrievable by the Executive Committee and Board of Directors
2. maintain current RWFm and NFRW Bylaws on file
3. keep an up-to-date list of club presidents, club treasurers, membership and RWFm Board of Directors
4. maintain a roster of all executive committee members, board members, committee chairs, and club officers with names, addresses, phone numbers and email addresses
5. forward to the Nominating Committee instructions and current list of club presidents and RWFm board members
6. serve as Chair of the committee to approve the minutes of the conventions
7. send the official call to all conventions, conferences and special meetings if requested by the President
8. call the roll of membership at conferences, convention, and special meetings
9. prepare a permanent record of all RWFm meetings and conventions to be in an online content management system retrievable by the Executive Committee and Board of Directors and
10. perform such other duties as may be assigned by the RWFm President.

d. Duties of the Assistant Recording Secretary:

1. complete RWFm applications to the NFRW and submit them to the NFRW President in the formats specified by NFRW
2. perform such duties as the Recording Secretary shall delegate to her and assume the of the Recording Secretary when she is unable to act.

e. Duties of the Corresponding Secretary:

1. conduct such correspondence of the RWFm as she shall be directed by the President, Executive Committee, and Board of Directors and save in an online content management system retrievable by the Executive Committee and Board of Directors and
2. perform such duties as may be assigned by the RWFm President.

f. The Treasurer shall:

1. be authorized to sign checks; be a co-signer with the RWFm President and Assistant Treasurer for all bank accounts;
2. chair the audit/budget committee; have custody of RWFm funds; shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements in online files or books belonging to the RWFm, and shall deposit all monies and other valuable effects in the

name and to the credit of RWFM in such depositories as may be designated by the RWFM Board of Directors;

3. send, in a timely manner, all notices for dues, service charges, and reinstatement fees. Similarly, shall remit all dues, services charges and reinstatement fees owned by the RWFM;

4. disburse the funds of RWFM pursuant to any procedures that may be established by resolution of the Board of Directors, taking proper vouchers for such disbursements, and shall provide to the President and Board of Directors at its regular meetings, and as required, an account of all transactions as Treasurer and of the financial conditions of the RWFM;

5. provide the audit/budget committee all relevant RWFM papers, books, statements required for an audit of the electronic files, records, or books, when asked to do so by the Executive Committee or Board of Directors;

6. hand over, at the end of her term, all electronic files, passwords, bank account access, books, papers, and records of whatever kind in her possession belonging to the RWFM to her successor; and

7. perform such other duties as may be assigned by the RWFM President.

g. The Assistant Treasurer shall

1. enter and pay the required membership fees on behalf of the RWFM to the NFRW;

2. perform such duties as the Treasurer shall delegate to her and assume the duties of the Treasurer when she is unable to act and

3. perform such other duties as may be assigned by the RWFM President.

Section 5. Delivery of Records: All officers and all committee chairmen and vice chairmen shall deliver all records, files, and properties of the RWFM to her successor before December 31 of the year in which she is retiring from office unless otherwise directed by the President or the Executive Committee.

Section 6. No officer or chairman may succeed herself more than once.

ARTICLE VII - BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. The Board of Directors: a. The voting Board of Directors of the RWFM shall be:

a. the elected officers of the RWFM and other Executive Committee members

b. all former State RWFM presidents who are in good standing with their local RWFM club

c. the chairs of the Special Committees

d. the President of each club or a designee

e. the Chairs of the Standing Committees

f. Vice Chairs of the Special Committees

- g. the Chaplain, Historian, Parliamentarian, the Sergeants-at-Arms and
- h. President-elect following election at the biennial convention.

Section 2. Club Presidents and Committee Chairs

- a. Club presidents shall be elected by their respective members according to the club bylaws and retain their seats on the Board of Directors for the duration of their term in office.
 - 1. a club president shall take office in keeping with the procedures and for the term of officer outlined in the bylaws of the Club she represents
 - 2. a club president may appoint an officer of her club, in respective order, to represent her at Board of Directors meetings and conventions, using the appropriate RWFm and NFRW forms
 - 3. club presidents may notify RWFm of the election of a new president and any subsequent changes in status within fifteen (15) days. Notification shall include full contact information and the anticipated length of service.

Section 3. Duties of the Board of Directors. The Board of Directors shall:

- a. act as the governing body of the RWFm between conventions;
- b. consider for approval the program of action as presented by the RWFm President;
- c. select the sites for the RWFm Conventions from recommendations presented by the Executive Committee;
- d. approve the official program and order of business of all official meetings of the convention;
- e. approve all RWFm policies and procedures as recommended by the Executive Committee;
- f. elect a nominating committee of five (5) members and two (2) alternates from its membership at the springboard meeting in a convention year; and
- g. approve the annual budget as presented by the President and Executive Committee.

Section 4. Quorum – A quorum for any meeting of the Board of Directors shall consist of a majority of the voting members of the Board. A vote of the Board of Directors may be conducted via electronic communication between meetings. A decision can be rendered only after written documentation has been received from a majority of the Board of Directors.

Section 5. The Executive Committee:

- a) The Executive Committee shall consist of:
 - 1. Elected officers of the RWFm
 - 2. Chairwomen of the standing committees.
 - 3. Former Presidents of the RWFm in good standing
 - 4. The Parliamentarian, each ex officio, without vote.

b. The Executive Committee shall transact the business of the RWFM between biennial conventions, and between the meetings of the RWFM Board of Directors.

c. Meetings of the Executive Committee:

1. The President of the RWFM shall determine meeting times for all meetings.

2. Meetings of the RWFM Executive Committee shall include meetings for the purpose of conducting regular business, meetings for conducting urgent business, and meetings of the RWFM Board of Directors. In addition, upon the written request of four members of the Executive Committee, the RWFM President must call for a meeting.

3. All meetings require that a quorum be present for discussion and for action. The Executive Committee will be given a minimum of one (1) day's notice for meetings. Meetings will be conducted via electronic conferencing or in person.

4. Meetings called to conduct urgent business or called at the written request of the Executive Committee members, only business relating to the purpose of the urgent or requested meeting may be discussed and acted upon. The decisions made during meetings called to conduct urgent business or called at the written request of the Executive Committee members, may be reviewed at the next regular meeting of the Executive Committee.

5. Voting between meetings of the Executive Committee, may be conducted via electronic communication, but must be ratified at the next regular meeting.

6. Six (6) members of the Executive Committee shall constitute a quorum for all meetings. Two unexcused absences from regular meetings of the Executive Committee or of the Board of Directors in any one year, may result in expulsion from the Executive Committee. Excused absences are determined by the President.

c. The Executive Committee shall provide an annual budget and oversee the disbursement of funds.

1. The Executive Committee shall approve the annual budget and present it to the Board of Directors.

2. The Executive Committee shall direct the disbursement of funds and approve the bank or banks where funds are to be deposited.

3. All RWFM expenses above \$300.00 will require approval of the Executive Committee.

d. The Executive Committee shall have jurisdiction over membership applications, membership suspensions, withdrawals of membership, and reinstatements of membership.

e. The Executive Committee shall arrange for a biennial internal review of the Treasurer's books by a committee of RWFM members appointed by the president.

f. The Executive Committee may remove from office or position by a two-thirds (2/3) vote any member of the Board of Directors who does not support the policies and objectives stated in the Bylaws of the RWFM or the NFRW.

g. The RWFM Executive Committee shall establish the policy for the removal of a member from membership or the disbarment of a member or potential member of the RWFM.

a). Removal or disbarment of RWFM members or potential members: The Executive Committee may remove or bar women from membership by a two-thirds (2/3) vote of its Executive Committee present and voting, in accordance with the policy of the Executive Committee.

b. Cause for removal will be: 1) failure to comply with the bylaws of the RWFM, 2) nonpayment of dues for membership, 3) a club president's publicly and knowingly endorsing or working for a candidate of another party in a partisan or nonpartisan race where one or more Republicans are in the race, 4) a club's president endorsing a candidate in a contested Republican primary race or special election, 4) the initiation of litigation that acts as a threat against the RWFM, or the initiation of threat against the approved business or activity of the RWFM, or the initiation of threat against the personal safety of the officers of the RWFM or their family members.

c. Cause for barment from membership will be: 1) the initiation of any adversarial proceeding that acts as a threat against the RWFM, in which the RWFM is named as a defendant or respondent; and the RWFM shall be entitled to recover from all litigants, attorney fees and other costs and expenses relating to such litigation or proceedings, 2) threatening the duly approved business or activity of the RWFM organization, or 3) the initiation of threat against the personal safety of the officers of the RWFM or their family members.

h. The RWFM reserves the right to deny entrance to any or all RWFM events, to any individual who has made threats to the RWFM, or who has in the past acted as an adversary to the RWFM, or who has been perceived to be a threat to the RWFM or its officers or its members. Determination of admittance or denial of admittance will be made according to the criteria or decisions made by the Executive Committee and may be enforced by any member of the Executive Committee or their designated event organization coordinator.

i. The RWFM reserves the right to permanently deny admittance to any and all RWFM events, to an individual who has made threats to the RWFM or who has been perceived to be a threat to the RWFM, or its officers, or its members, based on a two-thirds (2/3) vote of the Executive Committee.

ARTICLE VIII – COMMITTEES

Section 1. Types of Committees – RWFM shall have standing committees, special committees, and ad-hoc committees, all appointed by the President with approval of the Executive Committee.

Section 2. Committee Reports – All committees shall report as requested by the President. Committees shall file written reports with the secretary biennially.

Section 3. Standing Committees:

- a. RWFM shall have standing committees to carry on its work and business
- b. The president may appoint standing committee chairs with the approval of the Executive Committee

- c. The standing committee chair, shall appoint committee members, making sure to include members of different clubs

The Standing Committees are:

1. Bylaws and Standing Rules
2. Chaplaincy
3. Fundraising
4. Legislative and Research
5. Media and Public Relations
6. Membership
7. Platform and Education
8. Speakers Bureau
9. Leadership Development and
10. Special Events and Programming.

Section 4. Special Committees: The RWFM shall have a special and ad hoc committee as deemed necessary to accomplish the work and business of RWFM.

- a. The president shall appoint the chairs for such special and ad hoc committees, with the approval of the Executive Committee; except the nominating committee.
- b. The special committee chairs may appoint a chair, preferably from another club
- c. The special committee chairs may include, but not be limited to:
 1. Achievement awards
 2. Auditing committee
 3. Budget committee
 4. Candidate recruitment
 5. Caring for America
 6. Credentials committee
 7. Elections committee
 8. Nominating committee
 9. Official publications

ARTICLE IX - CONVENTIONS

Section 1. RWFM Biennial Convention:

- a. The Biennial Convention of the RWFM shall be held in the fall of odd numbered years at such time and place as shall be determined by the Board of Directors.
- b. The Call for the Biennial Convention shall be sent by the President in writing to local clubs at least sixty (60) days prior to the date of the Convention.
- c. Newly formed clubs must be in good standing for at least ninety (90) days prior to the convention to be eligible for representation only local clubs whose dues are paid and whose membership is otherwise in good standing sixty (60) days prior to the date of the convention shall be entitled to representation in the convention. The representatives shall consist of delegates and alternates whose dues have been submitted to RWFM no less than sixty (60) days prior to the convention.
- d. Voting bodies:

1. Delegate: Each eligible local club shall be entitled to one delegate for each ten members
2. Alternate: Each eligible local club shall be entitled to one alternate for each ten members
3. Delegates-at-Large: Elected officers, and former RWFM Presidents shall be delegates-at-large to the RWFM Biennial Convention.
4. Selection of Delegates and Alternates:
 - a) new local clubs must be in good standing for at least six months prior to the Convention to be eligible for representation
 - b) emergency changes necessary after the filing date must be provided in electronic form or in writing post-marked no later than five (5) days prior to the Biennial Convention
 - c) registered Alternates will be called to serve as Delegates in the order in which their names are submitted to the Credentials Committee
 - d) the Credentials Committee shall provide the names and mailing addresses of Delegates and Alternates to a designated member of the Executive Board
 - e) Registration: Each delegate and alternate shall complete and forward the registration form and fee to the Convention Credentials Committee not less than fifteen (15) days prior to the convention
 - f) a quorum at a Biennial Convention shall consist of a majority of the Delegates registered at the Convention
 - g) voting shall be by credentialed delegates only. Delegates must register with the Credentials Committee to receive ballots. Voting may be by acclamation when there is but one candidate for office.

ARTICLE X - NOMINATIONS AND ELECTIONS

Section 1. Nominations:

- a. Nominating Committee of five (5) members and two (2) alternates shall be elected by the Board of Directors at its spring meeting preceding the biennial convention.
- b. Nominees must be present to accept nominations to the nominating committee or must have given the RWFM president written consent to serve if elected.
- c. Nominees must be active members in good standing of the clubs.
- d. The vote for nominating committee members shall be by plurality, with the first highest five (5) votes determining the members and the next highest two (2) electing the alternates
- e. The alternates shall be ranked by votes obtained, the alternate with the highest number of votes cast to be called into service first. An alternate member shall be called into service only upon the resignation or absence of a nominating committee member.

f. Immediately following the close of the board meeting at which the committee was elected, the president shall announce the convening of the nominating committee for the purpose of electing a committee chair and a secretary from their members.

g. The Nominating Committee shall submit one nominee for each office in a report in the Call to the Convention at least sixty (60) days prior to the RWFM Convention. A biographical sketch of each nominee shall be included.

h. The nominating committee shall submit a report to the Executive Committee containing the slate of nominees for officers, one name for each office, and indicating that the nominees have consented to serve, if elected.

i. Nominees shall be members in good standing of the RWFM and shall be in accord with the objectives, bylaws, and policies of the organization and the Republican Party. Except for the Treasurer, all nominees for office shall have been a member of their club for a minimum of one year

j. There shall be a minimum of ninety (90) days between the Nominating Committee report and the Convention.

k. The nominating committee slate shall be distributed to all Board of Directors with the call to the RWFM Biennial Convention.

l. No candidate shall be named for more than one office

m. Nominations may also be made from the floor of the convention following the report of the Nominating Committee to the Convention. Anyone nominated from the floor must be a member in good standing of the RWFM and must have given to the President prior to the opening of the convention a written statement of intent to serve if elected.

Section 2. Elections: Elections shall be held at the Biennial Convention by ballot. A majority of all votes cast shall constitute an election. When there is only one candidate for an office, election may be by voice vote.

Section 4. Nominating Committee: Members of the Nominating Committee shall not succeed themselves.

Section 5. Nominating Committee Rules:

a. Those wishing to be nominated for an office shall send in a RWFM Nomination Form with resume or biographical sketch stating which office(s) being sought, stating clearly their objectives if nominated for an office, how they would accomplish their goals and how their plans would benefit RWFM. The Form to be used shall have the wording at the bottom, "Should I be nominated and elected, I agree to serve" followed by a Signature line and a Date line.

b. Endorsements for potential nominees shall number at least three and no more than five: a RWFM officer, a member (either RWFM Board of Directors or a Local Club) and one other person.

c. The Nominating Committee may actively recruit potential nominees and may themselves submit names of potential officers and shall interview prospective candidates.

- d. The Nominating Committee shall take into consideration past job performance, qualifications for a specific job, and the ability of the potential nominee to represent RWFM in a positive manner.
- e. Wherever possible, widespread geographical considerations shall be given to officer nominations.
- f. Members of the Nominating Committee who desire to be considered for an office shall excuse themselves while that office is being considered: an alternate will fill their position. The Committee shall limit the number of its own members who may be nominated for an office to no more than two members
- g. Members of the Nominating Committee shall be present at all meetings, be supplied with all information and subjected to the same guidelines. Alternates may have voice.
- h. Members of the Nominating Committee shall not discuss any information pertaining to those considered for nomination outside of their specific committee meetings.

Section 6. Election of Officers – Elections of officers shall be at the RWFM Biennial Convention. The nominating committee shall present its slate to the delegates after which time additional nominations of those who have requested to run as a write in no less than 15 days prior to the Biennial Convention and, who have completed the Application for the office they seek to run as a “write-in” may be considered to run from the floor. Convention delegates shall not consider any “write-in” candidates who fail to complete the application 15 days or more prior to the biennial convention. Election shall be by ballot, except when there is just one nominee for office, in which case, the election may be by voice. A majority vote shall elect. The credentials chair shall give the Convention Chair a list of names and number of certified delegates entitled to vote.

Section 7. Vacancies in Office or other Executive Committee Position – Vacancies created by the resignation, suspension, removal, or inability to act as an officer or other Executive Committee member shall be filled by a majority vote of the Executive Committee.

- a. A vacancy in an office or position shall be filled at the meeting following the advent of the vacancy or at a special meeting called for the purpose, which may be held by telephone conference. The replacement for the office position shall be appointed from the general RWFM membership.
- b. Notice of such vacancy will be given with the call for the meeting, or if the vacancy occurs after the call is issued, by letter, phone, fax, or email.
- c. The vote of the Executive Committee may be held by phone, fax, or email.
- d. The new officer or other Executive Committee member shall serve until the next RWFM biennial convention or until a successor is elected. The time served between the appointment of the Executive Committee member and the next election shall not count towards the maximum term limits for that individual for that office or position.

ARTICLE XI – PARLIAMENTARY AUTHORITY Robert's Rules of Order, Newly Revised, or the latest edition thereof, shall govern all proceedings except where inconsistent with the provisions of the bylaws of this organization.

ARTICLE XII – Amendments and Resolutions

Section 1. Amendments to the Republican Women’s Federation of Michigan Bylaws, may be proposed by any member in good standing or by local clubs, in writing, to the Bylaws Committee and to the Executive Committee.

Section 2. Proper Form of Proposed Changes: The Bylaws committee shall present to the Executive Committee for review and approval the proposed bylaws to the next term. The Executive Committee shall present to the BOD for review a copy of the proposed bylaws at last 30 days prior to the biennial convention.

Section 3. Amendments to the Proposed Bylaws from the Convention Floor – amendments to the bylaws presented by the Executive Committee may be amended by a two-thirds 2/3 vote of the delegates present at the biennial convention.

Section 4. Adoption of Bylaws: A two-thirds (2/3) vote of the delegates at the Biennial Convention, present and voting, shall be required for adoption.

ARTICLE XIII – INDEMNIFICATION

Section 1. The RWFM shall indemnify every RWFM director or officer, her heirs, executors, administrators and assigns against expenses, including attorney’s fees, reasonably incurred by her in connection with the defense of reason of her being or having been a RWFM director incurred by her in connection with the defense of reason of her being or having been a RWFM director or officer, except in relation to matters as to which she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty.

Section 2. In the event of a settlement, indemnification shall be provided in connection with such matters covered by the settlements to which the RWFM is advised by counsel that the woman to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled under any bylaw, agreement, or resolution of the RWFM Board of Directors or otherwise.

ARTICLE XIV – DISPOSITION OF ASSETS

In the event of dissolution or organization by a majority vote of the RWFM Board of Directors, all assets which remain after payment of all RWFM 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 RWFM. The name of the Republican Women’s Federation of Michigan (RWFM) shall revert to the NFRW.

Adopted by the delegates to the 2021 Biennial Convention, October 23, 2021.

President _____

Date: _____, 2021