

# **ARIZONA FEDERATION OF REPUBLICAN WOMEN**

## **A MEMBER OF THE NATIONAL FEDERATION OF REPUBLICAN WOMEN SINCE 1940**

### **BYLAWS**

#### **ARTICLE I –NAME**

##### **Section 1**

The name of this organization shall be the Arizona Federation of Republican Women (hereinafter called the **AzFRW**).

##### **Section 2**

The Bylaws and Objects of the AzFRW shall be consistent with those of the National Federation of Republican Women (hereinafter referred to as NFRW).

#### **ARTICLE II - OBJECT**

##### **Section 1**

The object of the AzFRW shall be to:

- A. Promote an informed electorate through political education.
- B. Foster loyalty to the Republican Party and promote its ideals.
- C. Increase the effectiveness of women in the cause of good government through political participation.
- D. Support the object and policies of the Republican State Committee.
- E. Work for the election of Republican Party nominees.

##### **Section 2**

It shall be the policy of the AzFRW to refrain from supporting any candidate in a primary election contest. This applies only to the AzFRW and its clubs. Individual members may support any Republican candidate of their choice.

#### **ARTICLE III – MEMBERSHIP**

##### **Section 1**

Active membership in the AzFRW shall be through affiliated local clubs and shall be open to any woman who is currently registered as a Republican, in the State of Arizona, who upholds the object of the AzFRW, and pays the required dues. Active membership shall not be held in more than one club.

## Section 2

- A. Admission of new clubs to the AzFRW with all privileges shall be subject to the approval, by majority vote, of the AzFRW Executive Committee.
- B. To affiliate with the AzFRW a club shall:
  - 1. Have a membership of at least ten (10) women who are currently registered as Republicans in the State of Arizona.
  - 2. Have formed a permanent organization which holds meetings no less than six (6) times during each year.
  - 3. Have adopted Bylaws which are in conformity with those of the AzFRW and the National Federation of Republican Women.
  - 4. Adopt a term of office for officers from January 1 through December 31.
  - 5. Have paid the required per capita dues for each ACTIVE member of AzFRW.
  - 6. Have the word "Republican" in its title.
  - 7. Submit a written application and a copy of its Bylaws to the AzFRW President and to the Regional Director.
- C. No local club that advocates a split party ticket or supports a candidate running on an opposition ticket shall be admitted to, or continued in, membership.

## Section 3

- A. Associate membership in a club is open to registered Republican women who hold active membership in another Arizona club or who are registered Republicans in another state. Associate members cannot hold office, vote, or be counted for the purpose of determining the number of delegates to national and/or state conventions.
- B. Republican men are eligible for associate membership upon payment of the required dues to the local club. They cannot hold office, have a voice, vote, or be counted for the purpose of determining the number of delegates to national or state conventions. Men who are associate members in local clubs do not become members of the AzFRW nor the National Federation of Republican Women.

## Section 4

A club may be removed from membership and have its charter revoked by the AzFRW Board of Directors by a two-thirds (2/3) vote for the following reasons.

- A. Failure to pay dues by the required deadline
- B. Failure to maintain the required status.
- C. Advocating a split party or supporting opposition candidates.
- D. Failure to support the party ticket or working against the expressed ideals and object of the AzFRW or National Federation of Republican Women.

## Section 5

Any club no longer functioning as an organization shall turn over all monies in its treasury, plus its Charter, to the AzFRW.

## Section 6

In the event of the dissolution of an AzFRW club that elects to merge with another AzFRW club, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the club to which it is merging. Its Charter shall be returned to AzFRW.

## Section 7

A club which desires to be reinstated shall make a written application to the AzFRW Executive Committee. If requested by the club, a hearing shall be granted wherein it may provide proof of compliance with the AzFRW and National Federation of Republican Women Bylaws. The Executive Committee shall bring their recommendation to the Board of Directors for approval by a two-thirds (2/3) vote.

# ARTICLE IV – DUES AND FISCAL YEAR

## Section 1- CLUB DUES

- A. The annual AzFRW dues for each Active Member shall be as determined by the NFRW and the AzFRW.
- B. Annual dues shall be paid to the state treasurer quarterly for individual membership received by the clubs during that quarter.
- C. In addition, National Federation of Republican Women service charge of \$15.00 per club shall be paid annually to the state treasurer.
- D. The clubs shall send dues and the National Federation of Republican Women service charge in accordance with the National Federation of Republican Women deadlines to the state treasurer with a list of names, addresses, zip codes +4, primary contact number and email addresses for each active member.
- E. New clubs which affiliate with the AzFRW during the last four months of the year shall pay one dollar (\$1.00) per member for the balance of the year, plus five dollars (\$5.00) per member national dues.

## Section 2 – FISCAL YEAR

The Fiscal Year shall be January 1 through December 31.

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

### **Section 1**

- A. The ELECTED OFFICERS of the AzFRW shall be President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, and a Director from each Region.
- B. The APPOINTED OFFICERS shall be a Chaplain, Historian and Parliamentarian.
- C. All officers shall be ACTIVE members in good standing of a club. The nominee for President shall have been a member of the Executive Committee for not less than two (2) years.
- D. Each officer shall submit a written report at the Biennial Convention.

### **Section 2 - APPOINTMENTS**

- A. The appointive officers shall be appointed by the President, subject to the approval of the Executive Committee, for a term which coincides with that of the President.
- B. Within two (2) weeks after an appointed officer has been replaced, she shall deliver to her successor all materials pertaining to her office.

### **Section 3 – DUTIES**

- A. The President shall:
  - 1. Be the official representative of the AzFRW.
  - 2. Preside at all meetings of the AzFRW, the Board of Directors, and the Executive Committee.
  - 3. Conduct such other business as may be directed by the convention, the Board of Directors, or the Executive Committee.
  - 4. Name the appointive officers, all Standing and Special Committees, subject to the approval of the Executive Committee, except as specifically provided for in these Bylaws.
  - 5. Be a signatory on the AzFRW financial accounts.
  - 6. Be bonded or insured as determined by the Executive Committee.
  - 7. Issue the Call for the Biennial Convention no later than forty-five (45) days prior to the convention. The Call shall include the reports of the Bylaws and Nominating Committees.
  - 8. Be authorized to appoint delegates-at-large to the National Federation of Republican Women Biennial Convention only if the Federation quota of delegates is not filled from the list of delegates and alternates.
  - 9. Be authorized to designate a representative for the AzFRW, if necessary.
  - 10. Fill vacancies in appointive offices and committees subject to the approval of the Executive Committee.
  - 11. Submit a program of action to the Board of Directors for approval.
- B. The Vice Presidents shall:
  - 1. In order of rank, perform the duties of the President in her absence or inability to serve.

2. Act as chairman of a Standing Committee; the First Vice President to chair a Program Committee, the Second Vice President to chair the Membership Committee, and the Third Vice President to chair the Ways and Means Committee.
3. Perform such other duties as may be assigned to them by the President or Executive Committee.

C. The Secretary shall:

1. Keep accurate minutes of all meetings of the AzFRW, the Board, and the Executive Committee. A copy of the minutes shall be sent to the President within fifteen (15) days after each meeting.
2. Maintain an up-to-date file of all officers and committees of the AzFRW, and of all clubs and their officers.
3. Be custodian of all records and other materials pertaining to her office.
4. Perform such other duties as directed by the President or Executive Committee.
5. Keep accurate minutes of all proceedings of the AzFRW Biennial Convention. A copy of the minutes shall be sent to the appointed approval committee within two (2) weeks of the convention's close.
6. Conduct a roll call of voting members at the Board of Directors meetings.

D. The Treasurer shall:

1. Be custodian of all AzFRW funds other than convention funds.
2. Be a signatory on all AzFRW accounts other than convention funds.
3. Be bonded or insured as determined by the Executive Committee.
4. Collect all funds, give a receipt, and deposit them in an institution approved by the Executive Committee.
5. Send a statement for dues to each club.
6. Collect dues (State and National) and National Federation of Republican Women service charges from the clubs and transmit the amounts to National Federation of Republican Women in accordance with National Federation of Republican Women deadlines.
7. Disburse funds as directed by the Executive Committee or Board of Directors.
8. Reimburse covered expenses up to the budgeted amount as per current AzFRW Financial Policies.
9. Submit a written report at each meeting of the Executive Committee and Board of Directors.
10. Submit a financial review as may be requested by the Executive Committee.
11. Be a member of the Budget and Credentials Committees.
12. Serve no more than two (2) consecutive terms.
13. Perform such other duties as may be directed by the President or the Executive Committee.
14. Be responsible for acting as Agent of Record for the Federation with the Arizona Corporation Commission.

E. A Regional Director shall:

1. Represent her Region on the Executive Committee and on the Board of Directors, and be the AzFRW liaison in educating, recruiting, and advising clubs as to the AzFRW activities and policies.
2. Provide AzFRW workshops within her Region or within a combination of Regions at least once each term.
3. Visit each club in her Region at least twice each year.
4. Serve no more than two consecutive terms.
5. Be a member of a club within the Region which she represents.
6. Assist the Arrangements Chairman as needed when the Board of Directors meeting is hosted by her Region.

F. Chaplain shall perform the duties of her office as requested by the President.

G. Historian shall prepare a history of the activities of the Federation during her term of office.

H. Parliamentarian shall:

1. Attend all meetings of the AzFRW, Board of Directors, Executive Committee, and Bylaws committee.
2. When requested, advise the President, Board of Directors, Executive Committee, officers, committees, clubs, or members on parliamentary questions concerning the AzFRW or clubs.
3. Vote only when the vote is by ballot.
4. Instruct the Nominating Committee in its duties.

## **ARTICLE VI – NOMINATION, ELECTIONS, AND VACANCIES**

### **Section 1 – NOMINATING COMMITTEE**

- A. The Nominating Committee shall consist of one (1) member from each of the Regions, nominated from the floor by a delegate from that Region, and shall be elected by ballot by the delegates from that Region to the Biennial Convention. A majority vote shall be required to elect. If there is only one nominee for a Region a voice vote may be taken.
- B. Not later than the first AzFRW Board meeting after their election, the members of the Nominating Committee shall be called together by the Parliamentarian, who shall instruct them in their duties and shall serve as the temporary chairman for the election of a permanent chairman and a vice chairman of the committee.
- C. A member of the Nominating Committee shall not serve two (2) consecutive terms.

## Section 2 – DUTIES

The Nominating Committee shall:

- A. Establish a date not less than ninety (90) days prior to the Biennial Convention for nominee recommendations to be submitted.
- B. Secure names of prospective nominees from clubs of each Region, and, in addition, actively seek the candidacy of qualified women throughout the clubs.
- C. Submit the name of one eligible candidate for each elective office. The candidate for President shall have served no less than two (2) years as a member of the Executive Committee. The immediate past president shall not be eligible to serve as an officer on the incoming Executive Committee.
- D. Have secured the consent of the nominee to serve, if elected.
- E. Select no more than two (2) persons from any one Region to serve on the Executive Committee. An exception may be made to this rule on the recommendation of the Nominating Committee and with the approval of the Executive Committee.
- F. Arrive at the choice of the committee by majority vote.
- G. Include the report of the committee in the Official Call to the Biennial Convention. The report shall be sent to the AzFRW President no later than eighty (80) days prior to the Convention date.
- H. Make its report on the first day of the Biennial Convention.

## Section 3 – NOMINATIONS

- A. Nominations may be made from the floor only at the time immediately following the Nominating Committee's report.
- B. The written consent to serve if elected must be secured from each nominee.

## Section 4 – ELECTIONS

- A. The elective officers shall be elected by ballot the second day of the Biennial Convention for a term of two (2) years, or until their successors are elected. Only those delegates within a Region shall vote for the Regional Director to represent that Region. When there is only one candidate for an office, a voice vote may be taken on the first day. A majority of the votes cast for eligible candidates shall constitute an election.
- B. Elected officers may serve two (2) consecutive terms in the same office.
- C. Elected officers shall assume their duties on January 1<sup>st</sup> following their election.
- D. The retiring officers shall deliver to their successors all materials pertaining to their office upon completion of their terms.

## Section 5 – VACANCIES

- A. A vacancy in an elective office shall be filled by the Board of Directors at a regular meeting or at a special meeting called for that purpose. If more than one (1) candidate is nominated to fill the vacancy, the vote shall be by ballot, and a majority vote shall be required to elect.

1. In the absence or inability of the Nominating Committee Chairman to serve, the Vice Chair shall assume that position. All Regions shall be represented on the Nominating Committee.
  2. If a vacancy occurs in a Regional Directorship, or on the Nominating Committee, with the exception of the Nominating Committee Chairman, a committee of the Presidents of that Region may submit one (1) name for consideration to the Executive Committee, and in turn, the Executive Committee will consider that name for submission to the Board of Directors.
- B. Vacancies in appointive offices shall be filled by the President subject to the approval of the Executive Committee.

## **ARTICLE VII – EXECUTIVE COMMITTEE**

### **Section 1**

The Executive Committee shall consist of the elected officers.

### **Section 2 – DUTIES**

The Executive Committee shall:

- A. Conduct the business of the Board of Directors between meetings of that body.
- B. Approve appointments of the appointed officers and of the committee members, except as otherwise provided for in these Bylaws.
- C. Direct disbursements of funds.
- D. Approve the institutions where funds are to be deposited.
- E. Act on the budget submitted by the Budget Committee for recommendations to the Board of Directors.
- F. Act on Standing Rules submitted by the Bylaws Committee for recommendation to the Board of Directors.
- G. Approve the amount of the expenses of all officers and Standing and Special Committee Chairman.
- H. Submit the recommendations from the Convention Committee to the Board of Directors for approval by a majority vote of the site and date of the Biennial Convention which shall be held in the fall of odd-numbered years.
- I. Approve new local club Bylaws as required by National Federation of Republican Women.
- J. Provide for an annual financial review twelve (12) months after serving in office and immediately prior to presenting books to the new Treasurer.
- K. Any member of the Executive Committee or Committee Chair who fails to perform the duties of that office or misses more than two (2) consecutive meetings may be replaced by the President subject to the approval of the Board of Directors.



### Section 3 – MEETINGS

- A. The Executive Committee, presently in office, shall meet in the Convention city prior to the Convention, and following the Convention the newly elected officers will meet with the outgoing officers.
- B. The Executive Committee will meet prior to the meetings of the Board of Directors, on the call of the President, or upon written request of any four (4) members of the committee.

### Section 4 – QUORUM

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

## **ARTICLE VIII – BOARD OF DIRECTORS**

### Section 1

Each member of the Board of Directors shall be an active member in good standing of a club.

### Section 2

- A. The Board of Directors shall consist of:
  - 1. The Elected Officers.
  - 2. The Appointed Officers.
  - 3. The Chairman of Standing Committees or the Vice Chairman in the Chairman's absence.
  - 4. The Immediate Past President.
  - 5. The National Committeewoman and any members of the Federation who may be serving on the National Federation of Republican Board of Directors.
  - 6. The President, or her duly authorized proxy, of each club in good standing in the Federation.
- B. A roll call of Board of Director members shall be taken at each Board meeting.
  - 1. Each member shall be entitled to only one (1) vote on each question or election.
  - 2. Forms for proxy voting must be submitted to the Federation Secretary before the meeting is called to order.
  - 3. This voting body shall be seated in a section apart from others who are in attendance.
- C. All ACTIVE members shall be invited to attend meetings of the Board.

### Section 3 – DUTIES

The Board of Directors shall:

- A. Be the governing body between meetings of the Federation.
- B. Approve the program of action as submitted by the President.
- C. Adopt the two year budget as recommended by the Executive Committee.
- D. Act on Proposed Standing Rules.
- E. Divide the State into Regional divisions.
- F. Fill vacancies in elective offices and on the Nominating Committee.
- G. Elect the delegates-at-large and their alternates to the Biennial Convention of the National Federation of Republican Women.
- H. Accept the Financial Review at the first Board of Directors meeting after completion of review.
- I. Approve the site and date of the Biennial Convention selected from the recommendation submitted by the Executive Committee.

### Section 4 – MEETINGS

The Board of Directors shall meet no less than twice each year. The President may call meetings as she deems necessary, and shall call a meeting upon written request of no less than seven (7) members of the Board.

- A. The Fall meetings shall be designated as the Annual Meeting.
- B. A Board Meeting shall be held within twenty-four (24) hours preceding the AzFRW Biennial Convention.

### Section 5 – QUORUM

Twenty-five (25) members shall constitute a quorum of the Board of Directors, at least five (5) of whom shall be elected officers.

## **ARTICLE IX – COMMITTEES**

### Section 1

- A. Only ACTIVE members in good standing of a club shall serve as members of the committees of the AzFRW.
- B. The President shall be a member ex-officio of each committee except the Nominating Committee, and she shall be notified of each committee meeting.
- C. Each Standing Committee shall submit a report at the Biennial Convention.
- D. Upon completion of her term of office, each committee chairman shall deliver to each respective incoming chairman all materials pertaining to the work of the committee.

## Section 2 – STANDING COMMITTEES

The Standing Committees shall be:

Americanism	Literacy
Arrangements	Membership
Budget	Nominating
Bylaws	Program
Campaign	Publicity/Public Relations
Financial Review	Scholarship
Legislative	Ways and Means

## Section 3 – COMMITTEE APPOINTMENTS

The President shall appoint the members of the Standing Committees (except Nominating) and may appoint SPECIAL Committees, subject to the approval of the Executive Committee, unless otherwise specified in these Bylaws. She shall name the chairman of each committee (except Nominating) and insofar as possible, the appointments shall be representative of the Regions.

## Section 4 – DUTIES

The duties shall be as the name of the committee implies, as determined by the Executive Committee, and as stated in these Bylaws.

- A. Nominating Committee: see Article VI
- B. Convention Committee: see Article XI
- C. Bylaws Committee:
  - 1. The Bylaws Committee shall consist of one member from each region plus the Parliamentarian.
  - 2. The Bylaws Committee shall accept for consideration suggestions for amendments from members of the Federation individually, or through their clubs up to the last AzFRW Board Meeting preceding the Biennial Convention.
  - 3. The Bylaws Committee shall:
    - a. Submit amendments or a complete revision, as it deems necessary, to the Biennial Convention provided the notice of the proposed amendments has been included with the Call.
    - b. Submit its report to the President no later than ninety (90) days prior to the Convention date.
    - c. Consider proposed amendments suggested by members and clubs. The Committee shall be authorized to accept, edit, or reject them.
    - d. Biennially, the Bylaws Committee shall request copies of each club's Bylaws and review those Bylaws. Additionally, the Committee shall request any subsequent amendments to those Bylaws for review.
    - e. Notify club Presidents of necessary changes in club Bylaws. Copies of these notices shall be furnished to the Federation President.
    - f. Within thirty (30) days from the close of Convention, the Bylaws Chairman shall redraft the Federation Bylaws to reflect any changes or amendments to the Bylaws approved at Convention, and present the updated Bylaws to the Secretary for inclusion with the Convention Minutes.

- D. The Financial Review Committee shall:
1. Consist of no less than three (3) members. No member of the Executive Committee may serve on the Financial Review Committee.
  2. Perform an annual financial review.
  3. Perform financial review upon the request of the Executive Committee, Board of Directors or Treasurer.
  4. Perform financial review upon change of Treasurers.

## Section 5 – QUORUM

A majority of the members of any committee shall constitute a quorum.

## ARTICLE X – DELEGATES

### Section 1

- A. Each delegate and alternate shall be an ACTIVE member in good standing of a club. The delegates shall be selected from those active members whose dues have been paid to the AzFRW Treasurer as of the third quarter report of the current year.
- B. To qualify for delegate representation to the AzFRW Biennial Convention a club shall have been in good standing for at least three (3) months prior to the convention.

### Section 2-AzFRW CONVENTION DELEGATES

Club delegates to the **AzFRW** Biennial Convention shall be:

- A. The Club President or her accredited alternate.
- B. One delegate for each ten (10) or major fraction thereof, ACTIVE members in good standing of the AzFRW. The delegates shall be selected from the current list of names submitted to the AzFRW with the per capita dues. The club may select alternates from the same list to act in place of delegates who are unable to attend the Convention, providing they relinquish their delegate badge to the Credentials Committee who in turn will provide the alternate with a delegate badge.
  1. The Club President is responsible to submit an alphabetical list of delegates and alternates in order of elevation from her club which shall be sent to the Chairman of the Credentials Committee by the date approved by the Convention Committee.
  2. All voting members of the Board of Directors and Past Presidents of the Federation have the option of registering themselves for the Convention, providing they submit a DELEGATE credentials form and a Convention registration form within the time lines specified for the Convention.
  3. There shall be no alternates for the Federation Executive Committee.
  4. Each delegate shall be entitled to only one (1) vote on each question or election.

### Section 3 – NFRW DELEGATES

- A. At its last meeting preceding the ninety (90) day deadline before the National Federation of Republican Women Biennial Convention, the Board of Directors, by plurality vote, shall elect the delegates-at-large, and their alternates, to the National Convention.
- B. The voting body of the National Federation of Republican Convention:  
(Provisions from the NFRW Bylaws that apply to State Federations and clubs)
  - 1. One delegate and one alternate from each club, provided that the club has been in good standing for at least six (6) months prior to the National Federation of Republican Women Convention.
  - 2. Five (5) delegates-at-large from each State Federation and one additional delegate-at-large for each five hundred (500) members or major fraction thereof in the State Federation, based on the payment of the current year's dues, postmarked ninety (90) days before the Biennial Convention, and an equal number of alternates.
  - 3. Presidents of the State Federations.

## **ARTICLE XI – AzFRW BIENNIAL CONVENTION**

### Section 1

A Biennial Convention shall be held in the odd-numbered years at a time and place recommended by the Convention Committee and approved by the Board of Directors to conduct such business as shall properly come before its members. The Convention shall be held in the fall, but shall not conflict with the National Federation of Republican Women Biennial Convention. Invitations to have the Convention in a specific place may be made by the clubs.

### Section 2 – CALL TO THE CONVENTION

The Call shall be sent by the President to each member of the Board of Directors postmarked no less than forty-five (45) days prior to the Convention.

### Section 3 – VOTING BODY (DELEGATES)

The voting body shall be:

- A. The Elected Officers.
- B. The Appointed Officers.
- C. Chairman of Standing Committees or their Vice Chairman if credentialed as alternates.
- D. Past Presidents of the AzFRW.
- E. The Arizona National Committeewoman.
- F. The AzFRW members, who serve on the National Federation of Republican Women Board of Directors.
- G. The President of each club or her accredited alternate.

- H. One (1) qualified delegate for each ten (10) active members, or major fraction thereof, of each club.

#### Section 4 – CREDENTIALS AND ALTERNATES

- A. At the time of registration, a member shall present photo identification, if requested by the Credentials Committee.
- B. If needed, an alternate who is replacing a delegate shall be verified by the club's President. Only a prepaid alternate is eligible to be elevated from alternate to delegate status.

#### Section 5 – PROXIES

There shall be no proxy voting.

#### Section 6 – CONVENTION SEATING

The members of the voting body shall be seated in a section reserved for them. Non-voting members and visitors shall be seated in a section apart from the voting body.

#### Section 7 – QUORUM

The members of the voting body who are in attendance at each meeting of the Convention shall constitute a quorum.

#### Section 8 – COMMITTEES OF THE CONVENTION

- A. Credentials: The Credentials Committee shall consist of no less than five (5) members, one (1) of whom shall be the Federation Treasurer.
  - 1. The Committee shall determine the eligibility of voting members. If it cannot resolve a question, the Chairman shall bring it to the Convention floor, and the delegates shall decide the question by majority vote.
  - 2. The Committee shall be authorized to secure as much additional help as it deems necessary in order to efficiently complete the registration.
  - 3. The first report of the Credentials Committee shall be made immediately after the opening ceremonies. The report shall be made on the number of delegates registered and shall be given by clubs, not by names. A final report shall be made with a majority vote to accept the report and shall be made immediately preceding the opening of the polls, and registration shall be closed from the time of the report until the time the polls are closed. There shall be other reports at such time as may be requested by the President.
- B. Rules: The Rules Committee shall prepare the Convention rules which shall be presented to the Convention for approval by a two-thirds (2/3) vote immediately following the report of the Credentials Committee. Proposed Rules shall be distributed to each delegate at the time of registration.

- C. Program: The Program Committee shall work closely with the President in preparing the order of business. The program shall be distributed to each delegate at the time of registration and shall be presented to the Convention for approval by majority vote immediately following the report of the Rules Committee.
- D. Elections: The Election Committee shall provide the ballots, the set up of elections, adequate tellers and counting process. For contested races, each candidate may have one observer who is not a candidate herself in the room while the votes are being counted. Teller Committee Chair must be notified in writing of the observer's name prior to opening of the polls or there shall be no admittance. The Teller's Report shall be consistent with Roberts Rules of Order.
- E. Resolutions: The Resolutions Committee shall prepare courtesy resolutions, and its report shall be made at the final meeting of the Convention.
- F. Minutes: A committee of three (3) members appointed by the President shall approve the minutes of the AzFRW Convention within one (1) month after receiving them from the Secretary, who shall provide same within two (2) weeks after the close of the AzFRW convention and the approved Convention Minutes shall be included in the next Convention Book.
- G. The Convention Minutes Approval Committee shall certify by signed affidavit that they have reviewed and approved the Convention Minutes.

## **ARTICLE XII – EMERGENCY VOTE**

In an emergency, the President shall be authorized to take a vote by mail, telephone, fax, or email of the members of the Executive Committee or of the Board of Directors. Each member of the voting body shall be contacted and a majority vote shall be required to decide the question. The action shall be ratified at the next meeting.

## **ARTICLE XIII – PARLIAMENTARY AUTHORITY**

Roberts Rules of Order Newly Revised shall govern the proceedings in all cases not provided for in these Bylaws.

## **ARTICLE XIV – AMENDMENTS**

### **Section 1**

- A. These Bylaws may be amended at the Biennial Convention by two-thirds (2/3) vote, provided the proposed amendments have been submitted with the Call.

- B. Any changes necessitated by changes in the National Federation of Republican Women Bylaws may be made by an amendment adopted by a two-thirds (2/3) vote of the Board at its next meeting, provided that twenty (20) days written notice have been given to all the clubs.

#### **ARTICLE XV – DISSOLUTION**

In the event of dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the National Federation of Republican Women. None of the assets shall be distributed to any member or officer of the Federation.

Adopted September 10, 2015