

BYLAWS

DELAWARE FEDERATION OF REPUBLICAN WOMEN, INC.

Article I – NAME

The name of this organization shall be Delaware Federation of Republican Women, Inc. (hereinafter “DFRW”)

ARTICLE II - OBJECTIVES

The objectives of this organization shall be:

- ◆ To promote an informed electorate through political education:
- ◆ To increase the effectiveness of women in the cause of good government through active political participation:
- ◆ To facilitate cooperation among Women’s Republican Clubs:
- ◆ To foster loyalty to the Republican Party and to promote its ideals:
- ◆ To support objectives and policies of the Republican Party and to work for the election of the Republican Party’s nominees.

ARTICLE III – MEMBERSHIP

Section 1. Membership in this organization shall be open to any continuing Republican Women’s Club of ten (10) or more members whose bylaws are consistent with the bylaws of this Federation, whose bylaws provide for at least five (5) meetings within a twelve (12) month period; and whose bylaws provide for annual dues.

Section 2. Membership in the DFRW is voluntary and upon application.

ARTICLE IV – LOCAL CLUBS

Section 1. The divisions of the DFRW shall be its Local Clubs.

Section 2. Local Clubs

- (a) A Local Club shall comply with the stated objectives of the NFRW and the DFRW.

(b) A Local Club shall comply with the stated objectives of the National Federation of Republican Women (hereinafter “NFRW”) and the DFRW. A Local Club can be organized with a minimum of ten (10) members.

(c) An application for membership as a new club shall be sent to the State Federation President. A copy of the club’s bylaws shall accompany the application for membership.

(d) Certificates of the club membership will be forwarded as soon as the application and the bylaws have been approved by the membership Committee and the Board of Directors; and as soon as the payment of dues and service charge have been received by the Delaware Federation Treasurer.

(e) The President and/or Treasurer of the Federation shall be notified by registered letter when a club is no longer eligible and/or functioning and all records, bank funds, and charter shall be returned to the Federation and the name of the club shall be dormant for a period of ten (10) years.

Section 3. Local Club Associate Members

(a) Republican women who have primary membership in a federated local club are eligible for associate membership in local clubs upon payment of the required annual dues. Associate members cannot hold office, vote, or be counted for the purpose of determining the number of delegates to national or state federation meetings or conventions.

(b) Republican men are eligible for associate membership upon payment of the required annual dues to the local club. They 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 meetings or conventions. Republican men who are associate members in local clubs do not become members of the state federation, DFRW, or the NFRW.

Section 4. Charter Revocation – Local Clubs

Upon recommendation of the Executive Committee, a Local

Club Charter may be revoked by the DFRW Board of Directors by a two-thirds (2/3) vote by ballot. Due notice of pending revocation shall be given to the Local Club by certified mail. All records, bank funds, and Charter shall be returned to DFRW and the name of the club shall be dormant for a period of ten (10) years.

(a) A club may be removed from membership for any of the following reasons;

(1) failure to maintain bylaws which are consistent with those of the NFRW and the DFRW;

(2) failure to pay dues and current service charge for full membership;

(3) failure to support the Republican Party and/or advocating a split ticket;

(4) failure to support the bylaws of the State and National Federation;

(5) failure to maintain a minimum of ten (10) members and to hold at least five (5) meetings within a twelve (12) month period;

(6) affiliation with any political organization which is not officially recognized as part of the NFRW and the Republican National Committee.

Section 5. Local Club Bylaws

(a) A Local Club may write its own bylaws provided there is no conflict with the NFRW and DFRW bylaws. Such bylaws shall include but not be limited to provide for:

(1) Election of Officers. Local club officers must be elected in the month of November and shall assume office at the January meeting of the club; and shall serve for a term of two (2) years or until their successors are elected. No elected officer, with the exception of the Treasurer (see Article VI, Section 3), may serve more than two consecutive terms in the same office.

ARTICLE V- EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

Section 1. The Executive Committee shall be the elected officers and the Immediate Past President of the Federation.

(a) Four (4) members shall constitute a quorum;

(b) The Executive Committee shall recommend appointments to the Board of Directors for approval;

(c) The Executive Committee shall meet at the call of the President.

Section 2. The Board of Directors shall be:

(a) The elected State Federation Officers, Presidents of Local Clubs (see note), Chairs of Standing Committees, the National Committeewoman, ex-officio, the State Vice Chair (Vice-Chair, ex-officio), President of the Building Fund Committee and Parliamentarian.

NOTE: If the President of any Local Club is unable to attend any meeting, she may designate a member in good standing to attend that meeting in her place and said designee shall have all the rights and privileges of the absent Club President.

(b) The voting members of this Organization shall be the elected officers, the immediate Past President and the Chairpersons of Standing Committees. The nonvoting members of this Organization shall be the Chairpersons of Special Committees, ex-officio members, President of the Building Fund and the Parliamentarian. The nonvoting members shall have a voice.

(c) One-third (1/3) of the members of the Board shall constitute a quorum.

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

(a) To be the governing body of the Delaware Federation of Republican Women;

(b) To approve appointments made by the Executive Committee;

(c) To fill vacancies in elected offices that occurs between elections;

(d) To select the site and time of the annual convention;

(e) To establish policies;

(f) To adopt an annual itemized budget no later than the month of March in each calendar year.

ARTICLE VI – OFFICERS AND THEIR DUTIES

Section 1. Officers

(a) The officers of this organization shall be:

President, First Vice President, Second Vice President, Third Vice President (one Vice President to be elected from each county), Secretary and Treasurer, all of whom shall be elected at Convention. No more than three (3) officers shall serve from any one (1) County during the same term of office. Officers must be dues paying members in good standing of a bona fide federated Club whose State and National dues are paid.

(b) Each Vice President must maintain residence in the county she represents for the full term of her office.

Section 2. Duties of Officers

(a) The President shall preside at the meetings of the Executive Committee, the Board of Directors, and all regular meetings of the Federation. She may call special meetings when necessary. She shall have general supervision of the work of the Federation, shall appoint all chairs of Committees, subject to the approval of the Board of Directors, represent the Federation at the Republican State Committee meetings, and shall be a member ex-officio, of all committees except for the Nominating Committee. She shall attend or designate the voting representative to the regular Republican State Committee meetings. The President shall submit a proposed itemized budget to the Board of Directors in the month of January in each calendar year.

(b) The Vice Presidents in their order, shall perform the duties of the President in her absence or inability to serve. They shall perform such other duties as may be assigned them by the President.

(c) The Secretary shall keep and read the minutes of all meetings of the Federation, the Executive Committee, and the Board of Directors. She shall be custodian of all records and papers of the Federation except those that pertain to some other office. She shall provide the President with a copy of the previous meeting at least thirty (30) days prior to the next meeting. She shall also conduct the correspondence of the Federation and perform other duties as may be assigned.

(d) The Treasurer shall be the custodian of all funds of the organization and shall disburse them only on authorization from the President. She shall give a full report at regular meetings of the Board of Directors. The books of the Treasurer shall be audited annually within thirty (30) days after the end of the fiscal year and she shall provide the President with a summary of expenses thirty (30) days before the first meeting of the following year. The Treasurer shall be bonded. DFRW will pay the premium for the bonding of the Treasurer for the faithful discharge of her duties.

Section 3. Terms of Office

The terms of office for officers and chairs shall be two (2) years beginning immediately upon installation which shall take place in the month of January, after election. Officers and chairs may not serve in the same position for more than two (2) consecutive terms. Given the specialized requirements of financial and/or accounting background/experience, the officer position of Treasurer shall be exempt from the two (2) consecutive terms, and the incumbent of this position may continue to serve, by election, or until a successor is elected.

Section 4. Records

Transfer of Records shall be made within thirty (30) days after the termination of office. All officers and chairs shall deliver all federation records that have been in their custody to their successor.

Section 5. Indemnification

The Organization and its members shall indemnify to the fullest extent authorized or permitted by the state of Delaware and hold harmless the Board of Directors for any error of judgment, negligence or otherwise, except for willful misconduct or bad faith.

ARTICLE VII – MEETINGS

Section 1. Board of Directors Meetings

Regular Board of Directors Meetings shall be held on the third (3rd) Tuesday of January, March, June, September and November. Special meetings of the Board may be called by the President or the agreement of three officers when necessary. The call for meetings shall be sent to members of the Board of Directors by the Secretary at least two (2) weeks before the meeting. The call for meetings shall be sent by email, fax or mail.

Section 3. Annual Conventions

(a) The annual convention of the Federation shall be between September 1 and November 30. The time and place to be set no later than the March Board meeting. The call to convention shall be sent to all member clubs at least sixty (60) days prior to the convention. The report of the Nominating Committee shall be sent to all member clubs not less than forty-five (45) days prior to the convention.

(b) The voting body of the convention shall be:

1. Two (2) delegates from each club and one (1) additional delegate for every twenty members. (An equal number of alternates).
2. The elected officers of the Federation.
3. Chairs of the Standing Committees of the Federation as follows: Bylaws, Campaign, Fund Raising, Legislative and Research, Membership, Program and Public Relations.
4. Presidents of Local Clubs in good standing.
5. Past Presidents of the Delaware Federation.

(c) The delegates shall be selected in such manner as their respective clubs shall prescribe, but the selection shall be not less than thirty (30) days prior to a convention. Only an active, voting member in good standing of a federated club is eligible to be a delegate or an alternate to a convention.

(d) In the absence of a delegate, an alternate may vote by giving notice to the Credentials Committee chair. There shall be no proxy voting and no one (1) may vote in more than one (1) capacity.

(e) A member shall be counted from one (1) club only for the purpose of delegate representation to a convention. She may not serve as a delegate or an alternate from any other club.

(f) At the June interim year (even years) DFRW meeting, after the time and place of the annual convention is determined, the President shall also appoint the five (5) committee members that will review and decide the awardee for the Mary M. Boggs award. When notification of the annual meeting time and place (not to be confused with the call to convention) is sent to Clubs, the request for nominee submissions will also be sent. The deadline for award nominee submissions shall be set at forty-five (45) days prior to the annual meeting putting the deadline for submissions after the call to convention goes out.

ARTICLE VIII – DUES AND FISCAL YEAR

Section 1. Dues of Local Clubs

Annual per capita dues shall be paid by Local Clubs to the State Federation, which shall include per capita dues to the National Federation.

The annual per capita membership dues will increase automatically by an identical amount following increases approved at a NFRW biennial convention.

Section 2. Service Charge

The annual service charge per club must be paid by April 1st. Local Clubs shall be notified no later than December 31st in any year that increases have been approved.

Section 3. Website Charge

1. Automatic renewal of the domain name will be every two (2) years in December unless either State Federation or the webmaster submits notice by the third (3rd) quarter of the second year that they will not be renewing the contract.

2. Automatic renewal of the website hosting/maintenance will be every year in January unless either State Federation or the webmaster submits notice by the third (3rd) quarter current year that they will not be renewing the contract.

3. Webmaster fees shall be paid from the DFRW operating budget.

Section 4. Fiscal Year

The fiscal year shall be January 1st to December 31st.

Section 5. Only clubs whose dues are paid sixty (60) days prior to the annual convention shall be entitled to representation at the convention.

ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 1 Nominations.

(a) A Nominating Committee shall be elected at the interim convention (even years). Each Club in good standing shall submit one (1) nominee and one (1) alternate for this committee ninety (90) days prior to convention. Voting of the nominees and alternates shall be by ballot. The member receiving the largest number of votes shall be Chairperson. If voting is by acclamation, the Committee shall decide who shall be the Chairperson. The alternates shall not have a vote in determining the Chair, and shall participate only if a vacancy of a nominee member occurs.

(b) Not more than two (2) members of the Nominating Committee shall be from the same county.

(c) No one shall serve on the Nominating Committee for more than two (2) consecutive years.

(d) The Nominating Committee shall prepare a full slate of officers which shall be sent to each member Club not less than forty-five (45) days prior to the biennial convention (odd years).

(e) Nominations from the floor shall be in order following the formal presentation of the Nominating Committee at the biennial convention (odd years). Written consent must be obtained from all nominees prior to nomination.

(f) The nominee for President shall have served as an officer of a federated club. No person may serve as President of the Federation and President of a Local Club at the same time.

(g) When no nominee is named to serve as President in the normal rotation order, said county will forfeit the vacancy, and the next county in succession will fill the position of President. No more than one (1) Vice President should be from any one county.

Section 2. Election

Election shall be held at the biennial election convention by ballot. A majority of the eligible voting body shall elect.

Section 3. An Elections Committee of not less than three (3) members (one from each county) shall be appointed by the President with the approval of the Board of Directors not less than thirty (30) days in advance of the annual meeting and prior to the election. This Committee shall provide all elections materials, including a printed ballot, and shall act as tellers and judges for the election.

Section 4. Credentials Committee

A Credentials Committee of three (3) members, one from each county, shall be appointed by the DFRW President not more than sixty (60) days nor less than ten (10) days prior to the convention. The Credentials Committee shall prepare and check credentials and shall give a formal credentials report at the convention prior to any action by that body.

ARTICLE X – COMMITTEES

Section 1. The Standing Committees of the federation shall include: ByLaws, Campaign, Fund Raising, Legislation and Research, Membership, Program and Public Relations.

Section 2. The duties of the Standing Committees shall be to prepare programs of action in their respective fields for consideration by the Board of Directors and other such duties as assigned by the President.

Section 3. Special Committees may be appointed by the President as deemed advisable, such appointments to be ratified by the Board of Directors. The Auditing Committee and the Convention Committee shall be appointed at the Board of Directors meeting in March.

Section 4. Reports shall be made by all committee chairs to the Federation at all meetings, or as required by the President. They shall file written reports with the Recording Secretary and President thirty (30) days before the annual convention.

Section 5 (a) A special committee consisting of five (5) members chosen from the current DFRW officers shall be appointed by the Federation President to determine a recipient for the Mary M. Boggs Hall of Fame Award at the interim convention (even years). Each Club in good standing may submit one (1) name of a DFRW member, who meets the established criteria, for consideration forty-five (45) days prior to the convention date.

(b) To ensure all Club Presidents use the same criteria and to ensure all nominees/awardees are evaluated on the same basis by the selection committee for the Mary M. Boggs Hall of Fame Award to recognize the accomplishments of a Delaware Republican woman. The criteria to be taken into consideration when selecting nominees shall include contributions of the nominee at the local Club level as well as contributions and participation at the State level in promoting an informed electorate through political education; increasing the effectiveness of women in the cause of good government through active political participation; facilitating cooperation among women's Republican Clubs; and supporting the objectives and policies of the Republican Party and to work for the election of Republican Party candidates.

ARTICLE XI – QUORUM

Section 1. An annual convention quorum shall consist of at least three (3) state Federation officers and representation of a majority of clubs.

Section 2. A quorum for the Board of Directors shall be one-third (1/3rd) of the Members of the Board.

Section 3. A quorum for committee meetings shall be a majority.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Roberts Rules of Order, or the latest edition thereof, shall govern all proceedings, to include utilizing electronic communication, except where inconsistent with the provisions of these By Laws.

ARTICLE XIII – AMENDMENTS

1. These By Laws may be amended by a two-thirds (2/3rd) vote of any regular meeting of the Board of Directors or at any annual meeting, adjourned session thereof, or special meeting called for that purpose.

2. Notices of the proposed amendments shall be provided to all members of the Board of Directors at least thirty 30 days prior to the meeting at which they are to be voted upon.

3. Amendments shall go into effect upon ratification by the Board of Directors or by a majority of the eligible voting body at a convention.

ARTICLE XIV – DISSOLUTION

In the event of the dissolution of this organization, all 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 will be distributed to any member or officer of this organization.

Latest Revision Adopted:
September 7, 2017