

HILL COUNTRY REPUBLICAN WOMEN BY-LAWS

Date Approved by Membership: 4/13/2017

ARTICLE I – NAME AND ADDRESS

The name of this organization shall be The Hill Country Republican Women (“HCRW”). The address of HCRW shall be that of the incumbent president.

ARTICLE II – OBJECTIVES

The objectives of HCRW 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 Republican Women’s organizations,
- to foster loyalty to the Republican Party, and to promote its principles and candidates in all elections including non-partisan elections, and
- to work for the election of the Republican Party’s nominees.

ARTICLE III – POLICY

Section 1. Organization Membership: This organization and its members shall be members of the Texas Federation of Republican Women (TFRW) and the National Federation of Republican Women (NFRW), shall support their objectives and policies, and shall pay per capita dues and the annual service charges to said organizations.

Section 2. Registered PAC: This organization shall be registered with the Texas Ethics Commission as a Political Action Committee (PAC). The name of the PAC is Republican Women of the Hill Country PAC.

Section 3. Candidate Endorsement: HCRW, its President, and its Campaign Activities Chairman shall not publicly endorse or work for 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. If the President or Campaign Activities Chairman violates this policy, it shall fall to the Executive Board to remove her from office. Failure to do so will result in the removal of the club from the Federation. No candidate shall use the TFRW logo in

any political advertising, and any political advertising shall contain the following disclaimer: “This endorsement is given by the individual(s) only, NOT the Texas Federation of Republican Women.”

Section 4. Candidate Fairness: After the end of the filing period for any office and ending the day after the final election for that office, it is the policy of TFRW 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 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 5. Working for a Candidate: Individual members of HCRW, with the exception of the President and Campaign Activities Chairman, may work for any candidate of their choice in contested Republican primaries, but may not in the name of HCRW.

Section 6. Candidate Endorsement Exemptions: This article pertains only to contests between Republican candidates for public office. If the President or Campaign Activities Chairman of HCRW is a candidate, or whose husband, or a member of her family, are candidates, she shall be exempt from this rule but may not do so in the name of HCRW.

Section 7. Controversial Issues: HCRW and its officers shall not issue statements or pass resolutions on controversial issues in the name of this organization without first polling its members and obtaining a two-thirds (2/3) written vote on approval of the total membership.

Section 8. Lobbying: There shall be no lobbying with legislators using the name of the TFRW by any federated club or any individual member without the express permission of the Board of Directors of the TFRW.

Section 9. Fiscal Year: The fiscal year of HCRW shall be from January 1 through December 31.

ARTICLE IV – MEMBERSHIP

Section 1. Eligibility:

A. Any woman believing in the philosophy of the Republican Party and in the objectives of HCRW shall be eligible for membership.

B. She shall be a registered voter.

C. Dues must be paid for at least one month and at least one meeting must be attended prior to the privilege of voting.

Section 2. Classifications:

A. Active - Any woman who meets the eligibility requirements of HCRW and pays the annual dues. She shall enjoy the full privileges of membership. An active member may be counted in only one club for the purpose of delegate representation to Federation State and National Conventions, and this will be the only local unit in which she may hold office. Her dues and name shall be submitted to the TFRW from her primary local unit only.

B. Associate - There are two types of Associate Members:

1. An Active Member of another TFRW organization who wishes to be a member of more than one Republican Women's organization may be an Associate Member of HCRW. She shall pay the dues required by HCRW for Associate Members. Her name and dues will not be sent to the TFRW by HCRW. Associate Members cannot hold office, vote, have a voice or be counted for the purpose of determining the number of delegates to National or State Federation meetings or conventions.

2. A male Republican who wishes to be a member of HCRW may be an Associate Member of HCRW. He shall timely pay the required dues. Such member may attend meetings, but cannot hold office, vote, have a voice, or be counted for the purpose of determining the number of delegates to National or State Federation meetings or conventions. They do not become members of the State or the National Federation.

C. Young Affiliate: A Young Affiliate is a young teenage woman, between, and including, the ages of thirteen and seventeen, who wishes to be affiliated with the HCRW organization by paying the required annual dues. A Young Affiliate may not be listed on the roster of the TFRW for HCRW. She cannot be counted for purposes of determining the number of delegates to the TFRW or the NFRW meetings or conventions, and she shall not vote at HCRW meetings. Her name and dues will not be reported or sent to the TFRW Headquarters.

ARTICLE V – DUES:

Section 1. Annual Dues shall be set by the Executive Board in the Standing Rules and approved by the membership.

Section 2. Dues shall be payable on January 1, which shall include HCRW dues, state dues, and national dues and shall be delinquent March 1.

Section 3. HCRW shall pay the annual per capita dues for its active members and annual service charges to the TFRW and NFRW and submit names and addresses of club officers and members with payment.

ARTICLE VI – OFFICERS AND THEIR DUTIES

Section 1. Officers: The elected officers of HCRW shall be President, First Vice President/Programs Chair, Second Vice President/Membership Chair, Secretary, and PAC Treasurer.

Section 2. Term of Office: The term of office for officers and chairmen shall be for one year from January 1 through December 31 following their election or appointment, and may serve in the same position without term limits. An officer wishing to resign must submit a letter of resignation to the President. The President shall notify the voting members of the Executive Board at least five (5) days after said resignation, except in an emergency, where two (2) days notice may be given.

Section 3. Duties of Officers:

A. The President shall:

1. Preside at all meetings of HCRW and of the Executive Board. Appoint all committee chairmen, with the exception of chair of the Nominating Committee, and the Chair of the Program Committee (of which the Vice President is chairman), with the approval of the Executive Board. Removal of any committee chairman must be approved by a majority of the Executive Board.
2. Have general supervision of the work of the HCRW.
3. Prepare a program of action, after consultation with Standing Committee Chairmen, for presentation to the Executive Board.
4. Appoint a Parliamentarian.
5. Sign checks in an emergency and by vote of the Executive Board if the PAC Treasurer is unable to do so.
6. Be an ex-officio member of all committees except the Nominating Committee.
7. Appoint, in case of a resignation or a leave of absence, a replacement for that respective office.

B. The First Vice President/Program Chair shall:

1. Perform the duties of the President whenever the President is absent or otherwise unable to serve.
2. Serve as Chairman of the Program Committee and perform such other duties as the President may designate.

C. The 2nd VP-membership shall:

1. Serve as Chairman of the Membership Committee and recruit new members for HCRW as prescribed by the Texas Federation of Republican Women.
2. Keep member applications given by the PAC Treasurer.
3. Create and maintain up-to-date roster of HCRW members showing their name, address, phone number, e-mail address, committee they chose to be on, birthdates, anniversary date and membership status. Distribute this roster to all officers monthly.
4. Maintain and distribute the membership directory.

D. The Secretary shall:

1. Keep a factual and unbiased record of the proceedings of all HCRW meetings and Executive Board meetings.
2. Prepare the correspondence for HCRW.
3. Be custodian of the permanent records and correspondence for HCRW.
4. Perform such additional duties as may be required of this office.

E. The PAC Treasurer shall:

1. Be registered with the Texas Ethics Commission.
2. Receive and be custodian of all HCRW PAC funds; monies received and disbursed; and pay all bills upon authorization of the President or the Executive Board.
3. Send renewal notices and billings to the members. All monies & applications will be sent to the PAC Treasurer.
4. Give a monthly report to the membership and submit a monthly written copy to the President and Secretary.
5. Submit the financial records to the Internal Review Committee for an internal review according to the Standing Rules.

6. Follow the PAC Standing Rules in the bylaws, as adopted by the TFRW Board of Directors and amended, when needed, to abide by the Texas Election Laws and opinions issued by the Texas Ethics Commission.
7. File the reports with the Texas Ethics Commission in a timely fashion.

Section 4. Delivery of Records: All officers and all committee chairmen shall deliver all records, files and properties of the HCRW to their successors before December 31 of the year in which they are retiring from office unless otherwise directed by the President.

ARTICLE VII – EXECUTIVE BOARD:

Section 1. The Executive Board shall consist of the elected officers of HCRW, the Chairmen of the Standing Committees, the immediate Past President and /or Advisor, and the Parliamentarian, who shall serve *ex officio* without vote.

Section 2. Duties of the Executive Board:

- A. The transaction of any necessary business between regular meetings.
- B. Make recommendations as to policies for HCRW.
- C. Serve as advisors to the President.
- D. Direct disbursement of HCRW funds.
- E. Approve vacancies that occur between elections by a two thirds (2/3) vote of the Executive Board present and voting with the exception of a vacancy in the presidency, in which case the 1st Vice President shall assume the office of President and the Executive Board shall elect a 1st Vice President as stated herein.
- F. Remove committee chairs when necessary.
- G. The Executive Board can vote to amend the Standing Rules by a two thirds (2/3) vote at anytime.

Section 3. A quorum for a meeting of the Executive Board shall be a majority of the Executive Board.

ARTICLE VIII– MEETINGS

Section 1. Regular Meetings:

- A. Meetings will be scheduled and held as determined by the Executive Board. The schedule for the meetings will be published in the yearly calendar and a

Notice will be given monthly with no less than seven (7) days notice to the change to all members.

B. A minimum of five regular meetings per annum shall be held.

Section 2. Special Meetings: Special meetings shall be held at the call of the President or upon the request of 30% of the members. The purpose of each meeting shall be stated in the call and no other business shall be considered at the special meeting except that stated in the call of the meeting.

Section 3. Regular Meetings of the Executive Board: Executive board meetings shall be held at the discretion of the President prior to the regular meeting at such time and place as may be determined by the President.

Section 4. Special Meetings of the Executive Board: Special meetings of the Executive Board may be called by the President or upon the request of a majority of the members of the Executive Board. The purpose of each meeting shall be stated in the call and no other business shall be transacted.

Section 5. QUORUM For Regular Meeting:

Quorum for a Regular Meeting of HCRW shall be 25% of the Active members.

ARTICLE IX– COMMITTEES

Section 1. Standing Committees:

A. The three (3) HCRW Standing Committees shall include PAC, Legislation and Campaign Activities Committees. Other committees are reflected in the Standing Rules.

B. The Chairman of each Standing Committee shall be appointed by the President with the approval of the Executive Board, and shall outline programs for actions in their fields for consideration and adoption by the Board and shall carry out such other duties as may be prescribed by the Executive Board and or President. Committee chairman shall select their committee members.

C. **The Newsletter Editor** shall produce a newsletter and distribute to members in accordance with the TFRW guidelines.

D. **The Campaign Activities Coordinator:**

1. Keep records of campaign hours and Caring for America hours of members,
2. Mail reports to TFRW Campaign Chairman by the specified deadlines, and
3. Coordinate with Republican candidates and volunteers as needed.

E. **The Political Action Committee (PAC):**

The Political Action Committee shall be chaired by the PAC Treasurer. She shall abide by Texas Election Laws and the opinions issued by the Texas Ethics commission. All decisions relative to the distribution of funds shall be approved by the Executive Board.

Section 2. Special Committees:

- A. Special Committees shall include, but are not limited to, the Internal Review Committee, the Ways and Means (Finance) Committee and Nominations whose chairmen shall be appointed by the President, except the Nominations Committee. Other committees may be appointed by the President and approved by the Executive Board as deemed necessary.
- B. These committees shall be formed only for the duration of their service.
 - 1. **Internal Review Committee:** The Internal Review Committee of three (3) HCRW members shall be appointed by the President prior to December 31 and shall submit its report to the Executive Board as required in the Standing Rules. The PAC Treasurer shall be present at the internal review.
 - 2. **Finance (Ways and Means) Committee:** The President, 1st Vice President, Secretary, and PAC Treasurer shall serve as members of this committee. The Committee shall draft a projected budget for each fiscal year and submit it to the membership for approval. The overall PAC budget shall be approved by the Executive Board

Section 3. All committees shall report to the membership at the Executive Board and the regular meeting or as ordered by the President. Removal of any committee chair must be voted on by a majority of the Executive Board.

ARTICLE X– NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee: The Nominating Committee shall consist of at least three (3) and no more than five (5) members, and at least two (2) of the committee members shall not be members of the Executive Board. The Nominating Committee shall be elected by the general membership at the October meeting. The Nominating Committee shall elect its own chair. The Nominating Committee shall report one nominee for each office prior to the November meeting. Prior consent of the nominees shall be obtained. The slate shall be published in the November newsletter or by email notification to the membership. The nominating committee

cannot succeed itself. A plurality vote shall elect the members of the Nominating Committee.

Section 2. Elections:

- A. Elections shall be held at the November meeting.
- B. Nominations from the floor shall be allowed, provided prior consent of each of the nominees shall be obtained.
- C. Where there is only one candidate for an office, election may be by voice vote. Where there is more than one candidate for an office, election shall be by ballot. A plurality vote shall elect. There shall be no absentee or proxy voting.

Section 3. Installation: Officers shall be installed at the December meeting and take office January 1 of the following year.

ARTICLE XI – CONVENTION REPRESENTATION

Section 1. Biennial State Convention: HCRW may be represented at the Biennial State Convention by one delegate and one alternate for each ten (10) active members and an additional delegate and alternate for a remainder of six to nine active members. Delegates and alternates to the convention of the TFRW shall be elected at a regular meeting.

Section 2. Biennial National Convention Representation: A delegate and an alternate to the National Federation of Republican Women Convention shall be elected at a regular meeting.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Robert’s Rules of Order, Newly Revised, shall govern all proceedings except where inconsistent with these Bylaws and those of the Texas Federation of Republican Women and the National Federation of Republican Women.

ARTICLE XIII – AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the active members present and voting at any HCRW regular meeting or adjourned session thereof,

provided notice of the proposed amendment has been given in writing to all members at least thirty (30) days prior to the meeting or provided that notice of the proposed amendment has been submitted in writing at the previous regular meeting.

ARTICLE XIV – DISSOLUTION

This club may be dissolved by a two-thirds vote of active members present at any meeting of the club, provided that notice of the dissolution has been submitted in writing at the previous meeting and has been sent by mail to all members of the local club. In the event of dissolution, the Executive Board shall, after payment of all liabilities of the local club, distribute any remaining assets to the state federation. None of the assets shall be distributed to any member or officer of the organization. The right to use the name shall revert to the state federation.