**Minnesota Federation of Republican Women BY-LAWS**

**October 3, 2015**

**ARTICLE I, NAME**

Section 1. The name of this organization shall be the Minnesota Federation of Republican Women (MFRW).

Section 2. MFRW shall be a continuing member of the National Federation of Republican Women (NFRW) and shall abide by

 its objectives and bylaws.

**ARTICLE II, MFRW OBJECTIVES**

The objectives of this organization shall be to:

 • Provide a place, within the ranks of the National and Minnesota Republican Party for every woman;

 • Promote an informed membership and an informed public through political education and Republican action programs;

 • Foster loyalty to the Republican Party and promote its principles;

 • Support Republican candidates;

 • Encourage and promote candidate search, and

 • Assure the success of women in attaining elective office and appointive positions by recruiting, training and

 fully supporting qualified Republican women candidates.

**ARTICLE III, MFRW MEMBERSHIP**

Section 1. Eligibility − Voting membership in MFRW shall be extended to women who are members of clubs affiliated with MFRW and NFRW

 and individual members.

1. Clubs: A club may become affiliated only after approval of its bylaws by MFRW’s Executive Committee and after dues and service

charges are paid. A woman may be counted as an active voting member of only one club for the purpose of delegate

 representation at state or national conventions. She may not serve as a delegate or alternate representing any other club.

(b) Individuals: Individuals may join MFRW directly if no club is available to them. Individual members shall be represented

 at MFRW’s Biennial Convention by the same delegate accreditation proportions as apply to clubs within the state.

Non-voting honorary members of MFRW shall include Republican women who have been elected to Minnesota city, state or federal offices. Should any honorary member choose to become a paying member, she becomes entitled to all the privileges allowed voting members.

Section 2. Club Qualifications

(a) A club may become affiliated with MFRW only if its bylaws are notin conflict with the MFRW and NFRW bylaws and objectives.

(b) No club will be admitted to or continued in MFRW if it fails to support the Republican-endorsed candidates, advocates a split-party

ticket or supports a candidate running on an opposition ticket.

(c) A club shall consist of ten (10) or more women who form a permanent organization, adopt bylaws, pay MFRW and NFRW dues

and service charges and hold at least five (5) meetings within a twelve- (12) month period.

Section 3. Applications for New Clubs

 (a) There shall be no limit to the number of clubs that can be organized within any area of Minnesota.

 (b) A club application shall be sent to MFRW’s president and be accompanied by:

 1) Names, addresses (including zip codes), telephone numbers and email addresses of officers and club members;

 2) Dues per capita and service charges; and

 3) Bylaws that are not in conflict with MFRW and NFRW bylaws.

1. The Executive Committee shall have jurisdiction over club applications. Acceptance shall be by a majority vote of those present

 and voting or by a majority vote of mailed ballots received by a given date.

Section 4. MFRW Congressional District Organizations − Each United States congressional district may have a corresponding MFRW congressional

 organization and district chair, for the purpose of having MFRW representation to the congressional district’s Republican Party committee.

 (a) A district chair shall be elected at the MFRW Biennial Convention by a

 majority vote of the delegates representing the clubs in that district.

(b) No person may serve more than two consecutive terms as district chair.

(c) In congressional districts with more than fifty (50) members or more than three

(3) clubs, there may be a district organization.

(d) Thedistrict organization may adopt bylaws and elect additional officers as it

deems necessary. These bylaws must be submitted to the MFRW Executive Committee for acceptance and approval.

Section 5. Classification of Member Clubs − A club in good standing is one whose current dues and service charges are paid.

 (a) Annual dues for all clubs shall be for January 1 through December 31, regardless of when installation of club officers takes place.

(b) No officer shall serve more than two consecutive terms in the same office.

 (b) Club presidents must:

 1) Appoint standing committee chairs as listed in MFRW Bylaws Article VII, Standing Committees;

 2) Send a list of names, addresses (including zip codes), telephone numbers and email addresses of officers and standing committee

 chairs to the MFRW president and the relevant district chair within thirty (30) days of taking office;

 3) Direct the club’s membership chair to send a list of paid members’ names, addresses (including zip codes), telephone numbers and

 email addresses, to the MFRW president and treasurer by January 15 of each year and a list of all additional paid members

 quarterly; and

 4) Direct the club’s treasurer to submit an annual audit report of the club’s finances by December 31 of each year.

Section 6. Removal from and Reinstatement of Affiliation

The MFRW Executive Committee shall have complete jurisdiction over removaland reinstatement of MFRW affiliation. A two-thirds (2/3)

 vote of those present and voting is required.

 (a) A club may be removed from affiliation for any of the following reasons:

 1) Bylaws that are in conflict with MFRW and NFRW bylaws;

 2) Non-payment of dues for the club’s full membership and current service charges;

 3) Failure to support the Republican candidate, advocating a split-party ticket, or supporting a candidate running

 on an opposition ticket;

 4) Affiliation as a club with any political organization that is not officially recognized as a part of NFRW and

 the Republican National Committee; and

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

 (b) A club may apply for reinstatement by filing an application with the MFRW Executive Committee. Upon reinstatement,

 all back dues and service charges must be paid.

**ARTICLE IV, MFRW OFFICERS AND THEIR DUTIES**

Section 1. Eligibility − Each elected or appointed MFRW officer and members of standing and

special committees shall be an active member in good standing in a club affiliated with MFRW or be an individual MFRW member.

Section 2. Officers − Elected officers of MFRW shall be a president, a first vice president, a second vice president, and a secretary, and congressional district chairs. The treasurer’s office is filled by appointment of the president, with approval by the Executive Committee.

Section 3. Term of Office

(a) Officers shall be elected at the MFRW Biennial State Convention for a term of two (2) years.

1. The term shall be from January 1following election through December 31 two years hence, regardless of when installation

takes place.

 An officer who has served more than half of a term is considered to have served a full term in that office.

(c) No officer or district chair shall serve more than two (2) consecutive terms in the same office.

Section 4. Vacant Office

 (a) A vacancy occurring in the office of first vice president, second vice president,

 or secretary shall be filled by election by the Executive Committee at the next meeting following the vacancy.

(b) A vacancy occurring in the office of an MFRW congressional district chair for any reason, including failure of the district

 organization to elect shall be filled by election by the Executive Committee at the next meeting following the vacancy.

 The election is effective for the remainder of the term.

Section 5. Duties of the President

 (a) Preside at all meetings of the MFRW Board of Directors and Executive Committee

 (b) Represent MFRW at all times or designate someone as representative in her absence or inability to do so;

 (c) Appoint the MFRW treasurer, with approval of the Executive Committee;

 (d) Appoint all standing and special committees except the Nominating Committee;

 (e) Be an *ex officio* member of all committees except the Nominating Committee;

 (f) Appoint a parliamentarian;

 (g) Appoint an audit committee consisting of two (2) members to perform an audit

 of MFRW financial records at the conclusion of each year and to report on the audit

 to the first Executive Committee meeting in the new year;

 (h) Issue a call to all Board of Directors meetings at least twenty-one (21) days prior to a meeting;

 (i) After consultation with the chairs of MFRW standing committees, prepare a

 program of action for presentation to and approval by the Board of Directors;

(j) Sign checks authorized by the Executive Committee when the treasurer is unable to sign; and

 (k) Attend at least one club meeting in each congressional district during her term of office.

Section 6. Duties of the First Vice President

(a) Assist the president in the performance of her duties and represent MFRW at meetings the president is unable to attend;

 (b) Fill the unexpired term of office of president should a vacancy occur; and

 (c) Attend at least one club meeting in each congressional district during her term of office.

Section 7. Duties of the Second Vice President

 (a) Assist the president in the performance of her duties and represent MFRW at

 meetings that neither the president nor first vice president is able to attend;

 (b) Act as membership chair for the MFRW; and

 (c) Fill the unexpired term of office of the president if neither the elected president nor the first vice president is able to serve.

Section 8. Duties of the Secretary

 (a) Keep a correct record of all meetings of the MFRW Board of Directors and Executive Committee;

 (b) Be responsible for the current books and records of the MFRW, except those of the treasurer; and

 (c) Recommend to the Executive Committee a permanent location to archive past MFRW books and records and provide access to it.

Section 8. Duties of the Treasurer

 (a) Submit per-capita dues and service charges to NFRW;

 (b) Collect and receive all monies due MFRW and deposit them in a bank account approved by the Executive Committee;

 (c) Obtain the president’s signature on the required bank signature card in the

 event that access to the account is needed in the absence of the treasurer;

 (d) Disburse funds upon signed orders from the president;

 (e) Present a written statement of account at all meetings of the Board of Directors

 and Executive Committee and make a full report to MFRW’s Biennial State Convention;

 (f) Submit books for an annual audit by the Audit Committee appointed by the

 president;

 (g) Maintain a current list of paid-up memberships, and

(h) Submit to the designated MFRW archive all historically significant treasury records not in current use.

Section 9. Duties of District Chairs

 (a) Further the work and be responsible for MFRW programs within her congressional district;

 (b) Attend all MFRW Executive Committee and Board of Directors meetings;

 (c) Visit each club in her district at least once during her term of office, and

 (d) Request membership on the relevant United States congressional district committee of the Republican Party of Minnesota.

Section 10. Officers’ Records

 (a) All officers and committee chairs shall deliver all current records, files, accounts,

 books, papers and other property of MFRW to their successors within thirty (30) days of the expiration of their term of office.

 (b) Committee chairs of the MFRW Biennial State Convention shall complete a written

 report and send a copy to both the president and secretary within ten (10) days of the convention.

**ARTICLE V, BOARD OF DIRECTORS**

Section 1. The voting body of the Board of Directors shall be MFRW’s elected officers, district chairs, immediate past president, chairs of standing committees and the president of each member club in good standing.

The non-voting members of the board are the parliamentarian and Minnesota’s Republican national committeewoman and state chair or deputy chair, provided that position is held by a woman.

Section 2. Duties of the Board of Directors

 (a) Be the governing body of MFRW between Biennial Conventions;

 (b) Select the site of the MFRW Biennial Convention from recommendations made by the Executive Committee;

 (c) Approve the official program and order of business of the MFRW Biennial Convention;

1. Approve any standard operating procedures giving specific implementation for the article in the bylaws

 to which the procedures refer;

 (e) Adopt MFRW’s annual budget;

 (f) Direct the disbursement of funds;

 (g) Elect delegates and alternates per the MFRW quota to NFRW conventions;

 (h) Elect one (1) delegate and one (1) alternate\* to the Republican State Central Committee;

 (i) Elect two (2) delegates-at-large and one (1) alternate\* to the Republican State Convention, and

 (j) Elect Nominating Committee members and alternate\*, following MFRW Bylaws

 Article VIII, Section 1.

 \*An alternate member shall be called into service in the absence, inability to serve, or resignation of a member.

Section 3. Meetings of the Board of Directors

 (a) The board must meet at least three (3) times per year.

 (b) Special meetings may be called by the president or shall be called at the written request of eight (8) board members.

 (c) At least twenty-one (21) days’ notice shall be given to each board member for all board meetings except emergency meetings.

 (d) At least seven- (7) days’ notice shall be required for emergency meetings.

Section 4*.* Quorum of the Board of Directors − One third (1/3) of the currently filled positions on the Board of Directors shall constitute a quorum.

**ARTICLE VI, EXECUTIVE COMMITTEE**

Section 1. The Executive Committee shall consist of the elected MFRW officers, district chairs and immediate past president.

 Any member of the Executive Committee who misses three consecutive meetings automatically will be considered to have resigned.

Section 2. Duties of the Executive Committee

 (a) Supervise the affairs of MFRW during the interim between meetings of the Board of Directors;

 (b) Remove from office or duties by a two-thirds (2/3) vote of the Executive Committee any officer, member-at-large,

 standing committee chairman, or district chair who does not support MFRW or its policies and objectives;

 (c) Have jurisdiction over clubs’ applications for MFRW affiliation and removal from and reinstatement to affiliation;

 (d) Set the date of the MFRW Biennial Convention and recommend at least one for the convention to the Board of Directors;

 (e) Approve the president’s appointment of standing committee chairs; and

(e) Fill any vacancy occurring in the offices of congressional district chairs for any

 reason, including failure of the district organization to elect a chair, at the first meeting after the vacancy occurs.

Section 3. Meetings of the Executive Committee

(a) The Executive Committee shall meet at the call of the president or upon

 written request of four (4) members of the Executive Committee, with two (2) weeks’ notice given via first-class mail.

 (b) The Executive Committee shall schedule a joint meeting of the old and new

Board of Directors following the MFRW Biennial Convention, prior to December 31.

Section 4. Quorum of the Executive Committee − One-third (1/3) of the Executive Committee shall constitute a quorum for all meetings.

**ARTICLE VII, OTHER COMMITEES**

Section 1. MFRW standing committees shall be as follows: Bylaws, Campaign, Fund Raising,

Legislation and Research, Membership, Program, and Public Relations, and such others as the Executive Committee shall deem advisable.

 (a) Chairs of these committees shall be appointed by the president and approved by the Executive Committee.

 (b) All standing committee chairs shall be members of the MFRW Board of Directors.

 (c) When a committee chair vacancy exists, the president may fill it.

Section 2. Duties of Standing Committee Chairs

 (a) Prepare programs of action in their respective fields for consideration by the president and Executive Committee;

 (b) After approval, work on their programs’ implementation;

 (c) Report on committee work at Board of Directors’ meetings, and

1. Provide a written report of committee work to the MFRW Biennial Convention and file a copy of it with the

 MFRW secretary before leaving office.

**ARTICLE VIII, NOMINATIONS AND ELECTIONS**

Section 1. Nominations

 (a) The Board of Directors by a majority vote of those present and voting shall elect a

 Nominating Committee of three (3) members and one (1) alternate, with no more than one (1) member from each congressional district.

 (b) The election of the Nominating Committee shall be conducted at the first meeting in the calendar year in which an MFRW

 Biennial Convention is to be held, provided there is at least a ninety- (90) day period between the meeting and the convention.

 (c) The members of the Nominating Committee shall:

 1) Elect a chair and secretary from their own number; and

 2) Submit at least one nominee, selected at large, for each MFRW office: president, first vice president, second vice president, and secretary~~.~~

 (d) The Nominating Committee’s report shall be sent with the call for the MFRW Biennial Convention, at least thirty

 (30) days prior to the convention.

(e) The nominating committee shall present a slate of at least four officers at the MFRW Biennial Convention.

(f) Following the Nominating Committee’s report, nominations may be made from the floor at the MFRW Biennial Convention.

Section 2. Nominees

 (a) No one shall be nominated for an office whose consent shall not first have been obtained in writing.

(b) Nominees shall be MFRW members in good standing and shall have served as a

club’s officer or standing committee chair or as a member of the MFRW Board of Directors.

Section 3. Elections

(a) The following officers shall be elected by ballot at the MFRW Biennial Convention by a majority vote of the delegates present and voting: president, first vice president, second vice president and secretary. Where there is only one nominee for an office, election may be by voice vote.

(b) The presiding officer of the convention shall appoint tellers and conduct the election of officers.

(c) The chair of credentials shall furnish the presiding officer with a statement of the number of delegates authorized from each club and the number of delegates registered at the convention.

(d) Each Minnesota congressional district shall elect one (1) district chair to represent that district on the MFRW Executive Committee. This Chair shall be elected in caucus by the delegates of the clubs in each district present and voting at the MFRW Biennial Convention.

(e) One (1) delegate and three (3) alternates shall be elected by each congressional district caucus during the MFRW Biennial Conventions.

**ARTICLE IX, DUES AND SERVICE CHARGE**

Section 1. Dues

(a) Clubs shall pay to the MFRW treasurer annual per-capita dues, the amount which is to be set by two=thirds

 (2/3) vote of the Board of Directors. National annual per-capita dues shall be sent to NFRW by the MFRW treasurer.

(b) Dues may not be raised retroactively.

(c) Current per-capita annual dues shall be remitted as received by January 15. Additional member dues shall be paid quarterly.

(d) The fiscal year of the MFRW shall be from January 1 through December 31 .

Section 2. Service Charge

 (a) There shall be an annual service charge of five dollars ($5.00) from each club, payable on or before January 15 to the MFRW treasurer.

 (b) The annual NFRW service charge is payable on or before January 15 to the MFRW treasurer and thereafter submitted to NFRW.

**ARTICLE X, MRFW BIENNIAL CONVENTION**

Section 1. Time and Place

 (a) MFRW shall hold a statewide Biennial Convention in Minnesota in the fall of odd-numbered years.

 (b) The date and place of the convention shall be designated by the Board of Directors.

 (c) A call to the convention shall be mailed to members and postmarked at least thirty (30) days prior to the convention.

Section 2. Eligibility for Representation

 (a) A club must be in good standing to be eligible for representation at the MFRW Biennial Convention. A continuing club shall

 have paid the previous year’s dues and service charges and maintained its current dues and service charges.

 (b) New clubs must be in good standing for at least three (3) months prior to the convention to be eligible for representation.

 (c) Delegates and alternates must be members in good standing of the club they represent.

Section 3. Representation

(a) Each club affiliated with MFRW shall have four (4) delegates-at-large and one additional delegate for each ten (10) members or

 major fraction thereof whose dues have been sent to the MFRW treasurer and postmarked by June 1 of that year.

 (b) There shall be one (1) alternate for each delegate.

 (c) The delegates and alternates shall be elected in a manner determined by their respective clubs. The club president shall send the

 delegates’ and alternates’ names, addresses (including zip codes) and email addresses to the MFRW president,

 postmarked at least twenty-one (21) days prior to the MFRW Biennial Convention.

 (d) Members of the Executive Committee and the president of each member unit in good standing with MFRW shall be

 *ex officio* delegates-at-large, with voting privileges. They do not have alternates.

Section 4. Voting − The MFRW Biennial Convention shall be open to all members of MFRW

and to visitors, but only accredited delegates shall be entitled to vote, offer motions and debate.

Section 5. Quorum − A majority of the delegates attending and credentialed at a convention shall constitute a quorum for the convention.

Once a quorum has been determined for the convention, it shall not be questioned during the course of the convention.

**ARTICLE XI, PARLIAMENTARY AUTHORITY**

*Robert’s Rules of Order, Newly Revised,* or the latest edition thereof, shall govern MFRW in all instances where they are applicable

and in which they are not inconsistent with the provisions of these bylaws.

**ARTICLE XII, STANDARD OPERATING PROCEDURES**

The MFRW Standard Operating Procedures shall be used to assist in the operation and function of MFRW.

**ARTICLE XIII, AMENDMENTS**

These bylaws may be amended at a MFRW Biennial Convention by a two-thirds (2/3) vote, provided that the proposed amendment or amendments

 shall have been sent to each member of the Board of Directors and to each club president at least thirty (30) days before the convention.

**ARTICLE XIV, DISSOLUTION**

Section 1. Dissolution of MFRW − In the event of the dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to NFRW. None of the assets will be distributed to any member or officer of MFRW.

Section 2. Dissolution of a Club − In the event of the dissolution of a club, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to MFRW. None of the assets will be distributed to any member or officer of the club.

Amended:

 May 12, 1941

September 18, 1942

September 10, 1943

September 29, 1944

May 16, 1947

May 11, 1949

May 22, 1959

May 4, 1961

May 3, 1963

October 6, 1965

October 15, 1967

October 2, 1971

October 27, 1973

October 17, 1975

November 11, 1977

September 13, 1979

October 17, 1987

October 9, 1993

October 7, 1995

October 23, 1999

October 13, 2001

October 18, 2003

October 22, 2005

October 22, 2011

October 19, 2013

October 3, 2015