

**NEW BRAUNFELS REPUBLICAN WOMEN
BYLAWS Effective January 1, 2019**

ARTICLE I. NAME

The name of this organization shall be the New Braunfels Republican Women. The address of the club shall be P.O. Box 310008, New Braunfels, TX 78131-0008.

ARTICLE II. OBJECTIVES

The objectives of this organization shall be:

Section 1. To be an official auxiliary to the duly constituted Republican organization in the State of Texas and to support the objectives and policies of the Republican National, State and County Executive Committees as well as those of the National Federation of Republican Women and the Texas Federation of Republican Women.

Section 2. To promote an informed electorate through political education.

Section 3. To increase the effectiveness of women in the cause of good government through active political participation.

Section 4. To facilitate cooperation among Republican Women of Texas and to promote the welfare and growth of Republican Women's clubs nationwide.

Section 5. To foster loyalty to the Republican Party and to promote its ideals and candidates in all elections, to include non-partisan elections.

Section 6. To work for the election of the Republican Party's nominees on the local, state and national level.

ARTICLE III. POLICY

Section 1. This organization and its President and Campaign Activities Chairman shall not publicly endorse any candidate for office in contested Republican Primaries, Runoff Elections, Special Elections and non-partisan elections in which there are two or more Republican candidates. ***Endorsement Exemption:*** This article pertains only to contests between Republican candidates for public office. Officers of this organization who are candidates, or whose husband, or a member of her family are candidates, shall be exempt from this rule but may not endorse in the name of the organization.

Section 2. Individual members of this organization, with exception of the President and Campaign Activities Chair may work for any candidate of their choice in contested Republican Primaries, Runoff Elections and Special Elections but may not endorse in the name of the organization.

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

Section 4. This organization shall not contribute any funds to a candidate for a primary or runoff election, prior to said election.

Section 5. Neither the club nor any individual member shall lobby using the name of either the Texas Federation of Republican Women or New Braunfels Republican Women without the express written permission of their respective Boards.

Section 6. No club shall publicly endorse or work for a known candidate of another party in a partisan or non-partisan race where a Republican is in the race. When more than one Republican is in a non-partisan or partisan race, no club, club president or Campaign Activities Chairman shall publicly endorse or work for any candidate in said race. If a club violates this policy, it shall be the responsibility of the TFRW Executive Committee to remove the club from the Federation. In accordance with NFRW bylaws, neither a State Federation nor a local club nor an individual member that advocates a split party ticket or supports a candidate running on an opposition ticket shall be admitted to or continue in membership.

Section 7. 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 8. 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 9. New Braunfels Republican Women will not endorse nor support a Republican candidate who has been declared ineligible by the Republican Party of Comal County and/or the Republican Party of Texas.

Section 10. This club shall be a Political Action Committee (PAC) and registered as such with the Texas Ethics Commission (TEC).

Section 11. This club may be dissolved by a two-thirds vote at any meeting of the local club, provided 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 Board of Directors shall, after payment of all liabilities of the local club, distribute any remaining asset to the State Federation. None of the assets shall be distributed to any member or officer of the organization and the right to use the name shall revert to the State Federation.

Section 12. All officers and all committee chairmen and vice chairmen shall deliver all records, files, passwords, social media administrative rights, and properties of the club to the successor before December 31 of the year in which she is retiring from office, or within three

(3) days of leaving the position if earlier than December 31, unless otherwise directed by the club President or Executive Committee. Failure to meet the deadlines may result in the termination of her membership by the club.

ARTICLE IV. MEMBERSHIP

Section 1. Eligibility: An active member is a woman who: believes in the philosophy of the Republican Party and the objectives of this organization. She shall pay the annual dues. She shall be a U.S. citizen. She shall be a registered voter. She shall enjoy the full privileges of membership.

Section 2. To be eligible to vote for club business and/or club elections, a member must have paid her dues at least 30 days prior to the election and must have attended at least one meeting. She shall be counted only in this club for the purpose of delegate representation at the Texas Federation of Republican Women and the National Federation of Republican Women conventions. This will be the only club in which she may hold an elected office. Her dues and name shall be submitted to the Texas Federation of Republican Women from this club only.

Section 3. This organization and its members shall be members of the Texas Federation of Republican Women and the National Federation of Republican Women and shall support their objectives and policies. This organization shall also pay the per capita dues and the annual service charges to TFRW and NFRW in a timely manner.

Section 4. An associate member is an active member of another Republican Women's club who wishes to be a member of more than one Republican Women's club by paying the required annual dues for associate membership. An associate member may not be listed on the roster to the Texas Federation of Republican Women and may not be counted for purposes of determining the number of delegates to the Texas Federation of Republican Women and National Federation of Republican Women meetings or conventions. Her name and dues will not be reported to the Texas Federation of Republican Women Headquarters. A female associate member who is a primary member of another Republican Women's club may attend meetings, but may not propose motions, have a voice or a vote, nor hold office.

Section 5. Republican men are eligible for associate membership upon payment of the required dues. Such members may attend meetings, but may not propose motions, have a voice or vote, be on a committee, hold office or be counted for the purpose of determining the number of delegates to regional, state or national meetings or convention. They are not considered members of the State or the National Federation, and their names and dues are not reported to the Texas Federation of Republican Women Headquarters.

Section 6. A Young Affiliate is a young teenage woman, age thirteen through seventeen, who wishes to be affiliated with a local Republican Women's club by paying the required annual dues. A Young Affiliate may not be listed on the roster to the Texas Federation of Republican Women from the subsequent local club, cannot be counted for purposes of determining the number of delegates to the Texas Federation of Republican Women or the National Federation of Republican Women meetings or conventions, and shall have no vote or voice at local club

meetings. Her name and dues will not be sent to the Texas Federation of Republican Women Headquarters by the subsequent local club.

Section 7. An honorary member shall have all privileges of membership except when an active member of another local Republican Women's club. Honorary members shall pay no dues, and the local club shall pay their per capita dues to the Texas Federation of Republican Women and the National Federation of Republican Women, unless they are active members of another local Republican Women's club.

ARTICLE V. DUES

Section 1. Membership dues for active members shall be paid on or before January 1 of each year, and shall include State and National Federation per capita dues, and shall be delinquent if not paid by March 1. Membership dues can be paid in the following classifications: Primary, primary plus spouse, associate, affiliate, with such dues to remain in the club treasury. Members who join after October 31st of each year will be considered members for the following year as well. Upon recommendation of the Board of Directors, dues shall only be changed by a majority vote of the club membership present and voting at a regular club meeting.

Section 2. The fiscal year of the organization shall be January 1 to December 31.

ARTICLE VI. OFFICERS AND DUTIES

Section 1. All officers must be active members. The elected officers shall be President; First Vice-President, Programs; Second Vice-President, Membership; Third Vice-President, Campaign Activities; Fourth Vice-President, Public Relations; Recording Secretary and Treasurer of the PAC. Term of office shall be one (1) year, with the exception of the PAC Treasurer being a two (2) year term, or until their successors are elected or appointed.

Section 2. Duties of officers:

a. The President:

- 01) Shall preside at all meetings of the organization and the Board of Directors and Executive Committee.
- 02) Shall appoint, with the approval of the Board of Directors, all committee chairmen except the Nominating Committee and those Standing Committees of which the Vice-Presidents are chairmen.
- 03) Shall have the authority to reassign specific duties as necessary to accomplish tasks.
- 04) Shall be an ex-officio member of all committees except the Nominating Committee.
- 05) Shall prepare a program of action after consultation with the chairmen of the standing committees.
- 06) Shall appoint a Parliamentarian.
- 07) Shall follow the check signing procedure as adopted by the membership.
- 08) Shall represent the organization at all times or designate someone as representative in her absence or inability to do so.

09) Shall appoint an annual internal Financial Review Committee of at least three (3) active members.

b) **The First Vice-President** shall serve as chairman of the **Programs** Committee. She shall develop programs for each monthly meeting that will challenge, educate, train and strengthen members in areas that pertain to the political arena. She shall perform the duties of the President whenever the Preside is absent or otherwise unable to serve.

c) **The Second Vice-President** shall serve as chairman of the **Membership** Committee.

01) Shall establish annual membership goals and be responsible for spearheading membership growth.

02) Shall develop and implement membership programs and incentives and maintain the club membership roster.

03) Shall maintain an up to date membership roster of all members of the club.

04) Shall have the authority designated by the President to appoint an active member(s) to assist as deemed necessary with membership duties and maintaining an updated roster. Any appointed assistant(s) will not be a member of the Board of Directors.

05) Shall work closely with the PAC Treasurer to maintain accurate contact records of members including any updates, renewals, and new member contacts.

d) **The Third Vice-President** shall serve as chairman of the **Campaign Activities** Committee. She shall set goals for the club and encourage members to become involved in campaigns and to run for office. She shall maintain up-to-date lists of all Republican candidates, shall be responsible for organizing candidate forums, and strive to increase club volunteer hours. She shall be a member of the County Headquarters Committee and will work with the County Party to get volunteers when necessary.

e) **The Fourth Vice-President** shall serve as chairman of the **Public Relations** Committee. She shall be the primary contact with the news media for the club and shall prepare press releases to present Republicans to the public in a positive and favorable light.

f) **The Recording Secretary:**

01) Shall keep a factual record of all proceedings of all meetings of the club and Board of Directors and Executive Committee, prepare and circulate minutes for the approval of the assembly and shall be custodian of the permanent records of this organization.

02) Shall have the final responsibility for and be permanent custodian of all correspondence of this organization as designated by the President.

03) Shall perform other such duties as the President may designate.

g) **The Treasurer of the PAC:**

01) Shall receive and act as custodian of all operations funds of this organization and shall pay all such bills upon authorization.

02) Shall keep an account of all monies received and disbursed by her and shall file a monthly report to the membership.

03) Shall have all financial records for the current fiscal year reconciled and complete no later than January 20 of the following year for the Internal Review Committee.

04) Shall work with the Texas Federation of Republican Women PAC Chairman.

- 05) Shall be bonded, the bonding fee to be paid by the organization.
- 06) Shall be registered with the Texas Ethics Commission and file all reports required by the TEC in a timely manner to meet their deadlines.
- 07) Shall ensure that adequate records are available as required by the TEC and Texas election laws and shall file all reports required by them in a timely manner.
- 08) This club shall indemnify the Treasurer of the PAC, her heirs, executors, administrators and assigns against expenses, including attorney's fees, reasonably incurred by her in connection with the defense of reason of her being or having been Treasurer of the PAC, except in relation to matters to which she shall finally be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty.
- 09) Shall appoint with the approval of the President an Assistant PAC Treasurer who shall serve in the absence of the Treasurer of the PAC and perform all duties of the office. The Assistant PAC Treasurer will not be a member of the Board of Directors.
- 10) Any check in the amount of \$500.00 or more shall have (2) authorized signatures before being dispersed to payee. Those authorized to sign are: the PAC Treasurer, the assistant PAC Treasurer, the President and one designated signee, at the discretion of the PAC Treasurer and upon approval of the President. The designated signee must be approved by the New Braunfels Republican Women Executive Committee.
- 11) She shall work closely with the Second Vice-President/Membership to maintain accurate contact records of members including any updates, renewals, and new member contacts.

Section 3. The officers and committee chairmen of this organization shall keep a permanent file of the reports, correspondence (to include emails), and activities pertaining to the office. At the end of the term of office any and all original files, documents, emails, and property, along with a report of their activities, shall be given by each officer and chairman to her successor no later than seven (7) days after her expires or date of resignation. The only exception would be the PAC Treasurer, who will need to file the first report of the New Year to the TEC. Once the report has been submitted, all files will be given to the new PAC Treasurer the day after the outgoing PAC Treasurer has filed the TEC report, but no later than January 20.

ARTICLE VII. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. The Board of Directors shall consist of the elected officers, the chairman of the standing committees, and the immediate past-president. Any active member of this club who serves on the National Federation of Republican Women or Texas Federation of Republican Women Board of Directors, Greater San Antonio Area Council (GSAC), or is a State Republican Executive Committee (SREC) member shall be an ex-officio member of the New Braunfels Republican Women Board of Directors. All ex-officio board members will have a voice but no vote at New Braunfels Republican Women board meetings. All officers and committee chairmen shall be registered voters. All members of the Board of Directors may propose motions, have a voice, and a vote. A quorum of the Board of Directors shall be a majority of its membership.

Section 2. The Board of Directors shall have authority to transact business of the organization that may be necessary between meetings, to make recommendations as to policies, actions and

financial disbursements as the Board deems appropriate, and to advise the President. They shall also fill vacancies that occur between elections, by a two-thirds vote of the Board present and voting, provided that a quorum is present, with the exception of a vacancy in the presidency, in which case the First Vice President shall assume the office of President and the Board of Directors shall elect a First Vice President.

Section 3. The Board of Directors shall meet at the call of the President or upon request of one-fourth (1/4) of the total Board membership.

Section 4. The Board of Directors shall have the authority to remove by two-thirds (2/3) vote any of its own members who do not fulfill the duties of the position to which they were elected or appointed.

Section 5. The Executive Committee shall consist of the elected officers and the immediate past president. In case of emergency, the Executive Committee can act to fulfill the responsibilities of the organization. All actions of the Executive Committee shall be ratified by the Board of Directors. A quorum of the Executive Committee shall be a majority of the elected officers. The President shall be authorized to call meetings of the Executive Committee or upon the request of any three members of the Executive Committee.

Section 6. The Executive Committee shall have the authority to remove from office or position by a two-thirds (2/3) vote any member of the Board of Directors, or individual member of the club, who does not support the policies and objectives stated in the bylaws of the NFRW, TFRW, or club, or who is causing damage to the club's financial stability or reputation.

Section 7. A vote may be conducted by mail, telephone, or email between meetings of the Board of Directors. A decision can be rendered only after written documentation has been received from a majority of the Board of Directors.

Section 8. A vote may be conducted by mail, telephone, or email of the active members between general meetings. A vote may only be conducted upon prior approval of a majority of the Board of Directors.

ARTICLE VIII. COMMITTEES

Section 1. The suggested standing committees of this organization shall be: Awards, Campaign Activities, Caring for America, Chaplain, Courtesy Correspondence, Fundraising, Historian, Hospitality, Issues and Legislation, Linden Anderson and Jan Kennady Memorial Scholarships, Literacy, Newsletter, Political Action, Social Media/Website, and Christmas Tour of Homes. The chairmen of these committees shall be appointed by the president of the organization with the approval of the board, except those standing committees chaired by elected vice presidents. (The positions of Issues and Legislation, Campaign Activities, and Political Action are mandatory in accordance with Texas Federation Republican Women bylaws.)

Section 2. The Finance Committee shall be composed of the immediate past President and the current officers. In addition, the current President may appoint one other active member to the Finance Committee. The Finance Committee shall formulate the proposed budget and disbursement of candidate funds to present to the Board and general membership for

approval. The Finance Committee shall perform other duties as deemed necessary by the board. The current President shall preside as chairman.

Section 3. The Internal Financial Review Committee shall review the PAC Accounts of the current year no later than January 20 of the following year and shall submit a report to the board for approval. An Internal Finance Review Committee will consist of the President, the First Vice President, and at least two (2) other officers appointed by the President. The PAC Treasurer will be present at the internal review.

Section 4. Special Committees include Nominating, Internal Financial Review, Finance, Bylaws, and any other special committees that may be deemed necessary by the President or the Board of Directors. Members of the Nominating Committee shall not succeed themselves. The Parliamentarian shall serve as a voting member of the Bylaws Committee.

Section 5. The duties of the standing committees shall include those duties set forth by the State and National Federations and/or as designated by the President or Board of Directors.

Section 6. All Committees shall report to the club at regular meetings as deemed necessary by the President or the Board of Directors.

ARTICLE IX. MEETINGS

Section 1. Regular meetings of this organization shall be held on the third Monday of each month, unless otherwise ordered by the Board of Directors. At least five monthly meetings will be held yearly.

Section 2. Special meetings may be called by the President, the Board of Directors or upon the request of one-fourth (1/4) of the active membership. The purpose of the meetings is to be stated in the call and no other business shall be considered at the special meeting except that which is stated in the call to the meeting. The President will give seven (7) days' notice in writing prior to calling a special meeting.

Section 3. A quorum for a meeting of this organization shall be fifteen percent (15%) of the voting membership.

ARTICLE X. NOMINATIONS AND ELECTIONS AND TERMS OF OFFICE

Section 1. A Nominating Committee of not less than three (3) active members shall be elected by the membership at the August meeting each year. The Nominating Committee shall elect its chairman from one of its own members. This Committee shall report one nominee for each office at the September meeting, and the election shall be held at the October meeting. Prior consent of said nominee must be obtained. Installation of the elected officers shall be held at a time determined by the Board of Directors. All officers shall assume the duties of their offices on January 1, with the exception being a resignation, in which case the newly appointed officer will assume the duties immediately upon a majority approval by the New Braunfels Republican Women Board of Directors.

Section 2. Nominations for office may also be made from the floor at the time the elections are held. Prior consent of all nominees must be obtained.

Section 3. Nominees shall be active members in good standing of this club and shall be in accord with the objectives, bylaws and policies of this organization and those of the Texas Federation of Republican Women.

Section 4. Elections shall be by ballot when there is more than one nominee for an office. When there is only one nominee, the election may be by voice vote.

Section 5. The term of office for officers and committee chairmen shall be for one (1) year, with the exception of the PAC Treasurer serving a two (2) year term, or until their successors are elected/appointed, and shall serve no more than two consecutive terms in the same position. The term of office shall be from January 1 following election through December 31 or until their successors are elected. The date of the installation service is not required to coincide when the officers begin their respective duties.

ARTICLE XI. REPRESENTATION

Section 1. This organization may be represented at the Biennial State Convention by one delegate and one alternate for each ten (10) members and an additional delegate and alternate for a remainder of six to nine members. Delegates and alternates must be active members and shall be selected on or before the August meeting of this organization.

Section 2. This organization may be represented at the Biennial National Convention by one delegate and one alternate who shall be active members. The delegate and alternate shall be elected at the May meeting of this organization.

ARTICLE XII. PARLIAMENTARY AUTHORITY

The latest edition of *Robert's Rules of Order Newly Revised* shall govern this organization in all proceedings except those inconsistent with the provisions of the bylaws and finance plan of this organization and bylaws of the State and 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 regular or special meeting of this organization or adjourned session thereof, provided notice of the proposed amendment has been sent in writing to all members at least 30 days prior to the meeting.

Proviso –Except for amendments mandated by TFRW, which are adopted upon adoption by TFRW, bylaws changes are effective, January 1, 2019.

New Braunfels Republican Women Standing Rules

1. The November meeting shall be led by the outgoing President. During the meeting, she shall introduce the person who will install the newly elected officers. The newly-elected President and officers will be installed and then take office on January 1 of the following year.
2. The outgoing President can use the December Board meeting as a joint meeting of the outgoing and incoming Boards. At that time, the outgoing Board members will transfer information, documents and position tags to their incoming Board counterparts (except the PAC Treasurer).
3. The members of New Braunfels Republican Women are as follows:
Active – By definition, active members are considered as Primary members of NBRW and cannot hold primary membership in more than one TFRW chartered club. Any Active/Primary member is eligible to run and/or hold an office or chair a committee in NBRW.
Associate – By definition, associate members are either men/spouses or female members of another TFRW chartered club. They are not eligible to hold office, chair a committee, offer amendments, or vote in anything pertaining to New Braunfels Republican Women.
4. Any active/primary member of NBRW who wishes to transfer her membership out of NBRW during the course of the year may not be issued a refund of money submitted for dues, unless otherwise approved by the Board of Directors.
5. The roster will not be furnished to anyone outside those who are active/primary members of NBRW. Any primary member who wishes to share the NBRW roster with someone outside the membership must have expressed written permission from the NBRW Executive Committee prior to distribution.
6. The yearly budget and any other financial documents will not be furnished to anyone outside those who are active/primary members of NBRW.