

BYLAWS OF KEYSTONE FEDERATED REPUBLICAN WOMEN

ARTICLE I - NAME

The name of this organization shall be Keystone Federated Republican Women, hereinafter referred to as KFRW or Club. This Club is affiliated with the Florida Federation of Republican Women (FFRW) and with the National Federation of Republican Women (NFRW). The IRS has classified NFRW and all its affiliates as 527 Political Organizations. We are not 501 (c)(3) not for profit organization.

ARTICLE II - OBJECTIVES

The objectives of this organization shall be to:

- Promote and inform the electorate through political education and activities;
- Disseminate information to all members;
- Increase the effectiveness of federated women in the cause of good government through active participation;
- Facilitate cooperation among Federated Republican Women's Clubs in the State of Florida;
- Foster loyalty to the Republican Party and to promote its principles and Candidates in all elections including non-partisan elections;
- Support the objectives and policies of the FFRW, NFRW, The Republican National Committee (RNC), the Republican Party of Florida (RPOF) and to work for the election of the Republican Party's nominees.

ARTICLE III - POLICIES

Section 1.

ENDORSEMENT POLICY The Club as a whole and its President shall not publicly endorse any candidate or public office in contested Republican primaries, runoff elections, and special elections, and/or on-partisan elections when more than one Republican is in the race. Individual members of this organization may work for the candidate of their choice in contested Republican primaries, but not in the name of the club or Federation.

Section 2.

Neither the Club or an individual member shall advocate a split ticket, support an opposition party candidate, or act against the NFRW or FFRW policies and bylaws.

Section 3.

The Club shall not affiliate with any political organization which is not officially recognized as working in concert with the FFRW, NFRW, and the RNC.

Section 4.

It shall be necessary to retain a minimum of ten (10) active members in good standing to maintain membership in the NFRW.

ARTICLE IV - MEMBERSHIP

Section 1.

- (a) Any registered Republican woman believing in the principles of the Republican Party is eligible for membership. Women are defined as biological-born females with two X chromosomes.
- (b) Membership in the KFRW shall consist of the following membership types:
 - (1) **PRIMARY** Shall be a registered Republican woman with dues current. Shall have the privilege of voting, participating in debate, serving on committees, holding office, and serving as a delegate to the National and/or State Meetings or Conventions.
 - (2) **ASSOCIATE**
 - a. **WOMEN:** Women who are a primary member of another federated club.
 - b. **MEN:** Republican men shall be eligible for associate membership.
 - c. **ASSOCIATES MAY NOT:**
 1. Be counted for the purpose of determining the number of delegates to the State or National Convention.
 2. Serve as a delegate or alternate, make a motion, have a voice, or vote.
 3. Be a committee chairperson.
 4. Be a member of the Nominating Committee or hold any office.

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Section 2.

The Club shall be a member of the FFRW and the NFRW.

Section 3.

Only members in good standing who are duly qualified Republicans shall be eligible to hold office in the Club or serve as Chairperson of Standing Committees or as members of the Nominating Committee. Only members in good standing shall be eligible to vote in any election of the Club or on business of the Club.

Section 4.

Members shall be removed from the membership list for actively campaigning for non-Republican candidates or for working against the objectives of the KFRW, FFRW or NFRW.

Section 5.

The Executive Committee shall have complete jurisdiction over removal from and reinstatement to membership.

ARTICLE V - OFFICERS AND THEIR DUTIES

Section 1.

The officers of this Club shall be President, Vice President (up to four), Secretary, and Treasurer. (Only 4 officers are required.)

Section 2.

Only members in good standing shall be eligible to serve as officers, chairperson of standing committees or special committees, members of the Nominating Committee, or as delegates or alternates.

Section 3. Duties of Officers:

(a) The President Shall:

- (1) Preside at all meetings of the Club and Executive Committee.
- (2) Have general supervision of the work of the Club.
- (3) Appoint all committees and Committee chairpersons, except the Nominating Committee, with Executive Committee approval.
- (4) Be an ex-officio member of all committees, except the Nominating Committee.
- (5) Co-sign checks, with the Treasurer, that are in excess of \$500.00.
- (6) Sign all checks in the absence of the Treasurer and be an authorized signer on Club bank account.
- (7) Represent the organization at all times, or may designate someone as representative in her absence or inability to do so.
- (8) Serve as the coordinator between the Club and the Florida Federation.
- (9) Appoint a Parliamentarian, Historian, Chaplain, and all Special Committee Chairpersons.
- (10) Appoint a Budget Committee annually to consist of the President, Treasurer, and one additional member from the Executive Committee, which will submit a budget for membership approval.
- (11) Appoint a Review Committee to review the books of the Treasurer on a yearly basis.
- (12) Fill the vacancies of delegates and alternates to the FFRW and NFRW Conventions.
- (13) Hold under irrevocable trust for the exclusive use of KFRW, FFRW and NFRW, the complete membership lists as provided by the NFRW's Bylaws under "Duties of the Treasurer."

(b) The Vice President(s) shall: (Optional number of VPs, up to four, and possible duties listed below)

In order, temporarily perform the duties of the President in her absence or inability to serve, and perform other duties as may be assigned by the President.

- (1) Vice President – Membership – shall:
 - (a) Working with the Treasurer, maintain accurate records of Membership.
 - (b) Assist Treasurer in contacting members and collecting annual dues.
 - (c) Chair Membership Committee.
- (2) Vice President – Programs – shall:
 - (a) Obtain and schedule speakers for events.
 - (b) Follow-up on availability of speakers.
 - (c) Assure availability of necessary items that will be required by the speaker such as microphones, stands, etc.
- (3) Vice President – Ways and Means – shall:
 - (a) Schedule fundraising events.
 - (b) Maintain accurate records of all funds raised for the Club.
- (4) Vice President – Public Relations – shall:
 - (a) Chair Newsletter Committee.

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- (b) Assure photography at all events.
- (c) Assure publicity for all events.
- (d) Chair Scrapbook Committee.
- (c) The Secretary shall:**
 - (1) Record and keep accurate minutes of all Executive Committee meetings and meetings of the Club where voting is required and provide a copy of all minutes to the President.
 - (2) Be custodian of all records and papers of the Club, except those that pertain to some other office or committee.
 - (3) Conduct the correspondence of the Club as requested.
 - (4) Send out notices of special meetings.
 - (5) Retain copies of all official FFRW and NFRW correspondence and resolutions.
 - (6) Perform such other duties as may be assigned by the President.
- (e) The Treasurer shall:**
 - (1) Be custodian of all funds of the Club and disburse them as authorized by the President and one other officer.
 - (2) Deposit all funds of the Club in a bank approved by the Executive Committee and be an authorized signer on the bank account.
 - (3) Establish a ledger to record all financial transactions.
 - (4) Ensure that all bank statements are promptly reconciled to the ledger each month by another person.
 - (5) When possible, use prenumbered receipts to record cash transactions. In cases where there are many transactions, a listing may be sufficient.
 - (6) Prepare a voucher package for each check written. It may include a copy of the check, invoice, approval, and pertinent data.
 - (7) Ensure all cash receipts are deposited promptly within 3 days.
 - (8) Checks written for "cash" are not permissible.
 - (9) Present a complete report, in writing, at all meetings of the Club and as ordered by the President.
 - (10) Keep an up-to-date roster of the membership of the Club, with copies to the Vice President of Membership.
 - (11) Send out notices of unpaid dues in January of each year.
 - (12) Co-sign, with the President and/or other authorized officer, all checks in excess of \$500.00.
 - (13) Prior to January 20th of each year, and periodically thereafter through September, the Treasurer shall forward the required dues and fees for the FFRW and NFRW to the Treasurer of the FFRW as required by the Bylaws of the FFRW and according to instructions of the FFRW Treasurer.
 - (14) The books of the Treasurer shall be reviewed annually by a Review Committee appointed by the President subject to the approval of the Executive Committee.
 - (15) After election of new officers, the incoming President shall appoint a Review Committee to review the books to include the outgoing Treasurer, the incoming Treasurer, and one additional person. This review is to be completed prior to the installation of the new officers in January.
 - (16) Safeguard the membership lists, which are the property of the Club, and shall be prohibited from using, or allowing the use of, such lists or any part thereof not authorized by the Club. Such lists may be sold to Republican candidates, at cost to candidates, for materials and time, after they have signed an oath for use of list.
- (f) All Officers and Chairpersons shall:**
 - (1) Maintain accurate, complete and legible records and shall deliver all records, files and properties of the Club to their Successors in office within one month after retiring from office.
 - (2) Act in a professional way when representing KFRW at community events and functions.
 - (3) Only with Executive Committee knowledge and approval, other than the President, should one represent KFRW in any written correspondence, emails, text messages, public comments, public relations and media releases, etc., outside of the club membership and/or committee members.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1.

The Executive Committee shall consist of the elected Officers, the immediate past President, and the Parliamentarian.

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Section 2.

The Executive Committee shall have authority to transact any necessary business between Club meetings, change a meeting date in an emergency, make recommendations as to policies of the Club; advise the President and fill vacancies other than the office of the President. In the event the President is unable to serve, the first VP shall assume the office of President or if no VP is available to serve there shall be an election from the membership.

Section 3.

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

Section 4.

A vice-president or another elected officer, in respective order, may act in the absence of the president.

Section 5.

The Executive Committee shall approve the appointments by the President.

Section 6.

The Executive Committee shall meet at the call of the President or upon request of a majority of the members of the Executive Committee.

Section 7.

Removal for Cause

Any member of the Executive Committee or any KFRW chair or appointee may be removed from her position for cause. Removal for cause shall be at the sole discretion of the Executive Committee and shall be by a majority vote.

- (a) Cause for such removal shall include, with limitation, failure to perform the duties of office; the failure or refusal to support the policies and objectives of the KFRW, as stated in its bylaws or any act or omission intended to cause or having the effect of causing damage to the KFRW or its reputation or financial stability.
- (b) If any KFRW officer misses three (3) consecutive membership meetings and/or Executive Committee meetings they are subject to removal.
- (c) Without limiting the generality of the foregoing, the initiation of litigation or any other adversarial proceeding against the KFRW, or in which the KFRW is a named defendant or respondent, shall constitute cause for removal and the KFRW shall be entitled to recover from such member, officer or appointee, its attorney's fees and other costs and expenses relating to any such litigation or proceeding if the KFRW shall substantially prevail therein.

ARTICLE VII - NOMINATIONS AND ELECTIONS

Section 1.

A Nominating Committee of not less than three members shall be elected by the Club at the August meeting prior to the Club election meeting (last meeting of the year) of the election year. This committee shall elect its chairperson from one of its own members. The committee shall vet each candidate for necessary qualifications for the office and report all nominees for each office at the October meeting, after which nominations from the floor shall be allowed.

Section 2.

No one shall be nominated for office whose consent to serve has not been previously obtained.

Section 3.

Officers shall be elected at the Club election meeting (last meeting of the year) for a term of two years or until their successors are elected, and shall take office at the close of the January meeting.

Section 4.

Election shall be by ballot, except when there is but one candidate for office in which election may be by voice. A majority shall elect.

Section 5.

Only members in good standing prior to November 1st of the Club election year shall be eligible to vote for Club officers.

Section 6.

An Election Committee of not less than three shall be appointed by the President at the October meeting prior to the election meeting. This Committee shall provide all election materials and shall act as tellers for the election.

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ARTICLE VIII - DUES

Section 1.

Annual Primary Membership and Associate Membership dues shall be set by the Executive Committee and approved by the Club.

Section 2.

Membership dues shall be paid annually and shall include the per capita dues for the Florida and National Federation of Republican Women.

Section 3.

Dues shall be payable upon application for membership and thereafter annually on or before January 1st.

Section 4.

Dues received after October 1st for new members shall pay for the balance of the calendar year and through the following fiscal year.

Section 5.

Membership dues become delinquent January 1st of each year.

Section 6.

The fiscal year of this Club shall be January 1st through December 31st.

ARTICLE IX - MEETINGS

Section 1.

Annual meetings of this Club shall be held in January of each year and shall be for the purpose of receiving reports of officers and committees, approval of annual budget, and for any other business that may arise.

Section 2.

Regular meetings shall be held each month unless otherwise specified and at least six regular meetings shall be held in each calendar year.

Section 3.

Special meetings may be held at the call of the President or shall be called upon request of forty percent of the primary members. At least 10 days' notice shall be provided to the membership and may be done electronically. No business other than what is stated in the call shall be considered.

Section 4.

A vote of the Executive Committee or Club membership may be conducted by mail, telephone, fax, or email between meetings provided there is participation by a majority of the members of the body. The vote shall be ratified and entered into the minutes at the next regular meeting of the body.

ARTICLE X - COMMITTEES

Section 1.

The Standing Committees of this Club shall include: Bylaws, Campaign, Finance, Legislation, Membership, Program, Public Relations, Leadership, Hospitality, Communications, Candidate Recruitment, Achievement Awards.

Section 2.

The duties of the Standing Committees shall be those as set forth by the State and National Federations for such committees and any additional duties which may be designated by the Executive Committee.

Section 3.

Special Committees may be appointed by the President as deemed advisable, subject to the approval of the Executive Committee. The duties of Special Committees shall be those prescribed by the Executive Committee. (Suggested committees include Americanism, Community Outreach.)

Section 4.

All Committees shall give verbal reports when requested.

ARTICLE XI - QUORUM

Ten percent of the total membership shall constitute a quorum at any regular or special meeting.

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ARTICLE XII - DELEGATES AND ALTERNATES

Section 1.

Delegates and Alternates to all State or National Federation conventions and Conferences shall consist of the President of the Club, or in her absence, an elected Officer, and as many others as are provided for in the Bylaws of the State and National Federation.

Section 2.

Delegates and Alternates shall be club primary members in good standing and shall be nominated from the floor and duly elected at the monthly meeting of the Club or special called meeting for that purpose held at a meeting date prior to the Convention or Conference as specified by the State or National Federation.

Section 3.

The President and other Executive Committee members will have their registration fees to the national and state biennial conventions paid by KFRW, with prior approval of KFRW Executive Committee. The President and any member serving on the State or National Executive Committee shall have their registration fees and room expenses paid for by KFRW to attend all board and/or Executive Committee meetings.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern all proceedings, except where inconsistent with the provisions and Bylaws of this Club or the National Federation of Republican Women.

ARTICLE XIV - AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the members in attendance at any regular meeting of this Club, adjourned session thereof, or at a special meeting called for that purpose, provided notice of the proposed amendment has been given in writing to all members at least ten days prior to the meeting. Bylaws should be reviewed and updated before each Club election.

ARTICLE XV - DISSOLUTION

This Club may be dissolved by a two-thirds vote of the members in attendance at any regular or special meeting of the Club, provided that notice of the dissolution has been submitted in writing at least thirty days prior and has been sent to all members of the Club. In the event of dissolution, the Executive Committee shall, after payment of all liabilities of the Club, distribute any remaining assets to the FFRW. No funds shall be distributed to any member or officer of the Club. The right to use the name of a dissolved Club shall revert to the FFRW.

These bylaws were adopted by KFRW, this day February 28, 2022.

President: Lynn Stafford