



# **BYLAWS**

**2016**

**KENTUCKY FEDERATION OF REPUBLICAN WOMEN**  
**BYLAWS**

<u><b>INDEX</b></u>	<u><b>ARTICLE</b></u>
<b>Name</b>	<b>I</b>
<b>Objectives</b>	<b>II</b>
<b>Membership</b>	<b>III</b>
<b>Regions</b>	<b>IV</b>
<b>Local Clubs</b>	<b>V</b>
<b>KFRW Officers</b>	<b>VI</b>
<b>Nominations and Elections</b>	<b>VII</b>
<b>Biennial State Convention</b>	<b>VIII</b>
<b>KFRW Board of Directors</b>	<b>IX</b>
<b>KFRW Executive Committee</b>	<b>X</b>
<b>KFRW Standing and Special Committees</b>	<b>XI</b>
<b>Parliamentary Authority</b>	<b>XII</b>
<b>Amendments and Revisions</b>	<b>XIII</b>
<b>Indemnification</b>	<b>XI</b>

# **KENTUCKY FEDERATION OF REPUBLICAN WOMEN BYLAWS**

## **ARTICLE I – NAME**

The name of this organization shall be the Kentucky Federation of Republican Women, hereinafter known as the KFRW.

## **ARTICLE II – OBJECTIVES**

The objectives of this organization shall be:

- A. To promote an informed public through political education and activity.
- B. To increase the effectiveness of women in the cause of good government.
- C. To facilitate cooperation among the National and State Federation of Republican Women and local clubs.
- D. To foster loyalty to the Republican Party and to promote its principles and candidates in all elections including non-partisan elections.
- E. To support the objectives of the Republican Party of Kentucky and work for the election of Republican nominees.
- F. To support the objectives and bylaws of the KFRW and NFRW.

## **ARTICLE III – MEMBERSHIP**

### **Preface of Section 1**

An active club in good standing is one whose current dues, service charge and list of members in the prescribed form are sent to the KFRW Treasurer.

### **Section 1 - Eligibility**

- A. Club Membership – Membership in the KFRW shall be extended to all clubs consisting of ten or more Republican women who have formed a permanent organization, elected officers, adopted bylaws, and paid the service charge and annual dues.
- B. New clubs shall be accepted into membership only after adoption of their bylaws by the KFRW Executive Committee.
- C. Clubs are required to hold at least five (5) meetings within a twelve-month period if unusual circumstances prohibit more frequent meetings.

### **Section 2 – Admission**

- A. Application for membership in the KFRW shall include:
  - 1. Name, address, zip code, phone/fax number and e-mail address of all officers, and Members of the club,
  - 2. Payment of service charge and annual dues to be sent to the KFRW Treasurer.
  - 3. Bylaws, in compliance with KFRW and NFRW bylaws, to be sent to the KFRW Parliamentarian (Bylaws Chairwoman) for review; signed and dated by club officer.
  - 4. The name, “Republican” shall be in the title of all clubs.
  - 5. Clubs shall not use the word “Federation” in their titles, but may use the word “Federated”.

6. All completed applications shall be submitted to the KFRW Executive Committee for approval and adoption.
7. Approval and adoption shall require a two-thirds (2/3) vote of those present and voting.

### **Section 3 - Removal From and Reinstatement to Membership**

- A. Clubs may be removed from membership by a two-thirds (2/3) vote of the KFRW Executive Committee, present and voting for:
  1. Non-payment of annual dues and service charges for full membership by April 15<sup>th</sup>.
  2. Failure to support Republican candidates in all elections, including non-partisan elections, advocating a split ticket or failure to support the bylaws of the State and National Federations;
  3. Affiliating with a political organization which is not officially recognized as a part of the KFRW, NFRW, The Republican Party of Kentucky or the Republican National Committee.
- B. Assets and Name Use
  1. Upon dissolution of a club, all assets shall be sent to the KFRW Treasurer.
  2. The right to the use of the name of a dissolved club shall revert to the KFRW.
- C. Reinstatement

A club may be reinstated by a two-thirds (2/3) vote of the KFRW Executive Committee present and voting, after the club has submitted to the KFRW Treasurer, payment of the service charge and dues for the current year. The reinstated club's charter date will revert to the original date.

## **ARTICLE IV – REGIONS**

### **Section 1 - KFRW Regions**

- A. Regional boundaries will be determined by the Executive Committee.
- B. Each Region shall promote membership, leadership training, and conduct seminars for club officers.
- C. Each Region shall hold a meeting each calendar year no less than forty-five (45) days prior to the fall meeting of the KFRW Board of Directors.
- D. The Regional Director shall consult with the KFRW President before setting a date for the Regional Meeting. If the Regional Director fails to call a meeting, the KFRW President shall appoint a Regional Meeting Chairwoman to issue the Call.

### **Section 2 - Regional Officers and Their Duties**

The Officers of a Region shall be a Director, Vice Director and Secretary.

- A. The Director shall:
  1. preside at all meetings of the Region.
  2. help organize new clubs in the Region.
  3. be the liaison of communication between the State Federation and clubs;
  4. visit, encourage and support the local clubs in the Region;
  5. attend all meetings of the KFRW Executive Committee and Board of Directors.

6. give a written report about the local region clubs and her activities as Regional Director at KFRW Executive Committee meetings, KFRW Board of Directors meetings and at the KFRW Biennial Convention.
7. send the Call for the Regional Meeting at least thirty (30) days prior to the meeting date to all club presidents of the region and to all KFRW Executive Committee Members;
8. organize the program for the Regional Meeting.
9. notify regional clubs when dues and the service charge are delinquent.
10. perform such other duties as requested by the KFRW President.

**B. The Vice Director shall:**

1. assist the Director;
2. assume the duties of the Director in her absence or in the event she is unable to serve;
3. attend KFRW Executive Committee and KFRW Board meetings;
4. perform such other duties as may be requested by the Director

**C. The Secretary shall:**

1. keep the minutes of all Region meetings in a minutes book, and a record of all motions made, passed and pending;
2. email copies of the minutes to the KFRW President, Regional Director, Vice Director and club presidents in the region, no later than fifteen (15) days after each meeting;
3. perform such other duties as requested by the Director.

**Section 3 - Regional Meetings**

- A. Delegation voting representation shall be as follows:
  1. Director, Vice Director and Secretary
  2. Club Presidents
  3. two (2) delegates and two (2) alternates from each club (who vote in the absence of their club's delegate).
- B. Only an active member of a club is eligible to serve as a delegate or an alternate.
- C. Only clubs whose dues and service charge have been received by the KFRW Treasurer, thirty (30) days preceding the Regional Meeting shall be entitled to representation.
- D. A quorum for the transaction of business shall be a majority of delegates present.

**Section 4 - Nominations, Election and Installation of Officers**

- A. Nominating Committee:
  1. Following nominations from the floor, the Nominating Committee of three (3) members and one (1) alternate shall be elected by ballot at the Regional Meeting in even-numbered years preceding the election of officers.
  2. A plurality vote shall elect and the member receiving the largest number of votes shall be chairperson of the committee. The nominee receiving the fourth largest number of votes shall be the alternate member of the committee.
  3. It is the duty of the Nominating Committee to nominate a candidate for office to be filled at the Regional Meeting and to ascertain the willingness of the nominee to serve if elected.

4. The report of the Nominating Committee shall be sent by the Nominating Committee Chairwoman to the Regional Director for inclusion in the Call for the District Meeting in odd-numbered years.
5. Following the report of the Nominating Committee to the Regional Meeting, additional nominations may be made from the floor.

**B. Election and Installation of Officers**

1. A Regional director, Vice Director and Secretary shall be elected and installed at each Regional Meeting to be held in odd numbered years.
2. The Regional Director, Vice Director and Secretary must be residents of the Region.
3. Each term of office shall be for two (2) years.
4. No officer shall be eligible to serve more than two (2) consecutive terms in the same office.
5. An officer may hold two (2) offices concurrently on the KFRW Board of Directors.
6. The election shall be by ballot. If there is one candidate for an office, voting may be by voice. A majority of those present and voting shall elect.
7. The term of office shall begin at the end of the Regional meeting.

**Section 5 - Vacancies**

**A. Regional Director:**

1. A Regional Director wishing to resign shall write a letter of resignation to the KFRW President.
2. In the event of a vacancy in the office of Regional Director, the Vice Director shall assume the duties of that office.

**B. Vice Director or Secretary:**

1. A letter of resignation shall be addressed to the Regional Director with a copy sent to the KFRW President.
2. A vacancy in the office of Vice Director or Secretary shall be filled at a called meeting of club presidents within the Region with thirty (30) days notice.
3. Election shall be by ballot and a majority, present and voting, shall elect.
4. Any vacancy not filled within forty-five (45) days shall be filled by the KFRW Executive Committee.

**ARTICLE V – CLUBS**

**Section 1 - There shall be the following classes of membership in the clubs.**

**A.** An active member is a Republican woman whose dues are paid to a club affiliated with the State and National Federation.

**B.** An associate member:

1. may be a Republican woman who has already paid membership dues to another club.
2. may be a Republican man.
3. may be an associate member of as many clubs as she or he chooses.
4. cannot vote, hold office or serve as a delegate or alternate.

- C. The club does not remit dues or the membership list of associate members to the KFRW.

## **Section 2 - Guidelines for Club Bylaws**

- A. Election of officers:
  - 1. October – elect the nominating committee
  - 2. November – elect officers
  - 3. December – install officers
  - 4. January – begin term of office
- B. A procedure for nominating and electing delegates and alternate delegates to Regional meetings, State and National Conventions.

## **Section 3 - Amendments and Revisions of Club Bylaws**

- A. Club bylaws must be reviewed at a minimum of every two (2) years. A signed (by an officer) and dated copy of Bylaws must be submitted to the Chairwoman of KFRW Bylaws by April 1, of every odd numbered year. Amendments and revisions of club bylaws shall be sent within thirty (30) days from club approval to the Chairwoman of the KFRW Bylaws Committee for review and approval.
- B. A copy of all club bylaws shall be on file with the KFRW Bylaws Committee and subject to review at the discretion of the KFRW Executive Committee.

## **Section 4 - Dues and Finance**

- A. Dues for a minimum of ten members shall be sent to the KFRW Treasurer by February 15<sup>th</sup>.
- B. Clubs failing to pay the annual service charges and dues by April 15<sup>th</sup> shall be declared delinquent and may be removed from membership with a two-thirds (2/3) vote of the KFRW Executive Committee present and voting.
- C. Clubs will pay an annual service charge plus membership dues as recommended by the Executive Committee and approved by the KFRW Board of Directors.
- D. Dues for new members are payable immediately after joining.
- E. All service charges and dues of newly organized clubs collected after October 31<sup>st</sup> will be applied to the following year by the KFRW Treasurer. This applies to newly organized clubs only.

# **ARTICLE VI – KFRW OFFICERS**

## **Section 1 - Officers**

- A. The elected officers of the KFRW shall be:
  - 1. President
  - 2. First Vice-President, who shall serve as Chairwoman of the Program Committee
  - 3. Second Vice-President, who shall serve as Chairwoman of the Membership Committee
  - 4. Third Vice-President, who shall serve as Chairwoman of the Legislative Committee
  - 5. Fourth Vice-President, who shall serve as Chairwoman of the Fundraising Committee

6. Recording Secretary
  7. Treasurer
- B. The appointed officers of the KFRW shall be appointed by the KFRW President for a concurrent term with the approval of the KFRW Executive Committee and have the same privileges as the elected officers.
1. Chaplain
  2. Corresponding Secretary
  3. Parliamentarian
  4. Presidential Advisor
  5. Public Relations Director

### **Section 2 - Qualifications**

- A. A nominee for the office of President shall have served as a member of the KFRW Board of Directors for two (2) years.
- B. Nominees for all other KFRW offices shall have served on the KFRW Board of Directors for at least (1) year.
- C. Each elected or appointed officer shall be an active member in a club.

### **Section 3 - Term of Office**

- A. The officers shall be elected at the KFRW Biennial Convention.
- B. Each officer is to be elected for a term of two (2) years.
- C. No officer shall serve more than two (2) terms in the same office.
- D. The term of office shall be from January 1 (even year) in the year following election to Dec. 31 (odd year) of the following year.
- E. An officer candidate may not simultaneously run for more than one office.

### **Section 4 - A Vacancy in an Office**

- A. In the event of a vacancy in the office of KFRW President, the First Vice President shall issue a notice of vacancy to the KFRW Board of Directors
- B. The vacancy shall be filled by ballot of a majority of those present and voting at the next meeting of the KFRW Board of Directors.
- C. Any other officer wishing to resign shall submit a letter of resignation to the KFRW President who shall notify the members of the KFRW Board of Directors within seven days.
- D. The vacancy shall be filled by ballot vote of a majority of those present and voting at the next meeting of the KFRW Board of Directors.

### **Section 5 - Duties of the KFRW Officers**

The **President** shall:

1. preside at all meetings of the KFRW and serve as Chairwoman of the KFRW Executive Committee and Board of Directors;
2. with the exception of the Nominating Committee, appoint all Standing and Special Committees Chairwomen subject to the approval of the KFRW Executive Committee:



3. appoint the KFRW Biennial Convention Committee Chairperson with the approval of the KFRW Executive Committee;
4. be an ex-officio member of all committees, except the Nominating Committee;
5. appoint a Chaplain, Corresponding Secretary, Parliamentarian, Presidential Advisor and Public Relations Director;
6. issue the Call for the KFRW Biennial Convention at least forty-five (45) days prior to the Convention;
7. issue the Call for the KFRW Executive Committee and the KFRW Board of Directors meeting at least thirty (30) days prior to the meetings;
8. sign checks in the absence of the Treasurer in accordance with the annual budget adopted by the KFRW Board of Directors;
9. replace inactive chairwomen with the approval of the KFRW Executive Committee;
10. be allowed yearly expenses as budgeted;
11. attend meetings of the Board of Directors of the NFRW as a voting member or appoint a proxy to represent her;
12. visit clubs;
13. perform all duties described in the Bylaws of the NFRW and such other duties as pertain to the office of the KFRW President;
14. appoint an Audit Committee of three members at the Fall Board meeting to audit the KFRW Treasurer's accounts at the close of the each fiscal year. This committee shall report to the Spring Board meeting after each audit;
15. obtain a complete membership list of all KFRW clubs and place such lists under irrevocable trust for the exclusive use of the State and National Federation as authorized by the KFRW Executive Committee;
16. submit a report of her presidential term to the KFRW Board of Directors;
17. Appoint at large delegates and alternates to the NFRW Convention.

The **Vice Presidents** shall in their order:

1. perform the duties of the President in her absence or inability to serve;
2. perform such other duties assigned by the KFRW President and the KFRW Bylaws;
3. be allowed yearly documented expenses as allowed.

The **Recording Secretary** shall:

1. record the minutes of all meetings of the KFRW Executive Committee and Board of Directors;
2. maintain a written record of all motions made, passed and pending;
3. email copies of the draft minutes to the KFRW Executive and Board Committee members, no later than fifteen (15) days after each KFRW Executive Committee meeting.
4. email minutes of the KFRW Executive Board meeting prior to the next KFRW Board of Directors meeting
5. present minutes of the KFRW Biennial Convention for approval at the next KFRW Executive Board Meeting.
6. serve as Chairwoman of the Committee to distribute those minutes to the next KFRW Biennial Convention as information
7. perform such other duties as may be assigned by the KFRW President.

**The Treasurer shall:**

1. be custodian of all funds of the KFRW;
2. make bond sufficient to cover the maximum amount of funds likely to be in her possession. The cost of such bond will be paid by the KFRW.
3. collect all funds and deposit them in a bank approved by the KFRW Executive Committee.
4. disburse funds as directed by the KFRW Executive Committee or the Board of Directors in accordance with the annual budget;
5. submit books to the Audit Committee;
6. be ex-officio member of the Fundraising Committee;
7. prepare and sign a written financial report of receipts and disbursements;
8. email statements of dues to each club no later than January 15<sup>th</sup> with a past due notice to be sent by April 1<sup>st</sup> to the appropriate Regional Director, stating that the failure to remit dues by April 30<sup>th</sup> may result in loss of membership in the KFRW;
9. serve as Chairwoman of the Budget Committee and submit a budget for approval at the Fall Executive Committee meeting and the Fall Board of Directors meetings for formal approval;
10. perform such other duties as may be assigned by the KFRW President.

**The Corresponding Secretary shall:**

1. attend all meetings of the KFRW with the same privileges as an elected officer;
2. conduct all general correspondence as directed by the KFRW President;
3. read all letters and communication at meetings as requested by the KFRW President;
4. perform such other duties as may be assigned by the KFRW President.

**The Chaplain shall:**

1. attend all meetings of the KFRW with the same privileges as an elected officer;
2. offer the invocation and benediction as directed by the KFRW President.
3. perform such other duties as assigned by the KFRW President

**The Parliamentarian shall:**

1. attend all meetings of the KFRW and general business meetings of the Biennial Convention with the same privileges as an elected officer;
2. advise the KFRW President, other officers, committees and members when requested, on matters of parliamentary procedure;
3. serve as Chairwoman of the Bylaws Committee
4. maintain a signed (by an officer) and dated copy of each club's bylaws
5. perform such other duties as may be assigned by the President;

**The Presidential Advisor shall:**

1. attend all meetings of the KFRW with the same privileges as an elected officer;
2. advise the KFRW President on matters pertaining to the KFRW
3. perform such other duties as assigned by the KFRW President

**The Public Relations Director shall:**

1. attend all meetings of the KFRW with the same privileges as an elected officer;
2. promote awareness of the KFRW through use of social media

3. send out press releases of KFRW events and publicize meetings
4. advise the President on public relations issues as needed
5. oversee the maintenance of the website and social media outlets
6. perform such other duties as may be assigned by the KFRW President.

## **Section 6 - End of Term Duties**

Upon retirement from office, the outgoing President shall prepare a written history of her administration, including a report of the political climate of the times to be kept on file for historical reference.

All officers and all committee chairwomen and vice chairwomen shall deliver all records, files and properties of the Federation to their successors no later than fifteen (15) days before the new term begins.

## **ARTICLE VII – NOMINATIONS AND ELECTIONS**

### **Section 1 - Nominating Committee**

- A. A Nominating Committee of five (5) members and two (2) alternates shall be elected at the Spring Board of Directors Meeting. The members of this committee shall elect a chairwoman and secretary in even-numbered years. No person may serve on the nominating committee two (2) consecutive terms.
- B. The Nominating Committee shall consider the qualifications of all candidates proposed by the membership and by the members of the Nominating Committee. It shall be the only duty of this committee to nominate a candidate for each office to be filled and to ascertain the willingness of the nominee to serve if elected.
- C. Report of the Nominating Committee
  1. The Nominating Committee shall prepare a report signed by a majority of its members.
  2. The report shall be emailed with the Call to the KFRW Biennial Convention to all members of the KFRW Board of Directors.
  3. Following the report of the Nominating Committee to the Convention body, additional nominations may be made from the floor provided the consent of such nominees has been obtained.

### **Section 2 - Election of Officers**

- A. Election of officers shall be by ballot at the KFRW Biennial Convention. If there is but one candidate for an office, voting may be made by voice. A majority of delegates present and voting, shall elect officers.
- B. Before the opening of the polls, the Chairwoman of the Credentials Committee shall furnish the Chairwoman of Elections a list of voting delegates. At intervals thereafter, she shall notify the Elections Chairwoman of any changes in the number of voting delegates. She shall report to the Convention upon request.

## **ARTICLE VIII – BIENNIAL STATE CONVENTION**

### **Section 1 - Time and Location**

- A. The KFRW Biennial State Convention shall be held every two (2) years in even-numbered years at a time and place determined by the KFRW Executive Committee for the purpose of electing officers and other business as may properly come before the Convention body.
- B. The official Call to the Biennial Convention shall be issued at least forty-five (45) days prior to the date of the Convention.

### **Section 2 - Eligibility**

- A. Only clubs whose dues and service charge have been paid and received by the KFRW Treasurer thirty (30) days before the Convention shall be entitled to representation.
- B. Only an active member of a club is eligible to be a delegate or alternate delegate.
- C. All clubs shall email a list of delegates and alternate delegates, signed by the local club president, to the Credentials Committee Chairman, no later than **fifteen (15)** days prior to the official KFRW Convention opening date.

### **Section 3 – Voting**

- A. The Second Vice President shall serve as Chairwoman of the Credentials Committee and shall:
  - 1. verify the eligibility of all delegates
  - 2. report the number of delegates to the Chairwoman of Elections
  - 3. appoint two (2) Sergeants at Arms
- B. The voting body of the KFRW Biennial Convention shall be composed of:
  - 1. elected and appointed state officers
  - 2. regional directors
  - 3. committee chairwomen
  - 4. former KFRW presidents who are active members of a club
  - 5. KFRW members serving as voting members of the NFRW Board
  - 6. delegate members from clubs as follows:
    - a. president
    - b. two (2) delegates and two (2) alternates
    - c. alternates may only vote in the absence of the delegate from their club
  - 7. all members of the voting body shall be active members of a club within the KFRW
- C. Local club presidents shall make every effort to attend the KFRW Biennial Convention. However, if she cannot attend, she may designate a proxy in writing or by email.

### **Section 4 - Quorum**

A quorum for the transaction of business during the KFRW Biennial State Convention shall be a majority of credentialed members in attendance and voting.

## **ARTICLE IX – KFRW BOARD OF DIRECTORS**

### **Section 1 - Composition**

- A. The members of the KFRW Board of Directors shall be:
  - 1. elected and appointed State Officers
  - 2. Regional Directors and vice Directors
  - 3. club presidents
  - 4. standing committee chairwomen, or vice chairwomen, in the absence of the chairwoman
  - 5. immediate Past President of the KFRW
  - 6. KFRW members serving as voting members on the NFRW Board
  - 7. All members of the voting body shall be active members of a club within the KFRW.

### **Section 2 - Duties of the KFRW Board of Directors shall be to:**

- A. conduct business between KFRW Biennial Conventions and carry out the purpose of the KFRW in accordance with the provisions of the bylaws;
- B. approve the program of actions presented by the committee chairwomen;
- C. adopt the annual budget at the Fall meeting of the Board of Directors;
- D. fill any vacancy in accordance with ARTICLE IV, Section 5, of the Bylaws.

### **Section 3 - Meetings**

- A. The Board of Directors shall meet for the transaction of business:
  - 1. a minimum of two (2) times during the fiscal year in the spring and fall
  - 2. as part of the Biennial Convention
  - 3. In an emergency, when requested by twelve (12) Board members, given seven (7) days notice. If necessary, a conference call will be considered a meeting.
- B. Any club president unable to attend a meeting of the KFRW Board of Directors shall send a proxy to represent her with an emailed or written authorization.

### **Section 4 - Quorum**

The quorum for the transaction of business in a meeting of the Board of Directors shall be twelve (12) members provided three (3) are officers elected by the Biennial Convention.

## **ARTICLE X – KFRW EXECUTIVE COMMITTEE**

### **Section 1 - Composition**

The voting members of the KFRW Executive Committee shall be the elected and appointed officers, chairwomen of standing committees, the immediate Past President, and all Regional Directors and Vice Directors.

### **Section 2 - Duties of the KFRW Executive Committee shall be to:**

- A. have complete jurisdiction over removal and reinstatement of membership of local clubs.

- B. approve the time and place for the Biennial Convention;
- C. recommend the annual budget for the coming year be approved at the Fall Board of Directors meeting;
- D. authorize disbursements of funds above the adopted budget and act in all emergencies;
- E. approve the bank where KFRW funds are deposited;
- F. submit plans of interest and activities made by the KFRW President to the Board of Directors;
- G. approve all committee appointments made by the KFRW President;
- H. recommend formation of special committees when necessary;
- I. invite any member, at its discretion, to attend meetings of the Executive Committee without voting privileges;
- J. all vacancies under provisions set forth in the KFRW Bylaws and in the event the bylaws do not provide such instructions, Robert's Rules of Order (Latest edition) shall be followed;
- K. participate in the installation of officers of the KFRW clubs.
- L. must have access to email.

### **Section 3 - Meetings**

- A. The KFRW Executive Committee shall meet quarterly during the fiscal year for the transaction of business or anytime the KFRW President or six (6) members of the KFRW Executive Committee shall request such a meeting.
- B. Members who are unable to attend Executive Committee meetings may call in.

### **Section 4 - Automatic Vacancies**

- A. A vacancy on the KFRW Executive Committee shall automatically be declared if any member of the committee misses two (2) consecutive meetings without representation.
- B. If any member of the KFRW Executive Committee does not support the KFRW, its policies and objectives, the automatic resignation will be accepted.
- C. Automatic vacancies shall be filled under provisions set forth in these Bylaws and in the event they do not provide such provisions, the Instructions given in Robert's Rules of Order, Newly Revised (Latest Edition) shall be followed.

### **Section 5 - Quorum**

A quorum for the transaction of business in a meeting of the KFRW Executive Committee shall be six (6) members, providing that at least two (2) are officers elected by the Convention.

## **ARTICLE XI – KFRW STANDING AND SPECIAL COMMITTEES**

### **Section 1 - Committees**

- A. There shall be the following Standing Committees: Budget, Bylaws, Campaign/Political Education, Membership, Program, Scholarship, Fundraising, Regents, Americanism, Legislation and Legislative Day Chair, Caring for America, Literacy, Outreach, Achievement Awards, Armed Services, Leadership and other committees deemed necessary by the KFRW Board of Directors.

- B. Standing Committee members shall be appointed by the newly elected KFRW President unless otherwise provided by the Bylaws. All Standing Committee Chairwomen shall be active members in good standing in a club. All committee appointments shall be approved by the KFRW Executive Committee.
- C. Special Committees shall be appointed by the KFRW President at any time the KFRW Executive Committee deems necessary. Committee members shall be active members in a club.

## **Section 2 - Duties**

- A. A Committee chairwoman shall present to the KFRW Executive Committee all plans for approval. Upon recommendation by the KFRW Executive Committee, these programs and plans shall be presented to the KFRW Board of Directors for consideration and adoption.
- B. All KFRW committee chairwomen shall be available to assist local clubs in planning programs and/or projects.

## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, (Latest Edition) shall govern the proceedings of the KFRW in all cases not provided for in these Bylaws.

## **ARTICLE XIII – AMENDMENTS AND REVISIONS**

### **Section 1 - Amendments**

These Bylaws may be amended only by the KFRW Board of Directors as follows:

- A. A member of a club may submit a proposed amendment to the Chairwoman of the KFRW Bylaws Committee, provided it is written, signed and dated.
- B. The Bylaws Committee shall meet and consider any proposed amendment submitted in proper form at the next Executive Committee meeting.
- C. The Bylaws Committee Chairwoman shall submit the proposed amendments to the Executive Committee.
- D. The Executive Committee recommendations shall then be submitted by the Bylaws Chairwoman to the Board of Directors for approval. A two-thirds (2/3) vote of the Board, present and voting, is necessary for adoption.

### **Section 2 - Revisions**

The Bylaws of the KFRW shall be reviewed every two (2) years and revised only upon authorization of the Board of Directors.

## **ARTICLE XIV – INDEMNIFICATION**

The Officers and Directors of the KFRW shall be indemnified for expenses arising from the defense of actions, as long as they are found to be innocent or found guilty of improper conduct, but acting in good faith.

Revised and adopted by the KFRW Board of Directors in regular session in Bowling Green, Kentucky on March 7, 2009.

President – Willee Cooper

Chairwoman – Janet Freeman  
Committee – Carol Rogers  
Committee – Michele Ferguson  
Committee – Connie Gray

Revised and adopted by the Interim By-Laws Committee by the KFRW Board of Directors in regular session in London, Kentucky on May 14, 2010.

President - Willee Cooper  
Committee - Carol Rogers  
Committee - Barb Randall

Revised and adopted at the KFRW Board of Directors in regular session in Bardstown, Kentucky on November 13, 2010.

Parliamentarian – Ann Cheek

Revised and adopted at the KFRW Board of Directors in regular session in Louisville, Kentucky on June 4, 2011.

President- Willee Cooper  
President Pro Tem Carol Rogers (1<sup>st</sup> VP)

Revised and adopted at the KFRW Board of Directors in regular session in Lexington, Kentucky on November 11, 2011.

Parliamentarian – Ann Cheek

Revised and adopted at the KFRW Board of Directors in regular session in Cadiz, Kentucky on June 2, 2012

President- Willee Cooper  
Committee- Carol Rogers  
Committee- Ann Cheek

Revised and adopted at the KFRW Board of Directors in regular session in Lexington, KY on May 18, 2013

President- Carol Rogers

Revised and adopted at the KFRW Board of Directors in regular session in Erlanger, KY on June 14, 2014

President- Carol Rogers  
Committee- Shannon Rickett, Mary Lou Blount, Barbara Ellerbrook

Revised and adopted at the KFRW Board of Directors in regular session in



Richmond, KY on May , and November 21, 2015, in Lexington, KY.  
Committee – Carol Rogers, Mary Lou Blount, Barbara Ellerbrook, Tina  
Fox