



BYLAWS
APPROVED
Sept. 10, 2022

KENTUCKY FEDERATION OF REPUBLICAN WOMEN

BYLAWS

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

KENTUCKY FEDERATION OF REPUBLICAN WOMEN

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 NFRW, KFRW 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 fee and annual dues.
- B. 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 number, and e-mail address of all officers and members of the club.
 2. Payment of service fee and annual dues to be sent to the KFRW Treasurer.
 3. Bylaws, in compliance with KFRW and NFRW bylaws, are to be sent to the KFRW Parliamentarian (Bylaws Chairwoman), for review; signed and dated by a club officer, before a club is approved by the KFRW.
 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 President for approval.

7. The KFRW President will forward a completed application to the NFRW and retain a copy of the application for files.
8. The KFRW Treasurer, upon receipt of a new club charter number, will submit the new club's dues, service fee and membership information to the NFRW.
9. New clubs are required to use the full club name (no acronyms), when submitting any documents to the KFRW or NFRW.

Section 3 – Removal From and/or 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 fees for full membership by March 1.
 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 KFRW and NFRW.
 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.
 4. Advocating for an opposition party candidate;
 5. Supporting an opposition party ticket; or
 6. Failure to uphold the policies and objectives of the club, this federation, or NFRW as stated in the bylaws, special rules, or policies.

B. 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 fee and dues for the current year. The reinstated club's charter date will revert to the original chartered date.

C. Assets and Name Use:

1. Upon dissolution of a club, all net assets shall be sent to the KFRW Treasurer.
2. The right to use the name of a dissolved club shall revert to the KFRW.

ARTICLE IV – REGIONS

Section 1 – KFRW Regions

- A. Regional boundaries will be determined by the Executive Committee
- B. Each Regional Director shall promote membership and leadership training.
- C. Each Regional Director shall visit clubs in her region, stay in contact with club presidents, and serve as resource for forming new clubs.

Section 2 – Regional Officers and Their Duties

- A. The Officers of a Region shall be a Director and Vice Director appointed by the President and approved by the Executive Committee in even numbered years for a two-year term.
- B. A Director or Vice Director may serve two consecutive terms.

Section 3 – 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
 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 shall be filled by the KFRW President and approved by the Executive Committee at the next regularly scheduled Executive Committee meeting.

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 Federations.
- 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. Student membership (high school or younger), but cannot vote, hold office, or serve as a delegate.
- D. Virtual/E-Clubs which meet utilizing technology, shall consist of ten or more women who form a permanent organization, adopt bylaws in compliance with the NFRW and KFRW bylaws, pay KFRW and NFRW dues and service fees, and hold at least five (5) meetings a year.
- E. The club does not remit dues or the membership list of associate or student members to the NFRW.

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 State and National conventions.
- C. A statement that no monies will be contributed to a Federal candidate or to a PAC.
- D. A statement that upon the dissolution of a local club, all remaining net assets must be returned to the KFRW Treasurer.

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 the 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
- C. A copy of the KFRW Bylaws shall be sent to the NFRW Parliamentarian whenever an amendment is made.

Section 4 – Dues and Finance

- A. Dues and annual service fee for a minimum of ten members shall be sent to the KFRW Treasurer by February 15.
- B. Clubs failing to pay the annual service fee and dues by March 1 shall be declared delinquent and may be removed from membership by a two-thirds (2/3) vote of the KFRW Executive Committee present and voting.
- C. Clubs will pay an annual service fee plus membership dues as set by the Executive Committee and approved by the KFRW Board of Directors.
- D. Dues for new and renewing members are payable, within the month of joining, to KFRW.
- E. All service fees and dues of newly organized clubs collected after November 1 will be applied to the following year by the KFRW Treasurer.

ARTICLE VI – KFRW OFFICERS AND APPOINTED 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 Programs Committee
 - 3. Second Vice-President, who shall serve as Chairwoman of Membership Committee
 - 4. Third Vice-President, who shall serve as Chairwoman of Legislative Committee
 - 5. Fourth Vice-President, who shall serve as Chairwoman of Fundraising Committee
 - 6. Recording Secretary
 - 7. Treasurer, who shall serve as Chairwoman of Budget Committee
- 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, who shall serve as Chairwoman of Bylaws Committee
 - 4. Presidential Advisor

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, or until their successors are elected.
- C. No officer shall serve more than two (2) consecutive terms in the same office.
- D. The term of office shall be from January 1 (odd year) in the year following election to December 31 (even 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 an officer is removed from office for failure to perform her assigned duties, or for cause, and having received notification of same over a period of time (no less than three (3) months), from the President, the KFRW President shall:
 1. Notify the KFRW Officers of the vacancy within seven (7) days, using the most expedient method of notification.
 2. Nominate a replacement to fill the expired term (within 30 days of vacancy); request approval to allow nominee to fill remainder of vacated term.
 3. Hold a conference call to vote on approval of nominee.
 4. In event the nominee is not approved by a majority of KFRW officers, the position will remain vacant until a nominee, determined by two officers appointed by the President, is presented at the next full KFRW Executive Committee meeting and a vote is held at that time; nominations from the floor will be accepted.
 5. Upon approval by the KFRW Executive Committee, present the nominee at the next full KFRW Board meeting as the replacement for remainder of the vacancy term.
- B. In the event of a vacancy in the office of KFRW President, the First Vice President shall assume the office as delineated in the First Vice President Job Description (attached).
- C. Any other officer wishing to resign shall submit a letter of resignation to the KFRW President who shall notify the members of the Executive Committee within seven (7) days of receipt of resignation. President will follow steps outlined in Article VI, Section 4.A.1-4.

Section 5. 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 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 Fall Board of Directors Meeting in odd numbered years. The members of this committee shall elect a chairwoman and secretary. No person may serve on the nominating committee two (2) consecutive terms.
- B. No person who is a sitting elected officer may serve on the nominating committee.
- C. A person sitting on the nominating committee (including alternates), who is nominated for an officer position, must immediately resign from the committee and be replaced by an alternate member, or if an alternate, resign her alternate position.
- D. 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.
- E. 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 fees 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 Credential Committee Chairwoman, 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 and Vice Directors
 - 3. Appointed 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: President, two (2) delegates and two (2) alternates.
 - 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 by email.
- D. In the event the biennial convention has to be cancelled due to circumstances beyond the control of the KFRW then it shall be acceptable to hold the board meeting – membership business meeting - by conference call, or approved electronic means with seven days notice including an agenda for the meeting given to the members of the board of directors and all of the credentialed delegates. The meeting is open to all members of the KFRW but only those eligible to vote are counted.
- E. The vote(s) shall be recorded by the Secretary and maintained on the official record.
- F. Section 4 – Quorum

A quorum for the transaction of business during the KFRW Biennial State Convention shall be the 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
8. Non-voting members shall be the chairs of all Special Committees.

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. Adopt the annual budget at the Fall meeting of the Board of Directors;
- C. 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 72 hours notice.
 4. In the event a properly called board meeting has been called and cancelled due to circumstances beyond the control of the KFRW, then it shall be acceptable to hold said board meeting by conference call, or an approved electronic means (see Article 4, Section 3), with a minimum of 72 hours-notice given to members of the board of directors.
 - a. A quorum must be present to vote.
- 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.
- C. Members who are unable to attend Board meetings may call in via an acceptable electronic means. Members who are not present in person for a called in person meeting are not counted towards quorum and do not have voting privileges.

Section 4 – Quorum

The quorum for the transaction of business in a meeting of the Board of Directors shall be eleven (11) members provided three (3) are current elected officers.

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 Appointed Committees, the immediate Past President, and all Regional 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. Approve Plans of Action presented by the KFRW President and all committee chairwomen by the first Executive Committee meeting of their term.
- G. Approve all committee appointments 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. In the event a properly called Executive Committee meeting needs to be cancelled due to circumstances beyond the control of the KFRW, then it shall be acceptable to hold the meeting by conference call or an approved electronic means with a minimum of 72 hours-notice given to the members of the executive committee.
- C. A quorum (6 members, with at least 2 officers), must be present to vote,
- D. Members who are unable to attend Executive Committee meetings may call in via an acceptable electronic means. Members who are not present in person for a called in person meeting are not counted towards quorum and do not have voting privileges.

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 or without submitting a written report.
- 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 APPOINTED COMMITTEES

Section 1 – Committees

- A. Standing Committees- There shall be the following **Standing Committees**: Budget, Bylaws, Membership, Program, Fundraising, and Legislative. All Standing Committee Chairwomen shall be active member in good standing in a club.
1. Officers may be appointed to chair standing committees, and no other standing committee chairmen may be named without an amendment of these bylaws.
 2. Standing committee chairmen shall be appointed by the President, subject to the approval of the Executive Committee, for the same term as the President and shall be voting members of the Executive Committee.
- B. Special Committees -There shall be the following **Special Committees**: Campaign/Political Education, Scholarship, Lincoln Legacy Circle, Americanism, Caring for America, Literacy, Outreach, Achievement Awards, Armed Services, Leadership, Technical IT, Youth Outreach, Public Relations, Newsletter and other committees deemed necessary by the KFRW Board of Directors. All Special Committee Chairwomen shall be active members in good standing in a club.
1. The President may appoint chairmen of these and any other special committees, subject to the approval of the Executive Committee, at any time as it may become necessary. Special Committee Chairmen do not have a vote on the Executive Committee.
 2. Financial Review Committee. A committee of three primary members shall be appointed by the president in November of each year whose duty it shall be to review the treasurer's accounts at the close of the fiscal year and shall report to the Executive Committee and to the membership at the first meeting of the following fiscal year.

Section 2 – Duties

- A. All Committee Chairwomen shall present to the KFRW Executive Committee for approval a Plan of Action by the first Executive Committee meeting of their term.
- 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 (Bylaws may be amended only 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. Recommendations approved by the Executive Committee must be presented at the biennial convention for consideration by the voting delegates. A two thirds (2/3) vote of the delegates, present and voting, is necessary.
- E. Bylaws approved by the biennial convention must be submitted within 30 days of passage to the NFRW Bylaws Committee Chairwoman for final approval.

Section 2 – Revisions

The Bylaws of the KFRW shall be reviewed every two (2) years. 

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.

ARTICLE XV – CAMPAIGN CONTRIBUTIONS

The KFRW, in accordance with the NFRW, will not contribute, as a Federation or club, any monetary contribution to a Federal PAC, or a Congressional or Presidential campaign. KFRW may contribute to Kentucky candidates for state-wide office and for state legislature candidates' campaign. Local clubs may contribute at the local level but must adhere to KFRW Bylaws, state law, and the Kentucky Registry of Election Finance Rules, Individual members are not prohibited from volunteering or contributing to a Federal Candidate's Campaign.

ARTICLE XVI – DISSOLUTION

This federation may be dissolved by a two-thirds vote at any regular or special meeting of the federation, provided that notice of the dissolution has been submitted in writing at least thirty (30) days prior and has been sent to all members. In the event of dissolution, the Executive Committee shall, after payment of all liabilities of the club, distribute any remaining assets to the National Federation of Republican Women. 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 NFRW.

Amended and adopted at the KFRW Convention on Sept. 10, 2022. Committee: Mary Lou Blount, Donna Davidson, Carol Rogers, Pam Roberts (ex-officio)

September 10, 2022

Signed: KFRW President

Date

Amended and adopted at the KFRW Board of Directors in Regular Session, on June 12, 2021. Committee: Barb Ellerbrook, Carol Rogers, Tina Fox, Yvonne Grey, Pam Roberts (ex officio).

Amended and adopted at the KFRW Board of Directors in Regular Session in Lexington, KY, on November 8, 2019. Committee: Barb Ellerbrook, Carol Rogers, Mary Lou Blount, Katie Howard, Michelle Johnson, Britnay Vice.