

BYLAWS

IDAHO FEDERATION OF REPUBLICAN WOMEN

Adopted September 10, 2022

ARTICLE I – NAME

The name of this organization shall be the IDAHO FEDERATION OF REPUBLICAN WOMEN (IFRW).

ARTICLE II –PURPOSES and POLICIES

Section 1: Purposes

- A. Provide information and assistance to local Republican Women Clubs.
- B. Foster loyalty to the Republican Party and promote its principles and ideals.
- C. Support the objectives and policies of the National Federation of Republican Women.
- D. Promote an informed electorate through political education and activity.
- E. Increase the effectiveness of women in the cause of good government.
- F. Work for the election of Republican candidates in all elections, including non-partisan elections.

Section 2: Policies

- A. The IFRW as a whole and its president shall not publicly endorse any candidate for public office in contested Republican primaries, runoff elections, special elections, or non-partisan elections when more than one Republican is in the race. Individual members of the IFRW are encouraged to work for the candidate of their choice in contested Republican primaries, but not in the name of the IFRW.
- B. Neither the IFRW nor an individual member shall advocate a split ticket, support a candidate on an opposition ticket, or act against the NFRW or IFRW policies and bylaws.
- C. The IFRW shall not affiliate with any political organization which is not officially recognized as working in concert with the IFRW, NFRW, and the Republican National Committee.
- D. An officer of IFRW or a local club who is a candidate, or whose spouse or family member is a candidate shall be exempt from this rule. However, they may not use the logo, stationery, or name of the IFRW or local club in their campaign.

ARTICLE III – MEMBERSHIP

Section 1. Good Standing of Members and Clubs

An individual member in good standing is one whose dues are paid to her local club prior to June 1st and who supports Article II of these bylaws. A local club in good standing has paid current dues and service charges to the IFRW prior to June 1st of each calendar year. Membership expires each year on December 31. Renewing members remain in good standing through the last day of February of the following year. If member dues are not received by March 1, a member is dropped from membership and loses all member privileges until dues are paid.

Section 2. Eligibility for Members

Membership shall be extended to all duly affiliated Republican Women who support Article II, Purposes and Policies, of these bylaws.

Section 3. Requirements for Clubs

Each affiliated club shall:

- A. Have ten or more members who form a permanent organization.
- B. Adopt bylaws that are in compliance with those of IFRW and NFRW.
- C. Pay annual IFRW and NFRW membership dues and club service charges.
- D. Include “Republican” in its name.
- E. Not use “federation” in its name but may use the word “federated.”
- F. Hold at least five meetings a year.
- G. Have a term of office of two years for all elected officers, beginning immediately upon election and extending until the next biennial election of officers.

Section 4. Local Club Application for Membership

- A. A club anticipating an affiliation with IFRW and NFRW, shall send its application to the IFRW president accompanied by the club's name, contact information for its officers and members, its proposed bylaws, and the required dues and service charges.
- B. A new local club shall be accepted into membership only after approval of its bylaws by the IFRW Executive Committee and the NFRW Executive Committee, and the local club's dues and service charges have been received by the NFRW office. Notification to the NFRW Executive Committee by the IFRW president shall be accompanied by the application, name of the club, its proposed bylaws, and the name and contact information of the club president.
- C. A local club shall be in good standing for six months prior to the NFRW Biennial Convention in order to be eligible for representation. The six-month period begins on the date the IFRW president notifies the NFRW President that the local club's bylaws have been approved, and the dues and service charges have been received by the NFRW.
- D. There shall be no limit to the number of local clubs that may be organized within an area.

Section 5. Removal and Reinstatement

- A. A local club, at the request of the IFRW following a two-thirds vote of the Executive Committee, may be removed from membership by a 2/3 vote of the NFRW Executive Committees for:

- a. Failure to support a Republican Party ticket, advocating a split ticket, or support of a candidate on an opposition ticket.
 - b. Public support for or contributions to an individual Republican candidate in a contested primary.
 - c. Adopting bylaws that are in conflict with IFRW or NFRW.
 - d. Affiliation with any political organization which is not officially recognized as working in concert with the IFRW, NFRW and the RNC.
- B. A club removed for cause or dissolved may be reinstated by filing an application for reinstatement, together with current dues and service charges, and approved by a 2/3 vote of the IFRW and the NFRW Executive Committees.
- C. A club dropped from good standing for non-payment of dues and/or service charges may be reinstated at any time upon payment of current IFRW and NFRW service charges and membership dues for no fewer than ten members.

Section 6. Dissolution

- A. A local club may be dissolved by a 2/3 vote of club members at any regular meeting, provided written notice of the dissolution has been given at the previous meeting or mailed or emailed to all members. After payment of all liabilities, the remaining assets shall be forwarded to the IFRW treasurer. No assets shall be distributed to any member or officer of the dissolved club.
- B. The right to use the name of a dissolved local club shall revert to the IFRW.
- C. A local club which has been inactive must pay dues for at least ten members and the service charge for the current year in order to be reinstated.

Section 7. Individual Membership

- A. Republican women, ~~who are affiliated with the Republican party and who reside within the State of Idaho~~ may hold primary membership in only one club, however, may also be an associate member ~~of other in additional~~ clubs upon payment of required dues. ~~Out of state residents can hold associate membership within any club in the State of Idaho. Republican women who reside outside the State of Idaho must hold primary membership in a local club in their state in order to be eligible for associate membership in any Idaho club.~~ Associate members cannot hold office, vote, or be counted for the purpose of determining the number of delegates to national or state federation conventions.
- B. Men who ~~have~~ **are** duly affiliated with the Republican Party are eligible for associate membership in a local club upon payment of the required dues. They cannot hold offices, have a voice or vote, or be counted for the purpose of determining the number of delegates to conventions, and do not become members of the IFRW or NFRW.
- C. Republican women, including college students, who are unable to maintain activity in a local club may join the IFRW and the NFRW as an associate at-large member and will receive all benefits of membership. An at-large member may attend local club meetings but will not have a vote.

ARTICLE IV – REVENUE

Section 1. Non-profit Organisation

This association is a non-profit organization. The property of the association is irrevocably dedicated to political and community purposes. No part of the net income of assets, including gains or dividends, shall be distributed to the members thereof.

Section 2. Fiscal Year

The fiscal year of the IFRW shall be from January 1 through December 31.

Section 3. Budget

The Budget Committee shall prepare a two-year budget and submit it to the Executive Committee for approval prior to the first meeting of the Board of Directors. The approved budget shall be presented at first meeting of the Board of Directors following the biennial convention.

Section 4. Audit/Finance

The Audit/Finance Committee shall perform a review of the treasurer's books at the end of her term of office or following the biennial convention.

Section 5. Dues and Service Charges

- A. Dues and service charges shall be paid in accordance with the IFRW and NFRW deadlines.
- B. Any changes in state dues or service charges shall be made by a majority vote of the IFRW Board of Directors, following approval by the Executive Committee.

ARTICLE V – OFFICERS AND THEIR DUTIES

Section 1. Elected Officers

The elected officers of this organization shall be president, first vice president, second vice president, secretary, treasurer, and a director for each congressional district.

Section 2. Eligibility

- A. Each elected officer, appointed officer, chairmen and member of standing and special committees shall be a member in good standing in a local federated club.
- B. The president, first vice president, and second vice president shall have previously served a minimum of one year on the IFRW Board of Directors as an elected IFRW officer, as president of a local club, or as chair of a standing committee.
- C. The first and second vice president shall be from different congressional districts.

Section 3. Term of Office

- A. Officers shall be elected at the IFRW biennial convention for a term of two years, or until their successors are elected.
- B. Elected officers, except for the treasurer and the congressional district directors, shall serve no more than one consecutive term in the same office.
- C. Newly elected officers shall assume their duties at the adjournment of the IFRW Biennial Convention.

Section 4. Duties of the President shall be to:

- A. Plan, prepare agendas, and preside at all meetings of the IFRW, the Board of Directors, and the Executive Committee during her term of office.
- B. Call and conduct two Board of Directors meetings each fiscal year.
- C. Submit a program of action and an annual report to the Board of Directors.
- D. Appoint the chairman and members of all standing and special committees, except the nominating committee, with consent of the Executive Committee.
- E. Shall have general supervision of all other officers and shall see that their duties are properly performed.
- F. Be an ex-officio member of all committees, except the nominating committee and the Audit/Finance Committee.
- G. Represent the IFRW at all official functions or designate a representative in her absence.
- H. Make board appointments as necessary to conduct the business of the IFRW, such as parliamentarian, historian, chaplain, and social media director.
- I. Assist in the organization of new clubs and provide assistance to existing clubs.
- J. Co-sign checks with the treasurer.
- K. Provide the name and contact information for all clubs, together with the number of members and club president, to the NFRW president 90 days prior to the NFRW Biennial Convention.
- L. Provide completed credential forms for state delegates and alternates at large to the NFRW as directed.
- M. Represent IFRW, as a voting member, at all meetings of the Idaho Republican Party Executive Committee.
- N. Provide thirty days' notice to voting members of the Board of Directors for all meetings and conventions of the IFRW.
- O. Represent IFRW at meetings and conventions of the NFRW.

Section 5. Duties of the First Vice President - Programs shall be to:

- A. Perform the duties of the president in her absence.
- B. Assist the IFRW president in planning, arranging, and executing program activities at Board of Directors meetings and conventions.
- C. Serve as protocol officer, introducing and thanking guest speakers at meetings and conventions.
- D. Provide training and assistance to Program Vice Presidents of local clubs.
- E. Advocate for programs of both IFRW and NFRW.

Section 6. Duties of the Second Vice President - Membership shall be to:

- A. Perform the duties of the president or 1st vice president in her absence and other duties as assigned by the president.
- B. Develop a written plan for increased IFRW membership, set reasonable IFRW membership goals and modify goals as needed.
- C. Provide training and assistance to Membership Vice Presidents of local clubs to increase club membership.
- D. Work with Standing Committee Membership Chair to develop applications, brochures, forms, membership recruitment tools, new member packets, welcome letters, recruitment/membership/new club tools and other resources as needed.

Section 7. Duties of the Secretary shall be to:

- A. Keep accurate minutes of all meetings and provide an electronic copy to members of the Executive Committee not later than 30 days following a meeting.
- B. Provide minutes of the Biennial Convention to the newly elected IFRW President within thirty days for distribution to the Board of Directors.
- C. Prepare a permanent record book of all IFRW meeting and convention minutes.
- D. Conduct correspondence as necessary.
- E. Prepare and distribute a roster which includes names and contact information for elected officers, standing and special committee chairs, appointed officers, and club presidents to all members of the Board of Directors. Update the roster and redistribute, as necessary.
- F. Perform other duties as assigned by the president.

Section 8. Duties of the Treasurer shall be to:

- A. Serve as custodian of all funds; keep full and accurate accounts of receipts and disbursements; and deposit all monies received in an IFRW account.
- B. Pay all bills approved in the budget or as directed by the Executive Committee.
- C. Collect and transmit all dues and service charges to NFRW as directed.
- D. Notify local clubs in November of each year of the due date for service charges and membership dues to be sent to IFRW to remain in good standing.
- E. Present a financial report at the Executive Committee and Board of Directors meetings with copies for members, as requested.
- F. Submit the books to the audit/finance committee following the biennial convention.
- G. Serve as a member of the budget committee and provide a copy of the preceding biennial budget.
- H. Serve as a member of the credentials committee and provide a list of all members in good standing for use at Board of Directors meetings and the biennial convention.
- I. Provide names and contact information for all clubs, club presidents and members to the IFRW president and secretary, updated quarterly.
- J. Destroy financial records more than seven years old, as directed.

Section 9. Duties of the Congressional District Directors shall be to:

- A. Assist the president in promoting the work of the IFRW in each congressional district.
- B. Serve as a liaison between the IFRW president and local club presidents.
- C. Provide support and resources for existing clubs and help organize new clubs.
- D. Select a vice area director from a different GOP Region within the Congressional District, with the approval of the Executive Committee, to support existing clubs and to help organize new clubs in each geographic area of the state.

Section 10. Appointed Officers:

- A. The President shall appoint, with the approval of the Executive Committee, a Parliamentarian, a Historian, and other officers deemed necessary to conduct the business of the IFRW.
- B. The Parliamentarian shall advise the presiding officer on parliamentary procedure to ensure the orderly conduct of meetings. The presiding officer of the convention or other IFRW meetings will make her decision after consideration of the parliamentarian's recommendation. The parliamentarian may assist in the development or revision of bylaws.
- C. The Historian shall maintain a complete record of events and activities of the IFRW.
- D. Duties of other appointed officers shall be determined by the president with approval of the Executive Committee.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Membership

The voting body of the Board of Directors shall be the elected officers of the IFRW, the president of each local federated club or her designated representative, the chairmen of the standing committees, and the immediate past president of the IFRW. Non-voting members are chairmen of special committees, vice-chair and members of standing and special committees, congressional district vice-directors except in the absence of the Congressional District Director and appointed officers. Non-voting members shall have a voice.

Section 2. Duties shall be to:

- A. Serve as the governing body of the IFRW.
- B. Meet at the call of the President for annual spring and fall meetings or at the written request of ten members of the Board of Directors.
- C. It shall be acceptable to hold board meetings in person or by electronic means approved by the Executive Committee.
- D. Elect a nominating committee at its first meeting of the year in which the biennial convention is held.
- E. Approve and implement policies and procedures as recommended by the IFRW Executive Committee.

Section 3. Quorum

A quorum shall consist of 50% of the membership of the Board of Directors, including three of the elected officers of IFRW.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1. Membership

The IFRW Executive Committee shall consist of the elected officers: i.e., president, first vice president, second vice president, secretary, treasurer, two district directors, and the immediate past president.

Section 2. Duties shall be to:

- A. Set the date, time and place for Board of Directors meetings and for the biennial convention.
- B. Transact all business that does not require a vote of the Board of Directors.
- C. Have jurisdiction over membership applications and removal from and reinstatement to membership of local clubs.
- D. Approve the IFRW President's recommendations for chairmen of standing and special committees.
- E. Fill vacancies that occur in the elected offices, except in the case of a vacancy in the office of president. The vice-presidents, in their order, shall fill a vacancy in the office of the president. Other vacancies may be filled by the Executive Committee and will serve until the end of the current term of office.
- F. Recommend policies, procedures and programs of action to the IFRW Board of Directors for approval and implementation.

- G. Approve the biennial budget by majority vote and present to the Board of Directors.
- H. Oversee the collection and disbursement of funds.
- I. Remove from office by a two-thirds vote an officer or board member who does not support IFRW or NFRW policies and purposes as stated in Article II.

Section 3. Meetings

- A. Meetings of the IFRW Executive Committee shall be held as necessary and shall include a meeting preceding Board of Directors meetings and at the conclusion of biennial conventions.
- B. Any meeting of the Executive Committee may be held in person or by approved electronic means during which time all business and votes may be conducted and considered ratified.
- C. Special meetings may be called by the President or upon written request of three members of the Executive Committee. At least seven days' notice shall be required for special meetings. All notices may be electronic.
- D. A majority of voting members shall constitute a quorum.

ARTICLE VIII – COMMITTEES

Section 1. Standing Committees

The standing committees of the IFRW shall be Bylaws, Campaign, Fundraising, Legislation (Senate and House), Membership, Programs, and Public Relations. Chairmen of the standing committees are voting members of the Board of Directors.

Section 2. Special Committees

- A. The Budget Committee, consisting of the President and the Treasurer, shall submit a biennial budget to the Executive Committee for approval prior to the first Board of Directors meeting.
- B. The Audit/Finance Committee shall consist of at least two qualified individuals who shall perform an audit of the treasurer's books before the end of the calendar year in which the biennial convention is held. No member of the Executive Committee shall serve on the Audit Committee. The report of the Audit Committee shall be approved by the Executive Committee.
- C. The Credentials Committee shall provide a list of delegates and members entitled to vote and report to the Board of Directors meeting or convention as requested.
- D. The Nominating Committee (see Article X, Section 1.)
- E. Other special committees shall be appointed by the President as needed and may include, but are not limited to: Achievement Awards, Caring for America, Scholarships, Literacy, Americanism, Armed Services, and Leadership Development. The special committees shall coordinate with the Standing Programs Committee Chair to prepare a plan of action and implement the programs of the IFRW and NFRW.

Section 3. Duties

Standing and Special Committees shall prepare programs of action in their respective fields for consideration by the President and Executive Committee and recommendation to the Board of Directors. A written report of activities implemented shall be provided at meetings of the Board of Directors and the biennial convention.

ARTICLE IX – CONVENTIONS

Section 1. State Convention

An IFRW Convention shall be held biennially in the even numbered years, at a place, date and time set by the Executive Committee.

Section 2. Standing Rules

The President and/or Executive Committee shall prepare standing rules and an agenda to present to the convention for adoption.

Section 3. Voting Body

- A. The voting body of the IFRW Biennial Convention shall be the IFRW elected officers, the chairmen of standing committees, club presidents, and authorized delegates representing each local club. There shall be no proxy voting. A quorum shall consist of no fewer than 50% of the voting members, including three elected officers.
- B. Only local club members in good standing are eligible to be delegates or alternates to an IFRW or NFRW meeting or convention. Club members shall be counted from only one local club for the purpose of determining representation.

Section 4. Delegates and Alternates

- A. Clubs in good standing, i.e., those clubs whose membership dues and service charges, together with membership lists, were received by the IFRW treasurer prior to June 1st shall be entitled to send delegates to the IFRW biennial convention.
- B. Each club is entitled to one delegate and one alternate for the first ten members and one delegate and one alternate for each additional 25 members or major fraction thereof, in addition to the president, who is an automatic delegate. A club vice-president or a designated alternate may serve in the absence of the president.

Section 5. National Convention

- A. A federated local club must be in good standing to be eligible for representation at the NFRW Biennial Convention. Club names and membership numbers shall be forwarded to the NFRW 90 days prior to its biennial convention.
- B. The IFRW President is a delegate by virtue of office and an alternate is not allowed.
- C. The IFRW shall be represented by one delegate and one alternate from each local federated club: five delegates-at-large and five alternates-at-large, and one additional delegate-at-large and alternate-at-large for each 500 IFRW members or fraction thereof.
- D. Delegates-at-large and alternates-at-large shall be elected by the IFRW Board of Directors and must be members in good standing of a local federated club at both the time of election and the convention.
- E. Delegate vacancies shall be filled by alternates in their designated order. Alternate vacancies occurring prior to the convention shall be filled by the Executive Committee as deemed necessary.

ARTICLE X – ELECTIONS

Section 1. Nominating Committee

- A. The Board of Directors shall elect a nominating committee consisting of three members and one alternate at the first meeting of the calendar year in which the IFRW biennial

convention is held. Nominees shall be selected as follows: One member from East / Central Idaho (CD 2); One member from Ada or Canyon County; and one member from one of the remaining counties in CD 1. The elected alternate shall be at-large.

- B. A chairman shall be elected by members of the nominating committee.
- C. The alternate member shall be called into service only upon the absence of a nominating committee member.
- D. The nominating committee shall submit the name of one nominee who meets the eligibility requirements and has agreed to serve for each IFRW office. This proposed slate of
- E. officers shall be provided to members of the Board of Directors thirty days prior to the biennial convention.
- F. A nominating committee member shall not serve more than two (2) consecutive terms.

Section 2. Election of Officers

- A. Election of officers shall be held at the IFRW Biennial Convention following the adopted Rules of Order.
- B. The chairman of the nominating committee shall present its slate of officers.
- C. Nominations may then be made from the floor for each elective office. Such nominees shall be IFRW members in good standing and shall be in accord with the purposes, bylaws and policies of the IFRW and the Republican Party. Candidates who wish to be nominated from the floor shall provide their written consent to serve, if elected, to the IFRW President prior to the opening of elections at the convention.
- D. If more than one candidate is nominated for an office, election shall be by secret ballot.
- E. A majority vote shall constitute election.
- F. No proxy voting shall be allowed.

ARTICLE XI – PARLIAMENTARY AUTHORITY

The parliamentary authority for the IFRW shall be Roberts Rules of Order, Newly Revised, or the latest edition thereof, provided it is not in conflict with the adopted bylaws or standing rules.

ARTICLE XII – AMENDMENTS

- A. These bylaws may be amended at the IFRW Biennial Convention, at the IFRW Spring or Fall Board Meeting, or at a meeting called for this purpose, by a two-thirds vote, providing the proposed amendments have been sent to each IFRW federated local club at least thirty days prior. Notification may be made by US Mail, email, or fax.
- B. Amendments to these bylaws shall take effect upon approval, unless otherwise specified in the amendment.
- C. When amendments to the NFRW bylaws make a corresponding amendment to these bylaws necessary to be in compliance, these bylaws shall be deemed to be amended automatically.

Approved September 10, 2022

This revision of the IFRW 2018 Bylaws was adopted by a 2/3 majority of the voting members on September 10th, IFRW Biennial Convention.