**Flathead County**

**Republican Women**

Bylaws

*Amended February 2022*

**Article I – Name**

The name of this organization is the Flathead County Republican Women (FCRW). It is a member of the Montana Federation of Republican Women (MTFRW).

**Article II – Objectives**

1. To increase the effectiveness of Republican women in the cause of good government through active political participation;
2. To foster loyalty to the Republican Party and to promote its ideals;
3. To work for the election of the Republican Party’s nominees;
4. To promote the principles of freedom, equality, and justice upon which this country was founded;
5. To inform the electorate through political education and activity; and
6. To facilitate cooperation and collaboration among FCRW membership and with other clubs within the state.

**Article III – Membership**

**Section 1: Eligibility for FCRW Membership**

1. Membership is open to Republicans who support FCRW, MTFRW, and NFRW and their objectives; pay their dues timely; comply with local, state, and national bylaws and standing rules; and maintain their membership in good standing.
	1. A member in good standing means a member who supports FCRW and its objectives; pays dues timely; complies with local, state, and national bylaws, standing rules, and rules of order.
	2. A member is not in good standing if that member has not complied with a. above and/or has had their membership involuntarily suspended or terminated.
2. Membership and participation are voluntary and subject to application, approval, discipline, and termination in accordance with these bylaws.

**Section 2: Types of Membership**

1. General Member
	1. A Republican woman whose current dues are paid in full to FCRW and who maintains her membership in good standing.
	2. A general member may hold office and vote.
2. Associate Member
	1. Republican men and women are eligible for associate membership in FCRW upon payment of the required annual dues and approval of the FCRW’s Executive Board.
	2. Associate members do not hold membership rights or privileges. However, they may participate at the invitation of the presiding officer.
3. Regent
	1. A person who goes above and beyond by donating $100 or more and whose donation has been approved by the FCRW Executive Board.
	2. Regent status is honorary and includes no rights or privileges.

**Section 3: Application for FCRW Membership**

Application for general or associate membership in FCRW is made to the president of the Club. Applications are reviewed by the membership chair and forwarded to the Executive Board for final approval.

**Section 4: Voluntary Termination, Dissolution**

A general member or associate member in good standing may terminate their membership by providing a written letter of resignation to the president of FCRW. Within 48 hours of receipt, the FCRW president shall provide notice of the resignation to the Executive Board.

**Section 5: Discipline, Involuntary Termination**

1. Significant member conflict or misconduct at any membership level of the federation are under the jurisdiction, and shall be brought to the attention, of the FCRW Executive Board.
2. At their sole discretion, the Executive Board may remove for cause, from membership or from any FCRW office or position of any kind, by a 2/3 vote, any FCRW member or officer. Cause for such removal shall include, with limitation, the failure or refusal to support the policies and objectives of the FCRW, as stated in these bylaws, or any act or omission intended to cause or having the effect of causing damage to the FCRW or its reputation or financial stability.
3. Disciplinary matters shall be addressed with careful respect for due process and confidentiality as set forth by the current edition of Robert’s Rules of Order.
4. The Executive Board shall attempt to resolve or mitigate member conflict or misconduct prior to instituting disciplinary action.
5. A confidential reprimand may be directed to a member upon a majority vote of the Executive Board.
6. Additional disciplinary measures may be proposed after an investigation and hearing conducted by a Special Committee appointed by the Executive Board.
7. Upon a 2/3 vote of the Executive Board, disciplinary measures may be implemented, including: suspension of a member’s rights and privileges, removal from office, termination of membership, or other penalties as deemed appropriate.
8. The president shall provide the affected member with notice of a disciplinary action. Others shall be notified only as directed by the Executive Board.
9. A member whose membership is suspended or terminated may not attend or participate in meetings of the FCRW unless approved by a 2/3 vote of the Executive Board. MTFRW also needs to be notified regarding the suspended membership.
10. A member who has been terminated may be reinstated by a 2/3 vote of the Executive Board, payment of current Club dues and any service charges, and provision of a demonstrated commitment to maintain their membership in good standing.

**Section 6: Dissolution of FCRW**

1. Dissolution of FCRW in MTFRW terminates the Club. The rights to the name of the terminated Club remain with MTFRW.
2. Any funds or property belonging to FCRW must be delivered to the MTFRW treasurer within seven (7) days to be held in escrow for a period of up to one (1) year. Thereafter, if FCRW has not been reinstated to MTFRW, the funds and property shall become the property of the MTFRW.

**Article IV – Officers and Their Duties**

**Section 1: Officers**

1. The elected officers of the FCRW Executive Board are: president, first vice president, second vice president, secretary, treasurer, and three (3) directors.
2. Each elected officer of the FCRW Executive Board must be a general member in good standing of the FCRW for a period of one full year.
3. The president shall have served on the Executive Board for at least one year prior to assuming the office of president.
4. Each officer of the FCRW Executive Board has fiduciary responsibilities to FCRW and must read and agree to abide by current FCRW bylaws prior to taking office.
5. The above referenced officers shall make up the voting members of the Executive Board with the president voting only in the case of a tie.
6. The immediate past president shall serve on the Executive Board for one year.
7. All officers not retaining their positions shall turn over all FCRW documents to their successors.

**Section 2: Duties**

1. *President*
	1. Preside at all meetings of the FCRW general membership and Executive Board, and call such meetings to order;
	2. Represent the FCRW at all times or designate someone as a representative in her absence or inability to do so;
	3. Appoint all Standing Committees and Committee chairs;
	4. Appoint Special Committees as deemed necessary;
	5. Fill Executive Board vacancies by appointment and with the approval of the Executive Board;
	6. May appoint a parliamentarian who may or may not be an FCRW member;
	7. Serve as deputy treasurer of FCRW;
	8. Serve as an ex officio member of all committees except the Nominating Committee;
	9. Accept the resignation by written letter or email of any member wanting to resign from a position, chairmanship, or the Club;
2. *First Vice President*
	1. Be responsible for engaging educational speakers for the general meetings;
	2. Perform the duties of the president in her absence;
	3. Fill the unexpired term in the event of a vacancy in the office of president.
3. *Second Vice President*
	1. Be responsible for organizing fundraising events or appoint someone for that responsibility if she is unable to serve;
	2. Perform the duties of the president in the absence of both the president and the first vice president;
	3. Work in a supportive role to the first vice president.
4. *Secretary*
	1. Take thorough and complete minutes at all general meetings as well as at the Executive Board meetings, and be custodian of all minutes and FCRWs correspondences.
	2. Provide copies of both the Board meeting and general membership meeting minutes to the president at least seven (7) days before the respective meeting to allow for printing and dissemination to the Executive Board and general membership for approval;
	3. Perform other such duties as may be assigned to her by the president or Executive Board of the Club.
5. *Treasurer*
	1. Be custodian of the FCRW’s funds and deposit them into the designated bank account(s) approved by the Executive Board;
	2. Pay all bills approved by the Executive Board or approved by the membership at a general meeting in accordance with the adopted budget;
	3. Keep an accurate account of all receipts and disbursements and give a full report at meetings of the Executive Board and the general membership, and as ordered by the president;
	4. Disburse all funds as directed by the Executive Board and bring written financial reports to all general membership meetings and Board meetings;
	5. Submit dues and reports as applicable to MTFRW;
	6. Submit the financial records for an annual review to be completed by the end of the first quarter of the new fiscal year;
	7. In consultation with the president, prepare a proposed annual budget by December 31st of each year and submit it to the Executive Board for approval at the January Executive Board meeting.
6. *Directors*
	1. Monitor committee progress on designated tasks and/or assignments and provide guidance as needed to committee chairs;
	2. Report back to the president and Executive Board regarding committee progress;
	3. Cover for existing officers as needed;
	4. Perform other duties as assigned by the president.

**Article V – Term of Office**

**Section 1: Length of Term**

The term of office for FCRW officers is two (2) years, beginning January 1st, and ending December 31st of the following year. The president, first vice president and second vice president may not be elected to the same position for more than two (2) consecutive terms.

**Section 2: Removal from Office, Chairmanship, or Committee Membership**

1. The president, with approval of the Executive Board, may remove any appointee who fails to satisfactorily perform the duties of that position.
2. The Executive Board may follow the procedures in Article III Section 5 to remove any member from an elected position who fails to satisfactorily perform the duties of that position.

**Article VI – Vacancies**

**Section 1: Elected Officers**

Vacancies among elected officers are filled by appointment by the president with approval of a majority of the existing Executive Board.

**Section 2: President**

In case of a vacancy in the office of president, the first vice president becomes president, and the second vice president becomes first vice president.

**Article VII – Elections**

1. The election of officers shall be by written ballot at the regular November general membership meeting. However, if there is only one nominee for any office, the election for that office may be by voice vote.
2. The Nominating Committee shall report a slate of one candidate for each office at the general membership meeting in October of each year, at least thirty (30) days prior to the election meeting.
3. In the event that the presented slate of officers provided to the membership should change prior to the written ballot being cast, the president may call the initial slate void, and the election cancelled until the next regularly scheduled general membership meeting.
4. Officers shall be installed at the November meeting unless the vote is delayed.

**Article VIII – Committees**

With the exception of the Nominating Committee, committee chairs are appointed by the FCRW president, and committee members are selected from the membership of the FCRW.

**Section 1: Bylaw Review Committee**

The Bylaw Review Committee shall be seated in January of the first year of the two-year term of the FCRW president to review and/or amend the standing bylaws. The revised bylaws will be submitted to the Executive Board at the March Executive Board meeting, and approved changes shall be submitted to the general membership at the following general membership meeting. The Committee will submit final approved bylaws to the president for submission to the state bylaws chair for review and approval.

**Section 2: Membership Committee**

The membership chair of the FCRW shall maintain a confidential, current membership roster and collect dues from members. All dues collected shall be turned over to the treasurer. The Membership Committee shall serve as greeters at general meetings and perform other duties as requested by the membership chair.

**Section 3: Budget and Finance Committee**

The Budget and Finance Committee shall prepare a budget for the operating expenses of the FCRW.

**Section 4: Nominating Committee**

The Nominating Committee consists of one (1) member from the Executive Board and two (2) to five (5) members from the general membership who shall be nominated and elected no later than the May general membership meeting. All nominees shall be members in good standing and shall give written consent to serve, if elected. The Nominating Committee shall report a slate of one (1) candidate for each office at the general membership meeting in October of every odd year, at least thirty (30) days prior to the election meeting. Nominations from the floor shall be accepted following the report of the Nominating Committee and prior to the election. Vacancies on the Nominating Committee shall be filled by the Executive Board. Nominating Committee members shall not nominate themselves.

**Section 5: Public Relations Committee**

The Public Relations Committee shall be responsible for the promotion of the FCRW. The Committee shall assist the second vice president in promoting fundraising functions. The Committee shall present monthly reports to the Executive Board for approval of any item that would need to be reflected as expenditures in the budget.

**Section 6: Legislative Committee**

The Legislative Committee shall review legislation affecting the interest of FCRW members, and shall report its findings to the membership via the Executive Board.

**Section 7: Vetting Committee**

The Vetting Committee shall be composed of three (3) Executive Board members and two (2) former or current Republican elected officials who support the FCRW’s mission. The purpose of the committee is to vet Republican candidates prior to recommending financial support to the Executive Board and general membership for approval and contribution.

**Section 9: NFRW Achievement Award Committee**

The Achievement Award Committee, in accordance with the National Federation of Republican Women (NFRW) achievement award criteria, will track and record all Club activities that satisfy the requirements for NFRW Achievement Award recognition. The Committee will maintain a spreadsheet of all Club activities, and calculate points for each completed task. The Committee will submit to the Executive Board, on monthly basis, a copy of the spreadsheet for review. The Club president will submit the completed spreadsheet to the MTFRW president on or before June 1st every odd year.

**Section 10: Strategic Planning Committee**

The Strategic Planning Committee, with input from members, will design and/or maintain a Strategic Plan for FCRW. The Committee will be responsible for the maintenance of the Plan by regularly evaluating strategies and action steps to ensure successful completion.

**Section 11: Special Committees**

Special committees shall be appointed by the president as deemed necessary for the welfare of the FCRW.

**Article IX – Meetings**

**Section 1: Regular Meetings**

The FCRW shall hold regular monthly general membership meetings with a minimum of five (5) meetings annually. A notice shall be given to all members announcing the regular meeting at least ten (10) days prior to the meeting.

**Section 2: Executive Board Meetings**

The Executive Board shall meet the first week of the month, prior to the monthly general meeting. The president, or 2/3 of the Executive Board, may call a special Board meeting. Attendance is imperative for the Executive Board members with no more than two (2) unexcused absences per year. Prior notice to the president is required.

**Section 3: Special Meetings**

Special meetings may be called by the president upon the request of three (3) members of the Board or by 30% of the members in good standing of the Club. The purpose of the special meeting shall be stated in the notification, with no other business being transacted at that special meeting. A notice announcing the special meeting shall be given to all members at least five (5) days prior to the meeting being held.

**Section 4: Annual Business Meeting**

The FCRW will hold four (4) business meetings per year, with the November meeting being designated as the Annual Business Meeting.

**Article X – Alternative Meetings**

**Section 1: Electronic Meetings**

The Executive Board, Standing Committees, and Special Committees are authorized to meet electronically.

**Section 2: Electronic Voting**

The Executive Board, Standing Committees, and Special Committees may vote on a proposal electronically provided that all members of the voting body are provided equal notice and opportunity to vote.

**Article XI – Quorums**

**Section 1:**

A quorum for the transaction of business at any general meeting shall be 20% of the members in good standing.

**Section 2:**

A quorum for the transaction of business by the Executive Board shall be a majority of Board members.

**Section 3:**

A vote passes when 51% of participating members vote in the affirmative.

**Article XII – State Conventions**

FCRW shall be eligible for representation at all state conventions as provided in the state bylaws.

**Article XIII – Parliamentary Authority**

The rules contained in the current edition of Robert’s Rules of Order shall govern the FCRW in all instances where they are applicable and in which they are consistent with these bylaws. The president may appoint a parliamentarian who may or may not be an FCRW member.

**Article XIV – Dissolution of FCRW**

The Flathead County Republican Women (FCRW) may be dissolved at any regular or special meeting of the Club, provided a written notification of the intent to dissolve has been provided to the general members at least thirty (30) days and no more than sixty (60) days preceding the meeting. A 2/3 vote of the general membership is required to dissolve the Club. In the event of dissolution, the Executive Board shall, after payment of all liabilities of the Flathead County Republican Women, distribute any remaining assets to the State Federation (MTFRW) where they will be held in escrow for a period of one (1) year. No funds shall be distributed to any member or officer of the Club. The right to use the name of the dissolved Club, Flathead County Republican Women, shall revert to the national federation (NFRW).