

## **LCARW BYLAWS**

### **ARTICLE I: Name**

The name of this organization shall be the LAKE CONROE AREA REPUBLICAN WOMEN (LCARW). The address shall be P. O. Box 737, Montgomery, Texas 77356.

### **ARTICLE II: Objectives**

- A.** To support and work for the election of the Republican Party's nominees.
- B.** To promote an informed electorate through political education.
- C.** To increase the effectiveness of women in the cause of good government through active political participation.
- D.** To facilitate cooperation among local Republican Women's Clubs.
- E.** To foster loyalty to the Republican Party and to promote its principles and candidates in all elections, including non-partisan elections.
- F.** To spread the message of the Republican Party through educational and charitable projects in the community.

### **ARTICLE III: Policy**

#### **Section 1. Club Membership:**

The Club and its members shall be members of the Texas Federation of Republican Women (TFRW) and the National Federation of Republican Women (NFRW), shall support their objectives and policies, and shall pay per capita dues and the annual service charges to said clubs.

#### **Section 2. Candidate Endorsement:**

- A.** The Club, President and Campaign Activities Chairman 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, or a known candidate of another party in a partisan or non-partisan race where a Republican is in the race.
- B.** No candidate shall use the Club or TFRW logos in any political advertising.
- C.** For contests between Republican Candidates for public office, an Officer of the Club who is a candidate, or whose husband or other family member is a candidate, shall be exempt from this rule, but may not endorse in the name of the Club or TFRW.

#### **Section 3. Working for a Candidate:**

- A.** Individual members of the Club may work for any candidate of their choice in contested Republican Primaries.
- B.** The Club, President and Campaign Activities Chairman shall not work for a candidate in contested Republican Primaries, Runoff Elections, Special Elections, or Non-Partisan Elections when more than one Republican is in the race, or a known candidate of another party in a partisan or non-partisan race where a Republican is in the race.

C. Other than at a regular Club meeting, the Club is allowed to be involved in voter education programs and forums that concern a non-partisan election if the candidate's party affiliation is not announced.

**Section 4. Controversial Issues:**

The Club and its Officers shall not issue statements or pass resolutions on controversial issues in the name of the Club without first obtaining a two-thirds (2/3) written vote of approval of the total membership.

**Section 5. Lobbying:**

There shall be no lobbying with Legislators using the name of the Club or TFRW by any member without the express permission of the Board of Directors of the Club or TFRW.

**Section 6. Candidate Fairness:**

A. After the end of the filing period for any office and ending the day after the final election for that office, it is the policy of the Club and TFRW that all Republican candidates for that office shall be treated fairly and equitably.

B. When one Republican candidate for an office is invited to speak at a Club meeting, then all Republican candidates for that office shall be offered equal presentation time at the same meeting or another meeting before the election.

C. Non-Republican candidates shall not be allowed to address meetings in contested partisan elections.

**Section 7. PAC Committee:**

The Club shall be a Political Action Committee (PAC) and shall be registered as such with the Texas Ethics Commission (TEC).

**Section 8. Fiscal Year:**

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

**ARTICLE IV: Club Membership**

**Section 1. Eligibility:**

A. Any person believing in the philosophy of the Republican Party and wishing to support the objectives of the Club shall be eligible for membership.

B. A Primary Member shall be a registered voter.

C. To be eligible to vote in Club elections, a Primary Member shall have paid her dues at least thirty (30) days prior to the election and shall have attended at least one General Membership Meeting.

D. The Club shall have the right to refuse membership at the discretion of the Executive Board.

**Section 2.** Classification of Membership:

**A. Primary Members:**

A woman who meets the Eligibility requirements shall be eligible for Primary membership upon payment of required dues to the Club. She shall be counted in this Club for the purpose of delegate representation to TFRW and NFRW Conventions. This shall be the only club in which she shall hold office. Her dues and name shall be submitted to the TFRW from this Club only.

**B. Associate Members - Women:**

A woman who meets the Eligibility requirements (Section 1/A) and who is a Primary Member of another Federated club shall be eligible for Associate membership upon payment of required dues to the Club. She shall not hold office, vote, or be counted for the purpose of determining the number of delegates to TFRW or NFRW meetings or Conventions.

**C. Associate Members – Men:**

A man who meets the Eligibility requirements (Section 1/A) shall be eligible for Associate membership upon payment of required dues to the Club. He shall not hold office, vote, or be counted for the purpose of determining the number of delegates to TFRW or NFRW meetings or Conventions.

**D. Young Affiliate Members:**

A teenage woman, age thirteen (13) through seventeen (17), who wishes to be affiliated with this Club shall be eligible for Young Affiliate membership upon payment of required dues to the Club. She shall not hold office, vote, or be counted for the purpose of determining the number of delegates to TFRW or NFRW meetings or Conventions.

**E. Honorary Members:**

An Honorary Member shall have all the privileges of membership except when she is also a Primary Member of another club. She shall pay no dues, and the Club shall pay her per capita dues to TFRW and NFRW , unless she is a Primary Member of another club.

**ARTICLE V: Dues**

**A.** Annual dues shall be set by the membership in the Standing Rules.

**B.** Dues shall be payable on December 31, which shall include LCARW dues, TFRW dues and NFRW dues; and shall be delinquent March 1.

**C.** The Club shall pay the annual service charge required by the TFRW and the NFRW, and shall submit names and addresses of Officers and current Primary Members with said payment.

**D.** The Club shall pay the annual per capita dues for its Primary Members to the TFRW and NFRW.

**ARTICLE VI: Officers and Their Duties:**

**Section 1.** Officers:

The Officers of the Club shall be President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, 3<sup>rd</sup> Vice President, Recording Secretary, Corresponding Secretary and Treasurer.

**Section 2. Qualifications:**

**A.** In order to be elected as an Officer, a nominee shall have been a prior year Primary Member of the Club prior to her nomination in September; shall be current with paid dues; and shall be in good standing with the Club and TFRW.

**B.** Nominees for offices of President and 1<sup>st</sup> Vice President shall have served on the Board of Directors at least one (1) year prior to their nomination in September.

**Section 3. Duties:**

**A.** The President shall have general supervision of the work of the Club; shall preside at all LCARW meetings; shall appoint Chairmen of all Standing and Special Committees, the PAC Treasurer (if separate from the Treasurer), the Parliamentarian, and other positions as needed; and shall serve as an ex-officio member of all committees except the Nominating Committee. She shall approve all Club communications (electronic and otherwise). She shall approve materials distributed, circulated or sold at meetings, with the exception of authorized Republican materials. She shall have such authority only insofar as the Bylaws provide it.

**B.** The 1<sup>st</sup> Vice President shall serve as the Program Chairman and shall coordinate programs presented at General Membership Meetings. She shall perform the duties of the President whenever the President is absent or otherwise unable to serve.

**C.** The 2<sup>nd</sup> Vice President shall serve as the Membership Chairman; shall maintain the membership roster; shall coordinate creation of a membership directory to be distributed to all members; shall encourage renewals and shall distribute the list of volunteers to Committee Chairs. She shall perform the duties of the 1<sup>st</sup> Vice President or President in their absence.

**D.** The 3<sup>rd</sup> Vice President shall serve as the Ways and Means Chairman and shall head fundraising activities. She shall perform the duties of the 2<sup>nd</sup> Vice President, 1<sup>st</sup> Vice President or President in their absence.

**E.** The Recording Secretary shall keep a factual and unbiased record of proceedings of all meetings of the Club and shall have custody of all pertinent records.

**F.** The Corresponding Secretary shall prepare the correspondence of the Club, shall coordinate information about upcoming events with the Communications Chairman, and shall extend expressions of sympathy or congratulations to a member or friend of the Club by card or note. In the event of the death of a member, spouse or child, she may coordinate a gift from the Club at the direction of the President. She shall perform the duties of the Recording Secretary in her absence.

**G. The Treasurer:**

1. Shall receive and be Custodian of all general operating funds and shall pay all bills upon authorization by the President. She shall keep an account of all monies received and disbursed and shall give a report at the Annual Membership Meeting, General Membership Meetings and Board of Director meetings as required by the President.

2. Shall submit her financial records to the Internal Review Committee for an end of year financial review no later than January 31<sup>st</sup> of the following year.

3. Shall oversee that all reports required by the TEC are submitted in a timely manner by the PAC Treasurer.

4. Shall coordinate all changes of authorized Club check signers as needed. Authorized signers of Club checks shall be the Treasurer, PAC Treasurer, President and 1<sup>st</sup> Vice President.

5. Authorized debit card holders shall be the President and Treasurer.

## **ARTICLE VII. Executive Board and Board of Directors and Their Duties**

### **Section 1. Executive Board:**

**A.** Shall consist of the seven (7) officers and the Immediate Past President, who shall serve in an Advisory capacity and shall retain voting privileges.

**B.** Shall fill vacancies that occur between elections by a two-thirds (2 / 3's) vote of members present, with the exception of a vacancy in the Presidency, in which case the 1<sup>st</sup> Vice President shall assume the office of President and the Executive Board shall elect a new 1<sup>st</sup> Vice President as stated herein.

### **Section 2. Board of Directors:**

**A.** Shall consist of the Executive Board, Standing Committee Chairmen and Co-Chairmen, PAC Treasurer, Parliamentarian, and other positions as needed.

**B.** The Parliamentarian shall assist the President in ensuring that proper parliamentary procedures are observed during all Club meetings.

**C.** The PAC Treasurer shall abide by Texas Election Laws and the opinions issued by the TEC, shall be registered with the TEC and shall submit all reports as required by the TEC in a timely manner. She shall submit all records for an Internal Review by January 31<sup>st</sup> of the following year.

### **Section 3. Standing Committees:**

**A.** Standing Committees may include: Americanism, Awards, Bylaws, Campaign Activities, Caring for America, Chaplain, Communications, Community Engagement, Greater Houston Council, Hospitality, Legislative, Literacy, Media Relations, Membership Directory, Merchandise, Newsletter, Photography, Scholarship, Senior Americans, Social Media, Special Events, and Website.

**B.** Chairmen shall be appointed by and serve at the pleasure of the President and shall outline programs for action in their respective fields.

### **Section 4. Duties:**

**A.** The term of service shall be from January 1<sup>st</sup> through December 31<sup>st</sup> following their election or appointment. No officer shall serve in the same position for more than two consecutive terms with the exception of the Treasurer and PAC Treasurer.

**B.** All officers (except the Treasurer and PAC Treasurer), Committee Chairmen, and Committee Co-Chairmen shall deliver all records, files, passwords, social media administrative rights, and properties of the Club to their successor before December 31<sup>st</sup> of the year in which they are retiring from office, or within three (3) days of leaving the position if earlier than December 31<sup>st</sup>, unless otherwise directed by the President or Executive Board. The Treasurer and PAC Treasurer shall deliver all financial material to their successors as soon as the Internal Review is completed.

**C.** Each individual member of the Board shall be entitled to one vote.

**D.** Shall have the power to transact routine and necessary business between meetings, to make recommendations as to the policies of the Club, and to advise the President

**E.** Shall establish a calendar of events as necessary.

**F.** Shall establish a budget, pre-approve purchases exceeding budgeted amounts and submit budget recommendations for the following year at a date designated by the President.

**G.** Shall report to the membership at the Board of Directors and General Membership Meetings as ordered by the President.

**H.** Shall perform such other duties as the President may designate or as her office/position requires.

## **Section 5. Special Committees**

### **A. Composition**

1. Shall include: Budget, Finance, Internal Review and Nominating. Other Special Committees may be appointed by the President as deemed advisable.

2. The Chairmen shall be appointed by the President, who may also appoint committee members as deemed advisable.

3. Shall outline programs in their respective fields

4. Shall be formed for the duration of their service, and they shall not have Board of Directors voting rights.

5. Shall report to the membership at the Board of Directors and General Membership Meetings as ordered by the President.

### **B. Budget Committee:**

Shall consist of the Executive Board and shall be chaired by the Treasurer. Duties include preparing a budget, using input provided by members of the past year Board of Directors. The budget shall be approved by the Board of Directors and the membership.

### **C. Finance Committee:**

Shall consist of the Executive Board and any Past Presidents who are members of the current Board of Directors. Shall be chaired by the Treasurer or the PAC Treasurer. Duties include approving donations to Elected Officials and candidates.

### **D. Internal Review Committee:**

Shall consist of three (3) members of the Board of Directors selected by the President, who shall select the Chairman. The Treasurer shall be present. Duties include conducting an internal review of the books by January 31<sup>st</sup> of the following year and submitting its report to the Executive Board during the first (1<sup>st</sup>) quarter.

### **E. Nominating Committee:**

See Article IX (Nominations and Elections).

## **ARTICLE VIII: Meetings**

### **Section 1. General Membership Meetings:**

**A.** The General Membership Meetings shall be held on the third Thursday of each month unless otherwise ordered by the Board of Directors, which shall give no less than seven (7) days' notice of the change to the membership.

**B.** A minimum of five (5) general meetings per annum shall be held.

### **Section 2. Annual Membership Meeting:**

The Annual Membership Meeting and the Election of Officers shall be held during the October General Meeting.

**Section 3.** Special Meetings of the General Membership:  
Special meetings shall be held at the call of the President or upon the request of twenty-five percent (25%) of the Primary Members, the purpose of the meeting to be stated in the call. No other business shall be considered except that stated in the call.

**Section 4.** Regular Meetings of the Board of Directors:  
Regular Meetings should be held two (2) weeks prior to the General Meeting at such time and place as shall be determined by the President.

**Section 5.** Special Meetings of the Executive Board and/or Board of Directors:  
Special Meetings may be called by the President or upon request of three (3) members of the Executive Board or Board of Directors, the purpose of the meeting to be stated in the call. No other business shall be considered except that stated in the call.

**Section 6.** Quorum for Meetings:

**A.** A quorum for a General Membership Meeting shall be twenty percent (20%) of the Primary Members.

**B.** A quorum for a meeting of the Board of Directors shall be thirty percent (30%) of the voting members of the Board of Directors.

**C.** A quorum for a meeting of the Executive Board shall be four (4) members.

**Section 7.** Voting at Meetings:

**A.** Voting at an in-person meeting of the Executive Board, Board of Directors or General Membership shall be conducted by voice, raising of hands or ballot as determined by the President.

**B.** A vote may be conducted by electronic means between meetings for business that must be handled prior to the next scheduled meeting or in the event that a scheduled meeting is cancelled, provided a quorum has been met. The vote shall be ratified and entered into the minutes at the next Regular Meeting.

**Section 8.** Cancellation of Meetings:

**A.** In the event of inclement weather, disaster or dangerous situation, the President shall have the authority to cancel, postpone or re-schedule a meeting on short notice.

**B.** In the event a scheduled meeting of the Executive Board or of the Board of Directors is cancelled due to circumstances beyond the control of LCARW, the President may hold this meeting by conference call or approved electronic means.

## **ARTICLE IX: Code of Conduct**

**A.** The Club shall expect orderly and respectful conduct by its Members, Officers, Board of Directors, and attendees.

**B.** All Members, Officers and Board of Directors shall abide by the Club's objectives, shall exhibit ethical and responsible behavior, and shall not publicly disparage the Club, TFRW or NFRW.

C. An Officer may be disciplined for infractions such as failure to perform her assigned duties, overstepping or violating the Bylaws, and fraud.

D. In the event of unruly behavior by a Member or an attendee at a Meeting, egregious behavior by a Member injurious to the Club occurring outside of a Meeting, or the need to discipline an Officer, procedures outlined in the NFRW “Conduct & Discipline for Clubs, State Federations” and supplemented by the Parliamentary Authority shall be followed.

## **ARTICLE X: Nominations and Elections**

### **Section 1.** Nominating Committee:

A. A Nominating Committee of not less than five (5) and no more than seven (7) members shall be recommended by the President and approved by the Board at the May Board of Directors Meeting. At least one (1) committee member shall be from the general membership and the remainder from the current Board of Directors.

B. All members shall have been prior year Primary Members and should not be interested in a nomination for any office for the coming year.

C. Shall elect a Chairman from the committee and shall report one (1) nomination for each office to the Board of Directors no later than the August Board of Directors meeting.

D. The Chairman shall report to the membership at the September General Membership Meeting at least 30 days ahead of the Elections.

E. A brief biographical sketch of each nominee shall be included in the September newsletter.

F. The Nominating Committee shall not succeed itself.

### **Section 2.** Elections:

A. Elections shall be held at the October General Membership Meeting.

B. Nominations from the floor shall be allowed, provided prior consent of each of the nominees has been obtained.

C. Where there is one (1) candidate for an office, election shall be by voice vote. Where there is more than one (1) candidate for an office, election shall be by ballot. A plurality vote shall elect.

D. No absentee or proxy voting shall be allowed.

### **Section 3.** Installation of Officers:

Officers shall be installed at the November General Membership Meeting.

## **ARTICLE XI: Conventions and Representation**

### **Section 1.** TFRW Biennial Convention:

A. The Club may be represented at the Convention by one (1) delegate and one (1) alternate for each ten (10) Primary Members and one (1) additional delegate and alternate for a remainder of six (6) to nine (9) Primary Members.

B. Delegates and alternates shall be nominated at a meeting of the Board of Directors and elected at a General Membership Meeting.



**Section 2.** NFRW Biennial Convention:

- A. The Club may be represented at the Convention by one (1) delegate and one (1) alternate.
- B. The delegate and alternate shall be elected at the May Board of Directors meeting.

**ARTICLE XII: Parliamentary Authority**

*Roberts Rules of Order, Newly Revised*, or the latest edition thereof, shall govern all proceedings except where inconsistent with the Bylaws of the Club and those of TFRW and NFRW.

**ARTICLE XIII: Amendments**

**Section 1.** Amendment Approval:

These Bylaws may be amended at any General Membership Meeting of the Club by a two-thirds (2 / 3) vote of the Primary Members present, provided that prior approval of the amendment(s) has been given by the Board of Directors and provided that notice of the proposed amendments has been sent to each member at least seven (7) days prior to the meeting, or provided that notice of the proposed amendments has been submitted in writing at the previous General Membership Meeting.

**Section 2.** Presenting Proposed Amendments:

The Bylaws Committee shall present in a concise and understandable format approved by the President the proposed amendments to the Board of Directors for approval before presenting them to the membership.

**ARTICLE XIV: Dissolution**

This Club may be dissolved by a two-thirds (2 / 3) vote at any meeting of the Club, provided that Notice of Dissolution has been submitted in writing at the previous meeting and has been sent by mail or email to all members of the Club. In the event of dissolution, the Board of Directors shall, after payment of all liability of the Club, distribute any remaining assets to the TFRW. None of the assets shall be distributed to any member or Officer of the Club and the right to use the name of the Club shall revert to the TFRW.

March 26, 2020	LCARW Board of Directors approves Bylaws revision
April 21, 2020	TFRW/VP Bylaws approves revision which includes requirements from TFRW/NFRW
April 23, 2020	LCARW Board of Directors concurs with TFRW/VP Bylaws approval
June 6, 2020	LCARW membership approves Bylaws revision
September 17, 2020	LCARW Board of Directors approves Bylaws amendment
October 1, 2020	LCARW membership approves Bylaws amendment

## LCARW STANDING RULES

Standing Rules are rules which are related to the details of administration and may be amended at any General Membership Meeting without prior notice by a two-thirds (2/3) vote of Primary Members present or with prior notice by a majority vote of Primary Members present. Refer to *Robert's Rules of Order, Newly Revised*, "Standing Rules."

The Standing Rules for the Lake Conroe Area Republican Women shall be as detailed below:

**Membership Dues** shall be:

1. Primary Member: \$ 40
2. Primary Member & Associate spouse \$ 55
3. Associate Member (woman who has Primary membership in another club or man who is not the spouse of a Primary Member) \$ 25
4. Young Affiliate Member \$ 15
5. Honorary Members \$ 0
6. Payable December 31 of each year. New members who join effective November 1 or later shall be considered paid members through the upcoming year.

March 26, 2020	LCARW Board of Directors approves Standing Rules revision
April 21, 2020	TFRW/VP Bylaws approves revision which includes requirements from TFRW/NFRW
April 23, 2020	LCARW Board of Directors concurs with TFRW/VP Bylaws approval
June 6, 2020	LCARW membership approves Standing Rules revision