

# By-laws

## Ohio Federation of Republican Women

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### Article I: Name

The name of this organization shall be the Ohio Federation of Republican Women (OFRW).

### Article II: Objectives

The objective of this organization shall be to:

1. Encourage Republican Women to join and become active in a Federated Club
2. Assist our Clubs so that they can function more effectively
3. Facilitate cooperation among Federated Republican Women's Clubs
4. Provide political education and legislative information
5. Provide a wider knowledge of the principles and policies of the Republican Party
6. Increase the number of registered Republicans
7. Recruit, promote and support qualified Republican Women for political office
8. Give exposure to and work actively for all Republican candidates
9. Lend support to the activities of other Republican organizations

### Article III: Policy

1. In a contested primary no member of the Board of Directors shall use her position to endorse a candidate. If found in violation by the Board of Directors, the member shall be removed from office.
2. No Club, or its President, shall use the name of the Club to endorse any candidate in any contested primary, from the national to the local level. If found in violation by the Board of Directors, revocation of membership may result.
3. If a nominee in a primary election is invited to a club, all Republican nominees for that office shall also be invited. All Republican nominees in a contested primary shall be provided the opportunity for equal exposure.
4. No OFRW, or Club Officer, shall use her position to support a candidate running on any opposition ticket.
5. In all non-partisan elections, Federated Republican Women should support only Republican candidates.
6. Members are encouraged to become active in primaries as individuals.
7. Federated Republican Women should work for the selection of qualified Republicans to appointive local and state offices, boards and commissions.

### Article IV: Membership

Membership shall be only through Clubs affiliated with the OFRW and the National Federation of Republican Women.

1. Each Club shall:
  - a. Be comprised of ten (10) or more Ohio Republican Women
  - b. Submit the NFRW service charge by March 1 of each calendar year and the OFRW/NFRW yearly dues for each member using the form provided by the OFRW treasurer
    - i. All dues are to be sent to the State Treasurer by the Club Treasurer.
    - ii. Submit name, address, phone number and email address of each member with the payment of that member's dues.

- iii. OFRW membership privileges are not available to a member until dues are received by the OFRW.
  - iv. NFRW membership privileges are not available to a member until dues are received by the NFRW.
  - v. A club not meeting these criteria will be considered not in good standing and relinquish its rights and privileges until such time as it complies.
  - c. Allow Local Club Associate Members
    - i. Ohio Republican women who have primary membership in a Federated Local Club are eligible for Associate membership in other Local Clubs upon payment of the required annual dues. Associate members cannot hold office, vote, or be counted for the purpose of determining the number of delegates to National or State Federation meetings or conventions.
    - ii. Ohio Republican men are eligible for Associate Membership upon payment of the required annual dues to the Local Club. Associate members cannot hold office, vote, or be counted for the purpose of determining the number of delegates to National or State Federation meetings or conventions.
    - iii. Associate dues shall remain with the local club and are not paid to the OFRW/NFRW.
  - d. Hold election of officers prior to the last meeting before December 31 as identified by Club Bylaws. Submit office held, name, address, phone number and email address of each Club Officer to the OFRW Treasurer each calendar year prior to January 15.
  - e. Hold at least five (5) meetings per year, in which all attending members have the opportunity to speak and be heard by all other attending members while discussing club issues and business.
  - f. The fiscal year of the OFRW and Local Clubs shall be from January 1 through December 31.
  - g. The word "Republican" shall be included in the title of all Local Clubs. Local Clubs shall not use the word "Federation" in their titles but may use the word "Federated."
  - h. All clubs affiliated with the OFRW shall be known as "clubs" and will be recognized as a subordinate unit under the OFRW and NFRW.
2. New Clubs making application for membership in OFRW/NFRW shall submit the following to the OFRW President:
- a. Submit By-laws to the President and Parliamentarian for approval
  - b. Submit OFRW dues and NFRW dues and service charge with list of members
  - c. Send names and addresses of officers and members
  - d. Be in good standing for at least six months prior to the NFRW Biennial Convention to be eligible for representation. The six month period begins on the date the State President notifies the NFRW President in writing by mail, fax or email that the Local Club's By-laws have been approved at the state level and the Local Club's dues and service charge have been received by the NFRW office. This notification by the State Federation President shall be accompanied by the name of the Club and the name and contact information of the Local Club President.
3. Removal of membership:
- a. Shall occur for failure to pay dues
  - b. May occur for failure to comply with any other provision in these By-laws after a recommendation for removal by a Grievance Committee appointed by the President and approved by two-thirds (2/3) vote of the Board of Directors, provided prior notice of such action is given in writing to the President of the Club involved, at least ten (10) days prior to the meeting where action is to be taken.
4. Reinstatement of a Club that has been removed for any cause shall be by application to, and approval of, the Board of Directors.

5. Upon dissolution, or removal, of a Local Club; all of its assets shall be distributed **ONLY** to the Ohio Federation of Republican Women.
  - a. The Club Treasurer will report all available assets as of the date of the club's dissolution vote or the date of the club's removal by the OFRW.
  - b. These assets shall be received by the OFRW treasurer within sixty (60) days following the aforementioned date, with a letter affirming the club's closure.
6. The right to use the name of a dissolved or removed Local Club shall revert back to the Ohio Federation of Republican Women.
7. The assets in the event of the dissolution of the State Organization shall be distributed **ONLY** to the National Federation of Republican Women, after payment of all costs and expenses of such dissolution.

### **Article V: Dues**

1. All OFRW and NFRW dues shall be paid annually to the OFRW.
  - a. Dues are due and payable on January 1<sup>st</sup> of each year
  - b. Dues not paid by June 1 of each year may place the club's membership in the OFRW and/or NFRW in jeopardy (Clubs with extenuating circumstances must contact the OFRW President, OFRW treasurer and parliamentarian for late payment approval).
2. A person who belongs to more than one OFRW Club shall designate through which Club her OFRW and NFRW dues shall be paid.
3. The amount of these dues may be amended at any fall meeting by a majority vote provided all other provisions of Article XIV are met.

### **Article VI: Nominating Committee**

1. In the spring of odd-numbered years, a Nominating Committee of five (5) members and two (2) alternates shall be determined. All shall be members in good standing.
  - a. One (1) member shall be appointed by the OFRW President,
  - b. One (1) member shall be chosen by the OFRW Executive Committee with a plurality vote,
  - c. Three (3) members plus two (2) alternates shall be elected by the OFRW Board of Directors with a plurality vote.
    - i. Of the top five (5) vote recipients, the highest three (3) shall be the members and the following two (2) shall be the alternates.
    - ii. In case of a tie for alternates, a second plurality vote only among those tied shall be held. Those receiving the most votes shall be the two alternates in order.
2. After the nominating committee is determined, the committee members shall elect the chairman.
3. The committee shall submit at least one candidate for each office to be filled at the Annual meeting in the odd-numbered years.
4. Nominations may be made from the floor following the report of the Nominating Committee, provided the nominee has given written consent to serve. Floor nominations shall meet the same requirements as those set forth by the nominating committee. All required documentation shall be duplicated at the floor nominee's expense for distribution to the voting delegates prior to the election. The printed materials and consent to serve shall be given to the OFRW President, no later than noon on the day prior to the day of the election.

### **Article VII: Officers**

1. The elected officers shall be a President, a First Vice-president, a District Vice-president for each district as determined by the Board of Directors (districts shall be determined by geographical regions and club membership), a Secretary and a Treasurer.

2. The officers shall be elected by ballot by majority vote in the odd-numbered years, for a term of two years. If there is but one nominee for an office, the election may be held by voice. If there is more than one nominee for an office a written vote shall be taken and tallied by the Sergeant of Arms, and observed by the Parliamentarian.
3. No officer shall serve more than two consecutive terms in the same office.
4. The officers shall assume their duties on January 1, following their election at the annual meeting. They shall serve through December 31, two years hence, regardless of when installation takes place. They shall serve until their successors take office.
5. A vacancy in the office of President shall be filled by the First Vice-president. A vacancy in any other office shall be filled by a majority vote of the Board of Directors.
6. Officers must be members of an OFRW Club. They shall be in good standing; with paid dues and in compliance with NFRW & OFRW By-laws.

### **Article VIII: Officers' Duties**

1. The President shall:
  - a. Preside at all meetings of the OFRW, the Board of Directors and Executive Committee
  - b. Employ an Executive Secretary and administer the OFRW office
  - c. Appoint Standing Committee Chairmen and Co-chairmen
  - d. Appoint other Committee and Special Committee Chairmen and Co-chairmen
  - e. Be an ex-officio member of all Committees, except the Nominating Committee
  - f. Appoint a parliamentarian
  - g. Co-sign checks with the Treasurer
  - h. Arrange for a review of the financial books in January of each calendar year. If any irregularities are found, a full audit may be ordered.
  - i. Prior to December 1 of each calendar year, submit a request for budget appropriations to cover expenses of the President to be reimbursed during the upcoming year. This is to be for transportation, parking, registrations and lodging expenses incurred in attending events on behalf of, or held by, the OFRW.
2. The First Vice-president shall:
  - a. Preside in the absence of the President
  - b. Perform other duties as directed by the President, Board of Directors or Executive Committee
3. The District Vice-president shall:
  - a. Have general supervision of the activities in the districts they serve
  - b. Act as a liaison with the Board of Directors
  - c. Cooperate with other Republican leaders in their district to promote the betterment of the Clubs
  - d. Perform the duties as directed by the President, Board of Directors or Executive Committee in addition to:
    - i. Visit each club at least once in each calendar year and send report of visit to OFRW President.
    - ii. Hold at least one personal phone conversation with each club president in each Quarter.
    - iii. Hold district wide training at least annually (report to President regarding subject and attendance).
    - iv. Ensure all clubs receive information timely. (I.e., communicating information from OFRW and NFRW).
    - v. Attend Lincoln Day Dinners and major county events within district (strongly encouraged).
    - vi. Work closely with the membership chair to develop new clubs in counties not currently served.
    - vii. Report at the OFRW Spring & Fall Conferences.

- viii. Make personal acquaintances with all County GOP Chairmen and communicate with them at least semi-annually.
4. The Secretary shall:
  - a. Keep the minutes of all meetings of the OFRW, Board of Directors and Executive Committee
  - b. Perform other duties as directed by the President, Board of Directors or Executive Committee
5. The Treasurer shall:
  - a. Act as controller
  - b. Advise the Board of Directors and Executive Committee as to the status of the budget and finances. The Treasurer shall compose a budget for the upcoming calendar year to be comprised of requests from the Board of Directors, and presented for approval prior to December 31 at the final board of directors meeting of each calendar year. This budget may be amended by the incoming Board of Directors after the new calendar year has begun.
  - c. Co-sign checks with the President.
  - d. Perform other duties as directed by the President, Board of Directors or Executive Committee.
6. All officers shall present all books and records to their successors within ten (10) days after successor assumes office.

## **Article IX: Meetings**

1. Meetings of the OFRW shall be held in the spring and fall.
  - a. All other OFRW area/district/regional meetings, other than statewide, shall be held in the Spring.
  - b. The fall meeting shall be the annual meeting.
2. The voting body at the fall meeting shall consist of:
  - a. Members of the Board of Directors
  - b. Club delegates will be based upon membership numbers 45 days prior to the vote, determined as follows:
    - i. Club Presidents,
    - ii. One for membership up to 15,
    - iii. One for each additional 15 members or a major fraction thereof, and
    - iv. Each Club is entitled to an alternate for each elected delegate, including the Club President.
    - v. An alternate may vote only in the absence of the delegate or the President.
3. Although eligible in more than one capacity, a member shall be entitled to only one vote.
4. Forty (40) delegates representing Clubs from not less than ten (10) counties shall constitute a quorum. There shall be no voting by proxy.
5. Special meetings may be called by the Board of Directors with at least fifteen (15) days written notice.
6. Each delegate and alternate shall be a member of an OFRW Club.
7. All resolutions to be acted upon at the Fall meeting shall be submitted to the Parliamentarian one month prior to the meeting and approved by the Board of Directors before it is submitted to the general membership delegates. Between Fall meetings, the Board of Directors may adopt resolutions.

## **Article X: Board of Directors**

1. The OFRW Board of Directors voting members shall consist of: the OFRW Elected Officers; OFRW Standing and Committee Chairs; OFRW Standing and Committee Co-chairs; presidents of all member clubs in good standing and the immediate OFRW Past-president. The OFRW Parliamentarian shall be a non-voting member.

2. Meetings shall be held at the call of the President or by written request of at least 2/3 of the number of Board members in good standing.
3. Fifteen (15) members shall constitute a quorum.
4. The Board of Directors shall:
  - a. Manage the affairs of the OFRW between meetings,
  - b. Adopt a budget at the first meeting of each year,
  - c. Make recommendations to the general membership,
  - d. Fill vacancies in the elected offices,
  - e. Elect a Nominating Committee of five (5) members and two (2) alternates in the spring of the odd-numbered years,
  - f. Elect delegates at-large, and their alternates, to the NFRW convention in accordance with the NFRW bylaws. Delegates must be members in good standing for at least six months. (Refer to NFRW By-Laws for definition of six month period.) Names of club delegates and at-large delegates shall be submitted for certification to the OFRW President. If more members apply to be at-large delegates than are allocated to the OFRW, the Board of Directors shall vote to select which will serve as OFRW at-large delegates. This vote may be taken electronically, or by telephone conference call; to be certified by the Treasurer and the President,
  - g. Determine counties to be assigned to the districts, and
  - h. Establish criteria for the selection of women to be named Honorary Vice-presidents. Women so named shall have no position of authority in the Federation.
5. All members of the Board of Directors shall be members of an OFRW Club.
6. A vote may be conducted between meetings by mail, phone, fax or e-mail and ratified at the next OFRW Board of Directors meeting.

#### **Article XI: Executive Committee**

1. The voting members of the Executive Committee shall consist of the OFRW elected officers, the OFRW immediate Past-president, the OFRW Standing Committee Chairmen and OFRW Standing Committee Co-chairmen. The Parliamentarian shall be a non-voting member.
2. The Committee shall meet at the call of the President or by written request of at least five (5) members.
3. Ten (10) members shall constitute a quorum.
4. After approval of new club bylaws by OFRW President and OFRW Parliamentarian, the OFRW Executive Committee shall approve acceptance of the new club prior to submission of its application to the NFRW for chartering.
5. The Executive Committee shall manage the affairs of the OFRW between meetings of the Board of Directors, and
6. Perform other duties as assigned by the Board of Directors.
7. A vote may be conducted between meetings by mail, phone, fax or e-mail and ratified at the next OFRW Executive Committee meeting.

#### **Article XII: Committees**

1. The Standing Committees shall be By-laws, Campaign, Finance, Membership, Political Education, and Program.
2. Other Committees shall be appointed as necessary to fulfill the purpose of the Standing Committee.
3. Special Committees may be appointed for specific purposes.
4. All Chairmen and Co-chairmen shall be members of an OFRW Club.
5. All Chairmen and Co-chairmen shall present all books and records to their successors within ten (10) days after successor assumes office.

### **Article XIII: Parliamentary Authority**

Robert's Rules of Order Newly Revised shall apply on all questions of procedure not specified in these By-laws or the NFRW By-laws.

### **Article XIV: Amendments**

1. These By-laws may be amended at the annual meeting by any of the following methods:
  - a. A two-thirds (2/3) vote, provided a copy of the amendments has been mailed to each Club and the Board of Directors at least thirty (30) days prior to the annual meeting.
  - b. By a four-fifths (4/5) vote, provided copies of the proposed amendments have been distributed prior to the session at which the vote is to be taken.
  - c. By a seven-eighths (7/8) vote, if the amendment has not been previously distributed.
2. Changes in these By-laws necessitated by amendments to the NFRW By-laws shall be effected by the Executive Committee.

### **ARTICLE XV: Indemnification**

1. The OFRW shall indemnify every OFRW director or officer, or former OFRW director or officer, her heirs, executors, administrators and assigns against expenses, including attorney's fees, reasonably incurred by her in connection with the defense of reason of her being or having been an OFRW director or officer, except in relation to matters as to which she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty.
2. In the event of a settlement, indemnification shall be provided in connection with such matters covered by the settlements to which the OFRW is advised by counsel that the woman to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled under any bylaw, agreement or resolution of the OFRW Board of Directors or otherwise.
3. Insurance coverage equivalent to a Business Owner's Policy shall be in place to cover the liability of the corporation and its officers, and shall include coverage equivalent to bonding for the elected officials.

**Amended: October 21, 2017 as accepted by the General Membership at its Annual Meeting.**

#### **Review Committee:**

Chair Rita Hollenbacher, Parliamentarian  
First Vice-president Janet Kushlan  
Leadership Chair Jeanne Bolton  
Treasurer Mary Beth Kemmer  
President Lyn Bliss, ex-officio