

*Bylaws of the Pennsylvania Federation of Republican Women*

**PENNSYLVANIA FEDERATION OF REPUBLICAN WOMEN**

**BY-LAWS**

**ARTICLE I - NAME AND MISSION, Section 1; ARTICLE III – MEMBERSHIP, Section 3; ARTICLE V - OFFICERS, REGIONAL DIRECTORS AND BOARD MEMBERS, Section 1; ARTICLE VI - DUTIES OF OFFICERS, Sections 1 and 5; ARTICLE VII - BOARD OF DIRECTORS, Sections 4 and 5; ARTICLE XIII – RESCINDING OF A BYLAW; ARTICLE XV – ACTION BY WRITTEN CONSENT**

**Amended September 10, 2016 92<sup>nd</sup> Biennial Meeting**

**ARTICLE I - NAME AND MISSION**

1. The name of this **corporation** shall be the "Pennsylvania Federation of Republican Women".
2. The object of the Pennsylvania Federation is to strengthen the Republican Party, to advance women in political knowledge and political activity, and to promote honest government and unselfish patriotism.

**ARTICLE II - PURPOSE**

1. To act as a clearing house for Republican Women's activities and to provide a center for political education, legislative information and practical, political activity.
2. To increase the number of women registered in the Republican Party and unite their efforts along Party lines.
3. To secure and maintain equal representation of women and men on National, State and County Committees of the Republican Party.
4. To encourage qualified Republican women to run for public office and to support their candidacies.
5. To support and work for the election of the Republican nominated candidates in the General election, and to encourage the Republican voter as an individual to support and work for the election of Republican candidates in the Primary election.

**ARTICLE III - MEMBERSHIP**

- Section 1. Registered Republican women voters of Pennsylvania shall be eligible for voting membership.

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Section 2. There shall be two classes of membership in the Pennsylvania Federation:

a. Class 1. Local Council Membership:

A local Council/Club shall consist of ten or more women who form a permanent organization, adopt bylaws conforming to those of the Pennsylvania Federation, provide for annual dues and service charges and hold a minimum of four (4) meetings a year. Approval of a new Council is upon submission of its credentials by the Regional Director of the area to the Board of Directors and upon acceptance by a majority of the Board.

b. Class 2. Sustaining Members:

Individual registered Republican women and men may join the Pennsylvania Federation as non-voting Sustaining Members.

Section 3. Federated Councils

**A Federated Council may be formed in a county or geographic area by a group of Councils for the purpose of unified activities to further the Purpose and Objectives of the Pennsylvania Federation.**

Section 4. Removal from Membership and Reinstatement:

A Council/Club may be removed from membership in the Pennsylvania Federation for the following reasons: failure to pay annual dues; failure to support the Party ticket in the General election; endorsement of a candidate in a Primary election, although an individual member may support and work for a Republican candidate of her choice, in addition, in the event of an unopposed Primary a Council/Club may support a candidate prior to and including the Primary election. A Council/Club may also be removed from membership in the Pennsylvania Federation for efforts within the organization counter to the purpose of the Pennsylvania Federation as stated in its Bylaws. A Council, upon dissolution, should report same to their Director and send its unencumbered funds to the Pennsylvania Federation. The name of the dissolved Council may not be used thereafter unless the Council is accepted at a later date for reinstatement.

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Section 5. Procedure for Reinstatement:

A Council which has been removed from membership may be reinstated by filing an application with the Board of Directors to be acted upon at their next meeting with a majority affirmative vote for reinstatement.

Section 6. National Federation of Republican Women Affiliation:

A local Council/Club may join the National Federation of Republican Women upon application to and approval by the National Federation of Republican Women. The annual membership fee per Council/Club and the annual dues per member enrolled are payable January 1 - December 31, except their Biennial Convention year when the membership charges are payable ninety (90) days prior to the Biennial Convention.

**ARTICLE IV - DUES**

Section 1. Local Councils Dues:

Dues are due and payable at the beginning of each fiscal year starting January 1. A Council/Club shall pay its annual dues per member to the Pennsylvania Federation no later than March 31 before the Biennial meeting in order to secure its voting rights with the exception of a Council/Club that has become affiliated after the March 31 deadline and before the Call to Convention. Newly affiliated Council/Clubs falling within the prescribed time limits will have voting privileges. (All members of record by the CALL TO CONVENTION WILL BE COUNTED FOR THE PURPOSE OF SECURING THE NUMBER OF DELEGATES). Failure of a Council/Club to pay its annual dues by December 31 automatically suspends the Council/Club from the Pennsylvania Federation.

Section 2. Sustaining Member:

A Sustaining member shall pay annual dues determined by the Board of Directors in the Standing Rules and send same to the Administrative Assistant prior to May 1 to entitle the member to general mailings of the Pennsylvania Federation and non-voting participation in conferences and the convention of the Pennsylvania Federation. Non-payment of the dues by December 31 automatically drops the member as a Sustaining Member.

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**ARTICLE V - OFFICERS, REGIONAL DIRECTORS AND BOARD MEMBERS**

Section 1. Titles, Election and Term of Office:

a. The elected officers of the Pennsylvania Federation shall be: a President, no more than four Vice-Presidents, a Recording Secretary, a Corresponding Secretary, Treasurer, and an Assistant Treasurer. No one shall be elected as a President or Vice-President unless she has completed at least two years as a Board member in either an elected or appointed position. **The offices of Recording Secretary, Corresponding Secretary, Treasurer and Assistant Treasurer may come from the general membership.**

b. The President, Vice-President (s), Recording Secretary, Corresponding Secretary, Treasurer, and Assistant Treasurer shall be elected at the Biennial Meeting of the Federation for a term of TWO YEARS with a one term limit with the exception of the Treasurer and Assistant Treasurer who may serve two consecutive terms. Elections to take place in the even numbered years.

c. The Board shall consist of no more than thirty (30) elected Regional Directors. Beginning in 2014 one-half of the Regional Directors shall be elected at the Biennial Meeting for a four (4) year term. At the next Biennial Meeting the other half shall be elected for a four (4) year term and so on.

d. The Officers and Regional Directors shall be elected by printed ballot at the Biennial Meeting and their terms of office shall begin January 1 following their election. In the event there is only one nominee for an office to be filled, the election may be by voice vote.

Section 2. Designation of President, Regional Director Emerita and Honorary Board Member

a. President Emerita:

After the end of her term, the President shall automatically be designated a President Emerita and have all Board privileges including voting, plus automatic membership in the Long Range Planning Committee.

b. Honorary Board Member:

The title of Honorary Board Member may be conferred for life by recommendation and approval of the Board of Directors by ballot at the Biennial Meeting, on a retiring, or retired, Board Member who for years has served with

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exceptional leadership and meritorious service to the ideals and purpose of the Pennsylvania Federation on the state level. She shall have all Board privileges including voting.

c. Regional Director Emerita: A Director who has served ten consecutive years with loyalty and leadership on the PA Federation Board may be elected for life as a Regional Director Emerita at the Federation's Biennial Meeting with all Board privileges including voting.

Section 3. Ex-Officio Members of the Board:

a. The Pennsylvania National Committeewoman and the Pennsylvania State Committee Chair, or Vice-Chair, whichever is a woman, shall be ex-officio members of the Pennsylvania Board by virtue of their office with all privileges of the Board, except voting.

b. A local Council member serving as a Chair of a Pennsylvania Federation Standing Committee shall be a voting member of the Pennsylvania Federation of Republican Women Board of Directors with all privileges of the Board.

Section 4. Vacancies:

A vacancy in an office, or Board of Directors, may be filled until the next Biennial Meeting by a majority ballot vote of the Board of Directors from a slate submitted by the Nominating Committee. In the event there is only one nominee for the vacancy, the election may be made by voice vote.

**ARTICLE VI - DUTIES OF OFFICERS**

Section 1. President:

**The President shall be the chief executive officer and official representative of the Corporation; shall be charged with the general and active management and direction of the activities of the Corporation; and shall see that all orders and resolutions of the board of directors are effectuated.**

**B. The President of the Corporation shall serve as chairman of the board of directors and shall preside at meetings, including meetings of the board of directors; shall appoint members of all committees, except as herein otherwise provided; shall chair the executive committee; shall have general superintendence and direction of all other officers and staff of the Corporation and shall see that their duties are properly performed; shall perform such other duties as the board of directors may direct. C. the President shall submit an annual report to the board of directors.**

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**D. the President shall be an ex-officio member of all committees with the exception of the nominating committee; shall have the general powers and duties of a chief executive officer of a Corporation; shall have the power to sign contracts as authorized by the board; and shall perform such duties as properly required of her by the board of directors. E. the President shall make board appointments as necessary to conduct the business of PFRW.**

Section 2. 1st Vice-President:

The first (1st) Vice-President shall assist the President and assume the duties of the President in her absence. If the President is unable to complete her term, the 1st Vice-President shall complete her term. The 1<sup>st</sup> Vice President, at the call of the President, may be called upon to assist with duties relative to Republican State Committee. The 1<sup>st</sup> Vice President will also be a member of the Convention Committee.

2nd, 3rd, 4th Vice Presidents:

These Vice-Presidents shall be assigned such responsibilities and assignments by the President as needed that should also include a role in the Convention and Regional Conference Committees as the Chair, or a member, and one of the Vice Presidents should serve as a member of the Finance Committee.

Section 3. Recording Secretary:

The Recording Secretary shall record the minutes of all meetings of the Executive Committee, Board of Directors and the Biennial Meeting. She shall prepare a permanent record of all PFRW meetings and the Biennial Conventions in a timely manner and transmit same to headquarters within at least 30 days following the meeting of record. These records are to be maintained at the state office.

Section 4. Corresponding Secretary:

The Corresponding Secretary shall be responsible for handling all correspondence relative to the meetings of the Board and the Biennial convention.

Section 5. Treasurer:

The Treasurer shall be the custodian of the funds of the Pennsylvania Federation of Republican Women. The Treasurer shall **receive** all dues,

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assessments **and** receipts from PFRW Headquarters and deposit same in a depository approved by the Board of Directors. **All original documents pertaining to the financial operation of the corporation must be retained at PFRW Headquarters.** Money to be invested by the Treasurer must be authorized by the Board of Directors. All accounts shall be kept in accordance with sound accounting practices. The Treasurer shall submit comparative financial statements of actual vs. budgeted items at the meeting of the Executive Committee and Board of Directors. At the Biennial Meeting of the Pennsylvania Federation of Republican Women, the Treasurer shall present a comprehensive balance sheet and profit and loss statement depicting the financial condition of the State Federation. The Treasurer, with the President, shall sign all checks, and pay all bills authorized by the budget. Bills not authorized by the budget must be approved by the Board of Directors.

**The Treasurer and Assistant Treasurer each shall have access to all financial information of the corporation including but not limited to online banking, bank statements and other financial records.**

The accounts of the Treasurer shall be submitted for a **comprehensive financial review performed by a CPA** annually. **All records pertaining to the financial operation of the organization shall be sent to PFRW Headquarters by the Treasurer in preparation for the comprehensive financial review by January 30<sup>th</sup> of each year.** The method of review shall be determined by the Board. The completed review will be reported to the Board in the first quarter of the new fiscal year for adoption. The Treasurer shall serve as a member of the Finance Committee **and Personnel Committee to assist the Chair of the respective Committees.**

Budget: The President, with the Treasurer, shall prepare an annual budget for the Pennsylvania Federation by January 1 of each year and shall submit this annual budget to the PA Federation Finance Committee, which shall approve or modify said budget. The budget, as approved or modified by the Finance Committee shall then be presented to the Board of Directors at the first Federation meeting after the start of the calendar year. It shall be the responsibility of the Finance Committee to raise the necessary funds to meet the budget.

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Section 6. Assistant Treasurer:

The Assistant Treasurer shall assist the Treasurer, assume the responsibilities of the Treasurer in her absence, and serve as a member of the Finance Committee.

**ARTICLE VII - BOARD OF DIRECTORS**

Section 1. Membership:

The Officers, the elected thirty (30) Regional Directors, Presidents Emerita, Directors Emerita and Chairs of Standing Committees shall constitute the Board of Directors.

Section 2. Regular Meetings:

Regular meetings of the Board of Directors shall be held at least four (4) times during the calendar year, the place and date to be fixed by the President with a minimum of thirty (30) days prior notice. *(This change does not mean that more meetings can be held in order to complete the business of the organization)*

Section 3. Special Meetings:

Special meetings of the Board of Directors may be called by the President or by a written request of fifteen (15) members of the Board with a minimum of at least fifteen 15 days prior.

Section 4. Authority:

The Board of Directors shall have the authority over the affairs of the PA Federation during the interim between the Biennial Meetings as to:

- a. The financial expenditures.
- b. The annual Budget and such unbudgeted expenditures in excess of **two hundred and fifty dollars (\$250.00)**

Section 5. Executive Committee:

The Executive Committee shall consist of the Officers of the Pennsylvania Federation and the Immediate **Past President**, and have the power of the Board of Directors between meetings of the Board. Actions of the Executive Committee shall be reported to the Board of Directors for ratification at its next meeting.



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Section 6. Administrative Assistant

The Board of Directors may engage an Administrative Assistant who, under the direction of the President shall perform the clerical duties specified by the Board. The terms of employment and salary range shall be determined by the Board.

Section 7. Quorums:

Fifteen (15) members of the Board of Directors shall constitute a quorum.

Section 8. Biennial Report of the Board of Directors:

The President shall make the biennial report for the Board of Directors at the Biennial Meeting.

**ARTICLE VIII - MEETINGS**

Section 1. Biennial Meeting

A Biennial Meeting shall be held in the fall of even numbered years beginning in 2012 for the for the purpose of electing officers, Board members and transacting such other business as shall come before the Meeting at a time and place fixed by the Board of Directors. A notice of the Biennial Meeting with its agenda of the business to be considered shall be sent to each Council/Club at least sixty (60) days before the Meeting.

Section 2. Special Meetings:

A Special Meeting of the Pennsylvania Federation may be called by a petition signed by two-thirds (2/3) of the Member Councils or by a two-thirds (2/3) vote of the Board of Directors. The time and place of the Meeting shall be fixed by the President with a notice sent at least thirty (30) days prior to the Meeting.

Section 3. Delegates:

A local Council in good standing shall be entitled to one (1) Delegate and an Alternate Delegate for a Membership of ten (10) and one (1) additional Delegate and Alternate for every additional twenty-five (25) members.

Section 4. Voting Privileges:

The Biennial Meeting of the Pennsylvania Federation shall be open to all members and guests of the local Councils and Sustaining members good standing, but the privilege of making motions and voting shall be limited to the following:

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Officers, President Emerita, Regional Directors and Regional Directors Emerita, Honorary Board Members, Chairs of the following Standing Committees: Bylaws, finance, Legislative/Congressional, Membership, Nominating, Political Activities, Public Relations and Long Range Planning; Local Council/Club Delegates or Alternates. A voting member shall have but one (1) vote.

Section 5. Quorum:

Fifty (50) voting members at the Biennial Meeting of the Pennsylvania Federation shall constitute a Quorum.

**ARTICLE IX – STANDING AND SPECIAL COMMITTEES**

Section 1. The PFRW Standing Committees shall be the following: Nominating Committee, Finance, Membership, Political Activities, Legislative/Congressional Committee, Public Relations, Bylaws and Long Range Planning Committee. The Standing Committee Chairs shall have a vote on the Board of Directors. The Standing Committee members shall have a voice but no vote.

a. Election of the Nominating Committee:

The Board of Directors shall elect a Nominating Committee. This election shall be held at the first meeting of the New Year and a notice of same shall be included in the Call of the Board Meeting. The Nominating Committee shall consist of five (5) members who are cognizant of the responsibilities required by the elective offices to be filled and the leadership of the Pennsylvania Federation to fulfill those requirements. Two on the Committee shall be members of the Board and three shall be members from local Councils, and five alternates elected in like categories. The President shall call for a written ballot and appoint three tellers to tally the ballots. The Board member receiving the highest number of votes shall serve as Chair and the succeeding elected members shall be called in the voting order: first member, second member, etc. In like manner alternates shall be called first alternate, first alternate-at-large, etc., and assigned to the corresponding position on the Nominating Committee. In the event of a tie, balloting shall continue until the tie is broken.

b. Nominating Committee:

The Nominating Committee shall present the slate of nominees with their qualifications for the offices to be filled at the Biennial Meeting to the Board of Directors at the summer meeting. The Nominees for Office should be included in the Call to the Biennial Meeting or conveyed to the Board of Directors and local

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Council/Clubs at least of 15 days preceding the Biennial Meeting. The Chair of the Nominating Committee shall present the slate at the Biennial Meeting following which additional nominations of candidates, who have given written consent to serve if nominated, may be made from the floor.

c. Finance Committee:

It is the responsibility of the Finance Committee to approve or modify the annual Budget as submitted by the President and the Treasurer. Said budget shall then be presented to the Board of Directors of the PA Federation for its approval at the first Federation meeting after the start of the calendar year. It shall be the responsibility of the Finance Committee to raise the necessary funds to meet the budget. They shall be responsible for all financial activities to augment the income of the Pennsylvania Federation such as council pledges and other supporting financial activities such as fund raising. Any expenses not included in the Budget must be approved by a two-thirds vote of the Board upon a recommendation by the Finance Committee. Money to be invested by the Treasurer must be authorized by the Board of Directors. The Chair of this Committee will be appointed by the President. The Treasurer, Assistant Treasurer and a Vice President selected by the President shall be members of this Committee.

d. Membership Committee:

The Membership Committee is responsible to promote membership in PFRW. The Membership Committee is responsible to increase and sustain membership in this organization by encouraging and assisting local councils through regular contact and programs that highlight the benefits of membership and promote the Purpose of the PA Federation of Republican Women.

e. Political Activities Committee:

The Political Activities Committee shall be responsible for encouraging qualified Republican women to run for public office, increasing the number of women registered in the Republican Party and maintaining an equal representation of women and men on the National, State and County Committees of the Republican Party. The President, in consultation with the Chair of the Political Activities Committee, shall appoint a Campaign Chair each year to strengthen the effectiveness of the Councils and their members in the general elections.

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f. Legislative/Congressional Committee:

The Legislative/Congressional Committee shall study the contemplated, or pending, state and national legislation and mail periodic bulletins to the Board of Directors, Councils and Sustaining Members to inform them of the issues of importance and the reasons for those which the Pennsylvania Federation of Republican Women publicly approves or disapproves.

g. Public Relations Committee:

The Public Relations Committee shall be responsible for sending publicity of the Pennsylvania Federation directly to the news outlets and/or through the local Council/Clubs that reflects the actions and purpose of the Pennsylvania Federation.

- 1) Public Statements: No public expression in the name of the Pennsylvania Federation of Republican Women shall come from an individual member or a Council/Club unless the public expression has been passed by a two-thirds (2/3) vote of the Board of Directors or by a two-thirds vote of the Executive Committee between Board Meetings, or by a majority vote of the membership at the Biennial Meeting. The public statement will then be promptly reported to the Council/Club.
- 2) Public Statement: A public statement regarding a legislative issue after a two-thirds vote of the Board of Directors should be promptly reported to the local Councils/Clubs

h. Bylaws Committee:

The Bylaws Committee is responsible for Bylaws and Standing Rules that update and permit the continuing growth and efficient management of the Pennsylvania Federation. The Bylaws Committee and the Parliamentarian are responsible that adopted business in the meetings of the Board of Directors conforms to the Bylaws and Standing Rules.

i. Long-Range Planning Committee:

The Long-Range Planning Committee shall be responsible for planning the future growth that supports the Mission and Purpose of the Pennsylvania Council. Its members shall be all President Emerita and the current President and four (4)

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Vice Presidents. The President may appoint two representatives from the general membership. The immediate President Emerita shall be the Chair.

- Section 2. PFRW Special Committees shall be appointed by the PFRW President as deemed necessary to accomplish the work of PFRW. PFRW Special Committee Chair, Vice Chair and members shall have a voice but no vote at PFRW Board meetings unless they derive their vote from another office. The Convention and Resolution Committee are included in Special Committees.

### **ARTICLE X -AMENDMENT OF BYLAWS AND RESOLUTION**

- Section 1. These Bylaws may be amended at the Biennial or a Special Meeting of the Pennsylvania Federation by a two-thirds vote provided the amendment proposed by a local Council/Club or the Board of Directors has been received by the Bylaws Committee for review and then sent to each Council/Club at least thirty (30) days prior to the Biennial or Special Meeting.

- Section 2. A Resolution may be submitted to the Resolution Committee to be presented by the Resolution Committee Chair for adoption by a majority vote at the Biennial Meeting provided that the proposed Resolution is presented to the Resolution Committee in writing prior to the Biennial Meeting.

### **ARTICLE XI -FISCAL YEAR**

The fiscal year of the Pennsylvania Federation shall be from January 1st through December 31st.

### **ARTICLE XII -PARLIAMENTARY AUTHORITY**

The rules contained in "Roberts Rules of Order", Newly Revised, shall be the parliamentary authority for all matters not specifically covered in these Bylaws and the Standing Rules of the Pennsylvania Council.

### **ARTICLE XIII – RESCINDING OF A BYLAW**

**Where action required to fulfill the responsibilities of governance of the affairs of the corporation must be undertaken by the voting body at the Biennial Meeting, regular Board Meeting, or properly called Special Meeting, any by-law or Standing Rule may be rescinded by a two-thirds (2/3) vote of the members present and voting in order to allow for a vote on such action(s).**

**ARTICLE XIV – PROXY VOTING AT BOARD AND SPECIAL** Many times there are extenuating circumstances when it is impossible for a Regional Director to attend a Board meeting. In such a case the extenuating circumstance must be approved by the Executive

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Committee prior to the meeting. This proxy is to be carried by a member in the same Region as the Director and that person may carry only one proxy. This would apply to a regular or special meeting. This proxy privilege cannot be used more than two times during the current calendar year.

**ARTICLE XV – ACTION BY WRITTEN CONSENT**

**Any action which may be taken at a Regular Meeting or Special Meeting of the Board of Directors, if necessary to the continued lawful operation of the Federation, or to address an emergency situation (defined as a natural or man-made threat to safety/security of persons or property) may be taken without a meeting, if signed written consent setting forth the action to be taken shall be signed by “a majority of votes cast, providing a quorum has been established.”**

**Such consents may be by email, fax, or USPS or overnight delivery and filed with the Recording Secretary of the Federation then in office.**

**ARTICLE XVI - NON-PROFIT CORPORATION LAW**

Pursuant to the provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "Non-profit Corporation Law", approved the 5th day of May, A.D. 1933, and supplements thereto, the charter of "The Pennsylvania Council of Republican Women" was approved on November 1, 1943, by Order of the Court of Common Pleas of Dauphin County.

**ARTICLE XVII - DISSOLUTION**

In the event of dissolution of this organization by a majority vote of the Pennsylvania Federation of Republican Women present at a Biennial or Special Meeting, all of its assets, which remain after payment of all PFRW liabilities, costs and expenses of such dissolution shall be distributed to the National Federation of Republican Women. None of the assets shall be distributed to any member or officer of PFRW.

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Voting Body of said corporation at the 92<sup>nd</sup> Biennial Convention September 10, 2016.



Toni M. Gilhooley, Bylaws Chair,  
Committee: Nora Blair, Esq., Victoria Collins, Marilyn Dowling  
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