



# The Ohio Federation of Republican Women Bylaws

## 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 using the published Republican Party Platform book
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. The President and Campaign Activities Chairman of the State Federation or any local Club shall not publicly endorse any candidate for public office in any primary, runoff, special, or non-partisan race where two or more known Republicans are in the race. No endorsement or evidence of support by any Member shall be issued using the NFRW affiliation, logo, or stationery without the approval of the NFRW or the OFRW. An Officer of the organization who is a candidate or whose spouse or family member is a candidate shall be exempt from this rule; however, they may not do so in the name of the organization or by utilizing the logo or stationery of the NFRW, the OFRW or the local Club. 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 no later than 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 Bylaws 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 Bylaws 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.

## **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 of each year
  - B. Dues not paid by March 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 dues may be amended at any Annual Meeting by a majority vote provided all other provisions of Article XV 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 one (1) 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 Second 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 or until their successors are elected. 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.
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 Bylaws.

## **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 Cochairmen
  - D. Appoint other Committee and Special Committee Chairmen and Cochairmen
  - 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 Second Vice President shall:
  - A. Preside in the absence of the President and the First Vice President.
  - B. Perform duties as directed by the President, Board of Directors or Executive Committee.
  - C. Shall serve as the Membership Chairman.
  - D. Shall act as liaison between OFRW Clubs, the NFRW Membership Chairman, and OFRW District Vice Presidents in the recruitment and retention strategies.
4. 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 or a District Conference, along with the District Vice Presidents, annually and report to the President.
  - 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 Chairman to develop new Clubs in counties not currently served.
  - vii. Report at the OFRW Annual Meeting. Report during year as requested by the President or her designee.
  - viii. Make personal acquaintances with all County GOP Chairmen within her district and communicate with them at least semi-annually.
5. 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
6. 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.
  - E. All OFRW expense forms that are accompanied with receipts will be sent to the OFRW President for approval, who will then send them to the Treasurer for payment.
7. All officers shall present all books, records and financial instruments to their successors within ten (10) days after successor assumes office.

## **Article IX: Meetings**

1. An annual meeting shall be held by OFRW in the fall. All other OFRW area/district/regional meetings, other than statewide, shall be held in the spring.
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. In the event a properly called meeting has to be cancelled due to circumstances beyond the control of the OFRW, then it shall be acceptable to hold said meeting by conference call, Skype, or other approved electronic means with seven days' notice being given to the members. This section does not apply to a meeting required by these bylaws that has not already been called.
6. Special meetings may be called by the Board of Directors with at least fifteen (15) days written notice.
7. Each Delegate and Alternate shall be a Member of an OFRW Club.
8. All resolutions to be acted upon at the Annual 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 Annual 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 Chairmen; OFRW Standing and Committee Cochairmen; Presidents of all member Clubs in good standing and the Immediate OFRW Past President. The OFRW Parliamentarian shall be a Non-voting Member.
2. OFRW Board of Directors will have a minimum of two (2) Board Meetings yearly. 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. These meetings may be held by conference call or electronic media. Minutes of all meetings will be recorded by the Secretary.
3. In the event a properly called meeting has to be cancelled due to circumstances beyond the control of the OFRW, then it shall be acceptable to hold said Board meeting by conference call, Skype, or other approved electronic means with seven days' notice being given to the Board members. This section does not apply to a meeting required by these bylaws that has not already been called.
4. Fifteen (15) members shall constitute a quorum.
5. 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 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 Bylaws 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,
  - F. Determine counties to be assigned to the Districts, and
  - G. 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.
6. All members of the Board of Directors shall be members of an OFRW Club.
7. A vote may be conducted between meetings by mail, phone, fax or e-mail with minutes 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 Cochairmen. 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. In the event a properly called meeting has to be cancelled due to circumstances beyond the control of the OFRW, then it shall be acceptable to hold said Executive Committee meeting by conference call, Skype, or other approved electronic means with seven days' notice being given to the Executive Committee members. This section does not apply to a meeting required by these bylaws that has not already been called.
5. 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.
6. The Executive Committee shall manage the affairs of the OFRW between meetings of the Board of Directors, and
7. Perform other duties as assigned by the Board of Directors.
8. 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 Bylaws, 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 Cochairmen shall be members of an OFRW Club.
5. All Chairmen and Cochairmen shall present all books and records to their successors within ten (10) days after successor assumes office.

## **Article XIII: Removal From and Reinstatement to Membership**

1. Clubs. A local Club may be removed by two-thirds (2/3) vote of the OFRW Executive Committee for any of the following reasons:
  - A. Cause: Cause for such removal shall include with limitation, Dereliction of duties or malfeasance, the failure or refusal to support the policies and objectives of the OFRW, as stated in its Bylaws or any act of omission intended to cause or having the effect of causing damage to the OFRW or its reputation or financial stability.
  - B. Bylaws which are in material conflict with the OFRW or NFRW Bylaws.
  - C. Non-payment of dues for the full membership and current service charges.
  - D. Failure to support the Republican Party, advocating a split ticket, supports a candidate on an opposition ticket or actions which are in conflict with OFRW and NFRW Bylaws.
  - E. Failure to maintain the membership requirements and qualifications as set forth in OFRW Bylaws.
  - F. Upon dissolution or removal of a Local Club all assets shall be distributed only to the OFRW.
    - i. 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.
    - ii. 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.
    - iii. The right to use the name of a dissolved or removed local club shall revert back to the OFRW.
2. Individuals. An individual Member may be removed from membership by a Two-thirds (2/3) vote of the Club's Executive Committee, for any of the following reasons:
  - A. Cause: Remove for cause, at the sole discretion of the Club's Executive Committee, from membership or any OFRW Office or position of any kind by two-thirds (2/3) vote, any OFRW Member, Officer, or any Member of the OFRW Board of Directors.

- Cause for such removal shall include, with limitation, dereliction of duties or malfeasance of office, the failure or refusal to support the policies and objectives of the OFRW, as stated in its Bylaws, or any act or omission intended to cause or having the effect of causing damage to the OFRW or its reputation or financial stability. Without limiting the generality of the foregoing, the initiation of litigation or any other adversary proceeding against the OFRW or in which the OFRW is named defendant or respondent shall constitute cause for removal, and the OFRW shall be entitled to recover from such Member, Officer or appointee, its attorney's fees and other costs and expenses relating to any such litigation or proceeding if the OFRW shall substantially prevail therein.
- B. Non-payment of dues for the full membership.
  - C. Failure to support the Republican Party, advocating a split ticket, supporting a candidate on an opposition ticket or actions which are in conflict with the OFRW and NFRW Bylaws.
  - D. Be in violation of any of their Officer duties.
3. Reinstatement of a Club.
- A. Clubs must meet eligibility requirements set forth in OFRW Bylaws.
  - B. Submit written application for reinstatement to the OFRW Executive Committee.
4. Reinstatement of an Individual.
- A. Submit a letter of consideration for reinstatement to the OFRW Executive Committee.
  - B. Demonstrate a willingness to comply with OFRW and NFRW Bylaws.
  - C. Acknowledge and respect the OFRW missions and goals.

#### **Article XIV: Dissolution of the OFRW**

1. The OFRW may be dissolved by a two-thirds (2/3) vote of the general membership at an annual meeting, provided a copy of the proposal has been mailed or sent electronically to each Club and to each member of the Board of Directors at least thirty (30) days prior to the annual meeting.
2. The OFRW Treasurer will report all available assets as of the date of the dissolution vote to the National Federation of Republican Women.
3. These assets shall be forwarded to the National Federation of Republican Women within sixty (60) days following the aforementioned date, with a letter affirming the OFRW's closure.
4. The right to use the OFRW name shall revert back to the National Federation of Republican Women.

#### **Article XV: Parliamentary Authority**

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

## **Article XVI: Amendments**

1. These Bylaws may be amended at the annual meeting by a two-thirds (2/3) vote, provided a copy of the amendments has been mailed or sent electronically to each Club and the Board of Directors at least thirty (30) days prior to the annual meeting.
2. Changes in these Bylaws necessitated by amendments to the NFRW Bylaws shall be effected by the Executive Committee.

## **ARTICLE XVII: 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.

### **Most Recently Amended:**

**October 30, 2021 as accepted by the General Membership at its Annual Meeting.**

President: Mary Beth Kemmer

Parliamentarian: Lyn Bliss