

BYLAWS
Maryland Federation of Republican Women, Inc.
Founded June 10, 1921
Incorporated September 10, 1999

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ARTICLE I – NAME

The name of this Corporation shall be the Maryland Federation of Republican Women, Inc. (MFRW).

ARTICLE II – PURPOSES

The purposes of the Corporation shall be to:

- A. Increase the effectiveness of women in the cause of good government;
- B. Disseminate information to all local clubs;
- C. Inform the public through political education and activity;
- D. Foster loyalty to the Republican Party at all levels of government;
- E. Promote the principles of the Republican Party;
- F. Work for Republican candidates in all elections, including non-partisan elections;
- G. Support the objectives and policies of the Republican National Committee; and
- H. Perform any lawful activity not inconsistent with the foregoing.

ARTICLE III – MEMBERSHIP

Section 1 -- Member in Good Standing:

- A. An individual member in good standing is one whose current dues are paid in an MFRW local club and who supports Article II of these Bylaws and all MFRW policies.
- B. A club in good standing is one whose current dues and service charge have been paid to the MFRW and to the National Federation of Republican Women (NFRW).

Section 2 – Eligibility

- A. Full Membership in the MFRW shall be extended to individual registered Republican women who join a local MFRW club.

- B. Republican women who have a full membership in a MFRW local club are eligible for Associate Membership in other local clubs upon payment of the required annual club dues. Dues for Associate Members do not include charges for MFRW or NFRW membership as those charges have already been paid with the dues to their primary 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.
- C. Republican men are eligible for Associate Membership upon payment of the required annual dues to the local club. They cannot hold office, have a voice or vote or be counted for the purpose of determining the number of delegates to national or state federation meetings or conventions.

Section 3 -- Requirements for local clubs

- A. MFRW and each of its local clubs, including Virtual/E-Clubs which meet through utilizing technology, may be admitted to and continued in NFRW membership if their bylaws are not in conflict with the NFRW or MFRW Bylaws and the purposes of those organizations.
- B. Neither MFRW nor any of its local clubs, including Virtual/E-Clubs which meet through utilizing technology, nor an individual member that advocates a split party ticket or supports a candidate running on an opposition ticket, shall be admitted to or continued in membership.
- C. Dues and service charges must be paid in accordance with MFRW and NFRW deadlines.
- D. Only members with full membership in a local club, including a Virtual/E-Club which meets through utilizing technology, and who are in good standing, are eligible to be delegates or alternates to a MFRW or NFRW Meeting or Convention and shall be counted from only one local club for the purpose of representation.
- E. The word “Republican” shall be included in the title of all local clubs, including Virtual/E-Clubs which meet through utilizing technology. Local clubs, including Virtual/E-Clubs which meet through utilizing technology, shall not use the word “Federation” in their titles, but may use the word “Federated.”
- F. A voting member shall have but one (1) vote, even though she may be entitled to vote in either of several capacities. She may not give her right to vote in one capacity to another member in order to circumvent the “one person, one vote” rule.
- G. Election of officers in all local clubs, including Virtual/E-Clubs which meet through utilizing technology, must occur so that the new officers take office at the beginning of the fiscal year, January 1.

Section 4 -- Local Club Application Requirements

- A. There shall be no limit to the number of local clubs that may be organized within an area. Local clubs shall consist of ten or more Republican women who form a permanent organization, adopt bylaws in compliance with the MFRW and NFRW bylaws, pay MFRW and NFRW dues and service charges and hold at least five (5) meetings within a twelve (12) month period if unusual circumstances prohibit more frequent meetings.

- B. An application for membership in MFRW and NFRW, together with a copy of the club's bylaws, the names and addresses of its members, along with the first year's annual dues and service charges, shall be sent to the Chairman of the MFRW Region who shall present the application to the MFRW Executive Committee for action. Upon approval by a majority vote of the Executive Committee, the MFRW Treasurer/Assistant Treasurer will forward the appropriate dues and fees to NFRW.
- C. A local club shall be in good standing of the NFRW and MFRW for at least six (6) months prior to be eligible for representation at convention. The six (6) month period begins on the date the MFRW 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.

Section 5 -- Removal and Reinstatement of a Local Club to MFRW Membership:

- A. A two-thirds vote of the MFRW Executive Committee is required for removal of any federated local club from membership, after the local club has received notification of the reason(s) in writing, and efforts have been exhausted to repair the infringement.
- B. A local club may be removed from membership for any of the following reasons after the club has received notification of the reason(s) in writing and efforts have been exhausted to repair the infringement:
 - 1. Bylaws which are in material conflict with the MFRW or NFRW Bylaws
 - 2. Non-payment of dues for the total membership and the current service charge
 - 3. Failure to support the Republican Party ticket, advocating a split ticket, supporting a candidate on an opposition ticket or actions which are in conflict with MFRW and/or NFRW Bylaws
 - 4. Failure to comply with MFRW and/or NFRW membership rules
 - 5. Affiliation with a political organization which is not officially recognized as working in concert with the MFRW, NFRW and the Republican National Committee.
 - 6. Failure of a club as an entity to remain neutral during a Primary election, including social media posts and comments, press, and any statements made under the title of the club.
 - 7. Any act or omission intended to cause or have the effect of causing damage to the MFRW or its reputation.
- C. Upon dissolution or removal of any local club, for any reason, all of its assets, records, charter and all other material objects belonging to the club shall be sent to MFRW. None of the assets shall be distributed to any individual officer or member of the club.
- D. All funds of the club will be deposited in an escrow account by MFRW. If at the end of three (3) years the club has not been reinstated, the funds will become part of MFRW's general fund and all other records will be given to the MFRW historian who will determine their disposition.
- E. The right to the use of the name of a dissolved club will revert to MFRW.
- F. A local club may be reinstated by filing an application with payment of dues for at least ten (10) members, the NFRW service charge and upon approval of two-thirds (2/3) vote of the MFRW Executive Committee.

ARTICLE IV – MFRW OFFICERS AND THEIR DUTIES

Section 1 – Officers

Elected officers of the MFRW shall be President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Corresponding Secretary, Recording Secretary, Treasurer, and Assistant Treasurer.

Section 2 – Eligibility

- A. Elected and appointed MFRW Officers, Regional Chairmen and Vice Chairmen, and members of Standing and Special committees shall be local federated club members in good standing.
- B. Only one MFRW Vice President shall serve from any Region during the same term of office.
- C. A candidate shall run for only one office in an election.
- D. No elected Officer shall serve for more than two (2) consecutive terms in the same office.

Section 3 -- Term

The MFRW Officers shall be elected at the MFRW Convention in the odd numbered years. The term will be for two (2) years beginning January 1 following their election through December 31 of the second year, regardless of the date of installation. They serve until their successors are elected.

Section 4 – Duties of the MFRW President

- A. The President shall be the chief executive officer 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 MFRW shall serve as Chairman of the Board of Directors and shall preside at meetings, including meetings of the Board of Directors; shall appoint a Sergeant-at-Arms, a Parliamentarian, a General Counsel, an Historian, and members of all committees, except as herein otherwise provided; shall chair the Executive Committee; shall have general supervision and direction of all other Officers and shall see that their duties are properly performed; may sign MFRW checks; and 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.
- D. The President shall represent MFRW on the NFRW Board of Directors by attending meetings, making necessary reports and participating in NFRW activities. She shall also lead the MFRW delegation at the NFRW Conventions.
- E. The President shall represent MFRW on the Executive Committee of the Maryland Republican Party. She shall attend meetings, make reports of MFRW activities, and act as a liaison between MFRW and the Maryland Republican Party.

- F. 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 of Directors; and perform such duties as properly required of her by the Board of Directors.

Section 5 – Duties of the MFRW Vice Presidents

The Vice Presidents, in their order, shall perform the duties of the President in her absence or inability to perform her duties; and they shall perform such other duties as may be assigned to them by the MFRW President. The First Vice President shall be a member of the Finance Committee.

Section 6 -- Duties of the MFRW Recording Secretary

The Recording Secretary shall:

- A. Record and report quorums for all MFRW Executive Committee meetings, Board of Directors meetings, and conventions.
- B. Record the minutes of all meetings of the MFRW Executive Committee, the Board of Directors, and conventions.
- C. Prepare and maintain a permanent record book of all Minutes, and other documents.
- D. Perform such other duties as may be assigned by the MFRW President.

Section 7 – Duties of the MFRW Corresponding Secretary

The Corresponding Secretary shall:

- A. Send notices for all meetings.
- B. Conduct correspondence as may be requested by the President or Board of Directors.
- C. Compile a Directory annually for distribution to all members of the Board of Directors.
- D. Notify new clubs of their admission to membership.
- E. Work with Recording Secretary to certify all voting members and proxies at Board of Director and convention meetings.
- F. Perform such other duties as may be assigned by the MFRW President.

Section 8 – Duties of the MFRW Treasurer

The Treasurer shall:

- A. Have custody of the corporate funds; keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation; deposit all MFRW funds upon receipt from Assistant Treasurer, and other chairman who receive income for events (e.g. Bay Club, Legacy Fund) and deposit them in the name of Maryland Federation of Republican Women in a bank(s) account(s) as may be designated by the Executive Committee.
- B. Disburse funds of the Corporation according to the budget approved by the MFRW Board of Directors, taking proper vouchers for such disbursements.
- C. Keep accurate records, receipts and vouchers of all income and disbursements. These records will be open to inspection by the Board of Directors.

- D. Prepare treasurer's reports of all transactions for the Executive Committee, Board of Directors, and conventions.
- E. Be bonded. MFRW will pay the premium for the bonding of the Treasurer for the faithful discharge of her duties.
- F. Serve as a member of the Finance Committee.
- G. At the end of her term, pass all MFRW books, papers and records of whatever kind, in her possession, to the succeeding Treasurer.
- H. Perform such other duties as may be assigned by the MFRW president.

Section 9 -- Duties of the MFRW Assistant Treasurer

The Assistant Treasurer shall:

- A. Receive all MFRW dues, service charges and funds.
- B. Keep the membership statistics for MFRW.
- C. Record and report membership information to MFRW and NFRW
- D. Record and transfer all funds to MFRW Treasurer, for deposit.
- E. Serve as a member of the Finance Committee.
- F. Perform other duties as assigned.

Section 10 – MFRW Officers' and Committees' Records

All Officers, Regional Chairmen, Regional Vice Chairmen and Committee Chairmen shall deliver all MFRW records, files and properties to their respective successors at the end of their terms, and at least within one month after retiring from office unless otherwise directed by the President or Executive Committee.

ARTICLE V – MFRW REGIONS

Section 1 – Organization of affiliated clubs

MFRW affiliated clubs shall be organized as follows:

- A. Statewide Virtual Club
- B. Local clubs organized into six (6) regions:
 - 1. Eastern Shore
 - 2. Montgomery County Federation
 - 3. Northern
 - 4. Central
 - 5. Southern
 - 6. Western

Section 2 – Assignment of Clubs to Regions

The MFRW Executive Committee, in consultation with the regional chairmen and affected clubs, and with approval of the Board of Directors, shall assign each local club to one of the six (6) regions.

Section 3 -- Regional Chairman and Vice Chairman

Each of the six (6) regions shall have a regional chairman and up to two (2) vice chairmen, not to exceed two (2), as necessary to conduct the business of the region.

Section 4 -- Election of Regional Officers

- A. At the annual regional conference prior to the convention held in odd numbered years, a nominating committee, composed of one member from each club in the region, shall be elected by the region to select a slate for chairman and vice chairman of that region.
- B. Election of Regional Chairman and Vice Chairmen of each region shall occur at a regional meeting or caucus prior to the MFRW Convention.
- C. Members in good standing of clubs in the region shall be eligible for consideration.

Section 5 -- Term of Office

The term of office for Regional Chairmen and Regional Vice Chairmen shall be two years beginning January 1 following their election.

Section 6 -- Installation

All Regional Chairmen and Regional Vice Chairmen shall be installed at the annual Convention in odd-numbered years.

Section 7 -- Regional Responsibilities

- A. Regional Chairmen shall act as a conduit of communication and information between the Executive Committee, the Board of Directors and the region she represents. She shall attend all Executive Committee and Board of Directors meetings and shall be counted as a member of each respective quorum.
- B. Regional Chairmen shall call one or more annual conferences of the region at a suitable place within the region. These conferences shall be with the cooperation of the regional vice chair(s) and the local club presidents. The Regional Chairman shall notify the MFRW Executive Committee of the date of such conferences.
- C. A Regional Vice Chairman shall perform the duties of the Regional Chairman in her absence or inability to perform her duties and perform such other duties as shall be assigned to her by the Regional Chairman or the MFRW Executive Committee. She shall serve on the Board of Directors and will be counted as a member of the quorum for the meetings. She shall attend meetings of the Executive Committee in the absence of the Regional Chairman, shall vote for the region in the absence of the Regional Chairman, and shall be counted as a member of the quorum when substituting for the Regional Chairman.
- D. The annual regional conference in odd-numbered calendar years shall be convened prior to the MFRW Spring Board of Directors meeting. At that meeting one member shall be elected to serve on the MFRW Nominating Committee. Each Regional Chairman will present her region's selection at the Spring MFRW Board Meeting.

ARTICLE VI -- MFRW BOARD OF DIRECTORS

Section 1 -- Members of the Board of Directors

- A. The voting body of the MFRW Board of Directors shall be the elected officers, the regional chairmen, the regional vice chairmen, the president of each club, all standing committee chairmen, and all former MFRW presidents who are regular members in good standing of a MFRW club.
- B. The non-voting members of the MFRW Board of Directors shall be Chairmen of Special Committees, the Parliamentarian, the General Counsel, and the Sergeant-at-Arms.
- C. Any club president who is unable to attend an MFRW Board of Directors meeting may name a proxy to represent her club at the meeting. The proxy named must be a full member in good standing of the Club she is representing. An official proxy form will be sent to each club president with the official call to all BOD meetings. The proxy must be signed by the club president. (In the event of the president's incapacity, a vice president of the Club may sign the proxy.) The issued proxy must be presented to the MFRW recording secretary and validated before the proxy may vote. Each proxy is valid for only one BOD meeting. Subsequently, if the club president finds that she will be able to attend the BOD meeting, the proxy will be voided, and the club president will be allowed to vote.

Section 2 -- Duties of the Board of Directors

The Board of Directors shall:

- A. Consider for approval the program of action as presented by the MFRW President.
- B. Select the sites for the MFRW Conventions from recommendations presented by the MFRW Executive Committee.
- C. Vote on all MFRW policies and procedures recommended by the MFRW Executive Committee.
- D. Adopt the MFRW annual budget and is responsible for all operations involving financial obligations on the part of MFRW, provided that no debt or liability shall be incurred in excess of the regular income of the MFRW.
- E. Fill any vacancy in an elective office and confirm interim appointments made by Executive Committee under Article VII, Section 2(C), at its next meeting following the vacancy, or at a special meeting called by the President. Notice of such vacancy shall be sent with the Call for the BOD meeting, or if the vacancy occurs after the Call is issued, by letter, fax or email.
- F. Adopt rules for the transaction of its business provided they do not conflict with these bylaws or standard parliamentary procedure.

Section 3 -- Meetings of the Board of Directors

- A. Regular meetings of the MFRW Board of Directors shall be held twice a year, once in the Spring and once in the Fall, prior to the state convention.
- B. Special meetings may also be held at the call of the President or upon written request of seven (7) members of the Board, provided the purpose of the meeting is stated in the Call. No other business may be transacted at that time. At least ten (10) days' notice of the time and place of the meeting shall be given.

- C. At least thirty (30) days' notice of meetings shall be given to each member of the Board, except for special or emergency meetings for which a timely notice shall be required.
- D. One-third of the voting members of the Board shall constitute a quorum.
- E. In the event a properly called Board meeting has to be cancelled due to circumstances beyond the control of the MFRW, then it shall be acceptable to hold said Board meeting by conference call, Skype or approved electronic means, with seven (7) days' notice being given to the members of the Board of Directors. This section does not apply to a meeting required by these Bylaws that has not already been called.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1 -- Members

The Executive Committee is composed of the MFRW elected officers, the MFRW regional chairmen, and any past MFRW presidents willing and able to serve who are regular members in good standing of an MFRW club.

Section 2 -- Duties

- A. It shall be responsible for the transaction of MFRW business between meetings of the MFRW Board of Directors, provided that the Executive Committee shall not make any new policies or change existing policy established by the MFRW at its BOD or Convention meetings
- B. It has the right to make expenditures on behalf of MFRW as long as those expenditures are provided for in the Annual MFRW Budget.
- C. It shall confirm the MFRW president's recommendations for chairmen of standing and special committees.

Section 3 -- Meetings

- A. It shall meet monthly or at the Call of the President. It shall make a complete report of its activities at each regular meeting of the MFRW Board of Directors Meeting.
- B. Special meetings of the Executive Committee may be called by the president or upon written request of a majority of members of the Executive Committee. At least seven (7) days' notice shall be required for special meetings.
- C. Regular meetings may be dispensed with, for cause, upon a majority vote of the Executive Committee.
- D. A majority of the Executive Committee shall constitute a quorum.
- E. A vote of the Executive Committee may be conducted between meetings by mail, phone, fax, email, or other electronic means and ratified at the next Executive Committee meeting. Responses from a majority of Executive Committee members will constitute a quorum with a majority of votes in the affirmative passing a motion (the same requirements as for a regular meeting).

ARTICLE VIII – COMMITTEES

Section 1 -- Standing Committees

The MFRW Standing Committees shall be Bylaws, Communications, Finance, Fundraising, Legislative, Membership, Political Activities, and Program.

- A. The Finance Committee along with the MFRW First Vice President, the Treasurer and Assistant Treasurer, shall prepare a budget for the upcoming year to be presented at the Fall Board of Directors Meeting, preceding the Annual convention.
- B. The Bylaws Committee shall be authorized to initiate amendments to the bylaws in order to conform to the NFRW Bylaws; to eliminate existing inconsistencies; to clarify the text or improve the form. All proposed amendments shall be submitted in writing to the Chairman of the Bylaws Committee sixty (60) days prior to BOD meetings and conventions.

Section 2 -- Special Committees

MFRW Special Committees, including the Resolutions Committee, shall be appointed by the president, as deemed necessary to accomplish the work of the organization. The Chairmen of Special Committees shall have a voice but no vote at Board of Directors meetings.

Section 3 -- Duties

Programs of action (guidelines) for each standing committee and special committee shall be prepared by the Executive Committee and shall be available to each committee chairman for guidance.

ARTICLE IX – NOMINATIONS

Section 1

- A. A Nominating Committee consisting of one member elected from each region will be presented at the MFRW Spring Board of Directors meeting in the odd-numbered calendar years.
- B. Any member of the Nominating Committee wishing to be considered for election shall be immediately and automatically removed from the Nominating Committee and replaced by another MFRW member from her region.
- C. No two members may serve from the same Region.

Section 2

- A. It shall be the duty of the Nominating Committee to nominate one candidate for each office.
- B. No two Vice Presidents may be from the same region.
- C. No person may run for more than one office simultaneously but submissions under Section 3(c) of this article may express an interest in more than one office.
- D. Each candidate must be contacted and be willing to serve.

Section 3

- A. Within 14 days following the MFRW Spring Board of Directors meeting in the odd-numbered years, a call for letters of interest shall be posted on the MFRW website and distributed to members via the MFRW email list.
- B. The announcement shall include the offices to be filled, the Bylaws sections that delineate the duties of each office, and the email address and deadline for submission.

- C. Those interested in serving as an elected officer of the MFRW shall electronically submit their letter of interest to the MFRW Corresponding Secretary within 30 days of the website posting and email announcement.
- D. After the submission deadline and at least 14 days prior to the meeting of the Nominating Committee at which letters of interest will be reviewed, the MFRW Corresponding Secretary will forward submissions to all members of the Nominating Committee.
- E. In the absence of interest for a particular office, the Nominating Committee may reach out to individuals who did not submit a letter of interest.
- F. The Nominating Committee shall interview all who expressed interest in an office.

Section 4

Nominees shall be members in good standing within the MFRW.

Section 5

- A. The Nominating Committee shall submit the slate of names, together with the affiliated clubs they represent, to the MFRW President to include with the mailing of the Call for the state convention.
- B. The Nominating Committee shall submit a list of all submissions sorted by office to the Recording Secretary for inclusion in the minutes.

ARTICLE X – ELECTIONS

Section 1

Nominations, with the consent of the nominee, may be made from the floor at the Biennial Convention.

Section 2

The election of MFRW officers shall be by ballot unless there is only one candidate for each office, in which case it may be by voice vote. A majority vote will elect.

Section 3

The election of Regional Chairmen and Vice Chairmen will be by ballot unless there is only one candidate for each office, in which case it may be by voice vote. A majority vote will elect.

ARTICLE XI – DUES AND SERVICE CHARGES

Section 1

Per capita dues and service charges shall be assessed by MFRW sufficient to cover remittance due and payable to NFRW. Changes in the MFRW annual dues shall be by recommendation of the Board of Directors and majority vote of the delegates at an annual state convention.

Section 2

Dues are payable to the MFRW Assistant Treasurer beginning January 1 of each year. Membership expires each year on December 31. Renewal of membership must be received by the NFRW by March 1 of the following year for the member to remain in good standing. Payments must be received according to the deadlines set by MFRW and NFRW, if a local club and members wish to be represented at meetings and conventions. See Article III, Section 4(C).

Section 3

The MFRW fiscal year shall be from January 1 through December 31.

ARTICLE XII – CONVENTIONS

Section 1

The annual state convention of the MFRW shall be held in the Fall, the date and time determined by the Executive Committee for approval by the Board of Directors.

Section 2

The purposes of the Convention will be stated in the Call, which must be sent by the President to all clubs thirty (30) days prior to the meeting, i.e., election of officers, receiving required reports; transaction of other business.

Section 3

- A. A local club and its members must be in good standing to be eligible for representation at the state convention.
- B. The voting members of the MFRW state convention are the MFRW Board of Directors, credentialed delegates and former MFRW Presidents who are regular members in good standing of a MFRW club.
- C. Delegates are elected by each club in proportion to its membership, as certified by the MFRW Treasurer as on June 30th of the year of the Convention.
- D. Each club is allowed one (1) delegate for each five (5) members.
- E. Official MFRW credentials forms must be sent to the Recording Secretary at least one week before the convention.
- F. Fifty (50) voting members (Board of Directors, credentialed delegates, and former MFRW Presidents who are regular members in good standing of a MFRW club) shall constitute a quorum.

Section 4

The annual state convention shall be open to all members of the MFRW and visitors, but only accredited delegates shall be entitled to a voice and a vote. Each delegate is entitled to one vote.

ARTICLE XIII -- PARLIAMENTARY PROCEDURE

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the MFRW in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XIV -- AMENDMENTS

These bylaws may be amended by a two-thirds vote at an annual state convention, provided the amendment has been proposed by the Bylaws Committee or an MFRW local club, and was submitted in accordance with Article VIII, Section 1(B). Proposed amendments will be included with the call for the state convention.

ARTICLE XV – INDEMNIFICATION

The MFRW shall indemnify to the fullest extent authorized or permitted by the State of Maryland, any person made, or threatened to be made a party to an action, suit or proceeding by reason of the fact that said person is or was an officer, employee or member acting in good faith on behalf of MFRW.

ARTICLE XVI – DISSOLUTION

In the event of the dissolution of this organization by a majority vote of the Board of Directors, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the National Federation of Republican Women (NFRW). None of the assets shall be distributed to any member or officer of this organization.

PREVIOUSLY
Amended 12 Nov 2022
Amended 14 Nov 2020