

**SOUTH DAKOTA
FEDERATION
OF
REPUBLICAN
WOMEN**

**BYLAWS
REVISED 2008**

SOUTH DAKOTA FEDERATION OF REBPULICAN WOMEN

BYLAWS

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SOUTH DAKOTA FEDERATION OF REPUBLICAN WOMEN

BYLAWS ARTICLE I NAME

The name of this organization shall be South Dakota Federation of Republican Women.

ARTICLE II OBJECTIVES

- A. To promote an informed public through political education and activity;
- B. To increase the effectiveness of women in the cause of good government;
- C. To facilitate cooperation between the National and our State Federation of Republican Women and the Republican Women's clubs;
- D. To foster loyalty to the Republican Party and to promote its principles and candidates in all elections, including non-partisan elections;
- E. To support the objectives and policies of the Republican National Committee;
- F. To work for the election of the Republican Party nominees;
- G. To act as a centralized resource and coordinated voice for the SDFRW.

ARTICLE III MEMBERSHIP

Preface to Section 1: An individual active member in good standing is one whose current dues are paid in NFRW and SDFRW affiliated clubs. A club in good standing is one whose current dues and service charge are paid.

Section 1. Eligibility

- A. Clubs become a member in the National Federation only through membership in the State Federation.
- B. Club membership in the South Dakota Federation of Republican Women is voluntary and shall be extended to all Republican Women's Clubs who are in sympathy with its objectives.
 - 1. Membership in this classification does not preclude an individual from privileges of regular membership if she is also a member in good standing of a club.
 - 2. Club Associate Members. Associate membership in a club, upon a vote of the club, may be open to Republican men upon payment of required annual dues. They may attend meetings, but they do not have a voice or a vote; they cannot be on a committee, hold office, or be counted for the purpose of deterring the number of delegates to National or State Federation meetings or conventions. As associate members, they do not become members of the State of National Federation.

Section 2. Qualifications

- A. A State Federation or a club may be admitted to and continued in membership if the State bylaws are in harmony with the National bylaws and its objectives. Neither the State Federation nor a club shall be admitted to, nor continued membership that advocates a split party ticket or supports a candidate running on an opposition ticket.**
- B. The word “Republican” shall be included in the title of State and clubs.**
- C. The word “Federation” shall not be used in the title of clubs.**
- D. Club membership into the State Federation shall be open to any club consisting of ten or more women who form an organization, adopt bylaws, pay annual dues and the service charge and hold at least five meetings within a twelve-month period. The latter shall apply only to clubs where unusual circumstances prohibit more frequent meetings.**
- E. Club officers shall assume duties January 1 and shall serve until their successor has been duly elected.**
- F. A member shall be counted from one club only for the purpose of delegate representation to a State or National Federation meeting or convention. She may not serve as a delegate or alternate from any other club.**
- G. Only an active, voting member of a club is eligible to be a delegate or alternate to a State or National meeting or convention.**
- H. Clubs shall not affiliate with any political organization that is not officially recognized as part of the NFRW and the Republican National Committee. This applies to clubs as entities and not to individual members.**

Section 3. Application for New Clubs

- A. Application for membership of clubs to the SDFRW shall be sent to the SDFRW President on blanks furnished for that purpose. Certification of membership will be forwarded as soon as the Executive Committee has approved for the application and payment of dues and service charge is received. This provision will be enforced.**
 - 1. Acceptance shall be by majority vote of those present at the Executive Committee Meeting or by majority voted of mailed ballots received by a given date.**
- B. A copy of the club bylaws, membership dues, service charges, and a list of names of the clubs and membership in accordance with the instructions and format given to the State Federation Treasurer and Membership Coordinator.**
 - 1. The State President shall forward the bylaws immediately to the Bylaws Committee to see that they conform to National and State Bylaws.**
- C. A club must be in good standing for at least six months prior to the NFRW Biennial Convention to be eligible for representation. The six-month period will begin on the date the State President notifies the National President that the club’s bylaws have been approved by the Executive Committee. This notification shall be immediate.**

Section 4. Removal from and Reinstatement to Membership

- A. A club may be removed from membership in SDFRW if it appears that it no longer meets the qualifications for membership according to Section 2 of these bylaws.**
- B. If it appears to a member of the Executive Committee of SDFRW that a club NO LONGER qualifies, it shall be the duty of the State President to call a meeting of the Executive Committee meeting, of the following.**

1. The reasons why the club may be removed
 2. The date, time, and place of the Executive Committee meeting.
 3. The opportunity of an officer of the club to appear and state why the club should not be removed.
 4. That a two-thirds vote of the members of the Executive Committee who are present (minimum is a quorum) is required for removal
 5. If the Executive Committee Meeting is called only for the purpose of deciding whether or not a club should be removed, this fact shall be communicated to the club in question
 6. It shall be the duty of an officer of the club to notify the State.
 7. If an officer of the club fails to notify the State President of her intention to appear, then it shall not be necessary for the meeting to be held
 8. Notification that an officer will appear must be made at least seven (7) days prior to the scheduled meeting
 9. If a meeting is not held, it may at the option of the State President be set over a regularly scheduled meeting of the Executive Committee in writing
 10. Upon dissolution or removal of a club, the assets shall be distributed to SDFRW.
- C. None of the assets shall be distributed to any member or officer of the organization. The ASSETS shall be held by SDFRW in trust for a period of two (2) years. If the club is reinstated within two (2) years, the ASSETS shall be returned.
- D. The right to the use of the name of a dissolved or removed club shall revert to SDFRW.
- E. A club removed for any cause may be reinstated by filing an application with the Executive Committee of SDFRW. A two-thirds vote of the Executive Committee is required for reinstatement.
- F. A club desiring reinstatement shall pay dues and the current service charge or may apply for a new charter by meeting the qualifications of a new club.

Section 5. Merging of Clubs (Voted and passed at 2008 Convention)

If two or more clubs wish to merge, it should be at the request of the majority of the respective clubs' membership or at the request of the majority of the respective clubs executive boards.

- A. The name of the merged club, copy of its bylaws, its membership dues, service charges, and list of the names of the membership should be forwarded to the state president, state federation treasurer and state membership coordinator.
- B. The state president should see that the bylaws of the merged club conform to the National Federation of Republican Women's and South Dakota Federation of Republican women's bylaws before forwarding the bylaws to the state's bylaws committee.
- C. The assets of each of the merging clubs should be distributed as follows:
 1. If the clubs merge to form a new club, their assets will be merged under the name of the new club.
 2. If a club or clubs merges into an established club, the assets of that club or clubs shall be held by the South Dakota Federation of Republican Women in trust for a period of two (2) years. If that club or clubs wishes to be reinstated within two (2) years, the assets of that club or clubs shall be returned to the respective club or clubs. If that club or clubs wishes not to be reinstated within (2) years, the assets of that club or clubs shall be returned to the merged club.

ARTICLE IV OFFICERS AND THEIR DUTIES

Section 1. Eligibility

Each elected or appointed state officer and members of the standing and special committees shall be active members in good standing of a club.

Section 2. Officers

Elected officers of SDFRW shall be a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Fourth Vice-President, a Recording Secretary, and a Treasurer.

Section 3.

The officers shall be elected at the State Biennial Convention for a term of two (2) years and no officer shall serve more than one term in the same office. The term of office shall be January 1st following the election through December 31st, two (2) years hence, regardless of when installation takes place. The officers shall serve until their successors take office. An officer candidate may not simultaneously run for more than one office.

Section 4. Duties of the President

- A. To preside at all meetings of the State Federation, the Executive Committee, and the Board of Directors
- B. To represent the Federation at all times or to designate someone as representative in her absence or inability to do so, providing a Vice-President, in their order, if unable to act
- C. To appoint all standing and special committees except the Nominating Committee. The Executive Committee shall approve the appointment of the Chairmen and Vice-Chairmen of Standing Committees
- D. To appoint a Parliamentarian, Chaplain, and Historian
- E. To issue a call to all board meetings at least (2) weeks prior to such meeting
- F. To prepare a program of action after consultation with the Chairmen of the Standing Committees for presentation to the executive Committee and approval of the Board of Directors
- G. To be ex-officio member of all committees except the Nominating Committee
- H. To prepare an annual budget and present it to the Executive Committee for approval and recommendation to the Board of Directors
- I. To sign checks in an emergency and by vote of the Executive Committee in the inability of the Treasurer to do so
- J. To mail the Call for the Biennial Convention postmarked at least forty-five (45) days prior to the Convention, including a list of proposed revisions to bylaws as approved by the Board of Directors and a complete listing of all the clubs' credentials indicating voting strength of each club
- K. To appoint a Convention Chairman, recommended by the hosting club, who will appoint her own committees and who will pay Convention bills
- L. To obtain the names of all clubs, club presidents, their addresses, zip codes, and the number for members in each club whose dues are paid and mailed to the National President, postmarked at least ninety (90) days preceding the National Biennial Convention

Section 5. Duties of the Vice-Presidents

The Vice-Presidents, in their order, shall perform the duties of the President in her absence, and they shall perform such other duties as may be assigned to them by the President.

Section 6. Duties of the Recording Secretary

- A. To keep the minutes of all meetings of the State Federation, the Board of Directors, and the Executive Committee
- B. To be custodian of all records and papers pertaining to her office
- C. To conduct the correspondence of the State Federation as directed
- D. To perform such other duties as may be assigned to her by the President

Section 7. Duties of the Treasurer

- A. To be custodian of all funds of the Federation
- B. To collect all funds and to deposit them in the specified bank
- C. To disburse funds upon written authorization
- D. To keep an accurate account of all receipts and disbursements
- E. To be an ex-officio member of the Fundraising Committee
- F. To maintain a list of names and addresses (including zip code, phone/fax numbers, and email addresses if any) of members and to forward the list to NFRW from time to time as may be required by NFRW

The Treasurer's books shall be audited annually by the Auditing Committee prior to the annual board meeting and at the end of the fiscal year, before the books are turned over to the newly elected officers.

Section 8. Official Records (Omitted by June but in our Bylaws passed in 2006)

All officers and all committee Chairmen and Vice-Chairmen shall deliver all records, files, and properties of the State Federation to the newly elected and appointed officer immediately upon retiring from office, unless otherwise directed by the President or Executive Committee.

**ARTICLE V
BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

Section 1. Board of Directors (All in red omitted from 2006 Bylaws by June)

The voting body of the SDFRW Board of Directors shall be the elected officers, the immediate Past President of the State Federation, the four (4) elected members-at-large (no two shall be from the same club), the President or Vice-President of each club or, in their absence, a club representative, the Chairman or Vice-Chairman of each Standing Committee, the GOP National Committeewoman and the GOP State Chairman or Vice-Chairman. The non-voting members shall be the Parliamentarian, Chaplain, and Historian.

Section 2. Duties of the Board of Directors

- A. To transact the business of the State Federation between Biennial Conventions
- B. To fill vacancies in elected offices which occur between Biennial Conventions
- C. To adopt the annual budget
- D. To consider for approval the program of action as presented by the President
- E. To select the time and site of the Biennial Convention at a meeting prior to the Biennial convention
- F. To elect a Nominating Committee of three (3) members from its own membership at a meeting prior to the Biennial Convention. The Committee shall designate one elected to act as their Chairman.
- G. To elect four (4) members-at-large (no two from the same club). These shall be elected at the first annual meeting of each newly formed Board of Directors.

Section 3. Meetings of the Board of Directors

Meetings of the Board of Directors shall be as follows:

- A. Annually at such time and place, as shall be determined by the Executive Committee, but it shall be within sixty (60) days after the new Board of Directors takes over
- B. Preceding the opening of the Biennial Convention in the Convention city
- C. Special meetings may be called by the President of shall be called at the written request of fifteen (15) members of the Board of Directors
- D. At least two (2) weeks notice shall be given to each member of the Board before the meeting

Section 4. Quorum

Eleven (11) members shall constitute a quorum for all meetings of the Board of Directors.

Section 5. Executive Committee

The Executive Committee shall consist of the elected officers of SDFRW, the immediate Past President, and the four (4) Members-at-large. Honorary members shall be the GOP National Committeewoman and the GOP State Chairman or Vice-Chairman. Honorary members are non-voting members.

Section 6. Duties of the Executive Committee

- A. To approve the appointments of the President's Chairmen and Vice-Chairmen of the Standing Committees
- B. To recommend the annual budget to the Board of Directors
- C. To direct the disbursement of all funds
- D. To approve the bank where funds are to be deposited
- E. To meet on call of the President or on written request of five (5) members
- F. To authorize the President to sign checks in an emergency or in the inability of the treasurer to do so
- G. To have jurisdiction over club membership applications, removal from, and reinstatement to membership of clubs to the State Federation
- H. To remove from office or duties by a two-thirds vote of the Executive Committee, any officer, Member-at-large, Standing Committee Chairman, or Vice-Chairman, who does not support the State Federation, its policies of objectives and bylaws

ARTICLE VI COMMITTEES

Section 1. Standing Committees

- A. The Chairman and Vice-Chairman of each of the following Standing Committees shall be appointed by the President subject to the approval of the Executive Committee.
 - 1. Bylaws
 - 2. Campaign Activities
 - 3. Membership
 - 4. Public Relations
 - 5. **Finance Director** (fund raising) (In Red -Changed by June)
 - 6. Program
 - 7. Legislation

Section 2. Duties of the Standing Committees

The Standing committees shall prepare programs of action in the respective fields for consideration by the President and Executive Committee. The Chairman or Vice-Chairman of each Standing Committee shall be a voting member of the Board of Directors.

Section 3. Special Committees

Special Committees appointed by the President shall include, but not be limited to, the following”

- A. Auditing
- B. Newsletter
- C. Inaugural Gown
- D. Convention Committees
 - 1. Credentials
 - 2. Elections
 - 3. Rules
 - 4. Resolutions

Section 1. Nominations

- A. A Nominating Committee of three (3) members shall be elected from the Board’s own membership by a majority vote of the Board of Directors present at a meeting prior to the Biennial Convention. No more than one (1) member from a club may serve on the Nominating Committee. The elected Committee shall name one (1) of the three (3) as the Chairman.
- B. The Nominating Committee shall submit at least one nominee for each State Office in a report to be sent out to all clubs with the Call for the Biennial Convention.
- C. Nominees shall be members in good standing of the SDFRW and shall be in accord with the objectives, bylaws, and policies of this organization, the Republican Party and its platform.
- D. Nominations may be made from the floor provided the nominee has given her consent to serve if elected.
- E. No one shall serve on the Nominating Committee for more than two consecutive terms.

Section 2. Elections

- A. Election shall be by ballot and a majority of all votes cast shall constitute an election. Where there is only one candidate for an office, election may be by voice.
- B. The Chairman of the Credentials Committee shall give to the Chairman of the Elections

Committee not less than six (6) hours before the polls open, a list of the names and numbers of certified delegates entitled to vote. At intervals thereafter, she will notify the Chairman of Elections of any change in the number of voting delegates. She shall report to the Convention as requested.

- C. Polls shall be open and closed at hours determined by the Board of Directors.

Section 3. Elections Committee

- A. An Elections Committee of not less than three (3) members shall be appointed by the President at the Board of Directors meeting prior to the Convention.
- B. This Committee shall provide all election materials and shall act as tellers of the election.

Section 4. Vacancies

A vacancy in an elected office shall be filled by election of the Board of Directors at the next meeting following the vacancy. Notice of such vacancy shall be given to the members of the Board of Directors with the call for the meeting.

ARTICLE VIII **DUES, SERVICE CHARGE, AND FISCAL YEAR**

Section 1. Per Capita Dues

Each club member shall pay dues of seven dollars (\$7.00) for State Federation due and eight dollars (\$8.00) for the National Federation for a total of fifteen (\$15.00).

Section 2. Convention Representation

Only clubs whose dues are paid thirty (30) days prior to the Biennial convention shall be entitled to representation in the Convention. Unit club dues are based on current membership and sent to the State Federation Treasurer as collected or monthly.

Section 3. Associate Dues

Associate Members of SDFRW shall pay annual dues of fifteen dollars (\$15.00).

Section 4. Service Charge

- A. Each club shall pay the service charge of fifteen dollars (\$15.00) by January 31st each year. This entitles them to all mailings and other services of the National Federation.
- B. A club removed from good standing for non-payment of the service charge by January 31st may be reinstated at any time upon payment of the service charge provided dues are current.

Section 5. New Clubs

Upon application to the State Federation, the per capita dues of fifteen dollars (\$15.00) and the fifteen dollars (\$15.00) service charge per club shall be paid to the State Federation Treasurer, who must forward the eight dollars (\$8.00) per capita and fifteen dollars (\$15.00) service charge per club directly to the National Federation.

Section 6. Fiscal Year

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

ARTICLE IX CONVENTIONS

Section 1. Time and Place

- A. A Convention shall be held biennially in even numbered years at such time and place as shall be determined by the Board of Directors.
 - 1. Clubs must get their bid for the subsequent Convention to the State President prior to the Board of Directors meeting immediately preceding the Biennial Convention in the even number years.
- B. A Call to the Convention shall be mailed and post marked at least forty-five (45) days prior to the Biennial Convention.

Section 2. Eligibility

- A. A club must be in good standing to be eligible for representation at a State Biennial Convention.
- B. For purposes of Section A above, “good standing” shall mean that a continuing club shall have paid the previous year’s dues and service charge and maintained its current dues and service charge or, if a new club, that the club shall have been accepted under ARTICLE 111, Section 3, A, at least three (3) months prior to the National Convention.
- C. The delegate representation shall be based on the current dues received by SDFRW postmarked no later than thirty (30) days before the Convention.

Section 3. Representation

- A. The voting body of the Convention shall be
 - 1. Three (3) delegates-at-large from each club and one (1) additional delegate-at-large for each twenty (20) members or major fraction thereof.
 - 2. Members of the Board of Directors consisting of
 - a. All State Officers
 - b. Presidents of the clubs or the 1st Vice-President in the absence of the President
 - c. Chairmen of Standing Committees or in the absence of the Chairman, the Vice-Chairman as her alternate (except those Non-voting members listed under ARTICLE V; Section 1, A)
- B. A club of the State Federation is entitled to an alternate for each elected delegate. There shall be no alternate for State Officers; in the absence of the Club President, her 1st Vice-President may serve as her alternate.
- C. The delegates shall be selected in such manner as their representative clubs shall prescribe, but the selection shall be made not less than two (2) weeks prior to the Convention.

Section 4. Voting

- A. The Convention shall be open to all members of the State Federation and visitors, but only accredited delegates are defined as those voting persons.
- B. Each credentialed delegate is entitled to one vote.
- C. Voting shall be by ballot when there is more than one candidate and a majority of all votes cast shall constitute an election. Where there is only one candidate for an office, election maybe by voice.
- D. There shall be no proxy voting.

Section 5. Quorum

A majority of the delegates attending and credentialed at a Convention shall constitute a quorum for the Convention.

ARTICLE X
PARLIAMENTARY AUTHORITY

Roberts Rules of Order, Newly Revised, or the latest edition, shall govern the State Federation in all instances where they are applicable in which they are not inconsistent with these bylaws.

ARTICLE XI
AMENDMENTS

Section 1.

These bylaws may be amended at a State Biennial Convention by a two-thirds vote of those present, provided that the proposed amendment or amendments shall have been sent to each member of the Board of Directors and to each Club President with the Call to the Convention and further provided that the proposed amendments shall have been approved by two-thirds vote of the Board of Directors before being submitted to the Convention for consideration.

Section 2.

In an emergency as determined by the SDFRW Board of Directors, revision may be accomplished by a majority vote taken by mail of the clubs after a vote of their Board of Directors.

STANDING RULES

1. Any member of the Executive committee who has been absent from two (2) consecutive meetings of the Board, in session as either the full Board or Executive Committee, shall be considered to have tendered her resignation from office, thus creating a vacancy at the next regularly called meeting following the second absence. Exception to this rule can be made by a vote of two-thirds of those voting at said next regularly called meeting.
2. To promote club participation and enthusiasm in SDFRW, the Federation will pay the State President, SD state rate per mile to visit each club. Each club should extend the courtesy of paying for her lodging and meal expenses, but if not, the Federation will also pay for these expenses.

REVISIONS

These Bylaws were written and accepted July, 14, 1956 Pierre, SD.

Amended-October 3, 1958	Biennial Convention, Sioux Falls, SD
Amended-September 21, 1959	Annual Board Meeting, Sioux Falls, SD
Amended-July 14, 1960	Biennial Convention, Sioux Falls, SD
Amended-September 8, 1962	Biennial Convention, Rapid City, SD
Amended-September 12, 1964	Biennial Convention, Sioux Falls, SD
Amended-March 4, 1967	Annual Board Meeting, Huron, SD
Amended-June 12, 1970	Biennial Convention, Rapid City, SD
Complete	
Revision-June 22, 1974	Biennial Convention, Pierre, SD
Model Bylaws formulated and sent to Unit Clubs in 1975	
Amended-April 1976	Biennial Convention, Spearfish, SD
Amended-October 16, 1978	Biennial Convention, Mitchell, SD
Amended-April 1980	Biennial Convention, Watertown, SD
Amended-September 1982	Biennial Convention, Rapid City, SD
Amended-May 1986	Biennial Convention, Pierre, SD
Amended-February 1988	Annual Board Meeting, Pierre, SD
Amended-September 11, 1994	Biennial Convention, Rapid City, SD
Amended-September 14, 1996	Biennial Convention, Watertown, SD
Amended-February 14, 1997	Annual Board Meeting, Pierre, SD
Amended-September 2002	Biennial Convention, Spearfish, SD
Amended-September 2004	Biennial Convention, Sioux Falls, SD
Amended-September 9, 2006	Biennial Convention, Pierre, SD
Amended-September 2008	Biennial Convention, Huron, SD