

# ILLINOIS FEDERATION OF REPUBLICAN WOMEN BYLAWS

## ARTICLE I – Name and Form of Organization

The name of this corporation shall be the Illinois Federation of Republican Women (hereafter referred to as the Federation or IFRW.) As a corporation under the laws of the State of Illinois, the IFRW is a separate legal entity and not a subsidiary of any state or local organization.

## ARTICLE II – Purposes and Policies

### Section 1: Purpose

The purpose of the IFRW shall be:

- A. To unite the Republican women of the State into an active and constructive organization for the purpose of building the Republican Party through educational and political activities;
- B. To support the objectives and purposes of the National Federation of Republican Women (NFRW), and the Republican National and State Committee, and to work for the election of Republican Party nominees;
- C. To encourage, promote and educate Republican women to run for elected office; and
- D. To disseminate information to all local federation clubs.

### Section 2: Policies

The policies of the IFRW shall:

- A. Be in harmony with the NFRW bylaws;
- B. Not advocate a split-party ticket or support a candidate running on an opposition ticket;
- C. Require that no endorsement of candidates, on behalf of the IFRW, shall be made by the IFRW, its President or Executive Committee in any primary where there is more than one Republican candidate for the same office; and
- D. Not be used by any member as support in a contested candidate primary election or for promotion of personal business or private employment.

## **ARTICLE III – Membership**

### Section 1:       Membership Category

Membership shall be of five categories: Club (member club), Sustaining (individual), At-Large, Associate, and DuPage Federation of Republican Women, as originally chartered.

- A. Club (member club): Membership in good standing shall be active membership in the IFRW and shall be held by clubs that meet eligibility requirements and whose current dues and service charges are paid.
- B. Sustaining (individual): Membership in good standing shall be held by individuals whose current sustaining membership dues are paid. Unless sustaining members hold membership in a member club, they may not vote or hold office, although they may have a voice in a conversation. Republican organizations and gentlemen are welcome as Sustaining Members, but have no voice and may not vote or hold office.
- C. At-Large (individual): If no local federated unit club is available to a Republican woman, she may join the IFRW as an At-Large Member. Membership in good standing shall be held by individuals whose current at-large membership dues are paid. At-large members shall receive all IFRW and NFRW official publications and be entitled to participation in Board of Directors meetings. At-large members shall have no voice and no vote at Board of Directors meetings.
- D. Associate Members: The two categories of associate membership are defined below.
  - 1. 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 local dues. Associate members cannot hold office, vote, or be counted for the purposes of determining the number of delegates to national or state meetings or convention. Republican women who are associate members in local clubs are already members of IFRW and NFRW and do not pay further state or federal dues.
  - 2. Republican men are eligible for associate membership in local clubs upon payment of the required annual local dues. They cannot have a voice, vote, hold office, or be counted for the purposes of determining the number of delegates to national or state meetings or conventions. Republican men who are associate members in local clubs do not become members of the state IFRW or the NFRW.
- E. The DuPage Federation of Republican Women (DFRW), having been established as a federated club prior to the establishment of the Illinois Federation of Republican Women, shall retain its federated status as long as the DFRW remains a “member in good standing”. To remain a member in good standing, the DFRW must comply with all bylaws, purposes, policies and provisions for membership, as applicable.

### Section 2:       Eligibility for Membership

Membership in the IFRW is open to all clubs and individuals who support the objectives of the Republican Party and comply with the bylaws of the IFRW and NFRW.

### Section 3: Requirements for Club Membership

- A. A member club may be admitted to and continue in IFRW membership if its bylaws are not in conflict with the IFRW and NFRW Bylaws and its purposes.
- B. A local club that advocates a split party ticket or supports a candidate running on an opposition ticket shall not be admitted to or continue in membership.
- C. Member clubs shall include the following in their bylaws:
  - 1. Dues and service charges must be paid in accordance with IFRW and NFRW policies and deadlines;
  - 2. Procedures for the election of a nominating committee;
  - 3. Grounds and procedures for removal and reinstatement of individual membership;
  - 4. Procedures for nominating and electing delegates and alternates-at-large to the IFRW and NFRW conventions;
  - 5. Only members in good standing of member clubs are eligible to be delegates or alternates to a IFRW or NFRW meeting or convention and shall be counted from only one member club for the purpose of representation; and
  - 6. Provision for distribution of its monies upon dissolution of the member club.
- D. Member clubs shall consist of ten (10) or more Republican women who form a permanent organization, adopt bylaws in compliance with the IFRW and NFRW bylaws, pay IFRW and NFRW dues and service charges, and hold at least five meetings within a twelve-month period .
- E. The word "Republican" shall be included in the title of all member clubs.
- F. Member clubs shall not use the word "Federation" in the title of the club. DFRW, as a separate membership category, is excepted and hereby allowed to use the word "Federated" in its title.

### Section 4: Application for Club Membership

- A. There shall be no limit to the number of member clubs that may be organized within any area.
- B. Application for membership shall be sent to the IFRW headquarters on forms-provided for that purpose by the IFRW. Dues payment, and/or service charges as set by the NFRW and IFRW shall accompany the application for membership, along with a copy of the club's bylaws.
- C. A new club shall be organized in accordance with the IFRW fiscal year, regardless of when they may be chartered during the year.
- D. Five (5) or more clubs may choose to meet together in a County organization where a majority of clubs are members of the IFRW.
- E. A member 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 begins on the date the IFRW president notifies the NFRW President in writing by mail, fax or email that the member club's bylaws have been approved by the IFRW and the member club's dues and service charges have been received by the NFRW office. This notification by the IFRW president shall be accompanied by the name of the club and the name and contact information of the member club president.

### Section 5: Club Dues and Service Charges

- A. Fiscal Year: The fiscal year of the IFRW shall be the calendar year from January 1<sup>st</sup> through

- December 31<sup>st</sup>. The fiscal year of member clubs shall be from January 1<sup>st</sup> through December 31<sup>st</sup>.
- B. Club Member Dues: Current per capita (per member) dues shall be remitted to the IFRW no later than January 15<sup>th</sup> for the current year's dues. The annual dues include dues required by membership in the IFRW, as set forth in the Standing Rules, and dues required by membership in the NFRW, as set forth in the NFRW bylaws. Additional membership dues gained in member clubs from new memberships throughout the fiscal year shall be remitted to the IFRW quarterly: March 31<sup>st</sup>, June 30<sup>th</sup>, September 30<sup>th</sup>, and December 31<sup>st</sup>.
  - C. Sustaining Member Dues: Annual sustaining membership dues, as set forth in the Standing Rules, are established for an individual or member club. Dues received at any time during the fiscal year are for the current year and will not be prorated.
  - D. At-Large Member Dues: At-large member dues, as set forth in the Standing Rules, are established for individual membership. Dues shall include any applicable service charges owed to the IFRW or NFRW. Dues received at any time during the fiscal year are for the current year and will not be prorated.
  - E. Associate Member Dues: Associate members pay only local club dues. Republican women who are associate members in local clubs are already members of IFRW and NFRW and do not pay additional state or federal dues. Republican men who are associate members in local clubs do not become members of the IFRW or the NFRW.
  - F. DFRW Dues: The dues of the DFRW shall only be the IFRW portion of the IFRW member dues and service charges and shall exclude the NFRW portion, as set forth in the Standing Rules. The DFRW dues shall be remitted to the IFRW no later than January 15<sup>th</sup> for the current year's dues. The annual dues shall include dues for ten (10) officers of the DFRW.
  - G. Service Charges: Member clubs must remit a service charge as established by the NFRW Board of Directors to be in good standing. This service charge must be remitted annually to IFRW no later than January 15<sup>th</sup> and must accompany the per capita dues.

Section 6: Removal from Membership

- A. A two-thirds (2/3) vote of the IFRW Executive Committee is required for removal of any member club, sustaining or at-large member from membership in IFRW.
- B. Notice of such action must be given in writing to the member or last known officers of the club involved at least thirty (30) days prior to the meeting where vote on the action is to be taken, stating the reason for removal from membership.
- C. A member club, sustaining, at-large member or DFRW may be removed from membership for any of the following reasons:
  - 1. Bylaws or conduct which is in conflict with IFRW or NFRW Bylaws;
  - 2. Non-payment of dues for individual or total membership and the 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 the IFRW or NFRW Bylaws;
  - 4. Failure to comply with IFRW or NFRW membership rules; or
  - 5. Affiliation with any political organization that is not officially recognized as working in concert with the IFRW, NFRW and the Republican National Committee.
- D. DFRW, as originally chartered, may be removed from membership for any of the following reasons:

1. Bylaws or conduct which is in conflict with the IFRW or NFRW Bylaws, with the following exceptions:
    - a. Use of the word "Federation" in the title of the club,
    - b. Dues and service charges to the NFRW, and
    - c. DFRW shall have voting rights and representation in IFRW but shall not hold voting rights or representation in the NFRW.
  2. Non-payment of dues for individual or total membership and the service charge to the IFRW, only;
  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 the IFRW or NFRW Bylaws;
  4. Failure to comply with the IFRW or NFRW membership rules; or
  5. Affiliation with any political organization that is not officially recognized as working in concert with IFRW, NFRW and the Republican National Committee.
- E. Upon dissolution or removal of a member club, all of its monies shall be distributed to the IFRW. In the event the IFRW has been dissolved or removed from membership in the NFRW, the IFRW funds shall revert to the NFRW. None of the assets shall be distributed to any individual officer or member of the organization.
- F. The right to use the name of a dissolved or removed member club shall revert back to the IFRW.

Section 7: Reinstatement to Membership

- A. Reinstatement of a sustaining or at-large member or local unit club that has been removed for any cause shall be by application with required dues and service charges to and two-thirds (2/3) vote of the Executive Committee.
- B. A member club may have the right to use its prior name provided no other member club has been established with the same or similar name.
- C. Assets distributed to the IFRW upon dissolution or removal of the member club will not be reimbursed or transferred back to the reinstated member club.
- D. A member club desiring reinstatement retroactively to the date of dissolution or removal must first pay dues for at least ten (10) members and the service charge for the current year.
- E. If DFRW were to lose the protections of their original charter, DFRW shall no longer be granted a distinct membership category and shall not be reinstated as a member club in IFRW.

**ARTICLE IV – Officers and Their Duties**

Section 1: Eligibility

- A. Elected and appointed IFRW officers, members-at-large, and members of standing and special committees shall be members in good standing of a member club.
- B. Only one IFRW officer shall serve from any member club during the same term of office.
- C. A candidate shall run for only one office in an election.
- D. To be eligible for the office of President, a candidate must have:

1. One year's previous service on the IFRW Board of Directors, and
2. Two year's prior experience on the Board of Directors of a local unit club, or four year's prior membership as an At-Large Member with attendance to at least three conferences/meetings within that four-year period
3. Experience, service and membership can be served concurrently.

Section 2: Officers

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

Section 3: Term

- A. The officers shall be elected at the IFRW Biennial Convention for a term of two (2) years beginning January 1, or until their successors take office or their earlier displacement from office by resignation, removal or otherwise.
- B. No elected officer shall serve more than two (consecutive) terms in the same office. A term shall be defined as serving more than 12 months in an elected or vacated position.
- C. No one shall serve in more than one elected office at the same time.
- D. The term of office for elected officers shall be from January 1 following their election through December 31 of the second year, regardless of the date of installation.

Section 4: Duties of the Officers

- A. The President shall:
  1. Serve as the chief executive officer of the IFRW and is charged with the general and active management and direction of the activities and staff of the IFRW; and shall see that all orders and resolutions of the Board of Directors are effectuated;
  2. Preside at all meetings of the Board of Directors, Executive Committee and Biennial Conventions;
  3. Appoint all committee chairmen, District Directors, with approval of the Executive Committee;
  4. Officially represent the IFRW or designate someone to serve in her absence;
  5. Be an ex-officio member of all committees, except the Nominating Committee;
  6. Be authorized to sign checks in the absence or inability of the Treasurer to serve;
  7. Send the NFRW President the names of delegates to the National Convention on forms provided for that purpose no later than thirty (30) days prior to the Convention; and
  8. Obtain complete membership lists from the member clubs and place those lists under irrevocable trust for the exclusive use of IFRW and NFRW.
  9. Have the ability to change district borders with approval of the Executive Committee.
  10. Send, or cause to be sent, notices to member clubs for annual dues and service charges.
- B. The Vice Presidents shall:
  1. Perform the duties of the President, in their respective order, in her absence or her inability to serve;

2. Serve as the chairman of selected standing or special committees, such as Membership, Program Planning, Legislation, Sustaining Members, or others as directed by the President; and
  3. Perform other duties as assigned by the President or Executive Committee.
- C. The Recording Secretary shall:
1. Record the minutes of all meetings of the IFRW Executive committee and Board of Directors;
  2. Retain custody of all minutes of the IFRW; and
  3. Perform other duties as assigned by the President or Executive Committee.
- D. The Treasurer shall:
1. Retain custody of IFRW funds, depositing such funds in a bank(s) or financial institution(s) approved by the Executive Committee;
  2. Maintain full and accurate accounts of receipts and disbursements in books belonging to the IFRW and to make those books available for examination at the direction of the President, Executive Committee or the Board of Directors;
  3. Receive and disburse the funds of the IFRW pursuant to any procedures that may be established by the Executive Committee, taking proper vouchers for such receipts and disbursements;
  4. Make written reports to the IFRW of all transactions and of the financial condition of the IFRW, quarterly and as otherwise directed by the President or Executive Committee; and
  5. Perform other duties as assigned by the President or Executive Committee.

Section 5: IFRW Reports, Properties and Records

- A. All officers shall prepare written reports on their respective activities at least annually and as otherwise requested by the President or Executive Committee, and
- B. All officers shall deliver any records, files, and properties of the IFRW to the headquarters office by January 1 of even numbered years or as otherwise directed by the President or Executive Committee.

Section 6: Appointive Positions

A Chaplain, an Historian, a Parliamentarian and a Sergeant-at-Arms and Audit Committee shall be appointed by the President with approval by the Executive Committee. A representative from the Young Republicans, College Republicans, and Tars and Stars may be appointed by the President with approval by the Executive Committee. They shall be members of the Board of Directors with a voice but no vote.

**ARTICLE V – Executive Committee**

Section 1: Composition of the Executive Committee

The IFRW Executive Committee shall consist of the elected officers: the President, First, Second, Third and Fourth Vice Presidents, the Secretary and the Treasurer. The immediate past President of IFRW will serve as an ex-officio member.

Section 2: Duties of the Executive Committee

- A. Conduct business of the IFRW between meetings of the Board of Directors;
- B. Have jurisdiction over and recommend approval of application for IFRW membership to the Board of Directors;
- C. Have jurisdiction over the removal from and reinstatement to IFRW membership of member clubs;
- D. Set the date and locations of the Biennial Conventions and meetings of the Board of Directors;
- E. Direct the activities of the Headquarters office;
- F. Approve the President's recommendations of District Directors and chairman of standing and special committees;
- G. Approve the program of activities of committees;
- H. Recommend IFRW policies and procedures to the Board of Directors for approval;
- I. Recommend the annual budget to the Board of Directors and oversee the collection and disbursement of funds;
- J. Approve depository bank(s) or financial institution(s) which are members of the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation;
- K. Provide suitable bond to cover the Treasurer, the President and other members or personnel as deemed necessary;
- L. Remove from office or duties by a two-thirds vote any officer, district director, standing or special committee chairman, vice chairman or members, or any IFRW appointee who does not support the IFRW purposes and policies as stated in ARTICLE II or is deemed responsible for malfeasance including, without limitation the following:
  - 1. Theft or embezzlement or attempted theft or embezzlement of money, property or assets of the IFRW;
  - 2. Gross negligence or willful misconduct in the performance of her duties; or
  - 3. Breach or failure to perform any fiduciary duty to the IFRW.

Section 3: Meetings of the Executive Committee

- A. Regular Meetings: Regular meetings of the Executive Committee shall be held at least quarterly on call of the President or upon written request of at least three (3) members of the Executive Committee. The time and place shall be determined by the President and at least two (2) members of the Executive Committee. Meetings may be by telephone conference, as long as two of the regular meetings held each year are held in person. A vote may be conducted between meetings by mail, phone, fax or email, and ratified at the next IFRW Executive Committee meeting.
- B. Regular Meeting Notice: Notice of the regular meetings shall be given in writing to all members of the Executive Committee at least five (5) days prior to the meeting. An agenda for the meeting shall be sent with the Call.
- C. Regular Meeting Quorum: Four voting members of the Executive Committee shall constitute a quorum for any meeting of the Executive Committee.
- D. Emergency Meetings: Emergency meetings of the Executive Committee may be called by the President, her designee, or at least three (3) members of the Executive Committee.
- E. Emergency Notice: Notice of an emergency meeting shall be given to all members at least 48 hours



prior to the meeting. Only emergency business, provided in the call to the emergency meeting, shall be discussed and conducted. The meeting may be held in person, by telephone, electronic media or video conferencing.

- F. Emergency Meeting Quorum: A quorum for emergency meetings of the Executive Committee shall be a majority of the voting members.

## **ARTICLE VI – District Directors**

### Section 1: Composition of the District Directors

- A. District Directors shall be appointed by the President, with approval of the Executive Committee. District Directors shall preside in jurisdictions as determined in the Standing Rules.
- B. District Directors must be members in good standing of a member club or members at-large in good standing.
- C. District Directors must reside in the District in which they represent.
- D. District Directors shall have a voice but not a vote in the meetings of the Board of Directors and at Biennial Conventions.

### Section 2: Duties of the District Directors

- A. The District Directors shall preside over member clubs within the district, providing assistance, information such as providing IFRW events and meeting information, or other guidance as necessary and available.
- B. District Directors shall report to the President, all club activities and events within their district.
- C. The District Directors will coordinate with the Chairman of the Membership Committee to retain, educate and grow membership, as well as initiate and encourage new clubs, within their respective districts.
- D. The District Director shall have no governing authority over or voting privileges in the member clubs, with exception of her own home club.

### Section 3: Meetings of the District Member clubs

- A. At least one (1) district meeting shall be held annually. The member clubs shall meet on call of the District Directors.
- B. Notice of the meeting of the District member clubs shall be given to all member club Presidents at least ten (10) days prior to the meeting. An agenda for the meeting may be sent with the call.

## **ARTICLE VII – Board of Directors**

### Section 1: Composition of the Board of Directors

- A. The voting body of the IFRW Board of Directors shall be the elected officers, the president of each local club, the chairmen of the standing committees, and the immediate past President of the IFRW.

Each voting member shall be counted only once and only have one vote.

- B. The non-voting members of the IFRW Board of Directors shall be the previous past President of the IFRW, the chairmen of the special committees, the Chaplain, the Historian, the Parliamentarian and the Sergeant-at-Arms. The non-voting members shall have a voice.

Section 2: Duties of the Board of Directors

- A. Act as the governing body of the IFRW at the Biennial Conventions and meetings of the Board of Directors;
- B. Adopt the IFRW annual budget;
- C. Elect a member from each District for the Nominating Committee at the first IFRW conference held in the calendar year in which the IFRW Biennial Convention is held;
- D. Elect delegates and alternates at large to the NFRW Biennial Convention at the meeting prior to the Convention.

Section 3: Meetings of the Board of Directors

- A. Annually there will be at least two board meetings, except during a Presidential Election year when only one is possible. The Board shall meet on call of the president or upon written request of at least five (5) voting Board members;
- B. Notice of the meeting of the Board of Directors shall be given in writing to all members at least ten (10) days prior to the meeting. A tentative agenda for the meeting shall be sent with the Call.
- C. One-fifth (1/5) of the voting members of the Board of Directors shall constitute a quorum for any meeting, provided two are elected officers. Individual members of the Board of Directors can be counted only once and have only one vote.
- D. Presidents of member clubs may be represented by an officer of the club or by a member in good standing. Voting privileges will extend to the representative provided that written notice of representation is sent to the IFRW President by the local club president.

**ARTICLE VIII – Standing and Special Committees**

Section 1: Standing Committees

- A. The IFRW Standing Committees shall be Bylaws, Campaign Activities/Americanism, Fundraising, Legislation, Membership, Program Planning, and Publications/Public Relations.
- B. The Standing Committees shall perform duties as described in the Standing Rules or as directed by the President and/or Executive Committee.
- C. The chairmen of the Standing Committees shall be appointed by the President with advice and approval of the Executive Committee.
- D. The Standing Committee chairmen shall have a voice and vote on the Board of Directors. The Standing Committee members shall have a voice but no vote.
- E. Term of service for chairmen and members of standing committees shall be two (2) years beginning January 1 of even number years. No chairman may serve for more than three (3) consecutive

terms. A term shall mean serving more than 12 months in that capacity. One full term must lapse before an individual who has served three (3) consecutive terms may serve again.

Section 2: Special/Ad Hoc Committees

- A. Special/Ad Hoc Committees may be appointed by the President with approval of the Executive Committee as deemed necessary to accomplish the work of the IFRW.
- B. The IFRW Special Committees may include Achievement Awards, Budget & Finance, Resolutions and any other committee function deemed necessary by the President.
- C. The term of the Special Committees and the respective chairmen and members shall conclude upon completion of special assignment as deemed by the President or until the close of the Administration.
- D. Special Committee chairmen shall have a voice but no vote at the Board of Directors meetings.

**ARTICLE IX – Nominations and Elections**

Section 1: Nominations

- A. A Nominating Committee of seven members and two alternates shall be elected by a plurality vote of the Board of Directors from the IFRW membership. At least one member from each district should be considered for the nominating committee. Nominees must be present to accept nominations to the Nominating Committee or must have given the President written consent to serve if elected. Nominees must not have intent to seek an elected office in IFRW or be a current IFRW Officer with intent to seek current office or another elected position in IFRW. Members of the Nominating Committee shall have been a member in good standing of IFRW for at least 3 years and shall have attended at least one (1) IFRW Convention or Conference.
- B. The election of the nominating committee shall be conducted at the first meeting in the calendar year in which the Biennial Convention is held, provided there is at least a ninety-day period between the board meeting and the Biennial Convention.
- C. Nominating speeches, from the floor, of two minutes may be allowed. Nominations of the members of the Nominating Committee shall be the first order of business of the Board of Directors meeting, with the election of the nominating committee being held thereafter. Nominees may speak on their behalf for two minutes prior to the election of the committee. No more than one member from a member club may serve on the Nominating Committee. Members of the Nominating Committee shall elect a chairman from their own members. The Nominating Committee chairman shall call an alternate member into service only upon the resignation or absence of a Nominating Committee member. The alternate member who received the higher number of votes cast shall be called into service first.
- D. The Nominating Committee shall submit the name of the nominee for each elective office to be filled in a report that shall be sent out to all members of the Executive Committee, Board of Directors and the member club presidents with the Call to the Biennial Convention. Criteria for consideration of nominees for elective office are contained in the Standing Rules.
- E. Nominees to the elective offices submitted by the Nominating Committee shall be members in good

standing of IFRW and shall be in accord with the purposes, bylaws and policies of the IFRW and the NFRW.

- F. Nominations for the elective offices may be made from the floor at the Biennial Convention following the report of the Nominating Committee. Such nominees shall:
1. Be members in good standing of IFRW and shall be in accord with the purposes, bylaws and policies of the IFRW and the NFRW; and
  2. Provide written consent to serve if elected to the Nominating Committee Chairman and President of IFRW two days prior to the Biennial Convention. Notice of such nomination will be necessary to determine if the member is in good standing and to prepare paper ballots for contested elections.

Section 2: Election of Officers

- A. Elections shall be by ballot and a plurality of all votes cast, a quorum being present, shall constitute an election. When there is only one candidate for an office, election may be by voice vote.
- B. The election shall take place as determined by the rules adopted by the Board of Directors at the Biennial Convention or at the time specified in the Call to the Convention.

Section 3: Vacancies

- A. In the case of resignation, incapacitation, or death, the Executive Committee shall declare an elective office, appointive office, district director or chairman of standing or special committees vacant. The Executive Committee may also declare vacancy when elected officer fails to perform the duties of her office and/or is absent from two (2) consecutive meetings without excuse acceptable to the Executive Committee.
- B. A vacancy in an elective office shall be filled by the Executive Committee at its next meeting following the vacancy. Notice of such vacancy will be given with the Call for the meeting, or if the vacancy occurs after the Call is issued, by letter, phone, fax or email.

**ARTICLE X – Conventions**

Section 1: Purpose

The purpose of the Biennial Convention shall be to elect officers, to receive the reports of officers, district directors and chairmen of committees, to promote the work of the IFRW and to transact such business as may rightfully come before the Convention.

Section 2: Time and Location

- A. A Biennial Convention shall be held in the odd-numbered years at such time and place as shall be determined by the Executive Committee.
- B. The Call for the Biennial Convention shall be given in writing to all member club presidents, members of the Executive Committee, members of the Board of Directors and past State Presidents at least thirty (30) days prior to the Convention.

Section 3: Eligibility

- A. A member club must be in good standing to be eligible for representation at a Biennial Convention. A member club's delegate representation shall be based on the current dues received at the IFRW headquarters postmarked no later than 90 days prior to the convention. A continuing member club shall have paid the previous year's dues and service charge and maintained its current dues and service charge to IFRW to be eligible for representation.
- B. New clubs must be in good standing for at least six months prior to the convention to be eligible for representation.
- C. Delegates and alternates to the convention must be members in good standing of a member club.

Section 4: Representation

- A. The voting body of the Biennial Convention shall be:
  - 1. The President and two (2) delegates from each member club;
  - 2. One additional delegate from each member club for each one hundred (100) members, provided that no club shall have more than fifteen (15) delegates in addition to the club President;
  - 3. The President of each County IFRW Organization;
  - 4. Members of the Executive Committee;
  - 5. Members of the Board of Directors;
  - 6. Past State IFRW Presidents, provided they are members in good standing of a member club or an at-large member in good standing.
- B. A member club shall be entitled to a number of alternates equal to the number of delegates.
- C. Delegates and alternates to the Biennial Convention shall be selected in a manner determined by the member club bylaws. The member club President shall send the names of the delegates and alternates to the IFRW headquarters at least two (2) weeks prior to the Convention in a manner consistent with the Call.
- D. Only voting members in good standing of member clubs shall be eligible to be a delegate or alternate to the IFRW meetings or conventions. Each delegate or alternate may represent only one club.

Section 5: Voting

The Biennial Convention shall be open to all members of IFRW and visitors, but only accredited delegates shall be entitled to a voice and a vote. Each delegate is entitled to one vote, and there shall be no proxy voting.

Section 6: Quorum

- A. Biennial Convention: Three members of the Executive Committee, one-quarter (1/4) of the voting members of the Board of Directors with a minimum of one-quarter (1/4) of the member clubs shall constitute a quorum. An individual delegate shall be counted only once and have only one vote.

Section 7: Other Conventions

Conventions, other than the Biennial, may be called by the President or Executive Committee. The purpose of the Convention shall be stated in the Call and no other business shall be transacted. Notice of such Conventions shall be given to all clubs and voting members of the IFRW at least thirty (30) days prior to the Convention.

- A. Other Convention: Two (2) officers of IFRW and delegates representing at least one-quarter (1/4) of the clubs shall constitute a quorum for other Convention. An individual delegate shall be counted only once and have only one vote.

Section 8: National Federation of Republican Women

- A. IFRW shall be a constituent member of the NFRW. Upon payment of dues and service charge to IFRW, local clubs automatically become members of the NFRW entitled to representation at the Biennial Convention of the NFRW.
- B. The voting members of the Illinois delegation to the NFRW Biennial Convention shall be represented as set forth in the Bylaws of the NFRW.

**ARTICLE XI – Headquarters**

Section 1: Headquarters Office

The IFRW may maintain a headquarters office. The location and conduct of the headquarters office shall be under the direction of the President.

Section 2: Headquarters Staff

If necessary, and if possible within the limitation of the budget, the IFRW may contract an Executive Secretary. The Executive Secretary shall not be employed by IFRW but rather shall be contracted as an independent agent. The duties and assignments of the Executive Secretary shall be under the direction of the President. Billing and reporting from the Executive Secretary is outlined in the Standing Rules.

**ARTICLE XII – Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall be the authority and govern the IFRW for all matters not provided for in the Articles of Incorporation, the Bylaws or Standing Rules of the IFRW.

**ARTICLE XIII – Amendments**

- A. The IFRW Bylaws Committee shall present proposed amendment(s) to the Executive Committee for review. The full text of the proposed amendment(s) shall be sent to the Board of Directors and member club Presidents at least thirty (30) days prior to the meeting at which the amendment(s) is

to be considered.

- B. These bylaws may be amended at a meeting or convention by a two-thirds (2/3) vote of the voting body of the Board of Directors, a quorum being present. Consideration of proposed amendment(s) shall be sent to each member of the Executive Committee, Board of Directors and to each member club President with the Call to the convention or meeting.

#### **ARTICLE XIV – Indemnification**

- A. The IFRW shall indemnify every IFRW officer or director, or former officers or directors, 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 IFRW officer or director, except in relation to matters as to which she shall be finally adjudged of such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty.
- B. In the event of a settlement, indemnification shall be provided in connection with such matters covered by the settlements to which the IFRW 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 IFRW Board of Directors or otherwise.

#### **ARTICLE XV – Dissolution**

In the event of dissolution of this organization by a majority vote of the IFRW Board of Directors, all of its assets which remain after payment of all IFRW 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 the IFRW.

Revised:	October 2, 2004
Amended:	April 30 2005
Revised/Amended	April 28, 2007
Revised/amended	April 25, 2009
Revised/amended	April 30, 2011