

**ALASKA
FEDERATION OF
REPUBLICAN WOMEN**

BYLAWS

Approved May 2, 2015

ALASKA FEDERATION OF REPUBLICAN WOMEN BYLAWS

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Article I NAME

The name of this organization shall be the Alaska Federation of Republican Women, hereinafter known as AFRW, an affiliated member of the National Federation of Republican Women (NFRW).

Article II OBJECTIVES

The purpose of this organization shall be:

1. To promote an informed electorate through political education;
2. To increase the effectiveness of women in the cause of good government through active political participation;
3. To recruit and promote Republican women for all elective and appointive offices, local, state and national;
4. To promote loyalty to the Republican Party and its ideals and principles;
5. To support the objectives and policies of the Republican National Party, the Alaska Republican Party and to work for the election of Republican Party nominees.

Article III POLICIES

Section 1 ENDORSEMENTS OF LEGISLATIVE CANDIDATES

- A. The President and Vice Presidents of the AFRW and Presidents of all AFRW Clubs shall not publicly endorse nor contribute to any candidate in a contested Republican primary election.
- B. Prior to the Primary election, the AFRW, its Board members and affiliated clubs may donate to a Republican candidate after the Alaska Republican Party State Central Committee has made a pre-primary endorsement.

Section 2 EXCEPTIONS

An officer of the AFRW or an AFRW club who is a candidate, or whose husband or family member is a candidate, shall be exempt from this policy.

Section 3 LOBBYING

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No member of the AFRW may lobby the Legislature using the name of the AFRW without the express permission of the Board of Directors.

Section 4 PROXIES

For purposes of both Board meetings and biennial AFRW conventions, a Vice President of any club may automatically votes in the absence of said club's President.

Article IV MEMBERSHIP

Section 1 ELIGIBILITY

- A. Clubs: Membership shall be extended to all Republican Women's Clubs whose bylaws subscribe to the stated objectives and bylaws of the AFRW and the NFRW. These clubs shall consist of ten (10) or more Republican women who form a permanent organization, adopt bylaws, charge annual dues, forward payment of AFRW and NFRW dues and service charges, register with the Alaska Public Offices Commission and hold at least six (6) meetings per year.

Section 2 APPLICATION FOR MEMBERSHIP

A. Clubs:

- 1) For club membership an application shall be sent to the AFRW President, accompanied by the members' names, addresses, phone numbers, fax numbers, and email addresses, identifying the club officers, dues per capita, service charges and a copy of the bylaws.
- 2) The word "Republican" must be included in the title of all clubs.

- B. The AFRW Board shall have jurisdiction over all membership applications. Acceptance shall be by a majority voice of those present and voting at a meeting duly called by the AFRW President.

- C. Clubs become members in the NFRW only through membership in the State Federation.

Section 3 MEMBER IN GOOD STANDING

- A. An individual member in good standing is one whose current dues are paid to an AFRW member club and who supports Article II of these Bylaws.

- B. A member in good standing shall be a registered voter.

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Section 4 MEMBERSHIP CLASSIFICATION

- A. Active club membership shall be held by Republican women in good standing, paying current club dues which include AFRW and NFRW dues. Active members shall vote in only one club and are entitled to “delegate” or “alternate” status at AFRW and NFRW conventions and meetings.
- B. Associate membership shall be available to Republican women with active club membership in another club or declared Republicans not eligible for registration, i.e. under the legal voting age, not residents of Alaska or not citizens of the United States. Associate membership is also available to Republican men. Associate members shall be accorded all the rights and privileges of the club, except those of making motions, voting or holding office. They may not be counted in a quorum.

Section 5 REMOVAL FROM MEMBERSHIP

- A. Clubs, after a thirty (30) day notification period, may be removed by a two-thirds (2/3) vote of the AFRW Board for the following reasons:
 - 1) Non-payment of dues and service charges to the AFRW and NFRW;
 - 2) Failure to maintain minimum membership;
 - 3) Failure to support the Republican Party ticket;
 - 4) Failure to comply with AFRW or NFRW Bylaws;
 - 5) Club Bylaws in conflict with AFRW or NFRW Bylaws.

Section 6 REINSTATEMENT OF MEMBERSHIP

- A. Any club removed from membership for any cause may be reinstated by filing an application with the AFRW President showing the following:
 - 1) Proof of compliance with the stated objectives and bylaws of the AFRW and NFRW;
 - 2) Any and all financial issues that caused removal are remedied;
 - 3) A two-thirds (2/3) vote of the AFRW Board present and voting will authorize reinstatement.

Article V OFFICERS AND THEIR DUTIES

Section 1 ELECTED OFFICERS

The officers of this organization shall be as follows: President, four (4) Vice-Presidents, (one elected from each of the four state judicial districts having active member clubs within the said district or in the absence of active clubs in that region, elected at large by the AFRW at convention) a Secretary and an Assistant Secretary, a Treasurer and an Assistant

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Treasurer, all of whom shall be elected for a two (2) year term at the regular convention and who shall take office thirty (30) days after election.

Section 2 DUTIES OF OFFICERS

A. The duties of the President shall be as follows:

- 1) To preside at all conventions of the AFRW and meetings of the Board;
- 2) To appoint all committees except the nominating committee (the appointment of all chairs of standing committees is to be approved by the Board);
- 3) To appoint a Parliamentarian;
- 4) To issue the Call for the biennial convention at least thirty (30) days prior to the convention;
- 5) To have general supervision of the work of the AFRW and to represent AFRW at all times, or to designate someone as representative in her absence or inability to do so;
- 6) To serve as an ex-officio, non-voting member of all standing and special committees, except the Nominating Committee.

B. The four (4) Vice Presidents, under the direction of the President, shall be responsible for the work of AFRW within their respective state judicial districts and shall be the liaisons between the clubs of their districts and the State Federation President. In the absence or the disability of the President, the Board shall elect a successor from the Vice Presidents. The Vice Presidents shall be responsible for new club recruitment.

C. The Secretary shall keep and read the minutes of the conventions of AFRW and meetings of the Board, prepare and distribute minutes of the AFRW convention and meetings to all members of the Board within twenty-one (21) days, conduct the correspondence of the AFRW and shall be custodian of all records and papers of AFRW.

D. The Assistant Secretary shall act in place of the Secretary, in the absence of the Secretary and as need requires.

E. The Treasurer shall be the custodian of all funds of the AFRW and shall disburse them only on written authorization. Email is one of the forms of authorized communication. She shall keep an accurate account of all receipts and disbursements and shall give a full report at the biennial convention and as ordered by the President. The books of the Treasurer shall be viewed annually by a three member ad hoc audit committee appointed by the President and approved by the Board.

F. The Assistant Treasurer shall act in place of the Treasurer, in absence of the Treasurer and as need requires.

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Article VI BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1 BOARD OF DIRECTORS

A. MEMBERSHIP

- 1) The voting members of the Board of Directors of the AFRW, hereinafter known as the Board, shall consist of the elected officers, chairs of the standing committees, presidents of member clubs and the immediate past president of the AFRW.
- 2) The National Committeewoman, Chairman or Vice Chairman of the Alaska Republican Party, if they are women who are current AFRW members, and National Federation of Republican Women officers and committee chairmen residing in Alaska who shall serve *ex officio*, without vote.

B. DUTIES

The Board shall have authority to transact business of AFRW between biennial conventions, to fill vacancies in elective offices which occur between biennial elections, to make recommendations concerning all policies and work of the organization, and to elect a representative to the Republican State Central Committee.

C. MEETINGS

- 1) At least four (4) meetings shall be held each year at the call of the President.
- 2) Special meetings shall be called by the President or upon request of a majority of the Board members with ten (10) days notice, which may be waived by a majority vote of the Board.
- 3) When deemed necessary, in lieu of special meetings of the Board, official work of AFRW may be conducted by mail, fax, email or teleconference.
- 4) Two unexcused absences from meetings of the Board of Directors in any one year shall result in automatic expulsion from the Board. An excused absence shall be granted only by the President.
- 5) All AFRW meetings shall be open to all Republicans.
- 6) Notice of regular meetings shall be provided to members of the Board at least ten (10) business days prior to the date of such meeting. Notice shall be posted on the AFRW website and social media.

D. QUORUM: A quorum shall consist of a majority of the voting members of the Board.

E. VOTING

- 1) No member may hold more than one vote

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- 2) All votes taken by mail, fax or email shall have a designated due date, but in any event shall be acted upon and returned no more than twenty-one (21) days from date of transmittal. When a vote is conducted by mail, fax or email, the majority vote will prevail.

Section 2 EXECUTIVE COMMITTEE

- A. The Executive Committee shall consist of the elected officers of the AFRW: President, Vice Presidents, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.
- B. The Duties of the Executive Board shall be to:
 - 1) Advise the President;
 - 2) Transact any necessary business between regularly scheduled Board meetings.

Article VII STANDING & SPECIAL COMMITTEES

Section 1 TYPES

The Standing Committees of AFRW shall be:

- | | |
|------------------------|---------------------|
| A. Bylaws | E. Program |
| B. Campaign Activities | F. Public Relations |
| C. Finance/Fundraising | G. Targeting |
| D. Membership | H. Legislative |

The chairs of the standing committees shall be appointed by the AFRW President, with the approval of the Board, and shall serve until the next biennial convention.

Section 2 DUTIES OF STANDING COMMITTEES

The duties of the standing committees shall be prescribed by the Board.

Section 3 SPECIAL COMMITTEES

Special committees may be appointed by the President as deemed advisable.

Article VIII NOMINATIONS AND ELECTIONS

Section 1 NOMINATING COMMITTEE

- A. Presidents of member clubs shall submit names of members in good standing for consideration to be seated on the nominating committee at the last Board meeting of the calendar year.

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- B. A nominating committee of five (5) members (in good standing) shall be elected at the regular Board meeting held in February.
- C. At least two (2) members shall be members of the current Board who have served on the Board for at least one year.
- D. No Member shall serve on the Nominating Committee who desires to be nominated for an office.
- E. The committee shall elect its chair from one of its members.
- F. The nominating committee shall submit at least one (1) nominee for each office in a report to be presented to the Board at least three (3) weeks prior to the convention.
- G. Nominations may be made from the floor of the convention following the report of the nominating committee.
- H. No one shall be nominated who has not given consent to serve if elected.

Section 2 ELECTIONS

- A. Elections shall be held at the biennial convention. If there is only one candidate for an office, election may be by voice vote.
- B. An election committee, of no less than three (3) members, shall be appointed by the President at the Board Meeting prior to the biennial convention. This committee shall provide all election materials and shall act as tellers for the election.

Section 3 TERMS OF OFFICE

No officer may serve more than two (2) consecutive terms.

Article IX FINANCE

Section 1 DUES

- A. **Submission of Members to AFRW:** The Alaska Federation of Republican Women annual per capita dues and service charge shall be payable by each local club on January 1 and shall be delinquent March 1. A complete roster of members and officers shall accompany these payments. Each local club shall pay annual dues of \$7 per capita to the AFRW.
- B. **Submission of Members to NFRW:** National Federation of Republican Women annual per capita dues of \$10 and service charge of \$15 shall be payable by each local club January 1 and shall be delinquent March 1. These dues shall be sent to the Alaska

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Federation of Republican Women Headquarters and AFRW shall pay these dues and service charges to the National Federation of Republican Women.

Section 2 FISCAL YEAR

The fiscal year of the AFRW shall be January 1 through December 31.

Section 3 CONVENTION REPRESENTATION

Only clubs whose dues are paid thirty (30) days prior to the biennial convention shall be entitled to representation at the convention.

Article X CONVENTIONS

Section 1 NOTIFICATION

The biennial convention shall be held in the spring of odd-numbered years at such time and place as may be determined by the President with the approval of the Board. The call for such convention may include date, time, place, and registration fees. The call shall be sent to all members at least thirty (30) days prior to the convention.

Section 2 CONVENTION COMMITTEES

The AFRW President shall appoint all necessary convention committees, subject to the approval of the AFRW Board. Convention committees may include convention chair, credentials, program, resolutions, rules/bylaws and arrangements.

Section 3 REPRESENTATION

A. The voting body of the convention shall be as follows:

- 1) The duly elected delegates from each member club or their elected alternates;
- 2) Voting members of the Board;
- 3) Past AFRW Presidents who are current members.

B. Election of Delegates and Alternates

- 1) The delegates and alternates shall be elected in such a manner as their respective club's membership prescribes.
- 2) Number of Delegates and Alternates
 - a. Biennial AFRW Convention – All member clubs may send four (4) voting delegates and four (4) alternates to the biennial AFRW convention.
 - b. For those clubs of twenty-five (25) (or major fraction thereof) or more members, an additional voting delegate and alternate for each twenty-five (25) members (or major fraction thereof) may be elected. The representation shall be

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based upon the paid-up membership in both AFRW and NFRW thirty (30) days prior to the biennial convention.

C. Proxies

- 1) No delegate may hold more than one (1) proxy and such proxy holder must be a current member of the club the delegate represents.
- 2) No proxy may be given or exercised if the elected alternate is in attendance.
- 3) For a proxy to be exercised, the delegate must pay the convention registration fee excluding costs for meals.

Section 4 OPEN MEETINGS

All AFRW Conventions are open to all Republicans.

Section 5 CONVENTION QUORUM

A majority of the delegates eligible to attend the biennial convention (or a judicial district convention) shall constitute a quorum as long as a majority of clubs is represented.

Section 6 DELEGATES-AT-LARGE TO NFRW CONVENTION

- A. Five (5) delegates-at-large and alternates and one (1) additional delegate and alternate for each five hundred (500) members in the AFRW (based on current payment of dues to the NFRW) shall be elected by the Board by mail, fax or email from names submitted by member club presidents by request of the AFRW President ninety (90) days preceding the NFRW convention.
- B. In the event any delegate or alternate is unable to attend the NFRW convention, the AFRW President is empowered to fill such vacancy by appointment from among club members in good standing.

Section 7 TRANSITIONS

- A. At the conclusion of the biennial convention, a meeting of the outgoing and incoming Boards shall be held immediately upon adjournment.
- B. All records, including bank statements, Board minutes, APOC and FEC reports and correspondence shall be available for review by incoming Board.

Article XI DISSOLUTION

Section 1 DISSOLUTION

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Per **15 AAC 160.020. Permit application**: Upon the dissolution of the Alaska Federation of Republican Women disposition of net proceeds from charitable gaming conducted under this chapter will go to a permittee, other than a multiple-beneficiary permittee.

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Section 2 DISSOLUTION OF A CLUB

When a club is dissolved, all obligations, monies, equipment, etc., shall be turned over to the President of the AFRW. Notice of such dissolution shall be mailed to all current members of the club.

Article XII PARLIAMENTARY AUTHORITY

Roberts Rule of Order (newly revised, current edition) shall govern all proceedings not covered in these bylaws of the AFRW.

Article XIII AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of delegates present and voting at the biennial convention or by mail or fax as herein before stated, provided that notice of proposed amendment has been sent to each member at least thirty (30) days prior to the meeting or thirty (30) days prior to a date designated for receipt of the vote by mail or fax.

Article XIV INDEMNIFICATION

The Alaska Federation of Republican Women (AFRW) shall indemnify a person who was, is, or is threatened to be made a party to a completed, pending, or threatened action or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director, officer, employee or agent of the AFRW.

Indemnification may include providing for defense, and/or reimbursement of expenses, attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or proceeding if the person acted in good faith and in a manner the person reasonably believed to in or not opposed to the best interests of the AFRW, and, with respect to a criminal action or proceeding, the person had no reasonable cause to believe the conduct was unlawful.

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