



**BYLAWS
of the
FLORIDA FEDERATION
OF REPUBLICAN WOMEN
and Standing Rules**

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ARTICLE I: NAME

The name of this corporation shall be the **Florida Federation of Republican Women, Incorporated**, hereinafter referred to as “FFRW.” The IRS has classified NFRW and all its affiliates as 527 Political Organizations.

ARTICLE II: PURPOSES

The purposes of the FFRW shall be to:

- A. increase the effectiveness of women in the cause of good government;
- B. disseminate information to federated Republican women’s clubs (“Clubs”) in the state of Florida;
- C. facilitate cooperation among Clubs;
- D. inform the public through political education and activity;
- E. foster loyalty to the Republican Party at all levels of government;
- F. promote the principles of the Republican Party;
- G. work for Republican candidates in all elections, including nonpartisan elections;
- H. support the objectives and policies of the National Federation of Republican Women (“NFRW”), the Republican National Committee (“RNC”), the Republican Party (“GOP”), and the Republican Party of Florida (“RPOF”); and
- I. Perform any lawful activity not inconsistent with the foregoing.

ARTICLE III: POLICIES

Section 1. Endorsement Policy

- a. FFRW as a whole and its President and Campaign Committee Chair shall not publicly endorse any candidate for public office in contested Republican primaries, runoff elections, and special elections, or nonpartisan elections when more than one Republican is in the race. Individual members of this organization may work for the candidate of their choice in contested Republican primaries, but not in the name of the Federation.
- b. An officer of the organization who is a candidate or whose spouse or family member is a candidate shall be exempt from this rule, however, they may not do so in the name of the organization or by utilizing the logo or stationery of the NFRW, the state federation, or the local club.
- c. This prohibition applies to only two people – the President and the Campaign Committee Chair position – and the club as an entity. The rest of the club membership is free to endorse the Republican candidate of her choice, just not in the name of the club.
- d. This policy only applies when there are two or more known Republicans in the same race. For any other race there is no endorsement prohibition.

- e. Examples of endorsements or public displays of support include block walking, phone banking, handing out push cards, sending emails, signs in yards, donating funds or attending fundraisers, and social media posts.
- f. In the case of contested Republican races, clubs may distribute information on all the candidates – such as events or fundraisers – if they are fair and distribute equally for all. The use of a disclaimer (i.e., "This is being emailed for informational purposes only and does not represent an endorsement by this club.") can help prevent anyone from interpreting such communications as endorsements.

Section 2.

- a. Neither FFRW nor an individual member shall advocate a split ticket, support an opposition party candidate or act against the NFRW or FFRW policies and bylaws.
- b. NFRW Bylaws provide for removal of membership for any member, state federation, or local club that advocates a split party ticket or supports a candidate who is running on an opposition ticket.

ARTICLE IV: MEMBERSHIP

Section 1. General Membership

Membership in FFRW shall be extended to qualifying groups or organizations of Republican women registered to vote in Florida, meeting the eligibility requirements established in these bylaws. Women are defined as biological-born females bearing two X chromosomes.

Section 2. Associate Memberships

- a. Republican women who are not members of a local federated Club are eligible for State At-Large Membership in FFRW upon payment of the required dues. State At-Large 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.
- b. Republican men who are not associate members of a local federated Club are eligible for State Associate Membership in FFRW upon payment of the required dues. State 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.

Section 3. Requirements for Membership

An applicant organization ("Applicant Organization") will be admitted as a Club and continued in FFRW membership in good standing ("Good Standing") if it meets eligibility requirements and under the following conditions:

- a. It has made a formal application for Membership and submitted its bylaws for approval.
- b. Its bylaws have been reviewed and approved by the FFRW Executive Committee or Board of Directors, as hereinafter defined.

- c. It has paid dues and service charges in keeping with the deadlines set by the FFRW and NFRW.
- d. Organizations accepted as Clubs by FFRW are entitled to identify themselves as federated, affiliated with, or chartered by FFRW.

Section 4. Eligibility

There shall be no limit to the number of Clubs that may be organized within any area. An Applicant Organization is eligible to receive and retain Membership in FFRW when:

- a. It has ten (10) or more active members who form a permanent organization and pay the annual per capita dues and service charges to the FFRW.
- b. Its bylaws, as submitted, provide for at least five meetings per year and contain no provisions that conflict with those of NFRW and FFRW.
- c. The above notwithstanding, an applicant organization or a Club shall not be eligible to receive or retain Membership if it:
 - i. advocates a split party ticket;
 - ii. a candidate of an opposition party; or
 - iii. contains in its bylaws provisions for city, county, or district federations.

Section 5. Membership Process

- a. All applications for Membership shall be sent to the President of FFRW or her designee accompanied by a copy of the Applicant Organization's bylaws (in a WORD document), a current roster of its Membership, and a list of officers along with a remittance of all required dues and service charges. The Applicant Organization shall identify a contact person for the application process.
- b. All applications shall be reviewed by the President or her designee for completeness and compliance with eligibility requirements. The Applicant Organization's bylaws shall be reviewed by the bylaws committee. Applications deemed complete and in compliance shall be submitted to the Executive Committee, as hereinafter defined, for action.
- c. The Executive Committee will act on the application within thirty (30) days of deeming it complete and in compliance.
- d. Acceptance of an Applicant Organization for Membership will be by a majority vote of a Quorum, as hereinafter defined, of the Executive Committee in attendance at a regularly scheduled meeting, or by a majority vote of the Executive Committee when the vote is taken outside of a regular meeting by email, mail, or telephone. Such a vote outside of a regular meeting shall be ratified at the next regular meeting of the Executive Committee.
- e. The Applicant Organization will be notified of the decision of the Executive Committee within 10 days of the action. Notification will include any next steps required of the

Applicant Organization.

- f. Members of Clubs accepted for Membership shall become members of FFRW. Clubs are obligated to keep all membership information up to date and must notify members that their membership information is reported as required to FFRW.
- g. Clubs that are accepted for Membership shall be members of NFRW. Club membership and member information shall be reported to NFRW.

Section 6. Names of Clubs

- a. Clubs accepted for FFRW membership shall include the words “Federated” and “Republican” as a part of the Club name and shall not use the words “County” or “Federation” in the Club’s name.
- b. The name of a Club, once chartered by FFRW, shall be reserved for the exclusive use of the respective FFRW Club. The right of the name of a dissolved or removed Club shall revert to the FFRW.

Section 7. Member in Good Standing

- a. A Club is a member in Good Standing if it maintains eligibility as established in Article III, Section 3. Individual Republican women become active members of FFRW only through active Membership in a Club in Good Standing.
- b. New Clubs shall be in Good Standing for at least six months prior to the FFRW and NFRW biennial conventions to be eligible for representation at these conventions. The six-month period shall begin on the date the FFRW President notifies the NFRW President in a form and manner acceptable to NFRW that the Club’s bylaws have been approved and the Club’s dues and service charge have been paid to the NFRW office.

Section 8. Inactive Status

Under extraordinary circumstances, and if accepted by a majority vote of the Executive Committee, a Club may move to inactive status for a maximum of one year, without formal reapplication. The Club may return to active status at the end of that time if reactivation is approved by a majority vote of the Executive Committee.

Section 9. Removal of Clubs from Membership

- a. Clubs may be removed from FFRW membership for cause. Such removal shall occur only with Notice to the Club and through the use of a specific process as defined below.
- b. Cause shall include, with limitation:
 - i. adoption of bylaws that are in material conflict with FFRW Bylaws;
 - ii. non-payment of FFRW dues for the total Membership or the FFRW service charge;
 - iii. failure to support the Republican ticket, advocating a split party ticket, supporting a candidate of an opposition party ticket, or actions that conflict with FFRW and or

NFRW Bylaws;

- iv. changing bylaws to make provision for city, county, or district federations;
 - v. failure to comply with membership rules, affiliation with any political organization which is not officially recognized as working in concert with the GOP, RNC, NFRW, or FFRW;
 - vi. by any act or omission intended to cause or having the effect of causing damage to FFRW or its reputation or financial stability; and
 - vii. without limiting the generality of the foregoing, the initiation of a lawsuit or any other adversarial proceeding against FFRW or in which FFRW is named as a defendant or respondent shall constitute cause for removal.
- c. FFRW shall be entitled to recover from such Clubs its attorney fees and other costs and expenses relating to any such litigation or proceeding if the FFRW shall substantially prevail therein.
 - d. Removal of Clubs shall follow all procedures outlined in the Standing Rules and any related Policies and Procedures established for that purpose.
 - e. If a Club is removed from FFRW membership, dues paid for the year the removal occurs shall be refunded by FFRW within (30) thirty days of the removal.

Section 10. Procedure of Removing a Club from Membership

- a. A two-thirds vote by a quorum of the FFRW Board of Directors shall be required to remove a Club from Membership. In the case of where such removal is contemplated, the Club may be suspended by a majority vote of the Executive Committee when polled by the President until such time as the removal process is complete.
- b. The FFRW President shall notify the Club of the contemplated action. Such notice shall be in writing and shall state the cause of the proposed action, the date the action will be considered, and an invitation to the Club to designate a representative to attend such meeting and speak on behalf of the Club. Such Notice shall be issued a minimum of (10) ten days prior to any such meeting.
- c. The FFRW Executive Committee shall meet as scheduled and discuss the proposed action and the reasons for the action. If a Club representative is present, the representative shall be allowed to speak on behalf of the Club and respond to any statements made. A two-thirds vote by a quorum of the Executive Committee to remove the Club from Membership shall allow the action to proceed to the next level. The President shall notify the Club in writing of any action taken and the next steps, including the date and time of subsequent action if any. Such notice shall be given no later than fifteen days following the said meeting of the Executive Committee and a minimum of (10) ten days prior to the next scheduled action.
- d. The FFRW Board of Directors shall hear the action at the next regularly scheduled Board of

Directors' Meeting or at an interim meeting explicitly scheduled for that purpose provided that adequate notice is given to the Club. If a Club representative is present, the representative shall be allowed to speak on behalf of the Club and respond to any statements made. A two-thirds vote by a quorum of Board of Directors shall be required to remove the Club from Membership. Notice of the action of the FFRW Board of Directors shall be submitted to the Club within (15) fifteen days.

- e. Specifically, with regard to non-payment of membership dues or service charges, a Club may have its Charter automatically removed if a Club fails to pay any and all outstanding membership dues after receipt of a 30-day written notice by FFRW to cure said default. Best efforts shall be made by FFRW's Executive Committee to ascertain that the Club's Treasurer and President received said Notice.

Section 11. Reinstatement of Suspended and Removed Clubs

Clubs suspended from Membership may be reinstated by a majority vote of the Executive Committee when the situation leading to suspension is corrected.

- a. Procedures for reinstatement of Clubs removed from Membership shall be the same as those required of a Club initially applying for Membership, with the exception that a two-thirds vote of the FFRW Executive Committee shall be needed for the reinstatement of Clubs removed from Membership.
- b. A Club that has been inactive, whatever the cause, must pay FFRW dues for at least ten members and a service charge for the current year at the time of reinstatement.

Section 12. Disposition of Assets of Clubs at Dissolution or Removal

Upon dissolution of a Club, the Charter shall be returned to the FFRW president.

- a. All of the Club's assets shall be forwarded to the FFRW treasurer after Club liabilities are paid.
- b. None of the Club's assets shall be distributed to any individual officer or member of the Club.
- c. The right to use the name of a dissolved or removed Club shall revert to FFRW.

ARTICLE V: OFFICERS AND THEIR DUTIES

Section 1. Eligibility for Office

- a. Elected and appointed FFRW Officers, as hereinafter defined, shall be active members of Clubs in Good Standing.
- b. Only one (1) FFRW officer ("Officer") may serve from any one Club during the same term of office on the Executive Committee.
- c. A candidate for an office on the FFRW board shall run for only one (1) office in an election. If she loses an election for the position for which she ran, she may still be eligible to be

nominated from the floor for another role.

- d. No elected officer shall serve for more than two consecutive terms in the same office.

Section 2. Officers

The Officers of FFRW shall be President, First Vice President, Second Vice President, Third Vice President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer.

Section 3. Terms of Office

Officers shall be elected at the biennial convention. They may serve only for a maximum of two consecutive terms of two years, beginning January 1st following the biennial convention or until their successors are elected.

Section 4. Duties of the President

The President shall be the chief executive officer of FFRW; shall be charged with the general and active management and direction of the activities of FFRW, and shall see that all orders and resolutions of the Board of Directors are effectuated. The President shall:

- a. serve as Chair of the Board of Directors and shall preside at meetings, including meetings of the Board of Directors; appoint the chairs of all standing, special and ad hoc committees, with the approval of the Executive Committee, except the Nominating Committee, as hereinafter defined;
- b. Chair the Executive Committee; shall have general supervision and direction of all other Officers and staff, if any, of FFRW and shall see that their duties are correctly performed; and shall perform such other duties as the Board of Directors may direct;
- c. submit for approval an annual plan of action to the Board of Directors;
- d. submit an annual report to the Board of Directors within 90 days of the end of the fiscal year or receipt of the information from the Treasurer;
- e. submit for approval an annual budget and be a check signer on bank accounts;
- f. serve as an ex-officio member of all committees except for the Nominating Committee;
- g. have the power to sign contracts as authorized by the Executive Committee or Board of Directors;
- h. appoint a review committee of three (3) members of the Board of Directors, with approval of the Executive Committee to review the FFRW financial books. The review committee should report the findings to the President. The Board of Directors at the next Board of Directors' meeting or a Board of Directors' meeting specially called for by the Executive Committee or the Board of Directors, or the President may send the review report to the Board of Directors by email, or mail;
- i. appoint a budget committee annually, with the approval of the Executive committee, consisting of the President, the Treasurer and three other members of the Board of Directors,

and such budget committee will prepare the budget for the current year to be presented to the Executive Committee and presented to and approved by the Board of Directors at the annual meeting;

- j. select special appointees within FFRW, with the approval of the Executive Committee, including, but not limited to, a historian, a chaplain, sergeant(s)-at-arms, and a parliamentarian; such positions will have a voice but no vote at Board of Directors' meetings unless she would otherwise be entitled to vote;
- k. make other appointments as necessary to conduct the business of FFRW;
- l. appoint a proxy to NFRW board meetings if she cannot attend. Such proxy shall be a member of the Board of Directors in good standing who is not a current voting member of the NFRW board. A proxy shall be provided in the format required by the NFRW;
- m. keep a list of all FFRW logins and passwords for every FFRW non-financial account, including but not limited to website and social media accounts along with the Secretary and the corresponding usernames, passwords, and a list of who has login and administrator access to these accounts; and
- n. keep a list of all FFRW logins and passwords for every FFRW financial account along with the Treasurer and the corresponding usernames, passwords, and a list of who has login and administrator access to these accounts.

Section 5. Duties of the Vice Presidents

The vice presidents in their order shall temporarily perform the duties of the President in her absence or inability to perform, and they shall perform such other duties as may be assigned to them by the FFRW President, including acting as a liaison between the Board of Directors and the Executive Committee.

Section 6. Duties of the Secretary

The Secretary shall:

- a. record the minutes of all meetings of the Executive Committee and Board of Directors;
- b. serve as chair of the committee to approve the minutes of the conventions;
- c. send the official call to all conventions, conferences, and special meetings if requested by the President;
- d. call the roll of Membership at conferences, conventions, and special meetings;
- e. prepare a permanent record book of all FFRW meetings and conventions to be located at the FFRW office;
- f. maintain records of all official correspondence of the Board of Directors and the Executive Committee;
- g. complete FFRW applications to the NFRW and submit them to the NFRW president in the

formats specified by NFRW;

- h. keep a list of all FFRW logins and passwords for every FFRW non-financial account, including but not limited to website and social media accounts along with the President and the corresponding usernames, passwords, and a list of who has login and administrator access to these accounts; and
- i. perform such other duties as may be assigned by the FFRW President.

Section 7. Duties of the Assistant Secretary

The Assistant Secretary shall temporarily perform the duties of the Secretary in her absence or inability to perform, and they shall perform such other duties as may be assigned to her by the FFRW President and/or Secretary.

Section 8. Duties of the Treasurer

The Treasurer shall:

- a. have custody of FFRW funds, shall keep, or cause to be preserved, complete and accurate accounts of receipts and disbursements in books belonging to FFRW, shall be check signer on bank accounts. and shall deposit, or cause to be deposited, all monies and other valuable effects in the name and to the credit of FFRW in such depositories as may be designated by the FFRW Board of Directors and shall serve on the Budget Committee;
- b. send, or cause to be transmitted promptly, all notices for dues, service charges, and reinstatement fees. Similarly, the Treasurer shall remit all dues, service charges, and reinstatement fees owed by the FFRW to the NFRW;
- c. disburse, or cause to be disbursed, the funds of FFRW pursuant to any procedures that may be established by resolution of the Board of Directors, taking proper vouchers for such disbursements, and shall provide to the President and Board of Directors at its regular meetings, and as required, an account of all her transactions as Treasurer and of the financial condition of FFRW;
- d. provide to the review committee all relevant FFRW papers, books, statements required for a review of the books, when asked to do so by the Executive Committee or the Board of Directors;
- e. hand over, at the end of her term, all books, papers, and records of whatever kind in her possession belonging to FFRW to her successor;
- f. maintain and share with the President, a list of every financial account and the corresponding usernames, passwords, and a list of who has login and administrator access to these accounts; and
- g. perform such other duties as may be assigned by the FFRW President.

Section 9. Duties of the Assistant Treasurer

The Assistant Treasurer shall temporarily perform the duties of the Treasurer in her absence or inability to perform, and they shall perform such other duties as may be assigned to her by the FFRW President and/or Treasurer.

Section 10. Records of Officers

All Officers and all Committee Chairs and Vice-Chairs shall deliver all records, files, and properties of the FFRW to their respective successors the earlier of either December 1st or within fifteen (15)) days after retiring, whether by expiration of her term, resignation, suspension, inability to act, or removal from office unless otherwise directed by the President or the Executive Committee. All financial instruments and information, including but not limited to the following, must be immediately turned over: credit or debit cards, checks, login user names, passwords, pin numbers, security questions, and answers. All spending by outgoing members must cease except for essential operating costs or payment of budgeted expenses not yet paid in full. Essential operating costs are defined as previously budgeted items.

ARTICLE VI: BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Board of Directors

- a. The voting body of the FFRW Board of Directors shall be:
 - i. the elected Officers and all other Executive Committee members;
 - ii. all former State FFRW presidents who are in good standing with their local FFRW Club;
 - iii. the District Representatives;
 - iv. the President of each Club or a designee; and
 - v. the chairs of the standing committees, or the vice-chairs in the absence of the chairs.
- b. The non-voting members of the FFRW Board of Directors shall be
 - i. the vice-chairs of standing committees if the chair is present;
 - ii. chairs and vice-chairs of the special committees;
 - iii. the chaplain, the historian, the parliamentarian, the sergeants-at-arms, and any other board appointees; and
 - iv. and the president-elect following the election at the biennial convention.

Section 2. Club Presidents, District Representatives, and Committee Chairs

- a. Club presidents shall be elected by their respective members according to the Club bylaws and retain their seats on the Board of Directors for the duration of their terms in office.
 - i. A Club president shall take office in keeping with the procedures and for the term of office outlined in the bylaws of the Club she represents.
 - ii. A Club president may appoint an officer of her Club, in respective order, to represent her

at Board of Directors' meetings and conventions, using the appropriate FFRW and NFRW forms.

- iii. Club presidents shall notify FFRW of the election of a new president and any subsequent changes in status within fifteen (15) days. The notification shall include complete contact information and the anticipated length of service.
- b. District Representatives shall serve on the Board of Directors for the duration of their term. They have a voice and vote.
- c. Chairs and vice-chairs of all standing committees shall serve on the FFRW Board of Directors for the duration of their appointments. A standing committee vice-chair shall have a voice but no vote unless the chair is absent.
- d. Chairs and vice-chairs of all special committees shall have a voice but no vote on the FFRW Board of Directors for the duration of their appointments.

Section 3. Duties of the Board of Directors

The Board of Directors shall have the following duties and responsibilities:

- a. act as the governing body of the FFRW between conventions;
- b. consider for approval the program of action as presented by the FFRW President;
- c. approve the official program and order of business of all official meetings of the convention;
- d. approve all FFRW policies and procedures as recommended by the Executive Committee;
- e. approve the FFRW annual budget; and
- f. elect a nominating committee of five (5) members and two (2) alternates from its Membership at the spring board meeting in a convention year.

Section 4. Board of Directors' Meetings

Please see Article VIII, Section 2.

Section 5. Executive Committee

The Executive Committee shall consist of the following:

- a. the elected officers;
- b. three (3) members-at-large, elected by the Board of Directors at the board meeting following the convention;
- c. a District Executive, elected by the Board of Directors from the ranks of the District Representatives;
- d. any Florida member of the NFRW Executive Committee, for the duration of her NFRW term; and
- e. the immediate FFRW past president.

Section 6. Duties of the Executive Committee

The Executive Committee shall have the following duties and responsibilities:

- a. have jurisdiction over membership applications and reinstatement requests;
- b. make recommendations to the Board of Directors on the removal of Clubs;
- c. set the date of all conventions and determine the site for conventions;
- d. approve the FFRW president's recommendations of chairs of Standing, Special and ad hoc committees;
- e. recommend FFRW policies and procedures to the Board of Directors for approval;
- f. fill a vacancy in an elected office until the next convention;
- g. recommend the FFRW annual budget to the Board of Directors;
- h. oversee the collection and disbursement of funds; and
- i. approve depository bank(s) which are members of the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation.

Section 7. Executive Committee Meetings

Please see Article VIII, Section 3.

Section 8. Removal for Cause

Any member of the Executive Committee, Board of Directors, or any FFRW chair or appointee may be removed from her position for cause. Removal for cause shall be at the sole discretion of the Executive Committee and shall be by a two-thirds vote.

- a. Cause for such removal shall include, with limitation, failure to perform the duties of the office; the failure or refusal to support the policies and objectives of the FFRW, as stated in its bylaws, or any act or omission intended to cause or having the effect of causing damage to the FFRW or its reputation or financial stability.
- b. Without limiting the generality of the foregoing, the initiation of litigation or any other adversarial proceeding against the FFRW, or in which the FFRW is a named defendant or respondent, shall constitute cause for removal. The FFRW shall be entitled to recover from such member, officer, or appointee, its attorney's fees, and other costs and expenses relating to any such litigation or proceeding if the FFRW shall substantially prevail therein.
- c. Discipline Procedure including the steps to be taken for addressing disruptive and unruly behavior.
 - 1) Publicly request the offender stop the behavior.
 - 2) Motion to Censure and warn of the possibility of removal from the meeting.
 - 3) Motion to Expel offender from the meeting.

- 4) Motion to Suspend offender from FFRW.
 - 5) Motion to Remove the offender from their role or position within the FFRW.
 - 6) Motion to Expel offender from Membership within FFRW. A “second” is required for each of the above motions. The motions are amendable and debatable.
- d. The offender must be given written notice of any disciplinary hearing for removal from their position within FFRW and for their expulsion or removal from FFRW. The offender has a right to be present at this disciplinary hearing, be represented by counsel, and present a defense to the allegations. The final decision for expulsion or removal from FFRW is by a 2/3 vote of the Board of Directors. The offender has no right to appeal the final decision of the BOD or EC.

ARTICLE VII: NOMINATIONS, ELECTIONS, VACANCIES AND TERMS OF OFFICE

Section 1. Nominating Committee

A nominating committee shall select the slate of officers to be offered to the Membership.

- a. A nominating committee of five members and two alternates shall be elected by the Board of Directors at its Spring meeting preceding the biennial convention. Nominating committee members shall not run for an Officer Position during their term on the nominating committee.
- b. Nominees must be present to accept nominations to the nominating committee or must have given the FFRW president written consent to serve if elected.
- c. Nominating committee members must be active members in good standing of Clubs. Not more than one active member from a Club may serve on the nominating committee.
- d. The vote for nominating committee members shall be by plurality, with the first highest five (5) votes determining the members and the next highest two (2) electing the alternates.
- e. The alternates shall be ranked by votes obtained, the alternate with the higher number of votes cast to be called into service first. An alternate member shall be called into service only upon the resignation or absence of a nominating committee member.
- f. Nominating committee members shall only serve twice consecutively: a one-year term followed directly by an additional one-year term.
- g. Immediately following the close of the board meeting at which the committee was elected, the President shall announce the convening of the nominating committee for the purpose of electing a committee chair and a secretary from their members.
- h. The Nominating Committee chair shall collect signed confidentiality agreements from all committee members with regards to applications, deliberations, and selection of the slate.

Section 2. Nomination of Officers

- a. Eligibility for nomination or election as an officer will be confined to women who have been active members in good standing of a Club in good standing for a minimum of one year at

the time of nomination.

- b. Nominees for offices whose names are submitted by the nominating committee shall state themselves to be in accord with the purposes, bylaws, and policies of FFRW, NFRW, and the Republican National Party.
- c. The nominating committee shall submit a report containing a slate of nominees for office, one name for each office, and indicating that the nominees have consented to serve if elected.
- d. The nominating committee slate shall be distributed to all members of the Board of Directors with the call to the FFRW biennial convention.
- e. No candidate shall be named for more than one office.

Section 3. Election of Officers

- a. Elections of officers shall be at the FFRW biennial convention. The nominating committee shall present its slate to the delegates, after which time additional nominations may be made from the floor.
- b. Nominees from the floor shall be members in good standing of the FFRW and shall be in accord with the purposes, bylaws, and policies of FFRW and the Republican Party. Candidates who wish to be nominated from the floor shall deliver a written, signed, and dated "Consent to Serve if elected" to the current FFRW president a minimum of 48 hours prior to the opening of the convention.
- c. Election shall be by ballot, except when there is just one nominee for an office, in which case election may be made by voice. A majority vote shall elect.
- d. Only active members in good standing prior to the meeting shall be eligible to vote for FFRW officers. The credentials chair shall give the elections chair a list of the names and number of certified delegates entitled to vote not less than eight hours before the polls open.
- e. At intervals thereafter, the credentials chair shall notify the elections chair of any changes in the number of voting delegates. She shall report to the convention as requested. Polls shall be open and closed at hours determined by the FFRW Executive Committee.

Section 4. Election of the District Executive

- a. The District Executive shall be elected by the Board of Directors at the board meeting after the end of the convention from the ranks of the District Representatives.
- b. District Representatives willing to stand as candidates shall be nominated by a member of the Board of Directors.
- c. The election will be by ballot and may be by voice if there is only one candidate. If there are three or more candidates, a plurality shall elect. Otherwise, a majority is required to elect.
- d. Candidates for District Executive are required to give confirmation that they are willing to serve to the FFRW president before the beginning of the Board of Directors' meeting after a

biennial convention.

- e. The election of the District Executive, will create a vacancy in her District Representative position, and the candidate with the second-highest number of votes in the district election shall take over as District Representative. If there is no other candidate, the provisions for filling a vacancy of a District Representative between conventions shall apply.

Section 5. Election of Members-at-Large

The Executive Committee shall have three (3) members-at-large, elected by the Board of Directors at the board meeting after the end of the convention.

- a. Any FFRW member in good standing is eligible to stand. All nominations will be from the floor, and candidates shall be nominated by an FFRW board member.
- b. If there are more than three (3) candidates for the three seats, the election will be by ballot and plurality will elect. Otherwise, a majority vote will elect.
- c. Candidates for member at large shall deliver a written, signed, and dated "Consent to Serve if elected" to the current FFRW president a minimum of 48 hours prior to the opening of the convention.

Section 6. Election of District Representatives

District Representatives on the Board of Directors shall be elected by the Clubs in the districts they represent.

- a. Election of District Representatives will occur at the FFRW biennial convention.
 - i. Delegates from Clubs within each district shall caucus at the convention at a time allotted for the purpose of nominating and electing a District Representative.
 - ii. All active members of Clubs within the district are eligible for nomination, except for FFRW officers. All nominations shall be made from the floor at the caucus.
 - iii. Candidates may self-nominate or be proposed by a member from the same district.
 - iv. The election will be by ballot, and the candidate with the most votes will be elected. Where there is only one (1) nominee, the election may be by voice vote.
- b. The term of office for each District Representative shall be two years or until a successor is elected.
- c. Vacancies in District Representative positions occurring between conventions shall be filled by the Board of Directors at the next board meeting or by an emergency vote of the Board of Directors by phone, mail, or email. Club presidents from the district in question shall submit short bios of the candidates, together with a short testimonial and written confirmation from the candidate that she will serve if elected.

Section 7. Vacancies in Office or other Executive Committee Position

Vacancies created by the resignation, suspension, removal, or inability to act of an officer or

other Executive Committee member shall be filled by a majority vote of the Executive Committee.

- a. A vacancy in an office or position shall be filled at the meeting following the advent of the vacancy or at a special meeting called for the purpose, which may be held by telephone or video conference. The replacement for the office or position shall be appointed from the general FFRW membership, with the exception of the District Executive, who shall be appointed from the ranks of the District Representatives.
- b. 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, or email.
- c. The vote of the Executive Committee may be held by video conference, phone, or email.
- d. The new officer or another Executive Committee member shall serve until the next FFRW biennial convention or until a successor is elected. The time served between the appointment of the Executive Committee member and the next election shall not count towards the maximum term limits for that individual for that office or position.

Section 8. Terms of Officer or other Positions

- a. The newly elected officers and other Executive Committee members shall serve a term of two years beginning January 1st following their elections or until their successors are elected.
- b. Terms of office shall begin on January 1st of the first year of service, regardless of the installation date. Each elected officer or Executive Committee member may serve no more than two consecutive terms per position.

ARTICLE VIII: MEETINGS AND CONVENTIONS

Section 1. Registration Fees for Conventions and Meetings

The FFRW Executive Committee shall set a registration fee for attendees at all FFRW meetings and conventions. This fee shall be used to defray the expenses of the meetings.

Section 2. Board of Directors' Meetings

- a. The Board of Directors shall meet twice a year at a time and place designated by the Executive Committee.
- b. The spring meeting shall be the annual meeting and shall be held between January 2nd and April 30th unless otherwise ordered by the Executive Committee.
- c. Forty-five (45) days' Notice of the meeting shall be given to each member of the Board of Directors.
- d. Club presidents may designate an elected officer of her Club in respective order to attend in her absence that shall have voice and vote as a proxy of the Club president.
- e. A Board of Directors' meeting shall be held within twenty-four hours after the adjournment of the FFRW biennial convention.

- f. Special Board of Directors' meetings may be called by the President or shall be called at the written request of twelve voting members of the Board of Directors. The call to the meeting shall contain the purpose of the meeting. Fifteen (15) days' Notice of a special meeting shall be given to each member of the Board of Directors.
- g. The call to a special meeting shall contain the purpose of the meeting.
 - i. A vote may be conducted by mail, phone, or email between meetings and ratified at the next meeting of the Board of Directors.
- h. There shall be no absentee ballot voting at board meetings or in elections held at board meetings.
- i. A majority of the voting members of the Board of Directors shall constitute a quorum provided at least three (3) elected FFRW Officers are present.

Section 3. Executive Committee Meetings

The Executive Committee shall meet to conduct the necessary business of the FFRW.

- a. Meetings of the Executive Committee shall be held immediately preceding and following the FFRW Board of Directors' meetings and at the beginning and the conclusion of FFRW conventions.
- b. The Executive Committee shall meet at the call of the President or upon the written request of a minimum of four members.
- c. At least seven days' Notice is required for all such Executive Committee meetings.
- d. An emergency meeting may be held at the call of the President or four (4) members of the Executive Committee for a special purpose, provided that a quorum is present and that the majority of the members vote that the special purpose is an emergency. Such a meeting may be conducted by telephone conference at a minimum of one (1) day's notice. Only business relating to the special purpose may be discussed at such a meeting. Any decision taken must be ratified at the next regular meeting of the Executive Committee or at a meeting specially called for ratification, with the appropriate notice.
- e. Action may be taken by the Executive Committee by mail, conference call, live online, or via email and ratified at the next Executive Committee meeting.
- f. There shall be no absentee ballot voting at Executive Committee meetings or in elections held at Executive Committee meetings.

Section 4. FFRW Conventions

An FFRW convention shall be held no less than biennially. The specified biennial convention shall be held within sixty days following the close of the NFRW biennial convention. The Executive Committee shall have the right to call other conventions and member meetings from time to time.

- a. A call to the convention shall be sent by mail, or email to the members and ex-officio members of the FFRW Board of Directors, at least forty-five (45) days prior to the date set for the biennial convention.
- b. Each Club in Good Standing shall have the right to be represented at the biennial convention except that attendance is requested by the President of each Club or, in her absence, an elected officer in the respective order.
- c. Clubs unable to send a representative shall notify the Treasurer and credentials chair in advance.
 - i. Representation for each Club at the biennial convention shall be based upon the number of active members in good standing as of the August 15th that falls before the convention.
 - ii. In addition to the President or her designee, each Club shall be entitled to one delegate for every ten active members, or a major fraction thereof, up to and including one hundred members.
 - iii. There shall be an additional delegate for each fifty (50) active members, or a major fraction thereof, over one hundred (100) members.
 - iv. Each Club shall be entitled to as many alternates as delegates.
 - v. Each delegate shall be entitled to one vote. If a delegate is absent, an alternate may vote in her stead.
- d. Each Club shall select its delegates and alternates through a formal process identified in its bylaws.
- e. Delegates and alternates shall be selected by their Clubs not less than four weeks prior to the convention. The names of the selected delegates and alternates shall be sent immediately upon selection to the Treasurer of the FFRW or a designee of the President in the manner prescribed in the call to the convention.
- f. The deadline for registration of a member who requires credentialing is two weeks before the start of the convention.
- g. The voting members at the FFRW convention shall be limited to the following:
 - i. delegates from each Club;
 - ii. president of each Club or her designee;
 - iii. elected officers and all other Executive Committee members;
 - iv. chairwomen of Standing committees of FFRW;
 - v. District Representatives and the District Executive; and
 - vi. past State presidents of FFRW who are active members of FFRW Clubs

- h. A voting member shall be entitled to only one (1) vote.
- i. A majority of the delegates registered and credentialed at a convention or a general membership meeting shall constitute a quorum provided that at least three (3) elected officers are present.

Section 5. NFRW Convention

FFRW shall participate and be represented at the NFRW biennial conventions.

- a. Voting representation at NFRW conventions shall be in numbers specified by NFRW and selected in a manner specified by FFRW.
- b. The number of delegates-at-large, with an equal number of alternates, shall be based on the current year's dues paid to the NFRW, such payment to be postmarked ninety days before the NFRW convention, unless some other method is specified by NFRW.
- c. Such delegates-at-large shall be elected by the FFRW Board of Directors at the FFRW spring board meeting preceding the NFRW biennial convention. Plurality elects, and the five delegates-at-large with the highest votes shall have their NFRW convention registration fee paid by FFRW. If the FFRW qualifies for more than five delegates at-large to the NFRW convention, those extra at-large delegates do not get their registration paid by FFRW unless approved by a majority of the executive committee. Only Clubs chartered and in good standing for at least six (6) months prior to the date of the NFRW convention shall be eligible for representation.
 - i. Delegates of such Clubs shall be elected in a manner specified in the bylaws of the Club at least sixty days prior to the NFRW convention.
 - ii. Clubs shall send to the FFRW identification information for their delegates and alternates in a manner and form and on a timeline specified by FFRW and NFRW.

Section 6. District Meetings

District meetings may be held as desired by the Clubs within a district for the sole purposes of communication and discussion of issues important to the district and to improve cooperation and resource sharing among Clubs. District Representatives may chair discussions at such meetings, but no FFRW actions may be taken. Costs of such meetings shall be borne by participating Clubs and members and must be paid at the time of the meeting or paid from the FFRW allotment for that purpose. Such meetings shall not be considered official meetings of the FFRW.

Section 7. Committee Meetings

- a. Committees shall be convened in a manner determined by the chair to be acceptable for the committee's duties and responsibilities.
- b. Committee meetings may be held by phone, email, or online.
- c. The quorum for a committee meeting shall be a majority of the members of the committee.

ARTICLE IX: COMMITTEES, COMMITTEE CHAIRS AND SPECIAL APPOINTEES

Section 1. Types of Committees

FFRW shall have standing committees, special committees, and ad-hoc committees, all appointed by the President with the approval of the Executive Committee.

Section 2. Committee Reports

All committees shall report as requested by the President. Committees shall file written reports with the Secretary biennially.

Section 3. Standing Committees

FFRW shall have standing committees to carry on its work and business.

- a. The President may appoint standing committee chairs with the approval of the Executive Committee.
- b. The standing committee chair shall appoint a vice-chair, preferably from another FFRW Club.
- c. The standing committee chair, with the help of the vice-chair, shall appoint committee members, making sure to include members from the different districts.
- d. The names of the Standing committees are:
 - i. Bylaws and standing rules
 - ii. Campaign
 - iii. Fundraising
 - iv. Legislative and research
 - v. Membership
 - vi. Publications & Public Relations

Section 4. Special Committees

FFRW shall have special and ad hoc committees as deemed necessary to accomplish the work and business of FFRW.

- a. The President shall appoint the chairs for such special and ad hoc committees, with the approval of the Executive Committee, except the nominating committee.
- b. The special committee chairs may appoint a vice-chair, preferably from another Club.
- c. The special committee chair, with the help of the vice-chair, if any, shall appoint committee members, preferably from different districts.
- d. The special committee chairs may include but are not limited to:
 - i. Achievement awards

- ii. Financial Review
- iii. Literacy
- iv. Caring for America
- v. Credentials
- vi. Elections
- vii. Armed Forces
- viii. Nominating

Section 5. Committee Members

All Committee standing committee chairs, with the help of their vice-chairs, and all special committee chairs, with the help of their vice-chairs, if any, shall appoint committee members. When selecting committee members, the chairs and vice-chairs should attempt to choose Club members from different FFRW districts.

Section 6. Appointees

The President shall make Ad Hoc and other appointments necessary to accomplish the business of FFRW, with the approval of the Executive Committee.

ARTICLE X: QUORUM

Section 1. Quorum for Board of Directors' Meetings

A majority of the voting members of the Board of Directors shall constitute a quorum for all meetings of the Board of Directors, provided at least three (3) elected FFRW Officers are present.

Section 2. Quorum for Executive Committee Meetings

A majority of the current members shall constitute a quorum for all meetings of the Executive Committee if at least three (3) are elected FFRW Officers.

Section 3. Quorum for Conventions and Membership Meetings

A majority of the delegates registered and credentialed at a convention or a general membership meeting shall constitute a quorum if at least three (3) elected officers are present.

Section 4. Quorum for Committee Meetings

The quorum for a committee meeting shall be a majority of the members of the committee.

ARTICLE XI: FISCAL YEAR

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

ARTICLE XII: DUES AND SERVICE CHARGES

Section 1. Annual Dues

All Clubs shall pay per capita annual dues and service charges on a schedule, and in a manner,

established by the Board of Directors. Associate members shall pay annual dues and service charges on a schedule and in a manner established by the Executive Committee. Such dues shall include all service charges required by the NFRW for Membership. The FFRW Treasurer shall be responsible for remittance of such dues and service charges to NFRW on the schedule required by NFRW for State Federations. The FFRW Treasurer shall be responsible for invoicing the associate members.

- a. Changes in the FFRW annual dues shall be by recommendation of the Board of Directors and a majority vote of the delegates at a biennial convention.
- b. All Clubs shall pay annual service charges as established from time to time by the FFRW Board of Directors to be in good standing.
- c. Such service charges shall include all service charges required by the NFRW. Clubs adding new members shall pay per capita dues and service charges for such new members as they are added to the membership roster.
- d. Clubs removed from good standing because of non-payment of service charges may be reinstated upon payment of the service charges for the past year, provided that dues and the service charges are paid for the current year.

Section 2. Dues for Applicant Clubs

Applicant organizations shall pay all required per capita dues and services charges upon application. FFRW shall be responsible for remittance of required dues and service charges to NFRW on the schedule required by NFRW for State Federations. Organizations accepted for Membership shall subsequently pay dues on the same schedule as other Clubs.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The latest edition of Robert's Rules of Order Newly Revised shall govern the FFRW in all instances where they are applicable and in which they are not superseded by these FFRW bylaws and any Special Rules the biennial convention Delegates, or Board of Directors, may adopt from time to time.

ARTICLE XIV: AMENDMENTS

Section 1. Process to Amend the Bylaws

- a. The FFRW bylaws committee shall present proposed amendment(s) to the FFRW Executive Committee for review and to the FFRW Board of Directors for approval before the publication of the amendments.
- b. Written Notice of the proposed amendments shall be sent to the convention delegates with the call to the meeting at which they are to be considered.
- c. Any changes to the NFRW bylaws made at the biennial meeting that affect FFRW's bylaws may be adopted without the notice requirement indicated in Subsection XIII(1.b) above.

Section 2. Vote required to Amend the Bylaws

- a. These bylaws may be amended at a biennial convention by a two-thirds (2/3) vote of the convention delegates, provided that written notice of the proposed amendment(s) shall have been sent to each member of the FFRW Board of Directors and to Club presidents with the call to the convention.

In an emergency or to deal with an urgent situation as determined by the FFRW Board of Directors, amendments may be approved by a two-thirds (2/3) vote of the member Clubs by mail, or email directed to and cast by the Club presidents in keeping with a vote of their respective boards of directors.

ARTICLE XV: DISPOSITION OF ASSETS

In the event of dissolution of this corporation by a majority vote of the FFRW Board of Directors, all of its assets that remain after payment of all FFRW liabilities, costs, and expenses of such dissolution, shall be distributed to the NFRW. None of the assets shall be distributed to any member or Officer of FFRW. The name of the FFRW shall revert to the NFRW.

Adopted by the delegates at the 36th Biennial Convention, November 18, 2023.

APPENDIX

These standing rules do not form part of the Bylaws and are attached to the Bylaws as an Appendix.

FFRW STANDING RULES

1. The FFRW shall have the following districts containing various counties:
 - District 1: Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Bay, Washington
 - District 2: Calhoun, Gadsden, Gulf, Liberty, Franklin, Wakulla, Leon, Jefferson, Madison, Taylor, Columbia, Jackson, Suwanee, Lafayette, Hamilton
 - District 3: Nassau, Duval, Clay, St. Johns, Baker, Union, Bradford, Putnam
 - District 4: Alachua, Levy, Marion, Lake, Sumter, Gilchrist, Dixie, Citrus
 - District 5: Flagler, Volusia, Brevard, Indian River, St. Lucie
 - District 6: Orange, Seminole, Osceola, Polk
 - District 7: Pasco, Pinellas, Hillsborough, Hernando
 - District 8: Sarasota, Manatee, Desoto, Hardee
 - District 9: Collier, Glades, Hendry, Lee, Charlotte
 - District 10: Martin, Okeechobee, Highlands
 - District 11: Palm Beach, Broward, Miami-Dade, Monroe
2. FFRW shall have a roster of all Clubs, including but not limited to all officers and their titles and all members including the type of Membership, address, telephone numbers, and email address (or other electronic contact information), and effective date of Membership. Each Club shall provide an up-to-date list annually by January 31st and notify FFRW of each addition and deletion from Membership. A current listing of Club Officers and their contact information shall be submitted to the FFRW President by January 31st.
3. The FFRW shall also have a roster of all Clubs' Board of Directors and all standing and special committees with contact information.
4. The FFRW membership lists, including but not limited to those in printed or electronic versions, shall be safeguarded at all times and shall be used for FFRW related business only. The membership lists may be made available to NFRW, the Republican Party, and Republican candidates who will appear on ballots within the state of Florida, with permission of the FFRW Executive Committee. Members shall not sell, share or use for any personal or business purposes the FFRW email database, email lists, membership lists, or other members' personal or identifying information.
5. Electronic manuals provided by the NFRW and FFRW will only be available to Clubs for use

as guidelines by Club presidents and the chairs of standing committees.

6. The FFRW President and other Officers will make themselves available to respond to invitations from Clubs. Clubs are encouraged to pay for the travel expenses of officers that accept such invitations and to remit to the FFRW treasurer the amount required to cover the Officers' expenses. Clubs should confine their requests to one visit by one (1) officer per term in office. Any payment or reimbursement shall be disclosed to the Executive Board.
7. Reproduction of the FFRW trademark for any purpose shall be authorized only by the FFRW Executive Committee. All rights to the FFRW trademark or any other intellectual property shall be retained by the FFRW.
8. The FFRW president shall appoint one (1) member of the previous nominating committee, who is not an officer, to act as an initial stand-by advisor to the new nominating committee, if requested by the nominating committee. Such an advisor shall act in a purely educational capacity, shall merely pass on her expertise and experience, shall not attend meetings to decide the slate, shall not have a voice, vote, or any other part in the decision-making process to establish the slate, and shall be bound by the same confidentiality provisions as the nominating committee.
9. Reproduction of the official emblem of the FFRW for commercial purposes shall be authorized only by the FFRW executive committee. All rights to the official emblem shall be retained by the FFRW Board.
10. These standing rules are not part of the bylaws and may be amended at any meeting of the Board of Directors by a majority vote provided that written notification of the proposed amendment(s) shall have been sent to each member of the Board of Directors with the call to the meeting. These standing rules may also be amended, rescinded, or suspended temporarily for the duration of a particular meeting or session, without Notice, by a two-thirds (2/3) majority vote of the Board of Directors members present.
11. In an emergency, or to deal with an urgent situation, as determined by the FFRW Executive Committee and/or the FFRW Board of Directors, amendments may be approved by a majority vote of the Board of Directors by mail, or email. Such amendments shall be ratified at the next regular meeting of the Board of Directors or at a special meeting convened for ratification.
12. The latest edition of Robert's Rules of Order Newly Revised shall govern the FFRW in all instances where they are applicable and in which they are not inconsistent with these standing rules and any special rules the biennial convention delegates or Board of Directors may adopt from time to time.

These Standing Rules were adopted at the FFRW Biennial Convention by the Board of Directors on November 18, 2023.