



NJFRW – PROPOSED Bylaws  
Rev. 6/21/25

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## Article I – Name

The name of organization shall be the New Jersey Federation of Republican Women, Inc., (hereinafter “NJFRW”), affiliated with the National Federation of Republican Women (hereinafter “NFRW”)

## Article II – Objective

The mission of the NJFRW is to encourage women to participate in the activities and goals of the Republican Party. To promote the objective of the NJFRW, we will use the strength that comes from diversity of opinion, experience, and culture of our membership to:

- A. Provide educational events designed to increase the effectiveness of women in the cause of good government.
- B. Recognize and encourage qualified women to develop into political leaders of the future.
- C. Support the candidates and policies of the Republican Party.
- D. Do all within our power for the betterment and advancement of the people of New Jersey, and
- E. Reach out to younger women, encouraging them to broaden their horizons from College and Young Republican groups, into the Federation of Republican Women.

## Article III – Membership

All members in good standing shall have full privileges of the Federation. Any person who is requesting to be a Member of the NJFRW must be a registered Republican and may be asked to show proof of residency.

### *Section 1. Eligibility:*

- A. Membership in this organization shall be open to any local Republican Women's club, including Virtual/E-clubs which meet utilizing technology, shall consist of ten or more members who pay the annual per capita dues and service charges to the NJFRW and whose bylaws and objectives are not in conflict with the NJFRW and the NFRW A County Federated Clubs shall not be admitted nor continue in membership that advocates a split-party ticket or supports a candidate running on an opposition ticket in a partisan election.
- B. Any Republican woman, who is registered to vote, believing in the philosophy of the Republican Party and the objectives of the County Federated Clubs shall be eligible for membership in a County Federated Club and no County Federated Club shall require that eligibility be based on sponsorship or election.

### *Section 2. A County Federated Club shall include the following provisions in its bylaws:*

- A. The name of the club shall include the word Republican and shall not include the word Federation or any religious or issue-oriented connotation. No acronyms shall be used in the official club name.
- B. A provision for at least five stated meetings yearly as required by the NFRW
- C. A statement of policy that the County Federated Clubs, its Club Chairman, and its Campaign Activities Chairman shall not endorse or work for any candidate for public office in contested Republican Primaries, Primary runoffs, and/or Special Elections.

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- D. A provision for endorsement exemption for members who are candidates for public office, or whose husband or another family member is a candidate, provided that said endorsement is not in the name of the organization.
- E. A statement that the fiscal year shall be from January 1 to December 31.
- F. A statement that County Federated Clubs shall pay service charges and per capita dues to the NJFRW and the NFRW
- G. A statement that defines the eligibility of a member in order to vote in the club officer elections.
- H. A statement that a member may be counted in one County Federated Clubs only for the purpose of delegate representation at the NJFRW and the NFRW conventions and this will be the only County Federated Club in which she may hold office. Her dues and name shall be submitted to the NJFRW from this County Federated Club only.
- I. A provision specifying the time for the election (October or November), installation of new officers, the term of office and a provision that they shall assume their duties on January 1 of the following year.
- J. A provision for the election or appointment of a member to be Campaign Activities Chairman, a member to be Political Action Committee Treasurer, and a member to be Legislative Chairman.
- K. A provision for a quorum necessary for the transaction of business. Said quorum must be a realistic figure based on the voting membership of the County Federated Clubs and not on the number of members present at any meeting.
- L. A provision specifying the time for the selection of delegates to the NJFRW and the NFRW conventions.
- M. A provision that all members shall be registered voters.
- N. A statement of policy that no County Federated Clubs shall publicly endorse or work for a known candidate of another party in a partisan or non-partisan race where a Republican is in the race. When more than one Republican is in a non-partisan or partisan race, no County Federated Clubs, County Federated Club Chair or Campaign Activities Chairman shall publicly endorse or work for any candidate in said race. If a County Federated Club, its Chair or its Campaign Activities Chairman violates this policy, it shall be the responsibility of the NJFRW Executive Committee to remove the violating County Federated Club from the Federation. In the event the Executive Committee fails to remove the violating County Federated Club, the NJFRW President is to initiate removal as soon as practicable and in accordance with the removal policy, as set forth in Article XVIII herein.
- O. A statement of the dues amounts for Primary, i.e., voting, and Associate, i.e., non-voting, members will be stated in the Club's standing rules and amendments as required.

### *Section 3. Application for Membership:*

- A. The word Republican must be used in the title of all County Federated Clubs and the word Federation shall not be used in the title of a County Federated Club (NJFRW Bylaws, Article 3, Section 3 (d)), and the County Federated Clubs's name shall require approval of the President of the NJFRW. Such approval shall not be given if the County Federated Clubs's name contains any religious or issue-oriented connotations. Any organization which requests Federation status shall not include in its title any identifying name of a Federated County Club if such County Federated Club is still in existence. A new or existing group may request the NJFRW President to grant them the right to use the name of a County Federated Club no longer in existence and shall have the NJFRW President approval for the name to be used.
- B. All applications for County Federated Club memberships shall be sent to the NJFRW Headquarters on forms furnished for that purpose. Certification of membership if required by

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NFRW shall require approval of the Vice President of Bylaws, the Vice President of Membership, the President, and the Executive Committee. Applications for membership shall be accompanied by:

1. A copy of the County Federated Clubs bylaws.
2. A roster with the names, addresses, zip codes, telephone numbers, occupations, and email addresses (if applicable) of the entire membership, with the understanding that the email addresses will not be included in any list sold or shared by NJFRW except for NFRW.
3. A check which includes the service charges and per capita dues.
4. Names of officers, addresses (including zip codes), telephone numbers and email addresses, with the understanding that the email addresses will not be included in any list sold or shared by NJFRW except for NFRW.
5. Mandatory NFRW new club paperwork.

C. The NJFRW has a continuing right to review any County Federated Club's records to ensure that all the above list of requirements, and any additional requirements added by NJFRW or NFRW, continue to be met. Failure to cooperate with said review will lead to the removal of the County Federated Clubs.

### *Section 4. Classification of Membership Permitted in Member County Federated Clubs:*

- A. Primary - any Republican woman who is registered to vote, believes in the philosophy of the Republican Party and the objectives of the County Federated Clubs and who pays the required annual dues is classified as a Primary Member.
- B. Associate-
  1. A Republican Woman who is a Primary Member of a Federated County Club and who wishes to support another County Federated Club may be eligible for Associate Membership upon payment of required dues to said County Federated Club. She cannot hold office, vote, or be counted for the purpose of determining the number of delegates to National or State Federation meetings or conventions. As an Associate Member she does not become a member of the State or National Federation. The club shall remit no per capita dues for NJFRW and NFRW on behalf of these members.
  2. A Republican man is eligible for membership upon payment of the required annual dues to the County Federated Clubs. He cannot hold office, have a voice, or vote or be counted for the purpose of determining the number of delegates to national or state federation meeting or conventions. He can serve on a committee The club shall remit no \$5.00 per capita dues for NJFRW and no dues NFRW on behalf of these members.

### *Section 5. Removal of County Federated Clubs:*

The NJFRW may remove County Federated Clubs from membership according to the procedures as set forth in Article XVIII.

#### A. Causes for Removal:

1. Failure to comply with the bylaws of the NJFRW and the NFRW
2. Failure to submit bylaws amendments to the Chairman of Bylaws for approval before the amendments become effective.

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3. Nonpayment of dues for the full membership.
4. Publicly endorsing a non-Republican candidate in a partisan election.
5. Endorsing a candidate for public office in a contested Republican primary.
6. Failure to maintain a minimum of ten members and/or hold five meetings within a twelve-month period.
7. Publicly endorsing or working for a known candidate of another party in a partisan or nonpartisan race where one or more Republicans are in the race, or endorsing a candidate in a contested Republican Primary, runoff or special election by the County Federated Club, its Chair or its Campaign Activities Chairman. Exception: other than at a regular club meeting, a club is allowed to be involved in a voter education program or forum that concerns a non-partisan election and the candidate's party affiliation is not announced. If the County Federated Club Chair or Campaign Activities Chairman violates this policy, it shall fall to the County Federated Clubs to remove her from office. Failure to do so will result in the removal of the club from the Federation. upon initiation of the process by the NJFRW President in accordance with procedures as set forth in Article XVIII herein.

### B. Procedure for reinstatement of a County Federated Club to the NJFRW membership:

1. A County Federated Club must follow the same procedure for reinstatement as if it were applying for a new County Federated Club membership.
2. Membership application must be approved in writing by two-thirds (2/3) vote of the NJFRW Executive Committee present and voting, provided there is a quorum of the Committee present.

### *Section 6. Assets and Name Use:*

- A. The assets upon dissolution of a state or County Federated Club shall be distributed to its superior body. None of the assets shall be distributed to any member or officer of the organization.
- B. The right to use the name of a dissolved County Federated Club shall revert to its superior body.

### *Section 7. County Federated Club:*

- A. Any women's Republican Club in New Jersey of ten (10) or more female members may make application for membership in the NJFRW. Such Club must be proposed in writing to the NJFRW President by a member in good standing, and must submit a copy of its Bylaws, a Federal Form SS-4, and all completed mandatory NFRW paperwork, including initial membership payment. The list of founding members will be checked to ensure that they are registered Republican voters.
- B. Once completed paperwork is submitted to the NJFRW President, she shall inform the BOG of her intent to approve or deny their application. The NJFRW President must provide rationale to the BOG, if the proposed County Federation is to be denied.

### *Section 8. Membership in Unfederated Counties:*

Any woman who is a qualified voter and registered Republican in New Jersey may make application for membership in the NJFRW. If she resides in a county that does not have its own

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County Federated Club she is expected to join an established County Federated Club in any county of her choice. It will be the responsibility of that Federated County Chair, and the Regional Vice Chair, or the NJFRW President, to help her start a Federated County Club in her home county.

### Article V- Policy - Candidate Endorsements, Public Statements

This Article pertains only to contests between Republican Candidates for public office.

Section 1. Candidate Endorsements and Public Statements: The President of the NJFRW, the Political Activities Chair, County Federated Clubs, County Federated Club Chairs and Campaign Activities Chairs shall not publicly endorse any candidate for public office in contested Republican Primaries, Runoff Elections, Special Elections and/or non-partisan elections when more than one Republican is in the race.

Section 2. Candidate Endorsement Exemption: This Article pertains only to contests between Republican Candidates for public office. An Officer of this organization who is a candidate, or a member of her family is a candidate, shall be exempt from this rule. No candidate described in this section shall use the NJFRW logo in any political advertising.

### Section 3. Public Statements:

A. No public statement in the name of the NJFRW shall be made by a County Federation or any individual member. All public statements shall be made by the State Chair or her designee, in any format or forum chosen.

B. Anyone making a public statement “on behalf of” the NJFRW in violation of this policy, may be formally censured by the BOG.

### Article IV– Regions

The State shall be divided into seven (7) regions; each with three (3) Counties, as set by the BOG as follows:

Region I – Morris, Sussex, Warren  
Region II – Bergen, Hudson, Passaic  
Region III – Hunterdon, Mercer, Somerset  
Region IV – Essex, Union, Middlesex  
Region V – Ocean, Burlington, Monmouth  
Region VI – Gloucester, Salem, Camden  
Region VII – Cape May, Atlantic, Cumberland

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## VI – NJFRW Dues

No member shall be eligible to vote at any meetings, or hold any position, whose current dues have not been paid. New members shall be “in good standing” to vote, if their membership application and dues have been received at least 30 days before the NJFRW’s Annual Meeting.

### *Section 1. County Federated Clubs:*

Annual dues, payable from each County Club, shall be \$25.00 per Primary Member. A member in good standing shall be a member who has paid the required dues for the current calendar year. Dues are not refunded. The dues amount for Primary and Associate Members will be stated in NJFRW’s Standing Rules and amendments as required.

### *Section 2. Payment:*

Dues are due on January 1st of each calendar year. A list of names, addresses, telephone numbers and e-mail addresses must be sent, with the check or other approved form of payment, to the Membership Chair in format prescribed by the NFRW, so information can be uploaded to the NFRW database. Federated County Clubs shall send the information by e-mail and hardcopy, in the format specified by the Membership Chair. County Chairs are encouraged to actively remind members about dues if they are still unpaid as of March 1st.

### *Section 3. NJFRW Delinquent Dues:*

If the NJFRW has not received dues from a Federated County Club by March 1st a letter notifying them of dues delinquency will be sent to the County Chair, her Treasurer, and/or their Regional Vice Chair for follow-up. Any Federated County Club that is delinquent in remitting dues shall be sent a notice by the second quarter of the year. If the Federated County Club is also delinquent by March 1st of the following year, it shall automatically lose its NJFRW charter.

### *Section 4. NFRW Dues:*

National Federation of Republican Women annual per capita dues and service charges shall be payable by each County Federated Club January 1 and shall be delinquent March 1. Membership expires each year on December 31. Renewing members remain in good standing through the last day of February of the following year. NFRW must receive member dues by March 1 or the member is automatically dropped from membership and loses all member privileges. These dues shall be sent to the NJFRW’s Treasurer and NJFRW shall pay these dues and service charges to the NFRW

## Article VII – Officers

*Section 1.* The fourteen (14) officers of this Federation shall be a President, First Vice President, seven Regional Vice Chairs, Recording Secretary, Assistant Recording Secretary, Corresponding Secretary, Treasurer and Assistant Treasurer.

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## *Section 2. Terms of Office:*

The term of office shall be two years, or until their successors are elected. No officer may serve more than two consecutive terms in the same position. Should any officer complete the remainder of an unexpired term, that shall not count as a “term” with respect to term limits. They shall still be able to serve two, two-year terms. The Officers shall be elected every two years at the Annual Meeting and shall assume office June 1st.

## *Section 3. Duties of The Chair - The Chair shall:*

- A. Preside at all meetings of the NJ Federation, Executive Committee, and BOG.
- B. Recommend appointments of all Chairs and Co-Chairs of Standing Committees, and of Special Committees. All recommended appointments are subject to the approval of the BOG.
- C. Recommend filling any vacancy for an unexpired term as soon as practicable.
- D. Be responsible for investment documents.
- E. Enter into any contract or execute and deliver any instrument in the name and on behalf of the NJFRW or authorize the Treasurer to do so on a case-by-case basis.
- F. Represent the NJFRW at all times or designate someone as representative/proxy in her absence, or inability to do so.
- G. Represent the NJFRW in all Republican Party activities.
- H. Investigate notifications of Board member attendance problems, bringing cases as necessary to the BOG for action.
- I. Be one of two co-signers on all accounts, namely the President and the Treasurer.

## *Section 4. Duties of The First Vice President:*

The First Vice President shall perform the duties of the NJFRW President in her absence, and other duties as assigned by the President. She shall fill the unexpired term of the NJFRW President, in the event of a vacancy in that office. The Executive Committee shall have 30 days to decide if it wants to accept or make a special appointment of a different NJFRW President. As “keeper of the records,” the Recording Secretary shall remind the Executive Committee of the deadline to make a special appointment.

## *Section 5. Duties of The Regional Vice Chairs:*

The Regional Vice Chairs represent Regions I, II, III, IV, V, VI and VII. Each shall:

- A. Act as liaison between her Region, the State Federation, and County Federated Clubs.
- B. Visit each club in their region at least once a year.
- C. Strive to bring Republican women together to form a new club, where there is no County Federated Club.
- D. Present a brief update for BOG meetings, on their organizing and support activities, accomplishments and any issues of which the Board should be aware.

## *Section 6. Duties of The Recording Secretary - She shall:*

- A. Prepare and keep the minutes of all meetings of the NJ Federation, the Executive Committee and the BOG.



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- B. Maintain attendance records of Board members, for all official meetings and conference calls, making them available to the State Chair, and Nominating Committee Chair.
- C. Inform the State Chair when any Officer or Board member has been absent or excused 3 or more times within a fiscal year, for her follow-up.
- D. Maintain records of Board resignations submitted, and requests for Special Meetings.

### *Section 7. Duties of The Assistant Recording Secretary:*

The Assistant Recording Secretary shall perform the Recording Secretary's duties, in the latter's absence at a NJFRW meeting.

### *Section 8. Duties of The Corresponding Secretary:*

The Corresponding Secretary shall conduct the regular and special correspondence of the NJFRW as directed by the President, Executive Committee and BOG. That will include "Sunshine".

### *Section 9. Duties of The Treasurer - The Treasurer shall:*

- A. Be custodian of the NJ Federation funds, which shall be deposited in a bank designated by the BOG.
- B. Pay all bills by check or credit card when proper vouchers with documentation have been presented for payment, authorized by the Chair.
- C. Present a written statement of her account at each meeting of the NJFRW, the BOG, and the Executive Committee.
- D. File all appropriate state and federal reports as required.
- E. Have the Treasurer's accounts audited every two years by auditors selected by the BOG.
- F. Comply with all rules as stipulated by the New Jersey Election Law Enforcement Commission (ELEC). Delinquency in the timely filing of quarterly reports or letters from ELEC will be grounds for removal.
- G. Complete online Treasurer's class provided by ELEC, by the time they must file their first report.
- H. Enter into any contract or execute and deliver any instrument in the name and on behalf of the NJFRW, if authorized by the State Chair to do so, on a case-by-case basis.

### *Section 10. Duties of The Assistant Treasurer - The Assistant Treasurer shall:*

- A. Assist the Treasurer as directed by the Chair, Executive Committee and BOG.
- B. Comply with all rules as stipulated by ELEC.
- C. Complete online Treasurer's class provided by ELEC, by the time they must file their first report.
- D. In the absence of the Treasurer, complete all reports and requirements of ELEC in a timely fashion.

## Article VIII– BOG

### *Section 1. Members:*

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- A. The BOG shall consist of fourteen (14) Officers, thirty (30) Primary Members, Standing Committee Chairs, and County Federation Chairs. County Federations that have Co-Chairs, shall be entitled to a single vote on the BOG, although both Co-Chairs may attend meetings.
- B. The BOG shall also include the immediate Past Chair of the NJFRW, as an ex-officio member with vote, as long as they are a NJFRW member-in-good-standing.
- C. The Federation Counsel and Parliamentarian serve at the discretion of the NJFRW President in appointed positions and shall be non-voting consultants to the BOG and Executive Committee.

### *Section 2. Term of Office:*

The term of office shall be two years, or until their successors are elected. No Officer may serve more than two consecutive terms in the same position. Should any Officer complete the remainder of an unexpired term, that shall not count as a “term” with respect to term limits. They shall still be able to serve two, two-year terms. The Officers shall be elected every two years at the Annual Meeting and shall assume office June 1st. Elected members of the BOG shall have only one position at a time, except if they are already Chairs of their County Federated Club. Should a Primary Board Member become Chair of their County Federation Club – entitling them to a position and vote on the BOG, they must relinquish their elected Board seat. No individual shall have more than one vote.

### *Section 3. Duties of The BOG - The duties of the BOG shall be to:*

- A. Meet at least four (4) times a year, plus the Annual Meeting; scheduled as necessary to conduct the business of the NJFRW. Meetings can be done in person or by approved electronic means.
- B. Have the power to endorse legislation and determine Federation policies.
- C. Act on the President’s recommendation(s) to fill any vacancy for an unexpired term as soon as practicable. Nominations from the floor of a duly called Board meeting must be considered whether or not there is a recommendation by the President.
- D. In the case of a vacancy in elected office, the President would, as soon as is practicable, ask for nominations from the floor of a duly called BOG meeting and conduct an election. In the case of a vacancy in appointed positions, the President would make a recommendation subject to the approval of the Board.
- E. Perform a second review and approval of proposed Bylaws changes, after the Executive Committee, and before they go to the General Membership for approval.

*Section 4. Quorum:* Fifteen (15) members of the BOG shall constitute a quorum at any meeting of the BOG.

### *Section 5. Resignations:*

Any Officer or other elected member of the BOG may resign at any time. Such resignation shall be made in writing, including e-mail, addressed to the President and Recording Secretary, and shall

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take effect at the time specified therein. If no effective date is specified, it shall be assumed to be immediate. If the resignation is verbal, the President shall reach out to the individual to get documentation. Should documentation not be forthcoming, the President shall document in writing or e-mail the resignation as confirmation, informing the individual resigning and the Recording Secretary.

*Section 6. Removal From Office* – Removals will be handled in accordance with the NJFRW Removal Policy – Special Rules.

### Article IX– Executive Committee

#### *Section 1. Members:*

The Executive Committee shall consist of the Officers of the NJFRW and the immediate past President of the NJFRW, providing they are a member in good standing of the NJFRW. The NJFRW Counsel and Parliamentarian serve at the discretion of the NJFRW President in appointed positions and shall be non-voting consultants to the BOG and Executive Committee.

#### *Section 2. Meetings:*

The Executive Committee shall meet at the call of the NJFRW President. Seven (7) members shall constitute a quorum. Meetings can be in-person or by approved electronic means. Special meetings may be called by the NJFRW President or upon the request of a majority of the Committee. At least a five (5) day notice shall be given for meetings, to all members of the Committee. Notice may be mailed or sent electronically.

#### *Section 3. Duties* - The Executive Committee shall:

- A. Have the power to transact the necessary business of the NJFRW between meetings of the BOG.
- B. Perform a first review and approval of proposed Bylaws changes.
- C. Advise the President on appointed positions.

### Article X– Committees

#### *Section 1. Standing Committees:*

1. The Standing Committees shall be Bylaws, Nominations, Campaign, Finance, Legislative, Membership, and Public Relations. The NJFRW President shall recommend the Chairs, Co-Chairs and members of their Committees, to the BOG for approval. Officers may be appointed to chair Standing Committees, and no other standing committee chairs may be named without an amendment of these bylaws.

#### *Section 2. Special Committees:*

- A. The NJFRW President may appoint Chairs of Special Committees, subject to the approval of the BOG, at any time as it may become necessary. Special Committees do not have a vote on the BOG.

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1. Special Committees should include: Faith Coalition (Chaplain), Public Relations and/or Communications, Caring for America, and Literacy. Other Special Committees may be appointed as needed.

- B. Financial Review Committee. A committee of three Primary Members shall be appointed by the NJFRW President in November of each year whose duty it shall be to review the Treasurer's accounts at the close of the fiscal year and shall report to the BOG and to the membership at the first meeting of the following fiscal year, or as soon as practicable thereafter that the accounts are in order or report any financial improprieties, with recommendations for resolving same.

*Section 3. Committee Members:* All committee members must be members in good standing in the Club.

*Section 4. Ex-Officio Members:* The President shall be an ex-officio member of all committees except the Nominating and Financial Review Committees.

*Section 3. Terms:*

The terms of the Standing Committees, their Chairs and Co-Chairs shall be the same term as the NJFRW President. The terms of other Committees, their Chairs and Co-Chairs shall be based on their purpose, and at the discretion of the NJFRW President. The NJFRW President may change the Chair, Co-Chair and/or Committee members, if she feels it is in the best interest of the NJFRW to do so.

*Section 4. Committee Objectives and Programs:*

The Standing Committees shall outline programs for action in their respective fields for consideration and adoption by the BOG. The Chairs/Co-Chairs shall submit written updates on their progress to the NJFRW President, which they shall present if requested, at BOG meetings.

## Article XI – Meetings of the NJFRW

*Section 1. Frequency:*

There shall be at least four (4) meetings of the Federation BOG during any fiscal year, plus the Annual Meeting which is open to all Federation members and guests.

*Section 2. Regular Meetings:*

- A. The regular meetings of the BOG shall be held as decided by NJFRW President. At least (fourteen (14) days' notice shall be given to all members for regular meetings.
- B. In the event any properly called meeting must be canceled due to circumstances beyond the control of NJFRW President then it shall be acceptable to hold said meeting by an approved electronic means with seven days' notice being given. This section does not apply to a meeting required by these bylaws that has not already been called.

*Section 3. Special Meetings:*

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Special meetings may be called by NJFRW President, upon the request of fifty (50%) of members of the BOG or by twenty (20%) members of the NJFRW. The purpose of the meetings shall be stated in the call, with no other business to be transacted at the meeting. At least a five-day notice shall be given to all members for any special meeting.

## *Section 4. Voting:*

A vote of the BOG may be conducted by mail, telephone, fax, email, or other approved electronic means between meetings, provided there is participation by a majority of the members of the body. The vote shall be ratified and entered into the minutes at the body's next regular meeting.

## *Section 5. Notice:* Notice for all meetings may be mailed or sent electronically.

## *Section 6. Annual Meeting of The General Membership:* The Annual Meeting shall be held during the second quarter of the year.

## *Section 7. Attendance at Board Meetings:*

- A. Board members are expected to RSVP electronically, as indicated in meeting notices, at least three days before meetings, except for emergencies.
- B. For in-person BOG meetings, there will be no call-ins/conference calls allowed if someone is unable to get to the meeting.
- C. Only County Club Chairs will be able to request another Club Officer be their proxy, at a BOG meeting, by making their request to the State Chair by e-mail at least 3 days before the meeting. Proxies will be able to participate in the discussion, so they can communicate details back to their County Club Chair but will not be allowed to vote.

Removals will be handled in accordance with the NFRW Removal Policy – Special Rules.

# Article XII – Elections

## *Section 1. Nominating Committee:*

- A. At a BOG meeting in early fall or as soon thereafter as practicable, a Nominating Committee (hereinafter, “NomCom”) consisting of a Chair to be elected by the other NomCom members and six (6) members and two (2) alternate members shall be elected by Majority from the BOG.
- B. When there are more than three candidates for the alternate positions, the vote shall be by plurality. Nominees must be present to accept nominations to the nominating committee or must have given the NFRW President written consent to serve if elected.
- C. A NomCom member may be removed for cause, by two-thirds (2/3) vote of the Board. The first alternate would then step up.

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- D. Once the NomCom publishes the Annual Meeting slate for elected officers, its work is completed, and it is disbanded automatically.

### *Section 2. Executive Officers and BOG Elections*

- A. County Club Chairs may make nominations to the NomCom Chair, for all Officer and BOG positions up for election that cycle. Should they have no nominations, they are still expected to make positive notification to the NomCom Chair of that.
- B. Executive Committee members may also make nominations to the NomCom Chair.
- C. Federated members interested in being considered for a Board position shall request their County Chair or an Executive Committee member to nominate them.
- D. Submissions must include the following information:
  - 1. Name of person making nomination and their position as a County Chair or Executive Committee member,
  - 2. Reason they are supporting the nomination,
  - 3. Nominee's contact information,
  - 4. County Federation of which nominee is a Primary Member,
  - 5. Confirmation that nominee has given consent to serve if elected.
  - 6. Confirmation that Nominees have been a member of NJFRW at least one (1) year.
  - 7. Position(s) for which nominee is to be considered,
  - 8. Should a position for which the member is being nominated require special skills, they should confirm that they are able to perform those tasks, i.e., mail merge, Excel, Constant Contact, ELEC filings, etc., and submit copies of sample reports they've done.
  - 9. A list of nominee's contributions within their own County Federation, other political clubs and civic appointments, and leadership positions held.
  - 10. A list of governmental elected offices held.
  - 11. Confirmation that the nominee is willing and able to attend regular BOG meetings, and Annual Meeting each year. A few Board meetings may be held by conference call, while most will be in-person around the state.
  - 12. Confirm that the nominee is enthusiastic and proactive about volunteering for committees, such as helping organize meetings and other events.
- E. Any Federation member having officially communicated their interest in participating at the State level, to their County Chair or any Executive Committee member, but is not nominated through this process, and still wants to be considered, shall submit a Nomination Form to the State Chair and Recording Secretary. This self-nomination must be received within 3 weeks of the annual meeting's Nominations deadline, include all the information specified in section 4 above, certify that they did express their interest and request to be nominated but were not selected, and the reason they were given for not being nominated.
- F. The Nominating Committee shall report its recommendations to the BOG no later than (45) days prior to the date of the Annual Meeting.
- G. The NomCom Slate shall be made available online to the membership, with the "Call to the Annual Meeting".

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- H. Annual Meeting Elections shall be by ballot unless there is only one nominee, in which case the vote may be by voice. Election shall be by Majority.

### *Section 2. Committee on Elections and Credentials:*

At least four (4) weeks before the Annual Meeting, the BOG shall elect a Committee on Elections and Credentials consisting of a Chair, five (5) members; two (2) of whom shall be of the Federation at-large and three (3) from the BOG. It shall certify the eligibility of all members to vote at the Annual Meeting, supervise the elections, and submit its report to the presiding officer at the luncheon during the Annual Meeting, per the Committee's Rules of the Convention.

## Article XIII – Annual Meeting

### *Section 1. The Officers and members of the BOG shall be elected at the Annual Meeting.*

Notice of the Annual Meeting shall be sent electronically to the entire membership at least forty-five (45) days prior to the date of the Annual Meeting.

- A. The voting body at the Annual Meeting shall consist of all members in good standing in the NJFRW; one vote each.
- B. The Membership Chair, Treasurer, Assistant Treasurer or NJFRW President's designee shall certify that an individual member is "in good standing" in order to vote.

## Article XIV – Finance

The fiscal year shall be January 1 to December 31, or as otherwise designated by ELEC.

## Article XV – Campaign Support

The NJFRW shall have a campaign donation program for candidates, as this is one of the organization's objectives. Donations will be made to female NJFRW Members-in-good-standing, running as candidates at all levels, within ELEC restrictions. This will not include Primary Elections or Board of Education races.

## Article XVI – National Federation of Republican Women

### *Section 1. Biennial Convention:*

- A. The NFRW has a biennial convention on odd-numbered years. The NJFRW is entitled to the following Delegates to the convention:

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1. NJFRW Presidents are automatically on the NFRW Board of Directors, thereby also entitling them to be Convention Delegates,
  2. Five State Delegates, plus additional State Delegates based on the state's membership,
  3. One Delegate per County Federation,
  4. State Alternate/At-Large Delegates
  5. One Alternate Delegate per County Federation Club
  6. Any members of the NJFRW who are Chairs of NFRW Standing Committees, or in the absence of a chair, are the Vice Chair of a Standing Committee, are automatically Delegates.
- B. In order to be considered for Delegate, NJFRW members must be in good standing, and be registered and paid for the full NFRW Convention. That does not include closed sessions for certain officers. Those members registering for only portions of the Convention, and not the Convention in its entirety cannot be considered for Delegate, per NFRW requirement.
- C. Each County Federated Club Chair must submit her County Delegate and County At-Large ("Alternate") Delegate at least 15 days prior to the NFRW Credentialing deadline to the NJFRW President. If no submission is made, the NJFRW President reserves the right to appoint the County Delegate and County At-Large Delegate.
- D. The State Delegates at-Large and their Alternates to the NFRW Biennial Convention shall be elected at least 10 days before the Credentialing deadline.
- E. The voting position shall be presented to the full BOG in order of completion of full registration and payment. If there are vacant Delegate positions of any type after the vote is completed, the NJFRW President has the discretion to appoint members based on order of completion of their full registration and payment. All Delegates of any type shall be submitted and/or inputted to the online system at least one day prior to the close of NFRW registration with the written consent NJFRW President.

## Article XVII – Ownership, Registration, Delivery and Control of Records

- A. All member information is the sole property of the NFRW and NJFRW. It is strictly for their benefit and shall not be sold or furnished for any other purpose.
- B. All social media and online accounts created by, for, or on behalf of the NJFRW are the sole property of the NJFRW. All passwords and other access codes to online accounts are the sole property of the NJFRW. The member or committee setting up or administering the account has no "ownership" of it. The State Chair shall have passwords and access codes to all online accounts. Passwords and access codes shall be changed after the installation of new officers.
- C. All officers and all committee chairmen and vice chairmen shall deliver all records, files, passwords, social media administrative rights, and properties of the club to their successor before December 31 of the year in which she is retiring from office, or within 3 days of leaving the position if earlier than December 31, unless otherwise directed by the County Federated Club Chair or Executive Committee. Failure to meet the deadlines may result in the termination of her membership by the County Federated Club



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## Article XVIII – Policy-Removal

A. Removal of a Member, or a County Federated Club shall be initiated by:

1. Notice to the Member or Chairman of the County Federated Club of the charge against them, which shall be sent by electronic means, regular mail and certified mail. An email to the last known email address is considered received when sent; mail to the last known address is considered received within three (3) business days of proper mailing at a post office. Certified mailing to the last known address is considered notice whether accepted or refused.
2. The Notices shall state, “FAILURE TO RESPOND to this notice within three days of the date of this notice will be deemed an acceptance of the allegations against both you and the County Federated Club and indicates acceptance of both your and the County Federated Club’s removals from the NJFRW”.
3. Any reasonable request for an extension should not be withheld but should be no longer than five (5) days.
4. If the NJFRW President determines that the situation warrants a warning before initiating removal proceedings a notice as follows may be sent:
  - i. You are hereby personally on notice that continuing to violate the NFRW and NJFRW bylaws and mission will result in a removal action being started.
  - ii. Your decisions to continually violate and cause others to violate NFRW and NJFRW bylaws and mission is considered egregious and the NFRW and NJFRW will consider taking any and all remedies.
5. All notices must state that failure to answer, explain, or defend in writing, to email address provided in the removal warning, NJFRW will have no choice but to render determinations, which may be permanent removal from the Federation, without further notice.
6. If you receive a notice from ELEC, or from NJFRW, that you are in violation of ELEC rules, regulations or laws, and you fail to comply, or remedy the situation, it is grounds for automatic removal.

## Article XIX – Parliamentary Authority

- A. Robert’s Rules of Order, Newly Revised, shall govern the federation in all instances where they are applicable and in which they are not inconsistent with these bylaws, NFRW bylaws, and any special or standing rules of order.
- B. The Bylaws Committee is authorized to correct typographical, punctuation and syntax errors. Also to correct Article and Section designations, and cross-references, and to make such other

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technical and conforming changes as may be necessary to reflect the intent of the NJFRW, without those modifications being considered a “Bylaws change” requiring a membership vote.

### Article XX – Amendments

- A. Amendments in the Bylaws must be approved by a two-thirds (2/3) vote of the Executive Committee, followed by a two-thirds (2/3) vote of the entire BOG. Notice of proposed amendments shall be made available electronically, 3 weeks prior to their item-by-item review and vote by each of those two bodies.
- B. Amendment(s) shall go into effect only by ratification of a two-thirds (2/3) vote of the general membership, at the next Annual Meeting. Proposed amendments shall be available via a link in the Call to the Annual Meeting. They shall be reviewed and approved Article by Article.

### Article XXI - Dissolution

The NJFRW may be dissolved by a two-thirds vote at any regular or special meetings of the Club, provided that notice of the dissolution has been submitted in writing at least thirty (30) days prior, and has been sent to all members of the Club. In the event of dissolution, the Executive Committee shall, after payment of all liabilities of the Club, distribute any remaining assets within ELEC regulations and limitations. No funds shall be distributed to any member or officer of the Club. The right to use the name of the dissolved Club shall revert to the NFRW.

### Article XXII – Miscellaneous

#### Section 1. Force and Effect of Bylaws:

These Bylaws are subject to the provisions of the New Jersey Incorporation Act and the NJFRW’s Certificate of Incorporation, as amended from time to time. If any provisions of the within Bylaws are inconsistent with the provisions of that Act or the Certificate of Incorporation, the provisions of that Act or the Certificate of Incorporation shall govern. An un-redacted copy of the Bylaws and Certificate of Incorporation, and any other documents shall serve with the same force and effect as an original.

#### Section 2. Construction:

Whenever the context so requires, the neuter shall include the feminine and masculine, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, insofar as is reasonable and possible:

- A. The remainder of these bylaws shall be considered valid and operative; and
- B. Effect shall be given to the intent manifested by the portion held invalid or inoperative.

#### Section 3. Insurance:

The NJFRW may purchase and maintain insurance on behalf of the Federation and any person, entity or activity it deems appropriate.

#### Section 4. Limited Liability of The Officers and BOG (“the Board”):

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Each Officer and/or Board member shall be defended and indemnified by the Federation against any loss, including counsel fees reasonably incurred or imposed upon her in connection with any claim, action, suit or proceeding to which she may have been made a party as a result of her being a Board member or Officer of the Federation, except as to matters to which she may have been found to be liable for gross negligence or willful misconduct. The defense and indemnification of said person shall survive their position on the NJFRW if the action or non-action took place while they were a member of the NJFRW, or while acting on its behalf.

The foregoing amended bylaws were approved by the Executive Committee, BOG, and certified by the Recording Secretary after ratified and adopted by the membership at the Annual Meeting held on June 21 , 2025.

Signed by: \_\_\_\_\_

NJFRW President

\_\_\_\_\_  
NJFRW Vice President

\_\_\_\_\_  
Recording Secretary