BYLAWS

OF THE

Cumberland County Republican Women's Club

ARTICLE I
NAME

The name of this organization shall be Cumberland County Republican Women's Club hereinafter sometimes known as the Club.

ARTICLE II
OBJECTIVES

The objectives of this Club shall be:

- Increase the effectiveness of women in the cause of good government.
- Disseminate information to all members.
- Inform the public through political education and activity.
- Foster loyalty to the Republican Party at all levels of government.
- Promote the principles of the Republican Party.
- Work for Republican candidates in all elections, including non-partisan elections.
- Support the objectives and policies of the Republican National Committee (RNC) and Tennessee State Executive Committee (SEC).
- Perform any lawful activity not inconsistent with the foregoing.

ARTICLE III
MEMBERSHIP

Section 1. Primary Membership

A. Any biological woman who believes in the philosophy of the Republican Party and supports the objectives and policies of this organization shall be eligible for membership.

B. A primary member in good standing shall be a member who has paid the required dues for the current calendar year.

Section 2. Associate Membership

A. Women associate members have a voice, but cannot vote, be elected to hold office or serve as a committee chairman.

B. Men who believe in the philosophy of the Republican Party and support the objectives and policies of this organization shall be eligible for Associate Membership. Such members may attend meetings, but cannot make motions, have a voice or a vote, serve on committees or hold an office.

C. An associate member in good standing shall be a member who has paid the required dues for the current calendar year.

Section 3. Dues

A. The dues amount for primary and associate members will be stated in the Club's standing rules and amended as required.
B. The fiscal year of the Club shall be from January 1st through December 31st.
C. Membership expires each year on December 31. Renewal of membership must be received by March 1 of the following year for a renewing member to remain in good standing.

ARTICLE IV
OFFICERS AND THEIR DUTIES

Section 1. Eligibility

A. All elected or appointed officers and members of Standing and Special Committees shall be active members in good standing and be qualified for their position.
B. Elected officers must have necessary computer skills for their office and must have access to a computer.
C. Officers can only hold one voting position on the Executive Committee.
D. There shall be no at-large positions within the Club.

Section 2. Officers

Elected officers of the Club shall be: President, Vice President, Secretary, Vice Secretary, Treasurer and Vice Treasurer.

Section 3. Terms of Office

All officers elected biennially for a two-year term shall be elected in odd numbered years. No officer shall serve more than two consecutive terms in office. Club officers shall be installed no later than December 31st of the year that they were elected. Elections are to take place in November or December. All officers shall serve two-year terms or until their successors are elected.

Section 4. Duties of the Officers

A. Duties of the President
    1. To chair and preside at all meetings of the Club, the Executive Committee and the Board of Directors.
    2. To appoint all Standing Committees, except the Nominating Committee and the Financial Review Committee, the appointment of all committee chairwomen to be approved by the Executive Committee, Standing Committees to be Campaign, Fundraising, Communications, Legislative, and Membership.
    3. To appoint a Parliamentarian, Sergeant-at-Arms and a Chaplain.
    4. To appoint chairwomen of such Special Committees, approved by the Executive Committee, as may be deemed advisable to carry out the program of the Club.
    5. To serve as a voting member of the Republican Party County Executive Committee.
    6. To represent the Club at all times or designate someone as representative in her absence or inability to do so.
    7. To serve as ex-officio member of all committees except the Nominating and Financial Review Committees.
    8. To formulate a program of action for the Club and, assisted by the Treasurer, prepare an annual budget, both to be presented to the Board of Directors for adoption.
    9. To provide current bylaws, assisted by the Executive committee to club members.
    10. To maintain records and files of the Club.
    11. To be a signee on the Club bank account.

B. Duties of the Vice President
   1. To preside in the absence of the President.
   2. To arrange, in consultation with the President, for speakers and programs of the Club.
   3. To serve as ex-officio member of the Financial Review Committee
   4. To work with the Membership Chairwoman to promote membership.
   5. To serve with the Club President and Treasurer in maintaining a current membership roster of the Club's current members.
   6. To perform such other duties as may be assigned by the President.

C. Duties of the Secretary
   1. To keep and present the minutes of all meetings of the Club.
   2. To serve as custodian for all records of the Club and to prepare a permanent record book of all meetings, to be delivered to her successor.
   3. To assist the Club President and Board of Directors with communications to club membership, as needed.

D. Duties of the Vice Secretary
   1. To be in full knowledge of the Secretary's duties, activities and transactions.
   2. To assist the Secretary, as deemed necessary.
   3. To fulfill the Secretary's duties upon her absence.

E. Duties of the Treasurer
   1. To prepare, with the Club President, an annual budget.
   2. To receive and be a custodian of all funds of the Club and to pay all bills within the budget. Payment of all bills not within the budget shall be approved by the Executive Committee. All payments shall be reviewed by the President before disbursing.
   3. To keep an account of all monies received and disbursed by her and to report in full at each meeting.
   4. To keep an up-to-date roster of Club members and payment of dues.
   5. To serve as an ex-officio member of the Finance Committee and present the treasurer's books for review.
   6. To keep the Vice Treasurer fully informed of all treasury activities and transactions.
   7. To be a signer on the Club bank account.
   8. To submit all tax reports to the IRS as required by law, if applicable.
   9. To track and report contributions and expenditures as needed to local, state and/or federal election finance organizations.

F. Duties of the Vice Treasurer
   1. To be in full knowledge of the Treasurer's duties, activities and transactions.
   2. To assist the treasurer, as deemed necessary.
   3. To fulfill the Treasurer's duties upon her absence including receiving funds, disbursing checks and tax or election finance reporting.
   4. To perform all other such duties as may be deemed necessary to carry out the financial business of the Club.
   5. To be a signer on the Club bank account

Section 5. Resignation from Office
If the Club President advocates a split party ticket, or supports a candidate running on an opposition or non-Republican ticket, she must resign from the office she holds.

Section 5. Vacancies
A vacancy in an elected office shall be filled by the Club membership by election at its next meeting following the vacancy. Notice of such vacancy shall be given with the Call to the meeting, or if the vacancy occurs after the call is issued, by letter, phone, or email. An officer, elected to fill an unexpired term of one year or less, is eligible to succeed herself for two full two-year terms.

Section 7. Officers' Records
All officers and committee chairwomen shall deliver all records, files and properties of the Club to their successors within one month after retiring from office unless otherwise directed by the President or the Executive Committee. All records, lists and database files are the sole property of and for the sole use of the Club and shall not be distributed or shared with anyone not authorized by the Club. Email lists shall not be distributed to candidates or other entities that are not conducting business for the Club.

ARTICLE V
MEETINGS

The Club's Board of Directors shall set the regular meeting schedule at the beginning of each year prior to January 31st. Regular meetings are held on the 1st Thursdays of the month, unless changed by the Executive Committee.

ARTICLE VI
EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

Section 1. Executive Committee

A. Membership - The Executive Committee shall consist of the elected officers and the immediate Past President.

B. Duties - The duties of the Executive Committee shall be:
   1. To approve Standing and Special Committee Chairwomen.
   2. To recommend the Budget to the Board of Directors.
   3. To recommend Standing Rules necessary to carry on the work of the Club to the Board of Directors.
   4. To appoint a Finance Review Chair
   5. To make recommendations to the Board of Directors as deemed necessary.
   6. To address disciplinary issues of members.
   7. To attend Club meetings.

Section 2. Board of Directors

A. Membership - The Board of Directors of the Club shall consist of the members of the Executive Committee and the Chairwomen of the Standing Committees. The non-voting members with a voice on the Board of Directors shall be the Chairwomen and members of Special Committees, the Chaplain, the Parliamentarian, the Sergeant-at-Arms, the Standing Committee members appointed to serve during the full term of the Club President.

B. Duties of the Board of Directors shall be:
   1. To be the governing body of the Club.
   2. To approve the Budget and Standing Rules for the Club.

3. To communicate and be responsive to communication from the Club President and the Executive Committee.
4. To attend Club meetings and properly called Board meetings.
5. A Board member who is absent from three (3) consecutive called Board meetings shall automatically cease to maintain her position and a vacancy shall exist.

C. Standing Committees
1. The Club's Standing Committees are to be Campaign, Fundraising, Legislative, Membership and Communications.
2. The Club Standing Committees shall prepare programs of action in their respective fields for consideration by the Club President and Club Executive Committee.
3. The Club Standing Committee Chairwomen or, in their absence, their designee shall have a voice and a vote on the Club Board of Directors. The Club Standing Committee members shall have a voice, but no vote.

D. Special Committees and Appointees
Special Committees shall be appointed by the Club President, with approval by the Executive Committee, as deemed necessary to accomplish the work of the Club. Special Committee Chairwomen and members shall have a voice, but not vote, at the Club Board meetings.

Section 3. Meetings of the Executive Committee and Board of Directors

A. A meeting of the Executive Committee and the Board of Directors shall be at the discretion of the Club. At least two weeks' written notice shall be given each member of the Executive Committee and Board of Directors meetings, if such meeting is established.
B. Any Special meetings of the Club, the Executive Committee or the Board of Directors, may be called by the Club President or shall be called by the Club president, at the written request of three (3) voting members of the Board of Directors or the Club membership. At least seven (7) days' notice shall be given for all special meetings. Such written notice shall be by mail, email, or other approved electronic communication. The purpose of the meetings shall be stated in the call, with no other business to be transacted at the meeting.
C. A vote by the Executive Committee may be conducted between meetings by mail, phone or e-mail and ratified at the next meeting.
D. A quorum for any regular or special club meeting shall be twenty five percent (25%) of the membership.
E. In the event a properly called Board meeting must be cancelled due to circumstances beyond the control of the Club, then it shall be acceptable to hold said Board meeting by conference call or other approved electronic means with seven (7) days' notice being given to the members of the Board of Directors. This section does not apply to a meeting required by these Bylaws that has not already been called. Election of officers must take place at a duly called meeting for that purpose
F. In situations when meeting in person is not possible, meetings may be held by conference call or other approved electronic methods where all participants can be heard.

ARTICLE VII
POLICY

Section 1. No Club, Club officer, or individual member shall advocate a split party ticket or support a candidate running on an opposing (non-Republican) ticket, including non-partisan elections.

Section 2. No Club, nor its President or Campaign chair, shall publicly endorse any candidate for office before the primaries or national convention (excluding the State Executive Committee of the Tennessee Republican Party or as a delegate to the Republican National Convention).

Section 3. Non-Republican political candidates, political officeholders, party officials or their representative shall not be allowed to address the group or distribute political materials at Club meetings or events.

Section 4. The official spokeswoman for this Club shall be the President or the representative designated by her.

Section 5. No Club officer or member has authority to move monies in accounts without approval of the Executive Committee; the approval shall be reflected in the Club minutes.

Section 6. Individual members of this organization may work for the candidate of their choice in contested Republican primaries, but not in the name of the Club. An officer of this 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. The Club President may take up to a 3-month leave of absence during a Primary.

Section 7. Any membership and/or mailing lists acquired through membership in the Club shall not be used for any private endeavor outside authorized Club activities.

ARTICLE VIII
NOMINATIONS AND ELECTIONS

Section 1. In odd numbered years, a Nominating Committee of three (3) members and one alternate shall be nominated and elected by a majority vote of the Club membership at a meeting called for that purpose. The Club president may not appoint the Nominating Committee. The members of the Nominating Committee shall elect a chairwoman from their own number and the chairwoman shall designate the time and place for the Nominating Committee to meet. Discussions of the Nominating Committee shall remain confidential. The proposed slate is reported in the official call which shall be sent out 30 days in advance of the election of officers. A Nominating Committee member shall not serve two (2) consecutive terms.

Section 2. The Nominating Committee shall submit one nominee for each office in a report to be sent out with the Call to a meeting for that purpose to all members of the Board of Directors and Club members. The members of the Nominating Committee shall not submit for an office the name of anyone serving on the Nominating Committee. It is the duty of the Nominating Committee for all elections to thoroughly vet the candidate for an elected position and to present a voting record of that candidate.

Section 3. Election of officers shall occur in November or December. Biennial elections shall occur in odd numbered years. Installation of officers shall take place by December 31 of the year of election.

Section 4. Nominees

A. Nominees for Club elective offices submitted by the Nominating Committee shall be members in good standing of the Club. Oral consent to serve, if elected, must be given to the nominating committee chairwoman and shall be followed by written consent and a copy of her voting record to the nominating chair. The nominating committee will submit all forms to the Club Secretary prior to the election

B. Nominations for the elective offices may be made from the floor at the meeting called for following the report of the nominating committee. Such nominees shall be members in good standing of the Club. Oral consent to serve must be given to the nominating committee chairwoman and shall be followed by written consent and a copy of her voting record to the committee chair.

Section 5. Election shall by ballot and a majority of all votes cast shall constitute an election. Where there is one candidate for an office, election may be by voice vote.

Section 6. Members seeking office must have voted Republican in three (3) of the four (4) most recent state and/or local Republican primary elections. A copy of their voting record must be submitted to the currently serving Nominating Committee,

Section 7. Members seeking office who have not voted Republican three (3) of the four (4) most recent state and/or local Republican primary elections can submit, in writing, a clarification of their record to the Nominating Committee.

Article IX
PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall govern the Club in all instances where they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE X
AMENDMENTS

These Bylaws may be amended by 2/3 (two-thirds) vote of the Club's members present and voting at the Club meeting, provided the proposed amendments have been made available to each member of the Club at least (30) thirty days prior to the meeting at which they are to be amended.

ARTICLE XI
DISSOLUTION OF A CLUB

The Club may be dissolved by a two-thirds (2/3) vote of the membership provided thirty (30) days' notice has been given in writing to all members. The assets of the Club upon dissolution shall be distributed to the local Republican party. None of the assets shall be distributed to any member or officer of the Club.

Updated and Revised 2022: June 27, 2022
Bylaws Committee: Joan Gardner, Donna Lacy and Lynne Harty
Updated and Revised 2023: October 5, 2023
Bylaws Chair: Donna Lacy
Updated and revised 2025: February 6, 2025
CCRWC Executive Committee: Linda Clark, Kelli Buchannon, Wendy Stanley, Shannon Stout, Sherry Ricketts, Elizabeth Moritz