

**LOUDOUN COUNTY  
REPUBLICAN WOMEN'S CLUB  
BYLAWS**

Amended November 20, 2025



# Table of Contents

<b>ARTICLE I: NAME AND FEDERATION AFFILIATIONS</b> .....	4
Section 1. Names .....	4
Section 2. Federation Affiliations .....	4
<b>ARTICLE II: OBJECTIVES</b> .....	4
<b>ARTICLE III: POLICIES</b> .....	4
Section 1. Endorsement of Candidates .....	4
Section 2. Split Ticket .....	4
Section 3. Other Organizations .....	4
Section 4. Use of Club Name .....	5
Section 5. Use of Club Stationery .....	5
<b>ARTICLE IV: MEMBERSHIP</b> .....	5
Section 1. Eligibility .....	5
Section 2. Primary Members .....	5
Section 3. Associate Membership .....	5
Section 4. Honorary Membership .....	6
Section 5. Student Membership.....	6
Section 6. District Representatives .....	6
Section 7. Resignation and Removal .....	6
<b>ARTICLE V: DUES</b> .....	7
Section 1. Fiscal Year.....	7
Section 2. Membership Dues .....	7
Section 3. Virginia Federation Dues and Service Charge .....	7
Section 4. Service Charge .....	7
<b>ARTICLE VI: OFFICERS AND THEIR DUTIES</b> .....	7
Section 1. Elected Officers .....	7
Section 2. Eligibility .....	8
Section 3. Vacancy .....	8
Section 4. Removal from Office or Membership .....	8
Section 5. Election .....	8
Section 6. Duties of the Officers .....	8
Section 7. Code of Conduct .....	10
Section 8. Records .....	10
<b>ARTICLE VII: APPOINTED OFFICERS</b> .....	11
Section 1. Appointed Officers .....	11
<b>ARTICLE VIII: MEETINGS</b> .....	11
Section 1. Regular Meetings .....	11
Section 2. Special Meetings .....	11
Section 3. Annual Meeting .....	11
Section 4. Voting .....	11
Section 5. Notice .....	11
<b>ARTICLE IX: EXECUTIVE COMMITTEE</b> .....	11
Section 1. Composition .....	11
Section 2. Duties .....	12
Section 3. Meetings .....	12
Section 4. Quorum .....	12
<b>ARTICLE X: BOARD OF DIRECTORS</b> .....	12
Section 1. Board of Directors .....	12
Section 2. Duties .....	12
Section 3. Quorum for Board Meetings .....	13
<b>ARTICLE XI: STANDING AND SPECIAL COMMITTEES</b> .....	13
Section 1. Standing Committees .....	13

Section 2. Duties of Standing Committees .....	13
Section 3. Special Committees .....	13
Section 4. Ex Officio Members .....	13
Section 5. Financial Review Committee .....	13
Section 6. Records and Reports .....	13
<b>ARTICLE XII: NOMINATIONS AND ELECTIONS</b> .....	13
Section 1. Nominating Committee .....	13
Section 2. Nominations from the Floor .....	14
Section 3. Requirement for Nominee Consent .....	14
Section 4. Election of Officers .....	14
<b>ARTICLE XIII: STATE FEDERATION CONVENTION DELEGATES</b> .....	14
Section 1. Convention .....	14
Section 2. Delegates .....	14
<b>ARTICLE XIV: PARLIAMENTARY AUTHORITY -</b> .....	14
Section 1. Authority .....	14
<b>ARTICLE XV: AMENDMENTS TO BYLAWS -</b> .....	14
Section 1. Vote Required for Amendment .....	14
Section 2. Review of Amendments and Bylaws.....	14
Section 3. Automatic Amendment .....	15
<b>ARTICLE XVI: DISSOLUTION</b> .....	15
<b>STANDING RULES</b> .....	15
Section 1. Membership Dues .....	15
Section 2. Service Charge .....	16
Section 3. Disbursement of Funds .....	16
Section 4. Treasurer.....	16
Section 5. VFRW Convention Reimbursement .....	16
Section 6. Unauthorized Membership Personnel Information .....	16
Section 7. Nominating Committee .....	17
Section 8. Amendment of Standing Rules .....	17
Section 9. Proxy .....	17

## **ARTICLE I: NAME AND FEDERATION AFFILIATIONS**

### Section 1. Names

The name of this organization shall be the Loudoun County Republican Women's Club (LCRWC), hereinafter referred to as the "Club."

### Section 2. Federation Affiliations

The Loudoun County RWC is an affiliated a member with the Virginia Federation of Republican Women (VFRW) and the National Federation of Republican Women (NFRW).

## **ARTICLE II: OBJECTIVES**

The objectives of this Club shall be to:

- Increase the effectiveness of women in the cause of good government.
- Recruit and support Republican women for elected offices at all levels of 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.
- Support the objectives and policies of the Republican National Committee.
- Perform any lawful activity not inconsistent with the foregoing.

## **ARTICLE III - POLICIES**

### Section 1. Endorsement of Candidates

The Club, as a whole, and its President and Campaign Activities Chair, shall not publicly endorse a candidate for public office in contested primaries, runoff elections, and special elections, and/or nonpartisan elections when more than one (1) Republican candidate is declared. Individual members of this organization may endorse the candidate of their choice in a contested Republican primary, but not in the name of the Club or Federation.

No woman may use a VFRW or Club title (former or current) to endorse a candidate prior to the selection of a nominee. It is incumbent upon the member to advise campaigns that the member's title may not be used in any format. VFRW members who are running for office are not prohibited from using their title or membership in VFRW.

### Section 2. Split Ticket

Neither the Club nor an individual member shall advocate a split ticket, support an opposition party candidate, or act against the NFRW or State Federation policies, objectives, and bylaws, the Republican Party of Virginia and/or the Republican National Committee.

### Section 3. Other Organizations

The Club shall not affiliate with any political organization which is not officially recognized as working in concert with Virginia Federation of Republican Women (VFRW) and/or the Republican National Committee.

#### Section 4. Use of Club Name

The name of the Club shall not be used by any member in supporting a candidate prior to the certification of the Republican nominee if there is more than one officially filed Republican candidate for the same nomination.

#### Section 5. Use of Club Stationery

Club stationary will be used by the Club Officers and members of the Board of Directors for the conduct of club business only.

### **ARTICLE IV - MEMBERSHIP**

#### Section 1. Eligibility

Club membership shall be extended to any woman who is a resident of the Commonwealth of Virginia or whose domicile is within the Commonwealth of Virginia, has attained eighteen (18) years of age, believes in the principles of the Republican Party, advocates support for the Republican candidates, and supports the mission, objectives, bylaws, and policies of this organization.

The Membership Committee shall submit to the Executive Committee all membership applications upon receipt to the Executive Committee for which the Executive Committee shall decide to affirm or deny all membership applications within 14 days of an application submittal.

#### Section 2. Primary Members

Primary Member can hold a full membership in only one Republican Women's Club; shall be eligible to make motions and vote, to hold office, serve on committees and as a delegate to state and national conventions. A Primary member in good standing shall be a member who has paid the required dues for the current calendar year. The dues amount for primary members will be stated in the Club's Standing Rules and amended as required.

- A. Primary Club members receive membership in the VFRW and the NFRW for the calendar year for which their member dues are received by the respective organizations of the club.
- B. A member in good standing shall be a member who has paid the required dues for the current calendar year. The dues amount for the primary members will be stated in the Club's Standing Rules and amended as required.
- C. Membership expires each year on December 31<sup>st</sup>.
- D. A local club whose members reside in more than one (1) Congressional District shall be counted as a local club in the district where the greatest numbers of its primary members reside.

#### Section 3. Associate Membership

Any woman who is a primary member of another Federated Women's Club who supports the mission, objectives, bylaws, and policies of this club shall be eligible to become an Associate member upon payment of required annual dues. The dues amount for Associate member shall be stated in the Club's Standing Rules and amended as require.

- A. Associate member cannot hold office, vote, or be counted in determining the number of delegates to NFRW or VFRW meetings or conventions.

- B. Republican men may be eligible for Associate membership only upon payment of required annual dues, but cannot make motions, hold office, have a voice, vote or be counted in determining the number of primary members. As Associate members, men do not become members of the Virginia or National Federation of Republican Women.
- C. Associate dues remain with the club. Associate members are not reported to the State or National Federation. Associate members may not make motions or vote, hold office or be a delegate to state or national conventions from the club in which associate membership is held, and cannot be counted toward delegate representation.

#### Section 4. Honorary Membership

Honorary membership is extended to any person so selected by two-thirds (2/3) vote of the club's board of directors at a properly called meeting. Any woman selected who holds primary membership in a different club qualifies to be selected as an Associate/Honorary member. Women who have not paid membership in a club must be reported as primary members and must have their VFRW and NFRW dues paid by the club. If an Honorary member has not paid primary membership dues in a club they do not have the right to vote, be on committees, hold office, or be counted for the purpose of determining the number of delegates to national or state federation meetings or conventions.

#### Section 5. Student Membership

Student members must be between the ages of 18-21, cannot hold office, vote, or be counted in determining the number of delegates to state or national conventions, nor can they be counted toward delegate representation. Student dues remain with the club.

#### Section 6. District Representatives

Upon taking office, each VFRW District Representative shall be a gratis associate member of all Clubs in her Congressional District during her term of office, except her home Club of which she will remain a primary member.

#### Section 7. Resignation and Removal

Pursuant to the NFRW Bylaws, NFRW requires following the current edition of *Robert's Rules of Order, Newly Revised*, for the removal of an officer from office or a member from membership. Cause for such removal shall include, with limitation, those items listed below.

The Board of Directors shall have complete jurisdiction over removal of members from membership in the Club. A two-thirds (2/3) vote of primary members voting at a meeting for which proper notice has been given is required for removal.

In an election in which there is a Republican candidate, a member who chooses to run for office outside of the Republican Party shall resign from her Club or be removed by her membership for the remainder of the calendar year.

- A. A member may be removed for any of the following reasons:
  - 1. Non-payment of dues.
  - 2. Advocating a split party ticket.
  - 3. Supporting a candidate running on an opposition ticket.
  - 4. Failure to uphold the policies and objectives of this club as stated in the bylaws.

- B. Failure to remain an “Active Member in Good Standing” (as set forth in bylaws and/or standing rules)
  - a. A member whose dues are delinquent shall be so advised in writing before removal for non-payment of dues.
  
- C. To remove a member for cause other than non-payment of dues, charges in writing, signed by not less than one-third (1/3) of the members of the club’s Board of Directors, shall be sent to the member. Said member shall be given 20 calendar days within which to appear before the Board and defend herself.

## **ARTICLE V - DUES**

### Section 1. Fiscal Year

The fiscal year shall be from **January 1** through **December 31<sup>st</sup>**.

### Section 2. Membership Dues

Membership dues shall be payable January 2 and shall be delinquent February 01 (to the VFRW Treasurer). Dues collected throughout the year shall be remitted to the VFRW as they are received. Dues collected in November and December may be applied to the following calendar year.

Dues for Primary and Associate members are set forth in Standing Rules.

Membership Dues shall be payable at the time of acceptance for membership and thereafter at the beginning of each fiscal year.

Dues shall be determined by the Board of Directors and approved by two-thirds (2/3) of the membership. Members shall be informed of proposed changes 30 days prior to voting.

### Section 3. Virginia Federation Dues and Service Charge

The dues include per capita fees owed to the VFRW and NFRW for full membership.

Current dues per active member shall be remitted to the VFRW at the beginning of the fiscal year, January 1<sup>st</sup>, and as dues are received throughout the year.

### Section 4. Service Charge

The Club shall pay the VFRW and NFRW per capita dues and the annual service charges to both organizations on behalf of its members, with the first payment of the year to be made no later than January 31<sup>st</sup>.

## **ARTICLE VI - OFFICERS AND THEIR DUTIES**

### Section 1. Elected Officers

The elected Officers of the club shall be President, First Vice President (Programs), Second Vice President (Membership), Recording Secretary, Corresponding Secretary and Treasurer.

## Section 2. Eligibility

Each elected officer shall be a primary member in good standing of the Loudoun County Women's Club and the Virginia Federation and shall perform such duties as prescribed by these Bylaws.

## Section 3. Vacancy

A vacancy in the Office of the President shall be filled by the First Vice President or by the Second Vice President if both the President and the First Vice President are unable to serve as President. All other vacancies in elected office shall be filled by the Board of Directors at the first meeting following the creation of the vacancy.

## Section 4. Removal from Office or Membership

Members of the Executive Committee, Board of Directors or members of the Club may be removed by two-thirds (2/3) vote of the Board of Directors for any of the following reasons after an investigation by the Executive Committee:

- A. Nonpayment of dues,
- B. Advocating for an opposition party candidate,
- C. Supporting an opposition party ticket, or
- D. Failure to uphold the policies and objectives of this Club as stated in the bylaws.

## Section 5. Election

The Officers shall be elected at the November meeting and serve a term of one year, or until their successors are elected. Their term of office shall begin January 1 regardless of when or if formal installation takes place. Local club presidents shall furnish the names, addresses, zip codes-plus four, phone and fax numbers, and email addresses of the elected officers to the President, Corresponding Secretary, and Treasurer of the VFRW no later than January 15<sup>th</sup> each year.

## Section 6. Duties of the Officers

- A. The President shall:
  - 1. Call and preside over all meetings of the Club, the Executive Committee and the Board of Directors.
  - 2. Represent the organization at all times or designate someone as representative/proxy in her absence or inability to do so.
  - 3. Make Board appointments, as necessary, to conduct the business of the club, except for the Nominating Committee, which is subject to the approval of the Executive Committee.
  - 4. Prepare a program of action in consultation with the Chairmen of the Standing Committees for presentation and approval by the Executive Committee.
  - 5. Submit an annual budget for approval by the Executive Committee and provide approved budget to all Primary Members.
  - 6. Be an ex-officio member of all committees except the Financial Review and Nominating Committee.
  - 7. Sign checks as one of the two (2) authorized signatures, namely President and Treasurer.
  - 8. Represent the Club in Federation and Republican Party activities.
  - 9. Appoint the Financial Review Committee in November, with the exception of a change of Treasurer at which time a complete review will be performed.
  - 10. Ensure that the Club bylaws and standing rules are submitted to the VFRW Bylaws Committee Chair by her Bylaws Chair or other designee for review (and revision, as

necessary) at least once every two (2) years. Further, she will provide required electronic copies of the approval documentation (including Club meeting minutes and Club approved bylaws and standing rules document) to the VFRW Bylaws Chair within one (1) month of Club approval of same for her files.

11. Accept resignation by written letter or email of any member wanting to resign from a position, chairmanship, or Club.
12. Call meetings of the Executive Committee and Board of Directors; or upon the request of three (3) members of the Executive Committee and or five (5) of the Board of Directors.
13. Provide contact information of newly elected Club Officers to the VFRW President by December 31<sup>st</sup> each year, as well as copies of newsletters, planned Club meetings schedule and event calendars.
14. Ensure the VFRW District Representative is annually provided Club funds to cover her administrative expenses, such as printing, postage, etc. The amount each club within a District will be jointly determined by the clubs within said District.
15. The Club President shall send the names of the officers with signing authority to the VFRW Treasurer. Each club shall have its own federal ID#, and the club bank account shall be in the club's name.
16. Ensure that newsletters are sent to the VFRW President and Corresponding Secretary, and to the District Representative.
17. Represent the Club as a voting member of the VFRW Board of Directors and whenever such representation is requested or required. Should the President not be able to attend the VFRW Board Meeting, a member in good standing from her own club may attend in her place bearing a proxy.

B. The First Vice President shall:

1. Perform the duties of the President in her absence.
2. Fill the unexpired term in the event of a President vacancy.
3. Perform other duties as may be assigned by the President, Executive Committee, or the Club.
4. Act as Program Chair.

C. The Second Vice President shall:

1. Perform the duties of the President in the absence of both the President and the First Vice President.
2. Perform other duties as may be assigned by the President, the Executive Committee, or the Club.
3. Act as Membership Chair.
4. Maintain a current roster of members of the Club.

D. The Recording Secretary shall:

1. Keep the minutes of all meetings of the Club and Executive Committee meetings.
2. Keep a current inventory of Club property.
3. Perform other duties as may be assigned by the President, the Executive Committee, or the Club.
4. Maintain all Club records and historical items.

E. The Corresponding Secretary shall:

1. Conduct the correspondence of the Club under the supervision of the President.
2. Preserve in a permanent file all letters and papers of value to the Club.
3. Perform other duties as may be assigned by the President, the Executive Committee or the Club.

F. The Treasurer shall:

1. Serve as custodian of all Club funds and deposit funds into a bank(s) approved by the Executive Committee.
2. Have general supervision of all Club expenditures, and ensure expenditures are within the approved Club budget.
3. Sign checks as one (1) or two (2) authorized signatures, namely President and Treasurer.
4. Disburse funds as directed by the Executive Committee or the membership.
5. Provide oral and written financial reports(s) at all regular meetings of the Club, the Board of Directors meetings, and Executive Committee meetings.
6. Collect and submit dues, annual service fees, and reports to the Virginia Federation of Republican Women, as required.
7. Maintain the official Membership list of the club under irrevocable trust for the exclusive use of the Club and the Virginia and National Federations of Republican Women.
8. Submit the financial records to the Financial Review Committee for an annual review to be completed by the first meeting of the fiscal year, as well as at the completion of a Treasurer's term of office.
9. Perform other duties as may be assigned by the President, Executive Committee, or the Club, which may include assisting the President and/or Finance Committee with preparation of the annual budget as an ex-officio member of the Finance Committee.
10. Comply with all state elections and reporting requirements.
11. Each local club shall designate at least two (2) officers with authority to sign checks and verify that the names are on file at the local bank where the club account is housed. The Club President shall send the names of the officers with signing authority to the VFRW Treasurer. Each club shall have its own federal ID#, and the club bank account shall be in the Club's name.

### Section 7. Code of Conduct

All Officers, past, present and future, shall maintain a level of respect for each other, for the Club, its Board, Executive Board, all Club Members and the VFRW. As leaders of the Club, there is a higher standard of conduct expected with regards to conversations and actions taken as past and present representatives of this Club. Failure to conduct oneself in such fashion that is less than respectful towards anyone under the umbrella of the VFRW, may be subject to removal of their position by two thirds (2/3) vote of the Board of Directors.

### Section 8. Records

All officers and all committee chairmen shall deliver all records, files, and properties of the Club to their successors and/or the Club President or the Executive Committee.

## **ARTICLE VII - APPOINTED OFFICERS**

### Section 1. Appointed Officers

The President shall appoint, with the approval of the Executive Committee, a Parliamentarian. The Parliamentarian shall:

- A. Serve as counsel and give advice on parliamentary procedure. Be familiar with the bylaws and standing rules of the Club.
- B. Be entitled to the membership privilege of a ballot vote, if a club member.

## **ARTICLE VIII - MEETINGS**

### Section 1. Regular Meetings

A minimum of five (5) regular meetings shall be held during the Club year. These meetings shall be held as decided by the Executive Committee. A quorum at Club meetings shall be twenty-five percent (25%) of primary members. At least fourteen (14) days' notice shall be given to all members for regular meetings.

### Section 2. Special Meetings

Special meetings may be called by the President upon the request of five (5) members of the Executive Committee or by twenty percent (20%) of the Club membership. 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 (5) day notice shall be given to all members for any special meetings. Meetings may be held electronically. Meeting call notices of in person special meetings of the Club are to include the date, time, place, and purpose of such meeting.

### Section 3. Annual Meeting

The November meeting will be designated as the Annual Meeting at which time reports shall be given and the election of officers to be held. A primary member must have paid membership dues at least two (2) months prior to the annual meeting to be eligible to vote at the annual meeting.

### Section 4. Voting

A vote of the Club, Board of Directors, or Executive Committee may be conducted by mail, telephone, fax, email, web conference, or similar means of communication by which all persons participating in the meeting can hear and/or read one another's comments 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.

## **ARTICLE IX - EXECUTIVE COMMITTEE**

### Section 1. Composition

The Executive Committee of this Club shall consist of:

- A. The Elected Officers
- B. The Immediate Past President

## C. The Parliamentarian

### Section 2. Duties

The Executive Committee shall:

- A. Meet when called by the President.
- B. Advise the President.
- C. Transact necessary business between the meetings of the Club.
- D. Approve committee appointments made by the President.
- E. Authorize the disbursement of funds in amounts designated by the standing rules. (Disbursement over the set amount must be recommended by the Board of Directors and presented to the entire membership for approval at the next, regular meetings.)
- F. Perform other duties as may be assigned by the Club.

### Section 3. Meetings

The Executive Committee shall meet as decided by the President or Committee. Special meetings may be called by the President or upon request of a majority of the Committee. At least a fourteen (14) day notice shall be given for meetings. Notice may be mailed or sent electronically. Proxies are not permitted for Executive Committee meetings.

### Section 4. Quorum

A majority of the members of the Executive Committee shall constitute quorum.

## **ARTICLE X - BOARD OF DIRECTORS**

### Section 1. Board of Directors

Voting members of the Board of Directors shall be composed of the Executive Committee plus the Chairs of the Standing Committees. Non-voting members of the Board of Directors are the Chairs of the Special Committees, the Chaplain, and other Appointees.

Attendance of the Meeting of the Board of Directors, or representation by a proxy is obligatory. If a member misses three (3) consecutive Board meetings without a proxy, she may be removed by two-thirds (2/3) vote of the Board present and voting.

### Section 2. Duties

The duties of the Board of Directors shall be:

- A. To meet at least twice a year at the call of the President and/or the Executive Committee. These meetings will be open to all active members who may speak to an issue when granted permission by the presiding officer; however, they may not vote.
- B. To transact any necessary business between meetings of the Club; to make recommendations concerning policies of the Club; to advise the President.
- C. To adopt and revise, if needed, the Annual Budget and approve or deny over-budget items as presented.
- D. Fill vacancies. See Article VI, Section 3.
- E. To remove members from membership as specified in Article VI, Section 4.

### Section 3. Quorum for Board Meetings

One-half (1/2) of the members of the Board of Directors shall constitute a quorum at any meeting. A Board member may appoint a proxy with a voice and a vote.

## **ARTICLE XI - STANDING AND SPECIAL COMMITTEES**

### Section 1. Standing Committees

The Standing Committees shall be: Bylaws, Campaign Activities, Finance, Public Relations, National Legislation and State Legislation, Membership and Programs

### Section 2. Duties of Standing Committees

The standing committees shall prepare programs of action in their respective fields for consideration by the President and Board of Directors. Their duties shall include those duties set forth by the Virginia and National Federations of Republican Women.

The First Vice President shall serve as Program Chairman and the Second Vice President as Membership Chairman. Officers may be appointed to chair standing committees, and no other standing committee may be named without an amendment of these bylaws.

All Committee members shall be members in Good Standing of the club.

### Section 3. Special Committees

Special Committees, except the Nominating Committee, shall be appointed by the President as deemed advisable and may include Caring for America, Historian, Literacy, and any others deemed necessary by the President. The President shall notify the club when special committees are appointed.

### Section 4. Ex Officio Members

The President shall be ex-officio of all committees except the Nominating and Financial Review Committees. The President shall have all final authority over all printed and electronic Club materials.

### Section 5. Financial Review Committee

A committee of three (3) primary members shall be appointed by the President in November of each year whose duty shall be to review the treasurer's accounts at the close of the fiscal year and shall report to the Executive Committee and to the membership at the first meeting of the following fiscal year.

### Section 6. Records and Reports

All committee chairmen shall present reports at the annual November meeting. The records, files, and properties of the club shall be delivered to their successors within 5 days after retiring from the committee chairmanship.

## **ARTICLE XII - NOMINATIONS AND ELECTIONS**

### Section 1. Nominating Committee

A nominating committee of not less than three (3) active Primary members shall be elected by the club at a regular meeting at least two months prior to the Annual Meeting. The Nominating Committee shall

elect a Chairman from one of its own number and report one nominee for each office at a regular meeting one month prior to the Annual Meeting or by written notification to the Club membership at least ten (10) days prior to the annual meeting. No member shall serve for more than two (2) consecutive years on the nominating committee.

#### Section 2. Nominations from the Floor

Nominations from the floor shall be in order at the Annual Meeting following the report of the Nominating Committee.

#### Section 3. Requirement for Nominee Consent

No one shall be a nominee who has not given prior consent to serve if elected.

#### Section 4. Election of Officers

Officers shall be elected by ballot at the Annual Meeting. A majority vote of eligible voters shall elect. When there is only one candidate for an office, election may be by voice vote.

### **ARTICLE XIII - STATE FEDERATION CONVENTION DELEGATES**

#### Section 1. Convention

The Club shall elect representation to the convention in the method set forth in the bylaws of the Virginia Federation of Republican Women.

#### Section 2. Delegates

Election of delegates and alternates shall take place at a general Club meeting before convention to conform to the Virginia Federation of Republican Women certification requirement.

### **ARTICLE XIV - PARLIAMENTARY AUTHORITY**

#### Section 1. Authority

The current edition of Robert's Rules of Order Newly Revised and VFRW and NFRW bylaws shall govern the proceedings of this club in all instances where they are applicable and in which they are not inconsistent with the VFRW bylaws and any special rules of the VFRW Board of Directors or Annual Convention Delegates may adopt.

### **ARTICLE XV - AMENDMENTS TO BYLAWS**

#### Section 1. Vote Required for Amendment

These bylaws may be amended by a two-thirds (2/3) vote of the active members present at any regular meeting, provided notice of the proposed amendment(s) shall have been submitted in writing to every member at least thirty (30) days before it is to be voted upon.

#### Section 2. Review of Amendments and Bylaws

Bylaws and all proposed amendments thereto of all clubs shall be sent to the VFRW Bylaws Chairman for timely review, but no less frequently than every two (2) years. Clubs may be requested by that Chairman

to amend club bylaws to conform to VFRW and/or NFRW bylaws. Review of bylaws and all amendments will be accomplished within 90 calendar days after receipt. Any recommendations of the VFRW Bylaws Chairman shall be acted on at the first meeting of the club, providing notice of such action to the club membership is in accordance with the bylaws of the club.

### Section 3. Automatic Amendment

If any amendment to the VFRW or NFRW Bylaws makes a corresponding amendment to these bylaws necessary or causes them to conflict with the VFRW or NFRW bylaws, these bylaws shall be amended automatically according to amendments adopted by vote of the national and state bodies.

## **ARTICLE XVI - DISSOLUTION**

This club may be dissolved by a two-thirds vote at any regular or special meeting 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, and provided the club follows the procedure outlined in the VFRW Standing Rules. In the event of dissolution, the Executive Committee shall, after payment of all liabilities of the club, distribute any remaining assets to the VFRW. No funds shall be distributed to any member or officer of the club. The right to use the name of a dissolved club shall revert to the VFRW.

### Edit Log:

DATE DRAFTED: 20 AUG 1996

DATE REVISED: 13 APR 2010

DATE APPROVED BY VFRW BYLAWS CHAIRMAN: 11 FEB 2010

DATE REVISED BY LCRWC: 01 FEB 2022

BYLAWS COMMITTEE CHAIR: DIANNE MAYERSAK, 2022

RECEIVED BY VFRW BYLAWS CHAIR: 31 MARCH 2025

DATE APPROVED BY VFRW: 23 APRIL 2025

DATE ADOPTED BY MEMBERSHIP: 20 NOV 2025

## **STANDING RULES**

### Section 1. Membership Dues

- A. The annual local club dues shall be \$46.00 for an Active Member and the applicable VFRW and NFRW annual dues will be in addition to this amount. Dues are payable upon joining and each September thereafter.
- B. Associate Member dues shall be \$20 annually, regardless of when the member joins.
- C. Sustaining members' dues shall be \$46.00 annually. A sustaining member is one who for whatever reason cannot participate fully as an active member but would like to retain membership in the Loudoun County Republican Women's Club. A sustaining member shall receive all correspondence from LCRWC, the NFRW and the VFRW. A sustaining member can vote and be counted toward delegate representation and may be a delegate to the State and National Convention. A sustaining member may not hold office or serve as a committee chair.

- D. The club shall pay the annual VFRW and NFRW dues per active and sustaining members, as required. Current dues per active and sustaining members shall be remitted to the VFRW Treasurer, as received throughout the year, with a list in duplicate of names, addresses, zip code plus-four, phone and fax number and e-mail addresses, if possible, of the active and sustaining members for whom dues are being paid.
- E. The club shall contribute funds each year to the Tenth District Representative to help defray her expenses, as required.

#### Section 2. Service Charge

The club shall pay a service charge of \$30.00 for which it will receive all mailings and other services of the Virginia and National Federation of Republican Women.

#### Section 3. Disbursement of Funds

- A. The Executive Committee is authorized to disburse funds in the amounts of \$100.00 or less. Disbursements over \$100.00 must be recommended by the Board of Directors and presented to the entire membership for approval at the next regular meeting.
- B. Annual total of such disbursements shall not exceed more than one half (1/2) or another lesser amount of total treasury without approval of the membership.

#### Section 4. Treasurer

- A. The Treasurer shall require an expense report with all receipts before a check for reimbursement can be issued.
- B. The President shall approve expense reports before reimbursement checks are issued.
- C. Two members of the Executive Committee shall approve the Club President's expense reports.
- D. All reimbursements shall be completed within ninety (90) days of expense date and within calendar year of expense date.
- E. For any returned checks, fee will be charged to the member in the amount charged by the bank. That member will not in in good standing until such return fee is paid.

#### Section 5. VFRW Convention Reimbursement

Delegates who participate in the annual VFRW Convention receive reimbursement for their Registration Fee in the amount of fifty (\$50) after attending the VFRW Conventions.

#### Section 6. Unauthorized Membership Personnel Information

- A. All LCRWC Club membership personnel information is for the LCRWC Club use only and is not to be put out in the public domain.
- B. Unauthorized use of Membership Lists and Member Information will result in consideration of removal from membership by the Board of Directors. A two-thirds (2/3) vote of the Board of Directors at a meeting for which proper notice has been given is required for removal.
- C. To remove a member for cause other than non-payment of dues, charges in writing, signed by not less than one third (1/3) of the club's Board of Directors, shall be sent to the member. Said member shall be given 20 calendar days within which to appear before the Board and defend herself.

**Section 7. Nominating Committee**

In the event the Nominating Committee is unable to recruit a nominee for President, they may recruit two (2) members to run as Club Co-Presidents; however, at Federation Board of Directors (BOD) meetings and/or Conventions (state or national) only one (1) of the Co-Presidents may represent the Club as the Club President with a vote and voice.

**Section 8. Amendment of Standing Rules**

These Standing Rules may be amended by a two thirds (2/3) vote of the members present and voting at a properly called meeting of the Club.

**Section 9. Proxy**

A. Proxy Voting – Voting Body

- (1) No individual may cast more than one (1) vote.
- (2) A proxy shall be in writing, or by electronic transmission signed by the maker of the proxy.
- (3) A proxy may only be given to a member in good standing of her own club.
- (4) A proxy of a voting Board member shall be given to a non-voting member of the Board.

Shall be substantially in the following form:

I, \_\_\_\_\_, do hereby constitute and appoint  
 \_\_\_\_\_ to vote as my proxy at the Club’s Board of  
 Director’s meeting to be held at \_\_\_\_\_ on \_\_\_\_\_, 20\_\_\_\_ or at any adjourned  
 meeting thereof.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**APPROVAL OF STANDING RULES:**

DATE REVISED BY LCRWC: 01 FEB 2022

RECEIVED BY VFRW BYLAWS CHAIR: 31 MARCH 2025

DATE APPROVED BY VFRW: 23 APRIL 2025

DATE ADOPTED BY MEMBERSHIP: 20 NOVEMBER 2025