

# Proposed Bylaw Amendments

*NFRW 43rd Biennial Convention, Sept 25-28, 2025*



## **Proposed Bylaw Amendment #1**

### **ARTICLE II: Purposes**

#### **Current Bylaw, ARTICLE II: Purposes**

The purposes of this Corporation shall be to:

- A. increase the effectiveness of women in the cause of good government
- B. disseminate information to all state federations and local clubs
- C. inform the public through political education and activity
- D. foster loyalty to the Republican Party at all levels of government
- E. promote the principles of the Republican Party
- F. work for Republican candidates in all elections, including nonpartisan elections
- G. support the objectives and policies of the Republican National Committee, and
- H. perform any lawful activity not inconsistent with the foregoing.

#### **Proposed change(s):**

ARTICLE II: Purposes becomes new ARTICLE II entitled “Definition of Women” whose content clearly defines women. The content of current ARTICLE II becomes the content of new ARTICLE III: Purposes. All current ARTICLES II through XIII are re-numbered in their current order.

#### **New Wording of Bylaw as Proposed:**

*Language to be deleted is in strike through, language to be added is in red font.*

#### **ARTICLE II: DEFINITION OF WOMEN**

- A. For purposes of these Bylaws, the term “women” is defined as natural born females, meaning people born with biological characteristics associated with the female sex, such as XX chromosomes.
- B. This definition and the NFRW’s understanding of women as a distinct biological category are foundational to NFRW’s political beliefs, objectives, and message. NFRW encourages women to embrace and celebrate their status as members of the female sex and discourages them from attempting to adopt an identity that conflicts with their sex. The admission of people who are not women, as these Bylaws define the term, to membership in NFRW would compromise NFRW’s political beliefs, objectives, and messages, including its message that women are a distinct biological category and its objective to protect women as a distinct biological category in public policy.

ARTICLE ~~III~~ becomes III...

ARTICLE ~~VII~~ becomes VII

ARTICLE ~~XI~~ becomes XI

ARTICLE ~~IV~~ becomes IV...

ARTICLE ~~VIII~~ becomes VIII

ARTICLE ~~XII~~ becomes XII

ARTICLE ~~V~~ becomes V...

ARTICLE ~~IX~~ becomes IX

ARTICLE ~~XIII~~ becomes XIII

ARTICLE ~~VI~~ becomes VI...

ARTICLE ~~X~~ becomes X

ARTICLE ~~XIV~~ becomes XIV

### Rationale:

1. The will of the Federation membership was made clear at the 2023 NFRW Biennial Convention. The National Federation of Republican Women, as its name indicates, was founded by and exclusively for women. Advocating for and empowering women as a distinct biological category is foundational to the NFRW's mission and purpose.
2. The NFRW encourages women to embrace and celebrate their status as members of the female sex, to advocate for each other as women, and to educate the public on how Republican policies impact and benefit women. The NFRW trains, equips, and supports women as they learn to be influential leaders across the political arena. To allow men as members would dilute our mission.

## **Proposed Bylaw Amendment #2**

### **ARTICLE II: Purposes**

#### **Current Bylaw, Article II: Purposes**

The purposes of this Corporation shall be to:

- A. increase the effectiveness of women in the cause of good government
- B. disseminate information to all state federations and local clubs
- C. inform the public through political education and activity
- D. foster loyalty to the Republican Party at all levels of government
- E. promote the principles of the Republican Party
- F. work for Republican candidates in all elections, including non-partisan elections
- G. support the objectives and policies of the Republican National Committee, and
- H. perform any lawful activity not inconsistent with the foregoing.

#### **Proposed change(s):**

Re-letter current ARTICLE II: Purposes to become new ARTICLE III: Purposes; add new *Sections B, C and D*; and re-letter current *Sections B through H* as *Sections E through K*.

Current *Section B* becomes new *Section E*

Current *Section C* becomes new *Section F*

Current *Section D* becomes new *Section G*

Current *Section E* becomes new *Section H*

Current *Section F* becomes new *Section I*

Current *Section G* becomes new *Section J*

Current *Section H* becomes new *Section K*

## New Wording of Bylaw as Proposed:

*Language to be deleted is in strike through, language to be added is in red font.*

### ARTICLE ~~H~~ **III: PURPOSES**

The purposes of this Corporation shall be to:

- A. increase the effectiveness of women in the cause of good government
- B. promote public understanding that Republican policies advance the flourishing of women in American society**
- C. promote and advocate for women as an equal yet biologically distinct category of people with distinct experiences and insights**
- D. foster camaraderie and community among Republican women**
- ~~B.~~E. disseminate information to all state federations and local clubs
- ~~C.~~F. inform the public through political education and activity
- ~~D.~~G. foster loyalty to the Republican Party at all levels of government
- ~~E.~~H. promote the principles of the Republican Party
- F. I.** work for Republican candidates in all elections, including non-partisan elections
- ~~G.~~J. support the objectives and policies of the Republican National Committee and
- ~~H.~~K. perform any lawful activity not inconsistent with the foregoing.

### Rationale:

The added three “purposes” further clarify that the NFRW’s primary function and mission is to educate, prepare, and equip **women** for political leadership. These additions strengthen the Proposed Bylaw Amendment #1 Definition of Women and provide further protections in the event of litigation.

## **Proposed Bylaw Amendment #3**

### ARTICLE III: Membership

#### Current Bylaws, ARTICLE III: Membership

##### *Section 1. Member in Good Standing:*

An individual member in good standing is one whose current dues are paid in an NFRW local club and who supports ARTICLE II of these bylaws. A local club or a state federation in good standing is one whose current dues and service charge are paid to the NFRW.

##### *Section 2. Eligibility:*

Membership in the NFRW shall be extended to individual Republican women, local clubs, states, U.S. territories, and the District of Columbia.

A. State Federations - Where there is a state federation or U.S. territory affiliated with the NFRW no other federation shall be eligible for membership.

## Proposed change(s):

1. Current ARTICLE III: Membership will become new ARTICLE IV: Membership. *Section 1. Member in Good Standing*, in the second line add “s” to the word “ARTICLE;” immediately following “ARTICLE[s] II” insert “and III.”
2. Current ARTICLE III: Membership, to become new ARTICLE IV: Membership, *Section 2. Eligibility* is amended by:
  - replacing the fifth word, “shall,” with the word “may.”
  - immediately following the words “Republican women,” insert “(as defined in ARTICLE II),” assuming adoption of previous Proposed Bylaw Amendment #2.
  - assuming after the end of the first and only sentence, insert new language (seen in red font below) as the new final sentence.

## New Wording of Bylaw as Proposed:

*Language to be deleted is in strike through, language to be added is in red font.*

### ARTICLE ~~III~~ IV: MEMBERSHIP

#### *Section 1. Member in Good Standing:*

An individual member in good standing is one whose current dues are paid in an NFRW local club and who supports ARTICLE ~~S~~ II **and III** of these bylaws. A local club or a state federation in good standing is one whose current dues and service charge are paid to the NFRW.

#### *Section 2. Eligibility:*

Membership in the NFRW ~~shall~~ **may** be extended to individual Republican women (as defined in ARTICLE II), local clubs, states, U.S. territories, and the District of Columbia. **Notwithstanding anything to the contrary in these bylaws or those of any state federation or federated local club, in light of the beliefs, objectives, and message of the NFRW, only women (as defined in ARTICLE II) who accept their identity as women are eligible for full membership in the NFRW, state federations, and federated local clubs. Any disputes concerning eligibility for membership shall be resolved by a majority vote of the NFRW Executive Committee.**

## Rationale:

This addition in language strengthens NFRW’s position in fulfilling its mission.

## Proposed Bylaw Amendment #4

### ARTICLE III: Membership

#### Current Bylaw, ARTICLE III: Membership

##### *Section 2. Eligibility:*

C. Local Club Associate Members

2. Republican men are eligible for associate membership upon payment of the required annual dues to the local club. They 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 meetings or conventions. Republican men who are associate members in local clubs do not become members of the state federation or the NFRW.

**Proposed change(s):**

- Adoption of earlier proposed amendments will re-number ARTICLE III to ARTICLE IV: Membership.
- The title of *Subsection C* is changed to “Local Club Associate Members/ Associates.”
- Men are defined.
- Republican men who wish to support the mission of the NFRW may become “Associates” of a local club upon payment of fee required by the local club.

**New Wording of Bylaw as Proposed:**

*Language to be deleted is in strike through, language to be added is in red font.*

**ARTICLE III: MEMBERSHIP**

*Section 2. Eligibility:*

C. Local Club Associate Members/~~Members~~ **Associates**

2. Republican men (**i.e., natural born males, meaning people born with the biological characteristics associated with the male sex, such as XY chromosomes**) may not be members of NFRW, any state federation, or any federated local club. **But Republican men who want to support the mission of NFRW may be associates of a local club upon payment of whatever associate fee the local club chooses to designate.** They 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 meetings or conventions. Republican men who are ~~associate members in~~ **associates of** local clubs do not become members of the state federation or the NFRW.

**Rationale:**

This addition in language strengthens NFRW’s position in fulfilling its mission.

**Proposed Bylaw Amendment #5**

**ARTICLE III: Membership**

**Current Bylaw, ARTICLE III: Membership**

*Section 2. Eligibility:*

D. National At-Large Membership - A Republican woman who is not a member of a state federation or local club and who contributes the required funds to the NFRW is eligible to be an at-large member. At-large

members will receive all NFRW official publications and be entitled to participate in online discussions and they may attend NFRW, state federation or nearby local club meetings but will not have a voice or a vote.

F. Student membership provides an option to undergraduate or postgraduate level female students who want to be a part of the NFRW, but who do not have the time to devote to a local club or do not have a local club near them. Student Associate members receive all the benefits of National At-Large Membership. Annual proof of enrollment is required before membership is granted (a copy of either a current class schedule or a student ID). The NFRW will inform the state federation of new student members with contact information.

### **Proposed change(s):**

- If earlier proposed amendments are adopted, ARTICLE III: Membership becomes ARTICLE IV.
- *Section 2(D)* is amended by adding “(as defined in ARTICLE II)” after the 7<sup>th</sup> word, “woman.”
- Insert new wording in parentheses to end of first sentence “see ARTICLE III: *Section 2(C)*.”
- Current ARTICLE III: *Section 2(F)*, replace “female” with “women.”

### **New Wording of Bylaw as Proposed:**

*Language to be deleted is in strike through, language to be added is in red font.*

#### **ARTICLE III: MEMBERSHIP**

##### *Section 2. Eligibility:*

D. National At-Large Membership - A Republican woman (~~as defined in ARTICLE II~~) who is not a member of a state federation or local club and who contributes the required funds to the NFRW is eligible to be an at-large member (~~see ARTICLE III, Section 3. C. and D.~~). At-large members will receive all NFRW official publications and be entitled to participate in online discussions and they may attend NFRW, state federation or nearby local club meetings but will not have a voice or a vote.

F. Student membership provides an option to undergraduate or postgraduate level ~~female~~ **women** students who want to be a part of the NFRW, but who do not have the time to devote to a local club or do not have a local club near them. Student Associate members receive all the benefits of National At-Large Membership. Annual proof of enrollment is required before membership is granted (a copy of either a current class schedule or a student ID). The NFRW will inform the state federation of new student members with contact information.

### **Rationale:**

This addition in language strengthens NFRW’s position in fulfilling its mission.

### **Proposed Bylaw Amendment #6**

Elimination of all references to fax numbers.

**ARTICLE III §4(B), ARTICLE V §3(G), ARTICLE VII §3, ARTICLE IX §3(C), ARTICLE XI §C**

### Current Bylaw Articles and Sections:

- ARTICLE III: §4(B) "...in writing by mail, fax, or e-mail that the local club's bylaws ..."
- ARTICLE V: §3(G) "A vote may be conducted by mail, phone, fax, or e-mail ..."
- ARTICLE VII: §3 "... by letter, phone, fax, or e-mail ..."
- ARTICLE IX: §3(C) "... addresses (including zip codes, phone/fax numbers, and e-mail ..."
- ARTICLE XI: §(C): "...by a two-thirds vote by mail, fax or e-mail ..."

### Proposed change(s):

- Remove all references to fax machines from the bylaws:
  - ARTICLE III: §4(B) "...in writing by mail, ~~fax~~ or e-mail that the local club's bylaws ..."
  - ARTICLE V: §3(G) "A vote may be conducted by mail, phone, ~~fax~~, or e-mail ..."
  - ARTICLE VII: §3 "... by letter, phone, ~~fax~~ or email ..."
  - ARTICLE IX: §3(C) "... addresses (including zip codes, phone/~~fax~~ numbers and e-mail ..."
  - ARTICLE XI: §C ... "by a two-thirds vote by mail, ~~fax~~ or email ..."

### New Wording of Bylaw as Proposed:

*Language to be deleted is in strike through, language to be added is in red font.*

- A. ARTICLE III: §4(B): "... in writing by mail, ~~fax~~ or e-mail that the local club's bylaws ..."
- B. ARTICLE V: §3(G): "A vote may be conducted by mail, phone, ~~fax~~ or e-mail ..."
- C. ARTICLE VII: §3: "... by letter, phone, ~~fax~~ or email ..."
- D. ARTICLE IX: §3(C): "...addresses (including zip codes, phone/~~fax~~ numbers and e-mail..."
- E. ARTICLE XI: §C: "...by a two-thirds vote by mail, ~~fax~~ or e-mail ..."

### Rationale:

With email in common practice, distribution by fax is no longer necessary for NFRW purposes.

## **Proposed Bylaw Amendment #7**

### **ARTICLE IV: NFRW Officers and their Duties**

#### **Current Bylaw, ARTICLE IV: NFRW Officers and Their Duties**

##### *Section 1. Eligibility:*

- A. Elected and appointed NFRW officers, members-at-large and members of standing and special committees shall be local federated club members in good standing.
- B. Only one NFRW officer shall serve from any state during the same term of office.
- C. No woman shall run for member-at-large if her state is represented by an officer on the NFRW Executive Committee.
- D. A candidate shall run for only one office in an election.

E. No elected officer or member-at-large shall serve for more than one term in the same office.

*Section 2. Officers:*

Elected officers of the NFRW shall be a President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Recording Secretary, and Treasurer. Three members-at-large shall be elected pursuant to ARTICLE V: *Section 2. B.*

**Proposed change(s):**

Place current *Section 1. Eligibility* as new *Section 2.* and place current *Section 2. Officers* as new *Section 1.*

Delete from current *Section 2. Officers* the last sentence: “Three members-at-large shall be elected pursuant to ARTICLE V: *Section 2. B.*”

**New Wording of Bylaw as Proposed:**

*Language to be deleted is in strike through. Language to be added is in red font.*

**ARTICLE IV: NFRW Officers and their Duties**

*Section 1. ~~Eligibility~~ Officers:*

Elected officers of the NFRW shall be a President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Recording Secretary, and Treasurer. ~~Three members-at-large shall be elected pursuant to ARTICLE V, Section 2. B.~~

*Section 2. ~~Officers~~ Eligibility:*

- A. Elected and appointed NFRW officers, members-at-large, and members of standing and special committees shall be local federated club members in good standing.
- B. Only one NFRW officer shall serve from any state during the same term of office.
- C. No woman shall run for member-at-large if her state is represented by an officer on the NFRW Executive Committee.
- D. A candidate shall run for only one office in an election.
- E. No elected officer or member-at-large shall serve for more than one term in the same office.

**Rationale:**

This amendment is proposed in the interest of organizational clarity. The two sections are out of order because officer, or leadership, positions must be identified first and then eligibility may be developed.



## **Proposed Bylaw Amendment #8**

### **ARTICLE IV: NFRW Officers and their Duties**

#### **Current Bylaw, ARTICLE IV: NFRW Officers and their Duties**

##### *Section 1. Eligibility:*

- A. Elected and appointed NFRW officers, members-at-large, and members of standing and special committees shall be local federated club members in good standing.
- B. Only one NFRW officer shall serve from any state during the same term of office.
- C. No woman shall run for member-at-large if her state is represented by an officer on the NFRW Executive Committee.
- D. A candidate shall run for only one office in an election.
- E. No elected officer or member-at-large shall serve for more than one term in the same office.

#### **Proposed change(s):**

Strike ARTICLE IV: *Sections 1(B-E)* and insert *Section 1(B-D)* into *Section 3(A)* as *Section 3(A)(i, ii, iii)* and move *Section 1(E)* to *Section 3* as *Section 3(B)(i)*.

#### **New Wording of Bylaw as Proposed:**

*Language to be deleted is in strike through. Language to be added is in red font.*

### **ARTICLE IV: NFRW Officers and their Duties**

#### *Section 1. Eligibility:*

- A. Elected and appointed NFRW officers, members-at-large, and members of standing and special committees shall be local federated club members in good standing.
- ~~B. Only one NFRW officer shall serve from any state during the same term of office.~~
- ~~C. No woman shall run for member-at-large if her state is represented by an officer on the NFRW Executive Committee.~~
- ~~D. A candidate shall run for only one office in an election.~~
- ~~E. No elected officer or member-at-large shall serve for more than one term in the same office.~~

#### *Section 3. Term:*

- A. The elected officers shall be elected at the Biennial Convention for a term of two years beginning January 1 or until their successors are elected.

- i. Only one NFRW officer shall serve from any state during the same term of office.
  - ii. No woman shall run for member-at-large if her state is represented by an officer on the NFRW Executive Committee.
  - iii. A candidate shall run for only one office in an election.
- B. The term of office for elected officers and members-at-large shall be from January 1 following their election through December 31 of the second year, regardless of the date of installation.
- i. No elected officer or member-at-large shall serve for more than one term in the same office.

#### **Rationale:**

This reorganization makes the separation clear and places qualifiers where they belong.

## **Proposed Bylaw Amendment #9**

### **ARTICLE V: NFRW Board of Directors and Executive Committee**

#### **Current Bylaw, ARTICLE V: NFRW Board of Directors and Executive Committee**

*Section 1. NFRW Board of Directors:*

- A. The voting body of the NFRW Board of Directors shall be the elected officers, the three members-at-large, the immediate past NFRW President, the president of each state federation including the District of Columbia and the territories, and the chairman of the standing committees or the vice chairman in the absence of the chairman.

#### **Proposed change(s):**

In ARTICLE V: *Section 1(A)*, immediately following the words “the immediate past NFRW President,” insert the words “former NFRW Presidents who are members in good standing. ”

#### **New Wording of Bylaw as Proposed:**

*Language to be deleted is in strike through, language to be added is in red font.*

### **ARTICLE V: NFRW Board of Directors and Executive Committee**

*Section 1. NFRW Board of Directors:*

- A. The voting body of the NFRW Board of Directors shall be the elected officers, the three members-at-large, the immediate past NFRW President, **former NFRW Presidents who are members in good standing**, the president of each state federation including the District of Columbia and the territories, and the chairman of the standing committees or the vice chairman in the absence of the chairman.

## **Rationale:**

Former NFRW National Presidents have served as invaluable appointed Advisors to the NFRW President and to NFRW committees and are routinely asked to provide answers to, and information regarding, issues of procedure and historical practices. Their continued influence and connections yield tangible benefits. As past stewards who have successfully guided our Federation, their votes help maintain continuity while informing critical decisions with historical context and proven best practices.

## **Proposed Bylaw Amendment #10**

### **ARTICLE VII: Nominations and Elections**

#### **Current Bylaw, ARTICLE VII: Nominations and Elections**

*Section 2. Election of Officers:*

- A. Elections shall be by ballot and a majority of all votes cast shall constitute an election. When there is only one candidate for an office election may be by voice vote.

#### **Proposed change(s):**

In ARTICLE VII: *Section 2(A)*, delete “voice vote” and replace with “acclamation wherein the President announces the single candidate elected to the office.”

#### **New Wording of Bylaw as Proposed:**

*Language to be deleted is in strike through, language to be added is in red font.*

### **ARTICLE VII: Nominations and Elections**

*Section 2. Election of Officers:*

- A. Elections shall be by ballot and a majority of all votes cast shall constitute an election. When there is only one candidate for an office election may be by ~~voice vote~~ **acclamation wherein the President announces the single candidate elected to the office.**

## **Rationale:**

This minor change saves the body time when there is no question as to the election’s outcome.

# **Proposed Bylaw Amendment #11**

## **ARTICLE XII: Indemnification**

### **Current Bylaw, ARTICLE XII: Indemnification**

- A. The NFRW shall indemnify every NFRW director or officer, or former NFRW director or officer, her heirs, executors, administrators and assigns against expenses, including attorney's fees, reasonably incurred by her in connection with the defense of reason of her being or having been a NFRW director or officer, except in relation to matters as to which she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty.
- B. In the event of a settlement, indemnification shall be provided in connection with such matters covered by the settlements to which the NFRW is advised by counsel that the woman to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled under any bylaw, agreement or resolution of the NFRW Board of Directors or otherwise.

### **New Wording of Bylaw as Proposed:**

*Language to be deleted appears as strikethrough and language to be added appears in red font.*

## **ARTICLE XII. INDEMNIFICATION**

- A. The NFRW shall indemnify ~~any NFRW~~ **member who is or was a member of the NFRW Board of Directors and who is or was a party to any proceeding by reason of her position as a member of the NFRW Board of Directors.**
- B. **Indemnification of such a member of the NFRW Board of Directors who is or was a party to a proceeding by reason of her position as a member of the NFRW Board of Directors, shall be extended only where the Board of Directors by majority vote finds that such member of the Board of Directors, in connection with the proceeding,**
  - 1. was included as a party to the proceeding as a direct result of her actions in fulfilling her duties as a member of the Board of Directors of the NFRW or was named as a party expressly and exclusively as a result of her position as a Board Member of the NFRW; and**
  - 2. conducted herself in good faith; and**
  - 3. reasonably believed that her conduct was in the best interests of the NFRW; and**
  - 4. in any criminal proceeding, such a member had no reasonable cause to believe her conduct was unlawful.**

- C. Indemnification shall be against expenses reasonably incurred including
  - 1. attorney's fees;
  - 2. liability;
  - 3. judgments;
  - 4. fines; and
  - 5. amounts paid in settlement.
  
- D. Indemnification under this ARTICLE in connection with a proceeding brought by the NFRW or on behalf of the NFRW shall be limited to reasonable expenses incurred and no person shall be entitled to indemnification either in connection with a proceeding brought by or in the right of the NFRW
  - 1. in which the Director was adjudged liable to the NFRW; or
  - 2. in connection with any other proceeding charging improper personal benefit to the Director, whether involving action in her official capacity in which she is ultimately adjudged liable on the basis that she improperly received personal benefit.

**Rationale:**

The language of the current NFRW Bylaws, ARTICLE XII: IDEMNIFICATION is unnecessarily confusing and, therefore, is difficult to apply. Rewriting the current provisions using the language of the corporate laws of the CODE OF VIRGINIA carefully sets forth not only the corporate laws of the Commonwealth of Virginia (wherein the NFRW is incorporated), but is also easily understood and applied.