



ARIZONA FEDERATION OF REPUBLICAN WOMEN

Chartered under the National Federation of Republican Women since 1940

BYLAWS

ARTICLE I – NAME

Section 1

The name of this organization shall be the Arizona Federation of Republican Women (AzFRW).

Section 2

The bylaws and objects of the AzFRW shall be consistent with those of the National Federation of Republican Women (NFRW).

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 AzFRW's understanding of women as a distinct biological category are foundational to AzFRW's political beliefs, objectives, and message. AzFRW 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 AzFRW would compromise AzFRW'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 - Purposes

The purposes of this organization 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.
- E. Disseminate information to all State federations and local clubs.
- F. Inform the public through political education and activity.
- G. Foster loyalty to the Republican Party at all levels of government.
- H. Promote the principles of the Republican Party.
- I. Work for Republican candidates in all elections, including non-partisan elections.
- J. Support the objectives and policies of the Republican National Committee and
- K. Perform any lawful activity not inconsistent with the foregoing.

ARTICLE IV MEMBERSHIP

Section 1 Primary Member Eligibility and Good Standing

- A. Primary membership in the AzFRW shall be through affiliated local clubs and may be open to a woman as defined in Article II *Definition of Women* of these bylaws, who is currently registered as a Republican in the State of Arizona, who supports Article II *Definition of Women* and Article III *Purposes* of these AzFRW Bylaws and pays the required dues. Primary membership shall not be held in more than one NFRW Club.
- B. Notwithstanding anything to the contrary in these bylaws or those of any AzFRW Local Club, in light of the beliefs, objectives, and message of the NFRW, only women (as defined in Article II of these bylaws) who accept their identity as a women are eligible for full membership in the NFRW, State federations and local clubs. Any disputes concerning eligibility for membership shall be resolved by a majority vote of the NFRW Executive Committee.
- C. An AzFRW Primary Member in good standing is one whose current dues are paid in an AzFRW local club and who supports Article II *Definition of Women* and Article III *Purposes* of these bylaws.
- D. AzFRW Local Club Primary members automatically become members in the AzFRW and the NFRW only through membership in the AzFRW.

Section 2 – Associate Membership and Associates

- A. Associate Membership in an AzFRW Local Club
 - 1. Associate Membership in an AzFRW Local Club may be open to registered Republican women (as defined in Article II) who hold Primary membership in another federated local club upon payment of the required annual dues.
 - 2. Associate members cannot hold office, vote, or be counted for the purpose of determining the number of delegates to national and/or state federation meetings or conventions.
- B. Associates
 - 1. 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, AzFRW, or any AzFRW federated local club. But Republican men who want to support the mission of AzFRW and NFRW may be Associates of an AzFRW Local Club upon payment of whatever Associate fee a local club chooses to designate.
 - 2. Associates 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.

3. Republican men who are Associates of local clubs do not become members of the AzFRW or the NFRW-.

Section 3 – Local Club Membership

- A. AzFRW federated local clubs become members in the NFRW only through membership in the AzFRW.
- B. Admission of new clubs to the AzFRW shall be subject to approval, by majority vote, of the AzFRW Executive Committee.
- C. To affiliate with the AzFRW, a club shall:
 1. Have a Primary Membership of at least ten (10) women.
 2. Have formed a permanent organization which holds meetings no less than six (6) times during each year.
 3. Have adopted bylaws which are not in conflict with those of the AzFRW or the NFRW. have paid the required per capita dues for each Primary member of the Local Club.
 4. The word "Republican" in its title.
 5. Have submitted a written application and a copy of its bylaws to the State President.
- D. No AzFRW or Local Club elected officer, Local Club – or Local Club Primary or Associate member who, in their official capacity
 1. Publicly advocates a split party ticket or for a candidate running on an opposition ticket, including in non-partisan races, shall be admitted to, or continued in, membership; or who
 2. Publicly advocates for any Republican candidate in a contested race, including in non-partisan races, shall be admitted to, or continued in, membership; or who
 3. Affiliates with any organization which is not officially recognized by the NFRW as working in concert with the NFRW and the Republican National Committee shall be admitted to, or continued in, membership; and
 4. These shall apply only to public advocacy on the part of AzFRW members and/or AzFRW officers and/or Local Club officers using their AzFRW and/or Local Club officer or member status or capacity. Individual Primary or Associate members may support, as an individual, any Republican candidate of their choice.
 5. An AzFRW local club in good standing is one whose current dues and service charge are paid to the NFRW.
 6. AzFRW federated local clubs become members in the NFRW only through membership in the AzFRW.

Section 4 – Endorsement

- A. Neither the AzFRW nor its local clubs and no AzFRW or local club elected officer, no local club Primary member, Associate Member or Associate who, in their official capacity
 1. Advocates a split party ticket or supports a candidate running on an opposition ticket, including in non-partisan races shall be admitted to, or continued in membership;
 2. Publicly advocates for, or supports, any Republican candidate in a contested race, including in non-partisan races, shall be admitted to, or continued in, membership; or
 3. Affiliates with any political organization which is not officially recognized as working in concert with the NFRW and the Republican National Committee (RNC) shall be admitted to or continued in membership.

B. These shall apply only to public advocacy on the part of AzFRW members, AzFRW officers and local club officers, and local club Primary members, using the AzFRW or local club officer status or Primary club member status. Individual Primary or Associate members may support, as an individual, any Republican candidate of their choice.

Section 5 – Removal

A. Pursuant to NFRW Bylaws, NFRW requires following the disciplinary procedures found in the current edition of *Roberts Rules of Order, Newly Revised*, for removal of an officer from office or a member from membership.

B. At the request of the AzFRW Executive Committee made to the NFRW Executive Committee, and following the report of a Special Investigations Committee (See RONR (12th ed.) 63:8-27) the NFRW Executive Committee, by a two-thirds (2/3) vote of ballots cast, may remove a local club on the following grounds:

1. non-payment of dues for the total membership and the current service charge;
2. Publicly advocating for opposition party candidates;
3. Bylaws which are in material conflict with the NFRW Bylaws;
4. Failure to support the Republican Party Ticket, advocating a split ticket, supporting a candidate on an opposition ticket;
5. Actions which are in conflict with the NFRW Bylaws;
6. Working against the expressed ideals and purposes of the AzFRW or the NFRW;
7. Violation of the bylaw provisions, standing rules; or adopted policies of the AzFRW or NFRW;
8. Failure to comply with the NFRW membership rules; and
9. Affiliation with any political organization which is not officially recognized as working in concert with the NFRW and the Republican National Committee.

C. An AzFRW Local Club or individual member which was removed and now desires reinstatement shall make written application to the AzFRW Executive Committee. The AzFRW Executive Committee will decide, by a two-thirds (2/3) vote of the votes cast, whether to grant or deny readmission.

D. Any club that is removed, dissolved or defederated shall turn over all its assets to the AzFRW including all monies in its treasury and its charter.

E. The right to use the name of a removed AzFRW Local Club or the removed AzFRW State Federation shall immediately revert to the superior body.

ARTICLE V-DUES AND FISCAL YEAR

Section 1 – Club Dues

A. AzFRW dues shall be as recommended by the Executive Committee to the Board of Directors which shall approve by a majority of votes cast.

B. Active club member dues, NFRW and AzFRW service charges shall be paid to the AzFRW along with other required data by deadlines specified.

Section 2 – Fiscal Year

The fiscal year shall be January 1 through December 31.

ARTICLE VI – OFFICERS AND THEIR DUTIES

Section 1 - Officers

A. Elected Officers of the AzFRW shall be President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer and a Director from each Region elected by her Region.

B. Appointed Officers of the AzFRW shall be Chaplain; Historian; Parliamentarian and Protocol Officer, all of which shall be appointed by the President with approval of the Executive Committee for a term which coincides with that of the President.

C. All elected and appointed officers shall be Primary club members in good standing. The nominee for President shall have served as a member of the Executive Committee.

D. Vacancies in an elective office other than a vacancy in a Region Director position which shall be filled per Article VI, Section 5, Item B., shall be filled by the Board of Directors at its next regular meeting after the vacancy occurs or at a special meeting called for that purpose, provided that notice of the meeting including announcement of the vacancy and the means by which members may be nominated to fill that vacancy, is sent to members of the Board of Directors no later than ten days prior to the meeting date. If more than one candidate is nominated to fill the vacancy, the vote shall be by written or electronic ballot.

E. Within two (2) weeks after an officer or chairman has been replaced, she shall deliver to her successor all materials pertaining to her office.

F. Officers shall serve a term of office of two years or until their successors are elected. Officers may run for only one consecutive term of office.

Section 2 - DUTIES

A. The President shall:

1. Be the official representative of the AzFRW;
2. Preside at all meetings of the AzFRW, the Board of Directors, and the Executive Committee;
3. Conduct such other business as may be directed by the convention, the Board of Directors or the Executive Committee.
4. Appoint the Chairmen, Vice Chairmen, and members of the Standing and Special Committees with only the Chairmen of Standing Committees subject to the approval of the Executive Committee.
5. Be a signatory on all AzFRW financial accounts;
6. Be bonded or insured as determined by the Executive Committee;
7. Issue the Call for the Biennial Convention no later than forty-five (45) days prior to the convention;

8. Appoint delegates-at-large or alternates-at-large to the NFRW Biennial Convention if the Federation quota is not filled;
9. Designate a representative for the AzFRW, if necessary;
10. Submit a program of action to the Board of Directors for approval;
11. Approve all materials prior to being printed or distributed;
12. Accept the written resignation of any elected, appointed or chairmanship position ; and
13. Replace, subject to the approval of the Executive Committee, appointed officers, or committee chairs or members who fail to perform the duties of that office or miss more than two (2) consecutive meetings.

B. The First Vice President shall:

1. Perform the duties of the President in her absence;
2. Serve as Program Chair; and
3. Perform such other duties as are assigned by the President, the Executive Committee or the Board of Directors.

C. The Second Vice President shall:

- a. Perform the duties of President in the absence of both the President and First Vice President;
- b. Serve as Membership Chair; and
- c. Perform such other duties as are assigned by the President or the Board of Directors.

D. The Third Vice President shall:

1. Perform the duties of President in the absence of both the President, First and Second Vice Presidents;
2. Serve as Ways & Means Chair; and
3. Perform such other duties as are assigned by the President, the Executive Committee, or the Board of Directors.

E. The Secretary shall:

1. Record minutes of all meetings of the AzFRW, the Executive Committee and the Board of Directors and send to the President the minutes within fifteen (15) days after each meeting;
2. Maintain a current list of AzFRW officers, committee chairs and members, and of all clubs and their officers;
3. Be custodian of all Federation records and materials;
4. Record minutes of all proceedings of the AzFRW Biennial Convention and send to the Convention Minutes Committee within two (2) weeks of the convention's close; and
5. Perform such other duties as directed by the President or Executive Committee or the Board of Directors.

F. The Treasurer shall:

1. Be custodian of all AzFRW funds and deposit them in a timely manner into financial institutions approved by the Executive Committee;
2. Be a signatory on all AzFRW accounts;

3. Be bonded or insured as determined by the Executive Committee;
4. Send a reminder statement for remittance of dues to each Club;
5. Collect NFRW and AzFRW dues and service charges from the Clubs and send required remittances to NFRW in accordance with deadlines;
6. Disburse funds as directed by the Executive Committee or Board of Directors;
7. Submit a written report at each meeting of the Executive Committee and Board of Directors;
8. Make available complete financial records to the Financial Review Committee for the annual review or as requested by the Executive Committee;
9. Serve as a member of the Budget Committee and the Credentials Committee;
10. Comply with all state election and other reporting or filing requirements; and
11. Perform such other duties as may be directed by the President, the Executive Committee or the Board of Directors.

G. The Region Director shall:

1. Represent her Region on the Executive Committee and the Board of Directors, and be the AzFRW liaison in educating, recruiting, and advising clubs on AzFRW activities and policies;
2. Conduct AzFRW workshops within her Region, or a combination of Regions, at least once each term;
3. Visit each club in her Region at least twice per year;
4. Be a member of a club within the Region which she represents; and
5. Assist the Arrangements Chair and 3rd Vice President when Board of Directors meetings are hosted by her Region.

H. The Chaplain shall offer invocations, blessings and benedictions.

I. The Historian shall prepare a history of the activities of the Federation during her term of office.

J. The Parliamentarian shall attend all meetings of the AzFRW, Executive Committee, Board of Directors and Bylaws Committee; advise officers, committee chairs and all AzFRW members regarding parliamentary procedure and application of AzFRW Bylaws and rules.

K. The Protocol Officer must,

1. In coordination with the AzFRW Arrangements Chairman, Biennial Conventions Chairman and their luncheons' Chairman, create a dignitary list for the president during AzFRW Board of Directors meetings, AzFRW Biennial Conventions, and all other AzFRW events.
2. Ensure all protocol measures are in place prior to and during AzFRW State meetings, Biennial Conventions and events.
3. Perform such other duties as may be directed by the president, the executive committee and/or the board of directors.

ARTICLE VI – NOMINATIONS, ELECTIONS, VACANCIES AND REMOVALS

Section 1 - Nominating Committee

A. The Nominating Committee shall consist of one (1) member from each Region and shall be

elected by ballot by the delegates from that Region at the Biennial Convention. If there is only one nominee for a Region, a voice vote may be taken.

- B. Not later than the first AzFRW Board meeting after their election, the Parliamentarian shall instruct them in their duties and shall conduct election of a Chairman, Vice Chairman and Secretary.
- C. A member of the Nominating Committee shall not serve a consecutive term.
- D. In the absence or inability of the Nominating Committee Chairman to serve, the Vice Chair shall perform the duties of Chairman.

Section 2- Duties

The Nominating Committee shall:

- A. Establish a date not less than ninety (90) days prior to the Biennial Convention opening event as the due date for nominee applications to be submitted.
- B. Secure names of prospective nominees from clubs of each Region.
- C. Submit the name of one eligible candidate for each elected office with their written consent. The immediate past President shall not be eligible to serve as an officer on the Executive Committee.
- D. Nominate no more than two (2) persons from any one Region to serve on the Executive Committee without approval of the Executive Committee.
- E. Submit their report to the AzFRW President no later than eighty (80) days prior to the Convention date and report shall be included in the Official Call to the Biennial Convention.
- F. Make its report on the first day of the Biennial Convention.

Section 3 - Nominations

Nominations may be made from the floor only at the time immediately following the Nominating Committee's report to the Convention. Candidates who wish to be nominated from the floor shall provide their written consent to the President and must confirm receipt by her prior to nominations from the floor.

Section 4 – Elections

- A. Officers shall be elected by ballot and by majority vote on the second general session of the Biennial Convention. When there is only one candidate for an office, the President may declare election by acclamation upon closing of nominations.
- B. Elected officers shall take office on January 1st following their election.
- C. Officers shall deliver to their successors all materials pertaining to their office upon completion of their terms.

Section 5 – Vacancies and Removals

- A. Vacancies in an elective office shall be filled by the Board of Directors at its next regular meeting or at a special meeting called for that purpose, provided notice of the meeting including

announcement of the vacancy and the means by which members may be nominated to fill that vacancy, is sent to members of the Board of Directors no later than ten (10) days prior to the meeting date. If more than one (1) candidate is nominated to fill the vacancy, the vote shall be by ballot.

- B. Vacancies in Region Director or Nominating Committee, with the exception of the Nominating Committee Chairman, shall be filled by vote of the Presidents of that Region prior to the next AzFRW Board of Directors Meeting.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1 - Members

- A. Voting members - The voting body of the Executive Committee shall be the elected AzFRW officers and the AzFRW Immediate Past President.
- B. Non-Voting members – The Non-Voting member of the AzFRW Executive Committee shall be the Parliamentarian.

Section 2 - Duties

The Executive Committee shall:

- A. Conduct the business of the Board of Directors between meetings of that body.
- B. Approve or deny the President's appointments of the appointed officers, Standing Committee chairmen, the creation of Special Committees except as otherwise provided in these bylaws.
- C. Direct disbursements of funds.
- D. Approve the institutions to which funds are to be deposited.
- E. Approve the budget submitted by the Budget Committee and make recommendations regarding adoption to the Board of Directors.
- F. Approve Standing Rules and other policies and make recommendations regarding adoption to the Board of Directors.
- G. Review proposed bylaws amendments or other recommendations submitted by the Bylaws Committee and make recommendations to the Board of Directors regarding proposal of each to Biennial Convention delegates.
- H. Approve the recommendations of the Convention Committee of the site and date of the Biennial Convention.
- I. Approve new club bylaws as required by NFRW.
- J. Review the report of the Financial Review Committee in time for presentation at the first AzFRW Board of Directors meeting of each year and prior to presenting books to a new Treasurer.
- K. Appoint members from among themselves to serve as the investigation subcommittee to gather and present facts and make a recommendation in a written report in cases of removal from membership of a club undertaken by the AzFRW Board of Directors pursuant to Article IV, Section 5.

Section 3 – Meetings of the Executive Committee

- A. The Executive Committee will meet prior to each meeting of the Board of Directors, or at the call of the President, or upon written request of any four (4) members of the Executive Committee.
 - 1. **Regular Meetings** – The Executive Committee shall meet prior to each meeting of the Board of Directors and shall meet at a regular time as agreed upon by a majority of Executive Committee members.
 - 2. **Special Meetings**
 - a. Special meetings of the Executive Committee may be called by the President, and shall be called by the President upon receipt of the written request to do so of four (4) voting members of the Executive Committee.
 - b. The President, or her designee, shall send notice of Special Meetings of the Executive Committee at least seven (7) days prior to the date of the Special meeting.
 - c. The state federation president shall preside over all Executive Committee regular and special meetings.
 - d. Should the President refuse to call and/or preside over a regular or special meeting requested in writing by at least four (4) voting members of the Executive Committee, that duty will be performed by the next highest ranking elected officer.
- B. A meeting or any business of the Executive Committee or subcommittee it appoints may be conducted in person, by telephone or other electronic means. If conducted by telephone or electronically, any business transactions shall be announced and entered into the minutes at the Executive Committee's next regular meeting.
- C. Notice of the time, place and purpose of Executive Committee meetings shall be sent by the President or her designee electronically or via traditional mail to each member of the Executive Committee not less than four (4) days prior to any meeting.

Section 4 - Quorum

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

ARTICLE VIII – BOARD OF DIRECTORS

Section 1 - Eligibility

Each member of the Board of Directors shall be a Primary club member in good standing.

Section 2 – Voting Body

- A. The voting members of the Board of Directors shall consist of:
 - 1. The Elected Officers.
 - 2. The Appointed Officers.
 - 3. The Nominating Committee Chairman and the Chairmen of Standing Committees or the Vice Chairman in the Chairman's absence.

4. Past Presidents of the AzFRW.
5. The National Committeewoman.
6. Any AzFRW Primary members in good standing appointed by the NFRW President to serve on an NFRW committee or elected to the NFRW Nominating Committee and who thus becomes a member of the NFRW Board of Directors.
7. The President of each AzFRW club in good standing, or her duly authorized proxy carried by a Primary member in good standing of that club.

B. A roll call of voting members shall be taken and entered into the minutes at each Board of Directors meeting.

1. Each member shall be entitled to only one (1) vote.
2. Forms for proxy voting must be submitted to the AzFRW Secretary before the meeting is called to order.
3. This voting body shall be seated in a section apart from others who are in attendance.

C. All Primary and Associate members in good standing shall be invited to attend meetings of the Board of Directors.

Section 3 – Duties

The Board of Directors shall:

1. Act as the governing body of the AzFRW between Biennial Conventions.
2. Approve the program of action as submitted by the President.
3. Adopt the two-year budget as recommended by the Executive Committee.
4. Adopt proposed Standing Rules and other policies.
5. Approve proposed bylaws amendments for recommendation to the Delegates to the Biennial Convention.
6. Divide the State into Regional divisions.
7. Fill vacancies in elected office other than Region Director or the Nominating Committee.
8. Elect the delegates-at-large and alternates-at-large to the NFRW Biennial Convention.
9. Review and file the Financial Review at the first meeting each year.
10. Select the site and date of the Biennial Convention from the recommendations submitted by the Executive Committee.

Section 4 - - Meetings and Notice

A. The Board of Directors shall meet no less than twice each year and shall meet within 24 hours preceding the AzFRW Biennial Convention. The President may call additional meetings and shall call a meeting upon written request of no less than seven (7) members of the Board of Directors.

B. A meeting or any business of the Board of Directors may be conducted in person, by telephone or other electronic means. If conducted by telephone or electronically, any business transacted shall be announced and entered into the minutes at the Board of Director's next regular meeting.

C. The Fall meeting shall be designated as the Annual Meeting.

D. Notice of the time, place and purpose of Board of Directors meetings shall be postmarked, or sent electronically by the President or her designee, to each member not less than ten (10) days prior to meetings.

Section 5 - Quorum

Twenty-five (25) members shall constitute a quorum of the Board of Directors, at least five (5) of whom shall be elected officers.

ARTICLE IX – COMMITTEES

Section 1

- A. Only Primary club members in good standing shall serve as members of the committees of the AzFRW.
- B. The President shall be a member ex-officio of each committee except the Nominating Committee, and she shall be notified of each committee meeting.
- C. Each officer and Standing and Special Committee Chair shall submit a written report for the Biennial Convention.
- D. Upon vacating office, Committee Chairs shall deliver to her successor all committee materials.
- E. A meeting or any business of any AzFRW committee may be conducted in person, by telephone or other electronic means. If conducted by telephone or electronically, any business transacted shall be announced and entered into the minutes at the body's next regular meeting.
- F. Notice of the time, place and purpose of Standing and Special Committee meetings shall be postmarked, or sent electronically, by the Committee Chairman or her designee, to each committee member and to the AzFRW President not less than four (4) days prior to each meeting.

Section 2 – Standing Committees

The Standing Committees shall be:

Americanism	Campaign
Arrangements	Convention
Awards	Legislative
Bylaws	Publicity/Public Relations

Section 3 – Special Committees

- A. AzFRW Special Committees may include Armed Services; Caring for America; Financial Review; Leadership Development; Day at the Legislature; Literacy-Education (MELP); NFRW Regents Liaison; Scholarship; Sergeant at Arms; and Webmaster.

- B. AzFRW Special Committees shall be appointed by the AzFRW President as deemed necessary to accomplish the work of the AzFRW subject to the approval of the Executive Committee.
- C. The Chairman of a Special Committee or the Vice Chairman in the absence of the Chairman, shall have a voice but not a vote on the AzFRW Board of Directors, and the Special Committee Vice Chairmen and committee members shall be non-voting members of the AzFRW Board of Directors and shall have a voice.

Section 4 - Duties

The duties shall be as the name of the committee implies, as determined by the Executive Committee, and as stated in the bylaws.

- A. Convention Committee: see Article XI, Section 10.
- B. The Bylaws Committee shall:
 - 1. Consist of one member from each region plus the Parliamentarian.
 - 2. Accept for consideration amendments from members. Deadline for submitting amendments shall be forty-five (45) days prior to the AzFRW Board of Directors meeting preceding the Biennial Convention. The Committee shall be authorized to accept, edit or reject proposed amendments.
 - 3. Submit proposed amendments it deems necessary to the AzFRW Executive Committee.
 - 4. Submit its final report to the President no later than ninety (90) days prior to the Convention date.
 - 5. Review Standing Rules and Policies and Procedures prior to first Executive Committee and Board of Directors meetings of the new term of office and submit recommendations to Executive Committee for Board of Directors.
 - 6. Biennially be provided copies of each club's bylaw for review and notify club Presidents of necessary changes in club bylaws. Copies of these notices shall be furnished to the Federation President.
 - 7. Be provided copies of subsequent amendments to those club bylaws reflecting changes accomplished.
 - 8. Within two (2) weeks of the close of Convention, the Bylaws Chair shall redraft the bylaws to reflect changes or amendments approved at Convention and submit updated bylaws to the Secretary.
- C. The Budget Committee shall:
 - 1. Consist of the Budget Chair, Treasurer, President, 1st Vice President, 2nd Vice President and 3rd Vice President and others appointed by the President.
 - 2. Contact all Committee Chairs for input and needs for the coming term in conjunction with the President's goals and Program of Action and *review* prior Treasurer Reports for comparisons.

- D. Establish an annual (one year) budget in time for presentation first to the Executive Committee and then to the Board of Directors at the first meeting of each new year. Both the executive committee and the board of directors may edit the proposed budget before recommending it and/or adopting it.
- E. The Financial Review Committee shall:
 - 1. Consist of no less than two (2) members.
 - 2. Perform an annual financial review in time for presentation at the first Executive Committee Meeting for any amendments and for approval and then to the first Board of Directors Meeting of the new term for any amendments and adoption.
 - 3. Perform a financial review prior to taking office by a new Treasurer, and at the request of the Executive Committee, Board of Directors, or Treasurer.

Section 4 - Quorum

A majority of the elected or appointed and approved members of any committee shall constitute a quorum.

ARTICLE X - NFRW CONVENTION

- A. At the last meeting preceding the ninety (90) day deadline before the NFRW Convention, the AzFRW Board of Directors, by plurality vote, shall elect delegates-at-large and alternates-at-large to the NFRW Biennial Convention, pursuant to NFRW Bylaws as follows:
 - 1. One delegate and one alternate from each Club, provided that the Club has been in good standing for at least six (6) months prior to the NFRW Convention.
 - 2. Five (5) delegates-at-large from each State Federation and one additional delegate-at-large for each five hundred (500) hundred members or major fraction thereof in the State Federation, based on the payment of the current year's dues, postmarked ninety (90) days before the biennial Convention, and an equal number of alternates-at-large.

ARTICLE XI – AzFRW CONVENTION

Section 1 – Convention Date

- A. A biennial Convention shall be held in the odd-numbered years at a time and place recommended by the Convention Committee and approved by the Board of Directors. The Convention shall be held in the fall and shall not conflict with the NFRW Biennial Convention.
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- B. Club proposals to host the Convention shall be submitted to the Convention Chair.

Section 2 – Call to the Convention

The Call shall be sent by the President to each member of the Board of Directors, postmarked or sent electronically, no less than forty-five (45) days prior to the Convention. The Call shall include the reports of the Bylaws and Nominating Committees.

Section 3 – Delegate Status

- A. Each delegate and alternate shall be a Primary club member in good standing whose dues have been paid to the AzFRW as of September 30th of the current year.
- B. To qualify for delegate representation to the AzFRW Biennial Convention a Club shall have been in good standing for at least six (6) months prior to the convention.

Section 4 – Voting Body

If properly credentialed, the voting body shall be:

- a. The Elected Officers.
- b. The Appointed Officers.
- c. The Chairman of the Nominating Committee and the Chairman of the Standing Committees, or in their absence the Vice Chairman if credentialed as an alternate.
- d. The Past Presidents of the AzFRW.
- e. If a Primary club member in good standing, the Arizona National Committeewoman.
- f. The AzFRW Primary members in good standing appointed by the NFRW President to serve on an NFRW committee or elected to the NFRW Nominating Committee.
- g. The President, or her credentialed alternate, of each club in good standing.
- h. The club delegates.

Section 5 – Club Delegates to Convention

Club delegates to the AzFRW Biennial Convention shall be:

- 1. The Club President or her credentialed alternate.
- 2. One delegate for each ten (10) Primary members, or major fraction thereof, in good standing as of the AzFRW third quarter report. The club may select an equal number of alternates.
- 3. If an alternate is to be elevated, the replaced delegate must relinquish her delegate badge to the Credentials Committee who in turn will provide the alternate with a delegate badge. All delegates and alternates must be prepaid.
- 4. The Club President shall submit the club's alphabetical list of delegates and a list of alternates (in numerical order of elevation) to the Chairman of the Credentials Committee by the published deadline.
- 5. Voting members of the Board of Directors and Past Presidents of the Federation may be registered as a delegate by their club President or may register as a delegate themselves by submitting a Delegate Credentials Form and a Convention Registration Form within the required deadlines.
- 6. There shall be no alternates for the AzFRW Executive Committee.
- 7. Each delegate shall be entitled to only one (1) vote on each question or election.

Section 6 – Credentials and Alternates

- A. At the time of registration, if requested by the Credentials Committee, a member shall present photo identification.
- B. Only a prepaid alternate is eligible to be elevated from alternate to delegate status.

Section 7 – Proxies

There shall be no proxy voting.

Section 8 – Convention Seating

The members of the voting body shall be seated in a section reserved for them. Non-voting members and visitors shall be seated in a section apart from the voting body.

Section 9 - Quorum

The members of the voting body in attendance at each meeting of the Convention shall constitute a quorum.

Section 10 – Committees of the Convention

- A. A meeting or any business of any AzFRW Convention Committee may be conducted in person, by telephone or other electronic means. If conducted by telephone or electronically, any business transacted shall be announced and entered into the minutes at the Convention Committee's next regular meeting.
- B. Notice of the time, place and purpose of the Convention Committee meetings shall be postmarked, or sent electronically, by the Convention Committee Chairman or her designee, to each member of the Convention Committee not less than four (4) days prior to each meeting.
- C. The Credentials Committee shall:
 1. Consist of no less than five (5) members, one (1) of whom shall be the Federation Treasurer.
 2. Determine the eligibility of voting members. If, it cannot resolve a question, the Chairman shall bring it to the Convention floor, and those delegates present and voting shall decide the question by majority vote.
 3. Make their first report immediately after the opening ceremonies. A final report shall be given immediately preceding the opening of the polls and Registration shall be closed from the time of the making of the report until the time the polls are closed. There shall be other reports given at such times as may be requested by the President.
- D. The Rules Committee shall:
 1. Draft and submit the Proposed Special Rules of the Convention for inclusion in the Call and the convention program.
 2. Immediately following the report of the Credentials Committee, present to the Convention delegates for adoption by two-thirds (2/3) vote of those Delegates present and voting.
- E. The Program Committee shall:
 1. Ensure that the convention program is distributed to each delegate at the time of registration.

2. Immediately following the report of the Rules Committee, present the program to the Convention for adoption by majority vote of those delegates present and voting.

F. The Election Committee shall:

1. Provide the ballots, conduct elections and count ballots providing for adequate tellers and counting process.
2. Accommodate each candidate who may have one observer, who is not a candidate herself, in the room while the votes are being counted. Teller Committee Chair must be notified in writing of the observer's name prior to opening of the polls or there shall be no admittance.
3. Present the Tellers' Report which shall be consistent with Roberts Rules of Order.

G. The Resolutions Committee shall draft courtesy and any other Resolutions and accept proposed Resolutions for consideration with authority to accept, edit or reject.

H. The Convention Minutes Committee shall:

1. Consist of three (3) members appointed by the President to review and approve the minutes of the AzFRW Convention within one (1) month after receiving them from the Secretary.
2. Certify by electronic signature that they have reviewed, noted any corrections, and approved the Convention Minutes. The certification shall be attached with the Convention Minutes included in the next Convention Program.

ARTICLE XII – EMERGENCY VOTE

In an emergency, the President shall be authorized to take a vote of the Executive Committee or Board of Directors in person, by telephone or other electronic means. Each member of the voting body shall be given notice and opportunity to vote. The action shall be announced at, and included in the minutes of, the next meeting.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order, Newly Revised*, shall govern the AzFRW in all cases not provided for in these bylaws.

ARTICLE XIV – AMENDMENTS

- A. These bylaws may be amended at the Biennial Convention by two-thirds (2/3) vote of those delegates present and voting, provided proposed amendments or revisions have been submitted with the Call.
- B. Any changes required by changes in the NFRW Bylaws may be made by an amendment adopted by a two-thirds (2/3) vote of the Board at its next meeting, provided that twenty (20) days written notice has been given to each club President.

ARTICLE XV – DISSOLUTION

In the event of dissolution of this organization, by a two-thirds (2/3) vote of the Board of Directors, its assets remaining after payment of all costs and expenses of this State Federation shall be distributed to the NFRW. None of the assets shall be distributed to any member or officer of the AzFRW. The AzFRW name and all rights thereto shall revert to the NFRW.

Adopted: October 11, 2025 *Pat Lorenzen, AzFRW President*