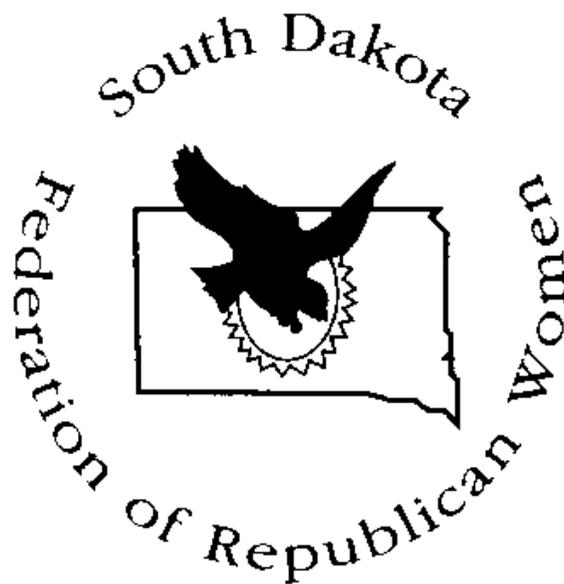


SOUTH DAKOTA FEDERATION OF REPUBLICAN WOMEN



BYLAWS

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Article I. Name

The name of this organization shall be South Dakota Federation of Republican Women (SDFRW, State Federation).

Article II. Objectives

- A. To promote an informed public through political education and activity.
- B. To increase the effectiveness of women in the cause of good government.
- C. To facilitate cooperation between the National Federation of Republican Women (NFRW, National Federation), our State Federation of Republican Women and the Republican Women's clubs.
- D. To foster loyalty to the Republican Party and to promote its principles and candidates in all elections, including non-partisan elections.
- E. To support the objectives and policies of the Republican National Committee.
- F. To work for the election of the Republican Party nominees.
- G. To act as a centralized resource and coordinated voice for the SDFRW.

Article III. Membership

Preface to Section 1: An individual active member in good standing is one whose current dues are paid in NFRW and SDFRW affiliated clubs. A club in good standing is one whose current dues and service charge are paid, as well as abides by the objectives stated in Article II.

SECTION 1. Individual Membership

- A. Active Membership
 1. Any woman who believes in the philosophy of the Republican Party and the objectives of the local club and who pays the required annual dues is classified as an active member.
 2. Active members shall vote in only one club and are qualified for delegate/alternate status to SDFRW and NFRW conventions and regional meetings from only one club.
 3. Only individual active members, appointed or elected, whose dues are current, may serve in a position of leadership with their local club, SDFRW or NFRW.
 4. Only individuals registered with the Republican Party can be an active member in good standing.
- B. Associate Membership
 1. A Republican woman who is a regular member of an affiliated local club and who wishes to support another local club may be eligible for Associate Membership upon payment of required dues to said local club. She cannot hold office, vote or be counted for the purpose of determining the number of delegates to National or State Federation meetings or conventions. As an Associate Member she does not have duplicate membership in the State or National Federation.
 2. Any Republican man may join as Associate Member upon payment of the required dues to the local club. He may attend meetings; however, he cannot hold office, have a voice, vote or be counted for the purpose of determining the

number of delegates to National or State convention. Men who are associate members in local clubs do not have membership in NFRW or SDFRW.

- C. At-Large Membership and Online Membership
 - 1. An At-Large Member or Online Member is a woman who does not live within a 50 mile radius of a State Federated Republican Women's local club or is unable to be actively involved in a local club because of distance or time restraints. An At-Large member or Online Member shall pay per capita dues to the SDFRW and NFRW and shall receive communications from both organizations.
 - 2. SDFRW can assign or designate an At-Large Member and/or an Online Member to a local club. If the At-Large Member or Online Member is assigned to a local club, dues shall be paid to that club instead and they will receive the same benefits as other members of that club.
 - 3. An At-Large Member shall be eligible to serve as a delegate or alternate to NFRW or SDFRW Conventions, provided said At-Large Member is elected by a club as part of their delegate allocation.
- D. Honorary Membership
 - 1. Honorary members shall have all privileges of membership, except when they are an active member of another local Republican Women's club. Honorary members shall pay no dues, and the local club shall pay their per capita dues to the SDFRW and the NFRW, unless they are active members of another local Republican Women's club.
 - 2. Honorary members are at the discretion of the local club.

Section 2. Eligibility

- A. Clubs become a member in the National Federation only through membership in the State Federation.
- B. Club membership in the State Federation is voluntary and shall be extended to all Republican Women's Clubs who are in support of its objectives and are not a political action committee.

Section 3. Qualifications

- A. A State Federation or a club may be admitted to and continued in membership if the State bylaws are in harmony with the National bylaws and its objectives.
- B. The word "Republican" shall be included in the title of state and local clubs.
- C. The word "Federation" shall not be used in the title of clubs.
- D. Club membership into the State Federation shall be open to any club including virtual/e-clubs which meet utilizing technology, shall consist of ten or more women who form an organization, adopt bylaws, pay annual dues and the service charge, and hold at least five meetings within a twelve-month period.
- E. Club officers shall assume duties from January 1 to December 31, two (2) years hence.
- F. A member shall be counted from one club only for the purpose of delegate representation to a State or National Federation meeting or convention. She may not serve as a delegate or alternate from any other club.

Section 4. Application for New Clubs

- A. Application for membership of clubs to the SDFRW shall be sent to the SDFRW President on forms furnished by SDFRW for that purpose. Certification of membership

will be forwarded as soon as the Executive Committee has approved the application and payment of dues and service charge is received. This provision will be strictly enforced.

1. Acceptance shall be by majority vote of those present at the Executive Committee meeting or by majority vote of eligible mailed ballots received within sixty (60) days from the date of the application.
- B. A copy of the club bylaws, membership dues, service charges, and a list of names of the clubs and membership in accordance with the instructions and format shall be given to the State Federation Treasurer and Chairman of the Membership Committee.
 1. The State President shall forward the club bylaws immediately to the Bylaws Committee to see that they conform to National and State Bylaws.
- C. A club must be in good standing for at least six months prior to the NFRW Biennial Convention to be eligible for representation. The six-month period will begin on the date the State President notifies the National President that the club's bylaws have been approved by the Executive Committee. This notification shall be immediate.

Section 5. Removal from and Reinstatement to Membership

- A. A club may be removed from membership in SDFRW if it appears that it no longer meets the qualifications for membership according to Section 2 of these bylaws.
- B. If it appears to a member of the Executive Committee of SDFRW that a club NO LONGER qualifies, it shall be the duty of the State President to call a special meeting of the Executive Committee, notifying them by email, fax, phone or mail of the following:
 1. The reasons why the club may be removed.
 2. The date, time, and place of the Executive Committee meeting.
 3. The opportunity of an officer of the club to appear at the Executive Committee meeting and state why the club should not be removed.
 4. That a two-thirds vote of the members of the Executive Committee who are present (minimum is quorum) is required for removal.
 5. If the Executive Committee Meeting is called only for the purpose of deciding whether or not a club should be removed, this fact shall be communicated to the club in question.
 6. It shall be the duty of an officer of the club to notify the State President of their intention to attend the Executive Committee meeting.
 7. Notification that an officer will appear must be made no less than 24 hours prior to the scheduled meeting.
 8. If an Executive Committee meeting has been scheduled within thirty (30) days of the need for a special meeting, the State President may add this item to the agenda of a regularly scheduled Executive Committee meeting.
 9. Upon dissolution or removal of a club, none of the assets shall be distributed. All assets, physical and financial, shall be turned over to an Executive Committee representative within 24 hours.
- C. None of the assets of the removed club shall be distributed to any member or officer of the State Federation. The assets shall be held by SDFRW in trust for a period of two (2) years. If the club is reinstated within two (2) years, the assets shall be returned. If the club is not reinstated within two (2) years, the assets shall become the property of SDFRW.
- D. The right to the use of the name of a dissolved or removed club shall revert to SDFRW.
- E. A club removed for any cause may be reinstated by filing an application with the Executive Committee of SDFRW. A two-thirds vote of the Executive Committee is required for reinstatement.

- F. A club desiring reinstatement shall pay dues and the current service charge or may apply for a new charter by meeting the qualifications of a new club.

Section 6. Merging of Clubs

If two or more clubs wish to merge, it should be at the request of the majority of the respective clubs' membership or at the request of the majority of the respective clubs executive boards.

- A. The name of the merged club, copy of its bylaws, its membership dues, service charges, and list of the names of the membership shall be forwarded to the SDFRW President, SDFRW Treasurer and Chairman of the Membership Committee.
- B. The SDFRW President shall see that the bylaws of the merged club conform to the NFRW and SDFRW bylaws before forwarding the bylaws to the SDFRW Bylaws Committee.
- C. The assets of each of the merging clubs shall be distributed as follows:
 - 1. If the clubs merge to form a new club, their assets will be merged under the name of the new club.
 - 2. If a club(s) merge(s) into an established club, the assets of the merging club(s) shall be held by the South Dakota Federation of Republican Women in trust for a period of two (2) years. If the club(s) wish(es) to be reinstated within two (2) years, the assets of the club(s) shall be returned to the respective club or clubs. If that club(s) wish(es) not to be reinstated within (2) years, the assets of that club or clubs shall be returned to the merged club.

ARTICLE IV. OFFICERS AND THEIR DUTIES

Section 1. Eligibility

Each elected or appointed state officer and members of the standing and special committees shall be active members in good standing of their respective club. To be eligible for President of SDFRW, the member shall have previously served as a club president.

Section 2. Officers

Elected officers of SDFRW shall be a President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Recording Secretary, Treasurer, and four Members-at-Large. Officers shall be elected by a majority vote of the eligible delegates at the State Biennial Convention.

Section 3. Terms

The officers shall be elected at the State Biennial Convention for a term of two (2) years or until their successors are elected. The term of office shall be January 1st following the election through December 31st, two (2) years hence, regardless of when installation takes place. An officer candidate shall not simultaneously run for more than one office. An officer may serve up to two (2) consecutive terms in the same office.

Section 4. Duties of the President

- A. To preside at all meetings of the State Federation, the Executive Committee, and the Board of Directors.
- B. To represent the Federation at all times or to designate a Vice President, in their order, to be her representative in her absence or inability to do so.

- C. To appoint all SDFRW Standing and Special Committees, except the Nominating Committee. The Executive Committee shall approve the appointment of the Chairmen and Vice Chairmen of Standing Committees.
- D. To appoint a Parliamentarian, Chaplain, and Historian.
- E. To issue a call to all board members at least (2) weeks prior to Board of Directors meetings.
- F. To prepare a program of action after consultation with the Chairmen of the Standing Committees for presentation to the Executive Committee and approval of the Board of Directors.
- G. To be an ex-officio member of all committees, except the Nominating Committee.
- H. To prepare an annual budget and present it to the Executive Committee for recommendation and to the Board of Directors for approval.
- I. To sign checks in an emergency and by vote of the Executive Committee in the inability of the Treasurer to do so.
- J. To mail, fax, email or text the Call Letter for the State Biennial Convention postmarked at least forty-five (45) days prior to the Convention, including a list of proposed revisions to the bylaws as approved by the Board of Directors and a complete listing of all the clubs' credentials indicating voting strength of each club.
- K. To obtain the names of all clubs, club presidents, their addresses, zip codes, and the number for members in each club whose dues are paid and forwarded to the National President, postmarked at least ninety (90) days preceding the National Biennial Convention.

Section 5. Duties of the Vice Presidents

The Vice Presidents, in their order, shall perform the duties of the President in her absence, and they shall perform such other duties as may be assigned to them by the President.

Section 6. Duties of the Recording Secretary

- A. To keep the minutes of all meetings of the State Federation, the Board of Directors, and the Executive Committee.
- B. To be custodian of all records and papers pertaining to her office.
- C. To conduct the correspondence of the State Federation, as directed.
- D. To maintain a list of assets belonging to the State Federation. The list shall include any tangible assets and monetary accounts valued over \$100. Assets may be bundled together, such as office supplies, to reach the required value. The list shall be updated annually or as requested by the President. The assets list shall be inspected during audits of the financial records.
- E. To sign checks in an emergency and by vote of the Executive Committee in the inability of the Treasurer and President to do so.
- F. To perform such other duties as may be assigned to her by the President.

Section 7. Duties of the Treasurer

- A. To be custodian of all funds of the State Federation.
- B. To collect all funds and to deposit them in the SDFRW bank account.
- C. To disburse funds upon written authorization.
- D. To keep an accurate account of all receipts and disbursements, and prepare all required financial reports.
- E. To be an ex-officio member of the Fundraising Committee.

- F. To maintain a list of names and addresses (including zip code, phone/fax numbers, and email addresses if any) of members and to forward the list to NFRW as required by NFRW.

The Treasurer's books shall be audited annually by the SDFRW Auditor at the end of each fiscal year, December 31st, prior to the submission of the yearend Campaign Finance Report to the South Dakota Secretary of State's Office, which is due by February 1st of each year.

Section 8. Members-at-Large

There shall be four Members-at-Large, with no more than one person from any club serving in this position at a time.

- A. The Members at-Large shall perform such duties as may be assigned to them by the President.

Section 9. Official Records

All officers and all committee Chairmen and Vice Chairmen shall deliver all records, files, and properties of the State Federation to the newly elected and appointed officers immediately upon retiring from office, December 31st, unless otherwise directed by the President or Executive Committee.

Section 10. Financial Policy

- A. The following shall be listed as signers on the State Federation financial accounts:
 - 1. Treasurer (First Signer)
 - 2. President (Second Signer)
 - 3. Recording Secretary (Third Signer)
- B. Treasurer's Reports
 - 1. The Treasurer shall work with the President to prepare the annual budget for presentation to the Executive Committee and the Board of Directors.
 - 2. It shall be the responsibility of the Treasurer to prepare the Treasurer's Report for presentation at each Executive Committee and Board of Directors Meeting, which includes year-to-date expenditures and receipts.
 - 3. The Executive Committee and Board of Directors may, upon request, see any and all invoices, deposits or other information related to the finances of the State Federation.
- C. Audit Procedures
 - 1. The President shall appoint the SDFRW Auditor subject to the approval of the Executive Committee. The Auditor shall be a non-voting member of the Board of Directors.
 - 2. The SDFRW Auditor shall inspect the financial records, accounts and official filings of the State Federation.
 - 3. At the request of the SDFRW Auditor, a committee shall be appointed to assist her, if necessary. The Auditor shall serve as the chairman of this committee.
 - 4. The Treasurer may not serve on this committee, but will be available to assist the Audit Committee in their inspection of the financial records.
 - 5. A minimum of one (1) audit shall be performed each calendar year.
 - 6. The minimum audit shall be performed following the completion of the calendar yearend report. This audit shall be completed prior to filing the Yearend Campaign Finance Report with the South Dakota Secretary of State's Office, which is due by February 1st of each year.
- D. SDFRW Convention financial account

1. A SDFRW Convention Account will be established for the purposes of depositing receipts and paying for expenses related to the SDFRW Biennial State Convention.
2. The executive signers on the account will be the SDFRW President and Treasurer.
3. Sixty (60) days prior to the State Biennial Convention the club president of the hosting club will be added as a signer to the account. This individual's name will be removed as a signer forty-five (45) days after the end of the convention.

Section 11. Candidacy for Public Office

A. Guidelines

1. It is a State Federation policy that SDFRW as an organization shall not take sides in a Republican contest for public office, whether the position is at the local, county, legislative, state or federal level, prior to the Primary Election or State Republican Convention.
2. Should a member in a leadership position, whether in a local club or SDFRW, choose to run for office at a local, county, legislative, state or federal level, said member shall be relieved of her duties as an officer of SDFRW or the local club until the Primary Election or State Republican Convention has been completed.
 - a. The purpose is to maintain a position of objectivity and non-bias.
 - b. The member may return to her position of leadership at the completion of the Primary Election or the State Republican Convention.
3. Should a member in leadership position, whether in a local club or SDFRW, choose to run for office as an independent or a candidate of another party at the local, county, legislative, state or federal level, said member shall step down from her position. This applies to the Primary Election, State Republican Convention and General Election.

Section 12. Endorsement Policy

A. Guidelines

1. The President and Campaign Chair shall not publicly endorse any candidate for public office in any primary, runoff, special or non-partisan race where two or more known Republicans are in the race.
2. No endorsement or evidence of support by any member shall be issued using the SDFRW affiliation, logo, or stationary
3. An officer of the organization who is a candidate or whose spouse or family member is a candidate shall be exempt from this rule, however, they may not do so in the name of the organization by utilizing the logo or stationary of the state federation or local club.

ARTICLE V. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Board of Directors

The voting body of the SDFRW Board of Directors shall be the elected officers; the immediate Past President of the State Federation; the President or Vice President of each club or, in their absence, a club representative; the Chairman or Vice Chairman of each Standing Committee or, in their absence, a committee representative; the GOP National Committeewoman and the GOP State Chairman or Vice Chairman. The non-voting members shall be the Parliamentarian, Chaplain, and Historian. A proxy must be submitted to the SDFRW Secretary at the beginning of a SDFRW meeting

if a Standing Committee Chairman/Vice Chairman or a Club President/Vice President cannot attend. SDFRW officers may not have a proxy.

Section 2. Duties of the Board of Directors

- A. To transact the business of the State Federation from January 1 to December 31, two (2) years hence.
- B. To fill vacancies in elected offices, which occur between January 1 to December 31, two (2) years hence.
- C. To adopt the annual budget.
- D. To consider for approval the program of action as presented by the President.
- E. To select the time and site of the State Biennial Convention two (2) years hence at a meeting prior to the State Biennial Convention.
- F. To elect a Nominating Committee of three (3) members from its own membership at a meeting prior to the State Biennial Convention. The Committee shall designate one elected to act as their Chairman.

Section 3. Meetings of the Board of Directors

Meetings of the Board of Directors shall be as follows:

- A. Annually at such time and place, as shall be determined by the Executive Committee, but it shall be within sixty (60) days after the new Board of Directors takes over. If a Board of Directors meeting is not possible within this time period due to inclement weather, with the approval of the Executive Committee the meeting shall be scheduled within ninety (90) days.
- B. Preceding the opening of the State Biennial Convention in the Convention city.
- C. Special meetings may be called by the President or shall be called at the written request of fifteen (15) members of the Board of Directors.
- D. At least a two (2) week notice shall be given to each member of the Board before the meeting.

Section 4. Quorum

Eleven (11) members shall constitute a quorum for all meetings of the Board of Directors.

Section 5. Executive Committee

The Executive Committee shall consist of the elected officers of SDFRW and the immediate Past President. Honorary members shall be the GOP National Committeewoman, the GOP State Chairman or Vice-Chairman and the Parliamentarian. Honorary members are non-voting members.

Section 6. Duties of the Executive Committee

- A. To approve the appointments of the President's Chairmen and Vice Chairmen of the Standing Committees.
- B. To recommend the annual budget to the Board of Directors.
- C. To direct the disbursement of all funds.
- D. To approve the bank where funds are to be deposited.
- E. To meet on the call of the President or on written request of five (5) members.
- F. To authorize the President to sign checks in an emergency or in the inability of the Treasurer to do so.
- G. To have jurisdiction over club membership applications, removal from and reinstatement to membership of clubs to the State Federation.

- H. To remove for cause, at the sole discretion of the Executive Committee, from any SDFRW office or position of any kind, by a two thirds vote of the Executive Committee any SDFRW officer or any member of the SDFRW Board of Directors. Cause for removal shall include the failure or refusal to support the policies and objectives of the SDFRW as stated in its bylaws or any act intended to cause or having the effect of causing damage to SDFRW or its local clubs' reputation or stability.

Section 7. Meetings of the Executive Committee

- A. The Executive Committee shall meet at such time and place as shall be determined by the President or upon written (email, fax or mail) request of five (5) members of the Executive Committee.
- B. The Executive Committee shall meet preceding the Board of Directors where business in Section 6 needs to be conducted.
- C. Notice of all Executive Committee meetings shall be sent to all Executive Committee members at least two (2) weeks before the meeting.
- D. An emergency Executive Committee meeting may be called by the SDFRW President or three (3) Executive Committee members. The meeting notification requirement would be waived and the objective of the meeting would address the emergency only.
- E. In the event a properly called board meeting has to be cancelled due to circumstances beyond the control of SDFRW, then it shall be acceptable to hold said board meeting by conference call, Skype, Zoom or other approved electronic means with seven (7) days' notice being given to the members of the Board of Directors. This section does not apply to a meeting required by these bylaws that has not already been called.

Section 8. Quorum

Five (5) members shall constitute a quorum for all Executive Committee meetings.

Section 9. Executive Committee Member Meeting Attendance

Any member of the Executive Committee who has unexcused absences from two (2) consecutive meetings of the Board in session as either the full Board or Executive Committee, shall be considered to have tendered her resignation from office, thus creating a vacancy at the next regularly called meeting following the second absence. Exception to this rule can be made by a vote of two-thirds of those voting at said next regularly called meeting.

ARTICLE VI: COMMITTEES

Section 1. Standing Committees

- A. The Chairman and Vice Chairman of each of the following Standing Committees shall be appointed by the President subject to the approval of the Executive Committee.
 - 1. Bylaws.
 - 2. Campaign Activities.
 - 3. Membership.
 - 4. Public Relations.
 - 5. Fundraising.
 - 6. Program.
 - 7. Legislation.

- B. The Chairmen or Vice Chairmen of the Standing Committees are voting members of the Board of Directors. In the absence of the Chairman or Vice Chairman, a member of the committee may serve as her proxy.
- C. Bylaws Committee (Refer to Section XI, Subsection 1)
 - 1. It shall be the duty of the Bylaws Committee to maintain and recommend amendments to the bylaws of the State Federation.
 - 2. The chairman of the committee shall report to the SDFRW membership any proposed bylaws changes at the State Biennial Convention.
 - 3. It shall be the duties of the chairman to maintain the historical documentation of the changes made to the bylaws for review and reference.

Section 2. Duties of the Standing Committees

The Standing Committees shall prepare programs of action in the respective fields for consideration by the President and Executive Committee.

Section 3. Special Committees

SDFRW Special Committees shall be appointed by the SDFRW President as deemed necessary to accomplish the work of the SDFRW. SDFRW Special Committee Chairmen, Vice Chairmen and members shall have a voice, but no vote at the SDFRW Board of Directors meetings.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- A. A Nominating Committee of three (3) members shall be elected from the Board of Directors' own membership by a majority vote of the Board of Directors present at a meeting prior to the State Biennial Convention. No more than one (1) member from a club may serve on the Nominating Committee. The elected committee shall name one (1) of the three (3) as the Chairman.
- B. The Nominating Committee shall submit at least one nominee for each State Office in a report to be sent out to all clubs with the Call for the State Biennial Convention.
- C. Nominees shall be members in good standing of the SDFRW and shall be in accord with the objectives, bylaws, and policies of this organization, the Republican Party and its platform.
- D. Nominations may be made from the floor provided the nominee has given her consent to serve if elected.
- E. No one shall serve on the Nominating Committee for more than two consecutive terms.

Section 2. Elections

- A. Election shall be by ballot and a majority of all votes cast shall constitute an election. Where there is only one candidate for an office, election may be by voice vote.
- B. The Chairman of the Credentials Committee shall give to the Chairman of the Elections Committee not less than six (6) hours before the polls open a list of the names and numbers of certified delegates entitled to vote. At intervals thereafter, she will notify the Chairman of Elections of any change in the number of voting delegates. She shall report to the State Biennial Convention as requested.
- C. Polls shall be open and closed at hours determined by the Board of Directors.

Section 3. Elections Committee

- A. An Elections Committee of not less than three (3) members shall be appointed by the President at the Board of Directors meeting prior to the State Biennial Convention.
- B. This Committee shall provide all election materials and shall act as tellers of the election.

Section 4. Vacancies

A vacancy in an elected office shall be filled by election of the Board of Directors at the next meeting following the vacancy. Notice of such vacancy shall be given to the members of the Board of Directors with the call for the meeting. The President may appoint an interim officer to fulfill the duties of the position. Upon approval of the Executive Committee, the interim appointee shall be a voting member of the Board of Directors.

ARTICLE VIII. DUES, SERVICE CHARGE, AND FISCAL YEAR

Section 1. Per Capita Dues

Each club member shall pay the amount of annual dues to cover the amount of SDFRW, NFRW, and local club dues. Membership expires each year on December 31st. Renewal of membership must be received at NFRW headquarters by March 1st of the following year for the member to remain in good standing.

Section 2. State Biennial Convention Representation

Only clubs whose dues are paid thirty (30) days prior to the State Biennial Convention shall be entitled to representation in the Convention. Club dues are based on current membership and sent to the State Federation Treasurer as collected or monthly.

Section 3. Associate Dues

Associate Members of SDFRW shall pay annual dues that are determined by the club with which they are associated.

Section 4. Service Charge

- A. Each club will pay the service charge required by NFRW to the SDFRW Treasurer, who in turn will forward NFRW dues and service charges to NFRW.
- B. A club removed from good standing for non-payment of the service charge by January 31st may be reinstated at any time upon payment of the service charge provided dues are current.

Section 5. New Clubs

Upon application to the State Federation, the per capita dues to cover SDFRW and NFRW dues, plus the service charge required by NFRW, shall be paid to the SDFRW treasurer, who must forward the NFRW dues and service charge to the National Federation.

Section 6. Fiscal Year

The fiscal year of the State Federation shall be from January 1st through December 31st.

ARTICLE IX. CONVENTIONS

Section 1. Time and Place

- A. A State Biennial Convention shall be held in even numbered years, at such time and place as shall be determined by the Board of Directors.
 - 1. Clubs must get their bid for the subsequent State Biennial Convention to the State President prior to the Board of Directors meeting immediately preceding the State Biennial Convention in the even number years.
- B. A Call to the Convention shall be mailed, faxed, or emailed at least forty-five (45) days prior to the State Biennial Convention.
- C. The hosting club shall appoint a Convention Chairman who will be responsible for paying convention bills and appointing committees.

Section 2. Eligibility

- A. A club must be in good standing to be eligible for representation at a Biennial Convention.
- B. For purposes of Section A above, “good standing” shall mean that a club shall have paid the previous year’s dues and service charge and maintained its current dues and service charge or, if a new club, that the club shall have been accepted under ARTICLE III, Section 3, Subsection A, at least ninety (90) days prior to the State Biennial Convention.
- C. The delegate representation shall be based on the current dues received by SDFRW, postmarked no later than thirty (30) days before the State Biennial Convention.
- D. Delegates must be individual active members in good standing.

Section 3. Representation

- A. Each club must as a minimum send one delegate or pay the total registration fee for one delegate.
- B. The voting body of the Convention shall be:
 - 1. Three (3) delegates-at-large from each club and one (1) additional delegate-at-large for each twenty (20) members or major fraction of twenty.
 - 2. Members of the Board of Directors consisting of:
 - a. All State Officers.
 - b. Presidents of the clubs or the 1st Vice Presidents.
 - c. Chairmen of Standing Committees or, in the absence of the Chairman, the Vice Chairman as her alternate.
- C. A club of the State Federation is entitled to an alternate for each elected delegate. There shall be no alternate for State Officers.
- D. The delegates shall be selected in such manner as their representative clubs shall prescribe, but the selection shall be made not less than two (2) weeks prior to the Convention.
- E. Delegates and alternates, elected or selected, must pay current dues to their respective club and/or SDFRW postmarked no later than thirty (30) days before the State Biennial Convention.

Section 4. Voting

- A. The State Biennial Convention shall be open to all members of the State Federation and visitors, but only accredited delegates are defined as those voting persons.
- B. Each credentialed delegate is entitled to one vote.

- C. Voting shall be by ballot when there is more than one candidate and a majority of all votes cast shall constitute an election. Where there is only one candidate for an office, election may be by voice vote.
- D. There shall be no proxy voting.

Section 5. Quorum

A majority of the delegates attending and credentialed at a State Biennial Convention shall constitute a quorum for the Convention.

ARTICLE X. PARLIAMENTARY AUTHORITY

Roberts Rules of Order, Newly Revised, shall govern the State Federation in all instances where they are applicable in which they are not inconsistent with these bylaws.

ARTICLE XI. AMENDMENTS

Section 1.

These bylaws may be amended at a State Biennial Convention by a two-thirds vote of those present, provided that the proposed amendment or amendments shall have been sent to each member of the Board of Directors and to each Club President with the Call to the Convention and further provided that the proposed amendments shall have been approved by two-thirds vote of the Board of Directors before being submitted to the Convention for consideration.

Section 2.

In an emergency as determined by the SDFRW Board of Directors, revision may be accomplished by a majority vote taken by mail, fax or email of the clubs after a vote of their Board of Directors.

ARTICLE XII. DISSOLUTION

In the event of dissolution of this organization (SDFRW) by a majority vote of SDFRW Board of Directors, all of its assets, which remain after payment of all SDFRW liabilities, costs, and expenses of such dissolution, shall be distributed to the NFRW. None of the assets shall be distributed to any member or officer of SDFRW.

REVISIONS

These bylaws were written and accepted on July, 14, 1956, in Pierre, SD.

Amended-October 3, 1958	State Biennial Convention, Sioux Falls, SD
Amended-September 21, 1959	Annual Board Meeting, Sioux Falls, SD
Amended-July 14, 1960	State Biennial Convention, Sioux Falls, SD
Amended-September 8, 1962	State Biennial Convention, Rapid City, SD
Amended-September 12, 1964	State Biennial Convention, Sioux Falls, SD
Amended-March 4, 1967	Annual Board Meeting, Huron, SD
Amended-June 12, 1970	State Biennial Convention, Rapid City, SD
Complete Revision-June 22, 1974	State Biennial Convention, Pierre, SD
Model Bylaws formulated and sent to Unit Clubs in 1975	

Amended-April 1976	State Biennial Convention, Spearfish, SD
Amended-October 16, 1978	State Biennial Convention, Mitchell, SD
Amended-April 1980	State Biennial Convention, Watertown, SD
Amended-September 1982	State Biennial Convention, Rapid City, SD
Amended-May 1986	State Biennial Convention, Pierre, SD
Amended-February 1988	Annual Board Meeting, Pierre, SD
Amended-September 11, 1994	State Biennial Convention, Rapid City, SD
Amended-September 14, 1996	State Biennial Convention, Watertown, SD
Amended-February 14, 1997	Annual Board Meeting, Pierre, SD
Amended-September 2002	State Biennial Convention, Spearfish, SD
Amended-September 2004	State Biennial Convention, Sioux Falls, SD
Amended-September 9, 2006	State Biennial Convention, Pierre, SD
Amended-September 2008	State Biennial Convention, Huron, SD
Amended-September 19, 2010	State Biennial Convention, Belle Fourche, SD
Amended-September 29, 2012	State Biennial Convention, Watertown, SD
Amended-September 27, 2014	State Biennial Convention, Huron, SD
Amended February 4, 2017	State Board of Directors Meeting, Pierre, SD
Amended-September 22, 2018	State Biennial Convention, Oacoma, SD
Amended-April 25, 2020	State Board of Directors Meeting, Zoom Call, Internet
Amended-September 25, 2020	State Biennial Convention, Sioux Falls, SD

The following are guidelines adopted by the SDFRW membership.

SDFRW RUSHMORE REGENT GUIDELINES

- **PURPOSE**
 - To provide an opportunity for those who wish to contribute above and beyond to the effort of electing Republican legislative and statewide candidates.
 - The fund, although part of the SDFRW treasury, will be kept separate from other funds. The first priority of donations shall be to women candidates.
- **MEMEBERSHIP FEE**
 - The initial fee will be \$100. There will be a discounted amount of \$75 if the fee is paid before the end of February. The deadline may be extended with the approval of a majority vote of the Executive Committee.
- **EVENTS**
 - There will be several events each year (Legislative Day, the Convention, etc.) where regents will be honored.
- **REGENT CHAIRMAN**
 - The SDFRW President will appoint the Chairman for a two (2) year term. The Chairman will be responsible for membership, including renewal notifications, special events and gifts.
- **LIFETIME HONORARY MEMBERSHIP**
 - Lifetime honorary membership shall be extended to all South Dakota First Ladies.
 - During their term of office, honorary memberships shall be extended to women serving as Republican United States Senators or Representatives or to the spouses of Republican United States Senators or Representatives.
 - Honorary membership shall also be extended to the current SDFRW President during her term in office.

SDFRW EXPENSE GUIDELINES

- **SDFRW PRESIDENT**
 - Mileage at SD state rate. Mileage is for SDFRW meetings, one visit per club per year, and State GOP Central Committee meetings.
 - Travel Expense to NFRW meetings.
 - Hotel expenses for NFRW meetings, SDFRW State Biennial Convention, SD GOP convention, and SDFRW meetings, if need be.
 - Registration fees for NFRW Board Meetings, NFRW convention, and SD GOP convention.
 - Postage for mailings to club presidents and call letters for SDFRW Board meetings.
 - Phone calls (use log or purchase phone card).
 - Supplies, labels, stationary, envelopes, etc.
 - To promote club participation and enthusiasm in SDFRW, the State Federation will pay the State President the SD state rate per mile to visit each club. Each club should extend the courtesy of paying for her lodging and meal expenses, but if not, the State Federation will also pay for these expenses.
- **DOCUMENTATION**

- Cash receipts, ticket stubs, etc. for all expenses must be submitted to the SDFRW Treasurer with the request for reimbursement.
- **MEALS**
 - SDFRW does not reimburse for meals, as those are often included in registration.
- **NFRW COMMITTEE MEMBER**
 - SDFRW does not reimburse expenses for anyone serving on a NFRW Committee, unless they are acting as proxy for the President.
- **GIFT FOR PAST PRESIDENT**
 - Keep expense to no more than \$120.
- **TARS & COLLEGE REPUBLICANS**
 - At the earliest opportunity but not later than July 1st of each year, the SDFRW Treasurer should automatically send a check for \$150 to both the Teenage Republicans and College Republicans.
- **DELEGATES-AT-LARGE TO NFRW CONVENTION**
 - The monies provided by the State Federation and the individuals to whom the monies are given will be determined by a majority vote of the Board of Directors at a meeting prior to the National Convention.
 - Those individuals that receive monies toward the NFRW Convention expenses are encouraged to fully participate in the Convention and report on their activities to their clubs and SDFRW.
- **FAVORITE TEACHER TO NFRW CONVENTION**
 - Pay airfare and up to two nights lodging, the total amount not to exceed \$900. A completed voucher will be required to reimburse expenses.
- **PAGE TO NFRW CONVENTION**
 - Registration fee paid even if SDFRW does not send a page. A maximum of \$745 will be budgeted every odd numbered year for page expenses, including registration. A completed voucher will be required to reimburse expenses.
- **CANDIDATE FUNDING** *(Provided by Rushmore Regents dues)*
 - Those who have a statewide or legislative race in a General Election:
 - SDFRW members who are candidates for the State Legislature, Governor or a Constitutional Office/Public Utilities Commission (PUC).
 - Calculating Candidate Funding shall be as follows:
 - Points shall be assigned using the following formula:
 - Total number of Republican women candidates running for State Legislature on the General Election ballot that are members of SDFRW. Each candidate receives two points. Total the number of points.
 - Total number of Republican women candidates running for Governor/Constitutional Office/ PUC on the General Election ballot that are members of SDFRW. Each candidate receives five points. Total the number of points.
 - Take the total number of points from the two calculations and divide into the amount of available funds for distribution. This gives the distribution amount per point.

SDFRW PROGRAM GUIDELINES

- **SDFRW LEADERSHIP DEVELOPMENT PROGRAM**

- Purpose
 - To provide opportunities, mentorship and financial support to individuals within the SDFRW membership.
- Funding Sources
 - Leadership Development is a SDFRW line item, budgeted annually.
 - Memorial/Honorarium Program
 - Contributions may be made to SDFRW under this program in honor of someone either in death or life.
 - A remembrance book shall be maintained, to include memorabilia about the individual being honored.
 - The President shall appoint an active member to oversee the program.
- Funding Opportunities
 - Meeting Reimbursement
 - The purpose of this reimbursement is to incentivize members to attend Board of Directors meetings and involvement in SDFRW.
 - Any individual active member needing assistance may submit a reimbursement request on the specified form for expenses incurred from attending a Board of Directors meeting. The form shall be submitted to the SDFRW President or SDFRW Treasurer.
 - A reimbursement request may include half of the meeting registration fee and half of the lodging expense.
 - Clubs are encouraged to reimburse the member for the other half of the registration fee and mileage expense.
 - SDFRW Achievement Awards Program
 - This program is similar to the NFRW Achievement Awards, in that it is based on club achievement.
 - This program is conducted over the SDFRW term, concluding with the club awards being presented at the SDFRW Biennial Convention.
 - Points are awarded for many areas, to include membership, new members, speakers, and Caring for America and Americanism projects.
 - Clubs that reach 500 points are awarded \$100 toward the registration fee for a club member to attend the NFRW National Convention the following year.
 - SDFRW Academic Scholarship Program
 - SDFRW Academic Scholarship Program works in conjunction with the applications for the NFRW National Pathfinder and Betty Rendel Scholarships awarded each year.
 - SDFRW may choose one application for each scholarship to submit to the NFRW for consideration.
 - SDFRW may award up to two \$100 scholarships to the top two applicants received each year.

OTHER SDFRW GUIDELINES

- SDFRW President will attend NFRW meetings or 1st Vice President or proxy.
- BANNER is kept in the possession of the SDFRW President.

- FIRST LADIES & FIRST GENTLEMEN EXHIBIT- Each year carry over at least \$100 for the First Ladies & First Gentlemen Exhibit.
- BIENNIAL CONVENTION - Loan \$500 to club hosting Biennial Convention. Loan is repaid and then the net profit is split 50/50 between the Host Club and SDFRW.
- LEGISLATIVE DAY - Cen-Kota club will take in all receipts and pay expenses of the day's activities.
- SELECTION OF DELEGATES AT LARGE TO NFRW CONVENTION
 1. SDFRW Vice Presidents
 2. Executive Committee Voting Member
 3. Board of Directors Voting Member
 4. Board of Directors Non-voting Member
 5. General Membership