

ARTICLE 1 – NAME AND PURPOSE

The name of this organization shall be Northern Illinois Republican Women (NIRW). This organization is incorporated as a Not-for-Profit Organization under the laws of the State of Illinois effective April 10, 2015, with the principal address of 409-27th Street, Rockford, Illinois 61108.

Section 1-1. Name. The name of this Association shall be Northern Illinois Republican Women (NIRW)

Section 1-2. Incorporation. NIRW is a nonprofit corporation organized and existing under the laws of the State of Illinois.

ARTICLE 2. – MISSION AND VISION STATEMENT

Section 2-1 Mission Statement. Northern Illinois Republican Women is dedicated to Educate, Empower and Elect Republican Women in the area.

Section 2-2 Vision Statement. Unite the women of the area to advance the best interest of the city, county, state, and nation through the agency of the Republican Party through educational and political activities; support and promote Republican principles to work for honesty and efficiency in all phases of election activity; cooperate with Republican Party committees at all levels (national, state, county, township and precinct); and encourage, promote and educate Republican Women to run for elected office and distribute information throughout the community.

ARTICLE 3. - POLICIES

Section 3-2. The policies of this organization shall be:

- A. That NIRW Bylaws shall be in harmony with the Illinois Federation of Republican Women (IFRW) and the National Federation of Republican Women (NFRW).
- B. That this Club shall not advocate a split party ticket or support a candidate running on an opposition ticket.
- C. That no endorsement of candidates shall be made by this Club, or its president in any primary where there is more than one Republican Female candidate for the same office.
- D. That the name of this Club shall not be used by any member in supporting a contested

candidate in a primary election.

ARTICLE 4. - MEMBERSHIP AND DUES

Section 4-1. Any woman, who believes in the principles of the Republican Party, intends to support its candidates and signs the NIRW pledge shall be eligible for full membership.

Section 4.2. The **membership year** shall be from January 1 through December 31. Dues shall be payable upon application for membership and annually by January 5th:

A. Full regular membership dues shall be as stated in the Standing Rules per year. Yearly dues shall include dues required for membership in the National Federation of Republican Women and stated amount for the Republican Women of NIRW. The NFRW and IFRW dues shall be paid to the IFRW, which in turn will pay each member's NFRW's dues.

Section 3. Associate Membership and Sustaining Memberships for Republican Men and sponsorships of either gender:

A. Republican men are eligible for Associate membership in the Northern Illinois Republican Women (NIRW) Club upon payment of the required annual local dues. They cannot have a voice, vote, hold office, or be counted for the purposes of determining the number of delegates to national or state meetings or conventions. Republican men who are Associate Members do not become members of IFRW or NFRW.

B. Republican organizations and sponsorships of either gender are welcome as Sustaining Members. Annual Sustaining Membership dues are established for individuals. Dues received at any time during the fiscal year are for the current year and will not be prorated. Membership applications & dues in November or December will be counted as membership for the following year. Membership dues shall be determined by the Officers. All members that are delinquent in dues are deemed automatically terminated from membership with the NIRW.

C. Application for these memberships shall be sent to Northern Illinois Republican Women (NIRW) with payment of the dues. The application will be processed and accepted or rejected by the Executive Board.

ARTICLE 5. - OFFICERS AND THEIR DUTIES

Section 5-1. Eligibility

- A. Elected and appointed NIRW officers and special committees shall be members in good standing.
- B. A candidate of NIRW shall have been a member in good standing of NIRW for at least 2 years and shall have attended the majority (80%) of regular monthly meetings.
- C. Voting record as a Hard Republican (1)
- D. A candidate shall run for only one office in an election.
- E. To be eligible for the office of President, a candidate must have in addition to the above;
 - 1. Additional Two (2) year's previous service as an NIRW Officer.

Section 5-2. The Officers of the Club shall be President, First Vice-President, Second Vice- President, Recording Secretary, Corresponding Secretary, Treasurer, and Past-President.

Section 5.3 Term

- A. The officers shall be elected at the April meeting for a term of two (2) years beginning May 1, or until their successor take office or their earlier displacement from office by resignation, removal or otherwise.
- B. No elected officer shall serve more than two (consecutive) terms in the same office. A term shall be defined as serving more than 24 months in an elected or vacated position.
- C. No one shall serve in more than one elected office at the same time.
- D. The term of office for elected officers shall be from May 1 following their election through April 30 of the second year, regardless of date of installation.

Section 5-4. Duties of the Officers

A. The President shall:

- 1. Preside at all meetings of NIRW, the Board of Directors and the Executive Committee;
- 2. Represent the Club at all times or designate someone as representative in her absence or inability.
- 3. Be an ex-officio member of all committees except the nominating committee.
- 4. Perform such other duties as may be agreed to by the organization, the Board of Directors or the Executive Committee.
- 5. Coordinate the work of the officers and committees in order that the objectives may be promoted.
- 6. President will be equal co-signer on checks with fellow officers.
- 7. Must complete new officers, committee chairs, reports, etc. by deadline.

8. Appoint all committee chairs, appointed positions, and special committees as may be required, with the approval of the Executive Committee.

B. The Vice-Presidents shall:

1. Perform the duties of the President, in their respective order, perform the duties of the President in her absence or her inability to serve.
2. Serve as the chairman of selected standing or special committees, such as Program Planning, Membership, Legislation, or others as directed by the President.
3. Perform other duties as assigned by the President or Executive Committee.
 - a. The **First Vice-President** shall serve as program chair.
 - b. The **Second Vice-President** shall serve as membership chair.

C. The Recording Secretary shall:

1. Record the minutes of all meetings of the NIRW Board of Directors and the Executive Committee.
2. Retain custody of all minutes of the NIRW; and
3. Perform other duties as assigned by the NIRW President or Executive Committee

D. The Corresponding secretary shall:

1. Conduct correspondence of this Club as directed and
2. Perform other such duties as assigned by the NIRW President or Executive Committee.

E. The Treasurer shall:

1. Be custodian of all funds of this Club; keep an accurate record of receipts and expenditures; and pay out funds as directed by the Executive Committee, the Board of Directors, or membership in accordance with an approved budget, and all Standing Rules.
2. Make written reports for all meetings and as directed by the President.
3. Keep the record of the state and national portions of the membership dues as separate from the general funds of the NIRW and shall forward the state and national portions to the IFRW as provided in the IFRW Bylaws.
4. Place all monies in a depository approved by the Executive Committee.
5. Prepare State Board of Elections reports; send Annual Corporation report fee and income tax forms as required by law.
6. This Club's financial records will be audited annually. The President will appoint an Auditing Committee of not less than three (3) members, to be approved by the Executive Committee by October 31. The Treasurer shall have all the records available for the Auditing Committee no later than January 5. The Auditing Committee shall complete the audit and

turn the records over to the Treasurer by January 15. All members of the Auditing Committee shall sign and render a statement to the Executive Committee certifying the results of the audit of the records.

F. The Immediate Past-President shall:

1. Assist the President and this Club by assuring continuity of programs and activities.
2. Where called upon, the Immediate Past-President can advise and consult on reports, contacts, etc.

Section 5 All Officers shall:

A. Perform the duties prescribed in the parliamentary authority of this club, in addition to those outlined in these Bylaws and those assigned from time to time.

B. Prepare annual written reports and submit all Club records and properties to their successors by

January 1 of each year. The records of the Treasurer shall be given to the new Treasurer after the Auditing Committee has completed the audit. One copy of the Annual Report will be put in the file of the Club President, one copy will go to the Recording Secretary for the file, and third copy will be retained in this club's file.

ARTICLE 6. - EXECUTIVE COMMITTEE

Section 6-1. The Executive Committee shall consist of the following: President, First-Vice President, Second Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. The immediate Past President of NIRW will serve as an ex-official member.

Section 6-2: Duties of the Executive Committee

- A. Conduct business of the NIRW between meetings of the officers.
- B. Have jurisdiction over and recommend approval of applications for NIRW membership.
- C. Have jurisdiction over the removal from and reinstatement to NIRW membership.
- D. Direct the activities of NIRW.
- E. Approve the President's recommendations of standing and special committees.
- F. Approve the program of activities of committees.
- G. Recommend NIRW policies and procedures to the officers for approval.
- H. Recommend the annual budget to the members and oversee the collection and disbursement of funds.
- I. Approve depository bank(s) or financial institution(s) which are member of Federal

Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation.

J. Remove from office or duties by a two-thirds vote any officer, standing or special committee chairman, vice chairman or members, or any NIRW appointee who does not support the NIRW purposes and polices stated in Article II or is deemed responsible for malfeasance including, without limitation of the following:

1. Theft or embezzlement or attempted theft or embezzlement of money, property or assets of the NIRW; or
2. Gross negligence or willful misconduct in the performance of her duties; or
3. Breach or failure to perform any fiduciary duty to the NIRW; or
4. Attendance of meeting should be at 80% with excuse absents for the 20% missed; or
5. Annual Ethics and Conflict of Interest documents to be signed by each Officer and Committee Chairs/Co-Chairs.

Section 6-3: Meetings of the Executive Committee

A. The Executive Committee shall meet by **May 10th** of the year they assume office for the purpose of selecting, upon recommendation of the President, the Chairs of the standing committees and formulating tentative plans for their terms of office.

B. Meetings for the Executive Committee shall be held at the call of the President or a majority of the Committee, three (3) days' notice having been given. Emergency meetings may be called with twenty-four (24) hours' notice.

C. A simple majority shall constitute a **quorum. At least** four (4) members of the Executive Committee. A vote may be conducted between meetings by mail, phone, fax or email, and ratified at the next NIRW Executive Committee meeting.

D. The Executive Committee shall have authority to transact any necessary business between regular meetings to make recommendations concerning all policies, to create standing committee and approve plans of work, approve appointment of the auditing committee and approve routine bills within the budget limit.

ARTICLE 7. – MEMEBERSHIP MEETINGS

Section 7.1. At least **five (5) regular meetings** shall be held in a calendar year at such time and place as may be determined by the Executive Committee.

Section 7.2. Special meetings may be called by the Executive Committee with three (3) days' notice having been given.

Section 7.3. Year-end reports shall be given at the January meeting.

Section 7.4. Six (6) members, including at least two officers, for a total of eight (8), shall constitute a **quorum** for the transaction of the business of the Club.

ARTICLE 8. – ELECTIONS OF OFFICERS

Section 8-1. The officers of the Club shall be President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary and Treasurer.

Section 8-2. Nomination of officers shall be submitted by mailed or emailed.

Section 8-2. Officers shall be **elected by ballot every two (2) years (biennially)** at the April Membership Meeting. If there is but one nominee for any office, upon motion from the floor, the election may be by voice vote.

Section 8-3 Officers shall be elected by a majority vote of the Members of the NIRW prior to April. Notification shall be sent to the Members to advise them of the date through which nominations of Officers must be received. Nominations must be in writing and must be delivered to the NIRW's members.

Section 8-4 The NIRW shall not be responsible for any lost or missed delivered nominations, except upon the demonstration of a receipt signed by the NIRW officer acknowledging receipt of the nomination. The Officers shall prescribe such forms as shall be used to receive nominations and shall also prescribe the manner in which the nomination process and elections are to be carried out. The Officers shall appoint a Nomination & Elections Committee to handle these tasks on its behalf as prescribed by the Bylaws. In order to be elected as an Officer, the person seeking shall comply with the requirements to being an Officer as of the date of the election.

A. Officers shall be installed at the May Meeting and shall assume their duties at the May Meeting and shall serve for a term of two years, May 1 through April 30, two (2) years (hence), until their successors are elected and assume their duties.

B. A person shall not be eligible to serve more than two consecutive terms, four (4) years, in the same office.

Section 8-5. To be eligible to vote in any election, a person must have been a full member for at least **ninety (90) days**.

ARTICLE 9. - STANDING, SPECIAL, & APPOINTED POSITIONS/COMMITTEES

Section 9-1. The Club's Standing Committees include, but will not be limited to: Campaign, Legislation, Membership, Sponsorship, Fundraising, Marketing, Program Planning/Hospitality, and Bylaws.

A. The standing committees shall perform duties as directed by the President and/or Executive Committee

B. The chairman of each standing committee shall present a report at Club meetings when applicable. No committee work shall be undertaken without the consent of the Executive Committee.

Section 9-2. The Chairs of the Standing Committees shall be appointed by the President and approved by the Executive Committee.

A. Standing Committee chairs shall serve for a term of two (2) years

B. Standing Committee chairs shall have a voice and vote on the Officers. Members of the Standing Committees shall have a voice but not a vote.

Section 9-3. Special Committees

A. Special Committees may be created by the President, the Executive Committee or the membership as the need arises. The President shall appoint chairs with approval of the Executive Committee.

Section 9.4. Committees

A. All committees except the Nomination & Election Committee must include an Officer but are not limited in membership to Members or Officers. All committees except the Nomination & Election Committee shall have a committee chair. All committee chairs shall be appointed by the President. The chair of each committee shall have the responsibility to forward to the Secretary of the NIRW the minutes of her committee activity, if any.

Section 9.4 All chairs shall provide an **annual report** to keep on file with Club's records by **April 1**.

ARTICLE 10 – INCORPORATION

Annual reports shall be filed and fees paid to the **Secretary of State** according to requirements of the General Not-for-Profit Corporation Act of the State of Illinois.

ARTICLE 11 - FISCAL YEAR

The fiscal year of this Club shall be from **January 1 through December 31** each year.

ARTICLE 12 – AFFILIATIONS

This Club shall be a member of the Illinois Federation of Republican Women (**IFRW**) and the National Federation of Republican Women (**NFRW**).

ARTICLE 13 - PARLIAMENTARY AUTHORITY

Roberts Rules of Order newly Revised shall govern this organization in all matters of procedure, which are not in conflict with, or covered by these Bylaws.

ARTICLE 14. - DISSOLUTION OF ORGANIZATION

Section 14.1. The voluntary dissolution of this organization shall be accomplished in accordance with provisions of the Illinois Not-for-Profit Corporation Act and IFRW Bylaws in the following manner:

A. The Officers shall **adopt a resolution** directing that the question be submitted to a vote of the members having voting rights, at a special meeting with five (5) days written notice having been given. B. The resolution, to be adopted, must have an affirmative vote of at least two thirds of the votes of those with full regular membership present and voting.

Section 14.2. In the event of two-thirds affirmative vote of dissolution of this organization by a vote of full regular membership present and voting; all of its assets that remain after payment of all NIRW liabilities, costs and expenses of such dissolution shall be distributed to Illinois Federation of Republican Women (IFRW). None of the assets shall be distributed to any member or officer of NIRW.

ARTICLE 15. - AMENDMENTS

Section 15-1 These **Bylaws** may be **amended if quorum requirements are met** at any regular meeting provided that notice of the proposed amendments shall have been given in writing at the previous meeting or sent with the call of the meeting thirty (30) days in advance of the meeting.

Section 15-2. These Bylaws shall be **reviewed annually**.

ARTICLE 16. - General Provisions

Section 16-1. Descriptive Headings. Titles to paragraphs and subparagraphs are intended only for convenience of reference and shall be given no effect in the construction or interpretation of these Bylaws.

Section 16-2. Governing Law. These By-laws shall be construed and interpreted in accordance with the laws of the State of Illinois.

Section 16-3. Logo/Seal. The Officers authorizes the members to only use the approved NIRW logo, which is affixed.

Section 16-4. Revocation of Authorization. The Officers shall retain the right, within its discretion, to rescind its prior authorization, assignment, or delegation of authority.

Section 16-5. Conflict of Interest. The NIRW adopted the *Conflict of Interest* Policy that is attached hereto as Exhibit 1. Each officer and committee member shall be provided with a copy of this policy and shall complete and sign the acknowledgment wherein she agrees to its terms as specified therein.

Section 16-6. Code of Ethics. The NIRW adopted the Code of Ethics that is attached hereto as Exhibit 2. Each officer and committee member shall be provided with a copy of this policy and shall complete and sign the acknowledgement wherein she agrees to its terms as specified therein.

Section 16-7. Sexual Harassment Policy. The NIRW adopted the Sexual Harassment Policy that is attached hereto as Exhibit 3. Each officer and committee member shall be provided with a copy of this policy and shall complete and sign the acknowledgement wherein he/she agrees to its terms as specified therein.

AMENDED ADOPTED this June 20, 2017, by the Officers of the Northern Illinois Republican Women.

President

Date

1st Vice President

Date

Revision: May 16, 2017