

OKFRW BYLAWS WITH PROPOSED CHANGES INCORPORATED INTO THE REFERENCED DOCUMENT LOCATIONS

OKLAHOMA FEDERATION OF REPUBLICAN WOMEN *A member of the National Federation of Republican Women since 1941.*

BYLAWS

Amended November 18, 2023

ARTICLE I NAME

Section 1. The name of this organization shall be Oklahoma Federation of Republican Women, hereinafter referred to as OKFRW.

Section 2. The Bylaws and objectives of the OKFRW shall be consistent with those of the National Federation of Republican Women, hereinafter referred to as NFRW.

Section 3. The fiscal year of the OKFRW and its members shall be January 1 through December 31.

Section 4. The Bylaws and objectives of each club shall not conflict with those herein, referred to as OKFRW Bylaws.

ARTICLE II OBJECTIVES

Section 1. The objectives of the OKFRW shall be:

- A. To promote an informed electorate through political education and activity.
- B. To increase the effectiveness of women in the cause of good government through active political participation.
- C. To facilitate cooperation between Republican Women's clubs.
- D. To promote loyalty to the Republican Party, its candidates and its ideals.
- E. To support the objectives and policies of the Republican Party and to work for the election of the Republican Party's nominees.

ARTICLE III MEMBERSHIP

Section 1. General Qualifications.

- A. Membership in the OKFRW shall be through clubs. Clubs may become members of the NFRW only through the OKFRW. No other State Federation in Oklahoma shall be eligible for membership in the NFRW.
- B. Membership in the OKFRW shall be extended to individual women registered to vote as a Republican who agree with its objectives and support the Bylaws of the OKFRW and NFRW.

Section 2. Club Charter and Membership Requirements.

- A. Clubs may be chartered as members of the OKFRW and NFRW upon completion of the following requirements.
 - a. Form a permanent organization of ten (10) or more members.
 - b. Elect officers.
 - c. Adopt bylaws consistent with those of the OKFRW and NFRW and provide for at least five (5) meetings during the fiscal year.
 - d. Submit to the OKFRW President an application for membership including:
 - name of club
 - club's bylaws for approval by the State Bylaws Chairman
 - initial payment of current OKFRW and NFRW per capita dues and initial NFRW service charge
 - list of names, addresses, zip+4 codes, e-mail addresses and phone numbers of club officers and members
 - e. Club membership shall be subject to approval of the OKFRW Executive Committee, either by majority of those present and voting at a meeting or by a majority vote of mailed ballots received by a specific date.
 - f. No club shall be admitted to or be allowed to continue its membership if it has gone on record within the last two (2) years as advocating a split ticket, or as having supported a candidate on an opposition ticket.
 - g. The word "Republican" shall be included in the name of all clubs. The word "Federation" shall not be used in the name of a club.
- B. National At-Large Members from Oklahoma shall receive official email notifications from OKFRW. They may register to attend First Ladies, Day at the Capitol and other

OKFRW events. Additionally, they may register to attend OKFRW Board Meetings or visit local clubs but shall not have a vote or voice at these events or meetings, since they are not members of a state club or the OKFRW.

- C. Special, **non-voting** categories of membership may be established by unit clubs, for example:
- a. Honorary membership may be extended to show special recognition
 - b. Republican women who have primary membership in a federated club are eligible for Associate membership in clubs upon payment of the required annual dues. Associate members cannot hold office, vote, or be counted for the purpose of determining the number of delegates to national or state federation meetings or conventions.
 - c. Republican men are eligible for Associate membership upon payment of the required annual dues to the club. They cannot hold office or have a voice or vote or be counted for the purpose of determining the number of delegates to national or state.
 - d. federation meetings or conventions. Republican men who are Associate members in clubs do not become members of the state federation or the NFRW.
 - e. Special category members:
 - shall not be required to pay **OFRW** and **NFRW** dues, but only such local dues as may be established by club bylaws.
 - shall not be included on membership lists sent in to the **OFRW** and **NFRW**
 - shall not be counted for **OFRW** or **NFRW**. Biennial Convention delegate allocation purposes
 - shall not be included in membership or membership increase figures for purposes of the **NFRW** and **OFRW** Achievement Awards.

Section 3. Removal from Membership.

- A. A club or direct member may be removed from membership in the OKFRW and NFRW for the following reasons, upon a two-thirds (2/3) vote of the OKFRW Executive Committee present and voting at a meeting:
- non-payment of dues
 - failure to maintain qualifications and requirements.
 - advocating a split party ticket or supporting a candidate on an opposition ticket.
- B. Any OKFRW member, officer, or any member of the OKFRW Board of Directors or any OKFRW appointee may be removed for cause from membership or from any OKFRW office or position of any kind, at the sole discretion of the Executive Committee, by a two-thirds vote of OKFRW Executive Committee present and voting at a meeting in closed session. Cause for such removal shall include, with limitation, the failure or refusal to support the policies and objectives of the OKFRW, and by extension, any

federated club of the OKFRW as stated in its bylaws, or any act of omission intended to cause or having the effect of causing damage to the OKFRW or its reputation or financial stability.

- B. Without limiting the generality of the foregoing, the initiation of litigation or any other adversary proceeding against the OKFRW or in which the OKFRW is a named defendant or respondent shall constitute cause for removal, and the NFRW shall be entitled to recover from such member, office or appointee its attorney's fees or other costs and expenses relating to any such litigation or proceeding if the OKFRW shall substantially prevail therein.
- D. Any officer of the OKFRW or Member Club Executive Board has the power to call a Special Executive Meeting with the sole purpose of revocation of her membership. Said members must be invited to attend the meeting. A list of attendees should be kept, along with the minutes of that meeting. If the vote is to remove the officer or member, she shall be presented a copy of the minutes, along with the list of attendees, in person if possible, or by Return Receipt Requested U.S. Mail. If she refuses to turn over any club records she has in her possession, someone from the Sheriff's Office shall be contacted to take possession of those records.

Section 4. Reinstatement of Membership.

- A. A club removed from membership for any cause may be reinstated by filing an application for reinstatement, which shall be subject to approval by a two-thirds (2/3) vote of the OKFRW Executive Committee present and voting at a meeting.

ARTICLE IV OFFICERS AND THEIR DUTIES

Section 1. Elected Officers.

- A. The elected officers of the OKFRW shall be:
 - President
 - First Vice President
 - Second Vice President
 - Third Vice President
 - Fourth Vice President*
 - Recording Secretary
 - Treasurer
 - A Director and an Assistant Director from each Congressional District

* If no candidate is available for this position, it will be left vacant.

- C. The appointed officers of the OKFRW shall be:
 - Chaplain
 - Corresponding Secretary
 - Historian

- B. Each officer shall be a club member in good standing whose OKFRW and NFRW dues are current.
- C. Each officer shall be equally responsible for promotion of the OKFRW in the State of Oklahoma.
- D. Each elected officer shall make an annual report to the OKFRW Board of Directors.
- E. All elected officers of OKFRW shall refrain from officially endorsing Republican candidates who have opposition at the primary level or in a runoff election including those of U.S. President and Vice President, until the primary or runoff election has been held. An individual club member is free to work for or support candidates of their choice if it is not done in the name of the OKFRW or federated club.

Section 2. Term of Office.

- A. OKFRW Officers shall be elected or appointed for a term of two (2) years.
- B. The term of office shall be from January 1 following election of officers through December 31 two years hence, regardless of when installation takes place. They shall serve until their successor takes office.
- C. No officer, District Director or Assistant Director shall serve more than two successive terms in the same office. The member may run for a different elected position.
- D. Newly elected officers of the OKFRW shall be known as “officers-elect,” and shall be non-voting members of the OKFRW Executive Committee until their terms begin.

Section 3. Duties of the President:

- A. To increase the OKFRW’s membership with the aid of the Congressional District Directors and the Membership Committee.
- B. To preside over all meetings of the OKFRW, its Executive Committee and Board of Directors.
- C. To represent the OKFRW at all times or to designate someone as her representative in her absence or inability to do so.
- D. To be the liaison officer between the OKFRW and the Republican State Committee.
- E. To serve on the Board of Directors of the NFRW under NFRW Bylaws.
- F. To appoint a Parliamentarian.

- G. To appoint a Chaplain, a Corresponding Secretary and a Historian with the approval of the Executive Committee.
- H. To appoint all Standing and Select Committees, except the Nominating Committee, with the approval of the Executive Committee.
- I. To serve as an ex officio member of all committees, except the Nominating Committee.
- J. To sign checks for approved expenditures when the Treasurer is unable to do so. The President shall be bonded in accordance with Article V.
- K. To issue the Call for Board of Directors meetings and for the State Biennial Convention at least thirty (30) days in advance of such meetings or convention.
- L. To set the time and place for regular and special meetings of the Executive Committee and to issue notice of such meetings at least ten (10) days in advance of such meetings.
- M. To ensure that all reports or forms legally required by the Oklahoma Ethics Commission, the Internal Revenue Service, or other government agencies, are filed in a correct and timely manner and that the appropriate records are kept to accomplish the filing of necessary reports.
- N. To appoint a Secretary for the OKFRW Biennial Convention.
- O. Other duties deemed necessary by the Executive Committee.

Section 4. Duties of the Vice Presidents.

- A. The Vice Presidents shall, in their order, perform the duties of the President in her absence, and such other duties as may be assigned to them by the President or Executive Committee.
- B. One of the Vice Presidents shall sign checks for approved expenditures when the Treasurer or President is unable to do so. The Vice President shall be bonded in accordance with Article V. The Executive Committee shall appoint the specific Vice President for this duty at the first meeting of the term.
- C. Another of the Vice Presidents shall perform the reconciliation of the bank accounts. The Vice President shall be granted access to the current accounting system online to perform this duty by the Treasurer. The Executive Committee shall appoint the specific Vice President for this duty at the first meeting of the term.

Section 5. Duties of the Recording Secretary.

- A. To keep accurate minutes of all meetings of the Executive Committee and Board of Directors of the OKFRW.

- B. To submit copies of such minutes to the Board of Directors for their information and approval.

Section 6. Duties of the Treasurer.

- A. To collect and receive all monies due the OKFRW.
- B. To be the custodian of the OKFRW funds and to deposit them within 10 days of receipt in a depository approved by the Executive Committee. Such depositories shall be members of either the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation.
- C. To disburse OKFRW funds only upon order of the President, the Executive Committee or the Board of Directors. The Treasurer shall be bonded in accordance with Article V.
- D. To maintain appropriate financial records, present a financial statement at all meetings, and give a full financial report at the OKFRW Biennial Convention.
- E. To send notices of unpaid dues to club presidents.
- F. To serve as an ex officio member of the Budget and Finance Committees, and the Credentials committee of the Biennial Convention.
- G. To send NFRW dues and service charges, collected from clubs to the NFRW Headquarters at least monthly.

Section 7. Duties of the Congressional District Directors.

- A. To keep in close touch with the clubs in her Congressional District, personally and by correspondence and maintain a record of her activities for the President.
- B. The District Director shall be a member of the Membership Committee and work with the Membership Chair to support and grow club membership in their districts. This includes organizing new clubs and reactivating clubs which have become inactive.
- C. To report on growth and membership in her District's clubs annually.

Section 8. Duties of the Congressional District Assistant Directors.

- A. To assist the District Director as requested.
- B. To perform the duties of the District Director in her absence.
- C. Assistant District Directors shall be non-voting members of the Executive Committee and Board of Directors except, in the absence of the District Director, the Assistant shall automatically be the Director's proxy.

Section 9. Duties of the President at Large.

- A. Serve on the Executive Committee.
- B. To carry out such duties as may be assigned by the President and the Executive Committee of the Board of Directors.

Section 10. Duties of the Chaplain.

- A. To provide or arrange appropriate devotions for OKFRW meetings and events.
- B. To assist clubs on request.

Section 11. Duties of the Corresponding Secretary.

- A. To send out correspondence for the OKFRW President.
- B. To maintain an up-to-date mailing list of all members of the OKFRW Board of Directors, including officers, Executive Committee members, committee chairmen, and club presidents.

Section 12. Duties of the Historian.

- A. To preserve a history of the OKFRW's activities and events, including awards, news clippings, photographs, mementos, etc., for display on appropriate occasions.

Section 13. Officers Records.

- A. Outgoing officers shall, within thirty (30) days after the end of their term, deliver all records, files and properties of the OKFRW to the new officers.

Section 14. Any elected/appointed officer can be removed from office for not fulfilling their duties as outlined by the OKFRW Bylaws.

**ARTICLE V
BONDING**

The President, Treasurer and third signatory shall be bonded in such sum as may be determined by Executive Committee at the last regular meeting of the term. The Treasurer shall not take office or receive money or property until they have furnished such Bond. The Bond shall be executed by a surety company approved by the Executive Committee, the premium to be paid by OKFRW.

ARTICLE VI

THE EXECUTIVE COMMITTEE AND THE BOARD OF DIRECTORS

Section 1. All members of the OKFRW Executive Committee and Board of Directors shall be club members in good standing whose OKFRW and NFRW dues are currently paid.

Section 2. No debt or liability shall be incurred by either the Executive Committee or the Board of Directors which exceeds the funds in the treasury.

Section 3. The Executive Committee.

A. The Executive Committee shall consist of the following:

- President
- First, Second, Third and Fourth Vice Presidents
- Recording Secretary
- Treasurer
- Congressional District Directors or in their absence, the Assistant Directors.
- Chaplain
- Corresponding Secretary
- Historian
- The immediate Past President of the OKFRW. (When this is not possible, the Past Presidents shall be contacted in order of their preceding terms.)
- Five (5) club Presidents to be known as Presidents at Large, elected from the Board of Directors.
- Budget Chairman
- The Parliamentarian is a non-voting member of the Executive Committee and Board of Directors.

B. Duties of the Executive Committee.

- a. To have complete authority over club membership applications, removals and reinstatements.
- b. To approve the appointments recommended by the President for the offices of Chaplain, Corresponding Secretary, and Historian.
- c. To approve the appointments recommended by the President for chairmen of Standing and Select Committees.
- d. To appoint an Audit Committee for the annual audit of the Treasurer's books.
- e. To recommend disbursement of OKFRW funds.
- f. To recommend depositories for OKFRW funds which shall be members of the FDIC or FSLIC.

- g. To recommend funds, when available, for the OKFRW President's expenses, out-of-town travel and communication expenses in the performance of her duties.
- h. To recommend funds, when available, for Congressional District Directors' out-of-town travel and communication expenses incurred in the performance of their duties.
- i. To recommend the time and place of the OKFRW's Biennial Convention and of meetings of the Board of Directors.

C. Meetings of the Executive Committee.

- a. Regular meetings of the Executive Committee shall be held a minimum of three (3) times in each fiscal year.
- b. In the event a properly called board meeting must be cancelled due to circumstances beyond the control of the OKFRW, then it shall be acceptable to hold said board meeting by an approved electronic format or combination live-in-person and electronic format meeting simultaneously with a seven days' notice being given to all 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.

D. The privilege of making motions, debating and voting shall be limited as follows:

- a. At meetings of the Executive Committee: only members of the Executive Committee.
- b. Special meetings of the Executive Committee may be called by the President upon ten (10) days' notice and must be called if requested by six (6) members of the Executive Committee.
- c. Time and place of Executive Committee meetings shall be set by the President.

E. Eight (8) members of the Executive Committee shall constitute a quorum.

Section 4. The Board of Directors.

A. The Board of Directors shall consist of the following:

- a. Executive Committee members.
- b. Chairmen of the Standing and Select Committees.
- c. Presidents of all clubs who are members of the OKFRW.
- d. All past OKFRW Presidents in good standing.

- e. OKFRW members elected to the State Legislature or to state-wide office shall be non-voting members of the Board of Directors during their term of office.
- B. Duties of the Board of Directors.
- a. To be the governing body of the OKFRW between Biennial Conventions.
 - b. To approve OKFRW programs, projects, and related expenses, as presented by the President or the Committees.
 - c. To approve the annual budget of the OKFRW.
 - d. To elect the Nominating Committee at least 90 days prior to the Biennial Convention.
 - e. To approve the official program and order of business of the Biennial Convention.
- C. To elect, at the Board of Directors meeting held following the Biennial Convention, five (5) club Presidents to serve as members of the Executive Committee.
- D. To approve disbursement of OKFRW funds.
- E. To approve depositories, for the OKFRW funds, which shall be members of the FDIC or FSLIC.
- F. To approve funds, when available, for the OKFRW President's expenses, out-of-town travel, and communication expenses in the performance of her duties.
- G. To approve funds, when available, for Congressional District Directors' out-of-town travel and communication expenses incurred in the performance of their duties.
- H. To approve the time and place of the OKFRW Biennial Convention and of meetings of the Board of Directors.
- I. Meetings of the Board of Directors.
- a. Regular meetings of the Board of Directors shall be held a minimum of three (3) times in each fiscal year.
 - b. Special meetings of the Board of Directors may be called by the President upon ten (10) days' notice and must be called upon the written request of twelve (12) members of the Board.
 - c. Only club Presidents who are unable to attend a regular or special meeting of the Board of Directors may be represented at such meetings by written proxy designating another voting member from her club to represent her.

- d. Twenty (20) members of the Board of Directors shall constitute a quorum if at least ten (10) of these members are Presidents of clubs, or their proxies.

ARTICLE VII COMMITTEES

Section 1. All members of Standing or Select Committees of the OKFRW shall be a club member or a direct member in good standing whose OKFRW and NFRW dues are current.

Section 2. The OKFRW shall have the following Standing Committees, whose chairmen shall be appointed by the President, with the approval of the Executive Committee.

- A. Bylaws Committee – Shall be authorized to correct articles, section designations, punctuation, cross-references and to make other technical and conforming changes as necessary to reflect the intent of the membership in connection with the proposed revision of the governing documents considered at the OKFRW Biennial Convention. An updated and editable, digital version of the OKFRW Bylaws shall be presented to the President within 14 days from the close of the Convention. The President will present to the Board of Directors for endorsement to be completed no later than 30 days post-Convention. Email endorsement is allowed.
- B. Campaign Activities.
- C. Fund Raising.
- D. Membership
- E. Program Planning
- F. Publicity/Public Relations
- G. Legislation and Research.

Section 3. Other committees, known as Select Committees, may be appointed by the President, with the approval of the Executive Committee, as may be considered necessary to carry on the work of the **OKFRW**.

Section 4. Duties of the committees.

- A. To outline and submit programs for action in their respective areas for approval by the Board of Directors.
- B. To carry out such other duties as may be assigned by the President, the Executive Committee or the Board of Directors.

ARTICLE VIII CLUBS

Section 1. Officers and Elections.

- A. The term of club officers shall be for one or two years, beginning January 1 and ending December 31 of the first or second year.
- B. The election of club officers shall be held no later than December 15 of the year immediately preceding their term.
- C. Newly elected officers shall be known as “officers-elect” and shall be non-voting members of the club Executive Board until their term begins.
- D. Immediately following club elections, the names, addresses, zip+4 codes, email addresses and phone numbers of the officers-elect shall be sent to the OKFRW President and Treasurer.
- E. A club President about to begin the second year or a two-year term shall so inform the OKFRW President no later than December 15.
- F. The Club President serves as a voting member on the OKFRW Board of Directors.

Section 2. Bylaws and Rules.

- A. Clubs will be provided with a template of Bylaws which they can personalize for the conduct of their business which will keep them consistent with OKFRW and/or NFRW. The club shall furnish a completed copy of their Bylaws to the OKFRW President and the Bylaws Chair.
- B. Each club shall furnish a copy of their current Bylaws to the OKFRW President and the Bylaws Revision Chairman. Clubs shall continue to update and review the Bylaws of their club to meet with the changes in the OKFRW Bylaws revisions as they occur.

Section 3. Dissolution of a Club.

In the event of dissolution of any club by a majority vote of their Board of Directors, all its assets which remain after payment of all club liabilities, costs and expenses of such dissolution shall be distributed to OKFRW. None of the assets shall be distributed to any member or officer of the club. The club charter shall be returned to the current OKFRW President.

ARTICLE IX DUES

Section 1. Amount of Dues.

- A. Annual OKFRW dues shall be by recommendation of the OKFRW Board of Directors and majority votes of the OKFRW delegates at an OKFRW Biennial Convention.
- B. Annual NFRW dues shall be by recommendation of the NFRW Board of Directors and majority votes of the NFRW delegates at a NFRW Biennial Convention.

Section 2. Payment of dues.

- A. Clubs shall pay their OKFRW and NFRW per capita dues and NFRW club service fee to the OKFRW Treasurer.
- B. These dues shall be paid in accordance with NFRW deadlines, and any dues collected after October 1 shall be applied to the next year's dues.
 - a. Clubs shall include a list of the names, addresses, ZIP+4 codes, phone numbers and authorized e-mail addresses of each member for whom dues are being paid.
- C. A club whose OKFRW and NFRW per capita dues have not been paid according to the NFRW timetable shall be considered delinquent for that year.
- D. If these dues are not paid according to the NFRW timetable, the club shall automatically be suspended from the OKFRW and NFRW and:
 - a. Their president shall be suspended from the OKFRW Board of Directors.
 - b. The club shall be ineligible for delegates to OKFRW or NFRW Biennial Conventions.
- E. A club so suspended may be reinstated upon:
 - a. Application to the OKFRW President for reinstatement.
 - b. Payment of all current OKFRW and NFRW dues and the NFRW club service due.
 - c. Payment of NFRW dues for at least ten members and the NFRW service charge for the immediate past year.
 - d. Approval by a two-thirds (2/3) vote of the OKFRW Executive Committee present and voting at a meeting.
- F. Upon reinstatement, a club's President shall serve on the OKFRW Board of Directors and the club shall be entitled to delegate representation at OKFRW and NFRW Conventions.
- G. For each member whose dues have been received from their club ~~or directly~~ during a month, the OKFRW Treasurer shall pay NFRW per capita dues and file report in format specified by NFRW on or before the deadlines set by NFRW.

- a. The Treasurer shall cause to be posted on NFRW's online membership database the list of the names, addresses, ZIP+4 codes, phone numbers and authorized e-mail addresses of each member for whom dues have been paid to NFRW.

Section 3. NFRW service charge.

- A. Clubs shall pay an annual NFRW service charge as established by the NFRW Board of Directors to the OKFRW Treasurer each year according to the timetable set by NFRW.
 - a. Clubs shall furnish the name, address, ZIP+4 code and email address of their President.
- B. The OKFRW Treasurer shall forward the NFRW service charges by the first of February, and as received thereafter.
- C. According to the NFRW timetable, clubs whose service charge has not been paid shall be dropped from the NFRW mailing list.
- D. Clubs may be reinstated to the NFRW mailing list at any time by payment of the current service charge.

Section 4. New club and direct members.

- A. When a new club has been approved for membership in the OKFRW, the OKFRW Treasurer shall forward the NFRW per capita dues, service charge and membership list to the NFRW Headquarters.

**ARTICLE X
NOMINATIONS AND ELECTIONS**

Section 1. Nominations.

- A. A Nominating Committee shall be elected by the Board of Directors at a meeting held ninety (90) days prior to the Biennial Convention.
 - a. The Nominating Committee shall consist of:
 - one (1) member from each Congressional District
 - the immediate Past President of the OKFRW
 - two (2) alternatives at large, who shall be asked to serve by rank only in absence of a member of the Committee.
 - b. No current OKFRW officer shall be elected to this committee.
 - c. The immediate Past President shall serve as the Chair of the Nominating Committee. The committee shall elect a secretary from its members.

- B. To qualify to run for the position of President, the nominee must serve a minimum of one term in the position of Vice President, Secretary or Treasurer.
- C. The Nominating Committee shall submit one nominee for each elective office of the OKFRW in a report to be sent to each member of the Board of Directors with the Call for the Biennial Convention. Every effort should be made by the Nominating Committee and the Convention to elect an officer from each Congressional District.
- D. Following the reading of the report of the Nominating Committee at the Convention, additional nominations may be made from the floor, with the consent of the new nominee.

Section 2. Elections.

- A. Election of officers shall be held at the Biennial Convention and shall be arranged for and conducted by the OKFRW Parliamentarian or Convention Parliamentarian.
- B. The Chairman of the Convention Credentials Committee shall furnish to the Parliamentarian a list of the delegates eligible to vote at least one (1) hour prior to the elections.
- C. Election of Congressional District Directors and Assistant District Directors as shall be elected by the delegates from their respective districts and shall be held after the Credentials Report has been given and before adjournment sine die.
- D. Elections shall be by ballot and the candidate receiving a majority of the total votes cast shall be elected. When there is only one candidate for an office, the election may be by voice vote.

Section 3. Vacancies.

- A. In the event of a vacancy in the office of the President, the Vice Presidents shall, in their order, become Acting President for the unexpired term, subject to the consent to the OKFRW Board of Directors.
- B. A vacancy in an elected/appointed office, except the office of the President, shall be filled by the Board of Directors at a specially called meeting, a regularly scheduled meeting of the Board, or an E-Vote.
- C. A vacancy of a Congressional District Director shall be filled by the Assistant District Director.
- D. A vacancy in the office of a Congressional District Assistant Director shall be filled by the Executive Committee from nominations made by local units in the District where the

vacancy exists. If the Assistant District Director is unable to fill the office for any reason, the Members of the Board of Directors from that District shall elect a new District Director.

- E. Notice of a vacancy in an elected/appointed office shall be given to the Board of Directors by mail or special call by the President.

ARTICLE XI OKFRW CONVENTION

Section 1. Election of Officers.

- A. Election of officers shall be held at the Biennial Convention and shall be arranged for and conducted by the OKFRW Parliamentarian.
- B. Elections shall be by ballot and the candidate receiving a majority of all votes cast shall be elected. When there is only one candidate for an office, the election may be by voice vote.
- C. The Chair~~man~~ of the Convention Credentials Committee shall furnish to the Parliamentarian a list of the delegates eligible to vote at least one (1) hour prior to the elections.
- D. Polls shall be opened and closed at hours determined by the OKFRW Executive Committee.
- E. Election of Congressional District Directors, Assistant District Directors, and Members at Large shall be by delegates from their respective districts and shall be held after the Credentials Report has been given and before adjournment sine die.

Section 2. Convention Preparation.

- A. The OKFRW shall hold a convention biennially in odd numbered years for the purpose of election of officers and such other business as may come before the Convention.
- B. The Convention Chair shall brief location information and dates at the Summer Board meeting.

Section 3. Elected Delegates and Alternates.

- A. Members shall be in good standing sixty (60) days prior to the convention.
- B. Clubs must be in good standing seventy-five (75) days prior to the convention.
- C. Membership numbers for each club will be determined 60 days prior to the convention. Clubs shall be notified of the number of members and their delegates earned by email.

D. For delegate allocation purposes:

- a. Only members in good standing may be counted for delegate numbers.
- b. Each member shall only be counted from their home club and may serve as a delegate or alternate from that club only.

E. OKFRW clubs in good standing shall be entitled to elect delegates allocated on the following basis:

- a. One delegate for the first ten (10) members.
- b. One additional delegate for every twenty (20) additional members or major fraction thereof.
- c. An equal number of alternate delegates.

F. Club delegates and alternates shall be elected at least forty-five (45) days prior to the convention, in a manner prescribed by their club.

G. To enable OKFRW to certify delegates from clubs to the OKFRW Biennial Convention, each club President shall submit the names, addresses, ZIP codes, email addresses and phone number of all elected delegates and alternates to the OKFRW President and Credentials Chair.

H. No Proxy voting shall be permitted at the OKFRW Convention.

Section 4. Ex Officio Delegates.

A. The following shall be ex officio delegates to the OKFRW Biennial Convention.

- a. All members of the Board of Directors.
- b. All Past Presidents of the OKFRW in good standing.
- c. Ex officio delegates shall not be authorized alternates or proxies.

Section 5. Time and Place.

A. The OKFRW President shall issue and official call for the Convention at least forty (40) days prior to the convention to all members.

- a. Convention Early Registration shall be open at the release of the official call.
- b. Registration pricing may be tiered to encourage early registration and discourage registration at the door.

- c. Regular meetings of the Executive Committee shall be held within twenty-four (24) hours prior to the start of the convention and again within twenty-four (24) hours following the Biennial Convention.
- d. Regular meetings of the Board of Directors shall be held within twenty-four (24) hours prior to the start of the convention and again within twenty-four (24) hours following the Biennial Convention.

Section 6. Convention Meetings and Elections.

- A. Meetings and the Convention shall be open to all club members.
- B. The privilege of making motions, debating and voting shall be limited as follows:
 - a. At meetings of the Executive Committee, only the members of the Executive Committee are authorized to make motions, ask questions, make statements and vote.
 - b. At meetings of the Board of Directors, only the members of the Board of Directors are authorized to make motions, ask questions, make statements and vote.
 - c. At the Biennial Convention, only Ex officio delegates and elected delegates or their properly seated Alternates are authorized to make motions, ask questions, make statements and vote.
 - d. A majority of the delegates attending and credentialed at the Convention shall constitute a quorum.

Section 7. These Bylaws may be amended by a two-third (2/3) vote of the OKFRW Biennial Convention delegates, provided that:

- A. Such amendment(s) has been proposed by either the Executive Committee, the Bylaws Committee, or a club.
- B. Copies of the proposed amendment(s) have been sent to each member of the Board of Directors, each club, and each direct member with the call to the Convention.
- C. Copies of the proposed amendment(s) are available to members of clubs upon request to the OKFRW Corresponding Secretary.
- D. Any adopted amendment will be effective upon adjournment of the OKFRW Biennial Convention.

ARTICLE XII NFRW CONVENTION

Section 1. Time and Location.

- A. The NFRW Biennial Convention shall be held in the fall of odd-numbered years (usually the last weekend of September).
- B. The time of the Biennial Convention shall be determined by the NFRW Executive Committee and the location by the NFRW Board of Directors.
- C. The official Call for the Biennial Convention shall be sent electronically to the NFRW Board of Directors and each local club president at least sixty (60) days prior to the date of convention.
- D. The NFRW website will have information on the Location of the Convention and theme approximately three (3) months prior to the convention.

Section 2. Eligibility.

- A. The OKFRW must be in good standing. Delegate representation shall be based on the current dues received and postmarked no later than ninety (90) days prior to the Convention,
- B. Local clubs must be in good standing with ten (10) paid members for each year. Local clubs shall have been in good standing and shall have paid the previous year's dues and service charge and maintained its current year dues and service charge to be eligible for representation at the NFRW Biennial Convention.
 - a. If the club did not have ten (10) paid members from the previous year, they will need to pay for the number of members that they were short of the ten (10).
 - b. The club treasurer will need to send the check to the OKFRW treasurer. Once received, names of past members from the club will be submitted with payment to correct the records for the previous year. This must be done ninety-five (95) days prior to the NFRW convention.
- C. New clubs must be in good standing with ten (10) paid members, for six (6) months prior to the convention to be eligible for representation.
- D. Delegates and alternates must be members of OKFRW and be in good standing.

Section 3. Representation.

- A. Delegates and alternates to the convention shall be selected in a manner determined by the local club. Each club in good standing shall earn one delegate and one alternate.

- B. OKFRW earns five (5) delegates at large and alternates for the first 500 OKFRW members. One additional delegate-at-large shall be earned for each 500 members or a major fraction thereof, based on the dues payments and postmarked ninety (90) days prior to the convention.
- C. At the OKFRW Summer Board Meeting, Five (5) delegates-at-large and their alternates shall be elected. The OKFRW Board of Directors shall approve one delegate-at-large from each Congressional District. Every effort shall be made to elect the five (5) corresponding alternates from the Congressional District of the delegate-at-large. District members may call their nominees to confirm their willingness to serve. If this meeting is held prior to ninety (90) days prior to the convention and less than one thousand (1000) members are paid for OKFRW, any additional delegate-at-large selection shall be determined by the OKFRW President.
- D. The OKFRW shall be an ex officio delegate to the convention. There shall be no proxy or alternate for the president.
- E. All delegates and alternates to the NFRW convention shall register for the full convention.

Section 4. Forms and Deadlines.

- A. At least ninety (90) days prior to the convention, the OKFRW President shall send member number certification to the NFRW President that includes the names of the local clubs that are in good standing, the number of paid members in each club and the names, full addresses, phone number and email address of each local club president.
- B. Only clubs certified by the OKFRW President shall be eligible for representation at the convention.
- C. Club presidents shall use the credential form provided by the NFRW to send the names, complete addresses, phone numbers and email information to the OKFRW President and the NFRW. Credentials forms must be postmarked or electronically submitted no later than thirty (30) days prior to the convention. Late forms shall not be accepted, and the club will lose the privilege of representation at the NFRW Biennial Convention.
 - a. The local club president shall send the names, complete addresses, phone numbers and email addresses of the club delegate and alternate to the NFRW and OKFRW President on credential forms provided by the NFRW.
- D. The names, complete addresses, phone numbers and email addresses of the state delegates-at-large shall be postmarked or electronically submitted to the NFRW President by the OKFRW President on the credential forms provided by the NFRW no later than twenty (20) days prior to the convention
- E. Club delegate emergency changes must be forwarded in writing to the OKFRW President for notification and to the NFRW President for her approval. The emergency changes

must be postmarked or electronically submitted no later than ten (10) days prior to the convention.

- F. Delegate-at-large emergency changes must be forwarded in writing to the OKFRW President for notification and to the NFRW President for her approval. The emergency changes must be postmarked or electronically submitted no later than ten (10) days prior to the convention.

Section 5. Voting.

- A. The NFRW Biennial Convention shall be open to all members of the NFRW, OKFRW and visitors, but only accredited delegates shall be certified to a voice and a vote. Each delegate is entitled to one vote. There shall be no proxy voting.
- B. A majority of the delegates attending and credentialed shall constitute a quorum at the NFRW Biennial Convention.

ARTICLE XIII PUBLICITY

All public statements made in the name of OKFRW by any officer, member, or club, must conform to Article II objectives of the OKFRW.

ARTICLE XIV PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order*, Newly Revised, shall govern the OKFRW in all matters of procedure not covered in these Bylaws.

ARTICLE XV AMENDMENTS

These Bylaws may be amended by a two-third (2/3) vote of the OKFRW Biennial Convention delegates, provided that:

- A. Such amendment(s) has been proposed by either the Executive Committee, the Bylaws Committee, or a club.
- B. Copies of the proposed amendment(s) have been sent to each member of the Board of Directors, each club, and each direct member with the call to the Convention.
- C. Copies of the proposed amendment(s) are available to members of clubs upon request to the OKFRW Corresponding Secretary.
- D. Any adopted amendment will be effective upon adjournment of the OKFRW Biennial Convention.

ARTICLE XVI DISSOLUTION

Section 1. In the event of dissolution of any club by a majority vote of their Board of Directors, all its assets which remain after payment of all club liabilities, costs and expenses of such dissolution shall be distribute to OKFRW. None of the assets shall be distributed to any member or officer of the club.

Section 2. None of the assets will be distributed to any member or officer of this organization.

Section 3. The club charter shall be returned to the current OKFRW President who will then forward to NFRW.