



*Taking Back America*



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## BYLAWS



# NATIONAL FEDERATION OF REPUBLICAN WOMEN

## BYLAWS

### ARTICLE I

#### NAME

The name of this Corporation shall be the National Federation of Republican Women (NFRW).

### ARTICLE II

#### PURPOSES

The purposes of this Corporation shall be to:

- A. increase the effectiveness of women in the cause of good government

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

## **ARTICLE III**

### **MEMBERSHIP**

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

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

#### Section 2. Eligibility:

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

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

B. Local Clubs - Local clubs become members in the NFRW only through membership in the state federation when a state federation is in existence.

C. Local Club Associate Members

1. Republican women who have primary membership in a federated local club are eligible for associate membership in local 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.

2. Republican men are eligible for associate membership upon payment of the required annual dues to the local club. They cannot hold office, have a voice or vote or be counted for the purpose of determining the number of delegates to national or state federation meetings or conventions. Republican men who are associate members in local clubs do not become members of the state federation or the NFRW.

D. National At-Large Membership - A Republican woman who is not a member of a state federation or local club and who contributes the required funds to the NFRW is eligible to be an at-large member. At-large members will receive all NFRW official publications and be entitled to participate in online discussions and they may attend NFRW, state

federation or nearby local club meetings but will not have a voice or a vote.

- E. U.S. citizens living in foreign countries may form local clubs by paying the NFRW required dues and service charge and being in compliance with all other membership requirements associated with becoming a local club (see ARTICLE III, Section 3. C. and D.). They shall become members following application and approval by the NFRW Executive Committee. They shall not be members of a state federation.
  
- F. Student membership provides an option to undergraduate or postgraduate level female students who want to be a part of the NFRW, but who do not have the time to devote to a local club or do not have a local club near them. Student Associate members receive all the benefits of National At-Large Membership. Annual proof of enrollment is required before membership is granted (a copy of either a current class schedule or a student ID). The NFRW will inform the state federation of new student members with contact information.

### Section 3. Requirements:

- A. A state federation or local club may be admitted to and continued in NFRW membership if its bylaws are not in conflict with the NFRW Bylaws and its purposes. Neither a state federation nor a local club nor an individual member that advocates a split party ticket or supports a candidate running on an

opposition ticket shall be admitted to or continued in membership.

- B. State federations shall include the following in their bylaws:
1. New local clubs shall be accepted into membership only after approval of their bylaws by the state federation executive committee or board of directors
  2. Dues and service charges must be paid in accordance with NFRW deadlines
  3. Procedures for the election of a state federation nominating committee
  4. Grounds and procedures for removal and reinstatement of local clubs to state federation membership and
  5. Procedures for nominating and electing delegates and alternates-at-large to the NFRW convention.
  6. Only local club members in good standing are eligible to be delegates or alternates to a state or NFRW meeting or convention and shall be counted from only one local club for the purpose of representation.
  7. Each state federation shall be required to hold a minimum of two Board of Directors Meetings each fiscal year.

- C. Local clubs shall consist of ten or more women who form a permanent organization, adopt bylaws in compliance with the NFRW bylaws, pay state and NFRW dues and service charges, and hold at least five meetings within a twelve-month period if unusual circumstances prohibit more frequent meetings.
- D. The word “Republican” shall be included in the title of all local clubs. Local clubs shall not use the word “federation” in their titles, but may use the word “federated.”

#### Section 4. Local Club Applications:

- A. There shall be no limit to the number of local clubs that may be organized within any area.
- B. A local club shall be in good standing for at least six months prior to the NFRW Biennial Convention to be eligible for representation. The six-month period begins on the date the state president notifies the NFRW President in writing by mail, fax or e-mail that the local club’s bylaws have been approved at the state level and the local unit’s dues and service charge have been received by the NFRW office. This notification by the state federation president shall be accompanied by the name of the club and the name and contact information of the local club president.
- C. Local clubs in unfederated states (local unfederated clubs) shall consist of ten or

more women who form a permanent organization, elect officers, adopt bylaws, pay NFRW dues and service charge and hold at least five meetings during a twelve-month period. Their bylaws shall be provisional until reviewed by the NFRW Bylaws Committee and approved by the NFRW Executive Committee. They shall not have a voice or a vote at NFRW meetings or conventions.

#### Section 5. State Federation Applications:

- A. Instructions for the format of applications of state federations shall be forwarded by the NFRW Treasurer to the applying state's treasurer.
- B. Completed state federation applications shall be submitted to the NFRW President. They must include the names of all local clubs and their members with contact information, and all dues and service charges must be submitted.
- C. An application for each local club where there is not a state federation (local unfederated club) shall include the name of the local unfederated club, the contact information of the officers and members and all dues and service charges.

#### Section 6. Removal From and Reinstatement to NFRW Membership:

- A. A two-thirds vote of the NFRW Executive Committee is required for removal of any

state federation or federated local club from membership.

- B. A local club in a federated state at the request of the state executive committee, or in an unfederated state, may be removed from membership by a two-thirds vote of the NFRW Executive Committee for any of the following reasons:
1. Bylaws which are in material conflict with the NFRW Bylaws
  2. Non-payment of dues for the total membership and the current service charge
  3. Failure to support the Republican Party ticket, advocating a split ticket, supporting a candidate on an opposition ticket or actions which are in conflict with the NFRW Bylaws
  4. Failure to comply with the NFRW membership rules or
  5. Affiliation with any political organization which is not officially recognized as working in concert with the NFRW and the Republican National Committee.
- C. Upon dissolution or removal of a state federation or a local club, all of its assets shall be distributed to the superior body. None of the assets shall be distributed to any individual officer or member of the organization.
- D. The right to use of the name of a dissolved

or removed state federation or local club shall revert to its superior body.

- E. A state federation or local club, whether dissolved or removed, may be reinstated by filing an application with required dues and service charge and upon approval by a two-thirds vote of the NFRW Executive Committee.
- F. A local club which has been inactive must pay dues for at least 10 members and a service charge for the current year.

#### Section 7. Intermediate Organizational Structure:

In order to expedite its work, a state federation may include in its bylaws a provision for an intermediate organizational structure to include but not limited to county, region, district or division positions.

## ARTICLE IV

### NFRW OFFICERS AND THEIR DUTIES

#### Section 1. Eligibility:

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

NFRW Executive Committee.

- D. A candidate shall run for only one office in an election.
- E. No elected officer or member-at-large shall serve for more than one term in the same office.

Section 2. Officers:

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

Section 3. Term:

- A. The elected officers shall be elected at the Biennial Convention for a term of two years beginning January 1 or until their successors are elected.
- B. The term of office for elected officers and members-at-large shall be from January 1 following their election through December 31 of the second year, regardless of the date of installation.

Section 4. Duties of the NFRW President:

- A. The President shall be the chief executive officer of the Corporation; shall be charged with the general and active management and direc-

tion of the activities of the Corporation; and shall see that all orders and resolutions of the board of directors are effectuated.

- B. The President of the Corporation shall serve as chairman of the board of directors and shall preside at meetings, including meetings of the board of directors; shall appoint members of all committees, except as herein otherwise provided; shall chair the executive committee; shall have general superintendence and direction of all other officers and staff of the Corporation and shall see that their duties are properly performed; shall perform such other duties as the board of directors may direct.
- C. The President shall submit an annual report to the board of directors.
- D. The President shall be, ex-officio, a member of all committees with the exception of the nominating committee; shall have the general powers and duties of a chief executive officer of a corporation; shall have the power to sign contracts as authorized by the board; and shall perform such duties as properly required of her by the board of directors.
- E. The President shall make board appointments as necessary to conduct the business of NFRW.
- F. The President must reside in the metropolitan area of Washington, D.C., during her term of office.

Section 5. Duties of the NFRW Vice Presidents:

The vice presidents in their order shall perform the duties of the president in her absence or inability, and they shall perform such other duties as may be assigned to them by the NFRW President.

Section 6. Duties of the NFRW Recording Secretary:

- A. Record the minutes of all meetings of the NFRW Executive Committee and Board of Directors, except the Biennial Convention.
- B. Serve as chairman of the committee to approve the minutes of the Biennial Convention.
- C. Prepare a permanent record book of all NFRW meetings and Biennial Conventions to be located at the NFRW office.
- D. Perform such other duties as may be assigned by the NFRW President.

Section 7. Duties of the Treasurer:

- A. The Treasurer shall have custody of the corporate funds; shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the board of directors.
- B. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation pursu-

ant to any procedures that may be established by resolution of the board of directors, taking proper vouchers for such disbursements, and shall provide to the president and board of directors at its regular meetings and as required, an account of all her transactions as Treasurer and of the financial condition of the Corporation.

- C. The Treasurer at the end of her term shall hand over to a succeeding treasurer all books, papers and records of whatever kind in her possession belonging to the Corporation.
- D. Perform such other duties as may be assigned by the NFRW President.

#### Section 8. NFRW Officers' Records:

All officers and all committee chairmen and vice chairmen shall deliver all records, files, and properties of the NFRW to their respective successors within one month after retiring from office unless otherwise directed by the president or the executive committee.

## ARTICLE V

### NFRW BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

#### Section 1. NFRW Board of Directors:

- A. The voting body of the NFRW Board of Directors shall be the elected officers, the three members-at-large, the immediate past NFRW President, the president of each state federa-

tion including the District of Columbia and the territories, and the chairman of the standing committees or the vice chairman in the absence of the chairman.

- B. The non-voting members of the NFRW Board of Directors shall be the chairman and vice chairman of the special committees, all standing and special committee members, the chaplain, the historian, the parliamentarian and the sergeants-at-arms. The non-voting members shall have a voice.
- C. A president of a state federation may appoint a proxy to NFRW Board meetings. Such proxy shall be a member of the governing board of her state federation who is not a current voting member of the NFRW Board. Forms for proxies shall be provided by the NFRW. In the absence of a chairman of a standing committee, the vice chairman shall have the same privileges as the standing committee chairman at a NFRW board meeting.
- D. In a state where there is no state federation, the NFRW Regional Director may arrange a means for the local unfederated clubs to have representation with a voice but no vote at the NFRW Board meetings.

Section 2. Duties of the NFRW Board of Directors shall be to:

- A. Act as the governing body of the NFRW between Biennial Conventions.
- B. Elect by majority vote three members-at-large

to serve with a voice and vote on the NFRW Executive Committee for a term of two years to run concurrent with the terms of the elected officers.

- C. Consider for approval the program of action as presented by the NFRW President.
- D. Select the site for the NFRW Biennial Convention from recommendations presented by the NFRW Executive Committee.
- E. Approve the official program and order of business of all official meetings of the Biennial Convention.
- F. Approve all NFRW policies and procedures as recommended by the NFRW Executive Committee.
- G. Adopt the NFRW annual budget.
- H. Elect a nominating committee of seven members and two alternates from its own membership at the first NFRW Board meeting held in the calendar year in which the Biennial Convention is held.

Section 3. Meetings of the NFRW Board of Directors:

- A. At least one annual board meeting shall be held in the year in which there is an NFRW Biennial Convention.
- B. A board meeting shall be held within twenty-four hours preceding a NFRW Biennial Con-

vention.

- C. A Board meeting shall be held within twenty-four hours after the adjournment of a NFRW Biennial Convention.
- D. Special board meetings may be called by the NFRW President or shall be called at the written request of twelve voting members of the NFRW Board of Directors. At least seven days' notice shall be given for all special meetings.
- E. At least thirty days' notice shall be given to each member of the NFRW Board of Directors, except special or emergency meetings for which a seven-day notice shall be required.
- F. In the even-numbered years the board of directors shall meet in the spring and fall at a time and place designated by the NFRW Executive Committee. The fall meeting shall be the annual meeting of the NFRW.
- G. A vote may be conducted by mail, phone, fax or e-mail between meetings and ratified at the next meeting of the NFRW Board of Directors.

#### Section 4. Quorum:

Twenty voting members shall constitute a quorum for all meetings of the NFRW Board of Directors, provided two are elected officers.

#### Section 5. NFRW Executive Committee:

The NFRW Executive Committee shall consist of the elected officers, the three members-at-large and the immediate past NFRW President.

Section 6. Duties of the NFRW Executive Committee shall be to:

- A. Have jurisdiction over membership applications and removal and reinstatement to membership of state federations and local clubs in unfederated states.
- B. Set the date of all Biennial Conventions and recommend more than one site for the Biennial Conventions to the NFRW Board of Directors.
- C. Approve the NFRW President's recommendations of chairman and vice chairman of standing committees.
- D. Recommend NFRW policies and procedures to NFRW Board of Directors for approval.
- E. Recommend the NFRW annual budget to the NFRW Board of Directors and oversee the collection and disbursement of funds.
- F. Approve depository bank(s) which are members of the Federal Deposit Insurance Corporation or the Federation Savings and Loan Insurance Corporation.
- G. Provide an NFRW office, as well as an NFRW President's residence in the metropolitan area of Washington, D.C., unless she provides her own residence within this area.

- H. Remove for cause, at the sole discretion of the Executive Committee, from membership or from any NFRW office or position of any kind, by a two-thirds vote, any NFRW member, officer, or any member of the NFRW Board of Directors or any National appointee. Cause for such removal shall include, with limitation, the failure or refusal to support the policies and objectives of the NFRW, as stated in its bylaws, or any act or omission intended to cause or having the effect of causing damage to the NFRW or its reputation or financial stability. Without limiting the generality of the foregoing, the initiation of litigation or any other adversary proceeding against the NFRW or in which the NFRW 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 and other costs and expenses relating to any such litigation or proceeding if the NFRW shall substantially prevail therein.

Section 7. Meetings of the NFRW Executive Committee:

- A. Meetings of the NFRW Executive Committee shall be held immediately preceding and following the NFRW Board of Directors' meetings and at the conclusion of Biennial Conventions.
- B. Special meetings of the NFRW Executive Committee may be called by the NFRW President or upon written request of six members of the NFRW Executive Committee. At least

seven days' notice shall be required for all special meetings.

- C. A vote may be conducted between meetings by mail, phone, fax or e-mail and ratified at the next NFRW Executive Committee meeting.

#### Section 8. Quorum:

Six members shall constitute a quorum for all meetings of the NFRW Executive Committee.

## ARTICLE VI

### NFRW STANDING AND SPECIAL COMMITTEES

#### Section 1. NFRW Standing Committees:

- A. The NFRW Standing Committees shall be By-laws, Campaign, Fundraising, Legislation and Research, Membership, Program and Public Relations.
- B. The NFRW Standing Committees shall prepare programs of action in their respective fields for consideration by the NFRW President and NFRW Executive Committee for recommendation to the NFRW Board of Directors.
- C. The NFRW Standing Committee chairmen, or in their absence, the vice chairmen, shall have a voice and vote on the NFRW Board of Directors. The NFRW Standing Committee members shall have a voice, but no vote.

## Section 2. NFRW Special Committees:

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

# ARTICLE VII

## NOMINATIONS AND ELECTIONS

### Section 1. Nominations:

- A. A nominating committee of seven members and two alternates shall be elected by majority vote by the NFRW Board of Directors from its own membership. When there are more than three candidates for the alternate positions, the vote shall be by plurality. Nominees must be present to accept nominations to the nominating committee or must have given the NFRW President written consent to serve if elected. A Nominating Committee member shall not serve two (2) consecutive terms.
- B. The election of the nominating committee shall be conducted at the first meeting in the calendar year in which the Biennial Convention is held, provided there is at least a ninety-day period between the board meeting and the Biennial Convention. Nominating speeches, from the floor, of two minutes shall be allowed. Nominations of the members of the nominating committee shall be the first order

of business of the board of directors meeting, with the election of the nominating committee being held the next day. Nominees for the committee shall speak on their behalf for two minutes prior to the election of the committee. Not more than one member from a state may serve on the nominating committee. Members of the nominating committee shall elect a chairman and a secretary from their own number. An alternate member shall be called into service only upon the resignation or absence of a nominating committee member. The alternate member who received the higher number of votes cast shall be called into service first.

- C. Nominees to the NFRW elective offices submitted by the NFRW Nominating Committee shall be members in good standing of the NFRW and shall be in accord with the purposes, bylaws and policies of this corporation, and the Republican Party. Oral consent to serve if elected to the nominating committee chairman shall be followed by immediate written consent to the NFRW President.
- D. The nominating committee shall submit the name of one nominee for each NFRW office in a report which shall be sent out to all members of the NFRW Board of Directors and the local club presidents with the call to the NFRW Biennial Convention.
- E. Nominations for the elective offices may be made from the floor at the Biennial Convention following the report of the nominating committee. Such nominees shall be members

in good standing of the NFRW and shall be in accord with the purposes, bylaws and policies of this corporation, and the Republican Party. Candidates who wish to be nominated from the floor shall provide their written consent to serve if elected to the NFRW President prior to the opening of the Convention.

## Section 2. Election of Officers:

- A. Elections shall be by ballot and a majority of all votes cast shall constitute an election. When there is only one candidate for an office election may be by voice vote.
- B. The Credentials Chairman shall give to the Elections Chairman a list of the names and number of certified delegates entitled to vote not less than eight hours before the polls open. At intervals thereafter she shall notify the Elections Chairman of any changes in the number of voting delegates. She shall report to the Convention as requested.
- C. Polls shall be open and closed at hours determined by the NFRW Executive Committee.

## Section 3. Vacancies:

A vacancy in an elective office shall be filled by the NFRW Board of Directors at its next meeting following the vacancy. Notice of such vacancy will be given with the call for the meeting, or if the vacancy occurs after the call is issued, by letter, phone, fax or e-mail.

## ARTICLE VIII

### DUES AND SERVICE CHARGES

#### Section 1. Dues:

- A. Changes in the NFRW annual dues shall be by recommendation of the board of directors and majority vote of the delegates at a Biennial Convention.
- B. Current per capita dues shall be remitted to the NFRW office as received by each state federation or local club where there is no state federation.

#### Section 2. Service Charge:

- A. A local club shall pay the service charge as established by the NFRW Board of Directors to be in good standing.
- B. A local club removed from good standing for non-payment of the service charge may be reinstated upon payment of the service charge for the past year, provided dues and the service charge are paid for the current year.

#### Section 3. New Clubs:

Upon application to a state federation, the per capita dues and the service charge per local club shall be paid to the state federation and forwarded directly to the NFRW office. The service charge thereafter may be paid to the state federation or sent directly to

the NFRW office as provided in the state federation bylaws.

Section 4. Removal from Membership:

State federations or local clubs where there is no state federation which fail to pay per capita dues by December 31 of the current year may be removed from membership by a two-thirds vote of the NFRW Executive Committee.

Section 5. Fiscal Year:

- A. The fiscal year of the NFRW shall be from January 1 through December 31.
- B. The fiscal year of each state federation and local club shall be from January 1 through December 31.
- C. The fiscal year of College Clubs shall be from August 1 through July 31.

ARTICLE IX

CONVENTIONS

Section 1. Time and Location:

- A. A Biennial Convention shall be held in the fall of the odd-numbered years at a time determined by the NFRW Executive Committee and at a location selected by the NFRW Board of Directors.
- B. A call to the Biennial Convention shall be mailed to the NFRW Board of Directors and

to each local club president and postmarked at least sixty days prior to the date of the convention.

## Section 2. Eligibility:

- A. A state federation and a local club must be in good standing to be eligible for representation at a Biennial Convention. A state federation's delegate representation shall be based on the current dues received at the NFRW office postmarked no later than ninety days prior to the convention. A continuing local club shall have paid the previous year's dues and service charge and maintained its current dues and service charge to be eligible for representation.
- B. New clubs must be in good standing for at least six months prior to the convention to be eligible for representation.
- C. Delegates and alternates to the convention must be members in good standing of a local club affiliated with the state federation.

## Section 3. Representation:

- A. The voting body of the Biennial Convention shall be:
  - 1. one delegate from each club,
  - 2. five delegates-at-large from each state federation, and one additional delegate-at-large for each 500 members or major fraction thereof in the state federation based

on the payment to the NFRW of the current year's dues and postmarked ninety days prior to the convention,

3. presidents of state federations,
  4. national officers,
  5. chairmen of NFRW standing committees, or in the absence of a chairman, the vice chairman of the committee, and
  6. former NFRW presidents.
- B. A state federation and a local club are entitled to an alternate for each elected delegate. There shall be no alternates for the NFRW officers or state presidents.
- C. At least ninety days preceding the convention each state federation president shall certify to the NFRW President the names of the local clubs which are in good standing, the numbers of members in each local club, and the names, addresses (including zip codes, phone/fax numbers and e-mail addresses) of the local club presidents. Only those local clubs certified by the state federation president shall be eligible for representation at the convention.
- D. Delegates and alternates to the convention shall be selected in a manner determined by the state federation or local club. The local club president shall send the names, addresses, zip codes, phone/fax numbers and e-mail addresses of the delegates and alternates to the NFRW and state president on credential forms

provided by the NFRW. The credential forms must be postmarked to the NFRW and state federation president no later than thirty days prior to the convention. Emergency changes must be forwarded in writing to the NFRW President for her approval and must be postmarked no later than ten days prior to the convention.

- E. The names, addresses, zip codes, phone/fax numbers and e-mail addresses of the state delegates-at-large shall be postmarked to the NFRW President by the state president on credential forms provided by the NFRW no later than twenty days prior to the convention. Emergency changes must be forwarded in writing to the NFRW President for her approval and must be postmarked no later than ten days prior to the convention.

#### Section 4. Voting:

The Biennial Convention shall be open to all members of the NFRW and visitors, but only accredited delegates shall be entitled to a voice and a vote. Each delegate is entitled to one vote, and there shall be no proxy voting.

#### Section 5. Quorum:

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

## ARTICLE X

### PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the NFRW in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules the NFRW Board of Directors or Biennial Convention Delegates may adopt.

## ARTICLE XI

### AMENDMENTS

A. The NFRW Bylaws Committee shall present proposed amendment(s) to the NFRW Executive Committee for review and to the Board of Directors for approval prior to publication. Written notice of the proposed amendments shall be sent to the NFRW Board of Directors with the call to the meeting at which they are to be considered.

B. These bylaws may be amended at a Biennial Convention by a two-thirds vote, provided that written notice of the proposed amendment(s) shall have been sent to each member of the NFRW Board of Directors and to each local unit club president with the call to the convention.

C. In an emergency as determined by the NFRW Board of Directors, amendments may be accomplished by a two-thirds vote by mail, fax

or e-mail of the state federations after a vote of their board of directors or in a state convention.

## ARTICLE XII

### INDEMNIFICATION

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

## ARTICLE XIII

### DISSOLUTION

In the event of a dissolution of this organization by a

majority vote of the NFRW Board of Directors, all of its assets which remain after payment of all NFRW liabilities, costs and expenses of such dissolution shall be distributed as decided by a majority vote of the NFRW Board of Directors. None of the assets shall be distributed to any member or officer of the NFRW.

Revised September 2009

# NOTES

