

# WASHINGTON COUNTY REPUBLICAN WOMEN

## BYLAWS

Revised 1-7-2016

Revised 10-4-2018

### ARTICLE I NAME

The name of this organization shall be Washington County Republican Women (“WCRW”).

### ARTICLE II PURPOSE / OBJECTIVES

To promote an informed electorate through political education and to encourage active involvement in local, state and national issues. To increase the effectiveness of women in the cause of good government through education, active participation, and campaigning in support of women who aspire to political office and whose platform is in line with the Republican Party. To be an influential organization on a local, state, and national level by:

1. Facilitating cooperation among all Republican Women.
2. Fostering loyalty to the Republican Party and promoting its principles and candidates in all elections.
3. Working for the election of Republican Party nominees.

### ARTICLE III POLICIES

Members of the Executive Committee must abstain from endorsement of any individual in primary campaigns. Members other than the Executive Committee may work for the candidate of their choice as long as it is not done in the name of WCRW.

### ARTICLE IV MEMBERSHIP

**Section 1:** The WCRW Membership shall consist of Members in Good Standing, Associate Members, and Diamond, Gold and Silver Members.

- A. Members in Good Standing are members who are current in payment of their dues and who pledge to support Republican candidates and the Republican Party platform.
- B. Associate members:

1. Republican women who have primary membership in a federated local club are eligible for associate membership in other 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. When a woman joins more than one federated club, she must declare her primary club membership to the Treasurer and Membership Chair of each club she joins.
  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.
- C. Diamond, Gold or Silver Members: Members who have donated additional amounts with their membership dues, as specified by the Executive Committee, may be considered as either Diamond, Gold or Silver Members.

**Section 2:** The organization shall be a member of the Utah Federation of Republican Women and a member of the National Federation of Republican Women.

### **Section 3: Removal of Members**

Any and all members may be removed for cause from the membership of WCRW or from any position of any kind within the organization, at the sole discretion of the Executive Committee, by a two-thirds (2/3 majority) vote. Cause for such removal shall include, with limitation: Failure to qualify as a dues-paying member.

- A. Refusal to support the Republican Party ticket, advocating a split ticket, or supporting a candidate on an opposition ticket.
- B. The failure or refusal to support the policies and objectives of the WCRW, as stated in its Bylaws
- C. Or any act or omission intended to cause or having the effect of causing damage to WCRW or its reputation or financial stability.
- D. Without limiting the generality of the foregoing, the threat or initiation of litigation or any other adversary proceeding against WCRW or in which WCRW is a named defendant or respondent, as decided by the Executive Committee. WCRW shall be entitled to recover from such member, officer or appointee its attorney's fees and other costs and expenses relating to any such litigation, threat of litigation or proceeding if WCRW shall substantially prevail therein.

### **Section 4: Reinstatement of Members**

A member, removed for any cause, may be reinstated with a two-thirds (2/3) vote of the Executive Committee under the following conditions:

- A. Files a new application.

- B. Pays their annual dues.
- C. Renews their pledge to support the Republican Party ticket.
- D. Renews their pledge to support the policies and objectives of the WCRW, as stated in its Bylaws.

## **ARTICLE V MEMBERSHIP DUES**

Membership dues shall be determined by the Executive Committee. Dues shall include the cost of membership in the State and National Federation of Republican Women. Dues are payable when a member joins WCRW and all dues are renewable beginning September 1.

The fiscal year of the organization shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

## **ARTICLE VI EXECUTIVE COMMITTEE**

### **Section 1: Officers**

- A. The officers of the Executive Committee shall be: President, First Vice-President/Programs, Second Vice-President/Membership, Third Vice-President/Member Outreach, Secretary, Treasurer, and Member-at-Large. Each officer shall be a Member in Good Standing.
  - 1. A term of office shall be one (1) year.
  - 2. If a mid-term vacancy occurs in an elected office, it shall be filled by election at an Executive Committee meeting, except that a vacancy in the office of President shall be filled by the First Vice President, with an election to be held to fill the office of First Vice President. The notice of vacancy shall be delivered with the Official Call for the meeting.

### **Section 2: Duties**

- A. The President shall preside at all meetings and shall have general supervision of the work of the organization. She shall represent the organization at all times or designate someone as representative in her absence or inability to do so. She shall:
  - 1. Appoint the Chair of the Nominating Committee.
  - 2. Appoint the Parliamentarian, the Auditor, and Chairs of all committees with the approval of the Executive Committee.
  - 3. (May) appoint committees not otherwise provided for by the Bylaws.
  - 4. Be an ex-officio member of all committees, except the nominating committee.
  - 5. Assign duties to all officers as needed.

6. Assign allotted delegates to both the Utah Federation of Republican Women and National Federation of Republican Women Conventions.
  7. Co-sign checks with the Treasurer.
- B. The First Vice-President, in the absence of the President, shall perform the duties of the President. She shall also:
1. Serve as Program Chair
  2. Perform other duties as may be assigned to her by the President.
- C. The Second Vice-President, in the absence of the President, and First Vice-President, shall perform the duties of the President. She shall also:
1. Serve as the Membership and Retention Chair.
  2. Keep an accurate record of all members.
  3. Perform other duties as may be assigned to her by the President.
- D. The Third Vice-President, in the absence of the President, First Vice-President, and Second Vice-President, shall perform the duties of the President. She shall also:
1. Serve as the Membership Recruitment Chair.
  2. Work in cooperation with the Membership Chair.
  3. Perform other duties as may be assigned to her by the President.
- E. The Secretary shall:
1. Keep and read the minutes of all the meetings or make them available to the membership in written form.
  2. Be custodian of all records of WCRW.
  3. Issue notices and conduct the general correspondence of WCRW at the direction of the President
  4. Perform any other duties assigned by the President.
- F. The Treasurer shall:
1. Receive and be custodian of all funds of the organization.
  2. Disburse funds as directed by the Executive committee within the approved budget.

3. Co-sign checks with the president or another authorized Executive Committee member. Two signatures shall be required on all checks.
  4. Keep records of all monies received and disbursed by her and prepare a written financial report for each monthly meeting.
  5. Organize and serve as chair of the Budget Committee. The Budget Committee shall prepare a budget to be presented to the Executive Committee in the 1<sup>st</sup> quarter.
  6. Keep a record of attendance and compile statistics for the Board to assist in their preparation of an annual budget.
  7. Provide the auditor access to the books and all relevant documents to enable her to perform an annual audit.
- G. The Member-at-Large is elected by and represents the entire membership. She shall:
1. Serve as a liaison between the Membership and the Executive Committee.
  2. Be ready to fill any vacancy ~~temporary or permanent, which may occur~~ on the Executive Committee.
- H. The Executive Committee shall:
1. Have authority to transact any necessary business meetings.
  2. Make recommendations as to policies.
  3. Advise the President.
  4. Approve payments of invoices presented by the Treasurer.
  5. Present an annual budget and a financial report to the membership in the 1<sup>st</sup> quarter.

### **Section 3: Removal of Officers**

- A. An officer may be removed from office by two-thirds (2/3) vote of the Executive Committee for the following reasons:
  1. Failure to qualify as a dues-paying member.
  2. Refusal to support the Republican Party ticket, advocating a split ticket, or supporting a candidate on an opposition ticket.
- B. The officer in question shall not have a vote.
- C. In the event any elected or appointed officer or chair finds herself unable to continue to serve, she shall:
  1. Serve written notice to the President.
  2. Deliver all records, files, and properties of WCRW to the President or her designee.

## **ARTICLE VII BOARD OF DIRECTORS AND APPOINTEES**

### **Section 1:** The Board of Directors shall consist of the Executive Committee and Committee Chairs.

- A. Each Committee Chair shall be a Member in Good Standing.

- B. Unelected Committee Chairs shall serve on the Board of Directors in a non-voting capacity.

### **Section 2: Standing Committees**

- A. The WCRW Standing Committees shall be Bylaws, Legislation/Campaign, and Public Relations.
- B. The Standing Committees shall prepare programs of action in their respective fields for consideration by the WCRW President and Executive Committee for recommendation to the Board of Directors.

### **Section 3: Special Committees**

- A. Special Committees shall be appointed by the President as deemed necessary to accomplish the work of the WCRW.
- B. Special Committees may include, but are not limited to: Achievement Awards, Calling Committee, Caring for America, Community Outreach, Chaplin, Fundraising, Historian, Hospitality, Literacy/MELP, Newsletter and Volunteer Hours.

**Section 4: Appointees** shall be Parliamentarian, Nominating Committee Chair, and Auditor. They shall be members in good standing and appointed by the President with the approval of the Executive Committee.

- A. The Parliamentarian shall decide questions and procedures upon request, conduct all elections, and act as a member of the Bylaws Committee.
- B. Nominating Committee shall oversee nominations. No Nominating Committee member shall be eligible to serve for more than two (2) consecutive terms.
- C. The Auditor shall conduct a year-end audit and present it to the membership in the first quarter.

**Section 5: Officers Records:** All officers and committee Chairs shall be required to turn over to their successor officers and committee Chairs all records, files or documents pertinent to their organization responsibilities within two (2) weeks of the termination of their office, unless otherwise directed by the President or the Executive Committee.

## **ARTICLE VIII NOMINATIONS AND ELECTIONS**

**Section 1:** Election and installation of officers shall be held at the regular December membership meeting. Those elected and installed shall assume their duties at the close of the December membership meeting.

**Section 2:** Officers shall be elected in the following manner:

1. The Nominating Committee of five (5) members including not more than two members of the Executive Committee shall be elected by a majority vote of the general membership at the May meeting. There shall also be one alternate. Following the election of the five (5) member committee, the President shall appoint one member who shall serve as Chair.
  2. The Nominating Committee shall select one nominee for each elected office and present a proposed slate of officers for election at the regular November meeting of the membership.
  3. Additional nominations may be made from the floor at the regular November meeting of the membership. The candidate must give permission to do so before her name is placed in nomination.
- A. Member-at-Large shall be nominated from the floor by the general membership at the regular November meeting of the membership.
  - B. Where there is one candidate for office, election may be made by voice vote. If two or more people are running for an office the election shall be by secret ballot. Where secret ballots are required, the Parliamentarian will provide ballots and tally the results. A majority vote, of members present, shall prevail.
  - C. If a mid-term vacancy occurs in an elected office, it shall be filled by election at an Executive Committee meeting, except that a vacancy in the office of President shall be filled by the First Vice President, with an election to be held to fill the office of First Vice President.
  - D. ~~G~~: To be eligible to vote for officers, a member must be in good standing.
  - E. ~~D~~: No proxy voting shall be permitted.

**Section 3:** WCRW will select delegates to attend the UFRW Biennial Convention

- A. The number of delegates will be based on UFRW's bylaws.
- B. First preference will be given to UCRW Executive Committee Members with any remaining positions being filled by nomination from the floor at a regular meeting of the WCRW.

**ARTICLE IX MEETINGS**

**Section 1:** General member meetings shall be held monthly unless otherwise designated by the Executive Committee. There will be at least 10 general meetings per year.

A. A quorum for a meeting of the organization shall be ten (10) percent of the membership.

**Section 2:** Executive Committee or Board of Directors meetings shall be held at such time and place as may be designated by the President.

A. A quorum for a meeting of the Executive Committee or Board of Directors shall be a majority of the Executive Committee.

B. Special meetings may be called by a majority of members of the executive committee with 5 days' notice. Only business specified in the call of the meeting may be transacted. A quorum for a Special Executive Committee meeting shall be a majority of voting members.

C. Members of the Executive Committee and/or the Board of Directors are expected to attend those respective meetings as one of the responsibilities of their positions. In the event a member of the Executive Committee or Board of Directors is unable to attend a meeting in person, she may attend by teleconference upon prior notice to the President. A member attending by teleconference will be counted as present at the meeting, and will be included in the quorum count. If the telephone connection insufficient to conveniently transact the necessary business, i.e., poor connection, too much audio feedback, or excessive background noise, the President may decide to disconnect the teleconference.

**Section 3:** All binding business requires a quorum.

## **ARTICLE X PARLIAMENTARY AUTHORITY**

Rules contained in the current edition of Roberts Rules of Order, newly revised, shall govern all proceedings except where inconsistent with the provisions of Bylaws of this organization.

## **ARTICLE XI AMENDMENTS**

A. The WCRW Bylaws Committee shall present proposed amendment(s) to the WCRW Executive Committee for review.

B. These bylaws may be amended by two-thirds (2/3) vote of the WCRW members present at any properly noticed regular or special meeting, provided that a quorum is present and that notice of the proposed amendment has either:

1. Been sent to each member at least 30 days prior to the meeting.
2. Been submitted in writing at a previous regular meeting.



- 3. Contains ten words or less. Such motions may be made verbally without prior notification and may be voted on upon presentation.
- C. All WCRW members shall have access to a copy of these Bylaws.
- D. Bylaw amendments shall be submitted to the Utah Federation of Republican Women Bylaws Chair.

## **ARTICLE XII DISSOLUTION**

The WCRW may be dissolved by a two-thirds (2/3) majority vote at any meeting of the organization, provided that notice of the dissolution has been submitted in writing at the previous meeting and has been sent by mail to all members of WCRW. In the event of dissolution, the Executive Committee shall, after payment of all liabilities of WCRW, distribute any remaining assets to the State Federation. None of the assets shall be distributed to any member or officer of the WCRW.