

REPUBLICAN WOMEN OF PRESCOTT BYLAWS

Amended 3-8-22

Effective 3-8-22

ARTICLE I – NAME

Section 1

The name of this organization shall be the Republican Women of Prescott hereinafter referred to as RWOP.

Section 2

It shall be affiliated with the Arizona Federation of Republican Women (AzFRW) and the National Federation of Republican Women (NFRW) and shall not conflict with the provisions of the Bylaws of those organizations.

ARTICLE II – OBJECTIVES

Section 1

The objectives of RWOP shall be to:

- A. Promote an informed electorate through political education.
- B. Foster loyalty to the Republican Party and to promote its ideals.
- C. Increase the effectiveness of women in the cause of good government through political participation.
- D. Support the objectives and the policies of the County, State and National Republican organizations.
- E. Work for the election of Republican Party nominees.

Section 2

Individual Active or Associate members may support, as an individual, any Republican candidate of their choice.

Section 3

As an RWOP organization:

- A. The President or her designee in her official capacity shall not support any candidate in a primary election unless the candidate is uncontested.
- B. The Executive Committee members shall not wear or exhibit campaign material at the EC meetings, BOD meetings, official luncheons or RWOP events in a contested primary.

ARTICLE III – MEMBERSHIP

Section 1

- A. Active membership in RWOP shall be open to any woman who is currently registered as a Republican in the State of Arizona who upholds the objectives of RWOP and pays the required dues.
- B. Active membership shall not be held in more than one Federated club.
- C. Only Active members in good standing have voting rights. A member in good standing is defined as one who upholds the objectives of RWOP and pays the required dues.

Section 2

Associate membership in RWOP is open, upon payment of dues, to registered Republican women who hold an Active membership in another AzFRW/NFRW Federated club and uphold the objectives of RWOP. Associate women shall not have a vote, hold an office, or be counted for the purpose of determining the number of delegates to the state conventions.

Section 3

Republican men who uphold the objectives of RWOP are eligible for associate membership upon payment of the required dues. Associate men shall not have a vote, hold office or be counted for the purpose of determining the number of delegates to the state conventions.

Section 4

Student membership may be offered to eligible students under the age of 24 who have at least one Republican parent, guardian or are themselves a registered Republican and who uphold the objectives of RWOP. Students shall not have a vote, hold office or be counted for the purpose of determining the number of delegates to the state conventions.

Section 5

The Executive Committee (EC) at any regular meeting may confer honorary membership upon a Republican non-member of distinction. Honorary members shall not vote, hold office or be required to pay dues.

Section 6

Active or associate members shall not be admitted to or continue in membership who publicly advocate for a candidate other than a Republican, including non-partisan races.

ARTICLE IV – DUES AND FISCAL YEAR

Section 1

Annual dues shall be payable by January 1. The annual dues amount shall be as determined by the BOD.

Section 2

The fiscal year shall be from January 1 through December 31.

Section 3

New members who join RWOP during the next year's enrollment campaign (October-December) may attend meetings but shall not have a vote until January 1.

Section 4

AzFRW and NFRW dues and service fees shall be paid by RWOP to the AzFRW along with the submission of other required data by the specified Federation deadlines.

ARTICLE V – OFFICERS

Section 1

All elected and appointed officers shall be Active members in good standing as defined in Article III, Section 1. All elected officers shall have been members of RWOP for at least one (1) year, except the nominee for President shall have served as a member of RWOP for at least two (2) years and a member of the EC for at least one (1) year.

Section 2

Each elected office term is one (1) year from January 1 through December 31. Elected officers may serve up to two (2) consecutive terms in the same office. An exception to the

term limit would be the Treasurer and the Communications Vice President who would be eligible to serve four (4) one-year terms.

Section 3

The Executive Committee (EC) shall consist of the elected officers:

- A. President
- B. 1st Vice President--Programs
- C. 2nd Vice President--Ways & Means
- D. 3rd Vice President--Membership
- E. 4th Vice President--Communications
- F. 5th Vice President--Education
- G. Secretary
- H. Treasurer

Section 4

The President appoints these officers:

- A. Chaplain.
- B. Historian/Photographer.
- C. Parliamentarian.

ARTICLE VI – DUTIES OF OFFICERS

Section 1

The **PRESIDENT** shall:

- A. Be the official representative of RWOP and shall represent RWOP at all times or designate the 1st Vice President or other BOD member as her representative in her absence or inability to serve including all RWOP meetings, conventions of the AzFRW/NFRW as well as public meetings where RWOP is specifically represented.
- B. Preside at RWOP meetings/luncheons, the EC and the BOD meetings.
- C. Name the appointed Chairs of all Standing and Special Committees (excluding the Nominating Committee) and vacancies subject to the approval of the EC.
- D. Submit a written plan of action for her term to the BOD for approval at the first meeting of the calendar year. This plan shall become part of the records as recorded by the Secretary.
- E. Be an ex-officio member of all committees except the Nominating Committee and the annual financial view.

- F. Serve on the AzFRW Board of Directors.
- G. Fill the vacant delegate position(s) to any convention.
- H. Instruct each Chair to submit to her all material(s) pertaining to that chairmanship within two (2) weeks of the termination of the office.
- I. Be qualified to be insured by the RWOP Directors & Officer's liability insurance policies.
- J. Review, edit and approve the newsletter and/or any public statements prior to dissemination.
- K. Be the only person allowed to execute initial or supplementary contracts on behalf of RWOP subject to the approval by the EC.
- L. Be a signatory on all RWOP financial accounts.
- M. Serve on the Budget Committee.
- N. Schedule annual budget to be presented by the Treasurer at the January meeting and adopted by a majority vote of the Active membership.
- O. Attend and have a voice regarding the 'Big Event' committee meetings.
- P. Perform such duties of RWOP as necessary.

Section 2

VICE PRESIDENTS

A. **First Vice President** shall:

1. Assume the office of President in the event of a vacancy in that office.
2. Be Program Chair for each monthly membership business/lunch meeting.
3. In coordination with the incoming elected officers, submit written suggestions for a proposed programs budget to the Budget Committee by November 15.
4. Chair the 'Big Event' meetings, negotiate contracts, track budget expenses and assign responsibilities.
5. Perform such other duties as may be assigned by the President or EC.

B. **Second Vice President** shall:

1. Be Ways and Means Chair, primarily responsible for fundraising.
2. Manage fundraising functions or events as approved by the EC.
3. In coordination with the incoming elected officers, submit written suggestions for a proposed fundraising budget to the Budget Committee by November 15.
4. Chair the "Big Event" VIP Gala and coordinate the gala activities with the 'Big Event' Committee.
5. Perform such other duties as may be assigned by the President or EC.

C. Third Vice President shall:

1. Be Membership Chair.
2. In coordination with the incoming elected officers, submit written suggestions for a proposed membership budget to the Budget Committee by November 15.
3. Coordinate and lead an annual membership drive to start on October 1.
4. Create, print and distribute the annual RWOP Directory.
5. Perform such other duties as may be assigned by the President or EC.

D. Fourth Vice President shall:

1. Be Communications Chair.
2. Manage the website, Facebook, Constant Contact and other social media. Create the luncheon pre-meeting slides as well as assist with the President's and speaker's' slides.
3. In coordination with the incoming elected officers, submit written suggestions for a proposed communications budget to the Budget Committee by November 15.
4. Perform such other duties as may be assigned by the President or EC.

E. Fifth Vice President shall:

1. Be Education Chair.
2. Submit education information to the Communications Chair for the

- website, plan tours and provide classes.
3. In coordination with the incoming elected officers, submit written suggestions for a proposed education budget to the Budget Committee by November 15.
 4. Perform such other duties as may be assigned by the President or EC.

Section 3

SECRETARY shall:

- A. Keep accurate minutes for each monthly membership business/lunch, EC and BOD meetings of RWOP.
- B. Conduct a roll call of voting members to ascertain quorum when required.
- C. Perform correspondence duties as may be relevant.
- D. Be custodian of all materials pertaining to her office.
- E. Disseminate copies of minutes within 15 days of meetings.
- F. Assist the President with written suggestions for the administration section of the budget to the Budget Committee by November 15.
- G. Maintain a list of the honorary members.
- H. Perform such other duties as directed by the President or EC.

Section 4

TREASURER shall:

- A. Be custodian of all funds of RWOP.

- B. Be a signer on all RWOP financial accounts.
- C. Disburse funds as directed by the President and approved by the EC.
- D. Pay all budget-approved operating expenses as required.
- E. Collect all funds, prepare a receipt, and deposit funds in a timely manner in an institution approved by the EC.
- F. Submit RWOP's AzFRW and NFRW dues and service fees to the AzFRW along with the submission of other required data by the specified Federation deadlines.
- G. Submit the membership information (prepared by Membership Chair) to the AzFRW.
- H. Have records ready for annual financial overview per RWOP Financial Policies and Procedures.
- I. Serve as Chair of the Budget Committee.
- J. Provide a monthly Treasurer's report to the EC, BOD and membership.
- K. Analyze the type of insurance that is needed and present to the EC.
- L. Ensure that insurance for RWOP is paid and current.
- M. Act as agent of record for RWOP with Arizona statutory agencies as necessary.
- N. Perform such other duties as directed by the President or EC.

Section 5

CHAPLAIN shall:

- A. Be the spiritual leader for RWOP, EC and BOD.
- B. Lead all RWOP functions and meetings in prayer.
- C. Maintain the Cloudy Days mailings.
- D. Perform such other duties as directed by the President or EC.

Section 6

HISTORIAN/PHOTOGRAPHER shall:

- A. Keep records and photographs in a document reflecting the history and activities of RWOP.
- B. Be the official photographer or appoint a designee.
- C. Create a scrapbook of activities, people, and events for RWOP to submit for awards points at the AzFRW convention.
- D. Perform such other duties as directed by the President or EC.

Section 7

PARLIAMENTARIAN shall:

- A. Counsel the Presiding officer, EC and BOD in parliamentary procedure.
- B. Attend RWOP, EC and BOD meetings.
- C. Serve on the Bylaws Committee.
- D. Instruct and advise the Nominating Committee on procedures for officer nominees.

- E. Vote only when voting is by ballot.
- F. Not make a motion, debate or vote except by ballot but can give impartial advice when asked.
- G. Perform such other duties as directed by the President or EC.

ARTICLE VII -- EXECUTIVE COMMITTEE (EC)

Section 1

The voting members of the EC shall consist of the elected officers and Parliamentarian (if by ballot).

Section 2

EXECUTIVE COMMITTEE shall:

- A. Perform duties as directed by the BOD between meetings of that body.
- B. Direct the disbursement of funds.
- C. Approve the amount of the expenses of all Officers and Committee Chairs.
- D. Provide for an annual financial view.
- E. Have authority to declare the position of any Board member vacant if she fails to perform her duties; or if she fails to attend more than three (3) consecutive regularly scheduled meetings of the BOD during any calendar year without an acceptable excuse furnished in advance to one of the elected officers.
- F. If the office of President becomes vacant the First Vice President assumes the office of President.

- G. The Nominating Committee shall call for a meeting in the event there is a vacant officer position.
 - 1. An announcement of the vacancy and the means by which Active members per Article V, Section 1 may apply to fill that vacancy will be sent to Active members no later than ten days prior to the Nominating Committee meeting date.
 - 2. In the event no one applies or does not meet the qualification for the position, the Nominating Committee can accept applicants that are from Active members in good standing per Article III, Section 1(C).
 - 3. The Nominating Committee will interview applicants and notify the EC.
 - 4. The EC will vote on the approval of the Nominating Committee's selection.
 - 5. Active and associate members will be notified of the filled vacancy.
- H. Approve all Presidential appointed Chairs of Standing and Special Committees.
- I. If a member is in violation of the Bylaws, the President shall notify the member of the specific bylaw violation(s).
 - 1. The EC may investigate, accept a written response to the violation and make a decision to accept or deny membership. If the violation is confirmed and the member continues with the violation after they have been

- notified, the EC may vote at a regular or special meeting to expel that member for one (1) year beginning when the member is notified of the expulsion.
2. Upon conclusion of the investigation and vote by the EC, the BOD will be notified of the decision by the EC.
 3. The President shall send an email and a certified letter within three (3) days advising the member of the result of the vote.
 4. After one year if the violation is no longer a problem, the person may be reinstated by the President with approval by the EC.
- J. Perform such other duties as directed by the President or through discussion in the EC.

ARTICLE VIII – BOARD OF DIRECTORS (BOD)

Section 1

BOARD OF DIRECTORS members shall be according to the following:

- A. The eight (8) elected officers (voting members).
- B. The ten (10) Chairs of all Standing Committees (voting members).
- C. The three (3) appointed officers:
Parliamentarian (vote only when by ballot).

- Chaplain and Historian (non-voting members).
- D. The one (1) immediate past President (has a voice but is a non-voting member).
 - E. The Chairs of all Special Committees (have a voice but are non-voting members).

Section 2

BOARD OF DIRECTORS shall:

- A. Act as the governing body of RWOP.
- B. Approve and support the plan of action as submitted by the President.
- C. Approve the annual budget, which shall then be referred to the Active membership for adoption.
- D. Approve Standing Rules or other Policies and Procedures.
- E. Approve and/or amend the Bylaws recommended by the Bylaws Committee that shall then be referred to the Active members for adoption.
- F. Any revised bylaws shall be sent to the AzFRW President for approval after adoption by the Active members.

ARTICLE IX -- COMMITTEES

Section 1

The **Standing Committees** of RWOP shall have only one vote per committee and be:

Americanism	Legislation
Bylaws	School Volunteer
Program	
Campaigns	Merchandise
Caring for America	Scholarships
Hospitality/Reservations	Veterans

Section 2

Special Committees may be appointed as deemed necessary by the President and approved by the EC.

Section 3

All Committee Chairs shall be Active RWOP members in good standing. Volunteers on Standing and Special Committees may be associate members.

Section 4

The BOD can rename standing committees. A bylaw amendment is required if the number of standing committees increases/decreases due to quorum changes for meetings.

Section 5

All Officers and Committee Chairs shall deliver to their successor a report and all material pertaining

to that office, within two (2) weeks of the expiration of their term.

Section 6

The **Budget Committee** shall:

- A. Consist of the current Treasurer (who shall serve as Chair), the Treasurer-elect, the current President and the President-elect. If an Officer continues in her current position, the next Vice President in line will also serve on the Budget Committee in order to have at least three (3) Officers on the committee.
- B. Receive written budget input from current Vice Presidents no later than November 15.
- C. Present a proposed annual budget to the BOD no later than December 15.
- D. Present BOD approved budget to the Active members at the January meeting, at which time the Active members shall vote on its adoption.

ARTICLE X -- MEETINGS

Section 1

There shall be no fewer than six (6) RWOP business/luncheon meetings during the year unless an emergency situation prohibits the ability to meet.

Section 2

There shall be no fewer than six (6) BOD meetings during the year unless an emergency situation prohibits the ability to meet.

Section 3

The RWOP October meeting shall serve as the Annual Meeting for electing officers.

Section 4

The President may call special meetings as she deems necessary. A meeting may be called upon written request of no less than a quorum of the BOD.

ARTICLE XI -- QUORUM AND VOTING REQUIREMENTS

Section 1

A quorum of the EC shall consist of a majority of the committee members (5).

Section 2

A quorum of the BOD shall consist of ten (10) members, five (5) of whom shall be elected officers.

Section 3

A quorum of RWOP for any business/luncheon meeting shall consist of a majority of the Active members present.

Section 4

A majority is fifty percent (50%) plus one (1) vote of the required quorum. Majority vote shall rule in all cases except in proposed Bylaws amendments per Article XVI, Section 1.

ARTICLE XII – CONVENTION DELEGATES

Section 1

Each delegate or alternate shall be an Active RWOP member in good standing.

Section 2

RWOP delegates to the AzFRW Biennial Convention shall be:

- A. RWOP President or her duly authorized proxy carried by an Active member in good standing.
- B. Delegates and alternates as per the numbers and qualifications set by AzFRW Bylaws: A maximum of 10% of the official number of all Active members.

Section 3

Qualifications to the NFRW Convention shall be as prescribed by the NFRW.

Section 4

All delegates and alternates must be certified by the President and submitted to AzFRW by the required dates. The President and BOD during the budget committee process shall determine the budget needed to support the attendance of delegates to the convention.

Section 5

Election of RWOP delegates and alternates shall be held at a regular meeting not less than six (6) weeks prior to the AzFRW State Convention that is held every other year, or as required to comply with AzFRW credentials deadlines.

Section 6

If the alternate list is exhausted for the AzFRW State Convention, then the President shall appoint another qualified alternate to fill a delegate vacancy.

ARTICLE XIII – NOMINATIONS, ELECTIONS, VACANCIES

Section 1

The President appoints the Nominating Committee with the approval of the EC no later than June each year consisting of seven (7) Active RWOP members. A member of the Nominating Committee shall not serve two (2) consecutive terms. No more than two (2) EC members not running for office are eligible to serve on this Committee.

- A. When an Active member nominates another Active member from the floor she must obtain the nominee's consent ahead of time and submit a notice to the Nominating Committee Chair and the Parliamentarian no later than 21 days prior to the October meeting. The nominee shall meet the qualifications in Article V, Section 1.
- B. Both the nominator and the nominee must sign the notice for the nominee to run from the floor.

Section 2

At the September meeting, the Nominating Committee shall report to the membership one candidate for each office whose consent to run must have been secured.

Section 3

At the October meeting, an election shall be held and those elected shall be installed at the December meeting.

- A. If there are qualified floor nomination(s) who sent their intentions to the Nominating Committee Chair and the Parliamentarian twenty-one (21) days in advance of the election, both the candidate from the floor and the Nominating Committee's candidate will get two minutes each to speak.
- B. First there will be a voice vote. If the Chair is uncertain, then a vote by hand count. Third, if the hand vote is not conclusive, then a written ballot shall be used.

Section 4

The Nominating Committee shall call a special meeting to fill vacancies in an elected office according to Article VII, Section 2(G).

ARTICLE XIV – PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order shall govern the proceedings of RWOP in instances in which those Rules are applicable and when they are

not inconsistent with these bylaws or any special rules of order RWOP may adopt.

ARTICLE XV – VOTE

In an emergency, the President shall be authorized to meet, take a vote by mail, telephone, fax, email, or other electronic means of the members, the EC or the BOD. Each member of the voting body shall be contacted and a majority vote shall be required to decide the question. The action shall be announced at, and included in the minutes of the next meeting.

ARTICLE XVI – AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the Active members present at any regular or special meeting. The adoption of the proposed amendments(s) shall have been approved by the BOD and have been distributed to each Active member ten (10) days prior to the date of the meeting.

ARTICLE XVII – INDEMNIFICATION

RWOP shall indemnify every RWOP director or officer, or former RWOP 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 RWOP officer

or director, except in relation to matters as to which she shall be finally adjudicated in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

In the event of a settlement, indemnification shall be provided in connection with such matters covered by the settlements to which the RWOP 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 RWOP BOD or otherwise.

ARTICLE XVIII – CONFIDENTIALITY

- A. All RWOP information, defined as but not limited to, reports, minutes, budgets, data, membership roster, and business plans are considered confidential and proprietary. As such, they shall not be shared, copied, distributed or discussed either verbally or in written form with any nonmember or nonmember organization, without the expressed written approval by the EC.
- B. A breach of this confidentiality will result in loss of RWOP membership and legal action, at the discretion of the BOD as recommended by the EC.
- C. The RWOP Directory remains the property of RWOP and is intended for the private use of our members only. All

information contained herein is deemed confidential and shall not be given out or used for any other purpose

ARTICLE XIX – DISSOLUTION

- A. RWOP may be dissolved by a two-thirds (2/3) vote at any regular or special meeting of RWOP, if notice of the dissolution has been submitted at least thirty (30) days prior to all members of RWOP. In the event of dissolution of the Republican Women of Prescott organization, all its remaining assets, after payment of all costs and expenses of RWOP shall be distributed to the AzFRW. None of the assets shall be distributed to any member or officer of RWOP. Upon dissolution, the RWOP charter shall be returned to the AzFRW and the right to use the name of the dissolved club shall revert to the AzFRW.
- B. AzFRW reserves the right to vote for dissolution of RWOP if the RWOP organization is in non-compliance with the Article III, Section 4 of the AzFRW Bylaws.

Adopted March 8th, 2022
Sherrie Hanna, President, Republican Women of Prescott