



**BYLAWS  
PARADISE REPUBLICAN WOMEN'S CLUB**

**ARTICLE I – NAME**

**SECTION 1**

The name of this organization shall be PARADISE REPUBLICAN WOMEN'S CLUB. The Club is a member of the Arizona Federation of Republican Women and the National Federation of Republican Women.

**ARTICLE II – OBJECTIVES**

**SECTION 1**

The objectives of the Club shall be:

- a) Promote an informed electorate through political education.
- b) Foster Republican Party loyalty and to promote its ideals.
- c) Increase women's effectiveness in good government through active political participation.
- d) Support the objectives and policies of the Republican National Committee and work to elect Republican Party nominees.
- e) Promote programs supporting community and civic activities.

**ARTICLE III – MEMBERSHIP**

**SECTION 1**

**Active membership in the AzFRW shall be through affiliated local clubs and shall be open to any woman who is currently registered as a Republican, in the State of Arizona, who upholds the object of the AzFRW, and pays the required dues. Active membership shall not be held in more than one club.**

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**SECTION 2**

Associate Membership in the Club is open to registered Republican women who hold active membership in another club in Arizona or who are registered Republicans in another state. Associate members cannot vote or hold office.

Men are eligible to become Men's Auxiliary Members. Men's Auxiliary Members cannot vote or hold office.

**SECTION 3**

Honorary Membership may be conferred upon a non-member of distinction **who is a registered Republican** by the Executive Committee at any regular meeting. Honorary Members shall not vote or hold office.

**ARTICLE IV – DUES AND FISCAL YEAR**

**SECTION 1**

Annual dues for Active Members and Associate Members shall be determined by the membership on recommendation of the Executive Board. Active Members may vote thirty (30) days after payment of dues.

**SECTION 2**

Dues shall be payable January 1 and delinquent March 1.

**SECTION 3**

The fiscal year shall be January 1 through December 31.

**ARTICLE V – MEETINGS**

**SECTION 1**

Regular meetings shall be held monthly with the exception of July and August.

**SECTION 2**

Special meetings of the Club may be called by the President and shall be called at the written request of two-thirds (2/3) of the membership. The President may call a special meeting of the Executive Committee. The **Board of Directors** shall call a special meeting of **the Board of Directors** at the written or verbal request of at least three (3) members of the Board.

**SECTION 3**

A regular Executive Committee and **Board of Directors** meeting shall be held prior to each regular Club meeting.

**SECTION 4**

The November meeting of the club shall be the annual meeting.

**SECTION 5**

Notice of Club meetings shall be given to each member in the President's newsletter, or by phone, fax, or e-mail not later than five (5) days prior to the meeting. The Executive Committee and the **Board of Directors** members shall be notified by the President by phone, fax or e-mail not later than five (5) days prior to the committee and board meeting.

**SECTION 6**

Proxy votes may be solicited when major changes in Club operation are presented.

**ARTICLE VI – OFFICERS, TERMS AND DUTIES**

**SECTION 1 – OFFICERS**

- a) The **ELECTED OFFICERS** of the Club shall be the President, three (3) Vice Presidents, Corresponding Secretary, Recording Secretary and Treasurer. The elected officers shall constitute the **EXECUTIVE COMMITTEE**.
- b) The **APPOINTED OFFICERS** of the Club shall be the Chaplain, Historian and Parliamentarian and are appointed with the approval of the **EXECUTIVE COMMITTEE**.
- c) All officers shall be Active Members in good standing. The Nominee for Club President shall have served on the Executive Committee and /or the Board of Directors for at least one (1) year effective 2012.
- d) Chairmen of Standing Committees, Special Committees and Appointed Officers shall constitute the **Board of Directors**.

- e) Vacancies in an appointed office or chairmanship of Standing or Special Committee (except Nominating Committee) shall be filled by the President with the approval of the Executive Committee (elected officers).
- f) Each officer (except Treasurer) and the chairperson of the committees shall turn over to her successor all records pertaining to the respective office after the annual meeting.

## **SECTION 2 – TERMS**

- 1. Each elected officer shall assume office at the close of the December meeting and shall serve for a term of one (1) year or until her successor is elected and assumes office.
- 2. No elected officer shall serve more than two (2) consecutive terms. Effective Dec. 2008.

## **SECTION 3 – DUTIES**

### **A. PRESIDENT**

- 1. Preside at all meetings of the Club, the Executive Committee and Board of Directors.
- 2. Be the official representative of the Club ***and attend or provide a written proxy or appointed alternate for all AzFRW Board Meetings and Biennial Conventions.***
- 3. Name the appointed officers, all Standing and Special Committee chairpersons (except Nominating Committee) subject to the approval of the Executive Committee.
- 4. Be a co-signatory on the Club’s bank account.
- 5. Submits an annual plan of action to the Executive Committee and the Board of Directors.
- 6. Be responsible for notification of all meetings.
- 7. Have the right to call special Club meetings.
- 8. Have the right to call special Executive Committee and Board of Director meetings.

### **B. 1ST VICE PRESIDENT**

- 1. Shall be the Program chairperson.
- 2. Perform other duties assigned by the President and Board of Directors.

### **C. 2ND VICE PRESIDENT**

- 1. Shall be the Membership chairperson.
- 2. Perform other duties assigned by the Board of Directors>
- 3. Keep an accurate list of Club members including address, zip code, telephone number, and e-mail address.

### **D. 3RD VICE PRESIDENT**

- 1. Shall be the Ways and Means chairperson. Create plans to meet goals established by the budget committee.
- 2. Serve on the Budget Committee to help prepare the annual budget.
- 3. Present ideas to raise additional money in excess of dues to fund the Club’s activities to the board for approval.
- 4. Organize committees to assist in fundraising programs.
- 5. Determine the charge to attend events based on cost and finance objectives.
- 6. Keep accurate records of all event negotiations.
- 7. Coordinate with the newsletter editor for appropriate flyers or announcements.

### **E. CORRESPONDING SECRETARY**

- 1. Conduct such correspondence and send notices as directed by the President and the Board of Directors

2. Perform other duties assigned by the Board of Directors.

**F. RECORDING SECRETARY**

1. Keep accurate minutes of all meetings of the Club, the Executive Committee and the Board of Directors. A copy of these minutes shall be sent to the President not later than fifteen (15) days after each meeting.
2. Custodian of all records and other material pertaining to the office.
3. Perform other duties assigned by the Executive Board.

**G. TREASURER**

1. Custodian of all funds of the Club.
2. Make collections, issue receipts and deposit all funds in a financial institution(s) approved by the Board of Directors.
3. Disburses funds only at the direction of the Executive Committee.
4. Keep an accurate and up-to-date account of all financial transactions and submit a financial report at all Board Meetings and General Meetings.
5. Sign all checks to pay the Club's bills. Checks exceeding \$500.00 will require the co-signature of the Club President.
6. Chair the Budget Committee and prepare the annual budget.
7. The Treasurer shall present her records after the annual meeting to the Finance Examining Committee.
8. Perform other duties assigned by the Board of Directors.

**H. CHAPLAIN**

1. Perform the duties of the office as requested by the President.

**I. PARLIAMENTARIAN**

1. Perform the duties of the office as requested by the President.
2. Serve as Chair of the Bylaws Committee.

**J. FINANCIAL EXAMING COMMITTEE**

1. Three (3) active members selected by the Board of Directors at the December board meeting shall conduct a financial review and present a report to the Club for approval by the membership at the January regular meeting.
2. After the adoption of the audited report by the membership, all records pertaining to the office of the Treasurer shall be turned over to the newly elected Treasurer.

**Article VII – NOMINATIONS, ELECTIONS, VACANCIES, AND REMOVALS**

**SECTION 1**

The Nominating Committee shall consist of five (5) Active Members in good standing. Two (2) of its members shall be elected from the Executive Board. Three (3) of its members shall be elected by the majority vote from the membership (except board members) at the regular June meeting of the Club.

**SECTION 2**

Duties of the NOMINATING COMMITTEE shall be:

1. Meet immediately following the June meeting to select a chairperson and to schedule subsequent meetings.
2. Secure the consent of the nominee to serve if elected.
3. Submit the names of at least one eligible candidate for each elective office. The candidate for the office of President shall have been a member of the Executive Committee and /or the Board of Directors for at least one (1) year.

4. Arrive at the choice of the committee by majority vote. All committee members who concur shall sign the report.
5. The Nominating Committee report shall be sent to all members in the President's newsletter seven ((7) days prior to the September regular meeting of the Club.
6. Present its report at the regular Club meeting in September.
7. Nominations to be added to the slate may be made at the regular Club Meeting in October.
8. Members shall not serve on the Nominating Committee in consecutive years.

### SECTION 3

#### Elections

1. Officers shall be elected at the November meeting for a term of one (1) year. A majority vote cast for eligible candidates shall constitute an election.
2. Election shall be held by ballot unless there is only one candidate per office.
3. Officers shall be installed at the December meeting and take office upon installation.
4. The incoming President shall choose the installing officer.

### SECTION 4

#### Vacancies

1. Vacancies on the Nominating Committee shall be filled by the Executive Committee.
2. The Vice-Presidents shall in order of their rank, assume the duties of the Club President in her absence or inability to serve for the remainder of her term.
3. Vacancies in the other elective offices shall be filled by majority vote of the Board of Directors as its next meeting following the vacancy or at a special meeting of the Executive Committee called for that purpose.
4. Vacancies in a chairmanship of Standing or Special Committee (except Nominating Committee) shall be filled by the President with the approval of the Executive Committee (elected officers).
5. Removal. Any officer may be removed at any time by 2/3 vote of the Board of Directors at any regular or special meeting called for such purpose **as per Roberts Rules of Order**.

## ARTICLE VIII – EXECUTIVE COMMITTEE

### SECTION 1

The Executive Committee shall consist of the elected officers: President, 1st Vice President, 2nd Vice President, 3rd Vice President, Corresponding Secretary, Recording Secretary and Treasurer. The immediate past President may be an ex-officio member.

### SECTION 2

#### Duties

1. Conduct the business of the Club between regular board meetings.
2. Approve all appointments of the President appointed officers, chairpersons of Standing and Special Committee and Honorary Membership of the Club (except Nominating Committee).
3. Approve vacancies of Standing and Special Committee chairperson (except Nominating Committee).

## ARTICLE IX – **BOARD OF DIRECTORS**

### SECTION 1

The voting members of the **Board of Directors** shall consist of the elected officers, the appointed officers and the chairperson of each Standing Committee.

## SECTION 2

### Duties of the *Board of Directors*:

1. Conduct the business of the Club between meetings of the Club.
2. Direct the disbursements of funds and approve the financial institution where these funds are to be deposited.
3. Assign duties to the officers.
4. Fill vacancies.
5. Provide for an audit.

## ARTICLE X – COMMITTEES

### SECTION 1

All chairpersons and members of Standing and Special Committee shall be Active Members in good standing.

### SECTION 2

The Standing Committee(s) may be:

1. Americanism
2. Audit
3. Achievement Awards (Club Achievement & MELP)
4. Budget
5. Bylaws
6. Campaign
7. Caring For America
8. Education
9. Hospitality
10. Legislative
11. Outreach
12. Publicity/Public Relations
13. Scholarship
14. Telephone/Fax/E-mail Communications

### SECTION 3

1. The President shall appoint the chairperson to the Standing and Special Committee (except the Nominating Committees) with the approval of the Executive Committee (elected officers).
2. The Bylaws Committee shall consist of the Parliamentarian, one *Board of Director* member, two Active Members and the President.

### SECTION 4

The President shall be an ex-officio member of all committees (except Nominating Committee) and shall be notified of each meeting.

## Article XI - AzFRW Biennial Convention Delegates

The following Club members are entitled to be delegates to the AzFRW Convention provided that they are active members in good standing:

- A. The President of the Club or her approved alternate
- B. One (1) qualified delegate for each ten (10) active members or major fraction thereof of the club.

- C. One (1) qualified alternate for each ten (10) active members or major fraction thereof of the club.
- D. Other members of the club who are automatic delegates to the AzFRW Convention are:
  - a. Elected officers of AzFRW
  - b. Appointed officers of AzFRW
  - c. Chairman of AzFRW Standing Committees or the Vice-Chairman if credentialed as an alternate
  - d. Past Presidents of the AzFRW
  - e. The Arizona National Committeewoman
  - f. Club members who serve on the National Federation of Republican Women Board of Directors
- E. There shall be no proxy voting at the Convention.
- F. If needed, an alternate, who is replacing a delegate shall be verified by the Club's President. Only a prepaid alternate is eligible to be elevated from alternate to delegate status.

**ARTICLE XII - QUORUM  
SECTION 1**

Six (6) members shall constitute a quorum for meetings of the *Board of Directors*.

**SECTION 2**

Twenty (20) members present at a regular or special meeting of the Club shall constitute a quorum.

**ARTICLE XIII - EMERGENCY VOTE**

In an emergency, the President shall be authorized to take a vote by mail, telephone, FAX or e-mail of the members of the Executive Committee. Each member of the Executive Committee shall be contacted and a majority vote shall be required to decide the question. The action shall be ratified at the next meeting of the Executive Committee and entered into the minutes of the meeting.

**ARTICLE XIV – AMENDMENTS**

A. The bylaws may be amended at any regular meeting of the Club by a two-thirds (2/3) vote provided that the proposed amendment(s) has been recommended by the Bylaws Committee, presented to the *Board of Directors* and submitted in writing to each member at least ten (10) days prior to the meeting.

B. Members may submit bylaw changes at a meeting, but a vote on the change can not been made until the next meeting and the proposed change is submitted to the Board of Directors and each Club member.

**Article XV-Dissolution**

Section 1

Dissolution of the Club may be made by a 2/3 vote of members presents and voting. In the event of dissolution of this club, all of the assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to the Arizona Federation of Republican Women. The club charter shall be returned to the National Federation of Republican Women.

Section 2

In the event of dissolution of this club and it elects to merge with another federated club, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the club that it is merging with. The club charter shall be returned to the National Federation of Republican Women.

**ROBERT'S RULES OF ORDER REVISED** shall govern the Club in all matters of procedure not covered by these bylaws.

### **Standing Rules**

1. All Board of Director members are expected to attend Board of Director Meetings
2. Any Board of Director member who misses more than three (3) Board meetings during the year may be removed from the Board.
3. Liability Insurance for the Club shall be purchased yearly from the Arizona Republican Party.
4. The Club will purchase yearly insurance to bond the Treasurer.
5. All Elected Officers and Executive Board Members are required to attend one (1) AzFRW Board of Directors Meeting per calendar year. (Effective 2012)
6. Annual Dues for Active Members is \$30.00
7. Dues for Active Members joining the club in September, October, and November will be \$35.00 and will cover the next calendar year's Dues.
8. Annual Dues for Associate Members is \$15.00.
9. Annual Dues for Men's Auxiliary Members is \$15.00.
10. Annual Dues are payable by January 1<sup>st</sup> of current membership year and delinquent March 1<sup>st</sup>.

***ADOPTED November 10, 2018***