

# **BYLAWS OF THE SAN DIEGO COUNTY FEDERATION OF REPUBLICAN WOMEN**

## **ARTICLE I**

### **Name**

The name of this organization shall be the San Diego County Federation of Republican Women, hereinafter referred to as SDCFRW.

## **ARTICLE II**

### **Objective**

The objectives of this organization in affiliation with the California Federation of Republican Women, Southern Division, California Federation of Republican Women (CFRW) and the National Federation of Republican Women (NFRW) shall be to: enlarge the Federation by organizing Republican women in San Diego County and coordinating their activities in the County; promote an informed public through political education and activity; foster loyalty to the Republican Party, promote its principles and policies, and encourage active citizenship; and cooperate with the Republican State and County Central Committees in the promotion of Republican candidates in all elections including non-partisan elections.

## **ARTICLE III**

### **Membership**

**Section 1.** A club whose title shall include the word “Republican” and end with the word “Federated,” whose objectives are in agreement with those of SDCFRW, whose membership is ten (10) or more, who holds a minimum of five (5) regular meetings per year, who elects officers, and who adopt bylaws providing for annual dues and NFRW service charge, shall be eligible to apply for membership.

**Section 2.** Club applications for membership, accompanied by per capita dues and bylaws, shall be submitted to the New Club Development Chairman of SDCFRW for presentation to the New Club Development Chairmen of CFRW, Southern Division. A list of all voting members and duly elected officers, with their addresses, must be submitted.

**Section 3.** Any person believing in the principles of the Republican Party and pledging to support its candidates and policies is eligible to become a REGULAR or ASSOCIATE member of a unit club.

**A.** REGULAR membership shall be accorded any registered Republican woman whose dues are paid.

She shall have the power in her unit club to vote, hold office, and make motions and nominations after being a REGULAR member in the club for sixty days.

**B.** A club may grant ASSOCIATE membership only to women who are REGULAR members of other Federated clubs or who are non-citizens. Such membership shall not grant the privilege of making motions, nominations, voting, or holding office. ASSOCIATE members shall not be eligible

to serve as a convention delegate or be counted in establishing a quorum.

**C.** Republican men may be eligible for ASSOCIATE membership in a club upon payment of the required annual dues for ASSOCIATE members. Such members may attend meetings but shall not make motions, have voice or vote, be on a committee, hold office or be counted for the purpose of determining the number of delegates to National, State, Division or County conventions, nor be used in establishing a quorum. They shall be entitled to membership in unit clubs only and they do not become members of the State or National Federations.

**D.** All other categories shall be voting members and must be included in per capita reports.

**Section 4.** Its President or her authorized appointee shall represent a unit club on the County Board of Directors.

**Section 5.** A unit club may be removed from membership at any time upon evidence of failure to pay dues, failure to support the Party ticket, supporting an opposition candidate, or working against the objectives of the Federation on any level. The Executive Committee of the CFRW may take such action after a hearing to which both sides shall have been invited. (See CFRW Standing Rules of Procedure.)

**Section 6.** A member shall maintain voting membership in no more than one (1) unit club of the Federation in any one year.

**Section 7.** A member may be permitted to transfer her membership from one unit club to another, within the State, by notifying the Treasurer of SDCFRW in writing. A member making such a transfer shall be governed by the Bylaws of her new club regarding her privileges of membership.

**Section 8.** The County organization shall be comprised of the unit clubs in the County. The County work shall be under the supervision of the Board of Directors of SDCFRW.

**Section 9.** A unit club wishing to deactivate or dissolve its club shall inform SDCFRW in writing, stating its reasons for failing to function. It then becomes the responsibility of SDCFRW to assist in every possible way. The decision to deactivate or dissolve shall be reached by taking the following steps:

**A.** Due notice of the proposed deactivation or dissolution shall be given at a regular meeting of the club.

**B.** A written notice stating the reasons for the proposal shall then be mailed to each member at least two (2) weeks prior to the meeting at which a vote is taken.

**C.** Thence, at a regular (or special) meeting of the club, the club may be deactivated or dissolved by resolution or motion, provided said action is passed by a two-thirds (2/3) vote of the members present.

**D.** At this meeting a motion shall be made to send all monies left in the Treasury to the Southern Division President and the Charter to the State Registry Chairman.

## **ARTICLE IV**

### **Ethics**

**Section 1.** A unit club's President or Vice President shall not simultaneously hold an elected office in any other Republican volunteer organization. This shall not be construed to preclude membership on either the State Central Committee or the County Central Committee.

**Section 2.** No unit club shall invite or permit any person registered in any party other than the Republican Party to speak at any meetings of its membership.

**Section 3.** When there are two (2) or more Republican candidates for the same office, no endorsement by SDCFRW or a unit club shall be made prior to the primary or special election.

**Section 4.** It shall be considered a breach of ethics for a member to speak disparagingly, in public, of a Republican candidate. Provided a Republican is running it shall also be a breach of ethics to promote a candidate of another party in public or print in a partisan or non-partisan election.

**Section 5.** The President of SDCFRW or a unit club President shall not endorse a candidate prior to a primary or special election when there is more than one Republican candidate for the same office. If any of the aforementioned desire to do so, she must resign her position.

## **ARTICLE V**

### **Dues**

**Section 1.** Dues shall be payable January 1 of each year, or upon making application for membership in SDCFRW. Individual member dues, as a basis for convention representation, shall be considered delinquent unless paid on or before the October per capita report of the same year.

**Section 2.** The fiscal year shall be the calendar year.

**Section 3.** The dues for a new member or club accepted into membership after October 31 shall be credited to the following year, and per capita dues for such member shall not be sent to the Southern Division Membership Secretary until January of the following year.

## **ARTICLE VI**

### **Officers**

**Section 1.** The elected officers of SDCFRW shall be a President, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Corresponding Secretary, Membership Secretary, and Treasurer. These officers and the Parliamentarian shall comprise the Executive Committee. Elected officers shall be installed at convention and shall assume the duties of their office January 1 after the convention.

**Section 2.** All officers shall be elected for a term of 2 (two) calendar years, or until their successors are elected, and shall perform the usual duties of their office. The term of the Treasurer and the Membership Secretary shall be determined by the Executive Committee. No other Officer shall be eligible to serve more than two consecutive terms in the same office.

**Section 3.** The President of SDCFRW may not serve at the same time as President of a unit club. If a unit club President is serving as a County Officer, she shall be entitled to one vote. She shall have a Vice President represent her unit club at all County meetings. At no time can she represent both or go from one to another.

**Section 4.** The President shall preside at all meetings of the Board of Directors and the Executive Committee and be a member of the Board of Directors of CFRW, Southern Division. She shall appoint an Auditor and Parliamentarian, with the consent of the Executive Committee. She shall appoint all committee chairmen (except the Nominating Committee) subject to the approval of the Executive Committee.

**Section 5.** The Vice Presidents in their order shall perform the duties of the President in her absence. The First Vice President shall serve as Program Chairman, the Second Vice President shall serve as Membership Promotion Chairman, and the Third Vice President shall serves as Ways and Means Chairman.

**Section 6.** The Recording Secretary shall record the minutes of all meetings of the Board of Directors and Executive Committee. She shall maintain the records of the Federation.

**Section 7.** The Corresponding Secretary shall conduct the correspondence of SDCFRW under the direction of the President and shall send notices of all meetings.

**Section 8.** The Membership Secretary shall send the per capita dues of the unit clubs, accompanied by requisite copies of lists of members covered in the reporting, with complete addresses, to the Membership Secretary of Southern Division. This report shall be made at the close of each month as practicable.

**Section 9.** The Treasurer shall receive all monies giving receipts therefore, disburse funds as directed by the Board of Directors, file a written report at all meetings of the Board of Directors, and a complete report for the year to date at the convention.

**Section 10.** The Auditor shall review the books of SDCFRW as of the end of the calendar year (or at such times as requested by the Executive Committee) and shall present the review report to the Board of Directors at the January meeting of the succeeding calendar year.

## **ARTICLE VII**

### **Executive Committee**

**Section 1.** Only the elected officers and the Parliamentarian shall compose the voting membership of the Executive Committee. Any other member of the Board of Directors may attend Executive Committee meetings, but shall not be entitled to a vote

**Section 2.** In the event an elected officer or the Parliamentarian fails to attend two (2) consecutive meetings without an excused absence or fails to send a written report when requested to do so, the Executive

Committee may declare the office vacant.

**Section 3.** The Executive Committee shall transact such business as may arise between meetings of the Board of Directors, reserving to the Board of Directors those items, which are legally binding upon the Board.

**Section 4.** Regular meetings of the Executive Committee shall be held monthly at a time and place to be determined by the Executive Committee. Special meetings may be held on call of the President or upon the written request to the President of any three (3) members of the Executive Committee on twenty-four (24) hours notice, provided all members of the Executive Committee are notified.

**Section 5.** Five (5) members shall constitute a quorum.

**Section 6.** In the event that a duly elected President is unable or unwilling to serve her term of office, she shall submit her resignation to the Executive Committee. Should the office become vacant due to death or inability of the President to resign, the Executive Committee shall declare the office vacant.

**Section 7.** Whenever the office of President is declared vacant, the Executive Committee shall nominate a successor and submit her name for approval by the Board of Directors at the next general meeting. Nominations may be made from the floor provided the nominee is present or has given her written consent and has met all qualifications for the office.

**Section 8.** The Executive Committee shall fill all other vacancies in an elected office, except that of President.

**Section 9.** In filling vacancies of unexpired terms, an officer whom has served more than one-half (1/2) of her term is considered to have served a full term. An officer or member who fills any vacancy in any unexpired office assumes her duties immediately, except as otherwise provided.

## **ARTICLE VIII Board of Directors**

**Section 1.** The Board of Directors of SDCFRW shall consist of the elected officers, the Parliamentarian, the chairmen of the standing committees, immediate past president, and presidents (or authorized appointee) of accredited unit clubs. This Board shall have general supervision of Federation affairs between conventions and shall transact all business referred to it.

**Section 2.** The meetings of the Board of Directors shall be held at the time and place to be decided upon by the Board. Special meetings of the Board may be called by the President and shall be called on written request of ten (10) members of the Board. All members shall be notified three (3) days in advance of such special meeting.

**Section 3.** Business of the Federation transacted by the Board of Directors shall be reported to the Board either by mail or at the next County meeting.

**Section 4.** No officer or member of the Board shall make any financial commitment outside of the budget obligating the Federation in excess of one hundred twenty-five dollars (\$125) without the approval of two-thirds (2/3) vote of the members of the Board.

**Section 5.** A majority of the Board shall constitute a quorum.

## **ARTICLE IX Nominations and Elections**

**Section 1.** A Nominating Committee of five (5) members and an alternate shall be elected by the Board of Directors at the September meeting prior to the convention from a panel listing one member from each club affiliated with the Federation. Their clubs shall select those named on the panel, and their names submitted to the President and Corresponding Secretary five (5) working days prior to the September meeting. No member shall serve on the Committee more than two (2) consecutive years. The election of the Nominating Committee shall be by ballot of the Board members at the September meeting. The Chairman of the Nominating Committee shall be chosen viva voce at the first meeting of the committee.

**Section 2.** The Chairman of the Nominating Committee shall have the authority to contact prospective nominees or to direct committee members to contact prospective nominees.

**Section 3.** The Parliamentarian shall serve as an ex-officio member of the Nominating Committee. She shall open the initial meeting, instruct the committee on pertinent sections of the bylaws, and attend all meetings.

**Section 4.** The alternate shall be present at all meetings, voting only when there is a vacancy.

**Section 5.** The report of the Nominating Committee shall be sent with the Call to Convention to each club President and member of the Board of Directors at least thirty (45) days before the convention date. The report of the Nominating Committee shall be presented at the convention. Additional nominations may be made from the floor provided the nominee is present or has given written consent and has met all qualifications for the office.

**Section 6.** The election shall be by ballot except where there is but one candidate for each office. If there is no objection, election may be viva voce or by a show of hands.

**Section 7.** Voting shall be restricted to accredited delegates of SDCFRW and members of the Board of Directors.

**Section 8.** To be eligible for the office of President of SDCFRW, a candidate shall have been a member of SDCFRW for two consecutive years and shall have had at least one year's service as an elected officer, Parliamentarian, or Board Chairman for the County prior to the election.

**Section 9.** To be eligible for an elective office on the Executive Committee, a candidate shall have been a member of SDCFRW for one year and shall have served one year as a San Diego County unit club

officer, chairman, or Parliamentarian.

## **ARTICLE X Meetings and Conventions**

**Section 1.** A convention of SDCFRW shall be held biennially in November or December starting 2005

**Section 2.** No unit club shall hold a meeting, which conflicts with either the Board meetings or the biennial convention of SDCFRW.

**Section 3.** There shall be at least three (3) countywide meetings a year in addition to a biennial convention. The County meetings shall be open to all members of the unit clubs.

**Section 4.** All resolutions, except such as are deemed an emergency, shall be in the hands of the Resolutions Committee and County President not less than seven (7) days prior to the County Board of Directors meetings or County convention and must indicate whether presented by a member, a group of members, or a unit club.

**Section 5.** The Resolutions Committee shall accept germane resolutions for consideration and shall pass on the validity of the emergency status of a proposed resolution presented after the stated deadline.

## **ARTICLE XI Convention Delegates**

**Section 1.** Each unit club of SDCFRW is entitled to representation by its presiding officer, plus one delegate for every ten (10) members. The basis for this representation will be the number or numbers for whom per capita dues have been paid to the Treasurer of SDCFRW as of the October per capita report. Club Presidents may appoint alternates for delegates to serve in the order named. No delegate shall be allowed to represent more than one club. No proxy is allowed. Each delegate or alternate must be a voting member of the club, which she represents.

**Section 2.** All new clubs chartered in the interim between the October deadline of existing clubs and two (2) weeks before the convention are entitled to representation by their presiding officer or her representative.

**Section 3.** The voting, privilege of making motions, and debate shall be limited to the delegates except when the privilege to speak is conceded to a non-delegate by two-thirds (2/3) vote of the assembly. To be accredited the names of the delegates plus the names of the alternates shall be sent to the Credentials Chairman not less than two (2) weeks prior to the convention. A credential card will be issued to each delegate on the day of the convention upon payment of a registration fee.

**Section 4.** The Executive Committee and County Standing Committee Chairmen are automatically delegates to the County convention.

**ARTICLE XII**  
**Amendments**

These bylaws may be amended by a two-thirds (2/3) vote of the delegates at any biennial convention, provided the amendment(s) has been approved by the Bylaws Chairman of CFRW, Southern Division and has been proposed to the Board of Directors by the Executive Committee at least thirty (30) days before the convention.

**ARTICLE XIII**  
**Parliamentary Authority**

**Section 1.** Robert's Rules of Order, Newly Revised shall govern the SDCFRW in all matters of procedure not covered in these bylaws.

**Section 2.** These bylaws shall in no way conflict with the bylaws of a higher level of the Federation.

**ARTICLE XIV**  
**Adoption of Bylaws**

These bylaws shall become effective immediately upon adoption. (Revised November 1989; amended November 1990, November 1991, November 1992, November 1993, December 2001, November 2004, December 2005, September 11, 2006)