

Rancho Bernardo Republican Women

Founding Bylaws: Revised November 6, 2023

ARTICLE I – NAME

The name of this Organization shall be Rancho Bernardo Republican Women hereinafter referred to as “RBRW”.

ARTICLE II – OBJECTIVES

The RBRW Objectives shall be to:

- Increase the effectiveness of women in the cause of good government;
- Promote an informed public through education and activity;
- Foster loyalty to the Republican Party at all levels of government;
- Promote and support the objectives, the principles and policies of the Republican Party;
- Work for Republican candidates in all elections, including nonpartisan elections;
- Support the objectives and policies of the California Republican Party;
- Encourage active citizenship;
- Facilitate cooperation among Republican Women’s Organizations;

ARTICLE III – ORGANIZATION

The Rancho Bernardo Republican Women is an independent Organization.

ARTICLE IV – MEMBERSHIP

A. ELIGIBILITY: Membership shall be open to registered Republican women.

B. TYPES OF MEMBERSHIP

Section 1. Primary Member (Member in Good Standing)

A member in good standing is one whose current dues are paid.

- Such members shall have the right to vote, make motions and nominations.

Section 2. Supporting Membership

RBRW may grant supporting membership to registered Republican men and to women who reside outside of San Diego County upon payment of required annual dues for **supporting** members.

- Such members may attend meetings, but shall not make motions, have a voice or vote, be on a committee, hold office, nor be used to establish a quorum.

ARTICLE V – ETHICS

Section 1. Endorsement Policy

- a. The RBRW President, or any Vice President, or any Vice-President acting as President shall not publicly endorse any candidate for public office in any primary, runoff, special or non-partisan race where two or more known Republicans are in the race. If any of the aforementioned desires to do so, she must resign her position. An officer of the organization who is a candidate or whose spouse or family member is a candidate shall be exempt from this rule; however, they may not do so in the name of RBRW.
- b. The RBRW name shall not be used by a primary member or **supporting** member in **endorsing** a candidate during any campaign when there are two or more known Republicans in the same race.
- c. Members and **supporting members** may not advocate for a split party ticket or support a candidate who is running on an opposition ticket.
- d. This prohibition applies to the RBRW President and Vice-Presidents – and **RBRW** as an entity. The rest of the membership is free to endorse the Republican candidate of her choice, just not in the name of **RBRW**.
- e. Examples of endorsements or public displays of support include block walking, phone banking, handing out push cards, sending emails, signs in yards, donating funds, attending fundraisers, and social media posts.
- f. In the case of contested Republican races, **RBRW** may distribute information on all the candidates – such as events or fundraisers – if they are fair and distributed equally for all. The use of a disclaimer (i.e., "This is being emailed for informational purposes only and does not represent an endorsement by RBRW.") can help prevent anyone from interpreting such communications as endorsements.
- g. This policy only applies when there are two or more known Republicans in the same race. For any other race there is no endorsement prohibition.
- h. In non-partisan races, **RBRW** and members will utilize whatever voter data is available in the county/state to verify registration, voter records, etc., to ascertain the party with which a candidate normally identifies.

- i. Candidate endorsement limitations shall not preclude any member from serving or fulfilling their duties as delegates to the National Republican Convention, the California Republican Party, or County Central Committee. **The RBRW** name may not be used with any endorsement.

Section 2. Any person, not registered to vote in the Republican Party, shall neither be invited to speak nor be permitted to speak at any meeting, with the following exceptions:

- a. Registered independents vetted by the Board; and whose candidate platform or organization is in alignment with Republican values.
- b. No Democrat may speak at a meeting regardless of their organization's values.

Section 3. It shall be considered a breach of ethics for a member to speak disparagingly in public of any Republican or candidate.

Section 4. It shall be a breach of ethics to publicly promote a candidate of another party in speech, in print or electronic communication in a partisan **or** non-partisan election and may be just cause for a member's suspension or dismissal.

Section 5. The **RBRW** name, logo, or stationery shall not be used by a member or supporting member when using any personal and/or electronic communications.

Section 6. Membership Data: All member information is the sole property of **RBRW** and is strictly for the benefit of **RBRW** and shall not be sold or furnished for any other purpose.

ARTICLE VI – DUES

Section 1. Fiscal Year: The fiscal year shall be from January 1 through December 31

Section 2. Dues

- a. Membership dues shall be payable in January of each year.
- b. The dues amount for membership will be stated in **RBRW's** standing rules and amended as required.
- c. The dues amount for supporting members shall be stated in **RBRW's** standing rules and amended as required.

ARTICLE VII – OFFICERS, DUTIES AND ELECTION

Section 1. Elected Officers

- a. The term of office for **RBRW** Officers **shall be for 2 years** from January 1 through December 31 following their election.

- b. The elected officers of RBRW shall be a President, First Vice-President, Second Vice President, Third Vice President, Fourth Vice-President, Treasurer, Recording Secretary, and Corresponding Secretary.
- c. Elected officers must be residents of California and registered to vote in California.
- d. Each elected officer shall be a primary member in good standing of RBRW.

Section 2. Term of Office

- a. The President's term of office shall be for one term of 2 years.
- b. The President and elected officers may serve no more than two consecutive terms or until their successors are elected.

Section 3. Appointed Officers shall be Financial Review Officer, Chaplain, and Parliamentarian. They shall be appointed by the President and ratified by a two-thirds (2/3) vote of the Elected Officers at the first board meeting following installation.

Section 4. Vacancy

- a. A vacancy in the office of President shall be filled by the First Vice-President. All other vacancies in elected office shall be filled by election by the Board of Directors at the first meeting following the creation of the vacancy.

Section 5. Removal from Office or Membership: Members of the Executive Committee, Board of Directors or members of the Organization may be removed by two-thirds (2/3) vote of the membership for any of the following reasons after investigation by the Executive Committee:

- a. Failure to support the Republican ticket;
- b. Supporting an opposition candidate;
- c. Speaking disparagingly in public of any elected Republican or Republican candidate;
- d. Working against the goals of the RBRW; or
- e. Failure to pay RBRW dues.

Section 6. Election: The officers shall be elected at the Annual Meeting and shall serve a term of two years, or until their successors are elected. Elections shall be held in odd number years, for terms to begin on January 1 of even number years.

Section 7. Duties of the Officers:

The President shall:

- 1. Preside over all RBRW meetings, the Executive Committee and Board of Directors meetings.

2. Appoint all appointed officers subject to a two-thirds (2/3) approval of the Elected Officers.
3. Appoint, with the exception of the Nominating Committee, all chairmen of Standing Committees subject to two-thirds (2/3) approval of the Elected Officers.
4. Be an ex-officio member of all committees except the Nominating Committee and the Financial Review Committee.
5. Sign all contracts as authorized by the Executive Committee.
6. Work with the 1st Vice president on selection of speakers for all RBRW meetings.
7. Represent RBRW at all times or designate someone as representative/proxy in her absence.
8. Prepare a program of action in consultation with the Chairmen of the Standing Committees for presentation and approval by the Executive Committee.
9. Submit an annual budget for approval by the membership.
10. Be one of two authorized signatures on the RBRW bank account.
11. Accept resignation by written letter or e-mail of any member wanting to resign from a position, chairmanship, or RBRW.
12. Following the election but prior to taking office, the President-elect may call a meeting of the newly elected officers to ratify appointments and plan work for the coming year.

- **The First Vice President shall:**

1. Perform the duties of the President in her absence;
2. Fill the unexpired term in the event of a vacancy in the office of President;
3. Perform such other duties as are assigned by the President, the Executive Committee, Board of Directors, or the membership; and
4. Act as Program Chair.

- **The Second Vice President shall:**

1. Perform the duties of the President in the absence of both the President and the First Vice President;
2. Perform other duties as assigned by the President, the Executive Committee, Board of Directors, or the membership;
3. Act as Membership Chair; and
4. Maintain a current roster of members of RBRW.

- **The Third Vice President shall:**

1. Perform other duties as assigned by the President, the Executive Committee, Board of Directors, or the membership; and
 2. Act as Political Activities Chair.
 3. Chairman of Campaigns, Voter Registration, and Precincts in charge of working with the local Republican Central Committee.
- **The Fourth Vice President shall:**
 1. Perform other duties as assigned by the President, the Executive Committee, Board of Directors, or the membership; and
 2. Act as Ways and Means Chair.
 3. Develop and direct all fundraising activities to meet the budget fundraising goals of RBRW.
 - **The Recording Secretary shall:**
 1. Keep the minutes of all meetings of RBRW Executive Committee and Board of Directors;
 2. Perform such other duties as may be assigned by the President, the Executive Committee, Board of Directors, or the membership; and
 3. Maintain all RBRW records and historical items.
 - **The Treasurer shall:**
 1. Serve as custodian of all RBRW funds and deposit them in a bank(s) approved by the Executive Committee;
 2. Be one of two authorized signatures on RBRW bank account;
 3. Ensure all checks are signed by 2 authorized signers;
 4. Disburse funds as directed by the Executive Committee, Board of Directors, or the membership;
 5. Bring written financial report(s) to regular RBRW, Executive Committee and Board of Directors meetings;
 6. Be an ex-officio member of the Budget Committee;
 7. Submit the financial records to the Financial Review officer for an annual review;
 8. Perform other duties as assigned by the President, the Executive Committee, Board of Directors, or the membership; and
 9. Comply with all state and federal elections and financial reporting requirements.
 - **The Corresponding Secretary shall:**
 1. Conduct the correspondence of RBRW under the supervision of the President;
 2. Preserve in a permanent file all letters and papers of value to RBRW; and

3. Perform other duties as assigned by the President, the Executive Committee, Board of Directors, or the membership.
- **The Parliamentarian shall:**
 1. Serve in an advisory capacity to the President, the Bylaws Committee, and the Nominating Committee; and
 2. Be familiar with the bylaws and standing rules of RBRW.
 3. Advise on points of parliamentary procedure.
 4. Attend the first meeting of the Nomination Committee to explain the rules of procedure, the bylaws, the officers to be nominated and the qualifications for office as outlined in the bylaws.
 5. Chair the Bylaws Committee every two years.
 - **The Financial Review Officer shall:**
 1. Audit the books and records of the Treasurer at the close of the fiscal year and make a written report.
 - **The Chaplain shall:**
 1. Lead in inspirational messages or prayers and in the Pledge of Allegiance to the flag of the United States of America.

Section 8. Records: All officers and all committee chairmen shall deliver all records, files, and properties of RBRW to their successors upon retiring from office, unless otherwise directed by the President, Executive Committee or Board of Directors.

ARTICLE VIII – MEETINGS

Section 1. Regular Meetings:

- a. RBRW shall hold a minimum of ten (10) meetings a year, conditions permitting.
- b. Electronic meetings: In the event a properly called meeting has to be cancelled due to circumstances beyond the control of RBRW, then it shall be acceptable to hold said meeting by an approved electronic means with seven (7) days' notice being given to all the members of RBRW.

Section 2. Notice: A minimum of fourteen (14) days' notice shall be given to all members for a regular meeting.

Section 3. Quorum: Twenty-five members shall constitute a quorum for a general meeting.

Section 4. Special Meetings:

- a. Special meetings of RBRW may be called by the President or upon the written request of five (5) members of the Executive Committee or by seven (7) members of the Board of Directors if three (3) are elected members of the Executive Committee or by 10% of the RBRW members in good standing. The purpose of the meeting shall be stated in the notice which shall be sent to all RBRW members in good standing at least ten (10) days before the meeting. No other business shall be transacted at the meeting.
- b. Special meetings may be held electronically with seven (7) days' notice being given.

Section 5. Annual Meetings: The October meeting will be designated as the Annual Meeting.

Section 6. Voting: A vote of the RBRW, Executive Committee, or Board of Directors may be conducted by mail, telephone, fax, electronically, or email between meetings, provided there is participation by a majority of the members of the body. The vote shall be ratified and entered into the minutes at the body's next regular meeting.

Section 7. Notice for all meetings shall be mailed or sent electronically.

Section 8. Printed Material: All literature, petitions, materials, or announcement of any description shall first be submitted to the President or Executive Committee for approval before being circulated or distributed at any meeting.

ARTICLE IX – BOARD OF DIRECTORS

Section 1. The Board of Directors shall:

- a. Consist of the elected officers, appointed officers, and standing committee chairmen and immediate past president.

Section 2. The Standing Committees shall be:

- a. Americanism, Accountability and Awards, Community Outreach, Veteran Outreach, Young Republicans, Legislation, Local Activism, Political/Community Service Hours, Membership Directory, RBRW Website, Reservations, Newsletter Publisher/Editor, Publicity, Grants, Social Media, Hostess.
- b. Standing committee chairmen shall be appointed by the incoming President.
- c. Standing committee chairmen shall be appointed for the same term as the President.
- d. Standing Committee Chairmen have a voice and a vote.
- e. All Standing Committee Chairmen shall be members in good standing.

Section 3. The Board of Directors shall transact such business as may arise between meetings of RBRW.

- a. The Board of Directors shall be limited to non-budgeted expenditures of \$500 without the approval of the membership.
- b. The Board of Directors may conduct business by mail, electronic mail, electronic meetings, or telephone when necessary.
- c. Electronic meetings via teleconference or videoconference may be conducted upon forty-eight (48) hours telephonic or email notice to all members of the Board of Directors setting forth the procedures and time of any such electronic meeting.
- d. The actions of the Board of Directors, taken because of any mail or electronic meeting, have the same force and effect as a physical meeting.
- e. Official minutes of such meetings shall be recorded and ratified at the next Board of Directors meeting.

Section 4. Quorum: Seven members of the Board of Directors shall constitute a quorum of the Board of Directors if three are elected officers.

Section 5. Special Meetings of the Board of Directors may be called by the President or at the written request of at least five (5) members of the Executive Committee or by seven (7) members of the Board of Directors, if three (3) are elected members of the Executive Committee. The purpose of the meeting shall be stated in the notice which shall be sent to all members of the Board of Directors at least ten (10) days before the meeting. No other business shall be transacted at the meeting.

Section 6. Special Executive Committee or Board of Directors meetings via electronic communications may be called by the President if the business is urgent or requires a vote and cannot wait until the next Board of Directors meetings. See RBRW Standing Rule #12 for procedures.

Section 7. The Standing Committees and Duties:

1. **Americanism** – Provides patriotic materials to RBRW through the newsletter or in person at meetings
2. **Accountability and Awards** – Keeps track of RBRW’s activities to ensure we are accomplishing goals.
3. **Community Outreach** - Coordinates RBRW activities for community outreach.
4. **Veteran Outreach** – Coordinates RBRW activities in support of Veterans.
5. **Young Republicans** – Liaison with local college Republican and/or young Republican groups.
6. **Legislation** – Keeps membership informed of Legislation.

7. **Local Activism** – Keeps membership informed of opportunities for local activism.
8. **Political/Community Service Hours** – Tracks volunteer service hours submitted by membership.
9. **Membership Directory** - Updates the membership directory annually.
10. **RBRW Website** - Keeps the website up to date.
11. **Reservations** – Responsible for checking in membership and guests and ensuring payments are received for luncheons and special events.
12. **Newsletter Publisher/Editor** –Coordinates and produces the newsletter each month.
13. **Publicity** –Places ads for monthly luncheons and special events for RBRW.
14. **Grants** – Coordinates and implements grant activity.
15. **Social Media** - Coordinates social media presence and activity of RBRW.
16. **Hostess** - Greets and seats at general meetings, especially guests and new members.

ARTICLE X – EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be composed of the Elected and Appointed Officers.

Section 2. Meetings shall be held at the call of the President or at the written request by at least three (3) elected members of the Executive Committee.

Section 3. The Executive Committee shall transact such business as may arise between meetings of the Board of Directors or RBRW meetings.

- The Executive committee shall be limited to non-budgeted expenditures of \$500 without the approval of the Membership.
- The Executive Committee may conduct business by mail, electronic mail, electronic meetings, or telephone when necessary.
- Electronic meetings via teleconference or videoconference may be conducted upon forty-eight (48) hours telephonic or email notice to all members of the Executive Committee setting forth the procedures and time of any such electronic meeting.
- The actions of the Executive Committee resulting from any mail or electronic meeting have the same force and effect as a physical meeting.
- Official minutes of such meetings shall be recorded and ratified at the next Executive Committee meeting.

Section 4. Quorum: A majority of the members of the Executive Committee shall constitute a quorum.

Section 5. Committee Members: All committee members must be members in good standing in RBRW.

Section 6. Special Meetings of the Executive Committee may be called by the President or at the written request of at least three (3) members of the Executive Committee. The purpose of the meeting shall be stated in the notice which shall be sent to all members of the Executive Committee at least ten (10) days before the meeting. No other business shall be transacted at the meeting.

ARTICLE XI – SPECIAL COMMITTEES

Special Committees may be appointed as needed by the President subject to two-thirds (2/3) approval of the Elected Officers. They shall be non-voting members of the Board of Directors.

ARTICLE XII – NOMINATIONS AND ELECTIONS

Section 1. NOMINATIONS

- a. The Nominating Committee shall consist of 5 active members in good standing for at least one year.
- b. The chairman and two members from the Board of Directors shall be elected by the Board of Directors no later than the June Board meeting.
- c. Two members at large shall be elected by the membership no later than the June general meeting.
- d. No member of the Nominating Committee may serve more than one term on the committee in succession.
- e. The Parliamentarian shall call a meeting of the newly elected committee members at the close of the meeting at which they were elected for the purpose of conducting the election of a Chairman and Vice Chairman.
- f. The Parliamentarian will instruct the Nominating Committee as to proper procedure and will be available for further counsel if required. The Parliamentarian shall not serve as a member of the Nominating Committee.
- g. The Nominating Committee shall report a slate of one candidate for each office in the October newsletter.
- h. All nominees shall be members in good standing in RBRW.
- i. All nominees shall be primary members in good standing of the RBRW for no less than 90 days prior to their election.
- j. Nominee for President shall have served as a member of the Executive Committee for one term.
- k. Nominations from the floor shall be in order following the report of the Nominating Committee and prior to the vote.

Section 2. ELECTION OF OFFICERS

- a. Election of officers shall be by ballot at the Annual Meeting in October. A plurality vote shall elect.
- b. If there is only one (1) candidate for an office, the ballot may be dispensed with by general consent and the election held by voice vote.
- c. No candidate may simultaneously run for more than one office.
- d. The Elected Officers and Appointed Officers shall assume their duties on January 1 following their election.
- e. Ballot(s) shall be destroyed at the close of the general meeting.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised, shall govern RBRW in all instances where they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XIV – AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the RBRW primary members in good standing in attendance at any general meeting provided that the amendment(s) have been approved by the RBRW's Bylaws Committee and reviewed by the RBRW's Board of Directors; and provided that a copy of the proposed amendment(s) have been sent to each primary member in good standing at least thirty (30) days prior to the vote.

ARTICLE XV – DISSOLUTION

Section 1. RBRW may be dissolved by a 2/3 vote at any regular or special meeting of RBRW, provided that notice of the dissolution has been submitted in writing at least thirty (30) days prior and has been sent to all members of RBRW. In the event of dissolution, The Executive Committee shall, after payment of all liabilities of RBRW, donate any remaining assets to a non profit entity as voted on by the general membership. *(For procedure, refer to Robert's Rules of Order Newly Revised "Dissolution of a Society".)*