

**(Proposed) BYLAWS of
Rancho Bernardo Republican Women
For Approval: May 16, 2025**

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:

- a. Promote a wider knowledge of the principles and policies of the Republican Party.
- b. Encourage active citizenship.
- c. Foster loyalty to the Republican Party at all levels of government and to promote its principles and candidates.
- d. Work for Republican candidates in all elections including nonpartisan elections.
- e. Promote an informed public through political education and activities.
- f. Increase the effectiveness of Republican women in the cause of good government.

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. Member (Member in Good Standing)

- a. A member in good standing is one whose current dues are paid.
- b. Such members shall have the right to vote, make motions, and nominations.

Section 2. Supporting Member

- a. RBRW may grant supporting membership to any registered Republican man or to Republican women who reside outside of San Diego County upon payment of required annual dues for supporting members.
- b. 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.

Section 3. 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 Board of Directors for any of the following reasons after investigation by the Executive Committee:

- a. Supporting a-candidate who does not align with Republican values.
- b. Speaking disparagingly in a public forum of any elected Republican or Republican candidate in the name of RBRW.
- c. Working against the objectives of RBRW.
- d. Failure to pay RBRW dues.

ARTICLE V – 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 and supporting membership shall be stated in RBRW's standing rules and amended as required.

ARTICLE VI – EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

Section 1. Elected Officers

- a. The term of office for RBRW Officers shall be for 2 years from January 1 through December 31 of the following year, and shall serve no more than two (2) consecutive terms.
- 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. These positions may be held jointly.
- c. Elected officers must be residents of San Diego County, California-

Section 2. Appointed Officers

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 3 The Standing Committee Chairs

The Standing Committee chairs shall be determined by the President as needed for a successful club and will be listed in the Standing Rules. Standing chairs are subject to two-thirds (2/3) approval of the Elected Officers.

Section 4. Organization

- a. The Executive Committee shall be composed of all elected officers and shall transact such business as may arise between meetings of the Board of Directors or RBRW regular meetings.
- b. The Board of Directors shall be composed of the Executive Committee, all appointed and Standing Committee Chairs, and the Immediate Past President or Advisor. All will have a voice and a vote.

Section 5. Vacancy

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 6. Board of Directors Function

The RBRW Board of Directors shall be the governing body of the RBRW and:

- a. Adopt the annual budget and procedures for routine business;
- b. Adopt Standing Rules;
- c. Approve monthly financial reports, ratify checks, and minutes for both Board of Director and Regular Meetings;
- d. Set and adopt policies for conduct, guidance, and management of certain courses of action.

Section 7. Spending Cap

No officer or member of the Board of Directors shall make any non-budgeted financial commitment obligating the club in excess of \$500 without the approval of the BOD.

ARTICLE VII DUTIES OF THE OFFICERS:

Section 1 President

- a. The President shall: preside at all General and Board of Directors meetings; supervise the business of the organization; pre-approve all purchases; authorize all contracts and official correspondence; appoint all officers and Standing Committee Chairs for the same term as the President; accept resignation by written letter or email of any member wanting to

resign from a position, chairmanship or RBRW; and be an ex-officio member of all committees except the Nominating and Financial Review Committees.

- b. 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.

Section 2 Vice Presidents

The Vice-Presidents in their order shall perform the duties of the President in her absence:

- a. First Vice-President shall serve as Program Chair fill the unexpired term in the event of a vacancy in the office of President; and be authorized to approve all purchases in the absence of the President.
- b. Second Vice-President shall be Membership Chairman in charge of membership promotion and maintain a current roster of RBRW electronically using MailChimp database.
- c. Third Vice-President shall be Chairman of Political Activities, Voter Registration, and Precincts in charge of working with the local Republican Central Committee. Also locating and listing local meetings to encourage active citizenship and increase effectiveness of good government.
- d. Fourth Vice-President shall be Ways and Means Chairman and shall develop and direct all fundraising activities to meet the budget fundraising goals of RBRW.

Section 3 Recording Secretary

The Recording Secretary shall:

- a. Keep the minutes of all meetings of the organization and distribute them to the Board of Directors within five to seven (5-7) days of each meeting. They must be typed and kept in a permanent file.
- b. File all reports and other important records of the organization, including Bylaws and Standing Rules.

Section 4 Treasurer

The Treasurer shall:

- a. Chair the budget committee and be custodian of all funds, depositing, and distributing them as directed by the Board of Directors.
- b. Be empowered to sign checks and pay all invoices.
- c. Keep accurate account of all transactions and present a report at meetings.
- d. Submit the books to the Financial Review Officer each year and at the end of her term.
- e. File taxes in compliance with all State and Federal Political 527 laws.

Section 5 Corresponding Secretary

The Corresponding Secretary shall notify members of the Board of Directors when it meets and conduct any general or special correspondence as directed by the President or the Board of Directors. She will give a minimum of 14 days notice to all members for a general meeting.

Section 6 Parliamentarian

The Parliamentarian shall

- a. Be familiar with the bylaws and standing rules of RBRW and advise on points of parliamentary procedure.
- b. Attend the first meeting of the Nominating Committee to explain the rules of procedure, the bylaws, the officers to be nominated and the qualifications for office as outlined in the bylaws.
- c. Chair the Bylaws Committee every two years, or as needed.

Section 7 Financial Review Officer

The Financial Review Officer shall audit the books and records of the Treasurer at the close of the fiscal year and end of her term and make a written report.

Section 8 Chaplain

The Chaplain shall lead in inspirational messages or prayers and in the Pledge of Allegiance to the flag of the United States of America at all regular meetings.

Section 9 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 and QUORUMS

Section 1. Regular Meetings

- a. RBRW shall hold a minimum of ten (10) meetings a year, conditions permitting; twenty-five members shall constitute a quorum.
- 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. Board of Directors Meetings

- a. The meetings of the Board of Directors shall be held at the time and place decided upon by the board. They can be called by the President or at the written request by at least three elected members of the Executive Board. Notice of the Board meetings shall be given to all Board members at least forty-eight hours before date of the meeting. Seven members of the Board of Directors shall constitute a quorum if three are elected officers.

- b. 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.
- c. 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.
- d. Official minutes of such meetings shall be recorded and ratified at the next Board of Directors meeting.

Section-3 Special Meetings

- a. Special Executive Committee or Board of Directors meetings at a specific location may be called by the President or upon a majority vote of the Board of Directors or by petition of twenty-five members by giving notice to all members at least two days prior to date of meeting. Only business specified in the notice to a special meeting may be acted upon.
- b. 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 meeting. See RBRW Standing Rule #11 for procedures.

Section 4. Annual Meetings

The October meeting will be designated as the Annual Meeting.

ARTICLE IX- ETHICS AND ENDORSEMENTS

Section 1. Endorsement Policy

- a. The RBRW 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 or logo shall not be used by a member or supporting member in endorsing a candidate during any campaign when there are two or more known Republicans in the same race.
- c. 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.
- d. RBRW shall attempt to invite all Republican candidates in local elections to speak at the regular meetings, including those in contested races (two or more Republicans running for the same office).
- e. RBRW may distribute information on all Republican candidates as provided. When applicable, use a disclaimer that the materials are for information only, not an endorsement by RBRW.

- f. 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.
- g. 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, and any candidate or speaker whose platform or organization is in alignment with Republican values and is vetted by the BOD.
- 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, while using the RBRW name, to speak disparagingly in public of any Republican or candidate.

Section 4.

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

Section 5. 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.

Section 6.

All literature, petitions, materials, presentations, or announcements of any description shall first be submitted to the President or the Board of Directors for approval before being circulated or distributed at any meeting.

ARTICLE-X – 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-XI – 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 Board of Directors shall elect three members from the BOD no later than the June Board of Directors meeting.
- c. The Parliamentarian shall call for the nomination of two members from the regular membership at the June meeting and will be voted on by the membership that day.
- d. No member of the Nominating Committee may serve more than 2 consecutive terms and no more than 2 from previous term can serve together the subsequent term.
- e. The Parliamentarian shall call a meeting of the newly elected nominating 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 of the RBRW for no less than 90 days prior to their election-
- i. Nominee for President shall have served as a member of the Executive Committee for one term.
- j. 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

Election of officers shall be by ballot at the Annual Meeting in October. A plurality vote shall elect.

- a. 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.
- b. No candidate may simultaneously run for more than one office.
- c. Paper Ballot(s) shall be destroyed at the close of the general meeting, if used.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The proceedings of this organization shall be conducted in accordance with Robert's Rules of Order, Newly Revised, insofar as they do not conflict with the RBRW Bylaws or Standing Rules.

ARTICLE XIII– AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the RBRW members in attendance at any general meeting provided that the proposed 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 member at least thirty (30) days prior to the vote.

ARTICLE XIV– DISSOLUTION

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 an entity, in compliance with IRS Guidelines, as voted on by the Board. *(For procedure, refer to Robert's Rules of Order Newly Revised "Dissolution of a Society".)*

ARTICLE XV – SIGNING OF BYLAWS

The Bylaws of the organization shall be dated and signed by the President and Secretary upon approval of the regular membership.