

# PIEDMONT REPUBLICAN WOMEN'S CLUB

## BY-LAWS

Virginia State Flag



A deep blue field contains the seal of Virginia with the Latin motto "Sic Semper Tyrannis" – "Thus Always to Tyrants". Adopted in 1776. The two figures are acting out the meaning of the motto. Both are dressed as warriors. The woman, Virtue, represents Virginia. The man holding a scourge and chain shows that he is a tyrant. His fallen crown is nearby.

December 31, 2007

PIEDMONT REPUBLICAN WOMEN’S CLUB

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# BYLAWS for PIEDMONT REPUBLICAN WOMEN'S CLUB

## ARTICLE I - NAME AND AFFILIATION

### Section 1. Name:

The name of this organization shall be Piedmont Republican Women's Club.

### Section 2. Federation Affiliation:

Piedmont Republican Women's Club (PRWC) shall be a member of the Virginia Federation of Republican Women (VFRW) and the National Federation of Republican Women (NFRW).

## ARTICLE II – PURPOSES

The purposes of this organization shall be to:

- (a) increase the effectiveness of women in the cause of good government;
- (b) disseminate information to members;
- (c) inform the public through political education and activity;
- (d) foster loyalty to the Republican Party at all levels of government;
- (e) promote the principles of the Republican Party;
- (f) work for Republican candidates in all elections, including non-partisan elections;
- (g) support the objectives and policies of the Republican National Committee; and
- (h) perform any lawful activity not inconsistent with the foregoing.

## ARTICLE III – POLICIES

### Section 1. Endorsement of Candidates:

- (a) A candidate shall not be endorsed by the club or the club president prior to certification as the Republican nominee or endorsee when there is more than one officially filed Republican candidate for the same office. This applies to the club as an entity and not to individual members.
- (b) If it is necessary for the club president to be included on a slate of delegates or alternates for a particular candidate in order to be elected to serve as a delegate or alternate, such action is permitted provided this is the only method of election.

- (c) No club member shall run as or support a candidate against the Republican nominee or endorsee running for said office.

**Section 2. Use of Club Name:**

The name of the club shall not be used by any member in supporting a candidate prior to the certification of the Republican nominee if there is more than one officially filed Republican for the same nomination.

**Section 3. Use of Club Stationery:**

Club stationery will be used by the officers and members of the Board of Directors for the conduct of club business only.

**ARTICLE IV – MEMBERSHIP**

**Section 1. Eligibility:**

Any Republican woman believing in the principles of the Republican Party and advocating support of its candidates is eligible for membership.

**Section 2. Classes of Membership:**

- (a) Active Membership: Active members shall:

- (i) be residents or have resided in the Commonwealth of Virginia;
- (ii) hold full membership in this club and pay all state and national dues via this club; and
- (iii) be eligible to make motions and vote, to hold office and to serve on committees and as a delegate to state and national conventions.

- (b) Associate Membership: An associate member:

- (i) must be an active member of another club and may hold associate membership in more than one club;
- (ii) shall pay only club associate dues;
- (iii) shall not be able to make motions or vote, to hold office or to be a delegate to state or national conventions from the club in which associate membership is held.

- (c) Republican men may be eligible for associate membership only upon payment of required annual dues. They may attend meetings, but cannot make motions, have a voice or a vote, be on committees, hold office or be counted for the purpose of determining the number of delegates to national or state federation meetings or conventions. As associate members, men do not become members of the Virginia or National Federations of Republican Women;

- (d) Honorary Membership: Honorary membership is extended to any person selected by a two-thirds vote of the club's Board of Directors at a properly called meeting.

**Section 3. Removal From Membership:**

The Board of Directors shall have complete jurisdiction over removal of members from membership in the club. A two-thirds vote of board members voting at a meeting for which proper notice has been given is required for removal.

- (a) A member may be removed for any of the following reasons:
  - (i) non-payment of dues;
  - (ii) advocating a split party ticket; or
  - (iii) supporting a candidate running on an opposition ticket.
- (b) A member whose dues are delinquent shall so be advised in writing before removal for non-payment of dues.
- (c) To remove a member for cause other than non-payment of dues, charges in writing, signed by not less than one-third of the members of the club's Board of Directors, shall be sent to the member. Said member shall be given 20 calendar days within which to appear before the Board and defend herself.

**Section 4. Voluntary Resignation:**

In an election in which there is a Republican candidate, a member who chooses to run for office outside the Republican Party shall resign from her club or be removed by her membership for the remainder of the calendar year.

**ARTICLE V - DUES AND SERVICE CHARGE**

**Section 1. Membership Dues:**

Dues for active and associate members are set forth in Standing Rules.

**Section 2. Virginia Federation Dues:**

- (a) Annual dues for the club are computed per capita for full membership;
- (b) current dues per active member shall be remitted to the VFRW at the beginning of the fiscal year, January 1st, and as dues are received throughout the year.

**Section 3. Service Charge:**

The club shall pay a service charge as specified in the Standing Rules of the VFRW for which it will receive all mailings and other services of the VFRW and NFRW.

## **ARTICLE VI - OFFICERS AND THEIR DUTIES**

### **Section 1. Eligibility:**

Each elected officer shall be an active member in good standing in the PRWC.

### **Section 2. Officers:**

Elected officers of this organization shall be a President, a First Vice President, a Second Vice President, a Recording Secretary, a Corresponding Secretary and a Treasurer.

### **Section 3. Term:**

Officers shall be elected at the annual meeting in November/December of even-numbered years. Term of office shall be two years commencing January 1<sup>st</sup> of odd-numbered years, or until a successor is elected. No officer shall serve for more than two consecutive terms in the same office. Nine months or more shall be considered a term in determining eligibility for re-election.

### **Section 4. Vacancies:**

A vacancy in an elective office, other than the President, shall be filled by the Executive Committee, at its next monthly meeting following the vacancy. The First Vice President fills the vacancy for the office of President.

### **Section 5. Duties of the President:**

Duties of the President shall be:

- (a) To preside at all meetings of the club, the Executive Committee and the Board of Directors;
- (b) to call meetings of the Executive Committee and the Board of Directors;
- (c) to appoint a parliamentarian and the chairmen of all standing committees, except the Nominating Committee;
- (d) to prepare a program of action, after consultation with the chairmen of the standing committees, for presentation to the Executive Committee and approval by the Board of Directors;
- (e) to prepare an annual budget, assisted by the Budget & Finance Committee, and present it for recommendations to the Board of Directors and for approval to the entire membership at a regular meeting;
- (f) to appoint at least two members of the Audit Committee;
- (g) to be an ex-officio member of all committees except the Nominating Committee;
- (h) to sign checks when necessary (the inability of the treasurer to do so) and by vote of a majority of the Executive Committee;

- (i) to send the names, addresses, zip codes-plus four, phone and fax numbers and when authorized, e-mail addresses of the current club officers to the VFRW President, Corresponding Secretary and Treasurer by December 31st of each year;
- (j) to be the official representative of the PRWC whenever such representation is requested or required, or to designate someone to act as representative in her inability to do so;
- (k) to provide the following to the District Representative:
  - (i) club funds to cover administrative expenses of the District Representative for printing, postage, phoning, etc. (the amount contributed will be determined by the clubs within the District); and
  - (ii) copies of the PRWC newsletter and/or calendar of events;
- (l) to send a copy of the PRWC newsletters to the VFRW President.

**Section 6. Duties of the Vice Presidents:**

- (a) The First Vice President shall serve as Program Chairman for her term of office;
- (b) the Second Vice President shall serve as Membership Chairman; and
- (c) the Vice Presidents in their order shall perform the duties of the President in her absence and they shall perform such other duties as may be assigned to them by the President.

**Section 7. Duties of the Recording Secretary:**

- (a) To keep the minutes of all meetings of the club, the Executive Committee and the Board of Directors, and to have these minutes available to the President within 10 calendar days of such meetings; and
- (b) to perform other such duties as may be assigned to her by the President.

**Section 8. Duties of the Corresponding Secretary:**

- (a) To conduct the correspondence of the club; and
- (b) to send notices of all meetings to the club's membership.

**Section 9. Duties of the Treasurer:**

- (a) To keep accurate and detailed financial records, to be custodian of all funds of the PRWC and to have general supervision of all expenditures to insure that expenditures are within approved budget;
- (b) to give written and verbal reports at all meetings;
- (c) to disburse funds as directed by the Executive Committee and as recommended by the Board of Directors and approved by the membership at a regular meeting;

- (d) to collect dues from active and associate members;
- (e) to maintain the official membership list of the PRWC; and to place this list under irrevocable trust for the exclusive use of the club and the Virginia and National Federations;
- (f) to send to the VFRW Treasurer at the beginning of the fiscal year, January 1st, and no later than 30 days prior to the annual VFRW Convention:
  - (i) the club service charge;
  - (ii) to remit dues per capita, as dues are received throughout the year; and
  - (iii) a typewritten list (in duplicate) of the names, addresses, zip codes plus four, phone and fax numbers and when authorized, e-mail addresses of the active members;
- (g) to record the names, addresses, zip codes plus four, phone and fax numbers and when authorized, e-mail addresses of the associate members;
- (h) to submit financial records to be audited at the completion of the Treasurer's term; and
- (i) to assist the President and Budget & Finance Committee in the preparation of the annual budget and to serve as an ex-officio member of that committee.

**Section 10. Reports and Records:**

Officers and committee chairmen shall furnish the President with an annual written report. Officers shall deliver all records, files and properties of the club to their successors or the President within ten days after retiring from office, unless otherwise directed by the President or Board of Directors.

**ARTICLE VII - CLUB MEETINGS**

**Section 1. Regular Meetings:**

Regular meetings of the entire membership shall be held so as to allow for at least five meetings a year. The time and place of these meetings shall be set by the Board of Directors with at least ten days notice given to the membership.

**Section 2. Special Meetings:**

Special meetings may be called by the President or on petition of one-fourth of the active membership, provided all members are notified of the time, place and purpose at least five (5) days prior to such meeting. No matter shall be considered at a special meeting except that stated in the call to the meeting.

**Section 3. Annual Meeting:**

The November/December meeting of each year shall be designated the annual meeting at which time reports shall be given and the election of officers held.

**Section 4. Quorum:**

One-fourth of the active members of the club shall constitute a quorum at any meeting.

**Section 5. Voting Eligibility:**

An active member must have paid membership dues at least two months prior to the annual meeting to be eligible to vote at the annual meeting.

**Section 6. Fiscal Year:**

The fiscal year of this club shall be from January 1st to December 31st.

**ARTICLE VIII - BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

**Section 1. Board for Directors:**

The Board of Directors shall be composed of the elected officers of the club, the immediate past President, the Standing Committee Chairmen, and those Special Committee Chairmen stipulated in the Standing Rules.

**Section 2. Duties of the Board of Directors:**

The duties of the Board of Directors shall be:

- (a) To meet at the call of the President and/or the Executive Committee. These meetings will be open to all active members who may speak to an issue when granted permission by the body; however, they may not vote;
- (b) to transact any necessary business between meetings of the club, to make recommendations concerning the policies of the club and its annual budget; to advise the President; and
- (c) to remove members from membership (and, by inference, office) as specified in Article IV, Section 3.

**Section 3. Quorum For Board Meetings:**

One-half of the members of the Board of Directors shall constitute a quorum at any meeting. A Board Member may appoint a proxy with a voice and a vote. Co-Chairmen of Standing Committees and Stipulated Special Committees as needed and available hold the proxies of their respective Chairmen.

**Section 4. Executive Committee:**

The Executive Committee shall consist of the elected officers and the immediate past President.

**Section 5. Duties of the Executive Committee:**

The duties of the Executive Committee shall be:

- (a) To meet when called upon by the President;
- (b) to advise the President;
- (c) to fill officer vacancies that may occur between elections as stated in Article VI, Section 4;
- (d) to authorize the unbudgeted disbursement of funds in amounts as designated by the Standing Rules. (Disbursement over set amount must be recommended by the Board of Directors and presented to the entire membership for approval at the next regular meeting); and
- (e) to ratify the appointment of Standing Committee Chairmen and those Special Committee Chairmen stipulated in the Standing Rules as members of the Board of Directors.

**Section 6. Quorum for Executive Committee Meetings:**

One-half of the members of the Executive Committee shall constitute a quorum at any meeting.

**Section 7. Chaplain and Parliamentarian**

A Chaplain and a Parliamentarian should be appointed to assist the Executive Committee and Board of Directors at their meetings and at general membership meetings and other club functions. However, their positions are not to be included in computing quorums of the Executive Committee nor the Board of Directors.

**ARTICLE IX - STANDING AND SPECIAL COMMITTEES**

**Section 1. Standing Committees:**

There shall be the following standing committees: Budget & Finance, Bylaws, Campaign Activities, Communications Network including National & State Legislation, History, Newsletter and Public Relations.

**Section 2. Duties of Standing Committees:**

These standing committees shall prepare programs of action in their respective areas for ratification by the President and Board of Directors. Their duties shall include those duties set forth by the VFRW and the NFRW.

**Section 3. Special Committees:**

Special Committees, except the Nominating Committee, shall be appointed by the President. The President shall notify the club when special committees are appointed.

**Section 4. Committee Chairmen:**

The First Vice President shall serve as Program Chairman and the Second Vice President as Membership Chairman.

**Section 5. Reports and Records:**

All committee chairmen shall present reports at the annual November/December meeting. The records, files and properties of the club shall be delivered to their successors within ten days following the new appointments.

**ARTICLE X - NOMINATIONS AND ELECTIONS**

**Section 1. Nominations:**

A Nominating Committee of not less than three active members in good standing shall be elected by the club at a regular meeting at least two months prior to the annual meeting in even-numbered years. The Nominating Committee shall elect a Chairman from one of its own number, and report one nominee for each office at a regular meeting, at least one month prior to the annual meeting or by written notification to the club membership at least ten days prior to the annual meeting. No member shall serve for more than two consecutive terms on the Nominating Committee.

**Section 2. Nominations From the Floor:**

Nominations may be made from the floor of the annual meeting in even-numbered years following the report of the Nominating Committee.

**Section 3. Requirement For Nominee Consent:**

No one shall be a nominee who has not given prior consent to serve if elected.

**Section 4. Election of Officers:**

Officers shall be elected by ballot at the annual meeting. A majority vote shall elect. When there is only one candidate for an office, election may be by voice vote.

**ARTICLE XI - PARLIMENTARY AUTHORITY**

The current edition of Robert's Rules of Order Newly Revised and the NFRW and VFRW Bylaws shall govern the club in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules the VFRW Board of Directors or Annual Convention Delegates may adopt.

## ARTICLE XII - AMENDMENTS TO BYLAWS

### Section 1. Vote Required For Amendments:

These bylaws may be amended by a two-thirds vote of the active members present at any regular meeting, provided notice of the proposed amendment(s) shall have been submitted in writing to every member at least thirty (30) days before. Further, the proposed change(s) to the Bylaws shall be postmarked at least 30 days before it is to be voted upon.

### Section 2. Review of Amendments and Bylaws:

Bylaws and all proposed amendments thereto shall be sent to the VFRW Bylaws Chairman for timely review, but no less frequently than every two years. Clubs may be requested by that Chairman to amend their bylaws to conform to VFRW and/or NFRW Bylaws. Review of bylaws and all amendments will be accomplished within 90 calendar days after receipt. Any recommendations of the VFRW Bylaws Chairman shall be acted on at the first succeeding meeting of the club, providing notice of such action to its membership is in accordance with Article XII, Section 1.

### Section 3. Automatic Amendment:

If any amendment to the VFRW or NFRW Bylaws makes a corresponding amendment to these bylaws necessary or causes them to be in conflict with the VFRW or NFRW Bylaws, these bylaws shall be amended automatically according to amendments adopted by vote of the national and state boards.

## ARTICLE XIII - DISSOLUTION

In the event of the dissolution of the Piedmont Republican Women's Club all assets, funds and records of that club shall revert to the VFRW, after all obligations have been met. The funds in the treasury and other assets and records shall go to the Virginia Federation of Republican Women. None of the assets will be distributed to any member or officer. Such transfer shall be completed within 30 days of the formal dissolution.

Date Bylaws Drafted May 30, 2007  
Revised Dec. 31, 2007

Date Approved by  
VFRW Bylaws Chairman \_\_\_\_\_

Date Bylaws Adopted \_\_\_\_\_

# STANDING RULES for PIEDMONT REPUBLICAN WOMEN'S CLUB

## Section 1. Membership Dues and Service Charge:

- (a) The annual dues shall be \$28 for an active member.\* Dues are payable upon joining, and each January 1st thereafter, with the exception of those joining after October 1<sup>st</sup>.
- (b) The annual dues shall be \$15 for an associate member. Dues are payable upon joining, and each January 1st thereafter, with the exception of those joining after October 1<sup>st</sup>.
- (c) The club shall pay a service charge of \$30.00 to the VFRW Treasurer no later than 30 days prior to the Annual VFRW Convention.

## Section 2. Amendment of Standing Rules

These Standing Rules may be amended by a two-thirds vote of the members present and voting at a regular or special meeting, provided at least ten days' notice of the proposed amendment(s) shall have been submitted in writing to the membership.

## Section 3. Disbursements

The limit on unbudgeted disbursements by the Executive Committee is \$150.

## Section 4. Board of Directors

The Chairmen of the following Special Committees will be full voting members of the Board of Directors: Americanism, Arrangements, Caring for America, Guidelines (Achievements), Literacy and the Newsletter. These special committees shall prepare programs of action in their respective areas for ratification by the President and Board of Directors.

## Section 5.\*

All officers of the PRWC must be citizens of the United States of America.

\*Adopted Dec. 7, 2007

Date Standing Rules Drafted May 30, 2007

Date Standing Rules Adopted \_\_\_\_\_