



## **PALO VERDE REPUBLICAN WOMEN**

### **ARTICLE I – NAME**

#### **Section 1.**

The name of this club shall be known as the Palo Verde Republican Women, hereafter referred to as “PVRW.” This Club is a member of the Arizona Federation of Republican Women and the National Federation of Republican Women.

### **ARTICLE II – OBJECTIVES**

The objectives of PVRW shall be to:

#### **Section 1**

- A. Increase the effectiveness of Republican women in the cause of good government.
- B. Promote the principles of the Republican Party.
- C. Work for the election of Republican candidates in all elections.
- D. Foster loyalty to the Republican party at all levels of government.
- E. Inform the public through political education and activity.
- F. Support the objectives and policies of the Republican National Committee as sanctioned by the PVRW Board of Directors (BOD).
- G. Disseminate information to members.

#### **Section 2**

**It shall be the policy of PVRW to refrain from supporting any individual candidate in a primary election.**

### **ARTICLE III – MEMBERSHIP**

#### **Section 1. ACTIVE MEMBERSHIP**

- A. Any woman who is currently registered as a Republican in the State of Arizona and **believes in the philosophy of the Republican Party and supports the objectives and policies of this organization shall be eligible for membership.**
- B. Active membership may not be held in more than one Federation Club.
- C. **An active** member in good standing shall be one who has paid the required annual dues and has signed and completed a membership application.
- D. All membership applications are subject to the approval of the PVRW Board of Directors (BOD).
- E. Any action undermining the objectives of PVRW or the Republican Party shall be cause for termination of membership through action by the BOD.

**Section 2. ASSOCIATE MEMBERSHIP**

- A. Associate membership in PVRW is open to Republican **women** who hold Active membership in another Federated Women’s club or who are registered Republicans in another state.
- B. Associate members cannot hold office or vote. They may serve on committees but not as Chairs. They are not counted in determining the number of delegates to Arizona Federation of Republican Women (AzFRW) or National Federation of Republican Women (NFRW) meetings or conventions.
- C. Registered Republican men (**known as Pachyderms**) may be Associate members and Associate membership rules apply.
- D. Associate dues remain with the PVRW. Associate members are not reported to the AzFRW or NFRW.
- E. Honorary Associate memberships shall be extended to any registered Republican as approved by the PVRW Board of Directors. No dues shall be charged to Honorary Associate members.

**ARTICLE IV – DUES AND SERVICE CHARGES**

**Section 1. FISCAL YEAR**

The PVRW **fiscal** year shall be from January 1 through December 31.

**Section 2. CLUB DUES**

- A. Active member and Associate member dues amounts shall be determined by the PVRW BOD. Members shall be notified of any changes, in writing, ninety (90) days prior to implementation.
- B. PVRW membership dues shall be due January 1 and shall be considered delinquent March 1.
- C. PVRW shall remit the NFRW and AzFRW annual per capita dues and service charge fees as required to AzFRW.

## **ARTICLE V – OFFICERS AND DUTIES**

### **Section 1. ELECTED OFFICERS**

The elected officers of PVRW shall be a President, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer.

### **Section 2. APPOINTED OFFICERS**

The President shall appoint, with approval of the BOD, the Chaplain and Parliamentarian.

### **Section 3. IMMEDIATE PAST PRESIDENT**

The Immediate Past President may serve as a non-voting member on the Executive Committee (EC) as a mentor and/or advisor for a limit of one (1) two (2) year term if requested by the incoming President.

### **Section 4. ELIGIBILITY**

Each elected and appointed officer shall be an Active member of PVRW in good standing.

### **Section 5. VACANCY**

A vacancy in the office of President shall be filled by the First Vice President. If she cannot step into that office, candidates for President will be sought and interviewed by the EC and approved by the BOD within a 3-month timeframe. All other vacancies in elected office shall be filled by the BOD.

### **Section 6. TERM OF OFFICE**

Officers shall serve a term of two years. Officers may run for a second two-year consecutive term of office one time only.

### **Section 7. DUTIES OF THE OFFICERS**

#### **A. The President shall:**

1. Call and preside over all general membership meetings, the Board of Directors (BOD) and the Executive Committee (EC).
2. Represent the organization or designate a representative in her absence to represent PVRW at all AzFRW State Meetings and Conventions.
3. Make committee appointments as necessary to conduct the business of PVRW, except the Nominating Committee, subject to the approval of the BOD.
4. Present to the BOD for approval at her first meeting of her term of office her vision for the upcoming term, which will include expectations for standing/special committees.
5. Make available to the membership a copy of the annual budget.
6. Be an ex-officio member of all committees except the Nominating Committee.

7. **Must** approve all materials prior to being printed or distributed in PVRW's name.
8. Be a signatory to all PVRW financial accounts
9. Appoint the Budget Committee in November, except for when a change of Treasurer has occurred, at which time a review **of the books** will be done.
10. Accept the written resignation of any member wanting to resign an elected or appointed position, chairmanship or PVRW membership.

**B. The First Vice President shall:**

1. Serve as Program Chair.
2. **Be prepared to** perform the duties of the President in her absence.
3. Fill the unexpired term in the event of a vacancy in the Office of President.
4. Perform other duties as assigned by the President.

**C. The Second Vice President shall:**

1. Serve as Membership Chair.
2. Maintain a current roster of members of PVRW.
3. **Be prepared to** perform the duties of the President in the absence of both the President and the First Vice President.
4. Perform other duties as assigned by the President.

**D. The Third Vice President shall:**

1. Serve as Community Service Chair.
2. Perform the duties of the President in the absence of the President, the First Vice President and Second Vice President.
3. Perform other duties as assigned by the President.

**E. The Secretary shall:**

1. Keep the minutes of all meetings of the PVRW Board of Directors and Executive Committee and provide a copy of each record to the President not later than fifteen (15) days after each meeting.
2. Keep a current inventory of PVRW property.
3. Maintain all PVRW records.
4. Conduct all correspondence on behalf of the PVRW **with approval** of the President.
5. Perform other duties as assigned by the President.

**F. The Treasurer shall:**

1. Be custodian of all PVRW funds which includes collecting and depositing funds in a timely manner into a financial institution approved by the EC.
1. Be a signatory to all PVRW financial accounts.

2. Disburse funds as incorporated in the approved budget and as directed by the EC.
3. Submit **unbudgeted expenditures to the BOD with the monthly report.**
4. Prepare and submit written financial report(s) at BOD meetings.
5. Submit per capita dues, annual NFRW and AzFRW service fees, and reports as required to the AzFRW in accordance with deadline dates set by the AzFRW and NFRW.
6. Submit complete financial records to the Budget Committee for the annual review.
7. Comply with all IRS and State reporting requirements.
8. Perform other duties as assigned by the President.

**G. The Parliamentarian shall:**

1. Advise the officers, committees, and members on matters of parliamentary procedure.
2. Assist with questions in interpreting the PVRW bylaws and rules.
3. Advise the Bylaws, Elections, Nominating and Program Committees if requested.
4. Advise if an Active PVRW member in good standing is entitled to exercise the membership privilege of a ballot vote.
5. **Roberts Rules of Order Newly Revised shall govern all proceedings except where inconsistent with the Bylaws of PVRW.**
6. **Be a non-voting member of the EC.**

**H. The Chaplain shall:**

1. Offer invocations, blessings, prayers, and benedictions when called upon to do so.
2. Perform other duties as assigned by the President.

**Section 8. RECORDS**

Officers and Committee Chairs shall deliver records, files, and properties of PVRW to their successors upon retiring from office, unless otherwise directed by the President or BOD.

## **ARTICLE VI – MEETINGS**

**Section 1. PVRW MEETINGS**

**A. REGULAR MEETINGS**

General meetings shall be held monthly, July and August excepted, unless otherwise ordered by the President. Notice of a regular PVRW meeting shall be sent to all Active PVRW members in good standing at least fourteen (14) days prior to the meeting. PVRW shall meet no less than six (6) times per annual year.

**B. SPECIAL MEETINGS**

Special meetings of the PVRW shall be called by the President or upon the written request of three (3) members of the EC or BOD or by 25 percent of the voting members of the PVRW. The purpose of the meeting shall be stated in the call, with no other business to be transacted at the meeting. Notice of a Special PVRW Meeting shall be sent to all Active PVRW members in good standing at least seven (7) days prior to the meeting.

#### **C. ANNUAL MEETING**

The November Meeting of the PVRW will be designated as the Annual Meeting at which time elections will be held as well as reports received from officers. Other business may be conducted, as necessary.

#### **D. QUORUM**

A quorum for a regular or special PVRW meeting shall be a **majority of the voting members present**

### **Section 2. EC AND BOD MEETINGS.**

#### **A. REGULAR MEETING**

Regular Meetings of the BOD shall be held monthly except July and August. Notice of a regular BOD meeting shall be sent (mailed or sent electronically) to all members at least seven (7) days prior to the meeting.

#### **B. SPECIAL MEETING**

Special meetings of the EC shall be called by the President, or upon receipt of the written request of three (3) members of the EC. Notice shall be distributed to all members of the EC stating the purpose of the special meeting at least five (5) days prior to the meeting. No other business shall be conducted at that meeting.

#### **C. MEETING METHODS**

A meeting of the EC or BOD may be conducted in person, by telephone or other electronic means. If conducted by telephone or electronically, any business conducted must be ratified (voted upon and approved) and entered into the Minutes at the body's next regular meeting.

### **Section 3. VOTING**

1. A vote of the EC or BOD may be conducted by mail or telephone conference call or electronic means between meetings provided there is a quorum participating. The vote shall be ratified and entered into the minutes at the body's next BOD meeting.

2. For all meetings, only Active members of PVRW in good standing shall have a voice and a vote.

#### **Section 4. MEETING RECORDINGS**

Unless permitted by the EC or BOD, recording of any portion of any meeting is prohibited, with the exception that the Secretary of the Club shall be allowed to electronically record the proceedings of any meeting with the approval of the EC.

### **ARTICLE VII – EC and BOD**

#### **Section 1. COMPOSITION OF EC and BOD**

- A. The voting members of the EC are:
  1. The Elected Officers
- B. The non-voting members of the Executive Committee are the Parliamentarian and the Immediate Past President.
- C. The voting members of the BOD are the elected officers, appointed Standing Committee Chairs, the Immediate Past President, and the Parliamentarian.

#### **Section 2. DUTIES OF THE EC/BOD**

- A. The EC:
  1. Approves disbursement of funds.
  2. Approves the annual budget prior to the first general membership and forwards it to the BOD for adoption.
  3. Approves financial institutions in which PVRW funds are held.
  4. Set the date for Financial Review Committee's financial review of the PVRW accounts or upon any change of ~~the~~ Treasurer.
- B. The BOD:
  1. The Board of Directors shall consist of all members of the EC and the Chairs of all Standing committees.
  2. Transacts any necessary business between meetings of the PVRW.
  3. Approves of President's appointment of Officers and Committee Chairs and members
  4. Adopts the Standing Rules.
  5. Reviews all proposed bylaw amendments recommended by the Bylaws Committee.
  6. Removes for cause any member of the EC, BOD, or active /associate member by a by a 2/3 vote. Including:
    - A. Non-payment of dues.

- B. Advocating for opposition party candidate.
- C. Failure to satisfactorily perform the duties of office or committee chair.
- D. Violation of PVRW Standing Rules, adopted policies or Bylaws.

**Section 3. Quorum of the EC and BOD**

- A. the majority of voting members present shall constitute a quorum.

**ARTICLE VIII – COMMITTEES**

**Section 1. COMMITTEE MEMBER ELIGIBILITY/FORMATION**

- A. All committee Chairs shall be Active PVRW members in good standing. Other than the Nominating Committee and Bylaws Committee, Associate members may serve on any committees.
- B. Standing Committee Chairs shall be appointed by the President with the Approval of the BOD for a term to coincide with that of those same elected officers and be voting members of the BOD.
- C. Special Committee Chairs shall be appointed by the President with the approval by the BOD and be non-voting members of the BOD.

**Section 2. COMMITTEE DISTRIBUTION OF INFORMATION**

The President shall grant prior approval before any committee materials are printed and/or distributed.

**Section 3. THE STANDING COMMITTEES shall be:**

- Arrangements
- Awards
- Campaign
- Communications/ Website
- Education/Literacy
- Political Education/ Legislation
- Ways and Means (Jewelry)

**Section 5. SPECIAL COMMITTEES**



Special committees deemed necessary by the EC or BOD shall be appointed by the President subject to approval of the EC or BOD. The Special Committee chairs shall be non-voting members of the BOD.

Special Committees may include those listed below, or more, as deemed necessary:

- Budgets
- Bylaws
- Caring for America
- Financial Review
- Fundraising/ Special Events
- Nominating
- Political Discussion Group
- Scholarships

#### **Section 6. DUTIES OF THE BYLAWS COMMITTEE**

A. A committee of no more than three (3) members shall constitute the Bylaws Committee. The Bylaws Committee Chair shall be appointed by the President.

B. The committee shall meet during the term of the President and shall review the Bylaws, making recommendations as needed or required by AzFRW or NFRW, accepting suggestions from members for revisions and following up to ensure compliance for any mandatory items.

C. Any changes made to the Bylaws must be approved by the BOD and the Membership.

### **ARTICLE IX – NOMINATIONS AND ELECTIONS**

#### **Section 1. NOMINATING COMMITTEE**

A Nominating Committee of not less than five (5) Active PVRW members shall be elected by the membership. At the General Meeting in April of PVRW's election year the President will ask for the membership to nominate members to sit on the committee. If more than five (5) nominations are made, the membership will vote and the top five will be appointed to the committee. Immediately upon appointment, the Parliamentarian shall instruct them in their duties and shall conduct election of a Chair, Vice Chair and Secretary.

- A. Members of the Nominating Committee may not be nominated for elected office. Roberts Rules of Order # 46:12 has been suspended per unanimous vote by the PVRW EC and BOD\*
- B. A member of the Nominating Committee shall not serve two (2) consecutive terms.
- C. The President of PVRW shall have no input into the nominating process.
- D. The Nominating Committee Chair shall submit a slate of one candidate for each of the following offices to the Membership via the PVRW Newsletter prior to the luncheon meeting held in November of the election year: President, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer.

**Section 2. DUTIES**

- A. Establish a date not less than ninety (90) days prior to the November meeting of the second year of the term for nominee applications to be submitted.
- B. Secure names of prospective nominees from the Active membership of PVRW.
- C. Submit the slate of one eligible candidate for each elected office with her written Consent to the BOD by October 1<sup>st</sup>. and include the report in the October newsletter.

**Section 3. NOMINATIONS**

Nominations may be made from the floor only at the time immediately following the Nominating Committee’s report to the Membership. Candidates who wish to be nominated from the floor shall provide their written consent to the President and must confirm receipt to her prior to nominations from the floor.

**Section 4. ELECTIONS**

- A. All nominees for elected office shall be Active members of PVRW in good standing.
- B. If there is but one nominee for any office, the election for that office may take place by voice vote.
- C. No officer may simultaneously run for more than one office.
- D. Installation of officers shall take place at the December meeting and new officer terms shall begin on January 1<sup>st</sup> of the following year.

**ARTICLE X – AzFRW AND NFRW CONVENTION DELEGATES**

**Section 1. AzFRW BIENNIAL STATE CONVENTION**

**A. PVRW DELEGATES**

AzFRW Biennial State Convention voting body shall include the President of PVRW or her accredited alternate and additional qualified delegates as per the AzFRW Bylaws.

**B. DELEGATES & ALTERNATES**

PVRW delegates and alternates to the AzFRW Biennial State Convention shall be chosen from the membership at the May PVRW meeting preceding the convention the requirements of AzFRW.

**C. CREDENTIALS AND ALTERNATES**

At the time of registration, a member shall, if requested by the Credentials Committee,

present photo identification. If needed, an alternate who is replacing a delegate shall be verified by the PVRW's President. Only a prepaid alternate is eligible to be elevated from alternate to delegate status.

**D. PROXIES**

There shall be no proxy voting at the AzFRW Biennial Convention and each delegate shall be entitled to only one (1) vote on each question or election.

**Section 2. NFRW BIENNIAL CONVENTION**

**A. CONVENTION DELEGATES, DELEGATES-AT-LARGE & ALTERNATES-AT-LARGE**

1. PVRW shall be entitled to one delegate and one alternate provided that the club has been in good standing for at least six (6) months prior to the NFRW national convention.
2. AzFRW elects NFRW Delegates-at-Large at the last State Meeting preceding the ninety (90) day deadlines before the National Federation of Republican Women Convention. See AzFRW and NFRW Bylaws for more information.

**ARTICLE XI – PARLIAMENTARY AUTHORITY**

The current edition of Robert's Rules of Order shall govern all proceedings.

**ARTICLE XII – AMENDMENTS**

These bylaws may be amended by a two-thirds (2/3) vote of the ballots cast by Active PVRW members in good standing who are present and voting at any meeting of the PVRW, provided that notice of the proposed amendment(s) shall have been approved by the EC/BOD and distributed to each member thirty days prior to the date of the meeting.

**ARTICLE XIII – DISSOLUTION**

This PVRW may be dissolved by a two-thirds vote of members present and voting at any meeting of the PVRW, provided that notice of the dissolution has been submitted in writing or electronically at least thirty (30) days prior and has been sent to all members of the PVRW. In the event of dissolution, the EC/BOD shall, after payment of all liabilities of the PVRW, distribute any remaining assets to the Arizona Federation of Republican Women. No funds shall be distributed to any member or officer of the PVRW. The right to use the name of a dissolved PVRW shall revert to the AzFRW.

These bylaws approved and adopted by Palo Verde Republican Women on this date.

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**PALO VERDE REPUBLICAN WOMEN'S CLUB PRESIDENT**

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**DATE**

**\*RRO Rule #46:12**

Members of the nominating committee are not barred from becoming nominees for office themselves. To make such a requirement would mean, first, that service on the nominating committee carried a penalty by depriving its members of one of their privileges, and second, that appointment or election to the nominating committee could be used to prevent a member from becoming a nominee.

## STANDING RULES

### 1. ROSTER

The Club Membership Roster is the sole property of PVRW and may not be used for any other purpose. **The PVRW roster will be maintained on the PVRW website/ members only section.**

### 2. DUES

- A. Annual dues are set by the BOD and shall be due and payable on or before January 1<sup>st</sup> of the PVRW calendar year. Members who have not paid their dues by March 1<sup>st</sup> will not be included in the Club Membership Roster until they have renewed.
- B. Regular membership dues shall be fifty (\$50.00) dollars annually. Associate membership dues shall be twenty-five (\$25.00) dollars annually.
- C. All paid dues are non-refundable.

### 3. MEETINGS

- A. General meetings shall be held on the third Wednesday of each month, except July and August. The social period shall be at 11:00AM and the meeting shall begin at 11:30AM.
- B. EC/BOD meetings shall be held each month, except July and August, as scheduled by the President.

### 4. MEETING EXPENSES

- A. The President or authorized member attending the AzFRW quarterly meetings, the AzFRW Biennial Convention and the NFRW Convention shall be reimbursed (if requested) for lodging, and transportation. No reimbursement shall be made for optional AzFRW fundraising events.
- B. **Delegates and members attending the AzFRW Quarterly Meetings may be reimbursed for their registration fees by PVRW.**
- C. The policy for reservations for luncheons at the Regular PVRW meeting shall be:
  - 1. Reservations are required for luncheon meetings. The cost of the luncheon is thirty-five (\$35.00) dollars per person. **\$45.00 if a member arrives without a reservation and space is available.**
  - 2. **“Eventbrite” online event website shall be used for reservations. The deadline for reservations and/or cancellations is 10AM on the Wednesday morning one week prior to the Wednesday luncheon meeting. “A reservation made is a reservation paid!”**
  - 3. **No refunds will be issued after the cancellation deadline.**
  - 4. PVRW encourages members to invite guests. The member inviting guest(s) shall be responsible for her guest’s lunch costs unless the guest makes her own reservation with the Reservation Chair.
  - 5. Members are responsible for making guests aware of the luncheon reservation and cost policies.

6. Making a reservation via Eventbrite is preferred. Each reservation received shall receive an emailed confirmation which shall serve as proof of reservation. A member may call the reservation chair and notify her that a check for a reservation will be mailed. All checks must be in hand by the Monday one week prior to the Wednesday meeting.
7. PVRW may set aside payment for one lunch per meeting that can be used for the Keynote Speaker's lunch. PVRW does not pay for any candidate's lunch when speaking to PVRW as a candidate (rather than as an office holder).

## 5. DEATH OF AN ACTIVE MEMBER

In the case of an active member's death, the club may make an appropriate contribution to a charity in remembrance of the member.

## 6. REVIEW OF TREASURER'S RECORDS

- A. Upon receipt of bank statement at end of calendar year, the Treasurer shall finalize the year-end financial report and submit it and all records to the Financial Review Committee for its review, on or **before January 15<sup>th</sup>**.
- B. The Financial Review Committee shall report its findings to the EC/BOD at the BOD meeting.

## 7. INSTALLATION OF OFFICERS

The outgoing President shall be, or may appoint, the installing officer to administer the oath of office at the December General Meeting.

## 8. SUPPORT OF REPUBLICAN CANDIDATES **ONLY**

- A. No material or petitions, except for Party and Candidate literature shall be distributed at a general meeting.
- B. PVRW shall not conduct fundraising events for any candidates **during the Primaries**; however, individual members may participate *as individuals* as they see fit.
- C. **Only Registered Republicans can speak at PVRW meetings. WE DO NOT GIVE OUR MICROPHONE TO NON-REPUBLICANS.**

## 9. ANNOUNCEMENTS

Any person wishing to address the membership during a general meeting shall submit their request to the President for consideration and placement on the agenda.

## 10. COMMUNICATION POLICY

- A. Information received by the President to be disbursed to the membership, once approved, shall be sent via telephone, or electronically, and may include but not be limited to:
  1. Information about any GOP candidates, policies, or initiatives.
  2. AzFRW and NFRW announcements
  3. Notices of PVRW meetings, events, and/or other club issues.

4. Alerts about the hospitalization, serious illness or death of a member, associate member, or a member's spouse.
5. All other information deemed relevant by the President to members.
- B. The policy for the distribution of any information to the membership shall be:
  1. No member may solicit the membership or any subgroup of members for any reason not directly pertaining to PVRW business.
  2. No member shall broadcast an email message to the membership without submitting it in writing and receiving the approval of PVRW President. Once approved, the President will make every effort to disburse the information in a timely manner.
  3. The President shall determine the appropriate method for disbursement.
- C. Because PVRW is a private organization the club possesses full legal authority to exclude The Press from its General meetings unless specifically invited.
- D. NO ONE, unless authorized, may record any speaker during a PVRW meeting.

#### **10. AMENDING STANDING RULES**

Standing Rules may be changed by a majority vote of those attending an Executive Committee/Board of Directors meeting. No Standing Rules shall be adopted that conflict with the PVRW bylaws.

Amended September 2020