

BYLAWS
of the
REPUBLICAN WOMEN OF CLIFTON

Accepted May 17, 2023



MEMBER OF
THE VIRGINIA FEDERATION OF REPUBLICAN WOMEN
and
NATIONAL FEDERATION OF REPUBLICAN WOMEN



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ARTICLE I - Name

The name of this organization shall be Republican Women of Clifton hereinafter referred to as “RWC” or “Club”. This Club is affiliated with the Virginia Federation of Republican Women (VFRW) and with the National Federation of Republican Women (NFRW). The Club’s Congressional District will be where the majority of Primary Members reside as of March 1.

ARTICLE II - Purposes

The purposes of this Club shall be to:

- Increase the effectiveness of women in the cause of good government,
- Recruit and support Republican Women for elected office at all levels of government,
- Disseminate information to all members,
- Inform the public through political education and activity,
- Foster loyalty to the Republican Party at all levels of government,
- Promote the principles of the Republican Party,
- Work for Republican candidates in all elections,
- Support the objectives and policies of the Republican National Committee,
- Perform any lawful activity to those described in Section 527 of the IRS Code and not inconsistent with the foregoing.

ARTICLE III - Policies

Section 1. ENDORSEMENT POLICY

The Club as a whole and its President and Campaign Activities Chair shall not publicly endorse any candidate for public office in contested Republican primaries, runoff elections, and special elections, and/or non-partisan elections when more than one Republican is in the race. No woman may use a VFRW or Club title (former or current) to endorse a candidate prior to the selection of a nominee. It is incumbent upon the member to advise campaigns that the member’s title may not be used in any format. Club members who are running for office are not prohibited from using their title or membership in RWC and VFRW.

Individual members of this club may work for the candidate of their choice in contested Republican primaries, but not in the name of the Club or Federation.

Section 2. SPLIT TICKET

Neither the club nor an individual member shall advocate a split ticket, support an opposition party candidate, or act against the VFRW or NFRW policies and bylaws.

Section 3. OTHER ORGANIZATIONS

The club shall not affiliate with any political organization which is not officially recognized as working in concert with the VFRW, NFRW, and the Republican National Committee.

ARTICLE IV - Membership

Section 1. PRIMARY MEMBERSHIP

- A. Primary Membership: Any Republican woman who is a resident of the Commonwealth of Virginia, has attained eighteen (18) years of age, believes in the philosophy of the Republican Party, advocates support for Republican candidates, and supports the objectives and policies of this organization, shall be eligible for membership.
- B. A member in good standing shall be a member who has paid the required dues for the current calendar year. The dues amount for primary members will be stated in the Club's standing rules and amended as required.

Section 2. ASSOCIATE MEMBERSHIP

- A. Any woman who is a primary member of another Federated Women's Club who supports the objectives and policies of this club shall be eligible to become an associate member upon payment of required annual dues. The dues amount for associate members shall be stated in the club's standing rules and amended as required.
- B. Associate Members cannot hold Club office, vote, be counted in determining the number of delegates to the VFRW meetings/conventions and cannot serve as an RWC delegate to these meetings.
- C. Republican men may be Associate Members but cannot make motions, hold office, have a voice, vote, or be counted in determining the number of primary members. As Associate Members, men do not become members of the Virginia or National Federations of Republican Women.
- D. Associate Member dues remain with the club. Associate Members are not reported to VFRW or NFRW

Section 3. MEMBERSHIP IN AFFILIATED ORGANIZATIONS

- A. Primary membership includes membership in the Virginia Federation of Republican Women (VFRW) and the National Federation of Republican Women (NFRW).

Section 4. RESIGNATIONS AND REMOVAL

- B. The Board of Directors shall have complete jurisdiction over the removal of members from membership in the club. A two-thirds vote of those present and voting at a meeting for which proper notice has been given is required for removal. A member may be removed for any of the following reasons:
 1. Non-payment of dues,
 2. Advocating for an opposition party candidate,
 3. Supporting an opposition party ticket, or
 4. Failure to uphold the policies and objectives of this club as stated in the bylaws.
- C. A member whose dues are delinquent per Article V, Section 2, shall be advised by email before removal for non-payment of dues.

- D. To remove a member for cause other than non-payment of dues, charges in writing, signed by not less than two-thirds 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.
- E. 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 Charges

Section 1. FISCAL YEAR

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

Section 2. MEMBERSHIP DUES

Dues shall be established by the Board of Directors and set forth in the Standing Rules.

Membership expires on December 31 of each year. Dues shall be payable no later than January 31 and shall be delinquent March 1.

New member dues collected October through December will be applied to the following year's membership.

Section 3. SERVICE CHARGES

RWC shall pay VFRW per capita dues, and the annual service charges on behalf of their members, with the first payment of the year to be made no later than January 15.

ARTICLE VI - Elected Officers and their Duties

Section 1. ELECTED OFFICERS

The elected officers of this club shall be a President, 1st Vice President, 2nd Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.

Section 2. ELIGIBILITY

- A. Each elected officer shall be a primary member in good standing with the club and shall give consent to serve if elected.
- B. The President will have held Primary membership since January of the year in which she is nominated and elected to serve.
- C. Officers, other than President, must have held Primary membership a minimum of two months prior to the election.

Section 3. VACANCY

A vacancy in the office of President shall be filled by the 1st Vice President, or by the 2nd Vice President, in the event that both the President and the 1st Vice President are unable to serve as President. All other vacancies in an elected office shall be appointed by the Board of Directors at the first meeting following the creation of the vacancy.

Section 4. REMOVAL FROM OFFICE

Members of the Executive Committee may be removed by two-thirds (2/3) vote at a general membership meeting at which a quorum is present and proper notice is given, for any of the following reasons after investigation by the Executive Committee:

- A. Non-payment of dues,
- B. Advocating for an opposition party candidate,
- C. Supporting an opposition party ticket, or
- D. Failure to uphold the policies and objectives of this club as stated in the bylaws.

Section 5. ELECTION

The officers shall be elected at the Annual Meeting in November and shall serve a term of one year, or until their successors are elected. Officers may serve a second consecutive term. Six months or more shall be considered a term in determining eligibility for reelection.

Section 6. DUTIES OF THE OFFICERS

- A. The President shall:
 1. Call and preside over all meetings of the club, the Executive Committee, and the Board of Directors.
 2. Represent the organization at all times or designate someone as representative/proxy in her absence or inability to do so,
 3. Make Committee Chair appointments as necessary to conduct the business of the club, except the Nominating Committee, subject to the approval of the Executive Committee,
 4. Appoint a Parliamentarian and Chaplain,
 5. Prepare a program of action in consultation with the Chairs of the Standing Committees for presentation and approval by the Executive Committee,
 6. Submit an annual budget for approval by the membership,
 7. Be an ex-officio member of all committees except the Financial Review and Nominating Committees,
 8. Co-sign checks as one of two authorized signatures, namely President and Treasurer; and ensure the VFRW Treasurer is notified of Club authorized check signers,
 9. Appoint the Financial Review Committee in November to review the Treasurer's books and records at the end of the fiscal year,

10. Accept resignation by written letter or email of any member wanting to resign from a position, chair position, or the club,
11. Represent the club as a voting member of the VFRW Board of Directors and whenever such representation is requested or required. Should the President not be able to attend the VFRW Board Meeting, a member in good standing from her own club may attend in her place bearing a proxy,
12. Shall furnish the names, addresses, zip codes-plus four, phone and fax numbers, and email addresses of the elected officers to the President, Corresponding Secretary, and Treasurer of the VFRW no later than January 15 each year,
13. Ensure the VFRW District Representative is financially supported through the budgetary process, receives this amount, and has a copy of the membership roster, calendar of events, and is copied on membership meeting activities, and
14. Determine RWC's congressional district, which is defined as where the majority of its Primary Members reside as of March 1; and, should there be a change from CD 10, report this to VFRW.
15. Submit the Committee Year End Reports to the incoming President.

B. 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. Act as Program Chair and ensure sufficient volunteers to execute Program Committee responsibilities (Article XI, Section 1, E6), and
4. Perform such other duties as are assigned by the President, the Executive Committee, or the Club.

C. 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. Act as Membership Chair and ensure sufficient volunteers to execute Membership Committee responsibilities (Article XI, Section 1, E6),
3. Maintain a current roster of members of the club,
4. To partner with the Treasurer in the collection of dues from Primary and Associate Members, and
5. Perform other duties as assigned by the President, the Executive Committee, or the Club.

D. The Recording Secretary shall:

1. Keep the Minutes of all meetings of the Club, Executive Committee, and Board of Directors and to have these minutes available to the President within 10 calendar days and to serve as the custodian of the records,
2. Keep a current inventory of Club property,
3. Maintain all Club records and historical items, and
4. Perform such other duties as may be assigned by the President, the Executive Committee, or the Club.

E. The Corresponding Secretary shall:

1. Conduct the correspondence of the club, email and written, under the supervision of the President,
2. Preserve in a permanent file all letters and papers of value to the club,
3. Provide Club newsletter to the District Representative, VFRW President and the VFRW Corresponding Secretary, and
4. Perform other duties as assigned by the President, the Executive Committee, or the Club.

F. The Treasurer shall:

1. Serve as custodian of all Club funds and deposit them in a bank(s) approved by the Executive Committee,
2. Co-sign checks as one of two authorized signatures, namely President and Treasurer,
3. Disburse funds in accordance with the budget and as directed by the Executive Committee or the membership,
4. Bring written financial report(s) to regular Club and Executive Committee meetings,
5. Submit the financial records to the Financial Review committee for an annual review to be completed by the first meeting of the fiscal year,
6. Comply with all state elections and reporting requirements,
7. Assist the President in the preparation of the annual budget,
8. Partner with the Second Vice President in the collection of dues from Primary and Associate Members,
9. Maintain the official membership list of the Club and place this list under irrevocable trust for the exclusive use of the club, VFRW and NFRW,
10. Send to the VFRW Treasurer at the beginning of the fiscal year, January 1, and no later than 30 days prior to the annual VFRW convention:
11. The club service charge,
12. Federation fees for each Primary Member, as dues are received throughout the year; and
13. The names, addresses, zip codes, preferred phone number(s) and email addresses of the Primary Members,
14. Perform other duties as assigned by the President, the Executive Committee, or the Club.

Section 7. RECORDS

All officers and all committee chairmen shall:

- A. Furnish the President an annual written report and
- B. Deliver all records, files, and properties of the club to their successors upon retiring from office unless otherwise directed by the President or the Executive Committee.

ARTICLE VII - Appointed Officers

Section 1. APPOINTED OFFICERS

The President shall appoint a Parliamentarian and Chaplain, who shall be approved by the Executive Committee.

Section 2. DUTIES OF THE PARLIAMENTARIAN

- A. Serve as counsel and give advice on parliamentary procedure,
- B. Be familiar with the Bylaws and Standing Rules of the Club, and
- C. Be entitled to the membership privilege of a ballot vote if a Club member.

Section 3. DUTIES OF THE CHAPLAIN

- A. Provide invocations and prayers at club functions.

ARTICLE VIII - Meetings

Section 1. REGULAR MEETINGS

A minimum of five (5) regular meetings shall be held during the Club year. These meetings shall be held as decided by the Executive Committee. At least ten (10) days notice shall be given to all members for regular meetings.

Section 2. SPECIAL MEETINGS

Special meetings may be called by the President at her initiative or upon the request of a majority of the members of the Executive Committee or by 25% of the club. The purpose of the meetings shall be stated in the call, with no other business to be transacted at the meeting. At least a five-day notice shall be given to all members for any special meeting. Meetings may be held electronically.

Section 3. ANNUAL MEETING

The November meeting will be designated as the Annual Meeting at which time reports shall be given and the election of officers held. A primary Club 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 4. VOTING

A vote of the Club, Executive Committee, or Board of Directors may be conducted by mail, telephone, fax, email, or other approved electronic means 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 5. NOTICE

Notice for all meetings may be mailed or sent electronically.

Section 6. QUORUM

A quorum at Club meetings shall be 25 % of primary members.

Section 7. EMAIL/CONFERENCE CALL VOTING

Matters of a routine nature, requiring action by the Executive Board, Board of Directors of the Primary Members may be submitted to members by mail, phone or electronic transmission at the discretion of the President and subject to the following conditions:

- B. Each voting member of either body is provided an identical outline of the question to be considered and a specific date for return of approval or disapproval by the member to the President or electronic or a concise verbal explanation via a conference call that is recorded by the Recording Secretary or person acting in her behalf. All members of the Executive Committee must be present on the call,
- C. Approval or disapproval is indicated by the member on the subject line of the email and returned to the President by the specified date or by the verbal roll call on the phone and recorded in the minutes, and
- D. A majority of the properly voted communications, returned by the specified date as determined by verbal roll call, shall determine the action to be taken and shall become a part of the permanent record of the Recording Secretary. The Recording Secretary will report on the action taken at the next meeting of the appropriate body.

Article IX - Executive Committee

Section 1. EXECUTIVE COMMITTEE COMPOSITION

The Executive Committee of this Club shall consist of:

- A. The elected officers,
- B. The Immediate Past President, and
- C. The Parliamentarian (nonvoting).

Section 2. DUTIES

The Executive Committee shall transact necessary business between meetings of the club, approve committee appointments made by the President, authorize disbursement of funds in amounts consistent with the budget adopted by the general membership, and perform other duties as assigned by the club.

Section 3. MEETINGS

The Executive Committee shall meet as decided by the President or the Executive Committee. Special meetings may be called by the President or upon the request of a majority of the Committee. At least a ten (10) day notice shall be given for meetings. Notice may be mailed or sent electronically.

Section 4. QUORUM

One half (1/2 of 50%) of the members of the Executive Committee shall constitute a quorum.

ARTICLE X - BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS

The Board of Directors shall be composed of

- A. Members of the Executive Committee and
- B. Chairs of the Standing Committees

Special Committee Chairs shall be invited to attend meetings of the Board of Directors, but do not have a vote.

Section 2. DUTIES OF THE BOARD

The Board shall:

- A. Meet a minimum of two times each fiscal year at the Call of the President and/or the Executive Committee. Meetings may be held in person, by teleconference, or by electronic videoconference. These meetings will be open to all Active Members who may speak to an issue when granted permission by the presiding officer; however, they may not vote,
- B. Adopt and revise, if needed, the Annual Budget and approve or deny over-budget items as presented,
- C. Transact any necessary business between meetings of the club, make recommendations concerning policies of the club, and advise the President,
- D. Fill Vacancies. See Article VI, Section 3, and
- E. Act on removal from Membership. See Article IV, Section 4.

Section 3. QUORUM

A majority of the members of the Board of Directors shall constitute a quorum.

ARTICLE XI - Committees

Section 1. STANDING COMMITTEES

- A. The standing committees of this club shall be: Bylaws, Campaign Activities, Fundraising, Hospitality, Legislation, Membership and Public Relations. Chairs (with the exception of the Membership Committee, which is chaired by the 2nd Vice President) shall be appointed by the President and approved by the Executive Committee.
- B. Officers may be appointed to serve as chairs of standing committees,
- C. No other standing committees may be named without an amendment of these bylaws.
- D. Standing committee chairs shall be appointed for the same term as the President and shall be voting members of the Board of Directors.
- E. Duties of Standing Committees

Standing Committees shall prepare programs of action in their respective areas for ratification by the President and the Board of Directors. Their duties shall include those duties set forth by the VFRW, the NFRW and as enumerated below.

1. Bylaws
 - a. Conduct a biennial review of the Club bylaws;
 - b. Request and receive proposed amendments to the bylaw, submit them to the Board of Directors for action, or initiate changes requested by the club; and
 - c. Shall submit the draft bylaws, as approved by membership, electronically to the VFRW Bylaws Chair for review, incorporate any requested VFRW By-laws Committee amendments and obtain final Club approval at the first meeting of the Club after appropriate notice; and resubmit to the VFRW By-laws Committee until final acceptance.
2. Campaign Activities
 - a. Shall coordinate all activities of the club's campaign program, and
 - b. Shall be responsible for the collection and reporting of campaign and volunteer hours.
3. Fund-raising
 - a. Shall prepare and implement a fundraising plan to meet the club's budget,
 - b. Shall be responsible for planning and executing event(s) and activities,
 - c. Shall coordinate with the Hospitality Committee and other Officers and Chairs as needed and requested;
 - d. Shall notify the Treasurer of fundraising committee meetings, and
 - e. Shall provide after action report(s) to the Executive Committee.
4. Legislation
 - a. Shall identify legislative concerns important to the Club;
 - b. Shall inform and advise members on how and when to take action; and

- c. Shall inform the Club and Executive Committee of any legislation affecting the interests of NFRW and VFRW.
5. Membership
- a. Shall coordinate all membership renewal and new member efforts,
 - b. Shall compile and maintain complete membership lists,
 - c. Shall ensure that all membership information is shared with the Treasurer and others as deemed necessary and is submitted to the VFRW according to deadlines.

Section 2. SPECIAL COMMITTEES

- A. The President may appoint chairs of special committees, subject to the approval of the Executive Committee, at any time as it may become necessary. Special Committee Chairs do not have a vote on the Executive Committee or the Board of Directors. Special Committees may include:
 - 1. Caring for America (Community Service)
 - 2. Literacy
 - 3. Historian
 - 4. Other Special Committees as needed
- B. Financial Review Committee: A committee of three primary members shall be appointed by the President in November of each year whose duty it shall be to review the Treasurer's accounts at the close of the fiscal year and shall report to the Executive Committee and to the membership at the first meeting of the following fiscal year.
- C. Nominating Committee: See Article XII, Section 1.

Section 3. COMMITTEE MEMBERS

All committee members must be primary members in good standing in the club.

Section 4. REPORTS AND RECORDS

- A. Standing Committee Chairs shall furnish the President annual written reports.
- B. Special Committee Chairs shall furnish the President annual written reports, as requested.
- C. All records, files, and properties of this organization shall be delivered by all committee chairs to their successors not later than thirty (30) working days following the new appointments.

Section 5. EX-OFFICIO MEMBERS

The President shall be an ex-officio member of all committees except the Nominating and Financial Review Committees. The President shall have final authority over all printed materials.

ARTICLE XII - Nominations and Elections

Section 1. NOMINATIONS

- A. A Nominating Committee of a minimum of three (3) primary members shall be elected by the club no later than September of each year. The Committee shall elect its own chair. The Parliamentarian will instruct the Committee as to proper procedure and will be available for further counsel if required.
- B. The Nominating Committee shall report a slate of one candidate for each office at the October meeting or by email notification to the Club at least ten days prior to the Annual meeting. Nominations from the floor shall be in order following the report of the Nominating Committee at the Annual meeting and just before the election.
- C. All nominees shall be primary members in good standing in the club and shall give consent to serve if elected. The President must have held Primary membership since January of the year in which she is nominated and elected to serve. Officers, other than President, must have held Primary membership two months prior to the election.
- D. Nominating Committee members may not serve for more than two consecutive terms.

Section 2. ELECTION OF OFFICERS.

- A. Elections shall be by ballot at the Annual Meeting as defined in Article VI, Section 5. However, if there is but one nominee for any office, the election for that office may be by voice vote.
- B. No officer may simultaneously run for more than one office.
- C. Officers may run for a second consecutive term.

ARTICLE XIII - State Federation Convention Delegates

A. VFRW CONVENTION AND ELECTION OF REPRESENTATIVES

Prior to the VFRW convention, the club shall elect Delegates and Alternate Delegates to the Convention at a regular meeting in the method set forth to conform to VFRW requirements.

ARTICLE XIV - Parliamentary Authority

Robert's Rules of Order, Newly Revised, shall govern the club in all instances where they are applicable and in which they are not inconsistent with these bylaws, NFRW and VFRW bylaws and any special rules of order.

ARTICLE XV - Amendments

Section 1. VOTE TO AMEND.

Proposed changes to the by-laws shall be approved by the Board of Directors prior to submission to the general membership for action. These bylaws may be amended by a two-thirds vote at any regular (general) meeting of the club, provided that notice of the proposed

amendment(s) shall have been sent to each member thirty days prior to the date of the general meeting.

Section 2. REVIEW OF BYLAWS.

Bylaws and all proposed amendments thereto of all clubs shall be sent to the VFRW Bylaws Chair for timely review, but no less frequently than every two years. The VFRW Bylaws Chair may request further amendments to conform to VFRW and/or NFRW Bylaws. Any recommendations of the VFRW Bylaws Chair shall be acted on at the first meeting of the club, providing notice of such action to the club membership is in accordance with the bylaws of the club.

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 NFRW or NFRW Bylaws, these Bylaws shall be amended automatically according to amendments adopted by vote of the national and state bodies.

ARTICLE XVI - Dissolution

This club may be dissolved by a two-thirds vote at any regular or special meeting of the club, 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 the club, and provided the club follows the procedure outlined in the VFRW Standing Rules. In the event of dissolution, the Executive Committee shall, after payment of all liabilities of the club, distribute any remaining assets to the VFRW. No funds shall be distributed to any member or officer of the club. The right to use the name of a dissolved club shall revert to the VFRW.

Approval

These bylaws approved and adopted by Republican Women of Clifton May 17, 2023

INITIAL APPROVAL:

Approved by Club Membership April 18, 2023

Submitted to VFRW Bylaws Chair April 18, 2023

Approved by VFRW Bylaws Committee May 4, 2023

Name & Email of VFRW Bylaws Chair	Elizabeth L. Jenny Mundy	eljmundy@aol.com
	(NAME)	(EMAIL)

ORIGINAL BYLAWS 2006

AMENDMENTS

Amended September 2010

Amended November 2012

Amended May 2013

Amended June 2014

Amended September 2018, Approved by VFRW November 12, 2018