

BY-LAWS
of
SOUTHERN HILLS REPUBLICAN WOMEN

As Amended October 27, 2015

ARTICLE I – NAME

The name of this organization shall be SOUTHERN HILLS REPUBLICAN WOMEN, hereinafter referred to as SHRW.

ARTICLE II – OBJECTIVES

The objectives of SHRW shall be to increase the effectiveness of Republican women in the cause of good government through active political participation. While facilitating interaction among Republic Women's organizations we shall support the goals and principles of the National Federation of Republican Women (NFRW), the Nevada Federation of Republican Women (NvFRW) and the Republican Party. We shall promote Republican candidates in all elections (including non-partisan elections) and develop an informed membership through political education and activity.

ARTICLE III – MEMBERSHIP

Section 1. Regular Membership

1. Any registered Republican woman is eligible for membership in SHRW.
2. Members may only join one NFRW Club as a Regular Member. A member may be an Associate Member of an unlimited number of NFRW clubs.

Section 2. Associate Membership

1. A registered Republican woman who is a member of another NFRW Club can join SHRW as an Associate Member.
2. A man is also eligible to join SHRW as an Associate Member.
3. Associate members shall be able to attend meetings with voice and serve on social and fundraising committees.
4. An Associate Member shall not be entitled to:
 - a. Make motions
 - b. Vote
 - c. Hold elected office
 - d. Be counted in determining the number of delegates to regional, state or national meetings or conventions.

ARTICLE IV - OFFICERS

Section 1. Qualifications.

1. Any elected officer shall be a regular member in good standing as of January, the year of the election.

Section 2. Elected Officers

1. The elected officers of SHRW shall be:
 - a. President
 - b. First Vice President
 - c. Second Vice President
 - d. Recording Secretary
 - e. Treasurer
 - f. Budget and Finance Director
 - g. Campaigns Director
 - h. Communications Director
 - i. Events Director
2. Two persons may share an elected position with the exception of the President. Any shared position shall only have one vote on the Executive Board.
3. The officers should be elected at the November Membership Meeting in odd-numbered years for a term of two (2) years. No officer shall serve in the same position for more than two (2) consecutive terms.
4. An officer serving fifteen (15) months or more of a term shall be considered to have served a full term.
5. A vacancy in an elected office, except for the office of the President, shall be filled by election by the Executive Board at the first meeting following the creation of the vacancy. Notice of the vacancy shall be given to the Executive Board with the call for the Executive Board meeting.
6. The Elected Officers shall act as the Executive Board,
7. The Executive Board shall act as leaders and advisors to the President in carrying out the programs and policies of SHRW.

Section 3. Duties of Elected Officers:

1. The President:
 - a. Shall preside at all meetings of SHRW's Executive Board,
 - b. Shall represent SHRW at NvFRW meetings or arrange for a Vice President to serve in her place. If neither Vice President is available the President shall designate a member of the Executive Board,
 - c. May appoint a Chaplain, Corresponding Secretary, Historian and Parliamentarian with the approval of the Executive Board,
 - d. Shall be an ex-officio member of all committees except the Nominating Committee,

- e. May appoint standing and Special Committee Chairmen and Vice Chairmen with the approval of the Executive Board ,
 - f. Shall co-sign checks with the Treasurer and in her absence with First Vice President, or Secretary
 - g. Shall represent SHRW to the NvFRW Board of Directors or if unable to attend she shall appoint a member in good standing to represent her and consequently present any and all reports due.
2. The First Vice-President shall:
 - a. Perform the duties of the president in her absence,
 - b. Fill a vacancy in the office of President,
 - c. Be program committee chair,
 - d. Co-sign checks in absence of either President, Treasurer or Secretary,
 - e. Perform other duties assigned by the President.
 3. The Second Vice-President shall:
 - a. Perform the duties of the president in the absence of both the president and the first-vice-president;
 - b. Be membership chairman and implement SHRW's plans and programs;
 - c. Maintain and distribute a current membership list to SHRW board members as needed,
 - d. Keep an up-to-date roster of the membership,
 - e. Perform other duties assigned by the President.
 4. The Recording Secretary shall:
 - a. Record and present the minutes of all meetings, including the Executive Board Meetings and membership meetings (when a vote is taken),
 - b. Provide the President with copies of all minutes within ten (10) days after each meeting,
 - c. Co-sign checks in absence of either President, First Vice President or Treasurer,
 - d. Perform other duties assigned by the President.
 5. The Treasurer shall:
 - a. Be the custodian of all funds of SHRW and shall deposit them in a FDIC insured bank account approved by the Executive Board.
 - b. Co-sign checks with the President or in her absence with First Vice President or Secretary,
 - c. Keep an account of all monies,
 - d. Assist the Budget and Finance Committee in preparing an annual budget for the Executive Board's approval,
 - e. Prepare and present a monthly report of all receipts and disbursements at each Executive Board meeting,
 - f. Be a member of any committee raising or disbursing funds;
 - g. Submit the records of the club for review at the close of each year or at the request of the Executive Board,
 - h. Submit the Quarterly report to membership and NvFRW,
 - i. Supervise annual federal tax return preparation;
 - j. Perform other duties assigned by the President.

6. The Budget and Finance Director shall:
 - a. Chair the Committee that creates the annual budget for SHRW
 - b. Shall appoint a committee to create the annual budget after reaching a consensus of the financial needs of SHRW,
 - c. Review the annual tax return as prepared
 - d. Give counsel on expenditures and advise the board when it is departing from pre-approved budgeted items
 - e. Present the annual budget to the general membership at the November Membership Meeting
 - f. Perform other duties assigned by the President.

7. The Campaign Director shall:
 - a. Coordinate SHRW member volunteer efforts for Republican candidates in Local, State and Federal primary and general elections.
 - b. Establish data base for communications with volunteers for such campaigns and other party and federations events.
 - c. Perform other duties assigned by the President.

8. The Communications Director shall:
 - a. Serve as Chair of the Communications Committee.
 - b. Be responsible for the preparation of monthly newsletter.
 - c. Be responsible for maintaining SHRW web site and other internet methods of communication as directed by the Board.
 - d. Maintain data base for communication with members either by mail or by e-mail.
 - e. Perform other duties assigned by the President.

9. The Events Director Shall:
 - a. Serve as a member of any event planning committee.
 - b. Accept reservations for all club events.
 - c. Provide liaison between the Board and the event venue regarding all facets of an event such as room, attendance, menu, etc.
 - d. Perform other duties assigned by the President.

Section 4. Appointed Officers

1. The appointed officers of SHRW may include a Corresponding Secretary, an Assistant Treasurer, a Chaplain, a Parliamentarian and a Historian.

Section 5. Duties of the Appointed Officers

1. The Corresponding Secretary shall assist the President with the correspondence of her office and conduct the routine correspondence of SHRW.

2. The Assistant Treasurer shall:
 - a. Serve on the Budget and Finance Committee,
 - b. Be a member of any committee raising or disbursing funds,
 - c. Assist the Treasurer in duties assigned by the President.

3. The Chaplain shall offer appropriate prayers for meetings and other events as directed by the President.
4. The Parliamentarian shall:
 - a. Be thoroughly familiar with the By-Laws of SHRW and the NvFRW,
 - b. Be familiar with the current edition of *Robert's Rules of Order*, newly revised,
 - c. Serve as the interpreter of correct Parliamentary procedure for all meetings of SHRW and provide correct procedure or By-Law information when requested,
 - d. Serve as a member of the Executive Board without a vote.
5. The Historian shall perform the duties as assigned by the President.

Section 6. Records

1. All records of outgoing officers and committee chairmen, except for the Treasurer, shall be turned over to their successors on or before the end of the calendar year, December 31st.
2. The Treasurer's records shall be turned over to her successor as soon as possible but no later than January 15th.

ARTICLE V – EXECUTIVE BOARD

Section 1. Executive Board

1. Act as leaders and advisors to the President in carrying out the programs and policies of SHRW.
2. Transact any necessary business between membership meetings.
3. Shall **not** authorize any non-budgeted expenditure in excess of Two Hundred Fifty Dollars (\$250.00) without the approval of the membership at a regular membership meeting.
4. Report its recommendations to the membership.
5. Act on the appointment of standing committee chairmen and vice-chairmen as presented by the President.
6. Fill a vacancy in any elective office except the office of the President.

Section 2. Board of Directors

1. Shall consist of elected officers and such Standing Committee Chairs as deemed appropriate by the President.
2. Board of Directors shall meet at the discretion of the President.
3. Act as leaders and advisors to the President in carrying out the programs and policies of SHRW.

Section 3. Removal of Elected Officials

1. An elected official can be removed by the Executive Board upon reviewing a petition signed by 10% of the regular membership.
2. A Special Meeting may be called by a majority of the Executive Board members, the President or upon the written request of three (3) or more voting members of the Executive Board.
3. The purpose of the meeting shall be stated in the call and no other business shall be transacted.
4. The call shall state the date, time and location of the meeting and shall be delivered to the members of the Executive Board no less than ten (10) days prior to the meeting date.
5. A quorum (30% of the regular membership) is required to vote to remove any officer and the vote must be with 75% of the membership present voting to support this action.
6. Vote shall be by secret ballot.

ARTICLE VI – NOMINATIONS AND ELECTIONS

Section 1. Nominations.

1. At the April Executive Board meeting of odd numbered years two (2) of its members shall be appointed to the Nominating Committee. These two (2) members shall select three (3) non-Executive Board members to complete the committee.
2. The Nominating Committee shall present a slate of candidates for office at the Executive Board's meeting. Once approved this candidate slate shall be presented to the membership meeting in October of odd numbered years.
3. Nominations may also be accepted from the floor at the general membership meeting in November. No Member shall be nominated without her consent.
4. No one shall serve on the nominating committee for more than two (2) consecutive terms.
5. The term of this committee shall be from April through October in odd years.

Section 2. Elections.

1. Election of officers shall be held in odd numbered years at the regular November membership meeting.
2. If there is only one (1) candidate for an office votes shall be by a show of hands. If there is more than one (1) candidate for an office election shall be by paper ballot. A plurality of votes shall elect.

3. Delegates and alternates to the biennial convention of the NvFRW shall be nominated and elected at a membership meeting occurring at least thirty (30) days prior to the opening of the convention
4. In November of odd numbered years one (1) delegate and two (2) alternates shall be selected by the Executive Board to serve on the NvFRW Nominating Committee until the NvFRW's next Biennial Convention.

ARTICLE VII – DUES

1. The Executive Board shall establish membership dues each year. Any increase from prior year's amount shall be submitted to the membership for approval.
2. The fiscal year shall be from January 1st through December 31st.
3. Membership dues shall be due and payable as of January 1st and considered delinquent effective March 31st.
4. Dues will be neither prorated nor refunded.
5. SHRW shall pay the annual fee required to receive monthly educational material from NFRW.

ARTICLE VIII – MEETINGS

Section 1. Regular Membership Meetings.

1. A regular membership meeting shall be held monthly at the discretion of the Executive Board but in no case less than five (5) times a year.
2. Date and location of these meetings to be determined by the Executive Board.

Section 2. Specials Meetings.

1. A special meeting of the membership may be called by the President or upon the written request of twenty (20) percent of the regular members.
2. The purpose of the special meeting shall be stated in the call and no other business shall be transacted.
3. The call shall state the date, time and location of the meeting and shall be delivered to the membership no less than ten (10) days prior to the meeting.

Section 3. Executive Board regular meetings.

1. A regular meeting of the Executive Board shall be held each month at the discretion of the Executive Board.

Section 4. Executive Board Special Meetings.

1. A special meeting of the Executive Board may be called by the President or upon the written request of three (3) or more voting members of the Executive Board.

2. The purpose of the meeting shall be stated in the call and no other business shall be transacted.
3. The call shall state the date, time and location of the meeting and shall be delivered to the members of the Executive Board no less than ten (10) days prior to the meeting date.

Section 6. Quorum

1. Thirty (30) percent of the regular membership of SHRW shall constitute a quorum for the transaction of business at a membership meeting.
2. A majority of the members of the Executive Board shall constitute a quorum for the transaction of business.

ARTICLE IX - COMMITTEES

Section 1.

1. The President, with the approval of the Executive Board, shall appoint all committees and subcommittee chairmen.
2. The standing committees may include but not be limited to:
 - a. Achievement Awards
 - b. Americanism
 - c. Budget and Finance
 - d. Bylaws
 - e. Campaign
 - f. Caring for America
 - g. Fundraising
 - h. Legislative
 - i. Literacy
 - j. Membership
 - k. Newsletter
 - l. Program
 - m. Public Relations
3. Duties of the standing committee and their subcommittees shall be prescribed by the Executive Board and shall follow those outlined by the National and Nevada Federations of Republican Women.

Section 2. Special Committees.

1. Special Committee shall include Nominating, Auditing, and others as they are needed.
2. Nominating Committee: See ARTICLE VI, Section 1 (Nominations.)
3. The Auditing Committee shall consist of at least two (2) members. The Chairman shall be appointed by the President and the additional member(s) shall be selected at the November meeting of the Executive Board.

4. The Audit Report shall be presented at the April Executive Board meeting or sooner if requested by the President.
5. No committee shall be vested with the power to enter into any agreement or contract or otherwise obligate SHRW except under specific authority of the membership at any regular or special meeting.

ARTICLE X – GENERAL PROVISIONS

Section 1. Policies.

1. SHRW shall not be a fund-raising organization for any specific political candidate.
2. SHRW is not permitted to donate money to national candidates.
3. SHRW shall not endorse individual political candidates who are Republicans to the exclusion of other Republican candidates in a political campaign.

ARTICLE XI – AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote at any regular membership meeting, or special meeting called for that purpose, provided notice of the proposed amendment has been given in writing to all members in good standing at least thirty (30) days prior to the meeting.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order, Newly Revised, shall govern all proceedings except where inconsistent with the provisions of the bylaws of this organization.