

BY-LAWS
of
SOUTHERN HILLS REPUBLICAN WOMEN

As Amended January 27, 2021

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 Republican 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 woman who is a registered Republican 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 woman is a registered Republican who is a member of another NFRW Club can join SHRW as an Associate Member.
2. A man who is a registered Republican 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. The elected offices of President, First Vice President and Treasurer may not be filled by a regular member who has been a regular member for less than one calendar year prior to being nominated. No regular member may serve on the Executive Board in any capacity for more than four consecutive years. The Immediate Past President shall be a member of the Executive Board.

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 & Finance Director
 - g. Director of Campaigns
 - h. Director of Communications
 - i. Director of Events
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 and up to 3 Directors at Large shall act as the Executive Board. The President shall appoint individuals to fill one or more of these Director at Large positions, after approval of the Executive Board. The Directors at Large shall have their duties and the term of their service determined by the President after approval of the Executive Board. These duties and terms of service may be changed from time to time at the discretion of the Executive Board. The new directors shall be subject to the same terms limits as outlined in Numbers 3 & 4 above and in no circumstance shall their term extend beyond the next election for club officers.
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,
 - 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 with the Treasurer in absence of the President.
 - 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;
 - 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.

2. 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; and/or 1st Vice President
 - c. Keep an account of all monies,

- d. Assist the Budget and Finance Committee is preparing an annual budget for the Executive Board's approval,
 - e. Prepare and present a monthly report of all receipts and disbursements
 - f. Be a member of any fundraising committee;
 - 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 monthly report to the 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
 - c. Give counsel on expenditures and advise the board when it is departing from pre-approved budgeted items
 - d. Present the annual budget to the general membership at the November Membership Meeting
 - e. Serve on any finance or audit committee
- NOTE: THIS WAS ADDED IN 2017
- f. Answer any finance and/or budget questions from either the Executive Board or the membership
 - g. Perform other duties assigned by the President
6. The Director of Communications 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.
7. The Director of Events Shall:
- a. Serve as a member of any event planning committee.
 - b. Accept reservations for all club events.
 - c. Provide liaison between the Executive Board and the event venue regarding all facets of an event
 - d. Perform other duties assigned by the President.
8. The Director of Campaigns 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.

Section 4. Appointed Officers

1. The appointed officers of SHRW may include a Corresponding Secretary, an Assistant Treasurer, a Chaplain, a Parliamentarian, a Sergeant at Arms 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.
6. The Sergeant at Arms shall keep/restore order at all SHRW regular Membership meetings as outlined in the Sergeant at Arms policy.

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

All Executive Board members must renew their annual SHRW membership by December 31 for the following year. The first quarter or NFRW's memberships runs October through December. If an Executive Board member is not renewed, their membership is not in compliance with NFRW rules. Should a membership lapse, the Executive Board member

shall have ten days to renew their membership. Failure to comply will result in removal from the 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 five hundred (\$500) 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.
7. Shall include the Parliamentarian as a non voting member - 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 meeting of SHRW membership and provide correct procedure or By-Law information when requested.

Section 2. Board of Directors

1. Shall consist of elected officers and all Standing Committee Chairs
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 officer can be removed by the Executive Board as follows:
2. A Special Meeting 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 the President
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. Any member nominated to run for office shall be an active member in good standing as of March 31st, the year the member is nominated. A member in good standing shall be one whose current dues have been paid in accordance with the provision of these by-laws and who is not under any disciplinary action. This nominated person must have been a member for one year as of March 31st in odd numbered years in order to run for President, First Vice President or Treasurer.
3. If there is more than one (1) candidate for an office votes shall be by a show of hands. If there is only one (1) candidate for an office election may be by voice vote. A plurality of votes shall elect.

Section 3. NvFRW Nominating Committee

1. A member and a first and second alternate shall be elected to the Nevada Federation Nominating Committee.
2. The term shall be for two (2) years commencing on February 1st of even number years following the State's biennial convention.
3. The Election shall be held in November of the odd year.
4. The member and alternatives shall not be installed.
5. The names and addresses shall be send to the Nevada Federation President and to the Nevada Federation Nominating Committee Chairman no later than January 15th following the biennial convention (even year)

Section 4. NvFRW Biennial Convention

1. The president of the Club or her representative shall be a delegate

2. In addition, there shall be one (1) delegate and one (1) alternative for each ten (10) members or major fraction thereof. The delegates and alterantes shall be elected at a Membership meeting at least thirty (30) days prior to the convention.
3. A list of delegates and alterantes shall be sent to the Nevada Federation President at least ten (10) days prior to the convention.

Section 4. NFRW Biennial Convention

1. The Club may send one (1) delegate (the President or her preresentative) and one alternate, as elected at a Membership meeting sixty (60) days prior to the convention, which is held in the fall of the odd numbered years.
2. The President of the Club shall send the names, addresses and telephone numbers of the delegate and alternate to the Nevada and National Federation Presidents. Credential forms provided for this purpose shall be postmarked no later then thirty (30) days prior to the convention
4. 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.
5. 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.
5. Two delegates, the President or her representative and an alternate selected by the Membership shall be selected to attend the the National Convention.

ARTICLE VII – DUES

1. The Executive Board shall establish Membership Dues and Associate 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. A member shall be considered in good standing for election purposes, if their dues are paid by January 31 of odd numbered years. After this date, members who have not paid their dues are not considered "in good standing" until their dues are paid.
4. Dues will be neither prorated nor refunded.

5. SHRW shall pay the annual fee required to NFRW to maintain the club's good standing.

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. Bylaws
 - d. Campaign
 - e. Caring for America
 - f. Fundraising
 - g. Legislative
 - h. Literacy
 - i. Membership
 - j. Newsletter
 - k. Public Relations
 - l. Veterans Affairs (includes armed services and Homeland Security)
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 Republican to the exclusion of other Republican candidates in a political campaign.
- 4.

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.

