

**BYLAWS OF THE
Mt. ROSE REPUBLICAN WOMEN**

PO Box 18446 6985 Cour Saint Michelle
Reno, NV 89511 Reno, NV 89511

ARTICLE I – NAME

The legal name of this club shall be **Mt. Rose Republican Women’s Club**, hereinafter referred to as the “Club.” The Club may also be known as **Mt. Rose Republican Women (MRRW)**. This Club is affiliated with the Nevada Federation of Republican Women (NvFRW) and with the National Federation of Republican Women (NFRW) and, as such, is classified and regulated under IRS code 527 (EIN 26-1910537).

ARTICLE II - OBJECTIVES

The Objectives of this Club shall be to:

- A. Increase the effectiveness of women in the cause of good government.
- B. Disseminate information to all members.
- C. Inform the public through political education and activity.
- D. Foster loyalty to the Republican Party at all levels of government.
- E. Promote the principles of the Republican Party.
- F. Work for Republican candidates in all elections, including nonpartisan elections.
- G. Support the objectives and policies of the Republican National Committee, Nevada Federation of Republican Woman, and the National Federation of Republican Women.
- H. Promote cooperation among Republican women’s clubs.

ARTICLE III – POLICIES

Section 1. ENDORSEMENT POLICY. The Club as a whole and any member of its Executive Committee 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. Individual members of this organization may work for the candidate of their choice in contested Republican primaries, but not in the name of the Club or Federation.

An officer of the Club who is a candidate or whose spouse or family member is a candidate shall be exempt from this Endorsement policy. However, they may not endorse using the name, logo or stationery of the Club, NvFRW, or NFRW.

Neither the Club, nor an individual member, shall publicly support any non-Republican candidate.

Section 2. OTHER ORGANIZATIONS. The Club shall not affiliate with any political organization which is not officially recognized as working in concert with the NvFRW, the NFRW and the Republican National Committee.

Section 3. STANDING RULES. Standing Rules are related to the general administration of the Club and are intended to clarify, complement, and align with the Club's Bylaws.

Standing Rules can be adopted and amended by a majority of the Board.

Standing Rules do not need to be ratified by the general Membership nor do amendments to the Standing Rules made during the year need to be submitted to Members.

Current Standing Rules will be made available to the general Membership on the Club's website.

ARTICLE IV – MEMBERSHIP

Section 1. REGULAR (or PRIMARY) MEMBERSHIP

- A. Any registered Republican woman who believes in the philosophy of the Republican Party 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 regular members will be stated in the Club's Standing Rules and amended as required.
- C. The Board may grant Honorary Memberships on an annual basis. The Republican First Lady of Nevada will automatically become an honorary member of the Club. The Republican Woman Governor of Nevada will automatically become an honorary member of the Club.

Section 2. ASSOCIATE MEMBERSHIP

- A. Any woman who is a regular 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.
- B. Associate members cannot hold office, cannot make motions, and cannot vote.
- C. Republican men may be associate members.
- D. Associate member dues will be stated in the Club's Standing Rules.

ARTICLE V – DUES

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

Section 2. MEMBERSHIP DUES. Membership dues are fully enumerated in the Standing Rules.

Section 3. SERVICE CHARGES. The Club shall pay NvFRW dues and NFRW per capita dues, and the annual service charges on behalf of its regular members, with the first payment of the year to be made no later than December 31 of each year.

ARTICLE VI - ELECTED OFFICERS AND DUTIES

Section 1. ELECTED OFFICERS. The Elected Officers of this Club shall be a President, First Vice President, Second Vice President, Recording Secretary, and Treasurer. **The Elected Officers and the immediate Past President comprise the Executive Committee.**

Section 2. ELIGIBILITY. Each elected officer shall be a regular member in good standing of the Club.

Section 3. VACANCY. A vacancy in the office of President shall be filled by the First Vice President. All other vacancies in Elected Office shall be filled by election by the Board at the first Board meeting following the creation of the vacancy. The newly Elected Officer will complete the term of the original officer.

Section 4. REMOVAL FROM OFFICE OR MEMBERSHIP. Members of the Executive Committee or members of the Club may be removed by two-thirds vote of the membership 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. Publicly 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 Elected Officers shall be elected at the October member meeting and shall serve a term of two years, effective the following January, or until their successors are elected. Elected Officers may run multiple times for the same office. Elected Officers can only serve in one elected capacity.

Section 6. DUTIES OF THE ELECTED OFFICERS SET FORTH IN HEREIN

- A. The President shall:
 - 1. Preside at all meetings of the Club, Executive Committee, and the Board.
 - 2. Represent the Club, or appoint a representative, at NvFRW and NFRW functions, except when an elected delegate is required.
 - 3. Appoint all Standing Committee Chairs, excluding the Nominating Committee, subject to the approval of the Executive Committee.
 - 4. Appoint all Special Committee Chairs, subject to the approval of the Executive Committee.
 - 5. Appoint all non-voting special Appointment Chairs.
 - 6. Be an ex-officio member of all committees except the Nominating Committee and the Financial Review Committee.

7. Appoint a Financial Review committee.
8. Review the newsletter before publishing and additions to website.
9. Have final authority over all printed material except the Nominating Committee and the Financial Review report.
10. Notify all Board Members of meetings including an agenda.
11. Call meetings of the Executive Committee or upon the request of three members of the Executive Committee.

B. The First Vice President shall:

1. Perform the duties of the President in her absence.
2. Oversee the Program Committee and ensure speakers are arranged for monthly programs.
3. Oversee facility arrangements for monthly meetings.
4. Oversee other committees, at President's direction.
5. Assume the office of President if it becomes vacant.
6. Keep a current Inventory and location of Club Property (portable microphone, etc.).
7. Perform other duties as assigned by the President.

C. The Second Vice President shall:

1. Oversee the Membership Committee.
2. Keep current roster of Members updated in Constant Contact (or other tool used for membership communications).
3. Notify Members of delinquent dues.
4. Work with Treasurer to keep membership lists/rosters in sync.
5. Be responsible for membership promotion and growth.
6. Perform other duties assigned by the President.

D. The Recording Secretary shall:

1. Keep the minutes of all meetings of the Executive Committee and the Board.
2. Record motions carried at Board and general Meetings in the minutes of the next Board meeting.
3. Keep a record of attendance at all Board meetings.
4. Include copies of the Treasurer's Report and all Committee reports in the Board minutes.
5. Submit complete minutes of the Board meetings to the Board members within 14 days.
6. Perform other duties assigned by the President.

E. The Treasurer shall:

1. Be custodian of all funds of the Club including credit/debit cards.
2. Sign all Club checks.
3. Disburse funds as directed by the Board per the approved budget as well as any items voted on and approved by the Board or Membership.
4. Have checks over \$500.00 co-signed by another Board member who is authorized on the Club's accounts, usually done by the President, or other board member as specified in the Standing Rules.
5. Keep electronic or paper copies of bank statements.
6. Submit the books for review by someone with appropriate experience who is not involved in Treasury activities of the Club.. This person shall be approved by the board.
7. Provide a written financial report at all Board meetings including a beginning balance; revenues received; disbursements; checks not yet cleared; and the ending bank balance.
8. Ensure someone other than the Treasurer has online access to the bank account and is able to verify that reports match the bank balance periodically. This is usually done by the President or another board member as specified in the Standing Rules.
9. Pay annual dues per member to NvFRW Treasurer, as required, including a current Club roster with complete contact information with payment.
10. Pay to NvFRW the annual service charge with the first monthly report.
11. Provide copies of the quarterly NvFRW membership reports to the President and Second Vice President.
12. Be an ex-officio member of the Budget and Finance Review Committees.
13. Perform other duties assigned by the President.

Section 7. RECORDS. All Officers and all Committee Chairs shall deliver all records, files, and properties of the Club to their successors upon vacating office unless otherwise directed by the President or the Board.

ARTICLE VII – MEETINGS

Section 1. REGULAR CLUB MEMBER MEETINGS A minimum of eight (8) regular meetings shall be held during the Club year. These meetings shall be held as decided by the Executive Committee. A quorum at Member Club meetings shall be 25% of regular members. At least

fourteen (14) days' notice shall be given to all members for regular meetings. Usual time and place of regular Club Member meetings are stated in the Standing Rules.

Section 2. SPECIAL CLUB MEMBER MEETINGS. Special Club Member meetings may be called by the President upon the request of three members of the Board or upon the request by 20% of the Members 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 five (5) days' notice shall be given to all members for any special meeting. Meetings may be held electronically.

Section 3. ANNUAL MEETING. The OCTOBER regular Club Member Meeting will be designated as the Annual Meeting. Elections will be held every other year at the October Annual Meeting.

Section 4. INSTALLATION OF OFFICERS AND APPROVAL OF THE BUDGET. The JANUARY regular Club Member Meeting will include installation of officers and approval of the Budget. Further details can be found in the Standing Rules.

Section 5. SPECIAL EXECUTIVE COMMITTEE MEETINGS. On rare occasions, special meetings consisting solely of the Executive Committee can be called by the President, or called by a quorum of the Executive Board, to hear delicate matters such as disciplinary actions. These special meetings are not open to other Board members nor to the general Membership. Meetings may be held electronically.

Section 6. BOARD MEETINGS. Meetings of the Board will be held once a month or as directed by the President with at least a fourteen (14) days' prior notice. Board meetings are open to all Members; however, only Board Members can make motions or vote. Usual time and place of Board meetings are stated in the Standing Rules. Meetings may be held electronically.

Section 7. VOTING. A vote of the Club, the Board, or the Executive Committee may also be conducted by mail, telephone, or email. A non-response to the mailed, telephoned, or emailed vote will be considered an affirmative vote. The Club can vote on a motion during a regular Club meeting, provided there is participation by a quorum of the Club's Members. The vote shall be entered into the minutes at the Board's next regular meeting.

Section 8. NOTICE. Notice for all meetings may be mailed or sent electronically.

ARTICLE VIII – THE BOARD

Section 1. COMPOSITION. The Board of this Club shall consist of:

- A. The Elected Officers and Immediate Past President, also referred to as the **Executive Committee**.
- B. The Standing Committee Chairs.
- C. The non-voting Special Committee Chairs.

Section 2. VOLUNTEERS. All Board Members are volunteers. Board Members do not receive compensation of any kind. Board Members may be reimbursed for approved Club expenses. All Board Members will be regular members in good standing.

Section 3. DUTIES. The Board shall transact necessary business between meetings of the Club and perform other duties as assigned by the Club. The Board has “full power and authority” to handle the affairs of the Club between membership meetings.

Section 4. REQUIRED DUTIES. Required duties of the Board include, but are certainly not limited to, completion of an annual Financial Review; maintenance of the Bylaws; formulation of a Budget. At a general Member meeting, the Board will present to the Membership a Budget for approval by a majority vote of the Membership in attendance. The Financial Review report is not required to be presented to the general membership.

Section 5. STEWARDS. Every Board Member is a steward of the Club and, as such, must always consider the Club’s welfare and the Club’s best interests when transacting the business of the Club.

Section 6. CONFLICTS OF INTEREST. Board members may be Officers or Board Members or Associates/Members of other organizations. However, should a matter concerning the “other organization” come before the MRRW Board, the conflicted Officer(s)/Board Member(s) must recuse themselves from any vote or action.

Section 7. QUORUM. A majority of Voting members of the Board shall constitute a quorum. Vacant positions will not be counted toward a quorum.

ARTICLE IX - COMMITTEES

Section 1. STANDING COMMITTEES—VOTING MEMBERS OF THE BOARD

- A. The Standing Committees of this Club shall be appointed by the President and approved by the Executive Board and shall serve at the pleasure of the President for the term of the President.
- B. Standing Committee Chairs are voting members of the Board.
- C. Elected Officers may be appointed to chair Standing Committees but will only have one vote on the Board.
- D. The Standing Committees may include: Legislative, Bylaws, Campaign Activities, Fund Raising, Membership, Newsletter, Communication, Budget and Finance, Public Relations, Americanism/Caring for America, Youth Engagement, Hospitality, and any other committee as the Board shall deem necessary to carry on the work of the Club.
- E. Some of the duties of Standing Committees are stated in the Standing Rules.

Section 2. SPECIAL COMMITTEES—NON-VOTING MEMBERS OF THE BOARD

- A. The President may appoint Special Committees, subject to the approval of the Executive Board, at any time as it may become necessary. The Special Committee Chair shall serve at the pleasure of the President for the term of the President.
- B. Special Committee Chairs are not voting members of the Board.
- C. Elected Officers may be appointed to chair Special Committees.
- D. Special Committees may include: Financial Review, Awards, Chairman of a fund raiser or specific event, and other committees as may be needed.

Section 3. EX-OFFICIO SPECIAL COMMITTEE MEMBERS. The President shall be an ex-officio member of all special committees except the Nominating and Financial Review Committees. The President shall have final authority over all printed materials.

Section 4. NON-VOTING SPECIAL APPOINTMENTS. The President may appoint, with the approval of the Board, a Corresponding Secretary, a Parliamentarian, a Chaplain, and a Historian who will serve at the pleasure of the President for the term of the President. The President and the Board will direct and assign duties for the Special Appointments in accordance with custom and/or as delineated in the Standing Rules.

ARTICLE X- NOMINATIONS AND ELECTIONS

Section 1. NOMINATIONS.

- A. A Nominating Committee, of a minimum of 2 regular members, shall be elected by the Board no later than July of each Club election year. The Committee shall elect its own Chair. The Parliamentarian will instruct the Nominating 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 general meeting in September of each year, at least 30 days prior to the October election meeting. All nominees shall be regular members in good standing in the Club and advise the Nominating Committee, in writing, of positions or associations with other organizations or other possible conflicts of interest prior to nomination and shall give written consent to serve if elected. Nominations from the floor shall be in order following the report of the Nominating Committee and just before the election; and

Section 2. ELECTION OF OFFICERS.

- A. Elections may be by voice vote at the October Meeting of the Club. However, if there is more than one nominee for any office, the election for that office may be by ballot. Ballots will be tabulated, and the results announced at the meeting. The nominee with the most votes will be elected.
- B. No officer may simultaneously run for more than one office: and
- C. Officers may run for consecutive terms.

ARTICLE XI - STATE FEDERATION CONVENTION DELEGATES

The President or her representative is automatically a delegate to the State Convention. The Club shall use the current NvFRW Bylaws for specifics on delegates.

ARTICLE XII – NATIONAL FEDERATION CONVENTION DELEGATES

The President or her representative may attend the National Convention to represent the Club. The Club shall use the current NFRW Bylaws for specifics on delegates and delegates-at-large.

ARTICLE XIII – REIMBURSEMENT OF CONVENTION EXPENSES

In that member participation in the State and/or National Federation Conventions is not mandatory, it follows that reimbursement (limited or otherwise) of expenses for Club Officers or Club delegates to attend the conventions is not an obligation of the Club. However, the Board may also decide to reimburse the President or other representative for a portion, or all, of the expenses related to those functions. The NvFRW & NFRW Bylaws' reimbursement guidelines will be followed, as applicable.

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, NvFRW Bylaws, NFRW Bylaws, and any special rules of order.

ARTICLE XV- AMENDMENTS

Proposed Bylaw revisions or amendments must be approved by a two-thirds (2/3) vote of the Board and revisions or amendments to these Bylaws must also be ratified by a two-thirds (2/3) vote of the General Membership. Such revisions or amendments shall be emailed to the current General Membership. A non-response to the emailed documents within 10 days will be considered an affirmative vote. Only revisions and amendments to the Bylaws require a two-thirds (2/3) vote of the Membership per the current membership roster. The vote shall be entered into the minutes at the Board's next regular meeting.

ARTICLE XVI – DISSOLUTION

This Club may be dissolved by a two-thirds vote at any regular or special meetings of the Club; provided such 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. In the event of dissolution, the Executive Committee shall, after payment of all liabilities of the Club, distribute any remaining assets to the NvFRW. 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 NvFRW.