



BYLAWS TUCSON REPUBLICAN WOMEN **(As revised November 25, 2024)**

ARTICLE I: NAME

Section 1. The name of this organization shall be Tucson Republican Women (referred to hereinafter by the acronym TRW).

Section 2. TRW shall be affiliated with the Arizona Federation of Republican Women (referred to hereinafter by the acronym AzFRW), and the National Federation of Republican Women (referred to hereinafter by the acronym NFRW), and shall conform to the provisions of the bylaws of these organizations.

ARTICLE II: OBJECTIVES

Section 1. The purpose of this organization shall be to:

- A. Support the objectives of the NFRW and the AzFRW.
- B. Promote an informed electorate through political education.
- C. Foster loyalty to the Republican Party at all levels of government and promote its principles and ideals.
- D. Increase the effectiveness of women in the cause of good government through political participation.
- E. Work for the election of Republican candidates in all elections.
- F. Support the objectives and policies of the Republican nominees, provided that where there are two or more candidates for the same office no endorsement shall be made prior to the primary election. This stipulation applies only to the organization as a whole and not to individual members.
- G. Perform any lawful activity not inconsistent with the foregoing.

ARTICLE III: MEMBERSHIP

Section 1. PRIMARY MEMBERSHIP

A. Primary membership shall be open to any woman who is currently registered as a Republican in Arizona, and who upholds the objectives of the AzFRW and pays the required dues. Primary membership shall not be held in more than one Republican Women's Club that is affiliated with and recognized by the AzFRW and the NFRW

B. A-Primary member in good standing shall be a member who has paid the required dues for the current calendar year.

Section 2. ASSOCIATE MEMBERSHIP

- A. Any registered Republican woman may become an Associate member upon payment of dues required by TRW. Associate members must be a member of another Republican Women's Club that is affiliated with and recognized by the AzFRW and the NFRW, or be registered to vote outside of the State of Arizona.
- B. Shall not hold office or vote.
- C. Republican men may be Associate members but cannot make motions, hold office, have a voice or vote, and may not serve on committees or be counted in determining the number of Primary Club members or the number of delegates to AzFRW or NFRW meeting or conventions.
- D. Associate members are not reported to the AzFRW or NFRW and Associate dues remain with TRW.

Section 3. MEMBERSHIP IS NOT CONFERRED ON ELIGIBILITY ALONE

- A. One cannot assume and is not guaranteed an automatic grant of membership by meeting the eligibility requirements alone.
- B. The Membership Committee shall submit to the Executive Committee all membership applications upon receipt at which time the Executive Committee shall decide to affirm or deny all such applications.
- C. Notice of denial of membership shall be rendered to the applicant within fourteen (14) days of the application being submitted.

ARTICLE IV: ENDORSEMENT POLICY

Section 1. POLITICAL ADVOCACY AND ENDORSEMENTS

- A. **No Club, Club elected officer or Club Primary or Associate member who, in their official capacity or their status as a Club or Federation member may:**
 - i. Publicly advocate a split party ticket or for a candidate running on an opposing ticket.
 - a. NFRW Bylaws provide for the removal from membership of any member, Club or State Federation who/which advocates a split party ticket or supports a candidate who is running on an opposing ticket.
 - ii. Publicly advocate for any Republican candidate in a contested race, including in non-partisan races and Republican party office races.
 - a. In the case of contested Republican races, information and campaign announcements may be distributed on all candidates – such as at events or fundraisers – provided they are fairly and evenly distributed and, in order to prevent anyone as interpreting such communications as endorsements, each such communication shall be accompanied by the disclaimer: *"This appears here for informational purposes only and does not represent or constitute an endorsement by this Club."*
 - iii. Affiliate with any organization which is not officially recognized by the NFRW as working in concert with the NFRW and the Republican National Committee.
- B. These shall apply only to public advocacy on the part of the Club, the Club officers and Club members using their Club officer or Club member status or capacity. Individual Primary or Associate members may support, as an individual, any Republican candidate of their choice.

ARTICLE V: DUES, MEETINGS AND FISCAL YEAR

Section 1. DUES

- A. Annual dues for Primary and Associate members shall be established by the TRW Board and any changes must be ratified by a vote of the Primary members at a general meeting.
- B. Shall be adequate to maintain the fiscal soundness of the organization.
- C. Must include the prescribed annual per capita (per Primary member) dues set by and for the AzFRW and NFRW.
- D. Must also include the annual NFRW and AzFRW service charges.
- E. Dues for each active Primary member, including the NFRW service charge, shall be sent to the AzFRW Treasurer.
- F. Members must be advised of the national, state and local composition of the dues.
- G. Dues are payable January 1st and delinquent after March 1st of each year.
- H. Membership shall be terminated thirty (30) days after a written or electronic notice of delinquency.

Section 2. FISCAL YEAR

The fiscal year shall be January 1st through December 31st of each year. A new member who joins TRW and pays their dues in the month of October or later will have their dues counted as membership for the following year.

Section 3. ELECTIONS

The election of officers shall be held in November. The officers-elect assume office as of January 1. The holding or non-holding of a formal installation ceremony does not affect the time at which the new officers assume office.

ARTICLE VI: OFFICERS

Section 1. ELECTED OFFICERS

The Elected Officers of this organization shall be President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Secretary and Treasurer. These shall comprise the Executive Committee. Non-voting advisors may be appointed to the Executive Committee by the elected officers.

Section 2. APPOINTED OFFICERS

- A. The appointed officers of this organization shall include, but not necessarily be limited to the following: Parliamentarian, Chaplain, Historian, Chairman of all Standing Committees, and the immediate Past President. If the immediate Past President cannot serve, any Past President may be appointed by the President. These appointments are subject to the approval of the Executive Committee.
- B. Once approved by the Executive Committee the appointed officers serve for a term of two years unless removed by the Executive Committee.

Section 3. ELIGIBILITY

Each elected and appointed officer shall be an Active Member of TRW and in good standing.

Section 4. TERM OF OFFICE

- A. Each elected officer shall assume her duties on January 1st following her election.
- B. Outgoing Board and Standing Committeemen will work with the new Board and Standing Committeemen through the month of December.
- C. The President is not eligible to serve in the same capacity for more than two (2) consecutive terms.
- D. No other elected officer is eligible to serve in the same capacity for more than three (3) consecutive terms, with the exception of the Treasurer who can serve up to four (4) consecutive terms.

- E. The term of elected office shall be for two (2) years or until a successor is elected.

Section 5. 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 majority of the votes cast by Executive Committee members present and voting at the first meeting following the creation of the vacancy.

B. The official term of office for the Active member in good standing voted to fill the vacancy shall be completion of the unexpired term of office.

1. It begins as soon as the voting results are announced and shall end when the original term of that office would end.

2. For purposes of determining eligibility to run for re-election, an officer who completes more than half of a term is considered to have served a full term in that office.

Section 6. REMOVAL FROM OFFICE AND/OR CLUB MEMBERSHIP.

A. Pursuant to the NFRW Bylaws, NFRW requires following the current edition of *Robert's Rules of Order, Newly Revised*, for the removal of an officer from office or a member from membership. Cause for such removal shall include, with limitations:

1. Non-payment of dues;

2. The failure or refusal to support the policies and objectives of the NFRW, the AzFRW or the Club as stated in their bylaws;

3. Any act or omission intended to cause or having the effect of causing damage to the NFRW, the AzFRW or the Club or their reputation or financial stability;

4. Failure to support the Republican Party ticket, advocating a split ticket, supporting a candidate on an opposition ticket;

5. Actions which conflict with the NFRW Bylaws, the AzFRW Bylaws or the Club Bylaws;

6. Failure to comply with the NFRW, the AzFRW or the Club membership rules;

7. Without limiting the generality of the foregoing, the initiation of litigation or any other adversary proceeding against the NFRW, the AzFRW or the Club or in which the NFRW, the AzFRW or the Club is a named defendant or respondent.

8. A member who has been removed from membership may request readmission to the same body which voted on the removal.

Section 7. ELECTION OF OFFICERS

Election shall be by majority of votes cast by those voting members present and voting shall be by ballot at the Annual Meeting in November. If there is but one nominee for any office, the election for that office may be voice vote. No officer may simultaneously run for more than one office.

Section 8. DUTIES OF OFFICERS

A. The President shall:

1. Preside at all meetings of the TRW organization, Board of Directors, and the Executive Committee.

2. Represent TRW at all times, or designate someone as representative in her absence or inability to do so including to represent Club at all AzFRW State Meetings and the NFRW Convention.

3. Make appointments of Standing and Special Committee Chairmen subject to the approval of the Executive Committee as necessary to conduct the business of the Club.

4. Shall coordinate with Budget Committee to submit an annual budget to the membership for adoption by the third general membership meeting.

5. Serve as ex-officio member of all committees, except the Financial Review and Nominating Committees. Provide each committee chairman with a written summary of duties and responsibilities.

6. Shall be required to approve all materials prior to being printed by an elected or appointed officer, a Standing or Special Committee or distributed in the Club's name.

7. Fill vacancies in appointive offices and committees, subject to the approval of the Executive Committee.

8. Appoint a Financial Review Committee to perform and review whenever this function is deemed necessary.

9. Be a signatory on all TRW financial accounts.

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. Perform such other duties as are assigned by the President, the Executive Committee, or the membership; and
4. Serve as Programs Chair.

C. The Second Vice President shall:

1. Perform the duties of the President in the absence of the President and the First Vice President;
2. Perform other duties as assigned by the President, the Executive Committee or the membership;
3. Maintain a current roster of members of the Club; and
4. Serve as Membership Chair.

D. The Third Vice President shall:

1. Perform the duties of the President in the absence of the President, the First Vice President and Second Vice President;
2. Perform other duties as assigned by the President, the Executive Committee or the membership; and
3. Serve as Arrangements Chair.

E. The Fourth Vice President shall:

1. Perform the duties of the President in the absence of the First Vice President, Second Vice President and Third Vice President;
2. Perform other duties as assigned by the President, the Executive Committee, or the membership; and
3. Serve as Ways & Means Chair.

F. The Secretary shall:

1. Keep the minutes of all meetings of the Club, Executive Committee.
2. Keep a current inventory of Club property.
3. Maintain all Club records; and
4. Perform such other duties as may be assigned by the President, the Executive Committee, or the membership.

G. The Treasurer shall:

1. Act as custodian of all funds of TRW depositing them in a timely manner into financial institutions approved by the Executive Committee.
2. Shall be a signatory to all Club financial accounts.
3. Disburse funds as directed by the Executive Committee.
4. Prepare and submit written financial report(s) at each regular Club and Executive Committee meeting.

5. Submit per capita dues and the annual NFRW and AzFRW service charges to the AzFRW Treasurer, with the prescribed list of data (per AzFRW Article IV, Section 1, b, c, d).
6. Keep an accurate account of all receipts and disbursements.
7. Be a member of the Finance-Budget Committee.
8. Comply with all IRS and State reporting requirements; and
9. Perform other duties as assigned by the President, the Executive Committee, or the membership

H. Financial Review Committee may be called at any time by order of the President, or Executive Committee, or Treasurer, or Board, whenever this function is deemed necessary.

- I.** The Parliamentarian shall:
1. Attend all General meetings, Executive Committee Meetings and Board of Directors Meetings.
 2. Give advice on parliamentary procedures when called upon.
 3. Assist with questions in interpreting the Club bylaws and rules.
 4. Assist in the planning of business to be introduced and conducted; and
 5. Advise the Bylaws, Credentials, Elections, Nominating, Program, Resolutions and Rules Committees.
 6. Perform such other duties as may be assigned to her by the President or the Board of Directors.

- J. The Chaplain shall:**
1. Offer invocations, blessings, prayers, and benedictions when called upon to do so; and
 2. Perform such other duties as assigned by the President, the Executive Committee, or the membership

- K. The Historian shall:**
1. Create and maintain an historical record of the Club during the President's term of office;
 2. Perform other duties as assigned by the President, the Executive Committee, or the membership.

- L. Communications Chair shall:**
1. Create and distribute the newsletter;
 2. Maintain TRW Facebook and Instagram accounts;
 3. Send out other communications as requested by the President; and
 4. Perform other duties as directed by the President or Executive Committee

Section 8. RECORDS

All officers and committee chairmen shall deliver all records, files, and properties of the Club to the successors upon leaving office, unless otherwise directed by the President of the Executive Committee.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1 COMPOSITION

- A. The voting members of the Executive Committee are the Elected Officers, Chairmen of the Standing Committees, and the Immediate Past President.
- B. The Non-voting members of the Executive Committee are Appointed Officers and the Chairmen of Special Committees.

Section 2 DUTIES

- A. Transact any necessary business between meetings of the Club;
- B. Approve President's appointments of Appointed Officers, Committee Chairs, and special committee(s);
- C. Approve disbursement of funds;
- D. Approve the annual budget;
- E. Approve financial institution in which TRW funds are held;
- F. Set date for Financial Review Committee's financial review of the Club accounts or upon any change of Treasurer;
- G. Adopt Standing Rules;
- H. Review, edit or amend all proposed bylaw amendments;
- I. Remove for cause, by a 2/3 vote of votes cast by voting members of the Executive Committee present and voting, elected or appointed officers, committee chairmen, or Club members after investigation by the Executive Committee shows any of the following:
 - 1. Non-payment of dues;
 - 2. Advocating for an opposition party candidate unless there is no Republican candidate;
 - 3. Violation of TRW Standing Rules, adopted policies or Bylaws; or
 - 4. Failure to perform duties of office or Committee Chairmanship.

Section 3 MEETINGS.

- A. The Executive Committee shall meet as determined by the President or the Executive Committee.
- B. Executive Committee members shall not have more than three (3) unexcused absences from the Executive Board meetings and/or General Membership meetings. More than three (3) unexcused absences will constitute resignation from the office held. The vacancy will be filled pursuant to Article VI Section 5.

ARTICLE VIII - MEETINGS

Section 1. CLUB MEETINGS.

A. REGULAR MEETINGS. A minimum of six (6) regular Club meetings shall be held during the year. These meetings shall be held as determined by the Executive Committee. Notice of a regular Club meeting shall be sent to all Active Club Members in good standing at least fourteen (14) days prior to the meeting.

B. SPECIAL MEETINGS. Special meetings of the Club shall be called by the President upon the written request of three (3) members of the Executive Committee or by 10% of the voting members of TRW. 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 Club Meeting shall be sent to all Active Club members in good standing at least seven (7) days prior to the meeting.

C. ANNUAL MEETING. The November Meeting of TRW will be designated as the Annual Meeting at which time elections will be held as well as receiving reports from officers and for any other business necessary.

D. QUORUM. A quorum for a regular or special Club meeting shall be the greater of ten percent (10%) or six (6) of the Active members.

Section 2. VOTING

- A. For all meetings, only Active members of the Club in good standing shall have a voice and a vote.
- B. A vote of the Club or Executive Committee may be conducted by mail or telephone conference call or electronic means between meetings provided there is a quorum participating.

- C. The vote shall be ratified and entered into the minutes at the body's next regular meeting.

Section 3. NOTICE

Notice of all meetings may be mailed or sent electronically.

Section 4. RECORDING

Unless permitted by the Executive Committee, recording of any portion of any meeting is prohibited, with the exception that the Secretary of TRW shall be allowed to electronically record the proceedings of any meeting with the approval of the Executive Committee.

ARTICLE IX: COMMITTEES

Section 1. ELIGIBILITY

- A. All Committee Chairmen shall be Active Club Members in good standing;
- B. Associate women members may serve on committees with the exception of Nominating and Bylaw Committees.

Section 2. COMMITTEE MATERIALS

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

Section 3 A Nominating Committee of three (3) to five (5) active members in good standing shall:

- A. Be appointed by the President and confirmed by the Executive Committee.
- B. Have the following duties:
 - 1. Select the chairman of the nominating committee.
 - 2. Submit the names of at least one candidate for each elected office.
 - 3. Must secure a consent to run from all nominees.
 - 4. Nominations may also be made from the floor.
 - 5. Submit its report to the President, with a copy to the Secretary, in time to be read at the

October meeting.

Section 4 Standing Committees

- A. Standing Committees shall be: Americanism, Campaigns, Chaplain, Communications, and Nominating.
- B. Standing Committee Chairs are voting members of the TRW Board.

Section 5 Special Committees

- A. Special Committees shall be: Armed Services, Bylaws, Caring for America, Club Achievement, Legislation, PAC, Scholarship, and Volunteer Hours.
- B. Special Committees Chairs do not have a vote on the TRW Board.

ARTICLE X: QUORUM

Whichever is greater of Ten Percent (10%) or Six (6) voting members, including two (2) officers, shall constitute a quorum at a general meeting.

ARTICLE X: AzFRW AND NFRW CONVENTION DELEGATES

Section 1 AzFRW BIENNIAL CONVENTION

A. DELEGATES AND ALTERNATES. Election of Club delegates and alternates to the AzFRW Biennial State Convention shall take place at a regular Club meeting before the convention and in sufficient time to conform to the AzFRW certification/credentials requirements.

B. CLUB DELEGATES. AzFRW biennial State Convention voting body shall include the Presidents of each Club or her accredited alternate and possible additional qualified delegates from each Club as per the AzFRW Bylaws.

C. CREDENTIALS AND ALTERNATES. At the time of registration, a member shall, if requested by the Credentials Committee, present a photo ID. If needed, an alternate who is replacing a delegate shall be verified by the Club'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 CONVENTION

A. CONVENTION DELEGATES, DELEGATES-AT-LARGE & ALTERNATES-AT-LARGE. Each Club 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.

B. AzFRW elects Delegates-at-large and Alternates-At-Large at the last State Meeting preceding the ninety (90) day deadline before the National Federation of Republican Women Convention. See AzFRW and NFRW Bylaws for more.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The current issue of Robert's Rules of Order Newly Revised shall govern this organization in all matters of procedure not covered by these bylaws.

ARTICLE XII: AMENDMENTS

Section 1. These bylaws may be amended at any general meeting of TRW by a two-thirds (2/3) vote, provided that a written or electronic copy of any proposed amendments is mailed to the members.

Section 2. These bylaws may be amended at any meeting of TRW without previous notice by a unanimous vote.

Section 3. When a mandatory amendment is adopted to the NFRW or AFRW, the TRW bylaws shall automatically be amended to conform.

ARTICLE XIII – SEVERABILITY

In the event any of the terms or provisions of these Bylaws are held to be partially or wholly invalid or unenforceable for any reason whatsoever, such holding shall not affect, alter, modify, or impair any of the other terms or provisions of this document.

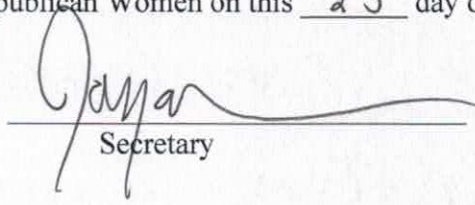
ARTICLE XIV: DISSOLUTION

TRW may be dissolved by a two-thirds (2/3) vote of members present and voting at any regular or special meeting of the Club, 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 Club. In the event of dissolution, the Executive Committee shall, after payment of all liabilities of the Club, distribute any remaining assets to the Arizona Federation of Republican Women. No Funds shall be distributed to any member or officers of TRW. The right to use the name of a dissolved Club shall revert to the AzFRW.

These Bylaws approved and adopted by Tucson Republican Women on this 25 day of Nov,

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Club President


Secretary

Amended March 22, 2022

Amended November 25, 2024