



## **CENTRAL NEW HAMPSHIRE REPUBLICAN WOMEN BYLAWS**

### **ARTICLE I - NAME**

The name of this organization shall be Central New Hampshire Republican Women, herein referred to as the "Club."

### **ARTICLE II – OBJECTIVES**

The objectives of this Club shall be to:

1. Promote the principles of the Republican Party.
2. Support the objectives and policies of the Republican National Committee.
3. Foster loyalty to the Republican Party at all levels of government.
4. Support Republican candidates in all elections.
5. Increase the effectiveness of women in the cause of good government.
6. Inform the public through political education and activity.
7. Disseminate information to all members.
8. Perform any lawful activity not inconsistent with these objectives.

### **ARTICLE III – POLICIES**

- A. Neither the Club, as an organization, nor any member of its Executive Committee shall publicly endorse any candidate for public office in contested Republican primaries, runoff elections, special elections, or non-partisan elections when more than one Republican candidate is in the race.
- B. Individual Members may support or work for the candidate of their choice in a contested primary; however, such activity shall not be conducted in the name of the Club.
- C. An officer who is the candidate for public office, or whose spouse or family member is a candidate, is exempt from this prohibition; however, the officer may not campaign, communicate, or act in the name of the Club while the related candidacy is active.

### **Section 2. Split Ticket**

The Club and its members shall not advocate a split ticket or support a candidate for an opposition political party.

### **Section 3. Collaboration with Other Organizations**

The Club may collaborate, coordinate, or partner with other political, civic, or educational organizations whose purpose aligns with and supports the mission of the Club.

## **ARTICLE IV – MEMBERSHIP**

### **Section 1. Full Membership**

- A. Full Membership shall be open to Republican women who support the philosophy of the Republican Party and the objectives and policies of this organization.
- B. A Full Member in good standing is the one who has paid the required dues for the current calendar year.
- C. Full Members shall have all privileges of membership, including the right to speak, vote, make motions, serve on committees, and be eligible to serve on the Board of Directors, including as elected officers and Standing Committee Chairs.

### **Section 2. Supporting Membership**

- A. Supporting Membership shall be open to Republican men and republican women who support the philosophy of the Republican Party and the objectives and policies of this organization.
- B. Supporting Members in good standing is one who has paid the required dues for the current calendar year.
- C. Supporting Members shall have a voice and limited vote privileges but shall not be eligible to:
  - 1. Serve as elected officers.
  - 2. Serve as Standing Committee Chairs.
  - 3. Serve on Executive Committee
- D. Supporting Members may serve on committees at the discretion of the President.

### **Section 3. Voting Rights**

- A. Only Full Members in good standing shall be eligible to vote in elections of officers, amendments to the bylaws or standing rules, endorsements, policy matters, and any other business affecting the governance or direction of the Club.
- B. Supporting Members may vote/voice(?) on limited, non-governance matters, such as; committee activities, events, programs, as delegated by the Executive Committee.

#### **Section 4. Good Standing Definition**

Good standing means dues paid for the current year and no pending disciplinary action.

### **ARTICLE V – DUES**

#### **Section 1. Fiscal Year**

The fiscal year of the Club shall be January 1 through December 31.

#### **Section 2 Membership Dues**

- A. Membership dues shall be payable no later than December 31 for the upcoming calendar year and shall be considered delinquent on March 1.
- B. Dues collected in November and December may be applied to the following membership year.
- C. Dues amount for each membership category shall be determined by the Board of Directors.

#### **Section 3. Service Charges**

Any fees incurred through electronic payment systems shall be the responsibility of the member and added to the amount due.

### **ARTICLE VI – BOARD OF DIRECTORS (ELECTED OFFICERS)**

#### **Section 1 Composition**

The Board of Directors shall consist solely of the elected officers; President; First Vice President; Second Vice President; Secretary; and Treasurer.

#### **Section 2 Eligibility**

- A. Each elected officer shall be a Full Member in good standing for at least six (6) months prior to the date of election.
- B. A Supporting Member who converts to Full Membership within six (6) months of an election shall not be eligible to run for office in that election cycle.

#### **Section 3. Vacancy**

- A. A vacancy in the office of President shall be filled by the First Vice President.
- B. Vacancies in an elected office may be filled by appointment of the President with the approval of the Executive Committee, and such appointee shall serve for the remainder of the unexpired terms.

## **Section 4. Removal from Office or Membership**

- A. Members of the Board of Directors, the Executive Committee, or the Club may be removed for:
  - 1. Non-payment of dues.
  - 2. Advocating for an opposition party candidate.
  - 3. Supporting an opposition party ticket.
  - 4. Failure to uphold the Objectives and Policies of the Club.
  
- B. Removal shall require a two-thirds vote of the Executive Committee after reasonable notice and an opportunity to be heard.

## **Section 5. Election**

Elected Officers shall be elected at the December meeting and shall serve for two years, or until their successors are elected.

## **Section 6. Duties of Officers**

### **A. President**

#### **The President shall:**

- 1. Call and preside over all meetings of the Club and the Executive Committee.
- 2. Represent the organization or designate a representative/proxy in her absence or inability to serve.
- 3. Make committee appointments, except to the Nominating Committee, subject to approval of the Executive Committee.
- 4. Prepare a program of action in consultation with Standing Committee Chairs for approval by the Executive Committee.
- 5. Submit an annual budget for approval by the membership.
- 6. Serve as an ex-officio member of all committees except the Financial Review Committee and the Nominating Committee.
- 7. Serve as one of the two authorized signatories on Club accounts (President and Treasurer).
- 8. Represent the Club in activities of the Republican Party.
- 9. Appoint the Financial Review Committee in November, or upon any change of Treasurer.
- 10. Accept resignations submitted in writing or by email from any member resigning a position, chairmanship, or membership.
- 11. Call meetings of the Executive Committee or hold such meetings upon the request of three members of the Executive Committee.

## **B. First Vice President**

### **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 duties assigned by the President, the Executive Committee, or the Club.
4. Serve as Membership Chair.

## **C. Second Vice President**

### **The Second Vice President shall:**

1. Perform the duties of the President when both the President and First Vice President are unavailable.
2. Fill the unexpired term in the event of a vacancy in the office of First Vice President.
3. Perform duties assigned by the President, the Executive Committee, or the Club.
4. Serve as Program Chair.

## **D. Secretary**

### **The Secretary shall:**

1. Keep the minutes of all meetings of the Club and the Executive Committee.
2. Maintain a current inventory of Club property.
3. Prepare Club correspondence in coordination with the President, including all formal letters, acknowledgements, invitations, thank-you notes, condolence messages, and required notices.
4. Respond to the official correspondence addressed to the Club and report noteworthy communications to the Executive Committee as appropriate.
5. Issue required notices to members regarding meetings, elections, amendments, and other matters as directed by the bylaws of the Executive Committee.
6. Maintain all Club records and historical documents, including minutes, notices, correspondence, and official files.
7. Perform other duties assigned by the President, the Executive Committee or the Club.

## **E. Treasurer**

### **The Treasurer shall:**

1. Serve as custodian of all Club funds and deposits them in a bank(s) approved by the Executive Committee.

2. Serve as one of the two authorized signatories (President and Treasurer).
3. Disburse funds as directed by the Executive Committee or membership.
4. Provide written financial reports for regular Club and Executive Committee meetings.
5. Submit required fees and campaign finance reports to the New Hampshire Secretary of State.
6. Submit all financial records to the Financial Review Committee for an annual review to be completed by the first meeting of the fiscal year.
7. Perform other duties assigned by the President, the Executive Committee, or the Club.
8. Comply with all state election laws and reporting requirements.

### **Section 7. Records**

Records may be maintained electronically unless otherwise required by law.

All officers and committee chairs shall deliver all Club property and records to their successors unless otherwise directed by the President or the Executive Committee.

## **ARTICLE VII – APPOINTED OFFICERS**

### **Section 1. Appointed Officers**

The President may appoint, with the approval of the Executive Committee, a Communications Secretary and a Parliamentarian.

Appointed positions shall be filled as volunteers are available. Vacancies in appointed positions shall not impair the functioning of the Club.

### **Section 2. Duties of Appointed Officers**

#### **A. Communications Secretary**

##### **Communications Secretary shall:**

1. Manage the internal and external communications of the Club under the direction of the President.
2. Prepare and distribute electronic communications, including meeting reminders, event notices, and general updates to the membership.
3. Coordinate newsletters, announcements, and informal bulletins as directed by the Executive Committee.
4. Oversee public relations efforts, including social media updates, website content, promotional matters, and press releases, consistent with the Club's mission and branding.
5. Maintain a permanent digital file of newsletters, announcements, publicity materials, and other communications of value to the Club.

6. Perform other duties as assigned by the President, the Executive Committee, or the Club.

## **B. Parliamentarian**

### **Parliamentarian shall:**

1. Serve as counsel and provide advice on parliamentary procedure.
2. Be familiar with the Bylaws and standing rules of the Club.
3. If a member of the Club, be entitled to all membership privileges, including the right to cast a ballot vote.

## **ARTICLE VIII – MEETINGS**

### **Section 1. Regular Meetings**

A minimum of five (5) regular meetings shall be held during the Club year. The dates of regular meetings shall be determined by the Executive Committee.

A quorum for regular Club meetings shall consist of fifteen percent (15%) of Full Members in good standing. Supporting Members shall not be counted when determining a quorum for business meetings or elections.

Notice of regular meetings shall be provided to all members at least seven (7) days in advance.

### **Section 2. Special Meetings**

Special meetings may be called by the President upon the request of three members of the Executive Committee, or twenty percent (20%) of the Club's membership.

The purpose of the meeting shall be stated in the call, and no other business shall be conducted.

Notice of Special meetings shall be provided to all members at least five (5) days in advance.

### **Section 3. Annual Meeting**

The December meeting shall be designated as the Annual Meeting.

### **Section 4. Electronic Meetings and Voting**

The Club, the Executive Committee, and all committees may meet and vote by electronic means, provided that all participants can communicate in real time. Elections and other voting may be conducted by electronic ballot as authorized by the Executive Committee.

Electronic ballots must be administered in a manner that ensures ballot integrity, confidentiality, and verifiable vote counts.

### **Section 5 Voting Between Meetings**

A vote of Club or of the Executive Committee may be conducted by mail, telephone, email, or other approved electronic means between meetings, provided at least fifteen percent (15%) of the members of the voting body participate. Supporting Members shall not be counted when determining a quorum for business meetings or elections.

Such votes shall be ratified and entered into the minutes at the next regular meeting of that body.

### **Section 6. Proxy Voting**

Voting by proxy shall not be permitted.

### **Section 7. Meeting Notice**

Notice for all meetings may be distributed electronically.

## **ARTICLE IX – EXECUTIVE COMMITTEE**

### **Section 1. Composition**

The Executive Committee shall consist of the following voting members: the Board of Directors, Immediate Past President, Communications Secretary, Parliamentarian, and Standing Committee Chairs. Special Committee Chairs shall serve as non-voting members.

### **Section 2. Qualifications**

A member may hold more than one office, when necessary, due to limited volunteer availability, except that the offices of President and Treasurer shall not be held by the same person.

### **Section 3. Purpose**

The Executive Committee shall coordinate Club operations and implement Club programs.

### **Section 4. Duties**

The Executive Committee shall

1. Conduct necessary business between regular Club meetings.
2. Approve presidential committee appointments.
3. Coordinate program, membership, and outreach activities.
4. Provide planning, guidance, and operational support to the Board of Directors.

## **Section 5. Operational Flexibility**

- A. The Executive Committee shall have authority to interpret these bylaws when questions arise, provided such interpretation is consistent with the intent of the Club.
- B. The Executive Committee may adopt procedures and guidelines necessary for the efficient operation of the Club, provided such procedures are consistent with these bylaws.

## **Section 6. Conflict-of-Interest**

No officer or committee chair shall use her position for personal financial gain or political advantage. Any conflict of interest shall be disclosed to the Executive Committee, which shall determine whether recusal is required.

## **Section 7. Confidentiality**

All officers and committee chairs shall maintain and confidentially of non-public Club information, including member data, election materials, and internal deliberations, unless disclosure is authorized by the President or required by law.

## **Section 8. Meetings**

- A. The Executive Committee shall meet at the call of the President or upon agreement of the Committee.
- B. Special meetings may be called by the President or upon the request of a majority of the Executive Committee.
- C. Notice of any Executive Committee meeting shall be given at least seven (7) days in advance and may be sent electronically.
- D. If a properly called meeting must be canceled due to circumstances beyond the control of the club, the meeting may be held by approved electronic means, provided at least seven (7) days' notice is given to all members of the Executive Committee.

This provision does not apply to meetings required by these bylaws that have not yet been called.

## **Section 9. Quorum**

A majority of the voting members of the Executive Committee shall constitute a quorum.

## **Section 10. Leadership Development**

The Executive Committee shall encourage leadership development within the Club and promote opportunities for members to prepare for future service as officers.

## **ARTICLE X – COMMITTEES**

### **Section 1. Standing Committees**

- A. Standing Committee Chairs shall be Full Members of the Club and shall be appointed by the President, subject to approval by the Executive Committee. Committees may remain inactive until volunteers are available. Inactivity of the committee shall not affect the operation or good standing of the Club.
- B. Standing Committee Chairs shall serve for the same term as the President and shall be voting members of the Executive Committee.
- C. Officers may be appointed to serve as Standing Committee Chairs. No additional Standing Committees may be created without an amendment to these bylaws.
- D. Standing Committee Chairs shall serve for the same term as the President and shall be voting members of the Executive Committee.
- E. Duties of Standing Committees

#### **The Legislative Committee shall:**

- 1. Implement legislative initiatives relevant to the Club.
- 2. Inform the Club and Executive Committee of legislation affecting the interests or objectives of the club.

#### **The Bylaws Committee shall:**

- 1. Conduct a biennial review of the Club bylaws.
- 2. Receive proposed amendments and submit them to the Executive Committee for consideration, or initiate amendments requested by the Club.
- 3. Ensure the general membership has the final vote on bylaws amendments.

#### **Campaign/Community Outreach Committee shall:**

- 1. Coordinate all campaign and community outreach activities of the Club to engage, educate, and mobilize voters.

#### **Fundraising/Events Committee shall:**

- 1. Prepare and implement a plan to raise funds necessary to meet the Club's annual budget.
- 2. Notify the Treasurer of all committee meetings which the Treasurer may attend.

#### **Membership Committee shall:**

- 1. Coordinate membership renewals and recruitment of new members.
- 2. Compile and maintain accurate membership lists.

3. Ensure membership information is shared with the Treasurer and President for accurate reporting to the State of New Hampshire, as required.

## **Section 2 Special Committees**

- A. The President may appoint Special Committee Chairs as needed, subject to approval by the Executive Committee.
- B. Special Committee Chairs shall not have voting rights on the Executive Committee.
- C. The Elections Committee is a Special Committee and shall operate in accordance with Article XI – Elections.

## **Section 3. Financial Review Committee**

A Financial Review Committee of three Full Members, without check signing privileges, shall be appointed by the President in November of each year.

### **The committee shall:**

1. Conduct a review of the Treasurer’s accounts at the close of the fiscal year.
2. Report on its findings to both the Executive Committee and the membership at the first meeting of the new fiscal year.

## **Section 4. Committee Members**

All committee members must be members of the Club in good standing.

## **Section 5. Ex-Officio Members**

The President shall serve as an ex-officio member of all committees except the Nominating and Financial Review Committee.

The President shall have final authority over all printed materials generated by any committee.

# **ARTICLE XI – ELECTIONS**

## **Section 1. Elections Committee**

### **The Elections Committee shall:**

1. Administer the nomination and election process for all elected offices as required by these bylaws.
2. Open the nomination period and provide procedures for members to submit candidates names and biographical statements.
3. Collect all candidate information, verify eligibility, and prepare a complete list of qualified candidates.

4. Prepare and distribute the ballot, including candidate names and biographical information, in accordance with the procedures established by the Executive Committee.
5. Conduct the election using paper or electronic voting methods as authorized by the Executive Committee.
6. Maintain records of the election process and ballots for the period required by Club policy or state guidelines.
7. Perform other election-related duties assigned by the President, the Executive Committee, or the Club.

The Elections Committee shall not recruit, slate, or endorse candidates, but shall ensure that all qualified members have an equal and fair opportunity to run for office.

The Elections Committee shall disband upon certification of election results unless otherwise directed by the Executive Committee.

## **Section 2. Election of Officers**

- A. Election shall be conducted by ballot at the Annual Meeting in December. If there is only one nominee for any office, that office may be elected by voice vote.
- B. Each elected officer shall be a Full Member in good standing for at least six (6) months prior to the date of election. A Supporting Member who converts to Full Membership within six (6) months of the election shall not be eligible to run for office in that election cycle.
- C. No officer may be a candidate for more than one office simultaneously.
- D. Officers may run for a second consecutive term.
- E. Officers shall assume office at the close of the Annual Meeting at which they are elected.

## **ARTICLE XII – TRANSITIONAL PROVISIONS (THREE-YEAR FOUNDING TERM)**

### **Section 1. Initial Officers and Board of Directors**

Because the Central New Hampshire Republican Women was established prior to the creation of a general membership, the founding organizers shall constitute the initial Officers and Board of Directors. These individuals shall assume their respective offices upon adoption of these bylaws.

### **Section 2. Initial Term of Office**

To ensure organizational stability during the formation and development period, the initial Officers and Board of Directors shall serve a three (3)-year founding term beginning on the date these bylaws are adopted. All membership tenure requirements, including any requirement to be a member in good standing for six (6) months prior to

holding office, are suspended for the initial Officers and for any appointments made during the founding term.

### **Section 3. Initial Appointments**

During the initial three (3)-year founding term, the Executive Board may appoint members to fill any vacant elected or appointed office without regard to membership tenure requirements, provided the individual is a member in good standing at the time of appointment.

### **Section 4. Commencement of Regular Election Cycle**

At the conclusion of the founding three (3)-year term, the organization shall transition to the regular bi-annual (two (2)-year) election cycle as outlined in Article IX – Elections. All subsequent terms of office shall be two (2) years.

### **Section 5. Sunset Clause**

These transitional provisions apply only to the initial formation period of the organization and shall expire automatically at the close of the founding three (3)-year term.

## **ARTICLE XIII- INDEMNIFICATION**

### **Section 1. Statutory Immunity**

Pursuant to RSA 508:16, no unpaid director or officer of the Club shall be held personally liable for personal injuries or property damage resulting from acts committed in good faith and in furtherance of the Club's objectives. This immunity does not apply in cases of intentional, reckless, or grossly negligent conduct.

### **Section 2. Indemnification**

To the fullest extent permitted by New Hampshire law, the Club shall indemnify and hold harmless any officer or committee chair who is had a party to any civil action or proceedings by reason of her service to the Club, provided she acts in good faith and in a manner reasonably believed to be in the best interests of the Club.

### **Section 3. Exclusions**

Indemnification shall not apply to intentional misconduct, criminal acts, gross negligence, or actions outside the scope of authority granted by these bylaws.

### **Section 4. Insurance**

The Club may, but is not required to, purchase liability insurance to support this indemnification.

## **ARTICLE XIV – PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws or with any special rules of order the Club may adopt.

## **ARTICLE XV – AMENDMENTS**

These bylaws may be amended by a two-thirds (2/3) vote at any regular (general) meeting of the Club, provided that written notice of the proposed amendment(s) has been sent to each member at least thirty (30) days prior to the meeting at which the vote will be taken.

## **ARTICLE XVI – DISSOLUTION**

The Club may be dissolved by a two-thirds (2/3) vote at any regular or special meetings of the club, provided that written notice of the proposed dissolution has been sent to all members at least thirty (30) days prior to the meeting.

Upon dissolution, and after payment of all liabilities, the Executive Committee shall distribute any remaining assets to one or more Republican organizations whose mission is compatible with the mission of this Club. No funds or assets shall be distributed to any member or officer of the Club.

## **Adoption Statement**

**These bylaws were adopted on January 9, 2026 by Founding Members.**