Palos Verdes Peninsula Republican Women Federated

Bylaws adopted_____, 2026

ARTICLE I – NAME

The name of this Club shall be Palos Verdes Peninsula Republican Women Federated hereinafter referred to as "PVPRWF" or "Club".

ARTICLE II – OBJECTIVES

The Objectives shall be to:

- Increase the effectiveness of women in the cause of good government;
- Promote an informed public through education and activity;
- Foster loyalty to the Republican Party at all levels of government;
- Promote and support the objectives, the principles and policies of the Republican Party;
- Foster public awareness that Republican policies support the empowerment and success of women;
- Work for Republican candidates in all elections, including nonpartisan elections;
- Support the objectives and policies of the California Republican Party;
- Influence legislation and maintain a PVPRWF presence in State government in accordance with PVPRWF goals;
- Encourage active citizenship;
- Facilitate cooperation among Federated Republican Women's Local Clubs;

ARTICLE III – ORGANIZATION

The Palos Verdes Peninsula Republican Women Federated is affiliated with the National Federation of Republican Women and the California Federation of Republican Women.

ARTICLE IV – MEMBERSHIP

A. ELIGIBILITY: Membership may be extended to registered Republican women. Eligibility for membership does not guarantee, and one cannot assume, automatic grant of membership.

B. TYPES OF MEMBERSHIP

Section 1. Primary Member (Member in Good Standing)

A member in good standing is one whose current dues are paid to one local club in good standing. A local club in good standing is one whose current per capita dues and service charge are paid to the PVPRWF.

a. Shall have the right to vote, make motions and nominations after being a primary member of a local club for sixty (60) days.

Section 2. Associate Membership

a. The Club may only grant associate membership to women who are primary members of another Federated club. Such membership shall not be granted the privilege of making motions, nominations, voting, be on a committee or hold office.

b. Associate members shall not be eligible to serve as delegates to PVPRWF meetings or conventions or be counted in establishing a quorum.

c. Republican men may be eligible for associate membership in a club upon payment of the required annual dues for associate members. Such members may attend meetings, but shall not make motions, have a voice or vote, be on a committee, hold office, or be counted for the purpose of determining the number of delegates to national or state conventions, nor be used to establishing a quorum. They shall be entitled to membership in local clubs only, and they do not become members of NFRW or CFRW.

Section 3. Other Memberships

a. Local club special membership categories shall be considered primary members and must be included in Per Capita Reports.

ARTICLE V – ETHICS

Section 1. Endorsement Policy ***(refer to PVPRWF Policy section for additional information)***

a. The Club President and Campaign Activities Chair shall not publicly endorse any candidate for public office in any primary, runoff, special or non-partisan race where two or more known Republicans are in the race. If any of the aforementioned

desire to do so, she must resign her position. An officer of the organization who is a candidate or whose spouse or family members is a candidate shall be exempt from this rule; however, they may not do so in the name of the organization or by utilizing the logo or stationery of the NFRW, CFRW, or the PVPRWF.

b. The PVPRWF name shall not be used by a primary member or an associate member in supporting a candidate during any campaign when there are two or more known Republicans in the same race. No endorsement or evidence of support by any members shall be issued using the PVPRWF, NFRW or CFRW affiliation, logo, or stationery without the approval of NFRW.

c. NFRW Bylaws provide for removal of membership of any member, state federation, or local club that advocates a split party ticket or supports a candidate who is running on an opposition ticket.

d. This prohibition applies to the Club President and Campaign Activities Chair – and the club as an entity. The rest of the membership is free to endorse the Republican candidate of her choice, just not in the name of the club.

e. Examples of endorsements or public displays of support include block walking, phone banking, handing out push cards, sending emails, signs in yards, donating funds attending fundraisers, and social media posts.

f. In the case of contested Republican races, clubs may distribute information on all the candidates – such as events or fundraisers – if they are fair and distribute equally for all. The use of a disclaimer (i.e., "This is being emailed for informational purposes only and does not represent an endorsement by this club.") can help prevent anyone from interpreting such communications as endorsements.

g. When two or more Republican candidates are in the same race, if one Republican candidate is invited to speak at a meeting all the Republicans candidates in that race must be invited to speak to the organization during the period leading up to the election. This can help prevent the appearance of endorsement by the organization.

h. This endorsement policy only applies when there are two or more known Republicans in the same race. For any other race there is no endorsement prohibition.

i. In non-partisan races, clubs and members will utilize whatever voter data is available in the county/state to verify registration, voter records, etc., to ascertain the party with which a candidate normally identifies.

j. Candidate endorsement limitations shall not preclude any member from serving or fulfilling their duties as delegates to the National Republican Convention, the

California Republican Party, or County Central Committee. Their State or Club title and State or Club name may not be used with any endorsement.

Section 2.

a. Any person, not registered to vote in the Republican Party, shall neither be invited to speak nor be permitted to speak at any meeting of the PVPRWF, a Regional Meeting, or a local club meeting. People not yet eligible to vote may speak if the topic has been approved by the PVPRWF or local club's Executive Committee.

b. No confidential business, as determined by the President shall be conducted at any meeting where the public or persons not registered to vote Republican are invited.

Section 3. It shall be considered a breach of ethics for a member, while acting in her capacity as a member, to speak disparagingly in public of any Republican.

Section 4. It shall be a breach of ethics to publicly promote a candidate of another party in speech, in print or electronic communication in a partisan or non-partisan election and may be just cause for a member's suspension or dismissal.

Section 5. The PVPRWF name shall not be used by a member or an associate member when using any personal and/or electronic communications.

Section 6. Other Organizations: The Club shall not affiliate with any political organization which is not officially recognized as working in concert with the National Federation of Republican Women or the California Federation of Republican Women and The Republican National Committee.

Section 7. Membership Data: All member information is the sole property of the NFRW and is strictly for the benefit of the PVPRWF and shall not be sold or furnished for any other purpose.

ARTICLE VI

DUES, PVPRWF SERVICE CHARGE AND PER CAPITA REPORTS

Section 1. Fiscal Year: The fiscal year shall be from January 1 through December 31.

Section 2. Dues

a. Per capita dues shall be payable on January 1 of each year and shall be remitted at the close of each month to thePVPRWF Treasurer along with a copy of the monthly Per Capita Report.
b. Dues received after October 31 shall be remitted to PVPRWF the following January.

c. The dues amount for membership will be stated in the Club's standing rules and amended as required.
d. The dues amount for associate members shall be stated in the Club's standing rules and amended as required.

Section 3. PVPRWF Service Charge

a. The annual PVPRWF Service Charge shall be paid as established by the CFRW Board of Directors in the CFRW Standing Rules.

Section 4. Per Capita Reports

a. Per Capita Reports for primary members whose dues are paid shall be sent directly to the PVPRWF Membership Secretary and Data Center at the close of each month.

ARTICLE VII – OFFICERS, DUTIES AND ELECTION

Section 1. Elected Officers

a. The term of office for local Club Officers shall be from January 1 through December 31 following their election.

b. The elected officers of this Club shall be a President, Vice President, Recording Secretary, and Treasurer. (This is the minimum number of elected officers, the Club may add more if they so wish.)

c. Elected officers must be residents of California and registered to vote in California.

d. Each elected officer shall be a primary member in good standing of the Club.

Section 2. Term of Office

a. The President's term of office shall be for a term of 1 year, or until her successor is elected.

b. The Club President and elected officers may serve no more than two consecutive terms.

Section 3. Appointed Officers shall be Corresponding Secretary, Financial Review Officer, and Parliamentarian. They shall be appointed by the President and ratified by a two-thirds (2/3) vote of the Elected Officers.

Section 4. Vacancy

a. 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 of Directors at the first meeting following the creation of the vacancy.

Section 5. Removal from Office or Membership: Members of the Executive Committee, Board of Directors or members of the Club may be removed in accordance with the adopted NFRW Removal Policy – Special Rules (adopted 3/14/2024 by NFRW Board of Directors).

Section 6. Election: The officers shall be elected at the Annual Meeting and shall serve a term of one year, or until their successors are elected.

Section 7. Duties of The Officers:

A. **The President shall:**

1. Preside over all Club meetings, the Executive Committee and Board of Directors meetings;
2. Appoint all appointed officers subject to a two-thirds (2/3) approval of the Elected Officers;
3. Appoint, with the exception of the Nominating Committee, all chairmen of Standing Committees subject to two-thirds (2/3) approval of the Elected Officers.
4. Be an ex-officio member of all committees except the Nominating Committee and the Financial Review Committee;
5. Sign all contracts as authorized by the Executive Committee;
6. Work with the 1st Vice president on selection of speakers for all Club meetings;
7. Represent the organization at all times or designate someone as representative/ proxy in her absence;
8. Prepare a program of action in consultation with the Chairmen of the Standing Committees for presentation and approval by the Executive Committee;
9. Submit an annual budget for approval by the membership;
10. Be one of three authorized signatures on the Clubs' bank accounts; and
11. Accept resignation by written letter or e-mail of any member wanting to resign from a position, chairmanship, or the Club.

B. The 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, Board of Directors, or the membership; and
4. Act as Program Chair.

C. The Second Vice President shall:

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

D. The Secretary shall:

1. Keep the minutes of all meetings of the Club, Executive Committee and Board of Directors;
2. Be one of three authorized signatures on all Club's bank accounts;
3. Keep a current inventory of Club property;
4. Perform such other duties as may be assigned by the President, the Executive Committee, Board of Directors, or the membership; and
5. Maintain all Club records and historical items.

E. The Treasurer shall:

1. Serve as custodian of all Club funds and deposit them in a bank(s) approved by the Executive Committee;
2. Be one of three authorized signatures on all Club's bank accounts;
3. Ensure all checks are signed by 2 of the 3 authorized signers;

4. Disburse funds as directed by the Executive Committee, Board of Directors, or the membership;

5. Bring written financial report(s) to regular Club, Executive Committee and Board of Directors meetings;

6. Submit dues, annual service fees, and reports to the California Federation of Republican Women as required;

7. Be ex-officio member of the Budget Committee;

8. Submit the financial records to the Financial Review committee for a semi-annual review;

9. Perform other duties as assigned by the President, the Executive Committee, Board of Directors, or the membership; and

10. Comply with all state and federal elections and financial reporting requirements.

F. The Corresponding Secretary shall:

1. Conduct the correspondence of the Club under the supervision of the President;

2. Preserve in a permanent file all letters and papers of value to the Club; and

3. Perform other duties as assigned by the President, the Executive Committee, Board of Directors, or the membership.

G. The Parliamentarian shall:

1. Serve as advisor on the Executive Committee, Board of Directors and all Club meetings on matters of parliamentary procedure;

2. Serve in an advisory capacity to the President, the Bylaws Committee, and the Nominating Committee; and

3. Be familiar with the bylaws and standing rules of the Club.

H. The Financial Review Officer shall:

1. With the approval of the President may appoint a committee of three members in good standing to assist in reviewing the treasurer's accounts;

2. Review the books of the Treasurer every six (6) months;

3. Submit a written report at the final meeting of the year or as requested by the Executive Committee, Board of Directors or membership;

4. Prepare a supplemental report of the financial transactions between the final meeting of the year and the transfer of books to the new treasurer; and

5. Perform other duties as may be assigned by the President, Executive Committee, Board of Directors, or the membership.

Section 8. Records: All officers and all committee chairmen shall deliver all records, files, and properties of the Club to their successors upon retiring from office, unless otherwise directed by the President, Executive Committee or Board of Directors.

ARTICLE VIII MEETINGS

Section 1. REGULAR MEETINGS:

a. **The Club** shall hold a minimum of five (5) meetings a year, conditions permitting, and maintain good standing by the payment of the NFRW service charge and submission of per capita reports and dues payments to CFRW.

b. **Electronic meetings:** In the event a properly called meeting has to be canceled due to circumstances beyond the control of the Club, then it shall be acceptable to hold said meeting by an approved electronic means with seven (7) days' notice being given to all the members of the Club.

Section 2. Notice: A minimum of fourteen (14) days' notice shall be given to all members for a regular meeting.

Section 3. Quorum: A quorum at Club meetings shall be 25% of the membership.

Section 4. SPECIAL MEETINGS:

a. **Special meeting of the Club** may be called by the President or upon the written request of five (5) members of the Executive Committee or by seven (7) members of the Board of Directors if three (3) are elected members of the Executive Committee or by 30% of the Club members in good standing. The purpose of the meeting shall be stated in the notice which shall be sent to all Club members in good standing at least ten (10) days before the meeting. No other business shall be transacted at the meeting.

b. **Special meetings** may be held electronically with seven (7) days' notice being given.

Section 5. ANNUAL MEETING: The November meeting will be designated as the Annual Meeting.

Section 6. VOTING: A vote of the Club, Executive Committee or Board of Directors may be conducted by mail, telephone, electronically, or email between meetings, provided there is participation by a majority of the members of the body. The vote shall be ratified and entered into the minutes at the body's next regular meeting.

Section 7. NOTICE for all meetings shall be mailed or sent electronically.

Section 8. PRINTED MATERIAL: All literature, petitions, materials, or announcement of any description shall first be submitted to the President or Executive Committee for approval before being circulated or distributed at any meeting.

ARTICLE IX – BOARD OF DIRECTORS

Section 1. The Board of Directors shall:

a. Consist of the elected officers, appointed officers, and standing committee chairmen and immediate past president.

Section 2. The Standing Committees shall be:

a. Budget, Bylaws, Campaign Activities, Fundraising, Legislation, and Membership;

b. Standing committee chairmen shall be appointed for the same term as the President.

c. Standing Committee Chairmen have a voice and a vote;

d. All Standing Committee Chairmen shall be members in good standing.

Section 3. The Board of Directors shall transact such business as may arise between meetings of the Club.

a. The Board of Directors shall be limited to an expenditure of $_____ without the approval of the membership.
b. The Board of Directors may conduct business by mail, electronic mail, electronic meetings, or telephone when necessary.
c. Electronic meetings via teleconference or videoconference may be conducted upon forty-eight (48) hours telephonic or email notice to all members of the Board of Directors setting forth the procedures and time of any such electronic meeting.

d. The actions of the Board of Directors, taken as a result of any mail or electronic meeting, have the same force and effect as a physical meeting.
e. Official minutes of such meetings shall be recorded and ratified at the next Board of Directors meeting.

Section 4. QUORUM: One third (1/3) of the Board of Directors, if three (3) are elected officers, shall constitute a quorum of the Board of Directors.

Section 5. SPECIAL MEETINGS of the Board of Directors may be called by the President or at the written request of at least five (5) members of the Executive Committee or by seven (7) members of the Board of Directors, if three (3) are elected members of the Executive Committee. The purpose of the meeting shall be stated in the notice which shall be sent to all members of the Board of Directors at least ten (10) days before the meeting. No other business shall be transacted at the meeting.

Section 6. Duties of the Standing Committee:

1. Budget

a. Budget Committee of three (3) shall be appointed by the Club President to;

b. Prepare a budget to be presented to the Executive Committee for recommendation to the membership before the 1st meeting to the fiscal year.

2. Bylaws

a. Committee of three shall be appointed by the Club President to;

b. Conduct a biennial review of the Club bylaws;

c. Request and receive proposed amendments to the bylaws, submit them to the Executive Committee for action, or initiate changes requested by the Club;

d. General membership shall have final vote of amendments; and

e. Furnish CFRW Bylaws Chairman with a complete set of Club bylaws for review and approval. Any subsequent revision of bylaws shall be sent to the CFRW Bylaws Chairman for approval.

3. Campaign Activities

a. Shall coordinate all activities of the Club's campaign program and be responsible for the collection and reporting of campaign hours;

b. Shall not publicly endorse any candidate for public office in any primary, runoff, special or non-partisan race where two or more know Republicans are in the race. If any of the aforementioned desire to do so, she must resign her position.

4. Fundraising

a. Shall prepare and implement a plan for raising funds in order to meet the Club's budget.

5. Legislation

a. Shall implement legislative concerns important to the Club; and
b. Shall inform the Club and Executive Committee of any legislation affecting the interests of PVPRWF.

6. Membership

a. Shall coordinate all membership renewal and new member efforts;

b. Shall compile and maintain complete membership lists; and

c. Shall ensure that all membership information is shared with the Treasurer and others as deemed necessary and is submitted to the state and national federations according to deadlines.

ARTICLE X – EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be composed of the Elected and Appointed Officers.

Section 2. Meetings shall be held at the call of the President or at the written request by at least three (3) elected members of the Executive Committee.

Section 3. The Executive Committee shall transact such business as may arise between meetings of the Board of Directors or Club meetings.

a. The Executive committee shall be limited to an expenditure of $_____without the approval of the Board of Directors or membership.
b. The Executive Committee may conduct business by mail, electronic mail, electronic meetings, or telephone when necessary.

c. Electronic meetings via teleconference or videoconference may be conducted upon forty-eight (48) hours telephonic or email notice to all members of the Executive Committee setting forth the procedures and time of any such electronic meeting.
d. The actions of the Executive Committee, taken as a result of any mail or electronic meeting, have the same force and effect as a physical meeting.
e. Official minutes of such meetings shall be recorded and ratified at the next Executive Committee meeting.

Section 4. QUORUM: A majority of the members of the Executive Committee shall constitute a quorum.

Section 5. COMMITTEE MEMBERS: All committee members must be members in good standing in the Club.

Section 6. SPECIAL MEETINGS of the Executive Committee may be called by the President or at the written request of at least three (3) members of the Executive Committee. The purpose of the meeting shall be stated in the notice which shall be sent to all members of the Executive Committee at least ten (10) days before the meeting. No other business shall be transacted at the meeting.

ARTICLE XI – SPECIAL COMMITTEES

SPECIAL COMMITTEES may be appointed as needed by the President subject to two-thirds (2/3) approval of the Elected Officers. They shall be non-voting members of the Board of Directors.

ARTICLE XII – NOMINATIONS AND ELECTIONS

Section 1. NOMINATIONS

a. The Nominating Committee shall consist of 3 members in good standing and 3 alternate members in good standing.

b. Members of the Nominating Committee shall be elected by the membership no later than September of each year.

c. No member of the Nominating Committee may serve more than one term on the committee in succession.
d. The Parliamentarian shall call a meeting of the newly elected committee members at the close of the meeting at which they were elected for the purpose of conducting the election of a Chairman and Vice Chairman.

e. The Parliamentarian will instruct the Nominating Committee as to proper procedure and will be available for further counsel if required. The Parliamentarian shall not serve as a member of the Nominating Committee.

f. The Nominating Committee shall report a slate of one candidate for each office at the general meeting immediately prior to the election meeting.

g. All nominees shall be members in good standing in the Club and shall give written consent to serve, if elected.

h. All nominees shall be primary members in good standing of the Club for no less than 90 days, prior to their election.

i. Nominee for President shall have served as a member of the Executive Committee for one term.

j. Nominations from the floor shall be in order following the report of the Nominating Committee and just before the election.

Section 2. ELECTION OF OFFICERS

a. Election of officers shall be by ballot at the Annual Meeting in November.

b. A plurality vote shall elect.

c. If there is only one (1) candidate for an office, the ballot may be dispensed with by general consent and the election may be by acclamation wherein the President shall declare that the candidate is elected to office. RONR (12 ed.) 46:40

d. No candidate may simultaneously run for more than one office.

e. The Elected Officers and Appointed Officers shall assume their duties on January 1 following their election.

f. Ballot(s) shall be destroyed at the close of the general meeting.

ARTICLE XIII

NATIONAL AND STATE FEDERATION CONVENTION DELEGATES

Section 1. NFRW and CFRW CONVENTION

a. The Club shall be represented at the NFRW convention as set forth in the **National Federation of Republican Women's bylaws.**

b. The Club shall be represented at the CFRW convention as set forth in the **California Federation of Republican Women's bylaws.**

c. Election of delegates and alternates shall take place at a general meeting before convention to conform to the NFRW and CFRW certification requirement.

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, NFRW and CFRW bylaws, standing rules, policies and procedures and any special rules of order.

ARTICLE XV – AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the clubs primary members in good standing in attendance at any general meeting provided that the amendment(s) have been approved by the Club's Bylaws Committee and reviewed by the Clubs Board of Directors; and provided that a copy of the proposed amendment(s) have been sent to each primary member in good standing at least thirty (30) days prior to the vote.

Section 2. These Bylaws shall be automatically amended to conform to any bylaw changes approved at the NFRW Biennial Convention and CFRW Biennial Convention and shall be immediately published to the Club membership.

ARTICLE XVI – DISSOLUTION

Section 1. This club may be dissolved by a 2/3 vote at any regular or special meeting of the club, provided that 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 CFRW. No funds shall be distributed to any member or officer of the club. The right to use the name of the dissolved club shall revert to the CFRW. *(Required by NFRW)*

Section 2. A local Club, wishing to dissolve, shall send a letter to their Regional Director stating the reasons why the Club is failing to function. It becomes the responsibility of the Regional Director to provide assistance and direction.

Section 3. If the matter cannot be resolved, the local Club shall send a notice to all its members of record that a meeting will be held on a specified date, at a specified time and place, and a dissolution resolution shall be prepared.

Section 4. At this special meeting, a motion shall be made to send the charter to the CFRW Charter Registry Chairman, and all monies in the Club treasury shall be sent to the CFRW Treasury to be held in trust by CFRW for a period of five (5) years. Should the Club desire to reactivate within those five years, the money shall be returned to the Club to be used for membership promotion. After the period of five years, the funds in trust will revert to CFRW's General Fund.