

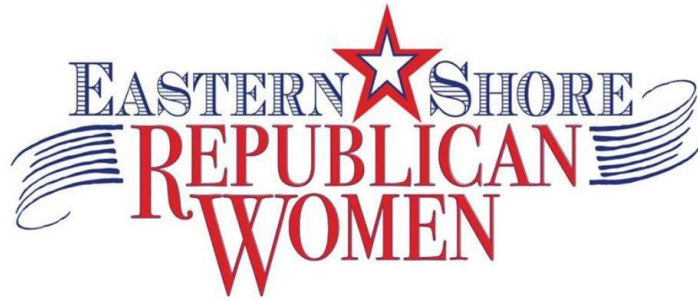
# THE EASTERN SHORE REPUBLICAN WOMEN BYLAWS

**CHARTERED FEBRUARY 28, 1989**

REVISED MARCH 2024



BASED ON THE ROBERT'S RULES OF ORDER EDITION 12 AND  
AFRW & NFRW BYLAWS



### **ARTICLE I - NAME**

The name of this organization shall be Eastern Shore Republican Women of Baldwin County, Alabama (ESRW). (Chartered on February 28, 1989.)

### **ARTICLE II – OBJECTIVES**

The objectives of this organization (hereinafter called Club) shall be:

#### **SECTION 1**

- a. To promote true Republicanism firmly in the minds of an informed electorate through political education.
- b. To foster loyalty to the Republican Party and to promote its ideals.
- c. To increase the effectiveness of women in the cause of good government through active political participation.
- d. To work for the election of the Republican Party's candidates.
- e. To facilitate cooperation with the State and Local Republican Party and among women's Republican clubs.

#### **SECTION 2**

It shall be the policy of this Club to refrain from supporting any candidate in a contested primary election but to support the party's nominee in the general election. Individual members are encouraged to work for the candidate(s) of their choice in the primary election cycle.

### **ARTICLE III – MEMBERSHIP SECTION 1**

#### **SECTION 1**

Regular membership in the Club shall be open to any registered Republican human born female sex at birth, in the State of Alabama, upon signing and submitting the membership application for this club along with the required payment for the yearly membership fees.

#### **SECTION 2**

Associate membership shall be limited to any Republican woman who is registered in another state or who is an active member of any other State Federation Club or to any man who wishes to support this Club upon complying with Section 1.

Associate members shall:

- a. Be non-voting members.
- b. Not hold elective office in the Club.
- c. Not be included in the Delegate count for State or National Conventions.

### **SECTION 3**

This Club shall be a member of the Alabama Federation of Republican Women (AFRW) and of the National Federation of Republican Women (NFRW).

### **SECTION 4**

An action undermining the aims and objectives of this Club or the Republican Party will be cause for termination of membership. The Board will exercise discretion and determination by due process in accordance to Roberts Rules of Order, Newly Revised.

## ***ARTICLE IV – DUES***

### **SECTION 1**

Regular membership annual dues shall be the amount approved by the AFRW and NFRW and adopted by approval of the membership. Associate membership dues shall be the amount approved by the AFRW and NFRW and adopted by approval of the membership.

### **SECTION 2**

The per capita dues for the AFRW and NFRW are included in the regular dues only and are payable to the AFRW Treasurer, quarterly. No per capita dues are paid to State or National Federations for associates.

### **SECTION 3**

This Club shall pay the annual service charges required to receive the monthly educational material from NFRW.

### **SECTION 4**

The fiscal year of this Club shall be from January 1st to December 31st. Dues shall be paid by April 1 and shall become delinquent, thereafter. Only dues current, regular, members are eligible to vote.

### **SECTION 5**

A membership roster, the Bylaws and Standing Rules shall be compiled. Each dues current member shall receive a copy of each either through mail, handout, or electronic communication. The membership roster shall be solely used for the purpose and manner of conducting Club business. It shall not be used in any other manner or for any other purpose without the approval of the Board.

## **ARTICLE V – OFFICERS & DUTIES**

### **SECTION 1**

The Elected Officers of this Club shall be: President, First Vice President, Second Vice President, Second Vice President Assistant, Recording Secretary, Corresponding Secretary, and Treasurer. Other officers may be added, as needed. In order to add additional officers, a vote of the membership to change these Bylaws shall be conducted. An election of the officer(s) by the membership shall be conducted.

### **SECTION 2**

Term: The Officers shall be elected for a term of two years, commencing January 1st (first) and ending December 31 (thirty-first) of the following year. No officer shall succeed herself more than once, unless upon the discretion of the Board and upon a two-thirds majority vote of the membership.

### **SECTION 3**

The Duties of the President shall be, but not limited to:

- a. To preside at all meetings of this Club, the Board of Directors and the Executive Committee, and to generally supervise and help coordinate the work of the Club.
- b. To appoint a Parliamentarian.
- c. To appoint Chairperson(s) of all Standing and Special committees. Said Chairperson(s) shall be approved by a majority of the Executive Committee. Nominating Committee excepted. (Note: replaces chairmen.)
- d. To be an Ex-Officio member, without vote, of all Committees except the Nominating Committee.
- e. To represent the Club at all times and attend and be a voting member at the AFRW Board Meetings and Biennial Conventions of the AFRW and NFRW. Elected officers, in their order, shall represent the President if she is unable to attend.
- f. To call a Special Meeting of the Executive Committee, Board of Directors or Membership.
- g. To sign all checks jointly with the Treasurer.
- h. To appoint, in October, 3 (three) dues current members to serve on the Treasurer's Review Committee.
- i. In case of emergency, to take a vote of the Executive Committee by telephone, text, or e-mail.
- j. To act as administrator of the ESRW Facebook page and other social media sites.

### **SECTION 4**

The Duties of the First Vice President shall be, but not limited to:

- a. To perform the duties of the President in her absence or upon her resignation.
- b. Act as Chairperson of the Standing Program Committee.
- c. To perform such other duties as may be assigned by the President.

The Duties of the Second Vice President shall be, but not limited to:

- a. Act as Chairperson of the Standing Membership Committee.
- b. Perform all duties essential to Club membership, not limited to, registering and recording new memberships and renewals and the collection of dues.
- c. To perform such other duties as may be assigned by the President.
- d. To keep a roster current of all members.

The Duties of the Second Vice President, Assistant, shall be, but not limited to:

- a. To assist the Second Vice President with all duties essential to Club membership.
- b. To perform such other duties as may be assigned by the President and the Second Vice President.

## **SECTION 5**

The Duties of the Recording Secretary shall be, but not limited to:

- a. To keep the minutes of all General Meetings and meetings of the Executive Committee and Board of Directors and Committee Meetings.
- b. Shall provide copies of the minutes of all meetings within 10 (ten) days following such meetings to the Executive Committee and Board.
- c. Shall provide the incoming Club President with a copy of all approved minutes.

The Duties of the Corresponding Secretary shall be, but not limited to:

- a. To conduct any correspondence as requested by the President or the Board.
- b. To receive Club dues and other monies in the absence of the Treasurer and to have an accounting with the Treasurer as soon as possible thereafter.
- c. To distribute to the membership by electronic communication a notice of regularly scheduled meetings and any special meetings, so called.
- d. To distribute to the membership by electronic communication the minutes of General Meetings, Special Meetings, Executive Committee and Board Meetings and any minutes, reports or recordings, so deemed appropriate by the Board.
- e. To assist the President with the administration of the ESRW Facebook page and other social media sites.
- f. To perform such other duties as may be assigned by the President.

## **SECTION 6**

The Duties of the Treasurer shall be, but not limited to:

- a. To act as custodian of all funds of this Club; to collect all funds and deposit them in a bank approved by the Executive Committee.
- b. To pay all bills as incorporated in the approved annual budget upon authorization of the Executive Committee. Any unbudgeted expenditures shall be submitted to the Treasurer for her monthly report. The Executive Committee shall approve or disprove any unbudgeted expenditures. If not requesting reimbursement, a member shall submit a statement or receipt to the Treasurer listing same as a donation.
- c. To make written reports of receipts and disbursements for all meetings, one copy of which shall be given to the Recording Secretary and the President.
- d. Following the December General meeting, shall submit all records to the Treasurer's Review Committee.
- e. To send annual dues reminder notices.

- f. To send quarterly reports and membership information together with per capita dues to the AFRW Treasurer by dates determined by the AFRW.
- g. Prior to the AFRW or NFRW Conventions, to send required lists and dues within the deadline specified by notice.
- h. To send the NFRW service charge by the due date specified by the NFRW.
- i. To file a financial statement, if required, by April 1st (first) each year with the Office of the Secretary of State.
- j. The Treasurer shall be the Chairperson of the Finance Committee.

#### **SECTION 7**

Officers may be appointed as Chairperson(s) of Standing and Special Committee(s).

#### **SECTION 8**

All officers shall turn over all records, files, and properties of this Club to the succeeding officers at the end of their term in office.

### **ARTICLE VI – MEETINGS**

#### **SECTION 1**

General Meetings shall be held at least six (6) times during each calendar year as required by NFRW.

#### **SECTION 2**

A Nominating Committee of 3 (three), appointed by the President and approved by the Executive Committee, shall be elected by ballot at the August Board Meeting. The Nominating Committee shall be ratified by the membership at the September General Meeting of the election year. The Biennial Business Meeting to elect officers and present reports shall be in November. At a General Business Meeting in January, the budget and plans for the year shall be approved by the membership.

#### **SECTION 3**

Regular Board Meetings shall be held monthly unless otherwise ordered by the Executive Committee.

#### **SECTION 4**

Special Meetings:

- a. The President may call a Special Meeting of the Executive Committee, the Board of Directors or the Membership provided she contacts two-thirds of those members either by mail or electronic communication. Business conducted at any Special Executive Committee Meeting must be reported to the Board of Directors and Membership by mail or electronic communication within ten business days.
- b. Special meetings of the Board may be called upon written request by mail or electronic communication of five (5) members of the Board of Directors.
- c. Special Meetings of the membership shall be held upon written request to the President by mail or electronic communication by one-fourth of the voting membership.
- d. Only business so stated in the call for any Special Meeting shall be discussed.
- e. Special Meetings shall be held in a timely manner but no later than thirty consecutive calendar days of written receipt of the call.

## **SECTION 5**

The voting body of this Club shall be dues current members.

## **SECTION 6**

Each meeting shall be opened with a prayer or devotion and the Pledge of Allegiance to the Flag of the United States of America.

# **ARTICLE VII – EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS**

## **SECTION 1**

Executive Committee: The Executive Committee shall consist of the elected officers of the Club. The Parliamentarian shall sit with the Committee and the Board of Directors, without a vote.

## **SECTION 2**

The Duties of the Executive Committee shall be, but not limited to:

- a. To approve by majority vote the appointments by the President of Chairpersons of all Standing and Special Committees.
- b. To approve the financial institution to be used by this Club.
- c. To approve routine disbursement of funds approved by the membership in the Annual Budget.
- d. To review and approve or disapprove any request for expense reimbursement submitted to the Treasurer, not budgeted.
- e. To authorize such expenses and reimbursements, either budgeted or non-budgeted, for the President, or her representative, as the Club can pay.
- f. To review membership applications should there be questions as to eligibility.
- g. To review the Annual Budget, prepared by the Finance Committee, for submittal to the Board prior to the January General Business Meeting.
- h. Assume the responsibility of insuring that expenditures fall within the approved budget or are approved, if non-budgeted. A contingency fund shall be included in the budget to be approved by the Board and Membership. In an emergency, the Executive Committee shall approve a withdrawal(s) from this fund. The Treasurer shall report to the Membership the specific use of such funds at the next General Meeting. In the event this fund, or any other budget line item needs re-evaluation, the Membership shall be asked to approve the required change.
- i. To consider policy recommendations submitted by the Board of Directors.

## **SECTION 3**

Quorum: Half plus one of the Officers present at a scheduled or called meeting shall constitute a quorum of the Executive Committee.

## **SECTION 4**

Board of Directors: The Board shall consist of all members of the Executive Committee and the Chairpersons of all Special and Standing Committees.

## **SECTION 5**

The Duties of the Board of Directors shall be, but not limited to:

- a. To transact all necessary Committee business between meetings and to act on recommendations of the Executive Committee.
- b. To plan a yearly program of Committee activity for the membership.
- c. To review the Annual Budget, submitted by the Finance Committee, at a Board meeting prior to the January General Business Meeting. Upon review, provide recommendation to approve the Annual Budget at the January General Business Meeting.
- d. To approve plans for expenditure of funds beyond that allowed in the Annual Budget which shall be presented to the membership for approval at the earliest possible General Meeting.
- e. To make recommendations to the Executive Committee as to policies of this Club.
- f. To elect the Nominating Committee, as appointed by the President and approved by the Executive Committee.

## **SECTION 6**

Quorum: A quorum for a meeting of the Board of Directors shall be a majority of the voting members of the Board present. Voting members shall be the members of the Executive Committee and Chairpersons of Special and Standing Committee(s).

## **SECTION 7**

Vacancies: Executive Committee

In the event of a vacancy in the Presidency, the Vice-President(s) in turn shall become the President for the unexpired term. Such other vacancies occurring in the Executive Committee between regular elections shall be filled by appointment, approved by the Board and Membership. The Chairperson of the Nomination Committee shall provide a nominee for consideration of said appointment.

## **SECTION 8**

Vacancies: Board of Directors

Unexpired terms of Committee Chairpersons shall be filled by the President with the approval of a majority of the Executive Committee. In the event a new President must fill an unexpired term, she may replace a Chairperson of any Committee with the approval of a majority of the Executive Committee.

## **ARTICLE VIII- CHAIRPERSON/SPECIAL AND STANDING COMMITTEES**

Special and Active Standing Committees shall be, but not limited to: Americanism. Awards. Bylaws. Campaign Activities. Chaplain. Community Service. Free Enterprise. Finance. Fundraising. Historian. Hospitality. Legislation. Barbara Bush Literacy Project. Mamie Eisenhower Library Project. \*Election Committee. Membership. Newsletter. \*Nomination. Political Education. Program. Publicity. Telephone. \*Treasurer Review Committee. Youth and Scholarship.



## **SECTION 1**

Special Committees:

- a. May be formed and abolished at the discretion of the President and upon approval of the Board of Directors.
- b. This Committee shall be charged with specific duties and shall be for a specified period of time upon approval of the Executive Committee. Examples of a Special Committee are the Nomination Committee and the Treasurer Review Committee.

## **SECTION 2**

Active Standing Committee: This Committee shall be charged with specific duties upon approval of the Board of Directors and shall be permanent. Examples of Standing Committees are Membership, Campaign Activities and Political Education, Finance and Programs.

## **SECTION 3**

Committee Chairperson(s) shall be prepared to report to the membership at General Meetings if requested to do so by the President.

## **SECTION 4**

Committee Chairperson(s) shall maintain a notebook with all material pertaining to her particular Committee, therein, including any material from AFRW or NFRW. Said material shall be given to each new Chairperson at the end of each current Chairperson's term.

## **SECTION 5**

The term of office for Chairperson(s) shall be two years. No Chairperson shall succeed herself more than once except at the discretion of the Executive Committee.

## **SECTION 6**

The duties of the above Committees shall include those duties set forth by the ESRW President and Board, the AFRW and NFRW and those as outlined in the procedures Handbook adopted by the membership.

## **SECTION 7**

Treasurer's Review Committee

- a. The President shall appoint three dues current members which shall be approved by the Board of Directors.
- b. This Committee shall elect one of its own members as its Chairperson.
- c. This Committee shall review the Treasurer's recordings, reports, the Club bank account and any and all other related documents associated with the Treasurer's responsibilities.
- d. This Committee shall provide a report to the Board in a timely manner but no later than the October General Meeting.

## **SECTION 8**

Finance Committee

- a. The Finance Committee may include the Past President, President-Elect and Treasurer.

- b. The Finance Committee shall be comprised of at least three members, appointed by the President and confirmed by the Executive Committee.
- c. The Treasurer shall be the Chairperson of the Finance Committee.
- d. The Finance Committee shall prepare an Annual Budget and shall submit said budget to the Executive Committee for review by no later than November General Meeting.

## **ARTICLE IX – Nominations and Elections**

### **SECTION 1**

#### Nominations:

- a. A Nominating Committee of 3 (three) dues current members, appointed by the President and confirmed by the Executive Committee, shall be elected by ballot at the August Board meeting and shall be ratified by the membership at its September General Meeting of the election year. A majority of members present and voting shall ratify.
- b. The Nominating Committee shall elect one of its own members as its Chairperson.
- c. The Nominating Committee shall submit one (1) nominee for each office in a report to be sent to all members in November, by either mail or electronic communication, of the election year. Nominations may be made from the floor following the report of the Committee. No one shall be nominated who has not given consent to serve, in writing, if elected.

### **SECTION 2**

#### Elections:

- a. Where there is only one candidate for an office, elections may be conducted by a majority voice vote of dues current members.
- b. If there is a floor nomination for an office, the election for that office shall be conducted by the Election Committee and shall be by ballot. If less than a majority is obtained, the two candidates obtaining the highest number of votes shall be entered into a runoff election.
- c. A majority of all votes cast by dues current members shall elect.

### **SECTION 3**

A member may vote if she has been a member for 30 (thirty) days and her dues are current.

### **SECTION 4**

Elections shall be held at the November General Meeting in election years. Installation of new officers may take place at the General December Meeting but shall take place no later than the January General Meeting.

### **SECTION 5**

- a. Election Committee
- b. The Election Committee shall consist of three to five members and shall be appointed by the President with confirmation by the Board of Directors.
- c. The Election Committee shall provide all election materials and shall act as tellers for an election.
- d. The Election Committee shall select one of its members as Chairperson.

## **SECTION 6**

Delegates:

- a. The President is a voting delegate to AFRW Board Meeting(s) and State and National Federation Convention(s).
- b. Other dues current official(s) and dues current voting delegates shall be nominated by the Board. The slate of nominated officials and delegates shall be presented to the membership at a General Meeting. Nominations from the floor shall be allowed. If no nominations from the floor are made, the Recording Secretary shall be instructed by the President to move that the slate be approved, as presented. If there are nominations from the floor, voting shall be conducted by ballot by the Election Committee. The Election Committee shall list all nominations on a single ballot. Dues current members shall vote for the specified number of delegates. A plurality shall elect.
- c. The President, or her representative, is the Club's official voting delegate on the State Board but additional members of the Club may be selected as State Committee Chairperson(s) by the State Board of Directors.

## **SECTION 7**

Delegate Expense Reimbursement: Whatever sum is available through budget item shall be prorated among the delegate(s) and alternates. No more than two (2) alternates, who accept nomination and are willing to assume the balance of incurred expenses, shall be eligible.

- a. Before the expenses of other delegates and alternates are calculated for the State Federation Convention, expenses of the President or her alternate shall be paid only as specified below, unless declined:
  - i. Commercial transportation to Convention location at coach rate or auto mileage reimbursement at a per mile rate determined by the Board.
  - ii. Registration fees which shall include meals at Convention sessions.
  - iii. Two nights lodging at single room rate.(4) The Board may, preferably prior to Convention but also following, authorize payment of additional documented expenses.
- b. The above also applies to the President or her alternate for the National Federation Convention. If funds are available, the above also applies, with approval of the Executive Committee, for Legislative Days.

## **ARTICLE X- QUORUM**

### **SECTION 1**

A quorum, that number of members present necessary to transact business, for a General Meeting of this Club shall be one-fourth of the dues current membership.

### **SECTION 2**

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

### **SECTION 3**

A majority number of dues current voting members shall constitute a quorum of the Board of Directors.

### ***ARTICLE XI – PARLIAMENTARY AUTHORITY***

The most recent revision of the online edition of Robert’s Rules of Order Newly Revised shall govern all proceedings except where inconsistent with the provisions of the Bylaws of this Club, the State Federation or the NFRW.

### ***ARTICLE XII – AMENDMENTS***

These Bylaws may be amended by a two-thirds vote of dues current voting members present at any General Meeting of this Club or a Special Called Meeting, for that purpose, provided notice of the proposed amendment has been given in writing, either by mail or electronic communication, to all members at least thirty (30) days prior to the meeting.

### ***ARTICLE XIII INDEMNIFICATION***

Except to the extent prohibited by applicable law, the ESRW shall reimburse, indemnify and hold harmless each present and future member of the Executive Committee, Board, Committee Chairperson and member, from against all liabilities, costs and expenses which may be imposed upon or reasonably incurred by her by reason of her being or having been a member of said position(s) or by reason of any action alleged to have been taken or omitted by her in such capacity.

If a disinterest majority of the Executive Committee or if a majority of the Executive Committee are not disinterested, then independent legal counsel shall determine, in good faith, that such person(s):

- a. Was acting in good faith within what she reasonably believed to be the scope of her authority and for a purpose which she reasonably believed to be in the best interest of the ESRW and its members, and
- b. Was not derelict in the performance of her duties.

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