



## **BYLAWS**

***Amended 2-13-24 Effective on 2-13-24***

**Bylaws—Approved by 2/3 majority of Active Members**

**Standing Rules—Approved by majority of Board of Directors (BOD)**

**Financial Policies—Approved by majority of BOD**

**Board of Directors (BOD)**

**Executive Committee (EC)**

### **ARTICLE I – NAME**

#### **Section 1**

The name of this organization shall be the Republican Women of Prescott hereinafter referred to as RWOP.

#### **Section 2**

RWOP shall be affiliated with the Arizona Federation of Republican Women (AzFRW) and the National Federation of Republican Women (NFRW) and shall not conflict with the provisions of the Bylaws of those organizations.

### **ARTICLE II – OBJECT**

The objectives of RWOP shall be to:

- A. Promote an informed electorate through political education;
- B. Foster loyalty to the principles of the Republican Party;
- C. Increase the effectiveness of all voters to support Republicans through political participation;
- D. Support the objectives and the principles of the local, county, state and national Republican organizations; and
- E. Work to elect only Republican candidates.

### **ARTICLE III – MEMBERSHIP**

An Active, Associate or Student member in good standing is defined as one who upholds the RWOP objectives, Bylaws, Standing Rules, Financial Policies and Procedures, Code of Conduct, pays the required dues and shall only support Republican candidates. (All future reference to Active, Associate and Student members means they are in compliance as defined above.)

#### **Section 1—Active Members**

- A. Active membership in RWOP shall be open to any woman who is currently registered as a Republican in the State of Arizona;
- B. Active membership shall not be held in more than one Federated club; and
- C. Only Active members have voting rights.

#### **Section 2—Associate Women Members**

- A. Associate dues remain with the Club and are not reported to the AzFRW or NFRW;
- B. Associate membership in RWOP is open to registered Republican women who hold an Active membership in another AzFRW/NFRW Federated club; and

- C. Associate women shall not have a vote, hold an office, or be counted for the purpose of determining the number of delegates to the state convention, but can serve on a committee.

### **Section 3—Associate Men Members**

- A. Associate membership in RWOP is open to registered Republican men;
- B. Associate men shall not have a vote, hold office or be counted for the purpose of determining the number of delegates to the state conventions; and
- C. Men are not eligible to be appointed to the BOD or committees, however, the committee chair may authorize their assistance.

### **Section 4—Student Membership**

- A. An associate student membership may be offered at any age less than 18 years old provided the parent(s), grandparent or guardian is a registered Republican member of RWOP;
- B. At age 18 a registered Republican student may join as an Active member or as an associate member;
- C. Student members up to the age of 18 are invited to participate in all RWOP events with the exception of attending the monthly business/luncheon meetings. When a student has been promoted to a freshman in high school (ages 13 or 14), they are welcome to attend the monthly business/luncheon meetings; and
- D. Associate students shall not have a vote, hold office or serve on the BOD or committees. They shall not be counted for the purpose of determining the number of delegates to the state conventions.

### **Section 5-Honorary, Lifetime Achievement and Exceptional Members**

The Executive Committee (EC) at any regular meeting may confer a Republican Honorary, Lifetime Achievement or Exceptional membership upon a Republican of distinction. These members shall not vote, hold office or be required to pay dues.

### **Section 6--Political Advocacy and Endorsement Policies**

RWOP, as an organization, shall support all Republican candidates in primary and general elections.

No RWOP Club, RWOP elected officers, Active or Associate members who, in their **official capacity**:

- A. Publicly advocates a for a candidate other than a Republican, including in non-partisan races, shall be admitted to, or continued in membership; or who
- B. Publicly advocates for a Republican candidate in a contested race including in non-partisan races, shall be admitted to, or continued in membership; or who
- C. Affiliates with any organization which is not officially recognized by the NFRW as working in concert with the NFRW and the Republican National Committee shall be admitted to, or continued in, membership;
- D. These shall apply only to public advocacy on the part of AzFRW member and/or RWOP officer or member status or capacity. Individual Active or Associate members may support, as an individual, any Republican candidate of their choice;
- E. Do not wear a RWOP nametag and apparel that implies you are supporting a candidate while working the mall tables and do not wear a candidate's pin, button, sticker to imply RWOP or you as a member of RWOP supports that candidate in a primary race; and

F. The above applies to the election of RWOP officers.

## **ARTICLE IV – DUES AND FISCAL YEAR**

### **Section 1**

Annual dues shall be payable by January 1. The annual dues amount shall be as determined by the BOD.

### **Section 2**

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

### **Section 3**

New Active members who join RWOP January through September 30<sup>th</sup> have a vote through the current year and have to renew their membership by January 1 to maintain their membership. During the next year's enrollment campaign (October-December) new Active members may attend meetings but shall not have a vote until January.

### **Section 4**

AzFRW and NFRW dues and service fees shall be paid by RWOP to the AzFRW along with the submission of other required data by the specified Federation deadlines.

### **Section 5**

All newly elected officers shall have paid their membership dues for the next fiscal year prior to the oath of office. If not paid, that officer position becomes vacant. Refer to ARTICLE XIII, Section 5.

## **ARTICLE V – OFFICERS**

### **Section 1**

All elected and appointed officers shall be Active members. All elected officers shall have been members of RWOP for at least one (1) year, however, the nominee for President shall have served as an Active member of RWOP for at least two (2) years and a member of the EC for at least one (1) full year (January-December) at some point in the past.

### **Section 2**

Each elected office term is one (1) year from January 1 through December 31. Elected officers may serve up to two (2) consecutive terms in the same office. An exception to the term limit would be the Treasurer and the Communications Vice President who are eligible to serve four (4) one-year terms.

### **Section 3**

The Executive Committee (EC) shall consist of the elected officers who have voting rights:

- |                                                 |                                                   |
|-------------------------------------------------|---------------------------------------------------|
| A. President                                    | E. 4 <sup>th</sup> Vice President--Communications |
| B. 1 <sup>st</sup> Vice President--Programs     | F. 5 <sup>th</sup> Vice President--Education      |
| C. 2 <sup>nd</sup> Vice President--Ways & Means | G. Secretary                                      |
| D. 3 <sup>rd</sup> Vice President--Membership   | H. Treasurer                                      |

### **Section 4**

The Parliamentarian serves on the EC and BOD. (See ARTICLE XIV—PARLIAMENTARY AUTHORITY.)

## Section 5

All newly elected officers shall attend the December EC and BOD meetings and have a voice but not a vote unless the officer was reelected to her position and therefore would have a vote.

## **ARTICLE VI – DUTIES OF ELECTED OFFICERS**

### Section 1

The **PRESIDENT** shall:

- A. Be the official representative of RWOP and shall represent RWOP at all times or designate the 1st Vice President or another BOD member as her representative in her absence or inability to serve including all RWOP meetings, conventions of the AzFRW/NFRW as well as public meetings where RWOP is specifically represented;
- B. Be responsible for and preside over the monthly business meetings, the EC and the BOD meetings;
- C. Appoint the Chaplain, Historian/Photographer, Parliamentarian, Sergeant-at-Arms, Chairs of all Standing and Special Committees and the instructor of the new member orientation class (excluding the Chair of the Nominating Committee) and the vacancies herein subject to the approval of the EC;
- D. Submit a written plan of major goals to the BOD for approval at the first meeting of the calendar year. This plan shall become part of the records as recorded by the Secretary;
- E. Be an ex-officio member of all committees except the Nominating Committee and the annual in-house financial inspection;
- F. Serve on the AzFRW Board of Directors;
- G. Fill the vacant delegate position(s) to any convention;
- H. Instruct each EC Officer and Standing Committee Chairs to submit to the Secretary and the incoming officer all material(s) pertaining to that position, including any other position assigned by the President, at the December BOD meeting;
- I. An officer, standing chair or special committee chair who resigns or is terminated shall turn in all material within two (2) weeks of resignation or termination;
- J. Be qualified to be insured by the RWOP Directors and Officer's liability insurance policies;
- K. Review, edit and approve the newsletter and all printed/digital public statements prior to distribution;
- L. Be the only person allowed to execute original or amended contracts on behalf of RWOP subject to the approval by the EC;
- M. Be a signatory on all RWOP financial accounts;
- N. Serve on the Budget Committee;
- O. Appoint a qualified person who shall not be a member of the EC as Financial Oversight Chair (FOC) to perform an informal monthly in-house financial inspection and report the results to the BOD;
- P. Schedule annual budget to be presented by the Treasurer at the January meeting and adopted by a majority vote of the Active membership;
- Q. Attend and have a voice regarding the 'Main Event' committee meetings;
- R. The President-elect shall write the January Newsletter and the newly elected officers shall submit their articles to the President-elect; and
- S. Perform other duties of RWOP as necessary.

## **Section 2**

### **First Vice President of Programs shall:**

- A. Perform duties of the President in the event of her temporary absence in that office;
- B. Be Program Chair for each monthly membership luncheon meeting;
- C. Vet potential speakers including their bio and social media platforms;
- D. Obtain approval from the President prior to scheduling;
- E. Check the political party affiliation of each speaker to ensure he/she is a Republican. If a speaker is a registered Independent that person shall support Republican principles and the presentation content shall be approved by the BOD;
- F. Coordinate with the incoming elected officers and submit written suggestions for a proposed programs budget to the Budget Committee by November 15;
- G. Chair the 'Main Event' meetings, negotiate contracts, track budget expenses and assign responsibilities;
- H. Provide a report of the luncheon speakers to the BOD each month; and
- I. Perform other duties as may be assigned by the President or EC.

## **Section 3**

### **Second Vice President of Way and Means shall:**

- A. Be primarily responsible for fundraising events to meet the budgeted goals as approved by the EC;
- B. Coordinate with the incoming elected officers, submit written suggestions for a proposed fundraising budget to the Budget Committee by November 15;
- C. Chair the 'Main Event' VIP Gala and coordinate the gala activities with the 'Main Event' Committee;
- D. Oversee the Merchandise Chair to ensure the inventory tracking, ordering and merchandizing is accurate. Ensure all merchandise falls within the category of red, white and/or blue and/or patriotic items in order to be in compliance with IRS guidelines; and
- E. Perform other duties as may be assigned by the President or EC.

## **Section 4**

### **Third Vice President of Membership shall:**

- A. Coordinate with the incoming elected officers and submit written suggestions for a proposed membership budget to the Budget Committee by November 15;
- B. Coordinate and lead an annual membership drive to start on October 1;
- C. Be responsible for collecting and recording new and renewed membership applications, tracking data through a database and report the current membership numbers;
- D. Verify the applicant is a registered Republican;
- E. Create and disseminate the annual RWOP Directory;
- F. Announce the monthly birthdays by drawing a name of an Active member who has a birthday that month; and
- G. Perform other duties as may be assigned by the President or EC.

## **Section 5**

### **Fourth Vice President of Communications shall:**

- A. Be responsible for the online communications that are approved by the President;
- B. Manage the website, Facebook, Constant Contact and other social media;

- C. Create the luncheon pre-meeting slides as well as assist with the President's and speakers' slides;
- D. In coordination with the incoming elected officers, submit written suggestions for a proposed communications budget to the Budget Committee by November 15; and
- E. Perform other duties as may be assigned by the President or EC.

### **Section 6**

**Fifth Vice President of Education** shall:

- A. Submit education information to the Communications Chair for the website;
- B. Build a team to plan tours, provide classes to educate members and voters of events regarding local, county, state and national issues and how to become involved to support Republican principles;
- C. In coordination with the incoming elected officers, submit written suggestions for a proposed education budget to the Budget Committee by November 15; and
- D. Perform other duties as may be assigned by the President or EC.

### **Section 7**

**SECRETARY** shall:

- A. Maintain accurate minutes for each monthly membership business/lunch, EC and BOD meetings;
- B. Record attendance to ascertain a quorum;
- C. Perform correspondence duties as may be relevant;
- D. Be custodian of all RWOP materials, Officer and Chair reports, and safely secure and maintain according to current record management practices;
- E. Upon written request by the President, Officer or an Active member provide the minutes except for executive session minutes;
- F. Disseminate the minutes of the EC and BOD meetings within fifteen (15) days of meetings;
- G. Assist the President with written suggestions for the administration section of the budget to the Budget Committee by November 15;
- H. Prepare and distribute the meeting/luncheon agenda as set by the President;
- I. Maintain a list of the honorary, Lifetime Achievement and Exceptional Citizen Awards members; and
- J. Perform other duties as directed by the President or EC.

### **Section 8**

**TREASURER** shall:

- A. Be custodian of all funds of RWOP;
- B. Be a signer on all RWOP financial accounts;
- C. Pay all budget-approved operating expenses as required;
- D. Disburse non-budgeted funds as approved by the BOD. (Refer to Financial Policies and Procedures for any limits on non-budgeted items.)
- E. Collect all funds, prepare a receipt and deposit funds in a timely manner in an institution approved by the EC;
- F. Submit RWOP's AzFRW and NFRW dues and service fees to the AzFRW along with the submission of other required data by the specified Federation deadlines;
- G. Submit the membership information (prepared by Membership Chair) to the AzFRW;
- H. Have records ready for annual financial view;
- I. Serve as Chair of the Budget Committee;

- J. Provide a monthly Treasurer's report to the BOD and at a minimum of six (6) times a year to the Active members;
  - K. Analyze the type of insurance that is needed and present to the EC;
  - L. Ensure that insurance for RWOP is paid and current;
  - M. Act as agent of record for RWOP with Arizona statutory agencies as necessary; and
  - N. Perform other duties as directed by the President or EC.
- (RWOP Financial Policies and Procedures are listed after the Bylaws and Standing Rules.)

### **Section 9**

**PARLIAMENTARIAN** shall:

- A. Counsel the Presiding officer, EC and BOD in parliamentary procedure;
- B. Attend RWOP, EC and BOD meetings;
- C. Serve as a non-voting member of the Bylaws, Credentials, Elections, Programs, Resolutions and Rules Committee;
- D. Instruct and advise the Nominating Committee on procedures for officer nominees;
- E. Maintain a position of impartiality and does not make motions, debate, or vote on any question except in the case of a ballot vote;
- F. Not cast a deciding ballot vote, even if her vote would affect the result;
- G. The parliamentarian does not preside over the officer election and therefore can vote by voice or ballot; and
- H. Perform other duties as directed by the President or EC.

## **ARTICLE VII -- EXECUTIVE COMMITTEE (EC)**

### **Section 1**

The voting members of the EC shall consist of the elected officers and Parliamentarian (if by ballot).

### **Section 2**

**EXECUTIVE COMMITTEE** shall:

- A. Conduct the business of the BOD;
- B. Provide for a monthly in-house financial inspection;
- C. If the office of President becomes vacant the First Vice President temporarily assumes the office of President;
- D. Approve all Presidential appointed Chairs of Standing and Special Committees;
- E. If a member is accused of a Bylaw, Standing Rules, Financial Policies and Procedures or Code of Conduct violation:
  - i. The EC may investigate, accept a written response to the violation from the member who is accused of the violation. That member may attend the meeting and plead their case;
  - ii. Upon conclusion of the investigation and vote by the EC, the accused member is invited back to the EC to be given the EC's decision;
  - iii. The EC can make a decision to accept or deny membership. If the violation is confirmed and the member continues to commit the violation after they have been notified, the EC may vote at a regular or special meeting to suspend for a certain time period or expel that member for one (1) year beginning when the member is notified of the expulsion;
  - iv. The President shall send an email and a certified letter within three (3) days advising the member of the result of the vote;



- v. After one (1) year if the violation is no longer a problem, the President may reinstate the person with approval by the EC; and
- F. Perform other duties as directed by the President or through discussion in the EC.

**ARTICLE VIII – BOARD OF DIRECTORS (BOD)**

**Section 1**

**BOARD OF DIRECTORS** members shall be according to the following:

- A. The eight (8) elected officers (voting members);
- B. The ten (10) Chairs of all Standing Committees (voting members);
- C. The three (3) appointed positions: Parliamentarian (See ART XIV-Parliamentary Authority), Sergeant-at-Arms (non-voting member), Chaplain and Historian (non-voting members); and
- D. The Chairs of all Special Committees (have a voice but are non-voting members).

**Section 2**

**BOARD OF DIRECTORS** shall:

- A. Act as the governing body of RWOP;
- B. Abide by the Bylaws, Standing Rules, Financial Policies and Code of Conduct;
- C. Approve and support the major goals as submitted by the President;
- D. Approve the annual budget, which shall then be referred to the Active membership for adoption at the January meeting, but no later than the February luncheon/meeting;
- E. Have the authority to declare the position of any BOD member vacant if she fails to perform her duties or if she fails to attend more than three (3) consecutive regularly scheduled meetings of the BOD during any calendar year without an acceptable excuse furnished in advance to the President and the Secretary;
- F. Approve Standing Rules, Financial Policies and Procedures and Code of Conduct;
- G. Not remove a previously appointed Standing or Special Committee Chair during her term except in accordance with ARTICLE III, Section 1(A) or if that Chair steps down from the appointed position;
- H. Approve and/or amend the Bylaws recommended by the Bylaws Committee that shall then be referred to the Active members for adoption;
- I. Revised bylaws shall be sent to the AzFRW Bylaws Committee for review and approval after the adoption by the Active members; and
- J. Direct all Standing Committee Chairs to provide an updated job description to the Bylaws Chair and the Secretary at the December BOD meeting.

**ARTICLE IX – COMMITTEES**

**Section 1**

The **Standing Committees** of RWOP shall have only one (1) vote per committee and be:

- |                    |                     |
|--------------------|---------------------|
| Americanism        | Financial Oversight |
| Armed Services     | Legislation         |
| Bylaws             | Outreach            |
| Campaigns          | Reservations        |
| Caring for America | Scholarships        |

**Section 2**



**Special Committees** or duties may be appointed as deemed necessary by the President and approved by the EC.

### **Section 3**

All Committee Chairs shall be Active RWOP members. Volunteer team members on Standing and Special Committees shall be Active or Associate women members.

### **Section 4**

The BOD can rename standing committees. A bylaw amendment is required if the number of standing committees increases/decreases due to quorum changes for meetings.

### **Section 5**

All Officers, Committee Chairs, Special Committee Chairs and RWOP class instructor(s) shall deliver to their successor a report and all materials pertaining to that office, at the December BOD meeting.

### **Section 6**

The **Budget Committee** shall:

- A. Consist of the current Treasurer (who shall serve as the chair), the Treasurer-elect, the current President and the President-elect. If the President continues in her current position, the President shall select another officer to serve on the Budget Committee in order to have at least three (3) Officers on the committee;
- B. Receive written budget input from current Vice Presidents no later than November 15;
- C. Present a proposed annual budget to the BOD no later than December 15; and
- D. Present the BOD approved budget to the Active members at the January meeting, at which time the Active members shall vote on its adoption.

## **ARTICLE X -- MEETINGS**

### **Section 1**

There shall be no fewer than twelve (12) RWOP business/luncheon meetings during the year unless an emergency situation prohibits the ability to meet.

### **Section 2**

There shall be no fewer than twelve (12) BOD meetings during the year unless an emergency situation prohibits the ability to meet.

### **Section 3**

The Nominating Committee shall announce the slate of officers in September. The October meeting shall serve as the Annual Meeting for electing officers.

### **Section 4**

The President may call a special meeting as she deems necessary. The EC or BOD meetings may be called upon written notification of no less than a quorum of the EC or BOD.

### **Section 5**

Petitions, campaign materials, business or personal literature of any kind shall not be allowed to be distributed or placed on any tables in the ballroom area without permission of the President.

## Section 6

All non-member guests are welcome to attend two (2) luncheon/meetings prior to joining.

# **ARTICLE XI -- QUORUM AND VOTING REQUIREMENTS**

## **Section 1**

A quorum of the EC shall consist of a majority of the eight (8) elected officers.

## **Section 2**

A quorum of the BOD shall consist of six (6) of the ten (10) Standing Committee Chairs, plus five (5) of the eight (8) elected officers.

## **Section 3**

A quorum of RWOP for any business/luncheon meeting shall consist of a majority of the Active members in attendance at the business meeting.

## **Section 4**

A majority is fifty percent (50%) plus one (1) vote of the required quorum. Majority vote shall rule in all cases except the Bylaws per Article XVI. The Active number of members is determined by their dues having been paid by the last day of the month prior to the luncheon/meeting vote.

## **Section 5**

The Reservation Chair shall give luncheon/meeting priority reservations to Active members whenever there is going to be a vote by the Active members.

# **ARTICLE XII – CONVENTION DELEGATES**

## **Section 1**

Each delegate or alternate shall be an Active RWOP member.

## **Section 2**

RWOP delegates to the AzFRW Biennial Convention that is held in odd numbered years shall be the RWOP President or her duly authorized proxy carried by an Active member and the delegates and alternates as per the AzFRW Bylaws, which is a maximum of ten percent (10%) of the official number of all Active members.

## **Section 3**

Qualifications to the NFRW Convention shall be as prescribed by the NFRW.

## **Section 4**

All delegates and alternates must be certified by the President and submitted to AzFRW by the required dates. The President and BOD during the budget committee process shall determine the budget needed to support the attendance of delegates to the convention.

## **Section 5**

The election of RWOP delegates and alternates shall be held at a regular meeting not less than six (6) weeks prior to the AzFRW State Convention or as required to comply with AzFRW credentials deadlines.

## **Section 6**

If the alternate list is exhausted for the AzFRW State Convention, then the President shall appoint another qualified alternate to fill a delegate vacancy.

# **ARTICLE XIII – NOMINATIONS, ELECTIONS, VACANCIES**

## **Section 1**

- A. The President appoints the Nominating Committee with the approval of the EC no later than June 15<sup>th</sup> each year consisting of seven (7) Active RWOP members;
- B. A member of the Nominating Committee shall not serve two (2) consecutive terms;
- C. No more than two (2) EC members not running for office are eligible to serve on this Committee; and
- D. The Nominating Committee shall appoint an Election Committee to preside over and prepare procedures for the October Election.

## **Section 2**

At the September meeting, the Nominating Committee shall report to the membership one (1) candidate for each office whose consent to run must have been secured.

## **Section 3**

Nominations from the Floor:

- A. When an Active member nominates another Active member from the floor she must obtain the nominee's consent ahead of time and submit an email notice to the Nominating Committee Chair and the Parliamentarian no later than twenty-one (21) days prior to the October meeting;
- B. The nominee shall meet the qualifications in Article III, Section 1 and Article V, Section 1;
- C. If there are qualified floor nomination(s) candidates who sent their intentions to the Nominating Committee Chair and the Parliamentarian by email twenty-one (21) days in advance of the election, both the candidate(s) from the floor and the Nominating Committee's candidate will get two (2) minutes each to speak; and
- D. Both the nominator and the nominee must sign the notice for the nominee to run from the floor.

## **Section 4**

- A. At the October meeting, an election shall be held and those elected shall be installed at the December meeting;
- B. The chair may declare a motion for acclamation of the uncontested race(s) and call for a voice vote; and
- C. In contested race(s) there will be a prepared ballot for all Active members in attendance at the business meeting to vote and submit those votes to a Tally Committee that is selected by the Election Committee.

## **Section 5**

- A. When there is a vacant officer position, the Nominating Committee shall call for a meeting to fill the position;
- B. An announcement of the vacancy and the means by which Active members per Article V, Section 1 may apply to fill that vacancy will be sent to Active members no later than ten (10) days prior to the Nominating Committee meeting date;

- C. In the event no one applies or does not meet the qualifications for the position, the Nominating Committee can accept applicants that are from Active members;
- D. The Nominating Committee will interview applicants and notify the EC; and
- E. Active and associate members will be notified of the filled vacancy.

#### **ARTICLE XIV – PARLIAMENTARY AUTHORITY**

The current edition of Robert’s Rules of Order 47:55 shall govern the proceedings of RWOP in instances in which those Rules are applicable and when they are not inconsistent with these bylaws or any special rules of order RWOP may adopt. The parliamentarian has the same duty as the presiding officer to maintain a position of impartiality, and therefore does not make motions, participate in debate, or vote on any question except in the case of a ballot vote. She does not cast a deciding vote even if her vote would affect the result, since that would interfere with the chair’s prerogative of doing so.

#### **ARTICLE XV – EMERGENCY VOTE**

In an **emergency** (defined as a declaration by the President of the United States, Governor, lockdowns, power outages, natural disasters, etc.) the President shall be authorized to meet, take a vote by mail, telephone, email, or other electronic means of the EC, the BOD or the Active members. Each Active member shall be contacted and a majority of the active members who respond to the ballot question shall be required to decide the question, except the Bylaws, which requires a two-thirds (2/3<sup>rd</sup>) majority (ART. XVI). The subject and the vote count of the number of yes votes and no votes shall be announced at the EC, BOD, Constant Contact or the luncheon/meeting and also to be included in the minutes of the next meeting of the EC and/or BOD.

#### **ARTICLE XVI – AMENDMENTS**

- A. These Bylaws may be amended by a two-thirds (2/3<sup>rd</sup>) vote of the Active members present at any regular or special meeting. The adoption of the proposed amendments(s) shall have been approved by the BOD and have been distributed to each Active member at least ten (10) days prior to the date of the meeting;
- B. Active members may submit proposed amendments at the luncheon/meeting if they have provided the proposed amendment(s) to the President and Bylaws Chair five (5) days prior to the meeting including the name of person submitting the amendment and the person who will second the motion; and
- C. Active members shall comply with Robert’s Rules regarding proper motions to move the proposed amendment(s); and
- D. The Bylaws Chair (or her designee) presents the proposed amendments and accepts motions and debate from the Active members.

#### **ARTICLE XVII – INDEMNIFICATION**

RWOP shall indemnify every RWOP director or officer, or former RWOP director or officer, her heirs, executors, administrators and assigns against expenses, including attorney’s fees reasonably incurred by her in connection with the defense of reason of her being or having been a RWOP officer or director, except in relation to matters as to which she shall be finally adjudicated in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

In the event of a settlement, indemnification shall be provided in connection with such matters covered by the settlements to which the RWOP is advised by counsel that the woman to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled under any bylaw, agreement or resolution of the RWOP BOD or otherwise.

### **ARTICLE XVIII – CONFIDENTIALITY**

- A. All RWOP information defined as but not limited to reports, minutes, budgets, membership roster, business plans, bylaws and proposed amendments presented to the BOD are not considered confidential for Active Members. Upon written requests, Active members may receive the above documents when approved by the President or EC;
- B. Nonmember or non-member organizations shall not have access to RWOP information, defined as but not limited to, reports, minutes, budgets, membership roster, business plans, bylaws and proposed amendments, as they are considered confidential and proprietary. These documents shall not be shared, copied, distributed or discussed either verbally or in written form without the expressed written approval by the EC. A breach of this confidentiality will result in loss of RWOP membership and legal action, at the discretion of the BOD as recommended by the EC; and
- C. The RWOP Directory remains the property of RWOP and is intended for the private use of our members only. All information contained herein is deemed confidential and shall not be given out or used for any other purpose.

### **ARTICLE XIX – DISSOLUTION**

- A. RWOP may be dissolved by a two-thirds (2/3) vote at any regular or special meeting of RWOP, if notice of the dissolution has been submitted at least thirty (30) days prior to all members of Republican Women of Prescott (RWOP). In the event of dissolution of RWOP, all its remaining assets, after payment of all costs and expenses of RWOP shall be distributed to AzFRW. None of the assets shall be distributed to any member or officer of RWOP. Upon dissolution, the RWOP charter shall be returned to the AzFRW and the right to use the name of the dissolved club shall revert to the AzFRW.
- B. AzFRW reserves the right to vote for dissolution of RWOP if the RWOP organization is in non-compliance with Article III, Section 4 of the AzFRW Bylaws.

Adopted February 13, 2024

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President Sue Davis, Republican Women of Prescott

--End of Bylaws Document--

