

# BONNER COUNTY REPUBLICAN WOMEN, INC. BYLAWS

Sandpoint, Idaho

October 2016

## ARTICLE I – NAME

This organization shall be known as Bonner County Republican Women, Inc., incorporated as a non-profit corporation under the laws of the State of Idaho on a calendar year basis, and for the purpose of the Bylaws may be referred to as the BCRWI.

## ARTICLE II – OFFICE

The principal office of the BCRWI shall be in the State of Idaho. The BCRWI shall designate a Registered Office and shall maintain it continuously.

## ARTICLE III – FUNDAMENTAL PRINCIPLES

### WE BELIEVE .....

(A) the strength of our nation lies with our faith and reliance on God our Creator, the individual, and the family, and that each person's dignity, freedom, ability and responsibility must be honored.

(B) the United States Constitution is the greatest and most inspired document to govern a nation, and the republican form of government it gives us is the best guarantor of freedom in history.

(C) in equal rights, equal justice and equal opportunity for all, regardless of race, creed, sex, age or disability.

(D) in free enterprise and encouraging individual initiative have brought this nation and state opportunity, economic growth and prosperity.

(E) government must practice fiscal responsibility, and that taxpayers should allow the government only the money necessary to provide appropriate functions.

(F) that our Founding Fathers gave us a government that is a servant of the people not our master, and the proper role of government is to provide for the people only those critical functions that cannot be performed by individuals or private organizations.

(G) the most effective, responsible and responsive government is government closest to the people and the sovereignty of the state and of the individual must be protected.

(H) that government is best that governs least.

## ARTICLE IV – GOALS AND OBJECTIVES

The BCRWI is established exclusively as a social welfare organization under Section 501(c)(4) of the Internal Revenue Code of 1986, or the corresponding provision of any future Internal Revenue law, for the following goals and objectives:

(A) To promote the common good and general welfare of the people of the community.

(B) To communicate necessary information and ideas to the BCRWI members, media, and other targeted audiences. The BCRWI's activities include, but are not limited to, speaking, and hosting meetings and forums, informational events, and debates.

(C) To foster loyalty and to promote a wider knowledge of the principles and policies of the Republican Party.

- (D) To encourage active citizenship and promote the principles of freedom, equality and justice upon which the government of the United States of America is founded.
- (E) To engage in any and all lawful activities and to exercise all rights and powers conferred upon non-profit corporations under the laws of the State of Idaho and under IRS section 501(c) (4).

## **ARTICLE V – BOARD OF DIRECTORS**

### ***SECTION 1 – GENERAL POWERS***

The business and affairs of the BCRWI shall be overseen and guided by its Board of Directors, herein referred to as the BOD, to ensure the BCRWI stays true to its mission and financial obligations. The BOD shall determine legal representation in all matters and be in charge of all finances of the BCRWI. The BOD shall have the power to suspend or expel a member for cause. In addition to the powers expressly conferred upon it by these Bylaws, the BOD exercises all the powers of the BCRWI. The BOD may adopt any policy, procedure, or regulation not otherwise inconsistent with any provision set forth herein.

From time to time, the BOD may delegate to officers of the BCRWI such powers and duties as it may see fit in addition to those specifically provided in these Bylaws. The BOD will keep minutes of its meetings and a full account of its transactions.

### ***SECTION 2 – RESPONSIBILITIES OF THE BOARD OF DIRECTORS***

The responsibility of the BOD is to guide the BCRWI in the achievement of its goals and objectives.

Each Director and any member serving on standing or special committees must be active members in good standing in the BCRWI and shall have a record of supporting the BCRWI. Additionally, each Director shall demonstrate civility and respect towards fellow members and adhere to the following tenets:

- (A) Fully understand and agree with the stated mission of the BCRWI and make sure that the BCRWI stays true to that mission and review the goals and strategy of the organization.
- (B) Fulfill the legal responsibilities of a Director.
- (C) Enthusiastically promote the BCRWI's work and mission to potential members and the community at large including participation in fund-raising activities.
- (D) Attend and/or participate in regularly scheduled Board meetings and serve on appropriate committees. Directors must also keep informed of current BCRWI projects and finances; come prepared for each BOD meeting; and bring ideas, interests and concerns to the attention of the BOD.
- (E) Finally, each Director must add to the whole, by having wisdom to guide, courage to question, and enthusiasm to give.

### ***SECTION 3 – NUMBER AND TENURE***

(A) The number of Directors on the Board shall be no less than four. The elected officers shall be the President, Vice President, Secretary, and Treasurer. Said officers make up the Executive Board. The voting body of the BOD shall consist of the elected officers, the chairs of standing committees, and the immediate past President. Chairs of special committees are non-voting members.

(B) Each Director shall hold office for a two-year term. The term of office shall be from January 1st following election through December 31<sup>st</sup>. They shall serve until their successors take office.

(C) An officer or chair who fails to attend two consecutive Executive Board meetings, or who fails to send a written report if so requested, unless excused by the President, may be replaced by vote of the Executive Board.

### ***SECTION 4 – EXECUTIVE DIRECTOR DUTIES***

**(A) The President shall...**

1. Preside at all meetings of the BCRWI and of the Executive Board and have general supervision over the work of the organization and make recommendations at the meetings.
2. Appoint an auditor as needed.
3. Appoint chairs of standing and special committees, except the Nominating Committee.
4. Be an ex-officio member of all committees except the Nominating Committee.
5. Be one of three officers authorized to sign checks.
6. Approves all literature, petitions, materials, or announcements of any description before being circulated or distributed at any meeting.
7. Create and send meeting agendas.

**(B) The Vice President shall...**

1. Be an aide to the President.
2. Perform the duties of the President in her absence.
3. Be one of three officers authorized to sign checks.
4. Serve as Program Chair arranging speakers and meeting place.

**(C) The Secretary shall...**

1. Record the minutes of all meetings of the BCRWI.
2. Send copies of the minutes as directed by the Board.
3. Preserve in a permanent file records, minutes, and letters of value to the organization and its officers which will be transferred to her successor at the close of her office.
4. Conduct the general correspondence of the BCRWI unless a Corresponding Secretary is appointed.
5. Read correspondence at meetings as directed by the President unless a Corresponding Secretary is appointed.

**(D) The Treasurer shall...**

1. Receive and be custodian of all funds and pay all bills approved by the Executive Board.
2. File all bills paid, keep an account of receipts and expenditures, and submit a report to the membership at regular monthly meetings with a copy for the President and Secretary.
3. Be one of three officers authorized to sign checks.
4. Prepare the books for any audit called by the President.
5. Serve as Chair of the Finance Committee.

**ARTICLE VI – MEMBERSHIP**

***SECTION 1—MEMBER IN GOOD STANDING***

An individual member is one whose current dues are paid for at least thirty days and who acknowledges her/his belief in and support of the principles of the BCRWI.

***SECTION 2—ELIGIBILITY***

(A) Any registered Republican woman or man who believes in and supports the principles of the BCRWI and agrees to comply with all rules and regulations of the BCRWI is eligible for membership.

(B) Republican women shall be eligible for regular membership. Those who are regular members of a NFRW unit club may be eligible for an associate membership upon payment of required annual dues. Associate members may attend the meetings, but cannot make motions, vote, be on committees, or hold office.

(C) Republican men shall be eligible for associate membership upon payment of required annual dues. They can attend meetings, but cannot make motions, vote, be on committees, or hold office.

## **ARTICLE VII – DUES**

Dues are applied on a calendar-year basis of January through December. Member dues for the subsequent (next) year may be pre-paid from September 1<sup>st</sup> through December 31<sup>st</sup> of the current year. New members who pre-pay shall be immediately eligible to receive membership privileges, with the exception of voting rights, which are recognized within the calendar year of January through December.

## **ARTICLE VIII – COMMITTEES**

### ***SECTION 1 – STANDING COMMITTEES***

The Standing Committees of the BCRWI shall be Membership; Ways and Means; Campaign and Precinct; and Finance. Chairs will be appointed by the President with approval of the Executive Board. Chairs of these committees will have a voice and a vote at the BOD meetings.

#### **(A) Membership**

1. Chair may select members as needed to serve on the Membership Committee.
2. Duties shall include generating membership applications and renewal forms.
3. Chair shall oversee and maintain an up-to-date roster of paid members to be distributed to Board members only.

#### **(B) Ways and Means**

1. Chair may select members as needed to serve on the Ways and Means Committee.
2. Duties shall include planning and promoting means to generate funds necessary to support BCRWI activities.

#### **(C) Campaign and Precinct**

1. Chair may select members as needed to serve on the Campaign and Precinct Committee.
2. Duties shall include working to increase Republican voter registration, facilitating absentee ballot requests, coordinating with the Bonner County Republican Central Committee, and educating and involving members in campaign activities.

#### **(D) Finance**

1. Chair may select members as needed to serve on the Finance Committee.
2. The role of this committee is to primarily provide financial oversight for the organization.

### ***SECTION 2 – SPECIAL COMMITTEES***

As deemed necessary, Special Committees shall be appointed by the President with the approval of the Executive Board. Said committees shall assist in carrying out the activities and special projects of the organization. The chairs and members of these committees will have a voice, but not a vote, at Executive Board meetings. Special Committees may include Legislation, Scholarship, and Publicity.

## **ARTICLE IX – MEETINGS**

### ***SECTION 1 – QUORUM***

(A) A quorum for the transaction of business at regular meetings of the organization shall be ten members in good standing and shall include at least two of the elected officers. A quorum for a meeting of the BOD shall be five members and shall include at least two of the elected officers.

(B) If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting.

### ***SECTION 2 – REGULAR AND SPECIAL MEETINGS***

(A) Regular BOD meetings shall be held monthly or as needed at such place and time as determined by the President.

(B) Special meetings of the BOD may be called by the President provided notice is given to all BOD voting members. Special meetings may also be held by conference call and BOD votes taken using electronic mail (e-mail). A record of electronic votes must be archived for retrieval if necessary.

(C) General membership meetings shall be held not less than five times per year.

### **SECTION 3 – NOTICE**

(A) Notice of the place, day, and hour of every regularly scheduled meeting shall be posted on the BCRWI's website, in the local media. Members will receive notice by electronic mail (e-mail), telephone, or personal contact before the day set for the meeting.

(B) A copy of the agenda for that meeting, whether regular or special, shall be posted on the BCRWI's website and sent by e-mail before the day set for the meeting

### **SECTION 4 – ADJOURNMENT**

A majority of the BOD present, whether or not constituting a quorum, may adjourn any meeting.

## **ARTICLE X – ACTION WITHOUT MEETING**

(A) Any action required or permitted by the BOD may be taken up without a meeting if a quorum of the Directors consents in writing or by e-mail to that action.

(B) Such action by written consent shall have the same force and effect as a unanimous vote of the BOD.

(C) Such written consent(s) shall be filed with the minutes of the proceedings of the BOD.

## **ARTICLE XI – APPEAL OF BOARD ACTION**

Any action by the BOD may be appealed to the membership at the next regular meeting.

(A) Appeal must be in writing explaining the nature of the appeal.

(B) Appeal must be signed by 25% of regular members in good standing and not by members of the BOD.

(C) Appeal must be delivered to the President at least seven days prior to the next regular meeting and placed on the agenda of that meeting.

## **ARTICLE XII – NOMINATIONS, ELECTION AND REMOVAL**

### **SECTION 1 – NOMINATIONS**

(A) A Nominating Committee consisting of three members and one alternate, all in good standing, shall be elected by the Executive Board at a special BOD meeting in May or June and announced at the September general meeting. A chair shall be elected by the members of the Nominating Committee. Members may not serve two consecutive terms on the committee.

(B) The Nominating Committee shall present a slate of nominees eligible for each office at the general meeting in October of the election year. The committee must secure the consent of each nominee prior to nomination. Further nominations may be made from the floor by members in good standing as of the October general BCRWI meeting. A member nominated from the floor must be present at the meeting and accept the nomination.

(C) All nominees shall be members in good standing and have been members for at least six months on the day of nomination.

### **SECTION 2 – ELECTION & INSTALLATION**

(A) Election to the BOD shall be made by written ballot by a majority vote of all existing BCRWI members in good standing who are present at the general membership meeting in November of the election year. Proxy votes shall not be allowed.

(B) Time and place of installation of officers shall be determined by the outgoing President and the BOD.

### **SECTION 3 – RESIGNATION**

(A) Any Director may resign by submitting her written resignation to the BOD. Such resignation will be in effect upon the BOD's receipt thereof or if the resignation notice specifies a later time.

(B) In the event a Director should resign from her office prior to the expiration of her term, said office shall be filled by Presidential appointment with BOD approval within thirty days. A Director appointed to fill a vacancy shall be appointed for the unexpired term of her predecessor.

### **SECTION 4 – REMOVAL**

(A) A member may be removed from the BCRWI for violation of any rule, regulation, standard, policy, or principle duly adopted at any properly convened BOD meeting, so long as the rule, standard, policy or principle expressly provides for removal as a remedy for its breach.

(B) Upon the written investigative request of any three BCRWI members in good standing the BOD shall appoint three non-requesting members to compose an ad-hoc Review Committee. The Review Committee shall inquire into the investigative requests and issue a written recommendation to the BOD. The BOD shall ultimately decide the matter by a simple majority vote.

## **ARTICLE XIII – AMENDMENTS**

1. The Bylaws Committee shall present proposed amendments to the Executive Board for review and approval prior to publication.
2. Written notice of the proposed amendments shall be given to the members at least thirty days prior to the general meeting at which a vote will be taken.
3. The Bylaws may be amended by a two-thirds vote of the quorum at any general meeting or special meeting called for that purpose.
4. The Bylaws of this organization were originally adopted in December 2013.

Amended April 2015

Amended October 2016

## **ARTICLE XIV – PARLIMENTARY AUTHORITY**

*Robert's Rules of Order, Newly Revised*, or the latest edition thereof, shall govern all proceedings of the organization where they are applicable and in which they are not inconsistent with the by-laws of this organization.