

REPUBLICAN WOMEN OF CALIFORNIA – SAN DIEGO COUNTY
BYLAWS ADOPTED November 11, 2024

ARTICLE I – NAME

Section 1. The name of this organization shall be *Republican Women of California-San Diego County*, hereinafter referred to as “RWCSDC” and its Clubs shall hereinafter be referred to as “RWCSDC Club.”

ARTICLE II – OBJECTIVES

Section 1. The objectives shall be to coordinate RWCSDC Clubs in San Diego County to:

- Educate our members and the public
- Promote and support Republican policies and principles
- Elect Republicans

ARTICLE III – MEMBERSHIP

Section 1. RWCSDC Club Membership. RWCSDC Clubs formally recognized as associated with RWCSDC:

- a) RWCSDC Club Membership shall be open to any RWCSDC Club that:
 - i) Has 10 or more individual RWCSDC regular members in good standing
 - ii) Has agreed to follow the precepts of these Bylaws
 - iii) Has applied to RWCSDC and been accepted as a RWCSDC club
 - iv) Whose RWCSDC dues are paid and current.
- b) Application for RWCSDC Club Membership.
 - i) Clubs applying for RWCSDC membership shall:
 - (1) Identify their regular meeting date and location (virtual meetings are acceptable)
 - (2) List their current Regular members, a minimum of ten
 - (3) Pay the RWCSDC Club Initiation Fee and dues for the listed members.
 - (4) Provide documentation to the RWCSDC parliamentarian showing their IRS status and club bylaws.
 - ii) Upon receipt of a club’s application for membership:
 - (1) RWCSDC Parliamentarian shall review said documentation and provide her recommendation to the RWCSDC President within 14 days of receiving the

applying club's application

(2) RWCSDC Executive Committee shall vote to accept or reject applying club's application at its next meeting and report its decision to the applying club.

c) Operational Requirements:

i) Meetings.

(1) RWCSDC Clubs shall have a minimum of three meetings per year.

(2) No RWCSDC Club shall hold a meeting, which conflicts with any RWCSDC Board of Directors meetings or the RWCSDC Biennial Convention.

ii) Every year or upon change, RWCSDC Clubs shall submit electronically a list of officers and chairmen with their contact information to the RWCSDC President.

iii) RWCSDC President shall be added to all RWCSDC club newsletter and mailing lists.

d) Dissolution. Dissolution of a RWCSDC Club shall follow the current edition of *Robert's Rules of Order*. In addition, a RWCSDC Club that has chosen to dissolve shall inform the RWCSDC President of that decision in writing.

i) Upon dissolution, a former RWCSDC club shall not use the RWCSDC name, any of RWCSDC's recognized aliases, or logo in the club's name for any purpose.

e) Removal of Membership:

i) The RWCSDC Executive Committee may deactivate the membership of a RWCSDC Club upon evidence of a failure to pay dues or behavior in violation of RWCSDC's ethics.

ii) RWCSDC Executive Committee shall only take such action after a hearing to which both sides shall have been invited (See current edition of *Robert's Rules of Order*.)

iii) RWCSDC Clubs may be reinstated by following the requirements as stated in Article III, Section 1, b. iii.

Section 2. RWCSDC individual members:

a) Any person currently belonging to any RWCSDC club in good standing

b) Shall not be voting members of more than one RWCSDC Club concurrently.

ARTICLE IV – ETHICS

Section 1. Candidate Endorsements. The RWCSDC name shall not be used in supporting a candidate during any campaign where there is more than one Republican running for an office. Members shall not use their RWCSDC or RWCSDC club position name to so endorse.

Section 1. No person shall be invited to speak at any RWCSDC event unless the person is registered to vote as a Republican. The only exception permitted is when the speaker's topic has been pre-approved by the RWCSDC Executive Committee, or the speaker is:

- a) Precluded from partisan identification due to his/her position in a government or charitable organization;
- b) Too young to register to vote as a Republican; or
- c) Not a U.S. citizen.

Section 2. All literature, petitions, materials, or announcements of any description shall first be submitted to the RWCSDC President or her designee for approval before being circulated or distributed at any RWCSDC meeting or event.

Section 3. Public Breach of Ethics. It shall be considered a public breach of ethics for any individual member to:

- a) Disparage any RWCSDC member, Republican elected official, or Republican candidate in any public forum, or
- b) Promote a candidate of another party in a partisan or non-partisan election in any public forum.
- c) Either action may be just cause for an individual member’s suspension or dismissal. The RWCSDC Executive Committee may only take such action after a hearing to which both sides shall have been invited (see current edition of *Robert’s Rules of Order*).

Note: A “public forum” is understood to include any platform (spoken, recorded, and written or cyber) wherein the individual member can have no reasonable expectation of privacy.

Section 4. **Privacy Statement.** Personal RWCSDC Club member information forwarded to RWCSDC may only be shared with RWCSDC and the RWCSDC Club providing the information and shall only be used for communications between RWCSDC and its members.

Section 5. Social Media. Communications via social media shall be in accordance with the guidelines established within the current RWCSDC’s Policies and Procedures Manual.

ARTICLE V – DUES

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

Section 2. RWCSDC Clubs shall remit new and renewal membership dues to the RWCSDC Treasurer in the month received.

Section 3. Renewal dues shall become payable on January 1st of each year. Dues received by the RWCSDC Club after September 1st shall be considered full payment for the rest of the fiscal year in which paid and for the following year.

Section 4. Delinquency. Existing RWCSDC Clubs that have not submitted dues for at least ten (10) new or renewing members by March 1st shall receive a letter from RWCSDC reminding them:

- a) Their RWCSDC Club dues to RWCSDC are due and payable and have become delinquent.

- b) Failure to pay their delinquent dues by April 1st can result in their removal from RWCSDC as a RWCSDC Club and the loss of their insurance coverage for non-payment of dues.
- c) Copies of this RWCSDC Club delinquency letter shall be sent to the RWCSDC Club President, Membership Vice President, Recording Secretary and Treasurer.

ARTICLE VI - OFFICERS

Section 1. The elected officers of RWCSDC shall be a President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Recording Secretary, and Treasurer. These officers, along with the Immediate Past President and the appointed Parliamentarian shall comprise the Executive Committee. Elected officers shall be installed at the December meeting and shall assume the duties of their office January 1st after the convention.

Section 2. All officers shall be elected for a term of two calendar years, or until their successors are elected, and shall perform the usual duties of their office. The President shall not succeed herself. All other elected officers may serve no more than two consecutive terms. A term may be extended by the Executive Committee only if no other replacement can be found.

Section 3. The President shall:

- a) Preside at all meetings of the Board of Directors and the Executive Committee.
- b) Appoint the Financial Review-Officer, Parliamentarian, Corresponding Secretary and all other non-elected positions (excepting the Chairman of the Nominating Committee and the Membership Secretary) subject to the approval of the Executive Committee.
- c) Maintain current usernames and passwords for all electronic activity
- d) Serve as an ex officio member to all committees, except the Nominating Committee.

Section 4. The Vice Presidents in their order shall perform the duties of the President in her absence. In addition:

- a) The First Vice President shall:
 - i) Serve as Program Chairman
 - ii) Work with the President on selection of speakers for the RWCSDC meetings and conventions
 - iii) In the absence of the President perform the duties of that office
 - iv) Serve the remainder of the term as RWCSDC President should that office be declared vacant. The RWCSDC Executive Committee shall then elect a new First Vice President to fill that office
 - v) Perform such other duties as may be assigned by the President and the Executive Committee.

- b) The Second Vice President shall:
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- i) Serve as Membership Chairman
 - ii) Conduct membership recruitment, retention and outreach approved by the Executive Committee
 - iii) Appoint a Membership Secretary (subject to the approval of the Executive Committee). The membership secretary's duties:
 - (1) Keep the official membership list and work with RWCSDC clubs to resolve all reporting issues
 - (2) Provide monthly reports to 2nd Vice President
 - (3) With the 2nd Vice President and the Parliamentarian, certify the eligibility of delegates to the RWCSDC convention
 - (4) Perform such other duties as may be assigned by the President and the Executive Committee.
 - iv) Provide monthly reports to the President and Treasurer
 - v) With the Membership Secretary and Parliamentarian, certify the eligibility of delegates to the RWCSDC convention
 - vi) Perform such other duties as may be assigned by the President and the Executive Committee.
- c) The Third Vice President shall:
- i) Serve as Ways & Means Chairman
 - ii) Report details of monies earned to the Treasurer within 48 hours
 - iii) Be responsible for all fundraising activities to meet the budget of RWCSDC
 - iv) Arrange for vendors at RWCSDC Board of Directors meetings, conventions and special RWCSDC events
 - v) Work with the RWCSDC Treasurer to ensure compliance with 527/Federal Election Commission (FEC) and California state Fair Political Practices Commission (FPPC) rules
 - vi) Perform such other duties as may be assigned by the President and the Executive Committee.
- d) The Fourth Vice President shall:
- i) Serve as Campaign & Precinct Chairman;
 - ii) Serve as the liaison to the Republican Party;
 - iii) Have oversight of the political activities including Voter Outreach, Campaign Activities, Coalitions and Election Integrity
 - iv) Perform such other duties as may be assigned by the President and Executive Committee.

Section 5. The remaining elected officers' duties shall be as follows:

- a) The Recording Secretary shall:
 - i) Record and maintain permanently the Minutes, Bylaws, and Standing Rules of the Board of Directors and Executive Committee. A draft of the minutes will be submitted within ten (10) working days to the President
 - ii) Maintain current usernames and passwords for all electronic activity
 - iii) Perform such other duties as may be assigned by the President and Executive Committee.
- b) The Treasurer shall:
 - i) Receive all RWCSDC Club dues and monthly membership reports;
 - ii) Forward membership reports to the 2nd Vice President;
 - iii) Receive and record all monies and give receipts for cash and checks received from committee chairs that have been accounted for by two RWCSDC members
 - iv) All deposits shall be made within ten (10) business days of receipt
 - v) Send out all letters of delinquency
 - vi) Disburse funds as directed by the Executive Committee and the Board of Directors
 - vii) File a written report at all meetings of the Executive Committee and Board of Directors, and a complete report for the year to date at the convention
 - viii) Prepare and file within a timely manner any additional reports as directed by the Executive Committee
 - ix) File all Federal and California state Tax Forms and provide copies to the RWCSDC President and Recording Secretary
 - x) Review and renew RWCSDC liability insurance and issue proof of insurance to RWCSDC clubs upon request
 - xi) Advise RWCSDC Clubs on fundraising activities which fall within the guidelines of our 527 tax-exempt status
 - xii) Perform such other duties as may be assigned by the President and Executive Committee.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1. The elected officers and the immediate past president shall compose the voting membership of the RWCSDC Executive Committee.

Section 2. In the event any elected officer fails to attend two consecutive meetings without an excused absence or fails to send a written report when requested to do so, the Executive Committee shall declare the office vacant.

Section 3. The Executive Committee shall transact such business as may arise between meetings of the Board of Directors, reserving for the Board of Directors those items which are legally binding upon the Board.

Section 4. Meetings.

- a) Five voting members shall constitute a quorum.
- b) Regular meetings of the Executive Committee shall be held at a time and place to be determined by the Executive Committee.
- c) Special meetings may be held on call of the President or upon the written request to the President of any three (3) members of the Executive Committee on twenty-four (24) hours' notice, provided all members of the Executive Committee are notified.

Section 5. In the event that a duly elected President is unable or unwilling to serve her term of office, she shall submit her resignation to the Executive Committee. Should the office become vacant due to death or inability of the President to resign, the Executive Committee shall declare the office vacant.

Section 6. The Executive Committee shall fill all other vacancies in an elected office, except that of President.

Section 7. In filling vacancies of unexpired terms, an officer who has served more than one-half (1/2) of her term is considered to have served a full term. An officer or member who fills any vacancy in any unexpired office assumes her duties immediately, except as otherwise provided.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. The Board of Directors of RWCSDC shall consist of the RWCSDC Executive Committee, the President's standing appointments, and RWCSDC Club presidents (or their authorized appointees). This Board of Directors shall have general supervision of RWCSDC affairs between conventions and shall transact all business referred to it.

Section 2. RWCSDC Standing Appointments. Persons assigned to these positions shall have a voice but not a vote at all RWCSDC Board of Directors meetings and shall be recognized as full, voting delegates at the RWCSDC Convention.

- a) Americanism
 - i) Assures American Flag is in place for every meeting
 - ii) May be asked to give a short speech highlighting American patriotism at the start of a

meeting

- b) Budget
 - i) Chairs Budget Committee
 - c) Chaplain
 - i) Shall present a prayer at the beginning and may present a prayer at the end of every RWCSDC meeting
 - d) Corresponding Secretary shall:
 - i) Conduct the correspondence of RWCSDC under the direction of the President and shall send notices of all ~~meetings~~ events and other information when requested; and
 - ii) Act as the RWCSDC Newsletter Chairman
 - iii) Perform such other duties as may be assigned by the President and Executive Committee.
 - e) Financial Review Officer shall review the books of RWCSDC as of the end of the calendar year (or at such times as requested by the Executive Committee) and shall present the review report to the Board of Directors at the February meeting of the succeeding calendar year
 - f) Reservations shall take reservations for all RWCSDC events, reports numbers to the RWCSDC President and event chair (if any) to meet venue's timing requirements, and checks in attendees at all RWCSDC events.
 - g) Legislation shall track upcoming legislation at the city, county, state, and federal level and reports on such legislation when deemed necessary.
 - h) Parliamentarian shall have knowledge and experience with parliamentary procedure sufficient to interpret Robert's Rules of Order, current edition. In addition, the Parliamentarian shall:
 - i) Attend all RWCSDC meetings and advise the RWCSDC presiding officer concerning the conduct of the meeting per these RWCSDC Bylaws, Standing Rules, and the current edition of *Robert's Rules of Order*
 - ii) Review the RWCSDC Bylaws and Standing Rules at the beginning of each administration to determine if changes are needed or advisable
 - iii) Chair the Bylaws Committee
 - iv) Review the bylaws of clubs seeking to join RWCSDC to assure they do not conflict with RWCSDC governing documents such as these bylaws.
 - v) Serve as a nonvoting advisory member of the Resolutions Committee.
 - vi) With the 2nd Vice President and Membership Secretary, shall check the eligibility qualifications of those candidates nominated from the floor at the Convention
 - vii) Act as an advisor to the Nominating Committee.
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- viii) Have a voice but not a vote at Executive Committee meetings, Board of Directors meetings, and the RWCSDC Convention unless the vote is by ballot.
- i) Resolutions working with the RWCSDC President shall receive and review all proposed resolutions for consideration by the RWCSDC Board of Directors
- j) Sergeant-at-Arms shall maintain order at all RWCSDC meetings and events.
- k) Voter Outreach shall identify and/or coordinate opportunities for direct communication with voters such as voter registration drives, petition signings, parades, and RWCSDC club presence at street fairs and special events.

Section 3. RWCSDC Special Appointments. At her option and with the approval of the RWCSDC Executive Committee, the RWCSDC President may establish new positions and make appointments to those positions to meet an emerging requirement or to take advantage of some member's unique skillset. Persons appointed to these positions shall have a voice but not a vote at all RWCSDC Meetings and Conventions.

Section 4. Meetings.

- a) There shall be at least four RWCSDC Board of Directors meetings a year.
- b) Fifteen (15) members of the Board of Directors shall constitute a quorum.
- c) The meetings of the Board of Directors shall be held at the time and place to be decided upon by the Board of Directors.
- d) Special meetings of the Board of Directors may be called by the RWCSDC President or shall be called on written request of two-thirds (2/3) members of the Board of Directors. All members shall be notified three days in advance of such special meeting.

ARTICLE IX – ELECTRONIC MEETINGS

Section 1. Any meeting of any RWCSDC body (RWCSDC, RWCSDC Club, or RWCSDC Committee) may be conducted electronically "as long as the meetings provide, at a minimum, conditions of opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area." (RONR, 12th Ed. 9:31); that is to say, all of the following conditions shall be met:

- a) All meeting attendees shall have the ability to hear and see what is happening
- b) All attendees with a voice shall have the ability to signal their desire to speak and provided the means to do so
- c) Members may provide a written copy of a motion
- d) All members of the RWCSDC body shall be given proper notice of the meeting and how to link into the meeting
- e) Any vote count can be determined by a show of hands or some other acclamation that can be duly noted and recorded. Votes by electronic mail are not supported

- f) The meeting is conducted and recorded in good order.

ARTICLE X – RWCSDC CONVENTIONS

Section 1. A meeting to elect RWCSDC elected officers shall be held biennially in November in odd-numbered years starting in **2019**. This meeting is commonly referred to as the RWCSDC Biennial Convention.

- a) An official Call to Convention shall be distributed to all RWCSDC members no later than 30 days prior to the RWCSDC convention. The Call shall include date and location of the Convention, a proposed agenda, a list of the offices to be filled, the slate of nominees as presented by the official RWCSDC nominating committee, the proposed Standing Rules of the Day, the exact wording of any resolutions and/or Bylaws/Standing Committee Changes to be considered, and instructions as to how each RWCSDC Club can register its official delegates including a list identifying the number of delegates to which each RWCSDC Club is entitled. Additional information may also be provided.

Section 2. Qualifications for RWCSDC Elective Offices.

- a) To be eligible for the office of President of RWCSDC, a candidate shall have been a member in good standing of a Club for two consecutive years and shall have had at least one year's service as an RWCSDC elected officer prior to the election
- b) To be eligible for an elected office on the Executive Committee, a candidate shall have been a member in good standing of a Club for one year and held an office for one term.

Section 3. The Nominating Committee and Nominations. The Nominating Committee shall consist of five members and two alternates elected by the RWCSDC Board of Directors at the June meeting prior to the RWCSDC Convention.

- a) Nominating Committee Eligibility. Those standing for election to the Nominating Committee:
 - i) Shall be nominated by the RWCSDC Club in which she is a regular member, one nominee per RWCSDC Club.
 - ii) Shall not have served on the Nominating Committee of the immediate previous RWCSDC election
 - iii) Names of nominees to the Nominating Committee must be submitted to the RWCSDC President and RWCSDC Parliamentarian five working days prior to the June meeting.
 - iv) If the RWCSDC Club does not name a nominee for the Nominating Committee, the name of the RWCSDC Club's president shall be submitted as long as she did not serve on the previous Convention's nominating committee. If she did so serve and no other name has been submitted, in order of the club's executive committee positions, the next eligible club officer shall be submitted as the club's nominee for the Nominating Committee for the upcoming Convention.
 - b) Nominating Committee Operation.
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- i) The Chairman of the Nominating Committee shall be chosen ~~viva-voce~~ by voice vote at the first meeting of the committee
- ii) The alternates shall be present at all meetings, voting only when there is a vacancy.
- iii) The Nominating Committee shall have the responsibility to consult with Clubs, members, and prospective nominees, to contact prospective nominees and to receive the consent of the nominees to be on the slate. The Committee shall submit one nominee for each office.
- iv) The Parliamentarian shall serve as a non-voting member of the Nominating Committee. She shall open the initial meeting, instruct the committee on pertinent sections of the Bylaws, and attend all meetings.
- v) The report of the Nominating Committee shall be presented at the September meeting of the Board of Directors.
- vi) Additional nominations may be made from the floor at the November RWCSDC Biennial Convention provided the nominee is present or has given written consent and has met all qualifications for the office.

Section 4. Elections.

- a) The election shall be held at the RWCSDC Biennial Convention. Where there is more than one candidate for an office, election shall be by ballot. Where there is only one candidate for office, election may be by voice vote or a show of hands.
- b) Voting shall be restricted to accredited delegates of RWCSDC member Clubs and members of the Board of Directors.

Section 5. **Convention Delegates**

- a) Each RWCSDC Club is entitled to representation by its presiding officer plus one delegate for every ten (10) members and majority thereof, i.e. five or less members do not constitute a delegate vote. The basis for this representation will be the number or numbers for whom dues have been paid to the Treasurer of RWCSDC as of the September 30th membership report. RWCSDC Club Presidents may appoint alternates for delegates to serve in the order named.
- b) No delegate shall be allowed to represent more than one RWCSDC Club. No proxy is allowed. Each delegate or alternate must be a voting member of the Club which she represents.
- c) All new RWCSDC Clubs chartered in the interim between the September deadline of existing RWCSDC Clubs and two weeks before the convention are entitled to representation by their presiding officer or her representative.
- d) To be accredited, the RWCSDC club president shall forward the names of the delegates and the alternates to the Credentials Chairman not less than two weeks prior to the convention. (Credentials will be issued at check-in on the day of Convention.)
- e) The voting, privilege of making motions, and debate shall be limited to the delegates except

when the privilege to speak is granted to a non-delegate by the RWCSDC President or a two-thirds (2/3) vote of the assembly.

- f) The RWCSDC Executive Committee and RWCSDC Standing Appointments are delegates to the County convention.

ARTICLE XI – RESOLUTIONS

Section 1. All proposed resolutions, except such as are deemed an emergency, shall be in the hands of the Resolutions Committee and RWCSDC President not less than seven business days prior to the RWCSDC Board of Directors meetings and must indicate whether presented by a member, a group of members, or a Club.

Section 2. The Resolutions Committee shall accept proposed resolutions for consideration and shall pass on the validity of the emergency status of a proposed resolution presented after the stated deadline.

ARTICLE XII – DISSOLUTION

Section 1. The dissolution of this organization shall follow the current edition of *Robert's Rules of Order*.

Section 2. The current Treasurer of the RWCSDC shall be responsible for filing dissolution papers with the *Internal Revenue Service*.

ARTICLE XIII- AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the RWCSDC Board of Directors at any meeting of the RWCSDC Board of Directors provided the amendment(s) has been submitted to the RWCSDC President and Parliamentarian and published to the membership at least thirty (30) days before the vote.

ARTICLE XIV – PARLIAMENTARY AUTHORITY

Section 1. The current edition of *Robert's Rules of Order* shall govern the RWCSDC in all matters of procedure not covered in these Bylaws and *Standing Rules*.

ARTICLE XV – ADOPTION OF BYLAWS

Section 1. These Bylaws shall become effective immediately upon adoption.

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Contributors –On 9/4/2024 Voted to Present for RWCSDC Executive Committee Review

- MZ Michele Zemcik
- PS Patti Siegmann
- SS Suzanne Santos
- MW Mary Anne Wentink
- RZ Rosalia Zamora
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