

# **GOLDEN STATE REPUBLICAN WOMEN**

**Bylaws created August 15, 2023**

## **ARTICLE I – NAME**

The name of this organization shall be **GOLDEN STATE REPUBLICAN WOMEN**,  
hereinafter may be referred to as **GSRW**

## **ARTICLE II – MISSION STATEMENT**

**Golden State Republican Women’s mission is to create a united and more informed alliance of member clubs, allowing them to function with flexibility to operate in the best interests of their members.**

**We do this by supporting conservative ideologies and values through training and education and providing a platform for conservative speakers to present information on a wide range of topics.**

## **ARTICLE III**

**The Objectives shall be to:**

- Increase the effectiveness of women in the cause of good government.
- Foster loyalty to the Republican Party at all levels of government.
- Cooperate with the California Republican Party to elect Republican nominees.
- Work for Republican candidates in all elections, including nonpartisan elections.
- Provide a forum for conservative speakers and representatives from state and national levels.
- Serve as a platform for Republican candidates seeking local, state, or federal office and work toward the goal of their successful election through voter registration drives.
- Influence legislation and maintain a GSRW presence in State government.
- Encourage engaged citizenship.

## **ARTICLE IV – MEMBERSHIP**

**A. ELIGIBILITY:** Membership must be open to registered Republican Women and registered Republican men.

### **B. TYPES OF MEMBERSHIP**

#### **Section 1. At-Large membership**

- a. Republican individuals who are not part of a local club but want to affiliate with GSRW may join as At-Large-Members.

#### **Section 2. Local Club in Good Standing**

- a. An alliance club in good standing is a club whose current dues are paid to GSRW. A club in good standing shall have the right to vote, make motions and nominations after being a regular member for 60 days. ~~Club members shall have the right to vote, make motions and nominations after being a member of a local club for sixty (60) days.~~
- b. Full membership is only open to Republican women.

#### **Section 3. Associate Membership** Remove and place in club template.

- a. A local club has the flexibility to determine how or whether to accept associate members. Non-citizen resident women may become associate members.
- b. Such membership shall not be granted the privilege of making motions, nominations, voting or holding office.
- c. Associate members shall not be eligible to serve as delegates to GSRW meetings or conventions or be counted in establishing a quorum.
- d. Republican men may be eligible, only, for associate membership in an alliance club upon payment of their required annual dues for associate members.

#### **Section 4. Student Associate Memberships** Remove and place in club template.

- a. GSRW encourages local club STUDENT memberships for conservative high school students under voting age who are interested in the principles and success of the Republican Party.

#### **Section 5. Affiliation with GSRW**

- a. The local club name has been reviewed by the GSRW Executive Committee
- b. The bylaws have been reviewed by the GSRW Bylaws Chair and Parliamentarian.
- c. Dues for each member have been submitted to GSRW.

## **ARTICLE V – ETHICS**

### **Section 1. Endorsement Policy**

#### **State Level Offices in Primary, Special, or Top-Two General Elections**

- a. For state level offices (Governor, Lt. Governor, Secretary of State, Attorney General, etc.), GSRW will coordinate with the California Republican Party to review all Republican candidates for each office. Once a consensus has been reached to identify the best Republican candidate for each office, GSRW may actively endorse and support that candidate during the primary election process to give each such candidate the best chance to qualify for the general election ballot or to win a special or top-two general election. Statewide elected GSRW officers may not endorse a candidate before the primary process is completed. Only registered Republican candidates are eligible for endorsement and each endorsement shall require a majority vote of the board.

#### **General Elections**

- a. GSRW may actively endorse and support the election of Republican candidates.
- b. It shall be a breach of ethics to publicly promote a candidate of another party in speech, in print or electronic communication in a partisan or non-partisan election and may be just cause for a member's suspension or dismissal.

### **Section 2. Membership Data:**

- a. All member information is the sole property of GSRW and is strictly for the benefit of GSRW and shall not be sold or furnished for any other purpose.

## **ARTICLE VI**

### **CALENDAR YEAR AND DUES**

**Section 1. Calendar Year:** The fiscal year shall be from January 1 through December 31 following their election.

### **Section 2. Dues**

- a. Renewal and new affiliate clubs are accepted any month during the year and become due again on January 1 of the following year.
- b. Member dues shall be payable on January 1 of each year and shall be remitted at the close of each month to GSRW via the GSRW web portal.
- c. Dues received after October 31 shall be remitted to GSRW the following January.

- d. The dues amount for membership will be stated in the Club's standing rules and amended as required.
- e. The dues amount for Regular members shall be determined by a majority vote of the Executive Committee.

## **ARTICLE VII – OFFICERS, DUTIES AND ELECTION**

### **Section 1. Elected Officers**

- a. The term of office for elected GSRW officers shall be two years beginning January 1 through December 31 following their election. In even numbered years, the newly elected Officers shall assume the duties of their office on January 1.
- b. The elected officers of GSRW shall be President, First Vice President-Programs, Second Vice President-Membership, Third Vice President-Political Activities, Fourth Vice President-Fundraising, Recording Secretary, and Treasurer.
- c. Elected officers must be residents of California and registered to vote in California. An exception to the residency rule may be clubs within a few miles of the Oregon, Nevada, and Arizona borders where members from a border state are willing to serve and keep the club functioning. Remove and place in template
- d. Each elected officer shall be a member in good standing in her local club.
- e. Board members are expected to attend all general membership meetings.
- f. Board members are also expected to attend at least three GSRW sponsored events per year.
- g. An officer or chair who fails to attend all Executive Committee or Board of Directors 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 Committee. Upon notice of replacement, outgoing officer/chair will surrender all materials in her possession pertaining to her former office.

### **Section 2. Term of Office**

- a. The President's term of office shall be for one term of 2 years or until her successor is elected.
- b. The elected officer's term of office shall be for one term of 2 years
- c. The President and elected officers may serve no more than two consecutive terms.

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

#### **Section 4. Vacancy**

A vacancy in the office of President shall be filled by the First Vice President. If the First Vice President is unwilling or unable to fill the seat, it may be filled by another elected officer on the Executive Committee. All other vacancies in elected office shall be filled by the direction of the President or by the Executive Committee at the first meeting following the creation of the vacancy.

**Section 5. Removal from Office or Membership:** Members of the Executive Committee, Board of Directors, or members of GSRW may be removed for the following reasons by the Executive Committee.

- a. Failure to pay dues.
- b. Failure to support the Republican ticket.
- c. Support of an opposing party candidate; or
- d. Working in opposition to the Mission and Objectives of GSRW.
- e. Disrespectful treatment of others

A hearing must be conducted with the Executive Committee and Board of Directors present within 30 days.

**Section 6. Election:** The officers shall be elected at the Biennial Convention and shall serve a term of two years, and until their successors are elected.

#### **Section 7. Duties of The Officers:**

##### **A. The President shall:**

1. Preside over all Club meetings, the Executive Committee and Board of Directors meetings.
2. Appoint all appointed officers subject to a two-thirds (2/3) approval of the Elected Officers.
3. Assign duties, as needed, to members of the Executive Committee or to the Board of Directors.
4. Appoint all chairmen of Standing Committees, except for the Nominating Committee, subject to two-thirds (2/3) approval of the Elected Officers.
5. Be an ex-officio member of all committees, except the Nominating Committee and the Financial Review Committee.
6. Sign all contracts as authorized by the Executive Committee.
7. Work with the 1<sup>st</sup> Vice president on selection of speakers for all Club meetings.
8. Represent the organization or designate someone as representative/proxy in her absence.

9. Prepare a program of action in consultation with the Chairmen of the Standing Committees for presentation and approval by the Executive Committee.
10. Submit an annual budget for approval by the membership.
11. Be one of three authorized signatories on all GSRW bank accounts.
12. Accept resignation by written letter or e-mail of any elected or appointed member wanting to resign from a position or chairmanship.

**B. The Vice President shall:**

1. Act as Program Chair.
2. Perform the duties of the President in her absence.
3. Fill the unexpired term in the event of a vacancy in the office of President.
4. Must be one of the three signatories on all GSRW's bank accounts.
5. Perform such other duties as are assigned by the President, the Executive Committee, Board of Directors, or the membership; and

**C. The Second Vice President shall:**

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

**D. The Third Vice President shall:**

1. Have oversight of the political activities including Voter Registration/Bounty Program, Campaign Activities, and Election Integrity.
2. With the President's approval, a sub-committee of three may be appointed to assist with the Voter Registration/Bounty Program, Campaign Activities, and Election Integrity program.
3. Liaison with the CRP to provide support for statewide CRP programs.
4. Perform other duties as assigned by the President, the Executive Committee, Board of Directors, or the membership.

**E. The Fourth Vice President shall:**

1. Serve as Fundraising Chairman
2. Develop and direct all fundraising activities to meet the budget fundraising goals of GSRW.
3. Arrange for vendors at GSRW conferences, conventions and other GSRW events.
4. Work with GSRW Treasurer to ensure compliance with tax regulations.

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

**F. The Secretary shall:**

1. Keep the minutes of all meetings of the GSRW Executive Committee and Board of Directors.
2. Keep a current inventory of GSRW property.
3. Perform such other duties as may be assigned by the President, the Executive Committee, Board of Directors, or the membership as deemed necessary.
4. Maintain all Club records.

**G. The Treasurer shall:**

1. Serve as custodian of all GSRW funds and deposit them in a bank(s) approved by the Executive Committee.
2. Be one of three authorized signatories on all GSRW bank accounts.
3. Ensure all checks are signed by 2 of the 3 authorized signers.
4. Disburse funds as directed by the Executive Committee, Board of Directors, or the membership.
5. Bring written financial report(s) to regular Club, Executive Committee and Board of Directors meetings.
6. Submit dues, annual service fees, and reports to the Golden State Republican Women as required.
7. Be ex-officio member of the Budget Committee.
8. Submit the financial records to the Financial Review committee for a semi-annual review.
9. Perform other duties as assigned by the President, the Executive Committee, Board of Directors, or the membership; and
10. Comply with all state and federal elections and financial reporting requirements and IRS 990 filing, if necessary.

**H. The Corresponding Secretary shall:**

1. Conduct the correspondence of the GSRW under the supervision of the President.
2. Preserve in a permanent file all letters and papers of value to GSRW; and
3. Perform other duties as assigned by the President, the Executive Committee, Board of Directors, or the membership.

**I. The Parliamentarian shall:**

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

2. Serve in an advisory capacity to the President, the Bylaws Committee, and the Nominating Committee; and
3. Be familiar with the bylaws and standing rules of the GSRW.

**J. The Financial Review Officer shall:**

1. With the approval of the President may appoint a committee of three members in good standing to assist in reviewing the treasurer's accounts.
2. Review the books of the Treasurer every six (6) months.
3. Submit a written report at the final meeting of the year or as requested by the Executive Committee, Board of Directors, or membership.
4. Prepare a supplemental report of the financial transactions between the final meeting of the year and the transfer of books to the new treasurer; and
5. Perform other duties as may be assigned by the President, Executive Committee, Board of Directors, or the membership.

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

## **ARTICLE VIII MEETINGS**

**Section 1. REGULAR MEETINGS:**

- a. **GSRW** shall hold a minimum of five (5) meetings a year, which include Zoom presentations. The meetings dates and times shall be set by the Executive committee.
- b. **Electronic meetings:** In the event a properly called meeting must be canceled due to circumstances beyond the control of GSRW, then it shall be acceptable to hold said meeting by an approved electronic means with seven (7) days' notice being given to all the members of the GSRW.

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

**Section 3. Quorum:** A quorum at GSRW meetings shall be twenty (20) percent of GSRW clubs.

**Section 4. SPECIAL MEETINGS:**

- a. **Special meeting of GSRW** may be called by the President or upon the written request of five (5) members of the Executive Committee or by seven (7) members of the Board of Directors if three (3) are elected members of the Executive Committee. The



purpose of the meeting shall be stated in the notice which shall be sent to all GSRW members in good standing at least seven (7) days before the meeting. No other business shall be transacted at the meeting.

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

**Section 5. ANNUAL MEETING:** The October meeting will be designated as the GSRW Biennial Convention in uneven numbered years at which time the Officers and Standing committee Chairs shall report. The elected Officers shall be installed and assume the duties of their office on January 1 of the following year.

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

**Section 7. NOTICE** for all meetings shall be sent electronically.

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

## **ARTICLE IX – BOARD OF DIRECTORS**

**Section 1. The Board of Directors shall:**

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

**Section 2. The Standing Committees shall be:**

- a. Americanism, Budget, Bylaws, Campaign Activities, Fundraising, Legislation, Membership, Armed Forces Support, Publicity and Marketing, Website Manager, Newsletter Editor, Resolutions, and Roster.
- b. Standing committee chairmen shall be appointed for the same term as the President.
- c. Standing Committee Chairmen have a voice and a vote.
- d. All Standing Committee Chairmen must be members in good standing.

**Section 3. The Board of Directors shall:**

- a. Transact such business as may arise between meetings of the Club.
- b. The Board of Directors shall be limited to an expenditure of \$1000 without the approval of the membership.

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

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

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

**Section 6. Duties of the Standing Committee:**

**A. Budget**

- 1. Budget Committee of three (3) shall be appointed by the President to;
- 2. Prepare a budget to be presented to the Executive Committee for recommendation to the membership before the 1<sup>st</sup> meeting of the fiscal year.

**B. Bylaws**

- 1. Committee of three shall be appointed by the Club President to
- 2. Conduct a biennial review of the GSRW Bylaws
- 3. Request and receive proposed amendments to the bylaws, submit them to the Executive Committee for action, or initiate changes requested GSRW.
- 4. General membership shall have final vote of amendments; and
- 5. Furnish GSRW Bylaws Chairman with a complete set of most recent bylaws for review and approval. Any subsequent revision of bylaws shall be sent to the GSRW Bylaws Chairman for approval.

**C. Campaign Activities**

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

2. Statewide elected GSRW officers shall not publicly endorse any candidate for public office in any primary, runoff, special or non-partisan race where two or more known Republicans are in the race. If any of the elected state GSRW officer desires to do so, she must resign her position.

**D. Fundraising**

1. Shall prepare and implement a plan for raising funds to meet the GSRW budget.

**E. Legislation**

1. Shall implement legislative concerns important to the Alliance; and
2. Shall inform the Executive Committee of any legislation affecting the interests of GSRW.

**F. Membership**

1. Shall coordinate all membership renewal and new member efforts.
2. Shall compile and maintain complete membership lists.
3. Shall ensure that all membership information is shared with the Treasurer and others as deemed necessary.

## **4. ARTICLE X – EXECUTIVE COMMITTEE**

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

**Section 2.** Regular Meetings of the Executive Committee shall be held prior to the Board of Directors meetings and at such times as called by the President. Notice of such a meeting shall be given at least forty-eight (48) hours in advance with a statement of the purpose of the meeting.

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

- a. The Executive committee shall make recommendations as to GSRW policies, approve bylaws amendments for presentation to GSRW, prepare recommendation for Board action, approve the Budget, and with a majority vote and the President's approval, fill vacancies on the board.
- b. The Executive Committee shall determine the compensation , if any, for the Office of the President. The amount of compensation shall be based on the responsibilities of the position and the availability of funds. The compensation amount shall be approved by a majority vote of the Executive Committee.
- c. The Executive Committee shall be required to approve an unbudgeted expense greater than \$3,000.

- d. The Executive Committee may conduct business by electronic mail, electronic meetings, or telephone when necessary and approved by the President,
- e. Electronic meetings via teleconference or videoconference may be conducted upon forty-eight (48) hours telephonic or email notice to **all** members of the Executive Committee setting forth the same force and effect as a physical meeting.
- f. Official minutes of such meetings shall be recorded by the recording Secretary or a member of the Executive Committee appointed by the President then ratified at the next Executive Committee meeting.

**Section 4. QUORUM:** A majority of the members of the Executive Committee shall constitute a quorum. Only Executive Committee members shall vote on Executive Committee business.

**Section 5. EXECUTIVE COMMITTEE MEMBERS:** All committee members must be members in good standing with GSRW.

**Section 6. SPECIAL MEETINGS** of the Executive Committee may be called by the President or by 2/3 of the Executive Committee. The purpose of the meeting shall be stated in the notice which shall be sent to all members of the Executive Committee at least seven (7) days before the meeting. No other business shall be transacted at the meeting.

## **ARTICLE XI – SPECIAL COMMITTEES**

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

## **ARTICLE XII – NOMINATIONS AND ELECTIONS**

### **Section 1. NOMINATIONS**

- a. The Nominating Committee shall consist of five (5) members in good standing. An effort will be made to select the committee from geographically distributed areas and an effort will be made to select three (3) alternate members selected from the three regions.
- b. Members of the Nominating Committee shall be elected by the membership no later than June of each uneven year.
- c. No member of the Nominating Committee may serve more than one term on the committee in succession.

- d. The Parliamentarian shall call a meeting of the newly elected committee members at the close of the meeting at which they were elected for the purpose of conducting the election of a Chairman and Vice Chairman.
- e. The Parliamentarian will instruct the Nominating Committee as to proper procedure and will be available for further counsel if required. The Parliamentarian shall not serve as a member of the Nominating Committee.
- f. The Nominating Committee shall report a slate of one candidate for each office at the general meeting immediately prior to the election meeting.
- g. All nominees shall be members in good standing in GSRW and shall give written consent to serve, if elected.
- h. All nominees shall be members in good standing of GSRW for no less than 90 days prior to their election.
- i. Nominee for President shall have served as a member of the Executive Committee for one term.
- j. Nominations from the floor shall be in order following the report of the Nominating Committee and just before the election.

## **Section 2. ELECTION OF OFFICERS**

- a. Election of officers shall be by ballot, voice vote, or other means at the GSRW Convention in October.
- b. A plurality vote shall elect.
- c. If there is only one (1) candidate for an office, the ballot may be dispensed with by general consent and the election held by voice vote.
- d. No candidate may simultaneously run for more than one office.
- e. The Elected Officers and Appointed Officers shall assume their duties on January 1 following their election.
- f. Ballot(s) shall be destroyed at the close of the general meeting.

## **ARTICLE XIII – PARLIAMENTARY AUTHORITY**

“The most current version of Robert’s Rules of Order, Newly Revised, shall govern the Golden State Republican Women in all instances where they are applicable and not inconsistent with GSRW Bylaws, Standing Rules, and any Special Rules of Order GSRW may adopt.”

## **ARTICLE XIV – AMENDMENTS**

**Section 1.** These Bylaws may be amended by a two-thirds (2/3) vote of the GSRW members in good standing in attendance at any general meeting provided that the amendment(s) have been

approved by the GSRW's Bylaws Committee and reviewed by the GSRW Board of Directors; and provided that a copy of the proposed amendment(s) have been sent to each member in good standing at least thirty (30) days prior to the vote.

### **STANDING RULES**

1. Dues for GSRW shall be \$15.00/year or as determined by the Budget Committee.
2. Meeting dates, time, place to be determined at the first Executive Committee meeting of each year.
3. GSRW reimbursement for expenses of President to be determined by Budget Committee.