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ARTICLE 1 – NAME

Section 1. The name of this Club shall be the Prescott Valley Republican Women’s Club, hereinafter referred to as “Club” or PVRW.

ARTICLE II – OBJECTIVES

The objectives of this Club shall be to:

- A. Increase the effectiveness of Republican women in the cause of good government;
- B. Promote the principles of the Republican Party;
- C. Work for the election of Republican candidates in all elections;
- D. Foster loyalty to the Republican party at all levels of government;
- E. Inform the public through political education and activity;
- F. Support the objectives and policies of the Republican National Committee;
and
- G. Disseminate information to all members.

ARTICLE III – POLICIES

Section 1. The Club as a whole and any member of its Executive Committee shall not publicly endorse any candidate for public office in contested Republican primaries, runoff elections, and special elections, and/or non-partisan elections when more than one Republican is in the race. Individual members of this organization may work for the candidate of their choice in contested Republican primaries, but not in the name of the Club or Federation.

An officer of the organization who is a candidate or whose spouse or family member is a candidate shall be exempt from this rule. However, they may not do



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so in the name of the organization or by utilizing the logo or stationery of the NFRW, the AzFRW or the local Club.

Section 2. SPLIT TICKET. Neither the Club nor an individual member shall advocate a split ticket, support an opposition party candidate, or act against the NFRW or State Federation policies and bylaws.

Section 3. OTHER ORGANIZATIONS. The Club shall not affiliate with any political organization which is not officially recognized as working in concert with the AzFRW or the NFRW and the Republican National Committee.

ARTICLE IV – MEMBERSHIP

Section 1. ACTIVE MEMBERSHIP

- A. Any Republican woman who is currently registered as a Republican in the State of Arizona, believes in the philosophy of the Republican Party and supports the objectives and policies of this organization shall be eligible for membership. Active membership may not be held in more than one Club.
- B. An active member in good standing shall be a member who has paid the required dues for the current calendar year.

Section 2. ASSOCIATE MEMBERSHIP

- A. Associate membership in a Club is open to Republican women who hold Active membership in another Arizona Federated Club, or who are registered Republicans in another state.
- B. Associate women members cannot hold office or vote. They may serve on committees but not as Chairs. They are not counted in determining the number of delegates to AzFRW or NFRW meetings or conventions.



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- C. Republican men may be Associate members but cannot make motions, hold office, have a voice or vote, and may not serve on committees or be counted in determining the number of Active Club members or the number of delegates to NFRW or AzFRW meetings or conventions.
- D. Associate dues remain with the Club. Associate members are not reported to the AzFRW or NFRW.

ARTICLE V – DUES & SERVICE CHARGES

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

Section 2. Active member and Associate member dues amounts shall be determined by majority of the votes cast by the membership present and voting at a regular or special meeting.

Section 3. Club membership dues shall be due January 2 and shall be delinquent March 1. Club shall remit AzFRW and NFRW per capita dues to the AzFRW as required.

Section 4. Club shall remit the NFRW and AzFRW annual Club service charge fees as required by those organizations.

ARTICLE VI – OFFICERS & DUTIES

Section 1. ELECTED OFFICERS. The elected officers of this Club shall be a President, First Vice President, Second Vice President, Third Vice President, Recording Secretary and Treasurer.

Section 2. APPOINTED OFFICERS. The President shall appoint, with approval of the Executive Committee, the appointed officers to include Chaplain, Communications Chair and Parliamentarian.



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Section 3. ELIGIBILITY. Each elected and appointed officer shall be an Active member of the Club and in good standing.

Section 4. VACANCY. A vacancy in the office of President shall be filled by the First Vice President. All other vacancies in elected office shall be filled by majority of the votes cast by Executive Committee members at the first meeting following the creation of the vacancy.

Section 5. TERM OF OFFICE. 2020 New Club Officers elected will serve a one year term. Thereafter, commencing with the Fall 2021 elections, Officers shall be elected to serve a two year term or until their successors are elected. Officers may run for a second consecutive term of office one time only.

Section 6. DUTIES OF THE OFFICERS.

A. The President shall:

1. Call and preside over all general membership meetings, meetings of the Executive Committee;
2. Represent the organization at all times, or designate a representative or proxy in her absence or inability to do so, including to represent the Club at all AzFRW State Meetings and Convention;
3. Make appointments as necessary to conduct the business of the Club, except the Nominating Committee, subject to the approval of the Executive Committee;
4. Present to the Executive Committee for approval at its first meeting of the term of office a program of action in consultation with the Chairmen of the Standing Committees;
5. Shall coordinate with Budget Committee to submit to the membership for adoption at the first general membership meeting of the term a budget for the coming term of office;



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6. Be an ex-officio member of all committees except the Financial Review and Nominating Committees;
7. Shall be required to approve all materials prior to being printed by an elected or appointed Officer, a Standing or Special Committee or distributed in the Club's name;
8. Shall be a signatory to all Club financial accounts;
9. Appoint the Financial Review Committee in November with the exception of when a change of Treasurer has occurred, at which time a complete review shall be done;
10. Accept the written resignation of any member wanting to resign an elected or appointed position, chairmanship, or Club membership.

B. The First Vice President shall:

1. Perform the duties of the President in her absence;
2. Fill the unexpired term in the event of a vacancy in the Office of President;
3. Perform such other duties as are assigned by the President, the Executive Committee, or the membership; and
4. Serve as Program Chair.

C. The Second Vice President shall:

1. Perform the duties of the President in the absence of both the President and the First Vice President;
2. Perform other duties as assigned by the President, the Executive Committee, or the membership.
3. Serve as Membership Chair.

D. The Third Vice President shall:

1. Perform the duties of the President in the absence of the President, the First Vice President and Second Vice President;
2. Perform other duties as assigned by the President, the Executive Committee or the membership; and



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3. Serve as Ways & Means Chair.

E. The Recording Secretary shall:

1. Keep the minutes of all meetings of the Club, Executive Committee and providing a copy of each record to the President not later than fifteen (15) days after each meeting;
2. Keep a current inventory of Club property;
3. Maintain all Club records; and
4. Perform such other duties as may be assigned by the President, the Executive Committee, or the membership.

F. The Treasurer shall:

1. Be custodian of all Club funds, depositing them in a timely manner into financial institutions approved by the Executive Committee;
2. Shall be a signatory to all Club financial accounts;
3. Disburse funds as directed by the Executive Committee;
4. Prepare and submit written financial report(s) at each regular Club and Executive Committee meeting; submit per capita dues, annual NFRW and AzFRW Club service fees, and reports as required to the AzFRW in accordance with deadline dates set by the AzFRW and NFRW;
5. Submit complete financial records to the Financial Review Committee for the annual review;
6. Perform other duties as assigned by the President, the Executive Committee, or the membership; and
7. Comply with all IRS and State reporting requirements.

G. The Parliamentarian shall:

1. Advise the officers, committees and members on matters of parliamentary procedure;
2. Assist with questions in interpreting the Club bylaws and rules;
3. Assist in the planning of business to be introduced and conducted; and



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4. Advise the Bylaws, Credentials, Elections, Nominating, Program, Resolutions and Rules Committees;
5. If an Active Club member in good standing, be entitled to exercise the membership privilege of a ballot vote.

H. The Chaplain shall:

1. Offer invocations, blessings, prayers and benedictions when called upon to do so; and
2. Perform such other duties as assigned by the President, the Executive Committee, or the membership.

I. The Communications Chair shall:

1. Conduct the correspondence of the Club under the supervision of the President which shall include creation and delivery of the club newsletter as well as publications about the club on other social media platforms and press releases;
2. Preserve in a permanent file all letters and papers of value to the Club; and
3. Perform such other duties as assigned by the President, the Executive Committee, or the membership.

Section 7. RECORDS. All officers and all committee chairmen shall deliver all records, files, and properties of the Club to their successors upon retiring from office, unless otherwise directed by the President or the Executive Committee.

ARTICLE VII – MEETINGS

Section 1. CLUB MEETINGS

- A. **REGULAR MEETINGS.** A minimum of six (6) regular Club meetings shall be held during the year. These meetings shall be held as determined by the Executive Committee. Notice of a regular Club meeting shall be sent to all



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Active Club Members in good standing at least fourteen (14) days prior to the meeting.

- B. **SPECIAL MEETINGS.** Special meetings of the Club shall be called by the President upon the written request of three (3) members of the Executive Committee or by 20% of the voting members of the Club. The purpose of the meeting shall be stated in the call, with no other business to be transacted at the meeting. Notice of a Special Club Meeting shall be sent to all Active Club Members in good standing at least seven (7) days prior to the meeting.
- C. **ANNUAL MEETING.** The November meeting of the Club will be designated as the Annual Meeting at which time elections will be held as well as receiving reports from officers and or any other business necessary.
- D. **QUORUM.** A quorum for a regular or special Club meeting shall be 20% of the Active members, of whom at least two shall be elected officers.

Section 2. EXECUTIVE COMMITTEE MEETINGS

- A. **REGULAR MEETINGS.** Regular Meetings of the Executive Committee shall be called by the President. Notice of a regular Executive Committee meeting shall be sent to all members at least seven (7) days prior to the meeting.
- B. **SPECIAL MEETING.** Special meetings of the Executive Committee shall be called by the President, or upon receipt of the written request of three (3) members of the Executive Committee. Notice shall be distributed to all members of the Executive Committee stating the purpose of the special meeting at least five (5) days prior to the meeting. No other business shall be conducted at that meeting.



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- C. **QUORUM.** A quorum of any Executive Committee meeting shall be a majority of the voting members present.
- D. A meeting of the Executive Committee may be conducted in person, by telephone or other electronic means. If conducted by telephone or electronically, any business conducted must be ratified and entered into the Minutes at the body's next regular meeting.

Section 3. VOTING. For all meetings, only Active members of the Club in good standing shall have a voice and a vote. A vote of the Club or Executive Committee may be conducted by mail or telephone conference call or electronic means between meetings provided there is a quorum participating. The vote shall be ratified and entered into the minutes at the body's next regular meeting.

Section 4. NOTICE. Notice of all meetings may be mailed or sent electronically.

Section 5. RECORDING. Unless permitted by the Executive Committee, recording of any portion of any meeting is prohibited, with the exception that the Secretary of the Club shall be allowed to electronically record the proceedings of any meeting with the approval of the Executive Committee.

ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1. COMPOSITION.

- A. The voting members of the Executive Committee are:
 - 1. The Elected Officers; and
 - 2. The Immediate Past President.
- B. The non-voting members of the Executive Committee are:
 - 1. The Parliamentarian;
 - 2. The Communications Chair;



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3. The Chaplain.

Section 2. DUTIES OF THE EXECUTIVE COMMITTEE.

- A. Transact any necessary business between meetings of the Club;
- B. Approve President's appointment of the Appointed Officers and Committee Chairs and members;
- C. Approve the President's appointment of special committee(s);
- D. Approve disbursement of funds;
- E. Approve budget prior to the first general membership meeting of the term of office and forward it to membership for adoption;
- F. Approve financial institutions in which Club funds are held;
- G. Set date for Financial Review Committee's financial review of the Club accounts or upon any change of Treasurer;
- H. Review, edit, or amend proposed Standing Rule amendments and recommend each for adoption or rejection to the membership;
- I. Review, edit, or amend all proposed Bylaw amendments and recommend each for adoption or rejection to the membership;
- J. Remove for cause, by a 2/3 vote of votes cast by voting members of the Executive Committee, elected or appointed officers, committee chairmen or Club members after investigation by the Executive Committee shows any of the following:
 - 1. Non-payment of dues;
 - 2. Advocating for an opposition party candidate;
 - 3. Violation of the Club's standing rules, adopted policies or bylaws;
or
 - 4. Failure to satisfactorily perform the duties of office or committee Chairmanship.

Section 3. EXECUTIVE COMMITTEE MEETINGS. The Executive Committee shall meet as determined by the President or the Executive Committee.



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ARTICLE IX – COMMITTEES

Section 1. All committee chairmen shall be Active Club members in good standing. Other than Nominating Committee and Bylaws Committee, Associate women members may serve on committees.

Section 2. The President shall grant prior approval before any committee materials are printed and/or distributed.

Section 3.

- A. Standing Committee Chairmen and members shall be appointed by the President with the approval of the Executive Committee for a term to coincide with that of those same elected officers.
- B. Special Committee Chairmen and members shall be appointed by the President with approval by the Executive Committee.

Section 4. THE STANDING COMMITTEES shall be:

Awards
Budget
Bylaws

Campaign Activities
Caring for America
Nominating

Section 5. DUTIES OF STANDING COMMITTEES. In addition to duties enumerated under Officer Duties (ART VI), the following duties may also apply:

A. Awards

- 1. Shall coordinate with AzFRW Awards Chair and Club President to schedule Club events and programs to garner maximum awards points



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towards club recognition for the AzFRW and NFRW Achievement Awards;

2. Assist the President as needed to timely submit AzFRW and NFRW Cub Achievement Awards forms.

B. Budget

1. Shall, working in conjunction with the President, Treasurer and Standing Committee Chairs, generate a budget for the term of office;
2. Submit to the membership for adoption at the first general membership meeting of the term of office a budget for the coming term;
3. Shall monitor income and expenses during the year for compliance, make recommendations for future budget planning.

C. Bylaws

1. Conduct a biennial review of the Club bylaws;
2. Bylaws Committee shall request and receive proposed amendments to the bylaws from Active Club members and shall be authorized to accept, edit or reject them;
3. Submit proposed amendments to the bylaws to the Executive Committee with recommendation for or against adoption;
4. Submit to AzFRW Bylaws Committee a complete set of Club bylaws for review and approval with later amended or revised bylaws transmitted to the AzFRW Bylaws Committee before the end of the term.

D. Campaign Activities

1. Shall coordinate with various candidate needs for volunteers and make said needs known to Club members;
2. Shall encourage members to track their volunteer hours and collect same for timely submission of Club Campaign Activities Awards form.



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E. Caring for America

1. Shall encourage Club members to engage in charitable giving activities in the community and organize periodic Club projects as directed by the Executive Committee;
2. Shall coordinate with and assist the President with timely submission of the Club Caring for America Awards forms.

F. Communications

1. Shall assist the President with newsletter and other member communications;
2. Shall assist the President with obtaining media coverage for Club events.

G. Membership

1. Shall maintain a complete, up to date member roster;
2. Shall assist at meetings by greeting, welcoming and recruiting new members;
3. Shall prepare a welcome new member packet;
4. Shall reach out to former members who have not renewed their dues.

H. Nominating (see ART X – Nominations & Elections)

I. Programs

1. Schedule programs of political interest that will attract members;
2. Coordinate the programs in conjunction with AzFRW and NFRW Awards forms to maximize success for the Club.

J. Ways & Means / Fundraising

1. Shall participate in the annual budget process to prepare and implement a plan for raising funds in order to meet the Club's budget; and



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2. Shall notify and invite the Treasurer to all fundraising committee meetings;
3. Shall plan and carry out Club events to raise Club revenue.

Section 6. DUTIES OF SPECIAL COMMITTEES. Special committees deemed necessary by the Club or Executive Committee shall be appointed by the President subject to approval of the Executive Committee. Special Committees may include those listed below, or more, as deemed necessary:

Americanism
Financial Review
Literacy
Scholarships
Special Events

A. Americanism

1. Shall ensure the flag is properly presented at all Club meetings;
2. Shall present and encourage patriotism by presentations, special events or newsletter articles.

B. Financial Review Committee

1. A committee of three (3) Active members shall be appointed by the President in November of each year whose duty it shall be to review the Club accounts at the close of the fiscal year and shall report to the Executive Committee and to the membership at the first meeting of the following fiscal year.
2. Neither the President nor the Treasurer may serve on the Financial Review Committee.

C. **Literacy.** Shall establish appropriate plans to promote reading and distribution of books per the NFRW Mamie Eisenhower Learning Program



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(MELP) or other areas that might meet local education needs for books.

- D. **Scholarship.** Shall establish the candidate criteria and distribute information to appropriate educational institutions.

ARTICLE X – NOMINATIONS & ELECTIONS

Section 1. NOMINATING COMMITTEE

- A. A Nominating Committee consisting of three (3) Active members in good standing shall be elected by plurality vote of votes cast by Club members not later than September of the Club's election year. Immediately upon election the members of the Nominating Committee shall meet with the Parliamentarian who will instruct the Committee as to proper procedure, confidentiality and conduct, and who will advise and counsel the Nominating Committee as needed. Members of the Nominating Committee shall elect a Chairman, a Vice Chairman and a Secretary.
- B. The Nominating Committee shall actively seek and encourage eligible candidates to run for the office of President, 1st Vice, 2nd Vice, 3rd Vice, Secretary and Treasurer.
1. Eligibility is defined as being an active member for at least 6 months prior to being a candidate.
 2. They have NOT publicly endorsed a candidate from another political party.
- C. The Nominating Committee shall submit a written report to include one candidate for each office at least 30 days prior to the Club's Annual Meeting in November of the election year. All nominees for elective office shall be Active members of the Club in good standing. Nominations from the floor shall be in order following the report of the Nominating



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Committee and just before the election. Candidate wishing to be nominated from the floor shall submit to the President, prior to the opening of the meeting at which the election is to take place, their written consent to serve if elected.

- D. No more than two (2) Executive Committee members not running for office are eligible to serve on this committee. The President may NOT be a member of the Nominating Committee.
- E. A member of the Nominating Committee may NOT serve two (2) consecutive terms.
- F. The Nominating Committee will properly vet all candidates by meeting at least once in person with each candidate to question and review the selected office duties.
- G. NO individual may apply for or be nominated for more than one (1) elective office.
- H. The Nominating Committee shall not submit for an office the name of any member of the Nominating Committee.
- I. A Nominating Committee member shall not succeed themselves.

Section 2. ELECTION OF OFFICERS. Elections shall be by majority of votes cast by those voting members and shall be by ballot at the Annual Meeting in November. If there is but one nominee for any office, the election for that office may be by voice vote. No officer may simultaneously run for more than one office.



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ARTICLE XI – AzFRW & NFRW CONVENTION DELEGATES

Section 1. AzFRW BIENNIAL STATE CONVENTION

- A. **AzFRW BIENNIAL STATE CONVENTION DELEGATES AND ALTERNATES.** Election of Club delegates and alternates to the AzFRW Biennial State Convention shall take place at a regular Club meeting before the convention and in sufficient time to conform with the AzFRW certification / credentials requirements.
- B. **CLUB DELEGATES.** AzFRW Biennial State Convention voting body shall include the Presidents of each Club or her accredited alternate and possible additional qualified delegates from each Club as per the AzFRW Bylaws.
- C. **CREDENTIALS AND ALTERNATES.** At the time of registration a member shall, if requested by the Credentials Committee, present photo identification. If needed, an alternate who is replacing a delegate shall be verified by the Club's President. Only a prepaid alternate is eligible to be elevated from alternate to delegate status.
- D. **PROXIES.** There shall be no proxy voting at the AzFRW Biennial Convention and each delegate shall be entitled to only one (1) vote on each question or election.

Section 2. NFRW BIENNIAL CONVENTION

- A. **CONVENTION DELEGATES, DELEGATES-AT-LARGE AND ALTERNATES-AT-LARGE.** Each Club shall be entitled to one delegate and one alternate provided that the Club has been in good standing for at least six (6) months prior to the NFRW national convention.



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- B. **AzFRW** elects NFRW Delegates-at-Large and Alternates-at-Large at the last State Meeting preceding the ninety (90) day deadline before the National Federation of Republican Women Convention. See AzFRW and NFRW Bylaws for more.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The current edition of Robert’s Rules of Order, Newly Revised shall govern the Club in all instances in which they are applicable and in which they are not inconsistent with these bylaws, and any special rules the Club may adopt, or those of the AzFRW or NFRW.

ARTICLE XIII – AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of the ballots cast by Active Club members in good standing who are present and voting. Only Active members are allowed to vote on bylaw amendments at any meeting of the Club, provided that notice of the proposed amendment(s) shall have been approved by the Executive Committee and distributed to each member fourteen (14) days prior to the date of the meeting. Currently there is nothing in the bylaws that allow voting by proxy.

ARTICLE XIV – INDEMNIFICATION

- A. The Prescott Valley Republican Women shall indemnify every 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 Club Officer except in relation to matters as to which she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of



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a duty.

- B. In the event of a settlement, indemnification shall be provided in connection with such matters covered by the settlements to which the PVRW 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 Club.

ARTICLE XV – DISSOLUTION

This Club may be dissolved by a two-thirds vote of members present and voting at any regular or special meeting of the Club, provided that notice of the dissolution has been submitted in writing or electronically at least thirty (30) days prior and has been sent to all members of the Club. In the event of dissolution, the Executive Committee shall, after payment of all liabilities of the Club, distribute any remaining assets to the Arizona Federation of Republican Women. No funds shall be distributed to any member or officer of the Club. The right to use the name of a dissolved Club shall revert to the AzFRW.

These bylaws approved and adopted by Prescott Valley
Republican Women on this date.

Amended February 20, 2021
Additional Amendments Approved July 2023