



SUSSEX COUNTY REPUBLICAN WOMEN'S CLUB, INC.  
33729 Canal Drive, Frankford, DE 19945

[www.scrwc.net](http://www.scrwc.net)

## BYLAWS

### ARTICLE I

The name of this organization shall be the Sussex County Republican Women's Club, Inc. (hereinafter "Club").

### ARTICLE II – PURPOSES

The purposes of this organization shall be:

1. To support the missions of the National Federation of Republican Women, Inc. and the Delaware Federation of Republican Women, Inc.
2. To promote an informed electorate through political education.
3. To increase the effectiveness of women in the cause of good government through active political participation.
4. To facilitate cooperation among Republican Women's clubs.
5. To foster loyalty to the Republican Party and to promote its philosophy.
6. To work for the election of Republican candidates endorsed by the Republican Party.

### ARTICLE III – POLICIES

Section 1. Endorsement Policy. The Club as a whole and any member of its Board of Directors shall not publicly endorse any candidate for public office in contested Republican primaries, runoff elections, and special elections, and/or nonpartisan 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 so in the name of the organization or by utilizing the logo or stationery of the NFRW, the state federation, 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 DFRW, NFRW and the Republican National Committee.

#### ARTICLE IV MEMBERSHIP

Section 1. Any woman believing in the principles of the Republican Party and intending generally to support its candidates is eligible for membership.

Section 2. This organization shall be a member of the Delaware Federation of Republican Women, Inc. and the National Federation of Republican Women, Inc.; thus Club members are also members of the National and Delaware Federations.

Section 3. Associate Members

- (a) Republican women who have primary membership in another federated local Club are eligible for associate membership in this Club upon payment of the Club's annual dues for associate members.
- (b) Republican men are eligible for associate memberships upon payment of the Club's annual dues for associate members.
- (c) Associate members of this Club may not hold office, have a voice or a vote, or be counted for the purpose of determining the number of delegates to national or state federation meetings or conventions. Associate members may not make motions, second motions, or debate motions.

#### ARTICLE V – OFFICERS AND BOARD OF DIRECTORS

Section 1.

- (a) The Board of Directors of this organization shall be the President, First Vice President, Second Vice President, Recording Secretary, Communications Secretary, Treasurer, Assistant Treasurer, immediate Past President of the Club, Parliamentarian, and the Chairs of the Standing Committees, the Bylaws Chair, Fundraising, Legislation and Research, Membership, Program and Public Relations.
- (b) The Standing Committees shall prepare programs of action in their respective areas for consideration and recommendation by the Board of Directors.
- (c) The voting members of the Board of Directors shall be the elected officers, the immediate Past President, and the Standing Committee Chairs, or in their absence, the vice chair. The Standing Committee members shall have a voice and vote.
- (d) The non-voting member(s) of the Board of Directors shall be the Parliamentarian. The non-voting member(s) shall have a voice.

Section 2. The President, First Vice President, Second Vice President, Recording Secretary, Communications Secretary and Committee Chairs shall hold their offices for a term of two (2) years or until their successors are elected. These officer positions and Committee Chairs of the organization shall be eligible to serve no more than two (2) consecutive terms in the same office. Given the specialized requirements of financial and/or accounting background/experience, the officer positions of Treasurer and

Assistant Treasurer shall be exempt from the two (2) consecutive terms, and incumbents of these two positions may continue to serve, by election, or until a successor is elected.

The Bylaws and Parliamentarian Chair(s) shall be exempt from the two (2) consecutive terms, or until a successor is appointed.

Section 3. Duties of the officers shall be as follows:

- (a) The President shall preside at all meetings of the Club and the Board of Directors. She shall have general supervision of the organization. She shall appoint committee chairs and other persons to perform duties as she deems necessary.
- (b) The Vice Presidents, in their order, shall perform the duties of the President when the President is absent or unable to perform her duties. They shall perform other duties assigned them by the President. In the event of a vacancy in the office of the President occurring before her term of office is finished, the First Vice President shall assume the presidency.
- (c) The Recording Secretary shall record, keep and publish minutes of all meetings of the Club. She shall provide the President with a copy of the minutes of the previous meeting at least ten (10) days prior to the next meeting. She shall have custody of all records of the Club except the financial records kept by Treasurer. The minutes may be distributed by electronic means or mail.
- (d) The Communications Secretary shall receive, prepare and publish information on the website and email of meetings and upcoming events, maintain records of the correspondence of the Club and shall perform other duties as assigned.
- (e) The Treasurer shall do the following: (1) prepare the Club annual budget in consultation with the Board of Directors and distribute it to the membership in October for adoption by a majority vote of the membership present at the November annual meeting; (2) receive and have custody of all funds of the Club, and pay bills with checks signed by her and a minimum of one other authorized signer; (3) keep an account of all monies received and disbursed and report in full at the annual meeting, at the regular meetings and at other times as required by the President; and (4) submit the Club's books for audit by an individual approved by the Board of Directors within thirty (30) days of the election of the Board of Directors.
- (f) The Assistant Treasurer shall do the following: (1) perform duties to assist the Treasurer as needed; (2) prepare Board of Elections reports, as required, to the State; and (3) perform the duties of the Treasurer when the Treasurer is absent or unable to perform her duties.

Section 4. Resignation from Office. If a member who has accepted an office or a committee assignment finds that she is unable to perform the duties of that office, she shall submit her resignation, in writing, to the President. The President shall announce the resignation at the next meeting of the membership. The President, with Board approval, shall name a replacement to serve the remainder of the Officer's/Committee Chair's term and inform the membership.

Section 5. Extended absence from office. If any officer other than the President is unable to perform her duties for an extended period, normally one (1) month, she shall notify the President as soon as possible, and the President shall appoint another member preferably a member of the Board of Directors, to act as her substitute and carry out her responsibilities until she is able to resume them.

In order for the Club business to be carried on smoothly during her extended absence, the officer shall hand over all her records and files to the President, or to her substitute, immediately after the substitute has been appointed. Extended absence of the President shall be handled as specified in Article IV, Section 3(b).

Section 6. Duties of the Board of Directors. The Board of Directors shall have authority to transact any necessary business between regular meetings in keeping with the policies of the Club, and to fill vacancies in offices that occur between elections except in the case of the presidency. A vacancy in the presidency shall be filled in accordance with the provisions set forth in Article IV, Section 3(b).

Section 7. Transfer of Records. Within thirty (30) days after the end of their terms of office, all officers, committee chairs, and other appointed officials of the Club shall deliver to their successors all Club records that have been in their custody.

#### ARTICLE VI – MEETINGS

Section 1. The annual meeting of this Club shall be held during November.

Section 2. The Club shall hold a minimum of eight (8) regular meetings each year.

Section 3. The regular meetings of the Club shall be held on the fourth (4<sup>th</sup>) Wednesday of each month unless otherwise directed by the Board of Directors.

Section 4. Special meetings of the Club shall be held at the call of the President, or upon the request of five (5) members. The call for a special meeting of the Club shall state its purpose, and no other business shall be transacted.

Section 5. Regular meetings of the Board of Directors may be called by the President, or upon request of two (2) Board members. The purpose of the Board of Directors meetings shall be to conduct any necessary business between regular meetings of the membership and to prepare for meetings of the membership, in keeping with the policies of the Club.

#### ARTICLE VI I– DUES

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

Section 2. No later than December 31 of the current year, each member shall pay to the Club the annual membership dues assessed in keeping with the amounts required by the Delaware Federation of Republican Women, Inc., the National Federation of Republican Women, Inc., and the Sussex County Republican Women’s Club, Inc. for the subsequent fiscal year.

#### ARTICLE VIII – NOMINATIONS AND ELECTIONS

Section 1. Elections shall be held in November of odd calendar years at the annual meeting.

Section 2. A Nominating Committee of not less than three (3) members and one (1) alternate shall be elected by the Club at the regular January meeting in odd calendar years. The alternate member shall serve upon the resignation or absence of a Nominating Committee member. A Nominating Committee member shall not serve more than two (2) consecutive terms. The Nominating Committee shall prepare a slate of candidates for all elective offices. The slate of the Nominating Committee shall be presented at the regular September meeting during which nominations from the floor shall be allowed.

Section 3. Any member nominated for an office by the Nominating Committee, or from the floor, shall give that committee her written consent to have her name placed on the ballot and her agreement to perform all the duties of the office as set forth in these Bylaws. Prior to announcing the slate of nominees, written consent to be placed on the ballot and to perform all duties of the office shall be given on a form to be provided by the Nominating Committee. In addition to written consent for elected office, including any nominations from the floor, each nominee shall submit a brief bio and statement for seeking office to the Nominating Committee. The Nominating Committee slate of officers and any nominations from the floor shall be sent to all members at least two (2) weeks prior to the October meeting. No further nominations from the floor shall be allowed. Election of officers shall be held at the annual meeting in November.

Section 4. An Elections Committee of not less than three (3) members, separate from the Nominating Committee, shall be appointed by the President at the meeting prior to the annual meeting. The Elections Committee shall provide all election materials and shall act as tellers for the election at the annual meeting.

Section 5. When there is only one candidate for an office, that candidate may be voted upon by a voice vote. If there are two or more candidates for an office, a plurality vote shall select the candidate for office.

#### ARTICLE IX – COMMITTEES

Section 1. The Standing Committees shall be Bylaws, Campaign Activities, Fundraising, Legislation, Membership, Program and Public Relations.

Section 2. The duties of the Standing Committees shall be to (a) prepare programs of action in their respective fields for consideration by the Board of Directors; (b) carry out the approved programs; and (c) perform other duties as assigned by the President.

Section 3. Special committees may be appointed by the President as she deems advisable.

Section 4. All committees shall report to the Club at regular meetings and at other times when directed by the President.

#### ARTICLE X – QUORUM

Section 1. A quorum for a regular meeting of the Club shall be fifteen (15) members.

Section 2. A quorum for a meeting of the Board of Directors shall be four (4) officers.

#### ARTICLE XI – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern proceedings, to include utilizing electronic communication, except where inconsistent with the provisions of these Bylaws.

#### ARTICLE XII – AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3<sup>rd</sup>) vote at any regular meeting of the Club, adjourned session thereof, or a special meeting called for that purpose, provided notice of the proposed amendment(s) has been given in writing to all members at least thirty (30) days prior to the meeting.

### ARTICLE XIII – DISSOLUTION

In the event of the dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Delaware Federation of Republican Women, Inc. None of the assets will be distributed to any member or officer of this organization.

Revision Adopted

May 2022