

# **Santa Fe Federated Republican Women (Club)**

## **Bylaws**

***Effective January 2023***

### **Article I**

#### **Name**

The name of the organization shall be the "Santa Fe Federated Republican Women" (herein called the "Club").

### **Article II**

#### **Objectives and Policy**

##### Section 1, Objectives

The objectives of this Club shall be to:

- Promote and inform the public through political education and activity.
- Increase the effectiveness of women in the cause of good government.
- Foster loyalty to the Republican Party and promote its principles.
- Support objectives and policies of the Republican committees, and the National and State Federations of Republican Women.
- Work for the election of Republican candidates.

##### Section 2, Policy

1. It shall be the policy of the Club to refrain from supporting any candidates in a primary election contest. This applies only to the Club Officers and the Campaign Activities Chair, not to individual members.
2. The Club shall not officially endorse a split ticket or support or endorse a candidate running on an opposition ticket.
3. No officer shall, in any way, publicly endorse or support a candidate running on an opposition ticket.

### **Article III**

#### **Membership**

##### Section 1, Active Members

Active membership is open to all duly registered Republican women in the state of New Mexico.

##### Section 2, Associate Membership

- Associate membership may be extended to men and to nonresident Republican women.
- Associate members shall have no vote in the Club, nor shall they be counted in determining the Club's representation for a state or national convention.

##### Section 3, Friends of the SFFRW

- Friends of the Santa Fe Federated Republican Women (SFFRW) is a third option people can participate in SFFRW activities as we recognize that in our very blue county, some conservatives maintain their voter registration as Declined to State, Libertarian, etc.
- Friends shall have no vote in the Club, nor shall they be counted in determining the Club's representation for a state or national convention.

#### Section 4, Removal

According to the NFRW, a member may be removed from membership for any of the following reasons:

- Non-payment of dues.
- Failure to abide by the bylaws of the Club, state and national federations.
- Failure to be courteous, respectful, and professional as representatives of the Santa Fe Federated Republican Women's club. This includes on social media and in press interviews, as well as behavior at meetings and personal interactions with the public.

Process for removal shall be as follows: 1) a verbal warning from the President; 2) a second warning, or if appropriate, expulsion from the meeting by the membership, and 3) removing member completely from membership by vote of the Executive Board.

## **Article IV Dues**

#### Section 1, Becoming a Member

Applicants become members after filling out an application form and paying dues, either in person or electronically from the website store.

#### Section 2, Active Members

Dues for active members shall be payable January 1. They shall include per capita dues for the state federation to be forwarded no later than April 1, July 1, October 1, January 1. Dues for Members shall be determined by the Executive Board and membership and posted on the website.

#### Section 3, Associate Members

Dues for Associate Members shall be determined by the Executive Board and membership, and posted on the website.

#### Section 4, Friends of the SFFRW Club

Dues for Friends shall be determined by the Executive Board and posted on the website.

#### Section 5, Change in Dues

Dues may be changed by a majority vote (50% +1) of those present and voting at any regular meeting, provided notice has been given five business days prior.

#### Section 6, Fiscal Year

The fiscal year of the Club shall conform to that of the state and national federations, January 1 to December 31.

#### Section 7, Reinstatement

A delinquent member may be reinstated at any time by payment of annual dues.

## **Article V Meetings**

### Section 1, Biennial Meeting

The biennial meeting, at which time officers are to be elected, shall be held at the time of the regular monthly meeting in November of even years, and newly elected officers shall assume their duties in January of the following year. Only the subject matter in the Call may be taken up at a Biennial Meeting.

### Section 2, Regular Meetings

Unless otherwise **called** by the President or the Executive Board, regular meetings shall be held monthly with at least nine (9) meetings yearly.

### Section 3, Notice of Meetings

At least five calendar days' notice shall be given all active members for all meetings of the Club.

### Section 4, Special Meetings of the Executive Board

Special meetings may be called by the President or the Executive Board with five calendar days' notice to Executive Board members.

### Section 5, Quorum

A majority (50%+1) of the active members registered as attending any meeting shall constitute a quorum and only members who have paid their dues on or before the Biennial Meeting shall be eligible to vote at that meeting.

### Section 6, Electronic Meetings

In the event meetings cannot take place in person, online meetings for the Executive Board or the full membership may be conducted through use of Internet meeting services designated by the President, such as Zoom, Skype or other available electronic means, which has the capacity to recognize those wishing to speak, as well as share the language of motions and the results of votes. In the event of an anonymous vote, members shall vote over the "chat" function or by texting the Recording Secretary. These electronic meetings shall be subject to all rules adopted by the Club to govern meetings.

## **Article VI Nominations and Elections of Officers**

At least 90 calendar days before the Biennial Meeting of the Club, the Executive Board shall elect a nominating committee consisting of a Chair and two members. The President shall not be a member of the nominating committee. It shall be the duty of the committee to nominate a candidate for each office to be filled at the Biennial Meeting, and additional nominations may be made from the floor, provided the consent of the nominee shall have been obtained.

For an election to be official, there must be a quorum of the members present. A quorum is 50% of the total membership. If there is not a quorum, the election must be rescheduled.

The vote of the majority (50% +1) of members present shall constitute an election.

## **Article VII Officers and Their Duties**

### Section 1, Officers

The Officers are a President, three Vice Presidents, a Recording Secretary, a Corresponding Secretary, and a Treasurer.

In the event club officer positions cannot be filled by one person, the position can be split in this manner, as described by the NFRW: The Officer position (or Chair) plus a Vice Chair. The Vice Chair would have voting privileges only in the absence of the Chair. The Vice Chair would have such duties as assigned by the Chair or the Executive Board in the absence of the Chair.

### Section 2, Eligibility

Nominees for office shall be active members of the Club in good standing who are registered Republican voters. Nominees for President should have held one previous board position in the Club.

No member shall be eligible for the same office for more than two consecutive terms, nor hold more than one office at a time. A member who has served more than half a term (more than one year and one day) in any office shall be considered to have served a term.

The exception to this is the Treasurer's Office, which may be held for more than two consecutive terms, at the discretion of the Executive Board.

### Section 3, Terms of Office

Officers shall hold office for a term of two years. Terms of office shall begin on January 1 of the year following election in November.

### Section 4, Vacancies

Vacancies occurring in any office shall be filled by a majority vote of the Executive Board, followed by a majority vote of the membership at the next regular meeting of the Club. Notice of such vacancy shall be given to the members of the Club when the meeting is called. Other nominations may be made from the floor, with the consent of the nominee(s).

### Section 5, Removal

An officer may be removed from her elected position for any of the following reasons:

- Non-payment of dues.
- Failure to abide by the bylaws of the Club, state and national federations.
- Failure to attend two consecutive Executive Board meetings or any single major fundraising activity without at least 3 days prior notification.
- Failure to abide by the Code of Conduct (See Appendix A, below).
- Failure to perform duties as described in Section 6 below and agreed upon with the President.

An Officer failing to perform her duties or behaving in a way that misrepresents the club may be removed by following this procedure:

- 1) Informal verbal warning from the President.

- 2) If conduct has not improved within a reasonable amount of time, the President may provide an explanation to the Executive Board (without the officer in question being present) . A majority vote results in a written warning to the Officer in question.
- 3) If the conduct has not improved within a reasonable amount of time, the president may make a presentation to the membership that will result in a vote. A majority vote (50% + 1) of members present results in removal of the Officer.

## Section 6, Duties of Officers

In general, Officers will use the NFRW achievement matrix as a guide for their goals and activities.

All online accounts paid for by the Club, such as the website or mass email accounts, shall be registered to the Club email. The President and Treasurer, plus appropriate Officers and Committee Chairs shall hold the passwords and have editing privileges.

Signatures on the Club checking account, the PAC account and the scholarship account shall be the President and Treasurer and may include First, Second, and Third Vice President. Purchases above \$100 require a vote by the Executive Board. Transfers of money of \$1000 or more require written authorization by the signatories on the account. This could be an email which is saved for documentation.

All Officers and Committee Chairs shall deliver all records, files and properties of the Club to their successors within 30 calendar days after retiring from office, unless otherwise directed by the President or the Executive Board.

Records shall be retained for seven years.

### Section 6.1, Duties of the President:

- Preside at all meetings of the Club and the Executive Board.
- Serve as an ex-officio member of all committees, except the nominating committee.
- Call all special meetings and the Biennial Meeting.
- Represent the Club at all times, or in her absence or inability, the First Vice President will represent her.
- Appoint a Parliamentarian.
- Annually prepare a budget and an agenda for action (after consultation with the Chairs of Standing Committees), to be approved by the Executive Board.
- Either serve as or assign a representative from the Club to the Republican Party of Santa Fe County Executive Board
- Either serve as or assign as a representative from the Club to the Republican Party of Santa Fe County Central Committee.
- Either serve as or assign as a representative from the Club to the Republican Party of New Mexico State Central Committee.
- Attend at least two NMFRW meetings per year.

### Section 6.2, Duties of the First Vice President (Programs):

- Perform the duties of the President in her absence or inability to serve.
- Serve as Chair of Programs.
- Perform such other duties as may be assigned by the President or the Executive Board.

- Oversees the planning and implementation of programs that support the objectives of the NFRW, NMFRW, and the Club, including securing Republican speakers for meetings and entertainment for events.

Section 6.3, Duties of the Second Vice President (Membership):

- Serve as Chair of the Membership Committee.
- Perform such other duties as may be assigned by the President or the Executive Board.
- Keep an up-to-date roster of the membership of the Club.
- Notify delinquent members.
- Solicit the renewal of former members with the goal of maintaining at least 80%
- Oversee at least one function for membership recruitment.
- Strive to increase membership by a minimum of 10%.
- Publish and maintain a membership directory that is accessible to each member, either hard copy or electronically.
- Create and distribute new member packets to all new members.

Section 6.4, Duties of the Third Vice President (Fundraising):

- Serve as Chair of the Fundraising Committee.
- Perform such other duties as may be assigned by the President or the Executive Board.
- Solicit materials and organize volunteers for fundraising activities at meetings or fundraisers.
- Send thank yous and other correspondence to donors.
- Help with marketing of fundraising events.
- Keep a tally of In-Kind Donations.

Section 6.5, Duties of the Recording Secretary:

- Shall keep accurate minutes of the proceedings of the Club and the Executive Board.
- Perform such other duties as may be assigned by the President or the Executive Board.
- Shall have custody of the bylaws and all files pertaining to her office, and upon her retirement deliver them electronically to her successor within 30 calendar days.

Section 6.6, The Duties of the Corresponding Secretary:

- Shall conduct correspondence and other duties as may be required by the President, the Club, or the Executive Board – For example, help write and proof meeting notices, send get well cards and holiday cards to members, maintain the email list for the Club’s electronic greeting card service, and send Christmas cards to the Military.

Section 6.7, Duties of the Treasurer:

- Shall receive all funds of the Club and shall deposit them in such bank as may be designated by the Club.
- Shall keep an accurate account of receipts and disbursements, and pay by check or electronic means bills authorized by the Club.
- Each bill that is not a customary expenditure must be certified by the person contracting for it and approved by the President or the Executive Board.
- Shall render an audited report at each Biennial Meeting. (see Article IX)
- Within 30 days of her retirement turn over to her successor all monies, accounts and books of the Treasurer, including electronic copies and passwords to online accounts.
- Shall notify 2<sup>nd</sup> VP (Membership) of delinquent members for notification.

- Pay membership dues for each member and send their names, addresses, e-mails, telephone numbers and updates to the State Federation by our state's deadline to be forwarded to NFRW national headquarters in compliance with NFRW's deadlines.
- Pay the required service charge to the State Federation by our state's deadline to be forwarded to NFRW national headquarters in compliance with NFRW's deadlines.
- Be an ex-officio member of the Finance Committee (See Article IX below).
- Shall file the Club's PAC reports to the Secretary of State in a timely manner.

## **Article VIII Executive Board**

### Section 1, Membership

The Officers of the Club and the immediate Past President shall constitute the Executive Board.

### Section 2, Duties

It shall be the duty of the Executive Board to:

- Meet at the call of the President.
- Have general supervision of the affairs of the Club between meetings.
- Only take action in the interest of the Club.
- Fill a vacancy in any office, except that of the President, until the next Biennial Meeting of the Club.
- Approve a proposed annual budget and the disbursement of funds.
- Approve a program of action for the Club.
- Approve Standing Committees and appointments of the Chairs.

### Section 3, Meetings

Meetings of the Executive Board shall be held monthly preceding the members meeting, unless otherwise specified by the Executive Board; Special Meetings may be held at the call of the President. A majority of the Executive Board shall constitute a quorum (5 of 8).

Meeting may be conducted in person, by phone, or on an electronic platform.

## **Article IX Standing Committees**

### Section 1, Committees

The President, with the approval of the Executive Board, shall appoint Standing Committee Chairs, to serve for a term which coincides with that of the President.

The following are examples of Standing Committees that support the NFRW mission:

- Membership
- Fundraising
- Historian
- Communications/Newsletter/Social Media/Website
- Americanism
- Education/Literacy/Scholarship
- Caring for America

- Special Events
- Armed Services
- Campaign and Elections

Section 2, Rules Governing

All Committees, except the Nominating Committee, shall notify the President of their meetings and shall send copies of all official correspondence to the President.

Section 3, Finance Committee

A Finance Committee of three members shall be appointed by the President at least 30 calendar days prior to the Biennial Meeting whose duty it shall be to audit the Treasurer’s accounts and to report at the Biennial Meeting.

Section 4, Ex-Officio Member

The President shall be an ex-officio member of all Committees except the Nominating Committee.

Section 5, Duties

The Committee Chairs may select as many active members to serve with them as their duties require. It shall be the duty of Standing Committees to plan and help execute programs in their respective fields after consultation with the Executive Board, which will serve to coordinate their work.

**Article X**

Representation at State Conventions

Delegates and alternates to state conventions shall be chosen by the Executive Committee. Delegates must be active members of the club and registered Republicans in New Mexico. To fill the delegate slate, the President may solicit nominations from the floor.

The President, by virtue of her office, shall be a delegate. Alternates to the President and other delegates may be selected by the delegate in the event of her inability to attend a convention. The number of delegates shall be in accord with the determination made by the state federation. One delegate per 10 members or a major fraction thereof.

Delegates to conventions shall be uninstructed.

The most recent Past Presidents shall be a voting delegate and shall have no alternate.

**Article XI**

Parliamentary Authority

*Robert’s Rules of Order, Newly Revised*, shall govern the Club in all matters of procedure not covered by these Club, State or NFRW Bylaws.

**Article XII**

Amendments

These Bylaws may be amended by a two-thirds vote of the active members present and voting at any meeting, provided the amendment(s) were read at the regular meeting preceding the one on which the vote is taken, or were sent in writing to all active members not less than 10 days prior to the voting.



Adopted April 5, 1971  
Amended June 1981  
Amended November 1981 (Dues)  
Amended 1983  
Amended January 8, 1990  
Amended January 1991  
Retyped March 1997  
Amended January 2011  
Amended September 2012  
Amended January 2022  
Amended November 2023

### **Appendix A – Code of Conduct**

- a. Officers and Committee Chairs of the SFFRW will be collegial with each other.
- b. Officers and Committee Chairs will use the current NFRW Matrix of activities to understand the expectations the club has for each position.
- c. At Executive Board meetings, Officers and Committee Chairs will wait for the President to recognize them before speaking.
- d. Officers and Committee Chairs should prepare their reports ahead of time and stick to the allotted time on the agenda when giving their reports. Those reporting should hand their notes to the secretary.
- e. Officers and Committee Chairs should try to get consensus on an issue or activity before the Executive Board meeting so the Executive Board can focus on higher level agenda items such as voting on committee actions and deliverables.
- f. The President may stop discussion after 5 minutes. If more time is needed for discussion the item may be returned to the committee to work the issue before the next Executive Board meeting.
- g. Officers and Committee Chairs use a significant amount of electronic communications. We strive for clearly written emails with each other and our members.
- h. Directors and Committee Chairs will be courteous, respectful, and professional in all their affairs as representatives of the Santa Fe Federated Republican Women’s club. This includes on social media and in press interviews, and behavior at meetings as well as personal interactions with the public.