

# SVARW 2023 Bylaws



The Bylaws of the Silicon Valley Association of Republican Women are for distribution to and the sole use of the members of the Silicon Valley Association of Republican Women. No member will distribute a copy to a non-member without a formal vote of the Executive Committee.

## ARTICLE I - NAME

The name of this organization shall be: SILICON VALLEY ASSOCIATION OF REPUBLICAN WOMEN hereinafter referred to as "SVARW or the ASSOCIATION".

## ARTICLE II - OBJECTIVES

### MISSION

SVARW is an independent, conservative organization committed to supporting and defending the principles of our Founding Fathers as written in the Constitution of the United States of America, whose mission it is to work to help elect qualified conservatives to primarily Santa Clara County non-partisan offices, and to educate and motivate our members to support Conservative principles.

## ARTICLE III - MEMBERSHIP

- Section 1. ACTIVE members shall be registered voters whose dues are current. Perspective members shall submit an official membership application, which is subject to approval by the Executive Committee. Members shall have the right to vote, make motions and nominations at the General Meetings. Members who do not comply with the bylaws or policies of the Association are subject to suspension or removal as defined and outlined in the Policies and Standing Rules.
- Section 2. LIFE membership may be conferred upon a member who has rendered notable service to the Association, based upon the decision of the Executive Committee.
- Section 3. An HONORARY membership may be conferred upon a registered voter who shall have rendered notable service to the Republican Party. An Honorary member shall have none of the obligations of membership, but shall be entitled to all the privileges except voting or holding office. Honorary Members shall be reviewed annually for renewal consideration by the Board of Directors.
- Section 4. A SUPPORTING member is the spouse or other registered voter approved by the Executive Committee who shall not have voting privileges.
- Section 5. An ASSOCIATE Member may be conferred upon a registered voter who supports the objectives and mission of the SVARW, and who does not qualify for another membership category. Associate Members shall not have voting privileges.

## ARTICLE IV - ETHICS

- Section 1. An Officer or Director who fails to attend two (2) consecutive Board meetings, or who fails to send a written report if so requested, unless excused by the President, may be replaced by the vote of the Executive Committee. An Officer who fails to perform her duties may be removed from office by a vote of the Executive Committee. A Director who fails to perform her duties may be removed as Director by the President.

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Section 2. All literature, petitions, materials or announcements of any description, shall first be submitted to the Executive Committee for approval before being circulated or distributed at any meeting.

## ARTICLE V - DUES

Section 1. Annual dues for Active, Supporting, and Associate members shall be recommended by the Executive Committee and approved by the Board of Directors. Members shall be notified of any change in dues at least 30 days prior to a vote by the General Membership.

Section 2. Dues are payable on January 1<sup>st</sup> of each year, and are delinquent if not paid by March 31<sup>st</sup>. After due notification by the Membership Chair, said delinquent member shall be removed from membership.

Section 3. The fiscal year of the Association shall be January 1<sup>st</sup> through December 31<sup>st</sup>.

## ARTICLE VI - OFFICERS

Section 1. The ELECTED OFFICERS shall be: President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Recording Secretary, Corresponding Secretary and Treasurer. The elected officers, the Immediate Past President, the Parliamentarian, and the President Emeritus shall constitute the EXECUTIVE COMMITTEE.

The Executive Committee shall have the authority to conduct necessary business between Board of Directors meetings, make recommendations regarding Policies and Standing Rules, advise the President and fill vacancies that occur within the Committee. The Executive Committee may meet at such time and place as may be determined by the President.

The Appointive Officer shall be the Parliamentarian. She shall be appointed by the President and ratified by the Executive Committee and shall serve as a voting member of the Executive Committee.

Section 2. The President shall be the official spokesperson for this Association. Only the President or her designate may represent or act on behalf of the Association with prior approval of the majority of the Executive Committee.

Section 3. No President or Vice President shall serve in the same position for more than two (2) consecutive terms or until a qualified successor is duly elected.

Section 4. The PRESIDENT shall:

- a. Preside at all General meetings of the Association as well as the Executive Committee and Board Directors Meetings.
- b. Have direct supervision of the work of the Association.
- c. Appoint the Parliamentarian.
- d. Appoint the Chairmen of all Standing Committees except the Nominating Committee.
- e. Appoint Chairmen of special committees as needed.
- f. Serve as an ex-officio member of all committees except the Nominating Committee.
- g. Is one of two (2) officers authorized to co-sign checks.

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Section 5. The 1<sup>st</sup> VICE-PRESIDENT shall:

- a. Assist the President as requested.
- b. In her order, perform the duties of the President in her absence.
- c. Serve as Program Chair.

Section 6. The 2<sup>nd</sup> VICE-PRESIDENT shall:

- a. Shall assist the 1<sup>st</sup> Vice President as requested.
- b. In her order, perform the duties of the 1<sup>st</sup> Vice President in her absence.
- c. Serve as Co-Chair of the Program Committee.

Section 7. The RECORDING SECRETARY shall:

- a. Record and read the minutes of all meetings of the Association including the Executive Committee and Board of Directors.
- b. Be the custodian of all records of the Association.
- c. Send a copy of the minutes of the Board of Directors before the next meeting.

Section 8. The CORRESPONDING SECRETARY shall:

- a. Conduct the correspondence of the Association.
- b. Keep a file of all incoming and outgoing correspondence.

Section 9. The TREASURER shall:

- a. Act as custodian of all funds of the Association.
- b. Pay all bills upon authorization of the Executive Committee.
- c. Keep an accurate account of all receipts and disbursements.
- d. Present a written report at all Board of Directors meetings.
- e. Present copies of the written report to the President and Recording Secretary at the Board of Directors meetings.
- f. Be one of two (2) authorized officers to co-sign checks.
- g. All unbudgeted items must have prior approval of the Board of Directors.
- h. Make certain each check has two (2) authorized signatures.

Section 10. The PARLIAMENTARIAN shall:

- a. Attend all General meetings, Executive Committee meetings and Board of Directors meetings.
- b. Give advice on parliamentary procedure.
- c. Serve as chair of the Bylaws Committee.
- d. Be the custodian of the Bylaws, Procedure Manual and Standing Rules.
- e. Preside over the Nominating Committee without a vote.

## ARTICLE VII - BOARD OF DIRECTORS

Section 1. The BOARD OF DIRECTORS shall be composed of the Executive Committee and the Directors of the following standing committees: Bylaws, Candidate Liaison, Community & Campaign Events, Legislation, Membership, Member Communications, New Member Events, Newsletter, Nominating, Online Communications, Political Appts & Voter Reg, Social Media/Public Relations, and three (3) members at large appointed by the President and approved by the Executive Committee.

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- Section 2. The Board of Directors shall be the governing body of this Association and shall conduct any necessary business between General Meetings.
- Section 3. The Board of Directors shall meet prior to each General Meeting at a time and place as may be determined by the President.
- Section 4. Quorum. At least 7 voting members of the BOD shall constitute a quorum at any meeting.

## ARTICLE VIII - MEETINGS

- Section 1. General Monthly meetings of the Association shall be held at the time place and date determined by the Executive Committee unless otherwise ordered. The General Meeting in October shall be the ANNUAL MEETING of the Association at which candidates for office will be nominated.
- Section 2. A minimum of ten (10) General Meetings (which may include excursions) shall be held during the calendar year, the date and time to be determined by the Executive Committee.
- Section 3. A Special Meeting of the Board of Directors may be held at the call of the President or upon request of five (5) Board members. The purpose of the meeting shall be stated in the call and no other business shall be transacted.

## ARTICLE IX - COMMITTEES

### Section 1. STANDING COMMITTEES

There shall be the following Standing Committees appointed by the President or selected as prescribed in these Bylaws:

Bylaws	New Member Events
Candidate Liaison	Newsletter
Community & Campaign Events	Nominating
Legislation	Online Communications
Membership	Political Appts & Voter Reg
Member Communications	Social Media/Public Relations

### Section 2. DUTIES.

Committees shall perform the duties as may be prescribed in the Policy Manual or Standing rules.

## ARTICLE X – NOMINATING & ELECTIONS

- Section 1. A Nominating Committee of five (5) members shall be elected at the General Meeting in January. The Committee shall present a slate of at least one (1) qualified member for each elective office at the Annual Meeting. No member of the Nominating Committee shall serve more than two (2) consecutive terms. The Committee shall elect the Chair.

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- Section 2. At the OCTOBER Annual Meeting, the membership shall be notified of the proposed slate of officers. Nominations from the floor will be in order during the Annual Meeting (provided consent of the nominee has been obtained.)
- Section 3. The Nominating Committee shall recommend names for any vacancy of elected officers to the Executive Committee.
- Section 4. Election shall be at the November Annual Meeting. If there is more than one (1) Candidate for office, election shall be by ballot and a majority vote shall elect. Where there is only one (1) candidate for office, election may be by acclamation.

## ARTICLE XI - DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, Policy Manual or Standing Rules and no part of said funds shall inure or be distributed to any member of this Association. IF AT ANY TIME THIS ASSOCIATION SHALL DISSOLVE, ANY FUNDS REMAINING SHALL BE DISTRIBUTED TO THE SANTA CLARA COUNTY REPUBLICAN PARTY.

## ARTICLE XII - AMENDMENTS

- Section 1. These Bylaws may be amended at any General Meeting of the Association as follows:
- A. By a two-thirds (2/3) vote provided that the proposed amendments have been presented in writing prior to voting.
- Section 2. A revision of these Bylaws may be ordered by the Executive Committee upon recommendation of any Officer, Chair or Member and then submitted to the Bylaws Committee for review. The text of the revision shall be presented in writing Thirty (30) days prior to voting. When a revision of the Bylaws is brought before the General Membership for a vote, only a majority vote of those present or voting by proxy is necessary to adopt an amendment to the proposed revision, but a two-thirds (2/3) vote of those present or voting by proxy is necessary to adopt the entire proposed revision.

## ARTICLE XIII - CONFIDENTIALITY

Minutes, correspondence and Board activity is the business of SVARW and is not for distribution to outside parties. Names and contact information of members is for SVARW use only and not be distributed to outside parties.

## ARTICLE XIV - PARLIAMENTARY AUTHORITY

ROBERT'S RULE OF ORDER NEWLY REVISED, (CURRENT EDITION) SHALL BE THE PARLIAMENTARY AUTHORITY FOR THIS ASSOCIATION AND SHALL BE APPLICABLE IN ALL CASES WHERE IT DOES NOT CONFLICT WITH THESE BYLAWS, THE PROCEDURE MANUAL OR STANDING RULES.