

BYLAWS
of
The Brunswick County Republican Women
Adopted April 30, 2005
Amended May 19, 2007
Amended November 5, 2009
Amended September 1, 2011
Amended September 5, 2013
Amended August 3, 2016

A member of the North Carolina Federation of Republican Women

ARTICLE I
NAME

The name of this Organization shall be Brunswick County Republican Women.

ARTICLE II
OBJECTIVES

The objectives of the Brunswick County Republican Women shall be to:

- Promote an informed public through political education and activity;
- Increase the effectiveness of women in the cause of good government through active political participation;
- Cooperate with the National and North Carolina Federations of Republican Women;
- Foster loyalty to the Republican Party and to promote its principles and candidates in all elections, including non-partisan elections;
- Support the objectives and policies of the national, state and local Republican Party organizations and to work for the election of Republican nominees.

ARTICLE III
POLICIES

A. Neither this Organization nor its president shall endorse a candidate prior to the primary election, when there is more than one Republican candidate for the same office, or a candidate in the General Election who has not been endorsed by the North Carolina Republican Party or the Brunswick County Republican Party.

B. The name of this Organization, or the position held, shall not be used by any member in supporting a candidate prior to the primary election, or a candidate in the General Election who has not been endorsed by the North Carolina Republican Party or the Brunswick County Republican Party.

C. This Organization shall not advocate a split party ticket nor support a candidate running on an opposition ticket.

ARTICLE IV MEMBERSHIP AND DUES

Section 1. Membership

A. Regular Membership

Membership in the Brunswick County Republican Women shall be open to any woman who is a registered Republican and a resident of North Carolina, and who accepts and advocates the objectives (Article II) and policies (Article III) of this Organization. Such members are regular members who can hold office, have a voice and vote, and are counted for the purpose of determining the number of delegates to the national and state federation meetings and conventions.

B. Associate Membership

1. Republican women who have primary membership in another federated local club and who accept and advocate the Objectives and Policies of this Organization as stated in Article II and III respectively of these bylaws are eligible for associate membership in the Brunswick County Republican Women upon payment of the required associate membership dues. These associate members cannot hold office, vote, or be counted for the purpose of determining the number of delegates to national or state federation meetings or conventions.

2. Republican men who accept and advocate the Objectives and Policies of this Organization as stated in Article II and III respectively of these bylaws are eligible for associate membership in the Brunswick County Republican Women upon payment of the required associate membership dues. These associate members cannot hold office, have a voice and vote, or be counted for the purpose of determining the number of delegates to national or state federation meetings or conventions. Republican men who are associate members do not become members of the state or national federation.

3. Students (high school, college, technical school, etc.,) who are registered Republican or have the intent to register Republican when eligible) and who accept and advocate the Objectives and Policies of this Organization as stated in Article II and III respectively of these bylaws are eligible for student associate membership in the Brunswick County Republican Women upon payment of the required student associate membership dues. These student associate members cannot hold office, have a voice and vote, or be counted for the purpose of determining the number of delegates to national or state federation meetings or conventions. Students who are associate members do not become members of the state or national federation.

C. Individual Active Member in Good Standing

1. An individual active member in good standing is one with regular membership whose current dues are paid to the Brunswick County Republican Women (which is an NCFRW affiliated club) and who is a resident of North Carolina, is a registered Republican, and accepts and advocates the Objectives and Policies of this Organization as stated in Articles II and III respectively by these bylaws.

2. A regular member must be in good standing to exercise the privileges of membership as defined in these bylaws.

Section 2. Dues

A. The annual dues for regular membership shall be \$25 plus the dues in effect for the North Carolina Federation of Republican Women and the National Federation of Republican Women (hereinafter referred to as NCFRW and NFRW). Dues are due and payable by January 1 of each year.

B. The annual dues for Republican women and men associate members shall be \$20.

C. The annual dues for student associate members shall be \$5.

D. Dues paid by any member joining this Organization for the first time after September 1 shall include membership through the following calendar year.

Section 3. Removal from Membership

A. Causes for Removal

1. Any member shall be automatically removed from membership for non-payment of dues by April 1 of the current year.

2. The following causes for removal shall be subject to the removal process defined in the next paragraph.

a. Change of party registration to anything other than Republican.

b. Any misuse of the Organization's membership list by a member for personal gain.

c. Gross inefficiency, and/or party disloyalty as defined in the North Carolina Republican Party's Plan of Organization.

d. Failure to comply with these bylaws.

B. Removal Process

1. Any member may be removed from membership by a two-thirds vote of the Executive Board after being furnished with a notice of charges against her/him, signed by not less than four members of the Executive Board, provided that she/he has been furnished with a two weeks' notice of such charges, and is given an opportunity to present a defense.

C. Reinstatement to Membership

1. A member who has been removed subject to Article IV. Section 3.B. may be reinstated by a two-thirds vote of the Executive Board, providing the reasons for removal have been corrected.

Section 4. National and State Membership

This Organization, Brunswick County Republican Women, shall maintain membership in the NCFRW and the NFRW according to their bylaws. The organization shall be in good standing when its current dues and service charges are paid to NCFRW and NFRW; it supports the bylaws and objectives of NCFRW and NFRW; and whose bylaws shall not be in conflict with the NCFRW a or NFRW bylaws.

Section 5. Fiscal Year

The fiscal year of the Organization shall be from January 1 through December 31.

**ARTICLE V
OFFICERS**

Section 1. Officers

A. The officers of this Organization shall be a President, a Vice President, a Secretary and a Treasurer.

B. Each officer shall be an active member in good standing of this Organization and shall not hold office or chair a committee in another Republican Women's Club.

Article V. Section 2. Nominations and Elections

A. Nominations

1. A Nominating Committee of three regular members in good standing shall be elected by the general membership at the regular May meeting.

2. The Nominating Committee shall submit no less than one nominee for each office in a written report to the membership at the beginning of the September meeting. The consent of the nominee to serve if elected must be secured in advance of presenting the report.

3. Nominations from the floor may be made following the report of the Nominating Committee at the October meeting provided that the consent of the nominee has been secured in advance.

4 Only members who have paid dues by August 31st and who maintain an active membership in good standing with the Organization shall be nominated for elective office. Members who hold office or committee chairmanships in other Republican Women's Clubs are not eligible for nomination.

B. Elections

1. Elections shall be held at the regular October Meeting, known as the Annual Meeting.

2. In order for a regular member in good standing to vote in the October elections she must have submitted her application for membership and accompanying dues payment postmarked no later than August 31.

3. Elections shall be by ballot in all cases where there is more than one nominee for that office, and the President shall appoint an Elections Committee of not less than three to count the ballots. In cases of only one nominee, election may be by voice vote.

4. A majority vote of the members present and voting shall constitute election.

C. Terms of Office

1. The officers shall serve for a term of two years or until their successors are duly elected and qualified. Officers will take office on the first day of January after installation in December.

2. The president and secretary shall be elected in the odd-numbered years. The vice president and treasurer shall be elected in the even-numbered years.

3. No member shall hold more than one office at any one time.

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3. No member shall hold more than one office at any one time.

4. No officer shall be eligible to serve more than two consecutive terms in the same office, unless she shall have filled the unexpired term of her predecessor.

Section 3. Duties of Officers

A. The duties of the President shall be to:

1. Ensure that the Organization functions in accordance with the NCFRW and NFRW bylaws, other governing documents, and programs.

2. Actively represent the Organization as a member of the NCFRW Board of Directors by keeping her members informed by attending NCFRW Board meetings and sharing materials and information; and by encouraging the Organization and individual member participation in all State and National projects.

3. Preside at all meetings of this Organization and of the Executive Board.

4. Represent the Organization at all times or designate a member of the Executive Board as a representative in her absence or inability to do so.

5. Appoint all standing committee chairmen with the advice and consent of the Executive Committee.

6. Appoint special committee chairmen except the Nominating Committee with the advice and consent of the Executive Committee.

7. Appoint a parliamentarian.

8. Serve as ex-officio member of all committees except the Nominating Committee and Audit Committee.

9. Sign all contracts and agreements.

10. Sign checks in an emergency and by vote of a majority of the Executive Board, upon the inability of the treasurer to do so.

11. Maintain a complete membership list of the Organization and to place such list under irrevocable trust for the exclusive use of the Organization, the NCFRW and the NFRW as authorized under their respective bylaws.

12. Serve as a member of the County Executive Committee if required by the County Republican Party Plan of Organization.

B. The duties of the Vice President shall be to:

1. Perform the duties of the President in the absence of the President.

2. Serve as Program Committee Chairman.

3. Perform such other duties as may be assigned by the President.

C. The duties of the Secretary shall be to:

1. Keep accurate records of the regular meetings of this Organization and of the Executive Board and to send copies of said minutes to the President within ten days of each meeting.

2. Shall be authorized to sign checks in an emergency and by vote of a majority of the Executive Board, upon the inability of the treasurer and president to do so.

3. Notify all Executive Board members of the date, time and place of all Executive Board meetings in accordance with Article VII.

4. Keep a record of attendance and minutes at all Executive Board meetings;

5. Notify the general membership of all regularly scheduled and special meetings in accordance with Article VI.

6. Perform such other duties as may be assigned to her by the President.

D. The duties of the Treasurer shall be to:

1. Be custodian of all funds of this Club.

2. Send notices of unpaid dues to members.
3. Prepare the annual budget for approval by the Executive Board and general membership.
4. Disburse funds as directed by the Executive Board or as approved by the general membership.
5. Maintain accurate files and make them available for an annual audit with the approval of the Executive Board.
6. Make written reports of receipts and disbursements for all meetings, and as directed by the President.
7. Be responsible for payment of Organization's dues to the NCFRW and NFRW as stipulated in the NCFRW and NFRW bylaws.
8. File the necessary reports required by the NC State Board of Elections under the Campaign Reporting Law.
9. Obtain the mandatory Treasurer Compliance Training from the NC Board of Elections and acquire the certificate of Completion within three months of election to office.
10. Perform such other duties as may be assigned to her by the President.

Section 4. Resignation from Office

- A. The president shall first resign her office prior to taking any of the following actions:
 1. File for election to public office.
 2. Take action in opposition to the Policies in Article III.

Section 5. Vacancies

A vacancy in an elective office shall be filled by election by the Executive Board at the meeting following the vacancy. Notice of such vacancy shall be given to the members of the Executive Board with the notice of the meeting.

Section 6. Records

Each officer shall keep a portfolio of her duties and records which shall be passed on to her successor within thirty days of retirement from her position, unless otherwise directed by the President or the Executive Board.

ARTICLE VI MEETINGS

Section 1. Regular

Members shall be notified by e-mail, telephone or mail of the date, time and place of all meetings at least seven days in advance. Regular meetings of the Brunswick County Republican Women shall be held monthly on the first Thursday of the month ,unless otherwise ordered by the Executive Board. The time and place of the meeting shall be designated by the President with the advice of the Executive Board. Meetings may be held, but are not required to be held in July and August.

Section 2. Annual Meeting

The regular meeting of the Brunswick County Republican Women in October shall be known as the Annual Meeting at which time the officers shall be elected and the annual reports shall be presented by the officers and standing committee chairmen.

Section 3. Special

Special meetings may be called by the President or the Executive Board. A special meeting shall be called upon written request to the president by at least twenty percent of the voting members. The purpose of the meetings shall be stated in the call, with no other business to be transacted at the meeting. Except in the case of an emergency, at least five days notice shall be given to all members for any special meeting.

Section 4. Quorum

Twenty percent of the voting membership in good standing shall constitute a quorum for all regular and special meetings, provided that two of the members present are elected officers. There shall be no proxy voting.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1. Membership

The membership of the Brunswick County Republican Women's Executive Committee shall be the elected officers and the immediate past president of this Organization provided that the immediate past president has not resigned or been asked to resign due to negligence in the fulfillment of her duties.

Section 2. Duties.

The duties of the Executive Committee shall be to:

1. Provide advice and consent to the president on the appointment of the standing committee chairmen.
2. Provide advice and consent to the president on the appointment of the special committees and their chairmen.
3. Approve or disapprove hardship memberships in accordance with the standing rules.

Section 3. Meetings

A. The Executive Committee shall meet as needed upon the call of the President or the written request of at least three members. Notice of the date, time and place of the meeting shall be given to each member of the Executive Committee one week in advance of the meeting, except in the case of an emergency.

B. Meetings may be held in person, via email, or teleconference.

Section 4. Quorum

A majority of the membership of the Executive Committee shall constitute a quorum for all meetings of the Board.

ARTICLE VIII EXECUTIVE BOARD

Section 1. Membership

Membership of the Executive Board shall include the Executive Committee and chairmen of standing committees.

Section 2. Duties

The duties of the Executive Board shall be to:

1. Serve as the governing body of the Organization between meetings. However, the Executive Board shall be subject to the orders of the Organization and none of its acts shall conflict with actions taken by the Organization.
2. Fill by election any vacancy occurring in an elective office at the next meeting following the vacancy.
3. Elect delegates and alternates to the NCFRW and NFRW conventions, who shall have been members in good standing of the Organization for at least the minimum time period required by NCFRW and NFRW.
4. Approve new members, removals, and reinstatements of members.

5. Approve the annual budget prior to submission to the Organization for final approval.

Section 3. Meetings

A. The Executive Board shall meet at some time prior to the regular meeting of the Organization. Notice of the date, time and place of the meeting shall be given to each member of the Board one week in advance of the meeting.

B. Special meetings may be called by the President and shall be called by written request of three members of the Executive Board. The purpose of the meeting shall be stated in the call, with no other business to be transacted at the meetings. Except in the case of an emergency, at least three days' notice shall be given to all Executive Board members.

C. Meetings may be held in person, via email, or teleconference.

D. Any portion of an Executive Board meeting during which personnel issues are discussed and voted upon, including elections to fill vacancies, and votes concerning removals and reinstatements shall be attended by only the voting members. The member involved in a removal or reinstatement may attend such a meeting only for the time permitted to make a defense.

Section 4. Quorum

A majority of the membership of the Executive Board shall constitute a quorum for all meetings of the Board, provided that at least two elected officers are present.

ARTICLE VIX COMMITTEES

Section 1. Standing Committees

A. The standing committees of this Organization shall be: Bylaws, Campaign, Fundraising, Membership, Program, Public Relations, and Legislation and Research; the chairmen of which shall be appointed by the President (except the Program Chairman), with the advice and consent of the Executive Committee.

B. Standing committee chairmen shall be appointed for a term of two years and shall be eligible to serve a maximum of two consecutive terms as the chairman of the same committee, unless she shall have filled the unexpired term of her predecessor. Standing committee chairmen's terms shall end with term of the President who appointed them.

C. Each standing committee shall develop and outline programs of action in its respective area of responsibility (as defined by NCFRW, NFRW and this Organization) at the first meeting of the standing committee. Each standing committee shall present its program to the Executive Board

for approval and then to the general membership of the Organization at the meeting following such approval.

D. The standing committees shall meet upon call of their respective chairman and shall make reports at any regular or special meeting of the Organization as requested by the President.

E. A committee chairman (except the Program Chairman) may be removed from her position by a two-thirds vote of the officers after being furnished with a notice of charges against her, signed by not less than two officers, provided that she has been furnished with a two weeks' notice of such charges, and is given an opportunity to present a defense.

Section 2. Special Committees

A. The President, with the advice and consent of the Executive Committee, may appoint special committees and their chairmen, except the Nominating Committee, deemed necessary to carry out the work of the Organization and to perform duties not considered the responsibility of the standing committees. The Nominating Committee and Audit Committee are mandatory special committees.

B. The chairman of a special committee shall serve a term not to exceed two years at the pleasure of the president. The chairman of a special committee may serve two consecutive terms as a chairman of the same committee, unless she shall have filled the unexpired term of her predecessor.

C. Special committees shall serve for the length of time required to complete their work, provided such time is limited to the term of the appointing President.

D. Each special committee shall develop and outline programs of action in its respective area of responsibility (as defined by NCFRW, NFRW and this Organization) at the first meeting of the special committee. Each special committee shall present its program to the Executive Board for approval and then to the general membership of the Organization at the meeting following such approval.

E. An Audit Committee composed of a chairman and at least one additional member shall be appointed by the president to conduct the annual financial review of the previous year. The Audit Committee shall present its report to the Executive Board no later than four months after appointment, unless the Executive Board approves an extension. Under all circumstances, the Audit Committee's report shall be presented to the Executive Board before it shall be presented to the Organization. The president and the treasurer of the year being audited, and the current president and treasurer shall not be members of the Audit Committee.

Section 3. Records

All committees shall deliver all records, files, and properties of the Organization to their successors or to an officer designated by the President or the Executive Board within one month after retiring from office, unless otherwise directed by the President or the Executive Board.

**ARTICLE X
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Organization in all cases to which they are applicable and when they are not inconsistent with these bylaws and any other rules adopted by the Organization and the bylaws of the NCFRW and NFRW.

**ARTICLE XI
DISSOLUTION**

Section 1. Decision to Dissolve

The Brunswick County Republican Women shall be considered dissolved by a motion represented to the membership and passed by a two thirds majority of those present and voting, provided there is a quorum of membership in attendance, provided that notice of the proposed changes has been given in writing by e-mail or phone to all members at least thirty days prior to the meeting.

Section 2. Payment of Liabilities and Distribution of Assets

Upon dissolution, all liabilities and obligations of the Brunswick County Republican Women shall be paid, satisfied, and discharged, or adequate provision made therefore, according to the legal requisites for political affiliates and no assets personally benefit any member(s) of the organization; and any remaining assets shall be liquidated and distributed to the NCFRW (North Carolina Federation of Republican Women).

**ARTICLE XII
AMENDMENT OF BYLAWS**

A. These Bylaws may be amended by a two-thirds vote of those members present and voting, a quorum being present, at any regular meeting of the Organization, or a special meeting called for that purpose, provided that notice of the proposed changes has been given in writing by e-mail or phone to all members at least thirty days prior to the meeting.

B. The amended bylaws become effective immediately following adjournment of the meeting at which they are amended.

Amended ____/s/ Helen Pannullo
Signature of President November 5, 2009

Amended ____/s/ Kathryn Lawler

Signature of President

September 1, 2011

Amended ___/s/ Kathryn Lawler _____
Signature of President **September 5, 2013**

Amended ___/s/ Mary Stilwell _____
Signature of President **August 3, 2016**