

AMENDED AND RESTATED BYLAWS OF THE SUN CITY WEST REPUBLICAN CLUB, INC.

Approved April 6, 2024
Redlined copy: April 9, 2024

ARTICLE I - ORGANIZATION

- 1.1 The name of this organization shall be the “Sun City West Republican Club, Inc.”, hereinafter referred to as the “Club”.

ARTICLE 2 – RULES OF ORDER

- 2.1 Robert's Rules of Order Last Revised shall govern the Club in all cases to which they are applicable and not inconsistent with the Club's Bylaws.
 - 2.1.1 A single provision of the Club Bylaws may be temporarily suspended for the duration of a single meeting on two-thirds (2/3) vote of those in attendance and entitled to vote.

ARTICLE 3 - OBJECTIVES

- 3.1 Support and enhance the political objectives and principles of the Republican Party in harmony with local Legislative District, County, State and National organizations.
- 3.2 Promote an informed electorate through political education.
- 3.3 Increase the effectiveness of the Republican Party in the cause of good and representative government.
- 3.4 Foster Club member's volunteerism and promote their participation in the functions and activities of the Republican Party.
 - 3.4.1 The Club shall not sponsor, foster, financially support, or endorse any candidate in a Primary Election.
 - 3.4.2 During a General Election campaign, any donations of monies or material help, direct or indirect, shall only be by recommendation of the Board and with the approval of the membership.

ARTICLE 4 – MEMBERSHIP AND GUESTS

- 4.1. Membership shall be limited to Registered Republican Voters, residing either full time or part time in Maricopa County, Arizona; and supportive of the general objectives of the Club and the Republican Party, upon payment of dues and filing the appropriate membership form.

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- 4.2 Non-members, whether residents or non-residents, and regardless of any personal political affiliations, may attend as a guest of a member or of the Club, however, the Board shall have the authority to limit the attendance of non-members.
- 4.3 A member may be suspended or terminated ~~by reason of non-payment of dues, or~~ for personal conduct deemed by the Board to be unreasonably disruptive or in violation of the principles and/or objectives of this Club or its Bylaws.
 - 4.3.1 A suspended or terminated member shall be so informed by written notice.
 - 4.3.2 A suspended or terminated member shall not attend a Club meeting or function, and shall not be eligible for guest privileges.
 - 4.3.4 A suspended member shall be reinstated by the Board when it is determined that the cause has been removed and a Board-imposed suspension period, if any, has expired.
 - 4.3.5 A member terminated for any cause, but desiring to regain membership in the Club, may only reapply after a Board-imposed termination period, if any, has expired or if approved by the board.
- 4.4 All members in good standing may vote on any issue put before the membership.
- 4.5 **A disruptive member and/or guest during any club function will be given two verbal warnings to cease and desist. If the person does not comply, they will be removed from the function.**

Rationale: Adds an immediate solution to disruptive behavior.

ARTICLE 5 – FISCAL YEAR AND DUES

- 5.1 The “Fiscal Year” shall be January 1 through December 31 of each year.
- 5.2 Dues shall be paid annually and are due on or before the first meeting of the new calendar year, and shall be delinquent by the close of the March meeting.
 - 5.2.1 Members, delinquent in their dues as of April 1, but not having been suspended or terminated by the Board, shall be deemed as to have voluntarily resigned their membership.
 - 5.2.2 Dues paid in October, November, or December shall cover membership through December 31st of the following calendar year.

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ARTICLE 6 - OFFICERS AND BOARD

- 6.1 The Officers shall consist of a President, Vice President, Treasurer, Recording Secretary, and ~~four~~ three or more Directors, ~~one of whom shall be the Membership Director and another which shall be the sergeant at arms.~~ :Director – Membership, Director - Webmaster, Director – Sergeant at Arms and Director-at-Large. Except as otherwise provided for herein, all officers shall be elected by the membership to serve a term of two(2) years, or until a successor is elected. Elections for the two year terms will commence in November 2025, and will take place in odd numbered years thereafter.
- 6.1.1 All of the officers, whether elected or appointed, shall be current members of the Sun City West Republican Club consistent with article 7.1.
- 6.1.2 Should a vacancy occur between one election and the next, the vacancy may be filled by the Board, subject to the approval of the membership, and the appointee shall serve until the next election or a successor is elected.
- 6.2 The Board shall consist of the officers and the immediate past president, ~~each of whom shall have an equal vote, except the non-voting past president.~~ The officers shall each have an equal vote. **The past president is an advisory member only and does not vote.**
- 6.3 Neither the President nor the Vice President shall serve in the same office for more than 2 consecutive terms.

Rationale: Identify all eight officers whose duties are described in Article 10. Clarify the titles of the Directors. Clarify that the past president is a member of the board of directors, but non-voting and not an officer.

ARTICLE 7 - NOMINATIONS AND ELECTIONS

- 7.1 Any Club member in good standing, continuously being a Club member for the twelve months prior to the election, who has demonstrated their past loyalty to the Republican party in any state, and attended at least three (3) Club meetings within the last 12 months, may stand for office subject to the provisions of bylaw 6.3
- 7.2 Elections shall take place at the November regular membership meeting following the report of the Nominating Committee in October.

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7.2.1 Nominations may also be made from the floor at the October meeting for any office, and at the November meeting for any office for which no candidate was named at the October meeting, subject to immediate check of eligibility before voting.

7.3 No nomination shall be offered, either by the Nominating Committee or from the floor, without the member's consent.

**ARTICLE 8 – ELECTIONS, FORFEITURES AND RESIGNATIONS OF
OFFICERS**

8.1 Officers shall be elected at the November membership meeting by majority vote of the members present and voting.

8.2 If there is only one nominee for an office, voting shall be by voice or a show of hands.

8.3 Should there be more than one nominee for an office, voting for that office shall be by written ballot.

8.4 Officers-Elect shall be installed at the December Membership Meeting and shall take office in January of the next year.

8.5 An Officer may voluntarily resign from office in any of the following manners:

8.5.1 In person before the Membership or the Board.

8.5.2 In writing to the President, the Recording Secretary, or to the Board.

8.5.3 Verbally to the President or the Recording Secretary.

8.5.3.1 Without exception, the acceptance of a verbal resignation shall require Board acknowledgment.

8.6 An Officer shall forfeit his/her office immediately following two (2) consecutive unexcused absences at a regular or special Board Meeting or four (4) unexcused absences within a calendar year. Absences caused by being physically outside the state of Arizona shall be considered excused absences.

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ARTICLE 9 – DUTIES OF THE BOARD

- 9.1 Conduct the official business of the Club and oversee all its functions and activities.
- 9.2 Create Standing and Special Committees.
- 9.3 Recommend annual dues and other actions for approval by the Club's membership.
- 9.4 Fill vacancies in an elective office for the remainder of the vacated term, subject to the membership's approval at the meeting next following the Board's action.
- 9.5 Appoint a five (5) member Nominating Committee, including its Chair **and announce the appointments to the members promptly.**
- 9.6 Attend all Membership and Board meetings
- 9.7 Determine whether the absence of an Officer at a regular or special Board meeting is/was excused.
- 9.8 Approve expenditures up to \$500. Expenditures over \$500 are to be approved by the members at a regular monthly meeting.

ARTICLE 10 - DUTIES OF OFFICERS

10.1 PRESIDENT

- 10.1.1 Preside at all Regular and Special Meetings of the Club and the Board.
- 10.1.2 Serve as a non-voting ex-officio member of Standing and Special Committees, except the Nominating Committee.
- 10.1.3 Appoint the Chairman of all Standing or Special Committees, except the the Nominating Committee.
- 10.1.4 Maintain reasonable order and decorum at Regular and Special Membership Meetings, and to that end shall be empowered to order the eviction of any member or guest deemed to be unreasonably disruptive after said member or guest has first been warned to immediately cease and desist.
- 10.1.5 Approve any photography, audio or video recording, by whatever means, manner or technology, of any meeting of the Club, including the limits thereof.
 - 10.1.5.1 Members shall not be photographed over their expressed objection.

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10.2 VICE PRESIDENT

- 10.2.1 In the absence of the President, assume the duties and responsibilities of the President.
- 10.2.2 Serve as Chairman of the Program Committee for all Regular and Special Membership Meetings.
 - 10.2.2.1 Provide prominent and/or relevant political speakers of the Republican Party on National, State, County or local levels.
 - 10.2.2.2 Encourage Republican office-holders and other prominent Republicans to attend our meetings and report on matters of interest to the membership.
 - 10.2.2.3 Obtain speakers, regardless of political affiliations, to speak on issues of interest to the membership. Host and introduce the speakers at regular and special meetings.
- 10.2.3 Attend all meetings of the Membership and the Board.

10.3 TREASURER

- 10.3.1 Receive from and provide a signed receipt to the Membership Chairman for all monies received.
- 10.3.2 Serve as custodian of all funds and pay all bills, keeping a current and proper record of each.
- 10.3.3 Deposit all monies received in a bank and an account approved by the Board, and submit a monthly financial report to the membership at each Regular Membership Meeting.
- 10.3.4 Make withdrawals only by signature of the Treasurer or President.
- 10.3.5 Retain all financial records for at least three (3) years, and directly submit same to the Board or the Board's appointed auditor or Audit Committee upon request.
- 10.3.6 Attend all meetings of the Membership and the Board.

10.4 RECORDING SECRETARY

- 10.4.1 Keep a record of the business proceedings for all Regular or Special

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Membership Meetings and Board Meetings, and provide copies as appropriate or as directed by the President or the Board.

- 10.4.2 Keep a record of all written reports and communications.
- 10.4.3 Keep a list of all current and past Officers, as well as current committee members.
- 10.4.4 Ensure that each Officer receives a list of all current officers and committee members, including home and email address, and telephone number.
- 10.4.5 Retain all records for at least three years.
- 10.4.6 Attend all meetings of the Membership and the Board.

10.5 ~~MEMBERSHIP DIRECTOR~~ DIRECTOR – MEMBERSHIP

Rationale: Title format consistent with the other two Directors, below.

- 10.5.1 Keep a record of all Club members, and the status of their dues, and provide a report to the Board at its regular meetings.
- 10.5.2 Make provision for the collection of dues at Membership Meetings.
- 10.5.3 Promote recruitment of new Republican members.
- 10.5.4 Transfer all collected monies to the Treasurer on a monthly basis, maintaining an accurate record/receipt for each transfer, and providing such record/receipt to the Board or the Board's auditor or Auditing Committee upon request.
- 10.5.5 Attend all meetings of the Membership and the Board.

10.6 DIRECTOR – WEBMASTER

- 10.6.1 Maintain the Club website to communicate Club information to members and prospective members
- 10.6.2 Notify the membership as to Regular or Special Membership Meetings.
- 10.6.3 Attend all meetings of the Membership and the Board.

10.7 DIRECTOR – SERGEANT AT ARMS

- 10.7.1 Assist in preserving order as the President may direct.
- 10.7.2 Attend all meetings of the Membership and the Board

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Rationale: Add so each of the seven officers is described in article 10. (Note, Director at Large changed from 10.7 to 10.8)

10.8 DIRECTOR-AT-LARGE

10.8.1 Greet and welcome members, visitors and guests, as well as assist guest speakers, according to their needs.

10.8.2 Perform such other duties and responsibilities as may be assigned by the Board.

10.8.3 Attend all meetings of the Membership and the Board.

ARTICLE 11 – DUTIES OF STANDING COMMITTEES

11.0 STANDING COMMITTEES – GENERAL PROVISIONS

11.0.1 – From the club's membership, the President appoints a Chair of each Standing Committee except the Nominating Committee whose chair is appointed by the Board.

11.0.2 – Standing Committees may consist of only one member.

11.0.3 – Additional Standing Committees or Special Committees (ad hoc) may be created by the Board as needed.

11.1 PUBLICITY COMMITTEE

11.1.1 From the Club's membership, and with the approval of the Board, appoint the committee's members, and assign individual duties and responsibilities.

11.1.2 Issue current and relevant news releases concerning Club programs and activities.

11.2 TELEPHONE COMMITTEE

11.2.1 From the Club's membership, and with the approval of the Board, appoint the committee's members, and assign individual duties and responsibilities.

11.2.2 Ensure that all Club members are timely reminded of Regular and Special

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Membership meetings.

- 11.2.3 Record the number of Club members expected to attend a specific meeting, and timely report that number to the Refreshment Committee Chairman.

11.3 HOSPITALITY COMMITTEE

- 11.3.1 From the Club's membership, appoint the committee's members, and assign Individual-duties and responsibilities.
- 11.3.2 Purchase refreshment supplies and submit charges to the Treasurer.
- 11.3.3 Ensure the serving of refreshments at each Membership Meeting.
- 11.3.4 Ensure state health requirements are met that are applicable for our venue.

11.4 AUDIT COMMITTEE

- 11.4.1 From the Club's membership, other than Officers, their spouses or immediate family members, appoint the committee's members from those who are reasonably experienced in generally accepted accounting and auditing practices.
- 11.4.2 Ensure that all the Club's financial records for the preceding year are properly Audited, and a report of the committee's findings is presented to the Board at the Board's February meeting.

11.5 NOMINATING COMMITTEE

- 11.5.1: The committee shall consist of five (5) or more members approved by the board. Reference article 9.5. The committee shall recruit candidates and screen candidates to ensure eligibility while remaining neutral between candidates when there is more than one candidate for an office.
- 11.5.2 Submit to the membership at its October meeting, at least one nominee for each Club office. This completes the committee's work. However, if no eligible candidate has been found for an office by the October meeting, the committee will continue to seek and screen candidates only for that office until the November meeting.

11.6 PARLIAMENTARIAN – Appointed by the President.

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ARTICLE 12 - MEETINGS

- 12.1 Unless otherwise ordered by the Board, and subsequently approved by the membership, or in an emergency situation not subject to the Club's control, Regular Membership and Board Meetings shall be held monthly at such place and time as last approved by the Membership. Or, in case of emergency timing, as determined by the President. The Board may suspend meetings during the summer months.
- 12.2 Special Membership or Board Meetings may be called by the President or by a majority of the Board. In any event, any change in time or place shall require a reasonable attempt to timely notify the appropriate members.

ARTICLE 13 – QUORUM AND MOTIONS

- 13.1 A quorum of the Board shall be a majority of its current members.
- 13.2 A quorum for a regular membership or special Club meeting shall be 20% of the Active members, of whom at least two shall be elected officers.
- 13.3 Unless otherwise provided herein, motions shall be passed by a simple majority vote of the members present and voting.

ARTICLE 14 - AMENDMENTS

- 14.1 These Bylaws may be amended or restated at any Regular Membership Meeting by a simple majority vote of those present and entitled to vote, with notice of such actions having first been given at the most immediately preceding Regular Membership meeting and written documentation of the proposed amendments being provided electronically via email and displayed on the club website approximately three weeks before the vote. Members without an email on file waive this notice requirement.