



# The Republican Club of Southwest Florida

P.O. Box 1564  
Bonita Springs, FL 34133

## Bylaws

(Revised December 3, 2022)

Adopted February 28, 1966

Revisions: January 16, 1979, May 5, 2001, May 2, 2013, November 6, 2014, September 18, 2015, March 4, 2021, and December 3, 2022

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## Bylaws (Revised December 3, 2022)

### Article I – Introduction

As set forth in the Constitution, this club shall be called The Republican Club of Southwest Florida hereafter referred to as “the club.”

### Article II – Purpose

The purpose of the club is to promote the objectives of the Republican Party and to support registered Republican candidates in any partisan or non-partisan election by:

- A. Fostering loyalty to the Republican Party
- B. Building an informed electorate through robust education programs
- C. Encourage members to become involved in Republican initiatives at all levels

### Article III – Membership

Membership in the club is restricted to citizens of the United States who:

- A. Are registered Republican voters with the Lee County Supervisor of Elections or equivalent authority in any other County or State in the United States;
- B. Who has submitted a current membership application;
- C. Who has paid all dues as set forth in these bylaws; and
- D. Who has been approved for membership by a majority of the Executive Committee (EC).

### Article IV – Governing Body and duties of officers and directors

Section 1:

A. The four officers of the club shall be: President, Vice President, Secretary, and Treasurer.

B. The officers shall hold two-year terms and shall be elected in January of odd numbered years at the Annual Meeting. Only members in good standing and whose dues are current for the year in which the election falls are eligible for election to office.

C. The four officers and five directors (see Article IV, Section 2) shall comprise the EC and shall be the governing body of the club.

D. The duties of the officers are as follow:

The President shall:

- Be the Chief Executive/Chief Operating Officer of the club and is charged with the general and
- Full management and direction of the activities of the club; and shall ensure the execution of all decisions, orders, and resolutions of the EC.
- Serve as Chair of the EC and preside at all meetings.
- Nominate the Directors and Alternate Director.
- Approve all expenditures above \$100.
- Appoint all committee members and their Chairs as necessary to conduct club business.
- Nominate members to fill officer and director midterm vacancies that occur.
- Appoint a three-person audit committee from the membership in January of each year to review the financial reports for the preceding year.

The Vice President shall:

- Serve in the absence of the President.
- Perform other duties as assigned by the President.

The Secretary shall:

- Keep and maintain all records of the club except the financial records.
- Record and document the minutes of all meetings and ensure the approved minutes from the previous meeting are distributed to members with the meeting notice for the next meeting.
- Maintain a current membership list and distribute that list as directed by the EC.
- Shall ensure that all applicants for membership submit an application and that the application is presented to the EC for a vote.
- Shall verify all applications for membership and ensure all applicants are registered Republicans.

The Treasurer shall:

- Maintain all financial records of the club.
- Collect all dues and proceeds from fundraising events, ensure all receipts are deposited in the club's account, and ensure that the account is insured by FDIC or FSLIC.
- Make disbursements as approved by the President or the EC for expenses over \$100.
- Prepare a quarterly financial report in January, April, July, and October, covering the financial activity in the preceding three months, which shall be presented at the first meeting following the end of the quarter. A copy of this report should be maintained in the Secretary's records with the minutes of the meeting where the report was presented.
- Prepare and file all required government reports.

Section 2:

A. The President shall appoint five Directors and may appoint one Alternate Director at the Annual Meeting or at the next regularly scheduled meeting. One of the directors shall serve for three years, two for two years, and two for one year. The alternate Director, if appointed, shall serve for one year.

B. The Directors will serve on the EC and will oversee business areas of the club as determined by the President with the concurrence of a majority of the EC.

C. The Alternate Director, if appointed, shall serve on the EC but will vote only in the event of a tie. The Alternate Director shall carry the additional duty as Parliamentarian and shall perform such duties at all meetings of the club and EC.

D. The EC shall meet at the discretion of the President or as set forth below and a quorum shall be six.

E. Minutes of all EC meetings shall be approved by a majority vote of the EC and shall be presented to the members at the next scheduled membership meeting.

F. The EC shall govern all ordinary affairs of the club between meetings which include, approving expenditures, Officer and Director appointments, and all applications for membership. For expeditious management of club business, email communications should be used and are acceptable when approving these matters. The secretary shall keep a record of decisions reached through email communications. No decision made via email communication will be valid unless the Secretary has verified that the address of all EC members appears in the "To" or "Cc" fields on the email.

Section 3:

When mid-term vacancies occur, the President shall nominate a member to fill the vacancy. The nomination must be approved by a majority of the EC or a majority of members at a scheduled meeting. In the event of a mid-term vacancy of the office of President, the Vice President shall assume the office and appoint a member in good standing to assume the office of VP for the remainder of the term.

Article V – Club Year and Meetings

Section 1:

The club year shall run from February 1<sup>st</sup> through January 31<sup>st</sup> of each year. However, all financial reports shall remain on a calendar year to stay consistent with any required filings to government agencies.

Section 2:

A. The club shall meet at least four times per year during the months of October through May at a time and place determined by the EC.

B. Additional meetings may be scheduled as determined by the EC with at least ten days' notice to the membership. The accepted routine notification will be by email.

C. Special meetings may be called by the President or Vice President, or by written petition by not less than ten members in good standing, delivered to the Secretary. Upon validation of the petition, the Secretary shall call a meeting with at least 10 days' notice to the members and not more than 20 days after receipt of the petition.

D. A Quorum shall be at least 25% of the members in good standing.

E. The February meeting shall be designated “The Annual Meeting” and shall be held at a time and place designated by the EC. The Annual Meeting during odd numbered years shall consist of an election of all Officers.

F. All meetings shall be conducted in accordance with Robert’s Rules of Order, Newly Revised, latest edition, which shall be the authority governing the rules of procedure, except as limited by the laws of the State of Florida, the Rules of Procedure of the Republican Party of Florida, the Constitution of the Republican Party of Florida or the Constitution and By-Laws of the club.

Section 3:

A. The EC shall meet as determined by the President. A quorum of the EC shall be six.

B. In the absence of the President, or if the President has resigned, the Vice President may call an EC meeting.

Article VI – Elections

Section 1:

A. As set forth in Article V, elections shall be held at the annual meeting in February of odd numbered years.

B. Only members who are in good standing and whose dues are current for the year in which the election falls shall be eligible to vote.

Section 2:

The President may appoint a nominating committee of not less than three members in good standing, subject to the approval of the EC, to recruit and recommend candidates for election to office. If a nominating committee is used, the results of the committee shall be disclosed to the membership by email at least two weeks prior to the elections or at the January meeting (during odd-numbered years). Once announced at the February meeting, the nominee shall vocally accept or reject the nomination before the membership. If the nominee is unable to attend the meeting, the nominee may accept via a letter to the President specifying the position for which he/she would accept nomination and his/her intention to accept.

Section 3:

The election process will commence with a call for nominations from the floor. All nominees shall vocally accept or reject the nomination. If a nominee is unable to attend the meeting, the nominee may, in advance of the meeting, accept via a letter to the President specifying the position for which he/she would accept nomination and his/her intention to accept, if nominated from the floor.

Section 4:

A. All elections shall be held by secret ballot, except in the event of an uncontested candidate when a voice vote or show of hands may be used.

B. Voting by proxy or absentee votes are acceptable if submitted in writing to the EC and eligibility to vote is verified by the Secretary. The member with the proxy must be present at the Annual Meeting at which elections are being conducted and may only present one proxy. Multiple proxy votes by one member will not be accepted

## Article VII - Club Dues

### Section 1:

Club dues are payable upon submission of application and thereafter annually on or before January 1<sup>st</sup> of each year. Dues are set at \$25 per year for an individual membership. There will be three levels of membership as follows:

Basic Level \$25 – access to monthly events

Supporting Level \$50 - access to monthly events along with website recognition displayed on our members' page

Strategic Level \$100 – access to monthly events along with website recognition with photo and name on our members' page

### Section 2:

Dues paid in November or December will be applicable to membership through December of the following year.

### Section 3:

The Secretary shall make applications available at each meeting and shall ensure that all dues submitted are transmitted to the Treasurer for deposit.

## Article VIII – Policies and Standing Rules

### Section 1:

The club will not endorse or seek to influence the election or nomination of one Republican candidate over another in a primary or non-partisan election unless the Republican candidate or nominee has been endorsed or nominated by the Lee County Republican Executive Committee. This restriction does not apply to an individual member or officer of the club; however, members must not mention their club affiliation in any public endorsement of any candidate as specified in this section.

### Section 2:

Members are prohibited from using the name, stationary, logo or any other image of the club without the permission of the EC. Such use automatically forfeits membership in the club.

### Section 3:

The microphone/lectern of the club shall be exclusively reserved for registered Republicans.

### Section 4:

The Board of Directors and its current Officers unanimously adopted on March 4<sup>th</sup>, 2021 at approximately 4:50 PM the amendment to Article VIII - Policies and Procedures for “Discrimination in the Treatment of People”, as shown below:

The Republican Club of Southwest Florida has adopted a Policy and Procedures against “Discrimination in the Treatment of People” based on Florida Statue 760 – Discrimination in Treatment of People, CHAPTER 760, 760.01.

(1) Sections 760.01-760.11 and 509.092 shall be cited as the “Florida Civil Rights Act of 1992.”

(2) The general purposes of the Florida Civil Rights Act of 1992 are to secure for all individuals within the state freedom from discrimination because of race, color, religion, sex, pregnancy, national origin, age, handicap, or marital status and thereby to protect their interest in personal dignity, to make available to the state their full productive capacities, to secure the state against domestic strife and unrest, to preserve the public safety, health, and general welfare, and to promote the interests, rights, and privileges of individuals within the state.

#### Section 5:

The Board of Directors and its current Officers unanimously adopted on March 4<sup>th</sup>, 2021 at approximately 4:58 PM the amendment to Article VIII - Policies and Procedures for” Workplace Harassment Prohibited “as shown below:

The Republican Club of Southwest Florida has adopted and will adhere to the policies and procedures for “Workplace Harassment” based on Florida Senate Administrative Policies and Procedures Policy 1.60 Effective November 27, 2018 1.60 Workplace Harassment Prohibited.

Definition of Workplace Harassment “Workplace harassment” means any: (1) Harassment based on race, color, religion, sex, national origin, age, disability, or marital status, including verbal or physical behavior or conduct that denigrates or shows hostility or aversion toward an individual because of that individual’s race, color, religion, sex, national origin, age, disability, or marital status; (2) Harassment based on an individual’s association with an individual because of that individual’s race, color, religion, sex, national origin, age, disability, or marital status; (3) Harassment that has the purpose or effect of substantially interfering with an individual’s work performance or creating an intimidating, hostile, or offensive work environment; or (4) Sexual harassment. While workplace harassment includes sexual harassment, sexual harassment raises issues that are unique in comparison to other types of workplace harassment. Therefore, sexual harassment warrants separate emphasis. “Sexual harassment” means unwelcome sexual advances, requests for sexual favors, and other verbal, nonverbal, or physical conduct of a sexual nature when: (a) Submission to such conduct is made either explicitly or implicitly a term or condition of an individual’s employment; (b) Submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; or (c) Such conduct has the purpose or effect of unreasonably interfering with an individual’s work performance or creating an intimidating, hostile, or offensive working environment.

#### Article IV – Amendments

Any amendment to the Bylaws must be approved by no less than six members of the EC and may not conflict with any provisions in the Constitution.

Adopted February 28, 1966.

Revisions: January 16, 1979, May 5, 2001, May 2, 2013, November 6, 2014, September 18, 2015, March 4, 2021, and December 3, 2022.