

BYLAWS FOR WOMEN FOR THE AMERICAN CONSTITUTION

(A Virginia Non-Stock Corporation)

ARTICLE I NAME

Section 1. Name: The name of this organization shall be Women for the American Constitution (WAC). WAC is referred to herein as the “Club.”

ARTICLE II PURPOSES

The purposes of the Club shall be to:

- (a) maintain and advance the values of American conservatism in contrast to modern liberalism;
- (b) inform the public through political education and activity;
- (c) foster loyalty to the objectives, policies, and principles of the Constitution, as written by our Founding Fathers, and its amendments;
- (d) work for candidates in all local, state, and federal elections, who have objectives and values consistent with paragraphs (a), (b) and (c) above.

ARTICLE III POLICIES

Section 1. Club is Independent. The Club is independent and shall not be merged or in any other way combined with any other organization.

Section 2. Club to be Non-Partisan. Although the Club maintains and advances the values of American conservatism, the Club is not intended to be a partisan organization and shall not advocate for or on behalf of any political party.

Section 3. Endorsement of Candidates. When there is more than one officially filed candidate for the same office, the Club shall not endorse a candidate as the conservative nominee until after the primary election for such office.

Section 4. Programs/Sponsorships. The Club may co-sponsor appropriate programs with like-minded organizations to further the Club's Purposes outlined above in Article II, (a) (b) (c) and (d), as long as the Club's identity is maintained and acknowledged as a separate entity.

Section 5. Use of Club Stationery. Club stationery will be used by the officers and members of the Board of Directors for the conduct of Club business only.

ARTICLE IV MEMBERSHIP

Section 1. Member in Good Standing. An individual member in good standing is one whose current dues are paid.

Section 2. Eligibility. Any individual believing in the principles of Article 2 and advocating support of like-minded candidates is eligible for membership.

Section 3. Classes of Membership:

(a) Active Membership: Only women shall be eligible for Active membership.
Active members shall:

- (i) pay all dues; and
- (ii) be eligible to make motions and vote, hold office and serve on committees.

(b) Associate Membership: Only men shall be eligible for Associate membership.
An associate member shall:

- (i) pay only Club associate dues; and
- (ii) not be able to make motions or vote, or hold office, but may attend meetings and serve on committees (except as a chair).

(c) Honorary Membership: Honorary membership is extended to any person selected by a two-thirds vote of the Club's board of directors at a properly called meeting. No dues shall be assessed to an Honorary member.

(d) Student Membership: Open to women and men who are full or part-time students currently attending school. A Student member shall:

- (i) pay only Student member dues; and

- (ii) not be able to make motions or vote, or hold office, but may attend meetings and serve on committees (except as a chair).

Section 4. Revocation of Membership. The Board of Directors shall have complete jurisdiction over revocation of membership in the Club. A two-thirds vote of the members of the Board of Directors voting at a meeting for which proper notice has been given is required for revocation of membership. Membership may be revoked for non-payment of dues or for actively advocating principles inconsistent with those set forth in Article II. A member whose dues are delinquent shall be so advised in writing before his or her membership is revoked for non-payment of dues and shall be given 30 days to pay delinquent dues and avoid revocation. To remove a member for cause other than non-payment of dues, charges in writing, signed by not less than one-third of the members of the Club's Board of Directors, shall be sent to the member. Said member shall be given 20 calendar days within which to appear before the Board and present a defense.

Section 5. Guests at Meetings. The Club's policy for attendance of guests at meetings shall be as determined by the Board of Directors and set forth in the Standing Rules.

ARTICLE V DUES AND SERVICE CHARGE

Section 1. Membership Dues. Dues for active, associate, and student members are set forth in Standing Rules.

ARTICLE VI OFFICERS AND THEIR DUTIES

Section 1. Eligibility. Each elected officer shall be an active member in good standing in the Club.

Section 2. Officers. Elected officers of this organization shall be a President, a Vice President, one or more Secretaries, and a Treasurer. The immediate Past President shall be an unelected officer and shall serve concurrently with the President whose term followed that of the immediate Past President.

Section 3. Term. Elected officers shall be elected at the annual meeting in November of each even year beginning in 2022. Term of office shall begin on January 1st of the year next following the annual meeting at which the election was held and shall be for two years ending December 31st of the second year of the term, or until a successor is elected.

Section 4. Vacancies. A vacancy in the office of the President shall be filled by the Vice President. Any other vacancy in an elective office shall be filled by the Board of Directors at the next meeting following the vacancy. If such vacancy occurs, written notice shall be given to the members of the Board of Directors not less than seven days prior to such meeting.

Section 5. Duties of the President. Duties of the President shall be:

- (a) To preside at all meetings of the Club, the Board of Directors and the Executive Committee;
- (b) To set an agenda and call meetings of the Executive Committee and the Board of Directors. Matters of a routine nature, requiring action by either of these bodies, may be submitted to members by mail, phone or electronic transmission at the discretion of the President.
- (c) To appoint the chairs of all standing and special committees (except the Nominating Committee), who shall serve for such period of time as determined by the President. The appointment of the chairs of standing committees shall be approved by the officers and immediate Past President.
- (d) To appoint a parliamentarian, if so directed by the Board of Directors.
- (e) To prepare a program of action, after consultation with the chairs of the standing committees, for presentation to the Executive Committee and approval by the Board of Directors.
- (f) To prepare an annual budget with the assistance of the Finance/Fundraising Committee and Treasurer and present it to the Executive Committee for approval and recommendation to the Board of Directors; to prepare a revised budget with the assistance of the Finance/Fundraising Committee and Treasurer, if directed by the Board of Directors, and to present the revised budget to the Executive Committee for approval and recommendation to the Board of Directors.
- (g) To appoint an Audit Committee, consisting of at least three members. The President may select one or more members of the Audit Committee from among the members of the Finance/Fundraising Committee, except that the Treasurer shall not be a member of the Audit Committee.
- (h) To be an ex-officio member of all committees except the Nominating Committee.
- (i) To sign checks or use debit card when necessary, with approval of the Executive Committee.
- (j) To be the official representative of the Club whenever such representation is requested or required.

Section 6. Duties of the Vice President.

- (a) The Vice President shall serve as Program Chair for her term of office.
- (b) In the absence of the President, the Vice President shall perform the duties of the President.
- (c) The Vice President shall perform such other duties as may be assigned by the President.

Section 7. Duties of the Secretary.

- (a) To keep the minutes of all meetings of the Club, the Executive Committee and the Board of Directors, and, within 10 calendar days of such meetings, to provide draft minutes to the President, the Executive Committee and to the Board of Directors;
- (b) To perform other such duties as may be assigned to her by the President;
- (c) To conduct the correspondence of the Club; and
- (d) To provide to the Club membership minutes of annual Club meetings no later than such time as notice of the next annual Club meeting is sent.

Upon approval of the Board of Directors, the duties of the Secretary may be divided between a Recording Secretary and a Correspondence Secretary, in which case both shall serve on the Executive Committee.

Section 8. Duties of the Treasurer.

- (a) To keep accurate and detailed financial records, and to be custodian of all funds of the Club;
- (b) To give written reports of receipts and disbursements at all Board meetings and as directed by the President;
- (c) To disburse funds as directed by the Executive Committee and as recommended by the Board of Directors;
- (d) To collect dues from active, associate, and student members;
- (e) To provide an annual Treasurer's written report of receipts and disbursements at the meeting of the Board of Directors following the end of the fiscal year (January 1 through December 31) and at a meeting of the members of the Club following the end of the fiscal year;

- (f) To submit books and financial records for review each year and at the end of her term to the Audit Committee;
- (g) To submit financial records to be audited at the completion of the Treasurer's term and annually; and
- (h) To assist the President and
- (i) Fundraising Committee in the preparation of the annual budget and, if directed by the Board of Directors, assist in the preparation of a revised budget, and to serve as an ex-officio, non-voting member of the Finance/Fundraising Committee.

Section 9. Reports and Records. Officers and committee chairmen shall furnish the President with an annual written report. Officers shall deliver all records, files and properties of the Club to their successors or the President within thirty working days after retiring from office, unless otherwise directed by the President or Board of Directors. All records and reports are the sole property of the Club and shall not be used or disseminated for any purpose outside of the Club unless approved by the Board of Directors.

ARTICLE VII CLUB MEETINGS

Section 1. Regular Meetings. At least five regular meetings of the membership shall be held each year. The time and place of these meetings shall be set by the Board of Directors with at least ten days' notice given to the membership.

Section 2. Special Meetings. Special meetings may be called by the President or on petition of one-fourth of the active membership, provided all members are notified of the time, place and purpose at least five (5) days prior to such meeting. No matter shall be considered at a special meeting except that stated in the call to the meeting.

Section 3. Annual Meeting. The November meeting of each year shall be designated the annual meeting at which time reports shall be given and, in each even year, the election of officers held.

Section 4. Quorum. One-fourth ($\frac{1}{4}$) of the active members of the Club shall constitute a quorum at any meeting.

Section 5. Voting Eligibility. An active member in good standing is eligible to vote at a Club meeting.

Section 6. Fiscal Year. The fiscal year of this Club shall be from January 1st to December 31st.

ARTICLE VIII
BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Board of Directors.

- (a) The Board of Directors shall be composed of the elected officers of the Club, the immediate past President, the Standing Committee Chairs, the Parliamentarian if so appointed, and the Special Committee Chairs if so appointed.
- (b) Voting Body: The voting body of the Board of Directors shall be the elected officers, the Past President and the chairs of all Standing Committees. There shall be no proxy voting for the immediate Past President.
- (c) Non-voting Body: The non-voting members of the Board of Directors shall include the chairs of Special Committees if so appointed, the Parliamentarian if so appointed, and any other appointees.

Section 2. Duties of the Board of Directors. The duties of the Board of Directors shall be:

- (a) To be the governing body of the Club;
- (b) To meet at the call of the President. These meetings will be open to all active members who may speak to an issue when granted permission by the body; however, they may not vote;
- (c) To transact any necessary business between meetings of the Club, to approve the program of action as presented to the Board by the President, to adopt policies of the Club, to advise the President, to adopt and revise, if needed, the annual budget, and to approve the program and/or agenda (including speakers and other participants) of all Club meetings and activities;
- (d) To approve or deny over-budget items as recommended by the Executive Committee;
- (e) To elect a Nominating Committee; and
- (f) To fill a vacancy in an elective office by election at the next meeting of the Board following the vacancy. Notice of such vacancy shall be given to the Board members with the Call to the meeting.

Section 3. Quorum for Board Meetings. One-half (½) of the voting members of the Board of Directors shall constitute a quorum at any meeting.

Section 4. Executive Committee. The Executive Committee shall consist of the elected officers, and the immediate past President.

Section 5. Duties of the Executive Committee. The duties of the Executive Committee shall be:

- (a) To meet when called upon by the President;
- (b) To advise the President;
- (c) To supervise the business of WAC between meetings of the Board of Directors with only such authority as shall be delegated to it by these bylaws or by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors;
- (d) To approve the annual budget and any revised budget and recommend it for adoption to the Board of Directors;
- (e) To approve the disbursement of funds in accordance with the budget as adopted by the Board of Directors, as otherwise authorized by the Board of Directors, or as allowed by the Standing Rules; and
- (f) To approve or deny over budget items and recommend for adoption to the Board of Directors.

Section 6. Quorum for Executive Committee Meetings. One-half ($\frac{1}{2}$) of the members of the Executive Committee shall constitute a quorum at any meeting.

ARTICLE IX STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees. There shall be the following standing committees: Bylaws, Campaign/Election Integrity, Fundraising, History, Membership, Newsletter, Public Relations, and State/Local Issues.

Section 2. Duties of Standing Committees. These standing committees shall prepare programs of action in their respective areas for ratification by the President and Board of Directors.

Section 3. Duties of Membership Committee. In addition to its duties pursuant to any ratified program of action, the Membership Committee shall maintain the official membership list of the Club and shall distribute to the Board of Directors an up-to-date roster with the names, addresses, zip codes-plus four, phone and fax numbers and when authorized, e-mail addresses of the officers, Executive Committee and Board of Directors. Such roster shall be the sole private property of the Club and shall not be used or disseminated for any purpose outside of the Club unless approved

by the Board of Directors. The Membership Committee shall also maintain a list of guests attending Club meetings and/or Club activities and, if available, their contact information.

Section 4. Special Committees. Special Committees, except the Nominating Committee, shall be appointed by the President. The President shall notify the Club when special committees are appointed.

Section 5. Reports and Records. All Standing Committee Chairmen shall present written reports at the annual November meeting. All Special Committee Chairmen shall present written reports as requested. The records, files and properties of the Club shall be delivered to their successors within thirty days following the new appointments.

ARTICLE X NOMINATIONS AND ELECTIONS

Section 1. Nominations. A Nominating Committee of not less than three active members in good standing shall be elected by the Board of Directors at a regular meeting of the Board at least two months prior to the annual meeting in even years. The Nominating Committee shall elect a Chairman and Secretary from one of its own number, and shall report one nominee for each office at the regular meeting of the membership that most closely precedes the annual meeting in even years or by written notification to the Club membership at least ten (10) days prior to the annual meeting. Such report shall include a short biography of each nominee, including qualifications. No member shall serve for more than two consecutive years on the Nominating Committee.

Section 2. Nominations from the Floor. Nominations for officers may be made from the floor of the annual meeting following the report of the Nominating Committee.

Section 3. Requirement for Nominee Consent. A nominee shall be an active member in good standing of the Club. No one shall be a nominee who has not given prior consent to serve if elected.

Section 4. Election of Officers. Officers shall be elected by ballot at the annual meeting. A majority vote shall elect. When there is only one candidate for an office, election may be by voice vote.

ARTICLE XI PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall govern the Club in all cases in which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XII AMENDMENTS TO BYLAWS

Section 1. Vote Required for Amendments. These bylaws may be amended by a two-thirds ($\frac{2}{3}$) vote of the active members present at any regular or special meeting, provided notice of the proposed amendment(s) shall have been submitted in writing to every member at least thirty (30) days before. Notwithstanding the foregoing, Section 1 and Section 2 of Article III of these bylaws may not be amended to allow the Club to be merged or combined in any other way with any other organization, or to advocate for or on behalf of any political party, except upon a vote at a duly called special meeting of the Club of eighty percent (80%) of all active members of the Club, provided notice of the proposed action shall have been submitted in writing to every member at least thirty (30) days before such meeting.

ARTICLE XIII DISSOLUTION

In the event of the dissolution of Women for the American Constitution, all assets and funds of the Club shall be paid over to an IRC Section 527 organization whose purposes are consistent with those of WAC, after all obligations have been met. None of the assets will be distributed to any member or officer. Such transfer shall be completed within thirty (30) days of the formal dissolution.

Date bylaws adopted: _____

STANDING RULES AND POLICIES
Women for the American Constitution

Section 1. Membership Dues and Service Charge.

- (a) The annual dues for an active member will be \$40.00 per calendar year, except that a member joining after September 1st shall pay \$20.00. Dues are payable upon joining and each January 1st thereafter. Once paid, dues are not refundable.
- (b) Associate members' dues shall be \$20.00 annually, regardless of when the associate member joins.
- (c) Student member dues shall be \$10.00 annually, regardless of when the student member joins.
- (d) Honorary members shall pay no dues.

Section 2. Those attending a lunch, dinner or other event for which WAC makes a charge, who are not members, shall pay \$5.00 more than the amount charged to a member. Students may attend a WAC event at a discounted rate.

Section 3. These Standing Rules may be amended by a two-thirds ($\frac{2}{3}$) vote of those present and voting at a properly called meeting of the Board of Directors.

Standing Rules Adopted: