

**CFRW BOARD OF DIRECTORS SPECIAL MEETING
SPECIAL RULES OF ORDER – ELECTRONIC MEETING – CRP ENDORSEMENTS
February 6, 2021**

1. **ARTICLE VIII – BOARD OF DIRECTORS Section 4. Special meetings** of the Board of Directors may be called by the president or at the written request of at least five (5) members of the CFRW Executive Committee. The purpose of the meeting shall be stated in the call which shall be sent to all members at least ten (10) days before the meeting.
2. **VOTING BODY. ARTICLE VIII BOARD OF DIRECTORS** (*Reference CFRW Bylaws ARTICLE VIII Board of Directors*)
 - a. Section 1. The CFRW Board of Directors shall consist of all Statewide Elected and Appointed Officers, Regional Directors, Legislative Analysts, Standing Committee Chairmen, and all past CFRW Presidents in good standing.
3. **SPECIAL RULE.** At the Board of Directors meeting prior to the California Republican Party Organization meeting, local Club Presidents, or their appointed Alternates, shall have the right to vote on the endorsement of the CFRW Board Of Directors of only the announced candidates for Chairman, State Vice Chairman, Secretary and Treasurer, who seek CFRW Board of Directors endorsement for elective office of the California Republican Party.
4. **CREDENTIALS.**
 - a. Each voting member shall register for the electronic meeting and receive an invitation to participate in the electronic Board of Directors meeting.
 - b. Guests shall be required to register for the electronic meeting and receive an invitation to attend in the electronic Board of Directors meeting.
 - c. The 1st credentials report will be given by the Recording Secretary following the opening of the first business meeting to establish a quorum; supplemental reports will be given as ordered.
5. **DECORUM.**
 - a. Board members and Club Presidents, or their appointed Alternate, shall be logged in electronically before the session is called to order. The Board members name and Club Presidents name , or their appointed Alternates name, and her electronic participant name shall match her CFRW membership name.
 - b. Participants shall keep their microphones on mute during the meeting. Only the Chair, timekeeper or producer shall have the privilege to unmute and mute speakers.
 - c. A Board member, Club President, or their appointed Alternate, wishing to communicate shall first type her name and title, followed by her comment or question in the electronic “Q & A” box. The chair, recognizing each Board member, Club President, or their appointed Alternate, in their order, shall answer the question live. Should there be a follow-up question, the speaker shall “raise her hand” and the Chair shall ask the timekeeper to unmute the speaker.
 - d. Only accredited Board Members and Club Presidents, or their appointed Alternate, shall have the privilege/authority to speak from the floor except where the privilege of the floor is conceded by the vote of the assembly.
6. **MOTIONS.**
 - a. Any and all motions shall be typed, signed, and delivered using the electronic “chat” box.
 - b. Only accredited Board Members may make motions and vote.
 - c. The use of “General Consent” or “Unanimous Consent” shall be used for routine matters.
 - d. Votes on motions shall be by roll call.
 - e. The CFRW Recording Secretary will repeat the motion and will call the roll for a vote.
 - f. When the voting period is concluded and the vote has been tabulated, the Recording Secretary will announce the results of the vote.
7. **DEBATE.**
 - a. No Board Member shall speak in debate more than once to the same question on the same day, or longer than two (2) minutes, without permission of the body granted by a two-thirds (2/3) vote without debate.
 - b. Debate on each substantive motion shall be limited to fifteen (15) minutes, without permission of the body granted by a two-thirds (2/3) vote without debate.
 - c. A Board member wishing to debate shall “raise her hand” and the Chair shall ask the timekeeper to unmute the speaker.
8. **QUORUM. ARTICLE VIII BOARD OF DIRECTORS Section 5.** One-third (1/3) of the CFRW Board of Directors, providing three (3) of them are elected officers, shall constitute a quorum.

a. The Chair shall request all Board members be unmuted and roll call will be called by the Recording Secretary to establish a quorum.

9. **ENDORSEMENTS. CFRW Procedures Section**

- a. The decision to endorse shall require a majority vote of the Board of Directors and local Club Presidents, or their appointed alternates. If there are more than two candidates running for the same office, and no candidate receives a majority vote, a second vote will take place for the two candidates receiving the highest number of votes cast. No proxies are allowed.
- b. An unopposed candidate must have a majority of "YES" votes to endorse. No endorsement will be given if a majority of "NO" votes are cast for the unopposed candidate.
- c. A letter of endorsement will be sent to each winning candidate. Each endorsement shall state that the endorsement was made by the Board of Directors of the California Federation of Republican Women, Local Club Presidents or their designated Alternates, who were in attendance at the Special CFRW Board of Directors meeting held via ZOOM on February 6, 2021.

10. **VOTING TO ENDORSE** will be conducted electronically.

11. **RESULTS** will be announced via email to the registered participants.

12. **CELL PHONES/PAGERS/TABLETS.**

- a. Cell phones, pagers and tablets shall be in silent mode during all business meetings, workshops and speakers' presentations.
- b. The webinar shall not be recorded unless approved by the President.

13. **ALL PRINTED MATERIAL. ARTICLE V ETHICS Section 3.** All literature, petitions, materials or announcements of any description shall first be submitted to the President or the Executive Committee for approval before being circulated or distributed at any CFRW meeting.

14. **PARLIAMENTARY AUTHORITY.** *Robert's Rules of Order Newly Revised* shall be the parliamentary authority to govern the Board of Directors meetings in all cases to which they are applicable and in which they are not inconsistent with the NFRW and CFRW Bylaws and any Special Rules of Order adopted by the CFRW Board of Directors.

Reminder on how we are going to be handling the Q&A Box, CHAT Box, Raise Your Hand

Q & A BOX

To be used exclusively for:

Questions

Comments

Note: Board member and Club President must type her name and title.

CHAT BOX

WILL NOT BE USED

RAISE YOUR HAND

To be used exclusively for:

Follow-Up Question

Discussion/Debate on Motions

Note: Chair may or may not entertain a follow-up question.

Any other use of these electronic communication tools will be considered action that is "out of order".