

BYLAWS

I. Name and Affiliations.

The name of the organization shall be the Southern Mecklenburg Republican Club (“the Club”). The Club may seek affiliations with the Republican Party of Mecklenburg County, the Republican Party of North Carolina, and/or the North Carolina Federation of Republican Men.

II. Mission

The Club shall serve as a gateway to informed political participation for Republicans in Mecklenburg County.

III. Objectives

The Club shall focus on the following objectives:

- Promoting Republican values through education, fellowship, service, and advocacy.
- Supporting the principles, objectives, and platform of the Republican Party.
- Educating Republicans and the community at large on sound public policy according to Republican principles.
- Encouraging good government in Mecklenburg County according to Republican principles.
- Fostering strong relationships with the community through demonstrations of citizenship and Republican practices.
- Supporting the growth and development of the Republican Party in Mecklenburg County and in North Carolina.

IV. Membership

A. Categories

Active members. Any person who is a registered Republican residing in Mecklenburg County is eligible for active membership in the Club. Active members are those who 1) are current with their Club dues and 2) meet the participation requirements established by the Club.

Associate members. Any registered Republican not meeting the residency or participation requirements for Active member status may be an Associate member and shall have all the rights and privileges of active members, except that an Associate member may not vote nor hold office.

Honorary members. Any registered Republican may be designated an Honorary Member by a three-fourths vote of the Club at its annual meeting. An Honorary member is not required to pay dues, and may not vote nor hold office.

The Executive Board can approve additional membership categories deemed appropriate for purposes of recognition, fundraising, or any other appropriate purpose.

B. Dues

The Executive Board, at its annual meeting, shall establish the amount of dues for each upcoming year.

C. Expectations of members

The Executive Board, at its annual meeting, shall establish the participation requirements to qualify members for Active member status for each upcoming year.

V. Club Meetings

A. Quorum

One-third of the voting membership of the Club or ten (10) voting members, whichever is greater, shall constitute a quorum for any meeting in this Article.

B. Annual Meeting

The annual meeting of the Club shall occur in the month of April each year. The agenda for the meeting shall include the receipt of reports from officers, the election of officers, and such other business relevant to the Club. Any contested election shall be decided by secret ballot. At least three (3) weeks' notice is required for the annual meeting.

C. Regular Meetings

The Club shall have other regular meetings at the times and places determined by the Executive Board. At least seven (7) days' notice is required for any regular meeting.

D. Special Meetings

The President, a majority of the voting members of the Executive Board, a majority of the Directors, or the greater of five (5) Active members or five percent (5%) of the Active membership may call special meetings of the Club. The Secretary shall make the names and contact information of the current Active membership available to any Active member on request. At least three (3) days' notice is required for a special meeting, and the meeting notice shall specify in detail the purpose for which the meeting is being called.

VI. Officers

A. Qualifications

Any Active member of the Club may serve as an officer.

B. Elected Officers

The officers elected at the annual meeting of the Club shall be:

President. The President shall preside at all meetings of the Club and the Executive Board, shall appoint Vice Presidents and committee chairs with the advice and consent of the Executive Board, and may exercise such authority as generally pertains to the office of President. The President shall serve as the official representative of the Club. No member may speak on behalf of the Club or otherwise represent the Club without authorization from the President.

Vice President. The Vice President shall plan and organize the regular meetings of the Club, shall preside at meetings of the Club and the Executive Board in the absence of the President, shall assume the office of President if it becomes vacant, and shall perform other duties at the direction of the President.

Secretary. The Secretary shall have primary responsibility for all internal communications, non-financial records, and external correspondence of the Club, including but not limited to taking the minutes of all meetings of the Club and the Executive Board and maintaining the membership roll, and may exercise such authority as generally pertains to the office of Secretary.

Treasurer. The Treasurer shall have primary responsibility for all financial records of the Club, account for the receipts and expenses of the Club, report on the financial status of the Club at each meeting of the Executive Board and upon request of any voting member at any meeting of the Club, and keep the Secretary informed regarding who has paid Club dues. The Treasurer shall complete all reports to the North Carolina Board of Elections required by the North Carolina General Statutes, subject to review by the President, and may exercise such authority as generally pertains to the office of Treasurer.

E. Appointed Officers

The Executive Board shall define any additional offices necessary to help carry out the activities of the Club. The President shall appoint these officers with the advice and consent of the Executive Board.

D. Vacancies

In the event of a vacancy in any elected or appointed office other than President, the President shall nominate a replacement for the consideration of the Executive Board. If the Executive Board does not elect the candidate nominated by the President with a majority of the officers present and voting, then the Active members of the Club shall fill the vacancy by election at the next regular meeting of the Club. An officer chosen in a special election remains eligible for election to a full term at the annual meeting. Whenever given notice to specific officers is required, the existence of a vacancy in any of the offices that must receive notice of an action does not invalidate the filing of notice with the other officers.

E. Terms of Office

The term of officers shall be one year. The terms of the officers shall begin with the adjournment of the annual meeting at which the officers are elected and end when a successor takes office. This provision shall not preclude the holding of an installation ceremony at a time other than the annual meeting. No member may serve more than three consecutive full terms in any elected office. This does not prevent a member from seeking a different office, with the exception that a member who has served as President for three consecutive full terms may not be reelected as President or Vice President.

F. Executive Directors

The original founding members, all past Presidents of the Club, and all Club members with at least 3 current consecutive years of Active membership shall be Directors of the Club. At the annual meeting of the Club, the Directors will select either three or four Directors to serve on the Executive Board as Executive Directors, depending on which number will create an Executive Board with an odd number of voting members. The Executive Directors selected must not hold another office within the Club at the same time as their service on the Executive Board. If an Executive Director vacancy occurs, the Directors shall select a replacement at the next general meeting.

VII. Executive Board

A. Membership

The voting members of the Executive Board shall consist of the elected officers, the appointed officers, and the Executive Directors. All Directors shall be non-voting members of the Executive Board.

B. Authority

The Executive Board shall have general authority over the direction of all Club activities consistent with the provisions of these Bylaws and the will of the Club membership. The Executive Board shall not take any action that conflicts with any action taken by the Club.

C. Responsibilities

The Executive Board shall have the following responsibilities:

- To establish the time and place for the regular meetings of the Club.
- To adopt an annual budget prior to the first meeting of the Club after the Club's annual meeting.
- To establish additional Vice President offices and committees to help carry out Club activities.
- To advise the President on the appointment of Vice Presidents.
- To adopt and amend Standing Rules of the Club.

At its annual meeting, the Executive Board shall, at a minimum:

- Establish the amount and timing of the Club dues for the upcoming year.
- Establish membership participation requirements for Active membership for the upcoming year.
- Review and ratify the Club's Statement of Republican Principles.
- Review and ratify the Club's Endorsement and Issue Advocacy rules.

D. Meetings

The Executive Board shall meet to carry out its duties at such times and places as the Executive Board shall decide, with the following provisions:

A quorum shall consist of a majority of the voting members of the Executive Board, provided that at least one Executive Director and either the President or Vice President must be present within the majority. Unless otherwise specified, a majority vote of the voting members present is required to pass a motion.

The Executive Board shall meet at least once each quarter.

The annual meeting of the Executive Board will occur after the annual meeting of the Club and prior to the next regular meeting of the Club.

All Active members of the Club shall receive at least five days' notice of all regular meetings of the Executive Board. Though all meetings of the Executive Board shall be open to all members of the Club, only the members of the Executive Board have the authority to participate in the meeting.

The President, Vice-President, or any two Directors may call a special meeting of the Executive Board for any purpose defined in the call of the meeting. All voting members of the Club shall receive at least 48 hours' notice of a special meeting unless all the members of the Executive Board waive the notice requirement in writing prior to the meeting.

VIII. Governance

A. Standing Rules

Subject to these Bylaws, the Club shall have Standing Rules to define further procedures such as:

- The amount of dues members shall pay.
- The participation requirements for Active member status.
- The Vice Presidents and committees necessary to help carry out the activities of the Club.
- The standard agenda for the annual and regular meetings.
- Endorsements of candidates for public office.
- Issues education, advocacy and statements of position by the Club.
- Any other procedures necessary for the good government of the Club

Two-thirds of the voting membership of the Executive Board, not including vacancies, may amend the Standing Rules at any Executive Board meeting. The Standing Rules may also be amended by a majority vote of the Club's Active membership present at any regular or special meeting of the Club; provided, that the proposed amendment shall be included in the notice of the meeting.

The Executive Board shall not have the authority to amend the Standing Rules to change an amendment passed by the voting members of the Club until after the Club's annual meeting following the Club's amendment.

B. Amendment and Parliamentary Authority

A majority of the members of the Executive Board, not including vacant offices, may recommend amendments to these Bylaws from any source. Notice of the specific amendment shall be contained in the notice of the meeting and adoption shall require a two-thirds vote of the voting members present.

Any voting member may propose an amendment to these Bylaws either to the Executive Board or directly to the Club. An amendment proposed directly to the Club shall be considered at the second meeting, whether annual, regular, or special, following its proposal. Adoption shall require a two-thirds vote of the Club's Active membership present.

In matters not addressed by these Bylaws or the Standing Rules, the current edition of *Robert's Rules of Order Newly Revised* shall serve as the authority for the Club's parliamentary procedure.

IX. Dispute Resolution

A. Membership disputes

The Secretary shall reclassify any Active member who terminates his registration as a voter in Mecklenburg County to be an Associate member. The Secretary shall remove from the membership roll any member who terminates his registration as a Republican voter. Any Associate member affected by this section may appeal to the Dispute Review Committee as though he were an Active member. Appeal of the Secretary's action shall not automatically be considered a call for the removal of the Secretary from office.

The Club may revoke the membership of any Active or Associate member for any act or conduct considered contrary to the best interests of the Club.

B. Officer disputes

The Club may remove a member from office for failure to execute properly the duties of the office.

C. General harmony

When an Active member files a dispute, the Executive Board in general and the President in particular should make an effort to achieve a resolution of the matter prior to the meeting of the Dispute Review Committee. Failure to do so, however, shall not constitute a failure to execute properly the duties of office.

D. Process

This article establishes the procedure for the Club to resolve disputes involving Active members and Associate members. In the event a dispute arises involving an Honorary member, the Club may revoke Honorary membership by a majority vote; provided, that a Active member shall provide notice of a motion to revoke Honorary membership at a regular meeting of the Club, and the vote shall not be held until the next regular meeting of the Club.

The Executive Directors shall comprise the Dispute Review Committee, which shall be referred to as “the Committee” throughout this article. The Director with the longest continuous tenure in the Club shall serve as Chairman, and the Director with the shortest continuous tenure in the Club shall serve as Secretary. In the event a dispute directly involves one or more Executive Directors, the Active member(s) with the longest continuous tenure in the Club shall replace the Director(s) involved in the dispute on the Committee. A flip of a coin shall decide any ties.

The Committee shall review all matters arising from this article. Any Active member or group of Active members is eligible to file a dispute with the Committee by sending written notice to the President, the Secretary, and the Executive Directors stating the nature of the dispute and proposing a course of action.

The Committee shall meet at the time and place determined by its Chairman within two weeks of the receipt to review the dispute. The Chairman shall notify the President, the Secretary, the filer of the dispute, and the member(s) named in the dispute of the time and place of the meeting. All members of the Committee are necessary for a quorum.

Upon convening, the Committee may choose by a unanimous vote to close its meeting to all except the filer of the dispute and the member(s) named in the dispute. Furthermore, after it has heard from all parties, the Committee may choose by a unanimous vote to deliberate in executive session.

The Committee may choose from the following recommendations:

- Take no action;
- Postpone further consideration until the next regular meeting of the Club;
- Restore membership status;
- Reprimand any member involved in the dispute;
- Suspend any member involved in the dispute from holding office or membership for a defined period;
- Remove any or all of the members named in the dispute from office, if applicable;
- Expel any or all of the members named in the dispute from the Club; or,
- Expel the filer of the dispute from the Club.

The Committee shall report a recommended course of action no later than the second regular meeting of the Club following the filing of a dispute. The Committee's recommendation shall be included in the notice of the meeting. No person involved in the dispute may serve as the presiding officer during the debate or vote on the Committee's recommendation by the Club. In the event the President and the Vice President are involved in the dispute, an uninvolved Director with the longest current Active tenure in the Club shall preside for this portion of the meeting.

When considering a recommended course of action, the Club shall hear first from the Chairman of the Committee. The member(s) involved in the dispute who disagree with the recommendation shall speak next, following by the member(s) involved in the dispute who agree with the recommended course of action. The presiding officer shall allow no more than five minutes for each of the three presentations; provided, that by a two-thirds vote the Club may extend another five minutes to the member(s) involved in the dispute who disagree with the recommendation of the Committee. Following the presentations, the presiding officer may allow questions from the Active members present; provided that if questions are allowed, the motion for the previous question is in order when no one else has the floor.

The question before the Club shall be to adopt the recommendation of the Committee, which shall require a two-thirds vote to pass. In the event the Club does not adopt the recommendation of the Dispute Review Committee, any Active member properly recognized by the presiding officer may move a different recommendation. The presiding officer shall allow no more than five minutes of debate for each side on the motion. Failure of the motion to receive a two-thirds vote shall result in the Club's taking no action on the dispute.

No member shall be the subject of the same or similar dispute more than once between annual meetings.

X. Endorsements

A. Issues

The Club may choose to endorse specific positions on public policy affecting local, state, or national government. In order to endorse any policy position, the Club must adhere to the following procedures:

No vote regarding an endorsement shall be made at a special meeting.

The Club shall agree to make an endorsement by a two-thirds vote.

An endorsement shall require a two-thirds vote to pass, and the vote cannot be taken during the meeting in which the Club agreed to make an endorsement.

The Club shall hear presentations on each side of the issue before voting to endorse a position.

On motion of one-fifth of the Active members present, the vote on an endorsement may be made by secret ballot.

B. Candidates

The Club may choose to endorse specific Republican candidates for public office in primary, general, or special elections, including elections by the Executive Committee of the Republican Party of Mecklenburg County. In order to endorse any candidate, the Club must adhere to the following procedures:

The Club shall hear presentations by each candidate or a candidate's designee before voting to hold an endorsement vote.

By a two-thirds vote, the Club may agree to hold an endorsement vote.

The endorsement vote shall be take place at the next regular meeting of the Club.

An endorsement shall require a two-thirds vote to pass.

The Club shall not endorse any candidate directly challenging a Republican incumbent.

The Club shall not endorse any candidate in a primary election unless it has the funds available in its political contributions account to make a contribution of at least \$200 to the endorsed candidate(s). The contribution amount may be increased in the Standing Rules, but in no case shall it be less than \$200.

C. Special elections

Notwithstanding any other provision of this section, the Executive Board may call a special meeting to consider the endorsement of candidate(s) involved in a special election by the Executive Committee of the Republican Party of Mecklenburg County. The requirement that the Club agree to make an endorsement by a two-thirds vote shall remain. Furthermore, the vote to endorse may be cast at the same meeting; provided, that prior to the vote the Club has heard presentations by each candidate or a candidate's designee.