

# **BYLAWS OF THE MODEL REPUBLICAN ASSEMBLY**

## **ARTICLE I Name and Jurisdiction**

**SECTION 1.01. Name.** The name of the organization shall be THE MODEL REPUBLICAN ASSEMBLY, hereinafter referred to as "MODEL-RA".

**SECTION 1.02. Jurisdiction.** The jurisdiction of the MODEL-RA shall be within the state of MODEL.

## **ARTICLE II Powers**

**SECTION 2.01.** The powers of the MODEL-RA shall be:

- (a) To be a Chapter of the National Federation of Republican Assemblies with all the powers thereof.
- (b) To direct, manage, supervise and control its business, property and funds, and to carry out its objectives.
- (c) To create and charter local Republican Assemblies throughout MODEL, and to supervise and coordinate them.

## **ARTICLE III Objectives**

**SECTION 3.01.** The objectives of the MODEL-RA are:

- (a) To advance true conservatism and elect true conservatives at all levels of the Republican Party and all levels of government throughout the state of MODEL;
- (b) To provide through this organization a practical program for the betterment of the Republican Party within the state of MODEL and of the various political subdivisions of the state of MODEL;
- (c) To advance the Principles, Beliefs and Objectives of the National Federation of Republican Assemblies, and
- (d) To provide a legal umbrella for members of the state's various tax-exempt conservative groups who cannot adequately express themselves politically within their existing structures.

## **ARTICLE IV Composition**

**SECTION 4.01.** The MODEL-RA shall consist of members of a statewide Republican Assembly or of local Republican Assemblies which have been chartered by the Board of Directors of the MODEL-RA in the manner provided in these Bylaws, and which continue to comply with the Bylaws of the MODEL-RA and of the NFRA as adopted or amended. A local chapter may

petition the MODEL-RA Board of Directors to subdivide its geographical area into smaller local chapters at need.

## **ARTICLE V Officers and Directors**

**SECTION 5.01. Elective Officers.** The elective officers of the MODEL-RA shall be a President, First Vice President, Second Vice President, Secretary, and Treasurer; as well as two National Directors who, along with the President, shall represent the MODEL-RA on the NFRA's National Board of Directors.

**SECTION 5.02. Additional Officers.** The President shall appoint a General Counsel, who shall be a member of the MODEL state bar; a Chaplain, a Parliamentarian and a Sergeant-at-Arms. He shall also have power to appoint an Executive Director and Congressional District chairmen at his discretion, who shall be subject to confirmation by the Executive Committee. He shall also have power to appoint other specialized officers and representatives of the MODEL-RA at his discretion as needs arise. If the President should determine that there is a need for paid staff, excluding any of the offices herein named, the Board of Directors shall have power to authorize and determine said compensation.

**SECTION 5.03. Qualifications.**

(a) Officers of the MODEL-RA and of all local chapters must be members in good standing of the MODEL-RA, and Republicans by voter registration or by affiliation.

(b) No member who holds the position of officer or director of the MODEL Republican Assembly shall miss two consecutive meetings of the Board of Directors between Annual Conventions, unless such non-attendance is excused by a vote of the Board of Directors. In the event that such member is held to be in violation of this provision, such member's position of officer or director shall automatically terminate.

**SECTION 5.04. Election of Officers.** The elective officers shall be elected at the annual convention in each odd numbered year in accordance with these Bylaws and shall serve for the period of two (2) years and until their successors are elected and qualified.

**SECTION 5.05. Outgoing Officers.** At the conclusion of each Annual Convention, outgoing officers shall be empowered to continue to perform their duties only on matters which were initiated and approved prior to the close of the Convention and which matters shall be completed within a fifteen (15) day period following the close of the Convention.

**SECTION 5.06. Liability of Officers.** No officer or director shall be held personally liable for any debts or obligations of MODEL-RA except those personally guaranteed by that officer or director, and MODEL-RA shall indemnify each officer or director against claims made against them arising from their legitimate and proper service to MODEL-RA.

## **ARTICLE VI Executive Committee**

**SECTION 6.01. Purpose.** There shall be an Executive Committee which shall exercise the delegated authority of the State Board of Directors to govern the MODEL-RA except where such authority is expressly reserved herein to the Board or where the Board takes specific action to restrict the Executive Committee's authority.

**SECTION 6.02. Composition.** The Executive Committee shall consist of the elective officers of MODEL-RA, as well as the Executive Director if such exists. The General Counsel shall serve as a non-voting member; and other appointive officers may serve as non-voting members at the discretion of the President, or as voting members by unanimous consent of the Executive Committee or a majority of the Board of Directors.

**SECTION 6.03. Meetings.** The Executive Committee shall hold regular meetings, in no case less often than once per quarter. With the unanimous consent of all members, it may choose to vote in appropriate situations by telephone conference call, FAX machine, electronic mail or other means of telecommunication.

**SECTION 6.04. Quorum.** A quorum for Executive Committee meetings shall consist of at least five of its voting members.

## **ARTICLE VII Board of Directors**

**SECTION 7.01. Composition.** The Board of Directors of the MODEL-RA shall consist of the members of the Executive Committee (including non-voting members, unless disallowed by the Executive Committee), and the President and two elected State Directors from each local chapter.

**SECTION 7.02. Powers.** (a) The Board of Directors shall have the control and management of all the affairs, properties, and funds of the MODEL-RA, and shall have full power to introduce, approve and implement all actions and activities necessary and proper for the functioning of the MODEL-RA, subject to the authority of these Bylaws.

(b) The Board of Directors may, for good cause and after a hearing, remove any officer or committeeman by a two-thirds vote of the entire Board of Directors; provided such officer or committeeman shall have been sent by the Secretary of the MODEL-RA by certified mail a notice containing a copy of the charges against him at least fifteen (15) days prior to the hearing thereon, said notice specifying the time and place of the meeting.

(c) The Board of Directors may pass resolutions concerning legislation and policies, except those excluded in this article, by a two-thirds vote of the members present at any meeting.

**SECTION 7.03. Meetings.** The Board of Directors shall meet at such times and places as may be determined by action of the Board, by call of the President, or by written request of one-third of the members of the Board, provided that there shall be at least two meetings each year. A written notice of the time and place of all meetings of the Board of Directors shall be sent to each Board member not less than fifteen (15) days prior to said meetings.

**SECTION 7.04. Special Meetings.** The Board of Directors may without meeting together, transact business by mail, e-mail, facsimile, or by conference call of a majority of the Board by voting on questions submitted to them by or with the approval of the President.

**SECTION 7.05. Appeal.** Any action taken by the Board of Directors may be appealed to a Convention of the MODEL-RA.

**SECTION 7.06. Resolutions and Endorsements.** Any candidate proposed to be voted upon by the electorate shall not be endorsed by the Board of Directors unless (1) there is no Republican Assembly in the district in which an election is being held, or (2) if the Republican Assemblies

within such district do not hold a convention to consider endorsing in such election. Statewide and Congressional candidates shall be endorsed only at a regular or special Convention of the MODEL-RA. Endorsements regarding public initiatives and referenda as well as Republican Party questions shall be made in the same manner as candidate endorsements.

## **ARTICLE VIII**

### **Local Republican Assemblies**

**SECTION 8.01. Governing Authority.** The MODEL Republican Assembly shall be the sole body of authority over, recognition of, and representation for Republican Assemblies within the State of MODEL. Groups purporting to be “Republican Assemblies” which are not recognized and chartered by MODEL-RA shall have no representation on any body of MODEL-RA; shall not use the terms “Republican Assembly”, “RA”, or “Republican Wing of the Republican Party”; and shall not be entitled to any representation on any committees of the Republican Party of MODEL (should such representation become available) or at any Convention of the NFRA.

**SECTION 8.01. Location.** Republican Assemblies may be formed and chartered, as the Bylaws hereinafter provide, in any geographical entity of the state of MODEL.

**SECTION 8.02. Ratification of Bylaws.** Every local Republican Assembly shall ratify and agree to be bound in all things by the Bylaws of the MODEL-RA and of the NFRA as well as amendments thereto.

**SECTION 8.02. Structure.** A local Republican Assembly shall have jurisdiction within the boundaries of a fixed geographical area, approved by the MODEL-RA Board of Directors at the time of the local chapter’s chartering, and shall be the only such Republican Assembly in that territory. Such territory may be divided into additional Republican Assemblies by the MODEL-RA Board of Directors upon petition by the local chapter.

**SECTION 8.03. Bylaws.** Each Republican Assembly shall adopt its own bylaws, which shall be in conformance with the MODEL-RA and NFRA Bylaws, and shall be subject to review by the Board of Directors of the MODEL-RA and of the NFRA.

**SECTION 8.04. Qualifications for Membership.** Members of each local Republican Assembly shall be those American citizens of good moral character who are Republicans by voter registration or by affiliation.

**SECTION 8.05. Action on Applications.** The Board of Directors of that local Republican Assembly shall take action on all applications for membership in each local Republican Assembly within thirty (30) days or at a regular meeting; otherwise, any application shall be automatically approved and the new member shall be accepted with the right to vote. Any duly rejected application shall be reported within ten (10) days to the Secretary of the MODEL-RA. The Board of Directors of the MODEL-RA may review any rejected application and determine whatever action is deemed necessary.

**SECTION 8.06. Transfer of Membership.** Any active member may transfer his membership from one local Republican Assembly to another at any time. Acceptance of the transferred member immediately terminates his membership in his former local Republican Assembly. The member shall pay the difference, if any, between the membership dues of the two local Republican Assemblies involved.

**SECTION 8.07. Initial Organization.** The MODEL-RA Board of Directors shall have power to approve the formal application of a new Republican Assembly for chartering if and when its application includes the following:

- (1) Ratification of the Bylaws of the MODEL-RA and of the NFRA;
- (2) By-laws consistent with the MODEL-RA and NFRA Bylaws;
- (3) A list of at least ten dues-paid members containing their names, addresses, phone numbers, electronic mail addresses (where available) and chapter office titles; and
- (4) Dues for each RA member at the rate set by the State Board of Directors (which shall include such dues as are required by the NFRA).

**SECTION 8.08. Continuing Requirements.** Each chapter shall submit a current list of the names of its officers and members (with addresses, phone numbers and, where possible, electronic mail addresses), and pay appropriate annual dues therefore, not later than May 31 of each year, and shall submit a separate, current list of its officers and members not later than two weeks prior to any State Convention if such Convention should fall more than three months before or after May 31. Each chapter shall submit the names (with address, phone number and, where possible, electronic mail address) of new chapter officers within one month of their election. Failure to comply with this provision shall empower the Executive Committee to suspend or terminate the chapter's charter. Any chapter losing its charter under this provision may apply for reinstatement at the next meeting of the State Board of Directors by submitting the missing items to the President at or before such meeting.

**SECTION 8.09. State Membership.** Any person qualified to become a member of a local Republican Assembly but residing in a geographical area without a local Assembly may join the MODEL-RA without holding membership in a local Assembly if they otherwise fulfill all conditions of membership in the MODEL-RA. The Board of Directors of the MODEL-RA shall directly act on such membership applications. Upon the chartering of a local Assembly, members of the MODEL-RA residing within the area served by that local Assembly must transfer their membership within 60 days of being notified of the newly chartered chapter.

## **ARTICLE IX Conventions**

**SECTION 9.01. Time and Place.** A Convention of the MODEL-RA shall be held annually at a location and a time determined by the President of MODEL-RA.

**SECTION 9.02. Special Conventions.** In case of an emergency, special Conventions may be called by the President with the approval of the majority of the members of the Board of Directors. The call for a special Convention shall specify the subjects to be considered, and no subjects shall be considered that are not so specified.

**SECTION 9.03. Call.** The Secretary of the MODEL-RA shall mail to the Secretary of each Chartered Republican Assembly an official call to the Annual Convention and email said call to every MODEL-RA member for whom an email address has been submitted.

**SECTION 9.04. Officers.** The officers of each Convention shall be the officers of the MODEL-RA. At or prior to any Convention the President may appoint a Recording Secretary of the Convention to assist the President and the Secretary.

**SECTION 9.05. Convention Committees.** At each duly called Convention, or prior thereto, the President shall appoint a Committee on Credentials with power to enforce this Article, and may appoint a Committee on Resolutions, a Committee on Bylaws, a Committee on Nominations and such other committees as he may deem proper.

**SECTION 9.06. Elected Delegates.** Each chapter which is a member in good standing of MODEL-RA at the time of the State Convention shall be entitled to one Delegate for each five (5) members in good standing carried on the chapter's active membership roll whose name and dues were included in the requirement of Section 8.08.

**SECTION 9.07. Delegates-at-Large.** All members of the MODEL-RA Board of Directors and all Past Presidents of the MODEL-RA shall be Delegates-at-Large at all State Conventions, and shall not be counted in the number of Delegates accorded their chapter by Section 9.06.

**SECTION 9.08. Noncompliant Chapters.** Notwithstanding Section 9.06 above, a chapter which remains recognized by the FR-RA but fails to comply with the credentialing provisions of Section 8.08 above shall be entitled only to its Delegates-at-Large at the State Convention.

**SECTION 9.09. Election of Delegates and Alternates.** Each Delegate and Alternate shall be elected by the membership of his local chapter. Any Republican Assembly in good standing, at the time of electing its Delegates for a Convention as herein specified, may elect one Alternate for each Delegate. Said Delegates, Alternates, and all Delegates-at-Large shall be active members in good standing of the Republican Assemblies they represent.

**SECTION 9.10. Registration Fee.** The Board of Directors shall establish the registration fee to be paid to the MODEL-RA by all members attending any Convention of the MODEL-RA. No Delegate, Delegate-at-Large, nor Alternate shall be entitled to vote in a Convention unless and until his registration fee has been paid. The profit or loss accruing from any Convention shall be borne by the MODEL-RA.

**SECTION 9.11. Voting.**

- (a) In all voting, a majority shall rule, unless otherwise provided in the Bylaws.
- (b) In all Conventions of the MODEL-RA, each accredited Delegate and Delegate-at-Large shall be entitled to cast one vote.
- (c) There shall be no voting by proxy at any meeting.
- (d) There shall be no cumulative voting nor shall any person vote as both a Delegate-at-Large and as a Delegate or Alternate.
- (e) A quorum shall consist of one-third (1/3) of Delegates and Delegates-at-Large attending the Convention.

**SECTION 9.12. Endorsement of Candidates.** Endorsements of candidates shall be made only by the affirmative vote of two-thirds of those present and voting at a regular or special Convention of the MODEL-RA. Only one person may be endorsed for a particular office.

## **ARTICLE X**

### **Nomination and Election of Officers**

**SECTION 10.01. Eligibility.** Any active member of MODEL-RA in good standing shall be eligible to any elective office, provided that the person is qualified under Section 5.03, but no person shall be submitted as a candidate for any office without his consent.

**SECTION 10.02. Accredited Voters.** Before the opening of polls, the Secretary shall provide a list of the Delegates and Delegates-at-Large as shown by the report of the Committee on Credentials. No Delegate or Delegate-at-Large shall be allowed to vote unless his name appears on the list.

**SECTION 10.03. Ballots.** Voting on endorsements or for officers of the MODEL-RA shall be by ballot only, unless there is in the opinion of the convention Chairman a motion to hold the vote by standing agreed to by two thirds of the voting Delegates or if the election is unopposed.

**SECTION 10.04. Election of National Convention Delegates and Alternates.** Any active member of MODEL-RA in good standing shall be eligible to be elected a Delegate or Alternate to the NFRA National Convention, provided that the person is qualified under Section 5.03, but no person shall be submitted as a candidate without his consent.

## **ARTICLE XI**

### **Endorsement of Local Candidates**

**SECTION 11.01. Two-thirds Vote of an Endorsing Convention.** Endorsements of local candidates for public office may be made only by a two-thirds vote of an endorsing convention, at a physical meeting composed of equal representation of all Republican Assemblies within the district (in whole or in part) from which the candidate proposed to be endorsed is to be elected, or the official proposed to be recalled is an elected official. The temporary chairman shall be the ranking state officer in the particular district within which the candidate is to be elected or the officer is to be recalled. Where the particular district has officers of equal rank, lot shall determine the temporary chairman. Endorsement may be for candidates for public office, for or against initiative and referendum, or for Republican party office.

**SECTION 11.02 Limitations on Endorsing.**

(a) Neither the MODEL-RA nor any local Republican Assembly shall endorse any candidate for any public office, whether partisan or non-partisan, unless such candidate is clearly affiliated with the Republican Party.

(b) The MODEL-RA President, upon being notified prior to an election, or between elections, of any alleged infraction of the Bylaws concerning endorsement of candidates or issues shall immediately conduct an investigation of the alleged infraction and take whatever action is deemed necessary to protect the endorsement privilege and good name of the MODEL-RA.

**SECTION 11.03. Effect of Endorsement.** Endorsements by a local endorsing convention shall convey the endorsement of the MODEL-RA and the NFRA.

## **ARTICLE XII**

### **Vacancies in Office Between Conventions**

**SECTION 12.01. President.** In the event of a vacancy in the office of President occurring between Annual Conventions, the Board of Directors shall appoint a member of the Board of Directors to become President until the next Annual Convention. At that time the Convention shall fill the remaining term of office. Should the Board of Directors not fulfill this duty within 60 days of the vacancy the President of the NFRA may appoint a replacement or may appoint a member of the NFRA Board of Directors (himself included) to fulfill the role of President of MODEL-RA until a qualified successor may be chosen.

**SECTION 12.02. Other Officers.** In the event of a vacancy in one or more of the other offices of the MODEL-RA occurring between Annual Conventions, the Board of Directors shall elect a qualified member to fill the office until the next annual Convention, at which time the Convention shall fill the remaining term of office. Should the majority of known officers become unable or unwilling to fulfill their roles as officers of MODEL-RA the President of the NFRA is authorized to call a convention of all members of MODEL-RA for the selection of officers and for general reorganization of MODEL-RA.

### **ARTICLE XIII**

#### **Termination of Charter and Membership**

**SECTION 13.01. Non-payment.** Any local Republican Assembly more than sixty (60) days in arrears for any indebtedness to the MODEL-RA shall be considered not-in-good-standing may be suspended by action of the Board of Directors: that at least thirty (30) days before such action, notice of said indebtedness shall have been duly sent by certified mail by the Secretary of the MODEL-RA to the last reported President and Secretary of such local Republican Assembly. The Board of Directors may restore such local Republican Assembly to membership in the MODEL-RA upon payment of its indebtedness.

**SECTION 13.02. Non-Attendance.** Any local Republican Assembly that fails for two (2) consecutive years to present a Delegate to the Annual Convention of the MODEL-RA shall be considered not-in-good-standing and may have its Charter revoked by action of the Board of Directors provided that at least thirty (30) days before such action, notice of said action shall have been duly sent by certified mail by the Secretary of the MODEL-RA to the last reported President and Secretary of such local Republican Assembly. The Board of Directors may restore such local Republican Assembly to membership in the MODEL-RA upon showing good and sufficient cause.

**SECTION 13.03. Discipline.** Any local Republican Assembly which fails to conform to the Bylaws of the MODEL-RA may have its charter suspended or revoked, or may otherwise be disciplined, by a two-thirds vote of the entire Board of Directors; provided, that at least thirty (30) days before such action, notice of such intended action be sent by certified mail by the Secretary of the MODEL-RA to the last reported President and Secretary of such local Republican Assembly. Officers of a local Republican Assembly whose charter has been revoked shall turn over all moneys and documents properly belonging to said chapter to a duly authorized representative of the State Board of Directors at a time and place designated by said representative.

**SECTION 13.04. Appeal.** If the Board of Directors shall suspend or revoke the charter of any local Republican Assembly or shall otherwise discipline it, the Secretary of the MODEL-RA shall send a notice of such action within fifteen (15) days by certified mail to the last reported President and Secretary of said local Republican Assembly.

The said local Republican Assembly, within thirty (30) days from the date of mailing of such notice and not less than ten (10) days before the next convention of the MODEL-RA, may file with the Secretary of the MODEL-RA written notice of appeal. This appeal shall be considered at the next Convention of the MODEL-RA, unless filed less than ten (10) days prior thereto; in the latter instance, said appeal shall be considered and decided by a two-thirds vote of the Board of Directors at the next Board of Directors Meeting following the Convention of the MODEL-RA.

**SECTION 13.05.** Any local Republican Assembly that shall for any cause cease to be a member of the MODEL-RA shall relinquish the name “Republican Assembly,” and shall not thereafter use the name, emblem or insignia of “Republican Assembly”, “Republican Wing of the Republican Party” or “MODEL-RA” in any manner whatsoever.

**SECTION 13.06 Termination and Discipline of Individual Members.**

- (a) Any individual member of the MODEL-RA may have his membership herein terminated, or may otherwise be disciplined, after a hearing, by two-thirds (2/3) vote at a meeting of the Board of Directors where a quorum is present, provided that at least thirty (30) days before such action, notice of such intended action shall have been duly sent by certified mail by the Secretary of the MODEL-RA to said member, whenever the Board has determined that the named member has:
- (1) publicly supported or registered as a member of a political party other than the Republican Party;
  - (2) used his name and title as a member of the MODEL Republican Assembly or any local Republican Assembly in publicly advocating that the electorate should not vote for the Republican nominee for any elected political office;
  - (3) used his name and title as a member of the MODEL-RA to give support to or encourage the election of a candidate of another party to an elected public office where said candidate is opposed by a duly-nominated Republican candidate;
  - (4) used his name and title as a member of the MODEL Republican Assembly to prematurely endorse (prior to a proper act of endorsement by the RA) candidates running for office in the MODEL Republican Party; or
  - (5) otherwise brought discredit or disrepute upon the MODEL-RA and/or the NFRA.
- (b) If the Board of Directors shall terminate membership or shall otherwise discipline any such member, the Secretary of the MODEL-RA shall send notice of such action within (15) days by certified mail to said member. The said member, within thirty (30) days from the date of mailing such notice, and not less than ten (10) days before the date of the first session of the next Convention of the MODEL-RA, may file with the Secretary of the MODEL-RA written notice of appeal. This appeal shall be considered at the next Convention of the MODEL-RA, unless filed less than ten (10) days prior to the date of the first session thereof; in the latter instance said appeal shall be considered and decided by a two-thirds (2/3) vote of the Board of Directors following that Convention of the MODEL-RA.
- (c) Any individual member so terminated from membership in the MODEL-RA shall immediately upon such termination cease to claim membership in, or holding of any office in or official relationship with the MODEL-RA or any Republican Assembly, and shall also immediately surrender to the Secretary of the MODEL-RA any and all documents, records, emblems, insignia, funds, or other devices or properties of any nature whatsoever. Said terminated member shall not thereafter use the name, emblem, or insignia of “Republican Assembly”, “Republican Wing of the Republican Party” or “MODEL-RA” in any manner whatsoever.

**ARTICLE XIV**  
**Parliamentary Authority**

**SECTION 14.01.** The latest edition of *Robert's Rules of Order* shall be the parliamentary authority for all matters of procedure not specifically addressed in the Bylaws of the MODEL-RA or of the NFRA.

**ARTICLE XV**  
**Amendments to Bylaws**

**SECTION 15.01. Place and Vote Needed.** Amendments to these Bylaws shall be made only at a regular or special Convention of the MODEL-RA by a two-thirds (2/3) vote of the Delegates and Delegates-at-Large present and voting. Proposed amendments shall be submitted to the MODEL-RA Secretary not less than fifty (50) days prior to said Convention, and shall be referred to a Committee on Bylaws for consideration.

**SECTION 15.02. Provisional Use.** During any period wherein MODEL-RA's charter has not yet been granted or has been suspended or revoked; or during any reorganization under Section 12.02; MODEL-RA shall operate under the Model State Bylaws adopted by the NFRA Board of Directors, until and unless it has formally adopted these or different bylaws which are consistent with the Bylaws of the NFRA. During such a provisional period, an organizing convention of MODEL-RA shall have power to adopt or amend such bylaws without reference to the normal procedure contemplated in this article.

**SECTION 15.03. Severability.** If any part, article, section or subsection of these Bylaws shall be held invalid, contrary to state or federal laws, contrary to the Bylaws of the National Federation of Republican Assemblies, or contrary to the rules of the state or national Republican Party for any reason, such holding shall not be construed to impair or invalidate the remainder of said Bylaws, notwithstanding such holding.

**SECTION 15.04. Publication.** At the conclusion of each Convention where any amendments are made to the Bylaws, the Bylaws Committee shall cause and supervise the printing of the Bylaws as in effect at the end of that Convention. Such amended Bylaws shall be submitted to the Secretary of the NFRA within thirty (30) days of the convention amending and thereafter made available to the MODEL-RA membership.

*These Model State Bylaws submitted by the NFRA Bylaws Committee, Rod D. Martin, Chairman; and approved by the NFRA Board of Directors, September 4, 2005.*