

WASHINGTON COUNTY REPUBLICANS BYLAWS

Date adopted by membership: Monday, August 1, 2011

ARTICLE I – NAME

The name of this organization shall be Washington County Republicans, hereinafter referred to as WCR or organization. WCR is an independent nonprofit organization located in Washington County, Minnesota.

ARTICLE II – OBJECTIVES

The Objectives of this club shall be to:

- Promote the ideals of individual rights, limited government and free enterprise within the Republican Party of Minnesota and the State of Minnesota;
- Inform the public through political education and activity;
- Increase the effectiveness of men and women in the cause of good government;
- Disseminate information to all members;
- Promote the principles of the Republican Party;
- Perform any lawful activity not inconsistent with the foregoing.

ARTICLE III – POLICIES

Section 1. ENDORSEMENT POLICY. The organization as a whole and its President shall not publicly endorse any candidate for public office in contested Republican primaries, runoff elections, and special elections, and/or non-partisan elections when more than one Republican is in the race. Individual members of this organization may work for the candidate of their choice in contested Republican primaries, but not in the name of the WCR.

Section 2. Neither the organization nor an individual member shall act against WCR policies and bylaws

Section 3. WCR shall not affiliate with any political organization which is recognized as not working in concert with WCR objectives and bylaws.

ARTICLE IV – MEMBERSHIP

Section 1. ACTIVE MEMBERSHIP

- A. Any Republican Woman or Man who believes in the philosophy of the Republican Party, supports the objectives of this organization and resides in Washington County, Minnesota shall be eligible for membership.
- B. A member in good standing shall be a member who has paid the required dues for the current calendar year.

Section 2. ASSOCIATE MEMBERSHIP

- A. Any woman or man who believes in the philosophy of the Republican Party and supports the objectives of this organization, but does not reside in Washington County, Minnesota is eligible to become an associate member upon payment of required annual dues.
- B. Associate men and women cannot hold office, vote or be counted for the purpose of determining the number of active members.
- C. Associate men and women can make motions, and have a voice at meetings.

ARTICLE V – DUES

Section 1. FISCAL YEAR. The fiscal year of this organization shall be from September 1 through August 31.

Section 2. MEMBERSHIP DUES. The membership dues shall be no more than \$25.00, payable the second Saturday of September, and delinquent October 1.

ARTICLE VI – ELECTED OFFICERS AND THEIR DUTIES

Section 1. ELECTED OFFICERS. The elected officers of this organization shall be President, First Vice President, Second Vice President, Secretary and Treasurer.

Section 2. ELIGIBILITY. Each elected officer shall be an active member in good standing of the organization.

Section 3. VACANCY. A vacancy in the office of President shall be filled by the First Vice President. All other vacancies in elected office shall be filled by election by the Board of Directors at the first meeting following the creation of the vacancy.

Section 4. REMOVAL FROM OFFICE. Members of the Board of Directors or members of the organization may be removed by two-thirds (2/3) vote for any of the following reasons after investigation by the executive committee:

A) Non-payment of dues

B) Failure to uphold the policies and objectives of this club as stated in the bylaws.

Section 5. ELECTION. The officers shall be elected at the May regular meeting, sworn in at the June regular meeting and shall serve a term of two years or until their successors take office.

Section 6. DUTIES OF THE OFFICERS.

A) The President shall:

- 1) Call and preside at all the meetings of the organization, the Board of Directors and the Executive Committee.
- 2) Represent the organization at all times or designate someone as representative/proxy in his/her absence or inability to do so.
- 3) Make Board appointments as necessary to conduct the business of the organization, except the Nominating Committee, subject to the approval of the Executive Committee.
- 4) Prepare a program of action in consult with the Chairmen of the Standing Committees for presentation and approval by the Board of Directors.
- 5) Be an ex-officio member of all committees except the Financial Review and Nominating Committees.
- 6) Co-sign checks as one of two authorized signatures, namely President and Treasurer.
- 7) Represent the organization in all Republican Party activities.
- 8) Accept the resignation by written letter or e-mail of any member wanting to resign from a position, chairmanship or the organization.
- 9) Call meetings of the Executive Committee and Board of Directors; or upon the request of three members of Executive Committee and/or five members of the Board of Directors call meetings.

B) The First Vice President shall:

- 1) Perform the duties of the president in her absence.
- 2) Fill the unexpired term in the event of a vacancy in the Office of President.
- 3) Perform such other duties as are assigned by the President, the Board of Directors or the organization
- 4) Act as Program Chair

- 5) Act as Membership Chair in the event that the Second Vice President position remains unfilled.

C) The Second Vice President shall:

- 1) Perform the duties of the President in the absence of both the President and the First Vice President.
- 2) Perform such other duties as are assigned by the President, the Board of Directors or the organization
- 3) Act as Membership Chair
- 4) Maintain a current roster of members of the club

D) The Secretary shall:

- 1) Keep the minutes of all the meetings of the club, Executive Committee and the Board of Directors.
- 2) Keep a current inventory of the organization's property
- 3) Prepare WCR correspondence in coordination with President
- 4) Perform such other duties as may be assigned by the President, the Board of Directors or by the organization.

E) The Treasurer shall:

- 1) Be custodian of all organization funds and deposit them in a bank(s) approved by the Executive Board.
- 2) Co-sign checks as one out of two authorized signatures, namely President and Treasurer.
- 3) Disburse funds as directed by the Executive Committee or Board of Directors.
- 4) Bring written financial reports to WCR regular and board meetings
- 5) Submit dues and reports to the Executive Committee as required.
- 6) Submit financial records for an annual review to be completed by the first meeting of the fiscal year.
- 7) Perform such other duties as may be assigned by the President, the Board of Directors or by the organization.
- 8) Treasurers shall comply with all state elections and reporting requirements.

Section 7. RECORDS. All officers and all committee chairmen shall deliver all records, files, and properties of the organization to their successors upon retiring from office, unless otherwise directed by the President or the Executive Committee.

ARTICLE VII – APPOINTED OFFICERS AND CHAIRS

Section 1. APPOINTED POSITIONS. The President may appoint, with the approval of the Board of Directors, a Corresponding Secretary, Parliamentarian and any other positions required to conduct the business of the organization.

Section 2. DUTIES OF APPOINTED OFFICERS.

A) The Corresponding Secretary shall:

- 1) Conduct the correspondence of the organization under the supervision of the President.
- 2) Preserve in a permanent file all letters and papers of value to the club.
- 3) Perform such other duties as may be assigned to her by the President, the Board of Directors or the club.

B) The Parliamentarian shall:

- 1) Serve as counsel and to give advice on parliamentary procedure
- 2) Be familiar with the by-laws and standing rules of the club
- 3) Be entitled to the membership privilege of a ballot vote if a WCR member.

ARTICLE VIII – MEETINGS

Section 1. REGULAR MEETINGS. A minimum of five (5) regular meetings shall be held during the fiscal year. These meetings shall be held as decided by the Board of Directors. A quorum at a regular meeting shall be 15% of Active members.

Section 2. SPECIAL MEETINGS. Special meetings may be called by the President upon the request of five members of the Board of Directors or by 15% of members of the club. The purpose of the meetings shall be stated in the call, with no other business to be transacted at the meeting. At least 5 days notice shall be given to all members for any special meeting.

Section 3. ANNUAL MEETING. The September meeting will be designated as the Annual Meeting.

Section 4. VOTING. A vote of the Executive Committee, Board of Directors or WCR membership may be conducted by mail, telephone, or e-mail between meetings provided there is participation by a majority of the members of the body. The vote shall be ratified and entered into the minutes at the next regular meeting of the body.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. COMPOSITION. The Executive Committee of this organization shall consist of the elected officers and the Immediate Past President.

Section 2. DUTIES. The Executive Committee shall transact any necessary business between meetings of the board of Directors and regular meetings, approve committee appointments made by the President, and perform such other duties as assigned by the Board of Directors or the organization.

Section 3. QUORUM. A majority of the members of the Executive Committee shall constitute a quorum.

ARTICLE X – BOARD OF DIRECTORS

Section 1. COMPOSITION. The Board of Directors of the organization shall consist of the elected officers, standing committee chairmen, appointed chairmen and the Immediate Past president.

Section 2. MEETINGS. The Board of Directors shall meet as decided by the President or the Board. Special meetings shall be called by the president or upon request of three members of the Board of Directors.

Section 3. DUTIES. The Board of Directors shall transact any necessary business between regular meetings. It shall coordinate the work of the organization, make recommendations to the organization and perform other duties as decided by the club.

Section 4. QUORUM. A majority of the voting members of the Board of Directors shall constitute a quorum.

ARTICLE XI – COMMITTEES

Section 1. STANDING COMMITTEES

- A) The Standing Committee Chairmen of this club shall be appointed by the President and approved by the Board of Directors to include: Membership, Fundraising, Public Relations/Communications, Bylaws, and other committees as the organization or Board of Directors shall deem necessary to carry on the work of the organization. Committee Chairmen and members will serve one-year terms and Chairmen will serve as non-voting members of the Board of Directors.
- B) Standing Committee Chairmen shall be appointed for a one year term and shall be non-voting members of the Board of Directors.
- C) Duties of Standing Committees:
 - 1) Membership
 - a) Shall prepare and implement a plan for gaining active members and associate members.
 - b) Shall solicit maximum attendance for all activities of the organization.
 - c) Shall prepare and implement at least one membership drive per year.
 - d) Shall maintain a good working relationship with active members and associate members.

2) Fundraising

- a) Shall prepare and implement a plan for raising funds in order to meet the club's budget;
- b) The treasurer shall be notified of all meetings and may attend

3) Public Relations/Communications

- a) Shall solicit maximum publicity for all activities of the organization
- b) Shall coordinate all releases for the media with the President;
- c) Shall maintain a good working relationship with the media to enhance the public image of the organization.
- d) Shall publish and distribute a minimum of four e-mail newsletters per year;
- e) Shall establish and maintain the organization's website.

4) Bylaws

- a) Conduct a biennial review of these bylaws;
- b) Request and receive proposed amendments to the bylaws of the club and submit them to the Board of Directors for action or shall initiate changes requested by the board.
- c) General membership should have final vote of amendments
- d) Furnish the Executive Committee with a complete set of organization bylaws for review and approval. Any subsequent revision of bylaws shall be sent to the Executive Committee for review and approval.

Section 2. SPECIAL COMMITTEES. Special committees deemed necessary by the organization or Board of Directors shall be appointed by the President subject to the approval of the Executive Committee.

Section 3. All members of committees must be active members in good standing in the organization. Associate members may serve on committees.

Section 4. The President shall be an ex-officio member of all committees except the Nominating Committee and shall have final authority over all printed materials.

ARTICLE XII – NOMINATIONS AND ELECTIONS

Section 1. NOMINATIONS.

- A) A nominating committee of not less than three members shall be elected by the club no later than March of each year. The committee shall elect its own chairman. The parliamentarian will instruct the committee as to proper procedure and will be available for further counsel if required.
- B) The nominating committee shall report a slate of nominees at the meeting in April of each year. Nominations from the floor shall be in order following the report of the nominating committee and just before the election. All nominees shall be active members in good standing in the club and shall give written consent to serve if elected.

Section 2. ELECTION OF OFFICERS.

- A) Election shall be by ballot at the regular meeting in May. However, if there is but one nominee for any office, the election for that office may be by voice vote.
- B) No officer may simultaneously run for more than one office.
- C) Officers may run for a second two year term.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Roberts Rules of Order Newly Revised shall govern the organization in all instances where they are applicable and in which they are not inconsistent with WCR by-laws and any special rules of order it may adopt.

ARTICLE XIV – AMENDMENTS

These bylaws may be amended by a two-thirds vote at any regular (general) meeting of the organization, provided that notice of the proposed amendment or amendments shall have been sent to each member seven days prior to the date of the general meeting.

ARTICLE XV – DISSOLUTION

This organization may be dissolved by a two-thirds vote at any regular or special meeting of the organization, provided that notice of the dissolution has been submitted in writing at the previous meeting and has been sent by mail or e-mail to all members of the organization. In the event of dissolution, the Board of Directors shall, after payment of all liabilities of the organization, distribute any remaining assets to charitable organizations approved by the Board of Directors. No funds shall be distributed to any member or officer of the organization.

These Bylaws approved and adopted by Washington County Republicans, this day August 1, 2011.

President