

Proposed by-laws - 2014

Southern Wake Republican Club

2014



**Amended and approved on
Tuesday, 17 August 2014**

- I Name of Organization**
- II Objectives**
- III Membership**
- IV Dues**
- V Board of Directors**
- VI Officers and Duties**
- VII Duties of Officers**
- VIII Nominations and Elections**
- IX Parliamentary Authority**
- X Expenditure of Funds**
- XI Ratification of by-laws**
- XII Republican Primary Election Participation**
- XIII Periodic Review of Club By-laws**

SOUTHERN WAKE REPUBLICAN CLUB BY-LAWS

ARTICLE I NAME OF ORGANIZATION

1. The name of this organization shall be the **Southern Wake Republican Club** – and may also be periodically referred to as the **Southern Wake GOP**.

ARTICLE II OBJECTIVES

1. The objectives of this organization shall be:
 - To promote good government through the process of engaging and informing voters in southern Wake County, and...
 - To foster loyalty to the Republican Party and promote conservative principles and candidates in all elections including non-partisan elections, and...
 - To increase membership in the Republican Party in southern Wake County, and...
 - To identify, recruit and support local candidates for election, and...
 - To support Republican candidates in national, state and local elections, and...
 - To provide special support and encouragement to politically conservative minority and/or youth populations, and to actively encourage their participation in the activities and programs of the Southern Wake Republican Club, and...
 - To work closely and harmoniously with other Republican clubs/organizations throughout the Triangle area to further the conservative agenda.

ARTICLE III MEMBERSHIP

1. Active membership in this organization shall be open to all current dues-paying registered Republicans and politically conservative residents of North Carolina who support the objectives of the Southern Wake Republican Club and who do not actively support

candidates who are running on an opposition ticket. The types of membership are outlined below:

- a. **Full memberships** shall be open to dues paying, registered Republicans who support the objectives of the Southern Wake Republican Club and who do not meet one of the conditions as shown below in paragraph **III.1.b.c.d.**
 - b. **Associate memberships** shall be open to the following individuals who support the objectives of the Southern Wake Republican Club:
 - Dues-paying registered unaffiliated (independent) voters within North Carolina, and...
 - Dues-paying registered Libertarian voters within North Carolina.
 - c. **Affiliated memberships** shall be available to those dues-paying individuals who have a primary (full) membership in another club (i.e. *An individual may belong to the Northern Wake Republican Club as a full member, but also desires to join the Southern Wake Republican Club so he/she can participate in their functions*).
 - d. **Student memberships** shall be open to dues-paying individuals who are in a “traditional” student status – whether attending high school or a college/university. The term “traditional” is applied to identify those students who, at a young age, transitioned in the conventional manner from high school to college, and that their student status is their primary focus. “Non-traditional” refers to those individuals who are working full time (and have been doing so for a long time) and are taking part-time classes in school. *The reality is that there are many middle-aged and senior citizen “non-traditional” students out there. In their cases, the regular full/associate club rate obviously applies.*
2. Associate, affiliated and student members may attend all meetings, vote on motions and elections, and serve on committees, but shall not be eligible to chair a committee or hold elected office within the Southern Wake Republican Club.
 3. Members shall be removed from active membership if their dues are not paid by April 1st of the current year. The President shall in person, or may delegate one of the board members – typically the Treasurer - to notify all members not in good standing by March 15th.
 4. Members shall be removed from membership upon a change in their voter registration to any affiliation other than Republican, Libertarian, or Unaffiliated. *It should be noted that the Southern Wake Republican Club will consistently make every attempt to have an “open tent” philosophy – reaching out to all Republican, Unaffiliated (Independent), and Libertarian voters. So it stands to reason that if a member, who is within any one of these categories, elects to change their party affiliation to Democratic, they will be promptly removed from membership in the club.*

ARTICLE IV DUES

1. **Full Membership Dues.** Dues for full, membership shall be determined by the Board of Directors on or before November 30, prior to the January dues anniversary, and shall be payable upon the first regular meeting after January 1st of each year. As of this writing, full membership dues are set at **\$25** for an individual, and **\$40** for a family, annually.
2. **Associate Membership Dues.** Dues for associate members shall be determined by the Board of Directors on/or before November 30th, prior to the January dues anniversary, and shall be payable at the first regular meeting after January 1st of each year. Dues for Associate Members (Independent and Libertarian affiliations) shall be the same as the full membership dues. As of this writing, the associate membership dues are set at **\$25** or **\$40** for a family, annually.
3. **Affiliated Membership Dues.** Dues for affiliated members shall be determined by the Board of Directors on/or before November 30th, prior to the January dues anniversary, and shall be payable at the first regular meeting after January 1st of each year. As of this writing, the dues for affiliated memberships are set at **\$10**, annually.
4. **Student Membership Dues.** Dues for traditional student members shall be determined by the Board of Directors on/or before November 30th, prior to the January dues anniversary, and shall be payable at the first regular meeting after January 1st of each year. As of this writing, the dues for traditional student memberships are set at **\$10**, annually. It should be noted that “non-traditional” students, as annotated in Paragraph **III.1.d**, shall pay the regular full/associate membership rate of **\$25** or **\$40** for an entire family, annually.
5. **New Membership Dues.** Dues for new members who have held no previous membership with the Southern Wake Republican Club and who join on or after July 1st shall be pro-rated monthly at the full month rate for each month thereafter through December 31st of that year (for example: a member joins on July 20th and annual dues are \$25.00. The member would Pay \$12.50 dues for the pro-rated year at \$2.08/month X six months).

ARTICLE V BOARD OF DIRECTORS

1. The governing body of this organization shall be known as the Board of Directors (sometimes referred to as the Executive Board or Board of Officers), which will consist of six elected members – President, 1st, 2nd, 3rd Vice Presidents, Treasurer, and Secretary. Only full, active members in good standing who reside in Wake County and are registered Republicans shall be eligible to serve on the Board of Directors. Nominations for the office of President and prospective members of the Board shall be made in accordance with the

Club By-law under **Article VIII; “Nominations and Elections.”** It should be noted that a variety of circumstances may periodically arise whereby the ability to fill a full (desired) slate of Officers will be difficult/impossible to achieve (i.e. *due to low club membership levels, the inability to effectively solicit enough interest for a full slate of officers, etc.*). *When these circumstances prevail, then the minimum number of members required for an effective Board of Directors, can be adjusted to be the President, one Vice President, a Treasurer, and a Secretary.*

2. Each elected member of the Board of Directors shall be chosen from the active, full membership and shall serve a one year term of office. No individual may serve more than three consecutive terms of office on the Board of Directors. This 3-year consecutive term maximum may be waived in extreme scenarios if a unique set of extenuating circumstances prevents the club from filling a particular position in the various manners as set forth under **Article VIII; “Nominations and Elections.”**
3. A member of the Board of Directors may be removed for cause by four votes of the Board of Directors, or three-fourths (3/4) of the vote of the members in attendance at a General Members Meeting.
4. A vacancy on the Board of Directors shall be filled for the unexpired portion of the vacating officer’s term. Such vacancies shall typically be filled by organizational succession (board members being able and willing), unless no successor can be effectively selected. There will be those rare occasions whereby a vacancy may not be able to be filled by a current board member (succession). This could be due to a variety of reasons (*confidence, perceived skills, level of commitment, etc.*). For example, “A Club President resigns and no one on the Board of Directors has an interest in fulfilling that position due to other commitments.” In this case, the vacancy shall be filled by appointment from the highest presiding officer within the Board of Directors with majority vote of the actively sitting Board Members. The highest presiding officer would then initiate a search in earnest via announcement inquires and solicitations of the general full membership. However, until this is accomplished the 1st Vice President shall serve as the “interim” President until a suitable replacement can be found.
5. Three voting members of the Board of Directors shall be required to constitute a quorum.

ARTICLE VI OFFICERS AND DUTIES

1. All Officers of the Board of Directors are elected by a floor vote of the full membership upon the submission of names by a selected nominating committee. As indicated in paragraph **V.1**, the Board of Directors will be comprised of a President, 1st, 2nd, and 3rd Vice Presidents, a Treasurer, and a Secretary. The Immediate Past President may, upon request by the

Board of Directors, serve as an ex-officio (non-voting) member of the Board and shall advise the Board and assist with projects as requested by the Board President.

2. Members of the Board of Directors shall provide responsible, fiduciary control over the Club's treasury, so as to ensure maintenance of the Club's Solvency. Said members shall not be held personally liable for any debt, liability or obligation of the Club.
3. All members of the Executive Board shall be both registered Republicans and Wake County residents.

ARTICLE VII DUTIES OF OFFICERS

1. **President.** The President shall preside over all general meetings of the organization, and of the Board of Directors. The President shall appoint all committee chairmen, sign all financial contracts and obligations with the Treasurer as authorized by the Board of Directors, and shall serve as ex-officio member of all committees. The President shall be responsible for ensuring that the scheduled meeting program is not interrupted or inhibited by extemporaneous (unplanned) business motions or presentations. To that effect, the President shall receive in advance all such requests. The President shall prepare and manage the general meeting agenda and exercise control of the meeting including the times designated for business, program, and for meeting adjournment. The President shall appoint an internal review committee to conduct an annual thorough review of all financial transactions including a review of the Treasurer's records, reports to the State BOE and other procedures pertinent to the fiscal management of the Club. The President shall also become intimately familiar with and use the current Constant Contact system as a measure of communications for all members of the club – i.e. newsletters, notices, etc. The President shall be responsible for overseeing the professional standards and content of the club website, along with official participation in all social media. The President shall maintain the option of assigning one of the board members to supervise and coordinate the input to the club website and various social media. The President shall also serve as a member of the Wake GOP executive board and will be required to attend all regularly scheduled board meetings as scheduled by the Chair, Wake GOP. *It should be also noted that the President has the authority to shift and/or modify the responsibilities delineated in these by-laws between board members (i.e. such as in the event of a resignation of a board member, inability to fill a Board of Director's position, using a board member with a specific skill more suited for a given responsibility, etc.).*
2. **1st Vice President – for fund raising activities.** The 1st Vice-President shall perform the duties of the President in the absence of the President, and shall assume the Presidency in organizational succession should the President resign or is unable to continue in office, if able and willing. The 1st Vice President serves as program chairperson and secures the

venue/location of club meetings and other special events that will be used for fund-raising. In addition, the 1st Vice President co-chairs a committee with the Treasurer to develop ideas and initiate Club fund raising activities and the legalities of same. The 1st Vice President may also recommend the appointment of a special committee to help with fund-raising ideas, implementation and coordination.

3. **2nd Vice President – for the coordination and expansion of memberships.** The 2nd Vice-President shall, by organizational succession, assume the duties of the highest vacated office above the 2nd Vice-President, if able and willing; performs the duties of membership recruitment, including recruitment of youth and minority members; serves as liaison with conservative college and high school organizations and with conservative minority organizations; requests funds as needed to promote involvement and membership in Club activities by youth and minorities; is responsible for all membership drive activities and maintains a current membership and dues lists. The 2nd Vice President may also recommend the appointment of a special committee to help with these membership recruiting efforts.
4. **3rd Vice President – for guest speaker scheduling and coordination.** The 3rd Vice-President shall assume the duties of the highest vacated office above the 3rd Vice-President, if able and willing. The 3rd Vice President's main focus shall be to research, make timely contact with, and coordinate/schedule suitable guest speakers for general club meetings. In addition, the 3rd Vice President shall ensure that all scheduled speakers will provide interesting and meaningful content that will serve as an effective draw for past members, current members, and guests to attend all club meetings. The 3rd Vice President shall also obtain and maintain the availability and functionality of any A/V systems necessary to support guest speaker requirements, club activities and programs according to meeting and event needs.
5. **Secretary.** The Secretary shall record and keep accurate records of all meetings of the Club and the Board of Directors, furnish minutes of all meetings to members, keep record of attendance, coordinate publicity for the Club, and conduct the general correspondence of the Club. The Secretary shall maintain a copy of the current Club By-laws and shall assist the President as the "Parliamentarian" when relevant issues to procedures and rules of the By-laws arise. The President may also assign the secretary additional duties involving website coordination. As mentioned in Paragraph **VII.1**, the President shall have the option of assigning additional duties to the Secretary such as the coordination of website data and/or various social media.
6. **Treasurer.** The Treasurer shall collect dues and receive and disburse funds of the Club in a prudent manner and work with the board of directors regarding the finances of the Club. The Treasurer shall maintain accurate financial records including a list and location of all Club assets and a balance in the Club checking account that will support 12 months of Club's normal operating expenses based on a most recent six month average; prepares and files financial reports required by the State Board of Elections and local and federal filings as

required; pays all disbursements as requested by the President and expediently makes all deposits to the Club's checking account. The Treasurer shall prepare monthly financial reports of Club's receipts and disbursements for distribution to the general membership and shall keep well organized records of bank statements, expenditure receipts, donations by category and requests for donations. The Treasurer shall co-chair with the Club 1st Vice President a committee to review and conduct fund raising activities. The Treasurer shall successfully complete the treasurer training offered by the North Carolina State Board of Elections no later than thirty days after taking office (of paramount importance). Due to the nature and responsibility of this position, the Treasurer may recommend/request the consideration for, and addition of a Treasurer's Assistant (which will not be an official board position) to provide administrative support. It should be noted that the Treasurer will bear all responsibility for the conduct and coordination involved with having a Treasurer's Assistant.

7. **Immediate Past President.** Including the Immediate Past President as an advisor to executive board meetings should be seen as a positive asset for all decision-making processes. Although it is not a formal requirement to include the Past President at the Board of Director meetings, the Past President's experience in dealing with various club issues that have arisen during his/her term cannot be underscored enough
8. The Board of Directors has the responsibility of being thoroughly familiar with and enforcing the by-laws of the Club.
9. **Leadership by example.** Of major importance is the understanding that executive board members have the responsibility of "leading by example." Knee-jerk personal impulses, along with unethical behavior and actions that may bring embarrassment to the club and Republican Party in general, should be avoided at all costs.
10. All officers and all committee chairmen shall deliver all records, files and properties of this Club to their successors within one month after retiring from office unless otherwise directed by the President or the Board of Directors.

ARTICLE VIII

NOMINATIONS AND ELECTIONS

1. A nominating committee of three members shall be appointed by the Club President and presented to the general membership at the regular August meeting (not later than the September meeting).
2. The nominating committee shall submit the names of all nominees for the various positions on the executive board to the general membership at the regular October meeting (not later than the November meeting).

3. Nominations for President and for the Board of Directors may be made from the floor at the General Membership meeting following the report of the nominating committee in October. It should be noted that no one shall be nominated who has not previously given consent to serve if elected.
4. Only members who maintain an active membership in good standing with this club shall be nominated for an elected office in the Club. Elections shall be held at the regular November meeting. Elections shall be by secret ballot and all votes cast shall constitute an election. Where there is only one candidate for an office, elections may be held by voice vote.

ARTICLE IX

PARLIAMENTARY AUTHORITY

1. These by-laws shall be considered amended by two-thirds (2/3) vote of those active members present and voting at a regular or special meeting and shall go into effect immediately upon adoption.
2. Robert's Rules of Order shall govern parliamentary questions not specifically covered in the Club by-laws in the meetings of the Board of Directors and of the Club membership.
3. These by-laws may be temporarily suspended during a meeting by a two-thirds (2/3) vote of the members present.

ARTICLE X

EXPENDITURE OF FUNDS

1. The expenditure of funds in an amount of \$250.00, or less shall only require approval of the Board of Directors.
2. The expenditure of funds in an amount exceeding \$250.00 shall require approval of a majority of those active members present and voting at a regular or special meeting.
3. Motions made before the general membership at a regularly scheduled meeting to expend more than \$250.00 shall be temporarily deferred by the President until the next regularly scheduled general membership meeting where debate may be taken up. During this interim period, the club membership will be informed of the motion, pending debate and vote. **This also allows the executive board to properly consider the request for motion to approve funds in excess of \$250 as to the merits and ramifications of such a request.**

ARTICLE XI
RATIFICATION OF BY-LAWS

1. These by-laws shall become effective upon a three-fourths vote of individuals present at an organizational meeting of the Southern Wake Republican Club.

ARTICLE XII
REPUBLICAN PRIMARY ELECTION CAMPAIGN
PARTICIPATION

1. Southern Wake Republican Club Executive Committee members are encouraged to participate in primary campaigns; however, members shall **not** allow their titles or positions to be used in support of one primary candidate over another except as provided in paragraph 2, below. This “any one” candidate support shall be curtailed at all regularly scheduled club events/meetings, formal public hearings/meetings, and through the use of various social media. It cannot be underscored enough that all members of the executive board serve in high visibility, official capacities representing not only the Southern Wake GOP, but also the Republican Party in general.
2. While acting in their official capacities, Southern Wake Republican Club Executive Committee members shall provide the same consideration, support and aid to **all** primary candidates such that one Republican candidate does not have an unfair advantage over another by having partial or exclusive use of the party organization. Because of the often contentious and sensitive nature of a primary election cycle, any “officially appearing” support for a specific candidate can lead to the perception of disarray within the Republican Party – not to mention the divisiveness and friction that often occurs as a result of this behavior.

ARTICLE XIII
PERIODIC REVIEW OF CLUB BY-LAWS

1. The by-laws shall be reviewed every two years to ensure continuity, along with the ability to provide timely updates that reflect “lessons learned,” recent administrative changes due to more update-to-date standards, and current events.