

Bylaws of the Howard County Republican Club

January 1, 2004

Article I. Name and Purpose

Section 1. Name

The name of the organization is the Howard County Republican Club, hereafter referred to as the "Club".

Section 2. Purpose

The purpose of the Club, as an organization supportive of the Republican Party in Howard County, shall be limited to the following activities:

1. To create good fellowship among Republicans and promote interest in the County, State, and Federal Governments.
2. To assist, both financially and through volunteer efforts, the Howard County Republican Central Committee, Republican Elected Officials, and Republican Candidates.
3. To keep the Public informed on current issues and governmental affairs that concern them.
4. To foster Republican ideals and family values by participating in local events that help strengthen and build our community.

For any of the purposes stated above, the Club is authorized to raise money and other income: to purchase, acquire, maintain, operate, sell, rent, or otherwise dispose of any real property or other assets. The Club is prohibited from endorsing Republican candidates that are running in primary elections.

Article II. Membership

Section 1. Voting Members

A person shall be a voting member of the Club if he/she is a resident of Howard County, is a registered Republican, agrees to abide by the Club Bylaws, and has paid his/her annual dues. Such persons shall be entitled to vote at Club meetings, be elected to the Executive Board (subject to Article III, Section 1), or serve on committees.

Section 2. Associate Members

A person shall be an associate member of the Club if he/she agrees to abide by the Club Bylaws, has paid his/her annual dues, and if eligible to vote, must be a registered Republican. Such persons shall be entitled to participate in Club activities, but have no voting rights, may not be elected to the Executive Board, but may serve on committees.

Section 3. Annual Dues

The annual dues are \$25.00 per family, or as designated by a majority vote of the Club membership. For individuals or families who have not been previous members of the Club and join after July 1st of the year, dues shall be \$15.00. Renewal dues are due each year on the first day of January.

Section 4. Removal

A person shall be removed from the membership upon that person's written request, death, failure to pay annual dues by the last day of January, or by a majority vote of the membership, subject to notification given with the call of the meeting.

Article III. Executive Board

Section 1. Qualifications

The Executive Board shall consist of people who have been voting members of the Club at least one year, and who have attended at least one-third of the Club meetings of the previous year. Candidates for offices regulated by the Maryland State Board of Elections, or elected officials holding such offices are not eligible to serve on the Executive Board, except that this restriction does not apply to a member of the Republican Central Committee or an immediate past President of the Club serving in an ex officio capacity.

Section 2. Term

No member shall hold more than one office at a time or serve more than two consecutive years in the same office. Officers shall be elected to one year terms, or until they resign, or are removed by the membership, and their term shall begin on the first day following the annual meeting in January.

Section 3. Duties

The Executive Board shall have general supervision of the affairs of the Club between its regular meetings, fix the hour and the place of the meetings, make recommendations to the Club, and other duties as specified in these Bylaws. The Executive Board shall be subject to the orders of the Club, and none of its acts shall conflict the actions taken by the Club.

Section 4. Officers

The President shall preside at all meetings, is the chief executive officer of the Club, and shall have general supervision over development of its entire program.

The Vice-President shall perform the duties of the President in the absence of the President, shall be the chair of the Program Committee, and perform other such duties as may be assigned by the Executive Board.

The Secretary shall keep the minutes of the meetings and maintain a file of correspondence and reports, maintain an up to date record of any business of the Club, maintain the membership list, and perform other such duties as may be assigned by the Executive Board.

The Treasurer is the custodian of all Club funds, shall keep a record of all Club expenditures and receipts, shall serve as the chair of the Finance Committee, and other such duties as may be assigned by the Executive Board.

The immediate past President shall be ex officio a member of the Executive Board, to act in an advisory capacity and assist with the transition to the new Executive Board.

The Information Officer shall be appointed by the Executive Board and shall be responsible for the distribution of all Club related notices, newsletters, and communications and perform other such duties as may be assigned by the Executive Board.

Section 5. Election of Officers

At the regular Club meeting in September, a Nominating Committee of three members shall be elected by the Club membership. It shall be the duty of this committee to nominate candidates for the offices to be filled at the annual meeting. The Nominating Committee shall report at the regular meeting in November. Before the election at the annual meeting, additional nominations from the floor shall be permitted.

For each office, contested elections shall be held by written ballots and uncontested elections by a show of hands. Two Club members, appointed by the President who are not candidates will count the ballots. The Secretary may also be present to count the ballots as well as a member designated by the Club membership. If no candidate receives a majority of the votes cast, the candidate receiving the lowest number of votes shall be dropped and balloting continued until an election occurs.

Section 6. Vacancies

A vacancy on the Executive Board shall be filled by a special election at the next regular meeting by a majority vote of the Club membership (or if uncontested by appointment) with all nominations taken from the floor. Such actions are subject to notification being given with the call of the meeting.

Section 7. Meetings

The Executive Board shall hold meetings as necessary by a call of the President or upon a written quorum of either the Club membership or the Executive Board. Such meetings are for planning contingencies only, with the actual business of the Club taking place at Club meetings.

Section 8. Emergency Actions

If the President (or Vice President, if the President is unavailable) deems that an emergency exists, he/she may act without notification or a quorum of the Executive Board or the Club Membership, after making a reasonable attempt to do so, except that no emergency action may exceed \$100.00 in obligation of expenditure. This person shall report any such action as soon as possible to the Club and shall justify such actions at the next Club meeting with his/her reasons for believing that such an emergency existed.

Section 9. Execution of Instruments, Deposits, and Funds

No agent of the Club shall have any power or authority to bind the Club by any contract, engagement, or pledge without a resolution by the Executive Board that is in agreement with the Club membership and the annual budget. Except as otherwise indicated by the Executive Board, all checks, drafts, and other evidence of indebtedness of the Club shall be signed by the Treasurer or President. All funds of the Club shall be deposited to the credit of the Club in such banks or depositories as the Executive Board may select. All checks shall be made payable to the Howard County Republican Club.

Article IV. Committees

Section 1. Finance Committee

A Finance Committee composed of the newly elected Treasurer and two other members shall be appointed by the newly elected President promptly after each annual meeting. It shall be the duty of this committee to prepare a budget for the fiscal year beginning the first day of February and to submit it to

the Club membership for its approval at the next regular Club meeting in March. The Finance Committee may from time to time submit amendments to the budget for the current fiscal year, which may be adopted by a majority vote of the membership. No expenditures or other financial activities of the Club shall be allowed which are not accounted for in the annual budget.

Section 2. Program Committee

A Program Committee composed of the newly elected Vice President and two other members shall be appointed by the newly elected President promptly after each annual meeting, whose duty it shall be to plan the annual program of the Club. The committee's report shall be submitted to the Club for its approval at the next regular meeting. The Program Committee may from time to time submit amendments which may be adopted by a majority vote of the membership.

Section 3. Membership Committee

A Membership Committee composed of the newly elected Secretary and two other members shall be appointed by the newly elected President promptly after each annual meeting, whose duty it shall be to coordinate volunteer activities, advertise Club events, oversee telephone calling trees, and other membership related activities.

Section 4. Auditing Committee

An Auditing Committee of three members shall be appointed by the newly elected President at the annual meeting, whose duty it shall be to audit the Treasurer's accounts for the current fiscal year and to report to the membership at the Club's regular meeting in March.

Section 5. Other Committees

Such other committees, special or standing, shall be appointed by the President as the Club or Executive Board shall deem necessary, such as for publishing the bi-monthly Club newsletter. The President shall be ex officio a member of all committees except for the Nominating Committee.

Article V. Meetings

Section 1. Meetings

The regular meetings of the Club will be held on the third Thursday of the month of odd numbered months. This date may be changed by a majority vote of the Executive Board with the membership notified promptly of any schedule changes.

Section 2. Annual Meeting

The regular meeting in January shall be the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and any other business that may arise.

Section 3. Special Meetings

Special meetings of the Club will be held on the call of the President or upon a written request of a quorum of either the Club membership or the Executive Board (Article VI, Section 2), subject to notification being given with the call of the meeting.

Article VI. Parliamentary Provisions

Section 1. Procedures

Robert's Rules of Order, Newly Revised will govern all proceedings, except when inconsistent with the Bylaws of the Club or other special orders that the Club may adopt.

Section 2. Quorums

Ten percent of the voting membership or a total of ten members constitutes a quorum to transact the business of the Club, whichever is less. A majority of the members of the Executive Board constitutes a quorum to transact the business of the Executive Board.

Section 3. Voting

The right to vote is limited to the voting members who are actually present at the time the vote was taken in a legal meeting. There is no provision for proxy voting or mail-in ballots.

Section 4. Notification

The Executive Board must give notice to the membership for all meetings of the Club and the Executive Board. Notification shall include the meeting place, meeting time, and purpose. For all actions in the Bylaws that require notification, the purpose shall include the complete substance of the action to be considered. Notification shall be made through a mailing to the entire membership at least one week before the meeting date.

Special Club meetings called by a quorum of the Club membership shall be submitted in writing to the Executive Board at least two weeks before the meeting date. The notification shall include the names of the members calling the meeting, the meeting place, the meeting time, and purpose.

Section 5. Open Meetings

All meetings of the Club, the Executive Board, and their designated committees shall be open to all members of the Club.

Section 6. Open Records

The Executive Board shall make provision for the proper and timely collection, maintenance, and dissemination of information to the membership of the Club for non-commercial or Club related uses, including committee reports, financial statements, the annual budget, policy statements, resolutions adopted, minutes of regular and called meetings of the Club and Executive Board, and membership rolls.

Note that the minutes of all meetings of the Executive Board and the Club must be kept and made available to the Club membership that reflect each item that was considered, the action taken, the vote count, and in Executive Board meetings, how each member voted.

All records of the Club shall be open to inspection by any member of the Club for non-commercial or Club related uses.

Section 7. Resolution of Conflict

The membership of the Club, for any reason, may rescind or amend any previous decision of the Club or Executive Board at any Club meeting. This includes the removal or replacement of Club officers.

If notification of the proposed action or actions were given with the call of the meeting, such actions require a simple majority. If notification of the proposed action or actions were not given with the call of the meeting, such actions require a two thirds majority vote or a vote of a majority of the entire membership.

The membership, at its discretion, may appoint someone other than the President to preside over these actions. A motion to limit or end debate takes precedence over a motion to rescind or amend and requires a majority vote. A negative vote to rescind can be considered once at the current meeting and also at any number of subsequent meetings, but not an affirmative vote. All motions require a second.

Article VII. Adoption and Amendments

Section 1. Adoption

The Club membership does consent to, and hereby do, adopt the foregoing Bylaws and expressly repeal any and all former Bylaws on January 22, 2004.

Section 2. Amendments

These Bylaws may be amended at any regular meeting of the Club by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting and are subject to notification being given with the call of the meeting.