

**LAKE TRAVIS REPUBLICAN CLUB
BYLAWS**

ARTICLE I

NAME

The name of the organization shall be *Lake Travis Republican Club* (hereinafter “the Club”).

ARTICLE II

STATEMENT OF PRINCIPLE

To support the Republican Party and its candidates because Republicans generally seek the establishment of government and election of representatives consistent with the spirit and principles of conservatism.

ARTICLE III

PURPOSE

The purpose of the Club is to promote the election of Republicans to local, state and national office and to broaden the base of the Republican Party in Travis County. In order to accomplish this, the Club will foster communication with, and education of, the candidates, elected officials and the electorate on matters of mutual interest and concern. Except as provided in **Article VI** of these **Bylaws**, neither the Club nor the Board of Directors may endorse any candidate in a contested Republican primary election.

ARTICLE IV

MEMBERSHIP

Section 1. Eligibility

- A. Regular membership in the Club shall be open to anyone who:
 - 1. voted in the most recent Republican primary; or
 - 2. is sponsored by a member of the Club; or
 - 3. shall affirm the **Statement of Principle**.
- B. Spouses and full members of reciprocating clubs may join as associate members.
- C. Students enrolled for at least nine hours in undergraduate courses of study may join as student members.
- D. Membership is open without regard to race, ethnicity, or religious belief.

Section 2. Dues.

- A. Dues for full, associate and student memberships shall be reviewed as necessary by the Board of Directors.
- B. Monies collected as dues shall be used by the Club for administrative purposes only and may not be used for donations to candidates or political campaigns.
- C. These payments are due no later than the third meeting of the Club in each calendar year called as provided in **Article IV, Section 3**.

Section 3. Meetings of Members.

- A. Meetings of the Club shall be called by the Board of Directors, by notice to the members personally delivered, emailed or mailed to their address as then listed on the records of the Club at least seven (7) days prior to the date of the meeting.
- B. Except as provided in **Article VI**, a quorum for a meeting of the membership shall consist of twenty-five (25) percent of the regular membership in good standing. Voting shall be limited to regular members. Voting of proxies is prohibited.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Duties.

- A. The business affairs, and property of the Club shall be controlled and managed by the Board of Directors (hereinafter called “the Board”) which shall exercise all powers and perform all lawful acts which are not otherwise expressly directed or required, by statute or by the **Bylaws**, to be performed or exercised by the members or by the officers.

Section 2. Classification and Term of Office.

- A. The number of members of the Board is twelve (12).
- B. The Directors shall serve two-year terms of office and shall be divided into two classes of six (6) each with each class serving staggered two-year terms commencing with the first board meeting in January of the year they are elected.
- C. Outgoing Directors shall remain in office until their replacement takes over at the first board meeting in January following the year their terms expire.

Section 3. Nomination and Election.

- A. The Board shall appoint a Nominating Committee and designate its chairman. The Committee shall consist of at least three members in good standing of the Club. The President may not serve as a member of the committee. The Nominating Committee shall recommend to the Board at least one candidate for each place to be filled. The Board shall by two-thirds vote approve one candidate from the list submitted for each place to be filled. If for any reason all positions cannot be filled by the names submitted, the Board will reappoint the same or another Nominating Committee and repeat the process at the next board meeting. The report of the Nominating Committee shall be presented to the board not later than the September meeting of each year, and the final report shall be available for review by the members of the Club at the next regular monthly meeting following completion of the process.

- B. Additional candidates for Director may be placed in nomination by petition signed by not less than twenty (20) percent of the members of the Club. The petition shall be filed with the Secretary at least twenty (20) days prior to the date of the regular monthly meeting when Directors are to be elected. The Secretary shall prepare a final list of all eligible candidates. Each director shall be elected by majority vote of the regular members present at the regular meeting, at which a quorum is present. The results of the election conducted at the general membership meeting will be entered into the minutes of the Board meeting following.
- C. Only regular members the Club then in good standing shall be eligible for nomination and election to the Board.

Section 4. Vacancies.

- A. A vacancy in the position of Director shall be filled by appointment by a two-thirds vote of the remaining members of the board, provided that a quorum is present. A Director appointed to fill a vacancy shall serve until the next scheduled election.
- B. When a member of the Board of Directors becomes a candidate in a Republican primary election held in Travis County or any adjacent county for any office other than a party office (i.e. Precinct Chair or County Chair), a vacancy in that Director's place shall be deemed to occur automatically.
- C. The vote of eight (8) Directors shall be required to remove a Director from office prior to the expiration of the term for which that Director was elected.

Section 5. Resignations.

- A. A Director may resign at any time for any reason by submitting written notice of his resignation to the President. The resignation shall be effective as of the date it is written unless a future date is specified in which event the resignation shall be effective on that date. Acceptance by the Board of a written notice of resignation shall not be necessary to make a resignation effective.
- B. A resignation shall be deemed to occur automatically if a Director misses three (3) consecutive regular meetings of the Board or if a Director misses four (4) regular meetings of the Board in any twelve month period unless excused by the Board.

Section 6. Regular Meetings and Notice.

- A. A meeting of the Board shall be convened after each meeting of the membership at such time and place as determined by the Board. The time and place of each meeting of the Board shall be announced at the previous meeting. Each member of the Board shall be notified by the Secretary of any change in time or place of a meeting not later than three days prior to the meeting. Failure to attend a meeting for which proper notice is not given shall not constitute an absence for purposes of **Article V, Section 5, B.**

Section 7. Special Meetings and Notice

- A. Special meetings of the Board may be called by the President, or by the Secretary upon receipt of a request of a majority of the Board.

Section 8. Quorum and Conduct of Meetings.

A. A quorum of the Board shall consist of seven (7) members. Unless otherwise provided herein, no final vote or action may be taken by the Board except by majority vote when a quorum of the Board is present.

Section 9. Committees of the Board of Directors.

- A. The board may establish committees for the purpose of performing duties or conducting studies and making recommendations to the Board or the membership with respect to any activity of the Club or subject matter designated by the Board. A committee may be established by majority of the Board and shall consist of not less than three (3) members of the Club.
- B. The President shall appoint all committees except the Nominating Committee and the President shall be an *ex officio* member of all committees except the Nominating Committee. The Board may request such committees to prepare and present, in writing, interim or final findings, reports or recommendations.

ARTICLE VI

ENDORSEMENT OF CANDIDATES

The Board may, by a vote of no fewer than eight (8) members, decide to endorse a Republican candidate in a contested primary race. This endorsement would require approval of two thirds(2/3) of the ballots cast by the membership before such announcement would become official endorsement of the Club. To insure maximum participation in this vote, mail-in ballots would be accepted.

ARTICLE VII

OFFICERS

Section 1. Qualification, Selection, and Term of Office.

- A. The officers of the Club shall include the President, the Vice President-Programs, the Vice President-Administration, the Vice President-Membership, the Secretary, the Treasurer, and the Sergeant-at-arms.
- B. The term of office for an officer shall be one (1) year. An officer is eligible for reelection but no officer will serve more than two (2) consecutive terms in a single office nor more than four (4) consecutive terms in any combination of offices except as otherwise approved by no fewer than eight (8) members of the Board. Outgoing officers shall remain in office until their replacements take over at the first board meeting in January following the year their terms expire.
- C. Each officer shall be elected from the membership of the **Board** at the first regular meeting of the year at which the newly elected **Board** takes office.
- D. All officers serve at the pleasure of the Board. Any officer may be removed without cause at any time by the affirmative vote of not less than eight (8) members of the Board occurring at any regular meeting of the Board.

Section 2. Vacancies.

A vacancy in the position of an officer shall be filled by a majority vote of the remaining members of the Board.

Section 3. Resignations.

All Directors are expected to serve as officers of the Club if called upon to do so, therefore an officer may not resign as an officer and remain as a Director unless such resignation is approved by eight (8) members of the Board not including the resigning officer.

Section 4. President.

- A. The President shall:
 - 1. be the chief executive officer of the Club;
 - 2. have supervisory and general executive powers relating to its administration;
 - 3. report to, and be subject to the control of the Board;
 - 4. preside at all meetings of the Board and membership; and
 - 5. prepare and present items of business for consideration by the Board.
- B. If the President is unable to perform any duty because of absence or incapacity, the duties and authority of the President will be conferred upon, and may be performed by, the officer next in order of precedence in this article.

Section 5. Vice President-Programs.

The Vice President-Programs shall be responsible, with the approval of the board, for planning and arranging the program for the regular or special meeting of the membership.

Section 6, Vice President-Administration.

The Vice President-Administration shall maintain, in trust, current and accurate records of the names, addresses, telephone numbers, and other pertinent information relating to members of the Club. The Vice President-Administration shall report on this subject to the Board upon request and not less than once every three months.

Section 7. Vice President-Membership.

The Vice President-Membership shall be responsible for planning and conducting activities of the Club relating to membership development and recruitment consistent with the **Statement of Principle** and **Purpose** of the Club as stated in **Articles II** and **III** of these bylaws.

Section 8. Secretary.

- A. The Secretary shall attend all meetings of the Board and record minutes of their proceedings. The minutes of each meeting shall be prepared in final form and shall be submitted for adoption at the next meeting of the Board. The minutes of all meetings of the Board, as adopted, shall be permanently maintained, in trust, by the Secretary.
- B. The Secretary shall provide notice of all special meetings of the Board and membership.

Section 9. Treasurer.

- A. The Treasurer shall:
 - 1. have the responsibility to maintain, in trust, custody and control of all funds of the Club;

2. maintain funds, in trust, in separate accounts as necessary for the purposes of the Club;
 3. maintain a complete and accurate accounting of all receipts and disbursements for each account:
 4. prepare an annual budget for approval by the Board at the first regular meeting of the fiscal year;
 5. prepare and present to the Board, upon its request but not less than every three months, the accounting for all funds maintained by him;
 6. promptly report, as requested by the Board, any other accounting, transaction, or financial condition of the Club;
 7. be responsible for making timely deposits to the accounts of the Club of any funds received; and
 8. not later than thirty (30) days following the end of each fiscal year, prepare and certify to the Board an audit of all accounts maintained by the Club for the fiscal year just ended.
- B. Every check, draft, or other order of payment made for disbursement of funds belonging to the Club shall be prepared and signed strictly in accordance with the provisions of this section. The Treasurer may disburse payments for all budgeted items. Non-budgeted items will require board approval prior to an expenditure of Club funds.
- C. All accounts shall be maintained and reported in accordance with state laws and Generally Accepted Accounting Procedures, consistently applied.
- D. In the absence of the Treasurer either the President or the Vice President-Membership may disburse budgeted funds.

Section 10. Sergeant at Arms.

- A. The Sergeant-at-Arms shall be responsible for maintaining decorum of each Club meeting, including general meetings, board meetings and special meetings.
- B. The Sergeant-at-Arms shall maintain an inventory of all Club property.

Section 11. Authority.

- A. The Board may grant express authority to any officer to enter into a contract or to execute an instrument in the name of the and on behalf of the Club; provided, however, that such grant of express authority shall be precise in scope and shall be recorded in the minutes of the meeting of the Board.
- B. The Board may grant approval in principal to the Chairman of the Legislative Committee to draft letters, conduct meetings, appear at public hearings or otherwise represent the Club in its efforts to influence legislation provided that the Board shall first approve the goals and/or objectives and tactics to be used by the Legislative Committee.
- C. Except as expressly provided in **Article VII** of these **Bylaws**, an officer shall have no authority, either expressed or implied, to act in the name of or on behalf of the Club.

ARTICLE VIII

ADMINISTRATION

Section 1. Fiscal Year.

The fiscal year for the Club shall be January 1 to December 31.

Section 2. Records.

Not later than sixty (60) days after the end of each fiscal year, an audit committee, consisting of three (3) members appointed by the Board, shall submit to the Board a certified audit of the accounts of the Club. The approved audit shall be presented in the form of a summary report to the members of the club at the next regular meeting of the Club.

Section 3. Amendment of the Bylaws.

These **Bylaws** may be amended by a vote of eight (8) Directors present at any regular meeting of the Board; provided that any member of the Board may request thirty (30) days written notice of the meeting to be mailed or personally delivered to him with the text of the amendments; and further, provided, that each separate proposed amendment to the **Bylaws**, if not previously requested, be furnished to the members of the Board at the time of the convening of the meeting.

Section 4 Severability Clause.

In the event that any provision of these **Bylaws** is rendered null and void by statute, court order, or operation of law, that provision shall be automatically severed from the remaining provisions of these **Bylaws** which shall continue in full force and effect, and the severed provision shall be automatically replaced by any analogous provisions from the *Texas Non-Profit Corporation Act* which shall take immediate effect.

Section 5. Controlling Law.

The affairs of the Club shall be conducted in accordance with:

1. the applicable laws of the United States and the State of Texas;
2. the provisions of these **Bylaws**; and
3. *Robert's Rules of Order, Newly Revised.*

Revision Date: January 20, 2015