

Bylaws

of the

Texas Young Republican Federation

As of September 18th 2021

ARTICLE I: FEDERATED CLUBS

Section 1. Club Names. The word “Republican” must be used in the name of all Federated Clubs, and the word “Federation” shall not be used in the name of a Club. Each Club’s name shall require the approval of the Board. Such approval shall not be given if the Club’s name contains any religious or issue-oriented connotations.

Section 2. Club Requirements. A Federated Club shall:

- A. Meet at least four times annually; and
- B. Offer an oral report at each Quarterly Board Meeting by the Club President or proxy for the Club President. If the Club President or a proxy cannot attend, a written report is required and shall be submitted to the Secretary or the Director of Club Development prior to the Board Meeting.

Section 3. Initial Charter Requirements. Those Young Republican Clubs which provide the following to the Director of Club Development no less than 48 hours before a Board meeting shall be considered for chartering:

- A. The name, street address, date of birth, cell phone or any alternate number and e-mail address for each Active Member, noting all Club Officers;
- B. A copy of the Club Constitution (which shall not be inconsistent with the Constitution of the Federation);
- C. A Charter Fee in the amount of \$25.00, plus full payment of dues for each Active Member.

A vote will be held at the first Board meeting at which an Active Member of the Club is present, at which time an official charter will either be granted or denied. The Charter Fee plus the dues received shall be returned if a charter is denied.

Section 4. Continuing Charter Requirements.

- A. In order to remain in good standing with the Federation, a chartered Young Republican Club must submit at least twenty days before the State Convention the

following to the Credentials Committee Chairman, either in person, by an electronic means approved by the Executive Committee, or by a letter postmarked by that time:

- a. A membership form approved by the Executive Committee which shall include, at a minimum, the name, street address, email address, cell phone or any alternate number, date of birth and office held (if any) for each Active Member;
 - b. A copy of the Club Constitution and any Bylaws (which shall not be inconsistent with the Constitution of the Federation); and
 - c. Full payment of dues as set forth below.
 - d. Meet the requirements as described in Section 2 of this Article
- B. Failure to provide all of the above information immediately prior to the State Convention shall result in the initiation of defederation procedures as outlined in the Constitution.

Section 5. Amount of Dues. Each Federated Club shall pay annual dues in the amount of \$2.00 for each Active Member.

ARTICLE II: ELECTION OF OFFICERS

The following procedures shall apply to elections.

Section 1. Petition. The Secretary must receive a petition from a candidate for a given elected office signed by ten Active Members of the Federation at least ten days prior to the State Convention in order to be placed on the written ballot. Any Member for whom such a petition is not received must be nominated from the floor of the convention in order to be placed on the ballot.

Section 2. Order of Election. All Elected Officers shall be elected at the State Convention of the Federation in the order in which they are listed in the Constitution.

Section 3. Voting. Voting shall be by secret ballot, in writing. Election shall be by a simple majority of all the Delegates present. There is no requirement for a quorum for elections. If a majority is not obtained on the first ballot for any office, an immediate run-off election shall be held between the two candidates receiving the most votes on the first ballot. Any candidate who is unopposed may be elected by acclamation.

Section 4. Campaign Speeches. Prior to voting in any election, the Chairman shall set a time limit for all campaign speeches for that office, and shall inform all candidates of the limit.

Section 5. Tellers. The Chairman shall appoint at least three tellers from different Clubs, who shall dispense, collect and tabulate the votes.

ARTICLE III: MEETINGS AND PROXIES

Section 1. National Meeting Proxies. Proxies for the Chairman, National Committeeman, or National Committeewoman at National Federation board meetings shall be offered to the officers in the order that they are set forth in Article VI, then to any club president, then to any active member. If that person is available to attend the meeting in question, the proxy shall be made in the form required in a reasonable time to meet any applicable deadlines. In the event a person is already attending a National Federation Board Meeting, the proxy shall first be offered to the other persons in the order set forth above.

Section 2. State Meeting Proxies. Proxies are not allowed at meetings of the Board or at the State Convention for Elected Officers. Club Presidents may designate a proxy provided that the proxy is a member of the same club and a Notice of Proxy is given to the Secretary of the Federation prior to the call to order of a meeting of the Board. Absent a designated proxy, one or more members of a club in attendance at meetings of the Board may designate a proxy among themselves provided that all members are unanimous in their designation, unless the Secretary has received a Notice of No Proxy from a club President indicating that the President does not wish to designate a proxy. A Notice of Proxy or Notice of No Proxy must be in an electronic or written format, and the Secretary may require that all such notices be submitted on a specific form.

Section 3. Notice of Meetings. Notice providing the time and place of each meeting of the Executive Committee or Board shall be posted on the website of the Federation no later than seventy-two (72) hours prior to the scheduled start time of the meeting. A notice of a meeting to be held by conference call or any other electronic means shall provide access instructions.

Section 4. Executive Session. The Executive Committee or Board may go into executive session by a simple majority vote. The following types of business shall be discussed only in executive session: discipline of members or officers, including, but not limited to, expulsion of members or removal of officers as provided for in the Constitution, resolution of disputes as provided for in the Constitution and these Bylaws, and legal and personnel matters. The following types of business shall not be discussed in executive session: approval or amendment of the budget, approval of appointees for non-elected offices, committee chairmanships, or to fill vacancies, endorsements, establishment or amendment of Bylaws, and selection of delegates and alternates to conventions of the Young Republican National Federation. All votes shall take place in open session.

ARTICLE IV: COMMITTEES

Unless otherwise stated in the TYRF Constitution or Bylaws,

Section 1. Quorum. Quorum of any committee shall consist of the voting committee members present. Quorum may be met either in person or by conference call. No proxies are allowed to count toward quorum.

Section 2. Notice of Meeting. The committee chairman must give 48 hours notice prior to any committee meeting.

Section 3. Committee Membership. Each federated club shall be given the opportunity to appoint one of its active members to any standing committee. This restriction shall not apply to ad hoc committees.

ARTICLE V: ENDORSEMENTS

Section 1. Definitions. As used in this Article, the following definitions shall apply.

- A. **National Election:** An election for President of the United States, any office of the Republican National Committee, or any office of the Young Republican National Federation.
- B. **Statewide Election:** An election for any public office with geographic territory comprising the whole of the State of Texas, including, but not limited to, U.S. Senate or any Texas statewide constitutional office, or any statewide Republican Party of Texas office, including, but not limited to, Chairman or Vice Chairman of the Republican Party of Texas.
- C. **Local Election:** An election for any non-statewide public office in Texas, including, but not limited to, U.S. House of Representatives, Texas Senate, Texas House of Representatives, State Board of Education, county office, municipal office, or similar local office, or any non-statewide Republican Party office in Texas, including, but not limited to, State Republican Executive Committee, County Chairman, or Precinct Chairman.

Section 2. Eligibility. To be eligible for endorsement by the Federation or any Federated Club, a candidate shall be affiliated with the Republican Party as defined by the rules of the Republican National Committee for National Elections, or the rules of the Republican Party of Texas for Statewide and Local Elections, and shall adhere to the principles and priorities of the Republican Party of Texas and the Federation.

Section 3. Federation Endorsements in National and Statewide Elections. The Federation shall consider an endorsement in a National or Statewide Election if and only if a written request for an endorsement, stating the name of the candidate and office sought, and signed by a minimum of ten (10) Board members, is delivered to the Chairman or his designee. The vote on the endorsement shall occur at the next scheduled Board meeting held at least ten (10) days following receipt of the request and notice shall be delivered by the Secretary to all Board members no later than five (5) days prior to the vote. The endorsement shall be granted by a two-thirds (2/3) vote of the Board.

Section 4. Federation Endorsements in Local Elections. The Federation shall consider an endorsement in a Local Election if and only if a written request for an endorsement, stating the name of the candidate and office sought, and adopted as a resolution by at least one Federated Club with at least partially coinciding geographic territory, is delivered to the Chairman or his designee. The vote on the endorsement shall occur at the next scheduled Board meeting held at least ten (10) days following receipt of the request and notice shall be delivered by the Secretary to all Board members no later than five (5) days prior to the vote. Another Federated Club with partially coinciding geographic territory may object to the endorsement by resolution prior to the Board meeting, in which case a vote shall not occur. An existing contrary endorsement by a such a Federated Club shall be deemed an objection. The endorsement shall be granted by a two-thirds (2/3) vote of the Board. For endorsements in Local Elections without a Federated Club in the geographic territory, the procedures for Statewide Elections shall apply.

Section 5. Federated Club Endorsements. Nothing in these Bylaws shall prohibit a Federated Club from endorsing in a Local Election with at least partially coinciding geographic territory, provided any endorsed candidate fulfills the Eligibility requirements in this Article.

Section 6. Conflicts of Interest. Any Board member who has accepted compensation in excess of one thousand dollars (\$1,000.00) from any candidate, committee controlled by the candidate, or committee supporting or opposing the candidate, or is an employee, contractor, owner, or shareholder of any entity that has accepted such compensation, whether or not the Board member has actually provided such services personally, shall be deemed to have a conflict of interest with respect to any vote on an endorsement relating to an election the candidate participates in. Should a conflict of interest arise under this section, the impacted Board member shall recuse himself, state the grounds for the conflict of interest on the record by filing an affidavit with the Secretary of the Federation, and withdraw from debate on and abstain from votes on the matter.

Section 7. Candidate Support. No candidate for public or Republican Party office shall receive resources from the Federation without the Federation's endorsement. Federation resources include, but are not limited to, in-kind campaign contributions, independent expenditures supporting or opposing any candidate, deployments of volunteers, and use of the Federation's name, logos, trademarks, and contact lists. The Executive Committee shall have the power to authorize specific uses of Federation resources for its endorsed candidates. Nothing in this section shall prohibit any candidate from being invited to or speaking at any Federation-organized event. The Federation shall not make any direct monetary campaign contributions to any candidates. In-kind contributions are not prohibited.

ARTICLE VI: DISPUTE RESOLUTION

Section 1. Purpose. This Article shall establish the process for resolution of disputes between Federated Clubs, members of the Board, or members of the Federation that arise as a result of or related to business of this Federation, including, but not limited to, disputes regarding the Constitution or Bylaws or actions taken pursuant to the Constitution or Bylaws.

Section 2. Binding Mediation. Any Federated Club, member of the Board, or member of the Federation seeking Dispute Resolution shall submit a written statement of the dispute and request for relief to the Chairman (or the Vice Chairman, if the dispute involves the Chairman) and the General Counsel within thirty (30) days of the events causing such dispute. The Chairman (or Vice Chairman) shall, within ten (10) days of receiving such request and after consultation with the disputing parties and the General Counsel, refer the dispute to a neutral member of the Board selected by the disputing parties, or, if all disputing parties have indicated willingness to do so at their personal expense, to a professional mediator, for binding mediation.

Section 3. Unauthorized Action Prohibited. Any Federated Club, member of the Board, or member of the Federation who initiates, assists in initiating, or threatens to initiate any dispute or action with any court, association, organization, or other entity without first exhausting fully these Dispute Resolution procedures shall be in violation of the rules of the Federation. If such Federated Club or individual does not withdraw any such dispute or provide a written promise not to initiate it within ten (10) days of a written request by the Chairman or General Counsel, they shall be subject to disciplinary action as outlined in the Constitution and shall be liable for any costs incurred by the Federation, its Federated Clubs, or their members in defense of such action.

ARTICLE VII: MISCELLANEOUS

Section 1. Soliciting Donations. Any person sending any written communication soliciting donations for the Federation shall include the following disclosure on all such materials: "Contributions or gifts to the TYRF are not tax deductible for federal income tax purposes."