

Bylaws

of the

Texas Young Republican Federation

As of October 1st, 2022

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 or submit a written report to the Secretary prior to each Quarterly Board Meeting. This report shall include, at minimum, an update on club membership totals, a list of current board members and their contact information, and a list of individuals expelled or banned from the club, if any. The Executive Director shall provide a template or form and means for online submission. 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.

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.
- C. Every chapter which is federated or re-federated at the annual state convention shall attend, either through their Club President or by proxy, a minimum of four state board meetings every year, with at least one of those four meetings being an in-person meeting. Clubs federated between state conventions shall attend at least one state board meeting, in-person if any in-person meetings are held between the time a club is federated and the next state convention. The Credentials Committee shall consider extenuating circumstances for clubs that are unable to fulfill this requirement.

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

Section 6. Regions. There shall be 6 regions of the federation: North, Central, South, East, West, and Gulf Coast. The Regions shall be organized as follows:

<u>North</u>	<u>East</u>	<u>Central</u>	<u>Gulf Coast</u>	<u>South</u>	<u>West</u>
Denton	Smith	Bell	Montgomery	Bexar	Lubbock
Collin	East TX	Williamson	Houston	Nueces	Midland
Tarrant		Austin	Galveston	Webb	El Paso
Dallas		Hays	Brazoria	Hidalgo	
Rockwall		Comal	Fort Bend	Cameron	
Ellis		Gillespie			
		Bryan College Station			
		Guadalupe			

Newly created Clubs shall be assigned a region by the Executive Committee upon their federation and automatically added to the above table. Any Club that defederates shall be automatically deleted from the above table.

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) Clubs who have endorsed the candidate and requested an endorsement from TYRF in the form of a resolution is delivered to the Chairman or his designee. Clubs who pass such a resolution should consider Conflicts of Interest with regards to their own Board members employed by or contracted with

that candidate's campaign. The vote on the endorsement shall occur at the next scheduled Board meeting held at least fifteen (15) days following receipt of the request and notice shall be delivered by the Secretary to all Board members no later than ten (10) days prior to the vote via email with the subject line using the verbage "TYRF Endorsement Consideration". 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 Candidate Support. No candidate for any public or Republican Party office listed in Section 1 shall receive resources from the Federation without the State Federation's endorsement wherein the candidate is running for office. Federation resources include, but are not limited to, direct or 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.

Section 7 Endorsements After General Primary. The Board may consider endorsements of any winner of a Republican primary race when a written request for an endorsement, 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 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 via email with the subject line using the verbage "TYRF Endorsement Consideration". The endorsement shall be granted by a two-thirds (2/3) vote of the Board.

Section 8 Filing Deadline Restrictions. No candidate for public or Republican Party office shall be endorsed until after the election filing deadlines have passed as set by Texas law.

Section 9 Candidate Endorsement Presentation: All candidates meeting the endorsement consideration requirements as outlined in Article V Sections 3 or 4 shall be invited to present to the board by the Chairman or their designee at the meeting for which the endorsement vote is scheduled. Any Board member may request the invitation of certain other or all candidates in the race under consideration for endorsement. This invitation must be communicated to the candidate at least five (5) days before the scheduled vote. Each candidate will be given five (5) minutes to speak to the board before the vote. The board may ask questions of each candidate lasting no more than ten (10) minutes following their presentation. This section only applies to primary races with multiple Republican candidates.

ARTICLE VI: DUTIES OF APPOINTED OFFICERS

Section 1. Appointed Officer Responsibilities: The following responsibilities shall be given to each appointed officer:

- A. Executive Director: The Executive Director shall be responsible for ensuring the execution of all directives, strategic plans, and performance metrics set by the Executive Committee and the Chair. The Executive Director shall oversee all appointed officers except for the General Counsel, the Parliamentarian, and their respective deputies. The Executive Director shall report to the Board on all directives, strategic plans, and performance metrics on a quarterly basis.
- B. Regional Directors: The Regional Directors are responsible for the well being of their respective regions. The Regional Directors will plan regional social and political events, attend each club in their regions meetings quarterly, assist the Club Development Director in starting new clubs in their region, assist the Political Director in the Coordination of deployments in their region, and assist with the regional priorities of the Chair.
- C. Communications Director: The Communications Director shall establish relationships with media organizations, handle public relations, and manage all social media accounts. The Communications Director will develop new means of communicating the vision and message of TYRF to the public. The Communications Director shall develop an annual strategic communications plan which shall be provided to the Executive Director and reviewed by the Executive Committee.
- D. Fundraising Director: The Fundraising Director shall be responsible for all advancement efforts and help ensure a sustainable income for TYRF. The Fundraising Director shall coordinate with the Communications Director in developing sponsorship materials and benefits.
- E. State Republican Executive Committee/Republican Party of Texas Liaison (SREC/RPT Liaison). The SREC/RPT Liaison shall impartially report to the board the activities of the SREC and the Republican Party. The SREC/RPT Liaison shall recommend to the Executive Committee a plan of action and strategy

- relevant to the Federation's relationship and role in the RPT. The SREC/RPT Liaison shall perform other duties as directed by the Executive Committee.
- F. General Counsel. The General Counsel shall serve as the legal representation of the Federation.
 - G. Chaplain. The Chaplain shall provide pastoral services to TYRF, including leading the organization in prayer and providing spiritual guidance. The Chaplain shall foster stronger ties between TYRF and faith-based organizations. The Chaplain shall respect the personal beliefs of all TYRF members.
 - H. Parliamentarian: The Parliamentarian shall interpret and provide guidance on all points of order at TYRF Board meetings and Conventions. Further, the Parliamentarian shall provide interpretations and guidance on the Federation's compliance with the constitution, bylaws, and procedures.
 - I. Special Events Director: The Special Events Director shall organize and plan TYRF events. These events may include, but are not limited to, social outings, fundraisers, and networking opportunities. The Special Events Director will work closely with the Fundraising Director for all fundraiser planning.
 - J. Alumni Association Chair: The Alumni Association Chair shall maintain TYRF's connections and ties with Associate Members, Honorary Members, and former Active Members over the age of 40. The Alumni Association Chair shall help plan and execute at least one Alumni Association event per year.
 - K. Historian: The Historian shall maintain and administer an archive of all TYRF materials from prior sessions.
 - L. Convention Chair: The Convention Chair shall be responsible for the organization and execution of the annual TYRF convention. The Convention Chair must be selected among the membership of the club(s) hosting the TYRF Convention in consultation with the club(s)' officers.

Section 2. With the approval of the Chair and confirmation of the Executive Committee, all appointed officers may appoint as many deputy appointed officers as necessary to carry out their responsibilities.

Section 3. Reporting. All appointed officers shall report to the Executive Director except for the General Counsel, the Parliamentarian, and their respective deputies, who shall report to the Chair, and the Regional Directors, who shall report to the Vice Chair.

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."

ARTICLE VIII: SEXUAL HARRASSMENT POLICY

Section 1: Zero Tolerance Policy. TYRF is committed to providing an environment in which all individuals are treated with respect and dignity. Each individual has the right to participate in our meetings with an expectation of a professional atmosphere that promotes the welfare of all our members and prohibits sexually harassing practices. It is the policy of the TYRF to provide an environment that does not tolerate sexual harassment. In keeping with this commitment, we will have zero tolerance for sexual harassment of our members.

Section 2: Guidelines: Sexual Harassment constitutes, for the purposes of this policy, includes, but is not limited to:

- A. persistent and unwelcome solicitation of sexual activity or conduct of a sexual nature;
- B. solicitation of sexual activity or conduct of a sexual nature accompanied by real or implied threat of harm;
- C. deliberate intimidation, stalking, or following;
- D. harassing photography or recording;
- E. physical assault (including, but not limited to, unwelcome touch or groping).

Section 3: Procedure:

1. All members must end and/or avoid any conduct which would reasonably be interpreted as harassment under this policy. Conversely, members are expected

and encouraged to inform others in the TYRF whenever conduct is unwelcome or harassing.

2. TYRF expects members to immediately report incidents of sexual harassment, regardless of the parties involved. Any member of TYRF is expected to seasonably report any incidents or concerns to the Chair, General Counsel, or other member of the Board. All incidents or concerns reported to a member of the Board must be provided to the General Counsel and the Chair within 48 hours. Such report should be in writing and should discuss the following:
 - A. The name, position, and affiliation of the person who allegedly violated this policy;
 - B. A description of the incidents, including the dates, locations, presence of witnesses, and the names of any other members who may have been subject to the same or similar harassment;
 - C. Any steps the complainant has taken to try to stop the harassment;
 - D. Any other information the complainant believes to be relevant to the harassment complaint.
3. Any reported allegations of sexual harassment will be investigated by the General Counsel, his or her designee, or the Chair's designee when the position of General Counsel is vacant. The investigation may include, but is not limited to, individual interviews of the complainant, the accused, or any individuals who may have had knowledge relevant to the inquiry, without interfering or jeopardizing any official investigation.
4. To the extent possible, confidentiality will be maintained throughout the investigatory process. Anonymous complaints will be accepted; however, the TYRF will be limited in its options in investigating and resolving anonymous complaints due to the limited ability to collect additional information.
5. At the conclusion of the investigation, the General Counsel shall recommend to the Board a course of action, including but not limited to, reprimand, censure, termination from elected position, or removal from membership in the TYRF and any local club.
6. If a report of sexual harassment made by an accuser is for the purpose of accomplishing some end other than stopping sexual harassment or for the purpose of retaliation, the report is considered a false report. A false report is a report not made in good faith, even if that report cannot be proven. Given the seriousness of the consequences for the accused, a false report is a severe offense that can itself result in disciplinary action, including, but not limited, the actions listed in section 5 above.