

**AMENDED AND RESTATED  
BYLAWS OF THE  
MINGUS MOUNTAIN REPUBLICAN CLUB  
YAVAPAI COUNTY, ARIZONA**

**ARTICLE I – NAME**

The name of this organization shall be the MINGUS MOUNTAIN REPUBLICAN CLUB (MMRC) herein referred to as the “Club”.

**ARTICLE II – OBJECTIVES**

1. To recruit and support well qualified Republican candidates committed to serving the people of Yavapai County, any neighboring county or the State of Arizona, on the federal or state level.
2. To educate the public regarding political candidates and issues.
3. To educate and inform the members of the Club and to discuss issues of interest to Republican voters.
4. To provide opportunities for local Republicans to discuss and debate policies and issues with Republican candidates and elected officials.
5. To support the policies and platforms of the Arizona Republican Committee and the Republican National Committee and to support the Arizona and National constitutions.

**ARTICLE III – MEMBERSHIP**

Membership in the Club shall be open to any registered Republican voter.

1. Annual membership dues are payable on January 1<sup>st</sup> of each year. Dues for new members who join within the calendar year shall be reduced according to a policy established by the Executive Board of the Club (the “Board”).

2. A change in annual membership dues shall be approved by Membership Vote (as hereinafter defined).

3. The Club shall maintain its membership records on a calendar year basis.

4. No member shall vote, hold office, or serve on a committee unless such member is in good standing and dues have been paid for such member (a “Member”).

5. The presence in person of 25% of the Members of the Club at a meeting of members shall constitute a quorum for the transaction of business at such meeting. No proxies are permitted. Any action is approved by “Membership Vote” if it is approved by a majority of the Members at a meeting at which a quorum is present. If after the initial presence of a quorum at a meeting, Members leave so that less than a quorum remains, the Members may continue to transact business provided that any action is approved by a least a majority of the Members required to constitute a quorum.

**ARTICLE IV – OFFICERS, ELECTION, SUCCESSION AND REMOVAL**

1. Officers of the Club shall consist of a President, a Vice President, a Secretary, a Treasurer and a Program Director. Only registered Republican voters who are Members may hold these offices.

2. The President shall appoint a Nominating Committee of three, which Nominating Committee shall be approved by Membership Vote, no later than the regularly scheduled September membership meeting of the year in

which an election is to occur. The Committee's duty will be to submit a slate of at least one candidate for each office. The candidates proposed by the Nominating Committee shall be included in the notice for the general meeting in November.

3. Nominations will also be accepted from the floor prior to the vote. If the nominee is not in attendance at the election, permission of the nominee must be presented in writing.

4. Elections shall be held at the annual meeting in November. New officers will assume their duties on December 1.

5. The election shall be by written ballot unless there is only one candidate for an office, in which case a voice vote shall be sufficient. Each office shall be voted separately. Prior to voting, the Secretary shall furnish the presiding officer with a list of those eligible to vote.

6. Elected officers shall serve for a term of two years, but can only serve for two consecutive terms of two years in the same position. The elected officer must stay off for one term (two years) for the same position before being nominated or elected for that position again. For this purpose the President and the Vice President shall be deemed to be the same position, so a President who is termed out, cannot be nominated or elected as President or Vice President for one two-year term and a Vice President who is termed out cannot be nominated or elected as a Vice President or President for one two-year term.

7. Any officer may be removed from office for neglect of duty by the Board. This decision shall require at least three affirmative votes for removal. A request for removal of an officer can be initiated by: 1) a written request to the Board signed by ten (10) Members, or 2) a written request to the Board signed by any two (2) members of the Board. In both cases, the issue shall be brought before the Board for a vote within 30 days from initiation, with the officer in question not being entitled to a vote on the removal.

8. An officer may resign by giving 30 days prior written notice to the Board.

9. In the event the office of President shall become vacant, the Vice President shall automatically succeed to the Presidency. A vacancy in any other office shall be nominated and voted on by the Board for the unexpired term.

10. Each officer and each Committee Chairperson shall deliver all records, files, and properties of the Club pertaining to such person's position to his/her successor within 10 days after retiring from office. If there is no successor such materials shall be provided to the Secretary.

#### **ARTICLE V – DUTIES OF OFFICERS; BANK ACCOUNT**

1. The **PRESIDENT** shall:

a. Preside at all regular and special membership meetings of the Club and at all Board meetings and shall be the Chairperson of the Board.

b. Appoint all Committee Chairs and other positions as provided for in these Bylaws.

c. Represent the Club to the public in general.

d. With the approval of the Board, establish other positions and appoint Members to serve in those positions with terms not to exceed the term of office for the elected officers.

2. The **VICE PRESIDENT** shall serve in the absence or disability of the President and have all of the latter's power and duties. The Vice President shall assist the President in the promotion of the welfare of the Club. In the temporary absence of both the President and the Vice President, the Treasurer shall become acting President.

3. The **SECRETARY** shall:

a. Keep a record of the minutes of all regular and special membership meetings and all Board meetings.

b. Keep a complete, up-to-date directory of members and officers of the Club, and any



other records the Board deems advisable from time to time.

c. Send all official communications ordered by the Board and shall notify members of the purpose of any special meeting.

4. The **TREASURER** shall:

a. Be custodian of all funds of the Club, and keep accurate records of all receipts and disbursements.

b. Disburse funds as directed by the Board.

c. Receive all funds of the Club; make a written report of receipts and disbursements for all membership and Board meetings.

d. Submit his/her records for annual audit.

e. Send dues reminders to delinquent members.

f. Present a Financial Report Spreadsheet for the current year to the members at the December membership meeting. This report will cover December 1 of previous year up to November 30 of the current year.

5. The **PROGRAM DIRECTOR** shall:

a. Seek out and schedule speakers, and develop and present informative programs for upcoming monthly membership meetings.

b. Meet and greet the speakers at the monthly membership meeting.

6. Only the President and the Treasurer shall have access to the bank account(s) and other financial account(s), if any, of the Club and to all banking and financial records of the Club. Only the President and the Treasurer shall each have the authority to sign checks and otherwise withdraw and deposit funds in the Club's bank account(s) and other financial account(s), if any. None of the other officers or Board members of the Club shall have such access or authority.

## **ARTICLE VI – THE BOARD**

1. The Board shall consist of five (5) members: the President, the Vice President, the Secretary, the Treasurer and the Program Director. Each will have an equal vote and each will be allowed to make motions during a Board meeting.

2. The President, with the approval of the Board, shall appoint the Chair of each of the Club's two standard Committees: the Membership Committee and the Publicity Committee.

3. The Board shall have monthly regular Board meetings and shall conduct the Club's business between the regularly scheduled membership meetings. The Board shall review proposals from all committees, and vote, as needed, to further the objectives and business of the Club.

4. Upon written request by any two members of the Board, a special meeting of the Board shall be called within 10 days. No other business may be addressed that has not specifically been stated in the written request.

5. Any decision or action at a Board meeting shall be approved if it receives the affirmative vote of three Board members present at the meeting. Any decision or action required or permitted to be taken by the Board can also be taken by written consent, without a meeting, if all five members of the Board individually or collectively consent in writing to the decision or taking of that action.

6. All Club expenditures shall be subject to approval by the Board, prior to their being incurred, except that ordinary and routine business expenditures of the Club shall be paid at the Treasurer's reasonable discretion.

## **ARTICLE VII – COMMITTEES**

1. Each appointed Committee Chair shall be entitled to attend Board meetings and shall be allowed to discuss his or her positions, but shall not have voting rights at the Board meetings.

2. The Standard Committees of the Club shall be:

### **- MEMBERSHIP:**

The Membership Committee Chair shall work to increase membership, integrate new members into the Club, make new members feel welcome and



report on membership at general membership meetings.

- **PUBLICITY:**

The Publicity Committee Chair shall promote the Club and publicize the activities of the club to the general public. The Publicity Committee Chair shall provide a program description of the MMRC meetings to the local newspapers and radio stations two weeks prior to each meeting.

3. Special Committees may be established as follows: The President, with the approval of the Board, shall propose to the membership the establishment of certain special committees as needed. It shall be the responsibility of the President, with the approval of the Board, to appoint the Chair for each such committee and to clearly delineate the responsibilities and objectives of each such committee.

**ARTICLE VIII – MEMBERSHIP MEETINGS & FISCAL YEAR**

1. The Club shall hold monthly membership meetings. The November membership meeting shall be the annual meeting for the purposes of election of officers and such other business as may come before the meeting. The newly elected Board shall assume leadership on December 1.

2. The Fiscal Year of the Club shall be the first day of December through November 30 of the next calendar year.

**ARTICLE IX – PARLIAMENTARY AUTHORITY**

1. Robert's Rules of Order shall govern all matters not covered by these Bylaws.

**ARTICLE X – DURATION & AMENDMENTS OF THESE BYLAWS**

1. Copies of these Bylaws shall be furnished to the elected officers, and be made available to all Members. An original signed copy of these

Bylaws and all amendments shall be filed in the Club's Minutes Book.

2. Procedure for modifying these Bylaws:

a. Any Member or the President may propose an amendment to these Bylaws at any regular monthly membership meeting of the Club. If proposed by the President, the proposed amendment must have been approved by the Board.

b. The amendment requested by the Member shall be fully described by the Secretary in the meeting minutes for the meeting in which the amendment was requested.

c. For an amendment not proposed by the President, the Board shall discuss the proposed amendment and determine its position on the proposed amendment before the next regular membership meeting of the Club.

d. The proposed amendment shall be placed on the agenda and voted on at the next regular monthly membership meeting of the Club. Prior to the vote, time shall be given to the Board to present its position on the proposed amendment. An amendment to these Bylaws requires approval by the Members by Membership Vote.

**ARTICLE XI – POLICIES**

1. The Club, as an organization, shall not endorse or support any candidate prior to any primary except in those cases where the primary serves as a general election. Nothing herein shall prohibit the Club from endorsing a candidate in a primary who is unopposed for the nomination after the deadline for candidate qualifications has expired.

2. No officer or member of the Board shall campaign for or openly endorse, in his or her official capacity as officer or Board member of MMRC, any candidate prior to the primary election.

3. Individual members are free to work for the candidates of their choice. Also officers and Board members in their private capacity are free to

endorse or campaign for the candidates of their choice.

4. No officer or member of the Board shall publicly oppose, degrade, or otherwise communicate negative information, perception or opinions about any Republican Candidate.

5. No member shall express any public statement in the name of the Club without in each instance obtaining the prior written approval of the Board.

6. To avoid a conflict of interest or the appearance of a conflict of interest, **a paid public employee or official of any City, County or State government may NOT** run for election to the Board or serve on the Board.

The above Amended and Restated Bylaws of the MMRC (consisting of 5 pages) have been duly adopted by the membership on this 9th day of July, 2019.

*Carol Seann - Lucas*

Carol Lucas, Secretary

*7-16-19*