

CONSTITUTION AND BY-LAWS OF THE TESSON FERRY TOWNSHIP REPUBLICAN CLUB

Effective November 15, 2014
(As amended and approved November 13, 2014)

Article 1 NAME

The name of this organization shall be the Tesson Ferry Township Republican Club (TFTRC)

Article 2 LOCATION

The Club is located within St. Louis County, Missouri representing the political interests the citizens of the Tesson Ferry Township.

Article 3 DURATION

Its duration shall be perpetual.

Article 4 OBJECTIVES

The objectives of this organization shall include:

- Educating its members and other citizens in matters of citizenship
- Assisting in placing in office Republicans of high character
- Maintaining an effective organization of members of the Republican Party in the Township, County, State, and Nation
- Capturing and representing the views of members on issues, strategies, and representation matters.

Article 5 MEMBERSHIP

Section 1 - All Members

Membership is open to all Republican residents of the State of Missouri. All members of this organization shall contribute to the support of the organization by the payment of membership dues as prescribed by its By-Laws and by participation in club activities. All members shall pledge their whole- hearted support of the principles of the Republican Party, the Constitution of the State of Missouri, and the Constitution of the United States of America.

Section 2 - Resident Members

Resident Members of this organization shall be registered voters and residents of Tesson Ferry Township, St. Louis County, Missouri, who pay the necessary membership dues.

Section 3 – Non-Resident Members

Non-Resident Members of this organization shall be registered voters of the State of Missouri, not residents of Tesson Ferry Township, who pay the necessary membership dues. Non-Resident Members shall not be eligible to vote for or hold the offices of President, Vice-President or Treasurer (hereafter known as Restricted Positions). Non-

Resident Members may hold any other elected office (hereafter known as Non-Restricted positions) in the organization and may vote for such positions. With exception of new or changes to the club BY-Laws, Non-Resident Members may vote on all other matters considered by the club and may be appointed to a committee.

Section 4 – Lifetime Members

Lifetime Members of this organization shall be those members recommended by the Executive Board who are approved at a regular meeting of the Club. This membership would be based on continuous service to the Club, and the member would be exempt from annual dues. If they are residents of the Township, they will have all privileges of the Resident Members. If they are not residents of the Township, they will have the privileges of Non-Resident members.

Section 5 – Youth Members

Youth Members of this organization shall be 13 years of age or older but not yet 18 years of age, residents of Tesson Ferry Township, St. Louis County, Missouri, who pay the necessary membership dues. Youth Members shall not be eligible to vote or hold office in the organization. Youth Members may be appointed to a committee.

Section 6 – Member in Good Standing

Member in Good Standing is defined as current with all dues as well as having been a member for 60 days. Unpaid members dropped from the membership roll due to non-payment of dues are considered new members and subject to the 60 day wait before being a Member in Good Standing.

Section 7 - Membership Termination

Officers and members of this Club may be terminated for cause upon the vote three fourths of the voting eligible members in attendance at any official meeting called for the purpose of termination consideration.

Article 6 EXECUTIVE BOARD

Club leadership shall be provided by an EXECUTIVE BOARD comprised of all elected Club OFFICERS, RIGHT-OF-POSITION MEMBERS, and an appointed CLUB COUNCIL meeting together.

- (A) The Board shall serve to establish club policies and guide membership in all club official business. The Board shall serve to assure that club member views, concerns, and recommendations are fully considered in structuring club activities, recommendations, positions, and responses to political action requests.
- (B) The Executive Board may recommend rules, regulations, and actions to the organization not inconsistent with the Constitution and By-Laws.
- (C) The Executive Board shall establish an Annual Club Operating Budget and formulate Club Annual Goals and Objectives. The Board shall determine the structure the composition of these.
- (D) The Executive Board shall consist of:

Section 1 - Club Officers

The officers of the organization shall be:

(Restricted Positions)

PRESIDENT

VICE PRESIDENT

TREASURER

(Non-Restricted Positions)

SECRETARY

NEWSLETTER EDITOR

MEMBERSHIP CHAIRPERSON

SERGEANT-AT-ARMS

Club Officers shall have full and equal voting rights in all Club activities to the extent established in these By-Laws.

Section 2 - Right-of-Position Members

The Tesson Ferry Township Committeeman and Committeewoman shall serve as non-elected members of the Executive Board with full voting rights provided each is a Member in Good Standing of the Club. Right-of-Position Members may also be elected to Non-Resident eligible Board positions but will surrender the voting right associated with this position.

Section 3 - Club Council

- (A) An advisory council of up to four members may be appointed by the Executive Board to serve as adjunct members of the Board. Council Members shall serve to provide advice and consultation to the Executive Board relative to historical, political, financial, legal and other pertinent experience and expertise. Council members shall participate in all board matters on an advisory basis but shall have no vote.
- (B) Club Council members will serve at the pleasure of the Board for the duration of the term of the Board. Club Council members may be terminated at any time at the pleasure of the Executive Board.

Section 4 - Executive Board Structure

- (A) The Club President shall serve as Executive Board Chairperson, the Club Vice President shall serve as Board Vice Chairperson, and the Club Secretary shall serve as Board Secretary, unless the Board, by majority vote of members present, determines a preference for a different arrangement. The President shall assure that majority of voting Board always remains with Resident Members.
- (B) The Board secretary shall keep a complete record of all Board meetings, together with any recommendations to be made to the organization. These recommendations are to be read at the next regular General Meeting of the organization and be submitted for a vote before becoming effective. Each recommendation shall be passed separately. The submission of recommendations shall become an order of business in the regular monthly meetings as further provided in Article 14, "Order of Business."

Article 7 TERM- OF- OFFICE

- (A) Club Officers/Executive Board Members elected at the Annual Meeting shall serve for a term of one (1) year beginning January 1 of the year following the Annual Meeting and ending December 31, or until a successor has been qualified.
- (B) Should an elected officer of this organization or Club Council member be elected to a partisan political office, then his/her position shall be declared vacant upon inauguration to political office. Board members seeking partisan political office may not vote in any election regarding club endorsement or funding of their election.
- (C) Officers may be elected for successive terms.
- (D) In the event that a board position is declared vacant the President (with Board approval) may make a temporary appointment to said position until election of a permanent replacement. Any appointment is limited to 90 days and is non-renewable.

Article 8 ELECTION OF CLUB OFFICERS

Section 1 - Election Procedures

- (A) Club Officers shall be elected by a majority of Members in Good Standing present at the Annual Meeting of the organization. Voting for a contested office shall be by secret ballot. If for any reason officers are not elected at the Annual Meeting, they may be elected at any General Meeting following the Annual Meeting. Due notice of all elections of officers shall be sent by e-mail or U.S. mail to all members at least one week prior to the meeting.
- (B) Before election proceedings take place, the secretary is to read the By-Laws pertaining to “Club Officers” (Article 6, Section 1) and “Election of Club Officers” (Article 8) to the assembled members.
- (C) The nomination of the candidates shall be made by a Nominating Committee consisting of three (3) members appointed by the President at the September meeting. This Nominating Committee is responsible for preparation, distribution, collection, and tabulation of all ballots.
- (D) No nomination for any office shall be closed until full opportunity has been given for additional nominations from the floor, and no closing of nominations shall be effective when any person, otherwise qualified, wishes to announce or nominate additional candidates. A majority of Members present shall be necessary to elect an officer.
- (E) All vacancies in elective offices may be filled by election at the next General Meeting. Candidates shall be nominated from the floor and meet all qualifications that are required of candidates at the annual election.
- (F) At the election meeting, candidates for vacated offices must give permission in person or writing to allow their names to be placed in nomination for the vacated office. Notice of the Special Election to fill vacancies shall be sent by e-mail or U.S. mail to all members as required by Paragraph (A) above.

Section 2 – Eligibility to Vote

- (A) The roll of all present Resident and Non-Resident Members eligible to vote, as documented by the records of the Membership Chairperson, shall be read just before the election proceedings take place.
- (B) To be eligible to vote at any Club Officer election, members must have paid current dues at least two (2) months prior to said election. Members must be Resident Members to vote for Resident-Restricted positions. Non-Resident members may vote for all non-restricted positions.

Section 3 – Eligibility to Hold Office

Candidates for office in this organization shall include Members whose dues have been paid at least two (2) months prior to the election. All candidates for office in this organization must be present at the meeting when the election is held or have submitted in writing to the President their desire to hold said office.

Article 9 DUTIES OF OFFICE

(A) The PRESIDENT shall:

- Preside at all meetings and appoint all club committees.
- Be an ex-officio member of all committees.
- Consolidate Annual Club Goals and Objective for Executive Board and Club Membership approval.
- Appoint temporary Board Members
- Be authorized to sign Club checks.
- Be a Resident Member.

(B) The VICE-PRESIDENT shall:

- Perform the duties of the President in his/her absence.
- Be authorized to sign Club checks.
- Chair the Political Action Committee.
- Be a Resident Member

(C) The TREASURER shall:

- Maintain current, accurate records and submit a report at each regular monthly meeting stating the amount of funds received, expended and the balance remaining in the treasury of the organization.
- Be charged with the safekeeping of all funds and/or securities of the organization which shall be deposited in a secure place designated by the Executive Board.
- Collect all membership dues, keep accurate and current records of dues collected including date payment was made, and provide this information monthly to the Membership Chairperson and Newsletter Editor.
- Be responsible for filing required reports with the Missouri Ethics Commission.
- Consolidate the budget requests from the Standing Committees to prepare an Annual Club Operating Budget for presentation and review at the Executive Board November meeting and approval at the December Board meeting.
- Be authorized to sign Club checks.

- Chair the Ways and Means Committee.
 - Be a resident member.
- (D) The SECRETARY shall:
- Keep the records of the Club, proceedings of all General and Committee meetings, as well as other functions pertaining to this organization.
 - Specifically record in Club minutes each specific issue proposed, discussed and voted at Board and General meetings.
 - Attend to correspondence sent and received by the organization and maintain a permanent record of said correspondence.
 - Chair the Cheer Committee.
- (E) The NEWSLETTER EDITOR shall:
- Send by e-mail or U.S. mail notices of all meetings at least one week prior to said meeting.
 - Perform such duties as the organization or Executive Board may designate, including responsibility for the organization's Newsletter.
 - Chair the Publicity Committee.
- (F) The MEMBERSHIP CHAIRPERSON shall:
- Maintain the official membership record with support of the Treasurer.
 - Provide a sign-in sheet for all official meetings and verify that the necessary quorum of Resident Members in Good Standing is present before any vote may be taken.
 - Conduct an on-going solicitation of new members for the organization.
 - Maintain club websites and electronic communication systems and software.
 - Chair the Membership Committee.
- (G) The SERGEANT-AT-ARMS shall:
- Assist in maintaining proper ventilation and temperature in the meeting hall.
 - Assure that sufficient chairs are available for those in attendance.
 - Assist the President in keeping order when such assistance becomes necessary.
 - See that the flag and the lectern are in place.
 - Prevent admittance of those not entitled to attend meetings.
 - Assist the Membership Chairperson in maintaining sign-in sheets at meetings.
 - Arrange for meeting refreshments as necessary.
 - Chair the Program Committee.
- (H) Officers shall endeavor to attend meetings regularly. If any officer of this organization shall miss two consecutive (2) Executive Board or (3) General Meetings per year without justifiable cause as determined by the President, said officer shall be notified by the Secretary that if attendance is not resumed, their post as an officer of this organization shall be declared vacant. If said officer fails to attend the next meeting the President may declare the position vacant.
- (I) Any officer may be required to make a special report at any time when requested by the organization.

Article 10 DUES

The amount of dues is to be established by a majority of the Resident Members present at any General Meeting, providing that one month's written notice of a vote to change the amount of dues is given. Family Memberships shall include all those who reside at the same residence. All dues shall be due and payable at or before the January meeting for the ensuing year. If dues are not paid by the last day of February, unpaid members shall be notified by the Membership Chairperson in writing. If dues are not received by the last day of March, unpaid members shall be dropped from the rolls. Members dropped from the membership rolls may rejoin as new members. New memberships paid in the last quarter of a year shall be constituted as paid in full for the remainder of the current year and the following calendar year.

Article 11 MEETINGS

Section 1. General Meetings

- (A) The Annual Meeting of the organization shall be held on the 2nd Thursday of November. The primary purpose of this meeting shall be the election of officers. Other business may be conducted as essential to the welfare of the organization.
- (B) The regular General Meeting of the organization shall be held the 2nd Thursday of each month. The President, in consultation with the Committeeman and the Committeewoman, may change the meeting date or place of the organization. A notification of the meeting shall be provided at least five (5) days in advance by email, or US mail. Except as otherwise designated by a vote of the organization at a prior meeting, the December meeting shall consist of the installation of newly elected officers of the organization and such other business and activities designated by the officers.
- (C) The Executive Board shall solicit Annual Club Operating Budget considerations and proposed Club Annual Goals and Objectives input at the October meeting. The President will review and consolidate all proposals for approval at the December Board Meeting and adoption by membership vote at the January General Meeting.
- (D) The President shall appoint an Auditing Committee at the October meeting each year.
- (E) The President shall appoint the Nominating Committee at the September meeting each year.
- (F) Special meetings may be called at any time by the President or upon written request of ten (10) Resident Members of the organization to the President. A notification of the meeting shall be provided at least five (5) days in advance by email, or US mail. The purpose of such meeting shall be stated in the notice. No business other than that for which the special meeting was called shall be transacted.
- (G) A quorum of twelve (12) Resident Members to include three (3) officers shall be required to conduct the business at an official meeting. The necessary quorum shall be verified by the Membership Chairperson (See Article 9, Paragraph E). A majority vote of those in attendance is required for adoption of any proposal unless otherwise specified.

Section 2. Executive Board Meetings

- (A) The Executive Board shall meet on the 4th Monday of each month unless otherwise specified.

- (C) A special board meeting may be called by the Club President, or upon written request to the President by a simple majority of voting board members. All board members shall be notified at least five (5) days in advance by email or US mail.
- (D) The November and December Board meeting shall include formulation and approval the Club's annual Operating Budget and proposed Annual Club Goals and Objectives.
- (E) A quorum of 2/3 of voting board members is required to conduct official business. The necessary quorum will be verified by the Board Secretary.

Article 12 ENDORSEMENTS

This organization may endorse political candidates and ballot measures, may expend funds to endorsed, and may expend funds to support other Republican organizations or committees with the consent of two-thirds majority of the Executive Board and a simple majority of the Resident Members in attendance at any General meeting of the organization. Each endorsement, whether taken up by the Executive Board or by members at a general meeting, and whether for a candidate or for a ballot measure, shall be considered independently. Only one endorsement may be contained in a single motion.

Article 13 COMMITTEES

Section 1 – Standing Committees

This organization shall have standing committees as follows:

1. Membership Committee
2. Ways and Means Committee
3. Program Committee
4. Publicity Committee
5. Cheer Committee
6. Political Action Committee

Section 2 – Special Committees

This organization shall have these special committees.

1. Nominating Committee
2. Auditing Committee

Section 3 – Committee Composition

- (A) These committees shall consist of the Committee Chairperson, and a minimum of two (2) and a maximum of four (4) Members in Good Standing (with the exception of the Nominating committee where all members must be Resident Members). The committee Chairperson shall be a Resident Member. The President, Committeeman, and Committeewoman shall also be ex-officio members of all committees.
- (B) No one shall serve on any committee unless by willingly accepting such an appointment.

Section 4 – Duties of Committees

- (A) The Membership Committee shall diligently seek to maintain and extend the membership of this organization and shall assist in the collecting of membership dues. All applications for membership and all resignations shall be referred to this committee for maintenance of the official Club Membership record.
- (B) The Ways and Means Committee shall seek ways and means to promote the financial stability of the organization including fund raising activities and work with the Program Committee in organization of club sponsored events.
- (C) The Program Committee shall arrange for speakers, and provide for other program agenda at the General Meetings. The committee shall support social functions of the organization and work with the Ways and Means Committee in carrying out their suggestions.
- (D) The Publicity Committee shall prepare and carry out a complete publicity program with due regard to all channels of publicity.
- (E) The Cheer Committee shall, upon learning of an illness or hospitalization of a Member in Good Standing, arrange with the President and Treasurer to send good wishes to the shut-in by whatever means of presentation may be suggested and adopted. Flowers and/or other appropriate memorials are to be sent to any member or spouse upon notice of death.
- (F) The Political Action Committee shall provide advice, guidance, and assistance in electing qualified Republicans to public office.
- (G) The Nominating Committee shall serve to secure qualified candidates for club Officers. (See Article 8, Section 1 (C))
- (H) The Auditing Committee shall audit the financial books of the organization as maintained by the Treasurer. The committee is to give a detailed report of its audit at the February regular meeting or as soon thereafter as possible together with such recommendations as may be deemed necessary or beneficial to the organization.
- (I) Each committee shall provide its budgetary requirements and proposed goals and objectives at the October Board meeting.

Section 5 – Committee Eligibility

Club members are eligible to serve on any committees except the Nominating Committee which is restricted to Resident members.

Article 14 ORDER OF BUSINESS

The recommended Order of Business to be followed at all regular meetings of this organization is:

1. Invocation
2. Pledge of Allegiance
3. Roll Call of Officers
4. Membership Chairperson’s quorum verification
5. Recognize Visitors
6. Program (Guest Speakers, etc.)
7. Approval of prior meeting minutes
8. Treasurer’s Report.
9. Communications

10. Report of Standing Committees
11. Report of Special Committees
12. Unfinished Business
13. New Business and Board Recommendations
14. Recognize Committee People and Elected Officials
15. Adjournment

Article 15 PARLIAMENTARY

- (A) All meetings of the organization shall be conducted in accordance with Robert's Rules of Order. It is the President's responsibility to see that order is maintained during the meeting.
- (B) The Secretary shall have a copy of the Constitution and By-Laws and a copy of Robert's Rules of Order on the table at all meetings for reference.
- (C) Every Officer of this organization shall be provided with a copy of these By-Laws. A copy shall also be available to all paid members on request.
- (D) All records kept by this organization shall remain the property of the Tesson Ferry Republican Club and shall be kept by the Secretary of the Club. Records shall be kept for three (3) years before being destroyed.
- (E) Except as otherwise specified in these By-Laws, a majority vote of those in attendance at official meetings is required to adopt any proposal.

Article 16 AMENDMENTS

Any proposed amendment to the Constitution and By-Laws of the Tesson Ferry Township Republican Club shall be submitted and read at two (2) consecutive meetings before a vote on adoption. A two-thirds vote of the eligible Resident Members shall be necessary for the adoption of any amendment. Proposed amendments must be submitted and signed by three (3) members in good standing.

Article 17 GENERAL

- (A) This document replaces any and all previous By-Laws, procedure manuals or addendums, except "Republican of the Year" procedures.
- (B) Timely publication in the club Newsletter suffices for email and US mail notification requirements specified in these By-Laws. Email shall suffice for "in-writing" and US mail notifications.
- (C) Upon adoption of these By-Laws currently elected Club Officers shall transition into corresponding positions as specified for the remainder of their term. The Executive Board structure shall be implemented at the next scheduled Executive Board Meeting.