



# Republican Club of Rossmoor

## Bylaws

(Amended and Restated December 18, 2018)

### **ARTICLE I: Name, Affiliation and Purpose**

**Section 1.** The name of this organization shall be the “Republican Club of Rossmoor,” hereinafter referred to as the “Club.” The Club’s “Board of Directors” shall hereinafter be referred to as the “Board”.

**Section 2.** The Club shall operate under the auspices of the Golden Rain Foundation (GRF) of Rossmoor and the Club shall adhere to the policies of GRF applicable to Rossmoor clubs.

**Section 3.** The purpose of the Club is to support and advance principles and values vital to the Republican Party, to support Republican Party candidates, and to provide a forum for fellowship and discussion among people who generally share a belief in these principles.

### **ARTICLE II: Membership**

**Section 1.** Membership in the Club shall be open to any person who is a registered member of the Republican Party.

**Section 2.** Admission for membership shall require approval of the Board and payment of dues as set forth in Article II, Section 7.

**Section 3.** Members shall enjoy the privileges of membership, which include the right to vote as more specifically set forth in these Bylaws, attend Club events, serve on Club committees and chair committees, hold elective Club office and present resolutions to the Board.

**Section 4.** Members are required to conduct themselves in a civil and responsible manner at all Club functions, when representing the Club, or when serving as an elected officer or director of the Club.

**Section 5. Meetings:** General meetings of the Club shall be held at a time, place, and date determined by the Board. General meetings may be cancelled by the Board.

**Section 6. Special Meetings:** Special meetings of the membership may be called by the Board or upon request of one-third of the Club's members. The Board shall call the special meeting no later than 14 days after the membership request is delivered to an elected officer, setting forth the agenda item for which the meeting is called. No other business except that set forth on the agenda may be transacted at the special meeting.

**Section 7. Membership Dues:** Members shall be assessed dues annually as determined by the Board. Unpaid memberships shall expire 45 days after the membership drive commences.

**Section 8. Membership Revocation:** Membership may be revoked for violation of the Bylaws. Cause for revocation shall be determined by the Board, which shall issue a written notice of intent to revoke membership at least 14 days in advance of the proposed revocation date. The notice shall include an explanation of the cause for revocation and an invitation (including date, time and location) for the member to appear at a meeting of the Board to provide a response and to call witnesses, if desired. Revocation of membership shall require a two-thirds vote of the then-serving Board.

### **ARTICLE III: Officers**

**Section 1.** The elected officers of the Club shall be President, Vice President, Secretary and Treasurer.

**Section 2. President:** The President shall preside at all meetings and shall perform such duties as usually pertain to the office of President; he/she shall make such appointments as required herein, and shall perform such other duties as may be assigned by the Board. The President shall chair the meetings of the Board and he/she shall be an ex-officio member of all committees of the Club.

**Section 3. Vice President:** The Vice President shall act as assistant to the President and shall perform the duties of President when the President is absent.

**Section 4. Secretary:** The Secretary shall prepare minutes of all Board meetings and distribute copies to all Board members in a timely manner. The Secretary shall maintain copies of the approved minutes and any authorized attachments thereto for a minimum of seven (7) years.

**Section 5. Treasurer:** The Treasurer shall collect and receive all monies due and shall pay all bills. The Treasurer shall report on the financial condition of the club at each Board meeting and shall keep a record of the Club finances for no less than seven (7) years.

The Treasurer may nominate an Assistant Treasurer, subject to approval by the Board.

The Treasurer, Assistant Treasurer, the President and the Vice President are authorized to sign all checks on behalf of the Club in any amount. The Club's financial accounts shall

be maintained at an FDIC insured bank. Bank statements shall be sent to both the Treasurer and Assistant Treasurer.

Any contemplated, non-budgeted expenditure shall be approved by the Board before it may be made.

Upon taking office, the Treasurer shall convene and chair a finance committee including the Assistant Treasurer, Membership Chair, and two additional Directors to advise the Board on financial matters. This committee shall also develop the Club's annual budget to be presented to the Board-for approval in January.

An audit committee, consisting of three members of the Board who are not officers, shall be appointed by the President and approved by the Board every two years and each time a new Treasurer is elected. The audit committee shall review the Treasurer's books and records and report its findings to the Board annually.

#### **ARTICLE IV: Election of Officers**

**Section 1.** Elected officers shall serve for one-year terms, with no limit on the number of terms a member may hold office.

**Section 2.** A Nominating Committee consisting of five (5) members, at least one of whom shall be a member of the Board, shall select candidates for the Club's four elective offices. The chair of the committee shall be appointed by the President, with the approval of the Board, at the September Board meeting. The balance of the committee shall be nominated by the committee chair, and submitted for approval to the Board at the October meeting. The Nominating Committee shall present a slate of proposed officers to the Board at the November Board meeting.

**Section 3.** Election of officers shall be at the December general meeting. The slate of proposed officers shall be presented by the Chair of the Nominating Committee through the Republican Club Newsletter and at the December meeting. Thereafter, nominations from the floor may be made and must be seconded, subject to prior agreement by the nominee. Election shall be by a majority of those present and eligible to vote.

**Section 4.** Officers shall be installed at the January meeting and take office immediately.

#### **ARTICLE V: Vacancy and Succession in Elected Office**

**Section 1. Vacancy:** An officer's position shall be deemed vacant by the Board if he/she resigns, dies, or becomes unwilling or unable to perform the duties of the office.

**Section 2. President:** In event of a vacancy in the office of President during his/her term, the Vice President shall assume the position of President for the balance of the term.

**Section 3. Other Elected Officers:** In the event of a vacancy in any other office, the President shall nominate a club member to fill the vacancy, subject to approval by the Board, to serve the balance of the term.

## **ARTICLE VI: Board of Directors**

**Section 1. Members:** The Board shall consist of not less than 9 and not more than 19 members to serve one-year terms without limit to the number of terms. Members of the Board shall include the President, Vice President, Secretary, Treasurer, and the immediate Past President, and other board members shall be appointed by the President, with the approval of the Board, to serve in the following capacities:

- Ambassadors Chair
- Assistant Treasurer
- Historian/Bylaws Chair
- Membership Chair
- Newsletter Editor
- Program Chair
- Publicity Chair
- Webmaster

Additional Directors and chairs may be appointed by the President, with the approval of the Board.

All Directors, with the exception of elected officers and immediate past president, shall be appointed annually by the President at the January Board meeting without limitation of the number of terms. All appointments subject to this provision shall be approved by a majority of the newly elected officers.

**Section 2. Standing and Ad hoc Committees:** In addition to committees heretofore mentioned in these Bylaws, the President, with approval of the Board, may establish additional standing or ad hoc committees to facilitate the operation of the Club. The chairs of such committees shall be appointed by the President, subject to approval by the Board.

**Section 3. Meeting:** Regular meetings of the Board shall be held once each month at a time and date determined by the Board. Special meetings of the Board may be called by the President or one-third of the Directors then serving upon no less than 48 hours advance notice to each Director by telephone or electronic transmission. Action at a special meeting shall require a majority of the Board then serving.

Board members may cast votes via electronic means whenever necessary to meet the requirement that a quorum must be present and/or when time deadlines require Board decisions to be made on short notice.

**Section 4. Duties and Powers:** The Directors shall coordinate and plan the activities of the Club and shall be responsible for the transaction of all business between regular meetings. All actions of the Board at regular meetings shall be by majority vote of the quorum present, unless otherwise designated in these Bylaws. A quorum shall constitute a majority (more than half) of the board members.

The Board may not make any binding and permanent decisions on behalf of the Club unless a quorum is present in person or by electronic means. Any 'Abstain' or 'Present' votes by Board members are considered non-votes.

**Section 5. Vacancy of Director's Position:** A Director's position shall be deemed vacant by the Board if he/she resigns, dies, or becomes unwilling or unable to perform the duties of the office.

**Section 6. Removal of Directors:** Directors may be removed from the Board for one or more of the following:

- Failure to perform the duties
- Failure to attend Board meetings
- Violation of the Bylaws
- Exceeding authority

Cause for removal shall be determined by the Board, which shall issue a written notice of intent to remove at least 14 days in advance of the proposed removal date. The notice shall include an explanation of the cause for removal and an invitation (including date, time and location) for the Director to appear at a Board meeting to provide a response and to call witnesses, if desired. Removal of a Director shall require a two-thirds vote of the then-serving Board.

#### **ARTICLE VII: Bylaw Amendments**

These Bylaws may be amended at any regular or special meeting of the Board by a two-thirds majority of those Directors present, subject to approval by a majority of the membership present at the next general meeting. Written or electronic notice of the proposed amendment shall be provided to all Club members at least 10 days before the meeting.

#### **ARTICLE VIII: Parliamentary Authority**

All meetings of the Board and the membership shall be governed by Robert's Rules of Order.

## **ARTICLE IX: Representative to Republican Central Committee**

**Section 1.** The President, with the concurrence of the Board, shall appoint a representative to attend meetings of the Contra Costa County Republican Central Committee. Should this representative become an elected member of the Central Committee, the Club shall pay the annual dues, but not election costs, if any.

**Section 2. Reporting:** The appointee shall report to the Board activities of the Central Committee, and shall present suggestions to the Central Committee as directed by the Board.

## **ARTICLE X: Membership in the Rossmoor Activities Council**

The Club is a Charter Member of the Rossmoor Activities Council and shall remain a member by paying its dues on a timely basis.

The Immediate Past President or, if not available, another member of the Board appointed by the President with approval of the Board, shall be the Club's representative to the Council, attend its meetings on a regular basis, and report to the Board on activities of interest.

## **ARTICLE XI: Insurance**

The Club shall purchase liability insurance coverage through the Golden Rain Foundation. Insurance premiums shall be based on the criteria set forth by the GRF and shall be payable to it on a timely basis.