

# Keller Republican Club Bylaws

## **ARTICLE I: Club Name**

Started in 2018, the Keller Republican Club shall now officially be known and further recognized in these Bylaws as the Keller Republican Club (hereinafter referred to as “**Club**” and/or “**KRC**”).

## **ARTICLE II: Club Purpose**

The purposes of the KRC are:

- (a) To unite the members of the Keller community in a concerted endeavor, to the best of their ability, to preserve, protect, and defend the Constitution of the United States, and to support the Constitution of the State of Texas; and
- (b) To promote the general welfare and secure the blessings of liberty to the members of the Keller community and their posterity; and
- (c) To promote and maintain the best interests of the Republican Party, especially in Tarrant County Texas, as constituted by law; and
- (d) To provide a meeting place for members, their guests, and friends, who desire to participate in united endeavors to fulfill the purposes of this Club; and
- (e) To perform all functions mentioned herein without pecuniary benefit other than such as may be necessary for the purpose of furthering the purposes of this Club.

## **ARTICLE III: Membership Qualifications and Responsibilities**

**Section 1. Qualifications:** Any citizen of the United States over 18 years of age who has a general preference for, and sympathy with, the principles of the Republican Party and a desire to promote the purposes of this Club as set forth in Article II above, shall be eligible for membership in the Club.

**Section 2. Admissions:** All qualified applicants deemed to be of good character and to be of benefit to the advancement of the purposes of the club shall be admitted upon the submission of a completed membership application, payment of dues/fees, and/or via any other method or manner that may be set by the Board.

**Section 3. Voting:** Members admitted on the date of, or within thirty days prior to the annual meeting or a regular meeting of the Club, shall be ineligible to vote on matters relating to the Club’s business at said meeting. Individual members may also be disqualified from voting on Club

matters if, and only if, the member(s) is deemed to have an adverse interest to the KRC's purposes as determined by consent from at least two-thirds of the Board Members. *See Article II.*

**Section 4. Dues:** Annual dues shall be payable on a schedule and in the amounts as determined by the Board.

#### **ARTICLE IV: Elected Officers Roles**

**Section 1. Elected Officers.** The elected officers of this Club shall be: a Chairman, a Vice Chairman, a Treasurer, a Secretary, and a Political Director.

**Section 2. Qualifications:** All officers shall be a member of the KRC Board and duly qualified under these Bylaws for election to the Board.

**Section 3. Elected Officer Duties:** the duties of the Elected Officers of the Club shall be as follows:

##### **(a) Chairman**

The Chairman's principal responsibility is the effective running of the Board. The Chairman is responsible for ensuring that the Board as a whole and plays a full and constructive part in the development and determination of the Club's strategy and overall objectives. The Chairman is the guardian of the Board's decision-making processes. The Chairman is responsible for promoting the highest standards of integrity, probity, and governance throughout the Club and particularly at the Board level. The Chairman shall be elected at the annual meeting of the Club for a term of one year.

##### **(b) Vice Chairman**

The Vice Chairman of the Club shall assist the Chairman in performing the latter's duties and responsibilities. In particular, the Vice Chairman shall take the important role in monitoring the implementation of the Club's strategies. During the period when the Chairman is absent and the normal functions of the Chairman cannot be carried out, the Vice Chairman will take the role as the acting Chairman until the Chairman resumes carrying out his normal duties or a new Chairman has been elected and appointed by the Board. The Vice Chairman shall be elected at the annual meeting of the Club for a term of one year.

##### **(c) Secretary**

The Secretary shall be the custodian of and shall keep a record of all proceedings of the Club and of the Board and shall have such other duties as shall be created by the Board. The records of the Secretary shall at all reasonable times be open to the inspection of any member. It shall be the duty of the Secretary to notify members of elections, to keep a roll of Club members and of Board members, and to issue notices for all meetings. The Secretary shall be elected at the annual meeting of the Club for a term of one year.

#### **(d) Treasurer**

The Treasurer shall have the care and custody of all funds of the Club and shall disperse the same when and as directed by at least two-thirds of the Board, and shall have such other duties as created by the Board. The Treasurer shall deposit the Club funds in such depository as the Board may designate. He shall keep in books provided for that purpose accounts showing all receipts and disbursements, which books shall be open to the inspection of the Board. He or she shall render an account of all his transactions and of the financial condition of the Club whenever requested by the Board and shall make a full report at the annual meeting of the Club of the financial condition of the Club and of the receipts and disbursements of the past year, with such suggestions as to the financial management of the Club as he may deem proper. The Treasurer shall be elected at the annual meeting of the Club for a term of one year.

#### **(e) Political Director**

The Political Director shall have the responsibility for maintaining the external relationships with other Republican clubs / conservative organizations. The Political Director shall also have other duties as created by the Board, including but not limited to marshalling members for grassroots campaign initiatives. The Political Director shall be elected at the annual meeting of the Club for a term of one year.

#### **(f) Non-Elected / Appointed Roles**

Additional roles may be created to serve at the pleasure of the Board from time to time, as the Board deems necessary to fulfill the KRC's purposes outlined under Article II. These roles can entail, but are not limited to: Development Director, Sergeant at Arms, Membership Director, Marketing Director, and Social Director. The preceding roles can also be fulfilled by existing board members, or if the board is expanded to more than five (5) members at a later date, can be assigned as a sole responsibility of a board member.

**Section 4. Officer Elections:** The current Board shall determine the proper procedures for conducting future board elections. The current Board must adopt official procedures for future board elections by at least two-thirds vote of the current Board.

### **ARTICLE V: General Responsibilities of the Board**

**Section 1. General Affairs:** The general affairs of the Club shall be managed by a board of directors to be known as the "Board", which shall consist of a total of not more than five (5) members who will also serve as the Club officers. Board members must meet the following qualifications: must be a member of the Club at least six months; be a registered Republican who currently votes in the Tarrant County area, and must be in "good standing" at the time of the election as determined by the Board. The level of membership / eligibility required to serve on the Board is open to any KRC Member in good standing as determined by the Board or as otherwise contemplated by these Bylaws.

**Section 2. Quorum.** Three members of the Board shall constitute a quorum for the transaction of business. A quorum of the Board is authorized to take any action that is reasonably necessary to fulfill the purposes of the Club as outlined in Article II, unless these Bylaws state otherwise.

**Section 3. Board Vacancy.** Any vacancy occasioned by the death, resignation, or removal of an officer, or member of the Board must be filled by the board no more than two months immediately after the incident which caused the vacancy. Vacant board positions shall be appointed by the Chairman.

**Section 4. Board Member Dues.** Board members shall be required to pay annual dues, in equal shares, sufficient and necessary to maintain the core operations of the KRC. Such core operations shall include, but are not limited to, maintaining and hosting a website on behalf of the Club.

## **ARTICLE VI: Founding Board Responsibilities**

**Section 1.** This original version of these Bylaws is expected to be officially instituted in June of 2021. The Board currently consists of five (5) members. To foster a smooth transition for the Club, the following procedures shall be instituted:

- a. Co-Founders of the KRC are herewith recognized as Ross McMullin and Armin Mizani. Additional board members who are also currently serving on the KRC Board are recognized as Sandra Heaslet, Gregory Will, and Paul Alvarado. Collectively, these five (5) individuals shall be referred to as the “**Founding Board.**”
- b. The Founding Board shall dutifully review these Bylaws and agree to adopt each and every provision outlined herein by unanimous consent.
- c. Once the Founding Board adopts these Bylaws, the adoption of the Bylaws shall be the official Bylaws of the KRC. The adoption of these Bylaws shall be announced at the very next KRC regular meeting following adoption, which for the purposes of these Bylaws, shall also serve as the initial annual meeting of the KRC.
- d. A copy of these Bylaws may be made available to any KRC Member deemed to be in good standing by at least three (3) of the Founding Board Members. A formal protest to these Bylaws must be made in writing to the Founding Board no less than seven calendar (7) days after the announcement of the Founding Board’s adoption of these Bylaws. Any protest or support expressed for these Bylaws shall be considered as the Founding Board Members deem appropriate.

**Section 2. Founding Board Term.** The Founding Board term, will be counted from the initial annual meeting and will extend until the annual meeting of 2022. Thereafter, KRC Board Members shall be elected as determined by the Founding Board and as otherwise contemplated by these bylaws.

## **ARTICLE VII: Committees**

Section 1. The Chairman of the Club shall have the power to appoint from the membership of the Club such standing committees as shall from time to time be deemed advisable to further the best

interests of the Club. The chairman of each such standing committee shall be appointed by the Chairman so far as possible from the members of the Board.

Section 2. Each chairman of a standing committee shall be responsible for holding regular meetings of such committee and shall report the activities of said committee to the Board at its regular meetings. The same provision shall apply to the absence of members of a standing committee from said committee meetings as applies to the absence of members of the Board from Board meetings

Section 3. The accounts of the club shall be audited either by an accountant or by an audit committee to be appointed by the Chairman of the Board, as necessary from time to time, or as otherwise determined by the Board.

### **ARTICLE VIII: Meetings**

Section 1. The annual meeting of the Club for the election of officers, members of the Board and Board of Advisors, shall be held on a date in January or February as designated by the Chairman. Attendance at such meeting shall be limited to members in good standing, unless a person is previously invited or approved to attend by the Chairman or Chairman of the Board.

Section 2. The intent of the Club is to maintain a schedule of at least every other month for a general meeting for all members. The goal of that meeting is to provide engaging speakers or content that work to serve the goal of the Club, which is in alignment of the goals of the Republican Party. Regular general meetings may be set by the Chairman for the purpose of reporting to the membership and the conducting of general club business.

Section 3. A special meeting of the Club shall be held whenever a call is made by the Chairman, a majority of the Board, or whenever not less than thirty members of the Club shall make to the Secretary a written request for the same, specifying the object of the meeting, and no other business than that specified in the notice shall be transacted at a special meeting.

Section 4. Notices of each annual, regular general, or special meeting shall be announced by electronic format to each member, at the last email address furnished by him, at least five days before the date of meeting.

### **ARTICLE IX: Amendments**

These By-Laws may be amended by a vote of at least two-thirds of the Board, provided the proposed amendment has been sent to the Board members at least five (5) days before such meeting.

### **ARTICLE X: Resolutions**

Section 1. Any resolution affecting either pending or proposed legislation, City, State or National, or affecting vital public question, may be offered without notice on the floor at any regular meeting

of the Club. However, a resolution so offered must be passed by two-thirds majority of those members voting thereon.

Section 2. A resolution as described in Section 1 above may be submitted to a meeting of the Board by its inclusion in the notice of such meeting. A resolution to be adopted by the Board must be approved by a two-thirds vote of the members present at such meeting. The Club at a regular general meeting or special meeting of the Club may approve a resolution not adopted by the Board.

Section 3. If prior to seven days before the date of any annual, regular general or special meeting of the Club, the Secretary receives a resolution in writing signed by 15 members to be acted on at a meeting, or the Board resolves to place a resolution on the agenda of a meeting of the Club, the Secretary must include notice of such resolution by setting forth the text or substance thereof in the notice of such meeting. Any resolution included in the notice of a meeting, and any germane amendment thereto, may be adopted by a majority of those voting thereon at such meeting.

### **Article XI: Election Activities**

It is the goal of the Keller Republican Club to promote our conservative values in all areas. This includes electing conservative government officials. The KRC has a clear responsibility to support candidates for the benefit and education of our local community.

When the Board finds that a Republican / Conservative candidate is running against a Democrat / Liberal candidate, the KRC Board may support the Republican / Conservative candidate in every legal method and manner it so chooses. When the Board finds that more than one Republican (as determined by the Board) is running for the same position, the Club will adopt the following procedures:

1. The Club shall prepare a list of at least 10 questions to ask each Candidate.
  - a. These questions should be sent to the candidates prior to one week after the end of the filing period, and be noted with a two week turn-around time to answer via electronic format.
2. For elections that immediately effect local issues (Mayoral, Council, ISD, College Trustees, County Office, etc.), the KRC will host a debate with an offer to participate extended to all candidates.
  - a. This Debate shall be held at least two days prior to the first official day for early voting.
3. If it so chooses, the Board shall come to an endorsement decision no later than one week after the debate. This special meeting date will be scheduled for a date prior to this deadline, and will be agreed upon prior to the actual debate to avoid any scheduling conflicts.
4. Where there is only one Republican Candidate, the Board will vote on whether to endorse or not. A majority vote will carry the endorsement.
5. Where there is more than one Republican / Conservative Candidate, at least two-thirds vote of the Board's eligible voting members is required. If a Board member currently holds office that may put them in conflict, they must abstain. If there is an abstention, the remaining votes must be at least two-thirds vote of the Board's eligible voting members.

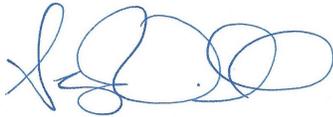
- a. If no endorsement is placed, it will be the responsibility of the Club to educate the community on who the candidates are, and what their positions are, in any reasonable manner it deems fit, including but not limited to an annual straw poll conducted at the annual KRC Candidate Debate.
- 6. Once endorsements are announced and/or communicated by the Chairman and/or Political Director, the endorsements of the Club are final and may not be rescinded for any reason.

**ADOPTED AND UNANIMOUSLY APPROVED BY THE FOUNDING BOARD ON  
JUNE 16, 2021. AMENDED 12/30/21:**



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Sandra Heaslet



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Greg Will



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Ross McMullin



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Paul Alvarado



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Armin Mizani