

BYLAWS FOR LOCAL AFFILIATES
of the National Federation of
the Grand Order of Pachyderm Clubs
(Adopted April 20, 2022)

ARTICLE I – NAME

The name of this organization shall be the _____ (“Club”), a local organization [of the _____ State Federation of Pachyderm Clubs (“State Federation”), and] of the National Federation of Pachyderm Clubs (“National Federation”).

ARTICLE II – PURPOSES AND OBJECTIVES

Section 1 Purpose

- a. To provide a practical means for broad citizen participation in politics.
- b. To promote practical political education and the dissemination of information on our political system.
- c. To promote development of potential leaders.
- d. To assist in carrying out the principles and purposes of the Republican Party in the following fields:
 1. Providing leadership in government.
 2. Protecting individual rights and freedoms.
 3. Promoting clean government with local emphasis.
 4. Keeping the public informed on the status of their government.

Section 2 Objectives of the Club

- a. To promote the art of politics, recognizing that free government cannot exist without political leaders and politicians.
- b. To engage in nonprofit, political educational activities through Club programs and other means.
- c. To cooperate with the Republican Party.
- d. To promote understanding and harmony within the Republican Party as it deals with divisive issues.

ARTICLE III – POLICIES

Section 1 General Policy

It is the policy of this Club to offer a nonprofit association of citizens who can “break bread” together regardless of their political leanings within the Republican Party, free from factional entanglements. Each club should strive to become the integrating organization among the various Republican organizations.

Section 2 Compliance with Governing Documents

By receiving its charter, this Club is an affiliate of the National Federation of the Grand Order of Pachyderm Clubs, Inc., which is a not-for-profit corporation formed and operating under the laws of the State of Missouri, and under the name “National Federation of Pachyderm Clubs” (“National Federation”). All business conducted by the Club, during its meetings, and by its Officers and Board of Directors, shall be in accordance with the Articles of Incorporation and Bylaws (as amended), and the Standing Rules and Operating Manual (until revised or revoked) of the National Federation, the Bylaws and Standing rules of the State Federation, and these Bylaws. All meetings of the Club shall be conducted pursuant to Roberts Rules of Order, Newly Revised, any supplemental parliamentary rules as this Club may adopt.

Section 3 Fairness Policy

The Club has a policy of fairness and equal treatment toward Republican Party candidates.

Section 4 Candidate Non-endorsement Policy

This Club will not endorse candidates in nonpartisan elections, primary elections nor otherwise take sides in the Republican Party’s selection of candidates. The Club shall not hold straw polls, adopt any resolutions, policies or endorsements of any kind which take a stand on issues.

Section 5 Public and Republican Party Officials

Elected public or party officials may constitute no more than fifty percent (50%) of this Club’s elected officers and Directors at any time.

Section 6 Disqualification during Elections

Any Club officer or Director who is a candidate in a contested primary or nonpartisan election campaign shall vacate their office temporarily until the election results are determined.

Section 7 Endorsement of candidates by Club officers

The officers of this organization, *in their official capacity*, shall not permit the use of their name and Club office by any person seeking the nomination for an elective office before the filing deadline, or in the event of a contested Republican primary. Any officer who violates this rule may be removed by the Board of Directors pursuant to Article VI Sec. 3(g).

ARTICLE IV – Membership

Section 1 Membership requirements

- a. Membership is open to all Republicans. All members of this local organization are required to be members of the National Pachyderm Federation and their local State Pachyderm Federation, if one exists. Members are not entitled to vote or hold office unless they are deemed to be in good standing. Membership in good standing is defined as current with all dues, National, State and Local as well as having been a member for 30 days.
- b. Honorary membership. Honorary membership may be granted by the Board of Directors of the Club by a 2/3 vote provided the Club Treasurer shall forward the names and address



of such honorary members to the National Federation with the subscription fees (due January 1) for the National Federation periodic publication and to the State Federation Secretary with the appropriate State Federation dues.

- c. Special membership category. Special membership categories may be approved by a two-thirds vote of the total membership of the Board of Directors provided that all requirements of Article IV Section 1(a) are met.

Section 2 Expulsion of members

- a. A member may be expelled from the Club for cause by a 70% vote of the total membership of the Board of Directors at a meeting convened for the sole purpose of hearing cause(s) for expulsion of such a member. (In the event that the membership of the Board would not allow for a calculation of voting members equal to 70%, this requirement should be construed as being a minimum requirement, e.g., if there are five members at least 4 members must vote in favor of the action.) Cause for expulsion may include, but is not limited to, repudiation of the Republican Party or the principles, bylaws and philosophy of this Club, the State Federation, or the National Federation. Upon initiation of such action by the Board of Directors of the Club, the Club Secretary shall notify the member in writing of the possible expulsion.
- b. Not less than two weeks prior thereto the Club Secretary shall notify the member in question and every member of the Board as to the alleged cause(s) pertaining to a member's possible expulsion, as well as the date, time and place at which the motion for expulsion will be heard. At such meeting the President of the Club, or his designee, shall present the case for expulsion. The member proposed for expulsion may then present a defense. The vote on expulsion shall be by secret ballot.

Section 3 Notification of National & State Federation in the case of resignation or expulsion of any member

The Club Secretary shall immediately notify the State and National Federations, and all members of the Club, of such action.

Section 4 Forfeiture of membership rights

Any member, whose membership in the Club has been terminated for any reason whatsoever, shall forfeit all interest in any funds or property of the Club, and all rights to the use of the Pachyderm name, emblem or other insignia.

ARTICLE V – MEMBER DUES

Section 1 Annual Dues

The annual dues shall be all inclusive for membership in the National and State Federations and the local Club. Dues are due January 1 and delinquent March 1 of each year. All new members shall pay the entire annual dues; however, those who join after September 30 shall be credited as paid for the next calendar year.

Section 2 Dues for Honorary Members

Honorary membership carries no monetary obligation to the member. These members are not assessed dues and have no rights such as voting or holding office. The sponsoring Club is responsible for the fees described in Article IV Section 1(b).

Section 3 Dues for “Special Membership Categories”

Members holding membership under the Special Membership Category granted in Article IV, Section 1(c) shall pay dues as determined by a majority vote of the Board of Directors of the Club. Regardless of the amount assessed to the member, the Club is responsible for payment of National and State Federation dues.

Section 4 Dues Reporting

National and State Federation dues shall be forwarded, along with a membership report (including names, addresses, phone numbers and email addresses) to the State Federation Treasurer and National Federation Headquarters no less than once each month.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 Membership of the Board

- a. The management of this Club shall be vested in a Board of Directors of the Club consisting of no less than three and no more than nine At-Large Directors elected from the membership of the Club.
- b. Additionally, the President, Vice Presidents, Immediate Past President, Secretary and Treasurer of the Club shall also become voting members of the Board of Directors of the Club, if they are not already members of the Board. Members serving on the National Federation’s Board of Directors shall also serve on their primary local Club Board of Directors as non-voting, *ex-officio* members. the County Chair of the local Republican Party is also invited to serve as a non-voting, *ex-officio* member of the Board.

Section 2 Duties of the Board:

- a. The Board of Directors of the Club shall determine the policies and activities of this Club consistent with the governing documents of the National and State Federations and shall approve the annual budget.
- b. The Board of Directors of the Club shall meet at least twice a year for the purpose of reviewing, planning and directing the policies and activities of the Club. Minutes of the Board meetings shall be recorded and reports presented at regular meetings of the Club.
- c. Representation of the Club at conventions, caucuses or other meetings shall consist of the President, Vice Presidents and such other delegates as the Board may designate.
- d. One third of the Board members shall constitute a quorum, except for hearings involving expulsion of a member, in which case 70% of the voting members shall constitute a quorum. (In the event that the membership of the Board should not allow for a calculation of voting members equal to 70%, this requirement should be construed as being a minimum

- requirement, e.g. if there are five members, at least 4 members must vote in favor of the action.)
- c. Special meetings of the Board may be called by the President, or by one-third of the members of the Board, with at least 48 hours notice to all Board members.
 - f. Voting by proxy is valid if the proxy is submitted in writing to the Secretary of the Board prior to the start of the meeting.

Section 3 Election, Vacancy and Removal

- a. Each year, except for the first year of a Club's operations, one third of the At-Large Directors positions shall be elected from the membership to serve for a term of three years. During the first year of operation, the membership shall elect no less than three, or more than nine, At-Large Directors. One third of these shall be elected to one-year terms, one third elected to two-year terms and one third to three-year terms.
- b. A nominating Committee consisting of at least three members shall be appointed by the Board of Directors of the Club no later than September 1 of each year. This Committee shall submit a report to the Club no later than the last regular Club meeting in November. Any member may submit nominations for Directors and Officers provided that such nominations are submitted in writing to the Nominating Committee Chair.
- c. New Officers and Directors term of office begins at the January meeting the year following the elections.
- d. In the event of a vacancy in the office of President, the vacancy shall be filled by the Vice President. Vacancies occurring in director positions will be filled by a majority vote of the Board of Directors of the Club, provided that notice thereof is given at a regular Club meeting prior to the Board meeting when such vacancy shall be filled.
- e. Elected or appointed members of the Board of Directors of the Club who miss more than two consecutive regular meetings of the Board of Directors may be removed from the Board of Directors by a 2/3 vote of the Board of Directors present at a meeting. The motion to remove a Director must have been announced in advance of the meeting as a part of the agenda.
- f. Elected or appointed Officers of the Club who miss more than two consecutive regular meetings of the Board of Directors of the Club may be removed from the Board of Directors by a 2/3 vote of the Board of Directors present at a meeting. The motion to remove an officer must have been announced in advance of the meeting as a part of the agenda.
- g. Members of the Board or Officers may be removed for causes other than the lack of attendance. These include but are not limited to nonfeasance, malfeasance, violation of Article III Sec. 6, repudiation of the Republican Party or the principles of the National and State Federations. Should such charges be leveled, the rules for member expulsion detailed in Article IV Section 2 shall govern the process.

ARTICLE VII – QUALIFICATION AND DUTIES OF OFFICERS

Section 1 Eligibility

Except in the first year of a new Club, a person must have been a member of the Pachyderm Club for four months or longer immediately preceding their election to be eligible to serve as

a Director or officer of the Club. No officer may assume the position to which they have been elected, nor be installed to that position until such time as their local, state and national dues are paid for the year that they are to serve as an officer.

Section 2 President

The President serves as the chief executive officer of the Club; appoints all committees except as otherwise provided in these bylaws; is an ex-officio member of all committees except the nominating committee; presides at all meetings of the Club and its Board of Directors; exercises general supervision over affairs of the Club; may serve on the Board of Directors of the State Federation pursuant to the Bylaws and Standing Rules of the State Federation; and performs such other duties as are ordinarily incumbent upon a President.

Section 3 Vice Presidents

The 1st Vice President shall assist the President and preside over meetings of the Club or Board in the President's absence. The 1st Vice President shall serve as the Chair of the Program Committee. Additional Vice Presidents (if applicable) shall perform such duties as assigned by the Board.

Section 4 Secretary

The Secretary shall keep all records and minutes of meetings of the Club and Board of Directors and perform such other duties as may be delegated by the Board of Directors.

Section 5 Treasurer

The Treasurer shall receive and disburse all funds subject to the approval of the Board of Directors of the Club for amounts over the authority of the President; shall keep a record of all receipts and disbursements; provide financial statements at Board meetings and give a written report at the annual meeting in December. The financial records shall be examined annually as of December 31 and an examiner's report made available to the Board of Directors.

Section 6 Bylaws Compliance

All officers must become familiar with the provisions of these Bylaws, the State Federation's Bylaws and Standing Rules, and the National Federation's Bylaws, Standing Rules and Operating Manual, to assure that they, and the Club, act in compliance with such documents.

ARTICLE VIII – MEETINGS

Section 1 Meeting Times

Regular meetings of this Club shall be held _____. The Board of Directors is empowered to make temporary changes in the meeting time, date and place for special occasions. Any permanent change of the regular meeting date, time or place must be approved by a two-thirds vote of the members present at a regular meeting after reasonable notice has been sent to all members

Section 2 Special Meetings



Special meetings may be called by the President or the Board of Directors.

Section 3 Meetings via Telephonic or Video Communications

The Board may transact business via telephonic or video communications provided that all requirements of notification and quorum rules are met. These meetings shall be in addition to the annual meetings and may not be used as a replacement for the regular Board meetings.

Section 4 Meetings via Telephonic or Video Communications - General Club Meetings

In the event, a properly called Pachyderm Club General Meeting has to be canceled due to exigent circumstances beyond the control of the Club then it shall be acceptable to hold said meeting by electronic means approved conference call, telephonic or video communications with reasonable notice being given to the members.

ARTICLE IX – DISSOLUTION

Upon dissolution of the Club, or suspension or revocation of the Charter, all monies remaining in the club treasury, after all outstanding debts of the Club have been paid, shall be forwarded to the Treasurer of the State Federation. If a State Federation does not exist, the monies shall be forwarded to the Treasurer of the National Federation. After a Charter is dissolved, suspended or revoked the Club is no longer affiliated with the National Federation and is prohibited from using its email addresses, names, logos, trademarks, trade names and copyrighted materials.

ARTICLE X – AMENDMENTS

These bylaws may not be amended by the local Club. Only the National Federation Board of Directors is empowered to modify the Bylaws of any of its local affiliates.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Robert’s Rules of Order Newly Revised shall govern this Club in all cases to which they are applicable and which are not inconsistent with these bylaws.

Adopted this ____ day of _____, 20__.

Club President

Club Secretary