



ILLINOIS REPUBLICAN ASSEMBLY

BYLAWS



Chartered Member:



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ARTICLE I. ORGANIZATION

SECTION 1.01: Name. The name of the organization shall be the **ILLINOIS REPUBLICAN ASSEMBLY** (the "ILRA").

SECTION 1.02: Jurisdiction. The jurisdiction of the ILRA shall be within the state of Illinois.

SECTION 1.03: Powers. The powers of the ILRA shall be:

- a. To be a Chapter of the **NATIONAL FEDERATION OF REPUBLICAN ASSEMBLIES** (the "NFRA") with all the powers thereof;
- b. To direct, manage, supervise and control its business, property and funds, and to carry out its purpose;
- c. To create and charter local or regional Republican Assemblies throughout the state of Illinois, and to supervise and coordinate them; and
- d. Notwithstanding any other provision of these Bylaws, the ILRA's political action shall concern only matters that are within the state of Illinois.

SECTION 1.04: Purpose. The purpose of the ILRA is:

- a. To advance true conservatism and elect true conservatives at all levels of the Republican Party and all levels of government throughout the state of Illinois;
- b. To provide through this organization a practical program for the betterment of the Republican Party within the state of Illinois and of the various political subdivisions of the state of Illinois;
- c. To advance the Principles, Beliefs and Objectives of the NFRA and set forth in the NFRA Bylaws as adopted or amended;
- d. To act as a grassroots volunteer organization dedicated to working within the Republican Party to promote the active participation of its members and the election of conservative Republican candidates; and
- e. To provide a legal umbrella for members of the state's various tax-exempt conservative groups who cannot adequately express themselves politically within their existing structures.

SECTION 1.05: Composition. The ILRA shall consist of at-large members of the statewide Republican Assembly, and of any local or regional Republican Assemblies which have been chartered by the Board of Directors of the ILRA in the manner provided in these Bylaws and which continue to comply with the Bylaws of the ILRA and the NFRA as adopted or amended.

ARTICLE II. CONVENTIONS

SECTION 2.01: Time and Place. A Convention of the ILRA shall be held annually at a location and a time determined by the President of the ILRA within the months of June through August inclusive. If the President has not set the time and location for the ILRA Convention by ten (10) months after the previous year's ILRA Convention, the ILRA Board of Directors shall have power to do so in his place. In addition, the ILRA Board of Directors shall have power to require that the location of the Annual ILRA Convention rotate around the state of Illinois.

SECTION 2.02: Special ILRA Conventions. In case of an emergency, and/or to conduct endorsement sessions, special ILRA Conventions may be called by the President or by one-third (1/3) of the members of the ILRA Board of Directors. The call for a special ILRA Convention shall specify the subjects to be considered and no subjects shall be considered that are not so specified.

SECTION 2.03: Call. The Secretary of the ILRA send to the President and Secretary of each locally or regionally chartered Republican Assembly, if any, an official call to the Annual ILRA Convention and send the Call to every ILRA member for whom an email address has been submitted.

SECTION 2.04: Officers. The officers of each Convention shall be the officers of the ILRA. At or prior to any Convention the President may appoint a Recording Secretary of the Convention to assist the President and the Secretary.

SECTION 2.05: Convention Committees. At each duly called ILRA Convention, or prior thereto, the President shall appoint a Committee on Credentials with power to enforce this Article, and may appoint a Committee on Resolutions, a Committee on Bylaws, a Committee on Nominations and such other committees as he may deem proper.

SECTION 2.06: Elected Delegates. Each member who is in good standing of the ILRA at the time of the ILRA State Convention shall be entitled to be a Delegate and each local or regional chapter which is in good standing of the ILRA at the time of the ILRA Convention, shall be entitled to one Delegate-at-Large for each five (5) members in good standing carried on the chapter's active membership roll and whose name and dues were included in the requirement of the ILRA Bylaws Section 4.06, below.

SECTION 2.07: Delegates-at-Large. All members of the ILRA Board of Directors and all Past Presidents of the ILRA who remain members in good standing shall be Delegates-at-Large at all ILRA State Conventions, and shall not be counted in the number of Delegates accorded their local or regional chapter by the ILRA Bylaws Section 2.06.

SECTION 2.08: Noncompliant Chapters. Notwithstanding the ILRA Bylaws Section 2.06, above, a local or regional chapter which remains recognized by the ILRA but fails to comply with the credentialing provisions of the ILRA Bylaws Section 2.06, above, shall be entitled only to its Delegates-at-Large at the ILRA State Convention.

SECTION 2.09: Election of Delegates and Alternates. Each Delegate and Alternate shall be elected by the membership of his local or regional chapter. Any local or regional chapter in good standing, at the time of electing its Delegates for a Convention as herein specified, may elect one Alternate for each Delegate. These Delegates, Alternates, and all Delegates-at-Large shall be active members in good standing of the Republican Assemblies they represent.

SECTION 2.10: Registration Fee. The ILRA Board of Directors shall establish the registration fee to be paid to the ILRA by all members attending any ILRA Convention. No Delegate, Delegate-at-Large, or Alternate shall be entitled to vote in an ILRA Convention unless and until his registration fee has been paid. The profit or loss accruing from any ILRA Convention shall be borne by the ILRA.

SECTION 2.11: Voting. Voting shall be conducted as follows:

- a. In all voting, a majority shall rule, unless otherwise provided in these ILRA Bylaws;
- b. In all Conventions of the ILRA, each accredited Delegate and Delegate-at-Large shall be entitled to cast one vote;
- c. There shall be no voting by proxy at any meeting;
- d. There shall be no cumulative voting nor shall any person vote as both a Delegate-at-Large and as a Delegate or Alternate; and
- e. A quorum shall consist of one-third (1/3) of Delegates and Delegates-at-Large attending the Convention.

SECTION 2.12: Endorsement of Candidates. Endorsements of candidates shall be made only by the affirmative vote of two-thirds (2/3) of those present and voting at a regular or special

Convention of the ILRA. Only one person may be endorsed for a particular office. Endorsement may be for candidates for public office, for or against recall, constitutional amendments, initiatives or referenda, or for Republican party offices.

ARTICLE III. ENDORSEMENT OF LOCAL CANDIDATES

SECTION 3.01: Two-Thirds Vote of an Endorsing Convention. Endorsements may be for candidates for public office, for or against recall, initiative or referendum, or for Republican party office. Endorsements of local candidates for public office may be made only by a two-thirds (2/3) vote of an endorsing convention, at a physical meeting composed of equal representation of all Republican Assemblies within the district, region or affected area (in whole or in part) from which the candidate proposed to be endorsed is to be elected, or the official proposed to be recalled is an elected official. The temporary chairman shall be the ranking state officer in the particular district, region or affected area within which the candidate is to be elected or the officer is to be recalled. Where the particular district, region or affected area has officers of equal rank, vote by lot shall determine the temporary chairman.

SECTION 3.02: Limitations on Endorsing. Endorsements shall be conducted as follows:

- a. Neither the ILRA nor any local or regional chapter shall endorse any candidate for any public office, whether partisan or non-partisan, unless such candidate is clearly affiliated with the Republican Party.
- b. The ILRA President, upon being notified prior to an election, or between elections, of any alleged infraction of the Bylaws concerning endorsements shall immediately conduct an investigation of the alleged infraction and take whatever action is deemed necessary to protect the endorsement privilege and good name of the ILRA.

SECTION 3.03: Effect of Endorsement. Endorsements by a local or regional endorsing convention shall convey the endorsement of the ILRA and the NFRA.

ARTICLE IV. LOCAL OR REGIONAL REPUBLICAN ASSEMBLIES

SECTION 4.01: Governing Authority. The ILRA shall be the sole body of authority over, recognition of, and representation for Republican Assemblies within the state of Illinois. Groups or individuals purporting to be "Republican Assemblies" or to be members of a "Republican Assembly" which claim to exist prior or subsequent to the establishment of the ILRA in 2026 which have not been recognized and chartered by the ILRA established in 2026 shall not: a) legally exist and shall have no representation on any committee, body or entity of the ILRA; b) use the terms "Republican Assembly", "RA", or "Republican Wing of the Republican Party"; c)

use or enjoy any other goodwill of the NFRA or the ILRA; d) be entitled to any representation on any committees of the Republican Party of the state of Illinois on behalf of the ILRA (should such representation become available); and/or e) be entitled to any representation at any Convention of the NFRA or the ILRA.

SECTION 4.02: Location. Local or regional Republican Assemblies may be formed and chartered, as the ILRA Bylaws hereinafter provide, in any geographical entity of the state of Illinois. A local or regional chapter may petition the ILRA Board of Directors to subdivide its geographical area into smaller local chapters as needed.

SECTION 4.03: Ratification of ILRA Bylaws. Every local or regional Republican Assembly shall ratify and agree to be bound in all things by the Bylaws of the ILRA and of the NFRA as well as amendments thereto. Acceptance of a charter from the ILRA by any local or regional Republican Assembly shall constitute a binding contract in this regard enforceable by a court of law or equity.

SECTION 4.04: Structure. A local or regional Republican Assembly shall have jurisdiction within the boundaries of a fixed geographical area, approved by the ILRA Board of Directors at the time of the local or regional chapter's chartering, and shall be the only such Republican Assembly in that territory. Such territory may be divided into additional Republican Assemblies by the ILRA Board of Directors upon petition by the local or regional chapter. Notwithstanding the foregoing, local chapters may be chartered with regions of the state of Illinois within the boundaries of regional chapters if approved by a majority vote of the ILRA Board of Directors.

SECTION 4.05: Bylaws. Each local or regional Republican Assembly shall adopt its own bylaws, which shall be in conformance with the ILRA and the NFRA Bylaws, and shall be subject to review by the Board of Directors of the ILRA and of the NFRA.

SECTION 4.06: Qualifications for Membership. Members of each State and local Republican Assembly shall be those American citizens of good moral character:

- a. who have accepted the Principles, Beliefs and Objectives of the NFRA;
- b. who have been accepted to membership under the ILRA Bylaws and continue to comply with the ILRA Bylaws; and
- c. who are registered voters of the Republican Party in the state of Illinois and geographical area of any local or regional Republican Assembly or, if the state of Illinois does not require registration by political party, who are registered voters and identify exclusively with the Republican Party.

SECTION 4.07: Action on Applications. The Board of Directors of a local or regional Republican Assembly shall take action on all applications for membership within its geographical jurisdiction within thirty (30) days or at a regular meeting; otherwise, any application shall be automatically approved and the new member shall be accepted with the right to vote. Any duly rejected application shall be reported within ten (10) days to the Secretary of the ILRA. The Board of Directors of the ILRA may review any rejected application and determine whatever action is deemed appropriate.

SECTION 4.08: Transfer of Membership. Any active member may transfer his membership from one local or regional Republican Assembly to another at any time. Acceptance of the transferred member immediately terminates his membership in his former local or regional Republican Assembly. The member shall pay the difference, if any, between the membership dues of the two local or regional Republican Assemblies involved.

SECTION 4.09: Initial Organization. The ILRA Board of Directors shall have power to approve the formal application of a new local or regional Republican Assembly for chartering if and when its application includes the following:

- a. Ratified the Principles, Beliefs, Objectives, and the Bylaws of the NFRA and the ILRA;
- b. Adopted its own Bylaws;
- c. Elected, at least, its own President, Secretary, and Treasurer;
- d. Reported the names of at least fifteen (15) dues paying members, including their address, telephone number, email address (where applicable) and chapter office title; and
- e. Certified to the ILRA Board of Directors that it has held at least two regular meetings of its governing board.

SECTION 4.10: Continuing Requirements. Each local or regional chapter shall submit a current list of the names of its officers and members (with addresses, telephone numbers and email addresses, where applicable), and pay appropriate annual dues therefore, not later than January 15 of each year, and shall submit a separate, current list of its officers and members not later than two weeks prior to any ILRA Convention if such Convention should fall more than three months before or after April 30. Each local or regional chapter shall submit the names (with address, telephone number and email address, where applicable) of new local or regional chapter officers within two weeks of their election. Failure to comply with this provision shall empower the ILRA Board of Directors to suspend or terminate the local or regional chapter's charter. Any

chapter losing its charter under this provision may apply for reinstatement at the next meeting of the ILRA Board of Directors by submitting the missing items to the President at or before such meeting.

SECTION 4.11: State Membership. Any person qualified to become a member of a local or regional Republican Assembly, but residing in a geographical area without a local or regional Assembly may join the ILRA without holding membership in a local or regional chapter if they otherwise fulfill all conditions of membership in the ILRA. The ILRA Board of Directors shall directly act on such membership applications. Upon the chartering of a local or regional chapter, members of the ILRA residing within the area served by that local or regional chapter shall automatically become members of that local or regional chapter provided they meet the membership requirements of the bylaws of the local or regional chapter.

SECTION 4.12: NFRA Logo. The ILRA shall include on their letterhead, website, regular newsletters, and membership recruitment material, either the NFRA Logo or the words "chartered affiliate of the NFRA" (which may be abbreviated or spelled out), and, in all electronic communications, a link to the NFRA website.

ARTICLE V. TERMINATION OF CHARTER AND MEMBERSHIP

SECTION 5.01: Non-payment. Any local or regional Republican Assembly more than sixty (60) days in arrears for any indebtedness to the ILRA shall be considered not-in-good-standing and may be suspended by action of the Illinois Board of Directors, if at least thirty (30) days before such action, notice of said indebtedness shall have been duly sent by certified mail by the Secretary of the ILRA to the last reported President and Secretary of such local or regional Republican Assembly. The ILRA Board of Directors may restore such local or regional Republican Assembly to full membership in the ILRA upon payment of its indebtedness.

SECTION 5.02: Non-Attendance. Any local or regional Republican Assembly that fails for two (2) consecutive years to present a Delegate to the Annual Convention of the ILRA shall be considered not-in-good-standing and may have its charter revoked by action of the ILRA Board of Directors, provided that at least thirty (30) days before such action, notice of said action shall have been duly sent by certified mail by the Secretary of the ILRA to the last reported President and Secretary of such local or regional Republican Assembly. The ILRA Board of Directors may restore such local or regional Republican Assembly to full membership in the ILRA upon showing good and sufficient cause.

SECTION 5.03: Discipline. Any local or regional Republican Assembly which fails to conform to the Bylaws of the ILRA and the NFRA may have its charter suspended or revoked, or may otherwise be disciplined, by a two-thirds (2/3) vote of the ILRA Board of Directors; provided,

that at least thirty (30) days before such action, notice of such intended action be sent by certified mail by the Secretary of the ILRA to the last reported President and Secretary of such local or regional Republican Assembly.

SECTION 5.04: Appeal. If the ILRA Board of Directors suspends or revokes the charter of any local or regional Republican Assembly or shall otherwise discipline it, the Secretary of the ILRA shall send a notice of such action within fifteen (15) days by certified mail to the last reported President and Secretary of said local or regional Republican Assembly. Within thirty (30) days from the date of mailing of such notice and not less than ten (10) days before the next Convention of the ILRA, the suspended local or regional chapter may file with the Secretary of the ILRA written notice of appeal. This appeal shall be considered at the next Convention of the ILRA, unless filed less than ten (10) days prior thereto; in the latter instance, said appeal shall be considered and decided by a two-thirds (2/3) vote of the ILRA Board of Directors at the next ILRA Board of Directors Meeting following the Convention.

SECTION 5.05: Effect. Any local or regional Republican Assembly that shall for any cause cease to be a member of ILRA shall relinquish the name "Republican Assembly," and shall not thereafter use the name, emblem or insignia of "Republican Assembly", "Republican Wing of the Republican Party" or any other goodwill of the NFRA or ILRA in any manner whatsoever. Officers of a local or regional Republican Assembly whose charter has been revoked shall turn over all moneys and documents properly belonging to said chapter to a duly authorized representative of the ILRA Board of Directors at a time and place designated by said representative.

SECTION 5.06: Termination and Discipline of Individual Members. Individual members of the ILRA may be terminated or disciplined as follows:

a. Any individual member of the ILRA may have his membership terminated, or may otherwise be disciplined, after a hearing, by two-thirds (2/3) vote at a meeting of the ILRA Board of Directors where a quorum is present, provided that at least thirty (30) days before such action, notice of such intended action shall have been duly sent by certified mail by the Secretary of the ILRA to said member, whenever the ILRA Board of Directors has determined that the named member has:

1. publicly supported or registered as a member of a political party other than the Republican Party;

2. used his name and title as a member of the ILRA or any local or regional Republican Assembly in publicly advocating that the electorate should not vote for the Republican nominee for any elected political office;

3. used his name and title as a member of the ILRA to give support to or encourage the election of a candidate of another party to an elected public office where said candidate is opposed by a duly-nominated Republican candidate;

4. used his name and title as a member of the ILRA to prematurely endorse (prior to a proper act of endorsement by the ILRA or its designee) candidates running for office in the Illinois Republican Party;

5. opposed all or part of the Principles of the NFRA; or

6. otherwise brought discredit or disrepute upon the ILRA or the NFRA.

b. If the ILRA Board of Directors shall terminate membership or shall otherwise discipline any such member, the Secretary of the ILRA shall send notice of such action within (15) days by certified mail to said member. The terminated or disciplined member, within thirty (30) days from the date of mailing such notice, and not less than ten (10) days before the date of the first session of the next Convention of the ILRA, may file with the Secretary of the ILRA written notice of appeal. This appeal shall be considered at the next Convention of the ILRA, unless filed less than ten (10) days prior to the date of the first session thereof; in the latter instance said appeal shall be considered and decided by a two-thirds (2/3) vote of the ILRA Board of Directors following that Convention.

c. Any individual member so terminated from membership in the ILRA shall immediately upon such termination cease to claim membership in, or holding of any office in or official relationship with the ILRA or any local or regional Republican Assembly, and shall also immediately surrender to the Secretary of the ILRA or his designated representative any and all documents, records, emblems, insignia, funds, or other devices or properties of any nature whatsoever belonging to the ILRA or any local or regional Republican Assembly. The terminated member shall not thereafter use the name, emblem, or insignia of "Republican Assembly", "Republican Wing of the Republican Party", "ILRA" or "Illinois Republican Assembly" in any manner whatsoever.

ARTICLE VI. OFFICES AND DIRECTORS

SECTION 6.01: Elective Offices. The elective offices of the ILRA shall be at least a President, Secretary, and Treasurer; as well as two National Directors who, along with the President, shall represent the ILRA on the NFRA's Board of Directors. The ILRA shall be permitted to create additional elective offices of the ILRA, provided they are approved by a majority vote of the ILRA Board of Directors.

SECTION 6.02: Duties. The duties of the elective offices shall be as follows:

a. **President.** The President shall preside at all Conventions and meetings of the ILRA Board of Directors and its Executive Committee. He shall be the chief executive officer of the ILRA and shall exercise general supervision over, and/or authority to direct or perform, the work and activities of the ILRA, and coordinate and direct all other offices. He shall perform such other duties as usually pertain to the office of President. The President shall represent the ILRA as a member of the NFRA Board of Directors.

b. **Vice President.** In the event of the inability of the President to perform his duties, the Vice President, if any, shall preside and perform the duties of, and have the same authority as, the President. The Vice President, if any, shall also perform such other duties as usually pertain to the office of Vice President or as may be assigned to him by the President or the ILRA Board of Directors. His duties shall include, but are not limited to, implementation of directives of the ILRA Board of Directors and its Executive Committee. He shall suggest improvements and strategies for the advancement of the ILRA and shall receive reports from other officers. He shall attend all meetings of the Board of Directors and its Executive Committee and all Conventions of the ILRA. If there is no ILRA Vice President or he is unable to perform the duties of the President, when necessary, then the ILRA Board of Directors shall designate by majority vote an "Acting" President to perform the duties of President, if necessary, another individual the ILRA Board of Directors determine for an interim period of time to be determined by the ILRA Board of Directors not to exceed six (6) months.

c. **Secretary.** The Secretary shall assist the President, the Board of Directors, and its Executive Committee in conducting the business of the ILRA. He shall perform such duties as specified or implied in the ILRA Bylaws, or as may be assigned to him by the President, by the ILRA Board of Directors, or by its Executive Committee. He shall maintain current and accurate lists of contact information of all members of the ILRA Board of Directors and its Executive Committee. He shall attend all meetings of the Board of Directors and its Executive Committee and all Conventions of the ILRA, and shall act as Secretary thereof. He shall send and receive all mail and electronic ballots under the ILRA Bylaws. He shall be the custodian of the formative documents of the ILRA and the records pertaining thereto, the Bylaws of the ILRA, the Minutes of the Board of Directors and its Executive Committee, and the charters and bylaws of local or regional Republican Assemblies. He shall receive all correspondence on behalf of the ILRA and shall maintain a permanent file of all communications sent or received by the ILRA. He shall act as historian and archivist of the ILRA.

d. **Treasurer.** The Treasurer shall receive, collect, and deposit all monies received. He shall prepare and/or keep an annual budget and keep the usual book of accounts and such records and books as directed by the Executive Board or the Board of Directors. He shall report

on receipts, disbursements, and liabilities. He shall originate all disbursements, as needed. He shall attend all meetings of the Board of Directors and its Executive Committee and all Conventions of the ILRA.

e. **National Directors.** It shall be the duty of the National Directors to attend all meetings of the ILRA Board of Directors and its Executive Committee. The National Directors, along with the President, shall represent the ILRA as a member of the NFRA Board of Directors.

SECTION 6.03: Additional Officers. The President shall have power to appoint/retain a General Counsel, who shall be a member of the Illinois state bar; a Chaplain, a Parliamentarian and a Sergeant-at-Arms, and such other offices, and may combine offices, as may be approved by a majority vote of the ILRA Board of Directors. He shall also have power to appoint/retain an Executive Director and Regional or Congressional District chairmen at his discretion, who shall be subject to confirmation by the ILRA Board of Director's Executive Committee. He shall also have power to appoint other specialized officers and representatives of the ILRA at his discretion as needs arise. If the President should determine that there is a need for paid staff, the ILRA Board of Directors shall have power to authorize and determine said compensation. The duties and responsibilities of these additional officers shall be as provided for by the President of the ILRA.

SECTION 6.04: Qualifications. The qualifications of officers of the ILRA are as follows:

a. Officers of the ILRA and of all local or regional chapters must be an American citizen of good moral character, never been convicted of a felony, have not been disciplined, within the last 3 years by a chartered Republican Assembly, who is a member in good standing of the ILRA. In addition, they must be a registered voter of the Republican Party in the state of Illinois and geographical area of any local or regional Republican Assembly or, if the state of Illinois does not require registration by political party, who are registered voters and identify exclusively with the Republican Party.

b. No officer, appointee, or director of the NFRA shall be a duly-filed candidate for, or hold, any partisan, remunerative, elected public office, other than an office within the Republican Party.

c. The office of any officer or director of the Illinois Republican Assembly who misses two consecutive meetings of the Board of Directors between Annual Conventions shall automatically terminate, unless such non-attendance is excused by a vote of the Board of Directors.

SECTION 6.05: Election of Officers. Other than at the initial organization meeting(s) of the ILRA, which are governed by the NFRA and/or its Bylaws, the elective officers shall be elected at the Annual Convention in each odd numbered year in accordance with the ILRA Bylaws and shall serve for the period of two (2) years or until their successors are elected and qualified.

SECTION 6.06: Outgoing Officers. At the conclusion of each Annual ILRA Convention, outgoing officers shall be empowered to continue to perform their duties only on matters which were initiated and approved prior to the closure of the ILRA Convention and which matters shall be completed within a fifteen (15) day period following the close of the ILRA Convention. Outgoing officers shall turn over all documents, bank accounts, or other property of the ILRA to their successors immediately, but in no case more than fifteen (15) days following the close of the ILRA Convention at which their successors are elected.

SECTION 6.07: Liability of Officers. No officer or director shall be held personally liable for any debts or obligations of the ILRA except those personally guaranteed by that officer or director, and the ILRA shall indemnify each officer or director against claims made against them arising from their legitimate and proper service to the ILRA.

ARTICLE VII. EXECUTIVE COMMITTEE

SECTION 7.01: Purpose and Powers. There shall be an Executive Committee which shall exercise the delegated authority of the Board of Directors to govern the ILRA, except where such authority is expressly reserved herein to the ILRA Board of Directors or where the ILRA Board of Directors takes specific action to restrict the Executive Committee's authority.

SECTION 7.02: Composition. The Executive Committee shall consist of the elective officers of the ILRA. The Executive Director, if any, and the General Counsel, if any, shall serve as a nonvoting member; and other appointive officers may serve as non-voting members at the discretion of the President, or as voting members by consent of the ILRA Board of Directors.

SECTION 7.03. Meetings. The Executive Committee shall hold regular meetings, in no case less often than once per quarter. With majority consent of a quorum of its members, it may choose to vote in appropriate situations by telephone conference call, FAX machine, electronic mail or other means of electronic and/or telephonic communication.

SECTION 7.04: Quorum. A quorum for Executive Committee meetings shall consist of no less than one-third (1/3) of its voting members, unless a larger number is otherwise expressly required by the ILRA Bylaws.

ARTICLE VIII. BOARD OF DIRECTORS

SECTION 8.01: Composition. The Board of Directors of the ILRA shall consist of the members of its Executive Committee (including non-voting members, unless disallowed by the Board of Directors), and the President and two elected Directors from each local or regional chapter, if any. The ILRA shall be permitted to create additional members of the ILRA Board of Directors, provided they are approved by a majority vote of the ILRA Board of Directors.

SECTION 8.02: Purpose and Powers. The purpose and powers of the ILRA Board of Directors are as follows:

a. The control and management of all the affairs, properties, and funds of the ILRA, and shall have full power to introduce, approve and implement all actions and activities necessary and proper for the functioning of the ILRA, subject to the authority of these Bylaws and not otherwise delegated therein or by a majority vote of the ILRA Board of Directors;

b. For good cause and after a hearing, remove any officer or director by a two-thirds (2/3) vote of the entire ILRA Board of Directors; provided such officer or director shall have been sent by the Secretary of the ILRA, by certified mail, a notice containing a copy of the charges against him at least fifteen (15) days prior to the hearing thereon, said notice specifying the time and place of the meeting, and that the officer or director shall be provided the opportunity to present a full defense; and

c. Pass resolutions concerning legislation and policies, except those excluded in this article, by a two-thirds vote of the members present at any meeting.

SECTION 8.03. Meetings. The ILRA Board of Directors shall meet at such times and places as may be determined by action of the ILRA Board of Directors, by call of the President, or by written request of one-third (1/3) of the members of the ILRA Board of Directors, provided that there shall be at least two (2) meetings each year. A written notice of the time and place of all meetings of the Board of Directors shall be sent to each Board member not less than fifteen (15) days prior to said meetings.

SECTION 8.04: Special Meetings. The ILRA Board of Directors may without meeting together, transact business by mail, e-mail, facsimile, by conference call and/or by other electronic and of a majority of the ILRA Board of Directors, by telephone conference call, FAX machine, electronic mail or other means of electronic and/or telephonic communication, or with the approval of the President.

SECTION 8.05: Appeal. Any action taken by the ILRA Board of Directors may be appealed to a Convention of the ILRA.

SECTION 8.06: Resolutions and Endorsements. Any candidate proposed to be voted upon by the electorate shall not be endorsed by the ILRA Board of Directors unless: (a) there is no Republican Assembly in the district, region or affected area (in whole or in part) from which the candidate proposed to be endorsed is to be elected; or (b) if the Republican Assemblies within such district, region or affected area (in whole or in part) from which the candidate proposed to be endorsed is to be elected, do not hold a meeting to consider endorsing in such election. Statewide and Congressional candidates shall be endorsed by the Board of Directors only at a regular or special Convention of the ILRA. Endorsements regarding public initiatives and referenda as well as Republican Party questions shall be made in the same manner as candidate endorsements.

SECTION 8.07: Quorum. A quorum for the ILRA Board of Directors meetings shall consist of no less than one-third (1/3) of its voting members, unless a larger number is otherwise expressly required by the ILRA Bylaws.

ARTICLE IX. NOMINATION AND ELECTION OF OFFICERS

SECTION 9.01: Eligibility. Any active member in good standing of the ILRA shall be eligible to any elective office, provided that the person is qualified under the ILRA Bylaw Section 6.04, above, but no person shall be submitted as a candidate for any office without his consent.

SECTION 9.02: Accredited Voters. Before the opening of polls, the Secretary shall provide a list of the Delegates and Delegates-at-Large as shown by the report of the Committee on Credentials. No Delegate or Delegate-at-Large shall be allowed to vote unless his name appears on the list.

SECTION 9.03: Ballots. Voting on endorsements or for officers of the ILRA shall be by ballot only, unless there is in the opinion of the convention Chairman a motion to hold the vote by standing agreed to by two thirds (2/3) of the voting Delegates and Delegates-at-Large or if the election is unopposed.

SECTION 9.04: Election of National Convention Delegates and Alternates. Any active member in good standing of the ILRA shall be eligible to be elected a Delegate or Alternate to the NFRA National Convention, provided that the person is qualified under Section 6.04, above, but no person shall be submitted as a candidate for any office without his consent.

ARTICLE X. VACANCIES IN OFFICES BETWEEN CONVENTIONS

SECTION 10.01: President. In the event of a vacancy in the office of President occurring between Annual ILRA Conventions, the Vice President, if any, shall also perform the duties of the President, as “Acting” President for an interim period of time to be determined by the ILRA Board of Directors not to exceed six (6) months. If there is no ILRA Vice President or he is unable to perform the duties of the President, when necessary, then the ILRA Board of Directors shall designate by majority vote an “Acting” President to perform the duties of President, if necessary, another individual the ILRA Board of Directors determine for an interim period of time to be determined by the ILRA Board of Directors not to exceed six (6) months. If for any reason the vacancy cannot be filled with an “Acting” President within sixty 60 days, or at the expiration of the “Acting” President’s interim appointment, the President of the NFRA may appoint a replacement from among the membership of the ILRA or any member of the NFRA Board of Directors to serve until a qualified successor may be chosen by an ILRA Convention.

SECTION 10.02: Other Offices. In the event of a vacancy in one or more of the other elected offices or members of the Board of Directors of the ILRA occurring between Annual ILRA Conventions, the ILRA Board of Directors shall appoint a qualified member of ILRA in an “Acting” capacity to fill the vacant office to perform the duties of the other offices or members of the Board of Directors of ILRA. The individual so appointed to serve in an “Acting” capacity shall be another individual the ILRA Board of Directors determine for an interim period of time to be determined by the ILRA Board of Directors not to exceed six (6) months. If more than six (6) months remain on the terms of the elected offices or members of the Board of Directors of ILRA at the time of the vacancy, then the Board of Directors of ILRA shall appoint a qualified member of ILRA to fill the vacant offices or members of the Board of Directors of ILRA for the remainder of the terms after the “Acting” capacity expires. Should the majority of known officers become unable or unwilling to fulfill their roles as officers of the ILRA, the President of the NFRA is authorized to appoint temporary officers and to call an ILRA Convention for the selection of permanent officers and for the general reorganization of the ILRA.

ARTICLE XI. FINANCES

SECTION 11.01: Revenue. The revenues of the ILRA shall be derived from dues, fees, sales of publications and supplies, fundraising activities, and contributions to the work of the ILRA.

SECTION 11.02: Dues. Annual ILRA membership dues may be assessed by the ILRA Board of Directors of ILRA as follows:

- a. The annual ILRA membership dues shall be, *per capita*, and based only on the number of members in good standing. The Board of Directors may set a maximum or minimum

total amount of annual ILRA membership dues. The amount of annual ILRA membership dues shall be determined by two-thirds (2/3) vote of the ILRA Board of Directors, and shall be effective as of the first day of January thereafter. If no amount is prescribed, then the dues shall remain the same as the prior year;

b. All annual ILRA membership dues shall be transmitted to the ILRA prior to the thirty-first day of January (January 31) of each year and shall reflect the membership as of the end of the preceding calendar year;

c. The annual ILRA membership dues payment shall be accompanied by, in an electronic format specified by the Secretary, a full list of the names of the members whose dues are transmitted, as well as a full list of all other members, together with their residential address, their mailing address, their home, business, facsimile and cellular telephone numbers, their e-mail address, where applicable, and notification of any change in officers of any local or regional Republican Assembly, together with their names and contact information;

d. Failure to make timely payment of dues and to provide the accompanying membership list shall result in a doubling of dues if not paid by April 1st. If both this payment and members list are not received by July 1st, then the membership of any individual or charter of any local or regional chapter shall be automatically terminated; and

e. The ILRA Board of Directors shall have the power to create a class of non-dues-paying members. Members of such a class must fulfill all requirements for regular membership, but shall not be entitled to vote or hold office.

SECTION 11.03: Publication Charges. The President shall determine the selling price for ILRA publications.

SECTION 11.04: Other Revenue. The Board of Directors shall have the power to provide ways and means of securing and raising revenues for the purposes of the ILRA and the objectives it may support.

SECTION 11.05: Fiscal Year. The fiscal year of the ILRA shall end on the thirty-first day of December (December 31) of each year.

SECTION 11.06: System of Accounts. An efficient double entry system of accounts shall be maintained.

SECTION 11.07: Disbursements. All disbursements, with the exception of the petty cash account, shall be made solely by check, credit card, debit card, or other electronic means and

shall be pursuant to the ILRA Annual Budget or by a majority vote of the ILRA Board of Directors.

SECTION 11.08: Depositories. The ILRA Board of Directors or the President shall have power to designate the depositories of all funds of the ILRA.

SECTION 11.09: Signatures. The ILRA Board of Directors shall have power to authorize such officers and employees as in its judgment may seem advisable to execute and countersign the checks aforesaid, and to do and perform such other acts as will carry out the purpose and the objectives of this Article. The ILRA Board of Directors provide a fidelity bond for all persons authorized to sign checks, or otherwise handle funds of the ILRA, the cost of said bond to be borne by the ILRA. The President of the ILRA shall hold the bond(s).

SECTION 11.10: Review of Accounts. The President may select, with the approval of the ILRA Board of Directors, a recognized and acceptable accountant who may audit or review the books of accounts of the ILRA annually or at more frequent time periods as prescribed by the ILRA Board of Directors. The Secretary and Treasurer shall submit their books and all other records for inspection and examination whenever required by the ILRA Board of Directors.

SECTION 11.11: Financial Statements. The ILRA Treasurer shall deliver to the Secretary and President of each local or regional Republican Assembly the balance sheet and a statement of receipts and expenditures of the ILRA for the previous fiscal year within thirty days of receipt.

ARTICLE XII. PARLIAMENTARY AUTHORITY

SECTION 12.01: Parliamentary Authority. The latest edition of Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically addressed in the Bylaws of the ILRA or of the NFRA.

ARTICLE XIII. DISSOLUTION

SECTION 13.01. Dissolution. In the event of dissolution of the ILRA, for any reason whatsoever, any residual funds will be transferred or disbursed as follows:

a. Transferred to the NFRA to be held until a new Illinois ILRA chapter is reinstated or a new chapter is chartered.. If the ILRA chapter is not reinstated or a new chapter is not chartered within two (2) years of dissolution, the residual funds become the property of the NFRA; and

b. If the NFRA is willing or able to accept and hold the funds, then they may be used to fund or otherwise benefit other conservative Republican organizations or candidates in accordance with a majority voted of the NFRA Board of Directors.

ARTICLE XIV. BYLAWS

SECTION 14.01: Place and Vote Needed. Amendments to these Bylaws shall be made only at a regular or special Convention of the ILRA by a two-thirds (2/3) vote of the Delegates and Delegates-at-Large present and voting. Proposed amendments shall be submitted to the ILRA Secretary not less than fifty (50) days prior to said Convention, and shall be referred to a Committee on Bylaws for consideration.

SECTION 14.02: Provisional Use. During any period wherein the ILRA's charter has not yet been granted or has been suspended or revoked, or during any reorganization under the ILRA Bylaws, the ILRA shall operate under the proposed State Bylaws adopted by the NFRA Board of Directors, until and unless it has formally adopted bylaws which are certified as consistent with the Bylaws of the NFRA by the NFRA President. During such a provisional period, an organizing meeting of the ILRA shall have power to adopt or amend such bylaws without reference to the normal procedure contemplated in the ILRA Bylaws.

SECTION 14.03: Severability. If any part, article, section or subsection of the ILRA Bylaws shall be held invalid, contrary to state or federal laws, contrary to the Bylaws of the NFRA, or contrary to the rules of the state or national Republican Party for any reason, such holding shall not be construed to impair or invalidate the remainder of the ILRA Bylaws, notwithstanding such holding.

Section 14.04: Gender. In the ILRA Bylaws, the masculine is used generically to apply to both males and females as all elected positions in the ILRA are neutral as to sex.

Section 14.05: Table of Contents and Headings. The table of contents and headings are for organization, convenience, and clarity, and in interpreting the ILRA Bylaws they shall be subordinated to the text.

SECTION 14.06: Publication. At the conclusion of each ILRA Convention where any amendments are made to the ILRA Bylaws, the Bylaws Committee shall cause and supervise the printing of the Bylaws as in effect at the end of that ILRA Convention. The amended Bylaws shall be submitted to the Secretary of the NFRA within fifteen (15) days of the ILRA Convention amending and thereafter made available to ILRA membership.

APPROVED ON THIS 22ND DAY OF JUNE, 2026,
BY THE ILLINOIS REPUBLICAN ASSEMBLY.

ATTEST: Mark L. Shaw
ILRA PRESIDENT

Lisa Ratti
ILRA SECRETARY