

## **SaddleBrooke Republican Club Charter and Bylaws**

Approved by the Membership October 8, 2024

### **Article I – Organization**

1.1 The name of this organization shall be the SaddleBrooke Republican Club, hereafter referred to as the SBRC. The purpose of the SBRC shall be to uphold the principles and policies in the Declaration of Independence, The United States Constitution, and the Republican Party Platform. The Club shall also be a forum for Republicans to:

- A. Elect qualified Republicans to local, state, and federal offices.
- B. Disseminate information to SBRC members and the community.
- C. Provide a forum for Republican Party candidates and policy discussion.
- D. Provide Republican fellowship and conversation.

### **Article II – Membership**

2.1 Members: Membership shall be open to any Republican, Independent, or person not formally affiliated with a party and who holds a valid HOA1 or HOA2 Membership card. No eligible person shall be denied membership because of race, color, religion, gender, sexual orientation, or national origin. Members in good standing, current in dues payment, shall be eligible to vote at any General, Special, or Annual Meeting and to participate in all Club events. All Club business shall be decided by a simple majority vote of those present. There is one vote per dues-paying household.

2.2 Honorary Members: The Board of Directors may extend Honorary Membership to selected individuals. They shall not serve on the Board of Directors nor vote at any General, Special, or Annual Meetings but may participate in all other Club events.

2.3 Annual dues shall be established by the Treasurer and the finance committee and approved by the Board. Dues are for twelve (12) months or any extended period (s) considered appropriate. Dues are payable annually, commencing January of each year. Members may be removed from membership by the Board for nonpayment of dues after 90 days.

2.4 Privacy Policy: The Board shall establish a Privacy Policy to safeguard Members' information, which shall be posted on the Club website. No unauthorized use of the membership roster by the Board, committees, or individuals is allowed. A majority vote of the Board may remove any member that violates this privacy policy.

### **Article III – Club Meetings**

3.1 Members' Meetings shall be held at a location, date, and time the Board decides.

3.2 Annual Meeting: The November meeting shall be designated as the Annual Meeting.

3.3 Quorum: A majority of the present Members in good standing shall constitute a quorum for the business transaction at any General or Annual Meetings of the SBRC. During all open meetings, any person or Member making statements that disrupt, disturb, or impede the orderly conduct of a meeting or who lack civility by making slanderous remarks during a meeting shall be removed. The Board, by majority vote, may revoke the membership of any Member who has been asked to leave a meeting. Special Meetings may be called at any time by the President or by any five (5) Directors of the Board.

3.4 Board meetings and/or Executives Sessions of the Board may be called at the request of the President or any five (5) Directors upon five (5) days' notice to each Director as to the time and place of the meeting. These meetings will be held to discuss personnel or money issues and are for Board Members only and notice to the membership is not needed.

3.5 All Club notices for any reason may be conveyed by e-mail, telephone, text, or regular mail.

#### **Article IV – Board of Directors**

4.1 The Club's governing body is the Board of Directors, hereinafter referred to as the "Board", which includes the following elected officers: President, Vice President, Secretary, and Treasurer.

4.2 The President, with Board approval, shall appoint the following: Membership Director, Program Director, Communications Director, and Event Director, who shall be Members of the SBRC Board. The President, with Board approval, may also appoint up to 4 Members-at-Large to the Board. The At-Large position may be a shared position with Board approval.

4.3 It shall be the duty of the Board to conduct, manage and control the affairs and business of the Club between meetings of the Membership. The Club Board shall meet monthly and/or at the president's discretion.

4.4 A majority of the Club Board present for any meeting shall constitute a quorum.

4.5 Board Member Criteria. Prospective Board members shall meet the following criteria to run and hold office:  
A. Be a member in good standing. B. Employ the skill set for which the applicant has applied or been appointed.

4.6 Term of Office: All Officers of the Board shall be elected for a term of two years and may only serve two terms in the office for which he/she were elected. These terms shall run concurrently. The Appointed Directors of Membership, Program, Communications and Events shall also serve 2-year terms but shall have no term limits.

4.7 The Board members serving at Large shall be appointed for a term of one year and shall be reappointed by the Club President and approved by the Board. Vacancies on the Board of Directors between elections shall be

filled by the Board's appointment. Such appointee shall hold office until the next election cycle and is eligible to run for two terms.

4.8 A Board member being absent from three (3) or more meetings without justifiable reasons shall be removed from the Board by a majority vote of the Board.

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## **Article V – Duties of the Club Directors**

5.1 President: The President shall be the chief administrator of the Club and shall preside over all regular and Board meetings and shall be an ex-officio member of all committees and shall appoint, with Club approval, the chair of all committees. The President shall appoint a committee of three (3) persons from the Members to audit the outgoing Treasurer's books.

5.2 Vice-President: The Vice-President shall aid the President and shall, in his/her absence, perform the duties of the President. The Vice-President shall assume the office of President should the President resign or be removed from office. The new President shall serve in this position until the next Presidential election cycle.

5.3 Secretary: The Secretary shall record the minutes of the regular and special meetings of the Club Board and the Membership. Minutes of the Board meetings, regular meetings, and special meetings shall be signed by the Secretary and approved by the Board. The Secretary shall be responsible for records of the Club, other than those of the Treasurer, and shall be responsible for correspondence as required by the members of the Board.

5.4 Treasurer: The Treasurer is the chief financial officer and shall be responsible for receiving the annual dues of the regular members collected by the Membership Director and funds collected by the Director of Events and other monies, if required, and shall pay all bills owed by the Club. The Treasurer shall present a signed financial report at each monthly meeting of the Board. The Treasurer shall file any papers with the Secretary of State required to be filed by the laws and rules of the State of Arizona for Political Organizations and shall file such periodic reports with the Secretary of State as required by law.

5.5 Appointed Directors by the President and approved by the Board:

A. Membership Director: The Membership Director (and committee) shall manage the recruitment of new Members and membership renewal, collect all membership dues, and forward the fund to the Treasurer for deposit into the Club's bank account. The Membership Director shall also keep the Master Membership Roster and will make the membership roster information available to the other Directors and will be the only Director to amend the Membership Roster.

B. The Program Director (and committee) shall arrange for speakers for the Membership meetings. This Committee will also schedule facility use for general meetings.

C. Event Director: The Event Director (and committee) shall arrange for special events and excursion trips for SBRC Members and schedule facilities for those events and Board Meetings.

D. Communications Director: The Communication Director (and committee) will manage to keep Members and the SaddleBrooke community aware of the activities of the SBRC and encourage participation in the club. This committee will be responsible for (but not limited to) the newsletter, website, press releases, and other vehicles that may become available. The Newsletter Editor and Web Master will be members of this committee.

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E. Advisor to the Club: The immediate Past President of the Club may serve as an advisor to the Club's leadership. This non-voting advisory position to the Board lasts only one year.

5.6 Any Director may be terminated by a majority vote of the Board at an Executive meeting for lack of job performance, rude or disrespectful to other members, or otherwise out of order. The member of the Board who is subject to termination shall not be eligible to vote in any Board vote concerning such action. This meeting is closed to non-Board members.

#### **Article VI – Committees**

6.1 The President, with the approval of the Board, may appoint Ad Hoc committees as needed to conduct the business of the Club effectively.

6.2 The Board shall approve chairpersons of all committees. They shall staff their committees by selecting persons who are Members. Chairpersons may appoint subcommittees to fulfill part of their responsibility.

6.3 The Finance Committee shall consist of the President, Vice President, and Treasurer.

#### **Article VII – The Election Process**

7.1 In August, the President and two Board members shall appoint a Chair of the Nomination Committee for the next term of elected Directors. The Chair of the Nominating Committee shall recruit two other Club Members to participate in the committee.

7.2 The President shall announce the Nominating Committee members at the September Membership meeting. Any interested Members of the SBRC may submit their names to the nomination committee with a short bio. Club members may also nominate members from the Membership to the Nominating Committee for any elective office. All candidates must agree to run for office before submitting their names. To ensure continuity of experience and leadership of the SBRC, all candidates for President shall have served on the Board of Directors of the SBRC or be considered to have equivalent experience within the SaddleBrooke Community.

7.3 At the October Membership meeting, the Nominating Committee shall announce their list of qualified potential candidates by office. Each candidate will be given 5 minutes to speak. Candidates may also pass out their material. The Nominating Committee Chair will also give all information to the Chair of the

Communications Committee and SBRC President for publication. The President will email information to the SBRC Membership.

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7.4 The election shall be held at the beginning of the November meeting. Only members in good standing may vote. In the case of a contested race, the Membership will vote with secret written ballots, and the Secretary and Chair of the Nomination Committee, with one other person, shall collect and count the ballots. At the conclusion of the membership meeting, the President shall announce the ballot count results. If there are uncontested races, the President may opt to ask for a vote by acclamation. A. If an open position does not receive a nomination, the newly elected President and/or Board shall appoint a member for that position.

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7.5 In the case of a pandemic where it is impossible to meet in person, the current Board of Directors will formulate a plan for elections.

### **Article VIII – Fiscal Year and Finance**

8.1 The fiscal year shall be January 1st through December 31st of each calendar year.

8.2 An annual financial review of the Treasurer's books shall be made by a committee of three persons appointed by the President. The financial shall be completed within sixty (60) days after the fiscal year's end and reported to the Club Board at the next regular meeting.

8.3 The Club Board shall approve an annual budget to be available no later than the January meeting of the new fiscal year as presented by the treasurer.

8.4 No single un-budgeted expenditure in excess of \$250.00 shall be made without the approval of the Club Board.

8.5 All checks shall require the signature of the Treasurer or President. Any check for an amount over \$1,000.00 not approved by the Board shall be signed by the Treasurer and President.

8.6 No member of the Club shall receive compensation for the services given.

### **Article IX – Amendments**

9.1 These by-laws may be amended at any General or Annual Meetings by a two-thirds (2/3) majority vote of the Members present and voting provided such amendments shall have been previously submitted to and approved by the Board of Directors and provided further that copies thereof shall have been distributed to the Membership at least ten (10) days before the General or Annual meeting.

### **Article X – Dissolution**

10.1 Dissolution resolution shall be prepared in writing and have the reason or reasons for dissolution. It is in effect, a motion to rescind the by-laws, which requires the same notice and vote as to amend them for its adoption. Dissolution shall not be started until all outstanding debts are satisfied. The President shall direct the

use of any and all assets to satisfy outstanding debts, provided a majority of the Club Membership has authorized the President to do so. No Club funds or assets shall be distributed to any Director or Club member.

10.2 In the event of club dissolution, all assets shall be donated to the Pinal County Republican Committee.

### **Article XI – Parliamentary Authority**

11.1 Robert’s Rules of Order (the most current Edition) and the Standard Code of Parliamentary Procedure shall guide this organization and these by-laws.

11.2 A majority vote of the Board shall resolve matters not covered by these by-laws.

NOTICE: These SBRC By-laws are hereby reissues for public purposes of the Club as the current Bylaws authorized by the General Membership as of October 8, 2024.

Signatures: \_\_\_\_\_

Gloria Wolf, President, SBRC

Date: \_\_\_\_\_

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Debbie Flato, Secretary, SBRC

Date: \_\_\_\_\_