



Bylaws of the Cerritos Republican Club

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CERRITOS REPUBLICAN CLUB

BYLAWS

1. ARTICLE ONE: Name

1.1. The name of this organization shall be the Cerritos Republican Club. Hereinafter referred to as "CRC."

1.1.1. No CRC member or Officer shall give permission for her/his membership or position in the CRC to be used in any manner, including "for identification purposes only," on the letterhead or in any other official publications or documents of any other organization unless such use has been expressly approved by the CRC.

1.1.2. If the CRC is criticized or attacked in the public media on any issue including, but not restricted to, ballot issues or procedures, the CRC Board (hereinafter referred to collectively as the "Board") or its designees are free to respond fully and publicly, addressing any point raised. Any Board authorized communications in response may utilize Club funds and any internal communication media or system, including electronic mail.

1.1.3. No current or former CRC member or Officer shall make a statement or take a public position in the name of the CRC that is contrary to, or creates a misimpression of, a policy or position established by the Board or the CRC membership through referendum. When speaking or taking a public position on their own behalf, or on the behalf of organizations other than the CRC, persons currently associated with the CRC shall avoid giving the impression that they are representing the CRC and endeavor to correct any misimpression in this regard.

2. ARTICLE TWO: Purpose

2.1. The purpose of the CRC is to advance the principles, ideals and polices of the Republican Party and to aid in the election of Republican candidates for public office.

3. ARTICLE THREE: Objectives

3.1. The objectives of the CRC shall be to, but not be limited to:

3.1.1. Promote a wider knowledge of the principles and policies of the Republican Party.

3.1.2. Encourage active membership therein;

3.1.3. Promote an informed electorate;

3.1.4. Increase registration of new Republicans;

3.1.5. Cooperate with the State and County Republican Party in campaign work for the election of Republicans seeking office;

- 3.1.6. Increase the effectiveness of Republicans in the causes of good government through active individual and collective political participation;
- 3.1.7. Publicize and aid activities of volunteers and candidates.
- 3.1.8. Encourage eligible residents to become citizens; and
- 3.1.9. Support fund-raising to finance its activities.

4. ARTICLE FOUR: Membership

- 4.1. All CRC members shall be required to be registered Republicans.
 - 4.1.1. Any Republican interested in advancing the purposes of the Republican Party may become a member. There is no limitation on the number of members authorized.
 - 4.1.2. Membership shall be granted upon written application and submitted in the form and manner specified by the Board. The application shall be accompanied by such dues as established by the Board. The application shall contain such information as the Board may reasonably require.
 - 4.1.3. No member may transfer to another person a membership or any right arising therefrom. Membership shall terminate upon the death or resignation of the person or persons holding the membership or for nonpayment of the annual dues after the grace period, if any, set by the Board.
 - 4.1.4. Verification of applicants' registration shall be through the Los Angeles County Registrar of Voters.
 - 4.1.5. Membership shall be revoked upon reregistration as other than Republican Party .
- 4.2. Members, as such, shall not be personally liable for any debts, liabilities, or obligations of the CRC, and any and all creditors shall look only to the assets of the CRC for payment
- 4.3. All action requiring a vote of the membership shall be decided by vote as provided by Roberts Rules of Order. A quorum for any ballot or for any meeting of the members shall be five percent (5%) of the membership on the date of record set by the Board (except as per Article Fifteen or as otherwise noted in these Bylaws). Each person who is a member on the date of record shall be eligible to vote and shall have one vote on any issue presented to the membership. Voting by proxy shall not be permitted.

5. ARTICLE FIVE: Meetings

- 5.1. All meetings of the Board, general membership or any committee thereof shall be open to attendance by any member of the CRC in good standing, but nothing herein shall prevent the Board or any committee from convening in private, or closed, session for the consideration of any matter; provided, however, the vote or final action shall be taken in open session.

6. ARTICLE SIX: Officers and Chairpersons

6.1. The duly elected officers of the CRC shall be:

6.1.1. President

6.1.2. Vice President

6.1.3. Secretary

6.1.4. Treasurer

6.2. The duly elected chairpersons shall be:

6.2.1. Communications/Public Relations Chair

6.2.2. Membership Chair

6.2.3. Programs Chair

6.2.4. Ways and Means /Fund Raising Chair

6.2.5. Auditor

6.2.6. Editor- The Local Republican

6.2.7. At-Large Board Member (Optional)

6.2.8. At-Large Board Member (Optional)

6.3. Immediate Past President shall be ex-officio member of the Board

6.4. Tenure of Office.

6.4.1. A term of office shall be one (1) year or any part thereof, concurrent with the CRC's fiscal year, and thereafter until his or her successor is elected and qualified.

6.4.2. No elected Officer shall be eligible for election to the same office more than two (2) consecutive terms.

6.5. Officers.

6.5.1. The elected Officers shall fulfill the obligations and responsibilities as set forth in these Bylaws during their term in office.

6.5.2. Number and Qualifications.

6.5.2.1. The authorized number of Officers is the number elected by the General Membership or as may be added by amendment to the Bylaws and which have not withdrawn or been expelled thereafter.

6.6. Non-Liability of Officers.

6.6.1. Officers shall not be personally liable for the debts, liabilities, or other obligations of the CRC and shall be entitled to defense and indemnity by the CRC.

6.7. Resignation

6.7.1. Any Officer may resign at any time by giving written notice to the President with a copy to the Secretary. The resignation shall be effective on the date of notice or any other time specified within the notice, and need not be accepted to take effect.

6.8. Vacancies

6.8.1. Any vacancy caused by an Officer ceasing to serve on the Board shall be filled in the same manner as the original election and/or by 7.6 herein.

6.9. Removal of Officers

6.9.1. The CRC may remove for cause any Officer:

6.9.1.1. Who is determined not to be a registered Republican;

6.9.1.2. Whose conduct is detrimental to the interest of the CRC, and/or upon being absent, without excuse, for three (3) consecutive meetings of the full Board or of any Committee to which the Officer is assigned, or being absent, without excuse, from six (6) meetings of either, during any twelve (12) month period, or upon ceasing to qualify.

6.9.2. To accomplish such removal, the Board shall comply with the following procedures

6.9.2.1. The Officer in question shall be given notice not less than fourteen (14) days prior to any action. This notice shall be:

6.9.2.2. In writing, detailing the time and place of the meeting where such action will be taken; and

6.9.2.3. Mailed to the Officer in question at such address as may appear in the records of the CRC, with a return receipt requested.

7. ARTICLE SEVEN: Board

7.1. The Board shall consist of the duly elected Officers and those identified within Article 6.

7.2. The regular meetings of the Board shall be held at a time and place designated by the Board. The Board shall meet every month unless so voted upon by the Board.

7.3. Special Meetings of the Board may be called at any time by the duly elected President or by a written notice signed by a majority of the Board.

7.3.1. Written notice of such special meetings shall be given to all members of the Board at least twenty-four hours prior to the time of the meeting specified in such notice.

7.3.2. The written notice shall state the place, date and time of the meeting and the business to be

transacted; and no other business may be transacted

7.4. Quorum.

7.4.1. Not less than 50% plus one of the Board, shall constitute the quorum required to conduct the business of the CRC.

7.5. Voting.

7.5.1. Required Vote.

7.5.1.1. The Board may act only by majority vote of a quorum or such greater number as may be required herein or by law.

7.5.2. Proxy and Absentee Votes.

7.5.2.1. The Board may not cast proxy or absentee votes. Each Board Member shall have an equal vote.

7.6. The Board shall have the authority to fill any vacancy(s) among the Officers and Chairpersons, except the President.

7.7. A vacancy in the office of President shall be filled by the Vice President, chosen by the Board.

7.8. The Board shall be entrusted with the governing and management of the CRC and may adopt, from time to time, rules and regulations for the conduct of its meetings of the Board and the affairs of the CRC consistent with these Bylaws and applicable laws.

7.9. Minutes.

7.9.1. The Secretary of the CRC shall cause minutes of all meetings of the Board to be drafted and conveyed to each Officer promptly after each such meeting. Upon approval by the Board, such minutes shall become a part of the official records of the Board.

8. ARTICLE EIGHT: Powers and Duties of Officers

8.1. President

8.1.1. The President shall call and preside at all meetings of the Board; may appoint Officers/Members to standing and ad hoc committees, except as otherwise specified in these Bylaws; shall be an ex-officio member of all committees of which the chair is not a regular Board Member; shall sign all Board contracts, modifications, warrants and other documents evidencing an obligation of the Board, except as such authority may be delegated by specific, written action of the Board in limited circumstances; and shall exercise such other powers and perform such other duties as the Board may from time to time assign.

8.2. Vice President

8.2.1. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and in so acting shall have all the powers of the President. The Vice President shall have such other duties as may be prescribed from time to time by

the Board.

8.3. Secretary

8.3.1. The Secretary shall keep or cause to be kept at the Board's principal office, or at such other place as the Board may direct, each of the following:

8.3.1.1. Minutes of all meetings, proceedings, and actions of the Board, which minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, and the names of Board Members of the CRC present at the Board and committee meetings;

8.3.1.2. A copy of the Bylaws;

8.3.1.3. A record of the Officers names, addresses, and terms of office;

8.3.1.4. Adequate and correct books and accounts of the Board's transactions.

8.3.1.5. Each of the above records shall be open to inspection by any Officer or Member at all reasonable times.

8.3.2. The Secretary shall give, or cause to be given, notice of all meetings of the Board and its committees as required by these Bylaws.

8.4. Treasurer

8.4.1. The Treasurer shall perform all Treasurer and Auditor functions for the CRC.

8.4.2. The Treasurer shall receive, deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the CRC with such depositories as the Board may designate; shall approve all financial reports to the Board summarizing receipts, disbursements, and fund balances; and shall disburse the CRC's funds as the Board may order.

8.4.3. Prepare all required financial forms/documents.

9. ARTICLE NINE: Committees

9.1. Establishment of Committees.

9.1.1. The Board, by resolution, may create standing and ad hoc committees to give advice to the Board on such matters as may be referred to such committees by the Board. Qualified chairpersons may be appointed by the President, subject to the approval of the Board and each such appointee shall serve at the pleasure of the Board.

9.1.2. All members of the CRC shall be eligible for membership of any committees so established.

9.1.3. All committee chairpersons shall be members of the Board.

9.2. Duties

9.2.1. Each committee shall establish its own procedures to perform its duties, subject to Board review and approval. Committee meetings shall be held such that actions taken can be promptly reported to and acted upon by the Board. All committee actions shall be considered recommendations to the Board.

10. ARTICLE TEN: Dues

- 10.1. The annual dues shall be set by the Board. The Board may exempt any member from dues.
- 10.2. The Annual Dues shall be due and payable upon receipt of the annual statement.
- 10.3. The fiscal year of the CRC shall be the calendar year-January 1 through December 31.
- 10.4. In the event that any member's dues remain unpaid more than thirty (30) days from the end of the fiscal year, then written notice of delinquency shall be sent and membership may be canceled after 60 days past due by a vote of the Board.
- 10.5. Dues apply to the current calendar year and shall not be prorated, except as noted below.
- 10.6. New members joining the CRC during the months of September through December will pay the current level of dues, but have their membership extended through the next calendar year.

11. ARTICLE ELEVEN: Roberts Rules of Order

- 11.1. In all its actions and meetings, the Board and committees shall be governed by the most recent edition of Roberts Rules of Order in all cases to which they are applicable and not inconsistent with the Bylaws of the CRC, as interpreted and applied by the President, Chair or a Parliamentarian appointed by the President.

12. ARTICLE TWELVE: Insurance

- 12.1. The Board shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its Officers, committee members and other agents, against any liability asserted against or incurred by a person in such capacity or arising out of the person's status as such.

13. ARTICLE THIRTEEN: Inspection of Records

- 13.1. Every Officer and member shall have the absolute right at any reasonable time to inspect the CRC's books, records and documents of every kind. The inspection may be made in person or by the Officer's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

14. ARTICLE FOURTEEN: Construction of Bylaws

- 14.1. On all questions as to the construction or meaning of these Bylaws and the rules of the CRC, the decision of the Board shall be final, unless rescinded by the General Membership of the CRC.

