

BY-LAWS OF THE ARKANSAS REPUBLICAN ASSEMBLY

**Adopted at Annual Convention – July 9, 2005 – Russellville, AR
Revised at Annual Convention - August 19, 2006**

ARTICLE I Name and Jurisdiction

SECTION 1.01. Name. The name of the organization shall be THE ARKANSAS REPUBLICAN ASSEMBLY, hereinafter referred to as the ARRA

SECTION 1.02. Jurisdiction. The jurisdiction of the ARRA shall be within the state of ARKANSAS as a Chapter of the National Federation of Republican Assemblies.

ARTICLE II Powers

SECTION 2.01. The powers of the ARRA shall be:

- (a) To direct, manage, supervise and control its business, property and funds, and to carry out its objectives.
- (b) To create and charter County Republican Assemblies (CRA) throughout ARKANSAS, and to supervise and coordinate them.

ARTICLE III Objectives

SECTION 3.01. The objectives of the ARRA are:

- (a) To develop a Statewide, intelligent, aggressive and serviceable Republican organization.
- (b) To provide through this organization a practical program for the betterment of the Republican Party within the state of ARKANSAS and of the various political subdivisions of the state of ARKANSAS.
- (c) To assist County Republican Assemblies in improving the public relations of the Republican Party, supporting Republican political campaigns, encouraging public forums and social programs, attracting a greater number of voters to work for advancing the interests of the Republican Party and our country.

ARTICLE IV Composition

SECTION 4.01. The ARRA shall consist of County Republican Assemblies that have been accepted and Chartered by the Board of Directors of the ARRA in the manner provided in Articles V and XI, respectively, of the By-Laws, and which continue to comply with the By-Laws of the ARRA as adopted or amended.

ARTICLE V

Charters

SECTION 5.01. Location. County Republican Assemblies may be formed and chartered, as the By-Laws hereinafter provide, in any county within the state of ARKANSAS. Counties with a population of 150,000 or more may petition the ARRA Board of Directors to permit the formation of additional Republican Assemblies.

SECTION 5.02. Ratification of By-Laws. Every local Republican Assembly, by accepting a Charter from the ARRA, ratifies and agrees to be bound in all things by the By-Laws of the ARRA and amendments thereto.

SECTION 5.03. Charter Applications. A petition for charter that is approved by the ARRA Board of Directors more than sixty (60) days prior to the next ARRA Annual Convention shall entitle the County Republican Assembly to send delegates to the Annual Convention as authorized by Section 13.08 of the By-Laws

ARTICLE VI

Termination of Charter and Membership

SECTION 6.01. Non-payment. Any member County Republican Assembly more than sixty (60) days in arrears for any indebtedness to the ARRA shall be considered not-in-good-standing and may have its Charter and membership herein suspended, or revoked by action of the Board of Directors: that 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 ARRA to the last reported President and Secretary of such County Republican Assembly. The Board of Directors may restore such County Republican Assembly to membership in the ARRA upon payment of its indebtedness.

SECTION 6.02. Non-Attendance. Any member County Republican Assembly that fails for two (2) consecutive years to present a Delegate to the Annual Convention of the ARRA shall be considered not-in-good-standing and may have its Charter revoked by action of the 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 ARRA to the last reported President and Secretary of such County Republican Assembly. The Board of Directors may restore such County Republican Assembly to membership in the ARRA upon showing good and sufficient cause.

SECTION 6.03. Discipline. Any member County Republican Assembly that fails to conform to the By-Laws of the ARRA may have its Charter and membership herein suspended or revoked, or may otherwise be disciplined, by a two-thirds vote of the entire 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 ARRA to the last reported President and Secretary of such County Republican Assembly. County Republican Assemblies shall not incorporate. Acceptance of an ARRA Charter constitutes agreement by the unit that the State Board of Directors has full authority to discipline any subordinate unit for violation of these By-Laws, including the power to suspend or revoke the unit Charter. Officers of a unit whose Charter has been revoked shall turn over all monies and documents properly belonging to said unit to a duly authorized representative of the ARRA Board of Directors at a time and place designated by said representative.

SECTION 6.04. Appeal. If the Board of Directors shall suspend or revoke the Charter of any member County Republican Assembly or shall otherwise discipline any member County Republican Assembly, the Secretary of the ARRA shall send a notice of such action within fifteen (15) days by certified mail to the last reported President and Secretary of said County Republican Assembly.

The said County 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 ARRA, may file with the Secretary of the ARRA written notice of appeal. This appeal shall be considered at the next Convention of the ARRA, unless filed less than ten (10) days prior thereto; in the latter instance, the appeal shall be decided by a two-thirds vote of the Board of Directors at the next Board of Directors Meeting following the Convention of the ARRA.

SECTION 6.05. Resignation. Any member County Republican Assembly may resign from the ARRA by submitting a letter of resignation to the Secretary of the ARRA, if its duties and obligations shall have been fulfilled and if a resolution of resignation shall have been adopted and approved by three-fourths of the active membership of such County Republican Assembly, which resolution shall be certified by the President and Secretary of such County Republican Assembly. Such resignation shall become effective when accepted by the Board of Directors at the next following Board Meeting. The Board of Directors may, upon written application of such County Republican Assembly to the Secretary of the ARRA, reinstate the said local Republican Assembly to membership in the ARRA.

SECTION 6.06. Surrender of Charter. Any member local Republican Assembly that shall for any cause cease to be a member of the ARRA shall relinquish the name "Republican Assembly," shall surrender its membership certificate to the Secretary of the ARRA and shall not thereafter use the name, emblem or insignia of "Republican Assembly" or ARRA in any manner whatsoever.

SECTION 6.07. Termination and Discipline of Member.

(a) Any individual member of the ARRA may have his membership herein terminated, or he may otherwise be disciplined, after a hearing, by two-thirds (2/3) vote at a meeting of the Board of Directors where a quorum is present, whenever said board has determined that the named member has:

(1) Publicly supported or affiliated as a member of a political party other than the Republican Party;

(2) Used his or her name and title as a member of the Republican Assembly or any County Republican Assembly in publicly advocating that the electorate should not vote for the Republican nominee for any elected political office;

(3) using his or her name and title as a member of the Republican Assembly in giving support or to avowing a preference for a candidate of another party for election to an elected public office and where said candidate is opposed by a Republican candidate;

(4) Using his or her name and title as a member of the Republican Assembly in prematurely endorsing (without a vote of the delegates at a regular or special ARRA Convention) candidates running for office in the ARKANSAS Republican Party; or

(5) Otherwise bringing discredit or disrepute upon the ARRA through the violation of laws, misappropriation of Republican Assembly funds or the abuse of Republican Assembly office, 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 ARRA to said member.

- (6) membership terminates automatically for the failure to pay annual dues.
- (b) If the Board of Directors shall terminate membership or shall otherwise discipline any such member, the Secretary of the ARRA shall send notice of such action within (15) days by certified mail to said member. The said 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 ARRA, may file with the Secretary of the ARRA written notice of appeal. This appeal shall be considered at the next Convention of the ARRA, 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 Board of Directors, where a quorum is present, following that Convention of the ARRA.
- (c) Any individual member so terminated from membership in the ARRA shall immediately upon such termination cease to claim membership in, or holding of any office in or official relationship with the ARRA or any Chartered Republican Assembly, and shall also immediately surrender to the Secretary of the ARRA any and all documents, records, emblems, insignia, funds, or other devices or properties of any nature whatsoever. Said terminated member shall not thereafter use the name, emblem, or insignia of "Republican Assembly" or ARRA in any manner whatsoever.

ARTICLE VII

Officers and Directors

SECTION 7.01. Title. The officers and directors of the ARRA shall be a President, Vice President, two (2) National Board Members (one man and one woman), the Immediate Past President, and one (1) District Chairman from each ARKANSAS Congressional District with two (2) or more chartered County Republican Assemblies, a Secretary, a Treasurer, a Chaplain, a Sergeant-at-Arms, and a General Counsel. A District Chairman may be appointed by the President, with approval by the Board of Directors, if less than two (2) Republican Assemblies have been chartered in the Congressional District.

SECTION 7.02. Qualifications.

No member who holds the position of officer or director of the Arkansas Republican Assembly shall miss two or more meetings of the Board of Directors between Annual Conventions, unless such non-attendance is excused by a vote of the Board of Directors. In the event that such member is declared absent for a second time at a meeting of the Board of Directors, held between Annual Conventions, such member's position of officer or director shall automatically terminate, unless such non-attendance is then excused by a vote of the Board of Directors. The press of personal or other business affairs of the officers or directors shall not serve as an acceptable basis for excusing non-attendance.

Any elected public official or paid staff member of any elected public official shall not be eligible to hold the office of President of the ARRA.

SECTION 7.03. Compensation. All of the above-named officers of the ARRA shall serve without compensation.

SECTION 7.04. Staff. The Board of Directors shall have the power to appoint an executive director who shall be a non-voting officer of the Board of Directors, assign duties and responsibilities and establish compensation. The executive director shall hold his or her position at the pleasure of

the Board of Directors and the executive director's compensation shall not be reduced without the consent of the Board of Directors. The executive director, with the consent of the Board of Directors, shall have the authority to hire additional staff, as he deems necessary. The executive director shall act as Assistant Secretary in the absence of the Secretary in any proceeding or function and shall act as Assistant Treasurer in the absence of the Treasurer in any proceeding or function.

SECTION 7.05. Election of Officers. The President, Vice President, the two (2) National Board Members, the Secretary, the Treasurer, Chaplain, and the Sergeant-at-Arms, shall be elected at the annual convention in each odd numbered year in the manner provided in the By-Laws and shall serve for the period of two (2) years and until their successors are elected and qualified.

One District Chairman for each ARKANSAS Congressional District with two (2) or more chartered County Republican Assemblies shall be elected at the annual convention in each odd numbered year by those delegates present and voting from the corresponding Congressional District and shall serve for the period of two (2) years and until their successors are elected and qualified. A District Chairman may be appointed by the President, with approval by the Board of Directors, if less than two (2) County Republican Assemblies have been chartered in the Congressional District.

SECTION 7.06. Vacancies. A vacancy in any of the elected ARRA officers occurring between Annual Conventions shall be filled in the manner prescribed in Article XV of the By-Laws.

SECTION 7.07. Outgoing Officers. At the conclusion of each Annual Convention, outgoing officers shall be empowered to continue to perform their duties only on matters which were initiated and approved prior to the close of the Convention and which matters shall be completed within a fifteen (15) day period following the close of the Convention.

ARTICLE VIII

Duties of Officers and Directors

SECTION 8.01. President. The President shall preside at all Conventions and all meetings of the Board of Directors. He shall be the chief executive officer of the ARRA and shall exercise general supervision over the work and activities of the ARRA. He shall perform such other duties as usually pertain to the office of the President.

SECTION 8.01.1. Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Director may prescribe. He shall attend all meetings of the Board of Directors and all Conventions of the ARRA. He shall provide oversight for the maintenance of membership records and/or database.

SECTION 8.02. National Board Members. National Board Members shall represent the Republican Assembly movement and ARRA to the National Federation of Republican Assemblies (NFRA) and present to the Board of ARRA reports from time to time on the activities of the NFRA. National Board Members may also serve on the Board of ARRA in other capacities excepting that of President but may cast only one vote at said Board meetings..

SECTION 8.03. Secretary. The Secretary shall assist the President and the Board of Directors in conducting the business of the ARRA and shall perform such duties as are specified or implied in

the By-Laws, or as may be assigned by the President or by the Board of Directors. He/she shall attend all meetings of the Board of Directors and all conventions of the ARRA, and shall act as Secretary thereof. He/she shall make an annual report to the Board of Directors at the Annual Convention, which report shall contain all information required by the Board of Directors. The Secretary shall be the custodian of the state Ethics Commission filings for ARRA, and reports pertaining thereto. This officer shall have the responsibility for collecting, assembling, and preserving from the minutes all recorded motions and rulings. He/she shall sign all documents issued by the ARRA whereon his/her signature is required. He/she shall receive correspondence on behalf of the organization and shall originate correspondence to ARRA subordinate units, individual members, and the public in conformity with these By-Laws. He/she shall also keep the Republican Assembly Charters and all material pertaining thereto, and shall report any discrepancy between these and the State ARRA By-Laws to the Board of Directors at its next meeting. The Secretary shall keep the membership records in the manner prescribed by the Board of Directors. Any membership dues that may be received by the Secretary shall be forwarded to the Treasurer within thirty (30) days following receipt.

SECTION 8.04. Treasurer. The Treasurer shall receive all membership monies paid to the ARRA, giving receipts thereof within thirty (30) days. The Treasurer shall provide copies of receipts or certification of receipts for membership monies to the ARRA Secretary within thirty (30) days of receipt of monies. He/she shall also receive all other monies paid to the ARRA and shall deposit the same in such bank or banks as shall have been designated by the Board of Directors and shall disburse said monies upon order of the Board of Directors. He/she shall make a financial report to the Board of Directors at the Annual Convention and at meetings of the Board of Directors, or more often if required by the Board of Directors. The treasurer shall attend all meetings of the Board of Directors and all Conventions of the ARRA. He/she shall produce and file all appropriate financial disclosure reports as required by law with the proper regulatory agencies. He/she shall perform such other duties as are specified or implied in the By-Laws, or as may be assigned by the President or the Board of Directors. The Treasurer shall on at least an annual basis report to the Treasurer of the NFRA the location of all accounts of depository and the account numbers thereof. The Treasurer shall forward annual NFRA membership dues for ARRA members to the Treasurer of the NFRA no later than June 30 of each year.

SECTION 8.05. Chaplain. The Chaplain shall invoke the guidance of God at the beginning of each meeting of the ARRA, shall beg the blessings of God at the close of all such meetings, shall pray daily for the ARRA, its officers and members, shall be responsible for organizing any religious functions of the ARRA, and shall provide godly counsel to its officers, appointees, and members. He shall attend all meetings of the Board of Directors and its Executive Committee, and all conventions of the ARRA.

SECTION 8.05.1. Sergeant-at-Arms. The Sergeant-at-Arms shall carry out orders of the President and perform other services pertaining to the office of Sergeant-at-Arms, including: maintaining order in the areas used for the business of the ARRA, its conventions, its committees and members; supervising the entering and exiting from the meeting areas; and promptly delivering messages.

SECTION 8.06 Immediate Past President. The Immediate Past President shall perform such duties as may be assigned to him by the President or the Board of Directors.

SECTION 8.07. Transfer of Records. At the end of the term of each officer or appointee, it shall be the responsibility of each to assemble and transfer within thirty (30) days to the successor in

office all records, lists, correspondence and other documents as relate to the performance of official duties, including but not limited to ARRA funds, checkbooks and passbooks.

SECTION 8.08. General Counsel. The President shall appoint and the Board of Directors shall confirm the appointment of a General Counsel who shall be a non-voting member of the Board of Directors. The General Counsel shall be a licensed member of the ARKANSAS Bar and a member in good standing of a Republican Assembly. The General Counsel shall serve as legal advisor to the ARRA..

SECTION 8.09. District Chair. The District Chair shall: Promote the chartering of County Republican Assemblies (CRA) in the District; Promote the Arkansas Republican Assembly (ARRA) in the District based on the beliefs and mission statement of the ARRA; Be active in County Republican Assemblies to develop, support and encourage CRA Leadership in the growth of the Chapter and in goal setting and achievement; Identify and recruit qualified candidates for Republican Assembly leadership, RPA party positions and for elective public office; and oversee the development and maintenance of a database that can be utilized to “Get out the vote” (GOTV).

ARTICLE IX Board of Directors

SECTION 9.01. (a) The Board of Directors of the ARRA shall be composed of the President, Vice President, the two (2) National Board Members, and the Immediate Past President, one District Chairman to represent each Congressional District, the Secretary, the Treasurer, the Sergeant-at-Arms, and the Chaplain.

(b) All ARRA Past Presidents in good standing shall be ex-officio members of the Board of Directors without the power to vote.

(c) The President of any Chartered County Republican Assembly shall have all the rights and privileges of the Board of Directors with the exception of the right to vote.

(d) The Executive Director, if the Board of Directors appoints one, shall have all the rights and privileges of the Board of Directors with the exception of the right to vote.

(e) The General Counsel, appointed by the President and confirmed by the Board of Directors, shall be a non-voting member.

SECTION 9.02. (a) Powers and Limitations of Powers. The Board of Directors shall have the control and management of all the affairs, properties, and funds of the ARRA provided however that any County or District Republican political candidate proposed to be voted upon by the electorate shall not be endorsed by the Board of Directors unless (1) there is no Republican Assembly in the district in which an election is being held, or (2) if the Republican Assemblies within such district do not hold a convention to consider endorsing in such election. Statewide and Congressional candidates shall be endorsed only at a regular or special Convention of the ARRA. The Board of Directors may make recommendations, by a two-thirds vote of the members present at any meeting where a quorum is present, concerning State-wide measures proposed to be voted on by the electorate or candidates for office in the ARKANSAS Republican Party, provided however that written notice of such proposed vote is given at least fifteen (15) days prior to the Board Meeting and further that such recommendations are released only in the name of the Board of Directors and not in the name of the ARRA as a whole.

(b) The Board of Directors shall have such powers as are prescribed in these By-Laws; provided further that it shall exercise general control and supervision of all officers and committees of the ARRA and may for good cause and after a hearing, remove any officer or committeeman by a

two-thirds vote of the entire Board of Directors; provided such officer or committeeman shall have been sent by the Secretary of the ARRA 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.

(c) The Board of Directors may pass resolutions concerning legislation and policies, except those excluded in this section, by a two-thirds vote of the members present at any meeting where a quorum is present.

SECTION 9.03. Meetings. The Board of Directors shall meet at such times and places as may be determined by action of the board, by call of the President, or by written request of a quorum of the members of the Board (one third (1/3) of the voting members), provided that there shall be at least two meetings each year, one immediately after the close of the Annual Convention at which it is elected, and the other within seven (7) days prior to the first session of the succeeding Annual Convention. A written notice of the time and place of all meetings of the Board of Directors, except at the close of the Annual Convention, shall be mailed to each Officer, to the Secretary of each Chartered Republican Assembly and to the Chairmen of all Committees by the Corresponding Secretary of the ARRA not less than fifteen (15) days prior to said meetings.

SECTION 9.04. Special Meetings. The Board of Directors may, without meeting together, transact business by mail, e-mail, facsimile, or by conference call of a majority of the Board by voting on questions submitted to them by or with the approval of the President. Fifteen (15) days shall be allowed for the return of the votes thereon by mail, e-mail, facsimile, or unanimously recognized voice of conference call to the Secretary of the ARRA. The voting shall be considered closed at the end of fifteen (15) days, provided that the majority of the members of the Board shall have returned their votes by that time, or it shall be considered closed at any time prior thereto if and when all of the Directors have returned their votes. If, at the expiration of the (15) fifteen-day period, a majority of the Board of Directors has not returned their votes, the measure being voted upon shall be deemed to have failed. Said Secretary must preserve all such ballots until the next meeting of the board of Directors, at which meeting the Board of Directors shall order the disposition of the ballots. In cases where a hearing is required by the By-Laws of the ARRA, voting by mail shall not be permitted unless authorized by a two-thirds vote of all members of the Board of Directors.

SECTION 9.05. Appeal. Any action taken by the Board of Directors may be appealed to a Convention of the ARRA provided that action taking such appeal shall be made by at least one Chartered County Assembly, and notice of such action shall be mailed by such Chartered Assemblies by certified mail to the Secretary of the ARRA within thirty (30) days after such action is taken and at least thirty (30) days prior to the Convention. Upon receiving such notification, said Secretary of the ARRA shall notify the Secretary of each Chartered Republican Assembly of such appeal at least fifteen (15) days prior to the Convention at which such appeal is to be considered.

SECTION 9.06. Quorum. At all meetings of the Board of Directors, one-third of the voting members of the Board shall constitute a quorum for the transaction of all business except in cases where a larger vote is required by the By-Laws.

ARTICLE X

Boundaries and Identification

SECTION 10.01. Republican Assemblies. Each Republican Assembly shall be a county in the state of ARKANSAS, as approved by the Board of Directors of the ARRA, and shall be identified by the county name as set forth in its Charter unless the Board of Directors has thereafter approved subdividing the county into smaller units as described in Section 5.01.

ARTICLE XI Republican Assemblies

SECTION 11.01. Structure. A Chartered County Republican Assembly shall include membership within that county, and shall be the only such Republican Assembly in that territory, provided, however; that counties with a population of 150,000 or more may petition the ARRA Board of Directors to permit the formation of additional Republican Assemblies within said county.

SECTION 11.02. By-Laws. Each Republican Assembly may develop its own By-Laws. County Republican Assembly By-Laws must be in conformance with ARRA By-Laws and NFRA By-laws, and are subject to review by the Board of Directors of the ARRA. Changes to the By-laws of either the ARRA or the NFRA effect a sever ability and amendment to any local By-laws

SECTION 11.03. Qualifications for Membership. Members of each County Republican Assembly shall be those American citizens of good moral character who are registered to vote in Arkansas and are affiliated with the Republican Party. Each prospective member must be accepted under the By-Laws of his County Republican Assembly and must continue to comply with those By-Laws, and must pay such annual dues as may be fixed. The Board of Directors of ARRA shall create or in the absence of such shall serve as a Membership Committee. The Board of Directors may create County Membership Committees, which would be authorized to act as a singular Committee would. There shall be no more County Membership Committees than there are County chapters of the ARRA. A member in good standing shall sponsor all prospective members into membership. The Membership Committee shall consider all applications for membership that are in order and have been duly sponsored. The Membership Committee is authorized to approve or deny membership to any new member subject to the review of the Board of Directors. Upon approval of a membership application by the Membership Committee a new member is welcome to fully participate in the organization. Should the new member receive a negative review of membership by the Board of Directors said member is removed from membership. Denial of membership may be appealed to the next regularly scheduled Convention of the ARRA. Upon a successful appeal the new member is not granted the right to sit as a Delegate at the same Convention. A prospective member who has been a member of ARRA in the past and allowed his dues to lapse shall be subject to the same process as any other prospective member.

SECTION 11.04. Action on Applications. The Board of Directors of that County Republican Assembly shall take action on all applications for membership in each County Republican Assembly 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 ARRA. The Board of Directors of the ARRA may review and reject applications for membership in the same manner that County Republican Assemblies may.

SECTION 11.05. Transfer of Membership. Any active member may transfer his membership from one County Republican Assembly to another at any time. In that event, the Secretary of the

County Republican Assembly to which the member is transferring shall promptly notify the Secretary of the ARRA and the latter shall then notify the Secretary of the Local Republican Assembly from which the member has transferred. Acceptance of the transferred member immediately terminates his membership in his former County Republican Assembly. The member shall pay the difference, if any, between the membership dues of the two County Republican Assemblies involved. The Board of Directors of the County Republican Assembly may decline to accept the transfer of Membership on a two-thirds (2/3) vote thereof. Should the geographical description of a County Republican Assembly consist of a division of an existing Assembly the membership within the new area shall be automatically transferred without the obligation to upgrade membership dues or face the potential for denial of membership at that time.

SECTION 11.06. Honorary Membership. Honorary Members shall be those affiliated Republicans who, by vote of either the Board of Directors of the ARRA or by two-thirds vote of any Local Republican Assembly, are elected to honorary membership in the ARRA.

SECTION 11.07. Officers and Directors. Each County Republican Assembly shall have a President, a Secretary and a Treasurer, plus such additional officers as may be specified in its By-Laws. It may also have a Board of Directors, composed as specified in its By-Laws.

SECTION 11.08. Elections. Each Republican Assembly shall elect its officers and directors, in accordance with its By-Laws, biannually; also, other representatives (Delegates to ARRA Conventions, etc.) shall be so elected.

SECTION 11.09. Meetings. Each County Republican Assembly shall hold at least two (2) meetings each year, at a time and place determined by its Board of Directors or officers, which Board or officers may also prescribe other meetings.

SECTION 11.10. Reports. Each Chartered County Republican Assembly shall submit to the Secretary of the ARRA periodic reports of its membership, together with the names and addresses of its President, Secretary and Treasurer, plus such other information as may be required at such times and in such manner as may uniformly be provided by resolution of the Board of Directors of the ARRA.

SECTION 11.11. Records. The Secretary and Treasurer of each County Republican Assembly shall maintain all records, available for examination by members thereof and by the officers of the ARRA.

SECTION 11.12. Application for Charter. Application for Charter of a new County Republican Assembly shall be made on the standard petition form as adopted by the Board of Directors of the ARRA, which petition shall be signed by at least ten (10) persons eligible for active membership in the prospective County Republican Assembly.

SECTION 11.13. Initial Organization. Upon receipt of an approved petition by the Secretary of the ARRA, the Board of Directors of the ARRA may by resolution approve formation of the new County Republican Assembly and direct, through its accredited representative(s) the organization of said County Republican Assembly.

SECTION 11.14. Conditions for Organization. The organization of the new Republican Assembly shall be completed, under the direction of the accredited representative(s) of the ARRA, provided that the new Republican Assembly shall have:

- (1) Ratified the By-Laws of the ARRA.
- (2) Adopted By-Laws.
- (3) Elected officers.
- (4) Certified to the Secretary of the ARRA that its officers, directors, and members have been instructed in their duties by the accredited representative(s) of the ARRA, that it has held at least one regular meeting as a organized body and has provided a membership list to the Secretary.
- (5) Provided a membership list to the Treasurer of the ARRA accompanied by payment of member dues to ARRA and NFRA.

SECTION 11.15. Completion of Organization. Upon satisfaction of the requirements set forth in this article, the Board of Directors of the ARRA may issue the new Republican Assembly a Charter signed by the President and the Secretary of the ARRA. This Charter shall state the name of the new County Republican Assembly and the date of membership, which shall be the date of acceptance by the Board of Directors of the ARRA.

SECTION 11.16. State Membership. Any person qualified to become a member of a County Republican Assembly but residing in a county in which an Assembly is yet to be chartered may apply for membership in the ARRA without holding membership in a County Assembly if they otherwise fulfill all conditions of membership in the ARRA. Upon the chartering of a County Republican Assembly, members of the ARRA residing within the area served by the County Republican Assembly must transfer their membership within 60 days of being notified by the newly chartered assembly. Until such time as there is more than one Chartered Republican Assembly all members shall be deemed to be members of one statewide Republican Assembly and the state officers shall serve as the local officers. The Board of Directors shall establish dues for statewide ARRA members. Membership dues for statewide ARRA Members shall be paid to the ARRA Treasurer no later than May 31 of each year and are applied for the membership year beginning June 1. Dues received after June 1 will be applied to the remaining membership year ending the following May 31.

SECTION 11.17. Membership Dues. Each County Republican Assembly shall establish annual dues as a requirement for membership. CRA membership dues shall include dues for ARRA and NFRA membership. The Secretary of each CRA shall submit a membership list to the ARRA Secretary and ARRA Treasurer shall be accompanied by the payment of member dues to ARRA and NFRA.

ARTICLE XII Committees

SECTION 12.01. Named by the Board. The Board of Directors shall have the power to name all committees during its term of office, except that it shall name no more than ten (10) standing committees in all. The President and National Board Members working as an Executive Committee shall have the power to appoint all members of the committees. All committees other than sub-committees shall report to the Board of Directors or to the President.

SECTION 12.02. Members Appointed by Executive Committee. The standing committees shall be appointed by the Executive Committee and each shall consist of not less than five (5) members. They shall perform such duties as may be authorized by the Board of Directors. A quorum shall be one-third of the members of the committee or three (3) members, whichever is greater.

SECTION 12.03. Holdover Member. Either the Chairman or some other active member of each committee shall be appointed as a member of such committee in the succeeding two-year term.

SECTION 12.04. Board of Policy Advisors. The Board of Directors shall have the power to establish a Board of Policy Advisors. The purpose of this board shall be to advise the Board of Directors on legislative and public policy issues. As issues present themselves to the Board of Directors, that board shall have the power to submit such issues to the appropriate members of the Board of Policy Advisors for study, review and recommendation. Members of the Board of Policy Advisors shall have no voting power within the ARRA unless they are otherwise members in good standing of a Chartered County Republican Assembly. The Board of Policy Advisors shall not have the power to establish policy for the ARRA, merely make recommendations. The BOPA shall be composed of representatives of organizations sympathetic to the ARRA, known policy experts, issue advocates and others invited by the Board of Directors to sit on the Board of Policy Advisors. Invitations to sit on the Board of Policy Advisors shall be approved by 2/3 vote of the Board of Directors. Appointments to the Board of Policy Advisors shall be subject to review and confirmation by majority vote of the Board of Directors on an annual basis. The Board of Directors may at any time remove a member of the Board of Policy Advisors for reasons deemed appropriate by the Board of Directors. The Board of Directors may make such appointments as specified individuals or as an undesignated representative of a stated organization.

ARTICLE XIII Conventions

SECTION 13.01. (a) Time and Place. A Convention of the ARRA shall be held annually. The Board of Directors shall fix the time and place and each Chartered County Republican Assembly shall be notified thereof at least one (1) month in advance of said Convention.

SECTION 13.02. Special Conventions. Special Conventions may be called by the President with the approval of the majority of the Board of Directors or a majority of the Board or Directors may call a special convention. The call for a special Convention shall specify the subjects to be considered, and no subjects shall be considered that are not so specified.

SECTION 13.03. Call. The Secretary of the ARRA shall mail to the Secretary of each Chartered County Republican Assembly an official call to the Annual Convention at least one (1) calendar month prior to the date of the Convention and to a special Convention at least twenty (20) days prior to the date thereof. In the case of a single statewide Republican Assembly, the President or Secretary shall inform the entire membership regarding the convention and all such members shall be counted as delegates thereto.

SECTION 13.04. Supervision. The Board of Directors shall have full supervision and management of all Conventions of the Republican Assemblies and shall determine official program and order of business at each Convention.

SECTION 13.05. Officers. The officers of each Convention shall be the officers of the ARRA. At or prior to any Convention the President may appoint a Recording Secretary of the Convention to assist the President and the Secretary. The President may appoint a Convention President.

SECTION 13.06. Sergeant-at-Arms. At each duly called Convention or prior thereto, the President shall appoint such assistants to the Sergeant-at-Arms as the President may deem necessary or advisable.

SECTION 13.07. Special Committee. Prior to each duly called Convention the President may appoint a Committee on Credentials, a Committee on Resolutions, a Committee on Nominations and such other committees as the President may deem proper. Members of the Board of Directors of the ARRA may serve on any such special committee as a full and voting member.

SECTION 13.08. Representation. Each County Republican Assembly in good standing chartered by the ARRA shall be entitled to elect Delegates to each Convention of the ARRA as follows: two (2) Delegates by virtue of the Charter held by it; one (1) Delegate for each ten (10) members. A quorum shall consist of one-third (1/3) of delegates attending the Convention. Representation shall be determined by membership totals as reported 60 days prior to the Convention.

SECTION 13.09. Delegates-at-Large. The voting members of the Board of Directors and all Past Presidents in good standing of the ARRA shall be Delegates-at-Large at all Conventions.

SECTION 13.10. Delegates and Alternates. Each Delegate and Alternate shall be elected by the membership of the local unit which he or she represents. Any County Republican Assembly in good standing, at the time of electing its Delegates for a Convention as herein specified, may elect one Alternate for each Delegate. In the event of the substitution of an Alternate for a Delegate, any person designated as an Alternate from the delegation may be substituted for the Delegate and the change shall be reported to the Credentials Committee, and, when such substitution of an Alternate for the Delegate has been made, the Alternate shall continue to act as the Delegate until the returning availability of the Delegate or until close of the Convention. Said Delegates, all Delegates-at-Large, and said Alternates, shall be active members in good standing of the County Republican Assemblies they represent. The Delegates and Alternates shall be elected by such County Republican Assemblies thirty (30) days prior to the date of any Convention and their election shall be evidenced by a certificate duly authenticated by the President and the Secretary of the County Republican Assembly, and such certificate shall be forwarded to the ARRA Secretary and the Credentials Committee so as to be received by that Committee not later than twenty (20) days prior to the Convention.

SECTION 13.11. Registration Fee. The Board of Directors shall establish the registration fee to be paid to the ARRA by all members attending any Convention of the ARRA. The proceeds derived from such registration fees shall be expended under the direction of the Board of Directors. At least two weeks prior to the State Convention, the Committee on Credentials will provide at a nominal fee to all candidates seeking ARRA State Office, Statewide Republican candidates and state proposition committees, a list of all known ARRA Delegates' and Alternates' names and addresses when requested. A notice, stating the amount of the registration fee and giving the Convention program, shall be sent by the Secretary of the ARRA to the Secretary and President of each member Republican Assembly, each state officer, at least twenty (20) days before the date of the Convention. No Delegate, Delegate-at-Large, nor Alternate shall be

entitled to vote in a Convention unless and until his registration fee has been paid. The profit or loss accruing from any Convention shall be borne by the ARRA.

SECTION 13.13. Voting.

- (a) In all voting, a majority shall rule, unless otherwise provided in the By-Laws.
- (b) In all Conventions of the ARRA, each accredited Delegate or Alternate and Delegate-at-Large shall be entitled to cast one vote, as shall be ascertained on the following basis:
 - 1. Each Delegate-at-Large of the ARRA shall have one vote.
 - 2. Each Delegate or Alternate from a County Republican Assembly shall have one vote.
 - 3. There shall be no voting by proxy at any meeting of the Delegates of the ARRA, except that each Chartered County Republican Assembly shall be entitled to one vote by written proxy, signed by its President and Secretary, in the event that none of the duly authorized Delegates and Alternates are able to attend the Convention.
- (c) There shall be no cumulative voting nor shall any delegate-at-large vote as both a delegate-at-large and then again as a delegate or alternate, nor shall there be any voting under a unit rule.

**ARTICLE XIV
Convention Procedure**

Proposed endorsements of candidates, to be voted upon by the electorate statewide, shall be approved only by the affirmative vote of **two-thirds** of the Delegates present and voting at a regular or special Convention of the ARRA. Only one person may be endorsed for a particular office. The procedures for other business of a Convention shall be as determined by adoption of rules. A Rules Committee shall be appointed by the President.

**ARTICLE XV
Vacancies in Office Between Conventions**

SECTION 15.01. President. In the event of a vacancy in the office of President occurring between Annual Conventions, the ARRA Vice President shall become President until the next Annual Convention. At that time the Convention shall fill the remaining term of office.

SECTION 15.02. Other Officers. In the event of a vacancy in one of the other offices of the ARRA occurring between Annual Conventions, the Board of Directors shall elect a qualified member of a Chartered County Republican Assembly to fill the office until the next annual Convention. At that time the Convention shall fill the remaining term of office.

**ARTICLE XVI
Revenues**

Fees, Dues and Other Revenue. The revenues of the ARRA shall be derived from fees and dues, from publications and products, and from contributions to the work of the ARRA. The membership dues shall be determined by the Board of Directors. The Board shall have the authority to raise other revenues on behalf of ARRA as is deemed proper.

ARTICLE XVII

Endorsement of Local Candidates

SECTION 17.01. Two-thirds Vote of a Committee. Endorsements of local/district candidates for public office may be made only by a two-thirds vote at a physical meeting composed of members of all Chartered Republican Assemblies within the district (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 area within which the candidate is to be elected or the officer is to be recalled. Where the particular area has officers of equal rank, lot shall determine the temporary chairman.

SECTION 17.02. Notice of Committee Meeting. Each County Republican Assembly entitled to participate shall be given at least ten (10) days written notice prior to the meeting of the committee, except in cases of urgency, in which case equal notice shall be given to the Presidents and Secretaries of such Republican Assemblies.

SECTION 17.03. Limitations on Endorsing.

- (a) Neither the ARRA nor any chartered County Republican Assembly shall endorse any candidate for any public office, whether partisan or non-partisan, unless such candidate is a duly affiliated member of the Republican Party.
- (b) The ARRA President, upon being notified prior to an election, or between elections, of any alleged infraction of the By-Laws concerning endorsement of candidates or issues 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 ARRA
- (c) Only one person may be endorsed for a particular office.

ARTICLE XVIII

Code of Administrative Provisions

SECTION 18.01. The Board of Directors of the ARRA shall have power to adopt and amend from time to time a Code of Administrative Provisions supplementing and augmenting but not in conflict with the By-Laws of the ARRA. Such code of administrative provisions adopted by the Board of Directors shall be in full force and effect until the next regular Convention of the ARRA at which time the Code of Administrative Provisions may be proposed as a revision to the By-laws.

ARTICLE XIX

Parliamentary Authority

SECTION 19.01. Robert's Rules of Order Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered in the By-Laws of the ARRA or the By-Laws of the NFRA.

ARTICLE XX
Printing of By-Laws

SECTION 20.01. At the conclusion of each Convention where any amendments are made to the By-Laws, the By-Laws Committee shall be charged with the authority and the responsibility to cause and supervise the printing of the By-Laws as in effect at the end of that Convention. Printers' proofs of the By-Laws as amended shall be furnished by the out-going Chairman of the By-Laws Committee to each outgoing member of the By-Laws Committee, and to the newly-elected officers. Each such person shall then make comment and return them to the outgoing Chairman within fifteen (15) days. The outgoing Chairman shall then be authorized with the advice of his committee to cause and supervise the printing and circulation of the By-Laws. The By-Laws shall be dated as of the closing date of the Convention each year.

ARTICLE XXI
Amendments to By-Laws

SECTION 21.01. Place and Vote Needed. Amendments to these By-Laws shall be made only at a regular or special Convention of the ARRA by a two-thirds vote of the Delegates or Alternates and Delegates-at-Large present and voting.

SECTION 21.02. Notice Required and Limitations. Proposed amendments to the By-Laws shall be delivered or mailed to the Chairman of the By-laws Committee at least forty-five (45) days prior to the date of the Convention. The ARRA Secretary shall send a copy of the proposed amendments to the Secretary of each chartered Assembly not less than twenty (20) days prior to the date of the Convention. The By-laws Committee shall have the power to revise the text of such amendments in presenting the same, but shall adhere to the subject matter thereof. The By-laws Committee shall present the amendments to the Convention with a recommendation, either for or against approval.

SECTION 21.03. Severability. If any part, article, section or subsection of these By-Laws shall be held invalid, contrary to state or federal laws, contrary to the By-Laws of the National Federation of Republican Assemblies, or contrary to the rules of the Republican Party state or national for any reason, such holding shall not be construed to impair or invalidate the remainder of said By-Laws, notwithstanding such holding.