

BYLAWS OF THE NORTH SHORE REPUBLICANS

PREAMBLE

These Bylaws are subject to, and governed by, chapter 252 of the Texas Business Organizations Code.

ARTICLE 1 – ORGANIZATION

Section 1.1 Name

The name of this organization shall be “THE NORTH SHORE REPUBLICANS”, hereinafter referred to as “TNSR”.

Section 1.2 Address

The address of this organization shall be established by the Executive Board. Until changed by the Executive Board, the address for TNSR is:

The North Shore Republicans
P.O. Box 4113
Lago Vista, TX 78645

Section 1.3 Membership Area

The membership area of TNSR shall be the North Shore of Lake Travis in northwest Travis County. The boundaries of this area are Lake Travis on the South side, Burnet County to the west and Williamson County to the north and east.

ARTICLE 2 – PURPOSES AND OBJECTIVES

Section 2.1 Purposes

The purposes of TNSR include, but are not limited to, electing Republican candidates to office on the national, state and local levels; recruiting membership in the Republican Party; increasing public awareness of the Republican Party’s position on public issues; and fostering good citizenship in general.

Section 2.2 Objectives

The purposes will be accomplished by implementing the following objectives.

- a) Attract, involve, and educate residents of the north shore of Lake Travis on the political process, upcoming legislation, and elections and events occurring in the nation, state, county and local cities.
- b) Encourage residents to vote for Republican candidates who support conservative values.
- c) Track and seek to hold accountable elected officials and candidates.

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- d) Support the principles, objectives and platforms of the County, State and National Republican Party, the United States Constitution, and the Declaration of Independence as the foundational documents.
- e) Use community outreach to introduce, educate, and reinforce conservative values and encourage residents to vote for Republican candidates.

ARTICLE 3 - MEMBERSHIP

Section 3.1 Eligibility

- a) Members should ascribe to the purposes and objectives of TNSR.
- b) Members must be a resident in the membership area, but others may be admitted upon the approval of the Executive Board and should be registered to vote in Travis County.
- c) Membership applicants may be approved/disapproved by the Executive Board.

Section 3.2 Maintaining Good Standing

- a) To remain in good standing, members must be current on annual dues.
- b) Members must be in good standing to vote on motions during regular meetings and to serve on committees.
- c) Annual membership dues for the current year should be paid no later than January 31 to remain in good standing.
- d) New member dues will be prorated based on the calendar quarter.

ARTICLE 4 - OFFICERS

Section 4.1 Officers

The Members shall elect the following officers:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer

Section 4.2 Elected Officer Term and Limits

- a) All elected Officers terms, shall be for one year and coincide with TNSR fiscal year dates in Article 10.
- b) Following their election or appointment, no officer or chairman may serve in the same position for more than two full consecutive terms.
- c) Appointed officers will serve out the remaining term of the office within that fiscal year.
- d) The Social Media Coordinator shall be appointed by the President and serve at the pleasure of the President.

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Section 4.2.1 Schedule for Nomination and Elections of Officers

- a) At least eight days prior to the September regular meeting, the Secretary shall email or send by USPS the following to each member:
 - 1) List of Officer positions, including descriptions of the duties of each.
 - 2) Current TNSR By-Laws
 - 3) Candidate Application, with a notice that it should be filled out and given to or emailed to the Secretary at the September meeting.
- b) At the September regular meeting, the Nominations Committee will be elected.
 - 1) Nominations for officer positions from the floor at the September meeting will be added to the candidate list.
- c) Candidates will be announced at the October regular meeting.
- d) Voting for the Officers shall be held at the November regular meeting. Nominations may be taken from the floor. The candidate for each position who garners the majority votes shall be considered as elected.
- e) Delivery of Records: All officers and all committee chairmen shall deliver all records, files and properties of TNSR to their successor by the January Executive Board meeting after retiring from office, unless otherwise directed by the President or the Executive Board.
- f) Officers Elect shall be installed at the January regular meeting.

Section 4.2.2 Process for Nomination and Elections of Officers

- a) The Nominations Committee should be comprised of not less than three and not more than five members, at least two of whom shall not be a member of the current Executive Board.
- b) The Nominations Committee members shall be elected by the membership at the September regular meeting. The Nominations Committee shall elect its chairman from one of its own, by the process as stated in Standing Rules.
- c) The Nominations Committee shall report at least one nominee for each office at the October regular meeting. At that meeting, members from the membership in attendance may nominate other candidates to be placed for consideration. Prior consent of the nominee shall be obtained in writing, if absent.
- d) Election Voting Method:
 - 1) If there is only one candidate for an office, election may be by voice vote.
 - 2) If there is more than one candidate for an office, election shall be by ballot. A simple majority determines the winner.
 - 3) A quorum of the membership must be present to vote. Absentee or proxy voting will not be permitted. Voting Members must be a member in good standing.
 - 4) Offices having single candidates will be announced as the winner.
 - 5) Any vacancies will be filled by the Executive Board.

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Section 4.3 Duties of Officers

Section 4.3.1 The President shall:

- a) preside over all meetings of the organization and the Executive Board;
- b) appoint chairmen for all committees as needed;
- c) serve ex officio as a member of all committees except the Nominating Committee;
- d) provide general supervision of the work of the organization;
- e) appoint the Social Media Coordinator; and
- f) appoint members to committees as needed.

Section 4.3.2 The Vice President shall:

- a) perform the duties of the President whenever the President is absent or otherwise unable to serve;
- b) serve ex officio as a member of all committees except the Nominating Committee;
- c) serve as the Program Chairman and schedule speakers-(with Executive Board approval);
- d) oversee legislative education; and
- e) perform such other duties as the President or Executive Board may designate.

Section 4.3.3 The Secretary shall:

- a) keep a factual and unbiased record of the proceedings of all meetings of the organization and the Executive Board;
- b) ensure meeting minutes contain the following:
 - 1) date and time
 - 2) board participants
 - 3) approval of previous minutes
 - 4) motions made and by whom, with second made and by whom and final vote count
 - 5) action items assigned to responsible party
 - 6) any documents introduced (may be attached to the minutes)
- c) prepare the minutes of each meeting in final form and submit the document for review and approval at the next meeting of the Executive Board;
- d) ensure the last regular meeting minutes are available to members after the Executive Board's review, but prior to the next scheduled regular meeting. This communication may be by email or posting under the Member's Only page of the website;
- e) prepare the business correspondence of the organization;
- f) maintain and keep all records for the organization;
- g) ensure members are notified by email (when an email address is provided) one week prior to any event involving a guest speaker, with date/time and location; and
- h) perform such additional duties as may be required of the office.

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Section 4.3.4 The Treasurer shall:

- a) receive and be custodian of all funds of the organization;
- b) pay all bills upon authorization by the President. (Note: Disbursements of \$100.00 or more must have prior approval of the Executive Board before money is committed to be spent. Receipts are required for all disbursements);
- c) present a Treasurer's Report at each Executive Board and regular meeting of the organization to the membership. Copies should be given to each Board member and/or emailed before the Executive Board meeting;
- d) ensure adequate records are available as required by the Texas Election Laws (Texas Ethics Commission) and shall file all reports to the Texas Comptroller of Public Accounts when due;
- e) chair the year-end Financial Review Committee. The Financial Review Committee shall review the fiscal books prior to December 15th at which time the new Treasurer shall submit its report to the incoming Executive Board. Results shall be reported to the general membership at the January meeting; and
- f) upon dissolution of TNSR, ensure the assets are distributed to any Republican candidate(s) or cause of which the current Executive Board has approved.

ARTICLE 5 – EXECUTIVE BOARD

Section 5.1 Board Members

The Executive Board shall consist of the President, Vice President, Secretary and Treasurer. Executive Board Members shall be entitled to one vote each on all matters coming before the Executive Board.

Section 5.2 Duties of Executive Board Members

The Executive Board shall:

- a) be the governing body of TNSR;
- b) transact any necessary business between regular meetings of the Members;
- c) advise the President;
- d) adopt an annual budget;
- e) fill vacancies among elected officers, if not done at regular meetings;
- f) raise funds to support the objectives and goals of TNSR; and
- g) approve appointment of committees and committee chairs by the President.

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Section 5.3 Meetings

- a) The Executive Board shall meet as it determines.
- b) Special meetings of the Executive Board shall be at the call of the President or upon the request of at least three members entitled to vote as an Executive Board member.
- c) Meetings may be in person, by telephone conference calls, or by other electronic means approved by the Executive Board.

Section 5.4 Voting

- a) A quorum of the Executive Board shall be a majority of the Executive Board members entitled to vote as an Executive Board member.
- b) Each Executive Board member shall be entitled to one vote. Proxy voting is not allowed. Voting by email is allowed, provided at least forty-eight (48) hours notice is given to all eligible to vote.

ARTICLE 6 – COMMITTEES

Section 6.1 Committee Chairs

The President may designate and appoint committees of the Executive Board as deemed necessary. Each committee shall elect one member as the Committee Chair.

- a) **The Social Media Coordinator shall:**
 - 1) oversee interactions with the public through implementing content strategies on social media platforms; and
 - 2) analyze engagement data and plan digital campaigns to build community online.

Section 6.2 Standing Committees

The Executive Board may maintain standing committees necessary to advise the board and conduct TNSR business.

Section 6.3 Special Committees

The President may appoint special committees composed of Board members and/or non-Board members for purposes deemed appropriate by the President (e.g., special fundraising events). The term of such committees shall not be more than one year.

Section 6.4 Term of Office

Each member of a committee shall serve a term of one year, unless the committee is terminated sooner or unless a committee member is removed from the committee.

Section 6.5 Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

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Section 6.6 Quorum: Manner of Acting

All acts of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

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Section 6.7 Rules

Each committee may adopt rules for its own purposes which shall not be inconsistent with these Bylaws or with rules adopted by the Executive Board.

ARTICLE 7 - MEETINGS

Section 7.1 Regular Meetings

- a) Regular member meetings shall be held on the second Monday of each month, unless otherwise notified by the President.
- b) Five meetings per calendar year shall be the minimum.

Section 7.2 Regular Meetings of the Executive Board

- a) The regular meetings of the Executive Board shall be held prior to the regular meeting at such time and place as may be determined by the President.

Section 7.3 Meeting Quorum

- a) Quorum for regular Meetings (as defined by these Bylaws) is 25 percent of the current membership in good standing.
- b) Quorum for Executive Board Meetings (as defined by these Bylaws) shall be a majority of the Executive Board Officers.

ARTICLE 8 – PARLIMENTARY AUTHORITY

Rosenberg’s Rules of Order, newly Revised, or the latest edition thereof, shall govern all proceedings except where inconsistent with the Bylaws of this organization.

ARTICLE 9 – AMENDMENTS TO BYLAWS

Section 9.1 Amendment Development, Review and Approval

- a) A committee will be assigned to amend the Bylaws as needed.
- b) Draft amendments to the Bylaws will be reviewed by the Executive Board prior to presenting the proposed amendments to members at a regular meeting.
- c) These Bylaws may be amended at a regular meeting by a minimum of two thirds of total membership present meeting quorum. All Amendments shall pass with a minimum of three quarters vote of the attending members who are in good standing.

Section 9.2 Periodic Review of Bylaws

- a) The Bylaws will be reviewed every 5 years.
- b) A Bylaws Committee will be selected to complete the periodic review in the third quarter of the calendar year.

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ARTICLE 10 – MISCELLANEOUS

Section 10.1 Fiscal Year of TNSR

The fiscal year of TNSR shall be from January 1 to December 31.

Section 10.2 Annual Budget

The Executive Board shall adopt an annual operating budget, which specifies major expenditures by type and amount.

Section 10.3 Books and Records

The Executive Board shall keep correct and complete books and accounting records and shall also keep minutes of the proceedings of its Board.

Members may inspect TNSR books and records as follows:

- a) Member must submit a written request at least seven (7) days prior to the desired inspection date.
- b) The inspection will be conducted during normal business hours under the supervision of an Executive Board Officer.
- c) The Executive Board Officer supervising the inspection shall ensure the records are restored to their original state upon completion of the inspection.
- d) Any costs for copies will be the responsibility of the member requesting the inspection.

Section 10.4 Checks, Drafts, or Orders for Payment

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of TNSR shall be signed by such officer(s) of TNSR and in such manner as shall from time to time be determined by resolution of the Executive Board. In the absence of such determination by the Board, such instruments shall be signed by the President and co-signed by the Treasurer.

Section 10.5 Deposits

All funds of TNSR shall be deposited from time to time to the credit of TNSR in such banks, trust companies, or other depositories as the Executive Board shall select.

Section 10.6 Acceptance of Gifts

The Executive Board may accept on behalf of TNSR any cash contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of TNSR. Prior to acceptance of a significant non-cash contribution, gift, bequest, or devise, the Executive Board shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by TNSR would be consistent with and further the purposes of TNSR.

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Section 10.7 Severability of Clauses

If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

Adoption Certified this day July 10, 2023

President Jeffrey Flauding

Secretary Paul Roberts