

BYLAWS

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ARTICLE I. ORGANIZATION

Section 1.01 Name. The name of the organization shall be the National Federation of Republican Assemblies, hereinafter referred to as "NFRA." The NFRA shall also be known as "The Republican Wing of the Republican Party."

Section 1.02 Jurisdiction. (a) The jurisdiction of the NFRA shall be within the United States of America and its territories.

(b) The NFRA shall consist of the State Republican Assemblies and National Members that have been chartered or accepted by the Board of Directors of the NFRA in the manner provided in the Bylaws and that continue to comply with the Bylaws of the NFRA as amended.

Section 1.03 Powers. The powers of the NFRA shall be: (a) To direct, manage, supervise, and control its business, property and funds, and to carry out its objectives;

(b) To charter State Republican Assemblies, recruit National Members and refer them to State Republican Assemblies, and supervise and coordinate State Republican Assemblies;

(c) Notwithstanding any other provision of these Bylaws, NFRA political action shall concern only matters (1) that relate to geographical or political units larger than the jurisdiction of a State Republican Assembly, or (2) that are within the jurisdiction of a state or territory lacking any State Republican Assembly.

Section 1.04 Purpose. The objectives and purpose of the NFRA are:

(a) To promote the Principles of the NFRA within the Republican Party;

(b) To develop an aggressive and effective national conservative Republican organization;

(c) To provide through this organization a practical program for the betterment of the Republican Party of the fifty states and the territories;

(d) To assist the various State Republican Assemblies in improving the public relations of the Republican Party, supporting conservative Republican political campaigns, encouraging public forums and social events, attracting a greater number of voters to work for advancing the interests of the Republican Party and our country;

(e) To act as a grassroots volunteer organization dedicated to working within the Republican Party to promote the active participation of its members and the election of conservative Republican candidates.

Section 1.05 NFRA Headquarters. The NFRA shall neither have nor establish its National Headquarters within fifty miles of the Capitol of the United States of America.

ARTICLE II. BOARD OF DIRECTORS

Section 2.01 Composition. The Board of Directors of the NFRA shall be composed of the President, the Immediate Past President, the Executive Vice President, the Vice Presidents, the Secretary, the Treasurer, the Assistant Treasurer, the Chairman of the Finance Committee, the Sergeant-at-Arms, the two National Directors from each State, and the President of each State Republican Assembly. Each member shall have one vote. The General Counsel, the Parliamentarian, and the Chaplain shall be members of the Board of Directors without vote.

Section 2.02 Powers. The Board of Directors shall have the control, management, and supervision of all officers and committees of the NFRA and of the affairs, properties, and funds of the NFRA.

Section 2.03 Quorum. At all meetings of the Board of Directors, 25% 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 under these Bylaws.

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Section 2.04 Meetings. (a) The Board of Directors shall meet at such time and place as may be determined by action of the Board, by call of the President, or by written request of twenty members of the Board, provided that there shall be at least two, and not more than four, regularly scheduled meetings each year; except that by three-fifths vote of those present and voting, the Board may instruct or permit the President to call such meetings by audio or video teleconference, provided that at least one physical meeting shall be held each year.

(b) In addition, the Board of Directors shall meet at the place of the Convention within forty-eight hours before any Convention and shall meet within thirty-six hours after any Convention, which shall be deemed the Annual Meeting of the Corporation.

(c) A written notice by mail, electronic mail or facsimile of the time and place of all meetings of the Board of Directors, except for meetings held in conjunction with a National Convention, shall be mailed to each officer and director, to the President of each State Republican Assembly, and to the chairmen of all committees, not less than forty-five days prior to said meetings.

Section 2.05 Transacting Business Without Meeting.

(a) The Board of Directors or its Executive Committee may, without meeting, transact business by mail or electronic mail, by voting on questions submitted to all of them at their last recorded postal address or electronic mail address by, or with the approval of, the President.

(b) Fifteen days shall be allowed for the return of the votes thereon by mail or by electronic mail to the Secretary of the NFRA. The voting shall be considered closed at the end of fifteen days, provided that the majority of the members of the Board or its Executive Committee 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 members of the Board of Directors or its Executive Committee have returned their votes. If, at the expiration of the fifteen-day period, a majority of the Board of Directors or its Executive Committee shall not have returned their votes, the measure being voted upon shall be deemed to have failed. The Secretary shall preserve in written form 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.

(c) In cases where a hearing is required by these Bylaws, voting by mail or electronic mail shall not be permitted unless authorized by a two-thirds vote of all members of the Board of Directors.

(d) The Board of Directors or its Executive Committee may transact business by teleconference (which shall include all form of electronic conferencing, including e-mail) upon five days' notice of its time and contact numbers provided that:

- (1) all participating members may hear and speak,
- (2) a quorum is recorded to be participating, and
- (3) all votes are recorded.

Section 2.06 Resolutions Concerning Legislation. The Board of Directors may pass resolutions concerning legislation and policies by a two-thirds vote of the Board.

Section 2.07 Approval of NFRA Logo. The Board of Directors may approve or amend an official Logo for the NFRA.

Section 2.08 Financial Obligation. Without the approval of the Board of Directors, no officer, appointee, or committee may incur any single financial obligation (meaning any expense or series of expenses for an event, asset, or other set of related purchases) payable by the NFRA for more than Twenty-Five Hundred Dollars (\$2,500.00). Any officer, appointee, or committee that does so without approval shall be responsible for the financial obligation.

Section 2.09 Primary Duties of Regional Vice Presidents. Regional Vice Presidents shall be a primary NFRA contact for state presidents in their individual region. Regional Vice Presidents shall identify potential candidates for new charters in non-chartered states and work to have them chartered, in conjunction with existing state chapter

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Presidents and other NFRA members. Regional Vice Presidents are responsible for responding to any website submissions that are forwarded from NFRA website.

Section 2.10 Executive Committee. (a) Except as hereinafter provided, an Executive Committee, consisting of the President, Executive Vice President, the Vice Presidents, Secretary, Treasurer, and the Chairman of the Finance Committee, shall exercise authority over the NFRA when the Board of Directors is not meeting.

(b) Each member of the Executive Committee shall have only one vote, regardless of the number of positions he holds.

(c) The Parliamentarian, the General Counsel, the Chaplain, and the chairmen of standing committees shall be members of the Executive Committee without vote.

(d) The Executive Committee must be polled and the vote recorded to take action.

(e) Meetings or transaction of business without meetings of the Executive Committee may be called by the President, Executive Vice President, or a majority of its voting members, with five days' notice. Effective notice of meetings or transaction of business without meetings of the Executive Committee shall be transmitted to its members.

(f) A quorum for action by the Executive Committee shall be a majority of its voting members.

(g) The Board of Directors at their next meeting shall receive a report of all decisions made in its name by the Executive Committee and may review and correct any decision that has not been accomplished or executed;

(h) The Executive Committee shall not have the power:

- (1) To revoke a State Republican Assembly's charter;
- (2) To elect or remove an Officer of the NFRA;
- (3) To excuse absences from meetings;
- (4) To determine the number of, or assign the primary duties of, the Vice Presidents;
- (5) To call a Convention or determine its site;
- (6) To determine annual dues;
- (7) To adopt or amend the budget; or
- (8) Accept, by unanimous vote of the members voting, resolutions concerning legislation; or,
- (9) Approve or incur any expenditure in excess of \$2,499.99.

(i) The Executive Committee may vote to suspend the charter of a State Republican Assembly upon evidence that it is in violation of these Bylaws until the next scheduled meeting of the Board of Directors, at which the Board shall vote regarding the status of such charter.

Section 2.11 Automatic Termination. If an officer, appointee, or director of the NFRA is declared absent for a second successive meeting of the Board of Directors, such person's position of officer or director shall automatically terminate, unless such attendance is then excused, at the specific request of the absent officer or director, by the Board of Directors.

Section 2.12 Termination and Discipline of NFRA Officers. (a) The Board of Directors may remove from office or otherwise discipline any officer, appointee, director, or committee member of the NFRA after a hearing, by a two-thirds vote, whenever the Board has determined that the named person has acted in a manner specified in subsection (b), provided that at least thirty days before such hearing or such action, notice of the intended action, notice of the time and place of the meeting, a list of the charges against him, and the grounds and evidence therefore shall have been duly sent by certified mail, return receipt requested, to said person.

(b) The grounds for removal from office shall be that the person:

- (1) registered as a member of a political party other than the Republican Party, or affiliated with a political party other than the Republican Party in those states which do not have voter registration by party;
- (2) used his name and title as a member of the NFRA in public, advocating that the electorate should not vote for the Republican nominee for any elected public office;

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(3) used his name and title as a member of the NFRA to give support or to assert a preference for a candidate of another party or an independent candidate for election to a public office where said candidate is opposed by a Republican nominee;

(4) used his name and title as a member of the NFRA to prematurely endorse candidates running for office in the Republican Party;

(5) abused his office in violation of law or these Bylaws;

(6) failed to perform the duties of his office;

(7) ceased to be a member in good standing of the State Republican Assembly of the state in which he resides, or otherwise ceased to be qualified for his office under the provisions of Section 4.04; or

(8) otherwise brought discredit or disrepute upon the NFRA.

(c) If the Board of Directors shall remove from office or shall otherwise discipline any such officer, appointee, or committee member, the Secretary of the NFRA shall send notice of such action within fifteen days by certified mail to said member.

Section 2.13 Consequences of Removal. Any individual member so removed from office or terminated from membership on the Board of the NFRA shall immediately upon such termination cease to claim membership in, or the holding of any office in or official relationship with the NFRA, and shall also immediately surrender to the NFRA any and all documents, records, emblems, insignias, funds, or other devices or properties of any nature whatsoever. The terminated member shall not thereafter use the name, emblem, or insignia of a Republican Assembly or NFRA in any manner whatsoever. Acceptance of office in the NFRA shall constitute legally-binding acceptance of this provision.

Section 2.14 Appeal of Board Action. Any action taken by the Board of Directors may be appealed to the next Convention of the NFRA provided that such appeal shall be made by:

(a) An officer, appointee, or committee member removed from office by the Board of Directors;

(b) A State Republican Assembly, acting through any officer or Delegate from that organization, the charter of which was revoked, deactivated, or disciplined by the Board of Directors; or

(c) At least one State Republican Assembly, acting through its President or senior officer registered with the Convention.

(d) Notice of such appeal shall be delivered or mailed by certified mail by the appellant to the President of the NFRA within fifteen days after notice of such action is received. An action of the Board of Directors may be confirmed by majority vote of the Convention, which confirmation shall be the first order of business after the adoption of the Rules.

Section 2.15 National Advisory Board. A National Advisory Board of conservative Republican leaders is established, and may be consulted in matters of interest to the NFRA and the national conservative movement. Board members shall be appointed by the President, approved by the Board of Directors, and upon acceptance of appointment, shall be invited to attend NFRA Board meetings and Conventions as guests without vote. The National Advisory Board shall meet at least twice per year, and shall establish a database of conservative contacts and information for the use by State Republican Assembly chapters in order to advance our Purpose..

ARTICLE III. OFFICERS

Section 3.01 Officers, Directors, and Committees.

(a) OFFICERS. The elected officers of the NFRA shall be a President, an Executive Vice President, no more than ten Vice Presidents, a Secretary, a Treasurer, an Assistant Treasurer, and a Sergeant-at-Arms.

(b) APPOINTEES. The appointed officers shall be the chairmen of the Standing Committees, the Chaplain, the Parliamentarian, and the General Counsel.

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(c) **DIRECTORS.** There shall be three directors from each State Republican Assembly, one of whom shall be its President, all of whom shall be voting members.

(d) **STANDING COMMITTEES.** The Standing Committees shall be the Publications Committee, the Technology Committee, the Finance Committee, and the Legal Committee, plus such additional Standing Committees as the Board shall approve. Additional Standing Committees shall be created by explicit stand-alone votes of the Board and may only be abolished by similar means.

Section 3.02 Election of Officers. The Officers of the NFRA shall be elected by the Board of Directors at its National Convention, and shall serve for a term of two years or until their successors are elected and qualified.

Section 3.03 Committee on Nominations & Elections. The Committee on Nominations & Elections shall nominate at least one qualified candidate for each office, shall recommend to the Board at its meeting immediately before the National Convention the number and primary duties of each Vice President, and shall have general charge of the election and the distributing and the counting of the ballots.

Section 3.04 Qualifications. (a) Each officer, each appointee, each director, and each standing committee member shall be a member in good standing of a State Republican Assembly and shall continue as such throughout his term. However, a National Member residing in a state with no chartered State Republican Assembly may be appointed to fill a vacant position and he may continue to serve for a single term of office without membership in a State Republican Assembly, provided that he works diligently to form a new State Republican Assembly in his state.

(b) The President, the Executive Vice President, and the Vice Presidents must each have been a member in good standing of a State Republican Assembly for at least twelve months.

(c) Any active member of a State Republican Assembly in good standing shall be eligible for any office, but no person shall be submitted as a candidate for any office without the consent of such person having been first obtained.

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

Section 3.05 Nominations. The names contained in the report of the Committee on Nominations & Elections shall be considered as placed in nomination. Nominations may also be made from the floor.

Section 3.06 Accredited Voters. All voting members of the Board of Directors as of the opening of the Convention and accredited to the Convention shall be eligible to cast a vote as Delegates-at-Large.

Section 3.07 Voting for Officers. (a) A majority of all votes cast shall be necessary for the election of President.

(b) Among those nominated for an office other than President, the one receiving the highest vote, though less than a majority, shall be elected.

(c) Cumulative voting and unit voting shall not be permitted. For purposes of this section, the following is considered cumulative voting: One person casting more than one vote for a single candidate, even when the election permits casting multiple votes for several candidates for the same office.

(d) Except for offices for which only one candidate is placed in nomination, the voting shall be by secret ballot only.

Section 3.08 Appointees. The appointees shall be appointed by the President and shall serve at his pleasure. Officers of NFRA may be appointed chairmen of any committee.

Section 3.09 Removal of NFRA Directors. Except as provided in Section 3.11, a director representing a State Republican Assembly shall be removed from office in the manner and on the grounds prescribed by the Bylaws of the State Republican Assembly, provided that each State Republican Assembly shall consider removal of one of its directors, if so requested by the Board of Directors.

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Section 3.10 Vacancies. (a) President. In the event of a vacancy in the office of President, the Executive Vice President shall become President for the duration of the unexpired term.

(b) Other Officers. In the event of a vacancy in any other office, the remaining members of the Board of Directors of the NFRA may select a qualified member of a State Republican Assembly (or a National Member residing in a state with no chartered State Republican Assembly) to fill such office for the remainder of the unexpired term. The President may appoint a temporary successor until the selection of a permanent successor.

(c) NFRA Director. In the event of a vacancy in the office of NFRA Director, the State in which the vacancy occurs shall fill said vacancy in accordance with its Bylaws, provided that the successor shall not be the same person who vacated the office until the next NFRA Convention. When a successor NFRA Director has been selected and certified to the Board of Directors of the NFRA by the President or Secretary of said State, that new Director shall take his place on the Board of Directors of the NFRA as a full member.

Section 3.11 Outgoing Officers. (a) The term of each officer shall commence upon the adjournment of the meeting at which he is elected, and shall expire upon the adjournment of the next meeting at which his successor is elected.

(b) At the end of the term of each officer or appointee, it shall be his responsibility to assemble and transfer promptly 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 NFRA funds, checkbooks, and passbooks.

(c) At the conclusion of each 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 day period following the close of the Convention.

(d) Acceptance of office in the NFRA shall constitute legally-binding acceptance of this section.

Section 3.12 Employees. The Board of Directors shall have the power to appoint an Executive Director and other employees or staff, and to determine their compensation and duties, as they deems necessary and appropriate. The day-to-day activities of any employees shall be under the direction of the President.

Section 3.13 Duties of the President. The President shall preside at all Conventions and meetings of the Board of Directors and its Executive Committee. He shall be the chief executive officer of the NFRA and shall exercise general supervision over the work and activities of the NFRA, and coordinate and direct all other officers. He shall perform such other duties as usually pertain to the office of President. The President shall have the authority to approve any single expenditure up to \$1000.00 for the benefit of the NFRA without prior approval, if not otherwise limited by the Board of Directors.

Section 3.14 Duties of the Vice Presidents. (a) Executive Vice President. In the event of the inability of the President to perform his duties, the Executive Vice President shall preside and perform the duties of, and have the same authority as, the President. The Executive Vice President shall also perform such other duties as usually pertain to the office of Executive Vice President or as may be assigned to him by the President or the Board of Directors. His duties shall explicitly include but are not limited to implementation of directives of the Board of Directors or Executive Committee, suggesting improvements and strategy for the advancement of the NFRA, and receiving reports from other executive officers. Responsible for maintaining regular communication with Regional Vice Presidents and providing updates to the President to help create collaboration with the regions and states. Shall create a three person committee whose primary responsibility is to identify and evaluate opportunities for NFRA to achieve national recognition as designated in Section 1.04(b) to develop an aggressive and effective national conservative Republican organization and make recommendations to the Board of Directors or Executive Committee for approval.

(b) Vice Presidents. Each Vice President shall perform such duties as may be assigned to him by the President or the Board of Directors. Each Vice President is tasked with coordinating, growing, and supporting the NFRA in the geographical areas assigned to him.

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Section 3.15 Duties of NFRA Directors. Each NFRA Director shall have the duty of furthering the objectives of the NFRA and promoting the interests of the chartered Republican Assemblies within his State. He shall attend all meetings of the Board of Directors and all Conventions of the NFRA.

Section 3.16 Duties of the Secretary. The Secretary shall assist the President and the Board of Directors in conducting the business of the NFRA and shall perform such duties as specified or implied in the Bylaws, or as may be assigned to him by the President or by the Board of Directors. He shall maintain current and accurate lists of contact information of all members of the Board of Directors, and lists of officers and members of State Republican Assemblies. He shall attend all meetings of the Board of Directors and its Executive Committee and all Conventions of the NFRA, and shall act as Secretary thereof. He shall send and receive all mail and electronic ballots under Section 3.05 of these Bylaws. He shall sign, witness and attest all documents issued by the NFRA, including State Republican Assembly charters. He shall be the custodian of the formative documents of the NFRA and the records pertaining thereto, the Bylaws of the NFRA, the Minutes of the Board of Directors and the Executive Committee, the Code of Administrative Provisions if any, and the charters of State Republican Assemblies. He shall receive all correspondence on behalf of the NFRA and shall maintain a permanent file of all communications sent or received by the NFRA. He shall report on all correspondence received by the NFRA. He shall make available within ten days to any member of the Board of Directors or officer of a State Republican Assembly a copy of the formative documents, the Bylaws, the Minutes of any Convention or meeting of the Board of Directors and its Executive Committee, or the names and contact information of the current members of the Board of Directors. He shall act as historian and archivist of the NFRA.

Section 3.17 Duties of the Treasurer. The Treasurer shall receive from each State Republican Assembly all membership monies paid to the NFRA, giving receipts therefor, and shall keep membership accounts in the manner prescribed by the Board of Directors. He shall receive Membership Reports from State Republican Assemblies, shall give notice of failure to timely pay membership dues, failure timely to make complete reports under Section 5.02 and Section 6.13, or failure timely to pay sufficient membership dues, and shall certify the number of members of a State Republican Assembly as of the 30th day of June preceding each Convention of the NFRA under Section 2.08. The Treasurer shall also receive all monies paid to the NFRA under Section 5.01. He 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 shall receive from any Republican Assembly whose charter is terminated under Section 6.20 or any appointee, or committee member removed from office under Section 3.10 and 3.11 of these Bylaws, any and all documents, records, emblems, insignias, funds, or other devices or properties of any nature whatsoever. He shall attend all meetings of the Board of Directors and its Executive Committee, and all Conventions of the NFRA. He shall make financial report to the Board of Directors at each Convention or more often if required by the Board of Directors. He shall hold the records information regarding the institution of depository of each State Republican Assembly and Local Assemblies as should be required for the purposes of securing that proper assigns of such property as are deposited therein be permitted the proper access thereof. He shall inform such institutions of depository, all State Republican Assemblies, and all Local Assemblies of his status under this section. The Treasurer shall perform such other duties as are specified or implied in the Bylaws, or as may be assigned by the President or the Board of Directors. He shall give bond for the faithful discharge of his duties in such sum as may be required by the Board of Directors, the cost of such bond to be borne by the NFRA.

Section 3.18 Duties of the Assistant Treasurer. The Assistant Treasurer shall have such duties and responsibilities as may be delegated to him by the Treasurer and shall perform such other duties as are specified or implied in the Bylaws, or as may be assigned by the President, the Treasurer, or the Board of Directors. In the event of the inability of the Treasurer to perform his duties, the Assistant Treasurer shall perform the duties of, and have the same authority as the Treasurer. He shall attend all meetings of the Board of Directors and all Conventions of the NFRA. The Assistant Treasurer shall give bond for the faithful discharge of his duties in such sum as may be required by the Board of Directors, the cost of such bond to be borne by the NFRA.

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Section 3.19 Duties of the Sergeant-at-Arms. The Sergeant-at-Arms shall perform the duty of keeping order at all meetings of the NFRA and all Conventions, taking direction from the President and the Board of Directors. He shall act as door keeper and escort at the meetings and Conventions of the NFRA. The President shall appoint Deputy Sergeants-at-Arms as he shall deem necessary for the performance of his duties. He shall convey messages and communications from the President and the Board of Directors to members at meetings or Conventions. He shall attend all meetings of the Board of Directors and its Executive Committee, and all Conventions of the NFRA.

Section 3.20 Duties of the Parliamentarian. The Parliamentarian shall privately advise the President, the chairman of any committee, or the presiding officer of any committee or meeting on the proper interpretation of these Bylaws and the Parliamentary Authority, shall collect, assemble, and preserve from the minutes record of motions and rulings as relate to the interpretation of the Bylaws, shall maintain model local Republican Assembly Bylaws, shall report inconsistencies between state bylaws and NFRA Bylaws, and shall perform such other and further duties as may be assigned by the President or the Board of Directors. He shall attend all meetings of the Board of Directors and its Executive Committee, and all Conventions of the NFRA. If a member of the Bar of his state, the Parliamentarian shall be a member of the Legal Committee.

Section 3.21 Duties of the General Counsel. The General Counsel shall advise the President, Officers, Board of Directors and Convention of the NFRA, in consultation with the members of his committee, concerning matters of law in the United States and any particular state, shall assist in the representation of the NFRA in any legal action, shall supervise the preparation of legal documents for the NFRA, and shall perform such other and further duties as may be assigned by the President or the Board of Directors. He shall be chairman of the Legal Committee. He shall attend all meetings of the Board of Directors and its Executive Committee, and all Conventions of the NFRA.

Section 3.22 Duties of the Chaplain. The Chaplain shall invoke the guidance of God at the beginning of each meeting of the NFRA, shall beg the blessings of God at the close of all such meetings, shall pray daily for the NFRA, its officers and members, shall be responsible for organizing any religious functions of the NFRA, and shall provide godly counsel to its officers, appointees, directors and committee members. He shall attend all meetings of the Board of Directors and its Executive Committee, and all Conventions of the NFRA.

Section 3.23 Duties of the Chairman of the Finance Committee. The Chairman of the Finance Committee shall plan, direct, coordinate, and supervise the fund-raising activities of the NFRA under the guidance of the Board of Directors, shall recommend to the President the appointment of members of the Finance Committee, and shall preside at meetings of and direct the operations of the Finance Committee. He shall attend all meetings of the Board of Directors and its Executive Committee, and all Conventions of the NFRA.

Section 3.24 Duties of the 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. He shall attend all meetings of the Board of Directors and its Executive Committee, and all Conventions of the NFRA.

Section 3.25 Delegation of Duties. Any officer may from time to time or for any period of time, with the written permission of the President dated and filed with the Secretary, delegate in writing, also dated and filed with the Secretary, to another officer or employee of the NFRA all or part of that officer's powers, duties, and authorities under these Bylaws.

Section 3.26 Facsimile Signatures. The facsimile signature of any officer or director of the NFRA may be used in the same manner and with the same effect and validity as the original signature.

Section 3.27 Standing Committees. (a) There shall be a Publications Committee composed of members in good standing of State Republican Assemblies appointed by the President provided that:

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(1) The Board of Directors shall determine all questions of policy and shall have full control over all publications.

(2) Publication committee members shall be qualified in electronic and printed publishing, editorial, advertising, and business matters, which shall appoint editors of official publications and define their responsibilities and authority, fix the compensation of him and his staff, and execute the policies of the Board of Directors with respect to publications of the NFRA.

(3) Publications shall include both printed and electronic publications.

(4) Each State Republican Assembly shall appoint one of its members to act as official correspondent to the official publication. Such correspondent shall make such reports of the Assembly as may be required by the Editor.

(b) There shall be a Technology Committee which shall be composed of members in good standing of State Republican Assemblies appointed by the President which shall advise and assist the officers and committees of the NFRA with respect of technical issues related to the conduct of NFRA business and communications.

(c) There shall be a Legal Committee which shall be composed of one or more members in good standing of State Republican Assemblies who are members of the Bar of the highest court of at least one U.S. jurisdiction, who shall be appointed by the President on recommendation of the President of the State Republican Assembly. The Legal Committee shall advise the officers and Board of Directors concerning legal matters of interest and concern to the NFRA and shall work with other members of the Bar of their respective states to advance the principles and policies of the NFRA. The General Counsel shall be the Chairman of the Legal Committee.

(d) There shall be a Finance Committee which shall be composed of individuals in sympathy with the principles of the NFRA, appointed by the President on recommendation of the Chairman of the Finance Committee and with the consent of the President of the State Republican Assembly, if any, in which the individual is registered. The Finance Committee shall conduct the fund-raising activities of the NFRA prescribed by Section 5.04.

(e) Unless otherwise a voting member of the Executive Committee, the Chairman of each Standing Committee shall be a member of the Board of Directors and of the Executive Committee without vote.

Section 3.28 Special Committees. The President and Board of Directors shall each have the power to establish committees in addition to the standing committees.

Section 3.29 Appointment of Committees. The President shall have the power to appoint and remove in his discretion the chairmen and all members of all committees. Officers, appointees and directors may be chairmen or members of any committee.

Section 3.30 Committee Reports and Quorum. (a) All committees shall report to the Board of Directors or the President. (b) A quorum shall be one third of the members of the committee or two members, whichever is greater.

Section 3.31 Holdover Committee Member. Either the chairman, or, if he is unable to act, some other active member of each committee shall be appointed as a member of such committee in the succeeding year.

ARTICLE IV. FINANCES

Section 4.01 Revenue. The revenues of the NFRA shall be derived from dues, fees, sales of publications and supplies, fundraising activities, and contributions to the work of the NFRA.

Section 4.02 Dues. (a) The Board shall prescribe per capita annual dues to be paid by all State Republican Assemblies to the NFRA. Such dues shall be based only on the number of members in good standing of the State Republican Assembly and any local Republican Assemblies. The Board may set a maximum or minimum total amount of dues required to be paid by State Republican Assemblies. The amount of annual dues shall be determined

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by two-thirds vote of the Board of Directors, and shall be effective as of the first day of January thereafter. If no amount is prescribed, then the dues shall remain the same as the prior year.

(b) All dues shall be transmitted by the State Republican Assembly to the NFRA prior to the thirty-first day of January of each year and shall reflect the membership as of the end of the preceding calendar year.

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

(d) Dues shall double on April 1st for any State Republican Assembly that has not submitted its dues and membership list by that date. A State Republican Assembly shall be automatically terminated if its dues and membership list have not been submitted by July 1st.

(e) Dues for National Members shall be \$30 per year, unless the Board of Directors approves another amount by majority vote. The Board may establish various dues levels and discounts in place of a uniform amount. Any increase or decrease shall not apply retroactively to any National Member who had already submitted the previously-set dues for that year. When a prospective member causes the NFRA to incur extraordinary collection costs, such as bank fees for returned checks, those costs must be paid in addition to the dues before the individual may be a National Member.

(f) The Board of Directors and the President (or any State Republican Assembly acting within its jurisdiction) shall have the power to create a class of non-dues-paying members. Members of such a class must fulfill all requirements for regular membership, but shall not be entitled to vote or hold office.

Section 4.03 Publication Charges. The President shall fix the selling price for NFRA publications.

Section 4.04 Other Revenue. The Board of Directors shall have the power to provide ways and means of securing and raising revenues for the purposes of the NFRA and the objectives it may support, which activity shall be the responsibility of the Finance Committee.

Section 4.05 Permission of State Republican Assembly. No fund-raising by the NFRA, other than that prescribed in Sections 4.02 and 4.03, shall be undertaken within a State in which a chartered State Republican Assembly exists, except:

(a) NFRA Convention-related mailings, recruitment of National Members, and promotions on the NFRA website;

(b) NFRA solicitations to members of that State Republican Assembly who have previously and directly contributed to the NFRA;

(c) NFRA solicitations to individuals in a state who are not reported as members of that state's chartered State Republican Assembly, provided that the names and contact information relating to contributors to NFRA shall be reported to the State Republican Assembly in which the contributor resides on the first day of each calendar quarter.

(d) Where the President of that State's Republican Assembly authorizes in writing the particular NFRA fund-raising activity or solicitation from a particular list or category; but if no response is given to a request for such authorization, permission shall be deemed granted upon the passage of ten days following said State President's receipt of such request by certified mail, or upon receipt by the NFRA President of his certified letter making such request returned undeliverable where said letter was correctly mailed to the last address on record with the NFRA. One hundred percent of the gross revenue raised in a state, except where permitted hereunder, shall be paid by the NFRA to that State's Republican Assembly.

Section 4.06 Fiscal Year. The fiscal year of the NFRA shall end on the thirty-first day of December of each year.

Section 4.07 System of Accounts. An efficient double entry system of accounts shall be maintained.

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Section 4.08 Budget. Prior to the close of each fiscal year, the Board of Directors shall adopt a budget making appropriations therein for the ensuing year. Each budget shall specify the purpose and amount of each appropriation, and shall include a statement of the estimated revenues of the NFRA for such annual period and the sources thereof. Any budget adopted by the Board of Directors may be accepted or rejected in whole or in part or substitutions and additions made, at the discretion of the Board of Directors.

Section 4.09 Disbursements. All disbursements, with the exception of the petty cash account, shall be made solely by check.

Section 4.10 Depositories. The Board of Directors shall designate the depositories of all funds of the NFRA.

Section 4.11 Signatures. The Board of Directors shall have the power to authorize such officers and employees as in its judgment may seem advisable to execute and countersign the checks aforesaid, and to do and perform such other acts as will carry out the purpose and the objectives of this Article. The Board of Directors shall provide a fidelity bond for all persons authorized to sign checks, or otherwise handle funds of the NFRA, the cost of said bond to be borne by the NFRA. The President of the NFRA shall hold the bond(s).

Section 4.12 Review of Accounts. The President shall select, with the approval of the Board of Directors, a recognized and acceptable accountant who shall audit or review the books of accounts of the NFRA annually or at more frequent time periods as prescribed by the Board of Directors. The Secretary and Treasurer shall submit their books and all other records for inspection and examination whenever required by the Board of Directors.

Section 4.13 Financial Statements. The NFRA Treasurer shall deliver to the Secretary and President of each State Republican Assembly the balance sheet and a statement of receipts and expenditures of the NFRA for the previous fiscal year within thirty days of receipt.

ARTICLE V. STATE REPUBLICAN ASSEMBLIES

Section 5.01 State Republican Assemblies. Each State Republican Assembly shall be situated within one State within the United States of America, and shall be identified by its name in its charter. Each State Republican Assembly shall include the entire territory of the State within its boundaries and only one chartered State Republican Assembly can be in existence in each State at one time.

Section 5.02 Territorial Republican Assemblies. Territorial Republican Assemblies may be formed and chartered in any Territory or Jurisdiction of the United States of America. All provisions in these Bylaws applicable to State Republican Assemblies and their members apply also to Territorial Republican Assemblies and their members.

Section 5.03 Application for Charter. Application for charter of a new State Republican Assembly shall be made on the standard petition forms which petition shall be signed by at least fifteen persons eligible for active membership in the prospective State Republican Assembly.

Section 5.04 Initial Organization. Upon receipt of a petition by the NFRA, the Board of Directors or the President of the NFRA may approve formation of the new State Republican Assembly and direct through its accredited representative(s) the organization of said Republican Assembly.

Section 5.05 Conditions of Organization. The organization of the new State Republican Assembly shall be completed under the direction of the accredited representatives of the NFRA; provided that the new State Republican Assembly shall have:

- (a) Ratified the Statement of Principles and the Bylaws of the NFRA;

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- (b) Adopted its own Bylaws;
- (c) Elected its own president, secretary, and treasurer;
- (d) Reported the name, and contact information of each of its members as prescribed by Section 5.02(d);
- (e) Certified to the NFRA that it has held at least two regular meetings of its governing board.

Section 5.06 Completion of Organization. Upon satisfaction of the requirements set forth in this Article, the Board of Directors of the NFRA may issue to the new State Republican Assembly a charter signed by the President of the NFRA under the seal of the NFRA. Unless otherwise prohibited by state law, this charter shall state the name of the new State Republican Assembly and the date of charter, which shall be the date of acceptance by the Board of Directors of the NFRA.

Section 5.07 Review of Charters. At the meeting of the Board of Directors immediately before the National Convention, the Board shall determine whether one or more of the grounds specified in Section 5.20(b) exists with respect to any State Republican Assembly, and if it so finds, shall revoke or deactivate that State Republican Assembly's charter.

Section 5.08 Ratification of Bylaws.

- (a) Each State Republican Assembly, by accepting a charter from the NFRA, ratifies and agrees to be bound in all things by the Bylaws of the NFRA and amendments thereto.
- (b) Each State Republican Assembly, by accepting a charter from the NFRA, agrees that the NFRA has full authority to discipline any State Republican Assembly for violation of these Bylaws, including the power to deactivate or revoke the State Republican Assembly charter and to recover and control the use of the name and style "Republican Assembly," "Republican Wing of the Republican Party," and any other good will of the NFRA.
- (c) Prior to the adoption of its own bylaws by a new State Republican Assembly, the NFRA Model State Bylaws shall control its operations, provided that such State Republican Assembly's right to adopt its own bylaws at the time of its initial organization shall supersede the Model State Bylaws provision regarding amendments; and in the event that a chartered state's bylaws fail to address an issue essential to its functioning, the relevant provision in the Model State Bylaws shall apply. The Executive Committee shall have power to adopt or amend the Model State Bylaws.

Section 5.09 Officers and Directors. Each State Republican Assembly shall have a President, a Secretary, and a Treasurer, a legal counsel and such additional officers and members of its governing board as may be specified in its Bylaws.

Section 5.10 NFRA Logo. Each State Republican Assembly shall include on their letterhead, website, regular newsletters, and membership recruitment material, either the NFRA Logo or the words "chartered affiliate of the NFRA" (which may be abbreviated or spelled out), and, in all electronic communications, a link to the NFRA website.

Section 5.11 Elections. Each State Republican Assembly shall elect its officers and members of its governing board in accordance with its Bylaws.

Section 5.12 Endorsement Meeting. Each State Republican Assembly shall meet at such time as may be expedient under its state elections laws, for the purpose of considering the endorsement of candidates for public office and for the advocacy or opposition to public initiative votes as provided by Section 7.02. Any candidate endorsement by a State Republican Assembly, in compliance with the rest of these rules, shall carry the endorsement of the National Federation of Republican Assemblies.

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Section 5.13 Reports. Each State Republican Assembly shall submit to the NFRA a copy of all calls to any Convention of their State Republican Assembly, and on the thirtieth day of June of each year, and within thirty days after any change:

- (a) the names and contact information of their elected officers;
- (b) a copy of their bylaws; and
- (c) pursuant to Section 5.02(d), the names and contact information of their members;

Section 5.14 Records. All records of each State Republican Assembly shall be maintained by the Secretary and Treasurer of that Republican Assembly, or such other officer designated by the Bylaws of the State Republican Assembly, and shall be available for confidential examination by an officer of the NFRA.

Section 5.15 Qualifications for Membership. Members of each State Republican Assembly shall be those American citizens of good moral character:

- (a) who have accepted the Principles, Beliefs and Objectives of the National Federation of Republican Assemblies;
- (b) who have been accepted to membership under the Bylaws of their State Republican Assembly and continue to comply with those Bylaws;
- (c) who are registered with the Republican Party in the State and geographical area of any local Republican Assembly, except in those states which do not require registration by Party and, in that case, who are registered voters and identify exclusively with the Republican Party.

Section 5.16 Minimum Required Membership. (a) Effective on the date of its first filing under Section 5.02(d), each State Republican Assembly shall have and maintain no less than fifty dues-paid members.

(b) Effective on the date of its second filing under Section 5.02(d), but in no case prior to 2011, each State Republican Assembly shall have and maintain no less than seventy-five dues-paid members.

(c) Effective on the date of its third filing under Section 5.02(d), but in no case prior to 2012, each State Republican Assembly shall have and maintain no less than one hundred dues-paid members.

Section 5.17 Local Assemblies. Subdivisions or units of each State Republican Assembly may be established pursuant to the Bylaws of the respective State Republican Assembly and shall abide by the provisions of Sections 5.18 through 5.19.

Section 5.18 Local Territory. A local Republican Assembly shall include membership within a reasonably coherent geographical area (city, town, community, county, legislative or congressional district, or combination of multiple such contiguous areas) within that State and shall be the only such local Republican Assembly in that territory.

Section 5.19 Local Bylaws. Each local Republican Assembly shall adopt its own Bylaws in accordance with the requirements of the State Republican Assembly, provided that all local Republican Assembly Bylaws must conform to the NFRA Bylaws and are subject to review by the Board of Directors of the NFRA.

Section 5.20 Termination of Charter. (a) In addition to the automatic termination provision contained in Section 5.02(d), the Board of Directors may revoke, deactivate, or discipline a State Republican Assembly, by two-thirds vote of those present and voting, for one or more of the grounds specified in Section 5.20(b), provided that, at least thirty days before such action, notice of said grounds shall have been duly sent by certified mail to the last reported President and Secretary of such Republican Assembly.

(b) Grounds for revocation, deactivation, or discipline of a charter shall be:

- (1) Being more than sixty days in arrears for any indebtedness to the NFRA, including annual dues;

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(2) Failure of any member of the State Republican Assembly to register at two consecutive NFRA Conventions;

(3) Failure without excuse for three consecutive meetings of the Board of Directors for a state to have any representation present;

(4) Failure to transmit before the thirtieth day of June of any year, the annual dues required, an officer report, and a membership report for all of its members, the number of which shall not be fewer than the number required by these bylaws.

(5) Violation of or failure to conform to these bylaws regarding Endorsements ;

(c) Appeal of termination or discipline under Section 3.12 shall not suspend the action of the Board of Directors.

(d) The Board of Directors may restore any State Republican Assembly upon the cure of the grounds for termination or discipline, other than a violation of Article Eight of the NFRA Bylaws.

(e) Deactivation of a charter shall automatically remove from office the officers and directors of the State Republican Assembly and vest all their powers, property, and use of name and insignia, in a trustee designated by the NFRA President or in the NFRA President himself. Deactivation may require the adoption or re-adoption of its Bylaws, and may affect the charter of a local Republican Assembly and the membership of any member of a State Republican Assembly.

(f) In the event of a simultaneous vacancy in all three of a state's National Director positions, for whatever reason, or in the event that a state's duly-elected officers fail or refuse to call a state Convention necessary for the election of new officers by the end of the time required by such state's bylaws, the NFRA President shall have power to convene a state Convention for the purpose of bringing the state back into compliance with its own Bylaws and these Bylaws.

Section 5.21 Resignation. Any State Republican Assembly may resign from the NFRA by submitting a resignation in writing to the NFRA, if its duties and obligations shall have been fulfilled and if a resolution of resignation shall have been adopted and approved by two-thirds of the active membership of such Republican Assembly, which resolution shall be certified by the President and Secretary of such Republican Assembly. Such resignation shall become effective when accepted by the Board of Directors at the next Board meeting. The Board of Directors may, upon written application of such State Republican Assembly to the NFRA, reinstate the Republican Assembly to membership in the NFRA.

Section 5.22 Consequences of Termination. Any State Republican Assembly, which for any cause shall cease to be an affiliate of the NFRA, shall relinquish the name of Republican Assembly, shall surrender its charter certificate to the NFRA, and shall not thereafter use the name, emblem, or insignia of the Republican Assembly or NFRA in any manner whatsoever, including the phrase "Republican Wing of the Republican Party." Acceptance of a charter shall constitute legally-binding agreement by the State Republican Assembly to this provision.

Section 5.23 Provisional Chartering. (a) The President is authorized to provide a provisional charter to a state Republican Assembly in states or territories which do not have a chartered Republican Assembly. Such provisional charter must otherwise fulfill all requirements of these Bylaws regarding a State Republican Assembly and such charter must be affirmed by at least one other member of the Board of Directors. Provisionally-chartered State Republican Assemblies may fully operate as the Republican Assembly of their state, having all rights and privileges of a state Republican Assembly, except that its National Directors may not vote in the Board of the NFRA until its charter is formally accepted by the Board. Such Provisional Charter shall expire upon the conclusion of the next meeting of the NFRA Board of Directors.

(b) Additionally, the President is authorized to appoint interim officers within such states and territories which do not have a chartered Republican Assembly. Such interim officers may act on behalf of the NFRA to bring about the establishment of a chartered Republican Assembly. Such states shall make no endorsements in the name of the NFRA, nor shall any reference to "Republican Assembly" be used in the endorsement of any candidate or public policy issue (other than those explicit in the Beliefs, Principles and Objectives of the NFRA or those of formally

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adopted resolutions of the NFRA) by any interim officer. Interim officers are not presumed to be the officers of a Republican Assembly upon the chartering or provisional chartering of a State Republican Assembly.

ARTICLE VI. NATIONAL MEMBERS

Section 6.01 National Members. (a) Individuals may join the NFRA directly as National Members, without first joining a chartered State Republican Assembly. To be a National Member, an individual must be an American citizen of good moral character who is legally registered to vote. National Members must agree to abide by the NFRA Bylaws, publicly identify with the Republican Party, and respect the principles of the NFRA.

(b) To become a National Member, an eligible person must submit a completed membership form or its electronic equivalent and the appropriate dues to the Secretary or to such other officer(s) as may be assigned for this purpose by the President or Board of Directors.

Section 6.02 Referral. The NFRA shall automatically refer National Members to the President and to the appropriate membership officer of the chartered State Republican Assembly of the state where the National Members, if such chartered organization exists.

Section 6.03 Acceptance by State Republican Assemblies. (a) Chartered State Republican Assemblies may accept or reject National Members as members of their state organizations, according to their own rules and practices. If a State Republican Assembly chooses to accept a National Member as a member, it shall notify the NFRA Secretary in writing and the individual shall cease to be a National Member and shall be treated as a member of that State Republican Assembly for all purposes under these Bylaws. The NFRA may retain the dues collected from National Members but, upon written request, the NFRA shall offer a credit against future dues payments from any State Republican Assembly that has accepted a National Member, which credit shall be equal to the per capita annual dues paid to NFRA by State Republican Assemblies.

(b) A National Member who is rejected as a member of the chartered State Republican Assembly shall remain a National Member so long as the individual remains in good standing with NFRA and continues to pay the appropriate dues.

Section 6.04 Discipline and Resignation. By joining as National Members, individuals shall be deemed to have agreed to be bound in all things by these Bylaws, as interpreted by the NFRA Board of Directors. The Board of Directors shall have authority to revoke the membership of National Members or otherwise discipline them by majority vote, provided that each National Member shall be entitled to thirty days' written notice of the grounds for such discipline and the Board meeting at which it shall be considered. Notice may be waived and physical presence at the Board meeting shall always constitute waiver of notice. A written resignation by a National Member shall be accepted automatically, without action by the NFRA.

ARTICLE VII. ENDORSEMENTS

Section 7.01 National Endorsements. (a) The NFRA shall not, either in Convention or by its Board of Directors, endorse a candidate for any office, including that of President of the United States, except that the Board of Directors by a two-thirds majority at a meeting of the Board, the Executive Committee by unanimous vote of its entire membership, or the National Convention by a two-thirds majority of Delegates voting may vote to endorse:

(1) candidates for national office within the Republican Party, including: officers of the Republican National Committee, the leadership in the U.S. House of Representatives or Senate, and national officers of other Republican Committees and support groups; and

(2) candidates or public initiatives in those states in which no chartered State Republican Assembly exists. Such endorsements may be withdrawn by the same variety of means by which they can be made.

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(b) All endorsements of a Presidential candidate shall be made only by the chartered State Republican Assemblies at a time after the NFRA National Convention which shall be held in the year preceding the Presidential election.

(c) Notwithstanding the foregoing, at the National Convention of the NFRA held in the year preceding a Presidential election, the voting Delegates may, by the affirmative vote of two-thirds of the Delegates present and voting, express a preference for one of the candidates for the Republican Presidential Nomination. Any such preference expressed shall be advisory, and not binding, on any State Republican Assembly.

(d) The President, even in his individual capacity, shall not endorse any candidate for the office of the President of the United States prior to the conclusion of the aforementioned Convention of NFRA.

Section 7.02 Endorsements by State Republican Assemblies. (a) Neither the State Republican Assembly nor a chartered local Republican Assembly shall endorse any candidate for any public office, whether partisan or nonpartisan, unless such candidate is a duly-registered member of the Republican Party, or in a state where there is not registration by party, unless such candidate publicly identifies with the Republican Party.

(b) State Republican Assemblies may allow candidates endorsed to use the moniker “Republican Wing of the Republican Party” during the term of the campaign in which the candidate was endorsed and during the term of office for which the candidate was endorsed if elected. Such moniker is otherwise restricted in use to the NFRA and chartered state Republican Assemblies in good standing.

(c) Only one person may be endorsed for a particular office and any endorsement made must be by a two-thirds vote of those eligible to vote and voting.

(d) Endorsements properly made by a State Republican Assembly may be construed as carrying the endorsement of the National Federation of Republican Assemblies, except in the case of the President of the United States.

ARTICLE VII. CONVENTIONS

Section 8.01 National Convention. National Convention. A Convention of the NFRA shall be held once every second year (in odd-numbered years) between July 1 and November 30. The President shall fix its time and place within the city and date chosen by the Board of Directors. The Board of Directors shall hold a vote to preliminarily select a site. Each State Republican Assembly shall be given sixty days to comment after the preliminary selection. After sixty days, the site shall become the final selection unless objection is raised, in writing sent to the Secretary, by no less than 25% of the board of directors. If such objection is raised, a meeting must be held within 30 days to approve a final selection by majority vote.

Section 8.02 Special Conventions. In case of an emergency, special Conventions may be called by the Board of Directors, or by the President with the approval of the Board of Directors. 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 8.03 Call To Convention. The NFRA shall mail, e-mail, or fax to each member of the NFRA Board of Directors an official call to the NFRA Convention at least ninety days prior to the date of the Convention, or in the case of a Special Convention, at least thirty days prior to the date thereof.

Section 8.04 Supervision. The Board of Directors shall have full supervision and management of all Conventions of the NFRA.

Section 8.05 Officers. The Officers of the NFRA shall be the officers of each Convention.

Section 8.06 Convention Committees. (a) At least sixty days before any Convention, the President shall appoint a Committee on Credentials, a Committee on Rules, a Committee on Bylaws, a Committee on Resolutions, and a

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Committee on Nominations & Elections and such other committees as the President may deem proper, each to consist of at least three members. No State may have more than one member on each Committee, except that the President may appoint two members from the state in which the Convention is to be held, and that the President shall serve as an additional ex-officio member of each committee without counting against his state's limit.

(b) The Committee on Credentials shall receive and consider the credentials of Delegates and Alternates from State Republican Assemblies, shall report and accredit to the Convention the names of all registered Delegates-at-Large, Delegates, and Alternates from each State Republican Assembly, and shall perform such other duties as prescribed in these Bylaws.

(c) The Committee on Rules may recommend to the Board of Directors the Convention's Order of Business and any supplemental rules it deems appropriate.

(d) The Committee on Bylaws shall make recommendations to each Convention regarding any amendments and revisions to the Bylaws, and shall perform the duties prescribed by Section 10.05.

(e) The Committee on Resolutions shall consider all resolutions referred to it under Section 2.16, shall report all resolutions submitted to the NFRA President more than ten days before the Convention, and shall recommend to each Convention resolutions for adoption.

(f) The Committee on Nominations & Elections shall recruit qualified candidates for NFRA offices and perform the duties prescribed in Article IV.

Section 8.07 Committee on Arrangements. The Committee on Arrangements shall be appointed by the President at least one hundred twenty days before each regular Convention, which committee may create subcommittees and shall have responsibility for organizing and conducting the Convention of the NFRA under the supervision of the President and the Board of Directors.

Section 8.08 Representation. Each State Republican Assembly that is in good standing shall be entitled to elect Delegates to the National Convention as follows:

(a) ten Delegates by virtue of its charter;

(b) one Delegate for the first fifty members and one Delegate for each additional fifty members or major fraction thereof;

The number of members on which the Delegate allocation shall be determined based on the number of members whose names, contact information, and other identifying information had been received from each State Republican Assembly by the 30th day of June of the year of the convention. In no event may a State Republican Assembly not pay yearly dues that equate to at least the number of members reported to the NFRA for the purposes of the convention.

Section 8.09 Delegates-at-Large. The voting members of the NFRA Board of Directors and all NFRA Past Presidents shall be Delegates-at-Large at all Conventions, and shall not be counted against the number of Delegates allocated to each state.

Section 8.10 Delegates, Alternates, and Honorary Delegates. (a) Delegates, Delegates-at-Large, Honorary Delegates, and Alternates shall be National Members or active members in good standing of the chartered State Republican Assemblies that they represent.

(b) Chartered State Republican Assemblies may select an unlimited number of Alternates. If more than one Alternate is selected per Delegate and facilities are limited, priority shall be given to Delegates and to those Alternates serving in place of absent Delegates. National Members shall be eligible for selection as Alternates from the states where they reside.

(c) Chartered State Republican Assemblies shall select their own Delegates prior to the Convention, according to their own rules. National Members are eligible to be selected as Delegates from the states where they reside. The selection of Delegates and Alternates shall be evidenced by a certificate signed and authenticated by the President of the State Republican Assembly, which certificate shall be forwarded to the Committee on Credentials and received no later than fifteen days prior to the Convention.

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(d) In the event of the absence or disability of a Delegate, any Alternate from that delegation may be substituted for the Delegate by the chairman of the delegation, and the substitution shall be reported to the Committee on Credentials. The Alternate shall continue to act as the Delegate until the return or re-qualification of the Delegate he replaced or until the close of the Convention.

(e) The Committee on Credentials shall determine, from among the reported and registered members and National Members, the Delegates and Alternates for any State Republican Assembly that has failed to certify its Delegates and Alternates.

(f) National Members residing in states where no chartered State Republican Assembly exists shall be permitted to participate as Honorary Delegates, unless removed by the Committee on Credentials, the Board of Directors, or the full Convention. Honorary Delegates shall have all the same rights and privileges as Delegates, except that they shall have no right to vote (unless they also qualify as Delegates-at-Large).

Section 8.11 Quorum. A quorum for the transaction of business at a Convention shall be the presence of a majority of credentialed Delegates, provided that a proper call was issued in accordance with Section 2.03.

Section 8.12 Registration Fee. The Board of Directors shall establish the registration fee to be paid to the NFRA by all members attending any Convention of the NFRA. The proceeds derived from such registration fees shall be expended under the direction of the Committee on Arrangements and with the approval of the Board of Directors of the NFRA. A notice stating the amount of the registration fee and giving the Convention program shall be sent with the call. No Delegate, Delegate-at-large, nor Alternate shall be entitled to vote in a Convention until his registration fee has been paid. The profit or loss accruing from any Convention shall be the responsibility of the NFRA.

Section 8.13 Delegate Lists. At least fifteen days prior to the NFRA Convention, the Committee on Arrangements shall provide, upon request and at a nominal fee set by the Board of Directors, a list of all certified NFRA Delegates' and Alternates' names, addresses, email addresses and telephone numbers, to all candidates for the Republican Presidential nomination and officers of any State Republican Assembly.

Section 8.14 Voting. (a) In all voting, a majority shall rule, unless otherwise provided in these Bylaws.

(b) In all Conventions of the NFRA, each accredited Delegate and Delegate-at-large shall be entitled to cast only one vote.

(c) There shall be no unit voting or proxy voting.

Section 8.15 Program. The official program of a Convention, as approved by the Board of Directors, shall be the Order of the Day for all sessions. Changes in the program may be made from time to time by a majority vote of the Convention. The President shall be permitted to make reasonable, needful changes to the program in his own discretion which do not impact the business of the Convention, such as to accommodate honored speakers' schedules.

Section 8.16 Resolutions. All resolutions shall be referred to the Committee on Resolutions for its consideration and recommendation to the Convention. All resolutions submitted to the NFRA President ten or more days prior to the opening of the Convention must be reported out of committee. Consideration and debate on such resolutions shall not be in order until they have been reported out by the Committee on Resolutions.

Section 8.17 Debate. (a) Reports of committees, communications to the Convention, resolutions reported by the Committee on Resolutions, and all motions save such as are known to parliamentary practice as "undebatable" may be debated on the floor of the Convention, unless by a two-thirds vote the Convention disposes of them without debate.

(b) No Delegate shall speak in Convention longer than three minutes at one time, except as provided in the order of the day or by majority vote of the Convention.

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ARTICLE IX. PARLIAMENTARY AUTHORITY

The most current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure in Convention or meetings of the Board of Directors or Executive Committee not specifically covered by the Bylaws of the NFRA or the Rules of a Convention. All meetings of the NFRA shall be conducted in a fair and efficient manner, with due deference to each of the participants and the respect due to fellow Assembly members.

ARTICLE X. BYLAWS

Section 10.01 Place and Vote Needed. Amendments to these Bylaws shall be made only at a regular or special Convention of the NFRA by a two-thirds vote of the Delegates and Delegates-at-Large present and voting.

Section 10.02 Notice Required and Limitations. (a) Proposed amendments to the Bylaws shall be delivered or mailed to the NFRA at least fifty days prior to the date of Convention.

(b) The Secretary shall send a copy of the proposed amendment(s) to the Secretary of each State Republican Assembly not less than thirty days prior to the date of the Convention.

(c) The Convention shall have the power to revise the text of such amendments in approving the same, but shall adhere to the subject matter thereof.

(d) Amendments to Bylaws shall be effective upon the adjournment of the Convention at which they were adopted.

Section 10.03 Gender. In these Bylaws, the masculine is used generically to apply to both males and females as all elected positions in the NFRA are neutral as to sex; except that State Republican Assemblies may, under their own Bylaws, require that an equal number of males and females hold any or all positions within said State Republican Assembly, or otherwise operate by similar rules which are customary within the Republican Party.

Section 10.04 Table of Contents and Headings. The table of contents and headings are for organization, convenience, and clarity, and in interpreting these Bylaws they shall be subordinated to the text.

Section 10.05 Publication. At the conclusion of each Convention where any amendments are made to the Bylaws, the Bylaws Committee shall be charged with the authority and responsibility to cause and supervise the publication of the Bylaws in effect at the end of that Convention. Proofs of the Bylaws as amended shall be furnished by the Chairman of the Bylaws Committee to each member of the Bylaws Committee. Each such person shall then make comment and return them to the Chairman who shall then be authorized with the advice of his committee to cause and supervise the publication and circulation of the Bylaws. The Bylaws shall be dated as of the closing date of the Convention which adopted them.

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Authentication

This page and the preceding pages constitute a true and accurate copy of the Bylaws of the National Federation of Republican Assemblies, as they were revised by the Convention on the eighth day of October in the Year of our Lord 2017, in the City of Mesa, State of Arizona.

Willes Lee
NFRA President

Date

Sharon Ford
2017 Bylaws Committee Chairman

Date