

ESTRELLA CONSERVATIVE REPUBLICAN CLUB

Official Bylaws adopted as of August 23, 2023

Article I - Name

The name of the organization shall be the **Estrella Conservative Republican Club**, henceforth referred to as **ECRC**.

Article II - Mission Statement

- A. To provide a forum for Republicans to become actively involved in the Republican Party and the political process.
- B. To provide a forum for discussion on local, state, and national political issues.
- C. To provide an educational forum for Republican ideals, principles, and values.
- D. To provide a forum to vet Republican candidates for local, state, and federal office.
- E. To register voters who share our mission statement.
- F. To campaign for worthy Republican candidates in local, state, and federal elections.

ARTICLE III - Members

All members are America First Republicans in ECRC and abide by the Constitution of the United States and the Constitution of the State of Arizona, must be a registered Republican and will:

- A. Pay dues each year as described in Article V
- B. Complete training requirements
- C. Meet attendance requirements
- D. Support only Republican agendas and candidates
- E. Represent the ECRC in a dignified manner
- F. Perform tasks as assigned by the committee chair or higher authority
- G. Non-compliance is determined by the Executive Committee and removal as a member for non-compliance with rules may be determined by a vote of a quota of the membership

ARTICLE IV - Meetings Membership meetings will be held at the discretion of the Executive Committee. The December meeting is waived for a holiday party during the month.

- A. Executive Committee meetings shall be held as determined by the President of ECRC.
- B. All members of the ECRC that are in good standing shall be eligible to vote on any issues presented at the membership meetings.
- C. Items for the Membership year are as follows:
 - 1. January - Presentation of the tentative budget for the next calendar year and presentation of the ECRC tentative yearly calendar including meetings, vendor fairs and special events.
 - 2. September - Executive Committee nominations

3. October - Officer elections
4. November - Annual Financial Report, Final Committee Reports shall be presented. Outgoing Executive Committee to be honored and new Executive Committee installed.

Article V - Terms and Definitions

A. Dues

1. Dues amounts for the membership year shall be determined by the Executive Committee.
2. Dues shall be used to conduct the business of the ECRC as determined by the Executive Committee to promote those functions of the membership throughout the year.
3. Dues for the current membership year shall be due no later than the February ECRC meeting.
4. Dues will be accepted throughout the year from the new members. There will be no prorated dues.
5. Membership Dues for new or renewing members received in the months of October, November and December will rollover and be applicable to the next calendar year.

B. Membership year shall be defined as the calendar year from January 1st through December 31st.

C. Guests are welcome to attend meetings of the ECRC but will have no voting rights until they become members in good standing.

D. Quorum

1. An Executive Committee quorum shall consist of at least three officers.
2. Membership quorum shall consist of 50% plus one of the rolling averages.

E. Office / Committee Eligibility Any member may run for an ECRC office or serve on committees if they meet the following requirements:

1. Member is in good standing for a minimum of one membership year.
2. Member is in good standing for the current membership year as determined by the Treasurer and Secretary.
3. Member has attended a minimum of 75% of the meetings during the membership year.

F. Good Standing - a member in good standing is one who complies with all the items shown in **Article III** as determined by the President and Treasurer and who always represents ECRC in a dignified manner.

Article VI - Officers

President

- A. The President shall preside at all meetings.
- B. The President shall appoint all Committee Chairpersons. The purpose and term (length) of the committee shall be determined by the President and / or the Executive Committee.
- C. The President shall be an ex-officio member of all committees.
- D. The President shall appoint two qualified members of the ECRC that are in good standing and with accounting knowledge, to audit the Treasurers annual report.

- E. The President or a member of the Executive Committee in his / her absence shall be present at any meeting necessary to secure facilities for the ECRC functions or events.
- F. The President will act as a liaison between state, local and county organizations as well as act as a liaison between National Republicans' Organizations, Clubs and the ECRC.
- G. The President shall distribute meeting notifications and agenda via email prior to each meeting. In cases where a membership vote will be necessary, this notification shall be at least 7 days prior to the scheduled meeting.

Vice President

- A. The Vice-President shall assume and perform the duties and powers of the President in his absence as governed by these bylaws.
- B. The Vice-President shall perform all duties as required or designated by the President.
- C. If the President, at any time, is unable to fulfill his or her assigned duties, the Vice-President shall assume those duties and responsibilities.

Secretary

- A. The Secretary shall keep a full and complete accounting of the business conducted for all Executive and Membership meetings.
- B. The Secretary shall attend to all correspondence of the ECRC as determined by the President as well as any other confidential duties assigned by the Executive Committee and / or the membership as approved by a majority vote in a membership meeting.
- C. The Secretary shall maintain all the files confidentially (minutes, contracts, agreements, etc.) of the ECRC and shall transfer said files to his/her successor.
- D. The Secretary shall maintain attendance records to assure adherence to membership and quorum requirements for voting purposes.
- E. The Secretary or President shall distribute membership minutes via email after each meeting

Treasurer

- A. The Treasurer shall maintain financial records of the ECRC using the acceptable and accurate accounting procedures.
- B. The Treasurer shall be responsible for the issuance of all checks for ECRC activities.
- C. The Treasurer shall sign checks, contracts and agreements drawn upon ECRC funds. The President shall co-sign if over \$700.00.
- D. The Treasurer shall prepare a proposed yearly budget for the Executive Committee's approval.
- E. The Treasurer shall maintain all financial records (bank statements, checkbook, etc.) including a reconciliation of the monthly bank statements.
- F. The Treasurer shall transfer all financial records to his/her successor.

- G. The Treasurer shall provide monthly financial reports and budgetary updates to the Executive Committee.
- H. The Treasurer shall prepare and present a financial statement at all membership meetings.
- I. The Treasurer shall maintain records of membership dues to determine members in good standing.

Sergeant at Arms - The duties of the Sargent at Arms shall be to attend all club meetings and maintain order under the ECRC Chairman's direction.

Article VII - Executive Committee.

- A. The Executive Committee shall consist of the following officers: President, Vice- President, Treasurer, Secretary, Sergeant at Arms.
- B. An Executive Committee quorum shall be required for Executive Committee Meetings.
- C. The President may choose to have other members of the ECRC at the Executive Committee meetings as deemed necessary for background or opinions. However, these members shall not be eligible to vote at the Executive Committee Meeting.
- D. Each officer shall be elected to a two-year term. Officers will be limited to two consecutive two-year terms.
- E. The Executive Committee shall conduct the business of the ECRC subject to the Bylaws and or any standing rules.
- F. The Executive Committee shall provide a calendar of events such as meeting dates, market dates and special events by email to all active members.
- G. The Executive Committee shall have the responsibility to enter into all contracts and agreements for the benefit of the ECRC.
 - 1. If agreements or contracts shall exceed \$1,000.00 per year, the Executive Committee shall bring the obligation before the membership at the next meeting.
 - 2. Notification of the said obligation shall be sent by email to all ECRC members in good standing at least two weeks prior to the voting meeting.
 - 3. The Executive Committee shall obtain a written copy of all obligations (contracts and agreements).
 - 4. The Executive Committee shall be responsible for approving a budget for the next calendar year as presented by the Treasurer.
 - 5. If in the event any elected officer, other than the President of the ECRC, is unable to complete their term, the Executive Committee shall appoint a member of the ECRC, in good standing to finish out the term.

Article VIII - Other Committees

The President and/or the Executive Committee shall have the authority to appoint members to serve on Committees such as the Bylaws Committee, Education Committee or Social Committee for each year as necessary.

Article IX - Succession

- A. If the President, at any time, is unable to fulfill his or her assigned duties, the Vice-President shall assume those duties and responsibilities.
- B. If in the event any elected officer, other than the President of the ECRC, is unable to complete their term, the Executive Committee shall appoint a member of the ECRC, in good standing to finish out the term.

Article X - Removal Procedure

- A. A member in good standing, during a meeting, may make a motion for the removal of an officer/member.
- B. The motion shall be to secure a place on the next month's agenda.
 - 1. The vote shall be approved by a simple majority of members in attendance and in good standing as determined by the Treasurer.
 - 2. At the next monthly meeting, the member making the motion shall present their case and the officer/member in question shall be given the opportunity to present a rebuttal.
 - 3. A membership quorum shall be required for a vote.
- C. If 75% of the membership votes to remove an officer, that officer shall:
 - 1. Turn over all ECRC documents.
 - 2. Work with the remaining Executives Committee to transfer signature authority, if needed, of the ECRC bank accounts within 48 hours.

Article XI - Bylaws

- A. The President may appoint a committee to review, update and revise the Bylaws at a minimum of every four years. The Bylaws are amendable, if needed, at any time with the Executive Committee recommendation and the approval of a membership quorum of 50% plus one of the rolling-average for the previous three months.
- B. Any member in good standing may suggest changes to the Bylaws by submitting suggestions to the Bylaws Committee and Executive Committee.
- C. Any changes shall be presented at a regular monthly meeting by the Bylaws Committee, tabled and any action to be taken shall occur at the next regular meeting.
- D. All recommended changes shall only be considered once during a calendar year.
- E. The Executive Committee shall decide appropriate action and then make a recommendation to the membership for final approval.
- F. The recommendation shall be adopted by a majority of members in good standing at the voting meeting.

Article XII - Election Procedures

- A. **At** the September meeting nominations for each Executive Committee position shall be taken from the floor.

1. A member in good standing shall nominate an eligible candidate as defined in Article III, Paragraph E. The nominee shall have foreknowledge of this nomination.
2. An eligible nominee shall be determined by the Secretary and Treasurer. The nominator shall have pre-determined the nominee's eligibility prior to their nomination.
3. The membership shall have the opportunity to retain existing officers by acclamation.

Nominated officers may decline

- B. Nominees shall state their qualifications to the membership.
- C. At the October meeting, members in good standing shall vote by secret ballot, if necessary, for each position individually.
- D. Newly elected officers shall be installed at the November meeting.
 1. Newly elected officers shall take possession of ECRC records and documents.
 2. Newly elected President and / or Treasurer shall be given signature authority on bank accounts and other obligations of the ECRC within 5 business days of the completion of this meeting.

Article XIII - Proxies

Proxy may be given to a member in good standing for any meeting with advance notice of a vote by the membership. A member may only carry one proxy at any given meeting and it must be attested by two members in good standing. See Proxy Form as Appendix 1.

Approved this 23rd day of August, 2023 by a quorum of members and attested by:

Secretary Michelle Altherr

APPENDIX 1

**ESTRELLA CONSERVATIVE REPUBLICAN CLUB
PROXY FORM**

KNOW ALL MEN BY THESE PRESENTS:

That I , _____

(Print the name of the person making the appointment - the person not attending the meeting).

The undersigned ECRC Member, do hereby constitute and appoint,

(Print the name of the appointee ECRC Member)

My named Proxy is hereby appointed for the transaction of all business that my properly come before the meeting, and I do hereby approve, ratify, and confirm all acts of my named Proxy.

WITNESS my hand this _____ day of _____ 20__.

Signed _____

(ECRC Member not attending the meeting)

Note: The signature of the ECRC Member not attending the meeting shall be witnessed by two members in good standing other than the two principals OR attested by a Notary Public. Only ONE Proxy is allowed.

Witness

Witness

STATE OF
ARIZONA

COUNTY OF
MARICOPA

This instrument was acknowledged before me this _____ day of _____ , 20 ____ .

My commission expires _____

Notary Public