

CONSTITUTION AND BYLAWS OF THE WICOMICO COUNTY REPUBLICAN CLUB Wicomico County, Maryland¹

ARTICLE I - NAME

The name of this organization shall be The Wicomico County Republican Club, *hereinafter referred to as the Club.*

ARTICLE II - PURPOSE, IMPLEMENTATION, AND SUPERIOR AUTHORITIES

Section 1. Purpose.

The Club provides affiliated Republicans an opportunity to work together to further the political philosophy and objectives of the Republican Party in Wicomico County, Maryland.

Section 2. Implementation.

- a. To fulfill this purpose, the Club provides opportunities for all members
 - (1) To seek political expression and recognition;
 - (2) To collect, analyze, discuss, and disseminate information concerning political events; and
 - (3) To cooperate and coordinate with the Wicomico County Republican Central Committee.
- b. The Club
 - (1) Works to elect Republican nominees;
 - (2) Promotes the principles and platform of the Republican Party;
 - (3) Organizes and operates an effective political organization;
 - (4) Cooperates with the Republican committees and organizations at the local, county, state, and national levels; and
 - (5) Engages in fund-raising to support its activities.

Section 3. Superior Authorities

- a. This document is subject to the rules and procedures of the Republican National Committee, of the Maryland Republican Party, and of the Wicomico County Republican Central Committee, and may be subject to the laws of the United States and the State of Maryland.
- b. Unless specified otherwise in this document, or in any rules or procedures properly adopted by the Club for its subordinate organizations and committees, the parliamentary procedures for conducting business at all official meetings of any organization described in this document shall be those enumerated in the latest edition of Robert's Rules of Order.

ARTICLE III - MEMBERSHIP, DUES, AND VOTING

Section 1. Membership.

Membership in the Club is open to all legal residents of the United States of America who agree with the Purpose of the Club.

- a. **Regular Members** of the Club are those individuals who
 - (1) Are registered as Republican Voters in Wicomico County, Maryland, and
 - (2) Have paid Club dues for the current year.
- b. **Associate Members** of the Club are all other individuals who have paid Club dues for the current year but are not registered as Republican Voters in Wicomico County, Maryland.

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Approved by the membership at the 22 October 2007 Meeting of the WCRC, as certified on 23 October 2007 by Dave Parker, WCRC Secretary

Section 2. Dues.

- a. Annual dues, corresponding to the calendar year, shall be established by the **Executive Board** (described in ARTICLE VI of this document) subject to approval by the membership of the Club, and shall be due not later than February 15.
- b. Individuals who join the Club and pay dues after September 30 in their first year of membership shall be deemed to have also paid their dues for the subsequent year.
- c. (1) Other than those individuals described in Section 2.b., members of the Club from the previous year who have not paid their annual dues by February 15 of the current year will no longer be members of the Club.
(2) Individuals whose membership has lapsed according to Section 2.c.(1) may immediately regain membership upon payment of their delinquent annual dues.

Section 3. Voting.

- a. Each Regular Member of the Club is entitled to one vote on every motion placed before the membership at all meetings of the Club and is entitled to one vote on every motion placed before any Club committee on which he/she serves.
- b. Regular Members must be present in order to vote, and there shall be no proxy votes cast at any time.
- c. Associate Members of the Club are ineligible to vote.

ARTICLE IV - MEETINGS OF THE CLUB

Guests and visitors are always welcome at all meetings of the Club. Special events may require an admission fee, but regular meetings are free of charge. All meetings of the Club are publically announced.

Section 1. Calendar of Meetings.

- a. There shall be no fewer than six meetings of the Club each year,
- b. Each year there shall be Club meetings in January to nominate Club officers and in February to elect Club officers
- c. The dates, times, and locations of Club meetings will be announced by the Executive Board, and
- d. There will be at least ten days' prior notice of every Club meeting provided to the Club membership.

Section 2. Annual General Membership Meeting of the Club.

The Annual General Membership Meeting of the Club, *hereinafter referred to as the Annual Meeting*, shall be held in February in order to

- a. Receive annual reports from each of the preceding year's officers, and to
- b. Elect and install the Club's officers for the current year.

Section 3. Nomination and Election of Club Officers.

- (1) A Nominating Committee of no fewer than three Regular Members shall be elected by the Executive Board approximately sixty days prior to the Annual Meeting.
 - (a) This committee shall nominate at least one Regular Member for each office, and
 - (b) This committee shall report its nominations at the January Club meeting.
- (2) Additional nominations shall be requested from the floor prior to the elections at the Annual Meeting.
- b. **Election Committee**
 - (1) The Executive Board shall select an Election Committee for the Annual Meeting which shall
 - (a) Accept nominations,
 - (b) Conduct the election for each office, and
 - © Act as tellers during the election, if necessary.
 - (2) No member of the Election Committee may be nominated for any Club office.

c. Conduct of Elections by the Election Committee.

- (1) The candidate receiving the highest number of votes for each office shall be elected, and run-off elections will only be conducted if two or more candidates tie for the highest number of votes.
- (2) If there is only one candidate nominated for an office, balloting may be by voice vote for that office.
- (3) If there are two or more candidates nominated for an office, balloting will be by secret ballot for that office.

Section 4. Special Meetings.

a. Call.

- (1) The President may call a special Club meeting,
- (2) The Executive Board may call a special Club meeting, or
- (3) One-quarter of the Regular Members may call a special Club meeting by submitting a written request to the Secretary.

b. Notice.

At least ten days' prior notice must be provided to the Club membership.

c. Purpose.

The purpose for the meeting must be included in the notice.

ARTICLE V - ELECTED OFFICERS OF THE CLUB

Section 1. Elected Officers and Their Terms.

- a. The seven elected officers of the Club shall be the **President, First Vice-President (Elections), Second Vice-President (External), Third Vice-President (Internal), Fourth Vice-President (Membership), Secretary, and Treasurer.**
- b. These officers shall be elected at the Annual Meeting, shall take office immediately, and shall serve until their successors have been duly elected.
- c. Officers whose terms have ended shall immediately provide their Club records to their successors.

Section 2. Qualifications.

- a. All elected officers of the Club must be Regular Members of the Club, both at the time of their elections and throughout their terms of office.
- b. Prior to being elected, the President must have been a Regular Member for at least six months.
- c. Members of the Wicomico County Republican Central Committee are ineligible to serve as either the President or Treasurer of the Club.
- d. No person may be simultaneously elected to more than one Club office.

Section 3. Powers and Duties.

a. President.

The President shall:

- (1) Preside at all meetings of the Club and of the Executive Board,
- (2) Only vote at any Club or Executive Board meeting if so doing would break a tie,
- (3) Provide general supervision of all Club activities,
- (4) Appoint standing and special committees,
- (5) Appoint a Parliamentarian to serve at meetings,
- (6) Prepare an annual budget for the Club,
- (7) Serve as an ex-officio non-voting member of all committees except the Nominating Committee (described in Article IV, Section 2.a.(1) of this document), and
- (8) Annually appoint a committee to audit the Club's financial records.

b. First Vice-President (Elections).

The First Vice-President (Elections)

- (1) Shall preside and perform the duties of the President in his or her absence,
- (2) Shall perform other duties as may be prescribed by the Executive Board or by the membership of the Club, excluding making appointments and signing checks unless specifically authorized by the Executive Board, and
- (3) Shall appoint and preside over an Elections Chairperson and a Legislative Chairperson,
- (4) May appoint committees and preside over committees to support the specific functions of the Wicomico County Republican Central Committee, to register voters, to act as liaison with the local Chamber of Commerce, and to monitor local legislative bodies.

c. The Second Vice-President (External).

The Second Vice-President (External)

- (1) Shall preside and perform the duties of the First Vice-President, the Secretary, or the Treasurer in their absence,
- (2) Shall perform other duties as may be prescribed by the Executive Board or by the membership of the Club, excluding appointments and check signing, unless specifically authorized by the Executive Board,
- (3) Shall appoint and preside over a Ways and Means Chairperson and a Public Relations Chairperson, and appoint and preside over committees dealing with fund-raising functions, the Club newsletter, and press relations.

d. The Third Vice-President (Internal)

The Third Vice-President (Internal) shall Appoint and preside over a Program Chairperson, and may appoint and preside over committees dealing with speakers, meeting programs, Club elections and officers' installations, and awards.

e. The Fourth Vice-President (Membership)

The Fourth Vice-President (Membership) shall appoint and preside over a Recruitment and Activation Chairperson, and may appoint committees and preside over committees to support the specific functions of recruiting and activating members.

f. The Secretary.

The Secretary

- (1) Shall keep current minutes of each general membership meeting and Executive Board meeting,
- (2) Shall maintain a complete file of all official reports and correspondence, which shall be open to the general membership,
- (3) Shall send a copy of the minutes of all meetings to the President immediately following the meetings.

g. The Treasurer.

The Treasurer

- (1) Shall secure the co-signature of the President on all Club checks unless the President has established a single-signature authorization with the bank(s) maintaining Club accounts.
- (2) Shall receive all dues and other income, pay all bills directed to be paid by the Executive Board, and make a monthly report of the Club finances;
- (3) Shall maintain current records of all receipts and disbursements and submit a statement on them at each Club meeting;

h. Declaring Vacancies.

- (1) The President may declare an office vacant if the officer either resigned or was absent from three Club or Executive Board meetings without acceptable excuse.
- (2) The Executive Board may declare the office of President vacant if the President either resigned or was absent from three Club or Executive Board meetings without acceptable excuse.

i. Filling Vacancies.

- (1) If the office of President is vacant, the First Vice-President (Elections) shall provisionally assume the Presidency, pending confirmation by the Club membership at the next subsequent Club meeting.
- (2) A vacancy in any office except the office of President shall be filled provisionally by a vote of the Executive Board, pending confirmation by the Club membership at the next subsequent Club meeting.

ARTICLE VI - EXECUTIVE BOARD

Section 1. Members of the Executive Board.

a. Voting Members.

- (1) The First Vice-President (Elections), the Second Vice-President (External), the Third Vice-President (Internal), the Fourth Vice-President (Membership), the Secretary, and the Treasurer shall each have one vote.
- (2) Provided he/she is a Regular Member of the Club, the Immediate Past President of the Club shall have one vote.
- (3) The President shall only vote to break a tie.
- (4) Officers must be present in order to vote, and there shall be no proxy votes cast at any time.

b. Non-Voting Members.

(1) The Legal Counsel.

(a) The Legal Counsel shall be appointed by the President with the approval of the Executive Board, and shall hold office during the term of the President appointing him/her.

(b) The Legal Counsel shall be both a Regular Member of the Club and an attorney licensed to practice in the State of Maryland.

(2) Ex-officio members.

Non-voting ex-officio members may be designated by the Executive Board, and may include one representative each from other Republican organizations, including but not limited to the Wicomico County Republican Central Committee, the Wicomico County Republican Women's Club, and The Salisbury University Republican Club.

Section 2. Meetings of the Executive Board.

- a. The Executive Board shall meet at least once every ninety days on dates agreed upon by a simple majority of the Executive Board.
- b. The President may call meetings of the Executive Board by providing to each member at least three days' prior notice stating the reason for the meeting.

Section 3. Authority of the Executive Board.

a. Establish Annual Dues.

- (1) The Executive Board shall establish annual dues for the Club, subject to approval by the membership of the Club.
- (2) Should the Club fail to approve a change in dues prior to the end of a calendar year, the dues will be unchanged for the following year.

b. Fill Vacant Offices.

A vacancy in any office except the office of President shall be filled provisionally by a vote of the Executive Board, pending confirmation by the Club membership at the next subsequent Club meeting.

c. Declare the Office of President to be Vacant.

The Executive Board may declare the office of President vacant if the President has resigned or was absent from three Club or Executive Board meetings without acceptable excuse.

d. Approve Expenditures.

- (1) The Executive Board may approve an expense of less than \$500.00 without prior consent of the Club, but any expense of \$500.00 or more must be approved by the Club.
- (2) No member of the Club shall contract for or incur any debt, or enter into any agreement, or otherwise obligate the Club except by authorization of the Executive Board or the Club.

ARTICLE VII - ENDORSEMENT OF CANDIDATES

Section 1. Prior to a Primary Election.

No candidate for public office, whether local, state, or national, shall be either endorsed or opposed by the Club and/or its Executive Board prior to a Republican Primary election.

Section 2. Only Endorse Republicans.

The Club, and/or its Executive Board, shall only endorse Republican candidates for public office.

Section 3. Non-Partisan Elections.

The Club, and/or its Executive Board, shall not endorse any candidates in non-partisan elections, regardless of their party affiliations.

ARTICLE VIII - AMENDMENTS

Section 1. Prior Notice Required.

Any proposed amendment to this document must be provided to each Regular Member of the Club at least thirty days prior to the Club meeting at which the amendment will be considered.

Section 2. Two-Thirds Vote Required.

This document may be amended by a two-thirds majority vote of the Regular Members attending the Club meeting at which the amendment is being considered.