



# Bylaws of the Young Republican Federation of Virginia

Approved 2012

## Article I. Name

- A. The name of this organization shall be “Young Republican Federation of Virginia” and shall be referred to as the “Federation” for the remainder of the document.
- B. Clubs of the organization shall be referred to as “Club” for the remainder of the document.

## Article II. Object

The Federation shall exist to promote the Republican principles of personal liberty and responsibility, fiscal integrity, and a strong national defense. In order to accomplish this objective, the Federation shall establish a system of Young Republican Clubs throughout the Commonwealth. The Federation shall assist these clubs in attracting young men and women who share our commitment to these principles, educating them, encouraging their participation in the nominating and other internal processes of the Republican Party of Virginia, and organizing them into an effective force to secure the election of Republican candidates to all levels of public office.

## Article III. Members

### Section 1. Membership

Clubs shall be granted a charter by the Executive Board and entered on the rolls of the Federation provided they:

- A. Consist of ten (10) or more active club members;
- B. Are organized within the Commonwealth of Virginia.
- C. Are recognized by the Chairman of a Unit Committee or District Committee of the Republican Party of Virginia with authority in the geographic area in which the Club is organized;
- D. Are not a member of any other State or National Young Republican organization.

### Section 2. Charters

- A. The Executive Board may grant a charter for no longer than one (1) year.
- B. All charters expire on March 15th unless renewed by payment of per capita dues set by the Executive Board and the filing of an Active Club Members roster. Such filing shall be made by certified, return receipt mail or digitally authenticated email with the Secretary.

### Section 3. Initial Charters

- A. The Executive Board may grant a charter when the Secretary certifies that:
  - i. An Executive Board member has attended not less than one (1) meeting of the Club.
  - ii. The Club has filed a governing document not inconsistent with these Bylaws.
  - iii. The Active Club Member roster lists the members’ names, birth dates, addresses telephone numbers, email addresses, and Congressional Districts

- iv. The Active Club Member roster also designates the Club's executive officers.
- v. A letter of recognition demonstrating the Club's qualification under Section 1 of this Article.
- vi. Payment of Per Capita Dues as outlined in Article III, Section 6.

B. Each Club shall designate in their officers a Chairman to receive notices from and make filings with the Secretary. Chairmen are responsible for providing changes of postal address or email address to the Secretary in a timely fashion. This information shall be maintained with the name of each Club on the rolls of the Federation.

#### Section 4. Charter Renewal

A. The Secretary shall notify all chartered clubs of the requirements for Charter renewal between January 1st and January 31st of each year. Such notice shall be made by certified, return receipt mail or by digitally authenticated email.

B. The requirements shall only include:

- i. Payment of per capita dues according to the provisions listed in Article III, Section 6.
- ii. Copy of the Club's bylaws;
- iii. List of the Club's executive officers;
- iv. An Active Member roster listing the following information for each Active Club Member:
  - a. First and last name
  - b. Date of birth
  - c. Address
  - d. Telephone number
  - e. Email address
  - f. Congressional District

#### Section 5. Limitation on Active Club Members

A. An Active Club Member must be:

- i. A legal and qualified voter under the laws of the Commonwealth of Virginia;
- ii. At least eighteen (18) and not yet forty-one (41).
- iii. A member of no more than one (1) Club.

B. An Active Club Member may not be an active member of the College Republican Federation of Virginia.

C. Each Club must certify that its Active Club Members meet these qualifications when the Club files its roster.

#### Section 6. Per Capita Dues

Each club shall be required to pay to the Federation per capita dues in an amount of \$1 per Active Club Member.

#### Section 7. Charter Filings

Upon request of an Officer, a District Representative, or a Club Chairman, the Secretary may provide a copy of any filings made by a Club to the Federation upon approval of the Executive Board.

### **Article IV. Officers And Duties**

#### Section 1. Officers

The Officers of the Federation ("Officers") shall be: a Chairman, a First Vice Chairman, a Second Vice Chairman, Secretary, Treasurer, Young Republican National Committeeman, Young Republican National Committeewoman, and two (2) Representatives to the State Central Committee of the Republican Party of Virginia ("State Central Representatives").

A. Chairman

- i. Shall represent the Federation at meetings of the State Central Committee of the Republican Party of Virginia and the National Committee of the Young Republican National Federation.
- ii. Shall preside over all meetings of the Federation and the Executive Board.
- iii. Shall have the powers of appointment and removal of non-elected positions.

B. First Vice Chairman

- i. Shall be responsible for the political operations of the Federation.
- ii. Shall serve as temporary Chairman if the Chairman is absent or unable to serve.
- iii. Shall serve as Chairman of the Campaign Committee.
- iv. Shall fill the office of Chairman in the event of vacancy, and a vacancy shall occur in the office of Vice Chairman.

C. Second Vice Chairman

- i. Shall be responsible for the establishment and chartering of new clubs, as well as assisting clubs in maintaining operation.
- ii. Shall be responsible for coordinating the Annual Convention or Federation-wide gathering.

D. Treasurer

- i. Shall keep accurate and updated financial records of the Federation, to be reported at each Executive Board meeting and at the request of the Chairman.
- ii. Shall collect dues and other monies owed to the Federation, writing receipts for those monies and pay all Club funds as directed by the Executive Board.
- iii. Shall deposit such funds in a depository designed by the Executive Board and keep account thereof open at all times for inspection and/or audit.
- iv. Shall submit an annual written report at the Convention, as outlined in Article X, Section 1.
- v. Shall serve as Chairman of the Finance Committee.

E. Secretary

- i. Shall be responsible for all Federation-related information, including, but not limited to:
  - a. Quarterly newsletter
  - b. Website
  - c. Facebook
  - d. Twitter
- ii. Shall be responsible for keeping accurate and updated lists of all members
- iii. Shall record the business of the Federation and Executive Board meetings.
- iv. Shall furnish the Chairman with a typed summary of the minutes of the last meeting prior to the call of order of the next meeting or Executive Board meetings.
- v. Shall maintain all meeting minute summaries for review as necessary by Chairman and/or Executive Board.

F. State Central Representatives

- i. Shall represent the Federation at meetings of the State Central Committee of the Republican Party of Virginia.

G. Young Republican National Committeeman & Committeewoman

- i. Shall represent the Federation at meetings of the Young Republican National Federation.

Section 2. District Representatives

A. There shall be one District Representative for each Congressional District in which at least one (1) club is chartered.

B. District Representatives shall represent the Federation at meetings of the District Committee for the Congressional District from which they are elected.

C. District Representatives shall assist the Second Vice Chairman in the chartering, development, and maintenance of clubs in that District.

### Section 3. Duties

Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Federation.

### Section 4. Terms of Office

A. Officers shall be elected to serve for two (2) years or until their successors are elected.

B. District Representatives shall be elected to serve two (2) years.

C. Officers' and District Representatives' terms shall begin at the adjournment of the Annual Convention at which they were elected.

D. Chairman, State Central Representatives and National Committeeman and National Committeewoman may serve no more than three (3) consecutive terms in one (1) position and no individual may hold more than one office concurrently.

### Section 5. Qualification to Hold Office

Each Officer and District Representative shall be an Active Club Member of a Club granted a charter by the Federation, for no less than three (3) months prior to the Annual Convention date, and, in the case of District Representatives, be a legal and qualified voter under the laws of the Commonwealth of Virginia in the District from which he or she is elected.

### Section 6. Vacancies

A. A vacancy occurs whenever an incumbent Officer fails to attend in person, or by proxy, two (2) consecutive meetings of the Executive Board.

B. A vacancy occurs in the office of Young Republican National Committeeman and/or National Committeewoman whenever an incumbent fails to attend in person, or by proxy, more than (2) two national meetings of the Young Republican National Federation each year, excluding regional or informal meetings.

C. A vacancy occurs in the office of State Central Representative or District Representative whenever an incumbent fails to attend in person, or by proxy, two (2) consecutive meetings of the Official Committee of the Republican Party of Virginia on which they serve.

D. The Chairman may nominate an individual qualified to hold office to carry out the duties of an Officer or District Representative. Such Acting Officer or Acting District Representative shall have no vote on the Executive Board or may not carry out the duties until confirmed by the Executive Board.

E. The Executive Board may confirm an individual who has been nominated by the Chairman to hold office to fill a vacancy, provided that notice of the vacancy is given at a prior meeting or in the notice of the meeting at which the election is to occur.

F. Any vacancy occurring after an Annual Convention where no candidate ran for the position may only be filled by the Executive Board upon the payment of the filing fee set for candidates at the Annual Convention.

G. Any vacancy occurring in the office of District Representative shall be filled by the Chairman after consultation with Club(s) residing within the Congressional District that office represents.

### Section 7. Redistricting

A. In the event of a change in the number of boundaries of Congressional Districts, any District Representative who no longer lives within the Congressional District from which they were elected shall become an atlarge member of the Executive Board

B. Any Congressional District for which no District Representative has been elected shall be treated as a vacancy and filled in the same manner as other vacancies.

## Section 8. Election of Officers to State Party Offices

A. If the Chairman is elected to the State Central Committee of the Republican Party of Virginia by an organization other than the Federation, the Vice Chairman, or another Officer as directed by the Chairman if the Vice Chairman is unavailable, shall serve as a representative on the State Central Committee. The vacancy created shall be filled in the same manner as other vacancies.

B. If either of the State Central Representatives is elected to the State Central Committee of the Republican Party of Virginia by an organization other than the Federation, he or she shall become an atlarge member of the Executive Board. The vacancy created shall be filled in the same manner as other vacancies.

## Section 9. Appointed Officials

A. The Chairman may appoint, subject to the approval of the Executive Board:

- i. Committee chairmen,
- ii. Committee members,
- iii. A Political Director,
- iv. A Communications Director,
- v. General Counsel, who shall be a member of the Virginia State Bar,
- vi. Such other officials as required to carry out the program of the Federation.

B. Appointees shall serve at the pleasure of the Chairman.

## Section 10. Removal from Office

A. An Officer may be removed from office by the vote of two-thirds (2/3) of the other positions of the Federation, after being furnished with notice that such removal will be sought, with the charges, in writing, signed by not less than one-third (1/3) of the standing positions of the Federation; and allowing him thirty (30) days within which to appear and defend himself.

B. The action of the Federation is subject to the foregoing as to notice and opportunity for defense.

C. A member of the Federation is held to a higher standard of support for nominees of the Republican Party than individual who merely participates in a mass meeting, party canvass, convention, or primary. Therefore, a member of the Federation is deemed to have resigned his position if he/she:

- i. Makes a reportable contribution to, and/or
- ii. Allows his name to be publicly used by, and/or
- iii. Makes a written or other public statement in support of a candidate in opposition to a Republican nominee in a Virginia General or Special Election.

D. Such member may be reinstated by a majority vote of the other members of the Federation.

# Article V. Executive Board

## Section 1. Composition

A. The Federation Officers, District Representatives, Club Chairmen, and the Immediate Past Chairman, assuming they meet membership requirements as outlined in Article IV, Section 5, shall constitute the Executive Board.

B. Committee Chairmen, appointees of the Chairmen, and any officer of the Young Republican National Federation, who meets the qualifications to hold office as outlined in Article IV, Section 5 shall have all the privileges of members, including a voice, but shall not have a vote.

## Section 2. Powers and Duties

The Executive Board shall:

- A. Have general supervision of the Federation's affairs between Annual Conventions.
- B. Fix the hour of conventions.

C. Make recommendations to the Federation, and perform other such duties as specified in these Bylaws.

D. Be subject to the orders of the Federation, and none of its acts shall conflict with action taken by the Federation.

### Section 3. Meetings

The Chairman shall call not less than four (4) meetings of the Board each year. Notice of the meeting must be made to all members at least twelve (12) days in advance of the meeting by first-class mail or by email.

### Section 4. Special Meeting

The Executive Board may call a Special Meeting by majority vote, except for removal of Officers or District Representatives.

### Section 5. Action without Meeting

Except for removal of Officers or District Representatives, the Board may act without a meeting upon the written approval of two-thirds (2/3) of all voting members of the Board.

### Section 6. Actions Relating to Club Charters and Annual Meeting

The Board shall not adopt or amend a standing rule relating to the approval or renewal of charters or the conduct of the Annual Convention after December 1st of the preceding year.

### Section 7. Quorum

A. A quorum shall consist of one third (1/3) of Executive Board standing voting positions.

B. A quorum shall be required to conduct all official business.

## Article VI. Committees

### Section 1. Standing Committees

The Federation shall have the following standing committees in place and operating at all times:

A. Finance- Responsible for raising money for the Federation.

B. Campaign- Responsible for coordinating and acting as liaison for statewide and national campaigns and organizing grassroots and campaign activities on behalf of the Federation and Federation campaign efforts.

### Section 2. Committee Chair(s)

A. The Chairman shall appoint a chairman for each standing committee with the approval of a majority of the Executive Board.

B. The Chairman shall have the authority to remove committee chairman with the approval of a majority on the Executive Board.

### Section 3. New Committee(s)

The Chairman shall have the power to appoint and terminate ad-hoc committees with the approval of the Executive Board.

## Article VII. Conventions

### Section 1. Annual Convention

A. The Executive Board shall call an Annual Convention between April 1 and May 31 of each year.

B. Federation Officers and District Representatives shall be elected at Annual Conventions in odd-numbered years.

C. The Executive Board may decide by two-thirds (2/3) majority to opt-out of a Convention in even-numbered years.

i. In the event of an opt-out, the Federation shall still hold a Federation-wide gathering (e.g. softball game and dinner), which shall serve as the Annual Convention.

D. The Second Vice Chairman shall coordinate the Annual Convention or Federation-wide gathering serving as the Annual Convention.

### Section 2. Notice

Notice of the date, time, and place of a Convention must be made to Club Chairmen not less than thirty (30) days prior to the date of the meeting by first-class mail or email.

### Section 3. Delegates

- A. Each Club chairman shall provide to the Federation Chairman, or his designee, the names of Annual Convention delegates from the club at least seven (7) days prior to the convention by certified mail, return-receipt requested, or by digitally authenticated email.
- B. Only Active Club Members may be delegates.
- C. In addition to the names of delegates, the Chair shall list the Congressional District in which the delegate is registered to vote.
- D. Substitutions may be made upon approval of the Credentials Committee.
- E. Only Clubs whom hold charters as of March 15th may send delegates to the Annual Convention.

### Section 4. Convention Committees

A. There shall be three standing Committees at an Annual Convention:

#### i. Convention Committee

- a. The Chairman will appoint (three (3) members to a Convention Committee to determine the date and place of the Convention.
- b. The committee must provide a date and place no later than forty-five (45) days to the Federation Chairman to be approved by the Executive Board, with change to approval no later than 45 days.

#### ii. Credentials Committee

- a. The Chairman will appoint three (3) members to a Credentials Committee to determine the validity of:
  - 1. Delegates to the Convention.
  - 2. Nominees for Officers.

#### iii. Rules Committee

- a. The Chairman will appoint three (3) members to a Rules Committee.
- b. Rules committee must present a list of rules for the Convention to the Executive Board no later than sixty (60) days prior to the Convention for the following:
  - 1. Filing fees for officers, as outlined in Section 5, Subsection 3.
  - 2. Deadline for nomination for Officer or District Representative, no less than forty-five (45) days from the convention date.
- c. Rules Committee must present a list of rules for the Convention no later than ten days prior to the Convention for the following:
  - 1. Nominations
  - 2. Speaking order and times
  - 3. All other relevant convention proceedings.

- B. The Federation Chairman shall appoint all Committee Chairmen.
- C. All appointees shall be Active Club Members.
- D. No person may serve on more than one committee.

### Section 5. Nominations and Elections

A. The Federation shall not have a nominating committee.

B. Any delegate may make nominations for Officer or District Representative, unless the Executive Board includes filing requirements in the meeting call. If such requirements are set, only those meeting the requirements may be nominated. All such requirement must be included in the notice of the Convention, issued pursuant to Section 3, supra.

C. If filing fees are set, they may not exceed:

i. Five hundred dollars (\$500) for Chairman, First Vice Chairman, and State Central Representative

ii. One hundred dollars (\$100) for any other Officer or District Representative.

D. All filing fees are nonrefundable per the party plan.

E. Candidates shall be elected only by majority vote.

F. Delegates in Congressional District caucuses shall elect District Representatives for their respective Congressional Districts.

## **Article VIII. Contracts, Revenue, Loans, Checks, and Deposits**

### Section 1. Contracts

The Executive Board may authorize by two-thirds (2/3) majority vote, an officer or officers and/or political director, to enter into any legal contract over five hundred (\$500) or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to special instances.

### Section 2. Loans

No bank loans shall be assumed on behalf of the organization and no evidence of indebtedness shall be issued in the name of the organization.

### Section 3. Checks, Drafts, Etc.

All checks, drafts, or other orders for payment of money, notes, other evidences of indebtedness issued in the name of the organization shall be signed by the Chairman or Treasurer.

### Section 4. Bank Account

Federation bank account must be setup with a joint signature account, with the Chairman and the Treasurer being set up for access, monthly statements, and check-writing capability.

### Section 5. Expenditure

The Chairman has the right to expenditure, except when expenditure is in excess of five-hundred dollars (\$500) or twenty-five (25) percent of existing balance, whichever is less. The Treasurer has the right to expenditure as directed by the Chairman and/or Executive Board.

### Section 6. Candidate Donations

A. The Federation may donate to uncontested candidates or nominees as approved by the Executive Board.

B. Donations may not exceed 10% of existing Federation balance.

C. As available, donation preference will be given to fundraising events held by candidates, nominees, or organizations.

### Section 7. Deposits

All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the Executive Board may select.

### Section 8. Transfer of Financial Materials.

The immediate past Treasurer and Chairman must turn over all records and transfer signature access to the established bank account no later than thirty (30) days after elected at the Annual Convention or in the event of a vacancy election by the Executive Board.

### Section 9. Indemnification

In carrying out the powers and duties granted to and imposed upon them under or by virtue of these Bylaws, the Directors, officers, and employees of the organization shall be indemnified against and held



harmless from personal liability for any expense, damage, and/or loss (including reasonable attorneys' fees) arising out of resulting from their acts or failures to act, except to the extent that such a loss of damage may be occasioned by their willful misconduct.

### **Article IX. Parliamentary Authority**

The rules contained in Robert's Rules of Order, Newly Revised, shall govern the Federation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Federation may adopt.

### **Article X. Amendments**

A. Amendments to these bylaws may be proposed by the Executive Board or by any member Club of the Federation.

B. An amendment may be adopted by a two-thirds (2/3) vote at any Annual Meeting or special meeting, provided that the amendment has been sent to the Chairman of each member Club of the Federation not less than thirty (30) days prior to the meeting.

C. Amendments proposed by a member club must be received by the Secretary not less than sixty (60) days prior to the meeting.

### **Article XI. Affiliations**

#### Section 1. State Affiliation

The Federation is an officially recognized auxiliary of the Republican Party of Virginia and shall be subject to the Party Plan, Constitution, and/or Bylaws of said organization.

#### Section 2. National Affiliation

A. The Federation is an officially recognized chapter of the Young Republican National Federation and shall be subject to the Constitution and/or Bylaws of said organization.

B. The Federation shall renew its charter with the Young Republican National Federation on an annual basis.

### **Article XII. Validity**

These Bylaws adopted as a restatement in 2002 and amended in 2004, 2005, 2006, 2011, and 2012, pursuant to the Articles of Incorporation, supersede all previous governing instruments of the Federation.