

# TENNESSEE REPUBLICAN ASSEMBLY BYLAWS

## **ARTICLE I**     **Name and Jurisdiction**

SECTION 1.01. Name. The name of the organization shall be the Tennessee Republican Assembly, herein referred to as "TRA" and shall operate as a chartered affiliate of the National Federation of Republican Assemblies herein referred to as "NFRA". The TRA shall be subject to the Bylaws and actions of the Board of directors or of any convention of the NFRA.

SECTION 1.02. Jurisdiction. The jurisdiction of the Tennessee Republican Assembly shall be within the state of Tennessee. TRA political action shall concern only matters relating to geographical or political units larger than the jurisdiction of any chartered Republican Assembly.

## **ARTICLE II**     **Powers**

SECTION 2.01 The powers of the TRA shall be:

- (a) To direct, manage, supervise and control its business, property and funds, and to carry out its objectives.
- (b) To create and charter Republican Assemblies and to supervise and coordinate them.

## **ARTICLE III**     **Objectives**

SECTION 3.01. The objectives of the TRA are:

- (a) To develop a statewide, intelligent, aggressive and serviceable Republican organization.
- (b) To provide through this organization a practical program for the betterment of the Republican Party of the state of Tennessee and of the various political subdivisions of the state of Tennessee.
- (c) To assist the various Republican Assemblies in improving the public relations of the Republican Party, supporting Republican political campaigns, encouraging public forums and social programs, attracting a greater number of voters to work for advancing the interests of the Republican Party and our country.

## **ARTICLE IV**     **Composition**

SECTION 4.01. The TRA shall consist of Republican Assemblies, which have been accepted and chartered by the Board of Directors of the TRA in the manner provided in Article XII of the Bylaws, and which continue to comply with the Bylaws of the TRA as adopted or amended.

## **ARTICLE V**     **Charters**

SECTION 5.01. Location. Republican Assemblies may be formed and chartered, as the Bylaws hereinafter provide, in each city, town, community or other geographical area in the state of Tennessee.

SECTION 5.02. Ratification of Bylaws. Every Republican Assembly, by accepting a charter from the TRA, ratifies and agrees to be bound in all things by the Bylaws of the TRA and amendments thereto.

SECTION 5.03. Year-end Charter Applications. Petitions for charters received by the Membership Secretary of the TRA not later than December 31 of any year may be approved by the Board of Directors of the TRA at the following Board Meeting in January, if held. Republican Assemblies receiving charters

## **TENNESSEE REPUBLICAN ASSEMBLY BYLAWS**

under the provisions of this section shall be eligible to send Delegates to the next Annual Convention of the TRA, as authorized in Section 15.08 of the Bylaws.

### **ARTICLE VI**    **Termination of Charter and Membership**

SECTION 6.01. Non-payment. Any member Republican Assembly more than sixty (60) days in arrears for any indebtedness to the TRA shall be considered not-in-good-standing and may have its charter and membership herein suspended, or revoked by action of the Board of Directors: that at least thirty (30) days before such action, notice of said indebtedness shall have been duly sent by certified mail by the Membership Secretary of the TRA to the last reported President and Secretary of such Republican Assembly. The Board of Directors may restore such Republican Assembly to membership in the TRA upon payment of its indebtedness.

SECTION 6.02. Non-Attendance. Any Member Republican Assembly that fails for two (2) consecutive years to present a Delegate to the Annual Convention of the TRA shall be considered not-in-good-standing and may have its charter revoked by action of the Board of Directors provided that at least thirty (30) days before such action, notice of said failure to attend shall have been duly sent by certified mail by the Membership Secretary of the TRA to the last reported President and Secretary of such Republican Assembly. The Board of Directors may restore such Republican Assembly to membership in the TRA upon showing good and sufficient cause.

SECTION 6.03. Membership. Any member Republican Assembly, chartered by the TRA, the membership of which is five (5) or less members as of January 31, shall be notified by the Membership Secretary, prior to the next March 15, that its charter is in jeopardy. The Board of Directors shall also be so notified by the Membership Secretary and shall take official note of the fact. If the membership has not increased to a minimum of five (5) members within six (6) months after said notice has been sent by the Membership Secretary, it shall be considered not-in-good-standing and may have its charter and membership herein revoked at the next following meeting of the Board of Directors.

SECTION 6.04. Discipline. Any member Republican Assembly that fails to conform to the Bylaws of the TRA may have its charter and membership herein suspended or revoked, or may otherwise be disciplined, by a two-thirds vote of the entire Board of Directors; provided, that at least thirty (30) days before such action, notice of such intended action be sent by certified mail by the Membership Secretary of the TRA to the last reported President and Secretary of such Republican Assembly. Republican Assemblies shall not incorporate. Acceptance of a TRA charter constitutes agreement by the unit that the State Board of Directors has full authority to discipline any subordinate unit for violation of these Bylaws, including the power to suspend or revoke the unit charter. Officers of a unit whose charter has been revoked shall turn over all moneys and documents properly belonging to said unit to a duly authorized representative of the State Board of Directors at a time and place designated by said representative.

SECTION 6.05. Appeal. If the Board of Directors shall suspend or revoke the charter of any member Republican Assembly or shall otherwise discipline any member Republican Assembly, the Membership Secretary of the TRA shall send a notice of such action within fifteen (15) days by certified mail to the last reported President and Secretary of said Republican Assembly.

The said Republican Assembly, within thirty (30) days from the date of mailing of such notice and not less than ten (10) days before the next convention of the TRA, may file with the Membership Secretary of the TRA written notice of appeal. This appeal shall be considered at the next Convention of the TRA, unless filed less than ten (10) days prior thereto; in the latter instance, said appeal shall be considered and decided by a two-thirds vote of the Board of Directors at the next Board of Directors Meeting following the Convention of the TRA.

SECTION 6.06. Resignation. Any member Republican Assembly may resign from the TRA by submitting a resignation in writing to the Membership Secretary of the TRA, if its duties and obligations shall have been fulfilled and if a resolution of resignation shall have been adopted and approved by

## TENNESSEE REPUBLICAN ASSEMBLY BYLAWS

three-fourths 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 following Board Meeting. The Board of Directors may, upon written application of such Republican Assembly to the Membership Secretary of the TRA, reinstate the said Republican Assembly to membership in the TRA.

SECTION 6.07. Officers of a unit which has resigned from membership in the TRA shall turn over all moneys and documents properly belonging to said unit to a duly authorized representative of the State Board of Directors at a time and place designated by said representative.

SECTION 6.08. Surrender of charter. Any member Republican Assembly that shall for any cause cease to be a member of the TRA shall relinquish the name Republican Assembly, shall surrender its membership certificate to the Membership Secretary of the TRA, and shall not thereafter use the name, emblem or insignia of Republican Assembly or TRA in any manner whatsoever. Should the TRA cease to be a member Chapter of the NFRA the TRA and all member Republican Assemblies shall surrender all membership certificates to the Secretary of the NFRA, and shall not thereafter use the name, emblem or insignia of Republican Assembly, NFRA or TRA in any manner whatsoever

SECTION 6.09. Termination and Discipline of Member.

(a) Any individual member of the TRA may have his membership herein terminated, or he may otherwise be disciplined, after a hearing, by two-thirds (2/3) vote at a meeting of the Board of Directors where a quorum is present, whenever said board has determined that the named member has: (1) publicly supported or registered as a member of a political party other than the Republican Party; (2) using his or her name and title as a member of the Tennessee Republican Assembly in publicly advocating that the electorate should not vote for the Republican nominee for any elected political office; (3) using his or her name and title as a member of the Tennessee Republican Assembly in giving support or to avowing a preference for a candidate of another party for election to an elected public office and where said candidate is opposed by a Republican candidate; (4) using his or her name and title as a member of the Tennessee Republican Assembly in prematurely endorsing (without a vote of the delegates at a regular or special TRA Convention) candidates running for any public office, whether partisan or non-partisan, or for office in the Tennessee Republican Party; or (5) otherwise bringing discredit or disrepute upon the TRA, provided that at least thirty (30) days before such action, notice of such intended action shall have been duly sent by certified mail by the Membership Secretary of the TRA to said member.

(b) If the Board of Directors shall terminate membership or shall otherwise discipline any such member, the Membership Secretary of the TRA shall send notice of such action within (15) days by certified mail to said member. The said member, within thirty (30) days from the date of mailing such notice, and not less than ten (10) days before the date of the first session of the next Convention of the TRA, may file with the Membership Secretary of the TRA written notice of appeal. This appeal shall be considered at the next Convention of the TRA, unless filed less than ten (10) days prior to the date of the first session thereof; in the latter instance said appeal shall be considered and decided by a two-thirds (2/3) vote of the Board of Directors, where a quorum is present, following that Convention of the TRA.

(c) Any individual member so terminated from membership in the TRA shall immediately upon such termination cease to claim membership in, or holding of any office in or official relationship with the TRA, NFRA or any chartered Republican Assembly, and shall also immediately surrender to the Membership Secretary of the TRA any and all documents, records, emblems, insignia, funds, or other devices or properties of any nature whatsoever. Said terminated member shall not thereafter use the name, emblem, or insignia of Republican Assembly, the NFRA or TRA in any manner whatsoever.

# **TENNESSEE REPUBLICAN ASSEMBLY BYLAWS**

## **ARTICLE VII      Officers and Directors**

SECTION 7.01. Title. The officers and directors of the TRA shall be a President, the Immediate Past President, three (3) Vice President, optimally one (1), but no more than (2), from each grand division of the State of Tennessee, a Recording Secretary, a Corresponding Secretary, a Membership Secretary, a Voter Registration Secretary, a Treasurer, an Assistant Treasurer, a Parliamentarian, one (1) District Director from each U.S. Congressional District, and two (2) National Board Members.

SECTION 7.02. Qualifications.

(a) Each officer shall be a member in good standing of a chartered Republican Assembly and shall continue as such throughout his term.

(b) The President and the National Board Members of the TRA shall not be a candidate for, or hold, any partisan, remunerative, elected public office, other than an office within the Republican Party, In the event that he becomes such a candidate or such office-holder, his holding of office in the TRA shall automatically terminate.

(c) No member who holds the position of officer or director of the Tennessee Republican Assembly shall miss two or more meetings of the Board of Directors between Annual Conventions, unless such non-attendance is excused by a vote of the Board of Directors. In the event that such member is declared absent for a second time at a meeting of the Board of Directors, held between Annual Conventions, such member's position of officer or director shall automatically terminate, unless such non-attendance is then excused by a vote of the Board of Directors. The press of personal or other business affairs of the officers or directors shall not serve as an acceptable basis for excusing non-attendance.

SECTION 7.03. Compensation. All of the above-named officers of the TRA shall serve the TRA without compensation.

SECTION 7.04. Staff. The Board of Directors shall have the power to appoint such staff as it deems necessary.

SECTION 7.05. Election of Officers. The President, the Recording Secretary, the Corresponding Secretary, the Membership Secretary, the Voter Registration Secretary, the Treasurer, the Assistant Treasurer, the Parliamentarian, the National Board Members shall be elected at the Annual Convention in each odd numbered year in the manner provided in the Bylaws and shall serve for the period of two (2) years and until their successors are elected and qualified.

Three (3) Vice Presidents shall be elected at each annual convention and shall serve for the period of one (1) year and until their successors are elected and qualified.

SECTION 7.06. District Directors shall be elected at the Annual Convention of the TRA, one from each U.S. Congressional District, in the manner prescribed in the Bylaws, and shall serve for the period of one (1) year and until their successors are elected and qualified.

SECTION 7.07. Vacancies. A vacancy in any of the elected TRA officers occurring between Annual Conventions shall be filled in the manner prescribed in Sections 18.01 - 18.03 of the Bylaws.

SECTION 7.08. Outgoing Officers. At the conclusion of each Annual 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 (15) day period following the close of the Convention.

## **ARTICLE VIII      Duties of Officers and Directors**

## **TENNESSEE REPUBLICAN ASSEMBLY BYLAWS**

SECTION 8.01. President. The President shall preside at all Conventions and all meetings of the Board of Directors. He shall be the chief executive officer of the TRA and shall exercise general supervision over the work and activities of the TRA. He shall perform such other duties as usually pertain to the office of the President.

SECTION 8.02. Vice President. In the event of the inability of the President to perform his duties, the Vice President selected by the Board of Directors shall preside and perform the duties of, and have the same authority as the President. The Vice Presidents shall also perform such other duties as usually pertain to the office of Vice President or as may be assigned to them by the President or the Board of Directors.

SECTION 8.03. District Directors. Under the direction and supervision of the Board of Directors, each District Director shall have the duty of furthering the objectives of the TRA and of promoting the interests of the chartered Republican Assemblies within the U.S. Congressional District. He shall be an ex-officio member of all Boards of Directors of Republican Assemblies within his U.S. Congressional District.

SECTION 8.04. Recording Secretary. The Recording Secretary shall assist the President and the Board of Directors in conducting the business of the TRA and shall perform such duties as are specified or implied in the Bylaws, or as may be assigned to him by the President or by the Board of Directors. He shall attend all meetings of the Board of Directors and all conventions of the TRA, and shall act as Secretary thereof. He shall make an annual report to the Board of Directors at the Annual Convention, which report shall contain all information required by the Board of Directors. He shall be the custodian of the Articles of Incorporation of the TRA, and reports pertaining thereto. This officer shall have the responsibility for collecting, assembling, and preserving from the minutes all recorded motions and rulings.

SECTION 8.05. Corresponding Secretary. The Corresponding Secretary shall assist the President and the Board of Directors in conducting the business of the TRA and shall perform such duties as are specified or implied in the Bylaws, or as may be assigned to him by the President or by the Board of Directors. He shall sign all documents issued by the TRA whereon his signature is required. He shall receive correspondence on behalf of the organization and shall originate correspondence to TRA subordinate units, individual members, and the public in conformity with these Bylaws.

SECTION 8.06. Membership Secretary. The Membership Secretary shall keep the records of members and 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 also keep the Republican Assembly charters and all material pertaining thereto, and shall report any discrepancy between these and the State TRA Bylaws to the Board of Directors at its next meeting. He shall attend all meetings of the Board of Directors and all Conventions of the TRA. He shall sign all documents issued by the TRA whereon his signature is required. He shall keep the membership accounts in the manner prescribed by the Board of Directors, receive all membership moneys paid to the TRA and turn all said moneys over to the Treasurer within thirty (30) days after receiving same, taking the Treasurer's receipts therefor. 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 TRA.

SECTION 8.07. Voter Registration Secretary. The Voter Registration Secretary shall be responsible for assisting the President of the TRA in coordinating the statewide voter registration efforts of the TRA. The Voter Registration Secretary may appoint regional deputies to assist in this process as needed and shall report to the Board the status of registration at each Board meeting.

SECTION 8.08. Treasurer. The Treasurer shall receive from the Membership Secretary all membership moneys paid to the TRA, giving receipts therefor. He shall also receive all other moneys paid to the TRA. He shall deposit the same in such bank or banks as shall have been designated by the Board of Directors, and shall disburse said moneys upon order of the Board of Directors. He shall make a financial report to the Board of Directors at the Annual Convention, or more often if required by the Board of Directors. He shall attend all meetings of the Board of Directors and all Conventions of the TRA. He

## **TENNESSEE REPUBLICAN ASSEMBLY BYLAWS**

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 TRA.

SECTION 8.09. Assistant Treasurer. The Assistant Treasurer shall have such duties and responsibilities as may be delegated to him by the Treasurer and shall perform other duties as are specified or implied in the Bylaws, or as may be assigned by the President 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 shall have the same authority as the Treasurer. He shall attend all meetings of the Board of Directors and all Conventions of the TRA. 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 TRA.

SECTION 8.10. 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.

SECTION 8.11. Other Past Presidents. All Past Presidents shall perform the duties of organizing and maintaining an active committee of past TRA officers and directors. This committee shall have the responsibility of aiding in the organization and functioning of the TRA.

SECTION 8.12. Transfer of Records. At the end of the term of each officer or appointee, it shall be the responsibility of each to assemble and transfer within thirty (30) days 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 TRA funds, checkbooks and passbooks.

SECTION 8.13. The National Board Members shall have the responsibility of representing the TRA on the Board of the National Federation of Republican Assemblies (NFRA) and to work with TRA officers and units in regard to national issues and candidates.

SECTION 8.14. The Parliamentarian shall have a copy of the Bylaws and be familiar with Robert's Rules of Order so as to facilitate the proper conduct of Board Meetings and Conventions.

### **ARTICLE IX    Board of Directors**

SECTION 9.01. How constituted.

- (a) The Board of Directors of the TRA shall be composed of the President, the Immediate Past President, three (3) Vice Presidents, the Recording Secretary, the Corresponding Secretary, the Membership Secretary, the Voter Registration Secretary, the Treasurer, the Assistant Treasurer, the Parliamentarian, one Director from each United States Congressional District, and the National Board Members.
- (b) Past Presidents. All TRA Past Presidents in good standing shall be ex-officio members of the Board of Directors, without the power to vote.
- (c) Directors-at-Large. Directors-at-Large, who comply with the qualifications for officers as stated in Section 7.02, may be appointed by the President of the TRA subject to the later ratification and approval of the Board of Directors, and shall have all the rights and privileges of the Board of Directors with the exception of the right to vote
- (d) Unit Presidents. Unit Presidents of any chartered Republican Assembly unit shall have all the rights and privileges of the Board of Directors with the exception of the right to vote.

SECTION 9.02. Powers and Limitations of Powers.

## TENNESSEE REPUBLICAN ASSEMBLY BYLAWS

(a) The Board of Directors shall have the control and management of all the affairs, properties, and funds of the TRA provided however that any candidate proposed to be voted upon by the electorate shall not be endorsed by the Board of Directors unless

(1) there is no Republican Assembly in the district in which an election is being held, or

(2) if the Republican Assemblies within such district do not hold a convention to consider endorsing in such election.

Statewide candidates shall be endorsed only at a regular or special Convention of the TRA. The Board of Directors may make recommendations, by a two-thirds vote of the members present at any meeting where a quorum is present, concerning State-wide measures proposed to be voted on by the electorate or candidates for office in the Tennessee Republican Party, provided however that written notice of such proposed vote is given at least fifteen (15) days prior to the Board Meeting and further that such recommendations are released only in the name of the Board of Directors and not in the name of the TRA as a whole.

(b) The Board of Directors shall have such powers as are prescribed in these Bylaws; provided further that it shall exercise general control and supervision of all officers and committees of the TRA and may for good cause and after a hearing, remove any officer or committeeman by a two-thirds vote of the entire Board of Directors; provided such officer or committeeman shall have been sent by the Corresponding Secretary of the TRA by certified mail a notice containing a copy of the charges against him at least fifteen (15) days prior to the hearing thereon, said notice specifying the time and place of the meeting.

(c) The Board of Directors may pass resolutions concerning legislation and policies, except those excluded in this section, by a two-thirds vote of the members present at any meeting where a quorum is present.

SECTION 9.03. Meetings. The Board of Directors shall meet at such times and places as may be determined by action of the Board, by call of the President, or by written request of four members of the Board, provided that there shall be at least two meetings each year, one immediately after the close of the Annual Convention at which it is elected, and the other within three (3) days prior to the first session of the succeeding Annual Convention. A written notice of the time and place of all meetings of the Board of Directors, except at the close of the Annual Convention, shall be mailed to each Officer and Director, to the Secretary of each chartered Republican Assembly and to the Presidents of all committees by the Corresponding Secretary of the TRA not less than fifteen (15) days prior to said meetings.

SECTION 9.04. Special Meetings. The Board of Directors may, without meeting together, transact business by mail, by voting on questions submitted to them by, or with the approval of, the President. Fifteen (15) days shall be allowed for the return of the votes thereon by mail to the Corresponding Secretary of the TRA. The voting shall be considered closed at the end of fifteen (15) days, provided that the majority of the members of the Board 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 Directors have returned their votes. If, at the expiration of the (15) fifteen-day period, a majority of the Board of Directors has not returned their votes, the measure being voted upon shall be deemed to have failed. Said Secretary must preserve 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. In cases where a hearing is required by the Bylaws of the TRA, voting by mail shall not be permitted unless authorized by a two-thirds vote of all members of the Board of Directors.

SECTION 9.05. Appeal. Any action taken by the Board of Directors may be appealed to a Convention of the TRA provided that action taking such appeal shall be made by at least one chartered Republican Assembly, and notice of such action shall be mailed by such chartered Republican Assemblies by certified mail to the Corresponding Secretary of the TRA within thirty (30) days after such action is taken and at least thirty (30) days prior to the Convention. Upon receiving such notification, said Secretary of

## **TENNESSEE REPUBLICAN ASSEMBLY BYLAWS**

the TRA shall notify the Secretary of each chartered Republican Assembly of such appeal at least fifteen (15) days prior to the Convention at which such appeal is to be considered.

SECTION 9.06. Quorum. At all meetings of the Board of Directors, one-third 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 by the Bylaws.

### **ARTICLE X     Boundaries and Identification**

SECTION 10.01. United States Congressional Districts. Each United States Congressional District shall encompass the territory designated therefore by the Tennessee General Assembly, and shall be identified by its District number.

SECTION 10.02. Republican Assemblies. Each Republican Assembly shall be situated within one (1) county or geographical area in the State of Tennessee, as approved by the Board of Directors of the TRA, and shall be identified by its name in its charter.

### **ARTICLE XI     United States Congressional District Officers**

SECTION 11.01. Officers. Each United States Congressional District shall have one (1) District Director.

SECTION 11.02. Duties. The duties of these District Directors shall be as set forth in Section 8.03 of the Bylaws.

SECTION 11.03. Elections. Election of these District Directors shall be as set forth in Section 17.08 of the Bylaws.

### **ARTICLE XII     Republican Assemblies**

SECTION 12.01. Structure. A chartered "local" Republican Assembly shall include membership within a reasonably coherent geographical area (city, town, community, etc.) within the State of Tennessee, and shall be the only such Republican Assembly in that territory.

SECTION 12.02. Bylaws. Each Republican Assembly shall develop its own Bylaws, which may be based on Model Bylaws available from the Corresponding Secretary of the TRA. "Local" Bylaws must be in conformance with TRA Bylaws, and are subject to review by the Board of Directors of the TRA.

SECTION 12.03. Qualifications for Membership. Members of each chartered Republican Assembly shall be those American citizens of good moral character who are registered voters in Tennessee, and have voted in the last Republican Primary, or whose Republican philosophy can be affirmed by a member in good standing of the TRA, in the geographical area of that chartered Republican Assembly, except that those registered in an area where there is no chartered Republican Assembly may become members of a Republican Assembly in a nearby area until a new Republican Assembly may be chartered. Each prospective member must be accepted under the Bylaws of this chartered Republican Assembly and must continue to comply with those Bylaws, and must pay such annual dues as may be fixed.

SECTION 12.04. Action on Applications. Action on all applications for membership in each Republican Assembly shall be taken within thirty (30) days by the Board of Directors of that Republican Assembly or

## **TENNESSEE REPUBLICAN ASSEMBLY BYLAWS**

at a regular meeting; otherwise, any application shall be automatically approved and the new member shall be accepted with the right to vote. Any duly rejected application shall be reported within ten (10) days to the Membership Secretary of the TRA. The Board of Directors of the TRA may review any rejected application and determine whatever action is deemed necessary.

SECTION 12.05. Transfer of Membership. Any active member may transfer his membership from one Republican Assembly to another at any time. In that event, the Secretary of the Republican Assembly to which the member is transferring shall promptly notify the Membership Secretary of the TRA and the latter shall then notify the Secretary of the Republican Assembly from which the member has transferred. Acceptance of the transferred member immediately terminates his membership in his former Republican Assembly. The member shall pay the difference, if any, between the membership dues of the two Republican Assemblies involved.

SECTION 12.06. Honorary Membership. Honorary Members shall be those registered voters who, by two-thirds vote of either the Board of Directors of the TRA or any chartered Republican Assembly, are elected to honorary membership in the TRA.

SECTION 12.07. Membership Requirements. To maintain its good standing in the TRA, each Republican Assembly must maintain a minimum of five (5) active members, each of whom has paid current dues.

SECTION 12.08. Officers and Directors. Each Republican Assembly shall have a President, a Secretary and a Treasurer, plus such additional officers as may be specified in its Bylaws. It may also have a Board of Directors, composed as specified in its Bylaws.

SECTION 12.09. Elections. Each Republican Assembly shall elect its officers and directors, in accordance with its Bylaws, bi-annually; also, other representatives (Delegates to TRA Conventions, etc.) shall be so elected.

SECTION 12.10. Meetings. Each Republican Assembly shall hold at least one (1) meeting each quarter, at a time and place determined by its Board of Directors or officers, which Board or officers may also prescribe other meetings.

SECTION 12.11. Reports. Each chartered Republican Assembly shall submit to the Membership Secretary of the TRA periodical reports of its membership, together with the names and addresses of its President, Secretary and Treasurer, plus such other information as may be required at such times and in such manner as may uniformly be provided by resolution of the Board of Directors of the TRA.

SECTION 12.12. Records. All records of each Republican Assembly shall be maintained by the Secretary and Treasurer of that Republican Assembly, available for examination by members thereof and by the officers of the TRA.

SECTION 12.13. Application for charter. Application for charter of a new Republican Assembly shall be made on the standard petition form as adopted by the Board of Directors of the TRA, which petition shall be signed by at least five (5) persons eligible for active membership in the prospective Republican Assembly. All of these prospective members must reside within the prospective geographical area of the prospective Republican Assembly. Before its presentation to the Membership Secretary of the TRA, the petition shall be forwarded to the appropriate District Director for approval.

SECTION 12.14. Initial Organization. Upon receipt of an approved petition by the Membership Secretary of the TRA, the Board of Directors of the TRA may by resolution approve formation of the new Republican Assembly and direct, through its designated representative(s) the organization of said Republican Assembly.

## **TENNESSEE REPUBLICAN ASSEMBLY BYLAWS**

SECTION 12.15. Conditions of Organization. The organization of the new Republican Assembly shall be completed, under the direction of the designated representative(s) of the TRA; provided that the new Republican Assembly shall have:

- (1) Ratified the Bylaws of the TRA.
- (2) Adopted its own Bylaws.
- (3) Elected its own officers and directors (if any) and committees, and accomplished its organization in accordance with its Bylaws.
- (4) Certified to the Membership Secretary of the TRA that its officers, directors, committees, and members have been instructed in their duties by the designated representative(s) of the TRA.
- (5) Certified to the Membership Secretary of the TRA that it has held at least two (2) regular meetings as an organized body.

SECTION 12.16. Completion of Organization. Upon satisfaction of the requirements set forth in this article, the Board of Directors of the TRA may issue the new Republican Assembly a charter signed by the President and the Membership Secretary of the TRA under the seal of the TRA. This charter shall state the name of the new Republican Assembly and the date of membership, which shall be the date of acceptance by the Board of Directors of the TRA.

### **ARTICLE XIII      Disputes**

SECTION 13.01. Actions by Republican Assemblies. Jurisdictional issues and / or other controversies between chartered Republican Assemblies shall be resolved by their respective Board of Directors, or should said Board not exist, their officers.

SECTION 13.02 Appeal. If agreement cannot be reached under the provisions of Section 13.01 of this Article, appeal may be made to the Membership Secretary of the TRA. Following written notice sent not less than twenty (20) days earlier to the last reported President or President and Secretary of each Republican Assembly, the Board of Directors of the TRA may hold a hearing on this matter, taking into account also the findings of the appropriate District Director. The Board of Directors of the TRA may then resolve the matter in such a fashion and upon such conditions as it may establish.

SECTION 13.03. Final Decision. The decision of the Board of Directors of the TRA on all matters concerned in this Article shall be final; provided, that said decision may be appealed to the next following annual TRA Convention as stipulated in Section 9.05 of the Bylaws.

### **ARTICLE XIV      Committees**

SECTION 14.01. Named by the Board. The Board of Directors shall have the power to name all committees during its term of office, except that it shall name no more than twenty (20) standing committees in all. The President shall have the power to appoint all members of the committees, excepting the members of the Publications Committee. All committees other than subcommittees shall report to the Board of Directors or to the President.

SECTION 14.02. Members Appointed by President. The standing committees shall be appointed by the President, with the exception of the Publications Committee, and each shall consist of not less than three (3) members. They shall perform such duties as may be authorized by the Board of Directors. A quorum shall be one-third of the members of the committee or three (3) members, whichever is greater. An individual shall be removed as a committee member if the individual misses more than two (2) consecutive committee meetings.

## **TENNESSEE REPUBLICAN ASSEMBLY BYLAWS**

SECTION 14.03. Holdover Member. Either the President, or if he is unable to act, then some other active member of each committee shall be appointed as a member of such committee in the succeeding year.

### **ARTICLE XV      Conventions**

SECTION 15.01 Time and Place.

(a) A Convention of the TRA shall be held annually during March or April. For the annual Convention which immediately precedes a Presidential election, the annual Convention is to be held a minimum of thirty (30) days prior to the Tennessee Primary. The time and place shall be fixed by the Board of Directors and each chartered Assembly shall be notified thereof at least two (2) months in advance of said Convention.

(b) The Board of Directors may, after giving ninety (90) days notice to each chartered Assembly, select sites for Conventions to be held within the three (3) calendar years following the date of selection.

SECTION 15.02. Special Conventions. In case of an emergency, special Conventions may be called by the President with the approval of the majority of the members 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 15.03. The Secretary of the TRA shall mail to the Secretary of each chartered Republican Assembly an official call to the Annual Convention at least two (2) calendar months prior to the date of the Convention and for a special Convention at least thirty (30) days prior to the date thereof.

SECTION 15.04. Supervision. The Board of Directors shall have full supervision and management of all Conventions of the Republican Assemblies and shall determine the official program and order of business at each Convention.

SECTION 15.05. Officers. The officers of each Convention shall be the officers of the TRA. At or prior to any Convention the President may appoint a Recording Secretary of the Convention to assist the President and the Secretaries.

SECTION 15.06. Parliamentarian. At each duly called Convention or prior thereto, the President shall appoint such assistants to the Parliamentarian as the President may deem necessary or advisable.

SECTION 15.07. Special Committee. At each duly called Convention, or prior thereto, the President shall appoint a Credentials Committee, Resolutions Committee, Nominating Committee, Elections Committee, and such other committees as the President may deem proper, each to consist of at least three (3) members from chartered Republican Assemblies.

SECTION 15.08. Representation. Each local Republican Assembly in good standing chartered by the State TRA shall be entitled to elect delegates to each Convention of the TRA as follows: two (2) Delegates by virtue of the charter held by it; one (1) Delegate for the first fifteen (15) members and one (1) Delegate for each additional ten (10) members. A quorum shall consist of one-third (1/3) of delegates at the Convention. Representation shall be determined by membership totals as reported on or before January 31st prior to the Annual Convention, or 60 days prior to the Annual Convention which immediately precedes each United States Presidential election.

SECTION 15.09. Delegates-at-Large. The voting members of the Board of Directors and all Past Presidents of the TRA shall be Delegates-at-Large at all Conventions.

## TENNESSEE REPUBLICAN ASSEMBLY BYLAWS

SECTION 15.10. Delegates and Alternates. Each Delegate and Alternate shall be elected by the membership of the local unit or other unit that he represents. Any chartered Republican Assembly in good standing, at the time of electing its Delegates for a Convention as herein specified, may elect Alternates in number not to exceed four (4) times the number of Delegates. In the event of the substitution of an Alternate for a Delegate, any person designated as an Alternate from the delegation may be substituted for the Delegate and the change shall be reported to the Credentials Committee, and, when such substitution of an Alternate for the Delegate has been made, the Alternate shall continue to act as the Delegate until the close of the Convention. This rule may be modified by the Credentials Committee with regard to the Delegates of the Convention city so as to permit the substitution of an Alternate for a Delegate for one or more sessions, but only in the event that the Delegate is so engaged in the administrative work of the Convention, as to make it impossible for him to attend such session or sessions of the Convention, and such substitution has been duly reported to and noted by the Credentials Committee. Said Delegates, all Delegates-at-Large, and said Alternates, shall be active members in good standing of the chartered Republican Assemblies they represent, but shall not be elected State Officials, holding partisan remunerative office other than an office within the Republican Party. The Delegates and Alternates shall be elected by such Republican Assemblies prior to the date of any Convention and their election shall be evidenced by a certificate duly authenticated by the President and the Secretary of the local Republican Assembly, and such certificate shall be forwarded to the Credentials Committee so as to be received by that Committee not later than twenty (20) days prior to the Convention. The Committee on Credentials shall have the right to determine as to the seating of the Delegates and Alternates for such chartered Republican Assembly that shall fail to certify the election of its Delegates or Alternates.

SECTION 15.11. Registration Fee. The Board of Directors shall establish the registration fee to be paid to the TRA by all members attending any Convention of the TRA. The proceeds derived from such registration fees shall be expended under the direction of the Committee on Convention Programs and Arrangements and with the approval of the Board of Directors. At least two weeks prior to the annual Convention, the Committee on Credentials will provide at a nominal fee to all candidates seeking TRA state office, statewide Republican candidates, a list of all known TRA Delegates' and Alternates' names and addresses when requested. A notice, stating the amount of the registration fee and giving the Convention program, shall be sent by the Corresponding Secretary of the TRA to the Secretary and President of each member Republican Assembly, each state officer, and each District Director, at least twenty (20) days before the date of the Convention. No Delegate, Delegate-at-Large, nor Alternate shall be entitled to vote in a Convention unless and until his registration fee has been paid. The profit or loss accruing from any Convention shall be shared equally by the TRA and the host Republican Assembly or Assemblies.

SECTION 15.12. Past Presidents. All TRA Past Presidents in good standing shall have delegate status, notwithstanding any other provision of these Bylaws.

SECTION 15.13. Voting.

- (a) In all voting, a majority shall rule, unless otherwise provided in the Bylaws.
- (b) In all Conventions of the TRA, each designated Delegate and Delegate-at-Large shall be entitled to cast one vote, as shall be ascertained on the following basis:
  1. Each Delegate-at-Large of the TRA shall have one vote.
  2. Each Delegate from a local Republican Assembly shall have one vote.
  3. There shall be no voting by proxy at any meeting of Delegates of the TRA, except that each chartered Assembly shall be entitled to one (1) vote by written proxy signed by its President and Secretary, in the event that none of the duly authorized Delegates and Alternates are able to attend the Convention.

## **TENNESSEE REPUBLICAN ASSEMBLY BYLAWS**

(c) There shall be no cumulative voting nor shall any delegate-at-large vote as both a Delegate-at-Large and then again as a Delegate or Alternate.

### **ARTICLE XVI**      **Convention Procedure**

SECTION 16.01. Program. The official program of a Convention as approved by the Board of Directors shall be the Orders of the Day for all sessions. Changes in the program may be made from time to time by a majority vote of the Delegates and Delegates-at-Large present and voting.

SECTION 16.02. Resolutions. All resolutions shall be referred to the Committee on Resolutions for its consideration and recommendation to the Convention. All such resolutions submitted to the TRA President ten (10) or more days prior to the opening of the convention must be reported out. Debate on such resolutions shall not be in order until they have been reported out by the Committee on Resolutions.

SECTION 16.03. Debate. Reports on Committees, communications to the Conventions, resolutions presented by the Committee on Resolutions, and all motions save such as are known to parliamentary practice as "undebatable" may be debated upon the floor of the Convention, unless by a two-thirds vote the Convention decides to dispose of them without debate. No Delegate shall speak in Convention longer than five (5) minutes at one time, except as provided in the order of the day or by majority vote of the Convention.

SECTION 16.04. Endorsement of Candidates. Endorsements of candidates proposed to be voted upon by the electorate statewide, shall be made only by the affirmative vote of two-thirds of the Delegates present and voting at a regular or special Convention of the TRA. Only one person may be endorsed for a particular office.

### **ARTICLE XVII**      **Nomination and Election of Officers**

SECTION 17.01. Time. The official program of the Annual Convention shall indicate the days and hours for nomination and election of officers and shall be subject to change only in accordance with the rules of the Convention procedure.

SECTION 17.02. Committee on Elections. The Committee on Elections shall have general charge of the election and the distributing and the counting of the ballots.

SECTION 17.03. Eligibility. Any active member of a chartered Republican Assembly in good standing may be eligible for any elective office, but no person shall be submitted as a candidate for any office without the consent of such person having been obtained, and provided that the person is qualified under Article VII, Section 7.02.

SECTION 17.04. Nominations - How Made. All nominations shall be made from the floor of the Convention at the time designated on the official program.

SECTION 17.05. Accredited Voters. Before the opening of polls, the Membership Secretary shall provide the Committee on Elections with a list of the Delegates and Delegates-at-Large as shown by the report of the Committee on Credentials. No Delegate or Delegate-at-Large shall be allowed to vote unless his name appears on the list.

SECTION 17.06. Ballots. The voting shall be by paper ballot only.

SECTION 17.07. Officers. A majority of all votes cast shall be necessary for the election of President. In the event that any ballot cast does not show a majority for any nominee for President, the President shall designate a time and place for further balloting for such office. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot the

## **TENNESSEE REPUBLICAN ASSEMBLY BYLAWS**

same procedures shall be followed until some nominee shall have received a majority of all votes cast. Among those nominated for Vice President, the candidates receiving the highest vote, though less than a majority, shall be deemed elected. Among those nominated for an office other than President or Vice President, the one receiving the highest vote, though less than a majority, shall be deemed elected.

### **SECTION 17.08. District Directors.**

(a) **Nomination.** All of the Delegates elected to the Convention from each region shall nominate a District Director in a manner prescribed by the Board of Directors of the TRA.

(b) **Election.** A District Director from each United States Congressional District shall be elected at the Annual Convention by the Delegates-at-Large and the Delegates from each United States Congressional District. If there be less than three (3) delegates from a United States Congressional District, voting and present, the District Director shall be appointed by the Board of Directors from a list approved by the units of the United States Congressional District in which the Director is to serve. In all elections for District Director the voting shall be by paper ballot.

(c) **Voting.** Each Delegate from each region recognized by the Convention shall be entitled to cast one vote at the election of the District Director. The incumbent District Director shall be entitled to one vote. A majority of all votes cast in each United States Congressional District election shall be necessary for the election of the District Director. In the event that any ballot cast does not show a majority for any nominee, the nominee having the lowest vote on the first ballot shall be dropped and another ballot cast, and on each succeeding ballot the same procedure shall be followed until such nominee shall have received a majority of all votes cast.

(d) **Term of Office.** Each District Director shall take office immediately upon the closing of the Annual Convention of the TRA and shall serve thereafter for a period of one (1) Convention year.

(e) **Selection of Region.** Chartered Republican Assemblies whose geographical boundaries include more than one (1) United States Congressional District may cast their votes for District Director in only one (1) region. The choice of region in which to vote rests with the chartered Republican Assembly. This choice must be transmitted to the TRA Membership Secretary not later than December 31st of each year to become effective with the next Annual Convention. An annual declaration is required. Should no declaration be made by December 31st of each year the unit will remain in the same region as it voted to be in at the previous Convention. For new units with no prior record and for any disputes the matter shall be decided by the Committee on Credentials of the Convention.

**SECTION 17.09. Cumulative Voting.** Cumulative voting shall not be permitted. For the purposes of this Section 17.09, the following are considered cumulative voting:

(a) One person casting more than one vote for a single candidate, even when the election permits casting votes for several candidates for the same office.

(b) A delegate-at-large voting as both a delegate-at-large, and then again as a delegate or alternate.

## **ARTICLE XVIII    Vacancies in Office Between Conventions**

**SECTION 18.01. President.** In the event of a vacancy in the office of President occurring between Annual Conventions, the Board of Directors shall appoint a Vice President to become President until the next Annual Convention. At that time the Convention shall fill the remaining term of office.

**SECTION 18.02. Vice President.** In the event of a vacancy in the office of Vice President occurring between Annual Conventions, the Board of Directors shall elect a qualified member of a chartered Republican Assembly to fill the office until the next annual Convention. At that time the Convention shall fill the remaining term of office.

## **TENNESSEE REPUBLICAN ASSEMBLY BYLAWS**

SECTION 18.03. Secretary and Treasurer. In the event of a vacancy in the office of any Secretary, the Treasurer or other office, the Board may likewise select a qualified member of a chartered Republican Assembly to fill such office until the next annual Convention. At that time the Convention shall fill the remaining term of office.

SECTION 18.04. District Director.

(a) In the event of a vacancy in the office of District Director in any region between the Annual Conventions, the President of the Tennessee Republican Assembly, with the approval of the Board of Directors, shall appoint a qualified member of an assembly in that District to act as District Director until the election by the United States Congressional District of a successor to fill the balance of the unexpired term.

(b) In the event that no chartered Republican Assembly exists in a particular United States Congressional District, the President of the Tennessee Republican Assembly, with approval of the Board of Directors, shall appoint a qualified member of an assembly in another adjacent District to act as District Director. Such appointments shall continue until such time as assemblies chartered within the United States Congressional District shall elect a District Director in accordance with the provisions of these Bylaws.

SECTION 18.05. National Board Members. In the event of a vacancy in the office of National Board Member occurring between Annual Conventions, the Board of Directors shall elect a qualified member of a chartered Republican Assembly to fill the office until the next Annual Convention. At that time, the Convention shall fill the remaining term of office.

### **ARTICLE XIX      Revenues**

SECTION 19.01. Fees and Dues. The revenues of the TRA shall be derived from fees and dues, fees from publications and supplies, and from contributions to the work of the TRA.

SECTION 19.02. Dues.

(a) The annual State dues shall be forwarded to the Membership Secretary of the TRA within thirty (30) days of receipt. Any delinquency in the forwarding of dues when payable shall result in the suspension of membership in the TRA of the local Republican Assembly.

(b) The annual State dues of the TRA shall be set by the Board of Directors from time to time.

SECTION 19.03 Publication Rate. The Board of Directors shall have the power, in its discretion, to fix the subscription price of the Tennessee Republican Assembly newsletter or other publication in its interest, and to provide ways and means of securing subscriptions and raising revenues for the purposes of the TRA and the causes it may support.

SECTION 19.04. Other Revenue. Revenues, other than those defined in Section 19.01 of this Article, may be raised as approved by the TRA Board of Directors.

SECTION 19.05. NFRA Dues. The TRA shall pay annual dues of to the National Federation of Republican Assemblies for each TRA member.

### **ARTICLE XX      Finance and Accounting**

SECTION 20.01. Fiscal Year. The fiscal year of the TRA shall begin on July 1.

SECTION 20.02. System of Accounts. The Board of Directors shall cause an efficient double entry system of accounts to be installed and maintained.

## **TENNESSEE REPUBLICAN ASSEMBLY BYLAWS**

SECTION 20.03. 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 the amount of each appropriation, and shall include a statement of the estimated revenues of the TRA for such annual period and the sources thereof. Any budget adopted by a prior Board of Directors may be accepted or rejected in whole or in part or substitutions and additions made, at the discretion of the newly elected Board of Directors.

SECTION 20.04. Disbursements. All disbursements shall be made solely by check.

SECTION 20.05. Depositories. The Board of Directors shall designate the depositories of all funds of the TRA.

SECTION 20.06. Signers of Checks. 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 objects of this article. The Board of Directors, at their discretion, may require a fidelity bond for all persons authorized to sign checks, or otherwise handle funds of the TRA, in the amount of at least \$30,000 per person, the cost of said bond to be borne by the TRA. The President of the TRA shall hold the bond.

SECTION 20.07. Audit of Accounts. The President may, with approval of the Board of Directors, select a recognized and acceptable accountant to audit or review the books of accounts of the TRA as deemed appropriate. The Secretaries and Treasurer shall submit their books and all other records for audit whenever required by the Board of Directors.

SECTION 20.08. Within thirty (30) days of receipt, the Board of Directors shall cause to be mailed to the Secretary and President of each chartered Republican Assembly, the balance sheet and a statement of receipts and expenditures of the TRA for the previous fiscal year. Such financial report shall be prepared by an accountant appointed by the President and approved by the Board of Directors.

### **ARTICLE XXI      Official Publications**

SECTION 21.01. Policy.

- (a) The Board of Directors shall have full control of all questions of policy of the official publications.
- (b) The Board of Directors shall appoint a Publications Committee composed of three (3) members and consideration shall be given to members qualified in editorial, advertising and business experience, and said committee shall execute the policies as determined and directed by the Board of Directors.
- (c) All actions of the Publications Committee are subject to approval of the Board of Directors.

SECTION 21.02. Staff.

- (a) The Publications Committee shall establish a policy and shall define the responsibilities and the authority of the Editor.
- (b) Editorial Staff. The State Publications Committee shall appoint the Editor of the official publication, and shall fix his salary. The Editor shall appoint his assistants subject to the approval of the State Publications Committee, which committee shall have the power to compensate his assistants if in his judgment such compensation is advisable.

SECTION 21.03. Republican Assembly Correspondents. Each chartered 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.

## **TENNESSEE REPUBLICAN ASSEMBLY BYLAWS**

SECTION 21.04. Honorary Subscription. Every Past President of the TRA shall receive without cost, a permanent subscription of the official publication of the TRA.

### **ARTICLE XXII      Endorsement of Local Candidates and Recall of Local Elected Officials**

SECTION 22.01. Two-thirds Vote of a Committee. Endorsements of local candidates for public office, or starting or joining a recall effort for any elected local official, may be made only by a two-thirds vote of a committee, at a physical meeting composed of equal representation of all chartered Republican Assemblies within the district from which the candidate proposed to be endorsed is to be elected, or the official proposed to be recalled is an elected official. The temporary President shall be the ranking state officer in the particular district within which the candidate is to be elected or the officer is to be recalled. Where the particular district has officers of equal rank, the temporary President shall be determined by lot.

SECTION 22.02. Notice of Committee Meeting. Each Unit entitled to participate shall be given at least ten (10) days written notice prior to the meeting of the committee, except in cases of urgency, in which case equal notice shall be given to the Presidents and Secretaries of such Units.

SECTION 22.03. Limitations on Endorsing and Recalling.

(a) Officers and members of local Assemblies shall not become members of, or take part, as such Assembly Members or Officers, in any Fact-Finding Committee Endorsing Committee, created in and for the name of the Republican Party, except by the authority of the Unit in which they are members as expressed through an election or by the action of their Board.

(b) Neither the TRA nor any chartered local Republican Assembly shall endorse any candidate for any public office, whether partisan or non-partisan, unless such candidate is affiliated with the Republican Party or in non-partisan races the candidate has affirmed their agreement with the statement of beliefs of the NFRA.

(c) The TRA President, upon being notified prior to an election, or between elections, of any alleged infraction of the Bylaws concerning endorsement of candidates or issues, or recall of an elected official, shall immediately conduct an investigation of the alleged infraction and take whatever action is deemed necessary to protect the endorsement/recall privilege and good name of the TRA.

(d) Only one person may be endorsed for a particular office.

(e) Only individuals who have been certified as eligible by the appropriate election official may be considered for endorsement to a particular office.

(f) For purposes of determining eligibility to vote, delegates to a local endorsing committee must have been members of the qualified TRA unit no less than 30 days prior to the date of the local endorsing committee.

SECTION 22.04. In the event that a local endorsing committee only involves a single chartered Republican Assembly, no delegate selection process shall apply, and all members of that unit, subject to the restriction set forth in 22.03(f), shall be eligible to vote on the question of an endorsement.

### **ARTICLE XXIII      Code of Administrative Provisions**

SECTION 23.01. The Board of Directors of the TRA shall have power to adopt and amend from time to time a Code of Administrative Provisions supplementing and augmenting but not in conflict with the

## **TENNESSEE REPUBLICAN ASSEMBLY BYLAWS**

Bylaws of the TRA and such code of administrative provisions as so adopted by the Board of Directors shall be in full force and effect unless revoked by a regular or special Convention of the TRA.

### **ARTICLE XXIV    Parliamentary Authority**

SECTION 24.01. Robert's Rules of Order, Revised, shall be the parliamentary authority for all matters of procedure not specifically covered in the Bylaws of the TRA.

### **ARTICLE XXV    Printing of Bylaws**

SECTION 25.01. At the conclusion of each Convention where any amendments are made to the Bylaws, the Bylaws Committee shall be charged with the authority and the responsibility to cause and supervise the printing of the Bylaws as in effect at the end of that Convention. Printers' proofs of the Bylaws as amended shall be furnished by the out-going President of the Bylaws Committee to each outgoing member of the Bylaws Committee, and to the newly-elected officers. Each such person shall then make comment and return them to the outgoing President who shall then be authorized with the advice of his committee to cause and supervise the printing and circulation of the Bylaws. The Bylaws shall be dated as of the closing date of the Convention each year.

### **ARTICLE XXVI    Amendments to Bylaws**

SECTION 26.01. Place and Vote Needed. Amendments to these Bylaws shall be made only at a regular or special Convention of the TRA by a two-thirds vote of the Delegates and Delegates-at-Large present and voting.

SECTION 26.02. Notice Required and Limitations. Proposed amendments to the Bylaws shall be delivered or mailed to the Corresponding Secretary of the TRA at least fifty (50) days prior to the date of the Convention. The Secretary shall send a copy of the proposed amendments to the Secretary of each chartered Assembly not less than thirty (30) days prior to the date of the Convention. The Convention shall have power to revise the text of such amendments in approving the same, but shall adhere to the subject matter thereof as specified by the Bylaws Committee.

SECTION 26.03. These Bylaws are considered to be amended to conform to the Bylaws of the NFRA.

### **ARTICLE XXVII    Order of Business**

Following is a suggested model for the order of business at meetings:

- |                         |  |
|-------------------------|--|
| 1. Invocation           | 7. Old Business                                |
| 2. Pledge of Allegiance | 8. New Business                                |
| 3. Reading of Minutes   | 9. Suggestions for Organizational Improvements |
| 4. Communications       | 10. Appointments                               |
| 5. Officers' Reports    | 11. Adjournment                                |
| 6. Committee Reports    |  |
| a. Membership           |  |
| b. Campaigns            |  |
| c. Other Committees     |  |

## TENNESSEE REPUBLICAN ASSEMBLY BYLAWS

I hereby certify that the forgoing Bylaws of the Tennessee Republican Assembly, as amended to date, were duly adopted by the members thereof, on November 15, 2003.

President: \_\_\_\_\_  
(Signature)

Secretary: \_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Print Name)

\_\_\_\_\_  
(Print Name)