

## **Bylaws of the Young Republican National Federation, Inc. as of November 14, 2020**

### **Article I. General Provisions**

Section 1.01 – Definitions. As used in these Bylaws, unless the context otherwise requires, the words and phrases defined in this section shall have the meanings set forth herein.

- (a) “Act” means the District of Columbia Nonprofit Corporation Act of 2010, DC Code, Chapter 4;
- (b) “Articles” means the articles of incorporation of the YRNF;
- (c) “Board” means the Board of Directors of the YRNF;
- (d) “Contracted Agents” means any entity with which the YRNF has entered into a written contract;
- (e) “Delegate” means “a person appointed pursuant to Article VI of these Bylaws to vote in the biennial convention—a representative assembly—for the election of Officers, the Board of Directors, and on other such matters as may be presented during any biennial Convention. For purposes of the Convention, a delegate is not a ‘member’ of the National Committee, though members of the National Committee may be appointed or selected as delegates by their respective State Federation.”
- (f) “Delinquent Debt” means any debt owed as soon as the debtor has been notified of the outstanding debt by means of registered letter from the YRNF or its contracted agents;
- (g) “Elected Office” means the offices of Chairman, Co-Chairman, Vice Chairman At- Large, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Auditor and Regional Vice-Chairman.
- (h) “Member” means “Any person comprising the National Committee as set forth in Section 3.02 of these Bylaws. Such person has the right, in accordance with these Bylaws and the YRNF Articles of Incorporation, not as a delegate, to vote on any type of fundamental transaction during a meeting of the National Committee. For purposes of this definition, the term ‘meeting’ refers to, and has the same definition as, Section 3.03 of these Bylaws. Thus, a ‘member’ has the right to vote on any type of fundamental transaction other than the election of Officers, which election occurs at the biennial convention.
- (i) “Elected Officer” means the holder of an elected office;
- (j) “National Committee” means the National Committee of the YRNF as comprised as set forth herein;

- (k) "National Convention" means the biennial convention of the YRNF;
- (l) "Outstanding Debt" means any debt that remains unpaid;
- (m) "State" means a state of the United States or one of its territories, districts, or possessions;
- (n) "State Federation" means an organization of Young Republicans chartered by the YRNF in accordance with the provisions of this document;
- (o) "Undisputed Debt" means any debt for which no written objection has been received by the YRNF within the time established herein, or which has been appealed and finally determined as set forth herein;
- (p) "YRNF" means the Young Republican National Federation, Inc.;
- (q) "Young Republican" means a member in good standing of a State Federation between and including the ages of 18 and 40, inclusive

Section 1.02 – Purpose. The purpose of the YRNF shall be to

- (a) Elect Republicans throughout the United States, its territories and possessions;
- (b) Develop a nationwide movement of intelligent, aggressive, professional and effective Young Republicans through education and training;
- (c) Support the principles, objectives and platform of the Republican Party;
- (d) Direct, manage, supervise, and control its business, property, and funds and do all other things necessary to carry out its objectives; and
- (e) Create, charter, supervise, and coordinate State organizations of Young Republicans throughout the United States of America, its territories and possessions.

Section 1.03 – Intraparty Participation and Endorsement Policy.

- (a) YRNF Participation and Endorsement Prohibited. The YRNF, the National Committee, the National Convention, and all officers or directors acting in their capacity as official representatives of the forgoing entities may not participate or make an endorsement in any contested Republican primary or any intraparty election at the national, state, or local levels.
- (b) State Participation and Endorsement. A State federation may participate or make an endorsement in any contested Republican primary or any intraparty election within their state jurisdiction in the manner and to the extent authorized by its governing documents.

(c) Local Participation and Endorsement. A local chapter may participate or make an endorsement in any contested Republican primary or any intraparty election within their state or local jurisdiction in the manner and to the extent authorized by its governing documents and the governing documents of its State Federation.

(d) Notice to YRNF Chairman. Any state federation or local chapter desiring to participate or make an endorsement pursuant to paragraphs (b) or (c) of this Section shall promptly notify the YRNF Chairman upon such participation or endorsement. No such endorsement may in any way, state, imply, or suggest that it is made on behalf of the YRNF and any such implications shall promptly be disavowed by the endorsing organization.

(e) Exceptions. The provisions of this Section do not pertain to elections within the YRNF or any of its state or local affiliates or elections within any other Republican Party auxiliary or allied organizations.

(f) No officer or member of the National Committee shall endorse, or otherwise publicly encourage support for, any non-Republican candidate in a primary or general election where a Republican candidate appears on the ballot and where candidates are classified on the ballot by political party.

(i) The Chairman shall notify a member of the National Committee in violation of this section.

(ii) The member in violation shall have seven (7) days to publicly retract their endorsement as directed by the Chairman.

(iii) If the retraction under this provision does not occur, the member in violation shall be automatically expelled from the Young Republican National Federation and all of its state and local chapters, forfeiting any Young Republican offices they might hold.

(iv) The expulsion may be appealed in writing to the Chairman who shall present the appeal to the National Committee. The National Committee may reinstate the member, as it deems necessary, with a three-fourths (3/4<sup>th</sup>) vote.

Section 1.04 – Eligibility to Participate in the YRNF. To serve on the National Committee, hold office in the YRNF or serve as a Delegate or Alternate to a YRNF Convention, an individual must be a member of a state federation duly chartered under these Bylaws, be between the ages of 18-40, inclusive, and be registered to vote in any state. In addition, in a state that provides for partisan registration, an individual must be registered as a Republican voter.

#### Section 1.05 – Communications.

(a) The Board, regional councils, standing and ad hoc committees, the State Chairman's Association, and dispute resolution committees may conduct meetings by telephone conference so long as all members have simultaneous aural communication.

(b) Electronic mail shall be the primary means of communication for notices and reports required by these Bylaws. Other mediums may be used if necessary or as required by law. All notices and reports shall also be posted on the YRNF website.

Section 1.06 – Parliamentary Authority. *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of the National Committee and govern its procedures where it is not inconsistent with the governing documents of the YRNF or any rule that may be adopted by the organization.

## **Article II. State Federations**

Section 2.01 – Generally. The YRNF may charter one state federation in each state consistent with the process outlined in these Bylaws. State federations shall have the power and authority conferred by these Bylaws.

Section 2.02 – Powers and Duties of State Federations. The powers and duties of the respective state federations shall include but are not limited to the following:

- (a) To manage their affairs in a manner consistent with the provisions of their governing documents, applicable statutes, provided that such management does not conflict with the provisions of the governing documents of the YRNF or rules adopted by the National Committee;
- (b) To elect, at a duly called state convention, a Chief Executive Officer, National Committeeman and National Committeewoman as members of the National Committee and to fill vacancies in such offices in the manner provided by their governing documents;
- (c) To select delegates and alternate delegates to the National Convention in the manner provided by these Bylaws and its governing documents and if their governing documents so authorize, instruct said delegates and alternates;
- (d) To conduct at least one annual meeting as a statewide organization at such time and manner as prescribed in their governing documents. Such meeting may be a statewide convention or a meeting of the state federation's executive committee or board of directors;
- (e) To provide for the chartering and supervision of Young Republican organizations located within their state's geographical boundaries;
- (f) To levy and assess dues upon their members;

Section 2.03 – Petitions to Charter a New State Federation. Application for recognition as a State Federation by the YRNF shall be made by petition to the Board of Directors. The format and content of the petition shall be specified by the Board and consistent with the following:

- (a) The petitioning state shall provide a listing of names, addresses, telephone numbers, electronic mail addresses, and birth dates of prospective Young Republicans who desire to organize a state organization. Petitioning Young Republicans must reside in the state in which they petition to organize a state federation and shall meet the eligibility requirements of the YRNF as set forth in these Bylaws. The number of Young Republicans required shall be based on population of the state as reported in the most recent decennial census of the United States as follows:
  - (i) Fifty (50) signatures are required of petitioning states with populations of 5,000,000 or fewer residents;
  - (ii) Seventy-five (75) signatures are required of petitioning states with populations greater than 5,000,000 but less than 10,000,000 residents; and
  - (iii) One hundred (100) signatures are required of petitioning states with populations

greater than 10,000,000 residents.

(b) The petitioning organization shall certify that:

- (i) It has adopted governing documents consistent with the provisions of these Bylaws and that it has provided true and accurate copies of the same as part of its petition;
- (ii) It has elected its officers consistent with its governing documents and provided to the YRNF the names, addresses, telephone numbers, electronic mail addresses, and birth dates of all Young Republicans within its organization; and
- (iii) It has held at least one meeting as an organized, statewide body.

(c) Upon receipt of a petition from a prospective state organization, the Board shall verify compliance with paragraphs (a) and (b) of this Section and may evaluate the viability of the prospective state organization considering additional factors including, but not limited to

- (i) The ability of the organization to effectively conduct its affairs and serve the needs of all Young Republicans within the state;
- (ii) Whether a state organization has been previously chartered in that state and the length of time since its charter was resigned or forfeited;
- (iii) The degree of cooperation and communication with the petitioners and their state party leadership and elected Republican leaders; and
- (iv) The political, organizational, or leadership experience of the leaders of the petitioning organization.

(d) The Board shall report to the National Committee at the next scheduled meeting of the National Committee whether the petition meets the requirements of paragraphs (a), (b), and (c) and whether it recommends the petition's approval. Petitions that fail to meet the requirements of Section 2 shall be returned to the petitioner with specific deficiencies identified by the Board. The National Committee may approve charter petitions meeting the requirements of this Section by majority vote.

Section 2.04 – Renewal of State Federation Charters. Each state federation shall submit to the Board no later than March 31 of each year a petition for renewal of its charter with the YRNF for approval by a majority vote of the National Committee at its spring meeting. The format and manner of the renewal process shall be determined by the Board, and shall be transmitted to the State Chairmen by February 1, but in all cases, each state organization must annually provide:

- (a) A current list of its officers together with their titles, a current list of its clubs and their principal officer, a current list of its entire state membership including the name, address, birth date, telephone number, and electronic mail address of each member of any state chartered club;
- (b) Documentation demonstrating that at least one member of the National Committee from each state was in attendance at least two of the three National Committee meetings during the previous year; and
- (c) Documentation demonstrating that the state federation satisfies the minimum requirements for chartering set forth in Section 2.03 (a) - (b), above.

(d) Penalties.

- (i) A state federation that fails to be represented at all meetings of the National Committee during the previous calendar by at least one of its members of the National Committee or a designated

proxy thereof, in violation of Section 2.04(b) of these Bylaws, shall be assessed, as a condition of its renewal membership, a penalty as follows:

- (1) For state federations chartered under Section 2.03(a)(i), 150;
- (2) For state federations chartered under Section 2.03(a)(ii), \$250;
- (3) For state federations chartered under Section 2.03(a)(iii), \$400; or
- (4) Any other amount deemed appropriate by the Board of Directors, but in no case less than \$50 or more than \$400.

This penalty does not apply on a per meeting basis, but is intended to be the entire penalty a state federation must pay, whether it fails to be represented at one meeting or three meetings.

(ii) A state federation that fails to comply with the provisions of Section 2.04 and 2.04(a) on or before March 31 shall be assessed, as a condition of its renewal membership, a penalty as follows:

- (1) For state federations chartered under Section 2.03(a)(i), \$150;
- (2) For state federations chartered under Section 2.03(a)(ii), \$250;
- (3) For state federations chartered under Section 2.03(a)(iii), \$400; or
- (4) Any other amount deemed appropriate by the Board of Directors, but in no case less than \$50 or more than \$400.

(iii) A state federation that does not comply with the provisions of this Section on or before April 30 shall forfeit its membership in the YRNF. For purposes of this Section, a forfeiture occurs automatically and is not to be considered a "cancellation" of a state charter for purposes of Section 2.05.

(iv) A state organization that does not remit any assessment imposed under this Section on or before the next National Committee meeting shall forfeit its membership in the YRNF.

(v) A state federation that for more than three consecutive meetings fails to be represented by at least one member of the National Committee, or an appropriately designated proxy, forfeits its membership in the YRNF. For purposes of this Section, a forfeiture occurs automatically and is not to be considered a "cancellation" of a state charter for purposes of Section 2.05.

(vi) A state federation that fails to have at least one delegate present at a national convention forfeits its membership in the YRNF. For purposes of this Section, a forfeiture occurs automatically and is not to be considered a "cancellation" of a state charter for purposes of Section 2.05.

#### Section 2.05 – Cancellation of State Charters.

(a) The National Committee, at any duly convened meeting, may consider the outcome of any dispute resolved in accordance with the YRNF Dispute Resolution Procedure, or the failure of any party (or parties) to a dispute to participate in such proceedings or to accept the result of any final decision arising in accordance with such provisions, and as a result of any such outcome or failure may revoke the charter of, or otherwise discipline, any state federation by a two-thirds (2/3) vote.

(b) Whenever the National Committee shall exercise its authority under paragraph (a) of this section, the Board shall immediately send a notice of such action by registered mail to the last

known address the last reported chief executive officer and secretary of the affected state federation as well as to the Chairman of that state's Republican Party.

(c) A state federation, by a two-thirds (2/3) vote of its members entitled to vote, may adopt a resolution resigning its charter with the YRNF and direct its chief executive officer and secretary to transmit a copy of said resolution to the YRNF. Such resignation shall become effective upon its receipt by the Board.

(d) A state federation, the charter of which has been cancelled under the provisions of this section, shall not use the name, emblem, insignia of the YRNF for any purpose nor shall any chapter for such former state federation.

### **Article III. The National Committee**

Section 3.01 – Powers and Duties. The National Committee is vested with the powers and duties provided by these bylaws, including, but not limited to the following

- (a) To exercise general control and supervision over all officers, directors, and committees of the YRNF;
- (b) To recognize and charter state federations and to renew or cancel such charters as provided by these bylaws;
- (c) To recognize certain auxiliary organizations comprised of current and former members of the YRNF including, but not limited to, alumni groups and professional organizations;
- (d) To adopt a budget, authorizing appropriations therefore for each fiscal term. Each budget shall specify the purpose and the amount of each appropriation, and include a statement of estimated revenues;
- (e) To amend the Articles and Bylaws in the manner provided by law;
- (f) To require reports from any officer or committee of the YRNF;
- (g) To remove any YRNF officer in the manner set forth in Section 5.13;
- (h) To set and approve the compensation of officers, appointees, and employees of the YRNF;
- (i) To adopt the temporary rules of the national convention; and
- (j) To fill by election a vacancy in any elected office of the YRNF other than Chairman.

Section 3.02 – Composition. The National Committee shall be composed of the members of the Board as defined by Article IV, the chief executive officer of each state federation, the national committeeman and national committeewoman of each state federation, the chairmen of the standing committees as provided in Section 3.05, and the regional directors as set forth in Section 3.07.

(a) Chairman Emeritus. The Chairman Emeritus shall be the most recent former Chairman who was not removed from office under these bylaws for cause. He shall serve as an ex-officio member of the National Committee, an advisor to the Chairman and may be assigned other duties by the Chairman. The Chairman Emeritus shall not affect quorum at any meeting or convention. There shall be no age limit held against the Chairman Emeritus, excepting that should the Chairman Emeritus fail to meet the criteria set forth in Section 1.04 of these bylaws, he shall serve only in an advisory, ex-officio, non-voting role.

Section 3.03 – Meetings.

(a) Generally. A meeting of the National Committee is a meeting of the membership of the Corporation. The provisions of these bylaws governing the notice of National Committee meetings and the business before them shall constitute the required notice of a meeting of the membership of the Corporation for the purposes of the Act.

(b) Required Meetings.

(i) Convention Meetings. The National Committee shall meet on the day preceding the National Convention and on the day following the adjournment of the National Convention.

(ii) Fall Meeting. The National Committee shall meet during the months of September, October, or November of each year.

(iii) Spring Meeting. The National Committee shall meet during the months of February, March, April, or May of each year.

(iv) Summer Meeting in even numbered years. The National Committee shall meet during the months of June, July, or August of even numbered years.

(v) Young Republican Leadership Conference. YRLC shall be held in even-numbered years at a location within ten miles of the seat of government of the United States. The National Committee shall meet between the months of January through August of even numbered year for the purpose of holding the Young Republican Leadership Conference (YRLC). YRLC may coincide with the Spring or Summer meeting of the national committee

(c) Call of Meetings. The National Committee shall meet upon the call of the Chairman or by a petition signed by thirty-five (35) members of the National Committee. Notice of all meetings shall be sent to all members of the National Committee at least forty-five (45) days prior to the meeting.

(d) Quorum.

(i) Extraordinary Quorum. Quorum for amendments to Articles of Incorporation, the Bylaws, discipline of Elected Officers or State Organizations, appeals from decisions of the dispute resolutions committee, or charter revocations, shall be a majority of the membership of the National Committee.

(ii) General Business. Quorum for all other business of the National Committee shall be one-third (1/3) of its membership.

(iii) Committee Business. The quorum requirement for any committee of the YRNF to conduct business shall be determined by a rule adopted by the National Committee pursuant to Section 3.04. In the absence of such a rule, one-third (1/3) of a committee's membership is required to conduct committee business, except the business of the National Convention Site Selection Committee when awarding the National Convention shall require the presence of a majority of the committee's membership.

(e) A tentative agenda for each meeting shall be sent to each National Committee member at least fourteen days prior to each meeting of the National Committee.

(f) The registration rates for Young Republicans who are members in good standing of their respective county or other local club, as determined by the duly recognized state federation, shall not exceed the registration rates for members of the National Committee.

Section 3.04 – Rules. The National Committee may adopt rules of procedure consistent with these Bylaws.

Section 3.05 – Standing Committees.

(a) Composition. The YRNF Chairman shall appoint the chairman, co-chairman, and all members of each standing committee with the approval of the National Committee. The YRNF Chairman, with the approval of the Board may remove any committee chairman, co-chairman or committee member who fails to carry out his or her duties with respect to the committee and appoint a YR to fill such vacancy until the next meeting of the National Committee. Unless otherwise provided in these Bylaws, the YRNF Chairman shall determine the size and composition of each committee, provided that all regions shall be represented on each committee. No committee shall be authorized to bind or act on behalf of the YRNF.

(b) Committees.

(i) Audit Committee. The Audit Committee shall perform an annual audit of all YRNF funds for the preceding fiscal year to be presented to the National Committee at the first meeting of the new fiscal year. Notwithstanding the provisions of paragraph (a) of this section, the Auditor shall be the *ex-officio* Chairman of the Audit Committee.

(ii) Bylaws and Rules Committee. The Bylaws and Rules Committee shall propose and make recommendations for amendments to the YRNF Bylaws and standing rules when needed. It shall ensure that the governing documents and petitions for renewal of each state federation

comply with the requirements of these Bylaws. The Bylaws and Rules Committee shall be the Rules Committee of the National Convention.

(iii) Campaign Committee. The Campaign Committee shall make recommendations as to which states the YRNF should target for possible general election campaign involvement. It shall set guidelines for state federations to make proposals for targeted efforts and review previous targeted efforts to improve future performance.

(iv) Club Chairman Development Committee. The Club Chairman's Committee shall be comprised of the chief executive officers of local YR chapters and be responsible for training and providing support to local YR chapter leaders and assistance with developing and running efficient organizations.

(v) Communications and Public Relations Committee. The Communications and Public Relations Committee shall make recommendations that will help establish effective communications within the National Committee, to the state federations, and to the general public and develop a marketing strategy to enhance the visibility of the YRNF, as well as oversee all technology used in this communication.

(vi) Education Committee. The Education Committee shall oversee training programs, including the development of a training curriculum, qualification of trainers, and maintenance of training databases. It shall coordinate training within the states and prepare media for disseminating training materials as necessary.

(vii) Finance Committee. The Finance Committee shall coordinate fundraising programs for the YRNF. It shall develop and implement a fundraising and finance plan to support YRNF programs and build revenue and seek out prospective donors for the YRNF.

(viii) International Youth Committee. The International Youth Committee shall make recommendations and oversee the YRNF's relationship with youth political organizations and key individuals outside the United States, and to recommend how best to serve the needs of like-minded political parties outside the United States.

(ix) Membership Committee. The Membership Committee shall make recommendations as to the enhancement and development of the state federations. It shall develop programs and make recommendations to recruit new members into YRNF member organizations and advise state and local Young Republican organizations on membership recruitment issues.

(x) Engagement Committee. The Engagement Committee shall make recommendations and oversee the YRNF's relationship with youth political organizations within the borders of the United States, which the YRNF should affiliate and work with. It shall make recommendations to encourage and increase participation of underrepresented constituencies within the YRNF and the Republican Party.

(xi) Resolutions and Policy Committee. The Resolutions and Policy Committee shall make recommendations on major issues of national importance for the purpose of guiding debate

from the perspective of Young Republicans. The Committee shall make recommendations as to issues and resolutions the National Committee should adopt. It shall serve as the National Convention Resolutions Committee and make recommendations on all resolutions presented to the Convention. Resolutions that resolve that direct the YRNF to take a policy position or make a policy statement must be submitted to the Secretary at least thirty (30) days prior to the meeting at which the resolution is to be considered. Notice of such policy resolutions shall be sent to the National Committee at least twenty-one (21) days prior to the meeting at which the resolution is to be considered. No resolution that has not received a favorable recommendation of the Resolutions and Policy Committee shall be considered by the National Committee, except by a two-thirds (2/3) vote of the National Committee.

(xii) Strategic Planning Committee. Beginning in the year 2012 and every 5 years thereafter, the Strategic Planning Committee, in consultation with the Board, shall develop a comprehensive strategic plan for presentation to the National Committee. Upon adoption of the plan, the Committee shall assess the conformity of the actions of the YRNF with the provisions plan and make appropriate recommendations to the Board and to the National Committee.

(xiii) Young Republican Leadership Conference Committee. The Young Republican Leadership Conference (YRLC) shall advise the Chairman on the development and enhancement of the YRLC and oversee the development of its program and the expansion of its participants. The YRLC shall be held in even- numbered years at a location within ten miles of the seat of government of the United States.

(xiv) National Convention Oversight Committee. The National Convention Oversight Committee shall supervise the activities of the individual, individuals, or business entities (hereinafter "hosting entity") contracted with the YRNF to host the Convention of the Federation. The committee shall be comprised of the members of the National Convention Site Selection Committee. The committee is vested with the authority to review all contracts, expenditures, and other activities of the hosting entity and directed to make reports of the same to the National Committee and to the Board.

(xv) National Convention Site Selection Committee. The Site Selection Committee shall administer the process outlined in these Bylaws of selecting a location for the National Convention. It shall be comprised of the national Chairman and national Co-Chairman and of a member from each of the regions of the YRNF and one additional member of the National Committee who shall not be from the state as any other member appointed by the national Chairman.

(xvi) Legislative Affairs Committee. The purpose of a legislative committee is to organize and facilitate the YRNF advocacy for certain federal and state policies and positions, including, but not limited to, relating to economic policy, domestic and foreign policy, and social policy.

The Committee will identify those areas of policy that are most important to young republicans. The committee will also, in consultation with the Chair and Co-Chair implement an advocacy strategy for the federation. The Committee may also act as

a resource to state federations for best advocacy practices to use in their own states. The Chair of the Legislative Affairs Committee may, in consultation with the committee, create surveys for the purpose of distribution to young republicans in all state federations. These surveys may be used to help determine those issues and policy positions that are most important to young republicans. The committee will be comprised of young republican members from the federation's regions and will be appointed by Regional Vice Chairs.

(xvii) Women's Mentoring Committee. The Women's Mentoring Committee shall coordinate programming to increase the effectiveness of women in the cause of good government through active political participation. It shall develop a pool of Mentors willing to interact with those women looking to become more involved in the Republican Party. This committee is open to both men and women.

Section 3.06 – Other Committees. The National Committee may by rule or resolution create such committees as it deems necessary to carry out its duties. The duties and composition of such committees and the manner in which their membership are selected shall be provided for in the Rules of the National Committee.

Section 3.07 – Regional Organization.

(a) Regions. The regions of the YRNF shall be those regions as defined by the rules of the Republican National Committee at the time of the YRNF Convention. Each region shall divide itself into two (2) districts, which shall not divide a state. Districts shall be assigned and numbered as follows:

(i) Western States Regions: District 1 and District 2;

(ii) Midwestern States Region: District 3 and District 4;

(iii) Northeastern States Region: District 5 and District 6;

(iv) Southern States Region: District 7 and District 8.

(b) Regional Councils. Each region shall have a Regional Council comprised of the members of the National Committee residing in such region.

(c) Regional Directors.

(i) Each Regional Council shall elect two Directors per region—one per district—who shall not be from the same state as the Regional Vice-Chairman or another Director. Each Director must reside within the district he or she represents. Directors shall not require confirmation by the National Committee or Convention; and

(ii) The Regional Directors shall be responsible for assisting prospective state federations in

the chartering process, state federations in the completion of the annual state surveys and the Regional Vice Chairmen in the performance of their duties. Regional Directors are not directors of the YRNF within the meaning of Article VI of these Bylaws.

#### Section 3.08 – State Chairman's Association.

(a) Purpose and Duties. The State Chairman's Association shall be comprised of the chief executive officer of each state federation duly recognized and chartered by the YRNF. The Association shall serve as an advisory body to the National Committee, to the Board, and to the YRNF on all matters of policy and procedure effecting Young Republicans and to share information among its membership.

(b) Association Chairman. The chairman of the State Chairman's Association shall be elected from the members of the Association and shall be a member of the Board; nominations for the chairman shall be received from the floor of the Association and shall be considered valid only if the candidate is nominated by at least three (3) other members of the Association. The chairman shall be elected at each duly constituted biennial Convention and shall hold office until his duly qualified successor is elected. The chairman shall not serve more than two terms in office. The election of the chairman at each duly constituted biennial Convention shall be conducted pursuant to the Rules adopted by the delegates to the Convention.

(c) Rules. The Association is authorized to draft supplemental rules which shall govern its operations and activities. Said rules shall not conflict with these Bylaws and must be adopted by the National Committee to become effective.

#### Section 3.09 – Proxies. The chief executive officer, national committeeman or national committeewoman of each state federation may designate a member of his or her state federation to act as his or her proxy for any meeting of the National Committee subject to the following provisions:

(a) A valid proxy shall contain the name of the National Committee member who is issuing the proxy, the name of the individual who will execute the proxy, the meeting for which the proxy is conferred, any instructions or limitations as to its execution, and bear the witnessed signature of the absent National Committee member. The proxy or a copy thereof shall be in the physical possession of the person who will be executing the proxy and shall be surrendered to the Secretary at the meeting of the National Committee.

(b) A copy of said proxy should be transmitted directly to the Secretary of the YRNF no later than seven (7) days prior to the date of the National Committee meeting for which it is effective. The National Committee may by two-thirds (2/3) vote accept a proxy that was not transmitted seven (7) days prior to a National Committee meeting.

(c) If a Standing Committee Chairman is absent for a meeting of the National Committee, the Co-Chairman of the same Standing Committee may vote instead of the Standing Committee Chairman.

(d) A proxy accepted by the National Committee shall be valid for the corresponding Regional

Council Meetings.

(e) No individual by virtue of proxy may cast more than one vote on any question before the National Committee. No individual may execute a proxy for more than one member of the National Committee at any given meeting.

Section 3.10 – Suspension of Voting Rights. Voting privileges in the National Committee shall automatically be suspended for the chief executive officer, national committeeman and national committeewoman of a state federation delinquent in its financial obligation to the YRNF and its contracted agents. Upon notice of delinquency, the federation may appeal the status of the debt by sending written objection to the YRNF by electronic mail within thirty (30) days after receipt of the notice of delinquency.

#### **Article IV. Board of Directors**

Section 4.01 – Powers and Duties. The Board is vested with all of the powers and duties conferred by statute except as limited by the Articles of Incorporation or the governing documents of the Federation. The Board with the advice of the National Committee is authorized and given continuing authority to conduct the affairs of the YRNF in accordance with all applicable laws and regulations and exercise authority over the day- to-day operations of the YRNF. It may enter into contracts with parties to provide services for the YRNF which specify the nature of the services to be provided, the duration of the contract, and the terms of compensation.

Section 4.02 – Composition. The Board of Directors shall consist of the Elected Officers of the YRNF as set forth in Article V of these Bylaws and the Chairman of the State Chairman's Association.

Section 4.03 – Meetings. Meetings of the Board shall be called by the Chairman or by any five (5) members of the Board. Notice shall be sent with at least seventy-two (72) hours notice if meeting is by conference call or occurs on the day prior to or day after a meeting of the National Committee.

Section 4.04 – Board Committees. The Board by resolution adopted by a majority of the directors in office, may designate and appoint one (1) or more committees, each of which shall consist of three (3) or more directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board as set forth in these Bylaws.

Section 4.05 – Budget. The Board shall make an annual financial report to the National Committee. It shall submit a budget for each fiscal year at the Fall National Committee Meeting of the prior fiscal year, subject to approval by the National Committee at the same meeting. Notice of the proposed budget, including a copy of the proposal, shall be sent to the National Committee at least forty-five (45) days prior to the meeting.

Section 4.06 – Accounting and Financial Accounts. The Board shall cause an efficient double entry system of accounts to be installed and maintained and shall designate the depository of all funds of the YRNF.

Section 4.07 – Rules. The Board shall adopt rules to effectuate its duties set forth herein and

elsewhere. Said rules shall be consistent with the requirements of statute and shall not be construed as to supersede any provisions of the governing documents of this organization.

Section 4.08 – Investigations. The Board shall have the duty to ensure that it, its members, and all appointed officers of the YRNF conduct the affairs of the Federation ethically, responsibly, and in accordance with their fiduciary and other duties. Whenever the Board has reasonable suspicion that that a director, regional director, or appointed officer has violated their duties or has engaged in conduct unbecoming a representative of the Federation, it shall direct the General Counsel or his or her designee to investigate the allegations. If the General Counsel is unable to perform the investigation due to professional or other conflicts, the Board may appoint a Special Investigator to act on its behalf. Upon the completion of the investigation, the General Counsel or the Special Investigator shall report the results of his or her inquiry to the Board. If it believes that misconduct has occurred, the Board is empowered to take such steps as may be provided under *Robert's Rules of Order, Newly Revised* to sanction the offender. Nothing in this section shall be construed as limiting the ability of or discouraging any individual to file a complaint against any person or the organization if he or she reasonably believes that they are the victim of a crime. Nothing in this section shall be construed as limiting the authority of the National Committee to initiate disciplinary actions under its own authority.

Section 4.09 – Required Disclosures and Filings. The Board shall review all documents required to be filed with the Internal Revenue Service, the Federal Elections Commission, or any other agency prior to filing. No document shall be filed with any government agency until it has been reviewed or approved by the Board unless otherwise provided by in the Rules of the Board.

Section 4.10 – Access to Information. All documents and records pertaining to the operation of the YRNF, including all bank statements, invoices, receipts or other financial documents, shall be available for inspection by any member of the Board within a reasonable time.

## **Article V. Officers**

Section 5.01 – Election, Tenure, and Resignation. Officers of the YRNF shall be elected at each duly constituted biennial Convention and shall hold office until their duly qualified successors are elected. An Officer may submit a written resignation to the Secretary and such resignation shall become effective upon its terms unless it accepted sooner by National Committee or by the Board. Termination of an individual's service as an Officer of the YRNF simultaneously terminates that individual's service as a Director of the YRNF.

Section 5.02 – Eligibility.

(a) Elected officers shall have been a member in good standing of a state federation for at least one year and shall continue as an active participant in a chartered state federation throughout his or her term.

(b) The Chairman and Co-Chairman shall have been a member of the National Committee or the second highest state officer of a duly chartered State Organization for at least six months immediately preceding assuming office, or have been a member of the National Committee for

a period of two years during the six years immediately preceding assuming office.

(c) All officers shall not serve more than two terms in the same office. Notwithstanding the provisions of this paragraph (c), an officer who by operation of the bylaws, appointment, or special election completes a term to which his or her predecessor was elected may be elected to and serve a full term in such office.

#### Section 5.03 -Chairman.

(a) The Chairman shall preside at all conventions and at all meetings of the Young Republican National Committee. He or she shall be the Chief Executive Officer of the YRNF and shall exercise general supervision over the work and activities of the YRNF. He or she shall perform such other duties as usually pertain to the office of the Chairman or may be authorized by these Bylaws. The Chairman shall be a member of all committees of the National Committee and of the Board of Directors.

(b) The Chairman is authorized to appoint an Executive Director, a Deputy Executive Director, a Finance Director, a Political Director, a Parliamentarian, and any and all legal counsel, who shall serve at the pleasure of the Chairman. The Board may by rule provide for the description of the duties and qualifications of each appointed authorized under this paragraph.

(c) The Chairman may appoint other appointees as he or she deems necessary with the advice and consent of the Board. The Chairman shall provide the Board with a description of each appointee's role, authority, responsibility, and to whom he or she is accountable.

Section 5.04 – Co-Chairman. The Co-Chairman shall act as assistant to the Chairman, and shall perform such duties as directed by the Chairman. He or she shall be a member of all committees of the National Committee and of the Board of Directors.

Section 5.05 – Vice-Chairman At-Large. The Vice Chairman At-Large shall supervise and coordinate the activities of the Regional Vice-Chairmen, working to ensure active participation from all Regions in YRNF activities.

Section 5.06 – Secretary and Assistant Secretary. The Secretary shall be the recording and correspondence officer of the YRNF. The Secretary shall perform such additional duties as are assigned to him or her by the Chairman. He or she shall attend all meetings of the Board, the National Committee and all conventions and keep and record the documents and records thereof. In the absence of the Secretary or at the Secretary's direction, the Assistant Secretary shall perform the duties of the Secretary and any other duty as may be directed by the Board.

Section 5.07 – Treasurer and Assistant Treasurer. The Treasurer shall receive and account for the funds of the YRNF under the supervision and direction of the Board and the National Committee. He or she shall attend all meetings and Conventions of the membership of the YRNF. The National Committee may require the Treasurer to give bond for the faithful discharge of his or her duties in such sum as it deems advisable, the costs of such bond shall be borne by the YRNF. In the absence

of the Treasurer or at the Treasurer's direction, the Assistant Treasurer shall perform the duties of Treasurer or any other duty as may be directed by the Board.

Section 5.08 – Auditor. The Auditor shall be responsible for engaging an independent firm to conduct a review of the financial records of the YRNF for each fiscal year that ends during the Auditor's term of office in accordance with the provisions of Article VII of these Bylaws. The Auditor, in consultation with legal counsel, shall be responsible for coordinating the YRNF's policy and programs concerning insurance, risk management, and liability.

Section 5.09 – The Regional Vice-Chairman. Each Regional Vice-Chairman shall be responsible for the following:

- (a) To provide help with chartering un-chartered states.
- (b) To assist states with compiling and sending in their annual state surveys.
- (c) To preside over the Regional Council meeting at conventions to elect the Regional Directors.
- (d) To carry out the objectives and mission of the YRNF.
- (e) To compile a list of Committeemen, Committeewomen and Chief Executive Officers.
- (f) To build a working relationship between GOP groups within the region and the YRNF.
- (g) To plan a Regional Caucus meeting.
- (h) To provide a first forum of coordinating campaign and grassroots activities.
- (i) To make a regional report at National Committee meetings.
- (j) To promote National Committee meetings so that quorum can be achieved.

Section 5.10 – Additional Duties. In addition to the duties of the officers as set forth herein, or by law, the Board may from time-to-time prescribe other duties to the officers.

Section 5.11 – Attendance Mandatory. Each officer must attend all meetings of the National Committee. If an officer fails to attend two meetings of the National Committee and does not provide the Board with an adequate reason for such absences, the officer or regional director shall forfeit his or her office. A decision by the Board may be appealed to the National Committee. A replacement for an officer shall be selected in accordance with Section 5.13 of these Bylaws.

Section 5.12 – Removal of Officers. A member of the Board of Directors may be removed by a two-thirds (2/3) vote of the National Committee. Such removal shall immediately terminate that individual's service as an officer and as a director of the YRNF. Such action may be taken after a hearing by the National Committee and following written notice to the officer sent by the Secretary

or Assistant Secretary containing the charges against him or her not fewer than (30) thirty days prior to the hearing. The notice shall specify the time and location of the hearing. A copy of the notice shall also be sent to all members of the National Committee.

#### Section 5.13 – Officer Vacancies and Succession.

(a) Vacancy in the Office of Chairman. In the event of a vacancy in the office of Chairman, the Co-Chairman shall succeed the Chairman and complete the term to which the previous Chairman had been elected.

(b) Simultaneous Vacancies in the Offices of Chairman and Co-Chairman. In the event of simultaneous vacancies in the offices of Chairman and Co-Chairman, the position of Chairman shall be elected by the National Committee at its next meeting. The next highest ranking elected officer shall serve as interim Chairman until such election. The successor shall serve the remainder of the term to which his or her predecessor was elected. For the purposes of this paragraph (b), the line of succession is as follows: Vice Chairman At-Large, Secretary, Treasurer, Auditor, and Assistant Treasurer.

(c) Vacancy in Other Offices. In the event of a vacancy in an elected office of the YRNF other than Chairman, the Chairman shall appoint a Young Republican to act as that officer and carry out that officer's duties on an interim basis subject to the approval of the Board. The interim appointment shall be effective until the next meeting of the National Committee occurring at least forty-five (45) after the effective date of the resignation, at which time, the National Committee shall conduct an election to fill the vacancy for the remainder of the term.

(d) Occasions of Vacancy. As used in this Section, a vacancy occurs when an officer's resignation becomes effective as provided in Section 5.01 of his Article, or when an officer is removed from office by the National Committee or is permanently unable to discharge the duties of his or her office.

### **Article VI. Conventions of the Federation**

Section 6.01 – Notice of Convention. The Chairman shall issue the call of convention and the Secretary shall give notice of the time and place of the Convention to the secretary of each duly chartered State Young Republican organization and to the members of the National Committee at least sixty (60) days prior to the date of the Convention.

Section 6.02 –Supervision of Convention. The National Committee shall have supervision and management of the National Convention and shall fix the official program and order of business.

#### Section 6.03 – Convention Officers.

(a) National Officers. The elected officers of the YRNF shall serve as the officers of the National Convention.

(b) Sergeant-At-Arms. At each duly called Convention, or prior thereto, the Chairman shall appoint a Sergeant-At-Arms of the Convention and such assistants as he or she may deem necessary or advisable. Section

6.04 – Rules of the National Convention. The National Committee shall adopt rules not inconsistent with the provisions of these Bylaws governing the proceedings of the National Convention not later than its Spring Meeting in odd-numbered years. These rules shall remain effective until permanent rules are adopted by the duly credentialed delegates of the National Convention. All rules governing the conduct of business of the National Convention shall restate or incorporate all provisions of the Constitution or these Bylaws pertaining to the National Convention.

Section 6.05 – Convention Committees. Prior to each duly called Convention, but not later than its Spring Meeting in odd numbered years, the National Committee shall elect from its membership the members of each standing committee of the National Convention in accordance with these Bylaws and the Temporary Rules of the National Convention.

Section 6.06 State Delegations.

(a) Allocation of Delegates. Each state federation in good standing shall be entitled to four (4) delegates, plus one (1) bonus Delegate for each YRNF Officer who was a resident of that state at the time of their election, plus one (1) additional delegate for each 100,000, or major fraction thereof, votes cast for the Republican candidate for President in that State in the last preceding US Presidential General election.

(b) Delegate Lists. Prior to each YRNF Convention, each duly chartered state federation shall select its delegates in accordance with these Bylaws and the provisions of its governing documents. Alternate delegates may be selected, but an alternate delegate shall not be entitled to vote, except in the absence of the person for whom he or she is designated an alternate for. The chief executive officer of a state federation or his or her designee may assign specific alternates for specific delegates. In the absence of specific designation, the delegation chairman may assign an alternate delegate to replace an absent delegate on the floor of the Convention unless prohibited by his or her state Constitution and/or Bylaws. State federations shall certify to the YRNF Secretary twenty (20) days prior to the Convention that the selection of said Delegate and Alternates was made in compliance with the state federation's governing documents.

(c) Delegate Voting. Each credentialed delegate, present or represented by a duly qualified Alternate, shall be entitled to vote as follows:

(i) If the number of accredited Delegates present or represented by duly qualified Alternates is less than or equal to one-half (1/2) of the total votes to which a State delegation is entitled at the time the role is called for the State, each person entitled to vote may cast one (1) vote.

(ii) If the number of accredited Delegates present or represented by duly qualified Alternates exceeds one half (1/2) of the total votes to which a State delegation is entitled at the time the roll is called for the State, each person is entitled to vote a proportionate vote which shall be equal to the total number of votes to which the State delegation is entitled divided by the number of the State's Delegates or duly-qualified Alternates personally present who are entitled to vote.

Section 6.07 – Manner of Business. Decisions shall be by a majority of those present and voting, unless otherwise required by these Bylaws or by the Rules of the Convention.

Section 6.08 – Resolutions. Consideration of a resolution by the Convention shall not be in order unless it has been favorably reported out by the Committee on Resolutions, unless such resolution is offered and seconded in writing by a majority of delegates from states in three different regions.

Section 6.09 – Motion Practice. Except those motions cited in Robert's Rules of Order as non-debatable, all motions, communications to the Convention, reports of Committees including those resolutions presented by the Committee of Resolutions may be debated upon the floor of the Convention, unless by a two-thirds (2/3) vote, the Convention decides to dispose of them without debate. No Delegate shall address the Convention for longer than five (5) minutes at one time, except as provided in the orders of the day or by a majority vote of the Convention.

Section 6.10 – Convention Program. The official program of the biennial Convention shall provide for the following items of business: Report of Committee on Credentials; Report of the Committee on Resolutions; Report of the Committee on Rules; Report of the Committee on Platform; and Nominations and election of officers.

Section 6.11 – Nomination and Election of Officers. Nominations for the elective officers shall be made from the floor of each duly constituted biennial Convention. Officers shall be elected in the following order: Chairman, Co-Chairman, Vice-Chairman At Large, Secretary, Treasurer, Auditor, Assistant Secretary, Assistant Treasurer and the Regional Vice- Chairmen. Before proceeding to vote for each office, nominations shall be closed for that office.

Section 6.12 – Vote Required. A majority of all votes cast shall be necessary for the election of each officer. In the event that a ballot does not result in a majority for any nominee, for any office, there should be further ballots until one (1) nominee shall receive a majority of all votes cast; provided however, prior to the fourth (4th) ballot, the nominee having the lowest number of votes on the immediately preceding ballot shall be dropped from the next ballot, and similar procedure shall followed on each succeeding ballot so long as more than two (2) nominees remain. Nominations shall not be re-opened during votes except by two-thirds (2/3) vote of the Convention.

Section 6.13 – Site Selection. The process for National Convention site selection shall be substantially as follows:

(a) The National Convention Site Selection Committee shall meet and develop Bid Specifications and Intention to Bid Forms (bid documents) for approval by the National Committee at its Fall Meeting in odd-numbered years. Upon approval by the National Committee, the Site Selection Committee shall provide copies of the bid documents to each duly chartered state federation by November 30 of each odd-numbered year.

(b) Each state federation will have until February 1 of the even-numbered years to submit the Intention to Bid Form to the Committee Chairman and the YRNF Chairman. Such form shall identify the individual, federation, committee, or other entity (bidding entity) responsible for representing the state federation in the bidding process.

(c) The committee will meet with the representatives of the bidding entities which properly complied with paragraph (b) at the Spring Meeting of the National Committee in even-numbered years and establish a schedule for on-site visits by the committee. Only the four (4) regional members of the Site Selection Committee, and the at-large member appointed by the YRNF Chairman, or their eligible proxies, may attend on-site visits at the expense of the host committee. Should an appointed member be unable to attend a site visit, the YRNF Chairman or Co-Chairman may carry the proxy for the absent appointed member. All receipts for expenses or notes for in-kind donations are due to the YRNF Auditor within thirty (30) days of the Site Selection Committee's visit.

(d) Each bidding entity completing the site selection process shall submit a report showing its expected expenditures and income throughout the process as a part of its final presentation as defined in paragraph (e).

(e) The Site Selection Committee shall meet and review the final presentations, bid documents and finance reports at the Fall Committee Meeting in even-numbered years and make a recommendation to the National Committee pursuant to paragraph (a).

(f) The Site Selection Committee shall take into account the following criteria before delivering their recommendation:

(i) The stability of the state federation and bidding entity based on YRNF guidelines for annual chartering.

(ii) Compliance with the bid specifications, this section, and any pertinent YRNF policies.

(iii) The strength of the relationship between the state federation and bidding entity with and both their senior party and elected Republican officeholders.

(iv) Overall cost-effectiveness of location including logistics of travel to and from the airport, airfare, reasonable major hotel chains.

(v) Ability of host chapter to fundraise to defray costs to meeting participants.

(vi) Ability to draw speakers.

(vii) Availability of social activities.

(g) Upon completion of the process, the committee shall review the criteria and assign points to each State in accordance with the following methodology: 3 points = Excellent, 2 points = average, 1 point = poor.

(i) The committee may include any criterion they deem appropriate as long as it is reasonably related to the bid specifications.

(ii) The committee may not fail to assign points to the criteria included in paragraph (f).

(iii) Any committee member who fails to attend all on-site visits may not assign points to any criterion.

(h) The committee shall recommend, pursuant to paragraph (a), the bidding entity receiving the most points, as calculated pursuant to paragraph (h), to the National Committee. In the event that two or more bidding entities receive the same number of points, the committee may recommend one or more of all of the bidding entities to the National Committee. All bidding entities receiving the same number of points must be reported by the committee to the National Committee, regardless of the recommendation.

(i) When only one bidding entity has been recommended to the National Committee, that entity shall be automatically be awarded the National Convention unless the National Committee, by a two-thirds (2/3) vote rejects the committee's recommendation. In the event of such rejection, a majority of the National Committee may accept a minority report from the committee.

(ii) When two or more bidding entities have been recommended to the National Committee, the National Committee may reject all recommended entities in the manner provided in paragraph (i) or proceed to award the Convention to one of the recommended entities by a majority vote.

(iii) The National Committee may reject any recommendation or minority report offered by the Site Selection Committee but in no instance may it select a location not proposed by bidding entity which has complied with the requirements of this Section.

(i) If the National Committee rejects all bidding entities which have been recommended to it by the Site Selection Committee or by a minority report of such committee, the YRNF Chairman shall discharge the committee from further duties associated with site selection and appoint a three (3) member panel to review the committee's work and recommend to the Chairman a convention site. The YRNF Chairman in his or her sole discretion shall select a convention site no later than the Spring Meeting in the immediately subsequent year pursuant to the recommendation of the panel. The YRNF Chairman need not select a location that was proposed in the bidding process.

(j) Upon selection, the successful bidding entity shall be responsible and liable for execution of the Convention. The Board shall select and approve speakers and the agenda with the help of the bidding entity.

Section 6.14 – Bid Deposit. Prospective bidding entities YRNC shall submit contemporaneously with their preliminary a deposit in an amount determined by the Board of Directors to the Treasurer. If the organization is not selected, the Treasurer shall promptly return the deposit to the unsuccessful bidding entity. If the organization is chosen, the YRNF shall retain the deposit.

Section 6.15 – Official Meetings of the Federation. The Host Committee shall provide for meeting space for official meetings of the Federation, which shall include, but are not limited to the National Committee and its standing committees, on the day preceding the National Convention. The Host

Committee shall not schedule any official meetings of the Federation earlier than the day preceding the National Convention without the consent of the National Convention Oversight Committee.

Section 6.16 – Registration fees. The Host Committee and the National Convention Oversight Committee shall determine the Convention registration schedule.

Section 6.17 – Convention Records. Host chapter will be responsible for maintaining attendance records to create a “best practices” record for the next convention.

## **Article VII. Fiscal Policies**

Section 7.01 – Fiscal Term. The fiscal term of the YRNF shall coincide with the calendar year

Section 7.02 – Budget Re-Appropriations. The Board may re-appropriate funds within the budget so long as no line item is changed by more than ten (10) percent. A change in excess of ten (10) percent shall be ratified by a majority vote of the National Committee.

Section 7.03 – Disbursements. All disbursements shall be made by check or other generally accepted disbursement practice that provides for accountability. The Treasurer shall disburse all YRNF funds as directed by the Board and in accordance with the budget approved by the National Committee, except that:

(a) The Executive Director may authorize disbursements of less than one thousand, two hundred dollars (\$1,200), including aggregate disbursements for the same purpose in any four (4) month period as directed by the Chairman in accordance with the YRNF budget provided that disbursements authorized under this paragraph (a) may not be payable to the Chairman or Executive Director or as cash;

(b) Disbursements in excess of five thousand dollars (\$5,000) may only be made at the Board's direction.

Section 7.04 – Auditor's Financial Report. The Auditor's Annual Financial Report shall be either a certified audit of the books and records of the YRNF conducted in accordance with generally accepted auditing standards for all YRNF accounts or a financial review to assess the controls over cash and the appropriateness of receipts and disbursements. The National Committee and the Board may approve the appointment of any person, business, corporation, firm or entity selected by the Auditor to perform said review and may authorize the Auditor to engage an independent firm to conduct a review of additional previous fiscal years.

Section 7.05 – Board's Monthly Review. The Board shall review all records of expenditures and receipts for all accounts of the YRNF in the preceding month for their apparent conformity with the budget approved by the National Committee, any provision governing the maintenance of YRNF funds, and any national, state, or local law.

## **Article VIII. Dispute Resolutions Procedure**

Section 8.01 – Dispute Process. Any dispute over the identity of any officer, outcome or validity of any election, or matter pertaining to any bylaw of the YRNF or of any state federation of the YRNF, shall be resolved in accordance with the following dispute resolution procedure:

(a) Any party to such a dispute may initiate proceedings under this Article by filing a written complaint with the YRNF Chairman by delivering such complaint via electronic mail no later than thirty (30) days following the incident, election, or other event from which the dispute arises. The complaint shall include (1) a short and plain statement describing the applicability of this Section to the dispute and its parties, (2) a short and plain statement of the dispute showing that the Complainant is entitled to relief (3) a short, plain, statement setting forth the alleged facts relevant to the dispute (4) a short and plain statement indicating what relief is requested and (5) recommendations of at least two (2) individuals for appointment to the dispute committee as set forth in paragraph (c) of this Section. The complaint shall name as respondents all persons against whom the requested relief is to be applied and without whom complete relief cannot be afforded. A copy of any such complaint shall be delivered, in the same manner, to the YRNF General Counsel.

(b) If the dispute pertains to the YRNF Chairman, the complaint shall be filed with the YRNF Co-Chairman by electronic mail no later than thirty (30) days following the incident, election, or other event from which the dispute arises. A copy of any such complaint shall be delivered, in the same manner, to the YRNF General Counsel.

(c) No later than seven (7) days following receipt of any complaint filed in accordance with this article, the YRNF Chairman (or Co-Chairman in a dispute involving the Chairman) shall review the complaint for apparent conformity with the provisions of paragraph (a) of this Section. If the complaint substantially complies with the requirements of paragraph (a), the YRNF Chairman or Co-Chairman shall transmit a copy of the complaint to each named. The YRNF Chairman or Co-Chairman shall appoint a committee to investigate the dispute and make a final decision. The Committee shall be composed of five (5) members; two (2) of which shall be appointed pursuant to a recommendation by the Complainant, and two (2) of which shall be appointed pursuant to a recommendation by the Respondent (or Respondents collectively). The fifth member, who shall serve as chairman of the committee, shall be appointed by the YRNF Chairman (or Co-Chairman). Whenever the named respondent(s) or complainant(s) fails to appropriately respond to a request by the YRNF Chairman (or Co-Chairman) to recommend individuals for appointment to the membership to Committee within seven (7) days, the Chairman (or Co-Chairman) shall in his or her discretion appoint the remaining members from different states who are not parties to the dispute to serve on the Committee. In the event the YRNF Chairman or Co-Chairman finds that a complaint fails to substantially comply with the provisions of paragraph (a) or (b) the complaint shall be dismissed and returned to the complainant with a specific statement setting forth the reasons for dismissal. Such dismissal shall be considered a final order subject to appeal pursuant to paragraph (g) of this section. All members of the Committee must (a) be a member of the National Committee at the time of their appointment, or (b) a Young Republican who previously served as a member of the National Committee for at least four (4) years. No member of the Committee may be a party to the dispute or a member of a State Federation that is a party to the dispute.

(d) Within five (5) days of appointment of the committee, the chairman of the committee shall send notice to the members of the Committee of a management conference to be held by the Committee to

be held within fourteen (14) days of such notice. At the management conference, the committee shall set a schedule with respect to any responsive pleadings it may require the Respondent or Respondents to submit, provide for the filing of any motions which may be dispositive of the Complaint, provide for stipulations as to relevant facts, written interrogatories, and other discovery practice, narrow the issues relevant to dispute, and appoint a hearings officer to oversee the resolution of the dispute. Upon completion of all preliminary matters, the Committee shall render a judgment on the pleadings if there is no dispute to any relevant facts between the parties. In all other cases, the Committee shall set a hearing date for the purpose of making factual determinations relevant to the dispute. Any such hearing shall be held within the state in which the dispute arose, or within the District of Columbia if the dispute involves the YRNF or any Officer thereof, as determined by the YRNF Chairman if the complaint was filed pursuant to subsection (a), may be held virtually or at any other location the Committee determines is an appropriate forum given cost considerations and the convenience of witnesses. A majority of the members of the Committee shall constitute a quorum for the purposes of conducting management conferences or hearings. The Committee is authorized to conduct its business via teleconference or virtual conference whenever practical.

(e) At any hearing held pursuant to subsection (d), all parties to the dispute shall be permitted to appear before the Committee and present evidence, including oral and written testimony, in accordance with procedures approved by a majority of the members of the Committee. Audio or video recordings of any such hearing shall be permitted at the request of any party to the dispute, and shall be made a part of the hearing record. The Chairman of the Committee shall designate a member of the Committee to take minutes of the hearing and to preserve all evidence presented, which shall be included in the hearing record. The entire hearing record shall be made available to any Member of the Committee no later than fourteen (14) days following a request therefore.

(f) The Committee shall issue a final decision, in writing, and shall send such a decision to all parties to the dispute and to the YRNF Chairman (or Co-Chairman in a dispute involving the Chairman), no later than fourteen (14) days following the conclusion of the hearing. A dissenting opinion, in whole or in part, may be issued by a minority of the members of the Committee. A final decision of a Committee appointed in accordance with this Article shall be binding on all parties unless appealed in accordance with subsection (g).

(g) Any party to a dispute aggrieved by a final decision may appeal such final decision, in whole or in part, by filing a written appeal emailed to the YRNF Chairman. Any such appeal must be emailed no later than thirty (30) days following the date on which the final written decision is issued. To overturn the Committee's final decision, any such action must receive at least a two-thirds (2/3) vote of the National Committee at the next duly constituted meeting thereof.

Section 8.02 – Jurisdiction. All officers of the YRNF, members of the National Committee and all officers of the State Federations of the YRNF, as a condition of accepting and holding office, elected or appointed, in their respective organizations, agree to be bound by these provisions and consent to service via electronic mail and any officer, elected or appointed, refusing to participate in such proceedings or to accept the result of any final decision arising in accordance with these provisions shall automatically forfeit any office or claim to such office in the YRNF and any State Federation of the YRNF.

Section 8.03 – Presumptions. Until a pending dispute is finally resolved in accordance with the

procedures established by this Article, any Convention Credentials Committee appointed in accordance with these Bylaws, shall give due deference to the presumption in favor of any state federation and the officers thereof as duly recognized at the preceding YRNF Convention convened in accordance with the provisions of these Bylaws, but may take into consideration the outcome of any relevant dispute which has been finally resolved in accordance with the procedures established by this Article subsequent to the preceding YRNF Convention.

#### Section 8.05 – Sexual Harassment Policy

(a) Policy: The YRNF is committed to providing an environment in which all individuals are treated with respect and dignity. Each individual has the right to participate in our meetings with an expectation of a professional atmosphere that promotes the comfort and welfare of all our members and prohibits sexually harassing practices. It is the policy of the YRNF to provide an environment which does not tolerate sexual harassment. In keeping with this commitment, we will have zero tolerance for harassment of our members.

(b) Guidelines:

1. Sexual Harassment constitutes, for the purposes of this policy, includes, but is not limited to:
  - A. persistent and unwelcome solicitation of sexual activity or conduct of a sexual nature;
  - B. solicitation of sexual activity or conduct of a sexual nature, accompanied by real or implied threat of professional harm;
  - C. deliberate intimidation, stalking or following;
  - D. harassing photography or recording;
  - E. physical assault (including unwelcome touch or roping)

(c) Procedures:

1. All members must end and/or avoid any conduct which would reasonably be interpreted as harassment under this policy. Conversely, members are expected and encouraged to inform others in the YRNF whenever conduct is unwelcome or harassing.
2. The YRNF expects members to immediately report incidents of harassment regardless of the parties involved. Any member of the YRNF is expected to seasonably report any incidents or concerns to the National Chairperson, General Counsel, or other member of the National Board. Such report should be in writing and should discuss the following:
  - A. The name, position and affiliation of the person who allegedly violated this policy;
  - B. A description of the incidents, including the dates, locations, presence of witnesses, and the names of any other members who may have been subject to the same or similar harassment;
  - C. Any steps the complainant has taken to try to stop the harassment;
  - D. Any other information the complainant believes to be relevant to the harassment complaint.

3. Any reported allegations of harassment will be investigated by the General Counsel or his or her designee. The investigation may include individual interviews of the complainant, the accused, or any individuals who may have had knowledge relevant to the inquiry.

4. To the extent possible, confidentiality will be maintained throughout the investigatory process. Anonymous complaints will be accepted, however, the YRNF will be limited in its options in investigating and resolving these complaints due to a limited ability to collect additional information.

5. At the conclusion of the investigation, the General Counsel shall recommend to the National Board a course of action, including but not limited to, reprimand, censure, termination from elected position, or removal from membership in the YRNF and any state federation.

6. A false report is a report of sexual harassment made by an accuser using the sexual harassment report to accomplish some end other than stopping sexual harassment or retaliation for reporting sexual harassment. A false report is not a report made in good faith which cannot be proven. Given the seriousness of the consequences for the accused, a false or frivolous report is a severe offense that can itself result in disciplinary action, including the actions listed in section E, above.

(d) State Federation Mandate

1. The YRNF hereby requires that all State Federations of Young Republicans chartered under these bylaws enact a sexual harassment policy which is in conformity with this policy, which establishes a definition of sexual harassment, which establishes an investigator or investigator(s) to review the accusations, and which establishes penalties including censure and termination of membership.

### **Article IX. Amendment**

Section 9.01 – Amendment. These Bylaws may be amended by a two-thirds (2/3) vote of the National Committee and shall become effective immediately unless the amendment otherwise specifies except that an amendment to Sections 5.01, 5.12, 5.13 and Article VI shall not become effective until the close of the next Convention of the Federation unless otherwise ordered by a three-fourths (3/4) vote of the National Committee.

Section 9.02 – Submission of Amendment. Any member of the National Committee, as well as the Bylaws and Rules Committee and the Board of Directors collectively, may propose amendments and shall send such amendments to the Secretary at least thirty-five (35) days prior to the venue in which the amendment is to be considered.

Section 9.03 – Notice of amendments shall be sent to the National Committee at least thirty (30) days prior to the meeting to be considered.

Section 9.04 - Approval Process. Unless proposed by the Bylaws and Rules Committee or by the Board of Directors, each proposed amendment shall be presented to the National Committee for preliminary consideration. During preliminary consideration, the National Committee may consider such amendments to the proposal it deems appropriate and, by majority vote, approve the proposal for final consideration at its subsequent meeting. An amendment subject to

preliminary consideration which the National Committee does not approve for final consideration shall be deemed postponed indefinitely.

Adopted at: Mobile, AL on  
July 13, 2013

Amended at: Washington, DC on  
May 3, 2014

Amended at: New Orleans, LA on  
November 15, 2014

Amended at: Salt Lake City, UT on  
March 28, 2015

Amended at: Charleston, SC on  
November 14, 2015

Amended at: Washington, DC on  
May 1, 2016

Amended at: Palm Beach, FL on  
November 11, 2017

Amended at: Omaha, NE on  
July 26, 2019

Amended at: Jackson, WY  
on November 14, 2020