

BY- LAWS of the NORTHWEST REPUBLICAN CLUB (NWR)

ARTICLE I - NAME

The name of this organization shall be the NORTHWEST REPUBLICAN CLUB (NWR), hereinafter referred to as the Club.

ARTICLE II - OBJECTIVES

The objectives of this Club shall be:

1. To inform the public about issues and candidates through political education and activity.
2. To further the cause of good government at local, state and national levels.
3. To facilitate cooperation among Republicans and promote the principles of the Republican Party.
4. To foster loyalty to the Republican Party.
5. To work for the election of Republican Party nominees.
6. To be a General Purpose Political Action Committee (PAC).

ARTICLE III - BOUNDARIES

1. The boundaries of the Club are that area of the city of San Antonio, Bexar County, State of Texas, commonly referred to as the northwest quadrant, i.e., a line roughly coinciding with HWY 281, west and south to a line roughly coinciding with HWY 90 west to the area of Bexar County line. These boundaries are subject to change by a 2/3 vote of the membership at a meeting properly called.

ARTICLE IV – POLICY

1. Neither this Club nor its President acting in the name of the Club shall endorse or participate in the campaign of any candidate in a Republican Primary.
2. No officer or committee chairman shall use the name or the title of his office or chairmanship in supporting or opposing any candidate in a Republican Primary.
3. Neither the Club nor any of its officers shall issue statements or resolutions in the name of the Club without first obtaining a 2/3 vote of approval by those members present at a regular meeting.

ARTICLE V - MEMBERSHIP

1. Any person believing in the general principles of the Republican Party is eligible for membership.

ARTICLE VI – FISCAL

1. Membership dues for members shall be determined annually by the officers and be payable January 1 of each year.
2. The fiscal year of this Club shall be from January 1 to December 31.
3. The fiscal accounting for the Club shall be based upon a calendar year, cash basis.

ARTICLE VII – OFFICERS

1. Any member in good standing shall be eligible to hold office in the Club.
2. The officers shall be President, Vice-President for Programming, Vice-President for Membership, Vice-President for Communication, Secretary, Treasurer and Sergeant-at-Arms. However, there shall be no less than a President, Secretary and a Treasurer.
3. Officers shall serve one year in office, commencing December 1 and terminating November 30. No officer shall serve more than two consecutive terms in the same office.
4. Should an officer file as a candidate for elected public office, their office is automatically vacated upon filing. Public office is any office that represents the local, county, state, or national population, but is specifically not any office within the local, county, state, or national Republican Party, including but not limited to Precinct Chairman.
5. Except for the office of President, vacancies shall be filled through nomination by the Executive Board and approval by two-thirds quorum vote of the membership at the next regular meeting of the Club.
6. A vacancy in the office of President shall be filled temporarily by the Vice President until, by vote of a quorum of the membership of the Club at the next regular meeting held more than five days after written/electronic notice to the membership that such vacancy is to be filled.

ARTICLE VIII - DUTIES OF THE OFFICERS

1. President. Shall preside at all meetings of the Club and the Executive Board. They shall have general supervision of the activities of the Club. They shall be ex officio member of all committees except the nominating committee. They shall appoint committee chairman. They shall be authorized to sign checks on behalf of the Club.
2. Vice-President for Programming. They shall perform duties assigned by the President and in the absence of the President shall perform the duties of the President. They shall be responsible for securing speakers for the monthly meetings and organizing other programs at the direction of the President. They shall be Chairman of the Programming and Campaign Committees.
3. Vice-President for Membership. They shall perform duties assigned by the President and in the absence of the President and Vice-President for Programming shall perform the duties of the President. They shall be responsible for keeping and

maintaining an accurate roster of Club members and leading various efforts to increase membership at the direction of the President. They shall be Chairman of the Membership Committee.

4. Vice-President for Communication. They shall perform duties assigned by the President and in the absence of the President and Vice-President for Programming and the Vice-President for Membership shall perform the duties of the President. They shall be responsible for maintaining an accurate mailing list and email list, a Club website and other means of communication as directed by the President. They shall be Chairman of the Publicity Committee.

5. Secretary. They shall handle all correspondence as directed by the President; shall maintain an up-to-date membership roster of the Club; shall assist the Treasurer as directed by the President; shall be responsible for all administrative duties internal to the Club and shall be Chairman of the Telephone Committee.

6. Treasurer. They shall receive and be custodian of all funds of the Club and shall pay bills as authorized by the President or as directed by a vote of the membership. They shall be authorized to sign checks on behalf of the Club. They shall submit financial records and reports as required. They shall make a financial report to the membership as directed by the President and a final report to the incoming President in November of his term. They shall be Chairman of the Finance Committee. They shall be responsible for the filing of any financial compliance reports required by government regulatory agencies and/or authorities.

ARTICLE IX - EXECUTIVE BOARD

1. The Executive Board shall consist of the elected officers. Officers from the immediate preceding year shall serve as ex officio members.

2. The Executive Board shall have authority to transact necessary business between meetings, make recommendations as to policies of the Club, fill vacancies in offices and approve activities undertaken in the name of the Club as provide within these bylaws.

3. Any elected officer or appointed officer who is delinquent in the performance of their duties for a period of three months may be relieved of their office by the Executive Board.

4. Meetings of the Executive Board will be at the discretion of the President.

5. A quorum for a meeting of the Executive Board shall consist of 4 members of the Executive Board, but no less than two (2) elected Club officers.

ARTICLE X – COMMITTEES

1. Standing Committees shall be Membership, Program, Telephone, Publicity, Finance and Campaign Activities. Chairman of Standing Committees shall appoint members to their committees with the approval of the Executive Board.
2. A Nominating Committee of five members shall be appointed annually at the October meeting of the Club. The Committee shall elect its own Chairman from among its members. The Committee shall nominate one qualified member of the Club for each of the Club Offices to serve the following year. No one will be nominated who has not consented to serve if elected. The Nominating Committee will present their nominations at the regular Club meeting in November.
3. Other committees may be appointed or dissolved by the President as necessary.
4. Any committee deemed not necessary may be dissolved at will be vote of the Executive Board.

ARTICLE XI – MEETINGS

1. Regular meetings shall be held on the same designated day of each month unless otherwise ordered by the Executive Board or by a majority vote of the Club at a previous meeting. The cost of each meeting and charges shall be determined by the Executive Board and/or borne by individual members, as may be decided in advance.
2. Special meetings may be held at any time as ordered by the Executive Board or by a majority vote of the Club at a previous meeting.
3. The last meeting of the year in November shall be for the purpose of electing officers, receiving reports from Committee Chairmen and any other business of the Club as necessary.
4. A quorum for a meeting shall consist of the membership attending, but not less than ten (10).

ARTICLE XII – ELECTIONS

Elections shall be held annually in November. The election for any office shall be by secret ballot when there is more than one candidate for an office. Nominations for each office may be made from the floor when the election is held, provided those nominated have consented to serve if elected. Where there is only one nominee for an office, election for that office shall be by voice vote. A plurality vote shall elect.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

1. Robert's Rules of Order Newly Revised shall govern this Club in points not covered by these By-laws.

ARTICLE XIV – AMENDMENTS

1. These By-laws may be amended by a 2/3 vote of those members present and voting at any regular or special meeting, provided the proposed changes to the by-laws have been made available to the membership in writing or on the Club's Internet web page at least one (1) month prior to the vote. A full text of the Article in question, the proposed change, a full copy of the bylaws and the rationale for the change, must be included in the notice. Written proxy votes are permitted.

ARTICLE XV – DISSOLUTION

1. The Club may be dissolved provided the disbursement of all monies and properties be acted upon prior to dissolution, and in accordance with the requirements of the Texas Non-profit Act then in existence.

ARTICLE XVI – INDEMNIFICATION

1. The Club shall indemnify any person (and the heirs, executors and administrators of such person) who is or was a director, officer or employee of the or of any which they served as such at the request of the and of which the directly or indirectly is a shareholder or creditor, or in which it is any way interested, against any and all liability and reasonable expense that may be incurred by them in connection with or resulting from any claim action, suit or other proceeding (whether brought by or in the right of the or otherwise) , civil or criminal, or in connection with an appeal relating thereto, in which they may become involved as a party or otherwise by reason of being or having been such a director, officer or employee (whether or not a director, officer or employee at the time such liability and expense may be incurred) except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for or guilty of negligence or misconduct in the performance of their duty. The may also reimburse to any such director, officer or employee the reasonable costs of settlement, including reasonable expense of any such action, suit or proceeding, it is shall be found by a majority of a committee of directors composed of all of the directors not involved in the matter in controversy, whether or not a quorum, that it is to the best interest of the that such settlement be made and that such director, officer or employee was not guilty of gross negligence or willful misconduct.

2. Indemnification Not Exclusive - The rights of indemnification and reimbursement provided for in paragraph 1 of this Article shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any bylaws, agreement, vote of members, or as a matter of law or otherwise.

ARTICLE XVII – ADOPTION OF BYLAWS

1. Approved by the membership on November 15th, 2003, as witnessed by:
Dominick A. Dina, President
Johnny E. Lovejoy, II Secretary

2. Adopted by a majority vote of the membership at the regular scheduled meeting held on the 17th day of January