

BYLAWS OF THE ATLANTA YOUNG REPUBLICANS

ARTICLE ONE – NAME, AFFILIATIONS, & PURPOSE

Section 1. NAME. The organization shall be known as Atlanta Young Republicans, Inc. (“AYR” or “the Club”) and shall be incorporated as a non-profit corporation with the Georgia Secretary of State.

Section 2. AFFILIATIONS. AYR is affiliated with the Young Republican National Federation (“YRNF”) and the Georgia Young Republicans, Inc. (“GYR”). AYR is subject to the bylaws of these organizations insofar as they affect and prescribe the functions of the Club.

Section 3. PURPOSE. The purpose of AYR is to promote Republican candidates for elected office and engage young professionals with conservative principles and ideals.

Section 4. PROCEDURE. Unless otherwise stated by these bylaws, the current edition of Robert’s Rules of Order shall be the parliamentary and governing authority in all meetings.

ARTICLE TWO - MEMBERSHIP

Section 1. QUALIFICATIONS FOR ACTIVE MEMBERSHIP.

Any individual who is registered to vote in the State of Georgia and is between the ages of 18 and 40 (inclusive) may be eligible for membership in the Atlanta Young Republicans, subject to the requirements of YRNF. Any eligible individual may be admitted to membership upon payment of dues and upon approval of his or her application by the Club acting through its governing board. The Board reserves the right to deny membership to any individual if his or her membership would be prejudicial to the best interest of the Club. Once a member has met these requirements, he or she shall be considered an “active member-in-good- standing”.

Active members-in-good-standing shall have only the rights granted in these Bylaws.

Section 2. ANNUAL DUES.

Annual dues will be in accordance with the following scale:

Status	New Member	Renewing Member
Single Member	\$30	\$20
Married Couple	\$50	\$30

Members electing to pay annual dues shall receive written or email notice prior to renewal. Annual dues for a renewing member must be paid by the first day of the anniversary month of the membership in the Club.

Section 3. LIFETIME MEMBERSHIP. In lieu of annual dues, any member may pay a one-time membership fee pursuant to the following table:

Status	
Single Member	\$50
Married Couple	\$80

Section 4. COLLEGE REPUBLICAN MEMBERSHIP. An active member of a College Republican chapter may pay a one-time reduced AYR membership fee that shall cover his or her dues for the duration of the time he or she is enrolled in a college or university in the State of Georgia. A College Republican membership in the Club shall terminate once the member is no longer enrolled in a Georgia college or university.

Status	
College Republican Member	\$15

College Republicans who join AYR at the reduced \$15 rate shall be eligible for a lifetime membership at a reduced rate once he or she is no longer enrolled in a Georgia college or university.

Section 5. EMERITUS MEMBERSHIP. Any individual who is registered to vote in the State of Georgia and is over the age of 41 may be eligible for an emeritus membership in the Atlanta Young Republicans. An emeritus member shall be eligible for all promotional benefits available to a member-in-good standing. However, an emeritus member is not eligible to vote in the election of club officers during the general membership meeting each November.

Status	
Emeritus Member	\$75

Section 6. MAINTAINING ACTIVE MEMBERSHIP. In order to maintain status as an active member-in-good-standing, a member must (1) be over the age of 18 years; (2) be under the age of 41 years; (2) have met the dues requirements as set out in these Bylaws.

Section 7. TRANSFER CREDIT. Individuals who wish to transfer to AYR from another GYR chapter shall be assessed dues for a lifetime membership at the rate of a renewing AYR member.

Section 8. HONORARY/ALUMNI MEMBERSHIP. Honorary/Alumni membership may be conferred on any person by a majority vote of the Board. Honorary Membership may be terminated by a majority vote of the Board at any time.

Section 9. TERMINATION OF MEMBERSHIP.

(a) For Failure to Pay Annual Dues. If a member does not make arrangements to pay his or her annual dues within 90 days after the first day of the anniversary month, the member shall be suspended from all rights and privileges of membership in AYR. Those who do not pay dues after 90 days will not receive the \$10 discount renewal rate.

(b) For Cause. Membership in AYR may be terminated by the Board for good cause shown, including but not limited to: (a) conviction of any crime involving moral turpitude; (b) gross dishonesty; or (c) commission of any acts contrary to the Bylaws of the Club, other than the nonpayment of dues. The member shall be sent written notice of the charges against him or her, which notice shall be signed by the President and sent to the member at least ten calendar days prior to the meeting of the Board at which said member may be terminated. Termination shall occur only upon a vote of at least 3/4 of the Board in favor thereof, at any duly called meeting of said Board. The member whose termination is proposed shall have the opportunity to appear before the Board, to examine all evidence against him or her, and to respond to the charges prior to a vote on his or her termination.

ARTICLE THREE - MEETINGS OF MEMBERS

Section 1. PLACE OF MEETINGS. Membership meetings may be held at any place within the State of Georgia, as set forth in the notice thereof. Unless otherwise modified by majority vote of the Board, monthly AYR meetings shall take place on the fourth Wednesday of the month, from January to November unless otherwise approved by a majority vote of the Board.

Section 2. ANNUAL MEETING. The annual meeting of members pursuant to O.C.G.A. 14-3-701 of the Georgia Nonprofit Corporation Code shall be held on a day to be determined by the Board on or before November 30 for the purpose of electing officers and transacting any business that may properly come before the meeting.

Section 3. NOTICE OF MEETINGS. A notice of each meeting of members stating the date, time and place of the meeting shall be given, in the manner to be determined by the Board from time to time, not less than ten (10) days nor more than sixty (60) days before the date thereof, or as a specifically recurring day or date of the month.

ARTICLE FOUR - AYR GOVERNING BOARD

Section 1. AUTHORITY. The AYR Governing Board (“the Board”) shall have the authority to approve all projects, uses of the name of the Club, expenditures, and appointments of committees, as well as the other powers set forth in the Club’s Articles of Incorporation and these Bylaws.

Section 2. BOARD MEMBERSHIP. The Board shall consist of the following members:

- (a) Elected Officers. The following officers elected by the membership of the Atlanta Young Republicans:
 - (i) President
 - (ii) Vice President of Political Affairs
 - (iii) Vice President of Memberships
 - (iv) Vice President of Events
 - (v) Vice President of Outreach
 - (vi) Treasurer
 - (vii) Secretary

- (b) Appointed Officers. Other officers as appointed by the President and approved by a majority of the Board.
- (c) Nonvoting Members. The Board shall also include the following non-voting members:
 - (i) General Counsel

ARTICLE FIVE – OFFICERS AND TERMS OF OFFICE

Section 1. ELECTED OFFICERS. Certain officers of the Club shall be elected directly by the members. Elected officers shall consist of a President, a Secretary, a Treasurer, and four (4) Vice Presidents outlined in Article 4, Section 2 (the “Elected Officers”). Each Elected Officer shall automatically be deemed a member of the AYR Governing Board with all attendant duties and responsibilities. All Elected Officers shall be active members-in-good-standing. Each Elected Officer shall only have one vote on the Board.

Section 2. APPOINTED OFFICERS. Certain officers shall be appointed by the President and approved by a majority vote of the elected officers. Appointed Officers include the Club’s General Counsel and any position on the Board not expressly named in Article 5, Section 1. Additional committees may be appointed pursuant to Article 7 hereof, but only the Appointed Officers shall be members of the Board with all attendant duties and responsibilities. All Appointed Officers shall be active members-in-good-standing. Appointed Officer shall only have one vote on the Board, with the exception of the General Counsel, who does not have voting power on the Board.

Section 3. TERM OF OFFICE. All officers, whether elected or appointed, shall serve a term of one year, January 1 through December 31, unless such officer is earlier removed or resigns.

ARTICLE SIX -- MEETINGS AND OPERATION OF THE BOARD

Section 1. REGULAR MEETINGS. The President or his or her designee shall schedule board meetings to occur at regular intervals throughout the year. Reasonable notice shall be required for any regularly scheduled meeting of the Board.

Section 2. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the President, or by a majority of the Board. Unless waived, each officer shall be given at least one week’s notice of each special meeting stating the date, time, and place of the meeting.

Section 3. QUORUM AND VOTE. Unless a greater number is required by the Articles of Incorporation, these Bylaws, or the Georgia Nonprofit Corporation Code, or unless otherwise specifically provided in the Code, a quorum of the Board consists of a majority of the total number of elected and appointed officers then in office. The Board must have a quorum in order to proceed on a motion. A majority vote shall be required to adopt a motion.

Section 4. ACTION WITHOUT A MEETING. Unless the Articles of Incorporation or these Bylaws provide otherwise, any action required or permitted to be taken at any meeting of the Board, or any action that may be taken at a meeting of any committee, may be taken without a

meeting if the action is taken by a majority vote of the Board (or of the committee, as the case may be). The action must be evidenced by one or more written consents describing the action taken and delivered to the Secretary for inclusion in the minutes.

Section 5. REMOVAL OF AN OFFICER. An officer may be removed from office with or without cause by a majority of the votes of Members-In-Good-Standing.

- (a) For Cause Removal. Any member of the Board may be removed from office by the Board for good cause shown, including but not limited to: (1) conviction of any Board member while serving on the Board for any crime involving moral turpitude, (2) gross dishonesty or gross failure to perform duties (3) the commission of any acts contrary to the Bylaws or Articles of the Corporation, (4) for failure to remain a Member-In-Good-Standing or (5) for unexcused absence from two of the regular meetings of the Board or two monthly membership meetings in any three month period. A Board member shall be notified if his or her absence is not excused.
- (b) Procedure for Removal. The Board member shall be sent written notice of the charges against him, which shall be signed by the President and sent to the Board member and all club officers at least ten calendar days prior to the meeting of the Board at which the Board member may be removed from office. The Board member whose removal is proposed shall have opportunity to attend the meeting, to examine all evidence against him or her, and to respond to the charges. Removal under Article 6 Section 5(a)(1-3) shall occur only upon a vote of at least three-fourths of the Board in favor thereof at any duly called meeting of the Board. . Removal under Article 6 Section 5(a)(4-5) shall be by a majority of the Board, but reinstatement by a majority vote may take place at any time thereafter. Removal under Article 6 Section 5(a)(5) shall be a de facto resignation.
- (c) Procedure for Removal of the President. The President shall be sent written notice of the charges against him, which shall be signed by the Secretary and Treasurer, and sent to the President and all club officers at least ten calendar days prior to the meeting of the Board at which the President may be removed from office. The President shall have opportunity to attend the meeting, to examine all evidence against him, and to respond to the charges. The President's removal for cause shall follow the same voting procedures as outlined in Article 6 Section 5(b) above.

Section 6. VACANCIES. Any vacancies occurring among the Elected Officers shall be filled by nomination by the President, subject to approval by the Board at the next regularly scheduled board meeting. Persons nominated by the President may hold an Elected Officer position as a temporary appointee until the next regularly scheduled board meeting, but continuance in office is subject to board approval at that time. Any vacancy in an Appointed Officer position shall be filled by the President subject to approval by the Board at the next regularly scheduled board meeting.

Section 7. CONFIDENTIALITY. Confidential information obtained by virtue of an officer's position on the Board shall be held in the strictest of confidence and shall not be disclosed to any outside parties, including other members of the Club, without the express written authorization of either the President or the General Counsel. "Confidential information" shall include, without limitation, Club finances, matters discussed or handled in executive session and matters as to which the minutes of the proceeding reflect their confidential nature.

Section 8. **CLOSED MEETINGS.** Meetings of the Board shall be closed to club members and members of the public not serving on the Board except by invitation. The President may exercise his or her discretion in inviting non-board members to meetings of the Board. Upon approval by the President, a board member may invite a non-board member to a board meeting.

Section 9. **REDRESS AND APPEAL.** Any officer removed for any reason may petition the Board for reinstatement. Such officer shall have ten calendar days from the date of removal to give notice to the Club of his or her desire to seek reinstatement (by written notice to the President and Secretary). The officer may seek reinstatement by procuring the signatures of a majority of the Board members and presenting them to the President and Secretary by electronic mail. The signature petition must be presented within thirty calendar days after the date of removal. Upon receipt of such petition, the President shall call a special meeting of the Board (or the next regularly scheduled meeting of the Board, whichever is sooner), and the Board shall hold a hearing for reinstatement. If the Club receives notice within thirty days as set forth above, any officer appointed to the position in question will be a temporary appointment pending the reinstatement hearing.

ARTICLE SEVEN – DUTIES OF OFFICERS

Section 1. **PRESIDENT.** The President shall be the chief executive officer of AYR and shall supervise the business of the Club. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall be Chairman of the Board and preside at all meetings or shall designate an officer to preside. He or she shall perform all duties incident to the office and advise such action as he or she may deem likely to advance the goals and purposes of the Club. He or she shall be an ex-officio member of all regular and special committees. He or she shall carry out all duties and responsibilities as may be prescribed by these Bylaws or as directed by the Board. The President shall be chair or shall designate the chair of all delegations of AYR at regional, state and national meetings. The President shall possess the authority to approve, with the notification to the Secretary and Treasurer, organizational expenditures up to the amount of \$500. Expenditures in excess of \$500 shall require Board approval.

Section 2. **TERM LIMITS.** No person shall be elected to the office of the President more than twice. In order to run for the office of President of the Atlanta Young Republicans the candidate must have served as an elected or appointed officer for no less than 12 months prior to the upcoming election. A Past President may, when duly elected or appointed, serve the Club as a Board member or in any other capacity provided by the Bylaws.

Section 3. **VICE PRESIDENTS.** Each Vice President shall coordinate and supervise such persons and activities as shall be assigned to him or her by the President. Each Vice President shall be encouraged to attend regional, state, and national meetings. Each Vice President shall attend all Board meetings.

Section 4. **EXECUTIVE VICE PRESIDENT.** An Executive Vice President may be nominated by the President and approved by the Board at the first scheduled meeting of the Board following installation. The Executive Vice President shall be empowered to act on behalf of the President in instances where the President is absent due to professional or personal obligations, incapacity, or is otherwise unable to carry out his/her responsibilities as defined in these Bylaws.

Section 5. SECRETARY. The powers of the Secretary shall be vested in one member who shall have charge of all records of the Club, together with the seal and charter, and shall have authority to affix the corporate seal; shall be responsible for keeping minutes of all Board meetings, and, if one has been formed, all Executive Committee meetings, and for submitting minutes of said meetings prior to the next scheduled meetings thereof; shall be responsible for giving notice of all meetings to the officers and general membership and shall have such other duties as may be determined by the Board. The Secretary shall attend all Board meetings and shall be encouraged to attend regional, state and national meetings. The Secretary shall from time to time prepare reports of the work of the Board and submit those reports to the membership.

Section 6. TREASURER. (a) The Treasurer shall have general supervision and custody of all corporate funds and assets and shall be responsible for the collection of all accounts receivable and dues and payment of all accounts payable. An adequate, modern, up-to-date set of books shall be maintained at all times by the Treasurer showing the necessary information to account for the receipt and disbursement of all funds received. These records may be audited upon a majority vote of the Board. A report of said audit shall be made to the Board at the first regular Board meeting after the completion of the audit. The audit shall be made available to the membership after review by the Board.

(b) At each Board meeting, the Treasurer shall furnish a financial statement for the previous month. The Treasurer shall attend all regularly scheduled Board meetings. The Treasurer shall have the responsibility to see that the Club complies with all applicable state and federal tax laws. This shall include but not be limited to the completion of all applicable tax and payroll forms as required by state and federal revenue agencies. The Treasurer is hereby authorized to engage and compensate outside professionals to assist with the completion of these forms subject to the approval of the Board.

Section 7. GENERAL COUNSEL. The General Counsel shall be nominated by the President and approved by the Board and shall be an active member in good standing of the State Bar of Georgia. The General Counsel shall advise the Board on all relevant matters; shall review all contracts and other legal or binding documents; shall represent the Club in all legal proceedings or, with the approval of the Board, shall hire or designate another attorney to do so. The General Counsel shall maintain the Club's registration with the appropriate government authorities and shall serve as registered agent for the Club.

ARTICLE EIGHT - ELECTION OF OFFICERS

Section 1. ELECTION COMMITTEE. Nominations and elections for all positions voted upon by the general membership shall be supervised by an Election Committee. The Election Committee shall consist of at least three (3) past officers and a Chairman appointed by the Board. The Election Committee shall ensure that the election process specified in these Bylaws or adopted by the Election Committee is followed.

Section 2. ELECTIONS. The annual election of the Elected Officers the Club shall be held at the general membership meeting during the month of November. Only members-in-good-standing of the Club shall be entitled to vote.

Section 3. ELECTION RULES. The Election Committee may submit to the Board for approval any rules, guidelines and procedures for the election to supplement but not replace the rules set out in these Bylaws. The Election Committee shall oversee the process of election through and including Election Night.

Section 4. VOTING.

- (a) Voting in uncontested elections may be executed by a method determined by the Election Committee.
- (b) In the case of a contested election, the Election Committee shall provide a voting card to active members present at the general membership meeting. When a vote is called, each member present shall raise their voting card to indicate a vote cast for his or her preferred candidate. A voting card shall be issued to each member-in-good-standing when he or she signs in at the November general membership meeting.

ARTICLE NINE - COMMITTEES

Section 1. EXECUTIVE COMMITTEE. The President may choose to establish an Executive Committee consisting of the President, the 4 elected Vice Presidents, the Secretary, the Treasurer, the Executive Vice President, the General Counsel, and the Immediate Past President. If so established, the Executive Committee shall perform such duties as delegated to it by the President. The Executive Committee shall advise the Board on policies and other matters as requested by the Board and the President. The President shall notify the Board of the establishment of the Executive Committee and such committee formation shall be duly noted by the Secretary in the records of the Club.

Section 2. CREATION OF COMMITTEES. From time to time, the President may designate committees, including an advisory committee composed of Past Presidents and such other members as may be appropriate, for various purposes, and may appoint individuals to serve upon such committees; provided, however, that committees formed in connection with the activities specified in O.C.G.A. 14-3-825(e) may only be filled by members of the Board. The President may remove appointees from a committee with or without cause. Committee chairs and members of committees formed under this Article 7, Section 2 shall not be Appointed Officers of the Club.

ARTICLE TEN - DELEGATES TO NATIONAL AND STATE CONVENTION

Section 1. DELEGATES. Any active member-in-good-standing shall be eligible for appointment as a delegate to the National and State Conventions.

Section 2. APPOINTMENT OF DELEGATES. Delegates to the National and State Conventions shall be appointed at the discretion of the President unless otherwise directed by the Board.

Section 3. DELEGATE VOTE. Delegates to the State Conventions shall at all times vote on the first ballot in accordance with the wishes specified by the Board. If there are no wishes of the

Board, the delegate may vote as they please.

ARTICLE ELEVEN - AMENDMENTS AND WAIVER OF BYLAWS

Section 1. AMENDMENTS. These Bylaws or any portion thereof may be amended or repealed by a majority vote of the Board.

Section 2. EXCEPTIONS. These Bylaws or any portion thereof may be waived at specific instances by a majority vote of the Board at any meeting thereof, provided that no single provision may be waived at two consecutive meetings.

ARTICLE TWELVE - MISCELLANEOUS

Section 1. PUBLICATION OF ARTICLES AND BYLAWS. A current copy of the Articles of Incorporation, these Bylaws, and the roster shall be maintained by the Club. A copy of the Articles of Incorporation and these Bylaws shall be posted for review by the members on the Club's website.

Section 2. SIGNATORIES. The President, Treasurer and Executive Vice-President shall be the sole authorized signatories of the Club for contractual matters.

Section 3. SIGNATORY OF CHECKS. The President, the Executive Vice President, and the Treasurer shall have signature privilege on the Club's bank account. Checks over \$1000 shall require at least two (2) signatures, which may include electronic signatures.