

# Bylaws of the Nevada Republican Assembly

## Article I. NAME AND JURISDICTION

Section 1.01 **Name.** The name of the organization shall be THE NEVADA REPUBLICAN ASSEMBLY, hereinafter referred to as NVRA.

Section 1.02 **Jurisdiction.** The jurisdiction of the NVRA shall be within the State of Nevada. NVRA political action shall concern only matters relating to geographical or political units larger than the jurisdiction of any regional or local Chartered Republican Assembly.

## Article II. POWERS

Section 2.01 The powers of the NVRA shall be:

- (a) To direct, manage, supervise and control its business, property and funds, and carry out its objectives.
- (b) To create and charter Republican Assemblies **at the discretion of the Board of Directors throughout NEVADA,** to supervise and to coordinate them.
- (c) **To be a Chapter of the National Federation of Republican Assemblies (NFRA) with all the powers thereof.**

## Article III. OBJECTIVES

Section 3.01 The objectives of the NVRA are:

- (a) To advance true conservatism and elect true conservatives at all levels of the Republican Party and all levels of government throughout the state of NEVADA;
- (b) To provide through this organization a practical program for the betterment of the Republican Party within the state of NEVADA and of the various political subdivisions of the state of NEVADA;
- (c) To advance the Principles, Beliefs and Objectives of the National Federation of Republican Assemblies, and
- (d) To be a responsible voice for the fiscal and social betterment of Nevada and the nation at large.
- (e) To educate the voters and elected officials regarding the stated Principles of the NVRA.
- (f) To be an influential political force for positive and constructive action.
- (g) To assist the various Republican Assemblies in improving the public relations of the Republican Party, supporting only Republican political campaigns, encouraging public forums and social programs, attracting a greater number of voters to work for advancing the interest of the Republican Party and our country.
- (h) To seek out and encourage qualified Republican candidates to run for public office.
- (i) To guide and assist Republican candidates in their campaigns for local, state, and national offices.
- (j) To review the performance of our elected leaders and ensure the adherence to conservative Republican principles.
- (k) To sponsor public forums which provide for the expression of conservative political points of view.
- (l) To increase Republican voter registration.
- (m) To influence the leadership, policies, and principles of the National Federation of Republican Assemblies (NFRA).

## Article IV. COMPOSITION

Section 4.01 The NVRA shall consist of members of a statewide Republican Assembly or of regional and local Republican Assemblies which have been chartered by the Board of Directors of the NVRA in the manner provided in these Bylaws, and which continue to comply with the Bylaws of the NVRA and of the NFRA as adopted or amended. A local chapter may petition the NVRA Board of Directors to subdivide its geographical area into smaller local chapters as needed.

## Article V. MEMBERSHIP

Section 5.01 **Qualifications for Membership.** Members of NVRA shall be those American citizens of good moral character who are registered with the Republican Party at their current Nevada residence address, must provide a complete NVRA Membership Application with a signed certification of Republican registration, and submit annual dues with application. Each new member must be sponsored by a current NVRA member in good standing, and be approved by the membership committee and Board of Directors, Applicants must be a member of a Nevada Chartered regional or local Republican Assembly, except that those registered in an area where there is no chartered regional or local Republican Assembly may become members of the NVRA, or a Republican Assembly in a nearby area for that region, until a new Republican Assembly may be chartered. Each prospective member must be accepted under the Bylaws, a resident of the state of Nevada, and a registered Republican. He must continue to comply with those Bylaws, and must pay such annual dues as may be fixed.

Section 5.02 **Membership Categories.** Membership categories shall be as follows:

- (a) **Active Member.** An active member shall be a full participant in all activities of the Nevada Republican Assembly.
- (b) **Student Member.** A student member shall be a full participant in all activities of the Nevada Republican Assembly. A student member shall be eligible for special dues rate. A student member must be no older than twenty-five years and be a full time student as defined by the educational institution in which he is enrolled.

- (c) **Honorary Members.** Honorary members shall be those registered Republicans who, by two thirds (2/3) vote of the Board of Directors of the NVRA, are elected to honorary membership in the NVRA. Honorary Members may not vote, nor hold office in the NVRA.

Section 5.03 **Action on Applications.** Action on all applications for membership in each Republican Assembly shall be taken within forty-five (45) days by the Board of Directors of that Republican Assembly or at a regular meeting; otherwise, any application shall be automatically approved and the new member shall be accepted with the right to vote, provided they are otherwise qualified for NVRA membership. Any duly rejected application shall be reported within ten (10) days to the Secretary of the NVRA. The Board of Directors of the NVRA may review any rejected application and determine whatever action is deemed necessary. No new member will be allowed to vote in an endorsing convention of the NVRA unless he has been a member in good standing for more than 45 days prior to said endorsing convention.

Section 5.04 **Termination and Discipline of Member.** Any Officer or individual member of the NVRA may be removed from office or may have his/her membership herein terminated, or he/she may otherwise be disciplined, after a hearing, by a two-thirds (2/3) vote at a meeting of the Board of Directors where a quorum is present, whenever said Board has determine that the named member has:

- (a) used his or her name and title as a member of the NVRA in public, advocating that the electorate should not vote for the Republican nominee for any elected public office;
- (b) used his or her name and title as a member of the NVRA in giving support or to avowing a preference for a candidate of another party for election to an elected public office and where said candidate is opposed by a Republican candidate;
- (c) used his or her name and title as a member of the NVRA in prematurely endorsing (without a vote of the delegates at a regular or special NVRA Convention) candidates running for office in the Republican Party; or otherwise bringing discredit or disrepute upon the NVRA;
- (d) become disruptive at, any and/or all NVRA meetings, disrespectful of fellow members, or counter-productive to the goals set forth by the NVRA;

provided that at least thirty (30) days before such action, notice of such intended action shall have been duly sent by certified mail by the Secretary of the NVRA to said member.

Section 5.05 **Notice.** If the Board of Directors shall remove from office or terminate membership on the Board or shall otherwise discipline any such member, the Secretary of the NVRA shall send notice of such action within thirty (30) days by certified mail to said member. The said member, within thirty (30) days from the date of mailing such notice may file with the Secretary of the NVRA written notice of appeal. This appeal shall be considered at the next general membership meeting of the NVRA, unless filed later than thirty (30) days following the mailing of the notice to terminate; in the instance that an appeal is filed within the thirty (30) day time limit the Board of Directors must present their reasoning for the termination of the said member to the members of the assembly at large. The member to be terminated may make a case to the general assembly of the NVRA in their own defense or provide a designee of their choice to do so. The appeal shall then be decided by a two-third (2/3) majority vote of the NVRA membership where a quorum is present. The vote shall be conducted by ballot. The ballots shall then be counted by no less than 3 NVRA members and must include one member of the Board in favor of termination and the member to be terminated or a designee of their choice. The result of the ballot count is final and immediate.

Section 5.06 **Surrender.** Any individual member so removed from office or terminated from membership on the Board of the NVRA shall immediately upon such termination cease to claim membership in, or holding of any office in or official relationship with the NVRA or any chartered Republican Assembly, and shall also immediately surrender to the Secretary of the NVRA any and all documents, records, emblems, insignias, funds, or other devices or properties of any nature whatsoever. Said terminated member shall not thereafter use the name, emblem, or insignia of Republican Assembly or NVRA in any manner whatsoever.

## **Article VI. OFFICERS AND DIRECTORS**

Section 6.01 **Elected Officers and Directors** The elected Officers and directors of the NVRA shall be a President, the immediate Past President, Vice-President, a Recording/ Corresponding Secretary, Membership Secretary, Treasurer, and two National Directors (one man, one woman) elected from the members of the NVRA during the NVRA State Convention. The National Directors along with the President shall represent the NVRA on the NFRA's National Board of Directors and the Committee Chairs from the three standing committees which are (1) Finance, (2) Campaign and Elections and (3) Education.

Section 6.02 **Compensation.** No Officer or Director of the NVRA shall be compensated by reason of his or her position.

Section 6.03 **Qualifications.** Officers of the NVRA and of all Regional and local and Local Republican Assemblies, must be members in good standing of the NVRA, and Republicans by voter registration, and shall continue as such throughout their term. The President of the NVRA must be an NVRA member in good standing continuously for six (6) months prior to accepting nomination for the office of NVRA President.

- (a) No officer or Director of the NVRA shall be a candidate for nor hold, any elected public office, other than an office within the Republican Party. In the event he becomes such a candidate or such office holder, his holding of office in the NVRA shall automatically terminate.
- (b) No member who holds the position of Officer or Director of the NVRA shall miss three (3) or more consecutive meetings of the Board of Directors, unless such non-attendance is excused by a vote of the Board of Directors. In the event that such member is held to be in violation of this provision, such member's position of officer or director shall automatically terminate.

Section 6.04 **Election of Officers.** The Elected Officers shall be elected at the State Convention occurring in odd numbered years in the manner prescribed in the Bylaws, and shall serve for a period of two (2) years and until their successors are elected and qualified. At the conclusion of the Convention the new officers will assume duties.

Section 6.05 **Vacancies.** A vacancy in any of the elected NVRA offices occurring between Conventions shall be filled in the manner prescribed by the Bylaws.

## **Article VII. DUTIES OF OFFICERS AND DIRECTORS**

Section 7.01 **President.** The President shall preside at state conventions of the NVRA and meetings of the Board of Directors. He shall be the chief executive officer of the NVRA and shall exercise general supervision over the work and activities of the NVRA. He shall perform such other duties as usually pertain to the office of President. The President shall not endorse any candidate for public office prior to the conclusion of statewide, regional or local endorsing conventions of NVRA.

Section 7.02 **Vice-President.** In the event that the President is unable to perform his duties, the Vice President shall preside and perform the duties of, and have the same authority as the President. The Vice President shall also perform such other duties as usually pertain to the office of Vice President or as may be assigned to him by the President or the Board of Directors.

Section 7.03 **Recording/Corresponding Secretary.** The Recording/Corresponding Secretary shall assist the President and the Board of Directors in conducting the business of the NVRA and shall perform such duties as specified or implied in the Bylaws, or as may be assigned to him by the President or by the Board of Directors. He shall attend all meetings of the Board of Directors and all Conventions of the NVRA, and shall act as Secretary thereof. He shall sign all documents issued by the NVRA whereon his signature is required. He shall be the custodian of the Articles of Incorporation of the NVRA, and records pertaining thereto, and the Bylaws of the NVRA. This officer shall have the responsibility for collecting, assembling, and preserving from the minutes, all such recorded motions and rulings as relate to the interpretation and enforcement of Bylaws and other procedural or parliamentary matters. He shall also act as historian and archivist of the NVRA who shall compile an official historical record of the NVRA's activities in print and electronic form, which shall be stored in a permanent record easily-transferrable at the end of his term. He shall receive correspondence on behalf of the NVRA, He shall report on all correspondence received by the NVRA, originate correspondence to NVRA subordinate units, individual members, and the public, and be responsible for sending notice of meetings and conventions and other communications pursuant to these Bylaws or as directed by the President or the Board of Directors.

Section 7.04 **Membership Secretary.** The Membership Secretary shall collect membership applications and fees, verify eligibility for membership, present applications to the Board of Directors for approval, keep membership list current (adding new members and deleting members as necessary), keep the Board members apprised of the membership list, and chair the credentials committee for the State Convention and other meetings as necessary.

Section 7.05 **Treasurer.** The Treasurer shall receive from the Secretary all membership monies paid to the NVRA, giving receipts therefor. He shall also receive all other monies paid to the NVRA. He shall deposit the same in such bank or banks as shall have been designated by the Board of Directors, and shall disburse said monies upon order of the Board of Directors. He shall attend all meetings of the Board of Directors and all conventions of the NVRA. He shall make a financial report to the Board of Directors at each statewide convention, or more often if required by the Board of Directors. He shall serve as a permanent member of the Finance Committee, and perform such other duties as are specified or implied in the Bylaws, or as may be assigned by the President or the Board of Directors. When required he shall give bond for the faithful discharge of his duties in such sum as may be required by the Board of Directors, the cost of such bond to be borne by the NVRA.

Section 7.06 **Immediate Past President.** The immediate Past President shall serve as a non-voting member of the Board of Directors, and shall perform such duties as may be assigned to him by the President or the Board of Directors. He shall attend all meetings of the Board of Directors, and all conventions of the NFRA. He shall be responsible to work closely with the Recording/Corresponding Secretary to organize and preserve a record of the activities of his previous administration.

Section 7.07 **National Directors.** The National Directors (one man and one woman) shall represent the NVRA at any interstate or national meeting or event where the presence of representatives of the NVRA is deemed advisable by the President or the Board of Directors. The National Directors shall represent the NVRA, but shall not be able to bind or obligate the NVRA in any way whatsoever, without the explicit consent of the Board of Directors. Such action may be subject to review and approval of a majority of delegates at the next regularly scheduled convention of the NVRA.

Section 7.08 **Transfer of Records.** At the end of the term of each Officer, Director or appointee, it shall be the responsibility of each to assemble, transfer and deliver to the successor in office all records, lists, correspondence, databases, lists and other documents and property in their possession or under their control as relate to the performance of official duties, including but not limited to NVRA funds, checkbooks and passbooks, and passwords, within at the end of the State Convention.

### **Article VIII. BOARD OF DIRECTORS**

Section 8.01 **Composition.** The Board of Directors of the NVRA shall be composed of the elected officers and the chairman of the three standing committees which are (1) Finance, (2) Campaign and Elections and (3) Education.

Section 8.02 **Powers and Limitations of Powers.** The Board of Directors shall have the control and management of all the affairs, properties and funds of the NVRA, and shall have full power to introduce, approve and implement all actions and activities necessary and proper for the functioning of the NVRA, subject to the authority of these Bylaws. The Board of Directors shall have such powers as are prescribed in these Bylaws; provided further that it shall exercise general control and supervision of all officers and committees of the NVRA and may for good cause and after a hearing, remove any officer by a two-third (2/3) vote of the entire Board of Directors; provided such officer shall have been sent by the Board of the NVRA by certified mail a notice containing a copy of the charges against him at least fifteen (15) days prior to the hearing thereon, said notice specifying the time and place of meeting.

Section 8.03 **Resolutions.** The Board of Directors may pass resolutions concerning legislation and policies, where a quorum is present.

Section 8.04 **Meetings.** The Board of Directors shall meet at such time and places as may be determined by action of the Board, by call of the President, or by written request of ten percent (10%) but not less than three members of the Board, provided that there shall be at least four (4) regularly scheduled meetings each year, one per quarter

Section 8.05 **Special Meetings.** The Board of Directors may, without meeting together, transact business by electronic mail or FAX or by conference call of a majority of the Board by voting on questions submitted to them by or with the approval of the President. Five (5) days shall be allowed for the return of the votes thereon by electronic mail or FAX to the Recording/Corresponding Secretary of the NVRA. The voting shall be considered closed at midnight of the fifth (5th) day, provided that the majority of the members of the Board shall have returned their votes by that time, or it shall be considered closed at any time prior thereto if and when all of the Directors have returned their votes. If, at the expiration of the five (5) day period, a majority of the Board of Directors have not returned their votes, the measure being voted upon shall be deemed to have failed. The Recording/Corresponding Secretary must preserve all such ballots until the next meeting of Board of Directors, at which meeting the Board of Directors shall order the disposition of the ballots. In cases where a hearing is required by the Bylaws of the NVRA, voting by mail shall not be permitted unless authorized by and two-thirds (2/3) vote of all the members of the Board of Directors.

Section 8.06 **Quorum.** At all meetings of the Board of Directors, not less than four of the Board shall constitute a quorum for the transaction of all business except in cases where a larger vote is required under the Bylaws.

### **Article IX. COMMITTEES**

Section 9.01 **Named by the Board.** The Board of Directors shall have the power to name all committees during its term of office. The President shall have the power to appoint all members of the committees. All committees other than sub-committees shall report to the Board of Directors.

Section 9.02 **Members Appointed by President.** The committees shall be appointed annually by the President and each shall consist of not less than three (3) members. They shall perform such duties as may be defined in the Bylaws and as may be authorized by the Board of Directors. A quorum shall be one-third (1/3) of the members of the committee or three (3), whichever is greater. Members may meet by any effective means capable of equal input from all participating members (such as telephone or teleconference.)

Section 9.03 **Special Committees.** From time to time, the President of the Board of Directors is empowered to appoint Special Committees. These Committees shall be empowered to perform the duties as may be assigned by the President or the Board of Directors, and shall report on their work at a meeting of the Board of Directors.

Section 9.04 **Standing Committees.** Standing Committees shall be Membership Committee, Finance Committee, Campaign & Elections Committee, Education Committee, and Communications Committee. Additional standing committees shall be created by explicit stand-alone votes of the Board and may only be abolished by similar means. Standing committees shall be comprised of no fewer than five (5) NVRA members in good standing. A quorum for conducting standing committee business shall be one-third (1/3) of the members of the committee or three (3) committee members, whichever is greater.

(a) **Finance Committee.** There shall be a Finance Committee which shall be composed of NVRA members in good standing, appointed by the President on recommendation of the Chair of the Finance Committee and the Treasurer. The Finance Committee shall conduct the fundraising activities of the NVRA and shall prepare an annual NVRA budget proposal to submit to the NVRA Board of Directors. Budget proposal shall be submitted to the Board of Directors not later than

November 30th of each calendar year. The President shall appoint the Chair of the Finance Committee, with the approval of the Board of Directors. The Chair shall plan, direct, coordinate, and supervise the fund raising activities of the NVRA under the guidance of the Board of Directors, shall recommend to the President the appointment of members of the Finance Committee, and shall preside at meetings of and direct the operations of the Finance Committee. He shall attend all meetings of the Board of Directors and its Executive Committee, and all conventions of the NVRA.

(b) **Campaign & Elections Committee.** There shall be a Campaign & Elections Committee which shall be composed of NVRA members in good standing, appointed by the President on recommendation of the Chair of the Committee. The NVRA Campaign & Elections Committee will facilitate specific action by NVRA members in introducing and promoting ballot initiatives, and influencing election of good, conservative candidates for office at all levels of government. The Committee shall present qualified conservative Republican candidates to the NVRA for endorsement, shall issue periodic voter guides, as well as lead NVRA legislative watch efforts. The Chair of the Committee shall be appointed by the President, and shall act as Legislative liaison during sessions of the Nevada Legislature, and shall preside at meetings of and direct the operations of the Committee. He shall attend all meetings of the Board of Directors and its Executive Committee, and all conventions of the NVRA.

(c) **Education Committee.** There shall be an Education Committee to educate NVRA members and the public on conservative philosophies and the NVRA by facilitating forums, producing educational events about grassroots activism and parliamentary procedure. The Chair of the Committee shall serve as Program Chair for educational portions of membership meetings, and shall preside at meetings of and direct the operations of the Committee. He shall attend all meetings of the Board of Directors and its Executive Committee and all conventions of the NVRA.

## **Article X. MEMBER ASSEMBLIES**

Section 10.01 **Governing Authority.** The NVRA shall be the sole body of authority over, recognition of, and representation for Republican Assemblies within the State of NEVADA.

Section 10.02 **Location.** Republican Assemblies may be formed and chartered, as the Bylaws hereinafter provide, in any geographical entity of the state of NEVADA.

Section 10.03 **Member Assemblies.** The NVRA shall consist of regional and local Republican Assemblies which have been accepted and chartered by the Board of Directors of the NVRA in the manner provided by these Bylaws and which continue to comply with the Bylaws of the NVRA as adopted or amended.

Section 10.04 **Local Republican Assemblies.** A chartered Republican Assembly shall include membership within a reasonably coherent geographical area (city, town, regional and local, community, legislative district) within the State of Nevada, and shall be the only such Republican Assembly in that territory.

Section 10.05 **Ratification of Bylaws.** Every regional and local Republican Assembly shall ratify and agree to be bound in all things by the Bylaws of the NVRA and of the NFRA as well as amendments thereto.

Section 10.06 **Bylaws.** Each Republican Assembly shall adopt its own bylaws, which shall be in conformance with the NVRA and NFRA Bylaws, and shall be subject to review by the Board of Directors of the NVRA and of the NFRA.

## **Article XI. CHARTERS**

Section 11.01 **Location.** Republican Assemblies may be formed and chartered as these Bylaws provide, in each regional and locally-defined geographical jurisdiction. All provisions in these Bylaws are binding upon each regional and local Republican Assembly.

Section 11.02 **Ratification of Bylaws.** Every Republican Assembly, by accepting a Charter from the NVRA, ratifies and agrees to be bound in all things by the Bylaws and Principles of the NVRA and amendments thereto.

Section 11.03 **Issuance of Charter.** No Charter of the Nevada Republican Assembly will be effective for any new Republican Assembly within 45 days of an endorsing convention.

Section 11.04 **Final Decision.** The decision of the Board of Directors of the NVRA on all matters concerned in this Article shall be final, provided that said decision may be appealed to the next following NVRA convention.

## **Article XII. TERMINATION OF CHARTER AND MEMBERSHIP**

Section 12.01 **Non-Payment.** Any regional or local Republican Assembly more than sixty (60) days in arrears for any indebtedness to the NVRA shall be considered not-in-good-standing and may have its Charter and membership herein suspended or revoked by the action of the Board of Directors; that at least thirty (30) days before such action, notice of said indebtedness shall have been duly sent by certified mail by the Secretary of the NVRA to the last reported President of such Republican Assembly. The Board of Directors may restore such Republican Assembly to membership in the NVRA upon the payment of its indebtedness.

Section 12.02 **Non-Attendance.** Any regional or local Republican Assembly that either fails for two (2) consecutive years to present a Delegate to the Convention of the NVRA or fails for one (1) year to send at least one of its voting delegates to a meeting of the Board of Directors of the NVRA, shall be considered not-in-good-standing and may have its charter revoked by action of the Board of Directors, provided that at least thirty (30) days before such action, notice of said non-attendance shall

have been duly sent by certified mail to the last reported President of such Republican Assembly. The board of Directors may restore such Republican Assembly to membership in the NVRA upon sufficient cause.

Section 12.03 **Membership.** Any regional or local Republican Assembly, chartered by the NVRA for over one year, the membership of which is seven (7) or less members as of December 31, shall be notified by the Secretary, prior to the next February 15, that its charter is in jeopardy. The Board of Directors shall also be so notified by the Secretary and shall take official note of the fact. If the membership has not increased to a minimum eight (8) members within six (6) months after said notice has been sent by the Secretary, it shall be considered not-in-good-standing and may have its charter and membership herein revoked at the next following meeting of the Board of Directors.

Section 12.04 **Discipline.** Any regional or local Republican Assembly that fails to conform to the Bylaws of the NVRA may have its charter and membership herein suspended or revoked, or may otherwise be disciplined, by a two-thirds (2/3) vote of the entire Board of Directors; provided, that at least thirty (30) days before such action, notice of such intended action be sent by certified mail by the Secretary of the NVRA to the last reported President of such Republican Assembly. Acceptance of an NVRA charter constitutes agreement by the accepting Republican Assembly that the NVRA has full authority to discipline any regional or local Republican Assembly for violation of these Bylaws, including the power to suspend or revoke the Republican Assembly Charter.

Section 12.05 **Appeal.** If the Board of Directors shall suspend or revoke the charter of any regional or local Republican Assembly or shall otherwise discipline any regional or local Republican Assembly, the Secretary of the NVRA shall send a notice of such action within fifteen (15) days by certified mail to the last reported President of such Republican Assembly. The said Republican Assembly, within thirty (30) days from the date of mailing such notice and not less than ten (10) days before the next Convention of the NVRA, may file with the Secretary of the NVRA written notice of appeal. This appeal shall be considered at the next State Convention of the NVRA, unless filed less than ten (10) days prior thereto; in the latter instance, said appeal shall be considered and decided by a two-thirds (2/3) vote of the Board of Directors at the next Board of Directors meeting following the Convention of the NVRA.

Section 12.06 **Resignation.** Any regional or local Republican Assembly may resign from the NVRA by submitting a resignation in writing to the Secretary of the NVRA, if its duties and obligations shall have been fulfilled and if a resolution of resignation shall have been adopted and approved by three-fourths of the active membership of such Republican Assembly, which resolution shall be certified by the President and Secretary of such Republican Assembly. Such resignation shall become effective when accepted by the Board of Directors at the next following Board meeting.

Section 12.07 **Surrender.** Any regional and local or local Republican Assembly which shall for any cause cease to be a chartered member of the NVRA, shall relinquish the name of Republican Assembly, shall surrender its Charter Certificate to the Secretary of the NVRA, and shall not thereafter use the name, emblem or insignia of the Republican Assembly or NVRA in any manner whatsoever.

### **Article XIII. CONVENTIONS**

Section 13.01 **Convention.** A convention of the NVRA shall be held at least biannually in odd numbered years. Endorsing Conventions for local or state primary elections shall occur at least two (2) weeks after the candidate filing deadline and at least one (1) month prior to the primary election in even-numbered years. The time and place shall be fixed by the Board of Directors at least sixty (60) days in advance of said convention.

Section 13.02 **Special Conventions.** Special conventions may be called by the President with the approval of the majority of the members of the board of Directors. The call for a Special Convention shall specify the subjects to be considered and no subjects shall be considered that are not so specified.

Section 13.03 **Call.** The Recording/Corresponding Secretary of the NVRA shall send an official call to the NVRA convention containing date, time and location of the Convention to all NVRA members at least sixty (60) days prior to the date of the Convention and for a Special Convention at least thirty (30) days prior to the date thereof.

Section 13.04 **Supervision.** The Board of Directors shall have full supervision and management of all Conventions of the NVRA and shall determine temporary program and order of business of each Convention. Each convention shall determine its official program and order of business by a majority vote prior to the conduct of any business. In Special Conventions, only the item or items of business stated in the Call to the Convention may transpire.

Section 13.05 **Officers.** The temporary officers of each Convention shall be the officers of the NVRA. Each Convention may elect the permanent officers of the convention by a majority vote immediately after the final report of the Credentials Committee.

Section 13.06 **Special Committees.** At each duly called Convention in an election cycle, or prior thereto, the President shall appoint a Committee on Arrangements, a Credentials Committee, a Committee on Resolutions and a Committee on Nominations, and such other committees as the President may deem proper, each to consist of at least three (3) members. No regional or local Assembly may have more than one member on each committee, unless approved by the Board of Directors.

Section 13.07 **Delegates.** All members of the NVRA in good standing prior to the State Convention are delegates.

Section 13.08 **Registration Fee.** The Board of Directors shall establish the registration fee to be paid to the NVRA by all members attending any convention of the NVRA. The proceeds derived from such registration fees shall be expended under the direction of the Committee on Convention Arrangements and with the approval of the Board of Directors of the NVRA. A notice stating the amount of the registration fee and giving the Convention program shall be sent by the Recording/Corresponding Secretary of the NVRA to the NVRA membership thirty (30) days before the date of the Convention

Section 13.09 **Voting.** In all conventions of the NVRA, each accredited delegate shall be entitled to cast one (1) vote, as shall be ascertained on the following basis:

- (a) Each Delegate of the NVRA shall have one vote;
- (b) There shall be no voting by proxy at any Convention of Delegates of the NVRA;
- (c) No delegate shall be entitled to vote in a convention unless and until his registration fee has been paid.

#### **Article XIV. CONVENTION PROCEDURES**

Section 14.01 **Program.** The official program of a Convention as approved by the Board of Directors shall be the Orders of the Day for all sessions. Changes in the program may be made from time to time by a majority vote of the Delegates present and voting.

Section 14.02 **Resolutions.** All resolutions shall be referred to the Resolutions Committee for consideration and recommendation to the Convention. All such resolutions submitted to the NVRA President ten (10) or more days prior to the opening of the convention must be reported. Debate on such resolutions shall not be in order until they have been reported by the Resolutions Committee.

Section 14.03 **Debate.** Committee Reports, communications to the Conventions, resolutions presented by the Resolutions Committee, and all motions save such as are known to parliamentary practice to be undebatable 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 speak in Convention longer than five minutes at one time, except as provided in the order of the day or by majority vote of the Convention.

Section 14.04 **Endorsement of Candidates.** The endorsement of statewide candidates shall require the support of two-thirds (2/3) of the delegates present and voting at an Annual or Special Convention of the NVRA, except as otherwise specified in these Bylaws. Nothing in these bylaws shall be construed to prohibit a chartered regional or local Republican Assembly from endorsing a statewide candidate in its own name if that candidate has already received the endorsement of the NVRA.

Section 14.05 **Standing Rules.** Convention procedures other than those outlined in these Bylaws shall be as prescribed in the Standing Rules. The standing Rules may be superseded by Temporary Convention rules passed by a two-thirds (2/3) vote of the Board of Directors not less than sixty (60) days prior to the Convention. If the Board of Directors fails to adopt Temporary Convention Rules as herein prescribed, the Standing Rules of the NVRA shall become effective as the Temporary Convention Rules. Each Convention retains the right to pass its own permanent rules immediately after the election of permanent officers of the Convention.

#### **Article XV. NOMINATION AND ELECTION OF OFFICERS**

Section 15.01 **Time.** All elected officers of the NVRA shall be elected at the NVRA Convention held in the odd-numbered years. The official program of the Convention shall indicate the days and hours for nomination and election of officers and shall be subject to change only in accordance with the rules of the Convention.

Section 15.02 **Committee on Nominations.** The Committee on Nominations shall have general charge of the election and the distributing and the counting of ballots.

Section 15.03 **Nominations.** All nominations shall be made from the floor of the Convention at the time designated on the official program.

Section 15.04 **Eligibility.** Any active member of a Chartered Nevada regional or Local Republican Assembly in good standing may be eligible to any elective office, but no person shall be submitted as a candidate for any office without the consent of such person having been obtained, and provided that the person is otherwise qualified under these Bylaws.

Section 15.05 **Accredited Voters.** All delegates as of the opening of the Convention shall be eligible to cast a vote. Before the opening of polls, the Membership Secretary shall provide the Nominations Committee with a list of the Delegates as shown by the report of the Credentials Committee. No Delegate shall be allowed to vote unless his name appears on the list.

Section 15.06 **Ballots.** The voting shall be by secret ballot only unless only one candidate is nominated for the office, whereupon election may be made by voice vote.

Section 15.07 **Officers.** A majority of all votes cast shall be necessary for the election all officers. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot the same procedures shall be followed until some nominee shall have received a majority of all votes cast.

Section 15.08 **Election of National Convention Delegates and Alternates.** Any active member of NVRA in good standing shall be eligible to be elected a Delegate or Alternate to the NFRA National Convention, provided that the person is qualified under

these Bylaws, but no person shall be submitted as a candidate without his consent. Delegate vacancies will be appointed by the President.

## **Article XVI. VACANCIES**

Section 16.01 **President.** In the event of a vacancy in the office of President, the Board of Directors shall certify the Vice President as President of the NVRA for the balance of the unexpired term.

Section 16.02 **Other Officers.** In the event of a vacancy in any other office on the Board, the remaining members of the Board of Directors of the NVRA may select a qualified member of the NVRA or a Chartered Nevada Republican Assembly to fill such office for the remainder of the unexpired term. Should the majority of known officers become unable or unwilling to fulfill their roles as officers of NVRA, the President of the NFRA is authorized to call a convention of all members of NVRA for the selection of officers and for general reorganization of NVRA.

## **Article XVII. ENDORSEMENTS OF CANDIDATES FOR PUBLIC OFFICE**

Section 17.01 **Endorsements of Candidates.** Endorsements of candidates, resolutions, and special elections proposed to be voted upon by the electorate in the geographical subdivisions within Nevada shall be made only by the affirmative vote of two-thirds (2/3) of the Delegates present and voting at a regular or special convention of the NVRA or its subsidiary Assemblies. Only candidates falling completely within the geographical boundaries of the respective Assembly may be endorsed by the Assembly. Candidates whose political boundaries extend beyond the geographical boundaries of the Assembly may be recommended as a candidate to be endorsed by the appropriate Assembly convention, whether it be County or local or State.

Section 17.02 **Two-thirds (2/3) Vote of a Committee.** Endorsements of candidates for public office, or starting or joining a recall effort for any elected local official, may be made only by a two-thirds (2/3) vote of a committee, at a physical meeting composed of equal representation of all chartered Republican Assemblies within the district from which the candidate proposed to be endorsed is to be elected, or the official proposed to be recalled is an elected official. The temporary chairman shall be the ranking state officer in the particular district within which the candidate is to be elected or the officer is to be recalled. Where the particular district has officers of equal rank, the temporary chairman shall be determined by lot.

Section 17.03 **Notice of Committee Meeting.** Each unit entitled to participate shall be given written notice at least ten (10) days prior to the meeting of the committee, except in cases of urgency, in which case equal notice shall be given to the President and Secretaries of such units.

Section 17.04 **Formation of Endorsing Committees and Recall Committees.** The Board of Directors of a regional or Local Assembly, may, and at the request of any unit, assist in the formation of, and call together local Endorsing Committees or Recall Committees and shall, except when otherwise provided in regional or local Assembly Bylaws, be entitled to representation, but without voting rights, on all such committees equal to that of any regional or local Assembly within the District or area for which endorsements or recall efforts are to be made.

Section 17.05 **Limitations on Endorsing and Recalling.** Neither the Nevada Republican Assembly nor any Chartered regional or local Republican Assembly shall endorse any candidate for any public office, whether partisan or nonpartisan, unless such candidate is a duly registered member of the Republican Party. Only one person may be endorsed for a particular office.—Only individuals who have been certified as eligible by the appropriate election official may be considered for endorsement to a particular office. Any endorsement made must be by a two-thirds (2/3) vote of those eligible to vote and voting in an endorsing convention. The NVRA President, upon being notified prior to an election, or between elections, of any alleged infraction of the Bylaws concerning endorsement of candidates or issues, or recall of an elected official, shall immediately conduct an investigation of the alleged infraction and take whatever action is deemed necessary to protect the endorsement/recall privilege and good name of the NVRA.

## **Article XVIII. REVENUES**

Section 18.01 **Fees and Dues.** The revenues of the NVRA shall be derived from fees, dues, fees from publications and supplies, fund raising activities, and from contributions to the work of the NVRA.

Section 18.02 **Permission of Regional and local Assembly.** No fundraising by the NVRA shall be undertaken within a regional and local Assembly unless the President of that regional and local Republican Assembly authorizes in writing the particular NVRA fundraising activity.

Section 18.03 **Dues.** Dues of the NVRA shall be fixed by the Board of Directors by October 1 of each calendar year for the following membership year. Payment of dues shall be based upon the calendar year, expiring December 31<sup>st</sup>.

Section 18.04 **Publication Charges.** The Board of Directors shall have the power, in its discretion, to fix the selling price for any of its publications in its interest, and to provide ways and means of securing and raising revenues for the purposes of the NVRA and the objectives it may support.

Section 18.05 **Donations.** Donations from any individual or business to the NVRA or any of its subsidiaries shall be limited to a cumulative total of Five Thousand Dollars (\$5,000.00) in any single calendar year, unless approved by a two-thirds (2/3) vote of the Board of Directors.

Section 18.06 **Other Revenue.** Revenues other than those defined in this Article may be raised as provided in these Bylaws.

## **Article XIX. FINANCE AND ACCOUNTING**

Section 19.01 **Fiscal Year** The fiscal year of the NVRA shall end on the thirty first (31<sup>st</sup>) day of December of each year.

Section 19.02 **System of Accounts.** The Board of Directors shall cause an efficient double-entry system of accounts to be installed and maintained.

Section 19.03 **Budget.** Prior to the close of each fiscal year, the Board of Directors shall adopt a budget making appropriations therein for the ensuing year. Each budget shall specify the purpose and amount of each appropriation, and shall include a statement of the estimated revenues of the NVRA for such annual period and the sources thereof. Any budget adopted by a prior Board of Directors may be accepted or rejected in whole or in part or substitutions and additions made, at the discretion of the newly elected Board of Directors.

Section 19.04 **Depositories.** The Board of Directors shall designate the depositories of all funds of the NVRA.

Section 19.05 **Signers of Checks.** The Board of Directors shall have the power to authorize such officers and employees as in its judgment may seem advisable to execute and countersign the checks aforesaid, and to do and perform such other acts as will carry out the purpose and the objectives of this Article. When required, the Board of Directors shall provide a fidelity bond for all persons authorized to sign checks, or otherwise handle funds of the NVRA, the cost of said bond to be borne by the NVRA. The Secretary of the NVRA shall hold the bond(s).

Section 19.06 **Audit of Accounts.** The President shall select, with the approval of the Board of Directors, a recognized and acceptable accountant who shall review the books of account of the NVRA annually or at more frequent time period and shall require an audit at least every four years. The Secretaries and Treasurer shall submit their books and all other records for audit whenever required by the Board of Directors.

Section 19.07 **Financial Statements.** Within thirty (30) days of receipt, the Board of Directors shall cause to be delivered to the Secretary and President of each Chartered regional and local Republican Assembly the balance sheet and statement of receipts and expenditures of the NVRA for the previous fiscal year (unless those items are distributed at the Convention in that calendar year). Such financial report shall be duly certified by an accountant appointed by the President and approved by the Board of Directors.

## **Article XX. PARLIAMENTARY AUTHORITY**

Section 20.01 **Parliamentary Authority.** When not superseded by the Bylaws of the National Federation of Republican Assemblies, or the Bylaws of the NVRA, the Parliamentary authority for the NVRA shall be Robert's Rules of Order, Newly Revised current edition as adopted by the national Association of Parliamentarians and in print for at least one year. The latest edition of Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically addressed in the Bylaws of the NVRA or of the NFRA.

Section 20.02 **Authority of these Bylaws.** These Bylaws shall govern all proceeding of the Nevada Republican Assembly and its subsidiaries. Nothing in these bylaws shall be interpreted in any manner contrary to the provisions of any city, regional and local, or state ordinance; or the Bylaws of the National Federation of Republican Assemblies.

## **Article XXI. COMPILING OF BYLAWS**

Section 21.01 **Printing.** At the conclusion of each Convention where any amendments are made to the Bylaws, the Bylaws Committee shall be charged with the authority and responsibility to cause and supervise the compiling of the Bylaws as in effect at the end of that Convention. Such amended Bylaws shall be submitted to the Recording/Corresponding Secretary of the NVRA within thirty (30) days of the convention amending and thereafter made available to the NVRA membership.

Section 21.02 **History.** The amended Bylaws shall be dated as the closing date of each Convention at which Bylaws were amended, with a complete list of amendment dates and convention locations listed as a history of amendments.

## **Article XXII. AMENDMENTS TO BYLAWS**

Section 22.01 **Place and Vote Needed.** Amendments to these Bylaws shall be made only at a regular or special Convention of the NVRA by a two-thirds (2/3) vote of the Delegates present and voting in a quorum.

Section 22.02 **Notice Required and Limitations.** Proposed amendments to the Bylaws shall be delivered or sent to the Recording/Corresponding Secretary of the NVRA at least thirty (30) days prior to the date of Convention, and shall be referred to a Committee on Bylaws for consideration. The Recording/Corresponding Secretary shall send a copy of the proposed amendments(s) to the Secretary of each chartered regional and local Republican Assembly not less than fifteen (15) days prior of the date of the Convention. The Convention shall have the power to revise the text of such amendments in approving the same, but shall adhere to the subject matter thereof.

Section 22.03 **Provisional Use.** During any period wherein NVRA's charter has not yet been granted or has been suspended or revoked; or during any reorganization under these Bylaws; NVRA shall operate under the Nevada State Bylaws adopted by the NVRA Board of Directors, until and unless it has formally adopted these or different bylaws which are consistent with the

Bylaws of the NFRA. During such a provisional period, an organizing convention of NVRA shall have power to adopt or amend such bylaws without reference to the normal procedure contemplated in this article.

Section 22.04 **Severability.** If any part, article, section or subsection of these Bylaws shall be held invalid, contrary to state or federal laws, contrary to the Bylaws of the National Federation of Republican Assemblies, or contrary to the rules of the state or national Republican Party for any reason, such holding shall not be construed to impair or invalidate the remainder of said Bylaws, notwithstanding such holding.

### **Article XXIII. MISCELLANY**

Section 23.01 **Gender.** The masculine is used generically to apply to both males and females as elected positions in the NVRA (excluding National Directors) are gender neutral.

Section 23.02 **Facsimile Signatures.** The facsimile signature of any officer or director of the NVRA may be used in the same manner and with the same effect and validity as the original signature.

Section 23.03 **Table of Contents, Headings and Page Numbers.** The table of contents, headings and Page Numbers in these Bylaws are for organization, convenience, and clarity, and in interpreting these Bylaws they shall be subordinated to the text.

### **Article XXIV. ADOPTION AND AMENDMENTS**

Section 24.01 Approved and adopted at the Chartering Convention of the Nevada Republican Assembly in Las Vegas, Nevada, on April 25, 1998.

Section 24.02 Approved and Adopted at the NVRA State Convention in Reno, Nevada, on April 9, 2011