

BYLAWS OF THE TENNESSEE YOUNG REPUBLICAN FEDERATION

Article I: Membership and Local Clubs

Section 1. Any county may have only one duly chartered Young Republican club holding its political boundaries as the county boundaries. In any county in Tennessee any group of persons who shall meet the requirements heretofore and hereinafter set forth shall be granted a certificate of membership, such certificate shall be subject to this Constitution and the By-Laws of the Federation. The Tennessee Young Republican Federation being the agent of the Young Republican National Federation holds exclusive rights to the use of the name "Young Republicans" by any persons or organizations in the state of Tennessee.

Section 2. With approval from the Executive Committee, two local clubs in neighboring counties may join into one joint club provided that both counties have a membership of more than 10 members. At any time, if the joint club reaches a population of more than 10 members from each county, then they shall petition the Executive Committee to be rechartered as two separate clubs.

Section 3. Anyone who would like to join the Federation but resides in a county that does not have a recognized club and is lacking the means to create a recognized club, may join the roster of a nearby club with the Executive Committee's approval.

Section 4. All member clubs shall hold annual elections prior to February 28. All clubs shall petition to re-charter at the March Board of Director's Meeting of each year. Charters shall be in effect from April 1 through March 31, each year. In the event a club fails to meet the rechartering requirements, the chapter will immediately cease to exist.

Section 5. Upon receipt of petition for a charter, payment of appropriate dues and upon determination of its validity by a majority vote of the Board of Directors and such entered into the minutes, the Chair shall issue a certificate of membership to the State Federation to said petitioning group, such certificate shall be countersigned by the Secretary. All charters shall be issued subject to the following conditions:

- a) A formal roll including addresses, zip codes, e-mail addresses, phone numbers, and date of birth of duly enrolled current dues paying members of the member club must be submitted to the Federation Secretary upon application for charter, maintained and made current at each TYRF Executive Committee meeting.
- b) Each member club shall report to the Secretary of the Federation its officers, delegates and committee assignments, and shall upon call of any member club or the Secretary, furnish a list of all its duly enrolled, current dues paying members. No club shall be chartered with fewer than ten members.
- c) A current copy of the club's Constitution and By-Laws must be submitted. In the case of a newly organized county, not having been chartered in the previous year, said club must provide a copy of the minutes of an organizational meeting.

- d) A representative from the petitioning group must attend the Board of Director's Meeting in which the charter is to be issued. Failure to attend the meeting shall result in the charter being tabled until the next Board of Director's meeting. Upon a valid excuse for non-attendance, the Board of Directors, through a majority vote, may provisionally charter the petitioning group until the next Board of Director's meeting. Additionally, the Board of Directors may vote via electronic means to provisionally charter a new club until the next Board of Directors meeting. Any petitioning group provisionally chartered under this Section will enjoy all the rights and benefits conferred to a chartered group. A failure to attend the subsequent Board of Director's meeting in which the tabled charter shall be voted upon will result in the revocation of the provisional charter.

Section 6. Newly chartered clubs will be given 90 days, or until the next TYRF Executive Committee meeting, whichever comes first, to adopt a Constitution and By-Laws. If said county fails to comply, their charter shall automatically expire, and said club must again petition to charter. All Club Constitutions or By-Laws must contain provisions regarding the following:

- a) Holding annual elections prior to February 28.
- b) Active membership age being 18-40 years inclusive.
- c) The club chair's responsibility to represent the club at TYRF Meetings.
- d) No endorsement of a candidate in a Republican primary
- e) The Club is subject to all provisions of the YRNF and TYRF Constitutions and By-Laws.

Section 7. Yearly membership dues shall be payable to the Treasurer of the Federation by the member clubs at or before the TYRF re-chartering meeting held in March and shall be assessed at the rate specified by the Executive Committee for each Active member of the member club. Dues shall be reassessed for each member club at each Executive Committee meeting for new members of the member club. Dues for chartered clubs shall be established and changed only by a two-thirds vote of the State Executive Committee.

Section 8. Each club chartered under the guidelines established by the TYRF Constitution and By-Laws shall have one vote on the TYRF Board of Directors. This vote shall be cast by the club's Chair or State Liaison, in the absence of the Chair or if the Club Chair is otherwise entitled to vote on the Executive Committee. If the club's vote fails to be represented at as many as 2 meetings of the TYRF Board of Directors within a calendar year, the club shall forfeit all rights to its vote for the remainder of that year, unless excused by the Executive Board. At the completion of the roll call, the Secretary of the organization shall declare all club votes present or absent, and of those absent any who have been unrepresented at more than one meeting. If a club vote fails to be represented at as many as three (3) TYRF Board of Director Meetings within a calendar year the club shall be subject to the revocation of its charter as issued by TYRF. Upon TYRF's acceptance of said clubs petition to re-charter, all rights will be restored.

Section 9. New clubs, those not having been chartered in the previous year, or any club not having re-chartered accordingly under the guidelines of the By-laws, shall receive their voting privileges at the immediately following issuance of their charter, provided, however that their charter is issued prior to the deadline to submit delegates for a convention. Should a club have its charter issued after the deadline to submit delegates for a convention, that club shall receive its voting rights immediately upon the conclusion of the convention.

Section 10. Upon failure, refusal or neglect by the Executive Committee to issue a charter to a petitioning organization, a representative of said petitioning organization shall be granted an appeal at the next meeting of the Convention. The club, if chartered by the Convention, shall participate in the Convention in which it is chartered and shall have full membership thereafter.

Section 11. Upon violation of any of the conditions established under the By-laws, the Chair shall cause charges to be filed against said member club at a meeting of the Convention or Executive Committee. Charges may also be filed against said member club upon information to the Convention or Executive Committee by any member of the Federation. A committee consisting of the Vice Chair, Secretary, and Legal counsel shall investigate the charges and report its findings to the Convention or Executive Committee. The Convention or Executive Committee shall determine the guilt of the offending member club by a two-thirds vote. Punishment by reprimand, probation or suspension shall be adjudged by the Chair.

Section 12. Upon a showing to the Convention or to the Executive Committee of the general nonuse by a member club of its charter powers, the Convention or the Executive Committee may revoke the charter of said member club by a two-thirds vote.

Section 13. In the event a member club fails or refuses or neglects to certify its officers, or pay its dues, or furnish an up-to-date list of its paid membership with names, addresses, zip codes, e-mail addresses, phone numbers and birthdates by the TYRF re-chartering meeting, the Secretary of the Federation shall notify said club that such is necessary, and if said club has not complied with this section by March 31, its charter shall expire and shall not be renewed except by vote of the Executive Committee as provided in Article VII, Section 3.

Section 14. At no time shall the any member club thereof endorse any specific candidate in a Primary election. The officers of the club shall not permit the use of the title of their office in the Federation by an organization or person seeking the nomination of a candidate for an elective office in a Primary Election.

Section 15. No officer of a member club may support or endorse a person other than the Republican nominee where there are candidates in an election running under the Republican Party label or banner.

Section 16. In nonpartisan elections, officers of member clubs are allowed to publicly support candidates. However, clubs shall not endorse nonpartisan candidates who are not bonafide Republicans, as defined by the Tennessee Republican Party. In an event where multiple bonafide Republicans are competing against each other in the same election, the club shall not endorse a candidate.

Section 17. Any member of a bonafide College Republicans chapter within the State of Tennessee shall be eligible to join a Tennessee Young Republicans chapter. The Tennessee Young

Republicans shall not assess dues for College Republicans who wish to join the organization. The College Republican may choose to become a member of the County of their school's location or the County of their permanent residence. Nothing in this Section prevent a member of a Tennessee College Republicans chapter from being a dues-paying member of a Tennessee Young Republicans chapter, if they choose.

Section 18. The Chair of a recognized chapter of the Tennessee College Republicans, or his or her designee, shall be a non-voting ex-officio member of the Tennessee Young Republicans Executive Board chapter located in the same County as the school's location.

Article II: Officers

Section 1. The Executive Committee of the Federation shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, a Communications Director, a Political Director, a Chapter Development Director, a National Committeeman, and a National Committeewoman.

Section 2. The duties of the Executive Committee members are as follows:

- a) The Chair shall preside at all meetings of the Club. The Chair shall supervise the activities of the Club subject to the approval of the Executive Committee and shall represent the Club at all necessary meetings. The Chair shall carry out the day-to-day external functions of the organization. The Chair shall be an ex-officio member of each committee of the organization.
- b) The Vice Chair shall carry out the day-to-day internal functions of the organization. The Vice Chair shall perform the duties of the Chair in his or her absence. The Vice Chair shall chair the Convention Committee.
- c) The Secretary shall be responsible for maintaining the information of the member clubs and their rosters, taking the minutes at all meetings and Conventions, submitting the minutes to the Executive Committee within ten (10) days of the meeting or Convention. The Secretary shall chair the Constitution and By-laws Committee.
- d) The Treasurer shall be responsible for maintaining the operating account and, with assistance from the Secretary, ensure that each member club has correctly submitted their dues to the Federation. The Treasurer shall also submit a budget for approval at the re-chartering board meeting. The Treasurer shall chair the Finance Committee.
- e) The Communications Director shall be responsible for developing, with consent of the Executive Committee, the marketing and communications strategy of the Federation. The Communications Director shall handle the day-to-day operations of the Federation's social media accounts and website. The Communications Director shall be the media contact for the Federation. The Communications Director shall chair the Communications Committee.
- f) The Political Director shall be responsible for recruiting and developing Young Republican candidates for office across the state. The Political Director shall recruit volunteers to help elect Young Republicans across the state. The Political Director shall chair the Political Committee.
- g) The Chapter Development Director shall be responsible for recruiting new chapters, assisting existing chapters with recruiting new members, and serve as a point of contact

for all chapter chairs. The Chapter Development Director shall chair the Chapter Development Committee.

- h) The National Committeeman and National Committeewoman shall represent the Federation at all Young Republican National Federation meetings.

Section 3. All Executive Committee members shall be elected at the Biennial Convention by a majority of votes cast. The Biennial Convention shall take place in the last quarter of even number years. Executive Committee members shall assume office beginning on January 1 of odd number years. This term shall expire on December 31 of even number years. The Chair and Vice Chair shall be elected to no more than two terms.

Section 4. Any office which becomes vacant shall be filled by an appointment of the Chair, subject to approval by a majority of the Executive Committee.

Section 5. In the event the Chair resigns, the Vice Chair shall become the Acting Chair until the next regularly scheduled Board Meeting. At the next regularly scheduled Board Meeting, the Board of Directors shall elect a new Chair.

Section 6. The Executive Committee shall be tasked with carrying out the business of the organization between scheduled Board Meetings and Conventions. The Executive Committee shall be responsible for the maintenance of records; that is a charter list, a list of officers of the member clubs and the Federation Officers, a list of delegates to the State Convention of the Federation, lists of delegates to the National Young Republican Convention, a directory of members of all member clubs, membership reports tracking each club's total membership growth from the year's beginning to end, total membership growth from the previous year's end to the current year's end, and growth from previous year's Chartering/Re-chartering to current year's re-chartering, incoming and outgoing correspondence, all memorandums, newsletters, and other communications generated by the Chair and the Executive Committee, minutes from all meetings and the State Convention, a list of revenue and expenses by the Federation, list of applications for charters that are rejected, and shall be available to all members of the Federation upon request. In the event that copies are not available, any member desiring to inspect the records may do so at the Executive Committee meetings and may copy them at their own expense.

Section 7. The Board of Directors shall be composed of the Executive Committee, the Immediate Past Chair, four Regional Directors, the Tennessee College Republicans Chair, each local club chair, and any position appointed by the Chair.

- a) The Immediate Past Chair shall be the most recent chair of the Federation who is no longer in office. If a chair is removed from his position, he or she is no longer eligible to serve in the position of Immediate Past Chair. If the most recent chair declines to serve in the position, the position will remain vacant.
- b) There shall be four Regional Directors appointed by the Chair who shall work with the Chapter Development Director to recruit Young Republicans in his or her region. Additionally, the Regional Directors shall work with counties to charter local clubs in his or her region. There shall be a Regional Director appointed from West, Middle, East, and Northeast Tennessee. The boundaries of the regions shall be set by the Executive Committee. The Regional Directors shall serve on the Political Committee.

- c) The Chair of the Tennessee College Republicans, or his or her designee.
- d) A representative from each local club shall serve on the Board. This representative shall be the Chair of the local club. In the event the Chair cannot attend the Board of Directors meeting, he or she shall submit a proxy to the TYRF Secretary no less than 5 days prior to the meeting.
- e) The Chair, with a majority vote of the Executive Committee, shall have the ability to appoint any position to the Board as he or she sees needed.

Section 8. In the event a Board member of the Federation decides to stand for public office, he shall so inform the Executive Committee, which may, by the vote of majority of the entire membership of the committee in a secret ballot election, affirm that no conflict of interest or other circumstances which might be embarrassing to the Federation could arise. If a majority does so act, the member may hold his office within the Federation, but in all other cases he shall automatically cease to be an officer of the Federation.

Section 9. No officer of the Federation may support or endorse a person other than the Republican nominee where there are candidates in an election running under the Republican Party label or banner.

Section 10. Any Board member may be removed from office by a two-thirds vote in a secret ballot election of the Executive Committee upon showing of failure to perform the duties of office, nonfeasance, malfeasance or defalcation in office, or deliberate contravention of the Constitution and By-Laws. If a complaint is filed, an investigation counsel shall be appointed. This committee shall consist of the Vice Chair, Secretary, and Legal Counsel.

Section 11. The Board shall meet three times each year to transact business. The first meeting shall be held in March of each year for the purpose of re-chartering clubs.

Section 12. A quorum for transacting business shall be half (1/2) of the members of the Executive Committee eligible to vote at an Executive Committee meeting for which a quorum is being determined.

Section 13. A quorum for transacting business shall be one-third (1/3) of the members of the Board of Directors eligible to vote at a Board of Directors meeting for which a quorum is being determined.

Section 14. The Regional Directors, Legal Counsel, and any other position appointed by the Chair shall be extended the privilege of being an ex-officio, non-voting member of the Club's Executive Committee.

Section 15. Attendance Mandatory. Each officer must attend all meetings of the Board of Directors. If an officer fails to attend two meetings of the Board of Directors and does not provide the Board with an adequate reason for such absences, the officer shall forfeit his or her office.

Article III: Convention

Section 1. A convention shall be held in the last quarter of each even number year for the purpose of electing a new Executive Committee and transacting business.

Section 2. A Delegation shall be composed of the duly enrolled members of a member club which has been chartered and approved by the Executive Committee prior to the Convention, and when so certified in accordance with this constitution by the member club shall be entitled to cast the number of votes to which it is allocated by these By-laws. Chartered clubs shall be defined as having submitted complete membership list, dues and having been ratified by the Executive Committee as set forth under the provisions of these By-laws.

Section 4. The delegation of member clubs shall be entitled to cast votes as follows: One vote for every member submitted at the time of chartering or rechartering for the calendar year.

Section 5. Delegates may only be selected from current membership lists submitted to the Federation at the time of chartering or rechartering for the calendar year. Club Chairs may submit amended membership lists to the Federation Secretary at least 30 days prior to the Convention, however, any individual listed on an amended membership list who was not listed on the membership list submitted at the time of chartering or rechartering may not serve as a delegate during that calendar year. The Federation Secretary and a Convention Committee shall determine the number of votes each club is entitled to cast.

Section 6. Any club found guilty by the Committee of submitting false memberships for the purpose of gaining votes, upon ratification by a two-thirds vote of the Convention, shall have their valid delegate vote count cut by 50%.

Section 7. Each member club shall hold a meeting not less than ten days before the Convention to order and shall select delegates and alternates to the State Convention. The results of this meeting, the selection, the appointment and identity of the Delegates and Alternates so selected must be certified by the Chair of the member club, and must be transmitted to the Federation Chair or Secretary at least seven days before the opening of the State Convention. In the event the delegates are not certified in accordance with this section by a member club, their delegation shall not be seated by the credentials committee of the Convention. All dues-paying members of the member clubs shall be entitled to participate in the selection of delegates to any State Convention. Upon showing a willful violation of the aforesaid conditions, the Convention shall exclude the offending delegation; further, no contest shall be declared on any delegation of a member club that has complied with the Constitution unless members of both sides of the dispute appear and present themselves to the Convention Committee of the Federation in person, and no delegation may vote in a contest upon its own seating.

Section 8. The Executive Committee shall select and certify all delegates to the Young Republican National Convention.

Section 9. The Chair shall appoint, with the approval of the Executive Committee, a Convention Committee to assist with site selection and oversight of the convention process.

Section 10. The Convention Committee shall be chaired by the Vice Chair of the Federation and shall consist of one member from each Region.

Section 11. The Convention Committee shall have the following responsibilities:

- a) The Convention Committee shall decide the date and location of the Convention;
- b) The Convention Committee shall plan all events for the Convention; and
- c) The Convention Committee shall work with the Secretary to credential delegates.

Section 12. A Special Convention shall be called into meeting by the Chair of the Federation upon presentation of a petition signed by one-third of the Chairs of member clubs of the Federation to the Executive Committee or by the Executive Committee itself at a specific time and place upon sixty days written notice to the member clubs. The business to be conducted at such Special Convention shall not be the election of officers of the Federation and shall be limited to such business as set forth in the Notice of Convention.

Section 13. The Executive Committee, by a majority vote, may at any time call a Constitutional Convention, upon at least sixty (60) days notice, to consider and act upon amendments to this Constitution or the By-Laws. The call of the Convention shall set forth the proposed amendment(s) and any other business to be transacted.

Section 14. Prior to December 31 of even number years, the retiring officers shall turn over all records in their possession.

Section 15. A quorum for transacting business shall be one-third (1/3) of the members of the delegates of chartered clubs eligible to vote at the meeting for which a quorum is being determined.

Article IV: Committees

Section 1. There shall be five standing committees of the Federation: Constitution and By-laws Committee, Finance Committee, Communications Committee, Political Committee, and Convention Committee.

Section 2. The Constitution and By-laws Committee shall be chaired by the Federation Secretary. The Committee shall be responsible for proposing any changes to the Constitution or By-laws of the Federation. Additionally, the Committee shall be tasked with enforcement of the Constitution and By-laws.

Section 3. The Finance Committee shall be chaired by the Federation Treasurer. The Committee shall be responsible for proposing a budget for the Federation. Additionally, the Committee shall be tasked with all fundraising efforts for the Federation.

Section 4. The Communications Committee shall be chaired by the Federation Communications Director. The Communications Committee shall be responsible for developing a communication strategy for the organization.

Section 5. The Political Committee shall be chaired by the Federation Political Director. The Committee shall be responsible for the political activity of the Federation. The Committee shall identify and train Young Republicans to become candidates or volunteers in their community.

Section 6. The Convention Committee shall be chaired by the Federation Vice Chair. The Convention Committee shall be responsible for selecting the location of the Convention and the credentialing of delegates.

Section 7. The Chapter Development Committee shall be chaired by the Federation Chapter Development Director. The Chapter Development Committee shall be responsible for assisting existing chapters with recruiting new members and developing materials for all chapters.

Section 8. The Chair shall have the ability to appoint, with the approval of a majority of the Executive Committee, an ad hoc committee for any issue that may arise during the course of the year.

Article V: Governance

Section 1. The Executive Committee or Board of Directors of the Federation may transact business by electronic mail, mail, or by conference call. The following will govern how each method is to be conducted:

- a) **Electronic Mail:** Votes taken by electronic mail require a motion, a second, and a majority of the Executive Committee voting in favor of it in order to be passed. In order to maintain efficiency, a member of the Executive Committee shall send his or her vote to the Chair, the Vice Chair, and the Secretary. Once voting is complete, the Chair will send a list of how each member voted to the Executive Committee for transparency purposes and so that any mistake may be corrected. When the Executive Committee utilizes electronic mail as the means to conduct business and voting, discussion will stay open for twenty-four (24) hours after the motion is seconded. At the conclusion of twenty-four (24) hours, the Chair shall call for the vote and each member shall vote within twenty-four (24) hours.
- b) **Mail:** Votes taken by mail must be responded to within 15 days of receipt of the ballot by the member of the Executive Committee. The ballot shall be sent to both the Chair and Secretary to ensure accuracy.
- c) **Conference Calls:** In the event the Federation uses a conference call to conduct business, the Officers must make a good faith effort to contact all voting members of the Executive Committee and inform them of the time and date of the conference call. So long as a quorum is achieved, the vote can be taken and requires only a simple majority to pass the motion. The Secretary shall compose a list of the vote and provide that information via electronic mail or mail within seven (7) days to the Executive Committee.

Section 2. When necessary, the Chair of the Federation may transact business by telephone. He may be assisted by the Vice Chair, Secretary and/or Treasurer. An attempt must be made to contact all voting members of the Executive Committee, and the Chair must verify an affirmative vote

from a two-thirds majority. The business conducted must be reported by mail within 7 days after achieving a two-thirds majority, and at the next meeting of the Executive Committee. Any voting member of the Executive Committee may then challenge the vote. The Chair would then entertain a motion for approval, and normal voting procedure and discussion would then follow.

Section 3. Any and all written notices or reports required under the Act, the Charter, this Constitution or the By-Laws may be sent by regular or electronic mail, or by any other reasonable means of written or electronic communication.

Section 4. The Constitution and By-Laws of the Young Republican National Federation, the Constitution of the State Federation and its minutes of the meetings, and the Constitution and By-Laws of the member clubs shall be made available to any officer or delegate of the Federation, to any officer or enrolled current dues paying member of a member club or to a representative of any organization contemplating the filing of a petition for a charter hereunder.

Section 5. At no time shall the Federation endorse any specific candidate in a Primary election. Officers of the Federation or of a member club shall be permitted to run in elections to serve as candidate delegates to the Republican National Convention and serve as delegates to the Republican National Convention for individual presidential candidates. The officers of the Federation or of a member club shall not permit the use of the title of their office in the Federation by an organization or person seeking the nomination of a candidate for an elective office in a Primary Election. In the event a Republican Candidate commits egregious conduct, the Board of Directors of the Federation, with a two-thirds majority vote, may condemn a candidate's behavior or the candidate individually.

Section 6. Any member or nonmember shall have the ability to file a complaint against any member or member club. This complaint shall be filed with the Vice Chair or Secretary. If a complaint is filed, an investigation committee shall be formed, consisting of the Vice Chair, Secretary, and Legal Counsel. If there is a conflict of interest with any member of the committee, the Chair shall appoint a replacement. The committee shall investigate the complaint, and make a recommendation to the Executive Committee, who will vote to adopt the recommendation.

Article VI: Amendments

Section 1. These bylaws may be adopted and amendment(s) thereto may be made by a majority vote of either a Biennial Convention or a Special Convention, provided that a written or electronic version of the proposed amendments shall be made available to the Bylaws Committee at least forty-five (45) days prior to the Convention. Alternatively, these bylaws may be adopted and amendment(s) thereto may be made by a supermajority vote of a Federation Board of Directors meeting if a quorum of two-thirds of the Board of Directors is present. The Constitution and Bylaws Committee shall meet between thirty (30) and forty-five (45) days prior to the Convention. The Constitution and Bylaws Committee shall vote to recommend each amendment be adopted, rejected, or modified.

The recommendations shall be provided to the Board of Directors at least thirty (30) days prior to the Convention. The Convention delegates or Board of Directors shall then vote to adopt or reject the amendments. No additional proposals or amendments to these bylaws from the floor of the Convention shall be considered unless the amendment is in the character of the original proposal. Said Bylaws and amendments shall not contradict the provisions of this Constitution and, provided rather, that power given the Convention may not be so delegated as to deprive itself from a final responsibility. All adopted amendments shall go into effect upon the conclusion of the Convention or Board of Directors Meeting.

Section 2. The Executive Committee shall be empowered, upon a two-thirds (2/3) vote, to amend this Constitution or the Bylaws to correct any mistakes of grammar or spelling, in order to effectuate the intent and meaning of those documents.

Section 3. In the event any provision of this Constitution or the Bylaws is found to be invalid or unenforceable under the Act or any other provision of applicable law, the invalid provision(s) shall be deemed to be altered in such manner as is necessary to conform to the provisions of the Act or such applicable law. Notwithstanding such alterations as may be necessary, all other provisions of this Constitution and the Bylaws shall remain in effect as written.

Adopted December 9, 2023.