

By-Laws of Chicago Young Republicans

(In effect as of December 6, 2009. Amended August 1, 2011)

ARTICLE I. Members

Section 1. Qualifications. Any person of voting age having a general preference for or any sympathy with the principles of the Republican Party and a desire to promote the objectives of the organization shall be eligible for membership in the CYRs. For good cause shown, the Executive Board may admit to membership an applicant who is not of voting age but otherwise qualified.

Section 2. Classes and Privileges. Members of the CYRs shall be of two classes: Regular Members must be aged 18 to 40 inclusive and either reside or be employed in the City of Chicago. Associate members include members over the age of 40 or members that do not otherwise meet the requirements of Regular Membership. Regular and Associate Members shall pay annual dues in an amount established by the Board of Governors. Students with a valid student identification from an undergraduate institution shall pay reduced annual dues in an amount established by the Board of Governors.

Section 3. The Board of Governors is hereby authorized to set forth the rights and privileges associated with any class of membership and may set any additional categories of membership, within the classes heretofore established and any rates of membership dues for such categories of membership.

Section 4. Application for Membership. Application for membership shall be in writing, addressed to the Membership Committee, and shall set forth the name, date of birth, residence, business address, telephone number and e-mail address of the applicant and such other particulars as the Membership Committee may prescribe. Every application shall be accompanied by the payment of one year's dues in advance or such proportionate part thereof as the Board of Governors may from time to time prescribe. Except as otherwise provided in Section 12 of Article VI hereof, the Membership Committee shall act on each application and shall record on each application the action taken thereon. Should the Membership Committee duly approve the application, the applicant shall thereupon become a member and the Membership Committee Chairperson shall so notify the member within three days after the meeting of said Committee and shall, at the same time, issue to the new member a membership card. Should the Membership Committee disapprove the application, the Membership Committee Chairperson shall so notify the applicant shall refund the sum received as advance payment of dues.

Section 5. Payment of Annual Dues. The annual dues of Members shall be payable on the first day of each calendar year. After the first day of the second month of the calendar year members whose dues are unpaid shall cease to be in good standing and shall be so notified by the Chairperson of the Membership Committee. Such notice shall also inform the member that unless the dues are paid within thirty days from the date of the notice the member's name may be stricken from the roll of

members. If dues remain unpaid thirty days after the date of such notice, the Executive Board may strike the member's name from the rolls. The Chairperson of the Membership Committee shall keep a record of all names so stricken.

Section 6. Expulsion. The Board of Governors may, by a vote of three-fourths (3/4) of its total membership expel any Member of the CYRs for any act or conduct which in the opinion of the Board is detrimental to the best interests of the CYRs. No Member shall be expelled unless that Member shall receive, by registered mail at his/her latest residence address appearing on the records of the CYRs, a statement of the charges against him/her and shall have been given at least two weeks notice in writing of the time and place of the meeting of the Board of Governors at which those charges will be considered, and unless he/she shall have been given an opportunity to be heard at such meeting.

ARTICLE II. Meetings

Section 1. Regular Meetings. The Annual Meeting of the CYRs shall be held in April of each calendar year. Regular meetings shall be held monthly. The location, date and time of said meetings shall be determined by consensus of the Board of Governors. Under appropriate and reasonable circumstances, the Board of Governors may, at its discretion, waive up to two regular meetings per calendar year. In no case can a regular meeting be waived for two consecutive months.

Section 2. Special Meetings. Special meetings of the CYRs may be called by the President at any time and shall be called by the President or Secretary upon vote of the Executive Board or the written request of ten percent (10%) of the members of the CYRs in good standing. At no point, however, shall less than twenty-five members be able to call such a special meeting. Such request shall state the purpose for which the special meeting is requested to be called.

Section 3. Notice of Meetings. Notice of all meetings of the CYRs shall be delivered, via mail, electronic means or phone message, to each member not less than five nor more than fifteen days prior to the date of such meeting. Notices of special meetings shall set forth the business to be transacted thereat, and no business other than that so specified shall be transacted at any special meetings except upon unanimous consent of the members present.

Section 4. Quorum. At any meeting of the CYRs, five percent (5%) of the membership in good standing, and in no event less than ten people, shall constitute a quorum for the transaction of business.

Section 5. Voting. Only Regular Members of the CYRs in good standing shall have the right to vote. Voting by proxy shall be subject to the discretion of and such regulations as the Board of Governors may from time to time prescribe. No person other than the President or Secretary shall act as a proxy for an absent member and the length of time at which such proxy may be executed may not exceed three days.

Section 6. Resolutions. Any resolution introduced at a meeting of the CYRs shall be referred without debate to the proper standing committee having jurisdiction of the subject matter of such resolution unless:

1. (a) At a regular meeting, the majority of the Members present consent to immediate consideration of the subject matter of such resolution;
(b) At a special meeting, two-thirds (2/3) of the Members present consent to immediate consideration of the subject matter of such resolution; or
2. Such resolution shall pertain to a subject specified in the notice of said meeting as part of the business to be transacted thereat. The consideration of a resolution shall be specified as business to be transacted at a meeting upon written request of ten members in good standing addressed to the Secretary prior to providing notice of such meeting.

It shall be the duty of the standing committee to which any such resolution is referred to report thereon at the next meeting of the CYRs.

Section 7. Rules of Order. The rules contained in "Robert's Rules of Order" (latest edition) shall govern the CYRs in all cases to which they are applicable and in which they are consistent with law, the Chicago Young Republicans Constitution, these By-Laws, or with any special rule of order of the CYRs.

ARTICLE III. Board of Governors

Section 1. Number and term of office. The CYRs shall be managed and governed by the Board of Governors, consisting of the Advisory Committee Chairperson, Political Action Committee Chairperson, Events Committee Chairperson, Communications Committee Chairperson and Membership Committee Chairperson. The President, Vice President, Secretary, Treasurer shall be ex officio members of the Board of Governors.

Section 2. Qualifications. Any member of the Board of Governors shall be a member in good standing, of the age forty (40) or under, and shall be otherwise eligible to be a Committee Chair with the exception of the Chairperson of the Advisory Committee.

Section 3. Powers and Duties. The Board of Governors shall designate and maintain permanent headquarters for the CYRs when feasible, shall have charge of the general administration, management and procedure of the CYRs, and shall make such rules and regulations consistent with these By-Laws or the Chicago Young Republicans Constitution as it may deem proper. It shall have power to recommend appointments of officers and members of Standing and Special Committees. It shall adopt a budget at the commencement of each fiscal year and may from time to time alter or amend the same.

Section 4. Organization. The President and Vice President shall serve as Chair and Vice-Chair of the Board of Governors. The Secretary shall also serve as Secretary of the Board of Governors.

Section 5. Meetings. The Board shall meet at least once in each calendar month on such dates as the Board may fix. Special meetings may be called by the Chairman or by resolution of the Board and shall be called by the Secretary upon the written request of five members thereof. At least forty-eight hours notice of all meetings of the Board shall be given each member thereof, as prescribed by the Board of Governors, but special meetings may be held on notice of less than forty-eight hours if notice of the business to be transacted thereat shall be given, in which event only business of which notice shall have been so given may be transacted at any such meeting.

Section 6. Tenure of Office. A member of the Board of Governors who shall be absent from three consecutive meetings thereof shall cease to be a member unless that member shall have obtained the consent of the Board to his/her absence or shall present at the meeting next following his/her third absence an excuse satisfactory to the members of the Board then present.

Section 7. Quorum. A simple majority of the members of the Board of Governors shall constitute a quorum for the transaction of business. The Board shall act by a majority of the members present at any meeting, except as otherwise provided herein.

Section 8. Board Reports. At each annual meeting of the CYRs the Board of Governors shall present its report in writing on the condition and activities of the CYRs during the preceding year, and in addition thereto the Board shall at each regular meeting of the CYRs present a report of its activities since the next preceding regular meeting.

Section 9. Vacancies. Vacancies in the Board of Governors shall be filled by the President, with the advice and consent of the Executive Board, for the un-expired term.

Section 10. Executive Director. The Board of Governors from time to time may employ for a period not exceeding one year and at such compensation as the Board may deem advisable an Executive Director who shall perform such duties as may be assigned to him/her by the Board. The Executive Director need not be a member of the CYRs.

ARTICLE IV. Officers

Section 1. Number and Term of Office. The officers of the CYRs shall be President, Vice President, Secretary and Treasurer, all of whom shall be elected at the annual meeting of the CYRs to hold office until the next annual meeting and until their

successors shall be elected and take office.–Collectively, these officers shall be known as the Executive Board.

Section 2. Qualifications. Any member of the CYRs shall be eligible for office who, at the time of his/her election, shall be in good standing and age forty and under, inclusive and shall have been a member of the CYRs for at least one year, unless otherwise prescribed in the Constitution. No member shall hold more than one elective office at the same time.

Section 3. Officers to be members of Board of Governors. Every officer of the CYRs shall be a member of the Board of Governors ex-officio with full powers.

Section 4. Duties. The duties of the Officers of the CYRs shall be as follows:

(a) President: The President shall preside at all meetings of the CYRs. Subject to the approval of the Executive Board, the President shall appoint the officers and members of all standing and special committees of the CYRs. The President shall supervise the activities of the CYRs and perform all other duties incidental to this office.

(b) Vice President. The Vice President shall supervise the activities of the standing committees and perform such other duties as may be assigned to him/her from time to time by the President. At the request of, or in the absence or disability of the President, the Vice President shall exercise and perform the duties of the President until the President is able to resume his/her duties or the term expires, whichever is sooner.

(c) Treasurer. The Treasurer shall have the care and custody of all funds of the CYRs and shall collect and pay out the same when and as directed by the Board of Governors. The Treasurer shall deposit the CYR funds in such depository or depositories as may be designated by the Board of Governors. Immediately after taking office the Treasurer shall prepare and submit to the Board of Governors for its approval a proposed budget for the ensuing fiscal year. The Treasurer shall not expend money except in accordance with the budget or the specific approval of the Board and shall keep in books provided for that purpose accounts showing all receipts and disbursements, which books shall be open to the inspection of any member of the CYRs. The Treasurer shall render an account of all transactions and of the financial condition of the CYRs whenever requested by the Board of Governors or by the CYRs and shall make a final report at the next meeting of the CYRs following the end of the fiscal year.

(d) Secretary. The Secretary shall be the custodian and keep records of all proceedings of the CYRs and of such other matters as shall be deemed advisable by the CYRs or by the Board of Governors. The Secretary shall attend to the serving of all notices required to be served either by law or these By-Laws.

Section 5. Vacancies. Vacancies in any of the offices of the CYRs shall be filed for the un-expired term by the vote of a majority of the remaining members of the Board of Governors.

ARTICLE V. Elections

Section 1. Time. Election of officers shall be held at the annual meeting in April.

Section 2. Nominations. At the regular meeting of the CYRs held in February in each year there shall be elected an Elections Committee Chair, who will be nominated by the President, from a list of applicants received prior to said February meeting, and ratified by a vote of the majority of the Regular Members in attendance at the said February meeting. The newly elected Elections Committee Chair shall select a committee of not less than two and not more than six other persons to serve on the Elections Committee. The Elections Committee shall, prior to the March meeting, meet and accept nominations for each of the candidates for elective office. Names of candidates shall be submitted in writing to the Secretary prior to the March meeting, at which time, said names will be read aloud and seconded. Any such candidate not seconded shall not be considered eligible to run for elected office at the April Annual Meeting. No member shall be eligible for Chairmanship of the Elections Committee who shall not have been a member of the CYRs for at least one year. In addition, no member of the Elections Committee may run for office during his/her term on the Elections Committee and the members of the Elections Committee shall neither vote in any Election over which they preside, nor be presently a member of the Board of Governors.

Section 3. Voting. All elections shall be by secret ballot and each Regular Member of the CYRs in good standing and present in person shall have one vote for each officer or other persons to be elected. A majority of all ballots cast shall be necessary for election of candidates.

Section 4. Voting by Proxy. Voting by proxy shall be as the discretion of and in accordance with such rules and regulations as shall be prescribed by the Board of Governors, a copy of which shall be furnished to any member of the CYRs upon written request therefore, addressed to the Secretary.

Section 5. Ballots. The Elections Committee shall prepare a form of ballot for use at each annual election of officers at which there is to be a contest for any office, a form of ballot upon which shall be printed the names of all candidates nominated for each such contested office. No form of ballot other than that prepared by the Elections Committee shall be received or counted at any election.

Section 6. Tellers. At each meeting of the CYRs at which an election is held, the members of the Elections Committee shall act as tellers of such election. The Membership Committee Chairman shall supply the tellers with a list of the members of the CYRs in good standing and only those members whose names appear on

such list shall be entitled to vote thereat. Tellers shall administer the election, collect all ballots, tally the vote, and announce results thereof.

ARTICLE VI. Committees

Section 1. Permanent Standing Committees. The Permanent Standing Committees of the CYRs shall be as follows: Advisory, Political Action, Events, Communications, Membership and Elections.

Section 2. Special Committees. The Executive Board, with counsel from the Board of Governors, may from time to time create special committees and define their powers and duties. At the discretion of the Executive Board, Special Committees may include, but are not limited to Philanthropy Committee, Technology Committee, College Outreach Committee, Multimedia/Creative Committee, Business Affairs Committee or Fundraising Committee.

Section 3. Qualifications. Any member of the CYRs in good standing shall be eligible for appointment to membership on any committee, but no member of the CYRs shall be a member of more than four standing committees at one time.

Section 4. Appointment and Tenure. The members of all committees both standing and special shall be appointed by the President subject to the approval of the Executive Board and, regardless of his/her date of appointment, shall continue as such members until the next annual meeting and their successors shall be appointed, unless prior thereto such committee shall have been discharged or removed by the Board of Governors. Chairpersons of each Standing Committee shall serve as members of the Board of Governors. Chairpersons of any Special or other Ad Hoc Committees shall not serve on the Board of Governors unless otherwise prescribed by unanimous consent of the Executive Board.

Section 5. Officers. Each committee may have a Chairperson, Vice-Chairperson, and Secretary or such officers as the Committee Chairperson may determine, each of whom shall be appointed by the Committee Chairperson subject to the approval of the Board of Governors.

Section 6. Meetings. Each committee shall hold meetings at such times and in such places as it from time to time may determine, and in no instance less than once per quarter. The Chairperson of each committee shall have the power to call a special meeting at any time and place. At any meeting of any committee five percent (5%) of the members of said committee shall constitute a quorum for the transaction of business. Action by any committee shall be upon the affirmative vote of a majority of the members present.

Section 7. Reports. All committees shall be under the general supervision of the Board of Governors and shall report to it in writing at least once during each month. No committee shall take any action committing the CYRs, whether by written contract or by oral or moral obligation, without express authorization from the CYRs.

Section 8. Advisory. The Advisory Committee shall consist of the Chairperson of the Advisory Committee and such other members and benefactors of the CYRs as shall be appointed by the President subject to the approval of the Board of Governors. The Advisory Committee shall advise the Board of Governors upon such matters of policy as the Board of Governors may from time to time refer to it. The General Counsel and any Assistant General Counsels appointed by the President or Chairperson of the Advisory Committee shall serve as members of the Advisory Committee.

Section 9. Political Action. The Political Action Committee shall have charge of all political campaign activities of the CYRs.

Section 10. Events. The Events Committee shall plan and hold events to promote the CYRs and for any other CYR-related activities.

Section 11. Communications. The Communications Committee shall promote CYRs activities within the Press and shall otherwise procure publicity for functions of the CYRs and distribute such information concerning the activities of the CYRs or of its members as may be approved by the Board of Governors.

Section 12. Membership. The Membership Committee shall have concurrent jurisdiction, with the Board of Governors, over admission to membership in the CYRs. It shall have power to make suitable rules and regulations governing such admission consistent with these By-Laws or the Chicago Young Republicans Constitution. The Membership Committee Chairperson shall be responsible for maintaining a complete roll of all past and current members and shall give, at a time prescribed by the Executive Board, a list of all members in good standing to the Elections Committee. The Committee shall meet at least once a month for the purpose of passing on applications for membership in the CYRs. The Membership Committee shall, however, have no power to confer voting membership on any applicant for membership between the taking of nominations for elected office at the March meeting and the election of officers in April. Applications accepted during this period will be processed and all rights of membership, except the ability to vote on any CYRs business, shall be conferred in accordance with all other provisions regarding membership. Upon the elections of officers in April, voting rights shall be immediately conferred on all members whose applications were processed after the March meeting, but before the election of officers in April.

Section 13. Elections. The Elections Committee shall have jurisdiction over the proper administration of the CYRs elections for which they were designated. The Elections Chairperson, who shall be appointed in February and relieved of all duties after the completion of the April election, shall not serve on the Board of Governors while serving in that capacity. If a special election is to be held, a new Elections Chairperson shall be appointed to oversee such special election, in a manner consistent with the Constitution and these By-Laws.

ARTICLE VII. Comptroller

Section 1. The Comptroller shall serve as the CYRs auditor and shall report any and all findings directly to the Board of Governors and the Executive Board.

Section 2. Qualifications. The Comptroller may be any Regular Member of the CYRs who has been a member of the CYRs for no less than one year. Additionally, the Comptroller must not be a Chairperson of any standing, special or ad hoc committee, shall not be a member of the Board of Governors or the Executive Board, and shall have no vote in any CYRs business, except while at meetings of the Voting Membership of the CYRs.

Section 3. Appointment and Tenure. The Comptroller shall be appointed by the President, subject to the approval of the Board of Governors and, regardless of his/her date of appointment, shall continue as such until the next annual meeting and his/her successor shall be appointed, unless prior thereto the Comptroller shall have been discharged or removed by the Board of Governors.

Section 4. The Comptroller shall audit the books and accounts associated with the CYRs on a quarterly basis and report all findings at the meeting of the Board of Governors at the beginning of the following quarter. The Comptroller shall set forth, in conjunction with the Treasurer, the procedures for reimbursement of CYRs officers for CYRs expenses. The Comptroller shall have access to review all statements of account associated with the CYRs.

Section 5. The Comptroller shall prepare any and all administrative filings for and on behalf of the CYRS, and shall assist the Treasurer in the preparation of tax filings if applicable.

Section 6. The Comptroller may, with the consent of the President and the majority of the Board of Governors, select the members of a three-person committee to assist in the performance of the Comptroller's duties.

ARTICLE VIII. Notices

Notices required by these By-Laws to be given to members of the CYRs, except only that provided in Article I, Section 6 hereof, shall be deemed to have been sufficiently given if sent, via U.S. mail, electronic mail or other electronic means, to each member at his/her physical or electronic address as it appears in the records of the CYRs. Such notice shall be sufficient for the purposes of this section if inserted in any CYRs publication sent to each member.

ARTICLE IX. Amendments

Proposed Amendments to these By-Laws may be submitted in writing to the Board of Governors over the signatures of ten (10) percent of Voting Membership of the CYRs, and in no event less than ten persons. The Board of Governors shall, at its

next succeeding meeting, approve, reject or otherwise act upon the proposed amendment. If the Board of Governors shall approve the proposed amendment it shall be submitted to the membership at the next regular meeting of the CYRs or at a special meeting called for that purpose. If the Board of Governors shall reject the proposed amendment, or take no final action thereof, any of the members proposing the said amendment may submit it to the membership at the next succeeding regular meeting or special meeting called for that purpose, at which meeting its consideration shall be the first order of business. A copy of the proposed amendment shall be inserted in the notice of the meeting at which the same will be voted upon. No amendment shall be adopted except by a two-thirds (2/3) vote of Voting Members present in any regular or special meeting at which a quorum has been established.

ARTICLE X. Fiscal Year

The fiscal year of the CYRs shall commence on the first day of January and end on the thirty-first day of December of that same year.

Amendments:

August 1, 2011 amended ARTICLE II. Section 1 regarding Regular Meetings allowing Board discretion in the specific time and location of business meetings.