

SADDLEBROOKE REPUBLICAN CLUB BY-LAWS

TABLE OF CONTENTS

	PAGE
ARTICLE 1: ORGANIZATION	4
1.01 Name	4
1.02 Purpose	4
1.03 Fiscal-Year	4
ARTICLE 2: MEMBERSHIP	4
2.01 Regular Member	4
2.02 Honorary Membership	4
2.03 Associate Membership	4
2.04 Affiliate Membership	4
2.05 Dues	5
ARTICLE III: MEETINGS	5
3.01 Definitions	5
3.02 General Meeting and Annual Meeting	5
3.03 General Meeting Quorum	5
3.04 Board Meetings	5
3.05 Board Quorum	5
3.06 Special Meetings	5
3.07 Rules of Order	5
ARTICLE IV: BOARD OF DIRECTORS	6
4.01 General	6
4.02 Election	6

Approved by Membership on October 13, 2010

SADDLEBROOKE REPUBLICAN CLUB BY-LAWS

4.03	Terms of Office	6
4.04	Vacancies	6
4.05	Should the President resign or be removed from office	6
4.06	Restrictions	6
ARTICLE V: OFFICERS		6
5.01	Titles	6
5.02	Election of Officers	6
ARTICLE VI: DUTIES OF OFFICERS		7
6.01	President	7
6.02	Vice President	7
6.03	Secretary	7
6.04	Treasurer	7
6.05	Membership Chair	7
6.06	Directors at Large	7
6.07	Any director may be terminated by a majority vote of the Board of Directors	7
6.08	Assistant Treasurer	7
ARTICLE VII: COMMITTEES		7
7.01	Chairpersons	7
7.02	Program Committee	7
7.03	Activities Committee	8
7.04	Publicity Committee	8
7.05	Audit Committee	8
7.06	Nominating Committee	8
7.07	Precinct Committee	8

Approved by Membership on October 13, 2010

SADDLEBROOKE REPUBLICAN CLUB BY-LAWS

7.08	Resolution Committee	8
7.09	Ad Hoc Committees	8
7.10	Committee Mission Statement, Policies and Operating Procedures	9
7.11	Coordination	9
ARTICLE VIII: FINANCES		9
8.01	General	9
8.02	Authorized Signatories	9
8.03	Contributions	9
8.04	Dissolution	9
ARTICLE IX: ENDORSEMENTS		9
9.01	Club and Board of Director Endorsements	9
9.02	Any Republican incumbent or candidate running for any elected office	9
9.03	Initiatives / Propositions	9
9.04	General	10
ARTICLE X: AMENDMENTS		10
10.01	Procedures	10
10.02	Policy and Procedures Manual	10

Approved by Membership on October 13, 2010

SADDLEBROOKE REPUBLICAN CLUB BY-LAWS

ARTICLE I: ORGANIZATION

1.01 Name – This organization shall be called: SaddleBrooke Republican Club.

1.02 Purpose - The purpose of the Club is to promote the Republican Party values of limited government, an ownership society, a strong national defense, and the sanctity of life, in SaddleBrooke. The club shall also serve as a recruiting pool for Precinct Committeemen and Republican candidates and, disseminate information to the SaddleBrooke Community.

1.03 Fiscal-Year - The fiscal year shall begin on the first day of January and shall end on the last day of December.

ARTICLE II: MEMBERSHIP

2.01 Regular Member - Any SaddleBrooke resident, who is a Republican, Independent or No Declared Party, registered in Pinal County, without regard to religion, race, creed, color, sex or national origin, can become a member of the Club upon payment of annual dues. Regular members, in good standing, shall be entitled to vote at any General, Special or Annual meeting of the club and to participate in all club events.

2.02 Honorary Membership - The Board of Directors may extend honorary membership to selected individuals.

2.03 Associate Membership – SaddleBrooke residents who are Republican, Independent or No Declared Party, but not registered to vote in Pinal County, without regard to religion, race, creed, sex or national origin, can become an associate member of the Club upon payment of annual dues. These members may not serve on the Board of Directors or Nominating Committee but, if in good standing, can vote at any General, Special or Annual Meetings and participate in all other club events.

2.04 Affiliate Membership – Friends of the SaddleBrooke Republican Club who are Republican, Independent or No Declared Party, who are not residents of SaddleBrooke without regard to religion, race, creed, sex or nation origin can become an Affiliate Member upon approval of the Board of Directors and payment of annual dues. These members may not serve on the Board of Directors or Nominating Committee. They may attend, but cannot vote at any General, Special or Annual Meetings. They may also attend social and other special events sponsored by the Club. Affiliate Membership must be renewed annually at the request of the Membership Chair, and this renewal must be approved by the Board of Directors.

Approved by Membership on October 13, 2010

SADDLEBROOKE REPUBLICAN CLUB BY-LAWS

2.05 Dues - Annual dues and the rules for prorating these dues throughout the calendar year shall be established by the Membership Committee and approved by the Board of Directors annually before the start of the fiscal year.

ARTICLE III: MEETINGS

3.01 Definitions - The term "General Meeting" shall apply to a meeting of the membership of the Club. The term "Board Meeting" shall apply to a meeting of the Board of Directors of the Club.

3.02 General Meeting and Annual Meeting - The Board of Directors shall schedule no fewer than ten (10) General Meetings per fiscal year, except during an election year when no fewer than twelve (12) General Meetings shall be scheduled. The November meeting shall be designated as the Annual Meeting and election of Board of Directors officers and Nominating Committee members shall occur at this meeting, except as specified in Sections 4.04 and 7.06 concerning vacancies. Installation of Board officers and Nominating Committee members will normally occur in December. If for any reason, a General or Annual meeting is cancelled, the President or four (4) Directors may schedule an alternate meeting.

3.03 General Meeting Quorum – Fifteen percent (15%) of the members in good standing shall constitute a quorum for the transaction of business at any General or Annual Meeting of the Club.

3.04 Board Meetings - The Board of Directors shall hold no fewer than ten (10) meetings per fiscal year, except during an election year when a minimum of twelve (12) meetings shall be held. Any Club member may attend Board Meetings, except as specified in Section 6.07.

3.05 Board Quorum –Four (4) Directors currently serving in office shall constitute a quorum for the transaction of business at any meeting of the Board.

3.06 Special Meetings –

3.06.1 Special General or Annual Meetings may be called at the request of the President or any four (4) Directors upon seven (7) days notice to the Club Membership as to the time and place of the meeting.

3.06.2 Special meetings of the Board may be called at a request of the President or any four (4) Directors upon five (5) days notice to each Director as to the time and place of the meeting.

3.07 Rules of Order - These By-Laws shall govern all meetings of the Club. "Roberts Rules of Order", newly revised, shall resolve matters not covered by these By-Laws.

Approved by Membership on October 13, 2010

SADDLEBROOKE REPUBLICAN CLUB BY-LAWS

ARTICLE IV: BOARD OF DIRECTORS

4.01 General - The control and management of the Club and its affairs shall be entrusted to a board of seven (7) directors who shall be officers of the Club.

4.02 Election - Directors shall be elected at the Annual Meeting in November, except as specified in Section 4.04.

4.03 Terms of Office - Directors shall be elected for a two (2) year term. No Director shall serve for more than two (2) consecutive two (2) year terms. . Time served while filling a Board vacancy shall not count as a full term of office. A Board member whose terms of office have been completed may be a candidate for any other Director position. 4.04 Vacancies – Vacancies on the Board between elections shall be filled by the Board's appointment. Such appointees shall hold office until the next election cycle. A Board member being absent from three (3) or more consecutive meetings without a justifiable reason may be removed from the Board by a majority vote of the Board.

4.05 Should the President resign or be removed from office, the Vice President will immediately assume the Presidency. A new Vice President will be appointed by the Board of Directors and the new president and vice president shall serve in these positions until the next election cycle.

4.06 Restrictions - Any person running for or holding a Federal, State or County elective office may not serve on the Board. Precinct Committee Persons are exempt from this restriction. Only regular members of the club, as defined in Article II, Section 2.01, are eligible to run as candidates for the Board of Directors.

ARTICLE V: OFFICERS

5.01 Titles - The officers of the Club shall be: President, Vice President, Secretary, Treasurer, Membership Chair and two Directors at Large.

5.02 Election of Officers – The Nominating Committee shall recruit interested and qualified candidates from the Club membership to fill anticipated vacancies on the Board. Vacancies in the offices of President, Membership Chair, and one Director at Large shall occur in odd numbered years with vacancies in the offices of Vice President, Secretary, Treasurer and the second Director at Large occurring in even numbered years. One or more individuals will be nominated for each vacancy. This slate of officers, upon approval of the Board, shall be presented to the regular and associate members in good standing for election to the Board at the Annual Meeting

Approved by Membership on October 13, 2010

SADDLEBROOKE REPUBLICAN CLUB BY-LAWS

ARTICLE VI: DUTIES OF OFFICERS

6.01 President - The President shall preside at all General, Annual and Board Meetings and shall appoint (with the approval of the majority of board members) the chair of the standing committees and of such ad hoc committees as the Board of Directors may deem necessary. The President shall be an ex-officio member of all committees except the Audit committee and the Nominating committee. 6.02

Vice President - The Vice President shall assist the President as needed and serve in the capacity of President in his/her absence or at the President's request. The Vice President shall also be responsible for club communications.

6.03 Secretary - The Secretary shall record minutes of the meetings, maintain Club records and shall perform all duties ordinarily pertaining to the office of Secretary.

6.04 Treasurer - The Treasurer shall receive all dues, contributions and other monies paid to the Club. The Treasurer shall maintain the membership files, pay all bills approved by the Board, safeguard the Club's money in appropriate Board approved accounts, prepare any required tax and financial reports, and submit all other required reports to county, state and federal government agencies.

6.05 Membership Chair - The Membership Chair shall plan and conduct operations on a continuing basis to increase the membership of the Club.

6.06 Directors at Large. – May serve as committee chair if required.

6.07 Any director may be terminated by a majority vote of the Board of Directors at a closed Board Meeting. The member of the board who is subject to termination shall be ineligible to vote in any Board of Directors action concerning such issue. This is the only Board Meeting that is closed to non-Board members.

6.08 Assistant Treasurer – The Nominating Committee shall select a candidate to serve as Assistant Treasurer at least one year prior to the expiration of the Treasurer's term of office. The Board of Directors will approve the selection of this candidate who will serve as an understudy to the Treasurer with the intent that this individual will be the candidate nominated to be the next elected Treasurer of the Club. The Assistant Treasurer will not be a voting member of the Board of Directors.

ARTICLE VII: COMMITTEES

Approved by Membership on October 13, 2010

SADDLEBROOKE REPUBLICAN CLUB BY-LAWS

7.01 Chairpersons - Chairpersons of all committees shall be appointed by the Board of Directors. Chairpersons shall staff their committees by selecting persons who are regular Club members. The Nominating Committee (see 7.06 below) is the exception to this rule.

7.02 Program Committee - The Program Committee shall arrange for speakers and / or entertainment for General and Annual Meetings and for appropriate meeting places.

7.03 Activities Committee – The Activities Committee shall arrange for refreshments for General Meetings, special events, etc. and handle the menu and decorations for the Christmas Party Meeting.

7.04 Publicity Committee - The Publicity Committee shall conduct such public relations ventures that are in the best interest of the Club as determined by the Board and, may publish a newsletter when approved by the Board.

7.05 Audit Committee - The Audit Committee shall conduct an audit of the Treasurer's records at the close of the fiscal year or by special request of the Board. Results of the audit shall be provided to the Board by March 1st.

7.06 Nominating Committee - The Nominating Committee shall consist of five (5) regular members of the Club and shall be elected by a majority vote of those members in good standing and present at the Annual business meeting of the Club. Committee members shall be elected for a two (2) year term and may not serve for more than two (2) consecutive two-year terms. At least sixty (60) days before the Annual Meeting, the committee shall submit a list of interested and qualified Board and Nominating Committee candidates to the Board of Directors for approval. The approved candidates shall equal or exceed the projected number of vacancies on the Board and Nominating Committee for the following year. The Board shall announce the slate of candidates (by position for vacancies on the Board) to the Club membership thirty (30) days prior to the Annual Meeting. Vacancies on the Nominating Committee between elections shall be filled by the Board's appointment. Such appointees shall serve until the next election cycle. See Article VI, Section 6.08 for Nominating Committee responsibilities regarding the Assistant Treasurer.

7.07 Precinct Committee - This committee, headed by the Precinct Committee Person Captain, who will be a regular member in good standing of the Club, shall work to maintain a high level of participation by Precinct Committee Persons, filling all required positions. This Committee shall conduct training sessions as needed and may coordinate such training with the Legislative District and / or County Central Committee of the Republican Party.

7.08 Resolution Committee – Develop resolutions or position papers that are of import to the membership, review propositions/initiatives and present them to the Board of Directors for approval/consideration. The Board will subsequently present them to the membership for approval/consideration.

Approved by Membership on October 13, 2010

SADDLEBROOKE REPUBLICAN CLUB BY-LAWS

7.09 Ad Hoc Committees – The Board of Directors, by majority vote of its directors, may authorize the formation of any ad hoc committee deemed necessary to successfully conduct the business of the Club. Ad hoc committees shall be dissolved at the completion of their mission or one year whichever comes first.

7.10 Committee Mission Statement, Policies and Operating Procedures – As required by ARTICLE X, paragraph 10.02, all committees specified in the Article and any ad hoc committees approved by the Board of Directors, shall develop detailed mission statements, policies and operating procedures for their committees and submit them to the Board of Directors for approval. After approval, they will be incorporated into the Club Policy and Procedures Manual.

7.11 Coordination - All committees shall freely coordinate their activities with one another to the extent necessary to carry out their assigned tasks.

ARTICLE VIII: FINANCES

8.01 General - No financial obligation shall be incurred without the majority vote of the Board of Directors.

8.02 Authorized Signatories - The President, Vice President and Treasurer shall be authorized to sign checks on Club funds. Additional authorized signatories shall be subject to the discretion of the Board of Directors.

8.03 Contributions - The Club may accept contributions in any amount from any source provided that no conditions are attached. The Club may contribute cash, within the limits of the current laws, to the campaign fund of any Republican candidate for public office after the Primary Elections are completed.

8.04 Dissolution – Upon dissolution of the Club, none of its funds or assets shall be distributed to any director or club member. The Board of Directors shall, after paying or making provisions for paying all liabilities of the Club, dispose of all the assets to one or more exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IX: ENDORSEMENTS

9.01 Club and Board of Director Endorsements – Neither the Club nor the Board of Directors shall endorse any Republican candidate in a primary campaign.

9.02 Any Republican incumbent or candidate running for any elected office in the State of Arizona may address the Club during General or Special meetings. Duration of the allotted time for these addresses shall be determined by the Board of Directors and shall apply to all candidates regardless of the perceived importance of the office for which the candidate is running.

Approved by Membership on October 13, 2010

SADDLEBROOKE REPUBLICAN CLUB BY-LAWS

9.03 Initiatives / Propositions - The Resolution Committee shall, after careful review and complete understanding, offer its recommendations on initiatives / propositions, either proposed or on the ballot to the Board for approval. After the Board approves, the initiatives/propositions will be presented to the Club membership either as recommended or not recommended.

9.04 General - Neither the Club nor any member the Board of Directors shall endorse any candidate from any party other than the Republican Party. Also, neither the Club nor any member of the Board of Directors shall endorse any petition signing that is not in the best interest of the Club. The Board of Directors shall determine which petitions to endorse on an individual basis.

ARTICLE X: AMENDMENTS

10.01 Procedures - These By-Laws may be revised or amended at any General or Annual Meeting by two-thirds (2/3) vote of the voting members present, provided such revision or amendment shall have been previously approved by the Board of Directors and provided further that copies thereof shall be distributed to the membership at least ten (10) days before the General Meeting or Annual meeting.

10.02 Policy and Procedures Manual - A Policy and Procedures Manual will be developed by the Board of Directors to expand upon the provisions of these By-Laws. The various Club Committees will develop their procedures and, when approved by the Board, will be included in the manual. The Board of Directors, by majority vote, may revise the manual at any time without approval of the Club membership. The provisions of the By-Laws will always prevail if there is any conflict with the manual.

Roger Bogard

President

Sam Lowry

Secretary

Approved by Membership on October 13, 2010