

BYLAWS
OF
THE FOUNTAIN HILLS REPUBLICAN CLUB

ARTICLE I. NAME AND LOCATION

1.01 The name of the organization is the Fountain Hills Republican Club, an unincorporated nonprofit association (hereafter designated as the "Club"). The location of the principal office of the Club, where the books and records shall be maintained, shall be the current residence or office of the Secretary of the Club or such other location as the Board of Directors (hereafter designated the "Board") shall from time to time declare.

ARTICLE II. OBJECTIVES AND POLICIES

2.01 Purposes. The purposes of the Club shall include, but not be limited to:

- (a) To study and promote Republican principles and to promote the positions taken by local, county, state and national organizations.
- (b) To promote an informed electorate through political education.
- (c) To foster loyalty to and involvement with the Republican Party.
- (d) To maintain effective communication between the membership and all other Republican organizations.
- (e) To seek and encourage qualified members of our community to become politically involved by running for office.
- (f) To encourage participation by all members of the community in the election process, including, but not limited to voting.
- (g) To provide a forum where political candidates and elected officials can meet members of the community.
- (h) To encourage the youth of our community to participate in the political process.

2.02 Individual Choice. The fostering of loyalty by Club members does not preclude an individual Club member from supporting the candidate of his or her choice.

2.03 Club Guidelines. The following guidelines shall govern Club practices:

- (a) Members shall promote Republican candidates with constructive remarks and shall refrain from public derogatory statements about any Republican office holder or candidate.

(b) The Club membership list shall not be given out except to Republican candidates. Such candidates may request the list in writing and will be given the list upon approval of the Board.

(c) No material including petitions shall be distributed at club meetings or events without approval in advance by the Presiding Officer (normally the President) and a majority of the Vice Presidents in attendance. In addition, no still photos, audio recordings or motion pictures may be taken without approval in advance of the Presiding Officer (normally the President) and a majority of the Vice Presidents in attendance at the event or meeting.

(d) When there are two or more Republican candidates for the same office, neither the President of the Club nor the Club as an organization shall make any endorsement before the primary elections.

(e) A member may work as an individual, but not in his or her Club capacity, for the Republican candidate of his or her choice in a contested primary election. The name of the Club shall not be used in connection with his or her name in the endorsement.

ARTICLE III. MEMBERSHIP

3.01 Membership in the Club shall be open to any registered Republican who is interested in becoming more informed about his or her government and the objectives of the Republican Party. A complete and current list of members, their telephone numbers and mailing addresses shall be maintained by the Treasurer. Members shall be provided with wallet cards evidencing their membership.

ARTICLE IV. FINANCES

4.01 Dues. The Board may establish annual dues to defer the cost of the Club's administrative expenses. The amount of such dues shall be subject to ratification by the members at any duly called meeting of the Club. Payment of such dues shall be a condition of membership and no member who has not paid the current year's dues shall be entitled to vote at any meeting or to hold office in the Club.

4.02 Additional Revenue. The Board may seek additional sources of revenue to support the activities of the Club such as admission charges to special events or fund raising activities.

4.03 Funds. All funds of the Club shall be deposited in such bank as the Board shall designate. All checks shall be signed by either the President or the Treasurer of the Club.

4.04 Fiscal Year. The fiscal year of the Club shall be January 1 through

December 31. Dues for new members, who join the Club during the last four months of the Club's fiscal year, shall be one-half the annual dues.

4.05 Budget. The Budget Chair and/or the Treasurer shall present a proposed annual budget to the Board at the January meeting and then to the Membership at the February meeting, at which time the Members shall vote on its adoption.

ARTICLE V. MEETINGS OF MEMBERS

5.01 Regular Meetings. An annual meeting for the election of officers, adoption of dues and other formal business items shall be held during the month of January each year. The election of officers shall be held in odd numbered years only. Regular meetings of the members shall be held at least eight times per year.

5.02 Special Meetings. Special meetings of the members may be called at any time by the president or by any three members of the Board.

5.03 Notice of Meetings. Notice of each meeting of the Members shall be given in such manner to ensure that all Members have an opportunity to be informed. Such notice may be by mail, by telephone or through notice published in the press. Notice of any meeting called for the purpose of election of the Board, amending these Bylaws or approving annual dues shall be given by any person authorized to call the meeting. A copy of such notice, postage prepaid, will be mailed not less than five and no more than 20 days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Club or supplied by such Member for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and the purpose of the meeting.

5.04 Quorum. At least 15 members shall constitute a quorum for any action to be taken at any meeting of the Club. If, however, such quorum shall not be present or represented by any meeting, the members entitled to vote thereat shall have power to adjourn and reschedule the meeting to a later date which shall be not more than 30 days after the originally scheduled meeting.

5.05 Procedure. Robert's Rules of Order (latest edition) shall govern the conduct of the Club's meetings when not in conflict with these Bylaws.

ARTICLE VI. NOMINATION, ELECTION AND INSTALLATION OF OFFICERS

6.01 Nomination. Officers shall be elected every odd numbered year at the annual meeting of the Club. Nominations shall be made by a nominating committee named by the President at least 60 days prior to the election. The nominating committee shall make as many

nominations for election for each office as it shall in its discretion determine. Nominations also may be made from the floor at the meeting of the members at which the election is held. The nominating committee shall consist of a Chair, who shall be a member of the Board, and two other persons who are Members of the Club at least one of which shall not be a member of the Board. Vacancies in any office, which occur between elections, shall be filled by the remaining Board members.

6.02 Installation. The approved installation ceremony is appended to these Bylaws.

ARTICLE VII. OFFICERS

7.01 Designation of Officers. The elective officers shall be: President, First Vice-President, Second Vice-President, Third Vice-President, Secretary and Treasurer.

7.02 Qualifications. Any Member in good standing shall be eligible to serve as an Officer or Director of the Club.

7.03 Single Office. No Member shall hold more than one elective office in the Club at any one time.

7.04 Duties of the President. The President shall:

(a) Preside at all meetings of the Club and the Board, and shall have general direction and supervision of the work of the Club, subject to the approval of the Board.

(b) Appoint all committee Chairs, subject to approval of the Board.

(c) Be an ex-officio member of all committees except the Nominating Committee.

(d) Be authorized to sign all checks whenever the Treasurer is unable to do so.

(e) Create new committees with the approval of the Board.

7.05 Duties of the First Vice-President. The First Vice-President shall:

(a) Perform the duties of the President in his/her absence and assist the President as requested.

(b) In the event the office of the President becomes vacant, serve the remainder of the term as President. A new First Vice-President shall be elected by the Board to fill the unexpired term.

(c) Call a meeting of the Board in the absence or failure of the President to have called such a meeting within a 60 days period.

(d) Serve as Chair of the Program Committee.

- (e) Authorized to sign checks in the absence of the Treasurer and the President.

7.06 Duties of the Second Vice-President. The Second Vice-President shall:

- (a) Perform the duties of the President in the absence of the President and the First Vice-President.

- (b) Serve as Chair of the Membership Committee.

7.07 Duties of the Third Vice-President. The Third Vice-President shall:

- (a) Perform the duties of the President in the absence of the President, the First Vice-President and the Second Vice-President.

- (b) May serve as Chair of a Standing or Special Committee.

7.08 Duties of Secretary. The Secretary shall:

- (a) Record the proceedings of the meetings of the Board and the general Membership.

- (b) Provide copies of the Board's monthly meeting minutes to Members as requested at the regular meetings.

- (c) Be custodian of all papers and records of the Club.

- (d) Assist the President with the correspondence of the office and conduct the routine correspondence of the Club as instructed by the President or the Board.

- (e) Assist the President in preparing the agendas for Board and Membership meetings.

- (f) Notify the members of the Board of upcoming meetings.

7.09 Duties of Treasurer. The Treasurer shall:

- (a) Disburse funds only on the order of the Board or Membership and upon receipt of a bill in writing.

- (b) Keep an accurate and up-to-date account of all financial transactions and submit a financial report as requested by the Board or the Membership.

- (c) Submit a Treasurer's report to the Board for approval at each Board meeting.

- (d) Notify Membership that dues are payable October 1 and delinquent December 31.

- (e) Submit the books, records and accounts for audit as requested by the Board, following the installation meeting and before presenting the books to the new Treasurer.

- (f) Serve as a member of the Budget Committee.

(g) Collect all funds, properly receipt same and deposit them in a bank approved by the Board.

(h) Prepare an annual report comparing the year's receipts and disbursements with the year's budget. Copies of this report shall be given to the incoming Treasurer, Budget Chair and President at the end of the fiscal year.

(i) Be responsible for the Club's roster being completed and printed by December 31st.

(j) Keep a current list of paid Members with addresses and telephone numbers.

(k) Submit a monthly typewritten list of all new Members to the Board.

7.10 Resignation and Removal. Any Officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.11 Vacancies. A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the office replaced.

ARTICLE VIII. THE BOARD OF DIRECTORS

8.01 Composition of the Board. The Board shall consist of the elected Officers, the Immediate Past President, the Chairs of all Standing Committees, and such other Members as the President designates.

8.02 Regular Meeting. Regular meetings of the Board shall be held at least eight times a year at such place and hour as may be fixed from time to time by resolution of the Board.

8.03 Special Meetings. Special meetings of the Board shall be held when called by the President or by any two other Officers, after not less than three days' notice to each Director.

8.04 Quorum. A quorum is defined by the presence of 3 Officers plus 5 Directors or a majority of the number of Directors, whichever number is smaller. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

8.05 Powers. The Board shall have power to exercise for the Club all powers, duties and authority vested in or delegated to the Club and not reserved to the Members by other provisions of these Bylaws.

8.06 Duties. It shall be the duty of the Board to cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting, or at any special meeting when such statement is requested in writing by at least 10 per cent of the Members of the Club.

ARTICLE IX. COMMITTEES

9.01 Standing Committees. The Standing Committees may consist of the following: Budget, Bylaws, Hospitality, Mailings, Membership, Program, Publicity and Telephone. The President may designate other committees as required.

9.02 Appointment of the Committee Chairs. The President shall appoint such Chairs of the Standing Committees and of such Special Committees as the Board may deem advisable to carry out the objectives of the Club.

9.03 Duties.

(a) Each Chair may outline a program for action in his or her respective field for consideration and adoption by the Board in January (before the February General Meeting). Each Chair may appoint a committee to help carry out these and such other duties as may be assigned by the Board.

(b) All Officers and Standing and Special Committee Chairs shall deliver to the President all records, files and properties of the Club within two weeks after retirement from the office or chair position.

(c) Each Officer and Chair of a Standing Committee, except the Treasurer, shall present an annual report at the December Board Meeting.

ARTICLE X. AMENDMENTS

10.01 These Bylaws may be amended by a vote of a majority of the Directors and by ratification of such amendment at a regular or special meeting of the members, by a vote of not less than two-thirds of Members present in person or by proxy. A copy of any proposed amendment shall be mailed to each member with the meeting notice at which the amendment is to be considered.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the Fountain Hills Republican Club, and

THAT the foregoing Bylaws constitute the revised Bylaws of said Club, as approved by the Members of the Club on the 16th day of October 2004 having been first approved by the Members on February 20, 1993 and amended on August 12, 1993, January 20, 1996, November 17, 2001, December 21, 2002, and November 22, 2008.

IN WITNESS WHEREOF, I have hereunder subscribed my name this 22nd day of November 2008.

Deborah H. Skehen, Secretary

ADDENDUM TO BYLAWS:
INSTALLATION OF OFFICERS CEREMONY

Along with the responsibilities that become yours as you accept the offices to which you have been elected, are many honors and privileges, and along with your hard work, a feeling of fulfillment and accomplishment as you serve the Fountain Hills Republican Club. This will compensate you for the time and energy that you will spend in serving our organization, and in representing Republicans in your area and your state.

You have been chosen as leaders. Your duties call for courage, caution, and consideration. Your friends and fellow members will share your problems, duties, and honors as they pledge you their undivided support.

President _____, the gavel is the symbol of your office. Use it firmly, but always fairly. I challenge you to accept the responsibilities that have been bestowed upon you by the Fountain Hills Republican Club.

Now I call the name of each of your officers and charge them with their duties. Each Vice-President in turn will assume the duties of the President in his/her absence, or should the President become unable to continue his/her responsibilities and duties.

First Vice-President _____

Second Vice-President _____

Third Vice-President _____

In addition, Secretary _____, you are charged with the duty of receiving and responding to the correspondence of your Club and maintaining a written record of its activities.

Treasurer _____, you are charged with the responsibility of receiving and disbursing all monies of the Club. It is your responsibility to keep accurate records and submit all payments on a timely basis.

Each of you accepts the responsibilities as described in the Bylaws and which in turn, will support your President and each other, and in so doing, will provide the leadership and guidance for the growth and development of the Fountain Hills Republican Club.

Will each of you raise your right hand and repeat the oath of office:

"I do solemnly affirm,

That I will defend and support the Fountain Hills
Republican Club,

That I will keep a true faith and allegiance to the
Republican Party,
That I will faithfully and to the best of my ability,
fulfill the duties of the office to which I have
been elected.
So help me God.”

I now declare you duly installed Officers of the Fountain Hills Republican Club.
And now to the Membership, I hope that all of you, who serve as leaders in your
own right, will support and assist the newly elected Officers and support the Republican
Party.

Thank you for your support and congratulations to you and your new Officers.