

BYLAWS OF THE TENNESSEE REPUBLICAN ASSEMBLY (TRA)

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ARTICLE I. ORGANIZATION

SECTION 1.01. Name. The name of the organization shall be the TENNESSEE REPUBLICAN ASSEMBLY (TRA).

SECTION 1.02. Jurisdiction. The jurisdiction of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) shall be within the state of TENNESSEE.

SECTION 1.03. Powers. The powers of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) shall be:

- a. To be a Chapter of the National Federation of Republican Assemblies (NFRA) with all the powers thereof.
- b. To direct, manage, supervise and control its business, property and funds, and to carry out its purpose.
- c. To create and charter local Republican Assemblies throughout TENNESSEE, and to supervise and coordinate them.
- d. Notwithstanding any other provision of these Bylaws, the TRA's political action shall concern only matters that are within the state of TENNESSEE.

SECTION 1.04. Purpose. The purpose of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) is:

- a. To advance true conservatism and elect true conservatives at all levels of the Republican Party and all levels of government throughout the state of TENNESSEE;
- b. To provide through this organization a practical program for the betterment of the Republican Party within the state of TENNESSEE and of the various political subdivisions of the state of TENNESSEE,
- c. To advance the Principles, Beliefs and Objectives of the National Federation of Republican Assemblies (NFRA), to strive to reform the Republican Party but at no time shall the TENNESSEE REPUBLICAN ASSEMBLY or its affiliates partner with the GOP;
- d. To act as a grassroots volunteer organization dedicated to working within the Republican Party to promote the active participation of its members and the election of conservative Republican candidates, and
- e. To provide a legal umbrella for members of the state's various tax-exempt conservative groups who cannot adequately express themselves politically within their existing structures.

SECTION 1.05 Composition. The TENNESSEE REPUBLICAN ASSEMBLY (TRA) shall consist of at-large members of the statewide Republican Assembly; and also of local Republican Assemblies which have been chartered by the Board of Directors of the TRA in the manner provided in these Bylaws and which continue to comply with the Bylaws of the TRA and the NFRA as adopted or amended.

ARTICLE II. CONVENTIONS

SECTION 2.01. Time and Place. A Convention of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) shall be held biennially at a location and a time determined by the President of the TRA within the months of June through August inclusive. If the President has not set the time and location for a Convention by ten (10) months after the previous year's Convention, the TRA Board of Directors shall have power to do so in his place; and the Board shall have power to require that the location of annual Conventions rotate around the state.

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SECTION 2.02. Special Conventions. In case of an emergency, special Conventions may be called by the President or by one-third (1/3) of the members of the Board of Directors. The call for a special Convention shall specify the subjects to be considered and no subjects shall be considered that are not so specified.

SECTION 2.03. Call. The Secretary of the TRA shall mail to the President and Secretary of each chartered Republican Assembly an official call to the Annual Convention and email said call to every TENNESSEE REPUBLICAN ASSEMBLY (TRA) member for whom an email address has been submitted no less than 30 days prior to the Annual Convention.

SECTION 2.04. Officers. The officers of each Convention shall be the officers of the TRA. At or prior to any Convention the President may appoint a Recording Secretary of the Convention to assist the President and the Secretary.

SECTION 2.05. Convention Committees. At each duly called Convention, or prior thereto, the President shall appoint a Committee on Credentials with power to enforce this Article, and may appoint a Committee on Resolutions, a Committee on Bylaws, a Committee on Nominations and such other committees as he may deem proper.

SECTION 2.06. Elected Delegates. Each chapter which is in good standing of the TRA at the time of the State Convention shall be entitled to one Delegate for each five (5) members in good standing carried on the chapter's active membership roll and whose name and dues were included in the requirement of Section 4.10.

SECTION 2.07. Delegates-at-Large. All members of the TRA Board of Directors and all Past Presidents of the TRA who remain members in good standing shall be Delegates-at-Large at all State Conventions, and shall not be counted in the number of Delegates accorded their chapter by Section 3.06.

SECTION 2.08. Noncompliant Chapters. Notwithstanding Section 3.06 above, a chapter which remains recognized by the TRA but fails to comply with the credentialing provisions of Section 4.10 above shall be entitled only to its Delegates-at-Large at the State Convention.

SECTION 2.09. Election of Delegates and Alternates. Each Delegate and Alternate shall be elected by the membership of his local chapter. Any Republican Assembly in good standing, at the time of electing its Delegates for a Convention as herein specified, may elect one Alternate for each Delegate. Said Delegates, Alternates, and all Delegates-at-Large shall be active members in good standing of the Republican Assemblies they represent.

SECTION 2.10. Registration Fee. The Board of Directors shall establish the registration fee to be paid to the TRA by all members attending any state Convention. No Delegate, Delegate-at-Large, nor Alternate shall be entitled to vote in a Convention unless and until his registration fee has been paid. The profit or loss accruing from any Convention shall be borne by the TRA.

SECTION 2.11. Voting.

- a. In all voting, a majority shall rule, unless otherwise provided in the Bylaws.
- b. In all Conventions of the TENNESSEE REPUBLICAN ASSEMBLY (TRA), each accredited Delegate and Delegate-at-Large shall be entitled to cast one vote.
- c. There shall be no voting by proxy at any meeting.

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- d. There shall be no cumulative voting nor shall any person vote as both a Delegate-at-Large and as a Delegate or Alternate.
- e. A quorum shall consist of one-third (1/3) of Delegates and Delegates-at-Large attending the Convention.
- f. Only those members who have been members in good standing for at least 30 days prior to the biennial convention shall be eligible to vote in the election of officers and directors.

SECTION 2.12. Endorsement of Candidates. Endorsements of candidates shall be made only by the affirmative vote of two-thirds of those present and voting at a regular or special Convention of the TENNESSEE REPUBLICAN ASSEMBLY (TRA). Only one person may be endorsed for a particular office. Endorsement may be for candidates for public office, for or against recall, constitutional amendments, initiatives or referenda, or for Republican Party offices.

ARTICLE III. ENDORSEMENT OF LOCAL CANDIDATES

SECTION 3.01. Two-thirds Vote of an Endorsing Convention. Endorsement may be for candidates for public office, for or against recall, initiative or referendum, or for Republican Party office. Endorsements of local candidates for public office may be made only by a two-thirds vote of an endorsing convention, at a physical meeting composed of equal representation of all Republican Assemblies within the district (in whole or in part) from which the candidate proposed to be endorsed is to be elected, or the official proposed to be recalled is an elected official. The temporary chairman shall be the ranking state officer in the particular district within which the candidate is to be elected or the officer is to be recalled. Where the particular district has officers of equal rank, lot shall determine the temporary chairman.

SECTION 3.02 Limitations on Endorsing.

- a. Neither the TRA nor any local Republican Assembly shall endorse any candidate for any public office, whether partisan or non-partisan, unless such candidate is clearly affiliated with the Republican Party.
- b. The TRA President, upon being notified prior to an election, or between elections, of any alleged infraction of the Bylaws concerning endorsements shall immediately conduct an investigation of the alleged infraction and take whatever action is deemed necessary to protect the endorsement privilege and good name of the TRA.

SECTION 3.03. Effect of Endorsement. Endorsements by a local endorsing convention shall convey the endorsement of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) and the NFRA.

ARTICLE IV. LOCAL REPUBLICAN ASSEMBLIES

SECTION 4.01. Governing Authority. The TENNESSEE REPUBLICAN ASSEMBLY (TRA) shall be the sole body of authority over, recognition of, and representation for Republican Assemblies within the State of TENNESSEE. Groups purporting to be "Republican Assemblies" which are not recognized and chartered by TRA shall have no representation on any body of the TRA; shall not use the terms "Republican Assembly", "RA", or "Republican Wing of the Republican Party"; or any other goodwill of the NFRA or TRA. Nor shall such groups be entitled to any representation on any committees of the Republican Party of TENNESSEE on behalf of the TRA (should such representation become available) or at any Convention of the NFRA or TRA.

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SECTION 4.02. Location. Republican Assemblies may be formed and chartered, as the Bylaws hereinafter provide, in any geographical entity of the state of TENNESSEE. A local chapter may petition the TRA Board of Directors to subdivide its geographical area into smaller local chapters as needed.

SECTION 4.03. Ratification of Bylaws. Every local Republican Assembly shall ratify and agree to be bound in all things by the Bylaws of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) and of the NFRA as well as amendments thereto. Acceptance of a charter from the TRA by any local Republican Assembly shall constitute a binding contract in this regard.

SECTION 4.04. Structure. A local Republican Assembly shall have jurisdiction within the boundaries of a fixed geographical area, approved by TRA Board of Directors at the time of the local chapter's chartering, and shall be the only such Republican Assembly in that territory. Such territory may be divided into additional Republican Assemblies by the TRA Board of Directors upon petition by the local chapter.

SECTION 4.05. Bylaws. Each Republican Assembly shall adopt its own bylaws, which shall be in conformance with TRA and NFRA Bylaws, and shall be subject to review by the Board of Directors of the TRA and of the NFRA.

SECTION 4.06. Qualifications for Membership. Members of each State and local Republican Assembly shall be those American citizens of good moral character:

- (a) who have accepted the Principles, Beliefs and Objectives of the National Federation of Republican Assemblies (NFRA);
- (b) who have been accepted to membership under these Bylaws and continue to comply with these Bylaws;
- (c) who are registered with the Republican Party in the State of TENNESSEE and geographical area of any local Republican Assembly, or if TENNESSEE does not require registration by Party, who are registered voters and identify exclusively with the Republican Party.

SECTION 4.07. Action on Applications. The Board of Directors of a local Republican Assembly shall take action on all applications for membership within its geographical jurisdiction within thirty (30) days or at a regular meeting; otherwise, any application shall be automatically approved and the new member shall be accepted with the right to vote. Any duly rejected application shall be reported within ten (10) days to the Secretary of the TENNESSEE REPUBLICAN ASSEMBLY (TRA). The Board of Directors of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) may review any rejected application and determine whatever action is deemed appropriate.

SECTION 4.08. Transfer of Membership. Any active member may transfer his membership from one local Republican Assembly to another at any time. Acceptance of the transferred member immediately terminates his membership in his former local Republican Assembly. The member shall pay the difference, if any, between the membership dues of the two local Republican Assemblies involved.

SECTION 4.09. Initial Organization. The TRA Board of Directors shall have power to approve the formal application of a new Republican Assembly for chartering if and when its application includes the following:

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- a. Ratified the Principles, Beliefs, Objectives, and the Bylaws of the NFRA and the MRA;
- b. Adopted its own Bylaws;
- c. Elected its own President, Secretary, and Treasurer;
- d. Reported the names of at least fifteen (15) dues paying members, including their address, phone number, email address (where applicable) and chapter office title, and;
- e. Certified to the TRA Board of Directors that it has held at least two regular meetings of its governing board by submitting minutes of said meetings.

SECTION 4.10. Continuing Requirements. Each chapter shall submit a current list of the names of its officers and members (with addresses, phone numbers and email addresses), and pay appropriate annual dues therefore, not later than January 15 of each year, and shall submit a separate, current list of its officers and members not later than two weeks prior to any State Convention if such Convention should fall more than three months before or after April 30. Each chapter shall submit the names (with address, phone number and email address) of new chapter officers within two weeks of their election. Failure to comply with this provision shall empower the TRA Board of Directors to suspend or terminate the chapter's charter. Any chapter losing its charter under this provision may apply for reinstatement at the next meeting of the TRA Board of Directors by submitting the missing items to the President at or before such meeting.

SECTION 4.11. State Membership. Any person qualified to become a member of a local Republican Assembly but residing in a geographical area without a local Assembly may join the TENNESSEE REPUBLICAN ASSEMBLY (TRA) without holding membership in a local Assembly if they otherwise fulfill all conditions of membership in the TRA. The TRA Board of Directors shall directly act on such membership applications. Upon the chartering of a local Assembly, members of the TRA residing within the area served by that local Assembly shall automatically become members of that Republican Assembly.

SECTION 4.12. NFRA Logo. The TENNESSEE REPUBLICAN ASSEMBLY (TRA) shall include on their letterhead, website, regular newsletters, and membership recruitment material, either the NFRA Logo or the words "chartered affiliate of the NFRA" (which may be abbreviated or spelled out), and, in all electronic communications, a link to the NFRA website.

ARTICLE V. TERMINATION OF CHARTER AND MEMBERSHIP

SECTION 5.01. Non-payment. Any local Republican Assembly more than sixty (60) days in arrears for any indebtedness to the TRA shall be considered not-in-good-standing and may be suspended by action of the Board of Directors, if at least thirty (30) days before such action, notice of said indebtedness shall have been duly sent by certified mail by the Secretary of the TRA to the last reported President and Secretary of such local Republican Assembly. The Board of Directors may restore such local Republican Assembly to full membership in the TRA upon payment of its indebtedness.

SECTION 5.02. Non-Attendance. Any local Republican Assembly that fails for two (2) consecutive years to present a Delegate to the Annual Convention of the NFRA shall be considered not-in-good-standing and may have its Charter revoked by action of the Board of

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Directors, provided that at least thirty (30) days before such action, notice of said action shall have been duly sent by certified mail by the Secretary of the TRA to the last reported President and Secretary of such local Republican Assembly. The Board of Directors may restore such local Republican Assembly to full membership in the TRA upon showing good and sufficient cause.

SECTION 5.03. Discipline. Any local Republican Assembly which fails to conform to the Bylaws of the TRA and the NFRA may have its charter suspended or revoked, or may otherwise be disciplined, by a two-thirds vote of the entire Board of Directors; provided, that at least thirty (30) days before such action, notice of such intended action be sent by certified mail by the Secretary of the TRA to the last reported President and Secretary of such local Republican Assembly.

SECTION 5.04. Appeal. If the Board of Directors suspends or revokes the charter of any local Republican Assembly or shall otherwise discipline it, the Secretary of the TRA shall send a notice of such action within fifteen (15) days by certified mail to the last reported President and Secretary of said local Republican Assembly.

The said local Republican Assembly, within thirty (30) days from the date of mailing of such notice and not less than ten (10) days before the next Convention of the TRA, may file with the Secretary of the TRA written notice of appeal. This appeal shall be considered at the next Convention of the TRA, unless filed less than ten (10) days prior thereto; in the latter instance, said appeal shall be considered and decided by a two-thirds vote of the Board of Directors at the next Board of Directors Meeting following the Convention.

SECTION 5.05. Effect. Any local Republican Assembly that shall for any cause cease to be a member of TRA shall relinquish the name "Republican Assembly," and shall not thereafter use the name, emblem or insignia of "Republican Assembly", "Republican Wing of the Republican Party" or any other goodwill of the NFRA or TRA in any manner whatsoever. Officers of a local Republican Assembly whose charter has been revoked shall turn over all moneys and documents properly belonging to said chapter to a duly authorized representative of the TRA Board of Directors at a time and place designated by said representative.

SECTION 5.06 Termination and Discipline of Individual Members.

a. Any individual member of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) may have his membership terminated, or may otherwise be disciplined, after a hearing, by two-thirds (2/3) vote at a meeting of the Board of Directors where a quorum is present, provided that at least thirty (30) days before such action, notice of such intended action shall have been duly sent by certified mail by the Secretary of the TRA to said member, whenever the Board has determined that the named member has:

1. publicly supported or registered as a member of a political party other than the Republican Party;
2. used his name and title as a member of the TRA or any local Republican Assembly in publicly advocating that the electorate should not vote for the Republican nominee for any elected political office;
3. used his name and title as a member of the TRA to give support to or encourage the election of a candidate of another party to an elected public office where said candidate is opposed by a duly-nominated Republican candidate;

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4. used his name and title as a member of the TRA to prematurely endorse (prior to a proper act of endorsement by the RA) candidates running for office in the TENNESSEE Republican Party;

5. opposed all or part of the Principles of the National Federation of Republican Assemblies (NFRA); or

b. otherwise brought discredit or disrepute upon the TRA or the NFRA If the Board of Directors shall terminate membership or shall otherwise discipline any such member, the Secretary of the TRA shall send notice of such action within (15) days by certified mail to said member. The said member, within thirty (30) days from the date of mailing such notice, and not less than ten (10) days before the date of the first session of the next Convention of the TRA, may file with the Secretary of the TRA written notice of appeal. This appeal shall be considered at the next Convention of the TRA, unless filed less than ten (10) days prior to the date of the first session thereof; in the latter instance said appeal shall be considered and decided by a two-thirds (2/3) vote of the Board of Directors following that Convention.

c. Any individual member so terminated from membership in the TRA shall immediately upon such termination cease to claim membership in, or holding of any office in or official relationship with the TRA or any local Republican Assembly, and shall also immediately surrender to the Secretary of the TRA or his designated representative any and all documents, records, emblems, insignia, funds, or other devices or properties of any nature whatsoever belonging to the TRA or any local Republican Assembly. Said terminated member shall not thereafter use the name, emblem, or insignia of "Republican Assembly", "Republican Wing of the Republican Party", "TRA" or "TENNESSEE Republican Assembly" in any manner whatsoever.

ARTICLE VI. OFFICES AND DIRECTORS

SECTION 6.01. Elective Officers. The elective officers of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) shall be a President, First Vice President, Second Vice President, Secretary, and Treasurer; as well as two National Directors who, along with the President, shall represent the TRA on the NFRA's Board of Directors.

SECTION 6.02. Duties. The duties of the elective officers shall be as follows:

a. President. The President shall preside at all Conventions and meetings of the Board of Directors and its Executive Committee. He shall be the chief executive officer of the TRA and shall exercise general supervision over the work and activities of the TRA, and coordinate and direct all other officers. He shall perform such other duties as usually pertain to the office of President. The President shall represent the TRA as a member of the NFRA Board of Directors.

b. First Vice President. In the event of the inability of the President to perform his duties, the First Vice President shall preside and perform the duties of, and have the same authority as, the President. The First Vice President shall also perform such other duties as usually pertain to the office of First Vice President or as may be assigned to him by the President or the Board of Directors. His duties shall include, but are not limited to, implementation of directives of the Board of Directors or the Executive Committee. He shall suggest improvements and strategies for the advancement of the TRA and shall receive reports from other executive officers. He shall attend all meetings of the Board of Directors and its Executive Committee and all Conventions of the TRA.

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c. Second Vice President. The Second Vice President shall perform such duties as may be assigned to him by the President or the Board of Directors. He shall attend all meetings of the Board of Directors and its Executive Committee and all Conventions of the TRA.

d. Secretary. The Secretary shall assist the President, the Board of Directors, and the Executive Committee in conducting the business of the TRA. He shall perform such duties as specified or implied in the Bylaws, or as may be assigned to him by the President, by the Board of Directors, or by the Executive Committee. He shall maintain current and accurate lists of contact information of all members of the Board of Directors and the Executive Committee. He shall attend all meetings of the Board of Directors and its Executive Committee and all Conventions of the MRA, and shall act as Secretary thereof. He shall send and receive all mail and electronic ballots under these Bylaws. He shall be the custodian of the formative documents of the TRA and the records pertaining thereto, the Bylaws of the TRA, the Minutes of the Board of Directors and the Executive Committee, and the charters and bylaws of Local Republican Assemblies. He shall receive all correspondence on behalf of the TRA and shall maintain a permanent file of all communications sent or received by the TRA. He shall act as historian and archivist of the TRA.

e. Treasurer. The Treasurer shall receive, collect, and deposit all monies received. He shall keep the usual book of accounts and such records and books as directed by the Executive Board or the Board of Directors. He shall report on receipts, disbursements, and liabilities. He shall originate all disbursements, as needed. He shall attend all meetings of the Board of Directors and its Executive Committee and all Conventions of the TRA.

f. National Directors. It shall be the duty of the National Directors to attend all meetings of the Board of Directors and the Executive Committee. The National Directors, along with the President, shall represent the TRA as a member of the NFRA Board of Directors.

SECTION 6.03. Additional Officers. The President shall appoint a General Counsel, who shall be a member of the TENNESSEE state bar; a Chaplain, a Parliamentarian and a Sergeant-at-Arms. He shall also have power to appoint an Executive Director and Regional or Congressional District chairmen at his discretion, who shall be subject to confirmation by the Executive Committee. He shall also have power to appoint other specialized officers and representatives of the TRA at his discretion as needs arise. If the President should determine that there is a need for paid staff, the Board of Directors shall have power to authorize and determine said compensation.

SECTION 6.04. Qualifications.

a. Officers of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) and of all local chapters must be an American citizen of good moral character, never been convicted of a felony, has not been disciplined, within the last 3 years by a chartered Republican Assembly, who is legally registered to vote and a member in good standing of the TRA, and Republicans by voter registration.

b. No officer, appointee, or director of the NFRA shall be a duly-filed candidate for, or hold, any partisan, remunerative, elected public office, other than an office within the Republican Party.

c. The office of any officer or director of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) who misses two consecutive meetings of the Board of Directors between Annual

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Conventions shall automatically terminate, unless such non-attendance is excused by a vote of the Board of Directors.

SECTION 6.05. Election of Officers. The elective officers shall be elected at the Annual Convention in each odd numbered year in accordance with these Bylaws and shall serve for the period of two (2) years and until their successors are elected and qualified.

SECTION 6.06. Outgoing Officers. At the conclusion of each Annual Convention, outgoing officers shall be empowered to continue to perform their duties only on matters which were initiated and approved prior to the close of the Convention and which matters shall be completed within a fifteen (15) day period following the close of the Convention. Outgoing officers shall turn over all documents, bank accounts, or other property of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) to their successors immediately, but in no case more than fifteen (15) days following the close of the Convention at which their successors are elected.

SECTION 6.07. Liability of Officers. No officer or director shall be held personally liable for any debts or obligations of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) except those personally guaranteed by that officer or director, and the TENNESSEE REPUBLICAN ASSEMBLY (TRA) shall indemnify each officer or director against claims made against them arising from their legitimate and proper service to the TRA.

ARTICLE VII. EXECUTIVE COMMITTEE

SECTION 7.01. Purpose. There shall be an Executive Committee which shall exercise the delegated authority of the TENNESSEE Board of Directors to govern the TRA, except where such authority is expressly reserved herein to the Board or where the Board takes specific action to restrict the Executive Committee's authority.

SECTION 7.02. Composition. The Executive Committee shall consist of the elective officers of the TRA, as well as the Executive Director, if such exists, and the Immediate Past President. The General Counsel shall serve as a nonvoting member; and other appointive officers may serve as non-voting members at the discretion of the President, or as voting members by consent of the Board of Directors.

SECTION 7.03. Meetings. The Executive Committee shall hold regular meetings, in no case less often than once per quarter. The President shall notify all Board members minimum of three (3) days prior to meeting date. With the unanimous consent of all members, it may choose to vote in appropriate situations by telephone conference call, FAX machine, electronic mail or other means of telecommunication. Any officer or director of the TENNESSEE REPUBLICAN ASSEMBLY who is elected or appointed to a position of voting officer thereby agrees to be available to respond to electronic communication in a timely manner, to wit, within twelve (12) hours of receipt of communication sent to the last electronic address of said person to have been communicated by them to the TENNESSEE REPUBLICAN ASSEMBLY, from the President or the Executive Committee of the TENNESSEE REPUBLICAN ASSEMBLY. Occasionally decisions have to be made quickly and it is more efficient to address such issues electronically. To do so, this requires all voting members to agree to waive notice and allow voting by a designated means of telecommunications. Should any voting member fail to respond in the designated time to three

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(3) consecutive electronic communications, said voting member shall be removed from the voting position unless a majority of the Board of Directors shall vote to not do so.

SECTION 7.04. Quorum. A quorum for Executive Committee meetings shall consist of at least five of its voting members.

ARTICLE VIII. BOARD OF DIRECTORS

SECTION 8.01. Composition. The Board of Directors of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) shall consist of the members of the Executive Committee (including non-voting members, unless disallowed by the Board), and the President and two elected State Directors from each local chapter and the Immediate Past President.

SECTION 8.02. Powers.

a. The Board of Directors shall have the control and management of all the affairs, properties, and funds of the TENNESSEE REPUBLICAN ASSEMBLY (TRA), and shall have full power to introduce, approve and implement all actions and activities necessary and proper for the functioning of the TRA, subject to the authority of these Bylaws.

b. The Board of Directors may, for good cause and after a hearing, remove any officer or director by a two-thirds vote of the entire Board of Directors; provided such officer or director shall have been sent by the Secretary of the TRA, by certified mail, a notice containing a copy of the charges against him at least fifteen (15) days prior to the hearing thereon, said notice specifying the time and place of the meeting, and that the officer or director shall be provided the opportunity to present a full defense.

c. The Board of Directors may pass resolutions concerning legislation and policies, except those excluded in this article, by a two-thirds vote of the members present at any meeting.

SECTION 8.03. Meetings. The Board of Directors shall meet at such times and places as may be determined by action of the Board, by call of the President, or by written request of one-third of the members of the Board, provided that there shall be at least two meetings each year. A written notice of the time and place of all meetings of the Board of Directors shall be sent to each Board member not less than fifteen (15) days prior to said meetings.

SECTION 8.04. Special Meetings. The Board of Directors may without meeting together, transact business by mail, e-mail, facsimile, or by conference call of a majority of the Board, by voting on questions submitted to them by or with the approval of the President.

SECTION 8.05. Appeal. Any action taken by the Board of Directors may be appealed to a Convention of the TENNESSEE REPUBLICAN ASSEMBLY (TRA).

SECTION 8.06. Resolutions and Endorsements. Any candidate proposed to be voted upon by the electorate shall not be endorsed by the Board of Directors unless (1) there is no Republican Assembly in the district in which an election is being held, or (2) if the Republican Assemblies within such district do not hold a convention to consider endorsing in such election. Statewide and Congressional candidates shall be endorsed by the Board of Directors only at a regular or special Convention of the TRA. Endorsements regarding public initiatives and referenda as well as Republican Party questions shall be made in the same manner as candidate endorsements.

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SECTION 8.07. Quorum. At all meetings of the Board of Directors, 50% of the voting members of the Board shall constitute a quorum for the transaction of all business, except in cases where a larger vote is required under these Bylaws.

ARTICLE IX. NOMINATION AND ELECTION OF OFFICERS

SECTION 9.01. Eligibility. Any active member in good standing of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) shall be eligible to any elective office, provided that the person is qualified under Section 6.04; but no person shall be submitted as a candidate for any office without his consent.

SECTION 9.02. Accredited Voters. Before the opening of polls, the Secretary shall provide a list of the Delegates and Delegates-at-Large as shown by the report of the Committee on Credentials. No Delegate or Delegate-at-Large shall be allowed to vote unless his name appears on the list.

SECTION 9.03. Ballots. Voting on endorsements or for officers of the TRA shall be by ballot only, unless there is in the opinion of the convention Chairman a motion to hold the vote by standing agreed to by two thirds of the voting Delegates or if the election is unopposed.

SECTION 9.04. Election of National Convention Delegates and Alternates. Any active member in good standing of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) shall be eligible to be elected a Delegate or Alternate to the NFRA National Convention, provided that the person is qualified under Section 6.04; but no person shall be submitted as a candidate without his consent.

ARTICLE X. VACANCIES IN OFFICE BETWEEN CONVENTIONS

SECTION 10.01. President. In the event of a vacancy in the office of President occurring between annual Conventions, the First Vice President shall become President for the remainder of his predecessor's term. However, if for any reason the vacancy should persist for 60 days, the President of the NFRA may appoint a replacement from among the membership of the TRA or any member of the NFRA Board of Directors to serve until a qualified successor may be chosen by a state Convention.

SECTION 10.02. Other Officers. In the event of a vacancy in one or more of the other elected offices of the TRA occurring between annual Conventions, the Board of Directors shall elect a qualified member to fill the office until the next annual Convention, at which time the Convention shall fill the remaining term of office. Should the majority of known officers become unable or unwilling to fulfill their roles as officers of the TRA, the President of the NFRA is authorized to appoint temporary officers and to call a Convention for the selection of permanent officers and for the general reorganization of the TRA.

ARTICLE XI. FINANCES

SECTION 11.01 Revenue. The revenues of the TRA shall be derived from dues, fees, sales of publications and supplies, fundraising activities, and contributions to the work of the TRA.

SECTION 11.02 Dues.

a. The Board shall prescribe per capita annual dues to be paid to the TRA. Such dues shall be based only on the number of members in good standing. The Board may set a

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maximum or minimum total amount of dues required to be paid by local Republican Assemblies. The amount of annual dues shall be determined by two-thirds vote of the Board of Directors, and shall be effective as of the first day of January thereafter. If no amount is prescribed, then the dues shall remain the same as the prior year.

b. All dues shall be transmitted to the NFRA prior to the thirty-first day of January (January 31) of each year and shall reflect the membership as of the end of the preceding calendar year.

c. The dues payment shall be accompanied by, in an electronic format specified by the Secretary, a full list of the names of the members whose dues are transmitted, as well as a full list of all other members, together with their residential address, their mailing address, their home, business, facsimile and cellular telephone numbers, their e-mail address; and notification of any change in officers of the State Republican Assembly, together with their names and contact information.

d. Failure to make timely payment of dues and to provide the accompanying membership list shall result in a doubling of dues if not paid by April 1st. If both this payment and members list are not received by July 1st then chapter of the local Republican Assembly chapter shall be automatically terminated.

e. The Board of Directors shall have the power to create a class of non-dues-paying members. Members of such a class must fulfill all requirements for regular membership, but shall not be entitled to vote or hold office.

SECTION 11.03 Publication Charges. The President shall determine the selling price for TRA publications.

SECTION 11.04 Other Revenue. The Board of Directors shall have the power to provide ways and means of securing and raising revenues for the purposes of the TRA and the objectives it may support.

SECTION 11.05 Fiscal Year. The fiscal year of the TRA shall end on the thirty-first day of December (December 31) of each year.

SECTION 11.06 System of Accounts. An efficient double entry system of accounts shall be maintained.

SECTION 11.07 Disbursements. All disbursements, with the exception of the petty cash account, shall be made solely by check, credit card, or debit card.

SECTION 11.08 Depositories. The Board of Directors shall designate the depositories of all funds of the TRA.

SECTION 11.09 Signatures. The Board of Directors shall have the power to authorize such officers and employees as in its judgment may seem advisable to execute and countersign the checks aforesaid, and to do and perform such other acts as will carry out the purpose and the objectives of this Article. The Board of Directors shall provide a fidelity bond for all persons authorized to sign checks, or otherwise handle funds of the TRA, the cost of said bond to be borne by the TRA. The President of the TRA shall hold the bond(s).

SECTION 11.10 Review of Accounts. The President may select, with the approval of the Board of Directors, a recognized and acceptable accountant who shall audit or review the books of accounts of the TRA annually or at more frequent time periods as prescribed by the Board of

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Directors. The Secretary and Treasurer shall submit their books and all other records for inspection and examination whenever required by the Board of Directors.

SECTION 11.11 Financial Statements. The TRA Treasurer shall deliver to the Secretary and President of each local Republican Assembly the balance sheet and a statement of receipts and expenditures of the TRA for the previous fiscal year within thirty days of receipt.

ARTICLE XII. PARLIAMENTARY AUTHORITY

SECTION 12.01. Parliamentary Authority. The latest edition of *Robert's Rules of Order* shall be the parliamentary authority for all matters of procedure not specifically addressed in the Bylaws of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) or of the NFRA.

ARTICLE XIII. DISSOLUTION

SECTION 13.01. Dissolution. In the event of dissolution of the TENNESSEE REPUBLICAN ASSEMBLY (TRA), for any reason whatsoever, any residual funds will be transferred or disbursed as follows.

a. Transferred to the National Federation of Republican Assemblies (NFRA) to be held until a new TENNESSEE REPUBLICAN ASSEMBLY chapter is reinstated or a new chapter is chartered. If the TENNESSEE REPUBLICAN ASSEMBLY chapter is not reinstated or a new chapter is not chartered within two (2) years the residual funds become the property of the National Federation of Republican Assemblies (NFRA).

b. If the National Federation of Republican Assemblies is willing or able to accept and hold the funds, then they will be used to fund or otherwise benefit other conservative Republican organizations in accordance with a majority vote of the Board of Directors.

ARTICLE XIV. BYLAWS

SECTION 14.01. Place and Vote Needed. Amendments to these Bylaws shall be made only at a regular or special Convention of the TENNESSEE REPUBLICAN ASSEMBLY (TRA) by a two-thirds (2/3) vote of the Delegates and Delegates-at-Large present and voting. Proposed amendments shall be submitted to the TRA Secretary not less than fifty (50) days prior to said Convention, and shall be referred to a Committee on Bylaws for consideration.

SECTION 14.02. Provisional Use. During any period wherein the TRA's charter has not yet been granted or has been suspended or revoked; or during any reorganization under Section 12.02; the TRA shall operate under the Model State Bylaws adopted by the NFRA Board of Directors, until and unless it has formally adopted bylaws which are certified as consistent with the Bylaws of the NFRA by the NFRA President. During such a provisional period, an organizing Convention of the TRA shall have power to adopt or amend such bylaws without reference to the normal procedure contemplated in this article.

SECTION 14.03. Severability. If any part, article, section or subsection of these Bylaws shall be held invalid, contrary to state or federal laws, contrary to the Bylaws of the National Federation of Republican Assemblies, or contrary to the rules of the state or national Republican Party for

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any reason, such holding shall not be construed to impair or invalidate the remainder of said Bylaws, notwithstanding such holding.

Section 14.04 Gender. In these Bylaws, the masculine is used generically to apply to both males and females as all elected positions in the TRA are neutral as to sex.

Section 14.05 Table of Contents and Headings. The table of contents and headings are for organization, convenience, and clarity, and in interpreting these Bylaws they shall be subordinated to the text.

SECTION 14.06. Publication. At the conclusion of each Convention where any amendments are made to the Bylaws, the Bylaws Committee shall cause and supervise the printing of the Bylaws as in effect at the end of that Convention. Such amended Bylaws shall be submitted to the Secretary of the NFRA within fifteen (15) days of the Convention amending and thereafter made available to TENNESSEE REPUBLICAN ASSEMBLY (TRA) membership.