

**BYLAWS OF
THE NATIONAL FEDERATION OF
THE GRAND ORDER OF PACHYDERM CLUBS, INC.**

Adopted June 28, 2007 (last revised June 23, 2011)

PREAMBLE

It is our belief that most of the corrupting influences in American politics could be erased and the government generally made more responsive by one basic improvement. That is, simply for the good citizens to participate in politics. "We get the government we deserve, not the one we wish for," remains a guide star for a free people. We offer a meaningful movement of political Clubs as the most practical means by which broad citizen participation may be achieved.

MISSION

Promote active citizen involvement and education in government and politics through the formation and support of grassroots Republican Clubs across America.

ARTICLE I - NAME

The name of this organization shall be the National Federation of the Grand Order of Pachyderm Clubs.

ARTICLE II - PURPOSE AND OBJECTIVES

Sec. 1 Purpose

1. To provide a practical means for broad citizen participation in politics.
2. To promote practical political education and the dissemination of information on our political system.
3. To promote the development of potential political leaders.
4. To assist in carrying out the purposes of the Republican Party, whose purpose we believe includes:
 - A. To provide Leadership in Government.
 - B. To protect Individual Rights and Freedom.
 - C. To promote Clean Government with local emphasis.
 - D. To keep the Public Informed on the status of their government.

Sec. 2 Objectives

1. To support the formation of grassroots Republicans Clubs.
2. To engage in nonprofit political educational activities.
3. To cooperate with the Republican Party & continually cultivate our relationship.

ARTICLE III - MEMBERSHIP AND DUES

Sec. 1 Membership

Membership in this organization shall be through State Federations and local Clubs. Where there is a State Federation affiliated with the National Federation, Clubs may become members only through the State Federation. Where there is a State Federation member, no other Federation in that state shall be eligible for membership.

Sec. 2 Application for Club Membership

Charter Letters of Intent should be submitted to the National Federation. Upon completion of the steps outlined in the Letter of Intent, the proposed Charter will be submitted to the National Board (or Executive Board) for approval at their next Board meeting.

Sec. 3 Application for State Federation Membership

In those states where a State Pachyderm Federation does not exist, the Pachyderm Clubs within the state can petition the National Federation to create a State Federation. The petition must come from no less than ten clubs in that state and must be supported in writing by no less than seventy five percent of the clubs in that state. The petition must include the names of each Pachyderm Club in the state, a list of the proposed officers for the State Federation and signed copy of the State Federation Bylaws which must contain Article II, VIII, and IX of these bylaws. Upon receipt of the charter fee and fulfillment of all charter requirements, the National Federation Board of Directors shall vote to approve or deny the charter with a 2/3 vote of the Board.

Sec. 4 Dues and Charter Fees

- 1) National Federation dues for individual Pachyderm members age 18 and older shall total \$20, with exception to active members of the Young Republicans and or College Republicans who shall pay annual dues of \$10. The annual dues per individual Pachyderm member under age 18 shall total \$10. Each State Federation and local club may set their own dues structure so long as said dues structure recognizes that each of its members must be a member of the National Pachyderm Federation.
- 2) The National Federation will issue dues notices to Club members. Dues may be submitted to the National Headquarters electronically or by mail.
- 3) Local Club Treasurers are responsible, after receiving membership dues, to forward such dues promptly (within thirty days or less).
- 4) Club Treasurers shall forward the National Federation per capita annual dues to the National Federation Office along with the related list of members. In states where dues have been adopted for a Pachyderm Club's State Federation, Club Treasurers shall forward such state dues to the State Federation Treasurer. The National Federation shall provide State Treasurers with membership lists.
- 5) The Club charter fee shall be fifty dollars (\$50). The State Federation charter fee shall be one hundred dollars (\$100). State and local Club Treasurers are responsible to forward these fees to the National Federation Headquarters. All dues and fees become due January 1, and become delinquent on March 1, except the initial charter fee, which is due prior to the issuance of a charter.

- 6) In areas where no Pachyderm Club exists, individuals may join the National Organization as an at large member. At large member dues shall be twenty five dollars (\$25) annually. Where a State Federation exists, the dues shall be prorated five dollars (\$5) to the state and twenty dollars (\$20) to the National Federation.
- 7) The state federation charter fee shall be one hundred dollars (\$100). The charter fee shall be submitted along with the charter application.

Sec. 5 Granting and Revocation of Charters

- 1) Charters for local Clubs may be granted only by either the Executive Committee or the National Federation Board of Directors.
- 2) The Charters of local Pachyderm Clubs and State Federations may be suspended by either the Executive Committee of the National Federation or the National Board. Suspension of a charter may be done for one of the following reasons, the nonpayment of dues to either the State Federation or National Federation or failure to abide by the organizations Bylaws. The motion to suspend a Charter requires a 2/3 vote of those voting.
- 3) The National Federation Board shall make the final determination as to reinstatement or removal from membership of any suspended charter.

Sec. 6 Individual Membership

Individual membership is open to all Republicans as a Club member or as an at large member in communities where there are no Pachyderm Club(s).

Sec. 7 Honorary Memberships

The National or State Federation’s Board or a Club’s Board may approve by a 2/3 vote, honorary individual memberships. The Treasurer of a State Federation or a Club, which grants such membership, shall forward the name, address and five dollars annually to the National Federation for each honorary member.

ARTICLE IV - ORGANIZATION

Sec. 1 Makeup of Board

The National Board of Directors shall be made up of the following: seven Directors at-large who shall serve staggered terms of four years each; Regional Directors serving two year terms; and six elected Officers who shall also be members of the Board. These Officers are: President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, and Treasurer. The immediate Past President shall be a voting ex-officio member of the Board. Ex-Officio, nonvoting members of the Board shall include: The Legal Counsel, members of the Congressional Liaison Committee, and the Executive Director. In the case where a Regional Director is also a member of the National Board through election as an officer or At large Director, the alternate Regional Director for that region shall be elevated to the Regional Director position.

Sec. 2 Board Officers

The Board shall, pursuant to Article VI, elect from among its members the following Officers: President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, and Treasurer.

Sec. 3 Board Meetings

The Board shall meet at least once annually at the call of the President or by a call issued by four or more of the elected Officers. Meeting notices must be mailed, issued electronically, or by some other means no later than 14 days prior not more than forty days prior to any meeting. A quorum shall consist of not less than one-third of the voting membership of the Board. No proxy voting shall be permitted except in the case of an alternate Regional Director acting in place of their Regional Director.

Meetings via Telecommunications

The Board may, without meeting together, transact business via telecommunication provided that all requirements of notification and quorum rules are met. These meetings shall be in addition to the annual meetings and may not be used as a replacement for the regular Board meeting.

Sec. 4 State Regional Directors

State Federations are authorized to appoint State Regional Directors subject to the approval of the State Federation Board. The State may be divided into regions which shall be submitted to the National Federation for approval.

Sec. 5 State Leadership

In States where no State Federations exist, as determined by the National Board of Directors, shall appoint a “State Director” either from candidates nominated by clubs located in non-Federation states or at the discretion of the Board. The State Director shall report directly to the National President and Board of Directors. The term of this office shall be 2 years. The State Director will serve at the pleasure of the National President and Board and can be removed from office with a majority vote of the National Federation Board.

State Directors

The State Director shall be responsible for representing the National Pachyderm Club in their respective state. Other duties shall include: starting new clubs, club officer training, conducting annual club reviews, assisting troubled clubs and implementing other projects as directed by the National President and Board of Directors.

State Federations

State Federations shall be responsible to report to the National Board of Directors on an annual basis which shall include at a minimum: written summary of State Federation activity during the year, bylaw amendments, year-end bank statement and financial statements to include a balance sheet and income statement. The annual report shall be due by March 1st of the following year-end.

ARTICLE V - EXECUTIVE COMMITTEE

Sec. 1 Makeup of Executive Committee

The Executive Committee shall consist of the President, 1st Vice President, 2nd Vice President, 3rd Vice President, Treasurer and Secretary.

Sec. 2 Meetings/Quorum

The Executive Committee shall meet at the call of the President; and a quorum shall be 40% of the membership of the Committee.

Sec. 3 Duties of the Executive Committee

- 1) Has jurisdiction over the membership applications and removal and reinstatement of membership subject only to appeal to the Board
- 2) To recommend the annual budget to the Board
- 3) To direct the disbursements of funds
- 4) To approve the bank or banks where funds are to be deposited.
- 5) To provide a headquarters office and to employ an Executive Director and such other personnel as may be necessary to carry out the work of the organization

ARTICLE VI - NOMINATIONS, ELECTIONS, VACANCIES AND REMOVAL

Sec. 1 Board Makeup

The National Board of Directors shall be made up of the following: seven Directors at-large who shall serve staggered terms of four years each; Regional Directors serving two year terms; and six elected Officers who shall also be members of the Board. These Officers are: President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, and Treasurer. The immediate Past President shall be a voting ex-officio member of the Board. Ex-Officio, nonvoting members of the Board shall include: The Legal Counsel, members of the Congressional Liaison Committee, and the Executive Director. In the case where a Regional Director is also a member of the National Board through election as an officer or At large Director, the alternate Regional Director for that region shall be elevated to the Regional Director position.

Sec. 2 Officer Elections

The Officers shall be elected at the biennial, odd year Board meeting held in conjunction with the National Biennial Pachyderm Conference. The term of office is two years and they shall serve until their successors have been duly elected. The Board may select a date for the National Pachyderm Biennial Conference, which is usually held between June 1 and September 30.

Sec. 3 Nominating Committee

A Nominating Committee shall be appointed by the President not later than six months prior to the biannual Board meeting, which shall be held in the odd year, of three persons from among the Board membership, who shall elect their own Chair.

Sec. 4 Nominating Committee Report

The Nominating Committee shall submit one nominee for each office and a nominee for each of the seven At large Board members, whose term is expiring, in a report to be sent to all members of the Board no less than 30 days prior to the annual Board meeting in the odd year. Their report will be submitted to the Board Secretary or appointed National Headquarters' staff designee who shall be responsible for sending it to the Board members. Nominations may also be made by any Board member in writing submitted to the Secretary or appointed National Headquarters' staff designee 15 days prior to the biannual (election) meeting. No one shall be nominated who has not consented to serve if elected. All nominees shall have served at least one year as an officer of a State Federation or a Pachyderm Club and be members in good standing of the National Federation of Pachyderm Clubs.

Sec. 5 Election of Officers and At Large Directors

Elections of Officers and At Large Directors shall be by ballot and a majority of all votes cast shall constitute an election to the office or Board. Where there is only one candidate for a vacancy election may be by voice.

Sec. 6 Election of Regional Directors and Alternates

Election of Regional Directors and Alternates shall occur at each Biennial Conference. Candidates for these positions must have previously served or be currently serving as an officer of either a local Pachyderm Club or a State Federation, candidate must be a member in good standing of the National Federation and must be a resident of the Region in which they stand for election.

Regional Boundaries

The Regional boundaries shall be identical to those established by the Republican National Committee and shall automatically adjust in the event of a boundary change in the Republican National Committee's Regional boundaries.

Nominations for Regional Director Positions

Nominations can be made by any Pachyderm member in the appropriate Region. All nominations are to be sent to the Secretary of the National Federation or appointed National Headquarters' staff designee no less than 30 days prior to the date of the Biennial Conference. No nominations can be accepted after this date and nominations from the floor are not allowed. No less than 15 days prior to the Biennial Conference, the Secretary or appointed National Headquarters' staff designee will notify all Clubs in each Region as to the candidates for election to the position of Regional Director.

Voting

Each Club and State Federation in a region shall be entitled to cast one vote for the position of Regional Director for their region. The vote shall be vested in the President of the Club or Federation, but may by their written instruction be transferred to another member of their Club or Federation.

Regional Caucuses

During each Biennial Conference Regional Caucuses will be scheduled as a part of the Conference. An officer of the National Federation shall preside over each of the caucuses and in addition to whatever other business may come before the body; the election of Regional Directors shall take place. The election of Directors shall be by secret ballot unless there is only a single nominee. The candidate receiving the greatest number of votes shall be elected the Regional Director and the candidate receiving the second highest vote shall be elected to the position of alternate Regional Director.

Sec. 7 Voter Eligibility

The Secretary of the Board or appointed National Headquarters' staff designee shall compile a roster of eligible voters (Board members) prior to each annual meeting of the Board. A majority of the Board will determine any objections to this roster.

Sec. 8 Vacancies in Office

A vacancy in an elective office or at large Board Director shall be filled by election by the Executive Committee at the next meeting following the vacancy, except that a

vacancy on the Board involving one of the Regional Directors shall be filled by the alternate. If no alternate exists the Executive Board of the National Board is empowered to fill the vacancy.

Sec. 9 Removal of a Member of the Board

Any member of the National Board absent from two consecutive meetings of the Board, either regular or telecommunication, may be removed from the Board by a 2/3 vote of those present at a Board of Directors meeting.

Members of the Board or Officers may be removed for cause by a two-thirds vote of the total membership of the Board of Directors at a meeting convened for the sole purpose of hearing cause or causes for expulsion of such a member or officer. Cause for expulsion may include, but is not limited to, repudiation of the Republican Party or the principles, Bylaws and philosophy of the National Federation of Pachyderm Clubs. Upon initiation of such action by the Board of Directors, the Secretary or appointed National Headquarters' staff designee shall notify the member in question and every member of the Board as to the alleged cause or causes pertaining to a member's possible removal as well as the date, time and place at which the motion for expulsion will be heard. At such meeting the President, or their designee, shall present the case for expulsion. The member proposed for expulsion may then present a defense. The vote on expulsion shall be by secret ballot.

Sec. 10 Term of Office

The term of office for At Large Directors and Officers elected pursuant to Article VI shall commence at the adjournment of the Board meeting during which they were elected. The term of office for Regional Directors shall commence at the adjournment of the Caucus during which they were elected.

ARTICLE VII - DUTIES OF BOARD MEMBERS & OFFICERS

Sec. 1 Duties of the Board

Serves as the governing body of this organization as set forth in these Bylaws: Shall elect the seven at large members to the Board: Shall approve the program of action as presented by the President: Shall approve the annual budget. In addition to the duties incumbent on all of the Directors, Regional Directors and the alternates have the additional responsibilities of acting as a liaison between all Pachyderm Clubs and Federations in their region and the National organization. Additionally, Regional Directors are responsible for fostering new Club development, membership and officer training in their Region.

The National Board shall define the policies and shall have full management responsibilities and administrative authority in all matters of the Pachyderm National Federation organization.

The official publications of the National Federation shall be "The National Pachyderm Quarterly," the "Administrative Bulletin," the Club Handbook and such other publications authorized by the Board

Sec. 2 Duties of the President

- 1) To preside at all meetings of the Board and the Executive Committee.
- 2) To appoint all committees, except as otherwise provided in these Bylaws.
- 3) To be an ex-officio member of all committees, except the nominating committee.
- 4) To sign checks, in the event of the inability of the Treasurer to do so.
- 5) To represent the organization at meetings and other appropriate events.
- 6) To serve as the liaison contact between the Republican National Committee and the organization.

Sec. 3 Duties of the Vice Presidents

- 1) The Vice Presidents in their order shall perform the duties of the President in their absence and they shall perform such other duties as may be assigned to them by the Executive Committee and the President.
- 2) Working as a Planning Committee the three Vice Presidents shall be responsible for recommending goals for the organization as a whole with a National focus; shall be responsible for recommending a biennial action program with a focus on the local Club level and shall be responsible for recommending emphasis programs to the President and Board to carry out the goals for the biennial, that is, for the two-year term of the National Officers. The 1st Vice President is Chair of the Planning Committee.

Sec. 4 Duties of the Secretary

The Secretary is to keep all minutes of the Board and of the executive committee, and perform such other duties as assigned by the President or Executive Committee.

Sec. 5 Duties of the Treasurer

- 1) To be custodian of all funds.
- 2) To give bond to cover monies likely to be under their care, the cost of such bond to be paid by the organization.
- 3) To send notices of unpaid dues to members.
- 4) To collect all funds and to deposit them in a bank approved by the executive committee.
- 5) To disburse funds as directed by the executive committee or the Board.
- 6) To arrange for an annual examination by a CPA firm approved by the Executive Committee.
- 7) To make a written report of receipts and disbursements for all Board meetings and as directed by the President.

Sec. 6 Officer's Records and Files

All Officers shall deliver all records, files and properties of the organization to the headquarters within 30 days after retiring from office, unless otherwise directed by the President or executive committee in writing.

ARTICLE VIII - POLICY

Sec. 1 Club Environment

It is the general policy of this organization in support of its purpose and objectives to provide a nonprofit association of citizens, regardless of their political leanings within the Republican Party an association free from fractional entanglements where the members can “break bread” together.

Sec. 2 Endorsements and Stances on Issues

This organization shall not endorse candidates in a primary election or otherwise take sides in the party’s selection of candidates, nor by resolution or endorsement of any kind take a stand on issues, except as otherwise provided in these Bylaws.

Sec. 3 Candidates and Officeholders

Fairness and a policy of nondiscrimination, so far as treatment of Party candidates and office holders, is the general policy. Elected public or party officials may constitute no more than fifty percent of a Pachyderm Club’s elected Officers and Directors.

Sec. 4 Relationships with Local and State Republican Party

The Republican State Party Chair shall be invited to serve on the State Federation Board as an ex-officio member in their state. And the Republican Chair of the respective city or county shall be invited to serve as an ex-officio member of the Board of all local member Clubs in their District.

Sec. 5 Endorsement Using Pachyderm Title

The Officers of this organization and its state and local affiliates in their official capacity, shall not permit the use of their name by any person seeking the nomination for an elective office before the filing deadline or in the event of a contested primary. Any officer who violates this rule may be removed by the Board of Directors for which they are an officer by a 2/3 vote of those voting.

ARTICLE IX - STANDING COMMITTEES

Sec. 1 Establishing Standing Committees

The governing Board shall at all levels of this organization establish standing committees.

Sec. 2 Planning Committee

See duties of the Vice Presidents, Article VII.

Sec. 3 Political Education Committee

This committee at each level National, State, and Local shall:

- 1) Promote programs designed to keep the membership informed on the political processes and issues.
- 2) Promote educational materials on party laws and the political system in general.
- 3) Promote political education generally in the schools and community for youth and adults.

- 4) Make recommendations for needed improvements in laws regulating political parties and the political processes. Such recommendations may be forwarded to appropriate party officials and others provided that no action in fulfilling the role of this committee shall be taken external to the organization unless a 3/4 vote has been obtained for its approval by the governing Board.
- 5) Responsible for training programs for key leaders and the development of training materials and related matter.

Sec. 4 Finance Committee

This committee is charged with the responsibility for setting an annual budget, proposing dues rates and proposing methods of raising non-dues revenue.

Sec. 5 Bylaws Committee

This committee is charged with the responsibility of an ongoing review and modification of the National Bylaws.

Sec. 6 Club Extension Committee

This committee is charged with the responsibility of creating and administering an operation plan for expansion of the Pachyderm movement into all state and territories of the United States.

Sec. 7 Awards Committee

This committee is charged with the responsibility of creating and administering a system of awards and recognition for Clubs to encourage expansion of the Pachyderm movement.

ARTICLE X - RULES OF ORDER AND AMENDMENTS

Sec. 1 Parliamentary Authority

Robert's Rules of Order, revised, shall be the parliamentary authority for all duly called matters of procedure not otherwise covered in these Bylaws.

Sec. 2 Bylaw Amendments

These Bylaws may be amended by a 2/3 vote of the members present at any duly called Board meeting, provided that written notice of proposed amendments shall have been mailed, issued electronically, or by some other means to all Board members at least 30 days prior to the meeting.

ARTICLE XI - BYLAW COMPLIANCE

Sec. 1 All State Federations and local member Club Bylaws shall have included therein Article II, VIII, and IX of these Bylaws and generally comply with the rules of this Federation. Each application for membership by a State Federation shall be accompanied by a signed copy of such Federation's Bylaws for approval by the Executive Committee.

ARTICLE XII - INCORPORATION

Sec. 1 This shall be an incorporated Federation operated under the laws of the State of Missouri relating to benevolent, religious, scientific, educational and miscellaneous associations under Chapter 355, Revised Statutes of Missouri, with no paid in capital stock and without pecuniary profit. Its revenues shall be derived primarily from contributions, dues and assessments as the Board of Directors shall prescribe.

ARTICLE XIII - MOTTO

The Motto of the Grand Order of Pachyderms shall be: "Free Government Requires Active Citizens."