

**CENTRAL QUEENS REPUBLICAN CLUB INC.
CONSTITUTION**

ARTICLE I - NAME

Section 1. This organization shall be known as the CENTRAL QUEENS REPUBLICAN CLUB INC.

ARTICLE II - MISSION STATEMENT

Section 1. The mission of this Club shall be to advance the principles and purposes of the Republican Party, to elect Republican candidates to public office, to strengthen the civic welfare of the community, and to engage in a vigorous exchange of ideas supporting Republican values.

ARTICLE III - MEMBERSHIP

Section 1. There shall be two (2) classes of membership: Full and Affiliate.

FULL MEMBERSHIP: Any person of good moral character eighteen (18) years of age or over, regardless of residency, who has declared his intentions to support the objects of the Club and promote the principles of the Republican Party and who is an enrolled member thereof, is eligible to Full Membership. Full members in good standing shall have all the rights and privileges of the Club. A member in good standing is one who has paid all current dues to the club in accordance with the records of the Financial Secretary.

AFFILIATE MEMBERSHIP: Any person who meets each requirement of Full Membership excluding active enrollment in the Republican Party. Affiliate Members shall only have such rights and privileges of the Club expressly set forth in this instrument for Affiliate Members, and shall in no event have any voting rights.

ARTICLE IV - OFFICERS, BOARD OF DIRECTORS, AND EXECUTIVE COMMITTEE

Section 1. The officers of this Club shall be:

- President
- First Vice President
- Second Vice President
- Third Vice President
- Recording Secretary
- Corresponding Secretary
- Financial Secretary
- Treasurer
- Sergeant-at-Arms
- Chairman of the Board of Directors

They shall be elected for a term of one (1) year beginning January 1st and ending December 31st. No member of the Club may hold more than one (1) elective office at the same time except on the Executive Committee. To be eligible to be elected President of the Club, a member must have been in good standing for at least two (2) years. To be eligible to be elected an officer other than President of the Club, a member must have been in good standing for at least (1) year. The longevity requirement may be waived by a 2/3 vote of the membership on a case by case basis.

Section 2. THE BOARD OF DIRECTORS shall consist of no less than six (6) and not more than fifteen (15) members elected by the membership, in addition to those members for whom provision is, hereafter, otherwise made. Each elected member shall serve for a term of three (3) years. The term of one-third (1/3) of its elected members shall expire each year. All officers of the Club shall be members ex-officio of the Board of Directors with all rights and privileges. Each President, upon the expiration of his full term of office, shall automatically become a member of the Board of Directors with all rights and privileges, and shall serve upon said Board of Directors until the term of his successor, as President, shall have expired. To be eligible to be elected a Director of the Club, a member must have been in good standing for at least one (1) year.

HONORARY DIRECTORS: In addition to the foregoing Directors, there may, on recommendation of the Board of Directors, be elected by a two-thirds (2/3) vote of the members present and voting at a regular meeting of the Club, not more than five (5) Honorary Directors. Such Honorary Directors may attend all meetings of the Board of Directors and may participate in the deliberations of the Board but shall not be entitled to vote thereat. Any person who has rendered service to the Club as a Director or Officer shall be eligible for election as an Honorary Director, Such Honorary Directors shall serve for three-year terms.

Section 3. THE EXECUTIVE COMMITTEE shall consist of three (3) members, two (2) of whom shall be elected by the membership. The President of the Club shall be the third member. The elected Committeemen shall be members ex-officio of the Board of Directors with all rights and privileges. Their term shall be for one (1) year each, beginning January 1st and ending December 31st. The Committee shall elect one of its members to be Chairman.

Section 4. In the event of a vacancy in an Office or on the Board of Directors, or the creation of a new Office, except where the same occurs in the Office of President, such vacancy or new Office shall be filled forthwith by appointment by the President until the next Annual Meeting, and then filled by election, for the unexpired term of the person vacating such Office, and in the case of a new Office, for a full term. A vacancy on the Executive Committee other than the President of the Club, shall be filled by election by the membership at the next regular meeting of the Club.

ARTICLE V - CLUB PROPERTY

Section 1. The Club may sell, mortgage or acquire by gift, lease rent, bequest, devise, or purchase, real or personal property for the benefit of the Club. Title to said real or personal property shall be held in the name of the Central Queens Republican Club Inc. Funds received by the Board of Directors shall be used for investment purposes or expenditures for maintenance and repair of the real and personal property as may, from time to time, become necessary or advantageous.

ARTICLE VI - ANNUAL MEETING AND FISCAL YEAR

Section 1. The Annual Meeting of the Club shall be held in the first week in the month of December in each year, at which meeting the annual election of Officers shall be held. The fiscal year shall be determined by the Board of Directors.

ARTICLE VII - AMENDMENTS

Section 1. All proposed amendments to this Constitution shall be presented, in writing, at a regular meeting, read once and without debate, referred to the Board of Directors for consideration and recommendation at the next regular meeting of the Club. At this next meeting, the proposed amendment, together with the Board of Directors' recommendation, shall be considered. The Corresponding Secretary shall duly notify all members in good standing at least five (5) days prior to the said next regular meeting that such proposed amendment or recommendations, stating the substance thereof, shall be presented for consideration and voted thereon. At said next regular meeting, due notice having been given, said proposed amendment, as submitted, or, as may be then amended, may be adopted by a two-thirds (2/3) affirmative vote of the members in good standing present and voting at said meeting, and it shall, thereupon, become part of this Constitution.

**CENTRAL QUEENS REPUBLICAN CLUB INC.
BY-LAWS**

ARTICLE I - MEMBERSHIP

Section 1. Application for Full and Affiliate Membership shall be in writing on forms provided by the Club for this purpose. Applications for Full Membership shall be signed by the applicant. The application must state the applicant's full name, residence address and a declaration of adherence to the principles of the Republican Party and a statement of party enrollment and be accompanied by one year's dues. Members in good standing shall have all the rights and privileges of the Club, and shall not forfeit their membership by moving from Queens.

**ARTICLE II - DUTIES OF OFFICERS, BOARD OF DIRECTORS,
AND EXECUTIVE COMMITTEE**

Section 1. The PRESIDENT shall preside at all regular and special meetings. He shall appoint all Committees provided for in the By-Laws and such Committees as may be created during the term of his office by resolution, or otherwise, unless the Club shall direct the appointment of said Committees in another manner. The President shall be a member ex-officio of all Committees except the Nominating Committee. The President shall present at the Annual Meeting, prior to the election of Officers, a summarized report of the Club's activities during the year then ending.

Section 2. A VICE PRESIDENT, in order of rank, shall preside in the absence of the President and shall, in such absence, exercise all the duties pertaining to the office of President. In the event of a vacancy in the office of President, a Vice President, in order of rank, shall assume the duties of the President until the next annual election.

The Vice Presidents shall supervise the activities of the Standing Committees of the Club, and perform such other duties as may be assigned to them from time to time, by the President.

Section 3. In the absence of the President and all the Vice Presidents, one of the Officers, in the order followed in Article IV, Section 1, of the Constitution, shall call the meeting to order and a Temporary Chairman shall be elected. If all of the Officers referred to be absent, any member may call the meeting to order and a Temporary Chairman shall be elected by the members present. Such Temporary Chairman shall appoint such other temporary officers for the meeting as may be necessary.

Section 4. The RECORDING SECRETARY shall make a correct record and keep minutes of the proceedings of regular and special meetings of the Club, and shall enter same in such record books as may be provided by the Club. Each record book shall be delivered at each Annual Meeting to the President for permanent filing in the Archives of the Club.

Section 5. The CORRESPONDING SECRETARY shall notify members of all regular and special meetings. He shall have charge of and conduct all correspondence, subject to direction by the President or by the Club, except that pertaining to the offices of Treasurer and Financial Secretary. He shall mail the notice of Annual Election as directed by Article VI, Section 1 of the By-Laws.

Section 6. The FINANCIAL SECRETARY shall receive dues and all other monies of the Club, give a receipt therefore and turn the same over to the Treasurer at each regular meeting, taking his receipt therefore. He shall make a written report of his receipts at each regular meeting. He shall report in March and September to the Board of Directors, the names of all members six (6) months in arrears for dues and notify such members of their delinquency. He shall render an annual written report for the fiscal year, in detail, to the Club at the Annual Meeting. He shall receive approved applications for membership from the Membership Committee. Upon the election of candidates to membership, he shall notify them of such fact.

Section 7. The TREASURER shall receive, and be custodian of all monies of the Club. He shall deposit all monies in a depository designed by the Board of Directors. He shall pay all bills after they have been approved by the Board of Directors. He shall make all payments by check, such check to be signed by any one (1) of the following four (4) officers: the President of the Club, the Treasurer, the Chairman of the Board or the Financial Secretary. He shall keep an accurate record of all receipts and disbursements and enter same in suitable books provided for the purpose by the Club, and report in writing on same at each regular meeting. At such times as the Board of Directors may direct, he shall submit his books and records to the Board for inspection, and at the January meeting following the expiration of his term of office, render a complete report of all receipts and disbursements for the past fiscal year. At the discretion of the Board of Directors and at the expense of the Club, he shall furnish a Bond for the faithful discharge of his duties and naming as bonded all the signatories of the checking account in the amount and with such sureties as the Board of Directors may direct.

Section 8. The SERGEANT-AT-ARMS shall, under the direction of the presiding officer, assist in maintaining order during the meetings. He shall introduce guests to the presiding officer at Club meetings, maintain an attendance log, assure a comfortable environment in the meeting rooms, and attempt to attain a quorum when necessary to conduct business. He shall keep and preserve the Club's archives.

Section 9. The CHAIRMAN OF THE BOARD shall preside over meetings of the Board of Directors, establishing an agenda and generally seeing to it that Board Members are properly discharging their duties. He shall report to the general membership at Club meetings of the activities and recommendations of the Board of Directors.

Section 10. The BOARD OF DIRECTORS shall have the duty to examine and report in writing to the Club on the financial condition and other affairs of the Club, whenever in its judgment a report should be made to the Club. It shall report, by a majority vote, all resolutions

referred to it. The Chairman shall render a summary of the last Board meeting at each regular meeting of the Club, setting forth its activities and recommendations.

It shall be the duty of the Board of Directors to manage all the real and personal property owned by the Club; to manage any funds received by the Club as the result of the sale of real or personal property owned by the Club; and to maintain the Club building, its equipment and furnishings in good condition.

The Board of Directors shall consider and recommend to the Club matters concerning "Good and Welfare."

The Secretary of the Board shall keep a Book of Minutes of the meetings of the Board in a suitable record book provided by the Club. When filled, these record books shall be filed in the Archives of the Club.

Section 11. The EXECUTIVE COMMITTEE shall have as its duty the responsibility to act in all matters delegated to it by the President, or the Club, and to consider and make such recommendations as are deemed advisable on all applications, by or for Club members, for patronage and to forward endorsements to the proper persons or committees. The Committee, in the conduct of its duties, shall act through its Chairman. It must report at every regular meeting of the Club. The Committeemen shall be members ex-officio of all Standing Committees of the Club and of the Board of Directors with all rights and privileges except that of holding office on the Board.

ARTICLE III - COMMITTEES

Section 1. THE STANDING COMMITTEES of this Club - the chairman of which may be appointed by the President at the January, or public installation, meeting of the Club and shall hold office at the pleasure of the President for the currently calendar year-shall be as follows:

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| (1) Campaign | (3) Entertainment |
| (2) Civic Affairs | (4) House |
| (5) Membership | (7) Publicity |
| (6) Program | (8) Welfare |

Section 2. SPECIAL COMMITTEES, as may be deemed necessary, shall be appointed at any time by the President to function and serve only as instructed by the President.

Section 3. DINNER COMMITTEE. A special Committee known as the "Dinner Committee", is to be appointed by the President, in which event the Chairman thereof shall be appointed by the President not later than the June meeting of the Club. Sub-Committees of the Dinner Committee shall be appointed by the Chairman of the Dinner Committee.

Section 4. A BUDGET COMMITTEE of not less than three members shall be appointed by the President at the November meeting, and it shall prepare and report at the Annual Meeting a proposed Budget for the ensuing year.

ARTICLE IV - DUTIES OF COMMITTEES

Section 1. The CAMPAIGN Committee shall have full charge of all political activities of the Club. It shall disseminate such political information as it may deem appropriate for the consideration of the membership at each meeting. It shall conduct the political campaign of the Club and shall cooperate in such work with the Campaign Committee of the Assembly District County Committee, the Assembly District being the one which encompasses the headquarters of the Club.

Section 2. The CIVIC AFFAIRS Committee shall report to the Club on all civic matters relating to the welfare of the community and shall take such action as may be authorized by the Club.

Section 3. The ENTERTAINMENT Committee shall initiate and have full charge of all social affairs of the Club, except such special functions as may be reserved to a special committee appointed by the President. It shall not incur any expense in excess of the amount approved by the Club. All monies and proceeds received by the Committee from entertainments shall be turned over to the Financial Secretary and a report made at a regular meeting of the Club.

Section 4. The HOUSE Committee shall enforce all rules formulated by the Board of Directors for the general use of the Clubhouse or meeting place and make such purchases of ordinary supplies as may be, from time to time, authorized by the Board of Directors or the Board of Trustees. It shall submit on a monthly basis an itemized report of receipts and disbursements to the Board of Directors.

Section 5. The MEMBERSHIP Committee shall have the responsibility of devising and implementing plans for encouraging and soliciting membership in the Club. It shall insure that there is a supply of applications and report to the Board on the activities of the Committee and render a written report at the Annual Meeting.

Section 6. The PROGRAM Committee shall have complete charge of planning the Club's programs at its regular or special meetings, including invitations to guest speakers, and performing such similar functions as may be authorized to it by the Club from time to time.

Section 7. The PUBLICITY Committee shall have complete charge of the preparation and distribution of the Club's official bulletin, "Central.Queens.GOP". It shall also have charge of all public relations of the Club in collaboration with all other committees.

Section 8. The WELFARE Committee shall visit or communicate with ill or bereaved members of the Club and may request the assistance of any member in its work, but it shall make no single expenditure exceeding Fifteen Dollars (\$15.00) without the approval of the Club, or if time is of the essence, the President.

Section 9. ABSENCES--Any Committeeman who absents himself from four (4) consecutive meetings of the Committee, except for unavoidable cause, may have his office declared vacant by the President, and such vacancy shall, forthwith, be filled for the unexpired term by the President.

Section 10. Upon expiration of their respective terms, all committeemen of the Club shall deliver to their successors in office all property and funds of the Club in their possession or under their authority or control, and take a receipt for the same.

Section 11. At the expiration of their respective terms of office, all Officers shall deliver to their successors in office all property and funds of the Club in their possession or under their authority or control, and take a receipt for same.

Section 12. Any Officer, member of the Board of Directors, or Executive Committee, who absents himself without notifying the President of the Club, or the Chairman of the Board of Directors, from four (4) consecutive meetings of the Club, or of the Board of Directors, as the case may be, except for good cause, may have his office declared vacant by the Club or the Boards, respectively, at a regular meeting thereof.

ARTICLE V - MEETINGS

Section 1. REGULAR MEETINGS of the Club shall be held on a date and at a time and at a location which shall be fixed by vote of the general membership at a regular meeting of the Club.

Section 2. SPECIAL MEETINGS of the Club may be called by the President, and he must call a special meeting on a written request of the Board of Directors, or of ten (10) members in good standing. Notice of such Special Meeting shall be emailed to each member at least five (5) days in advance of the date set for holding such meeting. Such notice shall state the object of the meeting and no business shall be transacted other than that specified in such notice.

ARTICLE VI - NOMINATIONS AND ELECTIONS

Section 1. NOMINATING COMMITTEE -- The Nominating Committee shall consist of five (5) members in good standing who have been members of the Club for at least one (1) year. It shall be composed of a member appointed by the President of the Club, the Chairman of the Board of Directors, a Vice President agreeing to serve in order of rank and two (2) members who shall be elected by a majority vote of the membership present and voting, after having been

nominated from the floor, at the October meeting. The Nominating Committee shall prepare and present to the Club, at the November meeting a slate of officers, members of the Board of Directors, and members of the Executive Committee to be voted for at the Annual Meeting next ensuing. The slate so reported by the Nominating Committee shall be known as the Regular Ticket. Any other slate for officers, members of the Board of Directors, or the Executive Committee may be nominated after the November meeting by mailing by certified mail, return receipt requested to the Corresponding Secretary at least fifteen (15) days prior to the Annual Meeting, and said slate must be signed by not less than ten (10) members in good standing. The Corresponding Secretary shall mail the names of the nominees on the Regular Ticket and the names of the nominees of any other slate, together with the name of signers of any such other slate, to each member of the Club at least five (5) days prior to the Annual Meeting. Any slate other than the Regular Ticket may consist of one or more nominees.

Section 2. VACANCIES. If any vacancy or declination shall occur after the report of the Nominating Committee and prior to the election to be held at the Annual Meeting, it shall be the duty of the President at the Annual Meeting to call for nominations from the floor to fill such vacancy or declination.

Section 3. ELECTIONS. At the Annual Meeting there shall be chosen, by ballot, from the persons so nominated, each of the Officers, the members of the Board of Directors, and the Executive Committee, to be elected. One office shall be filled at a time unless there is but one candidate for each office, in which event voting by ballot may be dispensed with. The candidate receiving the highest number of votes shall be declared elected to that office.

ARTICLE VII - DUES

Section 1. The MEMBERSHIP YEAR of each member shall begin on January 1st. Anyone who joins during the last three months of the year will be carried over into the following year as fully paid.

Section 2. The DUES of this Club shall be as established by vote of the membership at a regular meeting of the Club. As of October 8, 2020, dues for Board members is \$50 per year per person. For the general public, Full and Affiliate members, \$30 per year for single members and \$50 per year for couples living at the same address who are not Board members.

Section 3. ARREARS. Any member in arrears for dues or other pledged obligations shall be automatically dropped from membership on the January 1st which would start the second year of non-payment. They shall, however, be notified of such action by first-class mail and email no later than April 1st following the above period of delinquency.

ARTICLE VIII - DISCIPLINE

Section 1. SUSPENSION FOR CAUSE. Any member may be dropped or suspended for causes other than non-payment of dues or other pledged obligation by two-thirds (2/3) vote of the members present and voting at a Board meeting, said discipline having previously been recommended by vote of the Board of Directors; and no member shall be dropped or suspended until he has had an opportunity to be heard by the Club at a regular meeting at which the Club has been notified such action is contemplated. Such notice and written specifications shall be served upon him at least fifteen (15) days prior to such meeting.

Section 2. REMOVAL FROM OFFICE. Any elected Officer of the Club who fails to perform the functions of his office may, upon recommendation by the Board of Directors be summarily removed from office by a majority vote of the members present and voting at a regular meeting of the Club to which meeting the delinquent Officer has been summoned to appear. Any such vacancy shall be filled forthwith in accordance with Article IV, Section 5 of the Constitution.

ARTICLE IX - RESIGNATIONS

Section 1. Any member wishing to withdraw from membership must tender his resignation, in writing, to the Financial Secretary, who shall report at the next meeting of the Club such resignation and the member's indebtedness, if any. If he is, then, not indebted to the Club in any way, his resignation may be accepted.

Section 2. Any Officer may submit his resignation in writing to the Club but the office shall not become vacant until such resignation has been duly accepted.

ARTICLE X - TERMINATION OF MEMBERSHIP

Section 1. Termination of membership, for any cause whatsoever, shall operate as a release of all right, title to, or interest in the assets, benefits, privileges and property of the Club. Nothing in this section shall be construed to affect the right of a hold of any evidence of indebtedness of the Club.

ARTICLE XI - QUORUM

Section 1. Fifteen (15) members in good standing shall constitute a quorum for the transaction of business by the Club.

Section 2. Seven (7) voting members of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE XII - PROCEDURES

Section 1. These By-Laws may be amended or revised in the same manner as is provided in Article VII, Section 1 of the Constitution.

Section 2. These By-Laws, or any part thereof, may be suspended for one Club meeting by the unanimous vote of the members present at that meeting provided, however, that not less than a quorum shall vote for such suspension.

ARTICLE XIII - PARLIAMENTARY PROCEDURE

Section 1. All questions of procedure arising, and not covered by these By-Laws, shall be determined in accordance with Roberts' "Rules of Order Revised."

ARTICLE XIV - NOTICES

Section 1. Notices required by these By-Laws to be given to members of the Club, except a notice and written specifications provided for in Article VII, Section 3, shall be deemed to have been sufficiently given if in writing and mailed to each member as his address shall appear on the records of the Club. Such notice, if inserted in any Club publication and so mailed to each member, shall be considered to be due compliance with this section.

ARTICLE XV - ORDER OF BUSINESS

Section 1. The order in which the business, coming before a meeting of the Club, shall be disposed of is as follows:

1. Salute to the Flag and pledge of Allegiance
2. Roll call of officers and board members
3. Reading of the minutes of the previous meeting and their approval.
4. Correspondence
5. Report of the Treasurer
6. Report of the Financial Secretary
7. Reports of Standing Committees
8. Reports of Special Committees
9. Unfinished business
10. New business
11. Good and welfare
12. Adjournment

ARTICLE XVI - SEAL

Section 1. The Seal of the Club shall contain the following words: [blank]. In addition, the seal may contain the emblem of the Republican Party.

ARTICLE XVII - DISTRIBUTION OF THE CONSTITUTION AND BY-LAWS

Section 1. A copy of this Constitution and By-Laws shall be presented to each member of the Club requesting it.