

New Braunfels Conservatives Bylaws

Adopted on July 27, 2020, by unanimous vote of the required quorum of members.

1st amended on September 19, 2022, by unanimous vote of the required quorum of members.

2nd amended on January 20, 2025, by unanimous vote of the required quorum of members.

ARTICLE I. NAME

The name of this organization shall be the New Braunfels Conservatives. The address of the club shall be P.O. Box 310008, New Braunfels, TX 78131-0008.

ARTICLE II. OBJECTIVES

The objectives of this organization shall be:

Section 1. To promote an informed electorate through political education.

Section 2. To increase the cause of good government.

Section 3. To facilitate cooperation among other Conservative organizations in Texas and to promote the welfare and growth of Conservative clubs nationwide.

Section 4. To foster loyalty and work to elect conservative candidates in all elections, to include non-partisan elections.

Section 5. To work for the election of the Republican Party's nominees on the local, state and national level.

ARTICLE III. POLICY

Section 1. This organization and its President and Campaign Activities Chairman shall not publicly endorse any candidate for office in contested Republican Primaries, Runoff Elections, Special Elections and non-partisan elections in which there are two or more Republican candidates unless it is voted on by the Board. ***Endorsement Exemption:*** This article pertains only to contests between Republican candidates for public office. Officers of this organization who are candidates, or whose spouse, or a member of their family are candidates, shall be exempt from this rule **but may not endorse in the name of the organization.**

Section 2. Individual members of this organization may work for any candidate of their choice in contested Republican Primaries, Runoff Elections and Special Elections **but may not endorse in the name of the organization.**

Section 3. This organization, its officers, and its members shall not issue statements or pass resolutions on controversial issues in the name of the club without first polling its members and obtaining a two-thirds (2/3) written vote of approval of the total membership.

Section 4. This organization shall not contribute any funds to a candidate for a primary or runoff election, prior to said election.

Section 5. Neither the club nor any individual member shall lobby using the name of New Braunfels Conservatives without the express written permission of the Board.

Section 6. The club shall not publicly endorse or work for a known candidate who is not Conservative in a partisan or non-partisan race where a Conservative is in the race. When more than one Conservative is in a non-partisan or partisan race, the club, club president or Campaign Activities Chairman shall not publicly endorse or work for any candidate in said race. An individual member that advocates a split party ticket or supports a candidate running on an opposition ticket shall not be admitted to or continue in membership.

Section 7. After the end of the filing period for any office and ending the day after the final election for that office, it is the policy of the New Braunfels Conservatives that all Conservative/Republican candidates for that office shall be treated fairly and equitably.

Section 8. No candidate shall use the New Braunfels Conservative logo in any political advertising without the express written approval of the Board.

Section 9. New Braunfels Conservatives will not endorse nor support a Republican candidate who has been declared ineligible by the Republican Party of Comal County and/or the Republican Party of Texas.

Section 10. This club shall be a Political Action Committee (PAC) and registered as such with the Texas Ethics Commission (TEC).

Section 11. This club may be dissolved by a two-thirds vote at any meeting of the local club, provided notice of the dissolution has been submitted in writing at the previous meeting and has been sent by mail to all members of the club. In the event of dissolution, the Board of Directors shall, after payment of all liabilities of the club, may distribute any remaining assets to other Conservative Clubs by vote of the Board. No assets shall be distributed to any member or officer of the organization.

Section 12. All officers and all committee chairs and vice chairs shall deliver all records, files, passwords, social media administrative rights, and properties of the club to the successor before December 31 of the year in which they are retiring from office, or within seven (7) days of leaving the position if earlier than December 31, unless otherwise directed by the club President or Executive Committee. Failure to meet the deadlines may result in the termination of membership by the club.

ARTICLE IV. MEMBERSHIP

Section 1. Eligibility: A member is a person who: believes in Conservative philosophies and the objectives of this organization. They shall pay annual dues. They shall be U.S. citizens. They shall be registered voters. They shall enjoy the full privileges of membership.

Section 2. To be eligible to vote for club business and/or club elections, a member must not be considered delinquent in payment of dues and must have attended at least one meeting.

ARTICLE V. DUES

Section 1. Membership dues run from January 1st to December 31st each year. Dues for continuing members shall be considered delinquent if not paid by March 31st. Membership dues can be paid in the following classifications: Primary, Primary Spouse, and Patriot Member. Dues shall be set annually by the Board with a majority vote of the Board.

Section 2. The fiscal year of the organization shall be January 1 to December 31.

ARTICLE VI. OFFICERS AND DUTIES

Section 1. All officers must be members. The elected officers shall be President; First Vice-President, Programs; Second Vice-President, Membership; Third Vice-President, Campaign and Legislative Activities; Fourth Vice-President, Fundraising; Recording Secretary, and Treasurer of the PAC.

Section 2. Duties of officers:

a. The President:

- 01) Shall preside at all meetings of the organization and the Board of Directors and Executive Committee.
- 02) Shall appoint, with the approval of the Board of Directors, all committee chairs except the Nominating Committee and those Standing Committees of which the Vice-Presidents are chairs.
- 03) Shall have the authority to reassign specific duties as necessary to accomplish tasks.
- 04) Shall be an ex-officio member of all committees except the Nominating Committee.
- 05) Shall prepare a program of action after consultation with the chairs of the standing committees.
- 06) Shall appoint a Parliamentarian, if needed.
- 07) Shall follow the check signing procedure as adopted by the membership.
- 08) Shall represent the organization at all times or designate someone as representative in their absence or inability to do so.
- 09) Shall appoint an annual internal Financial Review Committee of at least three (3) active members.

b) The First Vice-President shall serve as chair of the **Program** Committee, if established and active. They shall develop programs for each monthly meeting that will challenge, educate, train and strengthen members in areas that pertain to the political arena. They shall present program options on a quarterly basis for Board approval in advance of the quarter. They shall produce program information when the Board approves the programming to be publicized on club website and in social media. They shall perform the duties of the President whenever the President is absent or otherwise unable to serve.

c) **The Second Vice-President** shall serve as chair of the **Membership** Committee, if established and active.

01) Shall establish an annual membership committee with stated goals, to include a Welcome Team Leader, and be responsible for spearheading membership growth and recognition of new members.

02) Shall develop and implement membership programs and incentives and maintain the club membership roster.

03) Shall maintain an up to date membership roster of all members of the club.

04) Shall have the authority designated by the President to appoint an active member(s) to assist as deemed necessary with membership duties and maintaining an updated roster. Any appointed assistant(s) will not be a member of the Board of Directors.

05) Shall work closely with the PAC Treasurer to maintain accurate contact records of members including any updates, renewals, and new member contacts.

d) **The Third Vice-President** shall serve as chair of the **Campaign and Legislative Activities**, if established and active. They shall set goals for the club and encourage members to become involved in campaigns and to run for office. They shall maintain up-to-date lists of all Conservative/Republican candidates and shall be responsible for organizing candidate forums, and strive to increase club volunteer hours. They will work with the County Party to get volunteers when necessary. Enlist the help of a Primary member to offer back-up support for the position.

e) **The Fourth Vice-President** shall serve as chair of the Fundraising Committee, if established and active. They shall seek out fundraising opportunities within the community and come to the Board with Fundraising proposals. They shall oversee all Fundraising sub-committees as well as the resulting Fundraising events and activities at have been approved by the Board.

f) **The Recording Secretary:**

01) Shall keep a factual record of all proceedings of all meetings of the club and Board of Directors and Executive Committee, prepare and circulate minutes for the approval of the assembly and shall be custodian of the permanent records of this organization.

02) Shall have the final responsibility for and be permanent custodian of all correspondence of this organization as designated by the President.

03) Shall perform other such duties as the President may designate.

g) **The Treasurer of the PAC:**

01) Shall receive and act as custodian of all operational funds of this organization and shall pay all such bills upon authorization.

02) Shall keep an account of all monies received and disbursed and shall file a monthly report to the membership.

03) Shall have all financial records for the current fiscal year reconciled and complete no later than January 20 of the following year for the Internal Review Committee.

04) Shall be bonded, the bonding fee to be paid by the organization.

- 05) Shall be registered with the Texas Ethics Commission and file all reports required by the TEC in a timely manner to meet their deadlines.
- 06) Shall ensure that adequate records are available as required by the TEC and Texas election laws and shall file all reports required by them in a timely manner.
- 07) This club shall indemnify the Treasurer of the PAC, their heirs, executors, administrators and assigns against expenses, including attorney's fees, reasonably incurred by this position in connection with the defense of reason of being or having been Treasurer of the PAC, except in relation to matters to which they shall finally be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty.
- 08) Shall appoint, with the approval of the President, an Assistant PAC Treasurer who shall serve in the absence of the Treasurer of the PAC and perform all duties of the office. The Assistant PAC Treasurer will not be a member of the Board of Directors.
- 09) Any check in the amount of \$500.00 or more shall have (2) authorized signatures before being dispersed to payee. Those authorized to sign are: the PAC Treasurer, the President and one designated signee, at the discretion of the PAC Treasurer and upon approval of the President. The designated signee must be approved by the New Braunfels Conservatives Executive Committee.
- 10) They shall work closely with the Second Vice-President/Membership to maintain accurate contact records of members including any updates, renewals, and new member contacts.

h) The Immediate Past President

- 01) Shall serve in an advisory role to the Board and shall support the current President and the organization in a positive manner.
- 02) May serve as the Parliamentarian at the discretion of the current President and is encouraged to remain an active Primary member of the organization.

Section 3. The officers and committee chairs of this organization shall keep a permanent file of the reports, correspondence (to include emails), and activities pertaining to the office. At the end of the term of office, any and all original files, documents, emails, and property, along with a report of their activities, shall be given by each officer and chair to their successor no later than seven (7) days after their term expires or date of resignation. The only exception would be the PAC Treasurer, who will need to file the first report of the New Year to the TEC. Once the report has been submitted, all files will be given to the new PAC Treasurer the day after the outgoing PAC Treasurer has filed the TEC report, but no later than January 20.

ARTICLE VII. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. The Board of Directors shall consist of the elected officers, and the chairs of each of the standing committees. The immediate past president will serve as a non-voting advisory member. All officers and committee chairs shall be registered voters. All members of the Board of Directors may propose motions, have a voice, and a vote. A quorum of the Board of Directors shall be a majority of its membership.

Section 2. The Board of Directors shall have authority to transact business of the organization that may be necessary between meetings, to make recommendations as to policies, actions and

financial disbursements as the Board deems appropriate, and to advise the President. They shall also fill vacancies that occur between elections, by a two-thirds vote of the Board present and voting, provided that a quorum is present, with the exception of a vacancy in the presidency, in which case the First Vice President shall assume the office of President until the Board selects another member of its body and then shall elect the open Board position.

Section 3. The Board of Directors shall meet at the call of the President or upon request of one-fourth (1/4) of the total Board membership.

Section 4. The Board of Directors shall have the authority to remove by two-thirds (2/3) vote any of its own members of the Board who do not fulfill the duties of the position to which they were elected or appointed.

Section 5. The Executive Committee shall consist of all the elected officer. In case of emergency, the Executive Committee can act to fulfill the responsibilities of the organization. All actions of the Executive Committee shall be ratified by the full Board of Directors. A quorum of the Executive Committee shall be a majority of the elected officers. The President shall be authorized to call meetings of the Executive Committee or upon the request of any three members of the Executive Committee.

Section 6. The Executive Committee shall have the authority to remove permanently from membership by a two-thirds (2/3) vote any member of the Board of Directors, or individual member of the club, who does not support the policies and objectives stated in the bylaws of the club, is causing unnecessary division within the club or who is causing damage to the club's financial stability or reputation.

Section 7. A vote may be conducted by mail, email, or recorded video conferencing between meetings of the Board of Directors. A decision can be rendered only after written documentation has been received from a majority of the Board of Directors.

Section 8. A vote may be conducted by mail, email, or recorded video conferencing of the active members between general meetings. A vote may only be conducted upon prior approval of a majority of the Board of Directors.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees and their chairs shall be appointed by the president of the organization with the approval of the board, except those standing committees chaired by elected vice presidents.

Section 2. The Finance Committee shall be composed of the current officers. In addition, the current President may appoint one other member to the Finance Committee. The Finance Committee shall formulate the proposed budget and disbursement of candidate funds to present to the Board and general membership for approval. The Finance Committee shall perform other duties as deemed necessary by the board. The current President shall preside as chair.

Section 3. The Internal Financial Review Committee shall review the PAC Accounts of the current year no later than January 20 of the following year and shall submit a report to the board for approval. An Internal Finance Review Committee will consist of the President, the First Vice President, and at least two (2) other officers appointed by the President. The PAC Treasurer will be present at the internal review.

Section 4. Special Committees include: Nominating, Internal Financial Review, Finance, Bylaws, and any other special committees that may be deemed necessary by the President or the Board of Directors. Members of the Nominating Committee shall not succeed themselves. If there is a Parliamentarian, they shall serve as a voting member of the Bylaws Committee.

Section 5. The duties of the standing committees shall include those duties set forth by the President or Board of Directors.

Section 6. All Committees shall report to the club at regular meetings as deemed necessary by the President or the Board of Directors.

ARTICLE IX. MEETINGS

Section 1. Regular meetings of this organization shall be held once a month, unless otherwise ordered by the Board of Directors. At least five monthly meetings will be held yearly.

Section 2. Special meetings may be called by the President, the Board of Directors or upon the request of one-fourth (1/4) of the active membership. The purpose of the meetings is to be stated in the call and no other business shall be considered at the special meeting except that which is stated in the call to the meeting. The President will give seven (7) days' notice in writing prior to calling a special meeting.

Section 3. A quorum for a meeting of this organization shall be fifteen percent (15%) of the voting membership.

ARTICLE X. NOMINATIONS AND ELECTIONS AND TERMS OF OFFICE

Section 1. A Nominating Committee of not less than three (3) active members shall be selected and elected by the Board of Directors at the August meeting each year. The Nominating Committee shall elect its chairman from one of its own members. This Committee shall report one nominee for each office and the election shall be held at a meeting after their August work with the elections and the swearing in of new Officers at any regular membership meeting before December 31st of the current year. Prior consent of said nominees must be obtained prior to being nominated. Installation of the elected officers shall be held at a time determined by the Board of Directors. All officers shall assume the duties of their offices on January 1, with the exception being a resignation, in which case the newly appointed officer will assume the duties immediately upon a majority approval by the New Braunfels Conservatives Board of Directors.

Section 2. Nominations for office may also be made from the floor at the time the elections are held. Prior consent of those to be nominated must be obtained.

Section 3. Nominees shall be active members in good standing of this club and shall be in accord with the objectives, bylaws and policies of this organization.

Section 4. Elections shall be by ballot when there is more than one nominee for an office. When there is only one nominee, the election may be by voice vote.

Section 5. The term of office for Officers (President, Vice Presidents, Recording Secretary, and PAC Treasurer will be for one (1) year with a maximum of four (4) years (consecutively or non-consecutively) in the same position. Committee chairs shall be for one (1) year with a maximum of two (2) years in the same position. The term of office shall be from January 1 following election through December 31 or until their successors are elected. The date of the installation service is not required to coincide when the officers begin their respective duties and is set at the discretion of the Board of Directors.

Section 6. If an Officer position needs to be filled during the normal term of that office, the President can nominate a person to fill the unexpired term. The nominee must be approved by a majority of the Board of Directors at that time.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The latest edition of *Robert's Rules of Order Newly Revised* shall govern this organization in all proceedings except those inconsistent with the provisions of the bylaws and finance plan of this organization.

ARTICLE XII. AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of the active members present and voting at any regular or special meeting of this organization or adjourned session thereof, provided notice of the proposed amendment has been sent in writing to all members at least 30 days prior to the meeting.

Proviso –Bylaws changes are effective immediately after the vote of the membership as required by Article XII.

New Braunfels Conservatives Standing Rules

1. The November meeting shall be led by the outgoing President. During the meeting, they shall introduce the person who will install the newly elected officers. The newly-elected President and officers will be installed and then take office on January 1 of the following year.
2. The outgoing President may use the December Board meeting as a joint meeting of the outgoing and incoming Boards. At that time, the outgoing Board members will transfer information, documents and position tags to their incoming Board counterparts (except the PAC Treasurer).
3. The members of New Braunfels Conservatives are as follows:
Primary – By definition, Primary members are considered as members of New Braunfels Conservatives. Any Primary member who is active and not considered delinquent is eligible to run and/or hold an office or chair a committee in the organization.
4. The New Braunfels Conservatives roster is for the purpose of club business and may not be shared without the expressed written consent of the Board.
5. The yearly budget and any other financial documents will not be furnished to anyone outside those who are Primary members of New Braunfels Conservatives.
6. Members are considered in good standing and eligible to vote unless the member fail to pay dues by March 31, at which time the member will be considered delinquent.