



LOG CABIN
REPUBLICANS
OF HOUSTON

Bylaws of the Log Cabin Republicans of Houston

Preamble

The following are the rules and standard practices for the group known as “Log Cabin Republicans of Houston” (the “Organization”), a Houston-based Republican organization for LGBT conservatives and allies. The mission of Log Cabin Republicans of Houston is to advocate for our local Membership to build a stronger Republican Party. We promote the core values of limited government, individual liberty, personal responsibility, free markets, a strong national defense, freedom of religion, and equality for all Americans, regardless of sexual orientation or minority status.

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ARTICLE I – GENERAL

Section 1.1 – Organizational Purposes

The purposes for which Log Cabin Republicans of Houston is organized are:

- i. To revise the platform of the Republican Party of Texas to support pro-LGBT policies and legislation.
- ii. To support the attainment of elected office by pro-LGBT Republican candidates in all levels of government representing the Greater Houston area in whole or in part.
- iii. To promote an environment of tolerance of LGBT persons and issues among the general population of Republican voters in the Greater Houston area.
- iv. To support national Log Cabin Republicans (“National”) in their policies, practices, and endeavors.
- v. To engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

Section 1.2 - Non-LGBT Issues

The Organization may take official positions on non-LGBT equality-related issues with a two-thirds majority vote at a general meeting, with exception to support any issues supported by National. If time is of the essence and querying the Members is not possible due to urgent matters, the Board of Directors of the Organization (“the Board”) may adopt an official position with a two-thirds vote of the Board.

Section 1.3 - Corporate Governance

Notwithstanding any other articles of these Bylaws, any corporate governing authority not expressly vested by these Bylaws in the Membership or Members of the Organization is expressly reserved to the Board.

Section 1.4 – Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall guide the Organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Organization may adopt.

ARTICLE II - MEMBERSHIP

Section 2.1 - Members

The Organization is constituted by its Members. Members shall be in good standing and be current on all Membership dues. Membership shall be confirmed by a majority of the Board. Members shall demonstrate general support of Republican policies.

Section 2.2 - Dues

The Board shall have the authority to establish, disestablish, and define dues for each Member by majority vote. The Board may waive dues for Members on a case-by-case basis by majority vote. Members of the Board shall not be excused from paying dues, but in the event a Member of the Board cannot pay, the concerned party shall recuse himself or herself from the vote regarding waiving of his or her dues. The Board shall also have the authority to set up a dues-sharing system with National.

Section 2.3 - Rights of Members

Each Member shall have one vote in votes taken at meetings of Members and at meetings of committees of which he or she is a Member. Any Member may request a vote by roll call. Members may not vote by proxy. Members

may vote by phone with a one-day notice to the President or Vice President. Vote by secret ballot is required if requested and agreed to by a majority of Members present. To qualify to vote in elections of Directors and Officers of the Board and the LCR Texas Board ("State Board") Representative, Members shall have attended at least 3 meetings in the year preceding the election, one of which must be in the last quarter year. To qualify to vote in all other matters, Members shall have attended at least one meeting per calendar year.

Section 2.4 - Term of Membership

Membership shall begin on January 1st and end on December 31st.

Section 2.5 - Resignation and Termination

Any Member may resign by filing a written resignation with any Member of the Board. Resignation shall not relieve a Member of unpaid dues or other charges previously accrued. The Board shall have the authority to terminate any person's Membership by a two-thirds vote. The Board must provide one-week notice to the Member and an opportunity to be heard by the Board.

Subsection 2.5.1 - Reasons for Termination

Membership may be terminated for any of the following reasons: 1) theft of assets, including tangible assets such as monies, funds, and materials, and intangible assets such as confidential information, which includes Membership lists; 2) public defamation of the Organization; 3) working against the interests or goals of the Organization; or 4) subscribing to or endorsing a preponderance of policy stances antithetical to the Organization.

Section 2.6 - Meetings of Members

Subsection 2.6.1 - Frequency

The Board shall plan and hold meetings of Members no less than once a month, except where meetings must be cancelled or postponed due to holidays, traditions, and similar commitments. Other meetings as needed may be called by the Board with one week's notice by email to Members.

Subsection 2.6.2 - Quorum

The presence of one-third of the Membership of the Organization shall constitute a quorum for the transaction of business for a meeting of Members.

Subsection 2.6.3 – Time and Location

The Board shall set the time and location for any general meeting of the Members. If in-person meetings are not possible, video conference meetings may be substituted for in-person meetings.

Section 2.7 - Expectations of Members

Directors and Officers are required and Members are encouraged to not promote, volunteer for, donate money to, or otherwise aid the campaigns of opponents of candidates endorsed for general election races. If a Member out of good conscience cannot support an endorsed candidate, then he or she is free to abstain from involvement in the race.

ARTICLE III - BOARD OF DIRECTORS

Section 3.1 - General Powers and Responsibilities

The Organization shall be governed by the Board, consisting of the Directors and Officers of the Organization. The Board shall establish policies, directives, and positions governing business and programs of the Organization and

shall delegate to the Members, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Section 3.2 – Board Meetings

The President shall have the authority to call and preside over Board meetings, and shall call no less than one meeting each quarter year. In the absence of a President, the Vice President may call and preside over a Board meeting. In the absence of a President and a Vice President, a majority of the Board may call and elect a Member to preside over a Board meeting. Notice of each meeting shall be given to each Board Member not less than three days prior to the meeting. Board meetings are open to Members as observers. The Board may enter into an executive session by a two-thirds vote of the Board provided a one-day notice is given to Members.

Section 3.3 - Minutes

At meetings of the Board, business shall be transacted in such order as the President may determine from time to time. The Secretary shall prepare minutes of the meetings which shall be placed in the minute books of the Organization.

Section 3.4 - Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any other action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by two-thirds of the Board. Such consent shall be placed in the minute book of the Organization and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. Written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes.

Section 3.5 - Quorum

The presence of majority of the Members serving on the Board shall constitute a quorum for the transaction of business for a meeting of the Board. An act by the majority of the Board present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by these Bylaws or a law specifically requiring otherwise. A Board Member shall be considered present at any meeting of the Board if, during the meeting, he or she is in digital or telephonic communication with the other Board Members participating in the meeting.

Section 3.6 - Committees

The Board shall have the authority by a majority vote to create committees that are under the jurisdiction of the Board and assign duties to those committees. Committee chairs shall not have a vote on the Board.

Subsection 3.6.1 - Standing Committees

Standing Committees are permanent committees with the defined scope as noted below:

- i. **Lincoln Day Dinner** - This committee coordinates and plans the annual fundraising event.
- ii. **Fundraising** - This committee oversees the general external fundraising efforts year-round.

ARTICLE IV – DIRECTORS, OFFICERS, AND LCR TEXAS BOARD REPRESENTATIVES

Section 4.1 - Duties of Directors and Officers

The duties of the Directors and Officers of the Organization are outlined below. No person may hold more than one office. No paid Member shall be barred from running for office. The order of Directors and Officers below signifies the line of succession.

Section 4.2 - Officers

- i. **President** - The duties of this office include the promotion, growth, and stability of the Organization. The President shall organize, call, and preside over meetings of the Membership and of the Board and may exercise any other duty that is not delegated to another office in the Organization.
- ii. **Vice President** - The duties of this office include supporting the President in his or her endeavors and duties. The Vice President shall take over the duties of the President in his or her absence. The Vice President shall oversee the various standing or temporary committees established by the Board.
- iii. **Treasurer** - The duties of this office include the supervision of the monetary receipts and expenses of the Organization. The Treasurer shall receive all moneys on behalf of the Organization, deposit them in the Organization's bank, write checks on behalf of the Organization with the consent of the Organization and the signature of the President or Treasurer, maintain the books of the Organization, and provide reimbursement for expenses made by Members on the Organization's behalf. The Treasurer shall receive proof of expense before making reimbursement.
- iv. **Secretary** - The duties of this office include the maintenance of records concerning the Organization, including records under the care of other Directors and Officers. The Secretary shall take the minutes of meetings of the Members and of the Board, record the votes of Members during roll call votes, and make general meeting minutes available to the Members. The Secretary shall coordinate any votes by phone.

Section 4.3 - Directors

- i. **Communications Director (formerly Public Relations)** - The duties of this office include the maintenance of good relations with outside organizations, public figures, and the media, and maintenance of records of correspondence with the same. Duties also include maintaining social media accounts and coordinating the social media strategy.
- ii. **Membership Director** - The duties of this office include the growth of the Membership of the Organization. The Membership Director shall find and implement ways to increase the number of Members, and shall keep the rolls of Members and applications for Membership. It shall also be the duty of the Membership Director to provide a list of qualified Members that are eligible to vote in the Board election. It shall also be the duty of the Membership Director to annually compile a list of Members to be presented and approved for renewal at the Board meeting following the election of officers.
- iii. **Social Director** - The duties of this office include planning and organizing social events to grow comradery and fellowship between Members. The Social Director also maintains the Organization's website.

Section 4.4 – State Board Representatives

The President of the Organization shall become a representative to the State Board by default. If the President chooses not to accept this position, the successor would be the next Director or Officer in the line of succession. The second representative shall be elected at-large by Membership when Directors and Officers are elected. The term shall follow the term of Directors and Officers. Board Members are eligible for the at-large position.

Section 4.5 - Election of Directors and Officers

Elections of Directors and Officers shall be held at the general meeting of Members in January of each year. Members may nominate persons for Membership on the Board, which shall be agreed to by a simple majority of the Members present. If no candidate receives a majority of the vote on the first ballot, a runoff shall take place immediately between the two candidates receiving the most votes in the first ballot.

Section 4.6 - Obligations of Directors and Officers

Directors and Officers are expected to promote, volunteer for, donate money to, and otherwise aid the campaigns of endorsed candidates. Directors and Officers represent the Organization, as a whole, and should be mindful of their responsibilities.

Section 4.7 - Term of Service

Directors and Officers shall serve until the next annual election of Directors and Officers.

Section 4.8 - Vacancies

Vacancies arising before the next regular election of Directors and Officers shall be filled by election of the Membership at the next general meeting of Members.

Section 4.9 - Removal

A Director, Officer, or Representative may be removed by a two-thirds vote of the Members of the Board.

ARTICLE V - ENDORSEMENTS

Section 5.1 - General

Notwithstanding this Article, the Organization shall make no endorsement which contradicts the rules set forth by National. The Organization shall not make endorsements for statewide offices.

Section 5.2 - Eligibility

The Organization may endorse Republican candidates for elected office in Republican primary and general elections. Endorsements for elected office shall be made within six months of the election and no less than one month before the election. No candidate shall be eligible for endorsement by the Organization who is running in a partisan race and is not running as a Republican. No more than one candidate can be endorsed in the same race. Any successful candidate endorsed in a primary race is automatically endorsed for the subsequent runoff or general elections.

Section 5.3 - Screening

The Board, or a committee assembled by the Board, shall screen candidates for endorsement. No candidate shall be eligible for endorsement by the Organization without screening in person, except in extraordinary circumstances. The Secretary shall make a recommendation to the Members for races for which the Board screens candidates. The Board or the committee chairperson shall make a recommendation to the Secretary for dissemination to the Members for races for which a committee screens candidate.

Section 5.4 - Endorsements

Motions to endorse a Republican in a partisan election shall be approved by a majority vote at a general meeting of the Members. Motions to endorse a candidate in a nonpartisan election shall be approved by a two-thirds vote at a general meeting of the Members. Motions to endorse ballot measures, propositions, and constitutional amendments related to LGBT issues shall be approved by a majority vote at a general meeting of the Members. Motions to endorse ballot measures, propositions, and constitutional amendments related to non-LGBT issues shall be approved by a two-thirds majority vote at a general meeting of the Members.

Section 5.5 - Revocation

The Board may, by a majority vote, authorize the President to make a motion at a regular meeting of the Members to revoke a candidate's endorsement. Motions to revoke endorsements shall be ratified by a majority vote of Members present.

Section 5.6 - Publicity

Candidates may choose to receive our endorsement confidentially. The names of candidates receiving a private endorsement shall not be given to any person not a Member of the Organization. Private endorsements shall be restricted to Republican Primary elections.

Section 5.7 - Donations to Individual Candidates

The Organization shall not donate money to individual candidates due to applicable election laws.

ARTICLE VI - OTHER MATTERS

Section 6.1 - Fiscal Year

The fiscal year of the Organization shall be from January 1st to December 31st.

Section 6.2 - Books and Records

Books and records of the Organization shall be available to Members for review upon request. The books and records of the Organization are otherwise confidential.

Section 6.3 - Yearly Audit

At the close of the fiscal year, the Treasurer shall present the books of the Organization to the Board for inspection and ratification. Ratification of books shall be by two-thirds vote of the Board.

Section 6.4 - Social Media Access

Only Members of the Board shall have access to social media accounts.

Section 6.5 - Special Appointments

The Presiding Officer may appoint a parliamentarian and/or sergeant-at-arms at general meetings.

Section 6.6 - Organizational Asset Policy

It is the policy of the Organization that Directors, Officers, and Members are expected to protect the assets of the Organization and use them efficiently to advance the interests of the Organization.

ARTICLE VII - AMENDING AND REPEALING BYLAWS

Section 7.1 - Amendments

Any Members may propose amendments to these Bylaws which shall then be ratified by a two-thirds vote at two consecutive regular meetings of the Members. Such amendments shall add new Sections or Subsections, repeal existing Sections or Subsections, or amend existing Sections or Subsections.

Section 7.2 - Repeal

Any Members may propose the repeal of these Bylaws as a whole which shall then be ratified by a four-fifths vote at two consecutive regular meetings of the Members.