

BY-LAWS
of the
COLONIAL AREA REPUBLICAN MEN'S ASSOCIATION

As Adopted - September 19, 2019

ARTICLE I - NAME AND PURPOSE

Section I: This organization shall be named the Colonial Area Republican Men's Association, hereafter referred to as "CARMA" or the "Association." The purpose of CARMA shall be to promote and advance Republican principles and candidates and to encourage voter participation in Republican Party affairs, primaries, and general elections. CARMA shall be organized as a political committee under the authorization of the Virginia Department of Elections and its State Board of Elections in consonance with its required financial reporting system. CARMA shall be dedicated to community improvement and leadership through Republican political candidates and may pursue activities appropriate to this end.

Section II: As a matter of general policy, CARMA shall not endorse or support any particular candidate for office during the process leading up to a Republican primary election.

ARTICLE II - MEMBERSHIP AND DUES

Section I: Membership

- (a) Membership in CARMA shall be open to all male voters in the State of Virginia who profess to be Republicans, and who complete and submit a membership application which includes the name of his CARMA member sponsor, along with the applicant's check/cash for dues. Members in good standing shall have the right to vote in any CARMA election of the general membership on any issue before such general membership. They may be nominated and elected or appointed (as may be appropriate) as an officer or senior advisor member of the CARMA Board of Directors.
- (b) CARMA members must consider themselves as morally barred from publicly campaigning for any specific opponent of a Republican candidate in a general or special federal, state, or local election. Publicly campaigning for or monetarily supporting a Democratic Party candidate or for an independent candidate opposing a Republican candidate in a federal, state, or local election may be grounds for expulsion. Whom a member votes for in an election is a matter of personal privilege and shall not be infringed.

Section II: The dues for all CARMA members shall be recommended by the Board of Directors and approved by the President. Annual dues are for one year from the month a member joins or pays his annual dues.

Section III: Expulsion

- (a) A CARMA member may only be expelled from membership for flagrantly egregious political, criminal, or moral cause which is contrary to CARMA's mission, values, and/or goals. The President, with the administrative assistance of the Secretary, shall have the sole responsibility for initiating an inquiry to determine whether such cause exists in any matter with respect to a particular CARMA member or members.
- (b) If a preliminary investigation by the President and Secretary indicate such cause for expulsion may exist, the President shall call a special meeting of the Board of Directors to decide the matter. Such a meeting of the Board shall not be open to the public or any non-Board CARMA member not directly involved in the proceedings.
- (c) The member(s) alleged to have committed such grievous cause for expulsion shall be notified in writing of the allegation(s) against him, as well as the date, time, and location of the expulsion meeting and the names of any witnesses who may be called to speak against his alleged conduct. Such notification to the member(s) shall initially be made by telephone and followed up by a certified letter with return receipt, and personal email to the member's email of CARMA record. The member(s) shall be informed of and afforded the opportunity to attend the special meeting, contest the allegation orally and/or in writing, and be represented by counsel of his choosing and at his personal expense, if any, should he so desire. Failure of the member to respond to the allegation communications or to attend the expulsion meeting shall be recorded in the Board minutes of the meeting, but shall not be cause to delay any action by the Board should the Board choose expulsion or some lesser punishment.
- (d) The question of expulsion or some lesser action shall be decided by a three-fourths majority of all current voting CARMA Board of Directors members, whether present or not, at a Board special meeting specifically called for such purpose. Proxies shall not be used for absent Board members at such a meeting. The minutes of this Board meeting shall not be made public nor shall any member of the Board convey in any manner, publicly or privately, the name of any member who might suffer expulsion or other action for cause. Failure by a Board member to honor this latter provision may itself be grounds for expulsion or other disciplinary action by the Board.

ARTICLE III – OFFICERS AND SENIOR ADVISORS

Section 1: The elected and appointed officers of CARMA and members of the Board of Directors for CARMA shall be President, Vice President for Information Technology, Vice President for Programs and Speakers, Vice President for Membership, Secretary, Treasurer, Assistant Treasurer for Luncheons, Chaplain, and such Senior Advisors as required to by the President to complete a Board of Directors totaling thirteen (13) members. Senior Advisors shall include five current members of CARMA with special consideration given to past CARMA Presidents. No person shall hold more than one office at any one time. Terms for all offices shall be two years or until a replacement is elected or appointed. Normal terms of office begin in January of even numbered

years. The President, at his discretion, may appoint such non-voting *Senior Advisor Emeritus* as may be deemed in the best interests of CARMA. Officers and Senior Advisors who are unable to be available for most luncheons and Board meetings may be replaced as deemed appropriate by the President with the prior advice and consent of the Board.

The President shall be the only member-elected officer. All other officers and senior advisors will be appointed by the President with the advice and consent of the current Board of Directors. Newly elected and appointed officers and senior advisors shall take office and assume their duties at the Annual General Meeting in January each even numbered year or as otherwise may be required. The President or any Vice President/ Treasurer may call a Special Meeting to select a new President when an out-going President resigns prior to the normal completion of his current term. In all cases relating to the election of the President, the Board of Directors will canvas the membership for nominees, vetting such nominees to make a recommendation to the even year Annual General Meeting or a Special Meeting called for electing a new President.

Section 2: The duties of the officers and senior advisors

- (a) President: The President shall preside at all regular, annual and special meetings of CARMA and of its Board of Directors, shall appoint and remove all appointed officers and senior advisors subject only to the prior advice and consent of the current Board of Directors, and shall be responsible through his leadership and authority for the efforts, achievements and development of CARMA. The President shall coordinate with other local and state Republican entities and personages, including political activities with other Republican clubs and organizations. The President may establish and appoint a vice president or a non-Board member to chair any required *ad hoc* committee, and shall be an *ex-officio* member of any such appointed committees. The President shall be responsible for the leadership of CARMA's Republican political activities.
- (b) Vice President for Information Technology: This Vice President is responsible for maintaining the CARMA website and blog in a current and informative manner. He shall also insure that all required information technology licenses, domain names, and similar matters are kept current and invoices for same are submitted to the Treasurer for payment on a timely basis. The CARMA website will, among other information, contain the names of the President and all members of the Board of Directors, including their contact information. In addition, the Vice President for Information Technology shall assume the duties and responsibilities of the President in the absence or incapacity of the President and shall, in an acting capacity, automatically and temporarily assume the office of President in the event of death, resignation, or removal of the President.
- (c) Vice President for Programs and Speakers: This Vice President is responsible for obtaining and coordinating guest speakers for CARMA Luncheons and such other programmatic activities as fund-raiser events and dinners. This entails contacting and obtaining commitments for speaking engagements, obtaining personal biographies in advance of agreed speaking engagements, obtaining the name of any accompanying aide, and obtaining their menu choices at least one week prior to the event and providing same to both the

Treasurer and the Assistant Treasurer for Luncheons.

- (d) Vice President for Membership: This Vice President is responsible for all facets of obtaining and retaining the CARMA membership. He reproduces and makes available membership applications, transmits new member applications and accompanying funds to the Treasurer, welcomes new members attending their first CARMA Luncheon as a member, and presents new members with a CARMA Crucible in celebration of their new member status. He is responsible for maintaining the CARMA Member Application Files of current and former members. When notified by the Treasurer of non-payment of renewal dues by a current member, he shall personally make or arrange contact of the member by telephone and email to endeavor to persuade him to renew his membership and reports the results of his efforts to the President, Treasurer, and the Board of Directors by email.
- (e) Secretary: The Secretary shall write and keep the official minutes of all meetings of CARMA and the Board of Directors and circulate such minutes to the Board for comment and accuracy before posting to the CARMA website to make them available to the membership at large. He shall maintain the reports of committees and other records of CARMA, other than the Treasurer's records and the Vice President for Membership's member application files. He shall conduct the correspondence of the organization as directed by the President or by resolution of the Board of Directors or membership, shall maintain the official digital and paper copy of the current and previous iterations of the CARMA By-Laws, and shall perform such other administrative duties as may be assigned by the President.
- (f) Treasurer: The Treasurer shall be responsible for maintaining all CARMA funds in appropriate bank accounts. The Treasurer shall also be responsible for collecting the dues of the members and providing a written income statement of the state of all funds at the end of previous calendar year at the first meeting of the Board of Directors each year and at such other Board and regular meeting of CARMA as may be required by the President. The Treasurer will also provide a proposed budget for the new calendar year for consideration by the Board of Directors at their first meeting in the new calendar year. The President may require an audit of the Association financial records by an *ad hoc* committee of the Board of Directors at any time as may be deemed appropriate. The Treasurer is responsible for filing all required financial reports to the Virginia State Board of Elections of the Virginia Department of Elections on a timely basis as scheduled by them. The Treasurer or Assistant Treasurer shall have the authority to make all normal and regular deposits and disbursements determined to be valid, maintaining copies of invoices paid and deposits made. The Treasurer is responsible for maintaining the CARMA Membership Rolls, preparing dues notices to individual members, and providing current membership lists upon request by any officer or member.
- (g) Assistant Treasurer for Luncheons: The Assistant Treasurer shall act for the Treasurer when he is not available and shall make normal disbursements and deposits as may be required by the Treasurer. The Assistant Treasurer shall serve as CARMA's liaison to the monthly luncheon restaurant, informing said restaurant of the number and meal types to be prepared

in accordance with reservations made by all individual members and guests desiring to attend. The Assistant Treasurer shall maintain a luncheon cash box and the containers for the CARMA name tags, insuring name tags are available for all members and guests at the luncheons.

- (h) Chaplain: The Chaplain leads the CARMA Luncheon blessing at the beginning of CARMA Luncheons and endeavors to gather & distribute information by email, CARMA website, and/or CARMA blog to the membership on the status of sick and infirm members.
- (i) Senior Advisors: Subject to the advice and consent of the Board, the Senior Advisors are appointed by the President to the Board of Directors for their wisdom, insight, and experience germane to overall health of CARMA and Republican leadership in local, state, and national levels of the Republican Party. Past Presidents are an important, but not the only source of Senior Advisors on the Board.

Section 3: Any Board member, including the President, may resign by submitting a written resignation to the President and Board of Directors, or, in the case of the President, to the Vice President for Information Technology. Such resignation shall become effective at the expiration of ten (10) days from the date of receipt or when accepted by the President, whichever occurs first. Acceptance of the resignation of the Treasurer shall be subject to an audit of the records and accounts of the funds. A vacancy of any Board member, except President, shall be filled by appointment for the unexpired term by the President, subject to the prior advice and consent of a majority vote of the Board of Directors at a regular meeting, special meeting, or by a telephonic and/or email canvas of each member of the Board of Directors, for the unexpired term.

Section 4: Removal of any elected or appointed officer for lack of participation in CARMA affairs may be effected by a majority vote of the members of the Board of Directors present at a meeting called by the President. The removal will be effective immediately following a vote for removal. Any officer absent from six (6) consecutive Board of Directors and/or Regular Meetings may be considered for removal by the Board of Directors. Any vacancies thereby created shall be filled by the President with the prior advice and consent of the Board of Directors for the duration of the unexpired term(s).

ARTICLE IV - BOARD OF DIRECTORS

Section 1: The Board of Directors (the "Board") shall be composed of the elected and appointed officers of CARMA, the immediate Past President Senior Advisor, and four additional Senior Advisors as may be appointed by the President subject to their individual availability and the advice and consent of the current Board. If there is no immediate Past President, or if the Past President is unable to serve, an additional Senior Advisor will be appointed by the President. All members of the Board of Directors must be members in good standing of CARMA. The Board shall meet annually in January and such other times as the President may require in consonance with his duties as expressed or implied in the By-Laws.

Section 2: The Board shall serve under the President's leadership as the principal policy-making

group. It shall have control, by majority vote, of all the affairs, properties and funds of CARMA in all respects, unless otherwise provided herein or otherwise directed by a vote of the membership. Any extraordinary expenditure outside the regular adopted budget, as may be proposed by any member or committee, and which would require any expenditure of CARMA funds, shall, at minimum, require coordination with and the endorsement of the Treasurer and the consent of the President.

Section 3: The Board shall consider, make such changes as necessary, and give its advice and consent for the annual operating budget during the January meeting of the Board for the coming year, with such consent and budget summary being officially noted in the minutes of the Board meeting. A written summary of such approved budget shall be made available to any CARMA officer or member upon request to the Treasurer.

Section 4: The Board shall receive and review all reports of all standing, *ad hoc*, or other committees and may advise and instruct committees to conduct and study particular activities or projects.

Section 5: All Board decisions made in Board meetings shall be recorded by the Secretary in the Board meeting minutes. All Board discussions including those leading to decisions shall be briefly summarized in the minutes.

Section 6: Board meetings may be called at any time and place by the President or upon the written request of a two-thirds (2/3) majority of the Board.

ARTICLE V - COMMITTEES

Section 1: Standing Committees: The President and/or the Board of Directors may establish such standing committees as may be deemed necessary. The President shall appoint Chairs of the standing committees, and they may obtain such support from the membership as may be necessary to efficiently and effectively execute their duties. The Chairs are empowered to assign Vice Chairmen and sub-committee Chairmen duties as may be needed.

Section 2: Special Committees: The President and/or the Board of Directors may establish such *ad hoc* special committees as may be deemed necessary. A Vice President or other member can be the Chair of such special committees and may appoint Vice Chairs as appropriate from the membership. Special committees may be established to deal with temporary problems or unique opportunities, particularly in the realms of programs, funding, candidates, and legislative issues.

ARTICLE VI - MEETINGS

Section 1: The following defines the official meeting process for CARMA. All members are invited to attend the Regular, Annual and Special meetings.

- (a) Regular Meetings shall be held at monthly CARMA Luncheons except during August

and December during the calendar year or as otherwise decided by the President with the advice and consent of the Board.

(b) The Annual Meeting shall be held during the month of January of each year at the regularly scheduled CARMA Luncheon, or alternatively at such time and place determined by the President. If for any reason this meeting cannot be held in January, it shall be held as soon thereafter as possible. The annual meeting quorum shall be met if it consists of a majority of the current Board of Directors and at least ten (10) other non-Board members.

(c) Special Meetings may be called by the President or a majority vote of the Board of Directors at any time or upon the written request of at least twenty-five (25) percent of the membership.

Section 2: Notice of Regular, Annual, and Special Meetings shall be provided to all members prior to the date of the scheduled meeting through the monthly President's Letter to the membership, by CARMA email to the membership, and/or announcement in the CARMA website .

Section 3: Quorums: The annual meeting quorum shall be met if it consists of a majority of the current Board of Directors and at least ten (10) other non-Board members. At any other meeting of the membership, presence of at least ten (10) members in good standing, three (3) of whom are not on the Board, shall constitute a quorum for the transaction of business.

ARTICLE VII - VOTING AND ELECTIONS

Section 1: On or before September 30th of each odd calendar year, the Board of Directors shall query the President to determine his desire to run for an additional term. The Board shall then announce his candidacy for re-election in the next President's Letter and on the CARMA Website and invite other members to offer themselves for election as President should they desire to compete for the position. Such notification must be made to a member of the Board before November 1st. If the President does not desire to stand for another term, the President shall appoint three members of the Board to serve as a Nominating Committee which shall canvass the membership for members who are interested in being elected CARMA President at the Annual Meeting. Recommendations from the membership will be accepted until December 1st of each odd calendar year.

Section 2: To be eligible to participate in a CARMA election for President, as a candidate or simply as a voter, members must be in good standing including being current in their dues. Candidate(s) for President must be vetted by the CARMA Board, who shall make recommendations on all candidates whom asked to be considered for President. After the Board reports to the members at the meeting on the results of their vetting process, the President will entertain motions and seconds for vetted candidates. Only candidates vetted by the Board of Directors prior to the Annual Meeting can be nominated from the floor of the meeting. Attempts to nominate non-vetted candidates from the floor shall not be entertained.

Section 3: Elections shall be held at the Annual Meeting in January of each even calendar year and shall be by secret ballot unless there is only one candidate. For the election of President at the

Annual Meeting, a candidate may address the membership for not more than three (3) minutes. Any candidate for election may designate an observer to monitor the vote counting by the tellers in the secret balloting.

Section 4: Voting in a contested election shall be conducted by the outgoing President, or acting President, who shall appoint two tellers to count the vote. A blank official CARMA ballot will be prepared by the Secretary in advance and used in contested elections. If only one candidate for the President's office is duly nominated (the office is not contested), the President shall declare the candidate duly elected following a motion and second to elect by acclamation. If there is a contested election, the Secretary shall distribute ballots to eligible voters. After everyone has voted, the Secretary will collect the ballots and give them to the tellers for counting under his direct supervision. The result of the tally of these votes will be announced immediately at the Annual Meeting. In the event of any challenge to any candidate or voter, the President will immediately appoint a Credential Committee to investigate the challenge and report to the President, who will then immediately decide on the validity of the challenge.

Section 5: Following the election, the new President shall immediately commence his duties for the rest of the Annual Meeting and serve his two year term of office until the next even year Annual Meeting.

ARTICLE VIII - AMENDMENTS

Section 1: Any amendment to or repeal of CARMA's By-Laws or any provision thereof, may be proposed by any member in good standing, provided it is proposed in writing and submitted to the President. Such proposed amendments shall be immediately referred to the Board of Directors for consideration and possible action.

Section 2: Any proposed amendment to or repeal of the By-Laws or any provision thereof must be affirmed by three-fourths (3/4) of the current membership of the Board of Directors present or represented by proxy and voting at a Board meeting. Any Board approved amendment to or repeal of the By-Laws must be ratified by two-thirds (2/3) of all the members present at the next regular meeting of CARMA, at which time, if approved, it shall become effective and in force. The Secretary will then cause the amended or revised By-Laws to be duly updated and posted on the CARMA website.

ARTICLE IX - RULES OF ORDER

All meetings shall be conducted under relaxed rules of order as determined by the President except where otherwise may be specified in the By-Laws.

AUTHENTICATION:

<u>Arthur A. Garrison</u>	<u>9/19/2019</u>	<u>Terry D. Ricks</u>	<u>9/19/2019</u>
CARMA Secretary	Date	CARMA President	Date