

**BYLAWS
OF THE
MISSOURI REPUBLICAN STATE COMMITTEE**
Adopted by the MRSC February 10th, 2007

**ARTICLE I
NAME**

Section 1. Name

The name of this organization shall be the Missouri Republican State Committee.

**ARTICLE II
ORGANIZATION AND OBJECTIVES**

Section 1. Organization

The Missouri Republican State Committee, (MRSC), as established by RsMo §115.621 and 115.623, shall be the supreme governing body of the Missouri Republican Party. All other statutorily provided Republican political party organizations shall be subordinate to the MRSC.

Section 2. Objectives

The objectives of the MRSC shall be:

- a. To support the Constitution and laws of the United States of America and the Constitution and laws of the State of Missouri to the end that government shall be truly and in fact "a government of the people, by the people and for the people."
- b. To foster loyalty to the Republican Party and to promote its principles and candidates in all elections.
- c. To facilitate cooperation among the National, State and local Republican Committee, by including but not limited to: maintaining close communication with members of the County Committees, Legislative Committees, Senatorial Committees, Judicial Committees, and Congressional Committees and assisting the State Chairman, Executive Director, Finance Director and the Missouri Republican Party staff members in their efforts to raise funds, recruit candidates, communicate with local Republican leadership and to develop and implement programs for building and strengthening the Republican Party in the State of Missouri.

**ARTICLE III
MEMBERSHIP**

Section 1. Regular Members

Members of the MRSC shall be those Committeemen and Committeewomen duly elected pursuant to RsMo §115.621.3 and 115.623.

Section 2. Ex-Officio Members

Ex-officio members shall be the State Chairman or President of the Missouri College Republicans, Missouri Young Republicans, Missouri Federation of Republican Women, Missouri Federation of the Grand Order of Pachyderm Clubs, the National Black Republican Council-Missouri, and the Hispanic Republicans of Missouri.

Section 3. Vacancy

Any vacancy in the MRSC shall be filled by election at a meeting duly called by the Senatorial District Committee in which the vacancy occurs pursuant to RsMo §115.621.3 and 115.623.

Section 4. Removal

The MRSC, in exercise of its right to (a) control its internal affairs, (b) exercise its right of free association, and (c) be the sole judge of the qualifications of its members, and while balancing the citizens' right to effective suffrage, may remove one of its members only upon compliance and completion of the following procedures:

- a. Any five duly elected and seated members of the MRSC may move by notarized writing to remove a member. The writing, in form of a complaint, shall state the reasons for the removal, and may include appropriate attachments. The writing shall state that the complaint is based on the movants' due investigation of the matter and either their personal knowledge of the material or their reasonably formed belief in the facts relevant to the complaint. The members seeking removal shall submit their complaint to the State Chairman. The State Chairman shall within five (5) business days deliver copies of the complaint and attachments to the members of the Executive Committee.
- b. Specific actions complained of may include, but shall not be limited to, information that the member has missed four consecutive meetings of the MRSC without valid excuse or proxy, that any court of competent jurisdiction has found that the member has engaged in an act of moral turpitude, that the member has acted in a manner contrary to the objectives of the MRSC as defined in the Bylaws of the MRSC, or that the member has prevented the conduct of MRSC business in an orderly manner. In any case, the movants must state that in their prudent judgment the actions complained of meet the following standard: that the actions would cause a loss of confidence by the public in the proper functioning of the committee as a statutorily functioning body, and/or that the actions complained of would negatively affect the State Committee's ability to pursue the objectives of the State Committee as stated in the Bylaws.
- c. The Executive Committee shall engage in a prompt summary investigation of the facts alleged in the complaint. The Executive Committee shall then determine whether the complaint appears to have a reasonable basis in fact and if the allegations would warrant removal. The standards for removal are outlined in (b) above. The Executive Committee may consider other relevant factors. Upon a two-thirds (2/3) vote of the Executive Committee in support of the complaint, the complaint shall be referred to the MRSC for final resolution. If the Executive Committee fails to achieve a two-

thirds (2/3) vote in support of the complaint, the motion shall have failed and the matter shall be deemed concluded with the member continuing to hold his or her seat. The Executive Committee may, but need not, issue a written statement with the reasons for its actions. The Executive Committee shall not act in an illegal discriminatory manner.

- d. Upon a two-thirds (2/3) vote of the Executive Committee in support of the complaint, the Executive Committee shall set the motion for removal for hearing at the next regular or special meeting of the MRSC, but with a minimum of thirty (30) days notice. The Executive Committee shall also promptly cause to be sent to all members of the MRSC a copy of the movants' original complaint, a copy of the record of votes of the Executive Committee on the complaint, and a notice of a hearing on the complaint. These shall be sent to the last known address of the member subject to the complaint both by certified mail and by regular mail. The notice will state that the member will have an opportunity to be heard and to have counsel. No allegation of non-receipt of the documents by any member, including the member subject to the motion, shall cause delay of the hearing.
- e. The Executive Committee shall appoint a member or members to present the motion for removal. The MRSC shall hear the motion for removal. The member subject to the motion shall have the opportunity to be heard and to have counsel. The MRSC shall consider all reasonably relevant factors in its deliberations.
- f. After appropriate debate, the MRSC will vote on the motion for removal. The standards for removal are outlined in (b) above. A positive vote of two-thirds (2/3) of the duly elected members shall cause removal of the member immediately and a vacancy shall exist on the MRSC. If the motion fails to obtain a vote of two-thirds (2/3) of the duly elected members of the MRSC for removal, the motion shall have failed, the matter shall be deemed concluded, and the member shall continue in his or her seat. The State Committee shall not act in an illegal discriminatory manner.

ARTICLE IV EXECUTIVE COMMITTEE

Section 1. Executive Committee

The Executive Committee of the MRSC shall consist of the Chairman, Vice Chairman, Secretary, Treasurer, State Finance Chairman, one member of the MRSC from each Congressional District as appointed by the State Chairman and approved by the MRSC and other such persons, not to exceed four persons, as the Chairman may designate and the MRSC approve.

Section 2. Duties of the Executive Committee shall be:

- a. To meet no less than just prior to each regular or special meeting of the MRSC on the Call of the State Chairman, or Vice Chairman acting as Chairman.

- b. To review and make recommendations regarding the election cycle plan as proposed by the State Chairman.
- c. To review and make recommendations regarding the budget as proposed by the State Chairman.
- d. To advise the Chairman concerning matters relating to the MRSC.
- e. To report back to the MRSC.

Section 3. Quorum and Proxies

- a. A quorum of any meeting of the Executive Committee shall consist of a majority of the members thereof.
- b. Proxies shall not be allowed in any meeting of the Executive Committee of the MRSC.

**ARTICLE V
OFFICERS AND THEIR DUTIES**

Section 1. State Committee Reorganization – Officers

As established by RsMo §115.623, the members of the MRSC shall meet at a time and place to be designated by the current MRSC Chairman which shall be held no earlier than two weeks following the election of members to the MRSC. At the meeting the Committee shall elect a Chairman and a Vice-Chairman, one of whom shall be a woman and one of whom shall be a man, and who may or may not be voting members of the committee. The Committee shall also elect a Secretary and a Treasurer, one of whom shall be a woman and one of whom shall be a man, and who may or may not be members of the Committee. The elected officers shall serve until the next organizational meeting. No candidate may run simultaneously for more than one office.

Section 2. Duties of the State Chairman

The duties of the State Chairman shall be:

- a. To preside at all meetings of the Executive Committee and the MRSC.
- b. To appoint a State Finance Chairman as ratified by the MRSC to serve at the pleasure of the Chairman.
- c. To appoint all subcommittees.
- d. To prepare an election cycle plan of action for presentation to the Executive Committee.
- e. To prepare an annual budget for presentation to the Executive Committee.
- f. To appoint a Parliamentarian and Sergeant at Arms.
- g. To serve as ex-officio member of all committees.
- h. To employ an Executive Director as salaried personnel.
- i. To instruct and supervise, as may be needed, the Executive Director in the employment of such personnel as may be necessary to conduct the business of the MRSC.
- j. To sign each warrant for expenditure from the treasury. The State Chairman may delegate his authority to sign warrants to the Executive Director.

- k. To fulfill his position on the Republican National Committee as provided to the State Chairman in Rule Number (1) of the rules of the Republican National Committee.

Section 3. Duties of the Vice Chairman

- a. The Vice Chairman shall preside at meetings of the MRSC in the absence of the State Chairman
- b. In the absence of both the State Chairman and Vice Chairman, either respectively, may designate another member of the MRSC to preside in his place. If the State Chairman and Vice Chairman have not designated a representative to preside in their place, the committee members shall select from among themselves a temporary chairman to preside at such meeting.
- c. The Vice Chairman shall perform such other duties as may be assigned to the Vice Chairman by the State Chairman
- d. The Vice Chairman shall perform the duties of the State Chairman in the event the State Chairman is unable to perform his duties, and provided that the Executive Committee has approved such assumption of his duties by 2/3 vote.

Section 4. Duties of the Secretary

- a. The Secretary shall keep the minutes of all meetings of the MRSC and the Executive Committee. All records of the Secretary are official records of the MRSC.
- b. The Secretary shall mail the minutes of any regular or special meeting to all MRSC members no later than thirty (30) days following the date of each said meeting.
- c. In the event of temporary absence of the Secretary, the State Chairman or presiding officer shall appoint one of the members of the MRSC to act as Secretary for that meeting.
- d. In the event the Secretary cannot fulfill his duties due to incapacity, death, resignation or removal, the State Chairman shall appoint a temporary Secretary to serve only until the next MRSC Meeting wherein the MRSC shall elect a Secretary to fill the unexpired term.

Section 5. Duties of the Treasurer

- a. The Treasurer shall receive all monies and disburse the same. He shall keep proper books of all receipts and disbursements. The Treasurer shall report or have reported to him at each regular and special meeting of the MRSC all receipts and disbursements since his preceding report.
- b. All records of the Treasurer are official records of the MRSC and shall be open to inspection by any member of the MRSC at any reasonable time.
- c. The Treasurer shall submit his records for an annual audit by a certified or registered public accountant, as ordered and approved by the MRSC.
- d. The Treasurer shall give bond sufficient to cover the maximum amount of money likely to be held by the MRSC. The cost of the bond is to be paid by the MRSC.

- e. The Treasurer shall sign all checks for disbursements only upon duly authorized warrants signed by either the State Chairman or the Executive Director.
- f. In the event the Treasurer cannot fulfill his duties due to incapacity, death, resignation or removal, the State Chairman shall appoint a temporary Treasurer to serve only until the next MRSC Meeting wherein the MRSC shall elect a Treasurer to fill the unexpired term.

Section 6. Officers' Records

All officers and all subcommittee chairmen shall deliver all records, files and properties of the MRSC to their successors.

Section 7. Vacancy in Office of Chairman

As established by RsMo §115.623, in the event a vacancy shall occur in the office of chairman, a vacancy shall also be declared in the office of vice chairman and a new election shall be held for filling the vacancies of both chairman and vice chairman, one of whom shall be a woman and one of whom shall be a man, and who may or may not be voting members of the committee. Notwithstanding the foregoing, the Vice-Chairman shall act as Chairman until the vacancy in the office of Chair is filled.

ARTICLE VI

NATIONAL COMMITTEEMAN AND NATIONAL COMMITTEEWOMAN

Section 1. Election

The National Committeeman and the National Committeewoman shall be elected in accordance with Rule (2) of the rules of the Republican National Committee.

Section 2. Vacancy

- a. Vacancies in the offices of National Committeeman and National Committeewoman shall be filled by the National Republican Committee upon nomination by the MRSC.
- b. In the event of a vacancy in either of said offices, the State Chairman, Vice Chairman, or any twenty-nine (29) members of the MRSC shall call a special meeting within thirty (30) days after such vacancy occurs for the purpose of making a nomination to fill the vacancy; provided, however, in the event a regular MRSC meeting occurs within thirty (30) days, but no less than fifteen (15) days, after a vacancy in said offices, the nomination shall be made at such regular MRSC meeting.

ARTICLE VII

EXECUTIVE DIRECTOR

Section 1. Executive Director

- a. There shall be an Executive Director of the MRSC, who shall be selected by the Chairman and ratified by the Executive Committee. The Executive Director shall serve until his resignation shall have been accepted by the Chairman or until his removal from his position.

- b. The Executive Director shall not be engaged in any outside employment without approval of the Executive Committee or in any business or vocation, which might create the appearance of a conflict of interest or damage the reputation of the Republican State Committee.
- c. The Executive Director shall fulfill all duties and responsibilities as assigned by the Chairman.
- d. The Executive Director serves solely at the pleasure of the Chairman. He may only be removed by the Chairman upon ratification of the Executive Committee.

ARTICLE VIII REMOVAL OF OFFICERS

Section 1. Removal of Elected Officials

Any elected officer of the MRSC may be removed from office by the State Committee. Such removal must be done at a duly convened meeting of the MRSC and provided:

- a. Notice of such proposed removal be mailed to every member of the State Committee at least fourteen (14) days prior to said regular meeting; and
- b. That two-thirds (2/3) vote of the MRSC present at the meeting in person or by proxy vote for the removal; and
- c. The notice of such proposed removal shall be given by certified or registered mail to each MRSC member at his last known address.

ARTICLE IX MEETINGS

Section 1. Regular Meetings

Regular meetings of the MRSC shall be held in February, June and September of each calendar year. All regular June and September meetings shall be held in Jefferson City, Missouri unless otherwise designated by the State Chairman. All meeting dates required by Missouri law must be followed.

Section 2. Special Meetings

- a. Special meetings of the MRSC may be called at any time by the State Chairman, by the Vice Chairman acting in the capacity of State Chairman, or by any twenty-nine (29) members of the MRSC who sign a notice for such a meeting.
- b. Only such new business as has been set forth in the notice calling for a special meeting shall be transacted at said special meeting.

Section 3. Teleconferencing Meetings – Subcommittees – Executive Committees

- a. From time to time it may be necessary for the Executive Committee or a Subcommittee to conduct business without the benefit of an in-person meeting. Therefore, teleconferencing meetings may be called at any time by the State Chairman, chairman of such subcommittee, or the Vice Chairman acting in the capacity of the Chairman, if no vote is to be taken.

- b. In the event the committee meeting is being called for the purpose of taking a vote of the members of the Executive Committee or the members of any Subcommittee, the notice provision in Section 4 (c) must be followed.

Section 4. Notice of Meetings

- a. Notice of the exact time and place of regular meetings shall be mailed to each member of the MRSC by the Executive Director at least thirty (30) days prior to the date of such regular MRSC meeting.
- b. Notice of exact time and place of special meetings shall be sent to each member of the MRSC by the State Chairman or Vice Chairman acting as the State Chairman, or any twenty-nine (29) members of the MRSC signing said notice; at least seven (7) days prior to the date of such special meeting. Notice may be given by telephone, fax, e-mail or regular mail. Certification that service of notice was affected must be provided no later than five (5) days prior to the meeting.
- c. Notice of the exact time of a teleconferencing meeting of the Executive Committee or of any Subcommittee where a vote is to be taken, shall be given to all such committee members via telephone, fax, email or regular mail, no less than forty-eight (48) hours prior to said teleconferencing meeting. However, in emergency situations as determined by the State Chairman or subcommittee chairman, notice may be reasonably shortened.

Section 5. Quorum

- a. A quorum for the transaction of business for the MRSC shall consist of thirty-five (35) members, at least twenty-nine (29) of whom shall be present in person.
- b. A quorum for the transaction of business for all subcommittees shall consist of a simple majority of all appointed members of said subcommittee.
- b. Proxies shall be admitted to vote only when offered by a qualified voter from the same State Senatorial District of the principal giving proxy. There will be no proxy vote in teleconferencing meetings.
- c. A proxy shall be in writing, notarized and signed by the member.
- d. The bearer of a proxy other than a member of the State Republican Committee must sign an affidavit certifying his qualification in the presence of the Secretary.
- e. A suggested form for a proxy is as follows on the next page.

Proxy Form for MRSC Member:

I, _____, being a qualified member of the State Committee of the Missouri Republican Party from the _____ Senatorial District appoint _____, in my name, place and stead to vote for me as my proxy at the State Committee meeting on the _____ day of _____, 20____, or on such day as the meeting may thereafter be adjourned, upon any matter as I could do if personally present, and I hereby ratify and confirm all that he may do in my name, place and stead.

Signature of Committee Member

Subscribed and sworn to before me, the date and year first above-written.

Notary Public

My commission expires: _____

AFFIDAVIT OF QUALIFICATION

As holder of this proxy, I do hereby state that I am a registered Republican voter of the

_____ Senatorial District residing at the following address:

Proxy's Signature _____

ATTEST:

Secretary

ARTICLE X AGENDA

Section 1. Agenda outline

The order of business of each regular MRSC meeting shall be in the form of a written agenda from the State Chairman. The outline below shall serve as a guideline for organizing said agenda. It shall include, but not be limited to, the following items:

- a. Roll Call
- b. Report from the Secretary
- c. Report from the Treasurer
- d. Reading of letters, communications and bills
- e. Reports from all special committees and subcommittees
- f. Unfinished business and general orders
- g. New business
- h. Announcements
- i. Adjournment

ARTICLE XI COMMITTEE VOTING

Section 1. Voting (City, County, Legislative, Senatorial, Judicial, Congressional)

Pursuant to RsMo §115.619, the following procedures are applicable to voting in city, county, legislative, senatorial, judicial and congressional committee voting.

- a. In those committees elected in accordance with subsection 5 of RsMo §115.619, the Chairman and Vice Chairman of the county committees, if serving as members of the committee only by virtue of those offices, shall not cast any vote on any business before said committee.
- b. The quorum competent to transact business in all proceedings before each respective committee shall consist of a simple majority of all votes allowed to be cast on any business before said committee. These votes may be represented by committee members in person or by duly held proxy, except where prohibited by RsMo § 115.317.
- c. Each proxy shall be written, shall be signed by the committee member giving the proxy, and shall describe the proceeding for which the proxy is to apply. A proxy must be held by a qualified voter of the ward, township or sub-district of the committee giving the proxy. Proxies must be notarized.
- d. As the first issue at any reorganization meeting of any city, county, legislative, senatorial, judicial or congressional committee, such committee may, by the traditional voting method (one vote per person) with a simple majority vote of a quorum, determine the voting method to be utilized by such committee and define any and all issues of such committee to be determined by the voting method.
- e. Each respective city, county, legislative, senatorial, judicial and congressional chairman shall, within thirty (30) days of each reorganization meeting, report to the State Chairman in writing, the local

bylaw(s) adopted in accordance with Article X of these Bylaws, and a copy of the roll call votes cast in the adoption thereof.

ARTICLE XII COMMITTEES AND SUBCOMMITTEES

Section 1. Committees and Subcommittees

The Chairman may at any time create such committees and subcommittees as may be needed to perform such duties as set forth and approved by the MRSC.

Section 2. Records

Each committee or subcommittee shall keep records of its meetings and actions and shall report at each State Committee meeting.

ARTICLE XIII PARLIAMENTARY AUTHORITY

Section 1. Authority

Robert's Rules of Order, Newly Revised, or the latest edition thereof, shall govern the MRSC in all instances where they are applicable and in which they are not inconsistent with these bylaws, Missouri Laws or the Constitution.

ARTICLE XIV AMENDMENTS

Section 1. Amendments

The Bylaws of the MRSC may contain any provisions, which are not in conflict with the laws of the state of Missouri. Amendments to the Bylaws may be made at any regular meeting of the MRSC by a two-thirds (2/3) vote of the total membership of the MRSC. However, within a sixty (60) day period after the required MRSC organizational meeting following each primary election, the Bylaws may be amended by a majority vote of the total membership of the committee. Any proposed amendment shall be sent in writing to the Secretary for preparation and mailing with the Call to the meeting at least thirty (30) days prior to the date of said meeting.