

MEMORANDUM—PLEASE NOTE: According to Massachusetts General Laws, the underlined portions of the following Articles and Sections MUST be adopted exactly as they appear in the attached by-laws:

## **BY – LAWS OF THE Grafton Republican Town Committee**

### **ARTICLE I. NAME AND PURPOSE**

- A. The name of this organization shall be the Grafton Republican Town Committee, hereinafter called the Committee.
- B. The purpose of the Committee is to promote the election of Republican candidates, to promote the principles of the Republican Party, and to cooperate in carrying out the program of the Republican State and Republican National Committees.

### **ARTICLE II. MEMBERSHIP**

- A. The Committee shall consist of enrolled members of the Republican Party resident in the Town of Grafton, who shall be elected from their Town at the Presidential Primary, provided that by such election the total number of members of the Committee shall not exceed the number determined under Article II, Section B hereunder.

The members of the Committee shall hold office for four (4) years, ending on the thirtieth day following the day on which the presidential primaries are next held and until their successors shall have organized.

If a member changes his/her residence outside of the town or ward, he/she shall continue to be a member until the end of the calendar year in which said residence is changed.

In case a member dies, resigns, cancels, or changes his/her party enrollment, his/her place shall be declared vacant.

Any member convicted of a felony after election to the committee shall be automatically expelled without need for further action, immediately effective upon such conviction, and the seat declared vacant.

Any member who fails to attend at least one meeting within a quarter will be designated as an Associate Member and will not retain the right to vote on Committee matters. His or her place will be declared vacant by a vote at a Committee meeting and shall be filled at a regular meeting of the Committee.

Any member who fails to participate in either one Committee sponsored event, activity, or sub-committee within a year will be designated as an Associate Member and will not retain the right to vote on Committee matters.

The committee may, by vote at any meeting, fill vacancies from among registered Republican voters residing in the town or ward.

- B. Pursuant to General Laws Chapter 52 Section 9, the existing Committee shall determine the number of members to be elected at the next Presidential Primary and the Secretary of said Committee shall give notice of the number to be elected to the State Secretary and to the Republican State Committee on or before August 1<sup>st</sup> of the year prior to which they are to be elected. That number shall be not less than three (3) nor more than thirty-five (35). (It is strongly recommended that all Committees operate at the full strength of thirty-five (35).)
- C. The Committee may, by vote at any meeting, appoint associate members. Associate members shall not have the right to vote, but shall have the right to attend all the meetings of the Committee and to serve on all sub-committees plus whatever additional functions the Chair may assign to them.

### ARTICLE III. ORGANIZATION

- A. The committee shall within ten (10) days after the 30<sup>th</sup> day next following the election of its members, meet and organize by the election of a Chair, Vice Chair, Secretary, Treasurer, and such other Officers as it shall determine.

The term of the officers of the Committee shall be two (2) years and until their successors shall have been elected.

Any Officer of the Committee may be removed from office by a majority vote of those present and voting, a quorum being present, at any regular or special meeting of the Committee, provided however, that seven (7) days written notice has been sent to all members that the removal of Officers is to be considered.

- B. At its first meeting, the Committee shall fix the number of, and elect an Executive Committee, which shall include the elected Officers of the Committee, and the Chairmen of the various Sub-Committees if they have been created.
- C. The Committee shall keep in contact with its State Committee Members and shall consult with them in any matter requiring action by the State Committee Chair. The Committee shall seek the advice and assistance of its State Committee members in matters pertaining to registration, getting out the vote, and conducting meetings and rallies, especially during the election year. The Committee shall notify its State Committee members of all meetings and invite them to attend. At the call of the State Committee members, local Committee Officers shall attend two (2) conferences a year at which time a general discussion of party problems in their District and the Commonwealth shall be discussed.
- D. The Secretary of the Committee shall, within ten (10) days after its organization, and with the State Secretary, with the Town (City) Clerk, the Massachusetts Office of Campaign & Political Finance (OCPF) and with the Secretary of the Republican State Committee, submit a list of officers and members of the Committee, together with the addresses and telephone numbers of such Officers. Within ten (10) days after the appointment of associate members, the Secretary shall also file a statement of any changes in the membership of the Committee which have resulted from vacancies which the Committee has filled.

#### ARTICLE IV. OFFICERS

- A. Chair: The Chair of the Committee shall, in addition to the duties required by law, preside at all meetings of the Committee and of the Executive Committee and direct with the advice of the Executive Committee, the work of the Committee. He/She shall appoint all sub-committees except as otherwise provided and shall serve as a member ex-officio on all sub-committees. He/She shall employ all necessary assistance, subject to the approval of the Executive Committee, for the carrying out of the Committee's work; and shall direct the functioning of the Committee and direct the calling of regular meetings of the Committee.
- B. Vice Chair: The Vice Chair shall preside at all meetings of the Committee in the absence of the Chair, and shall perform all duties and have all powers of the Chair, in case of the temporary absence or incapacity of the Chair.
- C. Secretary: The Secretary shall keep a record of the proceedings of the Committee and of the Executive Committee; and shall notify each member by mail or electronic mail of each meeting of the Committee in accordance with Article VII. The Secretary shall perform all other duties required by law, assigned by the Chair, or otherwise herein provided.
- D. Treasurer: The Treasurer shall have the custody of all funds belonging to the Committee, pay all written orders provided for in the rules, and shall procure and file vouchers for such payment. All orders on the Treasurer shall bear the signature of the Chair. The Treasurer shall submit a report to each regular meeting of the Committee and to the Chair or Executive Committee at any time when either shall so request.

#### ARTICLE V. COMMITTEES

The Chair may appoint members to the following standing sub-committees as needed:

- A. Finance Committee: The Finance Committee shall consist of the Finance Chair, Treasurer, and additional members appointed by the Chair. The finance committee shall oversee the collection of suggested committee dues, organize fundraisers for the committee and local candidates, and take all other actions necessary to ensure the committee has adequate funds to accomplish its mission.
- B. Candidates Committee: The Candidates Committee shall be responsible for vetting and recruiting candidates for municipal and legislative office, and assisting those candidates to win election and re-election.
- C. Public Relations Committee: The Public Relations Committee shall be responsible for dissemination of information concerning Republican activities to citizens of the Town (Ward), as well as the dissemination of information to local media.
- D. Event Committee: Outreach Committee shall be responsible for designing the Committee's voter registration program; oversee all non-fundraising events and rallies sponsored by the Committee; and shall be responsible for recruiting new members to the Town (Ward) Committee.

## **ARTICLE VI. EXECUTIVE COMMITTEE**

The Executive Committee shall supervise the work of the Committee. Between meetings of the Committee, it shall exercise, so far as it is consistent with law and these by-laws, all the powers of the Committee. It shall keep the Committee fully informed of any action taken by it between meetings of the Committee, and shall have the ability to approve and amend meeting minutes outside of regular membership meetings. It shall also serve as an advisory committee on all matters referred to it by the Chair.

## **ARTICLE VII. MEETINGS**

The Chair shall direct the calling of not less than four (4) meetings of the Committee each year plus additional meetings as he deems necessary. A majority of the Executive Committee or a 2/3 majority of the Committee may call a special meeting of the Committee. The most current edition of Roberts' Rules of Order Newly Revised shall guide parliamentary authority. Notice of each meeting of the Committee shall be given by mail or electronic mail at least ten (10) days before the date of such meeting to each member at his last known address.

Meetings may be held by alternative means when deemed necessary by the Executive Committee. Alternative means may include providing member access through telephone, internet, or satellite enabled audio or video conferencing or any other technology that enables the membership to clearly follow the proceedings of the Committee as they are occurring (i.e., "live" or "in real time"). This includes Zoom, Google Meets, a high-capacity telephone conference line, Facebook Live, YouTube Live, etc. Should there be a need for a vote to be taken at this type of meeting, a quorum must be present via the chosen method of electronic access.

## **ARTICLE VIII. QUORUM**

Twenty-five percent (25%) of the active voting membership of the Committee shall constitute a quorum, except that in no case shall less than two (2) members be considered a quorum. A majority of those present and voting, if a quorum is present, shall be sufficient to pass all routine matters.

## **ARTICLE IX. POLITICAL ACTIVITY OF MEMBERS**

No member (or Associate member) of the committee shall sponsor or endorse any candidate, or otherwise in any way serve the interests, of any political party other than the Republican Party in connection with any partisan election or primary involving or affecting the Town. After candidates in any partisan election involving or affecting the Town shall have been determined through party primaries or other lawful procedure, every Member (or Associate Member) of the Committee shall give support to the entire Republican slate of candidates.

In the event that a Member (or Associate Member) of the Committee cannot comply with the foregoing standard, then he or she shall be expected to resign in an appropriate case, upon vote of two-thirds of the Members of the Committee present at a meeting duly called and held, the Committee may call for the resignation of such Member (or Associate Member).

## **ARTICLE X. CONFLICT OF INTEREST**

Conflicts of interest that can impair a RTC member's professional judgment can arise from their private activities or from his or her employment and can impair their ability to fairly exercise professional judgment on behalf of the RTC. If a conflict is found to exist, the member shall be obligated to recuse themselves.

Should a member's personal or professional dealings constitute a continual and consistent conflict with the mission and goals of the Committee, or should those activities be found to undermine the credibility and progress of the Committee, that member shall be subject to removal from the Committee by a majority of the voting membership.

## **ARTICLE XI. ELECTION OF DELEGATES TO PRE-PRIMARY CONVENTION**

The Committee shall, upon receipt of notice from the Chair of the Massachusetts Republican State Committee for the holding of a pre-primary convention, call a meeting for the purpose of electing delegates to such convention. Notice of such meeting shall be given to all enrolled members of the Republican Party resident in the Town (Ward). The Secretary of the Committee shall notify the Republican State Committee of the names, addresses and telephone numbers of such elected delegates in a manner consistent with the rules of that particular convention. No vacancy shall be filled after State Committee notification.

## **ARTICLE XII. AMENDMENTS**

These by-laws may be suspended or amended at any regular meeting of the Committee by two-thirds vote of those present and voting, a quorum being present, and notice of the action proposed having been included in a written notice of the meeting sent to each member of the Committee at least ten (10) days prior to the meeting at which the proposed action is to be taken.

## **ARTICLE XIII. DATE BY-LAWS EFFECTIVE**

These By-Laws shall take effect when adopted by two-thirds vote of those present at a regular Committee Meeting or at a Special Meeting called for the purpose.

## **ARTICLE XIV. SUPREMACY OF STATE COMMITTEE BY-LAWS AND GENERAL LAW**

The bylaws of the Massachusetts Republican State Committee, or the General Laws of the Commonwealth of Massachusetts, shall supersede the bylaws of the town (ward) committee if there is a conflict between them.