

Massachusetts Republican Assembly By-Laws

Preamble

We the legal members of the Massachusetts Republican Assembly (MARA) meeting in Convention establish these By-Laws for the following reasons and purposes:

- To promote the proper and orderly function of MARA and its chapters;
- To protect the interest and rights of MARA, its Chapters, and its individual members;
- To facilitate the administration and define the authority of MARA officers;

Therefore, these By-Laws shall be considered a binding framework within which all officers, Chapters, and individuals shall adhere to when conducting MARA Business. However, it is understood that By-Laws cannot possibly cover all situations and all circumstances. We thus recognize that occasions may arise where By-Laws, or particular provision herein, may either not address a concern, or may under unforeseen circumstances appear unclear, or may conflict with other provisions.

In such cases as described above, The Board of Directors, with advice from the Sergeant-At-Arms, shall by 2/3 vote of the quorum present and voting, interpret and apply the intent of these By-Laws, resolve all apparent contradictions found herein, or take such action through legislation to address the problem until a final resolution is reached at the next By-Laws Convention.

ARTICLE I: NAME AND JURISDICTION

SECTION 1.01 Name:

The name of this organization shall be the Massachusetts Republican Assembly, hereinafter referred to as "MARA."

SECTION 1.02 Jurisdiction:

The jurisdiction of MARA shall be within the Commonwealth of Massachusetts.

SECTION 1.03 Name change. The MARA Board of Directors may if necessary, by majority vote change the name of this organization either temporarily or permanently as circumstance dictates, provided that any name be approved by the National Federation of Republican Assemblies.

ARTICLE II: POWERS

SECTION 2.01 The powers granted to MARA shall be:

- (a) To be a subordinate division of the National Federation of Republican Assemblies with all the powers thereof.
- (b) To direct, manage, supervise and control its business, property and funds, and to carry out its stated objectives.

- (c) To create and charter local Republican Assembly Chapters throughout Massachusetts, and to supervise and coordinate them.

ARTICLE III: OBJECTIVES

SECTION 3.01: The objectives of MARA are:

- (a) To advance true conservatism and elect true and **viable** conservative **Republicans of good character** at all levels within the Republican Party and at all levels of government throughout the Commonwealth of Massachusetts;
- (b) To provide through this organization a practical program for the betterment of the Republican Party within the Commonwealth of Massachusetts;
- (c) To advance the Principles, Beliefs and Objectives of the National Federation of Republican Assemblies, and
- (d) To provide a legal umbrella for members of various tax-exempt conservative groups in the Commonwealth of Massachusetts who cannot adequately express themselves politically within their existing structures.

ARTICLE IV: COMPOSITION

SECTION 4.01: MARA shall consist of members of a statewide Republican Assembly or of local Republican Assembly Chapters which have been chartered by the Board of Directors of the Massachusetts Republican Assembly in the manner provided in these By-Laws, and which continue to comply with the By-Laws of MARA and of the National Federation of Republican Assemblies as may be adopted or amended. A local Chapter may petition the Massachusetts Republican Assembly Board of Directors to subdivide its geographical area into smaller local chapters as needed.

ARTICLE V: MEMBERSHIP

SECTION 5.01 Qualifications for Regular Membership:

- (a) Regular Members of MARA and each local Chapter shall be those American citizens of good moral character who are Republicans by voter registration and who willingly accept and agree with the Mission Statement of the NFRA.
- (b) Chapters shall develop a written vetting procedure for applicants, which must be approved by the MARA Board.

SECTION 5.02 Nomination for Regular Membership:

Any applicant for regular membership through a Chapter must be brought forth via nomination from an existing member of MARA who is Regular Member of the same Chapter in good standing. If the applicant does not have a sponsor from the same Chapter to which the applicant is applying, the President or Vice President of another Chapter may serve as sponsor. Upon nomination, the applicant must explicitly state in writing their acceptance of and agreement with the Mission Statement of the NFRA, as well as the MARA Code of Conduct.

SECTION 5.03 Election to Chapter Membership:

An applicant for membership within a Chapter must first be approved as a Provisional Member by a vote of the majority of Chapter members present and voting at a regular Chapter meeting. After a period not less than one hundred ten (110) days as a Provisional Member, the Chapter Board may by 2/3 majority vote to recommend the provisional member for regular membership to MARA Membership Committee for approval. The MARA Membership Committee shall within 30 days vote to either approve or reject the Chapter's recommendation. Should the application for regular membership be rejected by the Membership Committee, the Chapter and Provisional Member may appeal to the entire MARA Board of Directors, who may by simple majority override or uphold the decision of the MARA Membership Committee.

SECTION 5.04 Members-at-Large:

In the case of an applicant for a member-at-large, not associated with a particular chapter, the Applicant shall apply to the MARA Board of Directors, and be accepted into Provisional Membership by a majority vote of the Board of Directors present and voting at a regular meeting of the Board of Directors. Following a period not less than 110 days the Applicant may petition the Board of Directors for Full Membership. The applicant will receive Regular Membership upon an affirmative vote by a majority of Board members present and voting at a regular Board meeting. A member-at-large may join a Chapter in his district of residence by a majority vote of the members of the chapter, present and voting at a meeting of the Chapter followed by an affirmative vote of the Chapter Board of Directors.

SECTION 5.05 Rights and Restrictions of Provisional Membership:

Provisional Members may participate fully in their Chapter meetings. However, they may not hold the office of Chapter President or Vice President, or sit as a proxy for any MARA State Board Member, except as otherwise provided for in these By-Laws. Nor shall they serve as Chapter Treasurer during this period. However, they may serve as other Chapter Officers or directors, on Committees as the Chapter Board and or membership deems appropriate as applicable.

SECTION 5.06. Other Rights and Restrictions on Provisional Members:

Provisional members may attend all MARA events. They may attend and observe conventions, but shall not be allowed to participate (unless they are a scheduled speaker on a particular topic) or vote.

SECTION 5.07 Transfer of Membership:

Any active member may transfer his or her membership from one local Republican Assembly Chapter to another at any time. Acceptance of the transferred member immediately terminates his membership in his former local Republican Assembly Chapter. The transferring member must submit a written explanation for the transfer to the Chapter President and the MARA Board of Directors. The receiving Chapter must vote to approve of the transfer. The MARA Board of Directors retains the authority to review and take final action concerning all transfers. The member shall pay the difference, if any, between the membership dues of the two local Republican Assemblies Chapters involved and shall report to the new chapter their current membership status. Current membership status will be verified by the MARA Treasurer, and reported back to the Chapter Board of Directors.

SECTION 5.08 Membership Dues:

All membership renewal fees shall be due on December 31st for the coming year. Failure to pay dues by the due date will result in the membership becoming inactive and ineligible to vote on any MARA matter until such dues are paid. Any member whose dues are not paid by December 31st may not vote in any Convention before March 31st of the following year. Any member who fails to

pay dues by March 31st of the membership year must submit an updated renewal application with their renewal. At their discretion, Chapters may assess a late fee of no more than \$15.00 for renewals received after March 31st of the membership year. Any member who fails to renew membership for a period of one year must reapply for membership, must provide sponsor and go through the membership application and vetting process, provided for in these By-Laws and by the Chapter again.

ARTICLE VI: DISCIPLINARY CONDUCT

SECTION 6.01 Discipline of Officers and Chapters for non-payment of dues by due date:

Any MARA Officer, MARA Chapter Officer or At-Large Board of Director who has not paid their dues by December 31st will be considered inactive and not in good standing. Loss or suspension of their leadership position will be considered by the State Board of Directors. Any Chapter that does not have at least 10 members having paid their dues by December 31st may be declared inactive, at the discretion of the MARA Board of Directors. All funds that the Chapter may have acquired during the previous year may be returned to the State Treasury, at the discretion of the Board of Directors. The Chapter may become subject to reorganization with new leadership, at the discretion of the MARA Board of Directors.

SECTION 6.02: Termination and Discipline of Individual Members.:

- (a) Any individual member of MARA or a local Chapter may have their MARA membership terminated, or otherwise be disciplined, after a hearing, by a two-thirds (2/3) vote of those present and voting, at a meeting of the of the MARA Board of Directors where a quorum is present; provided that at least fifteen (15) days except for provided for in these By-Laws, before such action, notice of such intended action shall have been duly sent by certified mail by the Secretary of MARA to said member, whenever the Board has determined that the named member has:
- (1) Publicly supported, or registered as a member of, a political party other than the Republican Party;
 - (2) Used his name and or title as a member of MARA or local Chapter to publicly advocate that the electorate should not vote for the Republican nominee for any elected political office;
 - (3) Used his name and or title as a member of MARA or a local Chapter to give public support to or encourage the election of a candidate of another party to an elected public office where said candidate is opposed by a duly-nominated Republican candidate;
 - (4) Used his name and title as a member of MARA or a local Chapter to prematurely endorse (prior to a proper act of endorsement by the Chapter) candidates running for office in the Massachusetts Republican Party; or
 - (5) Used his name and or title as a Member of MARA or Local Chapter to endorse a candidate running against a MARA endorsed Candidate. This shall not limit a member's individual right to speak for himself in offering any political commentary during a Republican Primary.
 - (6) Otherwise brought discredit or disrepute upon the NFRA, the MARA, a local Chapter or a member; and/or
 - (7) Failed to heed the Code of Conduct for members as promulgated by the MARA Board of Directors.
- (b) In any disciplinary hearing, the member in question shall be read the specific charges against him or her, and shall be afforded the opportunity to reply to each charge. Wherever

possible, discipline should be escalatory in nature, where the member is given warning or censure rather than termination, and afforded the opportunity to cease and desist whatever inappropriate behavior may have resulted in said charges. Except in severe situations, termination of membership should be of last resort.

- (c) If the Board of Directors of MARA shall terminate membership or shall otherwise discipline any such member, the Secretary of MARA shall send notice of such action within (15) days by certified mail to said member. The said member, within thirty (30) days from the date of mailing such notice, may file with the Secretary of MARA or local Chapter a written notice of appeal. If the Board of Directors of MARA shall warn or otherwise discipline any such member, the Secretary of MARA shall send notice of said disciplinary action within 15 days by certified mail to the member.
- (d) Any individual member so terminated from membership in MARA shall immediately upon such termination cease to claim membership in, or holding of any office in or official relationship with MARA or local Chapter or any Republican Assembly, and shall also immediately surrender to the Secretary of MARA or local chapter any and all documents, records, emblems, insignia, funds, or other devices or properties of any nature whatsoever, to include (but not limited to) any electronic or physical keys, passwords, codes, access, and materials related to anything which was purported to be associated with MARA. Said terminated member shall not thereafter use the name, emblem, or insignia of "Republican Assembly", "Republican Wing of the Republican Party", "Conservative Wing of the Republican Party", or "MARA" in any manner whatsoever.

SECTION 6.03 Intolerable Acts:

In such instances where an action taken by a member directly and immediately endangers the mission of MARA, as specifically enumerated below, a member may be suspended or terminated without following the process outlined in 5.05 after failing to comply with the actions directed via a certified letter sent from either the President of MARA or the Board of Directors of MARA through the Secretary of MARA. Such acts shall be limited to:

- (a) The electronic recording of any regular meeting or MARA convention without express written permission from the President of MARA obtained at least seven (7) days prior to such meeting or convention.
- (b) The distribution in any form of confidential information held by the Board of Directors, including but not limited to the name of any persons facing Code of Conduct charges or any candidates being run for offices where release of such information would hinder MARA's objective to elect conservative candidates.
- (c) Said member has been indicted for the commission a felony or publicly admitted or advocated for the commission of felony.

SECTION 6.04 Membership Standing:

- (a) Members shall be considered in good standing for all purposes unless Chapter or State Code of Conduct charges have been brought against them, in accordance with the Bylaws of their Chapter or of these by-laws.
- (b) In any case where a member is brought up on Code of Conduct charges, it shall be part of the recommendation of the officers of that member's Chapter for Chapter violations or of the National Directors under their obligation in Section 6.08 to offer an advisement regarding the member's standing between the time of the hearing and the hearing itself.
- (c) The following categories of membership standing shall be adhered to for such recommendations:

- (1) Good Standing: The member retains all benefits of good standing and may run for an office or serve as an officer of a chapter or of the board, in accordance with any related limitations so stated in these By-Laws.
- (2) Questionable Standing: The member may attend and be a voting member at any chapter meetings, but must temporarily step down from any duties as an officer and be prohibited from running for an office until a hearing on the charges is completed.
- (3) Bad Standing: The member must temporarily step down from any office and may not attend any meeting of MARA until a hearing on any charges, and is advised to correspond with Chapter or Board Officers regarding any matters related to their conduct.

ARTICLE VII: OFFICERS AND DUTIES

SECTION 7.01 Elected Officers:

The elected officers of MARA consist of a President, Vice President, Secretary, Treasurer, 2 National Directors, and optional positions such as Sergeant-at-Arms, up to 5 Directors as determined at a vote of a Convention of MARA.

SECTION 7.02 President:

The President of MARA in addition to the duties required in these By-Laws, shall preside at all meetings and conventions of MARA and of the Board of Directors, unless otherwise directed by the Board of Directors. The President may vote at any Board meeting or Convention. The President shall, with the advice, approval, and consent of the Board of Directors, direct the work of MARA. The President shall appoint all Committees except as otherwise provided, and serve as a voting member ex-officio on all Committees. All committee appointments are to be confirmed by the Board of Directors. The President shall employ all necessary assistance in carrying out of MARA's work, and shall direct the functioning of MARA and direct calling of regular and special meetings of MARA. The President shall represent MARA at all conventions and meetings of the National Federation of Republican Assemblies.

SECTION 7.03 Vice-President:

The Vice-President shall preside at all meetings of MARA in the absence of the President unless otherwise directed by the Board of Directors, and shall perform all duties and shall have all powers of the President, in case of temporary absence or incapacity of the President. The Vice-President shall perform any other duties as may be assigned by the President or otherwise herein provided. To assist the President and Vice-President and perform specific functions, the Board of Directors may elect a member of the Board of Directors to serve as a Second Vice President.

SECTION 7.04 Secretary:

The Secretary shall keep a record of the proceedings of MARA and of the Board of Directors; and shall notify each member as provided herein, by mail, e-mail, or by other means of telecommunications of such meetings or conventions of MARA in accordance with these By-Laws. The Secretary shall perform all other duties required by law, assigned by the President, or otherwise herein provided. The Board of Directors may elect a member of the Board of Directors to serve as an Assistant Secretary. With the approval of the Board of Directors the Secretary and Assistant Secretary, may divide the duties of Secretary, such as the recording of minutes or the maintenance of membership records. However, the Secretary will remain responsible to see that work is done properly and expeditiously and shall have the legal responsibilities that go with the office.

SECTION 7.05 Treasurer:

- (a) The Treasurer shall receive all funds belonging to MARA, pay all written orders provided for in these By-Laws, and shall procure and file vouchers for such payments. All funds received from any source on behalf of MARA shall be deposited in a bank account under the control and custody of the Treasurer. All receipts and disbursements shall be reported to the members of MARA at each meeting, and to the President or Board of Directors at any time when either shall so request. The Treasurer shall perform all other duties as required by law.
- (b) The Board of Directors may elect a member of the Board of Directors to serve as an Assistant Treasurer. With the approval of the Board the Treasurer and Assistant Treasurer, may divide the duties of Treasurer. However, the Treasurer will remain responsible to see that work is done properly and expeditiously and shall have the legal responsibilities that go with the office. In order to avoid conflicts of interest or issues with the Office of Campaign and Political Finance (OCPF), the Treasurer and Assistant Treasurer shall not serve in the capacity of Treasurer for any Candidate or other PAC, unless approved by the Board and remaining in compliance with all applicable laws and regulations. The Board of Directors may authorize the Assistant Treasurer to
 - (1) sign checks for approved expenditures if the Treasurer is unavailable,
 - (2) have access to the MARA Post Office Box where dues and applications are sent, and
 - (3) have access to any or all financial information that Board deems necessary.

-SECTION 7.06 Sergeant-at-Arms:

The Sergeant-at-Arms, if elected, shall be responsible for the properties of MARA and for good order during any meetings or conventions of MARA. The Sergeant-at-Arms shall assist in determining the legitimacy of any persons seeking to attend and participate at any meetings or conventions of MARA. The Sergeant-at-Arms shall serve as Parliamentarian unless the Board of Directors appoints another to that task.

SECTION 7.07 Directors-At-Large:

Each Director-At-Large, as may be elected by MARA, shall be responsible for maintaining contact with At-Large-members of MARA, periodically attempting (at least quarterly) to contact them, informing of them of activities in their geographic area, and encouraging them to participate in MARA efforts, activities, and campaign efforts. Board Members-at-Large may divide these amongst themselves such At-Large Members to contact as is convenient for them. At-Large Board Members shall report quarterly to the MARA Board on which MARA At-Large members they've been in contact with and also report on any activities they may have participated in. Along with reporting on any concern, particular interest or talent said At-Large members might have. At-Large Board members shall also be responsible for carrying out the powers and duties enumerated in Article VII.

SECTION 7.08 National Directors

The National Directors elected by MARA shall be responsible for carrying out the powers and duties enumerated in Article VII. In addition, they shall represent MARA at all conventions and meetings of the National Federation of Republican Assemblies. The National Directors in accordance with the Code of Conduct Policy, will review any and all complaints prior to presentation to the entire Board, and recommend a course of further action.

SECTION 7.09 Immediate Past President:

The immediate Past President of MARA shall be a voting member of the MARA Board of Directors with all the powers and duties enumerated in Article VII. After completion of his or her tenure as President, he or she will continue to serve on the Board of Directors in the role of Immediate Past President until such time as the current president moves into that position.

SECTION 7.10 Chapter Representatives:

Each chapter will be represented by the President and Vice-President of the Chapter. Said representative will be responsible for reporting actions and activities of their chapter to the Board, assisting other chapters, and otherwise representing the chapter membership to the Board of Directors.

SECTION 7.11 Additional Officers:

The President may appoint a General Counsel who shall be a member of the Commonwealth of Massachusetts bar; a Chaplain, a Parliamentarian and an Executive Director, who shall be subject to approval and confirmation by the Board of Directors. The President shall also have the power to appoint other specialized officers and representatives of MARA at his/her discretion and as needs arise. Appointed officers shall not be voting members of the Board of Directors. If the President should determine that there is a need for paid staff, including any of the offices herein named, the Board of Directors shall have power to authorize and determine said compensation.

SECTION 7.12 Qualifications:

- (a) All Elected Officers of MARA must be Regular Members (unless otherwise provided for in these By-Laws) and in good standing.
- (b) No member who holds a position of officer or director of MARA shall miss two consecutive meetings of the Board of Directors, unless such non-attendance is excused by a vote of the Board of Directors. In the event that such member is held to be in violation of this provision, such member's position of officer or director shall be automatically terminated unless said absences are approved by a vote of the Board of Directors.

SECTION 7.13 Election of Officers:

The elected officers of MARA shall be chosen at a convention, in the first quarter of every odd numbered year, in accordance with these By-Laws and shall serve for the period of two (2) years and until their successors are elected and qualified. Officers may serve as many times as elected without term limits.

SECTION 7.14 Nomination and Voting for Officers:

- (a) Any Regular Member of MARA or a local Chapter in good standing may be nominated for any office, subject to the provisions of 7.14(b), but no person shall be submitted as a candidate without their consent. Voting for officers shall be by secret ballot only, except in the case of an unopposed candidate a "yea" or "nay" vote is allowed. Each candidate for office must be permitted to have an observer present during the vote count. The Secretary of MARA will announce the results of each election immediately after the vote count of each election has been calculated and verified, and no other ballots shall be cast for other positions until such time as the previous election has been verified and announced.
- (b) No person may serve as Director-at-Large or member of the Executive Board excluding the offices of President and Vice President, who has not been a Regular Member of MARA for

one year, and no person may serve as President or Vice President who has not been a member of the Board of Directors for a period of two years in the previous six years.

SECTION 7.15 Outgoing Officers:

At the conclusion of each election of officers, the outgoing officers shall be empowered to continue to perform their duties only on matters which were initiated and approved prior to the close of each biennial convention and said matters shall be completed within a fifteen (15) day period. All outgoing officers are responsible to turn over all records and information to the incoming board; to include (but not limited to) any electronic or physical keys, passwords, codes, access, and materials related to anything which was purported to be associated with MARA.

SECTION 7.16 Vacancies:

In the event a vacancy in the Office of President happens between conventions because the President has died, resigned, changed party enrollment, or refuses to serve the Vice-President shall perform the duties and have all the powers of President until such time a successor is elected and qualified. In the event a vacancy in one or more of the other elected offices of MARA happens between conventions, the Board of Directors shall elect a qualified member to fill the office. Any vacancy will be announced to the general membership through the Chapters no less than 15 days in advance of any vote to fill the vacancy. Candidates wishing to be nominated to fill the vacancy must be sponsored by and nominated by a member of the Board of Directors.

SECTION 7.17 Liability of Officers:

No officer or director shall be held personally liable for any debts or obligations of MARA except those personally guaranteed by that officer or director. MARA shall indemnify each officer or director against claims made against them arising from their legitimate and proper service to MARA.

ARTICLE VIII: STANDING COMMITTEES

SECTION 8.01 General:

- (a) The charters for standing committees set forth in these By-Laws are the basic required duties of these standing committees. The Board of Directors may expand the charters of these committees to include additional duties.
- (b) The terms of service for standing committees shall be two years, coincident with the terms of other MARA officers. However, the Board may for good reason make alterations in the composition of committees during the term. The committees shall be appointed within ninety (90) days of the election of new officers at an Election Convention.
- (c) All officers who are ex-officio members of standing committees are to be considered full members of the committees, including voting rights.

SECTION 8.02: Membership Committee:

- (a) The President shall appoint, and the Board of Directors confirm a Membership Committee consisting of the President, Vice President, National Committeeman and National Committeewoman as ex-officio members, plus between three (3) and five (5) additional members from the Board of Directors.
- (b) The Membership Committee shall review all membership applications to MARA and bring its recommendations to the Board of Directors for final approval.

SECTION 8.03: Events Committee:

- (a) The President shall appoint, and the Board of Directors confirm an Events Committee consisting of the President, Vice President and Treasurer as ex-officio members, plus three to five members who are full members of MARA in good standing. The Chairman of the Events Committee must be a member of the Board of Directors.
- (b) The Events Committee shall coordinate all events within MARA at the Chapter as well as the State level to ensure compliance with campaign finance laws and to prevent conflicts between activities planned by different entities within MARA.

SECTION 8.04: By-Laws Committee:

- (a) The President shall appoint, and the Board of Directors confirm a By-Laws Committee consisting of the President, Vice President and Secretary as ex-officio members, plus three to five members who are full members of MARA in good standing. The Chairman of the By-Laws Committee must be a member of the MARA Board of Directors
- (b) The By-Laws Committee shall review the MARA By-Laws and bring any recommendations for changes to the Board of Directors and a By-Laws Convention for approval and adoption.
- (c) The By-Laws Committee shall review Chapter By-Laws for conformance with MARA By-Laws and bring recommendations to the MARA Board of Directors for action.

SECTION 8.05: Communications Committee:

- (a) The President shall appoint, and the Board of Directors confirm a Communications Committee consisting of the President, Vice President and Secretary as ex-officio members, plus three to five members who are full members of MARA in good standing. The Chairman of the Communications Committee must be a member of the Board of Directors.
- (b) The Communications Committee shall coordinate all Press Releases and other public information intended to portray the endorsement of MARA.

SECTION 8.06: Candidates Committee:

- (a) The President shall appoint, and the Board of Directors confirm a Candidate's Committee consisting of the President and Vice President as ex-officio members, plus three or more members who are full members of MARA in good standing. The Chairman of the Candidate's Committee must be a member of the Board of Directors.
- (b) The Candidates Committee shall review the qualifications of all candidates seeking endorsement by MARA, and make its recommendation to the Board of Directors and any applicable Endorsing Convention.

ARTICLE IX: BOARD OF DIRECTORS

SECTION 9.01 Composition: The Board of Directors of MARA shall consist of the Officers so identified and elected per Article VI, plus the President and Vice-President of each ratified Republican Assembly Chapter, unless otherwise elected by the Chapter membership.

SECTION 9.02 Powers:

- (a) The Board of Directors shall have the control and management of all the affairs, properties, and funds of MARA, and shall have full power to introduce, approve and implement all actions and activities necessary and proper for the functioning of MARA, subject to the authority of these By-Laws. Under extreme circumstance and for justifiable cause the Board may waive a By-Law provision by a $\frac{3}{4}$ or 75% vote of the Board. However, such actions will

need to be reported and accounted for to the MARA membership at the next MARA Convention. Extreme circumstance may include instances where time is of the extreme essence, following a given By-Law may present a possible conflict of interest.

- (b) The Board of Directors will have the exclusive authority, for good cause and after a hearing, to remove any officer or national committee member, by a two-thirds vote of the entire Board of Directors; provided such officer or committee member shall have been sent by the Secretary of MARA by certified mail a notice containing a copy of the charges against the member at least fifteen (15) days prior to the hearing thereon, said notice specifying the time and place of the meeting.
- (e) The Board of Directors may pass resolutions concerning public legislation and policies, except for those excluded in these By-Laws, by a two-thirds vote of the members present and voting at any meeting.
- (d) The MARA Board is authorized to create and amend a code of conduct for members by a 2/3 vote of the Board. Any Amendments shall be distributed to the Chapter and members, and shall take effect 10 days after the amendment is passed by the Board. Said Code of Conduct shall be binding on all MARA Members and be a basis of disciplinary action.

SECTION 9.03 Meetings:

- (a) The Board of Directors shall meet at such times and places as may be determined by action of the Board, by call of the President, or by written request of two-thirds of the members of the Board, provided that there shall be at least two meetings each year. A notice sent by mail or by means of telecommunications (e-mail shall suffice) indicating the time and place of all meetings of the Board of Directors shall be sent to each Board member not less than fifteen (15) days prior to said meetings. Such notice may be waived by unanimous consent of the Board. The Board of Directors may, by a two-thirds vote, elect a Chairman other than the President to preside at any Board meeting, conference call, or MARA Convention. Unless otherwise specified, meetings are closed to the general public, and the general membership, except for invited guests. Meetings are closed to all but MARA Board Members and invited guests. All proceedings, discussions, and minutes of MARA Board meetings are confidential and shall not be released. The Board is encouraged to provide a quarterly newsletter to the general membership.
- (b) The Board of Directors shall have the authority to create its own rules for running meetings consistent with the By-Laws. Where no rule or By-Law exists, Robert's Rules of Order shall be the default. When the situation warrants the suspension of the Board or Robert's Rules, the Board may by 2/3 Vote to suspend said rule.

SECTION 9.04 Emergency and Special Meetings:

The President or an action of the Board of Directors may call an Emergency or Special Meeting giving the Board of Directors five (5) days notice by e-mail or telecommunications. Such notice may be waived by unanimous consent of the Board.

SECTION 9.05 Quorum:

- (a) For any meeting, regular, special, email or teleconference a quorum of the Board of Directors shall consist of a simple majority (over 50%) of the voting members of the Board of Directors.
- (b) In the event that a Chapter President or Vice President cannot attend board meetings, the chapter President can appoint or the Chapter can elect another member to serve as a

- proxy. The Chapter President or Vice President must notify the MARA President or Secretary that a proxy is being sent and inform the same who that proxy will be.
- (c) Any other member of the Board of Directors, who is not a Chapter President or Vice President, may send a proxy to a Board Meeting, so long as the proxy has been approved by the President or presiding officer.

SECTION 9.06 Order of Business:

- (a) The order of business or agenda is set by the President, and shall include the following:

Call to Order

Salute the Flag

Prayer

Minutes – Secretary Report (may be submitted in writing prior to the meeting and reading may be waived)

Treasurer’s Report (may be submitted in writing prior to the meeting and reading may be waived)

Vice President’s Report (may be submitted in writing prior to the meeting and reading may be waived)

Report of Committees (may be submitted in writing prior to the meeting and reading may be waived)

Chapter Reports (may be submitted in writing prior to the meeting and reading may be waived)

President’s Report (may be submitted in writing prior to the meeting and reading may be waived)

Unfinished Business

New Business

Adjournment

- (b) A petition by seven (7) of the Members of the Board of Directors shall enable any item to be placed on the agenda of any Board of Directors meeting. Requests of this nature must be made in writing at least 5 days before an upcoming meeting, and must explain in detail the nature of the agenda items and the desired action to be taken.

- (c) MARA Members in good standing may ask that specific items be put on the agenda for an upcoming meeting. Requests of this nature must be made in writing at least 15 days before an upcoming meeting, must explain in detail the nature of the agenda items and the desired action to be taken, and must include the signatures of 20 MARA members to bring forth the agenda item. Up to 3 of the members making the request will be allowed to speak on behalf of the agenda item at the Regular meeting. If the board deems it is necessary, they may allow more than 3 petitioners to speak. The Board may impose time limits on each speaker of not less than 5 minutes or 15 minutes in total for the proponents to make their case. The Board may at its discretion also solicit MARA members who may be opposed to the proposed measure to come before the board and speak either at the same or subsequent meeting prior to taking action.

SECTION 9.07 Correspondence from Board member:

It is expected that when representing themselves as member of the MARA Board of Director to non-MARA entities in all written correspondence, Board of Directors members apply the appropriate MARA logo and signature.

SECTION 9.08 Transacting Business without Meeting.

- (a) The Board of Directors may without meeting, transact business by mail or electronic mail, by voting on questions submitted to all of them at their last recorded postal address or electronic mail address by or with the approval of the President or with the approval of two-thirds of the Members of the Board.
- (b) Any motion made by electronic email, shall be considered for a time period of 24 or 48 hours (as determined by the President or Presiding officer). Members shall return their vote to the MARA Secretary by email during the allotted time. The voting shall be considered

- closed at the end of the allotted time period provided that the majority of the members of the Board shall have returned their votes by that time, or it shall be considered closed at any time prior thereto if and when all of the members of the Board of Directors have voted, or if the matter is conclusively decided by the returned votes. If, at the expiration of the allotted time period, a majority of the Board of Directors shall not have voted, the measure being voted upon shall be deemed to have failed. The Secretary shall preserve in written form all such ballots until the next meeting of the Board of Directors, at which meeting the Board of Directors shall order the disposition of the ballots.
- (c) The Board of Directors may transact business by teleconference (which shall include all form of electronic conferencing upon five (5) days notice of its time (such notice may be waived by unanimous consent of the Board) and contact numbers provided that:
- (1) All participating members may hear and speak
 - (2) A quorum is recorded to be participating, and
 - (3) All votes are recorded and Minutes provided for approval at the next Regular meeting
- (d) The Board of Directors does not have the authority to conduct the following by telecommunication, conference call, email or any other form of electronic meeting:
- (1) Filling Board vacancies
 - (2) Taking disciplinary action of any type (however they may be discussed) except in the case of intolerable acts

SECTION 9.09 Appeal:

Any action taken by the Board of Directors may be appealed to a Convention of MARA. Appeal shall be made in writing to the President of MARA at least 30 days prior to the Convention of MARA. The appeal must be in writing, must explain in detail the nature of the appeal, and must include a request by twenty-five (25) MARA members, not on the Board of Directors, to bring forth the appeal. A vote of 2/3 of Convention delegates shall be required to overturn a decision or action of the Board.

ARTICLE X: ORGANIZATION OF LOCAL CHAPTERS

SECTION 10.01 Governing Authority:

The Massachusetts Republican Assembly shall be the sole body of authority over, creation and recognition of, and representation for local Chapters within the Commonwealth of Massachusetts. Groups purporting to be "Local Chapters" which are not recognized and chartered by MARA shall not use any symbol or other representation of MARA; shall not use the terms "Republican Assembly", "RA", "Republican Wing of the Republican Party", or "Conservative Wing of the Republican Party"; and shall not be entitled to any representation on any committees of the Republican Party of Massachusetts (should such representation become available) or at any Convention of the NFRA.

SECTION 10.02 Initial Organization:

The Massachusetts Republican Assembly Board of Directors shall be enabled to approve the formal charter application of a local Chapter when its application includes the following:

- (a) Adoption of By-Laws for the local Chapter;
- (b) The By-Laws must be consistent with the Massachusetts Republican Assembly and the National Federation of Republican Assemblies By-Laws; and be subject to review by the Board of Directors of MARA and of the NFRA.

- (c) A list of at least ten dues-paid Provisional and/or Regular members containing their names, addresses, phone numbers, electronic mail addresses (where available) and Chapter office titles; and
- (d) Payment of dues for each Chapter member at the rate set by the Massachusetts Republican Assembly Board of Directors, which shall include such dues as are required by the National Federation of Republican Assemblies, to the Massachusetts Republican Assembly Treasurer.
- (e) The newly forming Chapter must have its officers and Chapter Board approved by the MARA Board of Directors. Such local Board members and Officers shall be subject to removal (without disciplinary hearing) by the MARA Board for 180 Days from the newly formed Chapter's organization, should the Board find that the person is not capable of fulfilling his or her responsibilities or following the MARA Board's policies and directives.
- (f) A newly formed chapter may elect provisional members as President, Vice President, and Treasurer. However, no provisional member may serve as a proxy to said President and Vice President at Board Meetings.

SECTION 10.03 Ratification of By-Laws:

Each local Chapter shall ratify its By-Laws at each biennial convention held to organize and elect Officers. The members of the Chapter agree to be bound in all things and in conformance with the By-Laws of the Massachusetts Republican Assembly and of the National Federation of Republican Assemblies as may be adopted or amended from time to time.

SECTION 10.04 Continuing Requirements:

Each local Chapter shall submit a current list of the names of its officers and members (with addresses, phone numbers and, where possible, electronic mail addresses), within one month of their election and pay appropriate annual dues to the MARA Treasurer, not later than May 31st of each year. Failure to comply with this provision shall empower the Massachusetts Republican Assembly Board of Directors to suspend or terminate the Chapter's Charter. The Chapter after losing its Charter under this provision may apply for reinstatement at the next meeting of the Massachusetts Republican Assembly Board of Directors by submitting the missing items to the MARA President or his/her designee at or before such meeting.

ARTICLE XI: TERMINATION OF CHARTER AND MEMBERSHIP

SECTION 11.01 Non-payment:

Any local Chapter more than sixty (60) days in arrears for any indebtedness to the Massachusetts Republican Assembly shall be considered not-in-good standing may be suspended by action of the Board of Directors, provided that at least thirty (30) days before such action, notice of said indebtedness shall have been duly sent by certified mail by the Massachusetts Republican Assembly Secretary to the last reported President and Secretary of such local Chapter. The Board of Directors may restore such local Chapter to membership in MARA upon payment of its indebtedness.

SECTION 11.02 Non-Attendance:

Any local Chapter that fails for two (2) consecutive years to present a Delegate to the Annual Convention of MARA shall be considered not-in-good standing, and may have its Charter revoked by action of the Massachusetts Republican Assembly Board of Directors provided that at least thirty (30) days before such action, notice of said action shall have been duly sent by certified mail by the Massachusetts Republican Assembly Secretary to the last reported President and Secretary

of such local Chapter. The Board of Directors may restore such local Republican Assembly to membership in MARA upon showing good and sufficient cause.

SECTION 11.03 Discipline:

- (a) Any local Chapter which fails to conform to the By-Laws of the Massachusetts Republican Assembly, or fails to follow the lawful directives of the MARA Board of Directors may have its charter suspended or revoked, or may otherwise be disciplined, by a two-thirds vote of the entire Board of Directors; provided, that at least fifteen (15) days before such action, notice of such intended action be sent by email and certified mail by the Secretary of the Massachusetts Republican Assembly to the last reported President and Secretary of such local Chapter. Officers of a local Chapter whose charter has been revoked shall turn over all moneys and documents properly belonging to said Chapter, including (but not limited to) any electronic or physical keys, passwords, codes, access, and materials related to anything which was purported to be associated with MARA, to a duly authorized representative of the Massachusetts Republican Assembly Board of Directors at a time and place designated by said representative
- (b) Disposition of members in a Chapter whose Charter has been revoked: All members of such Chapter shall be considered members-at-large, and will be so notified by the MARA Secretary.

SECTION 11.04 Appeal:

- (a) If the Massachusetts Republican Assembly Board of Directors shall suspend or revoke the charter of any local Chapter or shall otherwise discipline it, the Secretary of the Massachusetts Republican Assembly shall send a notice of such action within fifteen (15) days by certified mail to the last reported President and Secretary of said local Chapter. The said local Chapter, within thirty (30) days from the date of mailing of such notice, - and not less than ten (10) days before the next convention of the Massachusetts Republican Assembly, may file with the Secretary of the Massachusetts Republican Assembly a written notice of appeal. This appeal shall be considered at the next Massachusetts Republican Assembly Convention, unless filed less than ten (10) days prior thereto. A 2/3 majority of the Convention delegates shall be required for said appeal to be sustained,
- (b) In the event that the appeal is submitted within 10 days of the Convention, said appeal shall be considered and decided by a two-thirds vote of the Massachusetts Republican Assembly Board of Directors at a subsequent Board meeting to be held not more than 60 days following the Convention.

SECTION 11.05 Relinquishing Claim to Membership:

Any local Chapter that shall for any cause cease to be a member of MARA shall relinquish the name "Republican Assembly," and shall not thereafter use the name, emblem or insignia of "Republican Assembly", or "Republican Wing of the Republican Party," "Conservative Wing of the Republican Party," or "MARA" in any manner whatsoever.

ARTICLE XII: MARA CONVENTIONS

SECTION 12.01 GENERAL:

MARA may convene Conventions open to all Regular members in good standing to conduct necessary business. Conventions may be convened primarily for special purposes such as the election of officers, endorsement of candidates, but a Convention may be called for any purpose

requiring a Convention under these By-Laws. This Article sets forth general provisions applicable to all Conventions unless otherwise provided for.

SECTION 12.01 Time and Place:

The time of all MARA Conventions shall be determined by the Board of Directors. The preferable location for any Convention is central to the membership, somewhere in the Greater Worcester area.

SECTION 12.02. INITIATION:

A Convention may be called

- (a) by the President with the approval of the majority of the members of the Board of Directors,
- (b) by a vote of 2/3 of the members of the Board of Directors,
- (c) by a petition of 75% of the MARA Chapters,

SECTION 12.03 Call to Convene:

The Secretary of MARA shall mail or e-mail to every member of MARA in good standing an official call to each Convention at least 30 days prior to the Convention.

SECTION 12.04 Officers:

The officers of each Convention shall be the officers of MARA unless otherwise determined by action of the Board of Directors. At or prior to any Convention the President or the designated Chairman may appoint a Recording Secretary of the Convention to assist the Chairman and the Secretary.

SECTION 12.05 Quorum:

One-fifth of the MARA members eligible to vote shall make up a quorum.

SECTION 12.06 Registration Fee:

The Board of Directors may establish a registration fee to be paid to MARA by all members attending any Convention of MARA. Said registration fee shall be limited to an amount reasonable in nature, as established by the Board of Directors at least 30 days prior to the Convention. No member shall be entitled to vote in a Convention unless and until his/her registration fee has been paid.

SECTION 12.07 Placing items on the agenda of a Convention:

Items may be placed on the agenda no less than 30 days before an Annual Convention.

- (a) by a vote of 40% of the members of the MARA Board of Directors,
- (b) by a petition of 40% of MARA Chapters,

SECTION 12.08 Agenda:

The Secretary of MARA shall distribute the final agenda of the Special Convention to all MARA members no later than 15 days prior to the Convention by mail or electronic mail.

SECTION 12.09 Voting:

- (a) In all voting, a majority shall rule, unless otherwise provided in these By-Laws.
- (b) In all Conventions of MARA each member is entitled to cast one vote.
- (c) No voting by proxy will be allowed.

ARTICLE XIII: BIENNEAL CONVENTION FOR THE ELECTION OF MARA OFFICERS:

SECTION 13.01 Purpose:

The principal purpose of a Biennial Convention is to elect new officers of MARA at the end of the regular terms of office. Other business, as determined by the President and Board of Directors, may also be conducted.

SECTION 13.02 Time and Place:

A Convention of MARA for the election of officers shall be held biennially within the first quarter of each odd numbered year. The preferable location for any Convention is central to the membership, somewhere in the Greater Worcester area.

SECTION 13.03 Voting:

- (a) As it pertains to the election of officers where only one seat is available the following rules shall be followed.
 - (1) A candidate must receive greater than 50% of the vote to be elected.
 - (2) Should more than 2 candidates be seeking the same office and none are able to reach a vote total greater than 50% on the first ballot. The candidate receiving the lowest vote total shall be dropped from the ballot, and the convention will vote again and continue, dropping the candidate with lowest vote total after each vote, until one candidate achieves a vote total greater than 50%
- (b) As it pertains to the election where more than one seat is available:
 - (1) Should there be more than twice the candidates than the number of National Directors or Director positions available, then the Convention shall hold a preliminary vote to narrow the field of Candidates to twice the number of available positions. For example if there are 5 positions available and 13 candidates, the 10 candidates receiving the highest number of votes will move on to a second vote.
 - (2) The Convention will then conduct a second vote to elect the said officers.

ARTICLE XIV: SELECTION OF DELEGATES TO NFRA CONVENTIONS

SECTION 14.01 Qualifications:

Only Regular Members in Good Standing may serve as MARA Delegates to NFRA Conventions.

SECTION 14.02 Chapter Representatives:

To insure each Chapter has representation, each chapter President of MARA is entitled to be a delegate, or he may choose someone from the Chapter, He may also allow the Chapter or the Chapter Board of Directors to elect a delegate.

SECTION 14.03 At-Large Delegates:

Additional Delegates, up to the maximum number allowed by NFRA, may be chosen

- (a) by a Meeting of the MARA Board of Directors at which a quorum is present, or
- (b) by a Convention of MARA, at the discretion of the Board of Directors.

SECTION 14.04 Alternates:

Should there be Alternate positions available, they will be chosen by the Board of Directors.

SECTION 14.05 Notification:

The MARA Secretary shall, within ten (10) days after the election of delegates to NFRA notify the NFRA Secretary of the names, addresses and telephone numbers of each of the elected delegates. Elected delegates and alternate delegates shall be responsible for and bear all the costs related to attendance at any National Convention. On occasion however the Board of Directors may see fit to subsidize all or part of the expenses of certain delegates. .

ARTICLE XV: CANDIDATE ENDORSEMENT

SECTION 15.01. General:

Candidates for Statewide public office may only receive an endorsement from MARA at a duly convened Convention of MARA members (unless otherwise provided for in these By-Laws). It is also preferable that local candidates (those running for non-statewide office) also be endorsed at such a Convention. However, a Local Chapter may also endorse a candidate whose district is in whole or in part within the territorial jurisdiction of the Chapter. The MARA Board must ratify such local endorsements, and the endorsing Chapter must provide evidence that the candidate has been properly vetted.

SECTION 15.02 Endorsements:

Candidate endorsements may take place only after candidates have been certified for the ballot. However, the MARA Board by 2/3 vote or Local Chapters (by two thirds vote of a quorum and with the consent of 2/3 the MARA Board) may encourage members to assist preferred candidates in fulfilling the requirements for certification.

SECTION 15.03 Participation and Voting:

- (a) Only Regular Members in Good Standing may participate in an Endorsement Convention. Provisional members may attend and observe, but not otherwise participate.
- (b) In all voting, a majority shall rule, except for endorsements of candidates, which shall require an affirmative vote of two-thirds of those present and voting. Only one person may be endorsed for a particular office.
- (c) In all Endorsement Conventions of MARA, each member is entitled to cast one vote.

SECTION 15.04 Endorsements by Local Chapters:

Endorsements of local candidates for public office, located in whole or in part of any designated Chapter District, may be made only after a two-thirds vote of each Chapter by their members, present and voting, at a Chapter meeting. Only one person may be endorsed for a particular office. Should a local candidates district fall in to more than one Congressional district, and the Chapters involved endorse different candidates for the same office, then the MARA Board of Directors shall determine which Candidate will receive the MARA Endorsement.

SECTION 15.05 Limitations on Endorsing:

- (a) MARA shall not endorse any candidate for any public office, whether partisan or nonpartisan, unless such candidate is clearly registered with the Republican Party.
- (b) Republican State-wide and Congressional Candidates may be endorsed at a MARA Endorsement Convention.
- (c) The MARA President, upon being notified prior to an election, or between elections, of any alleged infraction of the By-Laws concerning endorsement of candidates or issues shall

immediately conduct an investigation of the alleged infraction and take whatever action is deemed necessary to protect the endorsement privilege and good name of the Massachusetts Republican Assembly.

- (d) The MARA Board of Directors may, prior to the Call to Convention and based on the office a candidate is seeking, set objective requirements, including but not limited to funds raised, procurement of the members and campaign positions (Treasurer, Political Director, etc.) of a candidate's campaign committee, and any other reasonable requirements for candidates seeking the endorsement of MARA at an Endorsing Convention, in order to ensure any candidate MARA endorses will both adhere to MARA's principles and viably run for the office they seek using MARA's endorsement. Upon the findings of this process, the Board may:
 - (1) Recommend the Convention endorse or not endorse a given Candidate
 - (2) Declare a Candidate is ineligible for endorsement
 - (3) Create different levels of endorsement... (i.e. a full endorsement which is accompanied with commitment of resources... a simple recommendation that voters support a candidate at the polls over the opponent.)
- (e) Special Elections: For special elections or other circumstances where convening a convention is not practical before an election or primary, the MARA Board of Directors may endorse a Candidate by a 2/3 vote, provided that the candidate has been duly vetted.
- (f) Rescinding Endorsements: If during the course of the campaign, a candidate either espouses principles contrary to those he represented during the vetting process, or other issues arise regarding said candidates character, the MARA Board may by 2/3 vote rescind any endorsement or recommendation, and further forbid MARA resources from being spent on the candidates campaign.

SECTION 15.06 Resolutions. Resolutions regarding public initiatives and referenda as well as Republican Party questions shall be made in the same manner as candidate endorsements.

ARTICLE XVI: PARLIAMENTARY AUTHORITY

SECTION 16.01 Parliamentary Authority: The Board of Directors may establish Parliamentary Rules for Board Meetings and any and all Conventions, consistent with these By-Laws. In the event where no such rules or specific By-Law exists, the latest edition of *Robert's Rules of Order* shall be the parliamentary authority for all matters of procedure not specifically addressed in the by-laws of MARA.

ARTICLE XVII: PROVISIONAL BY-LAWS

SECTION 17.01 Provisional By-Laws. During any period wherein MARA's charter had not yet been granted or has been suspended or revoked; or during any reorganization as may be required, MARA shall operate under the Commonwealth of Massachusetts Model By-Laws adopted by the NFRA Board of Directors, until such time as MARA has formally adopted these or different By-Laws which are consistent with the By-Laws of the NFRA. During such a provisional period, an organizing convention of MARA shall have the power to adopt or amend such By-Laws without reference to the normal procedures contemplated by these By-Laws.

ARTICLE XVIII: AMENDMENTS

SECTION 18.01 Amendments:

- (a) These By-Laws may be amended at any regular or special convention of MARA by a two thirds (2/3) vote of those present and voting, a quorum being present, and notice of the action proposed having been included in a Notice as required being sent to each member of MARA at least thirty (30) days prior to the meeting at which the proposed action is to be taken. In that notification, each member will be provided with a copy of the proposed by-laws. All proposed amendments shall be submitted to the MARA Secretary by the announced deadline to be established by the Board of Directors and shall be referred to the By-Laws Committee for consideration.
- (b) The Board of Directors may by 2/3 vote propose to amend specific provisions of the By-Laws. The proposed Amendment(s) must then be ratified by 2/3 of the Chapters. Each Chapter, having a legal quorum present, must by documented roll call vote approve the amendment by a 2/3 majority. Each Chapter shall have at least 30 days to consider the Amendment prior to voting.
- (c) Any word, sentence or section of these By-Laws found in violation of the General Laws, the Republican State Committee By-Laws, or the NFRA By-Laws shall not be deemed to invalidate any other section of these By-Laws.
- (d) At the conclusion of each convention where any amendments are made to the By-Laws, the By-Laws Committee shall cause and supervise the printing of the By-Laws as in effect at the end of that convention. Such amended By-Laws shall be submitted to the Secretary of the NFRA within thirty (30) days of the convention ending. Once approved by the NFRA Board of Directors, they shall be made available to the MARA membership.

ARTICLE XIX: EFFECTIVE DATE

SECTION 19.01 Effective Date:

These By-Laws shall take effect immediately upon their adoption by a two-thirds vote of those present and voting at a regular convention, or special convention called for the purpose, and shall remain in effect until the re-adoption of By-Laws by a successor Assembly. Unless otherwise amended by a two-thirds vote, these By-Laws shall be re-adopted by a majority vote at each biennial organizational meeting of MARA. Amendments to these By-Laws made under section 18.01(b) shall go into effect once 2/3 of the Chapters have ratified the Amendments.

ARTICLE XX: ADOPTION AND RATIFICATION

SECTION 20.01 Adoption and Ratification.

The By-Laws enumerated herein were adopted at an organizational meeting of the Massachusetts Republican Assembly, by a majority vote of its members, held in Massachusetts on November 13, 2011.

As amended by the Annual Convention, of the Massachusetts Republican Assembly, on June 4, 2016.

Mary Lou Daxland 06/04/2016
President Date

Robert Aufiero 06/04/2016
Secretary Date