

# **BYLAWS AND RULES OF ROGUEON MINNESOTA POLITICAL ACTION COMMITTEE**

## **Article I: Name**

The name of this organization shall be RogueOn Minnesota Political Action Committee, hereafter “ROMPAC.”

## **Article II: Purpose**

To actively engage at all levels of the political process, in jurisdictions in which it is permitted activity, to restore the ideals of our nation’s Founding Fathers within the great state of Minnesota by:

- A. Promoting these ideals among Republican Party officials and various political organizations;
- B. Identifying and supporting candidates who express agreement with these ideals; and
- C. Monitoring the performance in office of all elected officials who received support from ROMPAC.

## **Article III: Membership**

*Section 1:* Regular membership shall be limited to individuals who have paid current minimum dues and who support the values, principles and Bylaws of ROMPAC. Regular members are qualified to serve in any official capacity in ROMPAC and to enjoy all the privileges extended within these Bylaws.

*Section 2:* The Board of Directors shall set the minimum annual dues requirement for Regular membership in ROMPAC, which shall not exceed fifty dollars. Dues shall be current until the anniversary date of the member’s previous dues payment.

*Section 3:* Any membership may be suspended or revoked by a majority vote of ROMPAC Board of Directors.

## **Article IV: Board of Directors**

*Section 1:* The Board of Directors of ROMPAC, hereinafter “Board”, shall consist of the Officers of ROMPAC, the Directors of its Standing Committees, and the Chair of each Chapter.

- A. Board members shall be Regular members of ROMPAC;
- B. Officers and Directors shall be elected for two-year terms by Regular members at a Regular Convention of ROMPAC;
- C. Each Chapter Chair will be selected for office and serve a term in accordance with the ROMPAC Bylaws;
- D. Any member of the Board may be removed for just cause, and vacancies will be filled by a majority vote of all remaining Board members.

*Section 2:* The Board shall ensure the effective implementation of these Bylaws, adopt an annual budget, provide for effective communications among members and the general public, and make arrangements for Regular and Special Conventions of ROMPAC.

*Section 3:* The Board shall have full power and authority to govern all the affairs of ROMPAC between conventions and shall have the sole, ultimate, final and exclusive control over all property, assets, liabilities and other resources of ROMPAC. The Board shall have the authority to hire, fire, contract, and take such legal actions as deemed necessary by the Board.

*Section 4:* The Board shall conduct its meetings in conformance with the most recent edition of Robert's Rules of Order, in the absence of standard or special rules it may adopt that conform to these Bylaws and Rules.

- A. The Board may conduct meetings or ballots by telephone, email, or any other means it deems appropriate.
- B. A quorum shall consist of not less than five members of the Board, of which two members must be Officers. A quorum must exist at any meeting of the Board in which business is conducted.
- C. Regular meetings of the Board shall occur at least quarterly, with at least one week's notice.
- D. A special meeting of the Board shall occur immediately following any Convention. Other special, emergency, or informal meetings of the Board may be called at the written request of any three members, on three days notice to all Board members.
- E. Any Regular member may attend or obtain the minutes of any Board meeting, unless two-thirds of the Board members agree to a closed session, at which the Board may deliberate, but not adopt, exceptional motions.

#### **Article V: Officers**

*Section 1:* The Officers of ROMPAC shall consist of a Chair, Vice-Chair, Secretary, Treasurer, and Assistant Treasurer, who shall all be voting members of the Board and subject to the provisions of the preceding Article.

*Section 2:* Elected Officers shall assume office at the close of the Convention at which they are elected. Any Officer may be dismissed for misconduct or malfeasance by a majority vote of all members of the Board. Any Officer vacancy may be filled by a majority vote of all members of the Board.

*Section 3:* The Officers shall perform such duties as are prescribed in these Bylaws.

- A. The Chair shall
  - 1) Act as the primary spokesman of ROMPAC;
  - 2) Shall execute the resolutions of the Board of Directors;
  - 3) Countersign any check for an amount in excess of \$100.00; and
  - 4) Shall preside at meetings of the Board and official sessions of any Convention, unless absent or replaced by an Acting Chair, and shall ensure the administration of all provisions of these Bylaws.

The Chair may appoint any Regular members to chair any special executive committees or projects as the Chair deems appropriate for the performance of these duties.

B. The Vice-Chair shall

- 1) Assume the duties and obligations of the Chair in the absence of the Chair; and
- 2) Assist the Chair in the performance of the duties of the office.

C. The Secretary shall

- 1) Record and distribute the minutes of all Board meetings and Conventions;
- 2) Conduct such ballots as the Board may direct; and
- 3) Act as (or provide for a) Parliamentarian for all official business of ROMPAC.

D. The Treasurer shall

- 1) Maintain custody of and safeguard all ROMPAC funds and resources;
- 2) Sign all checks;
- 3) Prepare annual budgets for action by the Board;
- 4) Make such periodic reports of finances as the Board may require; and
- 5) Prepare and submit, in a timely manner, to the Minnesota Campaign Finance and Public Disclosure Board such documents and reports as may be required by law.

E. The Assistant Treasurer shall

- 1) Assume the duties and obligations of the Treasurer in the absence of the Treasurer; and
- 2) Assist the Treasurer in the performance of the duties of the office.

*Section 4:* Officers and directors shall not be compensated for their time and effort. The Board may authorize officers, directors, and committee members to be paid actual and necessary expenses incurred while attending to ROMPAC business.

## **Article VI: Standing Committees**

*Section 1:* ROMPAC shall perpetuate several committees to carry out the Purpose for which ROMPAC exists.

A. The **Candidate Review Committee** shall

- 1) Study the political position expressed by each candidate who has announced candidacy for public office;
- 2) Recommend to the Board those candidates deemed worthy of ROMPAC support; and
- 3) Monitor the performance in office of all elected officials who received support from ROMPAC.

B. The **Communication Committee** shall

- 1) Prepare and disseminate information regarding ROMPAC positions, activities, events and other relevant matters to Regular members;
- 2) Facilitate communication of ROMPAC positions, events and activities, as appropriate for release to the general public;

- 3) Assist Regular members in the preparation of personal communication to elected officials and media outlets (i.e., letters to editors).
- C. The **Education Committee** shall use available means to inform the public about politically conservative principles and values.
  - D. The **Events Committee** shall organize and coordinate ROMPAC participation, whether separately or in association with philosophically compatible organizations, in community events such as, fairs, rallies and parades.
  - E. The **Fund Raising Committee** shall plan and conduct activities that generate revenues to perpetuate ROMPAC and that increase its ability to provide effective support to endorsed candidates.
  - F. The **Membership Committee** shall
    - 1) Maintain a current roster of Regular members;
    - 2) Promote the growth of ROMPAC through increased membership.

*Section 2:* To the extent that responsibilities of Standing Committees overlap, Committee Directors will promote cooperation among Committee members to optimize results.

### **The Article VII: Conventions**

*Section 1:* The Board shall call and hold a Regular Convention in every year, at such place and time as the Board shall designate, for the purpose of adopting revisions to these Bylaws and Rules, electing members of the Board, adopting public policy statements, and conducting such other business as it deems appropriate.

*Section 2:* All members of ROMPAC shall be notified of the Regular Convention at least thirty days prior to the designated date of the Convention. Such notice shall include the location, calendar of events, official business to be conducted and such other information as would facilitate and encourage attendance by ROMPAC members.

*Section 3:* All Regular members certified by the Treasurer as having paid current dues shall be qualified to vote on all official business conducted during the Convention.

*Section 4:* A quorum for Regular Convention business shall be a majority of Regular members who have registered as being in attendance with the Secretary. The Convention shall be governed by the latest version of Robert's Rules of Order which are consistent with these Bylaws and Rules, unless a majority of Regular members adopt special rules for the duration of the Convention. There shall be no absentee or proxy voting on any official business.

*Section 5:* In the event of an emergency, the Board may, by a two-thirds vote, postpone a Regular Convention for no more than ninety days and shall notify members by the best means available.

*Section 6:* The Board may call a Special Convention at any time by a majority vote. Special Conventions may only conduct such official business as may be explicitly authorized by a two-

thirds vote of the Board. If such official business is authorized, the preceding sections of this Bylaw relating to notice, Regular member certification and proceedings shall apply to official sessions of the Special Convention. Special Conventions may include such events and services as the Board deems beneficial to ROMPAC and attractive to the members.

### **Article VIII: Statements of Position**

*Section 1:* Statements of Position may be adopted by a two-thirds vote of Regular members at any Regular Convention, or the official sessions of any Special Convention which may be authorized by the Board under these Bylaws.

*Section 2:* Statements proposed by a majority vote of the Board or in a Petition signed by no less than one-third of the Regular membership at least forty-five days prior to the Convention date may be submitted to ROMPAC for adoption.

*Section 3:* Prior to Convention consideration, copies of the proposed Statements shall be submitted in writing to the Caucus Board at least ten days before the Convention for review, advice and consent.

*Section 4:* Notice of all proposed Statements shall be distributed to Regular members with the notice of Convention.

### **Article IX: Local Chapters**

*Section 1:* The Board shall encourage and certify the chartering of such local, county and regional chapters within the state which qualify under the provisions of these Bylaws and Rules. The Board may certify qualified chapters by a majority vote at a regular meeting.

*Section 2:* The Board may set such minimum criteria for local chapter bylaws and require such verification of Regular membership as it deems appropriate for certification.

*Section 3:* In any dispute between ROMPAC and any chapter, the decision of the ROMPAC Board of Directors shall be final.

### **Article X: Amendment**

*Section 1:* These Bylaws may be amended by a two-thirds vote of the certified and registered Regular members at any Regular Convention, or the official sessions of any Special Convention which may be authorized by the Board under these Bylaws. Amendments proposed by a majority vote of the Board or in a Petition signed by no less than one-third of the Regular membership no less than forty-five days prior to a Convention may be submitted to Regular members for adoption. Notice of proposed amendments shall be distributed to all Regular members with the notice of Convention.

*Section 2:* Amendments shall go into effect immediately, unless otherwise stated in the proposed Amendment.

*Section 3:* ROMPAC Rules may be amended by a majority of the certified and registered Regular members, or by a two-thirds vote of the Board, after at least thirty days notice.

## **Article XI: Dissolution**

The Board, by a two-thirds affirmative vote of all members, may recommend that ROMPAC be dissolved and that the question of such dissolution be submitted to a vote at a subsequent meeting of members. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds affirmative vote of members present and entitled to vote shall be required to approve a resolution of dissolution. Such a resolution shall direct the Board to take appropriate action to dissolve ROMPAC.

### **ROMPAC Rules**

#### **Rule 1. Candidate Endorsements**

Any candidate endorsement shall comply with the following:

- A. ROMPAC may choose to endorse candidates for
  - 1) Candidates for Congress and the President in accordance with appropriate laws; and
  - 2) Minnesota executive offices and legislative seats; and
  - 3) Local public offices in those jurisdictions in which ROMPAC has complied with election laws and regulations.
- B. No candidate contesting an election against any Republican Party nominee may be proposed for endorsement by ROMPAC;
- C. A Chapter Board, with the advice and consent of the ROMPAC Board, may endorse candidates for local public offices, but endorsements of candidates for State executive offices and legislative seats remain the prerogative of ROMPAC;
- D. Endorsements may be withdrawn for good and sufficient reasons upon the majority vote of both the proposing and confirming executive committees.

#### **Rule 2. Contributions**

*Section 1:* Funds contributed to ROMPAC will be deposited in the general fund.

*Section 2:* The following restrictions apply to all contributions received by ROMPAC:

- A. No contribution will be accepted from any corporation; any labor organization; or any other entity which is prohibited from making contributions or expenditures in connection with Minnesota state or local elections;
- B. No contribution will be accepted unless the contributor supplies information sufficient to enable ROMPAC to comply with the record keeping and reporting requirements of the state of Minnesota or other applicable law;
- C. No contribution will be accepted if such acceptance would in any way cause ROMPAC to be in violation of any applicable law or regulation; and

- D. The Board, in its sole and absolute discretion, may refuse to accept any contribution made to ROMPAC.

*Section 3:* Contributors to ROMPAC will have no membership status in ROMPAC, and will not have any property rights in the monies of ROMPAC. Nothing herein prohibits Regular members of ROMPAC from making contributions.

### **Rule 3. Electronic Voting**

Votes of the Board may be taken by electronic ballot via electronic mail (e-mail) with tabulations conducted by the Secretary under the following rules:

- A. Electronic ballots shall be issued to all Board members on any resolution submitted by at least three Board members to the Secretary.
- B. The Secretary shall issue an electronic ballot within three business days and shall receive and tabulate all ballots received within five business days of issue.
- C. For any Board member whose ballot is not received within five days, the Secretary shall record the member as absent.
- D. In the event that an insufficient number of ballots are cast in accordance with Article IV, Section 4B prior to the deadline, the resolution will fail for lack of a quorum.
- E. The results of the balloting shall be reported to Board members as soon as is practical, but not more than 24 hours, after the deadline and recorded in the minutes of the next Board meeting.

### **CERTIFICATION**

These Bylaws and Rules were adopted by vote of yes ( 7 ) and no ( 0 ) at the organizational meeting on April 18, 2010 and subsequent electronic vote concluded on April 23, 2010.

Rick Brock

Acting Secretary