

# BYLAWS of the LANIER REPUBLICAN ASSEMBLY

## ARTICLE I. Name and Jurisdiction

The name of the organization shall be the LANIER REPUBLICAN ASSEMBLY (LRA). The jurisdiction of the LRA shall include Banks, Gwinnett, Jackson, Hall, Lumpkin, Habersham, and White counties. The boundaries of LRA may be reviewed and revised at the discretion of the Board of Directors of the LRA.

## ARTICLE II. Powers

### SECTION 2.01.

The powers of the LRA shall be:

- (a) Authorized as a local chapter by the Georgia Republican Assembly with all authority as documented in the GRA Bylaws for local chapters.
- (b) To direct, manage, supervise, and control its business, property, and funds, and to carry out its objectives.

## ARTICLE III. Objectives

### SECTION 3.01.

The objectives of the LRA are:

- (a) To advance true conservatism and elect true conservatives at all levels of the Republican Party and all levels of government throughout the mentioned counties within Georgia.
- (b) To provide through this organization a practical program for the betterment of the Republican Party within the mentioned counties of Georgia; and,
- (c) To advance the Principles, Beliefs, and Objectives of the National Federation of Republican Assemblies and the Georgia Republican Assembly.

## ARTICLE IV. Composition

### SECTION 4.01.

The LRA shall consist of all at-large members of the Georgia Republican Assembly within the State of Georgia who

- 1) wish to be LRA members and reside within the counties the LRA applies.
- 2) whose LRA membership application has been reviewed and approved by the LRA Board of Directors.

### SECTION 4.02.

The Board of Directors of the LRA shall have full discretion to otherwise determine the membership of the LRA. Membership at the state level of Georgia Republican Assembly is required for LRA membership, but the state level membership does not guarantee membership of the LRA.

ARTICLE V. Officers and Directors

SECTION 5.01.

Elected Officers.

The Elected Officers of the LRA shall be a President, Vice President, Secretary, Treasurer. (see Section 7.01). The Elected Officers shall comprise one component of the Board of Directors. The other component of the board consists of a representative for each county per SECTION 7.01. The County Representatives are voting members of the board.

SECTION 5.02. Additional Officers.

General Counsel

The President shall appoint a General Counsel, who shall be a member of the GEORGIA State Bar, and a Sergeant-at-Arms. The General Counsel may also hold an Elected Officer position and as such will be a voting member of the Board of Directors.

Other Officers

The General Counsel and the Parliamentarian may be the same person.

The President shall also have the power to appoint other specialized, non-voting officers and representatives of the LRA, at his or her discretion as needs arise such as a Public Relations Director.

Confirmation of these appointments shall be automatic unless objected to by a majority of the Board of Directors within three (3) days of receiving required notice in writing.

If the President should determine that there is a need for paid staff, the Board of Directors shall have the power to authorize and determine said compensation.

If the President does not notify the Board of Directors of an appointment for General Counsel or Sergeant at Arms within 20 days of obtaining office, the Board of Directors shall meet to elect members to these two positions.

SECTION 5.03. Qualifications.

- (a) Officers of LRA must be members in good standing of the GRA, registered voters in one of the mentioned counties, and members of the Republican Party in their respective county.
- (b) Any officer may provide written notice to the Board of Directors of an expected absence in at least three (3) days in advance and may be granted a temporary leave of all responsibilities for a specified period of time upon approval by the Board of Directors. A temporary leave may not exceed thirty (30) days. Any officer or director of the LRA who misses two consecutive meetings within a year without Board approval shall be automatically terminated from such office.

## SECTION 5.04. Election of Officers.

The Officers shall be elected at a biannual Convention in each odd-numbered year (e.g., 2021, 2023, 2025, etc.) in accordance with these Bylaws and shall serve for the period of two (2) years until their successors are qualified and elected.

If these Bylaws are first adopted before holding a regularly scheduled, odd-numbered year Annual Convention, then the officers elected at the LRA's Founding Convention shall hold their terms of office until the third Saturday in February in the next regularly scheduled odd-numbered year convention (e.g., 2025, 2027, 2029 etc.)

## SECTION 5.05. Outgoing Officers.

At the conclusion of each biannual Convention, outgoing officers shall be empowered to continue to perform their duties only on matters which were initiated and approved prior to the close of the Convention and which matters shall be completed within a fifteen (15) day period following the close of the Convention. Outgoing officers shall turn over all documents, bank account funds and records, or other property of the LRA to their successors immediately, but in no case more than fifteen (15) days following the close of the Convention at which their successors are elected.

## SECTION 5.06. Special Duties of Particular Officers.

## (a) President

The President shall preside over all meetings of the Board of Directors, and any meetings or conventions of the LRA. He or she may elect to appoint a temporary convention chairman at conventions. The appointment of a temporary convention chairman may be appealed to the attending and voting members of the LRA.

If the President is absent at any meetings, the Vice President shall preside in his or her stead. The President of the LRA shall serve as the representative on the Georgia state GRA Board of Directors on behalf of the LRA local chapter.

The President shall be responsible for executing the rules, policies, plans, and strategies of the LRA. In particular, the President shall give special attention to helping candidates endorsed by the LRA or GRA to win elections, utilizing the resources entrusted to him or her by the Board of Directors.

The President may appoint standing committees at his discretion including By-law, Event, Credentials, Vetting(s), and Resolution committees.

## (b) Treasurer.

The Treasurer shall have the custody of and responsibility for the funds of the LRA and shall deposit said funds in a bank or banks selected by the LRA Board of Directors, which funds may be drawn against as prescribed by the Board of Directors. Any individual disbursement more than \$ 1,000 shall require dual signature by the President and the Treasurer of LRA. The Treasurer shall present at each Board of Directors meeting a financial report summarizing income, expenses, assets, and liabilities of the LRA. The Treasurer shall have available for the calendar year to date, a detail list of all Receipts

by source, all Deposits made to the bank reconciled to the detail of receipts, and a detail listing of all disbursements for review by any member of the Board of Directors who wishes to conduct such a review. If the total of all Disbursements in any calendar year should exceed \$20,000, The Board of Directors may request an independent or non-voting CPA to perform a Review of the financial records of the LRA for that year. The Treasurer shall give special care to assist the President in procuring the resources he needs to execute direction or plans approved by the Board of Directors. The Treasurer shall maintain a list of all members including the status of their annual dues payable as of January 1<sup>st</sup> of each year.

(c) Secretary.

The Secretary shall be the primary person responsible for ensuring any official communications of the LRA are made in a clear and timely manner. These include communications from the LRA to the public-at-large as well as communications between the Board of Directors and the annual convention participants. The Secretary shall be the primary person responsible for ensuring an accurate record is kept of all meetings of the LRA, the Board of Directors and the annual convention.

SECTION 5.07. Liability of Officers.

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

ARTICLE VI. Conventions

SECTION 6.01. Time and Place.

A Convention of the LRA shall be held annually on the third Saturday in February, at a location and a time determined by the Board of Directors of the LRA. The Board shall have authority to require that the location of annual conventions rotate within the counties mentioned in Section 1.01 above.

SECTION 6.02. Special Conventions.

In case of an emergency, special Conventions may be called by the President, or by one-third (1/3) of the members of the LRA. The call for a special Convention shall specify the subjects to be considered, and no subjects shall be considered that are not so specified.

SECTION 6.03. Call.

The Secretary of the LRA shall e-mail to members of the LRA an official call to the Annual Convention and e-mail to every LRA member for whom an email address has been submitted not less than ten (10) days before the meeting. The Secretary shall request e-mail response for confirmation of receipt of the Call be returned by each member of the LRA.

SECTION 6.04. Officers.

The officers of each Convention shall be the officers of the LRA.

SECTION 6.05. Convention Committees.

At each duly called Convention, or prior thereto, the President shall appoint a Committee on Credentials with power to enforce this Article. The President may also appoint a Committee on Bylaws, a committee for Resolutions, a Committee on Nominations and such other committees as he or she may deem proper.

SECTION 6.06. Elected Delegates.

Any member of the LRA shall, if in compliance with all procedures, fees, and membership requirements promulgated by the LRA Board of Directors, be a delegate and entitled to vote at any duly called convention of the LRA.

SECTION 6.07. Registration Fee.

The Board of Directors shall establish the registration fee to be paid to the LRA by all members attending any LRA Convention. No one shall be entitled to vote in a LRA Convention unless and until his or her registration fee has been paid. The profit or loss accruing from any LRA Convention shall accrue to the LRA.

SECTION 6.08. Voting.

- (a) In all voting, a majority (50% plus one) shall rule, unless otherwise provided in the Bylaws.
- (b) In all Conventions of the LRA each accredited voter shall be entitled to cast one vote. An accredited voter is an LRA member that has paid any registration requirements.
- (c) There shall be no voting by proxy.
- (d) All voting on officers shall be by written ballot. Other votes can be voice or standing if voice is not clear.
- (e) A quorum shall consist of 50% plus one of the total accredited voters attending the Convention or General Meeting. The Executive Board will also follow a 50% plus one for quorum.

SECTION 6.09. Endorsement of Candidates.

Endorsements of candidates shall be made by the affirmative vote of two-thirds (2/3) of those present and voting at a regular or special Convention of the LRA. Only one person may be endorsed for a particular office. Endorsement activities may be for candidates for city or county public office; for State House and State Senate that is represented entirely within the LRA, initiatives or referenda; or for Republican Party office contained in the LRA counties. A Vetting Committee shall provide a report of each candidate that meets the intent of the principles and party goals of the GRA, and the candidate shall be invited to the LRA convention.

## ARTICLE VII. Board of Directors

### SECTION 7.01. Composition and Duties.

The Board of Directors of the LRA shall consist of the Elected Officers of the LRA and the General Counsel, the General Counsel having no vote unless the General Counsel also holds an Elected Officer position. The Board of Directors of the LRA shall also comprise of one (1) county representative from each county listed in ARTICLE I. The county representative shall be appointed by the President of the LRA and reside in the county they represent. An Elected Officer can serve as a Board member and county Representative. The Elected Officer may have more than one (1) position but is limited to one (1) vote.

### SECTION 7.02. Powers.

- (a) The Board of Directors shall have the control and management of all the affairs, properties, and funds of the LRA, and shall have full power to introduce, approve and implement all actions and activities necessary and proper for the functioning of the LRA, subject to the authority of these Bylaws.
- (b) The Board of Directors may, for good cause and after a hearing, remove any officer or director by a two-thirds vote of the entire Board of Directors; provided such officer or director shall have been sent by the Secretary of the LRA, by certified mail, a notice containing a copy of the charges against him at least fifteen (15) days prior to the hearing thereon, said notice specifying the time and place of the meeting, and that the officer or director shall be provided the opportunity to present a full defense. The President or First Vice President may send such notice to the Secretary if the Secretary is the officer under consideration for removal.
- (c) The Board of Directors may pass resolutions concerning legislation and policies, except those powers included in these Bylaws, by a two-thirds vote of the Board members present at any meeting. This power is expressly delegated to the Board of Directors. The resolution(s) will be passed to the GRA Board of Directors for consideration and action.

### SECTION 7.03. Meetings – Board of Directors

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 of the members of the Board, provided that there shall be at least four meetings each year. A written notice of the time and place of all meetings of the Board of Directors shall be sent to each Board member not less than ten (10) days prior to the meeting. Meetings may be held through a streaming telecommunication, telephone conference call, or by other means of telecommunication. Votes may also be held by telephone conference call, FAX machine, electronic email or other means of telecommunication, at the discretion of the person calling the meeting. Meetings conducted via such electronic means shall not proceed longer than six (6) days without adjournment being automatic on the completion of the sixth day.

Refer also to ARTICLE XIII – Meetings - General Membership.

SECTION 7.04. Appeal.

Any action taken by the Board of Directors of the LRA may be appealed to a Convention of the Georgia Republican Assembly (GRA). An appeal of a decision by the LRA requires the signature of forty (40) percent of the total number of members of the LRA to be referred to the Georgia state convention of the GRA.

SECTION 7.05. Endorsements of Local Candidates.

Candidates for local public office shall be endorsed based on the winners as determined by ballot at a regular or special Convention of the LRA. Endorsements regarding public initiatives and referenda as well as Republican Party questions shall be determined in the same manner.

SECTION 7.05.1 Local Candidates to be Endorsed

The county representatives shall provide the list for local candidates to be considered for endorsement for their county to the vetting committee(s).

ARTICLE VIII. Local Republican Assemblies

SECTION 8.01. Governing Authority.

The Georgia Republican Assembly (GRA) shall be the sole body of authority over, recognition of, and representation for Republican Assemblies within the State of Georgia, including the LANIER REPUBLICAN ASSEMBLY (LRA). The LRA shall be the body of subsidiary authority under the GRA over the Counties mentioned in 1.01 above. Any other groups purporting to be “Republican Assemblies” in the mentioned Counties shall have no representation on the LRA or GRA.

SECTION 8.02. Location.

LRA shall be formed and organized within the geographical entity of any of the mentioned Counties within the State of Georgia according to ARTICLE I.

SECTION 8.03. Qualifications for Membership.

Members of LRA shall be American citizens of good moral character who support the Republican Party from their respective counties and who agree to uphold the Principles of the National Federation of Republican Assemblies and the GRA and pay the required dues as promulgated by the State Executive Committee. Acceptance for membership in the LRA shall be at the sole discretion of the LRA Board of Directors.

SECTION 8.03.1. Action on Applications.

Upon notification of the GRA of receiving a new membership application, the LRA board shall vote to approve or reject the application within 15 days. The president shall inform the state GRA of the decision within 5 days after the vote.

SECTION 8.03.2. Membership dues for the LRA

Members of the LRA that have yearly dues by the GRA are not required to any additional dues as a portion of the GRA dues are returned to the LRA for those members. For those that have lifetime membership or otherwise not making annual dues to the GRA will be required to make \$20.00 annual membership dues.

ARTICLE IX. Nomination and Election of Officers

SECTION 9.01. Eligibility.

Any active member in good standing of the LRA shall be eligible to hold any elective office, provided that the person is qualified under Section 5.03.

ARTICLE X. Vacancies in Office.

SECTION 10.01. President.

In the event of a vacancy in the office of the LRA President, the Vice President shall become President for the remainder of his predecessor's term. However, if for any reason the vacancy should persist for 60 days, the President of the GRA may appoint a replacement from among the membership of the LRA or any member of the LRA Board of Directors to serve until a qualified successor may be chosen by a LRA Convention.

SECTION 10.02. Secretary.

In the event of a vacancy in the office of the LRA Secretary, the President shall appoint a temporary replacement until a replacement can be elected.

SECTION 10.03. Other Officers.

In the event of a vacancy in one or more of the other elected offices of LRA, the Board of Directors shall elect a qualified member to fill the office until the end of the original officer's term. Should the majority of officers become unable or unwilling to fulfill their roles as officers of the LRA, the President of the GRA is authorized to appoint temporary officers and to call a Convention for the selection of permanent officers and for the general reorganization of the LRA.

In the event of a vacancy in one of the county representatives or if the current county representative has missed 3 consecutive executive meetings without notification to the President or Secretary, the Secretary is to notify the pending replacement of the representative, and a new representative can be

appointed at the next executive meeting. If the representative responds with a credible reason for missing the meetings the replacement can be postponed.

## ARTICLE XI. Termination of Charter and Membership.

### SECTION 11.01 Termination and Discipline of Individual Members.

- (a) Any individual member of the LRA may have his membership terminated, or may otherwise be disciplined, after a hearing, by two-thirds (2/3) vote at a meeting of the Board of Directors where a quorum is present, provided that at least thirty (30) days before such action, notice of such intended action shall have been duly sent by certified mail by the Secretary of the LRA 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 which creates a conflict of interest not adhering to the goals and direction of the LRA. Example: Both LRA and Constitution Party supports the constitution, while the LRA and the Democratic Party have diverging goals.
  - (2) Used his name and title as a member of the LRA in publicly advocating that the electorate should not vote for the Republican nominee for any elected political office.
  - (3) Used his name and title as a member of the LRA to give 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 the LRA to prematurely endorse of behalf of the GRA (prior to a proper act of endorsement by the GRA) candidates running for office in the Georgia Republican Party
  - (5) Publicly opposed all or part of the Principles of the National Federation of Republican Assemblies.
  - (6) Otherwise brought discredit or disrepute upon the LRA, GRA or the NFRA outside of the membership.
- (b) If the Board of Directors shall terminate membership or shall otherwise discipline any such member, the Secretary of the LRA 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, and not less than ten (10) days before the date of the first session of the next Convention of the LRA, may file with the Secretary of the LRA written notice of appeal. This appeal shall be considered at the next Convention of LRA, unless filed less than ten (10) days prior to the date of the first session thereof; in the latter instance said appeal shall be considered and decided by a two-thirds (2/3) vote of the Board of Directors following that Convention.
- (c) Any individual member so terminated from membership in the LRA shall immediately upon such termination cease to claim membership in or holding of any office in or official relationship with the LRA, and shall also immediately surrender to the Secretary of the LRA or his or her designated

representative any and all documents, records, emblems, insignia, funds, or other devices or properties of any nature whatsoever belonging to the GRA or the LRA. Said terminated member shall not thereafter use the name, emblem, or insignia of “Georgia Republican Assembly”, “Republican Wing of the Republican Party”, “GRA”, LRA in any manner whatsoever.

#### SECTION 11.02 Termination of the LRA Charter.

Termination of the LRA Charter shall be a 2/3 vote of the LRA Board of Directors, or in the event of vacancies on the Board then 2/3 of the still active Board members.

The President or other officer shall notify the GRA President of the Charter Termination.

Any remaining LRA funds will be dispersed as determined by the Bylaws of the GRA.

#### ARTICLE XII. Parliamentary Authority.

The latest edition of Robert’s Rules of Order shall be the parliamentary authority for all matters of procedure not specifically addressed in the Bylaws of the LRA.

#### ARTICLE XIII. Meetings – General Membership.

##### SECTION 13.1. Time, Place and Frequency.

The Board of Directors shall set the time and place of General Membership meetings.

General Membership meetings shall be held a minimum of twice per year and may be held more frequently as the need arises and as determined by the Board of Directors.

##### SECTION 13.2 Voting.

Voting shall comply with paragraph SECTION 6.08.

#### ARTICLE XIII. Amendments to Bylaws.

##### SECTION 13.01. Place and Vote Needed.

Amendments to these Bylaws shall be made at a regular meeting or convention of the LRA by a two-thirds (2/3) vote of the LRA members provided the draft of the proposed amended Bylaws have been provided to all current LRA members at least 15 days prior to the meeting in which the amendments are to be voted on.

##### SECTION 13.02. Severability.

If any part, article, section or subsection of these Bylaws shall be held invalid, contrary to state or federal laws, contrary to the Bylaws of the National Federation of Republican Assemblies, or contrary to the rules of the state or national Republican Assemblies for any reason, such holding shall not be construed to impair or invalidate the remainder of said Bylaws, notwithstanding such holding.

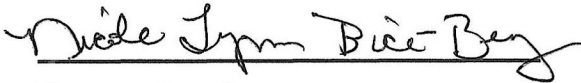
##### SECTION 13.04. Publication.

At the conclusion of each Meeting where any amendments are made to the LRA Bylaws, the Secretary shall cause and supervise the printing of the Bylaws as in effect at the end of that Meeting. Such amended Bylaws shall be submitted to the Secretary of the GRA within fifteen (15) days of the amending Meeting and a copy of the revised Bylaws shall thereafter be made available to LRA membership.

Approved by Lanier Republican Assembly, February 21, 2026



Convention Chairman



Convention Secretary