



LD SAMPLE BYLAWS

By Linda Rantz



The sample bylaws attached, and any accompanying commentary, are based on my interpretation of Missouri State statutes and rules and how they apply to the legislative district committees. I am a layperson. I am not an expert on Missouri law, nor am I a lawyer.

To my knowledge, these sample bylaws have not been reviewed by any legal professional or government official or agency.

Therefore, nothing herein is qualified as legal advice. These bylaws are not offered as legal advice and should not be used or considered a replacement for qualified legal advice. Committees are encouraged to contact a licensed attorney for legal advice or assistance understanding Missouri's laws, statutes, and rules (or any other state's).

AUGUST 26, 2024

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Bylaws of the Republican Committee for Legislative District xx

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1 ARTICLE – AUTHORITY, NAME, PURPOSE, COMMITMENT

1.1 Authority to Establish the Committee and Adopt Bylaws

This committee is established pursuant to RsMO 115.603¹ and manages its functions and duties according to these bylaws, which are adopted as authorized by RsMO 115.627.² No other organizations or committees may make requirements of, nor impose directives upon, this committee that violate or contradict these bylaws. This committee is not subordinate to any other committee.

These committee honors and respects the Constitution of the United States of America and the Constitution of the State of Missouri and is formed under and operates within the laws of the State of Missouri. As a Republican committee, members of this committee pledge their political affiliation to the Republican Party.

Should any provisions of these bylaws be determined to be in violation of current statutes, or statutes adopted or amended by the legislature at a future date, any provisions not deemed to contradict or violate statutes shall stand and the Chair shall call a special meeting for the purpose of reviewing and amending the bylaws, as necessary.

1.2 Organization Name

The name of this organization shall be the Missouri Republican Committee for Legislative District xx, hereinafter referred to as the “LDxx”.

1.3 Organization Purpose

This district committee is formed for the overall purpose of representing and acting for the Republican Party, and specifically for Republicans residing in Legislative District xx (hereinafter “MO-xx”), in the interim between party conventions as per RsMO 115.605.³

LDxx serves as the nominating committee of the Republican Party for candidates for the office of state representative of MO-xx, when necessary or required pursuant to the circumstances set forth in RsMO 115.365, Par. (2) due to a vacancy of the office.⁴

Additionally, LDxx will maintain communications with the State Representative for MO-xx to share any input and preferences expressed by Republican residents of MO-xx, and the opinions of LDxx as a committee.

1.4 Commitment

The duty of nominating a candidate of quality requires a commitment from the members of LDxx to stay informed of the activities of the Missouri State House of Representatives, to be actively engaged in communicating with the current or future MO-xx representative, and to express a committee viewpoint on bills, joint resolutions, and/or other issues before the State House.

¹ <https://revisor.mo.gov/main/OneSection.aspx?section=115.603>

² <https://revisor.mo.gov/main/OneSection.aspx?section=115.627>

³ <https://revisor.mo.gov/main/OneSection.aspx?section=115.605>

⁴ <https://revisor.mo.gov/main/OneSection.aspx?section=115.365>

2 ARTICLE – MEMBERS

2.1 Membership

The members of LDxx are the Committeemen and Committeewomen from the precincts, wards, or townships included in whole or in part of the legislative district (hereinafter “affiliated committees”), as set forth in RsMO 115.619.⁵

If a secretary or treasurer are elected pursuant to Section 2, Par. 2.1, they will be considered members of LDxx, either voting or non-voting, as the case may be.

2.2 Change of District Boundaries

Missouri’s legislative districts are defined by the State Legislature⁶ and may be redistricted from time to time. Redistricting may cause the boundaries of MO-xx to change, moving some affiliated committees out of or into the district, which would affect the membership of LDxx.

In the event of change of district boundaries, the provisions of RsMO 115.367 Par. 1⁷ shall apply to the work of the nominating committee and, to the extent possible, to determining membership and officers of LDxx.

2.3 Responsibilities

The chair of each affiliated committee, and/or his/her designee, is responsible for maintaining the membership list of the committeemen and committeewomen from their committee who are eligible for membership in LDxx.

2.4 Vacancies

If a vacancy exists on LDxx, the vacancy is filled by the affiliated committee in which the vacancy has occurred, pursuant to their bylaws and as set forth in RsMO 115.617.⁸ When a vacancy is filled on an affiliated committee located within LDxx, that newly elected committeeman or committeewoman automatically becomes a member of LDxx by virtue of their election.

2.5 Censure of a Member

This committee has no authority to censure LDxx members. Any actions to censure members are governed solely by the bylaws of the affiliated committees.

2.6 Removal of a Member

This committee has no authority to remove LDxx members. Any actions to remove members are governed solely by the bylaws of the affiliated committees.

If an LDxx member is removed from his or her affiliated committee, a vacancy will exist on LDxx and shall be filled as set forth in Par. 2.4 above.

⁵ <https://revisor.mo.gov/main/OneSection.aspx?section=115.619>

⁶ <https://www.sos.mo.gov/elections/maps>

⁷ <https://revisor.mo.gov/main/OneSection.aspx?section=115.367>

⁸ <https://revisor.mo.gov/main/OneSection.aspx?section=115.617>

2.7 Appeal by Member

Any member facing censure or removal from their affiliated committee has no recourse of appeal to LDxx. All decisions made by the affiliated committee shall be final.

3 ARTICLE – OFFICERS

3.1 Officer Positions

Pursuant to RsMO 115.619, Par. 1,⁹ the officers of LDxx shall consist of a Chair and Vice Chair, one a man and one a woman, who shall be elected from the membership of LDxx, and a Secretary and Treasurer, one a man and one a woman, who may or may not be members of MO-xx. LDxx shall not require the nominees for Secretary and Treasurer to reside in MO-xx. However, if a person elected as either secretary or treasurer is not a member of LDxx nor resides in MO-xx, he and/or she shall be considered a non-voting member of LDxx.

The purpose for permitting non-residents of MO-xx to serve as secretary or treasurer is that it is likely LDxx will have few meetings and little or no financial transactions. It could be beneficial for LDxx to seek a treasurer or secretary from another legislative committee who, due to the low volume of work required, would be willing to serve on multiple LD committees. Or, similarly, a treasurer or secretary from a congressional or senatorial committee might also be willing to assist LD committees in this way.

Elected officials who receive government salaries or wages in their positions as elected officials are not eligible to serve as officers of LDxx. This provision does not apply to committeemen and committeewomen who are elected to their positions.

The officers shall be elected for two-year terms during the Reorganization Meeting as set forth in Section 4, Par. 4.1.

3.2 Nominations and Elections of Officers

Nominations of candidates for the officers of LDxx must be made by a member of LDxx. The nominee must accept the nomination. The election will be by voice vote with those participating via teleconference having to individually state their vote.

The traditional voting method shall be used, which is one vote per person and the candidate receiving the most votes will be elected, unless otherwise specified in these bylaws.

3.3 Quorum

Quorum shall be a majority of members present at a meeting during which an election or vote is being conducted. At least one voting officer must be present.

3.4 Officer Vacancies

In the event a vacancy occurs in any of the four elected offices, it shall be filled by an election at a special meeting of LDxx, providing that all members of LDxx are notified at least two (2) weeks in advance of such meeting.

⁹ <https://revisor.mo.gov/main/OneSection.aspx?section=115.619>

If the vacancy is the Chair, the Vice Chair may assume the office of Chair and the position of Vice Chair shall be deemed vacant and filled according to this paragraph. If the Vice Chair declines to assume the office of Chair, both the Chair and Vice Chair positions will be deemed vacant and filled according to this paragraph. The current Vice Chair may run to fill the vacant office of Vice Chair.

3.5 Removal of an Officer

Any officer of LDxx may be removed from the office by a two-thirds vote of LDxx members. Notice shall be served upon the members at least two weeks in advance of such meeting to which the matter is to be considered. Any vote for removal must proceed by secret ballot, except for those participating by teleconference who will have to submit their vote electronically. The vote will be overseen by the Chair, unless the Chair is the officer being considered for removal. In such case, the Vice Chair shall chair the meeting and oversee the vote.

If an officer is removed from office, an officer vacancy occurs and will be filled according to Par. 3.4 above, except that the election may take place at the same meeting as the vote for removal.

3.6 Duties of the Chair

The Chair shall preside over all meetings of LDxx. If the Chair is absent, unable, or unwilling to preside, the Vice Chair shall do so. The Chair shall manage the affairs of LDxx between meetings, preserve decorum and order at all meetings, and shall rule on all questions of order. Such rulings, however, may be overridden by a majority vote of the members present and voting.

The Chair may vote on any issues that come before LDxx.

3.7 Duties of the Vice Chair

Perform all the duties of the Chair in the absence of the Chair.

3.8 Duties of the Secretary

The Secretary shall attend all meetings of LDxx and shall keep an account of the proceedings to be recorded in a permanently maintained book or file.

During the absence of the Secretary or vacancy of the Secretary position, the Chair shall appoint one of the members to act as Secretary.

Following the election of officers at the Reorganization, or after an election to fill an officer vacancy, the Secretary shall send the names and contact information of the Chair and Vice Chair, as a courtesy, to the Missouri Republican Party, the incumbent or incoming State Representative for MO-xx, and the chairs of the affiliated committees. The chairs of the affiliated committees are responsible for forwarding the names and contact information of the LDxx chair and vice chair to their affiliated committee members.

3.9 Duties of the Treasurer

The Treasurer shall attend all meetings of LDxx. All records of the Treasurer are official records of LDxx.

If LDxx has no financial accounts and holds no cash because it has no regular income or expenditures but may have occasional expenses requiring payment or reimbursement (such as

venue rental for meetings or postage for notices), the officers of LDxx may explore options for managing such transactions without opening financial accounts. Any such option must comply with all applicable laws and regulations. The Chair shall call a special meeting of the LDxx members to present the proposed option and a majority vote of those present is required to adopt the option presented.

If LDxx has funds in cash or bank accounts, the Treasurer shall maintain them in the manner set forth in the following sub-paragraphs.

- a. The Treasurer shall receive all monies and shall disburse funds only by check or as authorized by LDxx, except those checks or other disbursements of \$50.00 or less may be signed or made by either the Treasurer or the Chair. The Chair shall also be permitted to disburse funds up to \$100.00, upon approval by the Executive Committee.
- b. The Treasurer shall keep proper books of all receipts and expenditures, which shall be open to the inspection of any member of LDxx, at any reasonable time.
- c. The Treasurer shall make a consolidated quarterly report to LDxx and Missouri Ethics Commission on receipts and disbursements. The Treasurer shall report at every regular meeting of LDxx on all receipts and disbursements of the last period and year to date.
- d. The Treasurer shall file any financial reports required by law to local, state, and federal authorities, and provide copies of all reports submitted, if requested by the Chair.
- e. The Treasurer shall keep informed of laws regarding contributions and expenditures by political committees and the requirements for complying with said laws and provide the information to LDxx when necessary.

3.10 Records

Records of LDxx including, but not limited to, bylaws, meeting minutes, LDxx correspondence, Secretary's reports, Treasurer's reports, receipts and expenditures, election strategies, and events and planning thereof, are privileged information of LDxx and are not subject to be provided or otherwise be made publicly available to any entity outside LDxx unless by a two-thirds vote of all members of LDxx, or as required by matters of the law. Members of LDxx may request a copy of the bylaws.

3.11 Executive Committee

There shall not be an executive committee of LDxx.

3.12 Subcommittees

In addition to the standing committees defined in Section 5, the Chair may appoint any other standing or special subcommittees as deemed necessary and may name the chair of any committee so created. The Chair and Vice-Chair of LDxx shall be members of all committees.

4 ARTICLE – MEETINGS

4.1 Organizational Meeting

The current Chair of LDxx shall determine a place and date for the reorganization meeting, to be held not earlier than three weeks after each primary election, or later than the fourth Saturday

after the primary election, as set forth in RsMO 115.621.¹⁰ The place for the meeting shall be within MO-xx or within one of the affiliated counties.

The chair of each affiliated committee that is part of LDxx must either be present at the reorganization meeting to confirm eligible members from their affiliated committee or must provide a list to the current Chair of LDxx with the list of eligible members from their affiliated committee to be used during roll call.

Proxies shall be allowed at the reorganization meeting, if submitted as set forth in Par. 4.5 below.

Notice of the date and time of the LDxx reorganization meeting will be sent by the current Chair of LDxx to each of the chairs in affiliated committees. It is the responsibility of those chairs to forward the meeting notice to all eligible members of their committee. Any member of LDxx may also forward copies of the meeting notice to other members of their affiliated committee.

The order of business for the reorganization meeting shall be:

- a. Call to order
- b. Prayer and Pledge
- c. Roll Call and determination of quorum
- d. Approval of Minutes from previous meetings
- e. Nominations and Election of Officers
- f. Transfer of duties from previous officers to newly elected officers
- g. Adoption or Amendment of Bylaws
- h. Appointment of Chairs for subcommittees
- i. Adjournment

The order of business may be modified by the new Chair after the election of officers.

4.2 Regular Meetings

There shall be no regular meetings of LDxx.

4.3 Special Meetings

Special meetings of LDxx may be called at any time by the Chair, Vice Chair, or two-thirds of the Members. Notice of said meetings shall include the names of those who called the meeting and shall include the business to be taken up.

Notice of the exact time and place for Special Meetings shall be mailed, emailed, or delivered at least one week before the meeting to the chairs of the affiliated committees, who will immediately forward it to the members of their affiliated committee.

A quorum being present, no business other than that set forth in the call for a special meeting may be acted upon during a special meeting.

Any guest(s) allowed in the meeting space during a special meeting must declare themselves to be Republicans, unless specifically invited to attend. The Chair has the power to admit or remove

¹⁰ <https://revisor.mo.gov/main/OneSection.aspx?section=115.621>

guests. Guests attending meetings have no rights with reference to the proceedings, as set forth in Robert's Rule of Order, Newly Revised.

4.4 Quorum

The majority of members present, either in person, by teleconference, or by proxy, shall constitute a quorum when assembled at a duly called meeting of LDxx. At least one voting officer must be present.

4.5 Proxy

Pursuant to RsMO 115.620,¹¹ a proxy shall be admitted, unless otherwise herein specifically prohibited, only when offered by an LDxx member and submitted to the LDxx Chair at least 6 hours prior to a meeting at which the proxy will serve. The person serving as proxy must reside in MO-xx. Any one person shall vote no more than one (1) proxy. Proxies shall only last for the duration of the meeting to be conducted.

4.6 Teleconference Option

All meetings of LDxx, including committee meetings, must take place at a physical location located within MO-xx. However, due to the long distances members may have to travel for meetings, a teleconference option (online meeting) is authorized for all meetings, unless otherwise herein specifically prohibited.

Given the common difficulties online meetings, such as poor connectivity, low bandwidth, audio settings, etc., a member having difficulties participating in the meeting but who logged in and was counted in the roll call, will be considered as being in attendance and may phone or text another member to relay comments or their vote(s), to be sure they are counted.

4.7 Meeting Postponement

If inclement weather, technical difficulties with teleconferencing software, or any other circumstances make it difficult or impossible to conduct or complete a duly called meeting, the Chair may postpone the meeting and reschedule it. The new date, location, and time will be set for as soon as possible and will not be subject to any advance notice timelines from other sections of these bylaws.

The LDxx Chair and Secretary shall advise the affiliated committee chairs of the rescheduled meeting details. The affiliated committee chairs will act as quickly as possible to inform members of their respective committees of the rescheduled meeting details.

5 ARTICLE – STANDING COMMITTEES

5.1 Eligibility for Standing Committees

All members of LDxx are eligible to serve on standing or other committees, except if they are elected officials who receive government salaries or wages in their positions as elected officials. This provision does not apply to committeemen and committeewomen who are elected to their positions.

¹¹ <https://revisor.mo.gov/main/OneSection.aspx?section=115.620>

5.2 State Representative Nominating Committee

Pursuant to RsMO 115.365,¹² the nominating committee that will select a candidate for state representative MO-xx is the nominating committee of LDxx, except if there was a change in district boundaries as detailed in Section 2, Par. 2.2.

At the reorganization meeting of LDxx, the newly elected Chair shall appoint members to serve on the State Representative Nominating Committee (hereinafter “SRNC”) and appoint one of the members to serve as the chair. The LDxx Chair has discretion to determine how many members to appoint to the SRNC but shall strive to ensure that the affiliated committees each have a fair representation on the SRNC.

Proxies will not be allowed for the work of the SRNC, pursuant to RsMO 115.371.¹³

If notified by the Secretary of State or election authority, pursuant to RsMO 115.369,¹⁴ of a vacancy of the MO-xx State Representative office, the Nominating Committee shall proceed as follows:

- a. If the Chair of the Nominating Committee is interested in or is being considered as a potential candidate to fill the vacancy, that Chair shall temporarily step down and the LDxx Chair shall appoint an Acting Chair to conduct the business of Nominating Committee through the certification of the nomination.
- b. The Chair of the Nominating Committee shall call an initial meeting of the Nominating Committee as soon as possible. The Nominating Committee Chair shall notify each member of the SRNC, including the LDxx Chair and Vice Chair (who are members of all committees), of the time and place of the meeting.
- c. Additional meetings of the SRNC shall be called to discuss potential candidates to fill the vacancy. These preliminary meetings may be in person and shall include a teleconference option.
- d. SRNC shall not consider candidates who are considered disqualified as defined in RsMO 115.36.¹⁵
- e. The initial meeting and any preliminary meetings shall be open to members of LDxx but who are not members of the SRNC. Any member of LDxx shall be allowed to offer opinions, evidence, or insights regarding potential candidates. As many preliminary meetings as needed of long enough durations must be scheduled by the Nominating Committee Chair to ensure that all LDxx members have a reasonable opportunity to speak before the SRNC.
- f. Potential candidates being considered must demonstrate a loyalty to the Republican Party and the principles it represents. To ensure this, candidates will be required to take, complete, and pass a vetting process. The vetting process that will be used is that which is established by the Republican Association of Central Committees of Missouri

¹² <https://revisor.mo.gov/main/OneSection.aspx?section=115.365>

¹³ <https://revisor.mo.gov/main/OneSection.aspx?section=115.371>

¹⁴ <https://revisor.mo.gov/main/OneSection.aspx?section=115.369>

¹⁵ <https://revisor.mo.gov/main/OneSection.aspx?section=115.364>

(REPACCMO).¹⁶ Potential candidates who decline or fail the vetting process shall not be considered by LDxx to fill the vacancy.

g. Meetings must be scheduled and completed in a timely manner to ensure compliance with the deadlines for submitting the name of the nominee to the proper authority pursuant to RsMO 115.373:¹⁷

- (1) not later than 5:00 pm on the 28th day after the vacancy occurs, or later than 5:00 pm on the 8th Friday prior to the election, where vacancy was created by death, withdrawal, or disqualification;
- (2) not later than 5:00 pm on the day which is midway between the day the election is called and election day, where the vacancy fills an unexpired term;
- (3) not later than 5:00 pm on the 21st day after a writ of election issued by the governor for a vacancy to fill an unexpired term of a state representative.

The Chair of the Nominating Committee shall have the authority to discern when LDxx members have been heard and the SRNC has completed its work considering potential candidates and be able to meet the mentioned in the preceding subparagraph.

A meeting shall be called by the Chair of the Nominating Committee for the purpose of voting to select the candidate who will be nominated to fill the vacancy. This meeting is open only to members of the SRNC, including the LDxx Chair and Vice Chair. RsMO 1115.371¹⁸ requires attendance in person of the members of the SRNC, and a majority of the SRNC members must be present. No teleconference option will be allowed. Proxies are not allowed.

The Chair of the Nominating Committee shall conduct the vote which shall be one vote per committee member, including the LD Chair and Vice Chair. The candidate receiving the most votes shall be deemed to be the nominee of LDxx to fill the vacancy.

The Chair (or Acting Chair) of the Nominating Committee shall certify the nomination as set forth in RsMO 115.377.¹⁹

5.3 Legislative Liaison Committee

At the reorganization meeting of LDxx, the newly elected Chair shall appoint members to serve on the Legislative Liaison Committee (hereinafter “LCC”) and appoint one of the members to serve as the chair. The LDxx Chair has discretion to determine how many members to appoint to the committee but shall strive to ensure that the affiliated committees each have a fair representation on the LCC.

The purpose of this committee is to maintain open communications between the MO-xx State Representative, the members of LDxx, and the Republican residents of MO-xx.

The members of this committee will monitor legislation moving through the Missouri State House of Representatives when the House is in session. They will monitor bills as they are filed

¹⁶ <https://www.repaccmo.com/vetting>

¹⁷ <https://revisor.mo.gov/main/OneSection.aspx?section=115.373>

¹⁸ <https://revisor.mo.gov/main/OneSection.aspx?section=115.371>

¹⁹ <https://revisor.mo.gov/main/OneSection.aspx?section=115.373>

when the filing date opens. And they will communicate the preferences of the LDxx members to the MO-xx representative, as well as preferences expressed by Republicans residing in MO-xx.

The LCC Chair shall coordinate the work and efforts of this subcommittee. Their meetings may be formal or informal. Periodic reports may be provided to the LD Chair and Secretary who will forward them to the chairs of the affiliated committees, who then will forward the information to the members of their own committees.

Neither the LCC Chair nor LLC Committee members may speak on behalf of LDxx, unless a special meeting is called by the LDxx Chair to obtain approval of a position. At such a meeting, LDxx members attending the meeting will be presented with the information and question at hand, and a majority votes in favor of an official position is required to state that the position is endorsed by LDxx.

5.4 Resolutions and Censure Committee

At the reorganization meeting of LDxx, the newly elected Chair shall appoint members to serve on the Resolutions and Censure Committee (hereinafter “RCC”) and appoint one of the members to serve as the chair. The LDxx Chair has discretion to determine how many members to appoint to the committee but shall strive to ensure that the affiliated committees each have a fair representation on the RCC.

Any five members of LDxx may bring a proposed resolution or a request to censure an elected official to the LDxx Chair and request that LDxx approve and publish the resolution or censure. Given the purpose of LDxx, the resolutions or censures should relate to legislative issues and/or elected officials.

If the LDxx Chair is unavailable when the resolution or censure request is submitted, or for any reason declines to act upon it, the LDxx Vice Chair shall assume the responsibility of the Chair in the matter.

The LDxx Chair will refer the matter to the RCC Chair, who will, with haste, work with the RCC committee members to review the subject and provide commentary and recommendations. The RCC Chair and committee should be prepared to submit their commentary and recommendations within 24 to 48 hours of receiving the resolution or censure request.

If the RCC Chair is unavailable or for any reason declines to act upon the resolution or request, the LDxx Chair shall appoint an acting chair for the matter.

Concurrent with the referral of the resolution or censure request to the RCC Chair, the LDxx Chair will set a meeting date and time for a special meeting. The LDxx Chair will direct the LDxx Secretary to send notification to the affiliated committee chairs of the special meeting, who will immediately notify the members of their affiliated committee.

If time is of the essence in the matter, all parties must be prepared to act within 24 hours, if possible.

The purpose of the special meeting shall be to vote on the proposed resolution or censure request. A teleconference option shall be offered. Proxies will be permitted. Quorum shall be the majority of LDxx members who attend the meeting. Voting shall be traditional, one vote per member. The

question shall be whether the proposed resolution or censure request shall be passed or rejected. The response which receives the most votes shall be the decision of the members of LDxx.

If the resolution or censure request passes, the LDxx Chair and Secretary shall ensure that the information is published, preferably in a press release.

6 ARTICLE – AMENDING THE BYLAWS

6.1 Amendments to the Bylaws

These bylaws may be amended within 60 days of the reorganization meeting of LDxx by the affirmative vote of a simple majority of the members of LDxx voting in person or by proxy.

Following the 60-day period, these bylaws may be amended at any meeting of LDxx by a two-thirds vote of the active members of LDxx. Amendments to these Bylaws may be offered by any member of LDxx. Amendments may be considered during a Special Meeting and must be offered one week prior to the meeting at which they are to be considered.

Upon passage of these bylaws or any amendments, the bylaws or revised bylaws will become effective on the next business day.

7 ARTICLE – PARLIAMENTARY AUTHORITY

Except where inconsistent with these bylaws, Robert's Rules of Order, Newly Revised, shall govern all proceedings of LDxx and subcommittees appointed by the Chair. The Chair may appoint a Parliamentarian to interpret the rules either temporarily or for the rest of his or her term, if he or she chooses to do so. The Chair may suspend Robert's Rules of Order for any meeting.

These Bylaws of LDxx were approved on _____

These Bylaws are effective _____

Signed on _____

_____,

, Chair LDxx