



# REPUBLICAN NATIONAL HISPANIC ASSEMBLY BYLAWS

REVISED DURING NATIONAL CONVENTION ON MAY 8, 2023

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## Preamble

BE IT RESOLVED that we, American citizens of Hispanic origin and citizens that support Americans of Hispanic origin, have chosen to incorporate into a legal Republican organization, to be known as the **Republican National Hispanic Assembly** (hereinafter referred to as the "RNHA") so that we can demonstrate our commitment to the principles of good government.

Like the Republican Party, the RNHA will have an open-door policy. Ours will be a non-discriminating organization of equality and opportunity for all and favoritism for none.

The intent and purpose of these Bylaws are to encourage the broadest possible participation of Hispanic voters in Republican Party activities at all levels and to ensure that the RNHA is open, accessible to all, and answerable ultimately to its membership in the true American tradition.

These Rules provide full participation with equal opportunity for men and women and all Hispanic Americans regardless of age or social or economic status.

These Rules mandate that the RNHA shall be a nationwide organization, purposeful and strong in all sections of the country: North, East, South, and West.

BE IT FURTHER RESOLVED, That the following are adopted as the Rules of the RNHA, comprised of the rules for the election and government of the RNHA, the regulations under which delegates and alternate delegates shall be allotted to the respective states, and the rules under which such delegates and alternate delegates shall be elected and under which contests shall be considered, and the rules of business for any convention, until any amendments shall be made, per the amendment procedures herein set forth.

### Purpose and Objective

1. To support the Constitution and laws of the United States of America and the Constitution and Laws of every State and Territory to the end that the government shall be true and, in fact, a Republic, "A government of the people, by the people, for the people."
2. To support the principles, objectives, and platforms of the Republican Party of the United States of America.
3. To support, promote and uphold the adopted RNHA platform, rules, and policies as set in place.
4. To develop and maintain a strong, effective, informed, and educated Republican Hispanic constituency nationwide.
5. To encourage eligible Hispanic individuals to seek office at all levels of government.
6. Foster loyalty by the Hispanic populous to the Republican Party and increase voter turnout in every election cycle
7. To elect Republican candidates to office at all levels of government.
8. To Develop stances on priority issues to influence good governance through cohesive efforts with like-minded conservative Republicans nationwide.
9. To encourage the participation of the Hispanic population in the political process and engagement of Republicanism.
10. To Advocate the legislative and political interests of Hispanics within local, State, and federal governments, including the political framework of the Republican National Committee.

## General Membership

1. Voting members shall publicly declare allegiance to the Republican Party or have voted Republican in the past and shall be registered voters in the United States or its territories of Hispanic and non-Hispanic descent or be registered voters in areas where registration is not by party affiliation.
2. Honorary members shall comprise non-voting members of Hispanic and non-Hispanic descent. In addition, Honorary Membership may be available to non-U.S. citizens who hold a permanent US Residency or a US Legal Permit and support the Republican Platform, Mission, and Values.
3. All RNHA memberships must be completed through the organization's main website or nationally established membership platform. The membership period and renewal cycle's duration shall be twelve months or as deemed by the RNHA National States Executive Committee for State and Local memberships. Membership shall be considered pending approval when an official membership application has been filed with the RNHA National Secretary's office along with the required membership dues (Refer to Division I – State RNHA Chapters MEMBERSHIP DUES), proof of payment, or pledge of volunteer duties. Membership shall be considered complete upon final review and approval by the National Secretary or National Officers Board. Unless a proven overpayment is established within 30 days, membership dues are non-refundable and non-transferable.
4. Once approved, membership shall be for a period beginning with the date of receipt and acceptance of a member's application by the National Secretary's office. Evidence of payment of the required membership dues or a pledge of volunteer duties shall be required. Volunteer applications must be approved by either a State, Local Chair, Ambassador, National Communications Director, or RNHA National Officers Board and must be appropriately filed with the National Office, via the National Secretary's office to take official effect.
5. Renewal of membership is automatic upon the National Secretary's office receipt of evidence of payment of required membership dues for the following annual period or pledge of volunteer duties in lieu of membership dues (Refer to Article IV, Section D, (6) Annual Dues, Page 19).
6. Each RNHA voting member shall be a member of the State Chapter of the State in which they reside and are registered to vote. Should there be no organized RNHA State Chapter in the State where the member resides, the member is entitled to national membership benefits.
7. The RNHA National Officers Board has the authority to expel State and local members or officers who are disruptive to the organization's ability to operate appropriately or place the organization's character at risk as deemed by the Officers. Such procedure may also be exercised locally by the RNHA National States Executive Committee for all local matters.
8. Members may file a written resignation with their respective Chapter Secretary. State Executive Committee Members must submit their resignation to the National Secretary. Any resignation shall not relieve a member of unpaid dues or other charges previously accrued or debts incurred.
9. If a member threatens to resign, it may be considered self-termination and is left at the discretion of the immediate reporting Chair to dismiss the member or local officer if deemed necessary.
10. Official membership files are to be maintained by the RNHA State Committee for each State and submitted to the RNHA National Secretary at the beginning of each month. Failure to submit memberships to the National Secretary will result in a 30-day notice to the State Officers to achieve compliance. In addition, failure to comply may result in discipline or dismissal of the State Chair at the discretion of the National Officer's Board Committee.



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## Article I National Officers Board

## Article I: RNHA National Officers Board

### Section A: RNHA National Leadership

#### 1. National Officers Board Membership

The RNHA **National Officers Board** comprises the National Chair, National Vice Chair, National 2<sup>nd</sup> Vice Chair, National Secretary, National Treasurer, National Finance Engagement Director, and National Committeeman and/or National Committeewoman.

#### 2. Powers and Duties

The RNHA **National Officers Board** is responsible for making short-term actions that necessitate immediate attention or action in keeping with policy as made by the RNHA National States Executive Committee, such as but not limited to writing or approving statements of appreciation, issuing condolences, making payments, entering into RNHA National States Executive Committee approved loans or short term debt, and signing contracts approved by the RNHA National States Executive Committee, and participate in fundraising activities. The RNHA National Officers Board, nor any member of the Committee, shall enter into a debt agreement or contract without the approval of the RNHA National States Executive Committee. Approval may be in the form of a direct vote, approval of a short-term debt cap, or approval of contingency or discretionary funds. The RNHA National Officers Board may meet to form policy advisories to submit to the RNHA National States Executive Committee. It has the final authority to remove officers, appoint temporary officers, issue debt, conduct conventions, and receive donations. If the National Vice Chair, National 2<sup>nd</sup> Vice Chair, National Treasurer, or National Secretary offices open before National Convention, the RNHA National Officers Board may recommend filling available officer positions to the RNHA National States Executive Committee.

#### 3. RNHA National Chair

The RNHA **National Chair**, hereafter called the National Chair, shall call and conduct the National States Executive Committee and National Officers Board meetings. The National Chair has the authority to appoint state convention officers. The National Chair shall serve as the official spokesperson of the RNHA or assign duties to the National Press Secretary. The National Chair shall appoint ad hoc committee Chairs and standing committee chairs and will keep the National States Executive Committee informed of all appointments.

The outgoing National Chair shall ensure the records of a State Chapter are current and in good order and that all records are turned over to succeeding officers within 20 calendar days of succession.

The National Chair shall oversee any ongoing charter process and assign resources as necessary to address organizing deficiencies. The National Chair, working with the National Secretary, shall review all state membership lists with the RNHA National Secretary at the beginning of each calendar month. The National Chair shall be an advisory member of all ad hoc committees. The National Chair shall be responsible for the confidential, secure storage and distribution of all voter data and confidential documents. The National Chair shall chair all meetings, and when not available, the National Vice Chair shall represent the Chair at meetings or ad hoc committee meetings. The National Chair shall, upon approval by the National States Executive Committee, make official notice to organizing committees of state charter approval or decision to decline

acceptance.

Given the responsibility of nationwide outreach, the National Chair cannot simultaneously carry a state or local Chair. The National Chair position shall, ordinarily, be elected at the RNHA National Convention. The National Chair's term shall be for two (2) years running close to the Convention where they were elected to the close of the following National Convention.

#### 4. RNHA National Vice Chair

The RNHA **National Vice Chair**, hereafter called the National Vice Chair, shall assist the National Chair in fulfilling the Chair's duties. The National Vice Chair may fill the Chair's responsibilities if the National Chair cannot fulfill those duties. If the RNHA National Chair does not issue a call to a convention, the National Vice Chair shall notify the National States Executive Committee of the intent to issue the call and then issue the call to the Convention. In addition, the Vice Chair shall assist the Chair with fundraising, political organizing, social media engagement, and event planning. If the National Chair's office becomes vacant, the National Vice Chair shall assume the Chair for the remainder of the unexpired term. The National Vice Chair shall ordinarily be elected at the RNHA National Convention.

Working with the National Finance Engagement Director and the National Treasurer, the National Chair shall be responsible for directing a fundraising plan and presenting the project to the National States Executive Committee for approval and implementation of that plan. The National Vice Chair's term shall be for two (2) years running close to the Convention where they were elected to the close of the following National Convention.

#### 5. RNHA National 2<sup>nd</sup> Vice Chair

The RNHA **National 2<sup>nd</sup> Vice Chair**, hereafter called the 2<sup>nd</sup> Vice Chair, shall assist the National Chair and the National Vice Chair in fulfilling their respective duties. If the RNHA National Chair does not issue a call to a convention, the 2<sup>nd</sup> Vice Chair shall assist the National Vice Chair with the call to Convention and notify the National States Executive Committee. In addition, the 2<sup>nd</sup> Vice Chair shall help the Chair with fundraising, political organizing, social media engagement, and event planning. If the National Vice Chair's office becomes vacant, the 2<sup>nd</sup> Vice Chair shall assume the office of Vice Chair for the remainder of the unexpired term. The 2<sup>nd</sup> Vice Chair shall, ordinarily, be elected at the RNHA National Convention. The 2<sup>nd</sup> Vice Chair's term shall be for two (2) years running close to the Convention where they were elected to the close of the following National Convention.

#### 6. RNHA National Treasurer

The RNHA **National Treasurer**, hereafter called the National Treasurer, is responsible for recording all donations and expenses to the organization in keeping with the filing type of the national organization. To avoid conflict of interest, no member shall serve as Treasurer who is related by blood or marriage to the Chair or any other officer (this policy shall apply to all State and Local Chapters). The National Treasurer is responsible for filing all necessary financial reporting paperwork with the filing authority on time and keeping records of the filings. A National Treasurer is responsible for the maintenance of all chapter bank accounts and for keeping records of all bank transactions, reports submitted to the National States Executive Committee, fundraising reports and transactions, invoices, bills, in-kind donations, and reimbursements and for making sure that all accounts are kept transparently to members of the National States Executive Committee. The National Treasurer is responsible for working with the National Finance Engagement Director to keep track of all donor pledges, volunteer pledges, and



membership dues for the National Organization.

The Treasurer works with the National Secretary to maintain current membership lists and notify the National Secretary of expiring membership terms and funds due. The RNHA National Treasurer shall pay bills and expend funds as directed by the State Executive Committee. The National Treasurer is responsible for acquiring any training required by federal or State law or policy. The National Treasurer, working with the National Finance Engagement Director, is responsible for compiling and submitting financial reports to the National States Executive Committee at their Quarterly Meetings; the reports are to include year-to-date summary information, a summary of transactions conducted, and donations received since the last monthly meeting, all bank account balances, and updates on legally required financial reporting.

*For financial transparency and accountability, at least three elected officers must be listed with full access to all bank and financial transaction accounts (such as Divvy, Anedot, Paypal, or similar accounts). This policy shall also apply to all State and Local Chapters.*

The National Treasurer is responsible for turning over all records and paperwork to a successive treasurer within 20 calendar days and then notifying the National States Executive Committee that all records have been turned over. A National Treasurer may not keep personal copies of documents and shall turn over all documents and records. The RNHA National Treasurer shall, ordinarily, be elected at the RNHA National Convention. The National Treasurer's term shall be for two (2) years running close to the Convention where they were elected to the close of the following National Convention.

#### a) National Finance Engagement Director

The RNHA **National Finance Engagement Director** shall work with the National Officers Board and, under the direction of the National Treasurer, craft an annual organization budget and a fundraising plan and implement that plan. The National Finance Engagement Director, under the guidance of the National Treasurer, shall measure revenues against goals and measure expenses against the budget to maintain fiscal discipline. The National Finance Engagement Director shall compile a finance report to submit to the National States Executive Committee detailing the financial resources and expenses of the organization. The National Finance Engagement Director shall keep records of donations received and measure that against fundraising goals. The National Finance Engagement Director, working with the National Secretary, will review and address membership terms up for renewal or volunteer pledges in lieu of membership fees and work to expedite notice to members and membership renewals. The National Finance Engagement Director shall work with the National States Executive Committee and their local chapter officers to plan events, implement those plans, identify event sponsors, solicit donations, and help build a robust, sustaining donor base. The National Finance Engagement Director shall share all donation information and required donor data for financial reporting with the National Treasurer. The National Finance Engagement Director shall, ordinarily, be elected at the RNHA National Convention. The National Finance Engagement Director will be appointed by the National Officer's Board and approved by the National States Executive Committee.

#### 7. RNHA National Secretary

The **RNHA National Secretary**, hereafter called the National Secretary, is responsible for keeping and maintaining in good order the original or copies of paperwork, minutes, legal documents, copies of Bylaws, copies of charter applications, copies of charter approvals, formal

communication by officers or by the National States Executive Committee, recording meeting notes, including votes, and transcribing the notes into formal minutes, and for submitting the minutes to the National States Executive Committee for approval. In addition, the National Secretary shall make notice of meetings in the manner agreed upon by the National States Executive Committee and shall work with the National Chair to draft an agenda for meetings and to provide all members of the National States Executive Committee a copy of the agenda before meetings and shall keep copies of all approved minutes in good order.

The National Secretary shall provide a copy of documents to officers upon request in a reasonable time. The National Secretary shall work with the National Treasurer to notify members of lapsing membership terms and dues payable or in lieu of dues of volunteer duties to be pledged and performed. The National Secretary shall keep an orderly, current list of all members, including state and local chapter members, and work with the National Chair to acquire membership lists from the RNHA State and Local Chapters at the beginning of each calendar month. The National Secretary shall, ordinarily, be elected at RNHA National Convention. The National Secretary's term shall be for two (2) years running close to the Convention where they were elected to the close of the following National Convention.

#### 8. National Committeeman and/or Committeewoman

The RNHA **National Committeeman and/or Committeewoman**, hereafter called the National Committeeman/Committeewoman, shall be a voting member of the RNHA National States Executive Committee. The National Committeeman's term shall be for two (2) years running close to the Convention where they were elected to the close of the following National Convention.

#### 9. National Parliamentarian

The RNHA **National Parliamentarian** is appointed by the National Officers Board and does not have voting rights. The National Parliamentarian oversees all National States Executive Committee meetings to ensure they are run promptly and professionally. Additionally, the National Parliamentarian, working with the National Secretary and Committeeman and/or Committeewoman, provides that all votes are accurately taken as per the current Robert Rules of Order version (See Appendix III).

### Section B: National Board Meetings

#### 1. Board Meetings

The RNHA National Officers Board shall meet upon the call of the RNHA National Chair as needed. Minutes are to be recorded for each meeting and approved by the Committee by vote. The approved minutes are to be made available to the RNHA National States Executive Committee upon request to the RNHA National Secretary (see Appendix I and II).

If the office of the National Vice-Chair, National Secretary, National Assistant Secretary, National Treasurer, Finance Chair, and other offices of the National Executive Committee becomes vacant, a special election may be called by the National Officers Board except for removing a National Chair and Vice Chair.

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Section 1. All legislative Powers herein granted shall be vested in a Congress of the United States, which shall consist of a Senate and  
of Representatives chosen every second Year by the People of the several States, and the  
ous Branch of the State Legislature.  
The Age of twenty five Years, and been seven Years a Citizen of the United  
States which may be included within this Union, according to their respec  
tive Laws, including those bound to Service for a Term of Years, and excluding  
such within three Years after the first Meeting of the Congress of the United  
States by Law direct. The Number of Representatives shall not exceed one  
for every thirty thousand, but each State shall have at least one Representative,  
and each Enumeration shall be made, the State of New Hampshire shall have  
three Representatives, Connecticut five, New York seven, New Jersey four, Penn  
sylvania six, Delaware three, Maryland five, Virginia ten, North Carolina five,  
South Carolina three, and Georgia three.



## Article II National Regional Zones

## Article II: RNHA National Regional Zones

### Section A: RNHA National Regional Leadership

#### 1. Purpose and Leadership

The purpose of the RNHA National Regional Leadership is to organize, establish and certify that each State Region has a viable and operational RNHA State Charter. The RNHA National Regional Zones are overseen and directed by the National Regional Director.

#### 2. Powers, Responsibilities, and Duties

Under the guidance of the National Officer's Board and the direction of the National Regional Director, State Regional Directors (RD) are the overseers of designated state regions. Regional Directors will provide necessary training and education resources to expand, support, and maintain the National States Executive Committee needs respect for each designated zone.

The State Regional Directors, under the guidance of the National Regional Director, will have a responsibility to update the National State Executive Committee and to seek them out to assist when necessary. The RNHA National Regional Zones are overseen and directed by the National Regional Director.

#### 3. RNHA National Regional Director

- a) Is the liaison between the National Officers Board and the RDs
- b) Provides oversight to the RDs with the guidance of the National Officers Board
- c) Works with the RDs on preparing strategic plans and ensuring they meet their target goals.
- d) Collects data from the RDs about their ongoing efforts and campaigns
- e) Deals with complaints and issues involving the RDs
- f) Assist in developing protocols for the functioning of the regions.

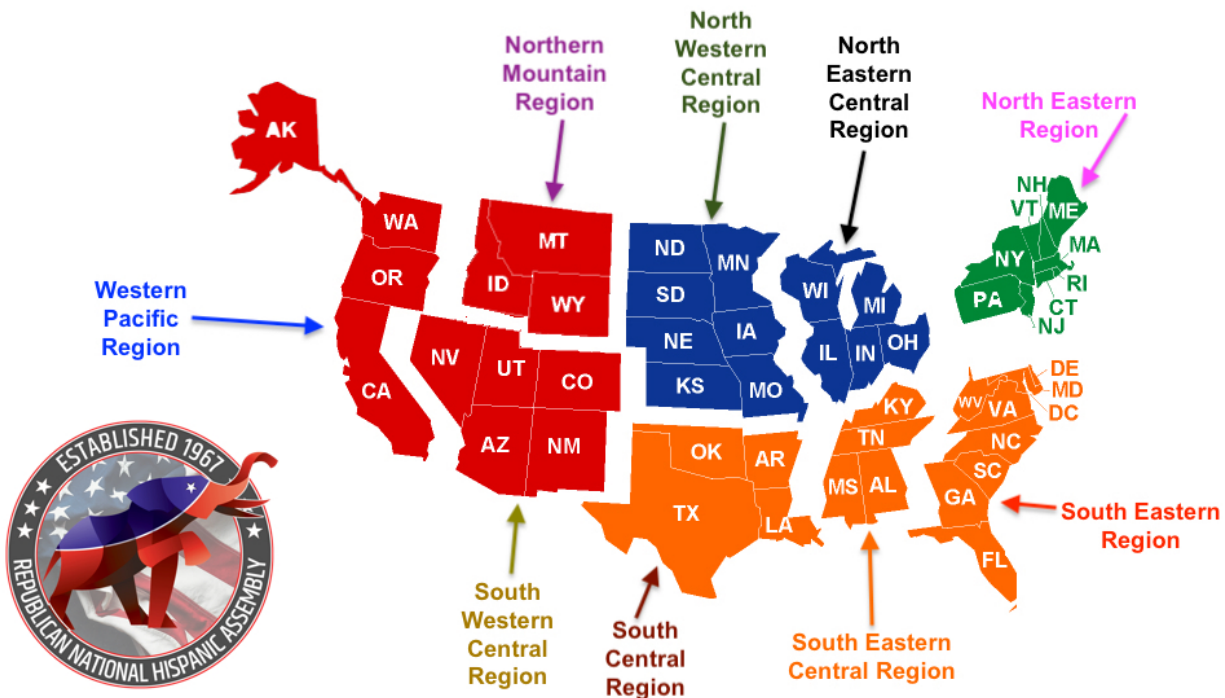
### Section B: RNHA National Regional Leadership

#### 1. State Regional Director Responsibilities and Duties

- a) Have oversight of each State in their region.
- b) They will oversee the formation and assist, where necessary, in making valid a State RNHA.
- c) They have permission of the National RNHA to use the title of RNHA Regional Director when introducing themselves to the State GOP to reach out to establish a viable State RNHA.
- d) The Regional Director will verify and validate all documents submitted to the National RNHA Secretary for recognition as a valid State RNHA.
- e) The Regional Director will use the State Chapter Guide to organize, establish, and certify the State Chapter.
- f) The Regional Director will inform those State groups who want to be chartered that they must submit their application with a \$500 fee to be considered to be recognized by the National RNHA, equivalent to 10 members, at the cost of \$50.00 each.
- g) The Regional Director may use methods of Social Media as a way of outreach but must submit all ID Codes to the National Secretary of RNHA and not claim any private ownership.

- h) The National RNHA Chair or Vice Chair will approve any Social Media account that carries the RNHA label.
- i) Regional Directors will be responsible for monitoring and updating any Social Media formats they have created and releasing all Social Media accounts to the National RNHA Secretary when their term ends.
- j) The Regional Director shall be on the Committee of Credentials and Membership for credentialing delegates at the National RNHA Convention and submit them to the National RNHA. The National RNHA will make all final certification decisions.

**Section C: National State Regional Director Zones**



**1. Northeastern Region**

- New Hampshire (NH)
- Maine (ME)
- Massachusetts (MA)
- Rhode Island (RI)
- Connecticut (CT)
- Pennsylvania (PA)
- New York (NY)
- New Jersey (NJ)
- Vermont (VT)

- District of Columbia – (DC)
- West Virginia (WV)
- Virginia (VA)
- North Carolina (NC)
- South Carolina (SC)
- Georgia (GA)
- Florida (FL)

**2. Southeastern Region**

- Delaware (DE)
- Maryland (MD)

**3. The Caribbean and US Territories**

- American Samoa
- Guam
- Hawaii
- The Northern Mariana Islands
- Puerto Rico



- U.S. Virgin Islands

#### **4. Southeastern Central Region**

- Mississippi - MS
- Alabama - AL
- Tennessee - TN
- Kentucky - KY

#### **5. Southeastern Central Region**

- Texas - TX
- Louisiana - LA
- Arkansas – AR
- Oklahoma – OK

#### **6. Southwestern Central Region**

- New Mexico - NM
- Arizona - AZ
- Colorado - CO
- Utah - UT
- Nevada - NV

#### **7. Northern Mountain Region**

- Idaho - ID
- Montana - MT

- Wyoming - WY

#### **8. Western Pacific Region:**

- Alaska - AK
- Washington - WA
- Oregon - OR
- California – CA

#### **9. Northwestern Central Region**

- North Dakota - ND
- South Dakota - SD
- Nebraska - NE
- Kansas - KS
- Missouri - MO
- Iowa - IA
- Minnesota - MN

#### **10. Northeastern Central Region**

- Illinois - IL
- Indiana -IN
- Michigan - MI
- Ohio – OH
- Wisconsin – WI

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Article III  
National States Executive Committee

## Article III: RNHA National States Executive Committee

### Section A: RNHA National States Executive Committee

#### 1. Committee Membership & National Voting Rights

Membership and National voting rights of the National States Executive Committee shall include all RNHA National Board Officers, the Assistant National Secretary, the National Finance Engagement Director, the National Congressional Liaison Officer, the National Regional Director, all Regional Directors, all RNHA State Chairs, the National Communications Director, the National Publisher, and the Social Media Director.

*Note: In the absence of the State Chair, the RNHA State Chapter Vice-Chair may proxy for the State Chair.*

#### 2. Powers and Duties

The RNHA National States Executive Committee is charged with oversight of the RNHA organization. It shall charter state chapters and have the final approval of county, local, or regional RNHA chapters. It shall have the final authority to revoke the charter of RNHA chapters. The RNHA National States Executive Committee ensures all legally required documentation and forms are filed on time, and all membership lists, legal documents, reports, minutes, and paperwork are retained and kept in good order and available. The RNHA National States Executive Committee ensures that all donations and donor information are recorded and correctly reported. The National States Executive Committee has the authority to work with Republican-affiliated clubs and approved 527, 502(c)(3), 501(c)(4), PAC, and Super PAC organizations. The Committee has the authority to consider, make, and implement policy.

Except where specified otherwise in the Bylaws, votes are approved by a majority vote. The National States Executive Committee has the responsibility, working with the National Chair and the National Finance Engagement Director, to craft and implement fundraising strategies and conduct events. In addition, the National States Executive Committee has the authority to conduct necessary political organization work and participate in political activities with other Republican organizations and Republican candidates.

#### 3. Meetings

The National States Executive Committee will meet at least once every calendar quarter. Minutes will be kept of all meetings, and all meetings shall be open to RNHA members unless the matters discussed are of a sensitive nature dealing with a specific political strategy, dealing with an affiliate organization that requires discretion, a sensitive personnel issue, or with the removal or replacement of an officer on any level of the RNHA. Voting shall be upon a majority vote with a quorum present (see Appendix II).

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## Article IV State Chapters



## Article IV: RNHA State Chapters

### Section A: Name of the Organization

The name of this organization shall be known as the Republican National Hispanic Assembly (State Name) Chapter. This organization shall be referenced hereinafter as the "RNHA (State Abbreviation) Chapter." Under extraordinary circumstances, the name may be altered with the approval of the National Officers Board.

### Section B: Purpose / Objective

See PREAMBLE, Purpose, and Objective, Page 5.

### Section C: Affiliation

The Republican National Hispanic Assembly (State) Chapter is established and is hereby affiliated with the Republican National organization to be known as the Republican National Hispanic Assembly (hereinafter referred to as the "RNHA"). RNHA (State Initials) Chapter members agree to maintain the integrity of the organization by following the rules and regulations designed by the "National" RNHA governing board (National Officers Board). No chapter or satellite may exist separate or autonomous from RNHA National Organization.

### Section D: Membership

#### 1. Definition of Membership

See MEMBERSHIP, page 6

#### 2. Non-discrimination

See PREAMBLE, page 5

#### 3. Member Benefits/Rights

Members of the RNHA State Chapter are entitled to benefits offered by the National RNHA organization, including but not limited to:

- a) Access to the RNHA State Chapter and RNHA National Organization events.
- b) To participate in elections of State officers.
- c) Each member will have one voting right that is not transferable by proxy.
- d) Members have the right to defend or appeal decisions of the State Board by contacting the National RNHA Officers Board.

#### 4. Removal of Membership

- a) Members may be removed from the organization if they violate the rules and integrity of the RNHA Bylaws or State Bylaws as determined by the National Officers Board or State Executive Board. Once misconduct has been identified and requisitioned for official action, the member in question is asked to meet with the county/local State Executive Board in a private meeting to discuss their offense and determine the appropriate action(s) to be taken.



- b) The action discussed and agreed upon by the county/local State Executive Board and the members will be documented. The discussion of the meeting will be confidential.
- c) Should the member not agree to the penalty, the member may appeal to the National Officers Board for reconsideration within 7 days of the decision. Otherwise, the State Executive Board's decision will be final.
- d) If it has been determined that the individual is to be removed, then the member forfeits the privilege of membership in the RNHA county/local chapter without a refund of dues or donations.

## 5. Resignation

- a) See MEMBERSHIP (8), page 6

## 6. Annual Dues

- a) State Receipt of Dues

A state-recognized bank account must be opened to show records of received or expenditures of any business conducted on behalf of the State or County/Local RNHA organization. If the State or County/Local does not have an active bank account, the National RNHA will temporarily collect all dues until a permanent bank account is established. Memberships are processed through the organization's Membership Account established for the State by the National Treasurer. **Annual membership fees are \$50.00**, of which the **state and county chapters will be reimbursed \$25** for each member by the National Treasurer. All other funds, including State donations or other contributions, will be disbursed to the State by the National Treasurer. The amount required for annual dues and disbursement may be set at the discretion of the local State Executive Committee unless changed by a majority vote of the members at their odd-year Convention meeting of the full membership. However, a minimum of \$25.00 must remain with National.

- (1) Continued membership is contingent upon being up to date on membership dues.
- (2) All members must annually register with the RNHA State, County/Local, or National and pay any fees associated with the membership before becoming or remaining recognized members.
- (3) Membership dues recurrence date will be established by the initial payment date or by the State Executive Committee.
- (4) The State Treasurer will maintain accurate records of monies received.
- (5) Each State Chapter is responsible for keeping an updated list of members. The National Treasurer will disburse funds once per month.

- b) National Receipt of Dues and Contributions

- (1) Any person who desires to become a member of RNHA may do so at the National RNHA website or the State's officially recognized website link to the National Membership Form, provided by the National Treasurer or their designee. To maintain proper accountability and transparency, under no circumstances are any other methods to be used for memberships unless approved by the National Officers Board.
- (2) If a State RNHA Chapter is established, the member's contact information will be submitted to the State Executive Committee to be considered in good standing for one year.

## 7. State Convention

### a) Timing

A State Convention shall be called at least every two years in every odd-numbered year between January and May of that year. If unforeseen circumstances beyond control force the Convention's cancellation, a new call to the Convention shall be issued without prejudice as soon as possible in the same year.

Under extreme circumstances, a virtual convention may be called with the approval of the National States Executive Committee and the National Officers Board.

### b) Call

The State Chair shall issue the call to the Convention to all state members of the RNHA in that State with at least 30 days' notice. Every reasonable effort shall be made to notify every voting member. The call to the Convention shall include the date, the time, the location, the address, any fees, and a general statement of the business to be conducted at the Convention.

### c) Election of State Officers during the Convention

The State Executive Committee shall provide a transparent, orderly, fair process for electing officers and shall provide this information to the body of the Convention before the election. In addition, the State Secretary shall send a list of the officers elected at the Convention to the RNHA National Secretary no later than 10 days following the election on the form provided by the RNHA National Secretary.

### d) State Convention Business

The State Officers shall give a general report about the activities of the State Chapter since the last state convention and the public health of the State Chapter to the Convention. State Officers are elected at a State Convention every odd year.

### e) Bylaws

State Bylaws may be reviewed and updated only during the Convention and by a vote of the convention body. Changes to state bylaws may not conflict with the RNHA National Bylaws.

### f) Convention Committees

Convention Committees shall be Credential Committees and Convention Organizing Committees. The Credentials are charged with collecting and authenticating the information of members qualified to attend and vote at a convention. Only voting members may comprise the body of the Convention and vote.

### g) National Delegates and Alternates

State Conventions will elect delegates and alternates to represent the State at the National Convention. States are entitled to one delegate and one alternate for every ten (10) members. Only voting members may be a delegate or alternates. The RNHA State Executive Committee shall provide a transparent, orderly, fair process of electing delegates and officers and shall communicate the process to the state convention body before the election of the delegates and alternates. Once elected, the RNHA State Chair and the State Secretary shall send the list of delegates and alternates to the RNHA National Secretary on the form provided by the RNHA National Secretary. The list shall be transmitted no later than 10 days following the election of the delegates and alternates. All RNHA State officers shall be delegates and shall be included on the list as a delegate and not counted against the delegate formula.

## Section E: General Assembly Meetings

### 1. Members' General Meetings

- a) The General Meetings will serve all RNHA state members to inform and organize membership participation in upcoming events organized by the state executive board.
- b) A meeting can be held by a conference call, inviting all state members.
- c) The General Meetings will be directed and headed by the State Chair or the State Vice Chair in case of the Chair's absence.

### 2. Executive Meetings

- a) State Executive meetings are to be scheduled once each quarter, at least monthly, with a consensus of the Board for the day and time.
- b) Meeting notices shall be made in the manner as set out by each RNHA State Executive Committee.
- c) Each member of the RNHA State Executive represents one vote on the Committee. Therefore, no member shall represent more than one voting position, and proxy voting is not allowed.
- d) Formal voting conducted for RNHA State Executive meetings shall be governed by Robert's Rules of Order, the current version, and all votes shall be recorded and made part of the meeting minutes.
- e) Meetings may be in-person or via conference calls (See Appendix I and II).

### 3. Special Meetings

Special meetings may be called by the State Chair or the State Executive Committee at any time.

### 4. Reporting to National RNHA

Once a month, the State Chair will communicate with the National Regional Director to share the progress of their State.

### 5. Conferences and Events Etiquette

Always acknowledge the dignitaries and National RNHA Leadership if they are present.

## Section F: State Executive Committee

Each state organization's RNHA State Executive Committee shall consist of a Chair, Vice Chair, Secretary, Treasurer, Parliamentarian, and the Chairmen of authorized state County/Local subchapters. Each RNHA State Executive Committee member's office is term-limited to two (2) consecutive terms. If there is no one to run for office at the time of the state convention, the former office member may stay in as an interim office holder until the State Executive Committee elects a new officer.

### 1. Powers and Duties

- a) All members of an RNHA State Executive Committee shall be voting members and conduct the business of the state RNHA organization, including keeping the laws and statutes of political

organizations by the type of their filing of the State in which they are filed.

- b) RNHA State Executive Committee shall provide oversight and direction for all state members' activities for the RNHA and shall be responsible for chartering new state County/Local subchapters.
- c) An RNHA State Executive Committee shall fundraise to provide the necessary funds to conduct the activities, meet the state chapter's financial obligations, and provide oversight of all revenues, expenses, debts, and obligations.
- d) An RNHA State Executive Committee shall be the only authority to enter into debt obligation and only by vote of the Executive Committee.
- e) By calling to the membership of the State Chair, the RNHA State Executive Committee shall conduct a State Convention in every odd-numbered year between January through May. It must be within a 26-month time frame. With the advice of the RNHA State Executive Committee, the RNHA State Chair may appoint a convention committee Chair.
- f) An RNHA State Executive Committee shall direct and conduct necessary political campaign activities to support Republican candidates.
- g) An RNHA State Executive Committee shall craft and conduct efforts to identify, recruit, and train qualified Republican Hispanics to run for public and party offices.
- h) An RNHA State Executive Committee may work with Republican or conservative affiliate organizations to support Republican causes, candidates, and the Republican Party.

## **Section G: Duties of RNHA State Officers**

### **1. RNHA State Chair**

- a) Shall serve as the official spokesperson of the RNHA State Chapter.
- b) Shall represent the Chapter and be responsible for all business concerning the Chapter.
- c) Shall call and conduct meetings and state conventions.
- d) Shall appoint ad hoc committee Chairs and standing committee chairs.
- e) Shall appoint necessary assistants and keep the RNHA State Executive Committee informed of all appointments.
- f) Shall be responsible for ensuring the skill set required for every Committee Director's position.
- g) Shall be responsible for crafting a fundraising plan, working with the Executive Committee.
- h) Shall present the plan to the RNHA State Executive Committee for approval and for implementation of that plan.
- i) Shall ensure the records of the state chapter are current and in good order and that all records are turned over to succeeding officers within 20 calendar days of succession.
- j) Shall work with the RNHA National Officers and RNHA National States Executive Committee to provide orderly governance of both organizations in keeping with the national and State bylaws.
- k) Shall provide oversight of any ongoing County/Local subchapter process and assign resources as necessary to address subchapter organizing deficiencies.

- l) Shall notify the RNHA National Secretary of new county chapters within 10 days of charter and include all new members in their membership list.
- m) Shall be responsible for maintaining state membership lists, working with the RNHA State Secretary, and submitting current state membership lists to the RNHA National Secretary at the beginning of each month.
- n) Shall be an advisory member of all ad hoc committees.
- o) Shall be responsible for the confidential, secure storage and distribution of all voter data and confidential documents.

## 2. RNHA State Vice-Chair

- a) Shall assist the RNHA State Chapter Chair in fulfilling the Chair's duties.
- b) Shall fulfill the Chair's duties by agreement with the state chapter Chair when the Chair cannot perform those duties.
- c) Shall notify the RNHA State Executive Committee of intent to issue the call and then issue the call to a convention if the RNHA State Chair does not issue a call to a convention, represent the Chapter, and be responsible for all business concerning the Chapter.
- d) Shall assist the Chair with fundraising, political organizing, social media engagement, and event planning.
- e) Shall represent the state Chair in ad hoc committee meetings when necessary.

## 3. RNHA State Secretary

- a) Shall be responsible for keeping and maintaining in good order, the original or copies of paperwork, minutes, legal documents, copies of bylaws, copies of charter applications, copies of charter approvals, formal communication by officers or by the RNHA State Executive Committee, recording meeting notes, including votes, and transcribing the notes into formal minutes, and for submitting the minutes to the RNHA State Executive Committee for approval.
- b) Shall make notice of meetings in the manner agreed upon by the RNHA State Executive Committee and shall work with the RNHA State Chair to draft an agenda for meetings and to provide all members of the RNHA State Executive Committee with a copy of the agenda before meetings, and shall keep copies of all approved minutes in good order.
- c) Shall provide a copy of documents to officers upon request in a reasonable time.
- d) Shall work with the Treasurer to notify members of lapsing membership terms and dues payable or in lieu of dues of volunteer duties to be pledged and performed.
- e) Shall keep an orderly, current list of all members, including subchapter members, and work with the RNHA State Chair to submit membership lists to the RNHA National Secretary at the beginning of each month.

## 4. RNHA State Treasurer

- a) Shall be responsible for maintaining all state chapter bank accounts and keeping records of all bank transactions, reports submitted to the RNHA State Executive Committee, fundraising reports and transactions, invoices, bills, in-kind donations, and reimbursements.
- b) Shall be responsible for keeping track of all donor pledges, volunteer pledges, and membership dues.
- c) Shall be responsible for working with the Secretary to maintain current membership lists and



- to notify the Secretary of expiring membership terms and funds due.
- d) Shall be responsible for submitting membership dues to the National.
- e) The RNHA State Treasurer shall pay bills and expend funds as directed by the RNHA State Executive Committee.
- f) Shall be responsible for acquiring any training required by state law or policy.
- g) Shall be responsible for compiling and submitting financial reports to the RNHA State Executive Committee at scheduled meetings; the reports to include year-to-date summary information, a summary of transactions conducted, donations received since the last monthly meeting, all bank account balances, and updates on legally required financial reporting.
- h) Shall be responsible for submitting a quarterly financial report to the National.
- i) Shall be responsible for turning over all records and paperwork to a successive Treasurer within 20 calendar days and notifying the RNHA State Executive Committee that all documents and records have been turned over.
- j) Shall not keep personal copies of documents and shall turn over all documents and records.

## 5. RNHA State Parliamentarian

The State Parliamentarian is appointed by the State Executive Board and does not have voting rights. The Parliamentarian oversees all state meetings to ensure they are run promptly and professionally. The Parliamentarian ensures that all votes are correctly taken and accurately as per the current Robert Rules of Order version (see Appendix III).

## Section H: Vacancies and Removals of RNHA State Executive Officers

### 1. Vacancies

- a) If the RNHA State Chair becomes vacant before the State Convention, the RNHA National Officers Board reserves the sole authority to appoint a new State Chair.
- b) If the RNHA State Vice-Chair position becomes vacant before the State Convention, the RNHA State Chair reserves the right to appoint a new State Vice-Chair to serve as an "interim" or "official" state chair. If the RNHA State Treasurer position becomes vacant, the RNHA State Chair may appoint an interim Treasurer. If the RNHA State Secretary position becomes vacant, the State Chair may appoint an acting Secretary.
- c) Any RNHA state member in good standing may be nominated or considered to fill a vacant position on the RNHA State Executive Committee. Those wishing to be considered to fill a vacancy shall notify the RNHA State Executive Committee.
- d) The RNHA State Chair may call a special RNHA State Executive Committee meeting no later than 20 days following a vacancy. At the called special meeting, the RNHA State Executive Committee members shall consider all nominations and conduct a formal, recorded vote to fill the vacancy. The elected officer shall serve for the remainder of the unexpired term.

### 2. Removals

- a) Officers shall be removed from the office for party disloyalty, abandonment of office, disclosure of confidential organizational or party information, or gross incompetence of such a nature that the duties of an office are not performed. Party disloyalty shall be defined as actively working against the Republican Party or working to benefit a candidate of another

political party or support another political party. Abandonment of office shall be defined as 60 days of non-participation unless the RNHA State Executive Committee has excused the non-participation. (See Membership (7), page 5).

- b) The RNHA State Committee, working with the National Officers Board, reserves the sole authority to remove a state officer from office. The RNHA National Chair shall call a special meeting of the RNHA National Officers Board within 10 days of the date, time, location, and address, or details of that meeting will be made through a telephone conference or alternate means. The meeting shall be conducted in a closed session with recorded minutes. The proceedings of the meeting shall remain confidential.
- c) A State officer may be removed only by majority vote with a quorum present by the RNHA National Officers Board and/or State Executive Committee. Membership may be canceled only by a majority vote to cancel membership by the RNHA State Executive Committee. Upon removal of office, a former officer may also be under consideration for cancellation of membership under separate consideration and a separate vote as part of the same special meeting. The officer under consideration for removal is entitled to resign before the meeting.
- d) The officer under consideration for removal from office or member under consideration for cancellation of membership shall be entitled to a written notice delivered via USPS or by email with a read receipt request to attend the meeting and to present a defense, including documents or witnesses. The officer shall be notified of the special meeting and the charges at the same time the RNHA National Officers Board and/or local State Executive Committee is notified.

## **Section I: RNHA State or Local Chapter Organizing Requirements**

The Organizing Committee shall notify the RNHA National Officers Board of its intent to organize a state or Local Chapter.

- a) Charter applications require at least ten (10) voting members to organize a State or Local Chapter. The State Organizing Committee shall keep minutes of meetings where officers are elected and record the various organizing votes.
- b) The Organizing Committee shall notify the RNHA National Chair and the RNHA National Secretary of its intent to organize a State or Local Chapter.
- c) The ten members of the Organizing Committee shall conduct a vote to form a state RNHA Local Chapter. The organizing meeting shall not be more than 60 days from the notification of intent to organize a Chapter. The member of the Organizing Committee calling the meeting shall act as the Organizing Chair. Proxy voting is not allowed. National considers first come, first serve basis.
- d) The State Organizing Committee must vote to recognize the RNHA National Bylaws and accept the RNHA State Bylaws by the ten voting members.
- e) The newly elected officers of the petitioning organization must fill out the RNHA Petition for Recognition as a State Chapter and submit it to the RNHA National Officers Board. The petition shall include the completed petition, a membership form for all members of the Organizing Committee, dues payable, and a copy of the approved state bylaws that include any additions. All changes to the state bylaws must not conflict with the RNHA National Bylaws and must be approved by the National RNHA Executive Committee. The petition submission may be made by scanned electronic submission, and all scanned documents must be readable.

- f) For State Chapters, the RNHA National Officers Board shall, within 14 days, consider the application and examine it for completion and accuracy. If the petition meets all requirements, the RNHA National States Executive Committee shall vote to approve the petition. If the petition has deficiencies, it shall be sent back to the State Organizing Officers for correction.
- g) The organizing Officers will then have 10 days to resubmit the corrected documents. Finally, the RNHA National States Executive Committee shall have 10 days to consider the petition and vote to approve the petition. If the petition meets all the requirements and the RNHA National States Executive Committee votes by majority vote to recognize the Chapter, the RNHA National Chair shall send or email a letter to the Organizing Chair notifying the organizing Officers of the approval of the petition. When the petition is approved, the organizing Officers shall become the State Officers, and the organizing members shall become local voting members of the RNHA. The RNHA National Secretary and the State Chapter Secretary must each keep copies of the petition package and any relevant communication.

## **Section J: RNHA State Finance and Auditing Committees**

### **Section 1: State Finance Committee**

The RNHA State Executive Committee may form an RNHA State Finance Committee. The duties of the RNHA State Finance Committee are to assist the RNHA State Finance Chair or State Treasurer if one is not appointed. The State Finance Chair will be the committee Chair. The term of the Finance Committee shall run concurrently with the State Finance Chair's term.

### **Section 2: State Auditing Committee**

The RNHA State Executive Committee shall form an Auditing Committee in January of every odd year to conduct an audit of the RNHA State Finances and Accounts. The RNHA State Chair shall appoint the committee Chair. The Auditing committee shall prepare an audit report and submit the report to the RNHA State Executive Committee. The audit and report are due at the last RNHA State Executive Committee meeting before the state convention. All copies of Audit Reports are to be maintained as a permanent financial record.

## **Section K: RNHA Volunteer Committee Directors**

Every State will determine what volunteer RNHA committees are necessary for their state and/or county/local chapters to reach out to the communities at large. The State Executive Committee will appoint all directors. In addition, the State Executive Committee is responsible for outlining all functional responsibilities for their positions.

We the People  
insure domestic Tranquility, provide for the common Defence,  
and our Posterity, do ordain and establish this Constitution



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**Article V**  
**County, Local, and Satellite Chapters**

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## Article V: RNHA County and Local Chapters

### Section A: County or Local Organization

#### 1. Membership

All County or Local Chapters will follow the same memberships and formation requirements as a State Chapter (refer to Article IV; Section D, page 18).

#### 2. County & Local Committee Membership

The RNHA County or Local Chapter officers shall be a Chair, Vice Chair, and Secretary. In addition, in those chapters where the membership decides to maintain a bank account and fundraise, the County/Local Board will include a Treasurer.

#### 3. County and Local Powers and Duties

- a) All officers of an RNHA County or Local Chapter Committee shall be voting committee members and conduct the business of the county RNHA organization, including keeping the laws and statutes of political organizations by the type of their filing of the State in which they are filed.
- b) An RNHA County or Local Chapter Committee shall direct and conduct necessary political campaign activities to support Republican candidates.
- c) Working with the RNHA State Executive Committee, an RNHA County or Local Chapter Committee shall craft and conduct efforts to identify, recruit, and train qualified Republican Hispanics to run for public and party offices.
- d) An RNHA County or Local Chapter Committee will work with Republican or conservative affiliate organizations to support Republican causes, candidates, and the Republican Party.
- e) An RNHA County or Local Chapter Committee shall work with the RNHA State Executive Committee to maintain accurate membership lists. An up-to-date membership list shall be submitted to the RNHA State Executive Committee the second week before the end of every month.
- f) An RNHA County or Local Chapter Committee shall work with the RNHA State Executive Committee to arrange and help sponsor events, speakers, and fundraisers.
- g) In every odd-numbered year, the RNHA County or Local Chapter Committee shall call a meeting between February and May to elect County or Local Chapter Committee officers. All voting chapter members may participate in the vote. Any voting member in good standing may run for office. Elections must be conducted no more than 26 months apart.
- h) Each County or Local Officer carries one voting position on the County or Local Committee. Proxy voting is not allowed. All votes conducted in meetings must be recorded and kept in the minutes by the County Secretary.
- i) County or Local Committees may arrange for speakers, host events, engage in community activities, and in keeping within the RNHA Bylaws, perform such actions as allowed to support the RNHA, the Republican Party, and Republican candidates and to educate and communicate with local communities about Republican ideals, the Republican Party, and the RNHA.

#### 4. Satellite Temporary Offices

- a) For the purpose of State membership expansion and recruitment, and a Chapter that cannot meet the Membership requirement of a minimum of 10 members, the State Chair may establish a local Caucus by appointing or selecting a local Ambassador under the State Chapter.
- b) While Satellite Offices are not recognized as official Chapters, they are the precursor to establishing a full County or Local Chapter and maintaining a region engaged while recruiting.

#### 5. Duties of County and Local Officers

##### a) County or Local Chair

1. Shall work with the RNHA State Officers and RNHA National States Executive Committee to provide orderly governance in keeping with the national and State bylaws.
2. Shall chair county meetings and is a voting member of the RNHA State Executive Committee.
3. Shall call and conduct meetings and provide an orderly process to elect chapter officers in odd-numbered years.
4. Shall inform the RNHA State Executive Committee of all county officer elections and send the RNHA State Executive Committee a list of newly elected officers and their contact information.
5. Shall ensure the chapter records are current and in good standing and that all records are turned over to succeeding officers within 20 calendar days of succession.
6. Shall be for four (4) years running from the end of the election meeting to the end of the next election meeting. If the Chair is re-elected, the Chair may serve a limit of two (2) consecutive terms.
7. Shall work with the County/Local Committee to recruit new Republican members for the Chapter.
8. Shall represent the Chapter and is responsible for all business concerning the Chapter.

#### 6. County or Local Vice Chair

- a) Shall work with the RNHA State Officers and county Chair to provide orderly governance in keeping with the national and State bylaws.
- b) Shall represent the county Chair at RNHA State Executive Committee meetings when the county Chair is absent.
- c) Shall conduct county meetings and represent the county Chair when the county Chair is not present.
- d) Shall assist the Chair with events, event planning, fundraising, political campaign activities, candidate and member recruitment, and planning and conducting meetings.

#### 7. County or Local Secretary

- a) Shall be responsible for keeping and maintaining in good order the original or copies of paperwork, minutes, legal documents, copies of bylaws, copies of charter applications, copies of charter approvals, formal communication from or to the RNHA State Executive Committee



or the RNHA National States Executive Committee, recording meeting notes, including votes, and transcribing the notes into formal minutes, and for submitting the minutes to the RNHA County Committee for approval.

- b) Shall make notice of meetings in the manner agreed upon by the RNHA State Executive Committee and shall work with the County/Local Chair to draft an agenda for meetings and to provide all members of the County/Local Committee a copy of the agenda before meetings, and shall keep copies of all agendas and approved meeting minutes in good order.
- c) Shall keep an orderly, current list of all members and work with the RNHA County Chair to submit membership lists to the RNHA State Secretary the second week before the end of each calendar month.

#### **8. County or Local Treasurer**

- a) Shall be responsible for recording all donations and expenses to the organization in keeping with the filing type of the State in which the organization is filed.
- b) Shall be responsible for filing all necessary financial reporting paperwork with the State or local filing authority on time and keeping records of the filings.
- c) Shall be responsible for maintaining all chapter bank accounts and keeping records of all bank transactions, reports submitted to the RNHA County and State Executive Committee, fundraising reports and transactions, invoices, bills, in-kind donations, and reimbursements.
- d) Shall be responsible for working with the Secretary to maintain current membership lists.
- e) Shall pay bills and expend funds as directed by the RNHA County Committee.
- f) Shall be responsible for acquiring any training required by state law or policy.
- g) Shall be responsible for compiling and submitting financial reports to the RNHA County Committee at monthly meetings; the reports to include year-to-date summary information, a summary of transactions conducted and donations received since the last monthly meeting, all bank account balances, and updates on legally required financial reporting.
- h) Shall be responsible for turning over all records and paperwork to a successive treasurer within 20 calendar days and then notify the RNHA County and State Executive Committee that all records have been turned over. An RNHA County Treasurer may not keep personal copies of documents and shall turn over all documents and records.
- i) Shall work with the Secretary to maintain current membership lists and to notify the Administrative Assistance of expiring membership terms and funds due.
- j) Shall not keep personal copies of documents and shall turn over all documents and records.
- k) Shall create a monthly statement that shall become part of the permanent record to be maintained by the Secretary.
- l) Shall not release any financial data to the press or the public or post on social media. Releasing confidential financial information to the public shall be grounds for removal from office or RNHA general membership.
- m) If the County/Local Committee elects to conduct fundraising and elects a Treasurer, working with the other county officers, the Chair shall be responsible for crafting a fundraising plan and presenting the project to the RNHA County/Local Committee for approval and for implementation of that plan.

## Section B: County or Local Chapter Meetings

### 1. Regular Chapter Meetings

- a) An RNHA County/Local Chapter shall conduct monthly meetings open to all members. General public notice will be given for each session noting the meeting date, time, location, and address. General public notice is defined as social media posting, email, and combined phone calls and text notifications. In addition, the County/Local Committee shall conduct closed business meetings at least once per calendar quarter. The County/Local Committee shall define a procedure and implement the process for keeping lists of meeting attendees, and the County Secretary shall keep the lists. The list should include the name and contact information of each attendee.
- b) The County/Local Committee shall conduct closed business meetings at least once per calendar quarter. The RNHA County/Local Secretary shall keep the minutes for the meeting and the minutes in good order.

## Section C: County or Local Chapter Vacancies & Removals

### 1. Vacancies of County or Local Officers

- a) If the County/Local Chair becomes vacant, the county Vice Chair shall become the interim Chair. If the Secretary resigns, the County/Local Committee may select a person in the interim until the County/Local Committee elects a Secretary. If the Treasurer resigns, the county Vice Chair shall assume the duties of Treasurer until the County/Local Committee elects a Treasurer.
- b) The County/Local Committee may meet within 30 days following a resignation to elect a qualified candidate to fill the vacant officer position. Any qualified voting member of the county chapter is eligible for nomination to fill a vacancy. The County/Local Committee must approve the vacancy by a majority vote.

### 2. Removal of County or Local Officers

- a) Officer removals must be referred to the RNHA State Executive Committee.
- b) Upon consultation with the National Regional Director, the RNHA State Executive Committee has the authority to remove a county officer from office.
- c) The RNHA State Executive Committee shall use the same procedures for notice, removal, and confidentially as for the removal of a state officer, except that the RNHA State Executive Committee shall conduct the action upon approval from the Regional Director.
- d) The County/Local Officer has the right to be notified, conduct a defense, present documents, and call witnesses.
- e) The proceedings shall be conducted in closed session, and confidentially shall be maintained during and after.
- f) The County/Local Officer has the right to petition before the National Executive Board to prevent removal.

*We the People*  
insure domestic Tranquility, provide for the common Defence  
and our Posterity, do ordain and establish this Constitution



**Article VI**  
**National Communications Department**

## Article VI: National Communications Department

### Section A: National Communications Department Leadership

#### 1. National Communications Department Leadership

The National Communications Department is led by the National Communications Director (formerly known as the Chief Administrative Director) and is a committee comprised of the National Publisher, National Social Media Director, National Press Secretary, and National Endorsement Officer. Additional Directors may be appointed as necessary by the National Chair and/or the National Officers Board. Their positions shall **not** be elected but appointed by the National Communications Director in conjunction with the National Officers Board, for they require specialized skill sets that focus on the business aspects of the RNHA, not internal campaigns.

#### 2. Powers and Duties

The National Communications Department's primary responsibility is to enforce the organization's vision regarding communication, branding, endorsements, and marketing, implement the National Officers Board's directives, and serve as a liaison to the National States Executive Committee. Each Communications Department director has the authority to direct, train and recruit volunteers for their respective departments, restructure their departments, appoint assisting staff to aid in their department's operations, and submit requests for funding equipment and events to the National Officers Board. At the National Chair's request, directors submit reports on their operations' status; they will submit an annual report of their progress to the National Officers Board.

#### 3. Voting Rights

- a) The National Communications Director, National Publisher, and Social Media Director will have a voice and vote as members of the National States Executive Committee. They will be an integral part of the National States Executive Committee board meetings and may put forth motions, amendments, and ideas to be voted on by the National States Executive Committee.
- b) At the Convention, the National Directors will be members of their state delegations and will be able to vote on matters presented if delegate qualifications are met.

#### 4. Branding, Copyright, Trademark, and National Access

- a) The RNHA logo directly reflects our brand and must reflect the RNHA's business DNA by delivering a consistent logotype and brand representative of a national organization. All organization logos will be developed and approved by the Communications Department. No branding may be used without the express approval of the National Officers Board.
- b) The Communications Director, working in conjunction with the National Officers Board, will work on providing each State with the following:
  - 1) State RNHA logotype design
  - 2) State URL address registration and state web designer access (if not available).  
*Note: No State or local webpages will be allowed on independent servers outside the National Hosting Servers.*
  - 3) Emails based on registered URL address for State or National Board positions.
  - 4) Create Social Media account handles and access to all preferred platforms.
- c) The Communications Director, Social Media Director, and the National Publisher must be given

administrative and publishing access to all RNHA (National, State, and Local) social media groups, webpages, and pages across all their social media platforms.

- d) To ensure continuity of operations, no National, State, or Local webpage or social media account can be created or managed without providing **full administrative** access to the National Communications Director and/or National Officer's Committee designee.
- e) All RNHA National, State, and Local publications must follow the national branding format henceforth.
- f) Under the National Officers Board's guidance and approval, the National Communications Director will ensure trademarking and copyright of necessary organizational materials.
- g) The RNHA has all reserved copyrights and ownership of all organization's State, Local, and National Logos. The State may use the logo in any manner that will help benefit their State organization for membership growth and fundraising for their State.

## Section B: National Publishing Department

### 1. National Publishing Department Membership

The National Publisher will lead the National Publishing Department and will be comprised of all the members of the Editorial Board, Editor in Chief, Web Designers, Editors, Content Creators, Graphic Design, and Podcast Creators.

### 2. Powers and Duties

The National Publishing Department's responsibility is to create content that will market and propel the RNHA's conservative message. To this effect, the National Publisher will be vested with the following powers and duties: ensure the quality, message, and image of the RNHA publications and productions, to publish, format, edit, create and distribute content and media that spreads the RNHA's message, to recruit, to create public presentations on RNHA National social media and website platforms, to expand the audience and reach of the RNHA, conduct interviews with individuals of interest, to interpret and report the RNHA's social media analytics and audience demographics, to submit funding requests, if needed; to ensure that all department communications are confidential. To oversee that branding, copyright, and trademark standards are adhered to and followed. In consultation with the National Communications Director, create or remove roles for the editorial board as needed, or dismiss editorial staff, if necessary.

### 3. Publishing Submission Guidelines:

- a) For publishing purposes, the National Executive Committee will submit a press release, article topic, or a piece of media with the following information:
  - The time frame or deadline
  - Media, images, or graphics that need to be included.
  - Either a topic or the text required.
- b) Images must be of good taste and high quality, preferably original or stock photos. In addition, images need to be at least 1000 pixels wide x 600 (landscape format) to be included as a featured images.
- c) Audio and video files can be submitted as podcasts, YouTube, Rumble, or similar video platform links.

### 4. Staff Separation and Published Work



- a) All members of the Publishing Department must comply with RNHA Publishing Department Policies.
- b) Members who show unjustified absence, unprofessional or poor behavior, incompetence, disloyalty to the RNHA, or disloyalty to the Republican Party and our organization's conservative values may be dismissed at the discretion of the respective Director and in consultation with the National Communications Director.
- c) All published and unpublished work created while working or volunteering under the RNHA will become the exclusive property of the RNHA, which will keep or remove such work at its discretion.
- d) Individuals that may be separated while in good standing will be given the option to resign and keep their published organizational work.
- e) Individuals terminated in poor standing may have all their work unpublished at the discretion of the RNHA.

## **Section C: National Social Media Department**

### **1. Social Department Membership**

The National Social Media Department will be directed by the National Social Media Director and composed of Social Media moderators, editors, graphic artists, influencers, and Social Media content creators.

### **2. Powers and Duties**

- a) The National Social Media Department must be designated by state and local chapters to help administer and run official chapter social media accounts in a manner consistent with this social media policy, applicable law, and related guidance. The National Social Media Department Administrators are responsible for controlling access to all social media accounts and maintaining account security (e.g., secure password maintenance and deactivating account access due to changes in staffing).
- b) The National Social Media Department will liaise with the National Executive Committee's state and local chapters, aiding in posting relevant news and information on National, State, or Local current events at least once every 48 hours. State and Local Chapter accounts must not become inactive and must be monitored daily against social media trolls, inappropriate comments, and errors. Ongoing editing and deletions will be made to mitigate any violations against RNHA accounts.
- c) While the RNHA target demographic speaks mostly English, conservative Spanish-language news should be utilized on all accounts to increase traffic as a leading Hispanic organization.

## **Section D: National Endorsement Officer**

### **1. Role of the National Endorsement Officer**

The Endorsement Officer shall oversee National endorsements, endorsement conflict investigation and resolution, tracking endorsement progress and success, writing, formatting, editing endorsement submission, and endorsement oversight.

### **2. National Endorsement Protocols**

- a) The National Endorsement Officer will only endorse candidates running in elections for the following positions: **President, Governor, US Senator, US Congressional Representative, and Supreme Court Justice.**
- b) The RNHA typically does not endorse candidates during primary elections, but they may make exceptions under certain circumstances when:
  - The candidate serves on the RNHA leadership team and is in good standing
  - The candidate that best represents their constituency's needs and who is aligned with the RNHA values.
  - The candidate is the only candidate in the primary election.
- c) State Chapters have the authority to endorse candidates running the county, district, and State. States are allowed to endorse all electable offices pertaining to that state at their leisure, including Governor, Senate, and Congressional seats.
- d) States will coordinate with the National Endorsement Officer if candidates wish to obtain a national endorsement. The local State Executive Committee will present an endorsement petition if the state and local chapters vote in favor of endorsement for a set candidate. Petitions for national endorsements must be sent by the state one month prior to the National Election and no less than 14 days to address final vetting processes. The following information must be included:
  - A landscape (horizontal picture) of the candidate
  - Either a resume & bio or text to be placed in the endorsement
  - The date of the General Election
  - Evidence that the State or Local Chapter voted for the endorsement
  - Evidence they signed up as members of the RNHA
- e) Endorsed Candidates must sign a pledge stating that they stand for conservative values and policy priorities that are important to the RNHA.
- f) Any Candidate who engages in unethical or poor behavior, a violation of their pledge, or party disloyalty will have their endorsement revoked, and a statement will be released disavowing the endorsee. In consultation with the National Chair and the National Communications Director, the National Endorsement Officer will determine if the candidate merits revoking the endorsement.
- g) Once the National office decides to revoke an endorsement, local and State chapters must remove the endorsement within 48 hours of receiving the notification and cease doing business with the individual.

### 3. National Endorsement Tracking

- a) RNHA National Endorsement Officer will track all endorsements' progress by implementing an endorsement tracker spreadsheet, which will be accessible to all National Leaders and State and Local Chairs.
- b) All Endorsed candidates will be added to the tracker within 48 hours of the endorsement being issued.
- c) On the tracker, the Endorsement Officer will mark whether the individual candidate either won or lost their election after the election cycle is over.
- d) At the end of the election cycle, the endorsement tracker will be downloaded and sent to the National Chair and the National Communications Director for the RNHA's records.

# We the People

insure domestic Tranquility, provide for the common Defence,  
and our Posterity, do ordain and establish this Constitution

Section 1. All legislative Powers herein granted shall be vested in a Congress of the United States, which shall consist of a Senate and House of Representatives.  
The Senate shall be composed of two Senators from each State, chosen by the Legislature thereof, for a Term of six Years, and each Senator shall have a Vote.  
The House of Representatives shall be composed of Members chosen every second Year by the People of the several States, and the Electors in each State shall have at least one Vote.  
No Representative shall be chosen for a Term longer than two Years, but he shall be eligible for Re-election immediately after he has finished his Term, if he shall have attained to the Age of twenty five Years, and been seven Years a Citizen of the United States, and when elected shall have attained to the Age of twenty one Years, and seven Years a Citizen of the State in which he shall be chosen.  
Representatives and electors in each State shall have at least one Year, in such Manner as the Legislature of each State shall direct. The Number of Representatives shall not exceed one for every thirty thousand, but each State shall have at least one Representative.  
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Article VII  
National Convention

## Article VII: National Convention

### Section A: National Convention Requirements

#### 1. Interval Timing of Conventions

A National Convention shall be called at least **every two years** in every even-numbered year between June and November. In the event a disaster forces the cancellation of the Convention, a new call to the Convention shall be issued without prejudice as soon as practically possible before April of the following year.

#### 2. Call to Convention

The National Chair shall issue the call to Convention to all RNHA State Chairmen and delegates and alternates with no less than 120 days' notice, with the exception of canceled conventions. In the event of a cancellation, the notice requirement of rescheduling shall be 45 days. Every reasonable effort shall be made to notify every delegate and alternate. The call to the Convention shall include the date, the time, the location, the address, any fees, and a general statement of the business to be conducted at the Convention.

#### 3. Election of all National Officers

The National Executive Committee shall provide a transparent, orderly, fair process for electing officers and shall provide this information to the body of the Convention prior to the election. Only delegates shall be entitled to vote at the Convention. If a delegate drops out, the state Chair will appoint a replacement from the list of alternates.

#### 4. National Convention Business

The National Officers shall give a general report about the activities of the National Organization since the last state convention and the general health of the National Organization to the Convention. National Officers are to be elected at National Convention in every odd-numbered year.

#### 5. Bylaws

National Bylaws may be reviewed and updated only during Convention and by a vote of the convention body.

#### 6. Convention Committees

Convention Committees shall be Credentials Committee and Convention Organizing Committee. The Credentials are charged with collecting and authenticating the information of members qualified to attend and vote at the Convention. Only voting members may comprise the body of the Convention and vote.



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Article VII  
National Convention



## Appendix I – Conference Meeting Guidelines

### Conducting a Conference Call Board Meeting

1. **Time is precious:** Every person on your Board has volunteered to be there. Promptness from each person, and YOU show respect for their time and your own.
2. **Select a time:** Select a regular time that all will commit. Suggest a week of the month and a day and time. Stay consistent with that time until, as a committee, you decide to change it.
3. **Notification of a Conference Call:** Send out notices through email, text messaging, phone calls or any other method you think is appropriate. Be aware that many people have packed schedules and have every attention to be there, but it slipped their mind. Repeating the notification several times is your best bet that people will remember to attend. Three days prior, two days prior, one day prior, and the day of is the best way as a reminder. You can easily type it in the heading and click away. If you can not attend the meeting yourself, a great time to let everyone know you are unable to attend.
4. **Unable to attend the meeting:** If for some unforeseen reason you cannot make the Board Meeting, make sure that you respond back to the Chair and Secretary the reason you are unable to attend. It is important to have a valid reason for missing a meeting. YOU are the reason the organization is the best it can be.
5. **No Quorum:** If you do not have enough to have a quorum, you can still discuss your action items and progress. You will not be allowed to vote on any decisions that will require a quorum.
6. **Conference Calls:** Make sure you use the same number every time. Write the number in a safe place that is reachable or save it on your phone, so it can be handy to call wherever you are.
7. **Conference Call etiquettes:** The person calling the meeting is the main speaker. Have all those on the line to be on mute, this way, you will not hear any distractive sounds. Call out the person's name you want to speak, and they will unmute. At the end of the meeting, give every person a moment to share if time permits. Everyone always likes to feel they have added to the conference call.
8. **Agenda:** If you are the one calling the meeting, ALWAYS have an Agenda. The agenda will help keep the meeting focused. Write down on the side how long you allow each subject talked about. Do not allow the meeting to stray away from the purpose you called it. Interrupt those who are long-winded, each person needs to respect each person's time and call back the meeting to what the purpose of the meeting is.
9. **Do not allow people to manipulate the meeting:** It is important that YOU are firm and let the Board know that they can have their side conversation after the Board meeting.
10. **Appreciate every person:** Always let the Board know how much you appreciate their service for being on the call, staying on the call, and their contribution to the organization.
11. **Write it down for yourself:** Do not expect others to take your notes for you, like the Secretary. Board members are responsible to make a note of their obligations. The Board Minutes are just to confirm your written notes.
12. **After the Board Meeting:** As soon as you are able, write down your tasks and add it to your schedule for the week or month. If you have any problems in fulfilling your obligation, inform the Board as soon as you know. This is important because your task may hold up others from fulfilling their own or prevent moving forward.
13. **Coming Back on the Call:** Have your documents ready when coming on your next Conference Call. Being prepared saves time and shows respect towards those on your Board.
14. **Meet in person:** Conference Calls help get the work done, but there is nothing like meeting each other. Try your best to meet up once or twice a year. It can be at a home or restaurant. Building healthy relationships is the most important element for your organization to GROW!

## Appendix II – Sample Agenda

### Sample Agenda

RNHA Name

Location/Conference Call

Date and Time meeting Started -Ended

#### **I. Call to order**

Facilitator Name called to order the regular meeting of the Organization/Committee Name at time on date at location.

#### **II. Roll call**

Secretary Name conducted a roll call. The following persons were present: attendee names

#### **III. Approval of minutes from last meeting**

Secretary Name read the minutes from the last meeting. The minutes were approved as read.

#### **IV. Open issues**

- a) Open issue/summary of discussion
- b) Open issue/summary of discussion
- c) Open issue/summary of discussion

#### **V. New business**

- a) New business/summary of discussion
- b) New business/summary of discussion
- c) New business/summary of discussion

#### **VI. Adjournment**

Facilitator Name adjourned the meeting at time.

Minutes submitted by: Name

Minutes approved by: Name

## Appendix III – Role of a Parliamentarian

### Role of a Parliamentarian

A Parliamentarian is an expert in rules of order and the proper procedures for conducting meetings of deliberative assemblies. Parliamentarians assist organizations in drafting and interpreting bylaws and rules of order and the planning and conducting of meetings. The Parliamentarian is appointed by the National Officers Board and does not have voting rights.

### Drafting and Interpreting Bylaws

Bylaws define the makeup, governance, rights, and responsibilities of a given organization and its members. They also define specific rules, which may be unique to an organization and cannot be suspended but must be adhered to.

Bylaws must be legislatively compliant with the laws governing the organization.

When a parliamentary authority has been adopted, such as the current edition of Robert's Rules of Order Newly Revised, the parliamentary authority provides a clear definition of many of the rules of order and procedures which the organization does not have to try and recreate in the bylaws, except for those specific cases where there is a variance or when the organization does not want the rule to be able to be suspended.

Parliamentarians assist the organization in drafting and interpreting bylaws specific to the organization's needs. Working with the organization's legal counsel, the Parliamentarian will ensure that the bylaws are legislatively compliant.

### Parliamentary Opinions

Organizations often ask Parliamentarians, "given our current bylaws and rules of order, how do we do this, or what is the proper procedure to accomplish this objective?" The Parliamentarian will review the organization's governing documents and provide an opinion on how to proceed within the rules.

### Meeting and Convention Planning

Parliamentarians are often called upon to assist organizations in planning meetings or conventions. Most of the items that must be considered are listed on a checklist under the "Meeting Checklist" tab. In the planning for the meeting, the agenda will specify the proper sequence of events, but consideration must also be given to such things as proper protocol, say in the presentation or introduction of various attendees, opening ceremonies, seating, etc. The Parliamentarian is of special use in preparing scripts for the Chair, credentials reports and considerations, election forms and reports, and the processes for considering motions and bylaw amendments.

### Serving as Parliamentarian at Meetings

The role of the Parliamentarian at a meeting is to be a resource to the Chair, to assist the Chair in the conduct of the meeting. The Parliamentarian sits adjacent to the Chair and unobtrusively gives the chair help, guidance, and support during the meeting. The Chair can and should consult with the Parliamentarian when determining how to rule on a question or proceed in the circumstances.

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Code of Conduct

## Code of Conduct

To foster a professional environment; to inculcate in its membership respect for each other and the Assembly; and to demonstrate its commitment to enhancing the Assembly's reputation, standing, and influence across the nation, the Executive Officers (the "Board") of the Republican National Hispanic Assembly (*the "Assembly"*) establishes the following Code of Conduct:

### Cause for Revocation of Membership

Without prejudice to its privileges and responsibilities under the Bylaws, the Board enumerates the following non-exhaustive list of behavior that may, at the Board's discretion, be cause for termination of membership in the Assembly:

1. Physical, verbal, sexual, or emotional harassment or threats of harassment against the Assembly, its Chapters, or any Member, Guest, Speaker, or Host Facility
2. Fraud, libel, or slander against the Assembly, its Chapters or any Member, Guest, Speaker, or Host Facility
3. Unethical or illegal behavior inside or outside Assembly/Chapter activities that impugns the reputation of the Assembly/Chapter or any Member, Guest, Speaker, or Host Facility
4. Embezzlement of Assembly/Chapter funds or the use of Assembly/Chapter funds for purposes that have not been approved by the Board
5. Misuse of real or intangible Assembly/Chapter property (e.g., personal data of Members) for non-Assembly/Chapter-related purpose

### Standards of Decorum

The Assembly recognizes the need to demonstrate tangible respect for its Chapters, Members, Guests, Speakers, Host Facilities, and itself. As such, the Assembly expects its members to act in a congenial yet professional manner while engaged in Assembly-related activities. Deviations from this standard of behavior may result, at the discretion of an Officer or a majority of the National, State, or Local Executive Board's present members, in a Member being denied entry to an event or asked to leave.

### Dress Code

The Assembly recognizes that appropriate dress demonstrates respect to its Members, Guests, Speakers, and Host Facilities. Regardless of the event, the Assembly asks all members to select outfits that comport a professional aesthetic. To provide clarity, the Assembly establishes the following standards of dress and will communicate the applicable standard for each Event:

#### Professional

- **Men:** Professional dress includes a two-piece or three-piece suit of traditional color (black, gray, or blue with no pattern or a traditional pattern [e.g., narrow pinstripes, birdseye, nailhead]). As an alternative, men may wear a blazer or sport coat of the preceding colors and patterns paired with appropriate trousers for the time of the Event; khaki- or stone-colored trousers may not be worn for an event scheduled to take place in the evening. Ties are optional but strongly encouraged, particularly if the Event includes a high-profile Speaker. Sneakers and work boots are not appropriate. Hats and headgear are not permitted indoors.



- **Women:** Professional dress includes a business suit or skirt-and-blouse combination with trousers or a skirt in dark, unobtrusive colors. Dresses of appropriate style may also be worn. Shoes should be close-toed and heeled. Sneakers and work boots are not appropriate. Hats and headgear are not permitted indoors.

### **Business Casual**

- **Men:** Collared shirts (e.g., button-down shirts, polo shirts) may be paired with any conservative-colored trousers, including dark-wash, untorn jeans. Shorts of any kind are not permitted. Shirts should be tucked into trousers. T-shirts and sleeveless shirts are not appropriate. Sneakers, flip-flops, and work boots are not appropriate. Hats and headgear are not permitted indoors.
- **Women:** Blouses, paired with slacks or skirts, are appropriate. Shorts of any kind are not permitted. Sneakers, flip-flops, and work boots are not appropriate. Hats and headgear are not permitted indoors.

### **Casual**

- Casual dress is left to each Member's discretion but should be appropriate to the Event's context. Members should remember the Chapter's purpose, as stated in the bylaws and dress appropriately.

### **Behavior**

Members of the Assembly must conduct themselves to respect other Members, Guests, Speakers, and Host Facilities. This includes, but is not limited to, the following statements:

1. Each Member must maintain a high personal cleanliness and hygiene standard.
2. Each Member must respect the space around him at an Event. For example, Members may not wear backpacks or carry large items with them that impede any other member's movement at an Event.
3. Members should respect the human dignity of other Members. This includes avoiding and avoiding the appearance of inappropriate interpersonal contact (e.g., catcalling, unwanted touching).
4. Members must respect the right of each other Member to terminate a conversation at will. Interactions between Members should be congenial and intended to foster a productive, collegial atmosphere supporting the Assembly's goals as outlined in the Bylaws. Events are not an open venue for members' solicitation to participate in activities unrelated to the Assembly or its Guests or Speakers. A Member who wishes to attend an event should receive explicit consent from an Officer or a majority of the Executive Board Members present.

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*Section 1. All legislative Powers herein granted shall be vested in a Congress of the United States, which shall consist of a Senate and House of Representatives. The Senate shall be composed of two Senators from each State, chosen every second Year by the People of the several States, and the electors in every State shall have the Qualifications requisite for Electors in the most numerous Branch of the State Legislature. No Senator shall be less than thirty Years of Age, and seven Years a Citizen of the United States, and when elected shall have the Qualifications requisite for Senators in the most numerous Branch of the State Legislature. The House of Representatives shall be composed of Members chosen every second Year by the People of the several States, and the Electors in every State shall have the Qualifications requisite for Electors in the most numerous Branch of the State Legislature. No Representative shall be less than twenty five Years of Age, and seven Years a Citizen of the United States, and when elected shall have the Qualifications requisite for Representatives in the most numerous Branch of the State Legislature. The Number of Representatives shall not exceed one for every thirty thousand Persons; but each State shall have at least one Representative. Direct Taxes shall be apportioned among the several States which may be included within this Union, according to their respective Numbers, which shall be determined by adding to the whole Number of free Persons, including those bound to Service for a Term of Years, and including Indians not taxed, three fifths of all other Persons. The actual Enumeration shall be made within three Years after the first Meeting of the Congress of the United States, and in every subsequent Year, in such Manner as Congress shall direct. The Number of Representatives shall not exceed one for every thirty thousand Persons; but each State shall have at least one Representative. Direct Taxes shall be apportioned among the several States which may be included within this Union, according to their respective Numbers, which shall be determined by adding to the whole Number of free Persons, including those bound to Service for a Term of Years, and including Indians not taxed, three fifths of all other Persons. The actual Enumeration shall be made within three Years after the first Meeting of the Congress of the United States, and in every subsequent Year, in such Manner as Congress shall direct.*



**Conflict of Interest Policy**

## Conflict of Interest Policy<sup>1</sup> and Annual Statement

### For Board Officers, Members of a State or Local Executive Committee with National, State, or Local Board Delegated Powers

#### Article I – Purpose

1. The purpose of this Board conflict of interest policy is to protect the RNHA's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or chair of the RNHA or might result in a possible excess benefit transaction.<sup>1</sup>
2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
3. This policy is also intended to identify "independent" chairs.

#### Article II - Definitions

1. **Interested person** -- Any chair, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial interest** -- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which RNHA has a transaction or arrangement,
  - b. A compensation arrangement with RNHA or with any entity or individual with which RNHA has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which RNHA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the National Officers Board or National States Executive Committee decides that a conflict of interest exists in accordance with this policy.

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<sup>1</sup> This policy is based on the IRS model Conflict of Interest policy, which is an attachment to Form 1023. It adds information needed to allow RNHA to assess State Chair's independence in order to answer questions on Form 990

3. **Independent Chair** -- A State or Local Chair shall be considered "independent" **only for the purposes of this policy** if he or she is "independent" only as defined in the instructions for the IRS 990 form or, until such definition is available, the Chair --
  - a. is not, and has not been for a period of at least three years, an employee or volunteer of the RNHA or any entity in which the RNHA has a financial interest;
  - b. does not directly or indirectly have a significant business relationship with the RNHA, which might affect independence in decision-making;
  - c. is not employed as an executive of another corporation where any of the RNHA's executive officers or volunteers serve on that corporation's compensation committee; and
  - d. does not have an immediate family member who is an executive officer or employee of the RNHA or who holds a position that has a significant financial relationship with RNHA.
4. **Nonfinancial interest**—is a nonfinancial interest that might influence an officer's, chair's, or committee member's participation or vote in an action of the officer's, chair's, or committee member's duties:
  - a. The person's relationship as an unpaid volunteer, officer or chair of an organization that may be affected, directly or indirectly, by action to be taken, or not taken, by the RNHA
  - b. The person's personal, political, religious, friendship, or personal relationships which may be affected by an action to be taken, or not taken, by the RNHA.

### Article III – Procedures

1. **Duty to Disclose** -- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of any financial interest and be given the opportunity to disclose all material facts to the National Officer's Board or National States Executive Committee.
2. **Disclosure of nonfinancial interests.** Chairs shall disclose nonfinancial interests generally in their annual statement, and specifically as individual interests arise. Nonfinancial interests are expected, and shall not be reviewed unless a Board member (including the affected member) requests that the interest be reviewed under the Conflict of Interest Policy.

3. **Recusal of Self** – Any Chair may recuse himself or herself at any time from involvement in any decision or discussion in which the Chair believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
4. **Determining Whether a Conflict of Interest Exists** -- After disclosure of the financial interest all material facts will be disclosed and reviewed, including a discussion with the interested person. Upon request by a Board member, the material facts of a nonfinancial interest will be reviewed, including a discussion with the interested party. Then the potentially conflicted Member shall leave the National Officers Board or National or Local States Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining National Officers Board or National or Local States Executive Committee members shall decide if a conflict of interest exists.
5. **Procedures for Addressing the Conflict of Interest**
  - a. An interested person may make a presentation at the National Officers Board or Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction, arrangement, or other matter involving the possible conflict of interest.
  - b. If appropriate, the Chairperson of the National Officers Board or National or Local States Executive Committee shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the National Officers Board or the National States or Local Executive Committee shall determine whether the RNHA can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a financial conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a financial conflict of interest, the National Officers Board or the National States or Local Executive Committee shall determine by a majority vote of the disinterested Chairs whether the transaction or arrangement is in the RNHA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
6. **Violations of the Conflicts of Interest Policy**
  - a. If the National Officers Board or the National States or Local Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.



- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article IV – Records of Proceedings**

The minutes of the National Officers Board or National or Local States Executive Committee with National State, or Local board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the National Officers Board or National or Local States Executive Committee decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V – Compensation**

- a. A voting member of the National Officers Board or National or Local States Executive Committee who receives compensation, directly or indirectly, from RNHA for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from RNHA for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the National Officers Board or National or Local States Executive Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from RNHA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI – Annual Statements**

1. Each Chair, principal officer, and member of all committees with Board delegated powers shall annually sign a statement which affirms such person:
  - a. Has received a copy of the conflict of interest policy,
  - b. Has read and understands the policy,

- c. Has agreed to comply with the policy, and Understands RNHA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
2. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent Chair.
3. If at any time during the year, the information in the annual statement changes materially, the Chair shall disclose such changes and revise the annual disclosure form.
4. The National Officers Board shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

### **Article VII – Periodic Reviews**

To ensure RNHA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to RNHA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

### **Article VIII – Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, RNHA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

**Republican National Hispanic Assembly  
Chair and Officer Conflict of Interest Statement**

1. Name: \_\_\_\_\_ Date: \_\_\_\_\_
2. Are you a member in Good Standing? Yes No
3. What organization or other membership affiliation do you represent? \_\_\_\_\_

4. Position:
- Are you a voting Chair? Yes No
- Are you an Officer? Yes No
- If you are an Officer, which Officer position do you hold: \_\_\_\_\_.

5. I affirm the following:
- I have received a copy of the RNHA Conflict of Interest Policy. \_\_\_\_\_(initial) I have read and understand the policy. \_\_\_\_\_(initial)
- I agree to comply with the policy. \_\_\_\_\_(initial)
- I have reviewed the Board Member Job Description. \_\_\_\_\_(initial)
- I understand that RNHA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of tax-exempt purposes. \_\_\_\_\_(initial)

6. Disclosures:
- a. Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Conflict of Interest policy with RNHA? Yes No
- i. If yes, please describe it: \_\_\_\_\_
- ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes No
- b. In the past, have you had a financial interest, including a compensation arrangement, as defined in the Conflict of Interest policy with RNHA? Yes No
- i. If yes, please describe it, including when (approximately):  
\_\_\_\_\_
- ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes No

7. Are you an independent Chair, as defined in the Conflict of Interest policy? Yes No
- a. If you are not independent, why? \_\_\_\_\_

\_\_\_\_\_  
Signature of Chair

Date: \_\_\_\_\_

Date of Review by National Officer's Board: \_\_\_\_\_