

## **CONSTITUTION OF THE SECOND CONGRESSIONAL DISTRICT REPUBLICAN PARTY**

### **ARTICLE I NAME**

The name of this organization shall be: The Second Congressional District Republican Party, hereinafter referred to as CD2.

### **ARTICLE II JURISDICTION**

The territorial jurisdiction of CD2 covers the area defined by law as the Second Congressional District of Minnesota, hereinafter referred to as the Second District.

### **ARTICLE III PURPOSE**

The purpose of the Committee is to promote and to seek to implement in government the policies and principles of the Republican Party of Minnesota, as expressed in the State Platform. In support of this end we work to:

1. Elect a Republican Representative to Congress;
2. Oversee and coordinate the activities of the Republican Party within the Second District, all according to the US and Minnesota Constitutions, the Constitution and By-Laws of the Republican Party of Minnesota, and this Constitution and Bylaws;
3. Encourage the strengthening of the Republican Party within the Second District and the election of Republican candidates for public office at all levels of government;
4. Communicate the Republican Party message at every opportunity,
5. Expand Republican Party participation within the Second District.

### **ARTICLE IV ORGANIZATION**

#### **Section 1 Officers**

- A. The elected officers of the organization shall be a Chair, Deputy Chair, Secretary, Treasurer and the State Central Delegate-at-Large.
- B. Elections, terms and removals
  - i. The Officers shall be elected at the CD2 convention in odd-numbered years and shall serve two-year terms or until their successors are elected and qualified.
  - ii. The CD2 officers shall not serve more than four (4) consecutive full terms in the same office.
  - iii. CD2 officers may be removed by a 2/3 vote of the CD2 Full Committee, as specified in the State Party Constitution. Notice of every proposal for removal shall be included in the notice, ten days prior, of the meeting, and the individual concerned shall be served with a detailed statement of the charges against him/her at least ten days prior to such meeting.
  - iv. All vacancies shall be filled by the procedure specified in Section 4.
- C. Duties of the officers include the following:
  - i. The Chair shall conduct Executive and Full Committee meetings, appoint committee chairs, and represent CD2 on the State Party Executive Committee. The Chair is an ex-officio member of all committees.
  - ii. The Deputy Chair shall perform the duties of the Chair in the Chair's absence, and other duties as requested by the Chair.
  - iii. The Secretary shall keep minutes of meetings, be responsible for written correspondence with the members of the BPOU committees, delegates and alternates to BPOU conventions and other correspondence that may be necessary. The secretary shall keep and maintain all of CD2's contact information. The Secretary shall record every approval of financial expenditures into the minutes, and preserve those minutes for five years. The Secretary should maintain a copy of the current CD2 Constitution in both editable and archive form.
  - iv. The Treasurer shall maintain all financial records in accordance with proper accounting principles, preserve all supporting documentation, file all legally required reports correctly and on time, comply with all applicable election finance laws and advise the Full Committee in such matters. The Treasurer will produce a financial status report against budget at each Full Committee meeting.
  - v. The State Central Delegate-at-Large represents CD2 at the State Central Committee, and otherwise performs duties as requested by the Chair.

## Section 2 Executive Committee

- A. There shall be an Executive Committee consisting of the officers listed in Section 1.
- B. Duties of the Executive Committee include:
  - i. Arranging and managing regular Full Committee meetings,
  - ii. Proposing and monitoring a budget,
  - iii. Proposing projects and objectives, and
  - iv. Other such duties as are delegated to it by the Full Committee.

## Section 3: Full Committee

- A. Governance of CD2 rests in the Full Committee.
- B. Duties of the Full Committee include all authority not specifically herein granted to the Executive Committee or Officers.
- C. The Committee shall consist of:
  - i. All members of the Executive Committee.
  - ii. One BPOU representative for each of the State House districts wholly or partly in CD2, within each BPOU. Unless otherwise provided by the BPOU constitution, each BPOU Executive Committee shall select the representative or representatives and an alternate or alternates for each House district. The selectees must reside within that BPOU and the Second District.
  - iii. As an ex-officio member without voting privileges, the chair of the CD2 standing Constitution Committee.
  - iv. As ex-officio members without voting privileges, the Chairs of other standing committees as shall be designated by the Chair and approved by the Full Committee.
  - v. As an ex-officio member without voting privileges, a representative of any Affiliate of the Party, organized within the Second District with a minimum of ten members, and in accordance with the Constitution and Bylaws of the Republican Party of Minnesota.

## Section 4: Vacancies

- A. A vacancy shall occur upon the death or resignation of an officer or upon his/her removal from the geographical area from which he/she was elected.
- B. Vacancies in officer positions shall be filled by vote of the CD2 Full Committee. Notice of a vacancy shall be sent to all members of the Full Committee and all BPOU chairs at least ten (10) days before the Full Committee acts to fill the vacancy.
- C. If the vacancy is in the office of CD2 chair, the CD2 Full Committee shall meet within thirty (30) days thereafter to elect a new CD2 chair. In the event of a vacancy in the office of deputy chair, secretary or treasurer, the CD2 chair may appoint an officer to carry out those duties until a new officer is elected. The CD2 Full Committee shall meet and elect a new officer, whether at a regular or special meeting, within forty-five (45) days after the vacancy occurs.
- D. **Conflict of Interest:** Any member of the Executive Committee who announces their candidacy for Federal or State elected public office shall be placed on immediate leave of absence and if he/she receives endorsement or intends to run in the Primary Election he/she shall resign their position on the Executive Committee, to be replaced according to this section. Any member of the Full Committee doing business with, or proposing to do business with CD2, must recuse themselves from all debate and voting on such business.
- E. **Replacements:** Replacement of any member of the Full Committee shall be by written notice to the BPOU Chair(s) and a replacement may be appointed by the appropriate BPOU Executive or Full Committee, as their constitution provides.

## Section 5: Standing Committees

- A. Constitution – The chair of this Committee shall be appointed by the CD2 Chair and approved by the Full Committee. It shall be a standing committee with the terms of members, appointed by the respective BPOUs, being coterminous with the election of the CD2 Chair. It shall be activated as soon as possible after a regular election of CD2 officers. Its duties are described in Article XI.

- B. Elective Office Candidate Search - This shall be a standing committee with the chair appointed by the CD2 Chair and confirmed by the Full Committee, and with at least one member appointed by each BPOU. This Committee must meet at least annually and at least four months before each endorsing convention. They must maintain a list of qualified potential Republican Congressional candidates at all times. This committee will also assist local BPOUs with searching for, qualifying, endorsing and supporting candidates for local office at the State, County, City, or School Board level.
- C. Technology & Communications - This shall be a standing committee, with a Chair appointed by the CD2 Chair and approved by the Full Committee. The members will include those with particular abilities in the areas of the various social media platforms, website and data management, and be responsible for communications with our activists and the general public. They shall advise the Chair of potential tools, platforms, methods and means for more effective communication and management.

### **Section 6: Other Committees**

Other committees may be formed at the direction of the Executive Committee and in accordance with the Bylaws of CD2. The Chairs of these committees will be appointed by the CD2 Chair and confirmed by the Full Committee. Members of these committees are volunteers, usually but not necessarily one from each BPOU represented on the CD2 Full Committee.

### **Section 7: Attendance**

Should any officer of the Executive Committee be absent from three (3) consecutive meetings, unless they have been excused by the Executive Committee, they may be considered resigned and a replacement elected by the CD2 Full Committee in accordance with section 4.

Should any BPOU representative on the CD2 Full Committee be absent from three (3) consecutive meetings, unless they have been excused by the Full Committee, they may be considered resigned and a replacement appointed as described in Section 4E above.

## **ARTICLE V Meetings**

### **Section 1: Notification Requirements**

- A. The Executive Committee may establish a calendar of regular meetings of the Executive and/or Full Committees, for which no further notice is required. A ten (10) day advanced notice shall be given to all members of the Committee if a regular meeting is to be canceled, postponed or moved to a different location. That can be reduced to three (3) days if two thirds of the voting members acknowledge receipt.
- B. All members and the BPOU chairs shall be given at least ten (10) days written or electronic notice for meetings of the Full Committee that are not regularly scheduled.
- C. The Full Committee shall meet at least once per quarter and a minimum of eight (8) times per year.
- D. The Full Committee shall hold a meeting at any time on ten (10) days notice to all members, either at the call of the Chair or by request of at least twenty (20) percent of the voting members of the Committee. A meeting can be held with as little as three (3) days verbal notice upon agreement of two thirds of the voting members.
- E. A quorum shall be 25% of members of the Full Committee for the purpose of transacting CD2 business.

### **Section 2: Electronic Meetings**

- A. Inclement weather or other circumstances may make it difficult for some or all members of the Committee to attend in person. Official meetings of the CD2 Full Committee may be held wholly or in part by interactive electronic means, including teleconference, video or web conference, or other Internet application, so long as the notification and quorum requirements are met, and so long as all members are able to participate in debate.

- B. Official decisions of CD2 may be conducted by electronic meeting, at which discussion is available, and so long as adequate notice is given and quorum observed. Votes taken by other electronic means such as email, where discussion is not available, require that at least 51% of all voting members respond affirmatively and without objection. All electronic votes should be recorded by the Secretary as the minutes of a special meeting.

In the case of inclement weather or other emergency, reasonable effort must be made to contact all members to cancel the meeting or convert it to electronic means.

## **ARTICLE VI CONVENTIONS**

### **Section 1: Call**

A CD2 convention shall be held annually, during the period established by the State Central Committee and at the call of the the CD2 Full Committee or CD2 Executive Committee, or State Executive Committee, as provided in the Constitution of the Republican Party of Minnesota.

### **Section 2: Delegates and Alternates**

Voting delegates shall be residents of the Second District who have been elected as delegates in BPOU conventions. An alternate, similarly elected, shall be eligible to sit in place of an absent delegate in accordance with the rules for seating of alternates adopted by the Convention. When a delegate in whose place an alternate has been seated arrives or returns to the convention floor, the seated alternate shall relinquish the seat. Alternates from one BPOU cannot be seated as voting delegates from another BPOU.

CD2 convention delegates shall be allocated to the BPOUs, or portions thereof, in the same manner as are delegates to the State Party convention.

If a BPOU is only partially within the Second District, the number of delegates allotted to the CD2 convention shall be in proportion to the number of votes cast for the Republican candidate for President or Governor in the Second District portion of the BPOU in the last general election. The terms of office of all delegates and alternates shall be two years, or until their successors have been elected and qualified, except that a BPOU may choose to elect delegates for terms of one year.

### **Section 3: Business**

In general election years items to be acted upon shall include:

1. Endorsement of a candidate for Congress
2. Consideration of those Resolutions for changes to the State Party Platform that came from the BPOUs.
3. In presidential election years: election of delegates to the National Convention and selection of a Presidential Elector Nominee
4. Any other matters which might fall within the jurisdiction of the Convention.

In odd-numbered years items to be acted upon shall include:

1. Election of CD2 officers
2. Ratification of State Central Delegates who were elected at their BPOU Convention
3. Election of one Delegate-at-large and one Alternate-at-large to the State Central Committee
4. Proposed Changes to this Constitution
5. Any other matters which might fall within the jurisdiction of the Convention.

### **Section 4: Other Conventions**

Nothing in this Constitution shall prevent any BPOU or BPOUs within the Second District from organizing informally to coordinate such projects as a Republican Party booth at a county fair or to hold conventions to endorse candidates for local office, or to make recommendations for non-partisan offices that cross BPOU lines.

## ARTICLE VII ENDORSEMENTS

### Section 1: Decision to Endorse

The CD2 Convention may endorse only one candidate for election to the United States House of Representatives. Before beginning any endorsement process the Convention shall determine, by majority vote, whether or not it wishes to endorse.

### Section 2: Endorsement Process

To be endorsed, a candidate must receive at least sixty per cent (60%) of the valid votes cast, and at least 50% of the total delegates and seated alternates as established by the last report of the Credentials Committee preceding the vote. Upon endorsement CD2 shall do all it legally can to help the endorsed candidate win election.

### Section 3: Alternate Endorsement

If the endorsed candidate fails to win the primary election, the Full Committee may, in its discretion, endorse the winner of the primary by a 60% majority of those voting.

### Section 4: Candidate Selection

The Candidate Search Committee should attempt to find, and delegates should give preference to, candidates that demonstrate a desire and ability to advance Republican principles, as expressed in the State Platform.

### Section 5: Support for Other Endorsed Candidates

Use of limited CD2 resources in support of candidates endorsed by other Party units should be based on the degree to which they demonstrate a desire and ability to advance Republican principles, as expressed in the State Platform. Any such support requires approval of the CD2 Full Committee.

### Section 6: Support for NON-Endorsed Candidates.

Where local, nonpartisan candidates cross BPOU lines, CD2 may coordinate the "recommendation" of those candidates by the BPOUs. Use of limited CD2 resources in support of such candidates should be based on the degree to which they demonstrate a desire and ability to advance Republican principles in the office, as expressed in the State Platform. Any such support requires approval of the CD2 Full Committee.

## ARTICLE VIII STATE CENTRAL COMMITTEE

### Section 1: State Central Committee Delegates and Alternates

The State Central Committee delegates and alternates allocated to CD2 by the Republican Party of Minnesota shall be further allocated to the BPOUs within the Second District by the Executive Committee in proportion to the Republican vote cast for president or governor in the last general election, except that each full BPOU shall receive at least one delegate. Each partial BPOU shall receive at least one alternate. Delegates allotted to the BPOUs, and up to three alternates for each, ranked by the BPOU electing them, shall be elected at the BPOU conventions in odd-numbered years, ratified by the CD2 Convention, and shall serve two-year terms, or until their successors are elected and qualified.

### Section 2: CD2 Chair and Deputy Chair

The CD2 Chair and Deputy Chair shall be members of the State Central Committee. If either is unable to attend a particular meeting she/he shall appoint an alternate from among the Executive Committee members or the elected State Central alternates within the Second District to sit in her/his stead.

### Section 3: Delegate-at-Large

In accordance with the State Party Constitution, CD2 shall have a Delegate-at-Large and one Alternate-at-Large. The Delegate and Alternate shall be elected in the same manner as a CD2 officer. These persons must be residents of the Second District.

**Section 4: Seating of Alternates**

Seating of CD2 delegates and alternates at a State Central meeting shall be under the direction of the CD2 Chair. Vacant seats shall be filled first by alternates, in order of ranking, from the same BPOU as the absent delegate. If no alternates are available from a BPOU, then the alternates from the partial BPOUs will be seated. After that, the alternates from other BPOUs within the Second District may be seated. If in the process of seating highest ranking alternates two or more are of the same ranking in their respective BPOUs, the Chair shall determine the one to be seated by having a coin flipped.

**Section 5: Delegate Seating**

A delegate may unseat a seated alternate at any time during the meeting.

**ARTICLE IX STATE EXECUTIVE COMMITTEE**

The CD2 Chair shall represent CD2 on the State Executive Committee. The Deputy Chair shall be the alternate. If neither can attend a particular meeting of the Committee, the Chair shall appoint another member of the CD2 Executive Committee to sit in his/her stead.

**ARTICLE X PRESIDENTIAL ELECTIONS**

**Section 1: Delegates and Alternates to the Republican National Convention**

In a presidential election year delegates and alternates to the Republican National Convention, in the number allotted to CD2 by the State Executive Committee, shall be elected at the CD2 convention in accordance with the Bylaws and the rules adopted by the Convention. National Delegates and Alternates must be eligible to vote in the Second District but need not be Party officers.

**Section 2: Presidential Elector**

Unless provided otherwise by the State Party, a nominee for Presidential Elector from the Second District, representing the Republican candidate for president, shall be elected in accordance with the Bylaws and the rules adopted by the Convention, in each presidential election year.

**ARTICLE XI CONSTITUTION**

**Section 1: Review**

The Constitution Committee provided for in Article IV shall meet at least once in each calendar year to review this Constitution. All requests for changes should be forwarded to the Constitution Committee Chair.

**Section 2: Amendment**

The Constitution may be amended by a majority vote at any CD2 convention provided that any proposal for amendment shall have been presented in writing to the Constitution Committee and reported out signed by a majority, or a minority of at least two members, of the Committee before it is presented to the Convention. Notice of proposed changes submitted by either a majority or a minority report of the Committee shall be included in the Official Call of the convention at which the proposals are to be acted upon, along with information as to where copies of proposed changes can be obtained before the convention.

**Section 3: Effectivity**

Proposed changes to this Constitution will become effective immediately on approval by the Convention.

**Section 4: Editorial changes**

Editorial changes to address matters of grammar, style, or clarity may be made by the Constitution Committee, at its discretion, at any time. The Constitution Committee Chair shall maintain a current copy at all times, and make current copies available to the Executive Committee on request.

**Section 5: Bylaws**

The CD2 Executive Committee and CD2 Full Committee shall operate under such bylaws as are deemed necessary for the transaction of the business of the Party. The Bylaws shall contain whatever specific rules and procedures the Full Committee shall consider effective, consistent with this Constitution.

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**Section 6: Amendments to the Bylaws**

The Bylaws may be amended by a two thirds (2/3) vote of the CD2 Full Committee, at any meeting, provided that notice of the proposed amendment be provided at least seven (7) days in advance of the meeting. Any proposal for amendment must be reviewed and approved by at least three (3) members of the Constitution Committee before it is submitted for approval.

**ARTICLE XI PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the CD2 Republican Committee in all cases to which they are applicable and in which they are consistent with the Constitution and Bylaws of the Republican Party of Minnesota, the Constitution and Bylaws of CD2, the statutes of the State of Minnesota, or any special rules of order CD2 may adopt.

## **BYLAWS OF THE SECOND CONGRESSIONAL DISTRICT REPUBLICAN PARTY**

### **Section 1: Convention Committees**

The following committees will normally be established prior to each annual convention. The chair of each committee is appointed by the CD2 Chair with assent by the Full Committee. The members are normally volunteers, one from each BPOU in the Second District. The terms of service shall end with the adjournment of the conventions they serve.

- a) Arrangements – This Committee shall arrange for a location, food, etc. for a convention.
- b) Registration and Credentials – This Committee shall handle registration of delegates and alternates, keeping record and reporting to the Convention the registration totals.
- c) Rules – This Committee shall propose rules to govern the operation of each convention.
- d) Resolutions / Platform – This Committee shall be appointed only in even numbered years and shall consider those resolutions that come from the BPOUs for changes to the State Party Platform.
- e) Elected Officer Search – This Committee shall be a continuing committee composed of the BPOU chairs. The purpose of the Committee shall be to seek, qualify and nominate candidates for positions in the Party structure to be voted upon at the CD2 Convention.

### **Section 2: Other Committees**

The following committees are voluntary and serve at the discretion of the Full Committee. Chairs of these committees are appointed by the CD2 Chair with assent by the Full Committee. The following list is neither required nor limiting:

- a) Political Activities -- effectively communicate Republican ideals and issue positions while exposing the opposition.
- b) Get Out the Vote – Arranging phone calls, direct mail, literature drops and door knocking for getting out the Republican vote.
- c) Community Events/Parades -- promote a positive image of our candidates and of the Republican Party in the communities.
- d) Election Judges – Recruit election judges, make certain the names are properly submitted and follow up to get them placed, including on ballot boards and as counting observers
- e) Poll Challenging -- seek out volunteers, train them, assign them and coordinate their Election Day activities.
- f) Caucus -- Arrange training for BPOU Caucus Coordinators and Conveners, and organize the BPOUs for successful precinct caucuses.

### **Section 3: Elections**

- a) **CD2 Officers** are elected in the odd-year convention. The Elected Officer Search and Nominations Committee shall be constituted prior to the convention and may proceed as follows:
  - i. Contact and obtain agreement to serve from at least one volunteer for each elected position, starting with the incumbents.
  - ii. Develop or review the job description(s).
  - iii. Develop or review the questionnaire on qualifications. Among those qualifications should be previous service to the Party and support for its endorsed candidate.
  - iv. Establish details of at least two opportunities for interviews with the potential candidates, one the week prior to the Convention and another during the Convention, prior to the election.
  - v. Convention Call shall specify the offices to be elected, the requirement for meeting with the Committee, and contact information.
  - vi. Provide each candidate, on first contact, with the questionnaire and job description, and arrange to meet individually with each to answer further questions.
  - vii. After all candidates have met with the Committee, assemble the Committee report.
  - viii. The Committee may, at its discretion, and with permission of the individual candidates, publish candidates' qualifications to the Convention.
  - ix. The Committee shall place in nomination the names of all those who have appeared before it but may offer an opinion that the candidate is qualified or unqualified.
  - x. Convention rules may permit, or not, nomination from the floor of any candidate, but such candidate must agree to serve, and the nomination shall require a second



- b) **Delegates and Alternates to the Republican National Convention** will be elected following a process similar to that for electing CD2 Officers. The job descriptions and requirements will be different, including the understanding that National Convention is something of an honor and reward for service to the Party, rather than as a working representative, and may include a pledge to support the eventual Presidential nominee. The names and qualifications of all candidates may be presented to the Convention by a Nominating Committee, and each candidate will be allotted a speech.
- c) **Presidential Electors** are required in each Presidential election year, and one is nominated by each Congressional District. The CD2 Full Committee shall recommend for approval by the delegates to the CD2 Convention an individual it deems especially deserving of the honor and trust embodied in this position. If no individual is elected at the CD2 Convention, or the individual selected at the CD2 Convention becomes unwilling or unable to serve, the CD2 Full Committee shall select a substitute nominee for the Presidential Elector from the Second District.

#### **Section 4: Reporting**

- a) The Treasurer shall report, at each regular meeting, a summary of receipts and disbursements, the overall balance of accounts, any special or significant entries past or anticipated, and have that report approved.
- b) The Secretary shall report, at each regular meeting, the minutes of any regular or special meeting since the last minutes were approved, and accept amendments.

#### **Section 5: List Use Agreement \***

- a) The CD2 Full Committee shall provide CD2 resources, in the form of delegate contact lists, to any official candidate for CD2 endorsement, provided that a proper list use agreement is signed.
- b) The List Use Agreement may be the recommended agreement provided by the State Party.
- c) The CD2 Executive Committee is authorized to offer and to receive the signed agreement, upon request from candidates, providing:
  - i. The Full Committee will first approve, in each campaign season, the making of such agreements.
  - ii. The Candidate has a registered Republican campaign.
  - iii. The list provided will include only contact information.
  - iv. The list is provided to all candidates equally,
  - v. There is no written, credible objection signed by two or more members of the Full Committee, and a concurring objection by a 2/3 vote of the Full Committee.
  - vi. The Secretary should retain a blank copy of the document for distribution, a copy of the signed agreement and the certified destruction letter for each candidate.
- d) \* Note: When the list agreement expires (upon endorsement), the endorsed candidate gets access to DataCenter, a much larger database.

#### **Section 6: Audit**

An internal audit of the financial records shall be performed after each fiscal year and reported to the Full Committee upon completion. The Audit Committee will consist of the treasurer, a chair and at least one other member of the Full Committee. A proper audit will consist of the following:

- a) Testing a 5% minimum and sufficient sample to verify that every transaction in the ledger, both debit and credit, is supported by proper documentation,
- b) Testing a 5% minimum and sufficient sample to verify that every document representing a debit or credit has been entered into the ledger,
- c) Seeing that the ledger software correctly processes transactions into a (monthly) report, and
- d) That there is a proper process for "segregation of duties" between those making the disbursements and those approving the disbursements.
- e) For purpose of audit, the Secretary and Treasurer must maintain,

For the purpose of audit, the threshold expenditure requiring approval by the Full Committee is set at \$200, including recurring expenses that total \$200 in a year. Disbursements below that are considered "petty cash" but must be tracked in the ledger.