BYLAWS
OF THE REPUBLICAN PARTY OF SAN JOAQUIN COUNTY

As of January 9, 2017

ARTICLE I

NAME & AFFILIATIONS

Section 1. The Republican Party of San Joaquin County hereby adopts these Bylaws which include rules for the composition of the Republican Central Committee (hereinafter, "the Central Committee"), the election of its officers, and the management and operation of the Party. These Bylaws shall constitute the sole and exclusive governing rules of the Central Committee.

Section 2. The Central Committee shall endeavor to prevent this name from being used by any person, campaign, political cause, or unaffiliated organization, unless the use is approved in accordance with these Bylaws.

Section 3. The Central Committee is a sovereign political organization which is voluntarily affiliated with the California Republican Party and the Republican National Committee.

Section 4. The Central Committee is not affiliated with the State of California or any of its political subdivisions. The Central Committee expressly retains its constitutional and legal rights as a private and voluntary political association. The Central Committee shall not be bound by any statutory language which contravenes its constitutional rights as a private and voluntary political association, except with the consent of its members.

ARTICLE II

POWERS, OBJECTIVES AND LIMITATIONS

Section 1. The Central Committee shall have charge of the Republican Party activities under the general direction of the Republican State Central Committee or the executive committee selected by the State Central Committee.

Objectives

Section 2. The Central Committee shall:

(a) Campaign for the election of Republican candidates for public office and work for the appointment of Republicans to appointive governmental positions at all levels;

(b) Maintain an effective, aggressive, and permanent Republican campaign organization in San Joaquin County;

(c) Participate in the development of the principles and platforms of the Republican Party and support and promulgate them within San Joaquin County;

(d) Serve as a liaison between Republicans in San Joaquin County and both the California Republican Party and the Republican National Committee;

(e) Assist Republican volunteer organizations in San Joaquin County, and coordinate their activities with those of the Committee;

(f) Bring new volunteers into Republican Party politics and provide an opportunity for them to find political expression and recognition;

(g) Increase Republican voter registration;

(h) Train future leaders for service and recruit competent Republican candidates to run for public office in local, state, and federal government;

(i) Promote loyalty and patriotism among the citizens of San Joaquin County, the State of California, and the United States of America; and

(j) Advance the cause of good government at all levels.

Section 3. The Central Committee shall perform any other duties and services for this political party as seem to be for the benefit of the party.

Endorsements

Section 4. The Central Committee may endorse a Republican candidate for office in this county, and may take positions on ballot initiatives, local measures, and in a recall election of a state elected office holder if the following conditions are met:

(a) All members have been given ten (10) days written notice prior to the meeting when the endorsement is to be made, or the position taken stating the name of the candidate and office sought or the name of the initiative or measure and the position to be taken; and

(b) When the candidate is the only Republican who will appear on the ballot, or when the number of endorsed candidates does not exceed the number of positions open on a board in a single election, or if the candidate is an incumbent who was previously endorsed by the Central committee, the endorsement or position must pass by a majority of the members present.

(c) The endorsement of a Republican candidate for a nonpartisan public office in this county:

(1) Who does, or may face at least one Republican opponent, or

(2) When the number of candidates exceeds the number of vacancies on a board in a single election, each shall require a two-thirds affirmative vote of the members present.

(d) The endorsement of a Republican candidate for a partisan office shall be limited to one candidate per seat.

(1) The endorsement of a Republican candidate for public office in this county who does or may face at least one Republican opponent, or

(2) When the number of candidates exceeds the number of positions open on a board in a single election, each shall require a two-thirds affirmative vote of the members present.]

Limitations

Section 5. Central Committee members shall not share information or lists developed or processed by the Central Committee for campaign, election, or voter registration purposes with non-Republican candidates or their representatives or agents. Such information includes, without limitation, Central Committee lists of volunteers, Central Committee lists of donors, mailing lists, and similar information.

ARTICLE III

MEMBERS

Types of Membership

Section 1. Elected Members. All persons who were elected during the U.S. Presidential primary election as members from their supervisor district shall be deemed "elected members."

Section 2. Appointed Members. All persons elected to fill vacancies as provided under these Bylaws shall be deemed "appointed members."

Section 3. Ex Officio Members. The nominees of the Republican Party for State Senator, Assembly, and Representative in Congress shall be ex officio members of this Central Committee. Ex officio members shall be entitled to all the rights and privileges, including

the right to vote, and shall have the same standing in every way as other members of this Central Committee. (CA Elections Code Section 7404.)

Section 4. Alternate Members. Each elected, appointed, and ex officio member of the Central Committee shall have the right to appoint one alternate member to represent the member and vote at meetings of the Central Committee and the member's supervisor district caucus. An alternate member shall have the right to vote only with the written authorization of the member who appointed him or her, and only in the absence of that member. An alternate member shall be subject to these Bylaws. An alternate member shall meet the same qualifications as members, except that an alternate member appointed by an incumbent Senator, Member of the Assembly, or Representative in Congress need not reside in the district of the appointing power but need only reside in the county of jurisdiction of the Central Committee. *(CA Elections Code Section 7406).* A member in the member's discretion may remove his or her alternate member at any time. No member of the Central Committee may serve as an alternate member for another member of the Central Committee. No alternate member of the Central Committee may serve in that capacity for more than one appointer.

Section 5. Associate Members. The head of each volunteer Republican organization in the county shall be an Associate member. Associate members serve in an advisory capacity only. Associate members shall be registered Republicans.

Section 6. The word "member" herein, without modification, shall mean member provided by law of the Central Committee, either elected, appointed or ex officio, and shall mean the alternate at any meeting where the member is absent and has authorized his or her alternate in writing to vote on his or her behalf.

Eligibility of Members

Section 7. Only registered Republicans may be members of the Central Committee.

Section 8. If a person qualifies more than once to be a member of the Central Committee, that member shall be a member by virtue of the most recent qualification.

Commencement of Term of Office

Section 9. The term of office for members elected in the U. S Presidential primary election shall be for a terms of four years. It shall commence on the date of the January meeting following the U. S. Presidential election.

Ex-officio members shall take office immediately upon the official certification of their nominations, or if they were not nominated, on the date they assume the partisan offices to which they were appointed by the Governor. The term of office for all other members shall commence on the dates they are elected or appointed to fill vacancies.

Resignation

Section 10. Any member, other than an ex officio member, shall be deemed to have automatically resigned from the Central Committee if:

(a) The member misses four regularly called meetings within one 12-month period commencing with his/her first absence where he or she is not represented at these meetings by his or her alternate, unless his or her absence is caused by illness or temporary absence from the county on the date of the meeting. Any absence shall be deemed unexcused unless the member has filed a written notification of illness or temporary absence from the county with the Chairman or Secretary prior to the next regular meeting.

(b) The member misses six regular meetings within one 12-month period, regardless of whether the member's alternate was present and regardless of whether any or all of the six absences were excused.

(c) The member changes his residence from the supervisor district from which he or she has been elected or appointed a member of the Central Committee.

(d) The member registers as a member of another political party.

(e) The member submits a signed and dated letter of resignation to the Chairman or Secretary, or announces his resignation at a meeting of the Central Committee.

Removal of Members and Officers

Section 11. The Central Committee may remove any member, other than an ex officio member, who during his term of membership publicly advocates that the voters should not vote for the nominee of this party for any office, or gives support or avows a preference for a nominee of another party or candidate who is opposed to a candidate nominated by this party. *(CA Elections Code Section 7413.)*

Section 12. The Central Committee may censure or seek the resignation of any member who represents their views as being those of the Central Committee or the Republican Party when not authorized to do so, or commits the Central Committee to a course of action and/or financial expenditure without authorization to do so, or engages in inappropriate conduct.

Section 13. The Central Committee may censure or remove any officer due to a lack of confidence in the officer's ability to perform the officer's duties. Lack of confidence as used in this section may refer to any behavior, act or non-action of an officer, that a member of the Central Committee believes should be grounds for removal, including, but not limited to, lack of participation in Republican events, lack of attendance at meetings, or public criticism of Republican ideals, values, or principles.

Section 14. To censure or remove a member or officer of the Central committee, ~~another~~ **a** member of the Central Committee must transmit a written complaint to the Chairman, who shall refer it to the Executive Committee for evaluation. The Secretary shall notify the accused and solicit rebuttal documentation for review by the Executive Committee. The findings of the Executive Committee, together with its recommendations, shall be forwarded to the Central Committee for action at a (closed) executive session of the next regularly scheduled meeting.

Section 15. If, in accordance with the procedures prescribed in section 14, the Central Committee is to be called upon to vote upon the censure or removal of any member or officer, all members of the Central Committee shall be notified in writing by the Secretary or another officer, transmitted no less than ten calendar days prior to the meeting at which the vote will be taken. A two-thirds vote of the members present shall be required for the censure or removal of a member or officer.

Section 16. Any alternate or associate member may be removed for any reason by a two-thirds vote of the members present at a regular meeting. Any member may request a removal vote by notifying the Chairman, Secretary, of the Central Committee. All members shall be given ten (10) days advance written notice of the removal vote by the Secretary or another officer. If present at the meeting, the alternate or associate member shall have the right to hear and respond to the charges against him or her prior to the vote. Individuals removed from the Central Committee through this procedure shall not be eligible for appointment to positions as alternate or associate members during the remainder of **what would have been** their terms of office.

Vacancies and Filling of Vacancies

Section 17. A vacancy shall exist in a regular or ex-officio membership if the member resigns, dies, is certified as incapacitated, or is removed from the Central Committee.

Section 18. If the candidates elected to the Central Committee from a supervisor district do not equal the number of Central Committee members to which that district is entitled to be represented, a vacancy or vacancies will be deemed to exist.

Section 19. To be eligible to fill a vacancy as a member, a person must have the same qualifications as required of the original Central Committee member for the vacant seat.

Section 20. When a vacancy occurs among elected members, the Chairman shall immediately declare a vacancy and call for an election to fill the vacancy at the next meeting of the Central Committee. At the meeting, the supervisor district caucus in which the vacancy occurs shall elect a member of the county party from its district to fill the vacancy. If no one from the district nominates anyone eligible to fill the vacancy, then any member of the Central Committee may nominate someone from the district to fill the vacancy. If there is more than one nominee, the Central Committee shall then elect one of the nominees to fill the vacancy by majority vote. If no candidate receives a majority of the votes cast,

then a runoff election shall be held immediately between the two nominees who receive the most votes.

ARTICLE IV

MEETINGS

Organizational Meeting

Section 1. The Central Committee shall convene an organizational meeting biennially to swear in new members, adopt bylaws, elect officers, and conduct other business as the Central Committee deems necessary.

(a) The organizational meeting shall be held on the second Monday of January following the primary election and called by the outgoing Chairman.

(b) Members of the Central Committee shall subscribe to the oath of office.

(c) Challenges to the credentials of voting members present, if any, shall be made prior to any vote.

(d) The outgoing Chairman, or such other person as elected by the Central Committee, shall preside over the adoption of Bylaws and the election of a Chairman. The outgoing Chairman shall appoint a temporary secretary to record the proceedings until the election of the Secretary.

(e) Bylaws shall be adopted by the Central Committee.

(f) The Central Committee shall elect a Chairman. Upon election, the newly elected Chairman shall preside over the election of other officers in the following order: Secretary, Vice- Chairman, and Treasurer. Each officer shall assume duties immediately upon election.

Meetings

Section 2. Regular meetings shall be held on the first Monday of each subsequent month, subject to change or cancellation by the Executive Committee. The location of meetings within the county shall be determined by the Executive Committee.

Section 3. The Secretary shall provide a calendar of scheduled regular meetings to each member of the Central Committee at its January meeting, which shall serve as notice of the regular meetings. Members shall be informed in writing of any change or cancellation of a meeting at least six days prior to the scheduled meeting.

Section 4. A quorum of the Central Committee is a majority of the current, sitting membership, either in person or as represented by appointed alternates.

Section 5. Proxies shall not be permitted for any purpose, including establishment of attendance or voting.

Section 6. Voting shall be by elected, appointed, ex-officio and alternate members of the Central Committee. Alternate members may not vote in the presence of their appointer.

(a) The election of officers shall be conducted by secret ballot, except that in the case where there is no contest for an office the officer may be elected by acclamation.

(b) In all other cases, voting shall be by voice vote, or the Chairman may request a standing vote. A roll call vote may be demanded by two or more members.

Special Meetings

Section 7. The Chairman may call a special meeting at any time, provided that written notice is transmitted to all members at least six days in advance. The purpose of the meeting shall be stated in the notice.

Section 8. A special meeting may be called by written petition of a majority of the members. Upon receipt of such a petition, the Secretary shall set a time and location within the county for the special meeting to take place within ten days. The Secretary shall transmit written notice of the meeting to all members.

Authorities

Section 9. *Robert's Rules of Order, Newly Revised* shall determine any questions of procedure or order for the conduct of any meeting of the Committee or of any of its committees, not covered by these Bylaws.
Section 9. Authorities

(a) **Robert's Rules of Order**

The Parliamentary authority for the Central Committee shall be the current edition of Robert's Rules of Order Newly Revised.

i. This authority shall determine any question not covered in these Bylaws for procedures or conduct at meetings of the Central Committee and/or any of its committees;

ii. These rules may be suspended but not amended at any regularly constituted meeting of the Central Committee by two thirds (2/3) affirmative vote of the Members present;

iii. Amendments shall occur only by the procedure set forth in Article IX of these Bylaws.

(b) **California Election Code**

The statutory authority for the Central Committee shall be the California Election Code 25, Sections 7400 to 7499.

Definition of Written Notice

Section 10. Any notice under these Bylaws sent by first class mail, e-mail or facsimile shall constitute sufficient written notice as of the date it is delivered or transmitted.

ARTICLE V

OFFICERS

Section 1. The officers of the Central Committee shall be: Chairman, Vice-Chairman, Treasurer, Secretary, and the Supervisor District Chairs. All members and alternate members shall be eligible to serve as officers. The voting rights of an alternate member who has been elected as an officer shall continue to be governed by Article III of these Bylaws, except that the alternate member shall have full voting rights at Executive Committee meetings.

Section 2. If a vacancy in any office except that of Supervisor District Chair occurs, the Chairman or acting Chairman shall immediately declare a vacancy and call for an election to fill the vacancy at the next meeting of the Central Committee. All members shall be given ten days advance written notice of the election. At the meeting, any member may nominate himself or herself or another member or alternative member to fill the vacancy. The Central Committee shall then elect one of the nominees to fill the vacancy by a majority of the members present and voting at the meeting. A vacancy in the office of a Supervisor District Chair shall be filled by a majority vote of the supervisor district caucus in which the vacancy occurs.

Section 3. The Chairman of the Central Committee shall serve a two-year term. The Chairman shall call and preside at all meetings of the Central Committee held in this county; shall be the Chairman of the Executive Committee; and shall be an ex-officio member of all committees of the Central Committee. The Chairman shall automatically become a member of the Republican State Central Committee and, pursuant to *section 7352 of the Elections Code*, appoint whatever number of members to the Republican State Central Committee to

which he or she is entitled, and shall inform the office of the State Central Committee of such appointments in the manner and time limits prescribed in sections *7352 through 7354 of the Elections Code*.

Section 4. The Vice-Chairman shall serve a two-year term and shall perform the duties of the Chairman in the absence or disability of the Chairman. The Vice-Chairman shall perform such additional duties as may be delegated by the Chairman, the Executive Committee, or the Central Committee.

Section 5. The Treasurer shall serve a two-year term. The Treasurer shall maintain proper and complete accounting of all financial activities of the Central Committee; be responsible for the preservation of its assets; and shall report regularly in writing to the Central Committee. The Central Committee's books of account shall be available for inspection at reasonable times by any member upon request. Except as provided in these Bylaws, the Treasurer shall disburse funds only upon the authorization of the Central Committee, and shall comply in all respects with the provisions of state and federal law requiring periodic reports of campaign expenditures. The Treasurer shall serve as the chief financial officer of the Central Committee. The Treasurer shall preside at all meetings as Chairman when the Chairman and Vice-Chairman are simultaneously absent or unable to preside. The Treasurer shall collect, record, and deposit all money donated or paid to the Central Committee. The Treasurer shall maintain records of all financial transactions and shall report all expenditures and receipts to the Central Committee and Executive Committee at each meeting. Prior to the end of the Treasurer's term of office, the Treasurer shall provide all necessary financial records to the Chairman, or an appointed audit committee, or an outside accountant to review the financial books of account of the Central Committee, for a final report to the entire Central Committee. The Treasurer shall perform such other duties as may be delegated by the Chairman, the Executive Committee, or the Central Committee.

Section 6. The Secretary shall serve a two-year term. The Secretary shall keep proper records of the proceedings of the Central Committee and shall be custodian of all official records and campaign organization files which are to be maintained at the Central Committee's headquarters. The Secretary shall record the minutes at the Central Committee and Executive Committee meetings. The Secretary shall keep an accurate record of attendance. The Secretary shall maintain accurate copies of the minutes of past meetings, the Bylaws, and the current membership roster. The Secretary shall conduct or supervise all necessary correspondence of the Committee, and shall send out the call to meetings of the Central Committee and the Executive Committee. The Secretary shall preside at all meetings as Chairman when the Chairman, Vice-Chairman and Treasurer are simultaneously absent or unable to preside. The Secretary shall perform such other duties as may be delegated by the Chairman, the Executive Committee, or the Central Committee.

ARTICLE VI

STANDING COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of all the elected officers of the Central Committee and each Supervisor District Chair. The Executive Committee shall meet when convened by the Chairman and shall have such powers as are specifically granted to it by the Central Committee. The Executive Committee shall have the following duties:

(a) The Executive Committee shall provide general direction for the business and operations of the Central Committee;

(b) The Executive Committee shall review and approve the Central Committee's budget and financial plan prior to presentation and adoption by the Central Committee;

(c) The Executive Committee shall have the power to approve any non-budgeted payment not in excess of $750;

(d) The Executive Committee shall approve and refer to the Central Committee for approval a strategic plan for the fulfillment of the Central Committee's responsibility to conduct the Republican campaign each election cycle;

(e) The Executive Committee shall be the final arbiter of conflicts within and between standing committees. The Executive Committee shall be the final arbiter of conflicts between members.

(f) The powers of the Executive Committee shall be subject to and limited by any limitations contained in these Bylaws, the powers of the Central Committee, and both the California and Federal Elections Codes.

(g) Each member of the Executive Committee shall perform the duties of a member in good faith, and in a manner that such member believes to be in the best interest of the Central Committee.

Section 2. Precinct Committee. The Precinct Committee shall organize and maintain an official and permanent precinct organization specifically to register Republican voters and get out the vote on Election Day. All members and alternate members of the Central Committee are expected to assist in this effort.

Section 3. The Chairman or the Central Committee may at any time create and appoint special committees to carry out such duties as the Chairman or the Central Committee may direct.

ARTICLE VII

FINANCES

Section 1. The Central Committee shall not, nor shall any individual member of the Central Committee, incur or assume any obligation, except in accordance with these Bylaws. No obligation shall be incurred or assumed unless sufficient funds to pay or discharge the same exist on account to the credit of the Central Committee. Any check or draft of the Central Committee shall require the signature of any two officers of the Central Committee, excluding Supervisor District Chairs.

Section 2. No expenditure that is inconsistent with the fulfillment of the Central Committee's role or programs shall be authorized by the Chairman or Treasurer.

Section 3. The Chairman may authorize any unbudgeted expense up to $500. Unbudgeted expenses in excess of this amount, or expenditures in excess of amounts set forth in the budget, shall require the authorization of the Central Committee or the Executive Committee, as provided in these Bylaws.

Section 4. The Treasurer shall demand a written and signed order from the Chairman directing an expenditure of funds. No payment may be authorized without appropriate documentation consistent with generally accepted accounting practices. No payment may be ordered unless it is signed by the Chairman.

ARTICLE VIII

INDEMNIFICATION

The Central Committee shall indemnify and hold harmless its officers, Executive Committee and full Central Committee members from any monetary judgment, fine or penalty, including costs of suit and reasonable attorneys' fees resulting from any official acts or omissions of the officer, Executive Committee or full Central Committee member. No indemnification will be given for intentional, grossly reckless or grossly negligent acts or omissions arising from the activity of an officer or Central committee member on behalf of the Central Committee.

ARTICLE IX

AMENDMENTS

These by-laws may be amended by a vote of 2/3 of the Central Committee members present at a regular meeting. All members shall be given twenty (20) days advance written notice of the proposed amendment(s).