

**BYLAWS OF THE
REPUBLICAN PARTY OF STANISLAUS COUNTY**

ARTICLE I – NAME

The name of this organization is the Republican Party of Stanislaus County (RPSC) also known as The Stanislaus County Republican Central Committee, The Committee, and The Party.

ARTICLE II – PURPOSE & DUTIES

The RPSC shall perform all legally required duties under the general direction of the California Republican Party as well as the following:

- A. Encourage Republicans in Stanislaus County to seek political office;
- B. Support Republican nominees for partisan and non-partisan office; and
- C. Support Republican activities and participation in Stanislaus County through various means. Such activities may include but are not limited to Republican chartered clubs; voter registration; fundraising; operating election headquarters; endorsing candidates; recruiting volunteers and developing countywide precinct organizations.

ARTICLE III –MEMBERSHIP

A. Regular Members

- 1. The number of elected Members and the election cycle of the RPSC is determined by the Elections Code of the State of California.
- 2. Whenever a vacancy occurs in the RPSC, the majority of Members from that district in which a vacancy occurs will submit the name of the proposed Members to fill the vacancy. The RPSC as a whole will then vote whether to appoint the proposed Member, If no proposed replacement is submitted within ninety (90) days by the representative Members after the vacancy occurs, or if the proposed Member is rejected by the RPSC, the RPSC, without a recommendation, may appoint a Member to fill the vacancy by majority vote.
- 3. A person shall be eligible for appointment to the RPSC only if s/he is and has been a registered Republican for at least one year and is a resident of the district to be represented.

1. Grounds for Removal

a. Pursuant to California Election Code, Section 7413, The Central Committee may remove any Member, other than an Ex Officio Member, who, during his/her term in office:

I. Affiliates with, supports or registers as a Member of another party;

II. Publicly advocates that the voters should not vote for the “nominee of this party” for any office;

III. Gives support or avows a preference for a candidate of a different party who is opposed by a candidate endorsed or supported by the Republican Party.

b. Removal for Absence: Any elected or appointed Member of the RPSC who misses four (4) regularly called meetings per calendar year will be removed. Said Member will be notified by certified mail of his/her removal prior to the next scheduled meeting. Notwithstanding the foregoing, if the absence from one or more of the four meetings is work related or caused by illness or a temporary absence from the County of Stanislaus, removal of the Member shall not be warranted if the reason for absence is stated within 72 hours after the missed meeting by written or oral communication to the RPSC Chairman, or Membership Chairman.

c. The RPSC shall have the discretion and authority to remove any Member or Alternate for reasons unspecified in these Bylaws with a 2/3-vote of the Members present.

d. In lieu of removal, the RPSC may choose to censure any Member with a majority vote of the Members present.

2. Automatic Resignation

If there is a change of residence by an elected or appointed Member of the RPSC that results in residence outside of the Supervisorial District from which that Member was elected or appointed, such change of residence shall constitute automatic resignation from the RPSC.

3. Automatic Removal

Any Member who brings or assists in bringing a legal or administrative action against the California Republican Party, the RPSC or its officers instead of exhausting all of the remedies provided for in Article VIII is automatically removed as a Member of the RPSC.

4. Procedure for Removal and/or Censure

The RPSC may make rules and regulations providing for removal. Any elected, appointed or Alternate Member found in violation of Article III, section 1, may be censured or removed as a Member of the RPSC.

The removal/censure shall be implemented as follows:

- a. Request for removal or censure may be brought against a Member by any other Member of the RPSC. Any request must be presented to the Executive Committee. The Member so charged shall be sent written notice by the Chairman, which notice shall contain the specific charges brought as well as the date of the Executive Committee hearing, which hearing shall be at least ten (10) days after delivery of such notice. The “charged” Member may contest the charges in person or in writing. A majority of the Executive Committee Members present must vote in favor of removal or censure, or the matter will terminate. The Executive Committee may also recommend censure of a charged Member in lieu of a request for removal.
- b. If the majority of the Executive Committee Member vote to sustain the charges, the charges shall be brought to the RPSC as a whole for a vote. The charged Member shall be allowed a reasonable time (minimum 15 days; maximum of 30 days) to defend him/herself against any/or all charges. The Member(s) requesting removal must be present at all hearings concerning removal, or all charges will be dropped.
- c. If a majority of those present at the hearings agree that the charged Member’s violations are subject to these Bylaws (section A.1.a. of Article III) and/or the Member does not reply to the written notice of the charges brought against him/her within the time limits established, the RPSC shall remove the Member from the RPSC and all rights associated with that office.
- d. Removal/Censure of a Member / Alternate by the RPSC requires a majority vote of approval when considering the specific violations defined in Article III, section 1.a.
- e. The RPSC shall have the discretion and authority to remove any Member/Alternate for reasons unspecified in these Bylaws with a 2/3-vote of the Members present. (Article III, section 1.c)

5. Censure

Censure of a Member may consist of the following penalties:

- a. Automatic removal from all committees of the RPSC;
- b. Automatic denial of access to confidential reports of the RPSC, including financial records;
- c. Automatic revocation of the privilege of having an Alternate. The Alternate of the censured Member shall be dismissed from the committee;
- d. Removal of the "right of recognition" from the floor by the Chairman. The Chairman, or the Secretary if the Chairman is accused, shall send a written statement of the defined penalties to the Members so adjudged.

e. Censure of a Member shall remain in effect until the end of the Member's term, or until lifted by the RPSC with a majority vote of the Members present.

6. Payments

Regular Members shall not receive, except for reimbursement for expenses incurred, any salaries, fees or other remuneration from the RPSC for service on the RPSC, unless otherwise approved by the RPSC.

B. Alternate Members

1. Each duly elected Member and Ex Officio Member of the RPSC shall appoint an Alternate Member subject to the approval of the majority of the Committee at any meeting. In the event that a Member of the RPSC shall fail within ninety days to appoint an Alternate Member, a majority of the RPSC, at any meeting, may make such an appointment.

Each Alternate Member must be a qualified, registered Republican residing in the same district as the Member who nominates him/her, but cannot be the spouse of the nominating Member.

Alternate Members shall have full rights and privileges of Members except that they may make motions and vote on issues before the RPSC only when the Member they represent is not in attendance at an RPSC meeting.

2. If the Member represented by an Alternate Member dies, is disqualified, or for any other reason ceases to be a Member, the Alternate Member shall continue to serve on the RPSC with all the rights and privileges of that Member until, but not including, the vote for the replacement Member and the election of a new Member. When the new Member is appointed, the Alternate Member's resignation shall be automatic, thereby allowing the new Member to recommend appointment of his/her Alternate Member.

3. Having an Alternate is a Member privilege that may be revoked by the RPSC with a 2/3-vote of the Members present.

Removal of Alternate Members: Removal procedures for an Alternate Member shall be the same as for removal of a Member (See Article III, A. 4.). In addition, any Member or Ex-Officio Member may remove their Alternate at any time for any reason.

The Republican incumbent or nominee for each State Senate seat in the County; each State Assembly seat in the county; and each U.S. Congressional seat in the county, and if residing in the county, the Republican incumbent or nominee for Governor, Lt. Governor,

Treasurer, Controller, Attorney General, Secretary of State, Member of the Board of Equalization, and U. S. Senator shall be Ex-Officio Members of the RPSC.

These Ex-Officio Members shall be entitled to all rights and privileges as every other Member of the RPSC except:

The incumbent office holder may appoint or remove an Alternate to the RPSC without RPSC authorization, and

He/she may not be removed from the RPSC for absences from meetings.

He/she shall not be entitled to the ballot designation of “Incumbent” on the RPSC.

D. Proxy voting

Voting by proxy shall be prohibited at any meeting of the RPSC.

Article IV – OFFICERS

A. Elected Officers

The elected officers of the RPSC will be a Chairman, Vice Chairman, Secretary, Membership Chairman and Treasurer who shall be elected or appointed Members of the RPSC.

1. Election

The officers shall be elected at the organizational meeting of the RPSC in January of odd numbered years.

2. Term

These officers shall serve until the next organizational meeting of the RPSC unless an office becomes open sooner due to resignation, disqualification, vacancy or removal by the Executive Committee. Officers will serve for a term of two (2) years.

3. Removal

a. Grounds for removal of an officer shall be the same as grounds for removal of a Member. Any Member of the RPSC may bring a request for removal of an officer. This request shall be presented to the Executive Committee sitting without the challenged officer.

b. The Chairman shall send the charged Officer written notice containing the charges alleged and the date of the Executive Committee hearing, which hearing shall be at least

ten days after service of said notice. The “charged” officer may contest the charges in person or in writing.

c. The Executive Committee shall make its recommendation to the RPSC as a whole.

d. The RPSC as a whole shall vote on whether or not the officer shall be removed from office.

4. Vacancies

In the event a vacancy shall occur in the office of Chairman, the Vice Chairman shall immediately call a meeting of the RPSC, giving all Members not less than five (5) days’ notice, to elect a new Chairman. In the event a vacancy shall occur in any other office, a successor shall be chosen by a majority of those present at the next Executive Committee meeting. The Executive Committee shall report on its action at the next regularly scheduled RPSC meeting.

Article V – POWERS AND DUTIES OF OFFICERS

No person, including officers, shall obligate the RPSC in any way, except the Chairman or, in the event of his or her absence or disability, the Vice Chairman or a person authorized by the RPSC in writing, and then only as expressly authorized by the Executive Committee or by RPSC as a whole.

A. Chairman

The Chairman shall call and preside at all meetings of the RPSC and the Executive Committee, and shall perform generally all of the duties usual and customary for the executive head of an elected organization.

The Chairman, with the advice and consent of the RPSC, is authorized and directed to make such appointments as may be necessary to fill vacancies, which the RPSC is empowered by law to fill on the ballot.

The Chairman shall be authorized to appoint Members of the standing committees except when otherwise specified by some rule or Bylaw, and to appoint the

Chairman and Members of any special committees authorized in accordance with the Bylaws.

The Chairman shall have responsibility for supervising and instructing paid personnel.

The Chairman shall have the right and duty generally to manage and supervise the affairs of the RPSC and shall be an Ex-Officio Member of all committees.

The Chairman shall report on the Executive Committee meeting(s) to the RPSC at the next regular RPSC business meeting.

The Chairman may appoint a Parliamentarian and Sergeant-at-Arms as he deems necessary. Such appointed individuals shall serve at the pleasure of the Chairman.

B. Vice-Chairman

In the event of the absence or disability of the Chairman, the Vice-Chairman shall be empowered to act as Chairman until the next duly called meeting of the RPSC or until the Chairman is able to act, whichever occurs first. The Vice-Chairman shall be a Member of the Executive Committee.

C. Secretary

The Secretary shall keep proper records of the proceedings of the RPSC and shall be the custodian of all RPSC records and of the campaign files, which are to be maintained at the headquarters.

The Secretary shall conduct or supervise all necessary correspondence of the Committee and shall perform such other duties as may be delegated to him/her by the Chairman, The Executive Committee, or the RPSC.

Minutes of the RPSC meeting will be emailed to every Member and Alternate of the RPSC within two (2) weeks of each meeting.

D. Treasurer

The Treasurer shall receive and keep all funds of the RPSC in a federally insured bank and shall keep accurate accounts of all balances, of all receipts and of all disbursements.

The Treasurer shall collect or expend funds only when authorized by the Executive Committee or the RPSC. All disbursements shall be by check signed by the Treasurer and one other officer. In the event of the Treasurer's extended absence or disability, the Treasurer may designate another officer to sign checks in his place.

The Treasurer shall give a monthly oral report to the regular RPSC business meeting summarizing all expenses and disbursements since the last business meeting.

The Treasurer shall be a Member of the Executive committee.

E. Membership Chairman

The Membership Chairman shall take roll, keep attendance records and maintain membership records including addresses and vacancies. The Membership Chairman shall perform the duties of the Secretary in the event of the absence or disability of the Secretary. The Membership Chairman shall inform the Chairman of the names of any Members that miss more than three (3) regularly called meetings per calendar year. The Membership Chairman shall be a Member of the Executive Committee.

F. Executive Committee

Each Supervisorial District will be represented on the Executive Committee. Each officer of the RPSC and each Caucus Chairman shall be a Member of the Executive Committee.

The principal functions of the Executive Committee shall be (1) to make recommendations on policy and administration of the affairs of the RPSC to the RPSC, and (2) together with the Chairman be responsible for carrying out the policy decisions of the RPSC and the Executive Committee. The Executive Committee shall have the authority to expend funds of the RPSC for its ordinary operations and have authority regarding the distribution of time-sensitive funds to candidates and/or campaigns. The Executive Committee shall approve the payment of bills and incurring indebtedness on behalf of the RPSC. In the event that immediate approval of an expense is, in the opinion of the Chairman, warranted for any reason, the Chairman or his designee is authorized to poll the Members of the Executive Committee by telephone, and if a majority concurs, the Chairman can authorize such an expense. However, such an expense must be reported at the next regularly scheduled meeting of the Executive Committee.

A majority of the voting Members of the Executive Committee shall constitute a quorum.

The Executive Committee may meet in closed session to discuss personnel matters, legal issues, internal controversies and disciplinary matters. Only actions taken in such closed sessions shall be reported to the RPSC in the Chairman's Report.

Article VI – COMMITTEES

The Chairman, with the approval of the RPSC, may appoint such committees and special committees as he/she feels are needed and are in the best interests of the RPSC. All committee chairmen and committee members shall be appointed by the Chairman and be subject to the approval of the RPSC. Neither the chairman of these committees nor committee members need be Members, but they must be registered Republicans.

Article VII – MEETINGS

The regular meeting of the RPSC will be on the first Monday of each month at 6:00 pm except for July and September, and June and November in election years, when the meeting may be held on the second Monday of the month. The regular meeting of the RPSC Executive Committee will be the 3rd Monday of each month unless this meeting is cancelled or changed by the Chairman.

A. Special Meetings

The Chairman may call special meetings of the RPSC or the Executive Committee at any time provided that, in the case of the RPSC, five (5) days' email notice is sent to all Members including all Ex-Officio and Alternate Members.

B. Quorum

A quorum of the RPSC shall consist of a majority of the voting Members and Ex-Officio Members (or their Alternates.) In the event that at any regularly called meeting of the RPSC a quorum is not present, the Executive Committee may perform such functions as normally would be performed by the RPSC as a whole but only on time-sensitive matters.

C. Organizational Meetings

The organizational meeting will take place in January of odd numbered years. The term of an elected Member shall commence after his/her election on the date that the RPSC holds its organizational meeting and his/her term will be for (4) years. The RPSC will organize by selecting a Chairman, Vice Chairman, Secretary and such other officers and committees as are specified in these Bylaws. The term of office for RPSC officers shall be for two (2) years. The Chairman of the RPSC shall, with the assistance of the Executive Committee, make arrangements for the time and place of meetings and shall provide

written (email) notices to all elected, Ex-Officio and Alternate Members at least five (5) days before the meeting.

D. Caucus Chairs

At each organizational meeting, each supervisorial district will meet separately and elect its caucus chair, who will be a member of the Executive Committee. The caucus chair shall serve until removed by his/her caucus or two years, whichever occurs first. If a Member of a caucus wishes to change the caucus chair, that Member shall give thirty days' email or personal notice to the other Members of the caucus of the date and time of a caucus meeting at which the caucus will vote on a new caucus chair. A caucus meeting for the purpose of voting on a caucus chair shall take place immediately before or after a regular RPSC meeting unless all Members agree on another day and time.

E. Business Session

While part of the regular meetings of the RPSC may be open to the public, all business of the RPSC shall be done in closed session at which the general public shall be excluded. Nothing in this section shall prevent special presentations by non-members to the closed session of the RPSC as arranged by the Chairman or at his/her direction. However, the individuals making such a presentation shall be dismissed prior to any discussion or vote by the RPSC.

ARTICLE VIII

DISPUTE RESOLUTION:

1. The following disputes and conflicts are subject to this article:
 - A. All disputes regarding these Bylaws and their interpretation;
 - B. All disputes between the RPSC and any Member and/or RPSC chartered organization;
 - C. All disputes between or among any Members of RPSC chartered organizations with respect to these Bylaws.
2. All Members or RPSC chartered organizations with any dispute or conflict subject to this article must first exhaust their administrative remedies pursuant to Section 3 of this Article VIII and if still unsatisfied, ~~and~~ then subject such conflict or dispute to binding arbitration pursuant to Section 4 of this Article VIII. This article constitutes the sole source of legal relief for all disputes subject to this article.
3. The administrative remedies of the RPSC are for disputes and conflicts that are as follows:
 - a. Members' Disputes and Conflicts: Members with disputes and/or conflicts subject to this article must first submit such disputes and/or conflicts to the Executive Committee for resolution. Any decision pursuant to this article by the Executive Committee may be

appealed by any party to the dispute to the full RPSC. Unless so appealed, the decision of the Executive Committee shall be binding on the parties.

b. Chartered Organization Disputes and Conflicts: Organizations chartered by the RPSC with disputes and/or conflicts subject to this article must first submit such disputes and/or conflicts to the Executive Committee. Any decision by the Executive Committee pursuant to this article may be appealed to the full RPSC. Unless so appealed, the decision of the Executive Committee shall be binding on the parties.

4. If the procedures outlined in Section 3 fail to resolve the dispute, the party dissatisfied with the result may, by written notice to the other party or parties, require that the dispute be submitted to mandatory binding arbitration under this section.
 - a. Such notice must be received by the RPSC and the other party or parties to the dispute within fourteen calendar days of the decision rendered under Section 3, above, or the decision rendered under Section 3 shall become final and binding on the parties.
 - b. Except as otherwise provided herein, or as otherwise agreed to by the parties, the arbitration under this Section 4 shall be conducted in accord with Title 9, Part 3, of the California Code of Civil Procedure, Sections 1280 et seq.

c. In any arbitration under this section, the arbitrator shall be selected as follows:

The arbitrator shall be the head of the California Republican Party. Should he or she be unwilling or unable to serve as arbitrator, and the parties are within ten days thereafter unable to agree on a mutually acceptable arbitrator, each party, at its respective costs and by giving written notice to the other party, shall appoint one (1) arbitrator. If either party does not appoint an arbitrator within ten (10) days after the other party has given notice of the name of its arbitrator, the single arbitrator appointed by the party giving notice shall be the sole arbitrator. If two (2) arbitrators are appointed, those two (2) arbitrators shall appoint a third arbitrator who shall proceed to resolve the question. The appointment of a third arbitrator shall be made within ten (10) days following the appointment of the first two (2) arbitrators. If the two (2) arbitrators first appointed cannot agree upon a third arbitrator, the third arbitrator shall be chosen by the presiding judge of the Superior Court of the County of Stanislaus, State of California. Each party shall bear one half (1/2) of the cost of appointing a third arbitrator and of paying the third arbitrator's fees.

d. The arbitrator(s) shall issue a reasoned, written decision, which is in accord with California law. The written decision of the single arbitrator ultimately appointed by or for both parties shall be binding and conclusive on the parties. If three arbitrators hear the dispute, the decision of the majority of said arbitrators shall be binding and conclusive on the parties. Judgment may be entered on such written decision in any court having jurisdiction, and the parties consent to the jurisdiction of the Superior Court of the County of Stanislaus, California for this purpose.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the RPSC by a 2/3 vote of the Members present, provided that written or email notification of any proposed amendments shall be given to the entire RPSC at least fourteen (14) days prior to the vote on the amendment.

ARTICLE X

INDEPENDENT REPUBLICAN CLUBS:

- a. Chartering and coordination of the activities of Independent Republican Clubs shall be vested in the Executive Committee.
- b. Executive Committee vote for approval or rejection of charter applications and revocations of existing charters shall be pursuant to the rights granted by section 12301 of the State Elections Code.
- c. Any organization that brings or assists in bringing a legal action against the California Republican Party, the RPSC, or its officers instead of exhausting all of the remedies provided for in Article VIII is automatically and permanently de-chartered and is ineligible to receive a charter at any time in the future.

ARTICLE XI

RULES OF ORDER:

Roberts Rules of Order, Newly Revised, shall determine any question of procedure or order for the conduct of meetings of the Committee or any of its committees, except that these Rules may be suspended by a two-thirds (2/3) vote of the total Members present at any regularly constituted meeting.