

## **ARTICLE I - NAME**

- A. The name of the organization shall be the Sonoma County Republican Central Committee, hereinafter referred to as the Sonoma County Republican Central Committee or SCRCC.
- B. The SCRCC is a sovereign political organization, which is affiliated with the California Republican Party and the Republican National Committee.

## **ARTICLE II - PURPOSE AND AUTHORITY**

### **Section 1. Purpose.**

The SCRCC is an elected, representative association of registered Republican voters who are resident in Sonoma County, California. The SCRCC's primary purposes are to advance the cause of good government through advocacy of the principles and policies of the Republican Party and to aid in the election of Republican candidates for public office. The SCRCC affirms its dedication to the preservation and advancement of the self-evident truths of the Declaration of American Independence and to the precept of limited government under the Constitution of the United States. The SCRCC further avows its commitment to the God-given rights of mankind, to the salutary character of the American economic system of free enterprise and private property, to the American federal system of representative government, and to the protection of America's liberty and independence through a strong national defense.

### **Section 2. Authority.**

The SCRCC, as the official representative body of the Republican Party in Sonoma County, under the authority vested in it by the County's registered Republican voters, does ordain and establish these Bylaws, as duly amended, as the sole and exclusive governing rules of the SCRCC.

## **ARTICLE III - RESPONSIBILITIES**

### **Section 1. Represent Republicans.**

To develop and maintain an effective, representative, countywide Republican association that acts and speaks for all registered Republicans in Sonoma County and that insures active representation and the advancement of the interests of all Sonoma County Republicans in the deliberations and actions of the California Republican Party.

### **Section 2. Organize Precincts.**

To establish and maintain an active and efficient supervisorial district and precinct level Republican organization that can translate county-level leadership into effective neighborhood political programs and activities.

### **Section 3. Support Candidates.**

To conduct all necessary programs and activities to insure the election of Republican candidates in all electoral jurisdictions, which incorporate a portion of Sonoma County and to support the candidacies of nonpartisan candidates who espouse Republican principles and policies.

### **Section 4. Educate Voters.**

To operate an effective educational and informational campaign in support of Republican principles, policies, and nominees specifically aimed at encouraging voters to register as Republicans, to support and participate in Republican Party activities, to vote in each and every election, and to support and vote for Republican candidates and positions.

### **Section 5. Adjudge Voter Initiatives.**

To support, endorse, or oppose proposals, initiatives, referenda, and specific actions of federal, state, and local governments, which affect the rights, freedoms, opportunities, and just expectations of the people of Sonoma County. Where appropriate, to organize and mobilize voters actively, to support or oppose such initiatives or actions.

### **Section 6. Support Volunteers.**

To coordinate and cooperate with, and to support and assist Republican volunteer organizations in Sonoma County.

### **Section 7. Provide Resources.**

To provide for the necessary financial and physical resources, as determined by the committee; and, to accomplish all assigned and assumed organizational and operational tasks.

## **ARTICLE IV - MEMBERSHIP**

### **Section 1. Types of Membership**

The membership of the SCRCC shall consist of seven (7) types of members: elected, appointed, ex-officio, alternate, associate, honorary, and youth associate.

### **Section 2. Qualifications.**

Members of the SCRCC must be registered Republican voters in Sonoma County, California, except as may be provided for elsewhere in these Bylaws.

### **Section 3. Elected Members.**

Elected Members are elected by the registered Republican voters of Sonoma County in a primary election. Elected membership positions are allocated among the Sonoma County Supervisorial Districts and allocated by the Sonoma County Registrar of Voters. Candidates for election to the SCRCC must reside and be registered to vote within the same Supervisorial District as the allocated vacant position for which they are seeking election. Elected Members serve terms of four years, commencing at the organizational meeting following their election.

### **Section 4. Appointment of Persons to Fill Vacant Elected and/or Previously Appointed Member Positions**

A. Elected Member vacancies occur when a full complement of members is not elected in the presidential primary election, or when a vacancy in an Elected or previously Appointed Member position occurs in mid-term

B. When an Elected or Appointed Member vacancy is created identified under this Section, the remaining Elected and/or previously Appointed Members of the Supervisorial District in which the vacancy occurs are constituted as a Nominating Committee to identify and nominate a qualified person to fill the vacancy. by appointment of the SCRCC. The District Committee may then hold a caucus and take a recorded vote on the election of a new member of their District membership unit. If the nominee receives a simple majority of votes, he is appointed a member, subject to his reporting to the Executive Committee with an appropriate letter of appointment signed by the District Committee to take the oath of office. The new member will be enrolled at the next regularly scheduled meeting of the SCRCC and be presented to its members and officers at that time.

C. The District Nominating Committee shall, under normal circumstances, make its nomination the results of its election known to the SCRCC within ninety (90) days of the occurrence of the vacancy. In the absence of a timely nomination election by the District Committee, the SCRCC may choose to assist the District Nominating Committee in identifying a qualified candidate. or, if necessary, In circumstances where a District cannot perform the duties required to fill a vacancy, as, for example, in the case of a District without members, the SCRCC to shall constitute itself, by approved resolution, as a Nominating Committee to identify a nominee and effect an election.

D. Appointed Members filling Elected Member vacancies in the Districts positions serve from the date of appointment to December 31 of the year in which the next presidential primary election occurs.

## **Section 5. Ex-Officio Members.**

A. Ex-Officio Members attain membership in the SCRCC in consequence of their status as Republican nominees for partisan office in any State or Federal electoral district, which includes at least a portion of Sonoma County. Nominee status is obtained by the Ex-Officio Member either by achieving the highest vote tally among Republican candidates for each particular office in the most recent open primary election, or, if by the close of filing for candidacy in an open primary election, the member stands unopposed as the sole Republican candidate. Ex-officio Members serve at large and are not appointed to fill Supervisorial District Member allocations. While electoral district boundaries are subject to alteration as provided by law in consequence of new census information, the present electoral districts subject to this provision are the:

1. Second District, United States House of Representatives;
2. Fifth District, United States House of Representatives;
3. Second District, California State Senate;
4. Third District, California State Senate;
5. Second District, California State Assembly;
6. Fourth District, California State Assembly; and
7. Tenth District, California State Assembly.

## **Section 6. Alternate Members.**

A. Each Elected, Appointed, or Ex-officio Member of the SCRCC shall, within sixty (60) days after the organizational meeting appoint at least one (1), but not more than two (2) Alternate Members. Each Elected, Appointed, or Ex-Officio Member who must be absent from a regularly scheduled or special meeting of the SCRCC is entitled to be represented at such a meeting by one (1) duly appointed Alternate Member.

B. Appointment to Alternate status is effected by an announcement by the appointing member to the Members and Officers and by the taking of an oath of office to be administered by the chair. A sample Alternate Member appointment letter is attached hereto in the Appendices.

C. Alternate Members must be registered as Republicans in Sonoma County throughout the period of their appointment. In the case of appointment by Elected or Appointed Members, Alternate members must reside within the same Supervisorial District as the member appointing them. Alternate Members who are appointed by Ex-Officio Members may reside anywhere in Sonoma County as Ex-Officio Members serve at large.

D. No Alternate Member may be a current, voting Member or Ex-Officio Member of the SCRCC.

E. Elected and Appointed Members appoint Alternate Members by submission of a letter of appointment to be filed with the Secretary of the SCRCC which identifies the appointee as either First or Second Alternate Member, which assigns a permanent proxy to that Alternate Member, and which specifies the period during which the appointment is to be effective.

F. Elected, Appointed, and Ex-Officio Members are responsible to keep Alternate Members fully informed of the proceedings of the SCRCC. It is expected that Alternate Members will attend regularly scheduled meetings, announced special meetings, and appropriate standing, special, or ad hoc committee meetings as appropriate and as provided for herein and participate fully in SCRCC operations and activities.

G. Alternate Members serve from the date of their appointment to the end of the term of office of the Elected, Appointed, or Ex-Officio Member whose standing proxy they carry by virtue of their appointment.

### **Section 7. Associate Members.**

Associate Members may be nominated by any Elected, Appointed, or Ex-Officio Member of the SCRCC. Nominees for associate membership must be registered Republicans in Sonoma County. Appointment of an Associate Member shall be approved by a simple majority vote of a quorum at any regularly scheduled meeting of the SCRCC. Associate Members enjoy all rights and privileges of Elected, Appointed, Ex-Officio, and Alternate Members, with the sole exception that they may not vote on matters brought before the SCRCC for decision. Associate Members serve from the date of their appointment for an indefinite period or until they resign or move their primary residence to a location outside of Sonoma County, or are removed under the provisions of these Bylaws.

### **Section 8. Youth Associate Members.**

Youth Associate Members are persons who have not yet attained eighteen (18) years of age, who may be nominated by any Elected, Appointed, or Ex-Officio Member of the SCRCC. Nominees for Youth Associate Membership must declare their intention in writing to register as Republicans in Sonoma County within sixty (60) days of attaining eighteen (18) years of age by filing a written statement of same with the Recording Secretary of SCRCC. Appointment of Youth Associate Members shall be approved by majority vote of a quorum at any regularly scheduled meeting of the SCRCC. Youth Associate Members shall enjoy all of the rights and privileges of Elected, Appointed, Ex-Officio and Alternate Members, with the sole exception that they may not vote on any matters brought before the SCRCC for decision. Youth Associate Members serve from the date of their appointment for an indefinite period until they attain majority, until they resign or are removed, or until they move their principal residence to a location outside of Sonoma County.

## **Section 9. Honorary Members.**

Honorary Members are persons who are registered Republicans who have made particularly noteworthy contributions to the Republican Party, who represent Republican values in their lives or careers, and who have made special contributions to the social, political, economic, and cultural life of Sonoma County, the North Bay region, the State of California, or the United States, and who are nominated by the Executive Committee and who are subsequently appointed by a two-thirds vote of a quorum of the members of the SCRCC at a regularly scheduled meeting. Honorary Members enjoy all the rights and privileges of Elected, Appointed, Ex-Officio and Alternate Members, with the sole exception that they may not vote on any matters brought before the SCRCC for decision. Honorary Members need not reside in Sonoma County, California. Honorary Members serve from the date of their appointment for an indefinite period or until they resign, or are removed under the provisions of these Bylaws.

## **ARTICLE V - SCRCC MEETINGS**

### **Section 1. Regular Meetings.**

The Chair of the SCRCC shall call a minimum of ten (10) regular monthly meetings in each calendar year according to a schedule that is to be published by the Chair no later than January 10 of each year. Members are expected to attend each of the scheduled meetings.

### **Section 2. Special Meetings.**

A. The Chair may call a special meeting at any time, provided that written notice, via email and/or letter, is transmitted to all Members at least five (5) days in advance. The purpose of the special meeting shall be stated in the notice.

B. A special meeting may be called by written petition of fifteen voting Members. Upon receipt of such a petition, the Chair must set a time and location for a special meeting to take place within ten (10) days. The Chair must notify the SCRCC Secretary of the special meeting who shall, in turn, transmit written notice, via email and/or letter, of all meetings to all Members.

C. Operations and planning meetings involving designated Officers of the SCRCC and the Members of a specified Supervisorial District or Districts may be called by the SCRCC Chair as special meetings and/or as meetings in lieu of regular meetings of the SCRCC. When called in lieu of regular meetings, Operations and Planning Meetings will be limited to a maximum of three meetings in a calendar year. At such meetings, the agenda will be restricted to planning and preparing for the conduct of political campaigning and Party building activities. No other SCRCC business may be conducted.

## **ARTICLE VI - VOTING, PROXIES, AND QUORUMS**

### **Section 1. Voting Members.**

All Elected, Appointed, and Ex-Officio Members of the SCRCC are entitled to vote on all matters coming before the SCRCC for decision. Alternate Members are entitled to vote on all matters coming before the SCRCC for decision when they are present in lieu of the member they represent at a meeting of the SCRCC. No Member shall be entitled to more than one vote in plenary, in the Committee of the Whole, or on any Standing, Special, or Ad Hoc committee.

### **Section 2. Executive Committee Voting.**

Only Elected or Appointed Members and Elected Officers of the SCRCC who are duly appointed to the Executive Committee in accordance with these Bylaws may vote on matters properly brought before the Executive Committee for decision or recommendation. Alternate Members may not participate in Executive Committee votes.

### **Section 3. Standing, Special Purpose, and Ad Hoc Committee Voting.**

Members, who have been duly appointed to serve on Standing, Special Purpose, or Ad Hoc Committees of the SCRCC may vote on matters properly brought before said committees for decision or recommendation. They do not have a vote in the general assembly of the SCRCC.

### **Section 4. Non-Voting Members.**

Associate, Youth Associate, and Honorary Members, except as otherwise provided for in these Bylaws, are not entitled to vote, though each may fully participate in all deliberations preparatory to a vote.

### **Section 5. Proxies.**

A. A Member holding an unlimited proxy may vote upon any matter that may properly come before the SCRCC, subject to restrictions established in these Bylaws. A proxy grants to the designee full power to act in every respect for the grantor. No limited or conditional proxies will be recognized. Proxies shall be in the general form of the example attached hereto in the Appendix. All proxy holders shall be members of the SCRCC. Any revocation or change of proxy shall only be permitted if in writing and signed by the Member who granted the original proxy. No Member may be assigned more than one proxy and each proxy granted will be confined in duration to a single regular or special meeting of the SCRCC.

B. No proxies may be voted in the following cases:

1. The election of Officers of the SCRCC;

2. A vote to remove an Officer or Member of the SCRCC;
3. Any vote on matters related to the settlement of disputes and conflicts.
4. Other restricted voting circumstances established by resolution of the SCRCC which is supported by a 2/3 vote of the Members.

#### **Section 6. Quorum.**

A quorum is a simple majority of the voting Members (including Alternate Members when they appear in lieu of their principal Member) of the SCRCC or any Standing, Special Purpose, or Ad Hoc Committee, except as may be provided for elsewhere in these Bylaws. Neither the SCRCC nor any Standing, Special Purpose, or Ad Hoc Committee thereof can conduct business, nor record a vote on any matter properly brought before it under these Bylaws, without achieving and maintaining a quorum.

### **ARTICLE VII - NOMINATION, ELECTION, AND APPOINTMENT OF OFFICERS**

#### **Section 1. General.**

SCRCC Officers are elected by the membership as provided for in these Bylaws.

#### **Section 2. Term of Office.**

Elected officers of the SCRCC serve two-year terms. Officers are elected in the year of the regular primary election according to the provisions of these Bylaws and take office on January 1 of the next calendar year. Tenure in office of elected SCRCC officers ends on December 31 of the second year. Officers elected to fill mid-term vacancies serve for the remainder of the regular term. There is no limit in the number of terms which an individual may serve in an officer position in the SCRCC.

#### **Section 3. Eligibility to Serve.**

Elected officers of the SCRCC must be active members of the SCRCC, but not Associate, Youth, Honorary, or Ex-Officio members. Attendance requirements of elected officers for SCRCC regularly scheduled meetings will be the same as for the requirements of Active Members of the SCRCC.

#### **Section 4. Announcement of Election.**

Not later than September 15 of the primary election year, the Chair of the SCRCC will issue and cause to be widely disseminated to all Members by United States Mail, First Class, or electronic mail, a *Call for Nominations* for the election of officers for the SCRCC, excepting District Chairs. Concurrently, the Chair shall



publish a *Call for Nominations* to as many registered Republican voters as practicable in Sonoma County and members of Republican volunteer organizations by electronic means. The *Call for Nominations* will describe the officer positions to be filled and provide specific information on bringing a nomination before the SCRCC.

### **Section 5. Bringing Nominations Before the SCRCC.**

The Executive Committee of the SCRCC will ensure that sufficient time for nomination of officers is provided for on the agenda of the regularly scheduled meeting of the SCRCC in October of the regular primary election year. The Chair of the SCRCC shall call for nominating speeches in accordance with the agenda and will ensure that all nominating speeches are heard. All nominations shall be made orally. The Secretary will duly record each nomination made. Candidates may be nominated by others or may nominate themselves. The candidate need not be present, but must indicate acceptance of the nomination to the Secretary in writing within seven (7) days of the meeting at which the nomination was made. All nominations must be made at this meeting. At the close of the period set aside for nominations at the October meeting, nominations are considered complete and closed. The Chair will then widely disseminate to all SCRCC members by United States Mail, First Class, or by electronic means, the names of the nominees for each and every elected officer position no later than November 1 of the regular primary election year.

### **Section 6. Campaigning.**

Nominees will at their request be provided with contact information for all voting SCRCC members for the purpose of providing information on their respective candidacies. At the regularly scheduled meeting of the SCRCC in November of the regular primary election year, the Executive Committee will ensure that the agenda provides adequate time for nominated candidates to address the voting members if they choose.

### **Section 7. Election Procedure.**

The Executive Committee of the SCRCC shall cause to be scheduled a special meeting of the SCRCC solely for the purpose of electing officers. This meeting will be held at a date and time which will ensure the maximum possible attendance of voting members. The Chair of the SCRCC shall ensure a quorum and will proceed to call for nominations for an ad hoc Ballot Tally Committee which will consist of three SCRCC members, Alternate Members, or Ex-Officio Members who are not candidates. The Chair will then afford all candidates a further opportunity, time to be determined by the Chair, to address the members of the SCRCC. The Chair will then cause to be distributed an official secret ballot sheet indicating the candidates listed by office including a line for write-in candidates for each office and instruct the voting members on its proper completion. The completed ballots shall be returned by each voting member to the Ballot Tally Committee, who will then tally the votes. One member of the Tally Committee will then announce the results by reporting the office,

beginning with Chair of the SCRCC, and the number of votes cast for each candidate. Ballots will then be sealed in an envelope with the initials of the members of the Ballot Tally Committee. The Secretary will duly report the outcome of the election in the minutes. When all elections have been decided, the meeting will be adjourned.

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### **Section 8. Unopposed Candidacies.**

Where only a single individual has been duly nominated for an elected officer position, voting members, other than the Chair or members of the Ballot Tally Committee, or the candidate, may move for election by unanimous consent which if seconded, and not opposed by any member, may be treated as election to the office though balloting has not been conducted.

### **Section 9. Designation of Officers-Elect.**

As soon as practicable following the election meeting, the current Chair will cause to be published and widely disseminated the names and positions of the officers-elect of the SCRCC to interested Republicans by electronic means.

### **Section 10. Election of Supervisorial District Members and Chairs.**

A. The five Districts of the Sonoma County Board of Supervisors are each assigned a number of SCRCC member positions in accordance with State law. These positions are filled through public election either by the filing of uncontested petitions or, if the number of petitioners exceeds the number of allocated positions, by election of the registered Republican voters at the polls.

B. Elected Members of each Supervisorial District are installed as Members of the SCRCC on presentation to the SCRCC Secretary of the election results appropriate Certification credential of the Clerk of Sonoma County.

C. Members for each Supervisorial District will elect a Chair, to serve at their convenience as a leader and convener for the conduct of District business and as a delegate to the Executive Committee of the SCRCC. In the event that no elected member is able or willing to serve as Chair, District Members may nominate and elect by majority of District Members in quorum, a qualified, registered Republican resident in their District as Chair. Such non-Member appointees vote as delegates in the Executive Committee, but are not, *ipso facto*, voting Members of the SCRCC.

### **Section 11. Establishment of Non-Constitutional Offices.**

The SCRCC may establish additional offices not designated in these Bylaws to expedite programs and enhance administrative efficiency in carrying out the responsibilities and achieving the purposes of the SCRCC. Examples of non-constitutional offices are, but are not limited to: General Counsel, Public Affairs Officer, Assistant Treasurer, Assistant Secretary,

Sergeant-at-Arms, Parliamentarian, Volunteer Organization Liaison Officer, and project officers for major events.

## **Section 12. Appointment, Reporting Lines, and Terms of Non-Constitutional Officers.**

The Executive Committee of the SCRCC shall designate and appoint members of the SCRCC or nonmembers who are registered in Sonoma County as Republicans to approved non-constitutional offices by resolution passed in Committee. Appointments will be announced and widely disseminated among members of the SCRCC and other Republicans who may be interested. Each appointee will report to the Executive Committee through a designated elected officer of the SCRCC, for example, an Assistant Treasurer through the Treasurer; a Parliamentarian through the Chair; and a General Counsel through the Chair as established by the Executive Committee of the SCRCC. Appointees will serve conterminously with the tenure of the Elected Officer through whom they normally report, but may be reappointed on that Officer's reinstallation or the installation of a newly Elected Officer for an indefinite number of terms.

## **ARTICLE VIII - POWERS AND DUTIES OF OFFICERS**

### **Section 1. Chair.**

- A. The Chair shall call and preside at all meetings of the SCRCC, shall chair the Executive Committee, have privilege to input in all committees, subcommittees, voluntary or affiliated organizations, but not unduly influence all committees, subcommittees, voluntary or affiliated organizations, and shall generally perform all the duties usual and customary for the executive head of an elected organization.
- B. The Chair shall nominate each standing committee chair as enumerated in Article X, and be included in all email, mail, or telephone correspondences regarding business of committee or subcommittee meetings of which the Chair has appointed. The Chair shall call meetings in accordance with the requirements of Article V, Section 1.

### **Section 2. First Vice Chair.**

The First Vice Chair shall perform the duties of the Chair in the event of the absence or disability of the Chair. The First Vice Chair shall also serve as the chair of the Candidacy and Campaigns Committee. The First Vice Chair shall be an active member of the Communications and Publicity Committee. The First Vice Chair shall also perform other duties as may be assigned by the Chair, the Executive Committee, or the SCRCC.

### **Section 3. Second Vice Chair.**

The Second Vice Chair shall perform the duties of the Chair in the event of the absence or disability of both the Chair and the First Vice Chair. The Second Vice Chair shall also serve as the chair of the Precincts and Registration Committee. The Second Vice Chair shall also perform such other duties as may be assigned by the Chair, the Executive Committee, or the SCRCC.

### **Section 4. Secretary.**

The Secretary shall keep an accurate account of all meetings and be prepared at all times to read, on call, records and minutes of such meetings and keep them on file at the headquarters in permanent form and shall perform any other duties assigned by the Chair or the Executive Committee, or the SCRCC. The Secretary shall maintain all minutes, Bylaws, Standing Rules, Resolutions, Nominations, Elections, and other significant business documents of SCRCC in an orderly and accurate fashion. The Secretary shall prepare correspondence requested by the Chairman.

### **Section 5. Communications Director**

The Communications Director shall plan, manage, and implement the SCRCC's public communications programs to include serving as the primary media contact for the SCRCC; issuing information to public outlets on SCRCC meetings and events; building effective working relationships with media representatives; designing and implementing an internal informational program for SCRCC members; and functioning as the web master for the SCRCC. In addition, the Communications Director shall serve as Chair of the Communications and Publicity Committee. Any public media contact e.g. Newspapers, Radio, Internet, etc.. should be referred to the Chair for a Statement, or if time permitting, referred to the SCRCC for final majority in quorum approval. The Communications Director shall also perform such other duties as may be assigned by the Chair, the Executive Committee, or the SCRCC.

### **Section 6. Treasurer.**

A. The Treasurer of the Sonoma County Republican Central Committee shall receive all funds and monies of the SCRCC, shall keep such funds and monies in a bank account or other such SCRCC approved depository, and shall keep complete and accurate records and accounts thereof. All accounts shall be reviewed at least annually by an independent professional person familiar with the business and financial reporting responsibilities of political party organizations. The independent professional shall be retained by the SCRCC Chairman, subject to the approval of the SCRCC. The Treasurer shall file, or cause to be filed, in a timely manner, all campaign finance reports and disclosures as may be required by applicable federal, state, and local laws and regulations. The Treasurer shall also file, or cause to be filed, any tax returns or other government documents that the SCRCC is required to file by federal state, and local laws or regulations in a timely manner.

B. All monies collected by any member or representative shall be deposited in the SCRCC approved and designated bank account(s) within four (4) days of receipt by the Treasurer in accordance with all applicable rules and laws.

C. The Treasurer may not disburse funds except in accordance with an SCRCC majority in quorum approved operating budget or, in the case of a matter of emergency, authorization of the majority vote in quorum of the SCRCC Budget Committee.

D. All disbursements shall be made by check signed by the Treasurer and Chair of the SCRCC. If the Chair or Treasurer is not available, then an Officer may sign in place of the Chair or Treasurer.

E. The Treasurer, with Executive Committee approval, may establish automatic payments for recurring monthly expenditures. The Treasurer may use the Committee's credit and debit card to pay bills, upon the signatures of Treasurer and an Officer on invoice.

F. The Treasurer shall report to the Executive Committee and Central Committee a report of all revenues and expenditures of the most recent full month and cumulative year to date totals.

### **Section 7. District Chairs.**

The District Chair is the elected leader of the Members in the Supervisorial District and provides organizational direction and coordination for all activities and operations conducted in the name of the Republican Party and Republican Party Platform within the District. The principal duty of the District Chair is to represent the registered Republican voters in the District. In addition, the District Chair shall coordinate and participate in the delivery of political information and electoral services to the registered Republican voters in the District as well as to represent the Republican Party in District events and forums. Supporting roles in support of the SCRCC are precinct organization and operation, registration of voters, and voter turnout activities, during election cycles. The District Chair encourages participation in District Organization and encourages qualified Republicans to run for public office. While these roles are generally coordinated at the county level, the primary responsibility for carrying them out remains with the Supervisorial District Chair and Members. The District Chair also serves as the District's delegate to the Executive Committee of the SCRCC.

## **ARTICLE IX - EXECUTIVE COMMITTEE**

### **Section 1. Composition.**

The Executive Committee shall consist of all elected officers and delegated Supervisorial District Chairs of the SCRCC as identified in Article VIII, above, and the immediate past Chair of the SCRCC. The Secretary will certify the

election of officers appointed to the Executive Committee. Supervisorial District Chairs will be installed on the Executive Committee on presentation to the Secretary of written certification of their election and delegation to the Executive Committee from the District Members. Such certification will be signed by an absolute majority of District Members in attestation of the delegate's qualification and election as Chair. Each member shall have no more than one vote.

## **Section 2. Meetings.**

The Executive Committee shall call a minimum of ten (10) monthly meetings in each calendar year according to a schedule to be published by the Chair no later than January 10<sup>th</sup> of each year. The Executive Committee may be called to meet at other times as the Chair deems necessary. Executive Committee meetings may be closed, in accordance with the law, when considering sensitive or personnel matters. A quorum for the Executive Committee shall consist of a simple majority of its members.

## **Section 3. Duties and Responsibilities.**

The Executive Committee shall:

1. assist and advise the Chair on the preparation of the agenda for the regularly scheduled meetings of the SCRCC;
2. carry out duties as designated under Article VII of these Bylaws relating to the nomination, election, and appointment of officers;
3. act as the Nominating Committee for the SCRCC for the nomination of Honorary Members;
4. when augmented by the participation of qualified legal counsel, act as the staff and personnel advisory committee to advise the Chair of the SCRCC on all matters relating to the hiring, retention, tenure, pay and benefits, evaluation, and all other matters relating to the management and administration of employees of the SCRCC;
5. in the event of an emergency, with two-thirds of a quorum of its Members concurring, take all necessary and proper actions in the name of the SCRCC which will accord with these Bylaws and all applicable laws and regulations. A report of any actions taken under this provision will be prepared and expeditiously submitted to the entire membership;
6. consistent with these Bylaws and other applicable laws and regulations, carry out other duties and responsibilities at the request of the Chair of the SCRCC or of the membership of the SCRCC;

7. call for legal advice from the General Counsel, when appropriate; and,
8. approve nominations for standing committees Chair and membership.

#### **Section 4. Minutes.**

Minutes of all Executive Committee meetings shall be kept by the Secretary and made a matter of record and reported to the members of the SCRCC at the next regularly scheduled meeting of the SCRCC.

### **ARTICLE X - COMMITTEES**

#### **Section 1. Standing Committees.**

Each of the following shall be a Standing Committee of the SCRCC:

1. Precincts and Registration;
2. Fundraising;
3. Budget;
4. Candidacy and Campaigns;
5. Communications and Publicity; and
6. Bylaws.

#### **Section 2. Chair and Membership**

Standing Committee Chairs shall nominate standing committee members, in consultation with the Chair of the SCRCC, from the membership of the SCRCC and/or from the rolls of registered Republicans residing in Sonoma County.

#### **Section 3. Special Committees.**

A Special Committee is any committee not specified in the Bylaws. A Special Committee may be formed when there is a specific need and shall be given specific objectives and time lines. The Chair of the SCRCC shall appoint a chair, and in consultation with that chair, members for Special Committees. Membership of Special Committees shall be selected from the membership of the SCRCC and/or the rolls of registered Republicans, subject to the concurrence of the Chair of the SCRCC. Special Committees shall carry out such functions as the Chair or the SCRCC may direct in accordance with the provisions of these Bylaws. All members of Special Committees will be disclosed at the next regularly scheduled meeting of the SCRCC. Special Committee members can be removed by the Chair of the SCRCC or by majority vote of the SCRCC.

### **ARTICLE XI – OFFICER VACANCIES**

An SCRCC Officer vacancy shall be created by the death, or resignation of an Officer, by the Officer moving out of Sonoma County, by the inability of the Officer to perform his assigned duties due to protracted health problems or injury, or by removal for unexcused absences, or removal for cause as provided for in Article XII. When such a vacancy occurs, the SCRCC Chair shall announce to all members the Officer vacancy and shall call for nominations from all Members and Ex-Officio Members by first class mail or electronic means at the earliest possible opportunity. Nominations will remain open for a period not less than twenty-eight days from the date of the Chair's call. The Chair may then call for the close of nominations which shall be with the concurrence of a simple majority of a quorum of the SCRCC. After the close of nominations, the SCRCC Chair will announce by first class mail or by electronic means the name(s) of the nominated individual(s) to all voting members. An election will be held at the next regularly scheduled meeting of the SCRCC. The Officer elect shall assume office immediately upon election.

## **ARTICLE XII - REMOVAL OF MEMBERS OR OFFICERS**

### **Section 1. Causes for Removal.**

To establish and maintain good order and preserve the dignity and effective operation of the SCRCC, it may become necessary to remove a Member by action under the provisions of these Bylaws for any of the following causes:

1. failure of Members or Officers to perform their duties as outlined above;
2. bringing of a legal action against the SCRCC;
3. current registration as a member of a political party other than the Republican Party;
4. publicly advocating against a Republican nominee for partisan office, or publicly advocating in favor of a nominee for partisan office of another political party;
5. unlawfully and without authority committing the SCRCC to a course of action or to unapproved budgetary expenditures;
6. embarrassing the SCRCC or bringing it into public disrepute; or
7. violating-California Election Code section 7413.

### **Section 2. Nonfeasance of Elected or Appointed Members.**

A fundamental responsibility of Elected or Appointed Members of the SCRCC is active representation of registered Republican voters in the Supervisorial District from which the Member is elected or appointed. Representation is affected by active participation in organized events, activities, and programs, but primarily through attendance at and participation in regularly scheduled deliberative meetings of the SCRCC which are parallel to the legislative function of government. Failure to attend regularly scheduled meetings of the SCRCC denies registered Republican voters of effective



representation in their political party of choice. Elected and Appointed Members of the SCRCC may be removed as provided for below:

1. Attendance Requirements. The SCRCC will call a minimum of ten monthly meetings in any twelve month period according to a predictable schedule, published in advance for a period of not less than six months. Members are expected to attend these scheduled meetings.
2. Approved Absences.
  - a. Emergencies and Illness. All absences associated with medical or family emergencies or illness will be excused on subsequent written request to the Secretary of the SCRCC;
  - b. Predicted Absences. In addition to any absences for reasons of emergencies and illness, Elected and Appointed Members may submit a written request for approved absence under the following conditions:
    - (1) The Member reports their absence in advance of the scheduled meeting to the Secretary of the SCRCC;
    - (2) The absent Member ensures that they will be represented at the meeting by their Alternate Member, or by another Member, holding the absent Member's written proxy; and
    - (3) No Member may exceed three approved absences in any twelve month period, except by approved petition to the SCRCC that outlines the reasons for the exception.
  - c. Constructive Attendance. Those Elected and Appointed Members who are unable to attend a regularly scheduled meeting of the SCRCC due to alternative service to the SCRCC, the California Republican Party, to Republican campaigns for elective office, or to the duties of an elective or appointed public office may on written request to the Secretary of the SCRCC be credited for attendance on condition that they are represented by that Member's appointed Alternate Member or by another Member holding the absent Member's written proxy.
  - d. Unapproved Absences. An Elected or Appointed Member of the SCRCC who is absent from four regularly scheduled meetings without approval as provided for above shall be removed as a member of the SCRCC. The Executive Committee of the SCRCC shall review attendance records and, when possible, consult with the Member prior to

announcing removal of the Member at the next regularly scheduled meeting.

### **Section 3. Nonfeasance of Officers.**

Every elected officer of the SCRCC fulfills a critical role in providing leadership, management direction, policy development, and operational action roles which are essential to SCRCC success. Their assigned responsibilities are not to be taken lightly. Nonfeasance in office is understood as nonperformance of constitutional duties as described in these Bylaws. There are two types of nonfeasance for officers of the SCRCC:

- a. Attendance. Elected Officers of the SCRCC are expected to attend all regularly scheduled meetings of the SCRCC. Should an SCRCC officer be absent from four regularly scheduled meetings of the SCRCC within a twelve month period, that officer shall be removed from office, but not from Membership. Absences may be approved if they arise from emergencies or illness, as provided above, or when Constructive Attendance provisions in Section 2.b(3) above apply. The Executive Committee of the SCRCC shall review attendance records and, when possible, consult with the Officer prior to announcing removal at the next regularly scheduled meeting. The Committee may consider any extenuating circumstances.
- b. Elected Officers of the SCRCC are expected to perform their assigned duties. A pattern of failure to perform these duties, over a protracted period of time, which can be documented and factually demonstrated, constitutes nonperformance of assigned duties.

### **Section 4. Removal Procedures.**

- a. Complaints under the provisions of this Article and/or under the provisions of applicable law may be brought against any member or Officer by any Elected, Appointed, Ex-Officio Member or by any Officer.
- b. Complaints will be submitted in writing to the Executive Committee of the SCRCC which will on receipt of such charges complaints immediately organize and appoint an ad hoc committee to investigate the complaints. The Ad Hoc Investigatory Committee thus appointed will be given a specific time frame in which to establish appropriate procedures to ensure that the rights and duties of all involved are given full consideration, that its proceedings will be kept confidential, and that it will complete its work and report its findings back to the Executive Committee at the earliest possible regularly scheduled meeting of the Executive Committee.

- c. On receipt of the report of the Ad Hoc Investigatory Committee, the Executive Committee will deliberate; and by simple majority, either dismiss the complaints or find causes for removal. The Chair shall report the deliberation and findings of the Executive Committee at the next regularly scheduled meeting of the SCRCC.
- d. On receipt of the Chair's report finding causes for removal; the Members of the Central Committee shall form an Ad Hoc Investigatory Committee to investigate the complaints. The Ad Hoc Investigatory Committee thus appointed will be given a specific time frame in which to establish appropriate procedures to ensure that the rights and duties of all involved are given full consideration, that its proceedings will be kept confidential, and that it will complete its work and to report its findings back to the SCRCC at the earliest possible regularly scheduled meeting of the SCRCC.
- e. On receipt of the Chair's report dismissing the complaints, the Members of the SCRCC may appeal the findings of the Executive Committee, and may form an Ad Hoc Investigatory Committee by a two-thirds majority. The Ad Hoc Investigatory Committee thus appointed will be given a specific time frame in which to establish appropriate procedures to ensure that the rights and duties of all involved are given full consideration, that its proceedings will be kept confidential, and that it will complete its work and to report its findings back to the SCRCC at a regularly scheduled meeting of the SCRCC.
- f. On receipt of the report of the Ad Hoc Investigatory Committee, the Executive Committee will establish an agenda item for the SCRCC allowing the report to be considered, debated, and voted on at the selected regularly scheduled meeting of the SCRCC. The SCRCC may hear additional information and testimony, including testimony of the Member charged under this Article, to advance its deliberations.
- g. The SCRCC may choose to remove the Member or Officer or dismiss the charges brought. In either case, the final action shall be by formal resolution. In the case of removal the resolution shall specify whether the action shall remove the individual charged as an Officer, retaining Membership, removing the charged individual's Membership status, or, when appropriate, removing both Officer status and Membership. A decision to remove in either case shall require a two-thirds majority of all voting members of the SCRCC.

- h. This procedure may be abandoned at any point upon receipt of the Chair of a letter of resignation from the Member or Officer brought under charges, or by a two-thirds majority of the Members of the SCRCC to dismiss.

### **ARTICLE XIII - RULES OF ORDER**

*ROBERT'S RULES OF ORDER*, newly revised, and the statutes of the State of California shall determine any question of procedure or order for the conduct of meetings of the SCRCC and any of its committees, where such question is not covered by these Bylaws. The Parliamentarian shall aid in implementation of this Article.

### **ARTICLE XIV – AMENDMENTS**

These Bylaws may be amended by a two-thirds majority vote of members present at a regular or special SCRCC meeting, after a written notice setting forth such proposed amendment(s) shall have been mailed to all members, Alternate Members, and Ex-Officio Members not less than ten (10) days prior to the date of the meeting at which such amendment(s) are to be considered.

### **ARTICLE XV – GRANTING, SUSPENSION, AND REVOCATION OF CHARTERS FOR VOLUNTEER ORGANIZATIONS**

#### **Section 1. Purpose of Chartering for Volunteer Organizations**

- a. The SCRCC may, at its sole discretion, entertain petitions for issuance of a charter, and recognition of membership and appointment rights under these Bylaws, of any organization or association of persons within Sonoma County whose primary purpose is supporting and promoting Republican Party principles and platforms; assisting and supporting the SCRCC to register and mobilize Republican voters; electing Republican candidates to public office; and generally advancing the purposes and programs of the SCRCC.
- b. Volunteer organizations chartered by the SCRCC in good standing may represent themselves as officially associated with the Sonoma County Republican Party

#### **Section 2. Charter Petitions and Standards for Approval**

- a. Charter petitions must be submitted in accordance with guidance provided in a Standing Rule to be published by the SCRCC which will, at a minimum, require petitioning organizations to be

comprised solely of residents of Sonoma County and who are formally registered as members of the Republican Party. Youth Members who have provided an affidavit to the SCRCC including a statement of intent to register as members of the Republican Party upon attaining the age of 18 years, may be permitted to join chartered Republican volunteer organizations.

- b. The SCRCC will not consider petitions from organizations whose association is based on agendas, purposes, and personal orientations deemed unacceptable and /or incompatible with Republican Party principles and platform.

### **Section 3. Suspension of Charters**

- a. When, in the sole discretion of the SCRCC, it shall be determined that any Republican volunteer organization holding a charter from the SCRCC has failed to uphold those standards and conditions defined in the Standing Rule to maintain good standing, the SCRCC may suspend its grant of charter to that organization until it determines, at its sole discretion, that the suspended organization has returned to good standing status.
- b. The Executive Committee of the SCRCC may, when called for by prevailing circumstances, be convened by the SCRCC Chairman, SCRCC, to consider facts and evidence associated with any proposed suspension action so that it may offer its advice and recommendations to the SCRCC as appropriate.

### **Section 4. Revocation of Charters**

- a. The SCRCC may revoke its grant of charter for any organization that
  - (1) Brings discredit to the Republican Party or takes any action inimical to the purposes and programs of the SCRCC; or
  - (2) Fails to uphold the terms and standards of its charter; or
  - (3) Fails to maintain good standing status and /or operates under a suspended charter for a period of twelve months from the date of suspension; or
  - (4) Brings or assists in bringing, or maintains a legal action against the SCRCC. The SCRCC Chairman will convene the SCRCC Executive Committee to consider facts and evidence associated with any proposed revocation action so that it

may offer its advice and recommendations to the SCRCC as appropriate.

## ARTICLE XVI - ADMINISTRATIVE REMEDIES

### Section 1. Exhaustion of Administrative Remedies.

- a. The following disputes and conflicts are subject to this Article:
- (1) Regarding these Bylaws;
  - (2) Between the SCRCC and any member and/or SCRCC chartered organization; and
  - (3) Between or among any member or Sonoma County Republican Central Committee chartered organizations with respect to these Bylaws.
- b. All members or SCRCC chartered organizations with any dispute or conflict subject to this Article must first exhaust their administrative remedies pursuant to Section 1.C and if still unsatisfied then subject conflict or dispute to binding arbitration pursuant to Section 2. This Article constitutes the sole source of legal relief for all disputes subject to this Article.
- c. The administrative remedies of the Sonoma County Republican Central Committee for disputes and conflicts are as follows:
- (1) Member and Chartered SCRCC Organization Disputes and Conflicts: Members with disputes and/or conflicts subject to this Article must first submit such disputes and/or conflicts to the SCRCC Bylaws Committee for resolution. A decision pursuant to this Article by the SCRCC Bylaws Committee may be appealed by any party to the dispute to the SCRCC Executive Committee. Any decision pursuant to this Article by the SCRCC Executive Committee may be appealed by any party to the dispute to the full Committee.

### Section 2. Mandatory Binding Arbitration Of All Decisions.

- a. If a member or SCRCC Chartered Organization is a party to a dispute or conflict subject to this Article and such member or SCRCC Chartered Organization has exhausted all administrative remedies set forth in the Article, such member or SCRCC Chartered Organization may, by notice as herein provided, require that the dispute be submitted under Commercial Arbitration Rules of the American Arbitration Association to an arbitrator in good standing

with the American Arbitration Association within fifteen (15) days after such notice is given.

- b. Any such arbitrator so selected is to be mutually acceptable to both parties. If both parties are unable to agree upon a single arbitrator, each party, at its respective cost 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 and such arbitrator's decision shall be binding upon both parties. If two (2) arbitrators are appointed, these 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 (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 Sonoma, State of California. Each party shall bear one-half (1/2) of the cost of appointing the third arbitrator and of paying the third arbitrator's fees.
- c. The written decision of the single arbitrator ultimately appointed by or for both parties shall be binding and conclusive on the parties. Judgment may be entered on such written decision by the single arbitrator in the Superior Court of the County of Sonoma.
- d. Any arbitration undertaken pursuant to the terms of this section shall occur in Sonoma County, California. All notices given pursuant to this Article shall be in writing and shall be sent certified mail, return receipt requested.

## **ARTICLE XVII – ENDORSEMENT OF CANDIDATES AND CAMPAIGN SUPPORT**

### **Section 1. Endorsement Prohibition in Presidential Partisan Primary Elections**

The SCRCC shall make no endorsement of any candidate engaged in a Presidential Partisan Primary Election

### **Section 2. Endorsement of Republican Candidates in Nonpartisan Elections**

- a. The SCRCC may endorse and support the campaigns of Republican candidates for nonpartisan office
- b. In each instance where there are more Republican candidates seeking office in a particular electoral jurisdiction than available seats, the SCRCC will implement a competitive process to identify the best qualified candidate(s).

c. Endorsements will be authorized by SCRCC Resolutions approved by an absolute majority of voting members.

d. The SCRCC will issue no endorsement of any nonpartisan candidate without the prior written request of each candidate to be endorsed and supported.

## **Section 2. Statements of Preference for Non-Republican Candidates**

In races where no Republican candidate has filed and no substantial Republican write-in campaign has been mounted, the SCRCC may advise Republican voters in the affected electoral jurisdiction of its preference(s) among the non-Republican candidates who will appear on the ballot. The SCRCC will implement a competitive process to identify relevant positions of the candidates.

## **ARTICLE XIX – ADOPTION**

These Bylaws were originally adopted by Resolution of the SCRCC on May 18, 2006. These Bylaws were approved as amended on November 15, 2007, August 17, 2008, and presently amended on March 19, 2014.

Attested by the undersigned in the City of Santa Rosa, County of Sonoma, California on this 19th day of March, 2014:

Chairman: Elissa Wadleigh

Secretary: Becky Allen