

REPUBLICAN CENTRAL COMMITTEE OF SAN LUIS OBISPO COUNTY

Bylaws

Preamble

We, the duly elected members of the Republican Central Committee of San Luis Obispo County, in order to carry out the campaign of the Republican Party hereby adopt the following By-Laws effective this ___th day of ~~February 2017~~ May 2018. These By-Laws, as they may be amended from time to time, govern all activities of the Republican Central Committee of San Luis Obispo County.

Article I

Name of the Organization

Section 1. The name of this organization is the ~~"~~Republican Central Committee of San Luis Obispo County~~"~~, to be publicly referred to as the ~~"~~Republican Party of San Luis Obispo County~~"~~.

Article II

Purpose

Section 1. The Republican Central Committee of San Luis Obispo County (hereinafter referred to as the "Committee") has charge of the party campaign under the general direction of the State Central Committee (California Republican Party) ~~or its Executive Committee~~. ~~The Committee can perform other duties and services in conjunction with the Republican National Committee, the California Republican Party, their committees and their affiliated organizations.~~

Commented [CHB1]: All actions of the CRP's Executive Committee are those of the CRP. This is duplicative

Section 2. The Committee will act in accordance with applicable Federal and State law, especially the California Elections Code. ~~However, these Bylaws shall supersede any provisions of the California Elections Code where they are more specific or in conflict.~~

Commented [CHB2]: Constitutional law and state case law make clear that a party committee's bylaws are primary and superseding governing authority.

Article III
Membership

Section 1. Eligibility. Any person who is a registered Republican and a resident of San Luis Obispo County is eligible for appointment or election to the Committee.

Section 2. Regular Members. "Regular Members" of the Committee are elected at ~~each the~~ direct primary election in each state gubernatorial election year and shall ~~continue~~ to serve until the organizational meeting held in December or January following the direct primary in each state gubernatorial election year at in which they were elected. The Committee has five regular members from each county supervisorial district. Each Regular Member ~~should, but is not required to~~ shall pay \$50.00 each year as dues to the Committee within one month after being sworn in as a Regular Member, and annually thereafter. The Regular Member shall not be permitted to vote on matters before the body if his or her current dues have not been paid.

Commented [CHB3]: State law now provides only for public central committee member elections in quadrennial gubernatorial election years. As a consequence, terms of office of elected members are for 4 years.

Section 3. Alternate Members. Each Regular Member of the Committee must nominate a resident of their district as an alternate ("Alternate Member"). The Regular Members must notify the Committee Secretary in writing of the name of their nominee. The nominee will be presented to the Committee and a ratification vote will be conducted at a regularly scheduled Committee meeting. The alternate acts with all the rights and privileges of the Regular Member when the latter is absent. An alternate member may not be elected or serve as, except those of an elected officer of the Committee, except as provided in Article IV, section 1. Each Alternate Member ~~should, but is not required to~~ shall pay \$25.00 each year as dues to the Committee within one month after being sworn in as an Alternate Member, and annually thereafter. The alternate member shall not be permitted to vote on matters before the body in the absence of his or her Regular Member if his or her current dues have not been paid.

Commented [CHB4]: Clarifies existing language.

Commented [CHB5]: Added 3/27/18 for consistency

Section 4. Affiliate Members. Republican organizations, approved by the Committee, may select one of their members as an affiliate of the Committee. "Affiliate Members" have the right to debate but not the right to vote at meetings. They may also be

appointed to membership on the standing or special committees. Affiliate Members can nominate an Alternate Affiliate Member; As provided in Article III Section 3, applies accordingly. Affiliate Members and Alternate Affiliate Members ~~should, but are not required to~~ shall pay \$25.00 each year as dues to the Committee.

Section 5. Ex-Officio Members. "Ex-Officio Members" are specified in Sections 7404 and 7405 of the California Elections Code. Ex-Officio Members become Committee members upon election certification. They have all of the rights, privileges and responsibilities of Regular Members; however, they are not entitled to a ballot designation of "incumbent" upon seeking election to the Committee in the next direct primary. They ~~may~~ must select an alternate ("Alternate Ex-Officio Member"). Ex-Officio Members and Alternate Ex-Officio Members ~~should~~ shall pay annual dues of \$ 50.00 and \$ 25.00 within one month of becoming an Ex-Officio Member ~~or an Alternate Ex-Officio Member, but they are not required to pay dues. The Ex-Officio Member shall not be permitted to vote on matters before the body if his or her current dues have not been paid.~~

Section 6. Associate Members. A registered Republican and resident of San Luis Obispo County can become an Associate Member upon paying annual dues of \$ 25.00 for a calendar year. The annual dues will not be prorated if the Associate Member joins during the course of a calendar year. Associate Members have the right to debate (per Article VII), but not the right to vote on issues before the Committee. Associate Members will receive the Agenda from the Committee.

Section 7. Special Members. ~~Special are non-voting members that support RPSLO goals. Special members may be nominated for membership and approved by a majority vote of the membership of the Committee. Their voice can be of value when they are available. Special Members consist of two categories, Honorary Members and Ambassadors. Their attendance at Committee meetings is not required but is highly valued. They are not counted in the achieving a quorum or a two-thirds vote.~~

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A. Honorary Members. Honorary membership may be bestowed by the Committee in recognition of past years of service, including former Members of the Committee who have relinquished their Regular Membership but wish to remain active with the Committee, to have a voice in its meetings and activities, but who are not entitled to vote or required to attend Committee meetings as are Regular, Ex-Officio and Alternate Members.

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B. Ambassador Members. Ambassador membership may be bestowed by the Committee upon elected public officials that have been endorsed and supported by the Committee, and wish to be a part of the Committee's activities and have a voice in its meetings. Ambassador Members are not required to attend Committee meetings, and are not entitled to vote on matters of Committee business.

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Commented [CHB6]: 3/27/18 Added new categories of non-voting special members.

Section 78. Delegates. The Chairman shall appoint delegates to the California Republican Party (CRP) at the times and as provided in the Bylaws of the California Republican Party. [The Chairman and Treasurer are regular delegates to the CRP convention under CRP bylaws.] Delegates should be willing to attend all CRP Conventions. In the event the delegate cannot attend a convention, the delegate shall deliver his or her proxy to notify the Chairman that he or she has assigned a proxy holder and the name of the proxy holder no less than 72 hours in advance of the convention.

Commented [CHB7]: Clarifies existing CRP bylaw application.

Section 89. Complaints, Discipline and Removal Procedures.

A. By Complaint.

1. Any member of the Committee can file a complaint with the Executive Committee against an ~~officer or~~ member of the Committee requesting ~~censure, or removal or other discipline.~~
2. ~~The Executive Committee shall receive~~Receiving, investigating investigate and hearing such complaints in a manner that affords the subject of the complaints and the complainant with notice and an opportunity to be heard on

Commented [CHB8]: Allows for other potential discipline.

~~the matter. shall be performed in accordance with the procedures outlined in the Committee Operations Manual.~~

Commented [CHB9]: Clarifies authority; eliminates reference to Operations Manual for this important procedure.

3. The Executive Committee has authority to ~~censure~~ censure, or remove or adopt other discipline of a member pursuant to this Article. No r~~Removal, or~~ censure or other discipline of a member shall be taken except by~~requires~~ a two-thirds majority vote of all members of Executive Committee, after notice and opportunity for a hearing as provided in the Committee's operations manual. If the complaint is against a member of the Executive Committee, that member cannot participate in the deliberations about or the voting in the Executive Committee, and the two-thirds majority will be calculated without taking that member into ~~account~~ in calculating the total number of members.

4. The accused member ~~or officer~~ can appeal the Executive Committee's determination to the full Committee at its next regular meeting, upon ~~with a~~ seven (7) day's written notice of appeal, computed from the date of the Executive Committee's action, made to the Chairman and Secretary of the Committee.

Commented [CHB10]: Clarifying language.

5. If no appeal is taken, the removal, censure or other disciplinary action will be final as of the date of the Executive Committee vote.

6. Upon appeal of a removal, censure or disciplinary action by the Executive Committee, the r~~Removal, or~~ censure or other disciplinary action of a member before the full Committee must be made by a two-thirds majority vote of ~~all the~~ members present of the Committee that are eligible to vote. The member in question cannot participate in the deliberations about or the voting in the Committee, and the two-thirds majority will be calculated without taking that member into account in calculating the total number of members eligible to vote.

7. Any action under these provisions must be taken during the term in which the act occurred or term immediately following.

B. Removal For Other Causes. The following are causes for removal of all except Ex-Officio Members. No complaint is required:

1. The removal of residence from the District from which a member was elected or appointed constitutes automatic resignation from the Committee. (Elections Code 7412)

2. Any member, other than an Ex-Officio Member, who misses four regularly called meetings without excuse as provided herein within one 12 month period will be removed from the Committee. A member's absence shall be excused, and shall not count toward the four regularly called meeting if unless: (1) the absence is caused by illness or temporary absence from the county on the date of the meeting (Elections Code 7411(a)) and (2) the ~~Chairman and Secretary or Chairman and the Member's alternate~~ have been notified in writing or by email of the reason for the absence prior to the meeting. A sudden or extreme emergency can constitute an excused absence upon approval of the Chair or the Executive Committee, if the member notifies the Chairman and Secretary of the reason for the emergency in writing or by email within 3 business days of the meeting from which the member was absent. ~~However, a~~ Attendance by the member's alternate at any meeting does not constitute an excuse for absence.

3. Notwithstanding subsection III.B.2 above, tThe Committee can, ~~at~~in its sole discretion, upon notice to the member and an opportunity for a hearing before the Committee, remove a member who misses four or more regularly called meetings within one 12-month period, regardless of the reasons for the absences. (Elections Code 7411(b))

Commented [CHB11]: Clarifies method of seeking excuse in emergency situations.

4. The accused member or officer can appeal the Executive Committee's determination to the full Committee at its next regular meeting, upon seven (7) day's written notice of appeal made to the Chairman and Secretary of the Committee.

Commented [CHB12]: Applied same provisions as for removals for cause in subsection A to removals for absence in subsection B.

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Commented [CHB13]: Clarifying language.

5. If no appeal is taken, the removal, censure or other disciplinary action will be final as of the date of the Executive Committee vote.

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6. Upon appeal before the full Committee, the Executive Committee's action must be affirmed by a two-thirds majority vote of all members of the Committee that are eligible to vote. The member in question cannot participate in the deliberations about or the voting in the Committee, and the two-thirds majority will be calculated without taking that member into account in calculating the total number of members that are eligible to vote.

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7. Any action under these provisions must be taken during the term in which the act occurred or term immediately following

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8.4. The Committee can remove any member, other than an Ex-Officio Member or an Alternate Ex-Officio Member, who during his or her term of membership affiliates with, or registers as a member of another party, who publicly advocates that the voters should not vote for the nominee of this party for any office, or who gives support or avows a preference for a candidate of another party or candidate who is opposed to a candidate nominated by this party.
(Elections Code 7413)

Section 9. Vacancies. A vacancy in membership may exist if fewer than five persons are elected as members of the Committee from any Supervisorial district at the direct primary election in each state gubernatorial election year, and if a membership is vacated as provided in Article III, section 8. If a vacancy on the Committee exists occurs at any time during the term of the Committee other than at the Organizational Meeting,

Commented [CHB14]: Clarifies that vacancies may exist because not a full complement of 5 members per supervisorial district are elected, and clarifies that such vacancies cannot be filled at an organizational meeting.

~~the Committee shall fill that vacancy it will be filled by Committee election~~ at the earliest possible regularly constituted meeting. ~~Notice of an election to fill any vacancy shall be given by written notice to the members of the Committee~~; at least seven (7) days ~~written notice of prior to the meeting at which the~~ the election ~~must be given to the members is to be held~~.

Article IV
Officers

Section 1. The elected officers of the Committee are the Chair, Vice-Chair, Secretary and Treasurer. The Chair and Vice-Chair must be Regular Members of the Committee, while other officers can be Alternate members, including Alternate Ex-Officio Members.

A. Chair. The Chair is the chief executive officer of the Committee and ~~shall provide has the authority for~~ general supervision, direction and control of the business and activities of the Committee and over the officers of the Committee. The Chair ~~shall will~~ preside at all meetings of the Committee and the Executive Committee, ~~except when he or she is absent~~. The chair is authorized to accept resignations from the Committee and to remove members from offices to which the Chair appointed them. The Chair will carry out or cause to be carried out the instructions and orders of the Committee or the Executive Committee. The Chair is an ex-officio member of all committees but will not be counted for the purpose of constituting a quorum of any committee.

~~The Chair shall appoint the chairs and members of all standing committees and has the authority to create such other special task forces or special committees that he or she deems appropriate.~~

Commented [CHB15]: Clarifies Chair's authority to appoint chairs and members of standing and special committees and special task forces.

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B. Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or inability of the Chair to perform such duties.

C. Secretary. The Secretary ~~shall will~~ keep proper records of the proceedings of the Committee and the Executive Committee and will be the custodian of all records.

The Secretary will conduct all official Committee correspondence and perform such other duties as may be delegated by the Chair or the Executive Committee. The Secretary will prepare and distribute to the members of the Committee the minutes of previous meetings and the meeting agenda of each regular and special meetings of the Committee and the Executive Committee at least (7) days prior to such future meetings.

Commented [CHB16]: Clarifies Secretary's duties.

D. Treasurer. The Treasurer has the responsibility to maintain custody and control of all funds belonging to the Committee. The Treasurer will receive all Committee monies and deposit them in the name of the Committee in a bank account or bank accounts designated by the Executive Committee. Disbursement of Committee funds will-shall not be made without prior approval of the Committee. The Treasurer will make or authorize the making of all disbursements.

~~All disbursements in excess of \$1,000 require the Chair to countersign. The Treasurer will submit a complete audit of the records for each calendar year attested to by an audit committee appointed by the Chair by no later than the regular meeting of the Committee held in March of the next calendar year. Upon resignation or election of a successor Treasurer, the Treasurer shall not be relieved of his or her duty and responsibility, including amendment of the Committee's federal and state campaign reporting statements of organization, until he or she relinquishes to the successor all The bank records, verifies the Committee's bank balances, and assists in obtaining the successor's signature on the ban signature cards for Committee bank accounts.~~

Commented [CHB17]: Prohibits Treasurer resignation without completing records and bank account signature authority and completion of record relinquishment responsibility.

~~Upon resignation, or appointment or election of a successor treasurer, such relinquishment, verification and assistance shall occur within seven (7) days of resignation, or within fourteen (14) days after the selection or election of the successor Treasurer, whichever occurs first. books and the balance(s) in bank accounts will be relinquished to the reconstituted Committee no later than at its first regular meeting after a direct primary.~~ This section does not apply to funds received and disbursed under Article VI.

Section 2. Vacancies. If a vacancy occurs in any office other than that of Chair, a successor will be ~~elected, after nomination by the Executive Committee, chosen~~ by a majority vote of those present at a regular meeting of the Committee. In the event of a vacancy in the office of Chair, the Vice-Chair will assume the duties of the office and call for an election to be held at the next regularly scheduled meeting, ~~or at a special meeting of the Committee called with~~ At least seven (7) days written notice of the election must be given to the members. ~~; otherwise the election will be held at the subsequent meeting or a special meeting. The preceding Section 2 sentence 3 does not apply to the Organizational Meeting in which officers can be elected without any prior notice.~~

Commented [CHB18]: Provision specifying no filling of member vacancies at organizational meeting moved elsewhere.

Section 3. Removal. The removal of any elected officer requires a two-thirds ~~(2/3s)~~ majority vote of the Executive Committee, ~~upon seven (7) days written notice to the elected officer proposed to be removed. If the Executive Committee votes to remove the officer, that officer may appeal the decision to the full Committee in the manner provided in or, if appealed under provisions of Article III, Section 7. The removal of the elected officer, if appealed to the full Committee, may be affirmed~~ A by a two-thirds majority vote of ~~these all members of the Committee that are eligible to vote present~~ at regular meeting or at a special meeting of the Committee ~~called for that purpose. At least seven (7) days written notice is given in the case of a regular or special meeting of the Committee.~~

Commented [CHB19]: Clarifies procedure for removal of an elected officer.

Article V

Executive Committee

Section 1. The Executive Committee ~~consists shall be composed~~ of the elected officers of the Committee, one representative ("District Representative") from each Supervisory District, ~~who will shall~~ be elected by the Committee members from their ~~ir~~ respective districts, the Chair of the Rules Committee and one Ex-Officio Member, ~~to be elected by that group~~ Ex officio members.

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Section 2. The Executive Committee shall have ~~power-overall responsibility for over~~ the fiscal affairs of the Committee, within the limitations of the budget ~~adopted by the~~ Committee and Committee policy. The Executive Committee ~~can may~~ authorize expenditures for fund raising and other ~~affairs-activities~~ of the Committee and for ordinary ~~housekeeping-administrative~~ matters. Campaign contributions are specifically excluded from this authority. In no event, will any single expenditure exceed \$1,000 unless authorized by the Executive Committee or previously approved in the current budget. This section does not apply to funds received and disbursed under Article VI.

Section 3. Executive Committee Meetings. Executive Committee meetings will be conducted in accordance with these Bylaws. Regular meetings of the Executive Committee shall be held on a date at least eight days before a regular meeting of the Committee. Special meetings may be called by the Chair, or four members of the Executive Committee upon at least 48 hours written notice by email stating the subject matter of the meeting. At the discretion of the Chair, Executive Committee meetings may be conducted by telephone conference or internet based conferencing tools. Votes can be cast by any combination of electronic mail, telephone or text message.

Commented [CHB20]: Clarified authority to call special meetings.

Commented [CHB21]: Moves this provision from general article on meetings to the specific article concerning the executive committee.

Article VI

Financial Accounts and

Participation in Joint Fundraising Activities with Other Party Committees, Candidate CommitteesCalifornia Republican Leadership Fund

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Section 1. Financial Accounts. All expenditures from the Committee's bank accounts shall require either the approval of the Executive Committee, by formal vote for the expenditure or in accordance with the Committee's approved budget for budgeted items such as regular payments for office space rental, utilities, telephones and similar items.

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The Executive Committee may require either that two officers, the Chair and the Treasurer, be signers on the Committee's bank accounts, or that a professional treasurer shall be engaged to administer the Committee's accounts and campaign

reporting and be signatory on all the Committee's bank accounts; provided, that if the Chair and Treasurer are not signers on the Committee's accounts, the Chair and the Treasurer shall authorize the professional treasurer to make each expenditure . by written email or personal signature authorization. All disbursements of \$1,000 or more must be authorized by the Chair of the Committee..

Commented [CHB22]: Specifies 2 signatures on bank accounts and special disbursement duties of Chair for \$1,000 or more disbursements.

The Committee may require an annual audit of the Committee's bank accounts. If required, the Treasurer shall submit the audit report of the records for each calendar year attested to by an audit committee appointed by the Chair by no later than the regular meeting of the Committee held in March of the next calendar year.

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Section 2. The Committee may participate in joint fundraising activities with other Republican party committees, with Republican candidates, or non-partisan candidates endorsed by the Committee, to the extent permitted by law and authorized by the Committee, with full disclosure and Committee assent to the terms and conditions of such participation, and Committee ratification, if appropriate, of contributions and expenditures made by or at the behest of the Committee.

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Section 3: has duly authorized its participation in the California Republican Leadership Fund ("CRLF"). When the Committee participates in such joint fundraising activities, the Committee's CRLF share of such monetary funds shall be segregated from accounts will be kept separate from the general regular state, federal, and Levin accounts of the Committee. Funds deposited into and shall be disbursed from the Committee's CRLF accounts are exclusively under according to the provisions of the operating agreement between the Committee and the joint fundraising committee, the control of the Chair. The Chair will cause all deposits and disbursements to be made and The Treasurer shall will provide regular updates to the Committee on the Committee's expenditures from such accounts, and the Committee shall ratify the contributions and expenditures of such accounts at least every other month..

Commented [CHB23]: Clarifies the rules for participation in joint fundraising with other committees and candidates.

Article VII

Meetings

Section 1. Organizational Meeting. ~~After Following~~ each biennial statewide general election, the Committee shall conduct an organizational meeting ~~shall take place~~ during the month of December or January. The purpose of the Organizational Meeting will be to accept properly executed oaths of office of all regular and ex officio members, to re adopt the Committee's bylaws, and to elect officers for the next term of the Committee. ~~All members must provide copies of their properly sworn and executed oath of office. The Committee shall not have the power to fill vacancies in membership at the Organizational Meeting. Vacancies cannot be elected at the Organizational Meeting.~~ The Chair of the ~~previous~~ Committee from the previous term of the Committee shall will serve as temporary Chair until a new Chair is elected. The Committee will conduct the Organizational Meeting as follows:

- 1) Call to order
- 2) Inspirational Message
- 3) Pledge of Allegiance
- 4) Welcome and Introductions
- 5) Roll call of elected Regular Members
- 6) Adoption of By-Laws
- 7) Election of Officers
 - a) Chair
 - b) Vice-Chair
 - c) Treasurer
 - d) Secretary
- 8) District Caucus to elect District Representative
- 9) Chair's Report
- 10) Treasurer's Report
- 11) Correspondence
- 12) Announcements

Section 2. Regular Meetings. Regular meetings of the Committee ~~will~~ shall be conducted in accordance with ~~the Committee Operations Manual; the order of agenda of such meetings set forth below, unless the Committee amends the agenda as permitted by these Bylaws:~~

- 1) Call to order
- 2) Inspirational Message

Commented [CHB24]: Clarifies what the Organizational Meeting is for, and its order of business.

- 3) Pedge of Allegiance
- 4) Welcome and Introductions
- 5) Roll call of Members
- 6) Chair's & Executive Committee Report
- 7) Treasurer's Report
- 8) District Reports
- 9) Correspondence
- 10) Announcements

~~**Section 3. Executive Committee Meetings.** Executive Committee meetings will be conducted in accordance with the Committee Operations Manual. At the discretion of the Chair, meetings of the Executive Committee can be called by giving at least 48 hours written notice by email stating the subject matter of the meeting. At the discretion of the Chair, the meetings can be conducted by telephone conference or internet based conferencing tools. Votes can be cast by any combination of electronic mail, telephone or telefax. Article IX applies accordingly.~~

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Section 3.4. Special Meetings. A special meeting of the Committee ~~can~~ may be called by the Chair, the Executive Committee or by a majority of the voting members, upon - ~~S~~ seven (7) days advance written notice to the members of the Committee. The written notice must specify the time and place of the special meeting and provide a synopsis and agenda of the business to be transacted and the method by which votes shall be cast for the meeting. ~~Special meetings will be conducted in accordance with the Committee Operations Manual.~~ At the discretion of the Chair, the meetings can be conducted by telephone conference or internet based conferencing tools. Unless the meeting is called to conduct an election or removal of officers or members, to endorse candidates or ballot measures, to consider a resolution, or to amend the Bylaws, as specified in Article VIII, section 3.B., ~~v~~ votes at such a meeting may ~~can~~ be cast by any combination of electronic mail, telephone or ~~telefax~~ text message, if properly noticed.

Section 4.5. A majority of the voting members of the Committee constitutes a quorum for ~~the~~ all regular meetings and special meetings.

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Commented [CHB25]: Specifies notice requirements for meetings including specifying the manner of voting.

Article VIII
Parliamentary Rules

Section 1. The Chair of the Rules Committee or a member of the Rules Committee designated by the Chair of the ~~Rules~~-Committee ~~will~~shall act as parliamentarian of each meeting of the Committee and the Executive Committee.

Section 2. In all cases not provided for by the Election Code or these By-Laws, meetings of the Committee, the Executive Committee and other committees will be conducted in accordance with Roberts Rules of Order, Newly Revised.

Section 3. Voting.

A. Voting on regular motions presented to the Committee shall be by voice vote.

Such motions may be adopted by a simple majority of the members present.

B. Voting for election of officers, election and removal of members, amendment of the bylaws of the Committee, adoption of resolutions, and endorsements of candidates and ballot measures shall be conducted by secret ballot, unless unanimous consent is given to conduct the voting by voice vote, by show of hands or by means other than secret ballot. Such actions may be taken or adopted by a majority of the members present, unless a supermajority is otherwise specifically required by these Bylaws.

C. Eligibility to Vote. A Member, Ex-Officio Member or Alternate Member present for his or her Regular or Ex-Officio Member may not vote if the Member's, the Ex-Officio Member's and the Alternate Member's dues are not current, as provided in Article II, sections 2, 3 and 5. Any Member who has accumulated 4 ,excused or unexcused, absences in a 12 month period without makeup may not vote. Any Member who has had 4 absences from monthly regular Committee meetings in a 12 month period may make up one absence by attending 2 consecutive regular monthly Committee meetings thereby on the 3rd consecutive regular monthly

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Commented [CHB26]: Specifies two manners of voting – voice vote by simple majority for regular motions; secret ballot for specified matters.

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Commented [CHB27]: Added for discussion purposes.

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Committee meeting their voting rights are reinstated . Thereafter when 3 consecutive regular monthly Committee meetings have been attended, one absence is forgiven. In this manner a member can remain under the 4 absences in a 12 month period.

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Section 4. When an action is under debate or before the Committee, the Chair will call for discussion of the matter, first by the person proposing the action, and then by recognizing members who desire to speak for or against the matter under discussion. No amendment will shall be in order if the amendment relates to a different subject or is intended to accomplish a different purpose than the original action.

Section 5.4. No motion, either oral or written, will be debated or put to a vote until the motion has been seconded and distinctly stated to the Committee by the Chair.

~~**Section 5.** No motion to amend these By-Laws or to adopt a resolution concerning external policy or an endorsement will be accepted on the floor until it has been reviewed by the Executive Committee and presented to the membership, with the Executive Committee's comments, in writing, at least seven (7) days prior to the meeting. The Chair will call for discussion of proposed amendments or resolutions, first by the proposer, and then by recognizing members who desire to speak.~~

Section 6. No member can may speak more than once on the same subject, or longer than five (5) minutes, without permission of the Chair. However, the maker of any motion or amendment may be recognized by the Chair for rebuttal purposes, but for no longer than two (2) minutes.

Section 7. Suspension of the Bylaws. Any provision of these By-Laws can may be suspended temporarily by a vote of two-thirds of the members present, but the suspension will apply only to the matter under immediate consideration, and in no case will it extend beyond adjournment.

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Article IX

Endorsements of Candidates and Ballot Measures

Section 1. Candidate Endorsements.

A. State and Federal Offices. The Committee may endorse candidates for statewide and district offices, including state constitutional offices, U.S. Senate, U.S. House of Representatives, State Legislature and state Board of Equalization, elections now conducted under the state top two primary law (Cal. Constitution, Article IV, section 6), as follows:

1) Where there is more than one Republican candidate for nomination for election in a special or top two primary election, the Committee shall not endorse, support or oppose any candidate for nomination or election at a special or top two primary election of in a recall or recall replacement election, except in the following manner and circumstances:

a) Written or electronic notice of the proposed action is given at least seven days in advance of the Committee meeting to all persons entitled to vote.

b) .The candidates affected are given an opportunity to appear in person before the Central Committee. The Committee may invite or notify all registered Republican candidates for an office for which endorsement action may be taken by written or electronic notice to the candidate's known address. The Committee Secretary shall maintain records of the notices given and the means by which notice was given to such candidates.

c) A candidate receives a two-thirds (2/3) majority vote of the total members (28) of the Committee that are eligible to vote.

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Commented [CHB28]: Specifies candidate endorsement procedures for all top two primary races.

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d) For purposes of such endorsement votes, if a member of the Committee is not present, the member's alternate member, if present, may vote in the member's stead.

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B. Local Non-Partisan Offices

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1. The Committee may endorse registered Republican candidates who are running for election to local non-partisan offices, including judicial offices, county elective offices (e.g., Board of Supervisors, District Attorney, Sheriff, Assessor), city offices (e.g., Mayor and City Councilmembers), and local district offices (members of the Board or district directors) by the same method as provided in subdivision A of this Article.

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Commented [CHB29]: Specifies endorsement process for endorsing registered Republicans who are running for local non-partisan offices including judicial offices.

2. If there are no registered Republican candidates running for any of such offices, the Committee shall not endorse. However, the Committee may oppose one or more Democrat, Green, Libertarian or No Party Preference candidates running for such offices by the same method as provided in subdivision A of this Article.

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C. State and Local Ballot Measures

The Committee may endorse or oppose state and local ballot measures, whether those measures are in circulation and have not qualified for the state or local ballot, or after such measures have qualified to appear on the ballot. Such endorsements of support or opposition shall also be conducted by the same method as provided in subdivision A of this Article.

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Adoption of Resolutions outside of Meetings

Section 1. At the discretion of the Chair when he considers a matter to require immediate action, a resolution proposed by any member and seconded by another member can be adopted by the Committee outside of meetings on any matter other than an amendment of these By-Laws. The provisions in this Article IX do not affect the

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requirements for a quorum (Article VII section 5) and the number of votes needed to pass a resolution regulated elsewhere in these By-Laws.

Commented [CHB30]: Deletes entire article allowing for resolutions outside of meetings. Keeps everything within regular or special meetings.

Section 2. ~~The members must be given at least 48 hours' notice of the resolution by email to the email address on file with the Secretary. This will be calculated as of the time when the email giving notice is transmitted to the members; if individual emails are transmitted, the notice period will be calculated from the point in time when the email notifying the last member is transmitted. If a member does not have an email address, the Chair or a member delegated by the Chair can notify the member by telefax or a telephone call to the member's telephone number on file with the Secretary; this substitute notice does not affect the calculation of the notice period.~~

Section 3. ~~The notice must contain the exact wording of the resolution subject to correction of any spelling errors or errors in grammar which, in the view of the Chair, do not affect the substance of the resolution; the Chair is authorized to correct such errors before or after voting on the resolution.~~

Section 4. ~~Prior to and during voting on the proposed resolution, the members are free to communicate their comments on the resolution to any other members by email or otherwise. However, no amendments to the resolution will be in order. The member proposing the resolution is free to withdraw the resolution at any time prior to the start of voting.~~

Section 5. ~~The notice by the Chair will set a time period of at least 12 hours and no more than 24 hours during which members can vote on the resolution. Votes can be cast by any combination of electronic mail, telephone or telefax addressed to the Chair or another officer of the Committee designated by the Chair. The votes must be either for approval or against approval of the proposed resolution. Any votes which are not received during the voting period or which are submitted subject to a condition are deemed to be abstentions.~~

~~Section 6.~~ The Chair together with the Secretary will count the votes after the end of the voting period and will notify the members about the result of the voting as quickly as possible by email. The proposed resolution and the result of voting will be included in the minutes of the next regular meeting or special meeting of the Committee.

Article X

Committees and Committee Procedures

~~Section 1.~~ The Chair will appoint the chairmen and members of all standing committees and has the authority to create such other committees the Chair deems appropriate. The standing committee chairmen will be responsible for the coordination of their committees' activities. Standing committees will be identified in the Committee Operations Manual.

Section 1.2. Rules Committee. The Rules Committee ~~shall~~ is responsible for review and propose maintaining these By-Laws and processing recommended changes amendments to the Bylaws to them through to the Executive Committee. The Executive Committee may approve and recommend adoption of such amendments, either with or without modification, to the full Committee. ~~as specified in Article VII, Section 3.~~ The chairman of the Rules Committee ~~is the authority finally responsible for the~~ shall interpretation ~~of~~ of the Bylaws, and shall advise the Chair of the Committee when asked, about matters affecting the conduct of the Committee's meetings and matters on its agenda.

~~and compliance with these standing rules. An interpretation by the chairman of the Rules Committee can only be overturned by a two-thirds majority vote of the Executive Committee or a two-thirds majority vote of the Committee.~~

Section 2. Standing Committees. The Chair shall ~~appoint the chair and members of~~ each Standing Committee. Each Standing Committee shall report its activities and make such recommendations to the Committee, at the request of the Chair. Standing Committees shall report to the Executive Committee, which may forward such recommendations to the Committee in its discretion.

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Commented [CHB31]: Deletes old standing and special committee provisions, replacing them with

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Commented [CHB33]: Specifies Standing Committee authority and role.

Section 3. Special Task Forces and Special Committees. The Chair shall appoint the chair and members of each Special Task Force and Special Committee. Each Special Task Force and Special Committee shall report its activities and make such recommendations to the Committee, as the request of the Chair. Special Task Forces and Special Committees shall report to the Executive Committee, which may forward such recommendations to the Committee in its discretion.

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Commented [CHB34]: Specifies Special Task Force and Special Committee authority and role.

Section 4. Communications and Media Committee. The Chair shall appoint the chair and members of the Communications and Media Committee, which shall be responsible, subject to the direction of the Executive Committee, to recommend and implement policies and methods by which the Committee communicates to the general public, including member communications to registered Republican voters, general public communications by newsletter, television, radio, internet and social media. The Communications and Media Committee shall recommend and the Executive Committee shall implement practices and procedures for dissemination of general information, official Committee communications, and endorsements. The Communications and Media Committee shall recommend procedures to authorize and revoke authorization to open and close social media accounts on behalf of the Committee.

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Commented [CHB35]: Specifies new Communications and Media Committee and gives it responsibilities.

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~~**Section 3.** The Committee Operations Manual provides guidelines and controls the procedures of the Committee. It shall be subject to revision and adoption by a majority vote of the Committee. If the Committee Operations Manual contains any provision which is contrary to these By-Laws, these By-Laws have priority over the Committee Operations Manual.~~

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Article XI
Resolutions and Statements of External Policy and
Public Communications

Section 1. ~~No Committee public communications, including member communications, newsletters, press releases, mailings, television, radio, internet and social media posts shall occur without the approval of the Executive Committee, in consultation with the Communications and Media Committee.~~

Commented [CHB36]: Deletes external communications provisions and replaces with what resolutions may cover and how they may be adopted at committee meetings.

Section 2. ~~Resolutions and statements of external policy on any subject germane to the functions and actions of the Committee, including on matters of international, national, state and local public policy and Republican principles, may be adopted by the Committee in the manner provided in Article VIII, section 3 of these Bylaws, and disseminated to the public, in a manner consistent with section 1 of this Article. may be approved by a two-thirds majority vote of the Members present at a properly scheduled meeting where a quorum is present and provided they have been introduced in accordance with Article VII, Section 3 of these bylaws. Such resolutions and statements can also be approved by a two-thirds majority of the Voting Members of the Committee participating in voting when votes are cast outside of a meeting pursuant to Article IX and a quorum of the Voting Members participates in the voting.~~

Section 2. ~~No external Committee communications including newsletters, press releases, etc. shall occur without the approval of the Committee, the Chair or the Chair's designee.~~

Section 3. ~~Where there is more than one Republican candidate for nomination for election in a special or top two primary election, the Republican Party of San Luis Obispo County Central Committee, for the purpose of seeking a Committee endorsement, shall not endorse, support or oppose any candidate for nomination or election at a special or top two primary election or in a recall or recall replacement election, except in the following manner and circumstances:~~

1. ~~Written or electronic notice of the proposed action is given at least seven days in advance of the Central Committee meeting to all persons entitled to vote.~~

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~~2. — The candidates affected are given an opportunity to appear in person before the Central Committee.~~

~~3. — A candidate receives a two-thirds (2/3) majority vote of the total members (28) or the member's alternate if a member is not available to attend of the Republican Party of San Luis Obispo County. A 2/3 majority vote is 19 members.~~

Article XII

Notices

Section 1. Unless provided otherwise in these By-Laws, any notice required under these By-Laws must be given in writing and can be transmitted to the members by letter, email or telefax to the address of the members on file with the Secretary.

Section 2. The members must notify the Secretary of the Committee immediately about any change in their addresses, including any change in email address, telephone or ~~telefax-text message~~ numbers. Any notice will be deemed to have been properly given if it is sent to the address, email address, ~~telefax-text message~~ number or telephone number on file with the Secretary.

Article XII

Bylaws: Authority; Amendment of the By-Laws

Section 1. ~~These Bylaws shall govern the membership and organization of the Committee and govern the conduct of its affairs.~~ These By-Laws ~~can may~~ be amended by a two-thirds majority vote of the members present at properly scheduled meeting, ~~and~~ provided they have been introduced in accordance with Article VII Section 3 of these By-Laws. ~~The Executive Committee is authorized to correct drafting points without changing substance.~~

Commented [CHB37]: Put Operations Manual into perspective. If we choose to adopt one!

Section 2 . These Bylaws may be supplemented by a Committee Operations Manual, which may be adopted to provide detailed operational guidelines for the Committee's activities. The Operations Manual may provide for additional procedures of the Committee, consistent with the provisions of the Bylaws. To the extent of any conflict, the provisions of the Bylaws supersede and control the provisions of the Operations Manual.