

MEMORANDUM

April 9, 2018

TO: Executive Committee
Central Committee Members

FROM: Chuck Bell

RE: Draft Bylaws Revision

Attached is the current draft of the Bylaws revision. In October 2017, I circulated a list of possible amendments to the Bylaws. These possible amendments included a number of “housekeeping” amendments, to bring the bylaws up to the current state of the law as applied to California political party committees as well as more substantive proposed amendments relating to membership, vacancies, vacancy replacements and the like.

The project was discussed at the January 2018 Brainstorming Session, and taking into account a number of specific options I presented for general discussion at that meeting, a draft Bylaw revision was shared with the Executive Committee for comment. A number of comments and suggestions were received, a further draft Revision was circulated, and at its April 4, 2018 meeting, the Executive Committee went through the proposed draft Revision on a line-by-line basis. This resulted in substantial progress. Afterward, a few remaining issues that surfaced at the April 4th meeting were incorporated in language that reflects the collaborative effort that is represented by the Draft Bylaws Revision attached.

The effort could not have been completed thus far without many, many comments, suggestions, edits and volunteer time of many people.

Major Themes and Changes

1. Membership –

- A. Dues: The membership provisions for Regular, Ex-Officio and Alternate Members were modified to reflect that annual dues are mandatory, and that membership in good standing and voting rights are contingent upon timely payment of annual dues.
- B. Special Memberships: Two new categories of memberships, Honorary and Ambassador Membership, were added. Honorary memberships are intended for persons who wish to maintain active participation in Committee meetings with a voice, but not a vote. Ambassador memberships are intended for public officials who also wish to maintain an active relationship with the Committee with a voice but not a vote.

2. Vacancies and Removals –

- A. Removal provisions were retained for specific causes, such as abandonment of residence in the county or supervisorial district to which the member was elected or appointed or for publicly supporting a candidate other than the Republican nominee for a partisan office or publicly opposing the party's nominee.
- B. Removals for non-attendance maintained the current approach: mandatory removal for missing 4 consecutive meetings without excuse and discretionary removal for missing 4 meetings within a calendar year, with or without excuse. An alternative was created that is intended to allow "makeup" of such absences by resumed attendance at 2 consecutive regular Committee meetings. However, during the period between reaching the alternative 4 absences (whether excused or unexcused), the members' voting rights are suspended pending "makeup." When a member's voting rights are suspended, either for failure to pay dues timely or for 4 absences, the voting threshold for votes to approve a matter (particularly votes where 2/3ds of the membership is required) is adjusted accordingly.
- C. Removals for Cause or for Other Disciplinary Actions: the procedure for removing any member for cause, or for imposing the discipline of censure or other (unspecified) discipline, is detailed. Such action starts at the Executive Committee, which may initiate or respond to a complaint about a member. The Executive Committee may investigate or proceed to a hearing on any complaint, and must notify the person complained against of the charge, the date at least 7 days in advance of a hearing, and afford the person an opportunity to be heard. If the Executive Committee takes any action (removal, censure, other), the person has a right of appeal within 7 days of the Executive Committee action to the full Committee, with a minimum 7 days' notice, right to be heard, and decision to affirm or not to affirm requiring 2/3ds vote of the full membership qualified to vote (adjusting for those whose voting rights are suspended as discussed at 2 B above). If no appeal is taken timely, the Executive Committee action is final.

3. Officers –

- A. Chair's duties are clarified.
- B. Treasurer's duties are clarified, including reference to the Treasurer's duties when the Committee engages a professional outside report preparer who maintains the Committee's checkbooks. Provision is made to put teeth into assuring that all records and accounts information is transferred to the incoming treasurer by the outgoing treasurer on a timely and complete basis: the outgoing treasurer is not relieved of duty or responsibility as treasurer of record under the state law rules until the incoming treasurer is satisfied that s/he has received all records.

4. Voting Rules –

- A. Specifies that voice voting by majority vote is standard method for voting on regular matters.
- B. Specifies that secret ballot voting is the standard method for voting on special matters such as election and removal of officers, endorsement of candidates and ballot measures and resolutions, and that unless a special supermajority is specified for particular voting matters as it is for removals, censures, and endorsements, a simple majority is required to adopt.
- C. Special voting suspension provisions discussed elsewhere (for non-payment of dues and 4 or more absences) are provided.

5. Endorsements –

- A. Endorsement procedures are clarified and standardized for candidates for partisan and non-partisan offices and state and local ballot measures.
- B. Provision is made for endorsement of candidates for non-partisan offices including judgeships if the candidate is a registered Republican. Endorsements are not permitted for candidates who are not registered Republicans, but the Committee is authorized to oppose candidates for non-partisan and judicial offices who are not registered Republicans.

6. New Section on Books and Records –

- A. Clarifies that when the Committee engages a professional outside report preparer who maintains the Committee's checkbooks, a two signature authorization is required to approve all disbursements; the two signature (Chair and elected Treasurer) requirement is dispensed with under the two signature (or email approval) authorization procedure.
- B. Makes annual outside audit optional, to conform to actual practice.

7. Executive Committee –

- A. Executive Committee powers are clarified to provide that the Executive Committee can provide line item budget authority and/or authorization of routine monthly expenditures that are budgeted for, such as rent, utilities, social media monthly or regular fees, etc., without check-by-check approval.
- B. Executive Committee meeting procedures are clarified.

8. Organizational, Regular and Special Meeting Procedures –

- A. Are specified for each type of meeting.

- B. Notice requirements are clarified, including notice can be given to members by email or text message to the person's email or text message address on file with the Committee's Secretary.

9. Standing Committees and Special Task Forces and Committees –

- A. Authority for the Chair to appoint the Chairs and members of Special Task Forces and Committees is provided and specified.
- B. Standing Committee on Communications and Media is established and given authority to recommend procedures for Committee communications and media policy to the Executive Committee and for implementing communications, media and social media policies approved by the Executive Committee.
- C. Former provisions for Resolutions or External Communications Outside Meetings are repealed, and all such actions must be brought to the Committee meetings, whether those are Regular or Special meetings for consideration and approval.

10. CRLF Joint Fundraising Committee Provision is Modified

- A. CRLF-specific provision is repealed.
- B. Modified generic provision is made to allow for joint fundraising with other committees, whether candidate or party committee, and procedures for accounting, decision-making and Committee approval/ratification of special fundraising committee disbursements are provided.