

Standing Rules and Bylaws
of the
California Republican Party

As Amended February 24, 2019

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CRP Standing Rules & Bylaws

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STANDING RULES AND BYLAWS
OF THE CALIFORNIA REPUBLICAN PARTY
(As Amended 24 February 2019)

ARTICLE I General Authority

Section 1.00 PREAMBLE AND AUTHORITY

The California Republican Party hereby adopts these bylaws which include rules for the composition of the Republican State Central Committee ("the Committee"), the election of its officers, the management and operation of the Party, the development and promulgation of the Party platform and policies and the rules for the selection of members of the Electoral College to cast votes for President of the United States following the quadrennial Presidential election.

These bylaws shall constitute the sole and exclusive governing rules of the Committee, a private association which is dedicated to serving the purposes of nominating and electing persons affiliated with the Committee to public offices at the federal, state, and local levels and supporting issues which reflect the Committee Platform and the principles set forth in these bylaws.

Section 1.01 PURPOSES AND PRINCIPLES

The Committee's principles are based upon the precepts of our Nation's Founding Fathers as reflected in the United States Constitution and the Bill of Rights, with particular emphasis upon the rights of the individual, limited governmental powers and equity under the law.

The Committee affirms its belief in the free enterprise economic system, private property ownership, individual rights and representative government.

The Committee shall forever be open, accessible to all and answerable to the people of the State of California.

Section 1.02 GOVERNING BODIES

The Committee consists of the delegate membership (or delegation) meeting in convention from time to time, the Executive Committee, and the executive direction of the elected officers and board of directors, as provided more particularly in these bylaws.

Section 1.03 ROLE AND RELATIONSHIP TO COUNTY CENTRAL COMMITTEES
AND NATIONAL COMMITTEES

The Committee is the official organization of the ballot qualified Republican Party, and exercises general direction over the statewide election campaigns for Republican nominees for state elective offices. The Committee works together with the local Republican county and district central committees, which are provided for in the California Elections Code and operate under their own bylaws and direction with respect to local election campaigns. There is no affiliation relationship between the Committee and such Republican county and district central committees

in connection with federal election campaigns. The Committee and the Republican National Committee California Account, the National Republican Senatorial Committee California Victory Fund, and the National Republican Congressional Committee Non-federal Fund (California) are and shall be affiliates of the Committee as provided for in the California Government Code, Title 9, commencing with Section 81000 et seq .

Section 1.04(A) PRECEDENCE OVER ELECTIONS CODE

With respect to matters of party governance and, to the extent provided for herein, the selection of nominees and Presidential electors, these bylaws shall govern and take precedence over the California Elections Code or other law to the contrary.

The Committee retains the right and prerogative of association to recognize and determine for itself the ways and means of nominating persons as nominees for partisan elective offices.

The Committee shall recognize only those partisan nomination processes under California law that limit the electorate for partisan nomination elections to registered Republican voters, and which do not impose upon the Committee, without its express concurrence, a nomination process open to voters registered in other parties or as decline to state; provided, however, that commencing with the 2002 statewide partisan primary election, the Committee shall authorize and permit to vote, and have their ballots counted in the Republican primary, the following classes of voters:

- (1) any registered Republican voter otherwise qualified to vote at that election; and
- (2) any person who is registered as decline-to-state or non-partisan, who is otherwise qualified to vote at the election.

Section 1.04(B) DETERMINATION OF NOMINEES

However, notwithstanding any other provision in these Bylaws, so long as there is a “top Two” primary under California law for the selection of candidates for State Constitutional Office and for members of the United States Senate, the House of Representatives, California State Senate, California State Assembly, and California Board of Equalization, then the Republican nominees shall be determined as follows:

Category 1 Nominees. Any person who has been a registered Republican for at least one year, who is the only registered Republican on the ballot or the winner of the general election in a race for any of the above-referenced offices is deemed to have received more Republican votes than any other candidate for election to that office and is deemed to be the Republican nominee.

Category 2 Nominees. Any person, who has been a registered Republican for at least one year, who ran for election for any of the above-referenced offices and who is the sole Republican candidate in the general election is deemed to have received more Republican votes than any other candidate for election to that office and is deemed to be the Republican nominee.

Category 3 Nominees. Any person, who has been a registered Republican for at least one year, who ran for election for any of the above-referenced offices and received more votes than any

other registered Republican candidate in that primary, but did not finish first or second, is deemed to have received more Republican votes than any other candidates for election as the Republican nominees for that office and is deemed to be the Republican nominee.

Section 1.04(C) DEFINITIONS

The term “delegate” as used in these bylaws shall refer to a member of the Committee, whether denominated as a regular, appointive or associate delegate. The term “Presidential Nominating Convention delegate” shall refer to a person elected or selected by a Presidential candidate and qualified to serve as a delegate to the Presidential Nominating Convention. The term “member” as used herein, applies to a specified position on the Executive Committee, the Board of Directors, a Standing Committee, or member of a volunteer organization, the State Assembly, Congress or the Board of Equalization. A “member of the Republican Party” shall mean any person registered to vote in the State of California as a Republican.

Section 1.04.01 Constitutional Rights of the Committee and Its Affiliate Members

- (A) The Committee, on behalf of its members, affiliated Republican voters of California, exercises its federal and state constitutional rights, as set forth in the First and Fourteenth Amendments to the United States Constitution, and Article IV, Section 5, as it existed on June 1, 2010, to represent and speak for its members, to endorse and to nominate candidates for all partisan elective offices as defined in Article III, section 3.02.06(A) of these Bylaws, and to endorse candidates for non-partisan offices in the State of California.

With respect to matters of party governance and, to the extent provided for herein, the selection of nominees and Presidential electors, these bylaws shall govern and take precedence over the California Elections Code or other law to the contrary, including any provisions of the State Constitution and laws that purport to authorize the Legislature to adopt laws governing political party elections as applied to the Republican Party in California.

The Committee also retains the right and prerogative of association under the First and Fourteenth Amendments to the United States Constitution to recognize and determine for itself the ways and means of nominating persons as nominees for all partisan elective offices in the State of California.

Section 1.04.02 Use of Party Name

The Committee retains the common law right to control and authorize the use of the party name “Republican” in connection with official political activity within the State of California, in particular any use that in any way implies, states or misrepresents an affiliation or relationship with, or endorsement by, the California Republican Party. This provision is declaratory of existing law. Any prior use of the name “Republican” by any person or group doing business or conducting any political activity within the State of California, shall not be recognized as a waiver of the Committee’s right to claim exclusive use of the name “Republican” within the State of California.

ARTICLE II Committee

Section 2.01 STATE CENTRAL COMMITTEE DELEGATES

Section 2.01.01 Delegates

- (A) The following shall be regular delegates of the Committee:
 - (1) The current Republican Party nominees for each of the following Statewide partisan elective offices: Governor; Lieutenant Governor; Attorney General; Secretary of State; Controller; Treasurer; Insurance Commissioner; and United States Senator; Members of the State Board of Equalization.
 - (2) The current Republican Party nominees for each of the following partisan elective offices: Member of the State Senate; Member of the State Assembly; Member of the United States House of Representatives;
 - (3) The Chairman, the State Vice Chairman, Regional Vice Chairmen, and all past Chairmen of the Committee.
 - (4) The current Republican National Committeeman and Republican National Committeewoman. The current Chairman of each Republican County Central Committee.
 - (5) The current Chairman or President, as the case may be, or the designee of the Chairman or President, of each statewide Republican volunteer organization chartered by the Committee.
 - (6) Notwithstanding subsection 2.01.01(A)(1) , if a registered Republican is appointed to any state constitutional office listed in subsection 2.01.01(A)(1), the appointee shall be entitled to the regular delegate position for that office, and the regular delegate position of the nominee at the last election for that office shall be vacated.
 - (7) The Treasurer of each Republican County Central Committee who is (1) a member of the Treasurer’s Republican County Central Committee, as determined by said County Committee’s bylaws, and (2) an unpaid volunteer.
- (B) The following shall be appointive delegates of the Committee:
 - (1) Twelve persons appointed by each current Republican elected officeholder of an office listed in subsection 2.01.01(A)(1).
 - (2) Eight persons appointed by each current Republican elected officeholder of an office listed in subsection 2.01.01(A)(2). In addition, one appointment for each 2,500 new Republicans registered by the officeholder if the registrations were submitted through the Committee's current voter

registration bounty program and were not counted in any committee's Republican registrations submitted through the Committee's current voter registration bounty program during the same election cycle.

- (3) Twelve persons appointed by the Chairman of the Committee.
- (4) Four persons appointed by each of the following current party officials: the State Vice Chairman, the Immediate Past Chairman, the Treasurer, and the current Republican National Committeeman and Republican National Committeewoman.
- (5) One person per 75,000 registered Republicans in the county, or four persons, whichever is greater, appointed by the newly elected and certified Chairman of each Republican County Central Committee which is organized in December or January following a general election in accordance with Sections 7441 or 7444 of the Elections Code. Beginning in 2017, such appointments shall be made only by Chairmen of Republican County Central Committees whose regular members have filed for office with their county registrar or clerk and been elected in the most recent California presidential primary election or have filled vacancies for positions remaining open after that election process.
- (6) Two persons appointed by each nominee for a partisan elective office listed in subsection 2.01.01(A), subdivisions (1) and (2) if the nominee's percentage of the vote exceeds by five percent the percentage of Republican registration in the district, or the state if the office is a statewide elective office.
- (7) Persons appointed by each nominee to a partisan elective office who was not elected at the last election for that office, according to the following formula:
 - (a) One appointment if the nominee received 30 percent or more of the vote for that office.
 - (b) Three appointments if the nominee received 35 percent or more of the vote for that office.
 - (c) Five appointments if the nominee received 45 percent or more of the vote for that office.
 - (d) In addition to subsections (a), (b), and (c), one appointment for each 2,500 new Republicans registered by the nominee if the registrations were submitted through the Committee's current voter registration bounty program and were not counted in any committee's Republican registrations submitted through the Committee's current voter registration bounty program during the same election cycle.
- (8) Persons appointed by statewide Republican volunteer organizations

chartered by the Committee and in good standing, according to the following formula:

- (a) One person appointed by each of Committee-chartered organization other than an organization listed in subsection 2.01.01(B)(8)(b).
 - (b) Two appointments by each of the following organizations: California Federation of Republican Women; California Republican Assembly; California Young Republican Federation; California Republican League; California College Republicans; and the California Congress of Republicans.
 - (c) In addition to subsection 2.01.01(B)(8), subdivisions (a) and (b), one appointment for each 2,500 new Republicans registered by the volunteer organization and submitted through the Committee's current voter registration bounty program, including registrations submitted by county central committees attributable to the volunteer organization, during the last two-year election cycle.
- (9) Persons appointed or elected by Republican County Central Committees, in the manner determined by that Committee, according to the following formula:
- (a) One appointment for each county in which the Republican Party has a plurality or better of the registered voters in the county at the close of registration prior to the general election.
 - (b) One appointment for each Congressional, State Assembly, and/or State Senate district entirely or partly in the county that switched from non-Republican to Republican control in the last election.
 - (c) One appointment for each 2,500 Republicans registered during the last two-year election cycle and submitted by the county central committee through (1) the Committee's current voter registration bounty program, excluding those counted as part of a nominee's registrations pursuant to subsection 2.01.01(B)(7), plus (2) the county central committee's own voter registration program, provided that sufficient documentation is submitted to the Committee to verify each Republican registration obtained through such program.
 - (d) One appointment for meeting all requirements of the California Republican Party's County Certification Program which includes:
 - i. volunteer voter registration program.
 - ii. Policy to endorse candidates for local office.
 - iii. Have a precinct captain and poll watcher program in place

- iv. Communications program including regular communications with volunteers, donors, members and elected officials.
 - v. Effective finance program.
 - vi. A website.
 - vii. Headquarters with a permanent address, phone and staff.
- (e) One appointment if the county committee has provided a comprehensive list of local Republican elected officials in the county, including complete contact information, to the state committee.
 - (f) One appointment if the county committee has developed an in- person Republican turnout precinct organization that covers 25% of the precincts in the county. If the organization covers at least 50% of the precincts in the county, the county committee shall be eligible for two appointments. The county committee must provide the comprehensive list of all Republican Precinct Representatives in the program, including complete contact information, to the state committee to be eligible for appointments under this subsection.
 - (g) Beginning in 2017, appointments in subsection (a)-(f) shall be made only by Republican County Central Committees whose regular members have filed for office with their county registrar or clerk and been elected in the most recent California presidential primary election or have filled vacancies for positions remaining open after that election process has been made available.

Section 2.01.02 Delegate Appointments

- (1) An appointment of a delegate, once made, shall not be revoked except by the removal process of subsection 2.01.06. Any appointment made by a regular delegate in excess of the number of appointments to which he or she is entitled, is void.
- (2) An appointment of a delegate, to be effective for any convention or meeting of the Committee, shall be made in writing by the person or committee authorized to make such appointment, and shall be made either by personal delivery, email, facsimile, guaranteed overnight delivery, or by delivery by first-class mail, postage pre-paid, to the office of the Committee set forth in Article III, section 3.08 of these bylaws, and shall be postmarked no later than 17 calendar days before the date on which the convention or meeting convenes.

Section 2.01.03 Terms of Delegates

Regular Delegates.

The term of each regular delegate designated in subsection 2.01.01(A), subdivisions (1) and (2), shall commence upon his or her nomination to the qualifying office and shall be for a period of two years or until his or her successor is nominated and the general election has occurred for that purpose. In the case of a regular delegate who is nominated for partisan elective office at a special election, the term of office shall commence upon his or her nomination for that office and the general election has occurred for that purpose, and shall continue until the nomination of his or her successor thereafter. In the case of regular delegates nominated for partisan elective offices with a four- or six-year term, they shall serve successive two-year terms of office, as appropriate.

- (2) The term of each regular delegate designated in subsection 2.01.01(A), subdivisions (3) through (6) inclusive, shall commence upon his or her election to the qualifying office and shall continue until the day his or her successor is elected. In the case of the National Committeewoman and National Committeeman, they shall serve successive two-year terms upon taking office and shall continue until his and her successors are elected and take office.

(B) Appointive delegates.

- (1) The term of an appointive delegate shall commence on the first day of the election convention held in the spring of each odd numbered year, or upon his or her appointment, whichever is later, and shall end the day before the next election convention held in the spring of the next odd numbered year or upon the appointment of a successor, whichever is earlier.

The term of an appointive delegate appointed by a regular delegate who is a nominee elected at a special election shall commence upon his or her appointment and end the day before the next election convention held in the spring of each odd numbered year, or upon the appointment of a successor, whichever is earlier.

Notwithstanding section 2.01.05, an appointive delegate's position does not become vacant when a vacancy occurs in the regular delegate position which made such appointment, unless the regular delegate has been recalled from the office for which he or she was the nominee.

- (2) In the case of delegates appointed by the current Chairman, State Vice Chairman and Immediate Past Chairman, they shall serve from the day after the election convention or the day on which they are appointed, whichever is later, until the day after the next election convention held in the spring of the next odd numbered year.

- (A) A person may hold no more than one regular or appointive delegate position.
- (B) If a person holds a partisan elective office, and becomes a nominee for a second partisan elective office, the person shall retain the delegate position of the elected office. If a person holds a delegate position as a nominee, and becomes the nominee for a second partisan elective office, the person shall retain one delegate position based upon the second nominee position.
- (C) Except as provided above, if a person attains the right to serve as a regular delegate by election to more than one office designated in subsection 2.01.01(A), the person shall hold the delegate position based upon the priority order set forth in subsection 2.01.01(A); provided, however, the person shall retain the right to appoint appointive delegates to which he or she would be entitled by virtue of such election to more than one office.
 - (D) In all of the situations described in this subsection 2.01.04, the other delegate position shall be considered vacant due to ineligibility.

Section 2.01.05 Vacancies and Filling of Vacancies

- (A) A vacancy shall exist in a regular or appointive delegate position if the delegate resigns, dies, ceases to be registered to vote as a Republican in California, is certified as incapacitated, or is removed from the Committee pursuant to section 2.01.07 of these bylaws, or has his or her delegate position vacated for the reason set forth in subsection 2.01.01(A)(7) of these bylaws.
- (B) A vacancy in an appointive delegate position shall be filled by the regular delegate who has the power to make the appointment pursuant to these bylaws, and shall be for the balance of the term of the vacant delegate position.
- (C) A vacancy in a regular delegate position shall be filled in the following manner:
 - (1) For a vacancy in the office of a nominee for Governor, Lieutenant Governor, Attorney General, Secretary of State, Controller, Treasurer, Insurance Commissioner, Member of the State Board of Equalization, United States Senator and Republican National Committeewoman and Republican National Committeeman, or any other vacancy not specifically provided in this subsection (C), the vacancy shall be filled by the appointment of the Chairman of the Committee, with the concurrence of a majority of the Committee or the Executive Committee.
 - (2) For a vacancy in the office of a nominee for the Member of the State Senate, Member of the State Assembly or Member of the United States House of Representatives, the vacancy shall be filled by the election of the Republican County Central Committee that has the largest number of registered Republicans within the respective Senate, Assembly or congressional District of any county that contains a portion of the district. An election to fill the vacancy shall be held not later than 60 days after

notice of the vacancy is sent by the Committee to the appropriate Republican County Central Committee or Committees. A vacancy in such office shall be filled only by a person who is a registered Republican voter within the Senate, Assembly or Congressional district to be represented.

Section 2.01.06 Discipline of Delegates

- (A) A majority of the Committee or the Executive Committee may remove, censure or reprove any regular or appointive delegate who, during his term as a delegate, affiliates with or registers as a member of a party other than the Republican Party, publicly advocates that the voters should not vote for the nominee of the Party for any office, or who gives support to or avows a preference for any publicly announced candidate of a party other than the Republican Party or for a candidate for partisan office who is opposed to a candidate nominated by the Republican Party, or who fails to pay dues in accordance with section 2.01.09 or who pays any obligation to the Committee with a check drawn on a closed account or returned for non-sufficient funds ("bad check").

Section 2.01.07 Removal of Delegates

- (A) Before the Committee or the Executive Committee may undertake any action for removal, censure or reproof, except for non-payment of dues or payment to the Republican Party of any obligation by a "bad check" for which the Executive Committee may remove the delegate, a written complaint setting forth the alleged causes for removal, censure or reproof shall be filed with the Chairman. Within 10 days after receipt of the complaint, the Chairman shall notify the accused delegate and supply him with a copy of the charges. The accused delegate may file a written answer to these charges within 30 days. At the conclusion of this period or upon receipt of the reply, the Chairman or the Secretary, in the event the charge is against the Chairman, shall appoint an investigating committee consisting of no fewer than three regular or appointive delegates to conduct an investigation. The investigating committee may conduct a hearing into the matter; provided, however, it shall conduct a hearing upon the request of the accused delegate. The committee then shall report to the Executive Committee, which shall determine what action shall be taken if any.
- (B) Any delegate removed, censured or reproofed by such action may appeal the decision to the Committee at its next meeting. Any action to remove, censure or reprove a delegate pursuant to sections 2.01.06 or 2.01.07 must be taken during the term in which the act causing removal, censure or reproof occurred or during the term immediately thereafter.
- (C) Any delegate who brings or assists in bringing or who maintains a legal action without first complying with each and every requirement provided for in Article III, section 3.09, may upon completion of the proceedings provided for in this section, be removed as a delegate of the Committee and shall be ineligible for any future delegate position in the Committee.

Section 2.01.08 Associate Delegate Appointments and Filling of Vacancies

- (A) Each regular and appointive delegate of the Committee shall be entitled to appoint an unlimited number of persons as either associate delegates or youth associate delegates of the Committee. Youth associate delegates shall be 16 or 17 years of age and shall have indicated an intention to affiliate with the Republican Party upon reaching voting age. All associate delegates must be registered Republicans. Each appointment shall be made in writing, signed by the appointing delegate, and filed with the Committee.
- (B) All board members and or directors, either elected or appointed (as defined in each organizations standing bylaws), of local and or statewide chapters of CRP chartered Republican clubs and organizations or Central Committees shall be entitled to receive an appointment as an Associate delegate of the California Republican Party.
- (C) The duly elected members of the Republican County Central Committees shall be automatically eligible to be Associate delegates of the Committee.
- (D) Each Associate delegate appointment is voluntary and shall only take effect should eligible appointees file the proper appointment forms with the CRP and pay the current Associate delegate dues as defined by the standing CRP bylaws.
- (E) Associate delegates shall enjoy all the privileges, rights and duties of regular delegates, except that they shall be entitled to vote only when designated, qualified, and acting as a proxy for a regular or appointive delegate at any Committee meeting, or at any meeting of a regular, standing or special committee. Youth associate delegates shall enjoy all the privileges, rights and duties of regular or appointive delegates, except that they shall not be entitled to carry proxies or vote under any circumstances. Once appointed, associate delegates who continue to be registered Republicans shall continue to serve as associate delegates during successive terms of the Committee, upon the condition that all dues required by these bylaws are paid on a current basis.
- (F) An appointment of an associate delegate, to be effective for any convention or meeting of the committee, shall be made in writing by the appointing delegate, and shall be made either by personal delivery, guaranteed overnight delivery, or by delivery by first-class mail, postage pre-paid, to the office of the Committee set forth in Article III, section 3.08 of these bylaws, and shall be postmarked no later than 10 calendar days before the date on which the convention or meeting convenes. The Committee shall have no obligation to provide notices or any other services to associate delegates and youth associate delegates who have not paid their initial delegate dues.

Section 2.01.09 Delegate Dues

Delegate dues for all regular, appointive, and associate delegates of the Committee shall be established pursuant to Article II, Section 2.05.02(F) of these bylaws. Dues shall be paid once for the two-year term. They shall remain the same throughout the term,

regardless of the date of notification or appointment. Dues shall be remitted by delegates to the Committee not more than 30 days after formal notification from the treasurer of the Committee. A final 10-day notice by registered or certified mail shall be sent by the Chairman prior to removal of a delegate for non-payment of dues. No delegate whose dues are unpaid as of the deadline set for any meeting of the Committee may vote at any such meeting.

Until a change in dues is adopted by the Committee, the dues for the two year term shall be \$100 for regular and appointive delegates, \$50 for associate delegates over the age of 30, \$24 for associate delegates under the age of 30, and \$12 for youth associate delegates. Changes in dues by the Committee shall not apply retroactively to delegates who have already paid their dues during the current two- year term.

Section 2.02 MEETINGS

Section 2.02.01 Times and Places of Meetings

- (A) Meetings. The election meeting of the Committee shall be held biennially in the first quarter of each odd-numbered year at Sacramento, California on a date fixed by the Board of Directors. The Fall Regional election meeting of the Committee shall be held biennially in the third or fourth quarter of each odd- number year on a date and at a location fixed by the Board of Directors, provided the location of such meeting shall be in the South defined as Imperial, Los Angeles, Orange, Riverside, San Bernardino, San Diego, Santa Barbara, and Ventura counties. Other meetings either regular or special, shall be held either upon the designation of the Committee, or, in the absence of such a designation, upon call of the Chairman, or in his or her absence or inability to act, upon call of the State Vice Chairman, or in the event of his or her absence or inability to act, upon call of any officer. Any call or designation of a meeting shall include the time and place for the holding of the meeting.
- (B) Frequency of Meetings. Regular conventions and meetings of the Committee shall be held no less than once each calendar year so that the proper business and important activities of the Committee can be carried out. Meetings in even-numbered years shall rotate between North and South as designated by Section 2.02.01(A).
- (C) All matters that can be disposed of at sessions where voting does not occur (such as speeches and most reports) shall be scheduled for consideration at a time other than the Sunday session, where voting does occur. The Sunday business session shall be commenced promptly at 9:00 a.m., and except for the reports of the Proxies and Credentials Committee and the Rules Committee, no speeches or other reports shall be in order until the report of the Resolutions Committee shall have been received and acted upon.

Section 2.02.02 Notices of Meetings

- (A) Notice of meetings of the Committee shall be in writing mailed either by electronic or conventional means to the last address of each delegate on file in the office of the

Committee, mailing to be made at least 30 days prior to the date of such meetings. If the office of the Committee has no address for such delegate, the mailing to the office of the Committee shall be considered as proper notice. The notice shall state the time and place of the meeting and may include an agenda of the business intended to be conducted at such meeting, provided that the inclusion of such agenda shall not limit the business to those items mentioned in the notice.

- (B) Any notice of a convention or of a meeting of the Executive Committee shall include: the dates, times and location of the convention or meeting; the proposed agenda for the meeting, including a summary of proposed amendments to the bylaws which may be presented at the convention or meeting for a vote; and whether the convention or meeting shall consider any candidate endorsement action under Article III, section 3.02 of these bylaws. This notice shall be made by e-mail, any guaranteed overnight delivery service or by first-class mail, to the intended recipient and postmarked on or before any deadlines for notice herein.
- (C) In lieu of delivering notices via e-mail, the California Republican Party may deliver meeting notices by overnight delivery service or first class mail. Such method of delivery shall be limited to those delegates who have requested that meeting notices be communicated to them by this method. All notices sent electronically shall be dated on or before any deadlines for notice herein. For delegates who have not voluntarily furnished their e-mail addresses to the Party the California Republican Party shall continue to deliver notices to such persons via guaranteed overnight delivery service or first class mail to delegates' postal addresses that are on record in the California Republican Party office.
- (D) To facilitate electronic communication with delegates, the California Republican Party shall collect the e-mail addresses of delegates on a voluntary basis. The prescribed form of notices of meetings, conventions, vacancies, appointments, and proxies will be by e-mail and may include conventional mail or delivery services and the posting of information on the CRP official web site, consistent with the other requirements of this section. Where notice is given to delegates electronically, the California Republican Party shall use an appropriate delivery verification system.

Section 2.02.03 Quorum, Proxies and Voting

- (A) Quorum. Quorum shall be a majority of those voting delegates who have paid convention registration or designated a proxy.
- (B) Proxies.
 - (1) At any meeting of the Committee, any regular, appointive or associate delegate may be designated as a proxy for up to two delegates. At any meeting of the Committee, any such proxy or proxies shall be submitted to the Chairman or the Chairman of the Proxies and Credentials Committee no later than 12:00 noon on the Saturday preceding the Sunday business session.

- (2) Proxies for any convention or meeting of the Committee shall be in the form prescribed by the Board of Directors and shall be made in writing under penalty of perjury by the person giving the proxy. The use of a photocopy of an approved form shall not be a reason to invalidate the proxy.
- (3) A person who has granted a proxy in the prescribed form may revoke or change a proxy only in writing under penalty of perjury. Where more than one proxy is given by a delegate, the one dated subsequently shall be given effect over the one dated earlier. Any writing which revokes or changes a proxy must be received by the Committee not later than the date and time set forth in subsection 2.02.03(B)(1), and shall indicate the name of the person whose proxy is revoked, the date said proxy was given, and the name of any person or agent to whom the proxy form was given.

(C) Voting.

- (1) Voting shall be by regular and appointive delegates only, in person or by proxy.
- (2) The election of officers shall be conducted by secret ballot, except that in each case where there is no contest of the office, the officer may be elected by acclamation.
- (3) Elections for all offices shall be determined by majority vote. Elections for all offices shall be conducted on a single ballot. If no candidate receives a majority of all votes cast for the office on the first ballot, on subsequent ballots for the office, the name of the candidate with the lowest number of ballots cast on the immediately preceding ballot shall be removed from that subsequent ballot. Any candidate shall have the right to remove his or her name from the ballot prior to the distribution of the ballot.
- (4) Votes shall be taken by:
 - (a) a poll of the county delegation, in which case proxies shall sit in the district of the delegate represented by them.
 - (b) a roll call when demanded by 250 or more delegates, in which case the roll shall be called of the regular and appointive delegates, and such delegate or his or her proxy shall vote when his or her name is called.
 - (c) by voice, show of hands, ballot, or electronic vote, as determined by the Chairman subject to parliamentary rules of order per Section 3.10 of these bylaws.
 - (d) Any electronic voting system, whether it uses hand-held devices or voting kiosks, shall be capable of a secret ballot or reveal individual votes in accordance with this Section. The system description shall be made available to the delegates at least 30 days prior to a meeting. Delegates may request inspection of the voting system.

Section 2.02.04 Unwelcome Organizations

- (A) Organizations whose express purposes and/or activities are inimical or hostile to, or in direct contradiction with, Republican philosophy and principles shall not be welcome as organizational exhibitors, hospitality function hosts, or officially recognized participants in conventions and meetings of the Committee.
- (B) Sponsorship of such groups as "Republicans for <Democratic Candidate>," high levels of campaign spending on behalf of opponents to Republican candidates, and/or routine opposition to Republican candidates, nominees, and/or ballot issues shall constitute prima facie evidence of hostility to Republican philosophy and principles.
- (C) Neither the Committee nor its personnel shall in any way cooperate with unwelcome organizations in promoting, arranging, or facilitating their meetings, their hospitality functions, their display tables, or the presence of individuals representing the interests of such organizations in conventions and meetings of the Committee.
- (E) The Chairman of the Committee shall be empowered to designate organizations as "unwelcome" under the provisions of this Section. Such designations by the Chairman may be nullified by a two-thirds (2/3) majority vote of the Rules Committee or by a simple majority vote of the voting delegates present in the general delegate meeting.
- (F) A simple majority vote of the Rules Committee, subject to override by a two-thirds (2/3) vote of the voting delegates present in the general delegate meeting, shall also be sufficient to designate an organization as "unwelcome" under the terms of this section. A simple majority vote of the voting delegates present in the general delegate meeting shall also be sufficient to designate an organization as "unwelcome" under the terms of this section. Statements proposing designation of an organization as "unwelcome" may be presented through the normal Resolutions Committee process.
- (G) Designations by the Chairman or by the Rules Committee made under this section in advance of a convention or meeting of the Committee shall take effect at that convention or meeting. Designations or overrides by the general delegation shall take effect at the next convention or meeting of the Committee.
- (H) An organization which has previously been designated as unwelcome at conventions and meetings of the Committee may have that designation removed by a simple majority vote of the voting delegates present in a general delegate meeting. A formal resolution which recommends reinstatement, executed and signed by a delegate or associate delegate, must have been submitted by the normal Resolutions Committee deadline prior to that general delegate meeting.

Section 2.02.05 Suspension of Rules

Any standing rule or bylaw of the Committee other than a provision for super- majority

voting may be suspended temporarily by a two thirds (2/3) majority vote of the voting delegates present; provided, however, that such temporary suspension shall apply only to the matter under immediate consideration, and in no case shall it extend beyond an adjournment.

Section 2.03 OFFICERS

Section 2.03.01 List of Officers and Restrictions on Eligibility of Candidates for Office

- (A) Officers. The following shall be the regular elected officers of the Committee: Chairman, State Vice Chairman, eight (8) Regional Vice Chairmen from the regions designated in Section 2.03.01(c), Secretary, and Treasurer.

Elections for the office of Chairman, State Vice Chairman, and the Regional Vice Chairmen from the regions 1, 2, 3, 4, and 5 as designated in Section 2.03.01(c), shall be held at the Spring election meeting in odd-numbered years and the officers so elected shall serve for the two-year term following the election meeting or until their successors have been elected and qualified. The Regional Vice Chairmen from Regions 6, 7 and 8 as designated in section 2.03.01(c) shall be held at the Fall Regional election meeting in odd-numbered years and the officers so elected shall serve for the two-year term following the Fall Regional election meeting or until their successors have been elected and qualified. In addition, the following shall be an appointive officer of the Committee: a Chief Operating Officer (which may also be referred to as an Executive Director), appointed by the Board of Directors. The following shall be elected honorary officers of the Committee: the current Republican National Committee members for California. The following shall be an honorary officer of the Committee: the President of the Association of the Republican County Central Committee Chairmen of California. The Committee may appoint such additional subordinate officers as it may deem necessary from time to time.

- (B) Eligibility to Seek or Hold Office.

(1) Any person who holds elected public office as a state constitutional officer, state legislator, member of Congress, or a member of a county board of supervisors representing a county of 700,000 persons or more, or a full-time staff person employed or appointed by any of the above listed public officers, or any person who has announced his or her candidacy or has filed nomination papers for such public office, whichever occurs first, shall not be eligible to seek or hold an elected office of the Committee. Upon the occurrence of one of the above conditions with respect to any officer, a vacancy shall exist in the office held by that officer, which shall be filled according to subsection 2.03.02(B) of these bylaws. For purposes of this section, the term “staff person” shall not be construed to apply to civil service employees of federal, state, or local governments.

(2) No person may be elected to the same regular elected office of the Committee for more than two terms except as provided in Section

2.03.01(B)(3). Notwithstanding subsection 2.03.02(B) of these bylaws, this subsection shall also apply to any person who has been appointed or elected to fill an unexpired term or a vacant office, if the person so appointed or elected serves for more than one-half of the unexpired term.

- (3) The individual holding the office of Chairman as of the date of this amendment may seek up to two additional terms, but only if they continue uninterrupted beginning with the spring convention of 2017.
 - (4) In order to run for an additional consecutive term, the Chairman shall have given written notice of the intent to do so to the Secretary of the Committee not less than four months prior to the meeting at which such election will occur, and then the Chairman only can run in an election for Chairman. The Secretary shall transmit a copy of any such notice to all members of the Board of Directors within five days of receipt of such notice of intent from the Chairman.
- (A) A person may seek office as Regional Vice Chairman from a particular region only if he or she maintains a legal residence in that region.
- (1) Region 1 (North West) shall include the following counties: Del Norte, Humboldt, Mendocino, Sonoma, Napa, Lake, Solano, Trinity, and Yolo.
 - (2) Region 2 (North) shall include the following counties: Yuba, Butte, Sierra, Plumas, Lassen, Nevada, Shasta, Tehama, Glenn, Colusa, Sutter, Modoc, Siskiyou, Placer, El Dorado, Amador, Alpine, and Calaveras.
 - (3) Region 3 (Bay Area) shall include the following counties: Alameda, Contra Costa, San Francisco, San Mateo, Santa Clara, and Marin.
 - (4) Region 4 (Central Valley) shall include the following counties: Tulare, Kings, Fresno, Madera, Mariposa, Tuolumne, Stanislaus, Merced, Kern, San Joaquin, and Sacramento.
 - (5) Region 5 (Central Coast) shall include the following counties: Ventura, Santa Barbara, San Luis Obispo, Monterey, Santa Cruz, and San Benito.
 - (6) Region 6 (Los Angeles) shall include the following counties: Los Angeles.
 - (7) Region 7 (Inland Empire) shall include the following counties: Riverside, San Bernardino, Inyo, and Mono.
 - (8) Region 8 (South) shall include the following counties: San Diego, Imperial, and Orange.

These Regions shall be subject to redistricting, by bylaw amendment proposed by the Rules Committee, after the 2001 redistricting and at least once per decade thereafter.

Section 2.03.02 Election of Officers, Vacancies and Removals

- (A) Except as provided below and subject to Section 2.02.03(C)(3), the officers shall be elected at the election meeting of the Committee as provided by these bylaws.
 - (1) The general business session of the election meeting shall be convened by the Chairman at 9:00 am on Sunday morning. The first order of business shall be the report of the Proxies and Credentials Committee. The next order of business shall be the report of the Rules Committee.
 - (2) The next order of business shall be the election of officers, as provided in subsection 2.02.03(C)(1). The Chairman shall preside over the election of the new Chairman at the election meeting, as necessary. Upon election, the newly-elected Chairman shall preside at the election of other officers of the Committee.
 - (3) For purposes of election of Regional Vice Chairmen from Regions 1 (North West), 2 (North), 3 (Bay Area), 4 (Central Valley) and Regions 5 (Central Coast), the regular and appointive delegates who reside in each region shall caucus on Saturday of an election meeting to elect a Regional Vice Chairman from that region. For purposes of election of Regional Vice Chairmen from 6 (Los Angeles), 7 (Inland Empire) and 8 (South), the regular and appointive delegates who reside in each region shall caucus on Saturday of the Fall Regional election meeting to elect a Regional Vice Chairman from that region.
 - (4) For purposes of election of Republican National Committeeman and Republican National Committeewoman, the election shall be held at the Committee's meeting immediately preceding the Republican National Convention.
- (B) Vacancies in Offices.
 - (1) Chairman. If a vacancy occurs in the office of Chairman, by reason of resignation, death or otherwise, the State Vice Chairman shall succeed automatically to that office; provided, however, the State Vice Chairman shall serve only as acting Chairman for the remainder of the term and shall not be prohibited from being elected to the office of Chairman in the following term or terms, as the case may be.
 - (2) If a vacancy occurs in any elective office other than Chairman, by reason of resignation, death or otherwise, that vacancy shall be filled by appointment by the Chairman and confirmed by the Board of Directors. Such a person shall be subject to the provisions of subsection 2.03.01(B)(2). Such officer shall have the power to act in carrying out the duties of his or her office pending his or her confirmation.
- (C) Removal of Officers

The Committee or the Executive Committee may remove from office any officer or past officer who serves on the Board of Directors by virtue of that office who publicly endorses any candidate for partisan office other than the Republican nominee, a candidate endorsed by the Committee, himself or herself for election, or who allows the name of the Committee to be used to imply such endorsement. This section does not prohibit officers or past officers from appearing with such candidates at public events. This shall not apply to duly elected chairs of county committees and volunteer organizations when representing their respective committees or organizations.

Section 2.03.03 Duties of Chairman

- (A) The Chairman shall provide vision and leadership to the Committee. The Chairman shall be the chief spokesperson of the Committee and the chairman of the Board of Directors. The Chairman shall represent the Committee and Party to the public, to donors, and to volunteer groups and organizations of the Party. The Chairman is also the individual most responsible for the fundraising necessary to fund the party's operations.
- (B) The Chairman shall preside at all meetings of the Committee, the Executive Committee and the Board of Directors.
- (C) The Chairman shall perform general oversight and supervision of the operations of the Committee and the Chief Operating Officer, on a day-to-day basis, and shall review and make recommendations to the Board concerning the programs and projects of the Committee.
- (D) The Chairman shall make such appointments as may be required or permitted under the law. The Chairman shall nominate Chairmen and members of the Budget, Cal Plan, Finance, Initiatives, Proxies and Credentials, and Rules Committees, and members of the Executive Committee, other than those specifically designated for membership therein, subject to confirmation by the Board of Directors, subject to the provisions of section 2.05.02(C). The Chairman shall nominate the Chairman of the Platform Committee from among the members of the Platform Committee, subject to confirmation by the Board of Directors, subject to the provisions of section 2.05.02(C).
- (E) The Chairman shall accept resignations submitted by delegates and associate delegates of the Committee and to fill vacancies of the Committee as provided for herein. With regard to the election meeting of the Committee, vacancies may be filled up to the deadline for making appointments of appointive delegates for the election meeting; otherwise, vacancies may be filled within a period of 30 days from the time when such appointment may first be made.
- (F) The Chairman shall perform such other duties as may be prescribed by law, rules or regulations or by these bylaws.

- (G) The Chairman, or his designated agent, shall be responsible for the sending of notices in the prescribed form of such meetings, conventions, vacancies, proxies and appointments to delegates.
- (H) The Chairman shall be an ex-officio member of each standing committee, but shall not be counted for purposes of constituting a quorum.
- (I) The budget shall provide line items for reimbursement of the Chairman's out-of-pocket expenses.

Section 2.03.04 Duties of State Vice Chairman

In the absence or disability of the Chairman, the State Vice Chairman shall perform all of the duties of the Chairman, and when so acting shall have the powers of, and be subject to, all of the restrictions placed upon the Chairman. The State Vice Chairman shall have such other powers and perform such other duties as from time to time may be prescribed by the Committee or the Chairman.

Section 2.03.05 Duties of Regional Vice Chairmen

The Regional Vice Chairmen, acting for the Board of Directors, shall be responsible to provide leadership and support to the County Central Committees of their region, to build Republican strength in the region, and to increase the election of Republican candidates in or from that region. They shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board or the Committee.

Section 2.03.06 Duties of the Treasurer

- (A) The Treasurer shall legally receive, have custody of, and be responsible for all monies and other valuables belonging to the Committee. The Treasurer shall cause to be deposited all funds and other valuables in the name of, and to the credit of, the Committee with such depository as may be designated by the Committee. The Treasurer shall cause to be disbursed the funds of the Committee in accordance with the Budget or as may be ordered by the Committee. The Treasurer shall co-sign on all accounts of the Committee. Upon request of the Chairman, and at each meeting of the Board of Directors, the Executive Committee, and the Committee, the Treasurer shall render a report and account of all his transactions as Treasurer, and of the financial condition of the Committee.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of all the properties and business transactions of the Committee, including its assets, liabilities, receipts and disbursements. The Treasurer shall monitor and supervise the preparation of financial reports required by federal, state and local law, including but not limited to payroll tax returns, income tax returns and campaign finance disclosure reports. The Treasurer shall sign on behalf of the Committee such returns and disclosure reports.

The Treasurer shall prepare financial management policies and procedures which shall be submitted to the Board of Directors for approval as part of the Committee's

Policies and Procedures Manual.

The Treasurer shall provide, or cause to be provided, financial and campaign disclosure reporting management assistance, training and support to County Central Committee Chairmen and Treasurers. The Treasurer shall have such other duties as may be prescribed by the Chairman, Board of Directors, or the Committee.

At the end of his term of office, the Treasurer shall promptly transfer to his duly elected successor all of the Committee's assets, accounts and records under his control. If the Treasurer dies, resigns, or becomes incapacitated during his term of office, the office shall be considered vacant and the Chairman may appoint a successor, with majority approval of the Board of Directors, for the balance of the remaining term.

Section 2.03.07 Duties of the Secretary

- (A) The Secretary shall be responsible for the keeping of the records of the delegate membership and the proceedings of the Committee. The Secretary shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Committee.

Section 2.03.08 Duties of Immediate Past Chairman

The Immediate Past Chairman shall assist the Chairman and shall have such other powers and perform such other duties as from time to time may be prescribed by the Committee or the Chairman.

Section 2.03.09 Duties of Chief Operating Officer

- (A) Chief Operating Officer shall be the chief operating officer of the Committee and shall, under the direction and control of the Chairman, conduct the business and operations of the Committee.
- (B) The Chief Operating Officer shall be employed on a full-time basis by the Committee.
- (C) The Chief Operating Officer shall recommend to the Chairman plans, strategies, policies, and projects that will further the goals and responsibilities of the Committee. The Chairman may then recommend those plans, strategies, policies and projects to be approved by the Board of Directors.
- (D) The Chief Operating Officer shall establish a management and operations structure, and shall hire, employ, manage and remove such personnel, as necessary to discharge his responsibilities and the goals and responsibilities of the Committee in a highly professional manner.
- (E) The Chief Operating Officer may receive, protect, manage and disburse funds of the Committee as authorized or permitted by Board of Directors through approved budgets, specific and general directions, and policies, subject to and in compliance

with these bylaws. The Chief Operating Officer shall be authorized to sign on all accounts of the Committee, as a part of the procedures adopted by the Board under Sections 2.05.02(D) and 3.04(E)(2).

- (F) The Chief Operating Officer may enter into agreements, contracts, and purchase orders with third parties in amounts less than \$15000.00 for the life of the contract to carry out these duties, subject to approval of the Board of Directors, these bylaws, and the Committee's budget.
- (G) The Chief Operating Officer shall comply with applicable laws, regulations, these bylaws, and Board of Directors' policies and directions in carrying out his or her responsibilities.

Section 2.04 EXECUTIVE COMMITTEE

Section 2.04.01 Composition, Vacancies and Removal of Members

- (A) Composition. The Chairman shall nominate an Executive Committee consisting of not more than 100 regular or appointive delegates of the Committee, whose members, other than those specifically designated for delegates herein, shall be confirmed by the Board of Directors, pursuant to Section 2.05.02(C) of these bylaws, including, but not limited to, the following:
 - (1) All current elected officers of the Committee.
 - (2) Four persons from each Region.
 - (3) The current nominee or elected officeholder for the offices of Governor, Lieutenant Governor, Attorney General, Secretary of State, Controller, Treasurer, Board of Equalization, and Insurance Commissioner, or the designees of the elected officeholders.
 - (4) The current Republican National Committee members from California.
 - (5) The current nominee or elected Republican United States Senator or Senators from California.
 - (6) Two members to be selected by the California Republican Congressional delegation, or the designees of those selected members.
 - (7) Two members to be selected by the Republican Caucus of the State Senate.
 - (8) Two members to be selected by the Republican Caucus of the State Assembly.
 - (9) Fourteen Area Chairmen, one each to be selected by the County Chairmen of the following districts:

- (a) Northwest Counties: Del Norte, Humboldt, Lake, Mendocino, Sonoma, Trinity, and Napa.
- (b) Upper Central Valley: Glenn, Shasta, Siskiyou, and Tehama
- (c) Upper Northeast: Lassen, Modoc, Plumas, Sierra and Butte.
- (d) Sacramento Valley: Sacramento, Solano and Yolo.
- (e) South Sacramento Valley: Colusa, Nevada, Placer, Sutter and Yuba.
- (f) San Joaquin-Mother Lode: Alpine, Amador, Calaveras, El Dorado, Mono, San Joaquin, Stanislaus and Tuolumne.
- (g) Central California: Fresno, Kings, Madera, Mariposa, Merced and Tulare
- (h) Bay Area: Alameda, Contra Costa, Marin and San Francisco.
- (j) South Bay Area: San Benito, San Mateo and Santa Clara.
- (k) South Coast: Monterey, San Luis Obispo and Santa Cruz.
- (l) Tri-County: Santa Barbara and Ventura. (l) Los Angeles Basin: Los Angeles.
- (m) Southeast Area: Inyo, Kern, Riverside and San Bernardino.
- (n) Southern: Imperial, Orange and San Diego.

In the event that an Area Chairman representing the district described in subdivisions (a), (b), (c), (d), (e), (f), (g), (h), (j), (k), (m), or (n) cannot attend a meeting of the Executive Committee, he or she may designate one of the county chairmen from a county listed in the same subdivision to vote in his or her stead by written notice to the Chairman of the State Central Committee received prior to such Executive Committee meeting.

- (10) Two County Chairmen to be selected by the Chairman.
- (11) The president or chairman, as the case may be, of each statewide volunteer organization chartered by the Committee or by the Republican National Committee; provided, however, if such organization is chartered by the Republican National Committee, it has been approved for this purpose by the Executive Committee under Article III, section 3.01 chartering procedures, and the President, Vice President, Secretary and Treasurer of the Association of Republican County Chairmen.
- (12) Two persons appointed by each elected Regional Vice Chairman from their respective Region. Each person will serve their current term until a

successor is appointed. This provision will take effect following the spring convention in 2019.

- (13) The elected Associate Representative.
- (B) All Republican state and federal elected officeholders from California and all Republican County Central Committee Chairmen not designated in subsection 2.04.01(A) shall be ex-officio members of the Executive Committee, but shall not be counted in constituting a quorum and shall not have the right to vote.
- (C) Any vacancies occurring in the Executive Committee through resignation, death or otherwise, shall be filled by appointment in the same manner as the appointment was made of the member whose position has become vacant.
- (D) The Chairman may remove any of his or her appointed members to the Executive Committee made pursuant to subsections 2.01(A)(2) and 2.01(A)(9)(o) if and at the time the member has missed two consecutive meetings of the Executive Committee.

Section 2.04.02 Powers and Duties

The Executive Committee is hereby granted all powers and duties of the Committee as provided by law.

Section 2.04.03 Meetings and Notices

- (A) The Executive Committee shall meet at such time and place as is designated in any call for a meeting issued by the Chairman or, in the absence or disability of the Chairman, by the State Vice Chairman.
- (B) Notice of Meetings.
 - (1) Any call and notice for a meeting of the Committee issued as prescribed in section 2.02.02 shall automatically and without specific designation constitute a call and notice of a meeting of the Executive Committee; provided, however, that in such event the Executive Committee meeting will be convened only if a quorum of the Committee is not present. An additional, specific notice of a meeting of the Executive Committee may be given at any time by the Chairman or the State Vice Chairman to the members of the Executive Committee in the same manner as giving them a notice of a meeting of the Committee. Such notice shall be given not less than 5 days prior to such meeting.
 - (2) Any notice of a convention or of a meeting of the Executive Committee shall include the dates, times and location of the convention or meeting, the proposed agenda for the meeting, a summary of proposed amendments to the bylaws which may be presented at the convention or meeting for a vote, and whether the convention or meeting shall consider any endorsement action under Article III, section 3.02 of these bylaws. This notice shall be made by any guaranteed overnight delivery service or by first-class mail,

postage prepaid, to the intended recipient and postmarked on or before any deadlines for notice herein. Such notice may also be made via e-mail, as provided in Section 2.02.02(C), to delegates who have voluntarily furnished an e-mail address to the California Republican Party and have requested that such notices be delivered to them electronically.

- (3) A special meeting of the Executive Committee may be called limited to the sole purpose of taking positions on initiatives or referenda that may appear on a future ballot. The notice for such an Executive Committee meeting must reference this section of the bylaws and state that the meeting is for the single purpose stated above. A meeting so called may only consider taking positions on initiatives and referenda listed in the notice. No other action by an Executive Committee meeting called for this purpose is permitted and any other action taken by the committee is considered null and void.
- (C) Quorum: A majority of the membership of the Executive Committee represented either in person or, as provided herein by designated alternate, shall constitute a quorum for the purpose of transacting business. For the purpose of determining a quorum, the past Chairmen of the Committee will not be included either for determining the total membership of the Executive Committee or for determining if a quorum is present.
- (D) Voting: Voting in the Executive Committee shall be in person only, and voting by proxy shall not be permitted; provided, however, a designated alternate for a Republican County Central Committee chairman, as provided in subsection 2.04.01(A) (9) shall be entitled to vote. No person appointed pursuant to this article shall have more than one vote.

Section 2.04.04 Officers

The regularly elected officers of the Committee shall likewise be the officers of the Executive Committee.

Section 2.04.05 Suspension of Rules

Any standing rule or bylaw of the Committee or the Executive Committee may be suspended temporarily by a two thirds (2/3) majority vote of the voting members present; provided, however, that such temporary suspension shall apply only to the matter under immediate consideration, and in no case shall it extend beyond an adjournment.

Section 2.05 BOARD OF DIRECTORS

Section 2.05.01 Composition

The Board of Directors of the Committee, herein called the "Board", shall consist of the following: The elected officers of the committee; the Immediate Past Chairman of the Committee; the Republican National Committeeman and National Committeewoman; the Finance Chairman of the Committee or the designee of that person; the Chairman of the

Budget Committee; the President of the County Chairmen's Association; the highest ranking Republican statewide partisan officeholder, in the order listed in subsection 2.01.01(A)(1) of the bylaws, or the designee of that officeholder. If that person is a US Senator or a Member of the Board of Equalization, the senior Senator or the senior Member of the Board of Equalization shall be the Member of the Board; the Republican Leader duly elected by the Republican Caucus of the State Senate (hereinafter "Senate Leader") or a designee named by the Senate Leader; the Republican Leader duly elected by the Republican Caucus of the State Assembly (hereinafter "Assembly Leader") or a designee named by the Assembly Leader; the leader elected by the California Republican Congressional Delegation or a member of the delegation designated by the delegation; and the Chairman or designee of the Chairman of the Team California Committee, or any successor major donor organization.

Section 2.05.02 Duties

- (A) The business and operations of the Committee shall be managed by the Chief Operating Officer under the direction of the Chairman in accordance with these bylaws.
- (B) The powers of the Board shall be subject to and limited by any limitations in these bylaws and by the powers of the Committee.
- (C) The Board shall have the power to confirm the Chairman's nomination of the Chairmen and members of the Budget, Cal Plan, Finance, Initiatives, Proxies and Credentials, Rules Committees, and the Chairman of the Platform Committee, by majority vote. The Board shall also have the power to confirm the Chairman's appointments of the Executive Committee other than those specifically designated for membership therein. In the event the Chairman's nominees to such committees are not acted upon by the Board at the next duly noticed meeting of the Board after such nominations have been made and noticed, the nominations shall be deemed to have been confirmed. In the event the Chairman's nominees to such committees are not confirmed, the Board may select the Chairmen and members of such committees.
- (D) The Board shall have the power to appoint and terminate the Chief Operating Officer.
- (E) Committee as provided in these bylaws. The Board shall adopt prudent and reasonable procedures and policies for the establishment, approval and expenditure of special funds and accounts of the Committee, in compliance with applicable laws and these bylaws. The Board shall adopt and cause to be maintained a Policies and Procedures Manual governing policies, procedures, responsibilities and duties of the Committee not specifically governed by these bylaws.
- (F) The Board shall have the power to recommend the amount of annual dues for regular, appointive and associate members of the Committee and to submit the recommendation to a vote of the members of the Committee.

- (G) The Board shall establish a minimum of four programs for donors at various levels contributing \$1000 or more to the Committee each year. The Chairman shall establish for each donor program a name and corresponding benefits for donors in each program that are normal customary for a sustained giving program of this kind. The Chairman may appoint a chair for each established donor program, who may work with Committee staff to build and sustain each program. The Finance Committee may establish additional donor programs as necessary.
- (H) The Board shall authorize the initiation of any litigation by or on behalf of the Committee and shall approve the defense of any litigation against the Committee or any other person or entity on behalf of the Committee.
- (I) Each Board member shall perform the duties of a member of the Board in good faith, and in a manner that such Board member believes to be in the best interest of the Committee.
- (J) No member of the California Republican Party Board of Directors shall receive compensation for political services from other than a Republican candidate for partisan or nonpartisan office, elected official or party organization. Any Board member who violates this provision shall be disqualified from that position, and the seat in question declared vacant, and the filling of that vacancy done in accordance with the CRP existing by-laws.

Section 2.05.03 Meetings, Quorum and Voting

- (A) The Board shall meet in person at least six times within each calendar year, and at such places and times as designated by the Chairman; provided, however, the Board shall meet not less than 30 or more than 45 days prior to the general election. These meetings shall rotate between northern and southern California. The Board shall meet in California at such place designated by the Chairman or a majority of the Board.
- (B) Upon written request to the Chairman by one-third (1/3) or not less than 7 Board members, the Chairman shall call a Board meeting to be convened within 14 days from the date of receipt of the written request.
- (C) The presence in person of a majority of the members of the Board shall constitute a quorum for purposes of transacting business.
- (D) Voting in the Board meetings shall be in person only and voting by proxy shall not be permitted. Each Board member shall have one vote. All Board votes, including the names of those voting on each side and those answering present or abstaining, shall be recorded in the minutes of the meeting in which the vote occurred.
- (E) At every meeting of the Board, the Chairman or, in his absence, the State Vice Chairman or, in his absence, the Secretary shall preside. The Secretary of the Committee shall act as Secretary of the Board. In the absence of the Secretary the Chairman shall appoint an alternate to record the minutes.

- (F) Members of the Board may participate in any meeting through use of conference telephone or similar communication equipment, whenever such participation is authorized by resolution adopted by the Board.
- (G) At each meeting of the Board, the order of business and items shall be those matters set forth in *Robert's Rules of Order Newly Revised*.
- (H) Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents must be filed with the minutes of the Board. Action by written consent has the same force and effect as a vote of the members of the Board.

Section 2.05.04 Board Standing Committees and Duties

- (A) Six standing committees of the Board are hereby created, consisting of an Audit Committee, a Personnel Policy Committee, a Party Base-Building Committee, a Strategic Planning Committee, a Team California Committee, and a Compensation Committee. The Board may establish such other standing committees as may be necessary and proper for the performance of its duties. The standing committees may contain as ex-officio members persons who are not members of the Board of Directors, as otherwise provided herein. At the commencement of each term, the Board shall appoint from members of the Board a committee chairman and other members of each standing committee, as provided herein.
- (B) Audit Committee. The Board shall appoint an Audit Committee consisting of a Chairman and two members of the Board from members of the Board. In addition, the Board may reappoint one former member of the Audit Committee whether or not the person is on the Board of Directors at the time of such a re-appointment. Any person who has signature authority on an account of the Committee or who serves on the Operations Committee shall not be a member of the Audit Committee. The Audit Committee shall establish an appropriate system of financial controls; monitor the effectiveness of such controls; and report to the Board on compliance with proper financial control practices, these bylaws, and the Committee's Policies and Procedures Manual. The Audit Committee shall bring to the attention of the Board the actions of any officer, employee, or agent of the Committee which in its opinion is in violation of these controls, bylaws, or the Policies and Procedures Manual. In the event the Audit Committee takes such action, it shall report to the full Committee at its next meeting, identifying the actions taken, the reasons therefore, and any subsequent action taken by the Board of Directors. All members of the Audit Committee shall serve at the pleasure of the Board and shall not be removed unless by a two-thirds vote of all voting members of the Board of Directors.
- (C) Personnel Policy Committee. The Board shall appoint a Personnel Policy Committee, consisting of three members of the Board and chaired by the Secretary, to develop and/or update a CRP Personnel and Compensation Policy Manual. All

members of the Personnel Policy Committee, other than the Secretary, shall serve at the pleasure of the Board and shall report periodically to the Board of Directors.

- (D) Strategic Planning Committee. The Board shall appoint a Strategic Planning Committee, consisting of at least five members, of which only the chairman must be a member of the Board of Directors, to develop and/or update a strategic plan, with a minimum five year horizon, targeted at improving the State Committee's effectiveness and achieving stable funding for basic operations. All members of the Strategic Planning Committee shall serve at the pleasure of the Board and shall report periodically to the Board of Directors.
- (E) Party Base-Building Committee. The Board shall appoint a Party Base- Building Committee, consisting of a Chairman and at least three other members of the Board, to develop and recommend to the Board policies to expand the base of the Party and to encourage greater participation and membership in the Committee and the Republican Party by ethnic and minority individuals, and by members of occupational, religious, and other groups. The Party Base-Building Committee shall consult with the Republican County Central Committee Chairmen, the Volunteer Organizations Committee, the State Chartered Volunteer Organizations, to identify and propose for appointment to the Party Base-Building Committee, registered Republican, ethnic community leaders, who are actively promoting Republican policies and principles in their communities and are recruiting new leaders from their communities into the Republican Party. The Party Base-Building Committee shall report regularly to the Board of Directors.
- (F) Team California Committee. The Board shall confirm a Chairman and members of the Team California Committee from persons who are members of Team California and are designated by members of Team California, or its successor major donor organization. The Team California Committee shall advise the Board on major donor fundraising and shall participate in such fundraising for the Party. The Team California Committee shall select from its membership the signers or co- signers on its accounts. Notwithstanding section 2.05.02(E) and 3.04(E) of these bylaws, the Team California Committee may designate signers on any Team California account or accounts of the Committee, and shall have the power to approve expenditures or to disburse funds from such account or accounts in compliance with applicable laws and these bylaws. The Team California Committee shall report periodically to the Board of Directors.
- (G) Compensation Committee. The Board, minus the Chairman shall constitute the Compensation Committee.

The Compensation Committee will recommend appropriate compensation, if any, for the Chairman of the Committee. The recommendations of the Compensation Committee shall include (a) a specific salary recommendation; and (b) recommended budgeting of the Chairman's Compensation as provided in Article 3, section 3.04(D)(3). The salary shall be set no lower, for full-time employment, than the minimum amount required by law for exempt employment classification.

The Chairman’s employment shall be on an at-will basis and shall be in the form of IRS W-2 employment. In the event that the Compensation Committee determines that the party’s finances do not allow for the continued employment of the Chairman at the originally authorized and budgeted amount, then the Compensation Committee shall have the authority to reduce the Chairman’s hours and compensation.

The Chairman is subject to the CRP Conflict of Interest Rules. The Chairman must disclose, and the Compensation Committee must approve, any outside business activities. If the outside activity takes time away from their duties, the Committee may adjust the Chairman’s compensation accordingly.

Section 2.06 STANDING AND SPECIAL COMMITTEES

Section 2.06.01 Composition

- (A) The Committee shall include the following standing committees, other than the Executive Committee:
 - (1) Proxies and Credentials Committee;
 - (2) Rules Committee;
 - (3) Resolutions Committee;
 - (4) Finance Committee;
 - (5) Veterans Committee;
 - (6) Platform Committee;
 - (7) Volunteer Organization Committee;
 - (8) County Chairmen's Association;
 - (9) Budget Committee;
 - (10) Cal Plan Committee;
 - (11) Initiatives Committee;
 - (12) County Treasurer’s Association; and
- (B) The Chairman shall establish advisory committees to build the Republican Party’s strength as the Chairman or the Board of Directors shall deem necessary.

Section 2.06.02 Appointments, Vacancies and Terms of Members

- (A) Notwithstanding any other provision of this section 2.06.02, at the commencement of his or her term of office, the Chairman of the Committee shall as soon as

reasonably practicable nominate the chairmen and members of standing committees, subject to the confirmation by the Board of Directors of the Chairmen and members of the Budget, Cal Plan, Finance, Initiatives, Proxies and Credentials, and Rules Committees, as provided in section 2.05.02(C) of these bylaws. The chairmen and members of such committees shall serve until the end of the election meeting held in the spring of each odd-numbered year, or until their successors are selected, whichever is earlier.

- (B) All standing committees whose membership composition is not specifically provided for in this section 2.06.02 shall consist of at least five regular or appointive delegates. The standing committees shall also include as many associate delegates as the Chairman shall determine.
- (C) The Budget Committee shall consist of up to twenty (20) members composed of up to ten standing members and ten appointive members.
 - (1) The standing members shall be: the Chairman; the State Vice Chairman; the Treasurer; the Finance Chairman; the highest elected Republican state constitutional officer; the Republican Senate Leader of the California Senate or a Senator designated by the Leader; the Republican Assembly Leader of the California Assembly or an Assemblyman designated by the Leader; the Chairman of the California Republican Congressional Delegation or a Member of Congress designated by the Delegation Chairman; and the elected Republican United States Senator or Senators.
 - (2) The Chairman shall appoint four appointive members; the State Vice Chairman shall appoint three appointive members; and the Finance Chairman shall appoint three appointive members.
- (D) The Committee on Proxies and Credentials shall consist of four regular or appointive members from each region designated in Section 2.03.01(c). The amendment will take effect following the end of the spring convention in 2017.
- (E) The Platform Committee shall consist of the following members:
 - (1) The Chairman of the Committee.
 - (2) All State Vice Chairmen, the Secretary and the Treasurer of the Committee.
 - (3) The current Republican Leaders duly elected by the Republican Caucuses of the State Assembly and State Senate, the caucus chairmen, and whips of the State Assembly and State Senate.
 - (4) The Speaker of the State Assembly and the President Pro Tem of the State Senate, if these offices are held by Republicans.
 - (5) The current Republican elected state constitutional officers.
 - (6) The current Republican United States Senators from California.

- (7) The current California Republican Congressional Delegation Chairman or his or her designee.
 - (8) The current Republican National Committeeman and National Committeewoman from California.
 - (9) The Chairman or President of the County Central Committee Chairmen's Association, or his designee.
 - (10) The current nominee or elected officeholder for each State Assembly and State Senate district.
 - (11) One member (not representing mandated platform committee members under subsection 2.06.02(E), subdivisions (1) through (10)) from each State Assembly district elected by the delegates of the Assembly District by May 11th of the year prior to the year in which a presidential election will be held. No delegate whose dues are unpaid may vote in any such election. Ties shall be broken by decision of the Chairman of the Committee.
 - (12) The elected Associate Representative.
- (F) The Chairman shall appoint the Finance chairman or co-chairmen, one of whom shall be designated as chairman of the Finance Committee. The Chairman, the State Vice Chairman and the Treasurer shall be ex-officio members of the Finance Committee
 - (G) The Chairman shall appoint the Chairman of the Cal Plan Committee. The State Vice Chairman and Treasurer also shall be members of the Cal Plan Committee.
 - (H) The California State Congressional Target Committee shall be composed of all incumbent Republican congressmen in the California congressional delegation, the Chairman and State Vice Chairman, the National Committeeman and Committeewoman from California, and members, of the Committee appointed by the Chairman, with the mutual agreement of the campaign chairman of the California congressional delegation, from the districts established under the provisions of section 2.04.01(A)(9).
 - (I) In the event a vacancy on any standing committee is created by death, resignation or other cause, the Chairman shall, as soon as reasonably possible, fill said vacancy by appointment. Likewise, at any meeting of any standing committee, if a quorum of the members regularly appointed is not present, the Chairman of the Committee may make temporary additional appointments to serve only during and for the purpose of such meeting.
 - (J) The provisions of this paragraph will come into effect after the adjournment of the spring election meeting of the Committee held in 2011. The Rules Committee shall include the following standing members: the Senate Republican Leader and the Assembly Republican Leader. The presence or absence of these two members shall not count towards quorum. The provisions of this paragraph can be extended by

additional 2 year terms by the written consent of the Chairman after the adjournment of each Spring election meeting of the Committee held in odd numbered years.

Section 2.06.03 Meetings and Standing Rules

Meetings of the standing committees shall be called by the Chairman, by the State Vice Chairman, or by the Chairman of the standing committee at such time, place and on such notice as they may designate. The standing committees may adopt standing rules not inconsistent with these bylaws.

Section 2.06.04 Reports

All standing committees may report on any subject within the scope of that committee's duties as specified in these bylaws or as specially conferred upon the committee by the Chairman at each meeting of the Committee, or upon the direction of the Chairman, at any meeting of the Executive Committee, or to such other meeting and at such other times as the Chairman may direct.

Section 2.06.05 [Reserved]

Section 2.06.06 Duties of Committees

(A) Proxies and Credentials Committee

The Proxies and Credentials Committee, at each meeting of the Committee or of the Executive Committee, shall review the credentials of all delegates present. It shall review any proxies that have been presented for use at a meeting of the Committee and, at the request of the Chairman, shall report on the standing and status of all delegates and their proxies present and whether or not there is sufficient attendance to constitute a quorum.

(B) Rules Committee

The Rules Committee shall consider proposed amendments to these bylaws or to the standing rules, as provided in Article V.

(C) Resolutions Committee

The Resolutions Committee at all meetings of the Committee or of the Executive Committee shall receive, consider and report on all general resolutions proposed for adoption for the meetings. No proposed resolution shall be considered by the Committee or the Executive Committee at any meeting unless and until the Committee has received at least 30 days' notice of a proposed resolution and a favorable report is submitted on the resolution by the Resolutions Committee; provided, however, the Committee or the Executive Committee, by a two-thirds (2/3) majority vote of the voting delegates present, may take up any resolution without such a favorable report of the Resolutions Committee. The Resolutions Committee may, in its discretion, initiate and prepare proposed resolutions and report the same to the Committee or to the Executive Committee for consideration.

(D) Finance Committee

The Finance Committee, with the approval of the Chairman, shall have the authority to develop and carry out plans to raise funds to support the activities of the Committee.

(E) Volunteer Organizations Committee

(1) The Volunteer Organizations Committee shall work with Republican volunteer organizations to promote and develop the maximal use of volunteer energies on behalf of the Republican Party. The Volunteer Organizations Committee shall conduct an investigation and shall report to the Chairman upon petition alleging that any unofficial volunteer organization has engaged in fund-raising activity representing itself as an “official Republican Party organization” which is limited or prohibited by California law or these bylaws.

(2) The Volunteer Organizations Committee upon the direction of the Chairman of the Committee shall conduct an investigation of, and report to the Executive Committee on any organization which petitions for Committee-chartered status under Article III, section 3.01(C) and (D); shall conduct an investigation of, and report to the Executive Committee on any organization other than an organization which has permanent Committee-chartered status, which is the subject of a formal petition for revocation of its Committee charter under Article III, section 3.01 (E); and shall conduct an investigation of , and report to the Board of Directors on any Committee-chartered organization which is the subject of a formal petition for revocation of its Committee charter under the provisions of Article III, section 3.01 (F).

(F) Platform Committee

(1) The Platform Committee shall draft a platform as required by law or these bylaws. The Platform Committee shall submit a draft platform to the Committee for adoption, or recommend that the current platform be readopted in its current form, by no later than the first meeting of the Committee in presidential election years.

(2) The Platform Committee shall elect a drafting committee composed of one member for each four members of the Platform Committee described in subsection 2.06.02(E), subdivisions (1) through (9) inclusive, and one member for each four members of the Platform Committee described in subsection 2.06.02 (E), subdivision (10), and one member for each four members of the Platform Committee described in subsection 2.06.02(E), subdivision (11).

(a) The Chairman of the Committee shall be an ex-officio member of the drafting committee, but shall not be counted for purposes of constituting

a quorum. The Chairman of the Committee shall nominate from the members of the Platform Committee, subject to the confirmation by the Board of Directors, the chairman of the Platform Committee. The chairman of the Platform Committee is a member, and the chair, of the drafting committee.

- (b) The quorum for the drafting committee shall be computed without counting members of the drafting committee who are members of the Platform Committee as described in 2.06.02(E), subdivision (10). The presence of these members of the drafting committee shall count towards determining whether a quorum for the drafting committee is present.
- (3) The drafting committee shall meet and draft a platform which shall be presented to the full Platform Committee no later than August 10th of the year prior to each presidential election years for its consideration and action.
- (a) Any person or entity wishing to submit a proposed platform must do so by submitting such draft platform to the Platform Drafting Committee no later than May 25th of the year prior to each Presidential election year. All such draft platform shall be submitted in electronic form so that they may be posted on the California Republican Party website. All such draft platforms shall be posted on the CRP website by May 30th of the year prior to each presidential election year.
 - (b) Any amendments to any draft platform that any person or entity wishes to be considered by the Platform Drafting Committee must be submitted by June 19th of the year prior to each presidential election year. Any amendments that are timely submitted shall be posted on the California Republican Party website by June 23rd of the year prior to each presidential election year.
 - (c) Should the Platform Drafting Committee fail to present an approved draft platform to the Platform Committee by August 10th of the year prior to each presidential year, then all draft platforms and amendments that were timely submitted to the Platform Drafting Committee shall all be transmitted to the Platform Committee for the Platform Committee's consideration and action.
- (4) The presence in person of fifty (50) members shall constitute a quorum for the purpose of transacting business of the Platform Committee. After establishment of a quorum, a quorum shall be a majority of the number of members of the Platform Committee present when the quorum was established.
- (5) The Platform Committee shall meet at the fall convention in the year before a presidential election year, and if it does not then move a Platform to the full Committee, again at the spring convention that follows. The draft platform for the first meeting of the Platform Committee shall be the draft submitted by the

drafting committee on or before August 10. In the absence of such a draft, the Platform Committee shall select one of the draft platforms submitted to the drafting committee in accord with 2.06.06(F)(3)(a) as its draft platform and then consider those amendments to that draft platform that were submitted in accord with 2.06.06(F)(3)(b). The draft platform for all subsequent meetings shall be the draft platform as it may have been amended by the Platform Committee.

- (6) Proposed amendments to a draft platform shall be submitted to the Chairman, in an electronic format suitable for distribution by e-mail and posting on the CRP website, no fewer than 16 days prior to a meeting of the Platform Committee. Proposed amendments with the name of the proposer shall be distributed to all members of the Platform Committee, and posted on the CRP website, no fewer than 14 days prior to a meeting of the Platform Committee.
- (7) The Platform Committee shall vote upon on such proposed amendments at the next meeting of the Platform Committee. No proposed amendment except those submitted and noticed in the manner provided herein shall be considered by the Platform Committee. Amendments shall be voted upon exactly as written with no changes.

(G) Budget Committee

- (1) The Budget Committee shall prepare the biennial budget and make recommendations for any necessary modifications thereof to the Board of Directors; monitor compliance with the budget assuring that actual or anticipated expenditures do not exceed actual or anticipated revenues; monitor compliance with campaign and financial reporting laws; and report to the Board of Directors any departures from approved budgets and established financial procedures.
- (2) The Budget Committee shall meet within thirty days following the date of California general election in even-numbered years for purposes of proposing a budget for approval by the Board of Directors, as provided in Article III, section 3.04, and thereafter once within each calendar quarter, and additionally as often as is required to perform its functions. The Budget Committee shall propose to the Board of Directors each quarter modifications to the budget necessary for projections of revenue based on the committee's fundraising performance.

(H) Cal Plan Committee

The Cal Plan Committee shall develop, under the direction of the Chairman, operational and financing plans for conducting the election campaigns on behalf of Republican nominees for state and federal elective offices, including party building activities. The Cal Plan Committee shall draft the Committee's political plan, which shall include, but not be limited to, a budget and components for: voter registration, political technology training, candidate development, Republican voter turnout,

targeting communications, and support for Republican candidates for local offices endorsed by county central committees. For the purposes of communicating with voters, any Republican candidate for local government office endorsed by the county Republican committee of the relevant county may be included in communications by the state committee. The Cal Plan Committee shall submit the political plan to the Board of Directors for approval. The Cal Plan Committee also shall monitor the implementation of the budget and political plan, and shall update them as it deems appropriate.

(I) Congressional Target Committee

The California Congressional Target Committee will work with the officers of the Committee to establish a fund-raising program compatible with Committee political plans and programs, and to ensure that funds raised for Congressional elections are expended, and that such spending complies with all federal election laws.

(J) Initiatives Committee

The Initiatives Committee shall review proposed state initiatives and referenda and shall report to the Committee on the main purposes and points of such measures. This Committee shall have exclusive jurisdiction of proposed resolutions of support or opposition to proposed state and local initiatives and referenda, and shall receive, consider and report on all such proposed resolutions proposed for adoption for the meetings. No proposed resolution shall be considered by the Committee or the Executive Committee at any meeting unless and until a favorable report is submitted on the resolution by the Initiatives Committee; provided, however, the Committee or the Executive Committee, by a two-thirds (2/3) majority vote of the voting delegates present, may take up such a proposed resolution without such a favorable report of the Initiatives Committee. Notwithstanding any other provision of these bylaws, it shall always be in order for the Initiatives Committee to recommend and the Committee to approve an Initiatives Committee recommendation taking a position on any initiative or referendum that has qualified to appear on a statewide election ballot and that will be voted upon before there is another meeting of the Committee. The Initiatives Committee, in its discretion, may initiate and prepare proposed resolutions of support or opposition to proposed state and local initiatives and referenda and report the same to the Committee or to the Executive Committee for consideration.

(K) Independent Expenditures Committee

The Independent Expenditures Committee shall develop and implement plans to conduct independent expenditures in support of federal and state candidates endorsed by the Committee or in opposition to candidates opposed by the Committee. The Committee shall be composed of persons appointed by the Chairman who could legally participate in independent expenditure decision making for the Committee in compliance with applicable federal and state laws governing such activities. The Chairman of the Independent Expenditures Committee shall report to the Chairman of the Committee and designated members

of the Board of Directors who meet the same legal criteria for participation in decision making of the Independent Expenditures Committee.

ARTICLE III Miscellaneous

Section 3.01 CHARTERING, SUSPENSION AND REVOCATION OF VOLUNTEER ORGANIZATIONS

- (A) The Committee will consider for issuance of a charter, and recognition of delegate positions and appointment rights under these bylaws, any organization whose primary purpose is supporting and promoting the Republican principles and platforms, and will not consider organizations based on special agendas, such as: Republicans motivated by profit, Republicans for certain life-style preferences or orientations, Republicans for any personal agenda.
- (B) Guidelines for Petitioning for a Charter
 - (1) Any Republican volunteer organization wishing to be chartered by the Committee may petition the Chairman for issuance of a Committee charter. In order to petition for a charter, the organization shall provide with its petition certification by its Chairman or President, as the case may be, and Secretary, and documents to support such certification, that:
 - (a) The membership of the organization consists exclusively of registered Republican voters. In the case of youth groups with members under the age of 18 years, the organization must certify that such members have declared their intention to register as Republicans upon reaching the age of 18.
 - (b) The organization has a statewide membership of a minimum of 200 persons.
 - (c) The organization has chapters or subordinate units, each of which shall have not fewer than ten members, in at least ten counties, and three of these units must have been chartered by their respective Republican county central committees or received a duly passed resolution of support for the petition for charter listing the activities of that chapter supporting the Republican Party and Republican candidates in that county.
 - (d) The organization has at least one chapter in three of the eight regions identified in subsection 2.03.01(C)(1)-(8) of the bylaws.
 - (2) The petitioning organization shall submit a copy of its bylaws, governing documents, charters from other Republican organizations and Republican county central committees, together with the names and addresses of at least 200 Republican members and a list of the organization's officers, to the

Committee with its petition.

- (3) In addition, there shall be a category of Associate Charter organizations, which shall meet all of the requirements of Section 3.01(B), but which need certify a statewide membership of a minimum of 100 persons and the existence of five (5) local chapters of not fewer than ten (10) members,, of which two (2) such chapters must be chartered by their respective Republican County Central Committees in two (2) of the eight (8) regions identified in subsection 2.03.01(C)(1)-(8). Associate Charter status shall not confer any voting rights on the Committee.

(C) Chartering Procedures

- (1) Upon receipt of a petition for issuance of a charter, the Chairman shall immediately refer the petition to the Volunteer Organizations Committee for investigation. When the committee has had sufficient time to conduct its investigation, it will report its recommendations to the Committee at least 30 days prior to its next scheduled meeting.
- (2) The Committee shall consider whether to issue a charter to an organization, in its discretion.
- (3) All information related to membership lists and financial affairs submitted by a petitioning organization shall be strictly confidential. No such information submitted by a petitioning organization shall be distributed or sold to any person or organization without prior written approval of the petitioning organization.

(D) Biennial Good Standing Certification for Committee-chartered organizations

- (1) Prior to or at each election meeting of the Committee held in the spring of each odd numbered year, each Committee-chartered volunteer organization shall submit a report to the Secretary of the Committee not later than 40 days prior to the convention, with a copy to the chairman of the Volunteer Organizations Committee, executed by the Secretary and the Chairman or President, as the case may be, of the organization, certifying that the Committee-chartered organization continues to meet the good standing requirements set forth below:
 - (a) The names and addresses of a minimum of 200 registered Republican members.
 - (b) A list of the organization's officers.
 - (c) A copy of the organization's current bylaws or other governing documents.

(d) A list of the ten units of ten members or more in ten of the 58 counties of, and a list of the three or more units chartered by their respective county central committees.

(2) The following nationally - or Committee - chartered volunteer organizations shall be permanently chartered organizations exempt from the biennial requirements set forth in this subsection; provided, however, such organizations shall submit to the Committee Secretary and the chairman of the Volunteer Organizations Committee annually, by February 1st of each year, a list of their current officers: California Federation of Republican Women, with the proviso that said charter in no way contravenes or supersedes the charter granted the California Federation of Republican Women by the National Federation of Republican Women; the California Young Republican Federation; the California College Republicans; the California Republican Assembly; the California Republican League; and the California Congress of Republicans.

(3) Any Committee-chartered organization that fails to submit a report or indicates in its report that it no longer meets the good standing requirements set forth in this subsection or upon further review does not meet the requirements of a chartered organization, shall revert to Associate Charter status, should it meet those requirements. If the organization fails to meet the requirements for an Associate Charter, it shall be placed on probation for a period not to exceed one year. In the event the organization submits a good standing report which meets such requirements, its Associate Charter or probationary status shall terminate and its charter shall be restored. Voting rights, however, will only be reinstated subject to the determination of the Secretary prior to the next election meeting of the Committee held in the spring of the next odd-numbered year. In the event the organization fails to submit a good standing certification at the end of the probationary period, its charter shall be deemed revoked unless the Volunteer Organizations Committee recommends extension of the probationary period and its report is adopted by the Committee. While on probation, the Chairman or President, as the case may be, shall not be entitled to vote at any meeting of the Committee or the Executive Committee.

(4) If any Committee-chartered organization fails to submit the biennial reporting information required by Section 3.01(D)(1) of 3.01(D)(2), as the case may be, for a period of twenty (20) consecutive months, the charter of such organization shall, at that time, be deemed revoked. The charter of such organization may be reinstated only through the chartering process set forth in Section 3.01(C).

(E) Suspension and Revocation of a Committee Charter

(1) The Executive Committee is hereby authorized to suspend or revoke the charter of any organization, other than one of the permanently- chartered organizations listed in subsection 3.01(D)(2), that:

- (a) Brings discredit to the Republican Party.
- (b) Is unable to conduct its business in an orderly fashion.
- (c) Endorses or supports any person other than a registered Republican for a partisan elective office.
- (d) Fails to meet the good standing requirements for membership, or after one year on probationary status as provided in subsection 3.01(D)(3), has failed to submit documentation to enable the Committee Secretary or the chairman of the Volunteer Organizations Committee to determine whether the organization meets such good standing requirements. Brings or assists in bringing or maintains a legal action without first complying with each and every requirement and procedure that is provided for in Article III, section 3.09.

(F) Extraordinary Revocation of Charter

The charter of any organization that brings or assists in bringing or maintains a legal action without first complying with each and every requirement and procedure that is provided for in Article III, section 3.09, upon a factual finding and motion approved by the Board, shall be revoked for a period of two years.

Section 3.02 ENDORSEMENTS BY COMMITTEE, COUNTY CENTRAL COMMITTEES, AND BOARD OF DIRECTORS

Neither the Committee nor any Republican County Central Committee, for the purpose of seeking a Committee endorsement, shall endorse, support or oppose any candidate for the Republican nomination in a contested election for any partisan elective office at a top two, special, or recall election, except as specified in this Section.

Section 3.02.01 Republican County Central Committees' Endorsements for Partisan Elective Office in Top Two, Special or Recall Elections

- (A) Where there is more than one Republican candidate for nomination or election in a special or top two primary election, no Republican County Central Committee, for the purpose of seeking a Committee endorsement, shall 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/electronic notice of the proposed action is given at least five days in advance of the Central Committee meeting to all persons entitled to vote.
 - (2) A hearing is held and the candidates affected are given an opportunity to appear.
 - (3) A candidate receives a two-thirds (2/3) majority vote of the voting members present and voting.

- (4) The Central Committee shall notify the Committee of the endorsement.
- (5) So long as a Central Committee complies with all requirements of this section, a Central Committee may endorse candidates using a consent or automatic endorsement as long as the process allows any member of the Central Committee to place the endorsement for a vote.

Section 3.02.02 Deemed Endorsements for Partisan Elective Office in a Top Two, Special, or Recall Election

- (A) All Republican Nominees as defined in Section 1.04 (B) shall be deemed to be endorsed by the Committee, absent a Committee decision to unendorse in accordance with Section 3.02, and any endorsement for any other candidate for the same office shall be void.

Section 3.02.03 Endorsements for Partisan Elective Office in a Top Two, Special, Election or Recall Election

- (A) 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 the Republican nomination or election to any partisan elective office in such a special or top two election, or in a recall or recall replacement election, except candidates for statewide office as provided in 3.02.03(B) below, and candidates for district offices in the following manner and circumstances:
 - (1) For a district office, Republican county central committees representing 80% of the Republicans registered in the district have endorsed the same candidate.
 - (2) That candidate, or any affected county committee or member of the Board of Directors makes a request to the Board of Directors to endorse the county-endorsed candidate.
 - (3) Written/electronic notice of the proposed action has been given at least 72 hours in advance of the meeting of the Board of Directors to Delegates and all persons entitled to vote.
 - (4) A hearing is held and the candidates affected are given an opportunity to appear.
 - (5) A county-endorsed candidate, or a yes or no position in a recall election, receives a two-thirds (2/3) majority vote of the members of the Board of Directors present and voting using a non-secret recorded vote in open session.
- (B) The following is the exclusive process by which a candidate for statewide office may obtain an endorsement from the CRP (“CRP Endorsement”) prior to a Primary Election.

- (1) Provided that all of the below conditions are met, the Committee endorsement may be obtained by one candidate for each statewide office at the last convention preceding the Primary Election in each election cycle where a statewide office is on the statewide ballot (the “CRP Endorsement Convention”).
- (2) A candidate shall not be eligible for endorsement at a CRP Endorsement Convention unless that candidate has first:
 - (a) Been continuously registered as a Republican for at least one year prior to the date of the CRP Endorsement Convention;
 - (b) Submitted to the Chief Operating Officer no less than 30 days prior to the commencement of the CRP Endorsement Convention i) the exclusive written nomination for that endorsement of at least two hundred (200) delegates in good standing (such delegates may not provide a written nomination to more than one candidate for each statewide office), with no fewer than ten such nominations being obtained from delegates in good standing in each of the eight regions specified in Rule 2.03.01(C)(1-8), and ii) the non-exclusive written nomination for endorsement of at least five (5) CRP Board members (such Board members may nominate for endorsement more than one candidate for a particular office);
 - (c) The CRP shall make available upon request to any candidate, separate delegate and Board member nomination forms prescribed by the Board of Directors for purposes of obtaining the necessary signatures. The use of a photocopy of an approved form shall not be a reason to invalidate the nomination;
 - (d) The requisite signatures must be submitted as original, wet-ink signatures and may not be rescinded or superseded; and
 - (e) As signatures are submitted and verified by Chief Operating Officer as names of delegates in good standing, the names of those delegates, the candidate or candidates they have nominated, and the office or offices those candidates seek, shall be made available on the delegates-only portion of the Committee website, or in another similar manner.
- (3) If the candidate has met the requirements of Section 2, then that candidate (“Eligible Candidate”) shall be entitled to address the CRP Endorsement Convention prior to the commencement of voting for his or her particular office, and shall be entitled to be voted on by delegates at the CRP Endorsement Convention. The rules of procedure for such addresses, addressing such issues as length of permitted remarks, order of speaking, and such other issues as deemed necessary, shall be set by the Chairman, approved by the Board, and distributed to the delegates, not less than thirty (30) days prior to the CRP Endorsement Convention.

- (4) Each Delegate may vote for only one Eligible Candidate for each statewide office in any given round of voting.
- (5) If more than two Eligible Candidates are seeking the CRP Endorsement for the same statewide office, there may be multiple voting rounds. The rules of procedure for such voting shall be set by the Chair, approved by the Board and distributed to the Delegates, not less than thirty (30) days prior to the CRP Endorsement Convention.
- (6) The Eligible Candidate who receives the least votes in the preceding round shall be removed from consideration for the next successive round of voting, provided, however, that if one candidate receives more than sixty (60) percent of the votes of those present and voting, no further rounds of voting shall be deemed necessary, regardless of the number of Eligible Candidates remaining.
- (7) In the absence of an Eligible Candidate achieving the sixty (60) percent threshold of votes present and voting at the commencement of any given endorsement voting sessions, Delegates will vote in successive rounds until only two Eligible Candidates remain.
- (8) When there are only two remaining Eligible Candidates, the Delegates shall conduct a final vote (“Final Vote”), which shall include an option of “no endorsement.”
- (9) If no Eligible Candidate receives the endorsement vote of sixty (60) percent or more of those present and voting in the Final Vote, then no Eligible Candidate shall receive the CRP Endorsement for that office prior to the Primary Election.
- (10) If there is only one Eligible Candidate, the single round of voting to endorse shall include an option of “no endorsement,” and the Eligible Candidate shall only be endorsed upon achieving 60% or more of those present and voting in that single round.
- (11) During the pendency of any session of the voting process, the body shall not entertain any procedural motions whose purpose is to delay or stop the voting, such as a motion to adjourn or motion to table, but rather shall continue the voting process until it is completed, with the only exceptions being force majeure making further voting impossible or impractical, as determined by the Chairman determining to adjourn the voting to a later time during the same Endorsement Convention due to scheduling or timing constraints at a given endorsement voting session. To the extent that any CRP Bylaw contradicts the foregoing, this Bylaw controls.

This bylaw shall automatically cease to have effect, should the “top two” primary system be eliminated from California law by any means.

- (C) No fee of any kind shall be assessed on candidates seeking the endorsement of the Committee.

Section 3.02.04 Board of Directors Endorsements

- (A) Except as provided for in this section 3.02, the Board of Directors shall not endorse, support or oppose any candidate for partisan nomination in a top two primary or general election or any state or local ballot measure; provided, however, the Board of Directors may, by a two thirds vote of those present and voting, endorse, support or oppose the recall of a state elected officeholder.
- (B) The Board of Directors may endorse a Republican candidate for local non-partisan office by a two-thirds vote of those present and voting when (1) the local County Republican Central Committee has endorsed the candidate, (2) that County Committee's Chairman requests the State Party's endorsement, and (3) no affected County Republican Central Committee objects.

Section 3.02.05 Endorsement System

Nothing in Section 3.02 will prevent the Committee, by a 2/3 majority vote of the Board of Directors, and all affected Republican County Central Committees, by a 2/3 majority vote of each committee, from mutually agreeing to an endorsement system for district races which provides all legally qualified Republican voters, including military voters serving overseas, the opportunity to participate by ballot.

Section 3.02.06 Definitions

- (A) "Partisan elective office" includes the offices of President of the United States, Governor, United States Senator, Lieutenant Governor, Attorney General, Secretary of State, Controller, Treasurer, Insurance Commissioner, member of the State Board of Equalization, member of the United States House of Representatives, member of the State Senate; member of the State Assembly; and member of a Republican County Central Committee.
- (B) "District office" means member of the State Board of Equalization, United States House of Representatives, member of the State Senate, and member of the State Assembly.
- (C) For the purpose of Section 3.02, the number of registered Republicans shall be determined by the most recent registration numbers published by the California Secretary of State or other office designated by the State to maintain voter registration data.

Section 3.03 FINANCIAL TRANSACTIONS: CONFLICTS AND DISCLOSURES

- (A) Any contract or other transaction between the Committee and one or more of its board members, or any corporation, firm, or association in which one or more board members has a material financial interest, is void unless:

- (1) The material facts as to the transaction and as to the board member's interest are fully disclosed or known to the Chairman or State Vice Chairman prior to the time such contract or transaction is approved by the Chairman or State Vice Chairman, and the amount does not exceed \$1,500.
 - (2) The material facts as to the transaction and as to the board member's interest are fully disclosed or known to the members of the board of directors, and the board of directors approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the interested board member or board members and the amount does not exceed \$25,000.
 - (3) As to any contract or other transaction for which the amount exceeds \$25,000, it shall be considered for approval or ratification by the Executive Committee without counting the vote of any interested member or members of the Executive Committee.
- (B) Any proposed or executed contract, transaction or other obligation described below shall be void unless approved as provided:
- (1) Any proposed contract, transaction or other obligation which exceeds \$100,000 in amount shall be subject to the prior express approval of the Board of Directors.
 - (2) The Board of Directors is specifically prohibited from recognizing, authorizing or re-authorizing any loan or obligation, of any amount, entered into but not repaid during the previous term of the Board of Directors. This provision shall not apply to a mortgage taken for the purchase of a building or similar facility. This provision shall not prevent payment of trade payables, incurred in the normal course of business and authorized in accordance with these bylaws, that may exist at the time of the election of new board members.
 - (3) Any proposed contract, transaction or other obligation the performance of which extends beyond the term of office of the Chairman or Board of Directors shall be subject to the express prior approval of the Committee or the Executive Committee by a majority vote of the voting delegates present. However, the Committee and the Executive Committee are specifically prohibited from accepting any loan or other form of debt under this section.
- (C) Notwithstanding the provisions of subsections (A) and (B) of this section 3.03, as provided in section 2.05.04(G) the Committee may provide compensation for the services of the Chairman of the Committee from the Chairman's Compensation Account

Section 3.04

FISCAL AFFAIRS

- (A) The Committee's fiscal year shall commence on the first day of January.

- (B) The Board of Directors shall adopt and amend, as necessary, a biennial budget, covering the period from March 1 of each odd-numbered year to February 28 of the succeeding odd-numbered year, not later than May 15 of the odd-numbered year following the biennial Election Convention of the Committee.
- (C) The Chief Operating Officer, with the specific approval of the Budget Committee, shall propose to the Board of Directors for approval the biennial budget, within sixty days after the biennial Election Convention. The Chief Operating Officer, with the concurrence of the Budget Committee, may propose revisions or amendments to the budget for adoption by the Board of Directors.
- (D) Budget Requirements
 - (1) The budget shall be complete, detailed, and shall set forth all proposed expenditures and estimated revenues. The budget shall provide that expenditures shall not exceed revenues and shall project revenue and expenditures by month. No budget shall be adopted that has not been based on, and is not supported by and correlated with time-phased operations plans containing specific actions and scheduled activities, and sources and the proposed uses of funds for such actions and activities.
 - (2) The budget shall provide for a transition fund sufficient to fund all operations of the committee from November 1 of the even-numbered year. The full amount of the transition fund shall be set aside and sequestered by October 1 of the even-numbered year. No expenditure of committee funds of any kind, from any account, shall be permitted after October 1 of the even-numbered year unless the transition fund has sufficient funds deposited within it as outlined by this section. This section may be waived only upon a 2/3rds recorded roll call vote of the Board of Directors.
 - (3)
 - (a) The budget shall provide a line item for the payment of compensation to the Chairman as provided in subdivision (C) of section 3.03.
 - (b) The budget shall provide line items for the reimbursement of the Chairman's out-of-pocket expenses, which shall be approved and may be amended by the Board of Directors.
 - (c) These budget items may be amended by the Board in accordance with subdivision (1) of this subsection (D).
 - (4) The budget may provide a Reserve for Unbudgeted Items of a cumulative amount not greater than \$100,000.
- (E) Expenditure Controls
 - (1) As provided in Section 2.05.02(E), the Board shall have the power to adopt prudent and reasonable procedures and policies for the establishment, approval and expenditure of special funds and accounts of the Committee,

in compliance with applicable laws and these bylaws; provided, however, that the Board shall require two signers or co-signers on all accounts of the Committee.

- (2) The Chief Operating Officer, or the Controller in the physical absence of the Chief Operating Officer, shall be authorized to co-sign as an authorized signer on all accounts of the Committee. The signature or the recordable electronic approval of the Treasurer or the Chairman in the Treasurer's physical absence and the Controller in the Chief Operating Officer's physical absence shall be required on all accounts of the Committee. All wire or electric fund transfers must be approved by the above-listed persons in advance.
 - (3) If a Reserve for Unbudgeted Expenditures is specifically budgeted, the Chief Operating Officer shall have the power to make from the reserve single expenditures, for unbudgeted items that do not exceed \$5,000 or a lesser limit established by board policy, without prior approval of the Chairman.
 - (4) Notwithstanding the foregoing, after approval of the biennial budget by the Board, neither the Chief Operating Officer nor any other officer of the Committee shall disburse Committee funds or honor any obligations except in accordance with the budget approved or amended by the Board.
- (F) The Committee shall maintain copies of all written authorizations necessary for proper audit compliance.
- (G)
- (1) The Chief Operating Officer shall submit to the Chairman on an ongoing basis, in accordance with the Chairman's performance of day-to-day oversight and supervision, such written reports and documents as the Chairman shall require.
 - (2) The Chief Operating Officer, in consultation with the Treasurer, shall also submit to the Board of Directors on a monthly basis, by the end of the month following, a written report comparing actual revenue and expenditures to budgeted revenue and expenditures.
 - (3) The Treasurer, shall submit to the Board of Directors at each meeting a written report comparing actual revenue and expenditures to budgeted revenue and expenditures.
 - (4) Any Member of the Board of Directors shall have full access to the financial records of the Committee at any time.
- (H) The Board shall select a certified public accounting firm which firm shall render an annual audit of the financial statements. During the period of the audit engagement, the firm shall not perform other business for the CRP, other than agreed upon procedures connected with the audit. Such audit report shall be submitted to the Board no later than July 31st of each year.

- (I) The Chief Operating Officer shall cause to be prepared and filed all financial reports required by federal, state and local law, including payroll tax returns, income tax returns, and campaign disclosure reports. The Treasurer shall monitor and supervise the preparation of such reports, and shall sign such reports, in accordance with his or her duties set forth in Section 2.03.06.

Section 3.05 EMPLOYEES

- (A) Notwithstanding any other provisions of these Bylaws, the Chief Operating Officer, in consultation with the Treasurer, may employ or retain a Chief Financial Officer to manage the financial activities of the Committee. The COO, in consultation with the Treasurer, shall employ or retain a certified public accountant to oversee the accounting and financial reporting functions of the Committee, including assisting the Chief Operating Officer, the Chief Financial Officer, and the Treasurer in preparing all budgets, revenue and expenditure reports, financial statements, tax filings, campaign disclosure statements and other reports required by law.
- (B) Full-time Committee employees shall not have another salaried or compensated occupation without disclosure to the Board.

Section 3.06 LIABILITY OF OFFICERS AND DIRECTORS

The Committee shall indemnify and hold harmless its officers and directors from any monetary judgment, fine or penalty, including costs of suit and reasonable attorneys' fees, resulting from any acts or omissions of the officer or director, excepting intentional, grossly reckless or grossly negligent acts or omissions arising from activity of the officer or director on behalf of the Committee.

Section 3.07 OWNERSHIP OF DONOR LISTS

The Committee develops and maintains several proprietary and confidential donor, prospecting and communications lists, and obtains rights to use other proprietary and confidential lists from third-parties (together, excluding delegate lists, convention attendee lists, and any subset of either, "Committee Lists"), for Committee to use in raising funds and expanding the party's base. The Committee Lists are the main source of revenue to support the Committee, and are also critical to the Committee's operations, growth, and effectiveness. To maintain the integrity of and intellectual property value of these Committee Lists, and to ensure that any obligations to third parties in relation to these lists are maintained, the approval of the Committee or the Executive Committee, or a 2/3 majority vote of the Board of Directors, is required before any Committee List may be provided to or used by any other person or entity, including any other Republican organization or any candidate.

- (A) To safeguard the Committee Lists, the Committee's officers and staff shall require any Committee vendor given authorized access to any of the Committee Lists to sign a confidentiality and nondisclosure agreement binding the vendor to maintain the confidentiality of the Committee Lists, and to use them only for the specific

uses authorized in their agreements. Any such agreement shall provide for legal process and remedies in the event of breach.

- (B) Any person affiliated with the Committee who provides or uses any Committee List in violation of Section 3.07 (with or without compensation) shall be subject to sanctions as follows:
 - (1) Any employee of the Committee who breaches this Section may be immediately terminated for cause as provided by law.
 - (2) Any officer or director of the Committee found by a 2/3 majority vote of the Board of Directors, at a meeting called as otherwise provided in these Bylaws, to be in breach of this Section shall forfeit his or her position, creating a vacancy in the position to be filled pursuant to other provisions of these Bylaws. Notice of the charges and the meeting at which the charges will be considered shall be provided to the officer or director at least ten (10) days in advance, and at the meeting he or she shall be given a reasonable opportunity to rebut the charges.
 - (3) Any Delegate or Associate Delegate in violation of Section 3.07 shall be subject to removal pursuant to the procedures in Sections 2.01.06 and 2.01.07 of these Bylaws, in the case of Delegates creating a vacancy to be filled pursuant to other provisions of these Bylaws.
- (C) Nothing in these Bylaws is intended to restrict any other legally available remedy for a breach of this Section.

Section 3.08 LOCATION OF OFFICES

The committee shall have offices and headquarters as needed and as approved by the Board of Directors.

Section 3.09 DISPUTES: EXHAUSTION OF REMEDIES AND ARBITRATION

- (A) All disputes and conflicts between the persons and organizations set forth in this section are subject to this section 3.09:
 - (1) Between the Committee and any delegate or Committee-chartered organization or any component group of any Committee-chartered organization;
 - (2) Between or among any Committee delegates or Committee-chartered organizations or any component group of any Committee-chartered organization.
- (B) All delegates or Committee-chartered organizations with any dispute or conflict subject to this section must first exhaust their administrative remedies pursuant to subsection 3.09(C) and if still unsatisfied, then subject such conflict or disputes to

binding arbitration pursuant to subsection 3.09(D). This section constitutes the sole source of legal or equitable relief for all disputes subject to this section.

- (C) The administrative remedies of the Committee for disputes and conflicts are as follows:
- (1) Delegate Disputes and Conflicts. Delegates with disputes or conflicts subject to this section must first submit such disputes or conflicts to the Committee's Rules Committee for resolution. The Rules Committee must act within 30 days of receipt thereof. Any decision pursuant to this section by the Rules Committee may be appealed by any party to the dispute to the Committee's Board of Directors. The Board of Directors must act within 30 days of receipt thereof. Any decision pursuant to this section by the Board of Directors may be appealed by any party to the dispute to the Executive Committee. The Executive Committee must act within 30 days of receipt thereof. Any decision pursuant to this section by the Executive Committee may be appealed by any party to the dispute to the Committee. The Committee must act at the next meeting of the Committee after receipt thereof.
 - (2) Committee-chartered Organization Disputes and Conflicts. Committee-chartered organizations with disputes or conflicts subject to this section must first submit such disputes or conflicts to the Committee's Volunteer Organizations Committee for resolution. The Volunteer Organizations Committee must act within 30 days of receipt thereof. Any decision pursuant to this section by the Volunteer Organizations Committee may be appealed by any party to the dispute to the Committee's Board of Directors which must act within 30 days of receipt thereof.
- (D) If a delegate or Committee-chartered organization is a party to a dispute or conflict subject to this Article and such delegate or Committee-chartered organization has exhausted all administrative remedies set forth in this section, such delegate or Committee-chartered organization may, by notice as herein provided, require that the dispute be submitted under the Commercial Arbitration Rules of the American Arbitration Association to an arbitrator in good standing with the American Arbitration Association within 15 days after such notice is given. 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 arbitrator. If either party does not appoint an arbitrator within 10 days after the other party has given notice of the name of the 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 arbitrators are appointed, these two arbitrators shall appoint a third arbitrator who shall proceed to resolve the question. The appointment of a third arbitrator shall be made within 10 days following the appointment of the first two arbitrators. If the two 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 Los Angeles, 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 or agreed arbitrator's fees. 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 any court having jurisdiction and the parties consent to the jurisdiction of the Municipal and Superior Court of Los Angeles, California for this purpose. Any arbitration undertaken pursuant to the terms of this section shall occur in Los Angeles, California. All notices given pursuant to this section shall be in writing and shall be sent certified mail, return receipt requested.

Section 3.10 PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the California Republican Party in all cases to which they are applicable and in which they are not inconsistent with these Standing Rules and Bylaws and any special rules of order the California Republican Party may adopt.

Section 3.11 FINANCIAL DEVELOPMENT

- (A) The Committee shall establish and maintain financial development programs aimed at donors of all giving capabilities and utilizing proven techniques for solicitation of donors, maintaining of donor relationships, and informing donors of how their funds are used. Primary responsibility for the establishment and maintenance of these programs shall be with the Chairman, the Finance Committee and Chairman, the Team Cal Committee and Chairman, and members of the staff as designated by the Chief Operating Officer.
- (B) Golden State Leadership Team
 - (1) Establishment. No later than March 31 of each calendar year, the Board of Directors shall establish, or renew, donor programs aimed at donors of various giving abilities, establishing the minimum contribution required for membership in the donor program, and the benefits of membership. The list of donor programs and their benefits shall be maintained on the committee's website and updated as necessary. The Golden State Leadership Team shall consist of those donor programs requiring a minimum contribution of \$1,000 up to but not including the minimum contribution established for membership in Team California.
 - (2) Chairs. The Chairman shall appoint a Golden State Leadership Team Chairman and chairs to lead each donor program within the Golden State Leadership Team. Each chair so appointed shall automatically serve as a member of the Finance Committee.
 - (3) Metrics and reporting. The Finance Chairman or his/her designee shall report at each meeting of the Board of Directors the total number of current and expired members in each Golden State Leadership Team program and related activity.

- (4) Budget. The Committee budget shall account for anticipated income from the Golden State Leadership Team Program.
- (C) Team California. See Section 2.05.04(G).
- (D) Direct Response Fundraising Programs
 - (1) The committee shall conduct ongoing direct response fundraising programs that may utilize direct mail, telephone, online and other forms of communication for the purpose of soliciting contributions to support the committee's programs and operation.
 - (2) disclosure purposes, in addition to telephone number and email address. This information shall be maintained in the committee's permanent donor file.
 - (3) Metrics and reporting. The Finance Chairman or his/her designee shall report at each meeting of the Board of Directors the size and value of the committee's donor file, and additional information related to the operation of the programs as necessary or requested by the Board.

ARTICLE IV Presidential Electors Section

Section 4.01 COMPOSITION AND SELECTION

- (A) In each year of the statewide general election at which electors of the State of California are elected to cast electoral votes for the office of President and Vice-President of the United States, the following persons shall act as electors, pursuant to the California Elections Code:
 - (1) The current Republican nominees for the office of Governor, Lieutenant Governor, Treasurer, Insurance Commissioner, Controller, Attorney General and Secretary of State.
 - (2) The senior Republican member of the California State Board of Equalization.
 - (3) The Republican nominees for United States Senator from California at the last two United States Senatorial elections.
 - (4) The current Republican Leader duly elected by the Republican Caucus of the State Assembly.
 - (5) The current Republican Leader duly elected by the Republican Caucus of the State Senate.
 - (6) The current elected officers of the Committee.

- (7) The current California Republican National Committeeman and National Committeewoman.
 - (8) The current President of the Republican County Central Committee Chairmen's Association.
 - (9) The current Chairman or President as the case may be of each Republican volunteer organization which is both chartered by the Committee and in good standing pursuant to the provisions of section 3.01 of these bylaws.
 - (10) All remaining positions of Presidential electors to which the State of California is entitled, and the positions of alternate electors to fill any vacancies that may exist because of the absence of one of the electors enumerated above, shall be filled by appointment of the Chairman of the Committee.
- (B) The Chairman shall prepare and transmit to the California Secretary of State a list of electors and alternate electors, not later than October 1st of each such presidential election year.
 - (C) If a state law is enacted which provides for the election of Presidential electors from California by Congressional District and apportionment of electors to the Presidential candidate who attained the plurality of votes cast at the Presidential election in each district and for at large electors, who attained the plurality of votes cast statewide at the Presidential election, the Committee, in consultation with the Presidential candidate of the Republican Party through that candidate's designated representative, shall nominate one elector for each Congressional District and two electors at large to serve as electors and to cast their electoral votes as prescribed by law. The provisions of section 4.01, subdivisions (A) and (B), shall be inoperative

Section 4.02 PROHIBITIONS ON APPOINTMENT

Notwithstanding section 4.01, no United States Senator or Representative from California, nor any person holding an office of trust or profit of the United States, may serve as a presidential elector.

ARTICLE V Amendment of Standing Rules and Bylaws

Section 5.01 NOTICES

Proposed amendments to the standing rules and bylaws shall be submitted in writing to the Chairman no fewer than forty days prior to a meeting or convention of the Committee, who shall submit them to the Board of Directors within three business days. The Chairman shall refer proposed amendments to the Rules Committee for consideration. Notice of any proposals submitted shall be given to the delegates no fewer than twenty days prior to a meeting or convention of the Committee.

Section 5.02 PROCEDURES

The Rules Committee shall make a report on such proposed amendments to the next meeting of the Committee. No proposal or amendment to a proposal submitted and noticed in the manner provided herein shall be considered by the Committee unless it is germane to a proposal so submitted and noticed.

Section 5.03 VOTING REQUIREMENTS

Proposed amendments reported favorably by the Rules Committee may, except as provided in this section, be adopted by a majority of the voting delegates present. Proposed amendments not reported favorably by the Rules Committee may only be adopted by a two-thirds (2/3) majority vote of the voting delegates present.

Proposed amendments to Article II, section 2.01, concerning the composition of delegate positions of the Committee, to Article III, section 3.02, concerning endorsements by the Committee and Republican County Central Committees, and to this requirement for a two-thirds (2/3) majority vote, may only be adopted by a two-thirds (2/3) majority vote of the voting delegates present.

ARTICLE VI Selection of Presidential Nominating Convention Delegates to Presidential Nominating Convention

Section 6.01 SELECTION OF PRESIDENTIAL NOMINATING CONVENTION DELEGATES

- (A) The selection of Presidential Nominating Convention Delegates to the Republican National Convention shall be conducted as provided in Chapter 2 of Part 1 of Division 6, commencing with section 6300, of the California Elections Code; provided, however, Presidential Nominating Convention delegates and alternate Presidential Nominating Convention delegates shall be chosen by the Presidential candidate who obtained the plurality of Republican votes within each Congressional district, and, for Presidential Nominating Convention delegates and alternate Presidential Nominating Convention delegates “at large,” by the Presidential candidate who obtained the plurality of Republican votes statewide.
- (B) The Chairman of the Committee shall certify the selections of Presidential Nominating Convention delegates and alternate Presidential Nominating Convention delegates made by the representatives of such Presidential candidate or candidates to the Secretary of State and to the Secretary of the Republican National Committee as required by law and by the Rules of the Republican Party. For purposes of the notification of the Chairman and Secretary, each Presidential candidate whose name appears on the Presidential primary election ballot shall identify the name and address of his or her representative who shall be authorized to identify the Presidential Nominating Convention delegates and alternate Presidential Nominating Convention delegates selected by that Presidential candidate under these Bylaws.

- (1) Each Presidential candidate whose name appears on the Presidential primary election ballot shall identify to the Chairman and the Secretary of the Committee the names and addresses of delegates and alternate delegates at large and by Congressional District selected by the Presidential candidate as his or her delegates and identified to the California Secretary of State in accordance with state law. This identification shall be made within 5 calendar days of the date such names are submitted to the California Secretary of State, or 5 calendar days prior to the June Presidential Primary election, whichever is sooner, and may be amended as necessary prior to the submission of authorized delegates by the Chairman and Secretary of the Committee to the Secretary of the Republican National Committee.
 - (2) The Chairman of the Committee shall certify the selections of delegates and alternate delegates made by the representatives of such Presidential candidate or candidates to the Secretary of State as required by law. For purposes of the notification of the Chairman and Secretary, each Presidential candidate whose name appears on the Presidential primary election ballot shall identify the name and address of his or her representative who shall be authorized to identify the delegates and alternate delegates selected by that Presidential candidate under these Bylaws.
 - (3) Should the last possible date for the completion of the official canvass of the vote as required in the California Elections Code Sections 62 – and 6420 be less than 21 days before the date of the meeting of the National Convention, then Delegates and Alternate Delegates shall be selected in the following manner:
 - (a) The Semifinal Official Canvass of the vote, as defined in California Election Code Sections 15000 – 15290 shall be used in place of the official canvass of the vote.
 - (b) The determination of which presidential nominee obtained the plurality of the vote in any Congressional district, or at large, shall be based on the Semifinal Official Canvass.
 - (c) The names of Delegates and Alternate Delegates as chosen by the presidential nominees shall be forwarded to the Secretary of the Republican National Committee by the Chairman and the Secretary of the California Republican Party, as required by Rule 20(b)(2) of the Republican National Committee.
 - (d) Once the official canvass becomes or updates become available, any changes in the California Delegation will be sent to the Secretary of the Republican National Committee.
- (C) In the event that the Republican National Convention in even-numbered years shall be concluded after the statutory deadline for certifying candidates for President and Vice President for the November election ballot who have received the nomination

as a candidate for public office pursuant to California law, the Chairman of the Committee shall be empowered prior to the statutory filing deadline as set forth in Cal. Elec. Code Sec. 8148 to notify the Secretary of State of the nomination of the Republican candidates for President and Vice President of the United States, upon the Chairman's determination that the Presidential nominating convention is substantially likely to nominate persons as candidates for those offices in the general election, on the basis of the following determinations: (a) that a candidate for President has attained a sufficient number of delegate votes to assure nomination at the Republican National Convention; (b) that the candidate for President has identified a person who will be nominated to run for the office of Vice President; and (c) that the Republican National Convention is likely to nominate the person who is the choice of the candidate for President for the Vice Presidential nomination.

Section 6.02 ORGANIZATION OF CALIFORNIA DELEGATION TO REPUBLICAN NATIONAL CONVENTION

- (A) The Committee may, consistent with federal election and tax laws and the Rules of the Republican Party, organize the Convention Delegation to represent California Republicans at each Republican National Convention that is convened to nominate the Party's Presidential and Vice Presidential candidates.
- (B) The Chairman shall appoint and convene a special committee, consisting of five appointees of the Chairman to organize the Convention Delegation and provide logistical support for the Convention Delegation. The Committee shall make such arrangements as the special committee shall determine to be necessary and proper to support the Convention Delegation.
- (C) Prior to the convening of the Republican National Convention, the Convention Delegation shall meet and elect officers and make such appointments to the committees of the Republican National Convention as it is entitled to make.
- (D) When a vacancy occurs in the California delegation to the Republican National Convention, the Republican presidential candidate who won the plurality of the votes in the district when the vacancy occurs shall appoint a replacement. In the event of a vacancy in a statewide delegate, the Republican presidential candidate who won the plurality of the statewide vote shall appoint a replacement.
- (E) The Committee shall maintain an archive of records of the California Delegation to each Republican National Convention.