

SONOMA COUNTY REPUBLICAN CENTRAL COMMITTEE

BYLAWS

As Adopted on May 18, 2006

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ARTICLE I - NAME

The name of this organization shall be the SONOMA COUNTY REPUBLICAN CENTRAL COMMITTEE, hereinafter referred to as the "SCRCC", with present headquarters located at 532 College Avenue, Suite 3, Santa Rosa, California 95402. The headquarters location may be changed from time to time, but shall remain within Sonoma County.

ARTICLE II - PURPOSE AND AUTHORITY

Section 1. Purpose.

The SCRCC is a private, volunteer association dedicated to the preservation and advancement of the principles of the American Declaration of Independence and the Constitution of the United States through the election of Republican candidates to national, state, and local offices. The SCRCC affirms its belief in the God-given rights of man, in the salutary character of the American economic system of free enterprise and private property, in the American federal system of representative government, and in the protection of liberty and independence through a strong national defense. A further purpose of the SCRCC is to advance the principles, ideals, and policies of the Republican Party and to aid in the election of Republican candidates for public office.

Section 2. Authority.

The SCRCC, as the official governing body of the Republic Party in Sonoma County, under the authority vested in it by the California Republican Party and in accordance with the applicable laws and regulations of the State of California and the United States of America, does ordain and establish these Bylaws as the sole and exclusive governing rules of the SCRCC.

ARTICLE III - RESPONSIBILITIES

Section 1. Represent Republicans.

To develop and maintain an effective, representative, countywide Republican organization that speaks for all registered Republicans in Sonoma County and that insures active representation of all Sonoma County Republicans in the California Republican Party;

Section 2. Organize Precincts.

To develop and maintain an active and efficient district and precinct level Republican organization that can translate county leadership into effective neighborhood political programs and activities;

Section 3. Support Candidates.

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

Section 4. Educate Voters.

To operate an effective educational campaign in support of Republican ideals, policies, and nominees specifically aimed at encouraging voters to register as Republicans and to support and vote for Republican candidates;

Section 5. Consider Initiatives.

To support, endorse, or oppose proposals, initiatives, referenda, and specific actions of federal, state, and local governments, which affect the rights, freedoms, opportunities, and just expectations of the people of Sonoma County;

Section 6. Support Volunteers.

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

Section 7. Provide Resources.

To provide for the necessary financial and physical resources to accomplish all assigned and assumed organizational and operational tasks.

ARTICLE IV - MEMBERSHIP

Section 1. Types of Membership.

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

Section 2. Qualifications.

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

Section 3. Elected Members.

Elected Members are elected by the registered Republican voters of Sonoma County in the appropriate direct primary election. Elected membership positions are allocated by Sonoma County Supervisorial District as prescribed by the California Election Code section 7400 and determined by the Sonoma County Registrar of Voters. Candidates for election to the SCRCC must reside and be registered to vote within the same Supervisorial District as the allocated vacant position for which they are seeking election. Elected Members serve terms of two years, commencing on January 1 of the year following the year of election and ending on December 31 of the year of the next primary election.

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

A. Elected Member vacancies occur when a full complement of members is not elected in the appropriate direct primary election, or when a vacancy in an Elected or previously Appointed Member position occurs in mid-term due to any of the following circumstances:

1. death of the incumbent;
2. voluntary resignation of the incumbent;
3. removal of the incumbent for multiple absences from required (or regular) meetings of the SCRCC as provided for separately in these Bylaws;
4. removal of the incumbent for cause as set forth in the California Election Code, Section 7413;
5. prolonged incapacitation of the incumbent due to injury or health reasons, which materially affect his ability to conduct his office; **or**
6. relocation of the primary residence and/or voter registration of the incumbent outside of the Sonoma County Supervisorial District on which his election was based, or outside of Sonoma County.

B. When an Elected or Appointed Member vacancy is created under this Section, the remaining Elected and previously Appointed Members of the Supervisorial District in which the vacancy occurs are constituted as a Nominating Committee to identify and nominate a qualified person to fill the vacancy by appointment of the SCRCC. This District Nominating Committee shall, under normal circumstances, make its nomination to the SCRCC within ninety (90) days of the occurrence of the vacancy. In the absence of a timely nomination the SCRCC may choose to assist the District

Nominating Committee in identifying a qualified candidate, or, if necessary, to constitute itself, by approved resolution, as a Nominating Committee to identify a nominee. Appointed Members filling Elected Member positions serve from the date of appointment to December 31 of the year in which the next primary election occurs.

Section 5. Ex-Officio Members.

A. Ex-Officio Members attain membership in the SCRCC in consequence of their status as Republican nominees for partisan office in any state or national electoral district, which includes at least a portion of Sonoma County. Nominee status is obtained by the Ex-Officio Member either by winning a contested race in the appropriate primary election, or, if by the close of filing for candidacy in a primary election, the member stands unopposed as the Republican candidate. Ex-officio Members serve at large and are not appointed to fill individual Supervisorial District allocations. While electoral district boundaries are subject to alteration as provided by law in consequence of new census information, the present electoral districts subject to this provision are the:

1. First District, United States House of Representatives;
2. Sixth District, United States House of Representatives;
3. Second District, California State Senate;
4. Third District, California State Senate;
5. First District, California State Assembly;
6. Sixth District, California State Assembly; and
7. Seventh District, California State Assembly.

B. Ex-Officio Members serve for a period of two or four years, depending on the length of term of office for the offices for which they were candidates, commencing on the day after the primary election in which they became the Republican nominee and running until the next appropriate primary election and the designation of a new nominee.

Section 6. Alternate Members.

A. Each Elected, Appointed, or Ex-officio Member of the SCRCC shall, within sixty (60) days after taking office or achieving Nominee status, appoint at least one (1), but not more than two (2) Alternate Members. Alternate Members must be registered as Republicans in Sonoma County throughout the period of their appointment and, in the case of Elected or Appointed Members, must reside within the same Supervisorial District as the member appointing them. Alternate Members who are appointed by Ex-Officio Members may reside anywhere in Sonoma County as Ex-Officio Members serve at large. Elected and Appointed Members appoint Alternate Members by submission of a letter of appointment to be filed with the Secretary of the SCRCC which identifies the appointee as either First or Second Alternate Member, which assigns a permanent proxy to that Alternate Member, and which specifies the period during which the

appointment is to be effective. Elected, Appointed, and Ex-Officio Members are responsible to keep Alternate Members fully informed of the proceedings of the SCRCC and to insure their effective participation and attendance when called upon to serve.

B. Appointment to Alternate status is effected by a presentation of a letter of appointment duly signed by the appointing member to the Sonoma County Registrar of Voters and the taking of an oath of office to be administered by an officer of the Registrar authorized to administer oaths. A sample Alternate Member appointment letter is attached hereto in the Appendices.

C. Each Elected, Appointed, or Ex-Officio Member who must be absent from a regularly scheduled or special meeting of the SCRCC is entitled to be represented at such a meeting by one (1) duly appointed Alternate Member. It is expected that Elected and Appointed Members will attend regularly scheduled meetings, announced special meetings, and appropriate standing, special, or ad hoc committee meetings as provided for herein and that Alternate Members are encouraged to attend all meetings of the SCRCC and to stay abreast of SCRCC proceedings and business. Alternate Members serve from the date of their appointment to the end of the term of office of the Elected, Appointed, or Ex-Officio Member whose standing proxy they carry by virtue of their appointment.

Section 7. Associate Members.

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

Section 8. Youth Associate Members.

Youth Associate Members are persons who have not yet attained eighteen (18) years of age, who may be nominated by any Elected, Appointed, or Ex-Officio Member of the SCRCC. Nominees for Youth Associate Membership must declare their intention in writing to register as Republicans in Sonoma County within sixty (60) days of attaining eighteen (18) years of age by filing a written statement of same with the Recording Secretary of SCRCC. Appointment of Youth Associate Members shall be approved by majority vote of a quorum at any regularly scheduled meeting of the SCRCC. Youth Associate Members shall enjoy all of the rights and privileges of Elected, Appointed, Ex-Officio and Alternate Members, with the sole exception that

they may not vote on any matters brought before the SCRCC for decision. Youth Associate Members serve from the date of their appointment for an indefinite period until they attain majority, until they resign or are removed, or until they move their principal residence to a location outside of Sonoma County. A sample Declaration of Intent to Register is provided in the Appendices.

Section 9. Honorary Members.

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

ARTICLE V - SCRCC MEETINGS

Section 1. Regular Meetings.

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

Section 2. Special Meetings.

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

B. A special meeting may be called by written petition of fifteen Elected, Appointed, or Ex-Officio Members. Upon receipt of such a petition, the Chair must set a time and location for a special meeting to take place within ten (10) days. The Chair must notify the Recording Secretary of the special meeting and the Recording Secretary shall transmit written notice of all meetings to all Members.

ARTICLE VI - VOTING, PROXIES, AND QUORUMS

Section 1. Voting Members.

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

Section 2. Executive Committee Voting.

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

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

Only Elected, Appointed, Alternate, Associate, or Ex-Officio Members, who have been duly appointed to serve on Standing, Special Purpose, or Ad Hoc Committees of the SCRCC may vote on matters properly brought before such committees for decision.

Section 4. Non-Voting Members.

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

Section 5. Proxies.

An individual holding a proxy may vote upon any matter that may properly come before the SCRCC or a committee or subcommittee. A proxy grants to the designee full power to act in every respect for the grantor. Proxies shall be in the form as attached hereto in the Appendix. All proxy holders shall be members of the SCRCC. Any revocation or change of proxy shall only be permitted if in writing and signed under penalty of perjury by the Member who granted the proxy. An individual Member may only be a designee of up to two (2) proxies to vote. Proxy designees shall be considered in establishing quorums.

Section 6. Quorum.

A quorum is a simple majority of the voting members of the SCRCC or any Standing, Special Purpose, or Ad Hoc Committee, except as may be provided for elsewhere in these Bylaws. Neither the SCRCC nor any Standing, Special Purpose, or Ad Hoc Committee thereof can conduct business, nor record a vote on any matter properly brought before it under these Bylaws, without achieving and maintaining a quorum.

ARTICLE VII - NOMINATION, ELECTION, AND APPOINTMENT OF OFFICERS

Section 1. General.

The SCRCC has two categories of officers to carry out its various functions and responsibilities: constitutional officers are elected by the membership as provided for in these Bylaws and appointed officers serve in non-constitutional appointed positions at the pleasure of the SCRCC.

Section 2. Term of Office.

Elected officers of the SCRCC serve two-year terms. Officers are elected in the year of the regular primary election according to the provisions of these Bylaws and take office on January 1 of the next calendar year. Tenure in office of elected SCRCC officers ends on December 31 of the second year. Officers elected to fill mid-term vacancies serve for the remainder of the regular term. Appointed officers serve terms as specified in their respective appointing resolutions. Normally, these appointments will not exceed two years to coincide with the regular election cycle. There is no limit in the number of terms, which an individual may serve in either an elected or appointed officer position in the SCRCC.

Section 3. Eligibility to Serve.

Elected officers of the SCRCC must be registered with the Sonoma County Registrar of Voters as members of the Republican Party at the time of their nomination and election, and must remain so registered throughout their tenure in office.

Section 4. Announcement of Election.

Not later than September 15 of the regular primary election year, the Chair of the SCRCC will issue and cause to be widely disseminated to all Members by United States Mail, First Class, a *Call for Nominations* for the election of officers for the SCRCC, excepting District Chairs. Concurrently, the Chair shall publish a *Call for Nominations* to as many registered Republican voters as practicable in Sonoma County and members of Republican volunteer organizations by electronic means. The *Call for Nominations* will

describe the officer positions to be filled and provide specific information on bringing a nomination before the SCRCC.

Section 5. Bringing Nominations Before the SCRCC.

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

Section 6. Campaigning.

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

Section 7. Election Procedure.

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

candidate. Ballots will then be sealed in an envelope with the initials of the members of the Ballot Tally Committee and retained on file in accordance with the provisions of law. The Secretary will duly report the outcome of the election in the minutes. When all elections have been decided, the meeting will be adjourned.

Section 8. Unopposed Candidacies.

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

Section 9. Designation of Officers-Elect.

As soon as practicable following the election meeting, the current Chair will cause to be published and widely disseminated the names and positions of the officers-elect of the SCRCC to interested Republicans by way of an official news release submitted to the appropriate media outlets.

Section 10. Nomination and Confirmation of Supervisorial District Chairs.

A. The five districts of the Sonoma County Board of Supervisors are each assigned a number of SCRCC member positions based on Republican voter turnout in accordance with state law. These positions are filled through public election either by petition or, if the number of petitioners exceeds the number of allocated positions, by the Republican voters at the polls.

B. With the installation of the new district members on January 1 of the year immediately following the year of a regular primary election, these district members are installed as voting members of the SCRCC; however, to fulfill the requirement of designating a presiding officer, or District Chair for each district and to serve on the Executive Committee of the SCRCC, they must take the following steps:

1. prior to the regularly scheduled meeting of the SCRCC in January which will follow their installation on January 1, elected members must caucus as a Nominating Committee among themselves and select a District Chair nominee from their number;
2. at the regularly scheduled meeting of the SCRCC in January, at the time appointed on the meeting agenda, each district member group will be invited to introduce and second a motion to appoint their selected nominee as District Chair. The Chair of the SCRCC will then call for a vote of the membership of the SCRCC to install the nominee by supporting the resolution;

3. the Secretary of the SCRCC shall duly record the election and designation of the District Chair for each of the five Supervisorial Districts; and
4. if, for any reason, the district members cannot present a nominee in accordance with the above, the authority to present a nominee may be assumed, as it shall deem appropriate, by the Executive Committee of the SCRCC as a substitute Nominating Committee which will then proceed to make a nomination and secure a confirmation vote at the next regularly scheduled meeting of the SCRCC.

Section 11. Establishment of Non-Constitutional Offices.

The SCRCC may establish additional offices not designated in these Bylaws to expedite programs and enhance administrative efficiency in carrying out the responsibilities and achieving the purposes of the SCRCC. Such offices are created by submission of proposals to include proposed job descriptions and titles to the Executive Committee of the SCRCC, which will support favorably considered proposals by submission of a recommending resolution to the membership of the SCRCC for consideration at a regularly scheduled meeting of the SCRCC. Approved non-constitutional offices will persist indefinitely until vacated and rescinded by an appropriate resolution of the SCRCC. Such offices will be recorded and periodically updated by the Secretary of the SCRCC and posted as an appendix to these Bylaws. Examples of non-constitutional offices are, but are not limited to: General Counsel, Public Affairs Officer, Assistant Treasurer, Assistant Secretary, Sergeant-at-Arms, Parliamentarian, Volunteer Organization Liaison Officer, and project officers for major events.

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

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

ARTICLE VIII - POWERS AND DUTIES OF OFFICERS

Section 1. Chair.

The Chair shall call and preside at all meetings of the SCRCC, shall chair the Executive Committee, and shall generally perform all the duties usual and customary for the executive head of an elected organization. The Chair shall appoint the chair and each member of each Standing Committee as enumerated in Article X. The Chair shall call meetings in accordance with the requirements of Article V, Section 1.

Section 2. First Vice Chair.

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

Section 3. Second Vice Chair.

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

Section 4. Recording Secretary.

The Recording Secretary shall keep an accurate account of all meetings and be prepared at all times to read, on call, records and minutes of such meetings and keep them on file at the headquarters in permanent form and shall perform any other duties assigned by the Chair or the Executive Committee, or the SCRCC. The Recording Secretary shall maintain all minutes and Bylaws in an orderly and accurate fashion.

Section 5. Corresponding Secretary.

The Corresponding Secretary shall create and/or respond to all correspondence for the SCRCC, shall send out notices of meetings on a timely basis and shall perform any other duties assigned by the Chair, the Executive Committee, or the SCRCC. The Corresponding Secretary shall also be responsible for sending out such correspondence as thank-you notes and get-well cards.

Section 6. Treasurer.

A. The Treasurer shall receive all funds and monies of the SCRCC, shall keep such funds and monies in a bank or other such depository, and shall keep complete and accurate records and accounts thereof. All accounts shall be reviewed annually as soon as possible after the close of the calendar year by an independent accountant selected by the SCRCC or by a committee appointed by the Chair, at the discretion of the SCRCC. All monies collected by any member or representative shall immediately be deposited within five (5) days of receipt with the Treasurer in accordance with all applicable rules and laws.

B. The Treasurer may disburse funds in payment of the following, without reference to the SCRCC or the Budget Committee:

1. rent;
2. salaries of permanent employees;
3. telephone charges, including telephone answering service when utilized;
4. postage, including postage meter rental;
5. expenses authorized in advance by the SCRCC or the Budget Committee, not to exceed any limitation as to the amount so authorized; and
6. routine headquarters office expenses.

C. No disbursement other than the foregoing shall be made by the Treasurer until such disbursements are duly authorized by the SCRCC or, in case of emergency, by the Budget Committee. All disbursements shall be made by check signed by any two (2) Elected Officers, one of which must be the Treasurer.

Section 7. District Chairs.

The District Chair is the chosen leader of the Members in the Supervisorial District and, in this capacity, provides organizational direction and coordination for all activities and operations conducted in the name of the Republican Party within the District. The principal duty of the District Chair is to see to the delivery of political information and electoral services to the registered Republican voters in the District as well as to represent the Republican Party in District events and forums. Key tasks in support of the SCRCC are precinct organization and operation, registration of voters, and voter turnout activities. The District Chair encourages participation in District Organization and encourages qualified Republicans to run for public office. While these tasks are generally coordinated at the county level, the primary responsibility for carrying them out remains with the Supervisorial District Chair and Members.

ARTICLE IX - EXECUTIVE COMMITTEE

Section 1. Composition.

The Executive Committee shall consist of all elected officers of the SCRCC as defined in Article VII, above, and the immediate past Chair of the SCRCC.

Section 2. Meetings.

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

Section 3. Duties and Responsibilities.

The Executive Committee shall:

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

7. call for legal advice from the General Counsel, when appropriate.

Section 4. Minutes.

Minutes of all Executive Committee meetings shall be kept at the headquarters, and made a matter of record and duly and promptly reported to the members of the SCRCC.

ARTICLE X - STANDING COMMITTEES

Section 1. Standing Committees.

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

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

Section 2. Chair Appointments.

The Chair shall appoint a chair, and in consultation with that chair, members for each of the following Standing Committees from the membership of the SCRCC and/or from the rolls of registered Republicans residing in Sonoma County:

1. Fundraising;
2. Budget;
3. Communications and Publicity; and
4. Bylaws.

Section 3. Special Committees.

The Chair shall appoint a chair, and in consultation with that chair, members for Special Committees. Membership of Special Committees shall be selected from the membership of the SCRCC and/or the rolls of registered Republicans, subject to the concurrence of the Chair of the SCRCC. Special Committees shall carry out such functions as the Chair or the SCRCC may direct.

ARTICLE XI - SCRCC VACANCIES

An SCRCC vacancy shall be created by the death or resignation of a Member, by a Member moving from the Supervisorial District from which elected or appointed; or by unexcused absences; or by removal for cause as provided for in Article XII. When such a vacancy occurs, the remaining members from the affected Supervisorial District shall, within ninety (90) days, nominate a qualified individual to fill such vacancy. Appointment of the individual so nominated shall be by a simple majority vote of a quorum of SCRCC Members at a regularly scheduled meeting. If a nomination is not made by the second regular SCRCC meeting following the creation of a vacancy, the SCRCC shall fill such vacancy with an individual of its collective choosing.

ARTICLE XII - REMOVAL OF MEMBERS OR OFFICERS

Section 1. Causes for Removal.

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

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

Section 2. Nonfeasance of Elected or Appointed Members.

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

1. Attendance Requirements. The SCRCC will call a minimum of ten monthly meetings in any twelve month period according to a predictable schedule, published in advance for a period of not less than six months. Members are expected to attend these scheduled meetings.
2. Approved Absences.
 - a. Emergencies and Illness. All absences associated with medical or family emergencies or illness will be excused on subsequent written request to the Recording Secretary of the SCRCC;
 - b. Predicted Absences. In addition to any absences for reasons of emergencies and illness, Elected and Appointed Members may submit a written request for approved absence under the following conditions:
 - (1) The Member reports the Member's absence in advance of the scheduled meeting from which that Member will be absent to the Recording Secretary of the SCRCC;
 - (2) The absent Member ensures that the Member will be represented at the meeting from which he will be predictably absent by the Member's appointed Alternate Member, or by another Member, holding the Member's written proxy; and
 - (3) No Member may exceed three approved absences in any twelve month period, except by approved petition to the SCRCC that outlines the reasons for the exception.
 - c. Constructive Attendance. Those Elected and Appointed Members who are unable to attend a regularly scheduled meeting of the SCRCC due to alternative service to the SCRCC, the California Republican Party, to Republican campaigns for elective office, or to the duties of an elective or appointed public office may on written request to the Recording Secretary of the SCRCC be credited for attendance on condition that the absent member is represented by that Member's appointed Alternate Member or by another Member holding that Member's written proxy.
 - d. Unapproved Absences. Under the provisions of California Election Code section 7411, an Elected or Appointed Member of the SCRCC who is absent from four regularly scheduled meetings without approval as provided for above shall be removed as a member of

the SCRCC. The Executive Committee of the SCRCC shall review attendance records and, when practicable, consult with the Member subject to the Section 7411 provisions prior to announcing removal of the Member at the next regularly scheduled meeting, or when unusual circumstances make it appropriate, to consider a resolution in extenuation for SCRCC deliberation and decision.

Section 3. Nonfeasance of Officers.

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

- a. Attendance. Elected Officers of the SCRCC are expected to attend all regularly scheduled meetings of the SCRCC. The SCRCC applies the principle of the California Election Code section 7411 to its Elected Officers. Should an SCRCC officer be absent from four regularly scheduled meetings of the SCRCC within a twelve month period, that officer shall be removed from office, but not from Membership. Absences may be approved if they arise from emergencies or illness, as provided above, or when Constructive Attendance provisions in Section 2.b.(3) above apply. The Executive Committee of the SCRCC shall review attendance records and, when practicable, consult with the Officer subject to removal prior to announcing removal at the next regularly scheduled meeting, or when unusual circumstances make it appropriate, to consider a resolution in extenuation for SCRCC deliberation and decision.
- b. Elected Officers of the SCRCC are expected to perform their assigned duties. A pattern of failure to perform these duties, over a protracted period of time, which can be documented and factually demonstrated, constitutes nonperformance of assigned duties.

Section 4. Removal Procedures.

- a. Charges under the provisions of this Article and/or under the provisions of applicable law may be brought against any member or Officer by any Elected, Appointed, Ex-Officio Member or by any Officer.
- b. Charges will be submitted in writing to the Executive Committee of the SCRCC which will on receipt of such charges inform all Members of the SCRCC of the Charges, and will immediately organize and appoint an ad hoc committee to investigate the charges. The Ad Hoc Investigatory Committee thus appointed will be given a specific time frame in which to establish appropriate procedures to ensure that the rights and duties of all involved are given full consideration, that its proceedings will be kept confidential, and that it will complete its work and to report its findings and recommendations back to the SCRCC at the earliest possible regularly scheduled meeting of the SCRCC.
- c. On receipt of the report of the Ad Hoc Investigatory Committee, the Executive Committee will establish an agenda item for the SCRCC allowing the report to be considered, debated, and voted on at the selected regularly scheduled meeting of the SCRCC. The SCRCC may hear additional information and testimony, including testimony of the Member charged under this Article, to advance its deliberations.
- d. The SCRCC may choose to remove the Member or Officer or dismiss the charges brought. In either case, the final action shall be by formal resolution. In the case of removal the resolution shall specify whether the action shall remove the individual charged as an Officer, retaining Membership, removing the charged individual's Membership status, or, when appropriate, removing both Officer status and Membership. A decision to remove in either case shall require a two-thirds majority of all voting members of the SCRCC.
- e. This procedure may be abandoned at any point upon receipt of the Chair of a letter of resignation from the Member or Officer brought under charges.

ARTICLE XIII - RULES OF ORDER

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

ARTICLE XIV - ADOPTION AND AMENDMENTS

Section 1. Amendments.

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

ARTICLE XV - AUTOMATIC REMOVAL AND AUTOMATIC REVOCATION OF CHARTER

Section 1. Automatic Revocation of Charter.

Any organization that brings or assists in bringing a legal action against the California Republican Party, the SCRCC, or its officers instead of exhausting all of the remedies provided for in Article XII, is automatically and permanently de-chartered and ineligible to receive a charter at any time in the future.

ARTICLE XVI - ADMINISTRATIVE REMEDIES

Section 1. Exhaustion of Administrative Remedies.

- a. The following disputes and conflicts are subject to this Article:
 - (1) Regarding these Bylaws;
 - (2) Between the SCRCC and any member and/or SCRCC chartered organization; and
 - (3) Between or among any member or Sonoma County Republican Central Committee chartered organizations with respect to these Bylaws.

- b. All members or SCRCC chartered organizations with any dispute or conflict subject to this Article must first exhaust their administrative remedies pursuant to Section 1.A(3) and if still unsatisfied then subject conflict or dispute to binding arbitration pursuant to Section 2. This Article constitutes the sole source of legal relief for all disputes subject to this Article.

- c. The administrative remedies of the Sonoma County Republican Central Committee for disputes and conflicts are as follows:
- (1) Member Disputes and Conflicts: Members with disputes and/or conflicts subject to this Article must first submit such disputes and/or conflicts to the SCRCC Bylaws Committee for resolution. A decision pursuant to this Article by the SCRCC Bylaws Committee may be appealed by any party to the dispute to the SCRCC Executive Committee. Any decision pursuant to this Article by the SCRCC Executive Committee may be appealed by any party to the dispute to the full Committee.
 - (2) Chartered CRP Organization Disputes and Conflicts: Chartered CRP Organizations with disputes and/or conflicts subject to this Article must first submit such disputes and/or conflicts to the SCRCC Volunteer Organization Committee for resolution. Any decision pursuant to this Article by the SCRCC Volunteer Organization Committee may be appealed by any party to the dispute to the SCRCC Executive Committee. Any decision pursuant to this Article by the SCRCC Executive Committee may be appealed to the full Committee.

Section 2. Mandatory Binding Arbitration Of All Decisions.

If a member or SCRCC Chartered Organization is a party to a dispute or conflict subject to this Article and such member or SCRCC Chartered Organization has exhausted all administrative remedies set forth in the Article, such member or SCRCC Chartered Organization may, by notice as herein provided, require that the dispute be submitted under Commercial Arbitration Rules of the American Arbitration Association to an arbitrator in good standing with the American Arbitration Association within fifteen (15) days after such notice is given.

Any such arbitrator so selected is to be mutually acceptable to both parties. If both parties are unable to agree upon a single arbitrator, each party, at its respective cost and by giving written notice to the other party, shall appoint one (1) arbitrator. If either party does not appoint an arbitrator within ten (10) days after the other party has given notice of the name of its arbitrator, the single arbitrator appointed by the party giving notice shall be the sole arbitrator and such arbitrator's decision shall be binding upon both parties. If two (2) arbitrators are appointed, these two (2) arbitrators shall appoint a third arbitrator who shall proceed to resolve the question. the appointment of a third arbitrator shall be made within ten (10) days following the appointment of the first (2) arbitrators. If the two (2) arbitrators first appointed cannot agree upon a third arbitrator, the third arbitrator shall be chosen by the Presiding Judge of the Superior Court of the County of Sonoma, State of California. Each party shall bear one-half (1/2) of the cost of appointing the third arbitrator and of paying the third arbitrator's fees.

The written decision of the single arbitrator ultimately appointed by or for both parties shall be binding and conclusive on the parties. Judgment may be entered on such written decision by the single arbitrator in the Superior Court of the County of Sonoma.

Any arbitration undertaken pursuant to the terms of this section shall occur in Sonoma County, California. All notices given pursuant to this Article shall be in writing and shall be sent certified mail, return receipt requested.

ARTICLE XVII - APPENDICES

For simplicity of reference, the following types of information appendices may subsequently be made a part of these Bylaws without formal amendment proceedings:

- a. Committee Membership Directory;
- b. Directory of Recognized Volunteer Organizations;
- c. Directory of Standing Committee Memberships;
- d. Directory of Special Committee Memberships; and
- e. Such other information as may be approved by the Chair and/or the full Committee.

Adopted by Resolution of the SCRCC: May 18, 2006

Attested:

Chair: /s/ Paul L. Erickson

Recording Secretary: /s/ Louis Jenkins