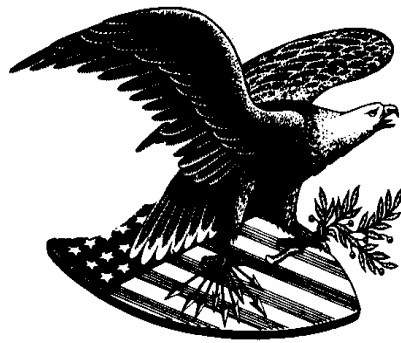


California Congress of Republicans



Bylaws

(Amended January 11, 2009)

(Edited February 2010)

CALIFORNIA CONGRESS OF REPUBLICANS

BYLAWS TABLE OF CONTENTS

ARTICLE I – NAME AND JURISDICTION

- Section 1.1 Name
- Section 1.2 Jurisdiction

ARTICLE II – POWERS

- Section 2.1 The Power of the CCR shall be:

ARTICLE III – OBJECTIVES

- Section 3.1 The Objectives of the CCR are:

ARTICLE IV – COMPOSITION

- Section 4.1 The CCR shall consist of
- Section 4.2 Century Club
- Section 4.3 Honorary Membership

ARTICLE V – CHARTERS

- Section 5.1 Location
- Section 5.2 Ratification of Bylaws

ARTICLE VI – TERMINATION OF CHARTER AND MEMBERSHIP

- Section 6.1 Non-Payment
- Section 6.2 Discipline
- Section 6.3 Appeal
- Section 6.4 Resignation
- Section 6.5 Surrender

ARTICLE VII – OFFICERS AND DIRECTORS

- Section 7.1 Title
- Section 7.2 Qualifications
- Section 7.3 Compensation
- Section 7.4 Employees
- Section 7.5 Election of Officers
- Section 7.6 Directors
- Section 7.7 Vacancies
- Section 7.8 Outgoing Officers

ARTICLE VIII – DUTIES OF OFFICERS AND DIRECTORS

- Section 8.1 President
- Section 8.2 First Vice President
- Section 8.3 Vice President
- Section 8.4 Directors
- Section 8.5 Recording and Corresponding Secretary
- Section 8.6 Membership Secretary
- Section 8.7 Treasurer

- Section 8.8 Past Presidents
- Section 8.9 Attendance at Meetings
- Section 8.10 Transfer of Records

ARTICLE IX – BOARD OF DIRECTORS AND EXECUTIVE BOARD

Board of Directors

- Section 9.1 How Constituted
- Section 9.2 Powers and Limitations of Power
- Section 9.3 Meetings
- Section 9.4 Appeal
- Section 9.5 Quorum

Executive Board

- Section 9.10 How Constituted
- Section 9.11 Powers and Limitations
- Section 9.12 Executive Board Meetings
- Section 9.13 Executive Board Quorum

ARTICLE X – BOUNDARIES AND IDENTIFICATION

- Section 10.1 Chartered Chapters
- Section 10.2 Boundaries and Identification
- Section 10.3 Purposes of Boundaries

ARTICLE XI – CHARTERED CHAPTERS

- Section 11.1 Structure
- Section 11.2 Bylaws
- Section 11.3 Membership
- Section 11.4 Membership Requirements
- Section 11.5 Reports
- Section 11.6 Records
- Section 11.7 Application for Charter
- Section 11.8 Initial Organization
- Section 11.9 Conditions of Organization
- Section 11.10 Completion of Organization

ARTICLE XII – CONVENTIONS

- Section 12.1 Time and Place
- Section 12.2 Special Conventions
- Section 12.3 Call
- Section 12.4 Supervision
- Section 12.5 Officers
- Section 12.6 Sergeant-at-Arms
- Section 12.7 Special Committees
- Section 12.8 Representation
- Section 12.9 Delegates-At-Large
- Section 12.10 Delegates and Alternates
- Section 12.11 Registration Fee
- Section 12.12 Voting

ARTICLE XIII – CONVENTION PROCEDURE

- Section 13.1 Program
- Section 13.2 Resolutions
- Section 13.3 Debate
- Section 13.4 Endorsement of Candidates
- Section 13.5 Local Chapter Action on Statewide Ballot Propositions

ARTICLE XIV – NOMINATION AND ELECTION OF OFFICERS

- Section 14.1 Time
- Section 14.2 Committee on Elections
- Section 14.3 Eligibility
- Section 14.4 Election of Vice Presidents
- Section 14.5 Nominations
- Section 14.6 Accredited Voters
- Section 14.7 Ballots
- Section 14.8 Officers
- Section 14.9 Cumulative Voting

ARTICLE XV – VACANCIES IN OFFICE BETWEEN CONVENTIONS

- Section 15.1 President
- Section 15.2 Vice President
- Section 15.3 Secretary and Treasurer

ARTICLE XVI – REVENUES

- Section 16.1 Fees and Dues
- Section 16.2 Charter Fees
- Section 16.3 Dues

ARTICLE XVII – FINANCE AND ACCOUNTING

- Section 17.1 Fiscal Year
- Section 17.2 System of Accounting
- Section 17.3 Budget
- Section 17.4 Disbursements
- Section 17.5 Depositories
- Section 17.6 Signers of Check
- Section 17.7 Audit of Accounts

**ARTICLE XVIII – ENDORSEMENT OF LOCAL CANDIDATES AND
RECALL OF LOCAL ELECTED OFFICIALS**

- Section 18.1 Two-Thirds Vote of a Committee
- Section 18.2 Notice of Committee Meeting
- Section 18.3 Limitations on Endorsing and Recalling

ARTICLE XIX – REGIONAL COORDINATING COUNCIL

- Section 19.1 Structure
- Section 19.2 Territory
- Section 19.3 Bylaws

Section 19.4 Officers and Directors

ARTICLE XX – BRANCHES

Executive Branch

Section 20.1 Executive Branch Structure

Section 20.2 Executive Branch Relationship to other Branches

Legislative Branch

Section 20.20 Legislative Branch Structure

Section 20.21 Legislative Branch Committee Responsibilities

Organizational Branch

Section 20.30 Organizational Branch Structure

Section 20.31 Organizational Branch Committee Responsibilities

Public Relations Branch

Section 20.40 Public Relations Branch Structure

Section 20.41 Public Relations Branch Committee Responsibilities

Membership Branch

Section 20.50 Membership Branch Structure

Section 20.51 Membership Divisions Supervision

Section 20.52 Membership Regions

Section 20.53 Deleted

Section 20.54 Standing Membership Committee

Section 20.55 Standing Membership Committee Duties and Responsibilities

Section 20.56 Committees under this Article

ARTICLE XXI – PARLIAMENTARY AUTHORITY

Section 21.1 Robert's Rules of Order, Newly Revised

ARTICLE XXII – AMENDMENTS TO BYLAWS

Section 22.1 Place and Vote needed

Section 22.2 Notice Required and Limitations

Section 22.3 Policies and Procedures

CALIFORNIA

CONGRESS OF REPUBLICANS

BYLAWS

(Amended and Approved by Delegates in Convention January 11, 2009)

ARTICLE I

NAME AND JURISDICTION

Section 1.1 Name: The name of the organization shall be THE CALIFORNIA CONGRESS OF REPUBLICANS, hereinafter referred to as "CCR".

Section 1.2 Jurisdiction: The jurisdiction of the CCR shall be within the State of California. CCR political action shall concern only matters relating to geographical or political units larger than the jurisdiction of any Chartered Chapter.

ARTICLE II

POWERS

Section 2.1 The Power of the CCR shall be:

- (a) To direct, manage, supervise and control its business, property and funds and to carry out its objectives.
- (b) To create, charter and coordinate local chapters.

ARTICLE III

OBJECTIVES

Section 3.1 The Objectives of the CCR are:

- (a) To be an effective Republican grassroots volunteer political organization.
- (b) To be the coordinator for the CCR chartered Republican grassroots volunteer political organizations.
- (c) To become an influential political force for constructive action to preserve and protect responsible constitutional government, and to preserve honesty and integrity in California Republicanism.
- (d) To educate members and the public at large through workshops, speakers, and study groups regarding pending legislation; regarding candidates for public office; and regarding important issues of the day.
- (e) To help Republican candidates by pre-primary endorsement; by fund raising and selective support; and by serving as officers, members and leaders in other organizations.

- (f) To increase Republican registration and voter turnout of all registered Republicans.
- (g) To encourage qualified Republicans to seek public office by assisting them to appear before groups to become well known and to become elected.
- (h) To take part in local government and in precinct organization.
- (i) To promote unity, effectiveness and loyalty among all Republican groups.

ARTICLE IV **COMPOSITION**

Section 4.1: The CCR shall consist of: Chartered Republican Chapters which have been accepted and chartered by the Board of Directors of the CCR in the manner provided in the Bylaws, and which continue to comply with the Bylaws of the CCR as adopted and amended.

Section 4.2: Within the CCR there shall be created a Century Club. Membership in the Century Club shall be conferred for one year, upon the acceptance of a donation to the statewide body of the CCR, the amount of which shall be established/changed by the Executive Board. Membership in the Century Club is not a membership in the CCR and confers no rights to the members. The Board of Directors of the CCR shall prescribe any benefits of membership. (amended 4/10/05) (amended 1/11/09)

Section 4.3: The classifications of membership in the CCR shall be as follows: Regular and Associate. Regular members must be a registered Republican. The CCR Board of Directors may bestow upon an individual or business, an Honorary membership. Honorary membership confers no rights and any benefits shall be determined by the Board of Directors. (amended 1/11/09)

ARTICLE V **CHARTERS**

Section 5.1 Location: Republican Chapters may be formed and chartered as the Bylaws hereinafter provided, in each city, community or other geographical area in the State of California.

Section 5.2 Ratification of Bylaws: Every Republican Chapter, by accepting a charter from the CCR, ratifies and agrees to be bound in all things by the Bylaws of the CCR and amendments hereto.

ARTICLE VI **TERMINATION OF CHARTER AND MEMBERSHIP**

Section 6.1 Non-Payment: Any member Republican Chapter more than sixty (60) days in arrears for any indebtedness to the CCR shall be considered not-in-good-standing and may have its Charter and membership herein suspended or revoked by action of the Board of Directors. The Board of Directors may restore such Republican Chapter to membership in the CCR upon the payment of its indebtedness.

Section 6.2 Discipline: Any member Republican Chapter that fails to conform to the Bylaws of the CCR may have its Charter and membership herein suspended or revoked or may otherwise be disciplined by a two-thirds vote of the Board of Directors.

If a Chartered Chapter continually refuses membership to prospective members, under the terms of Section 11.3(b) of Article XI, or if it can be shown that a Chartered Chapter is not holding regular membership meetings, is not recruiting new members, nor indicating other signs of normal activity, the Board of Directors, 30 days after notifying the Chapter in writing, shall have the authority, by a two-thirds vote of the Board members present, to de-charter the Chapter.

Section 6.3 Appeal: If the Board of Directors suspends or revokes the Charter of any member Republican Chapter or otherwise disciplines any member Republican Chapter, the appeal shall be considered at the next Convention of the CCR. Said appeal shall be presented to the Board of Directors, who shall provide a recommended course of action to the next Convention. The Convention shall hear the appeal and the recommendation of the Board before taking action.

Section 6.4 Resignation: Any member Republican Chapter may resign from the CCR by submitting a resignation in writing to the Membership Secretary of the CCR, if its duties and obligations shall have been fulfilled and if resolution of resignation shall have been adopted and approved by three-fourths of the active membership of such Republican Chapter, which resolution shall be certified by the President and Secretary of such Republican Chapter. Such resignation shall become effective when accepted by the Board of Directors at the next meeting of the Board of Directors. (amended 4/10/05)

Section 6.5 Surrender: Any member Republican Chapter which shall for any cause cease to be a member of the CCR shall relinquish the name of the Republican Chapter, shall surrender its membership certificate to the Membership Secretary of the CCR and shall not thereafter use the name, emblem or insignia of the Republican Chapter or CCR in any manner whatsoever.

ARTICLE VII **OFFICERS AND DIRECTORS**

Section 7.1 Title: The officers and directors of the CCR shall be a President, a First Vice President, ten (12)* Vice Presidents (or their Alternate), a Recording and Corresponding Secretary, a Membership Secretary, a Treasurer, two (2) Directors (President and Vice President or their designated alternates) from each Chartered Chapter. The State Past Presidents shall be ex officio members of the Board of Directors with the power to vote. (amended 4/10/05) (amended 1/11/09)

Section 7.2 Qualifications:

- (a) Each officer shall be a regular member in good standing of a Chartered Chapter and shall continue as such throughout his/her term.
- (b) Candidates for the office of President shall have served as an Officer as defined in Section 7.1 of these Bylaws for a period of not less than one (1) year.
- (c) Candidates for the office of First Vice President shall have served as a member of the Board of Directors as defined in Section 7.1 of these Bylaws for a period of not less than one (1) year.
- (d) No officer of the CCR shall be a candidate for, or hold any partisan, remunerative, elected public office, other than an office within the Republican Party or other Republican grass

roots organization. In the event he/she becomes such a candidate of such office-holder, his/her holding of office in the CCR shall automatically terminate.

- (e) No officer of the CCR shall be an employee (aide) of any partisan, remunerative, elected public office holder, as identified in the subsection 7.2 (d) above, except employees of the Governor of the State of California, other than aides directly to the Governor.

Section 7.3 Compensation: All of the above named officers of the CCR shall serve the CCR without compensation other than expenses as determined by the Board of Directors.

Section 7.4 Employees: The Board of Directors shall have the power to appoint employees as in its judgement may be necessary, as well as to fix their compensation and duties.

Section 7.5 Election of Officers: The President, First Vice President, the Division Vice Presidents, the Recording and Corresponding Secretary, the Membership Secretary and the Treasurer shall be elected at the Reorganizing Convention in the manner provided in the Bylaws and shall serve for a period of two (2) years or until their successors are elected and qualified. (Amended 4/10/05)

Section 7.6 Directors: The Directors shall be: 1) the elected President and Vice President (or designated alternates) of the Chartered Chapters. The Directors shall serve for the period of their locally elected tenure or until their successor is elected and qualified. (Amended 4/10/05)

Section 7.7 Vacancies: A vacancy in any of the elected CCR officers occurring between Annual Conventions shall be filled in the manner prescribed in the Bylaws.

Section 7.8 Outgoing Officers: At the conclusion of each Reorganizing Convention, outgoing officers shall be empowered to continue to perform their duties only on matters which were initiated and approved prior to the close of the Convention and such matters shall be completed within a fifteen (15) day period following the close of the Convention.

ARTICLE VIII **DUTIES OF OFFICERS AND DIRECTORS**

Section 8.1 President: The President shall preside at all conventions and all meetings of the Board of Directors. He/she shall be the chief executive officer of the CCR and shall exercise general supervision over the work and activities of the CCR and shall perform such other duties as usually pertain to the office of the President.

Section 8.2 First Vice President: The First Vice President shall report to the President. The First Vice President shall perform such statewide duties as may be assigned by the President or the Board of Directors and shall develop the overall training and education agenda of the CCR organization, and shall be an ex-officio member of all committees of the CCR. In the event of the inability of the President to perform his duties, the First Vice President shall be elevated to the office of President to preside and perform the duties and have the same authority as the President for the unexpired term. In the event of the inability of the First Vice President to perform the duties of the President, the Board of Directors shall elect one of the Division Vice Presidents to preside for the unexpired term with the same duties and authority as the President.

Section 8.3 Vice Presidents: The Vice Presidents shall report to the President and shall perform the duties of a Committee Chair, Supervisor of a Membership Division, or other duties as assigned by the President or the Board of Directors.

Section 8.4 Directors: Under the direction and supervision of the Board of Directors, each Director shall have the duty of furthering the objectives of the CCR and of promoting the interest of his/her Chartered Chapter.

Section 8.5 Recording and Corresponding Secretary: The Recording and Corresponding Secretary shall assist the President and the Board of Directors in conducting the business of the CCR and shall perform such duties as are specified or implied in the Bylaws, or as may be assigned by the President or by the Board of Directors. This officer shall have the responsibility for collecting, assembling and preserving from the minutes all such recorded motions and rulings as relate to the interpretation and enforcement of the Bylaws and other procedural or parliamentary matters.

Section 8.6 Membership Secretary: The Membership Secretary shall keep the records of members and shall perform such other duties as are specified or implied in the Bylaws or as may be assigned by the President or the Board of Directors.

Section 8.7 Treasurer: The Treasurer shall receive from the Membership Secretary all membership moneys paid to the CCR and shall receive all other moneys paid to the CCR, and shall deposit the same in such bank or banks as shall have been designated by the Board of Directors, and shall disburse said moneys upon order of the Board of Directors; shall make a financial report to the Board of Directors at the Annual Convention, or oftener if required by the Board of Directors.

Section 8.8 Past Presidents: The Past Presidents shall perform such duties as may be assigned by the President or Board of Directors.

Section 8.9 Attendance At Meetings:

(a) Any officer who is absent from two meetings during either of the one year periods during his/her 2-year elected term, shall be subject to action by the Board of Directors. Any Chapter not represented at two of the four annual meetings of the Board, shall have its Chapter Officers notified of such absences by the State President. Absences may be excused by a two-thirds vote of the Board. Absence from a meeting shall be defined as not being present within 30 minutes of the opening roll call of any Board meeting. No alternate may represent more than one Chapter representative.

(b) The Board may remove an officer or committee member for failure to perform his/her appointed duties. For purposes of this subsection, the Board of Directors shall use the provisions of Section 9.2(b) "Powers and Limitations of Powers." (Amended 4/10/05) (Amended 1/11/09)

Section 8.10 Transfer of Records: At the end of the term of each Officer or appointee, it shall be the responsibility of each to assemble and transfer promptly to the successor in office all records, lists, correspondence and other documents as relate to the performance of official duties, including, but not limited to, CCR funds, checkbooks and passbooks.

ARTICLE IX

BOARD OF DIRECTORS AND EXECUTIVE BOARD

BOARD OF DIRECTORS

Section 9.1 How Constituted: The Board of Directors of the CCR shall be composed of the President, the First Vice President, Area Vice Presidents, the Recording and Corresponding Secretary, the Membership Secretary, the Treasurer, two (2) Directors from each Chartered Chapter. All past Presidents shall be ex officio members of the Board of Directors, with the power to vote. (Ameded 10/13/07)

Section 9.2 Powers and Limitations of Power:

- (a) The Board of Directors shall have the control and management of all of the affairs, properties and funds of the CCR. Statewide candidates shall be endorsed only at a regular or special Convention of the CCR. The Board of Directors may make recommendations by a two-thirds vote of the membership present at any meeting where a quorum is present, concerning Statewide measures proposed to be voted on by the electorate, provided however that written notice of such proposed vote is given at least fifteen (15) days prior to the Board of Directors Meeting, and further, that such recommendations are released only in the name of the Board of Directors and not in the name of the CCR as a whole.
- (b) The Board of Directors shall have the powers as are prescribed in these Bylaws, provided further that it shall exercise general control and supervision of all officers and committees of the CCR and may for good cause and after a hearing, remove any officer or committee person by a two-thirds vote of the entire Board of Directors, provided such officer or committee person shall have been sent by the Recording and Corresponding Secretary of the CCR, by certified mail, a notice containing a copy of the charges against him/her, by mail, at least fifteen (15) days prior to the hearing thereon, said notice specifying the time and place of the meeting.
- (c) The Board of Directors may pass resolutions concerning legislation and policies, except those excluded in this Section, by a two-thirds vote of the members present at any meeting where a quorum is present.

Section 9.3 Board of Directors Meetings: The Board of Directors shall call meetings at such times and places as may be determined by action of the Board, by call of the President, or by written request of four members of the Board, provided that there shall be at least two meetings each year, one held immediately after the close of the Reorganizaing Convention, and the others to be determined by the call of the Board of Directors. A written notice of the time and place of all meetings of the Board of Directors, except at the close of the Reorganizing Convention, shall be mailed to each Officer and Director, to the Secretary of each Chartered Chapter and to the Chairman of all Committees, by the Recording and Corresponding Secretary of the CCR not less than fifteen (15) days prior to said meetings. (Amended 4/12/03.) (Amended 1/11/09)

Section 9.4 Board of Directors - Appeal: Any action taken by the Board of Directors may be appealed to a Convention of the CCR, provided that action taking such appeal shall be made by at least one Chartered Chapter, and notice of such action shall be mailed by such Chartered Chapter by certified mail to the Recording and Corresponding Secretary of the CCR within thirty (30) days after such action was taken by the Board, and at least thirty (30) days prior to the Convention. Upon receiving such notification, said Secretary of CCR shall notify the Secretary of each Chartered Chapter

of such appeal at least fifteen (15) days prior to the Convention at which such appeal is to be considered.

Section 9.5 Board of Directors - Quorum: At all meetings of the Board of Directors, one-third of the voting members of the Board shall constitute a quorum for the transaction of all business except in cases where a larger vote is required under the Bylaws. In the event a quorum is not present, a committee may be formed at the direction of the Chair to report out recommendation(s) to the full Board. The report of the committee will be presented to all Board members who may vote upon such matters as required. Voting may be by telephone, email/US mail (or its equivalent) as determined by the President. The Recording Secretary shall maintain an appropriate record of the report and voting by the Board members. (Amended 1/18/04)

Section 9.6 Endorsement of Republican State Party Candidates

- (a) The Board of Directors shall have the power to endorse candidates for the Republican State Party. Such endorsement or modification of a previous endorsement must be made by a two-thirds vote of the Board at a duly called meeting where a quorum is present.
- (b) The Board of Directors may delegate to the Executive Board the responsibility to endorse candidates for the Republican State Party. Such endorsement or modification of a previous endorsement must be made by a two-thirds vote of the Executive Board at a duly called meeting where a quorum is present. (Section 9.5 & 9.6 approved for addition 4/12/03)

EXECUTIVE BOARD

Section 9.10 Executive Board - How Constituted: The Executive Board shall be comprised of all CCR Officers and Past Presidents. The President shall preside as the Chairman of the Board.

Section 9.11 Executive Board - Powers and Limitations: The Executive Board may conduct the general business of the Congress under the policy and guidelines set forth by the Board of Directors. The Executive Board's disbursement of funds shall be limited to those regularly recurring operating expenses as contained in the budget approved by the Board of Directors. Non-routine expenditures and expenditures in excess of \$500, or commitments thereof, shall not be made by the Executive Board without prior approval of the Board of Directors. The Executive Board shall maintain a record of its actions, which shall be reported to the Board of Directors at its next regular meeting.

Section 9.12 Executive Board Meetings: The Executive Board shall meet at least twice annually, and any other time upon the call of the President or a majority of the Executive Board members. Additionally, the Executive Board may conduct business by contacting all members via email/US mail (or its equivalent). (Amended 1/18/04) (Amended 1/11/09)

Section 9.13 Executive Board Quorum: At all meetings of the Executive Board, one-half of the voting members of the Executive Board shall constitute a quorum for the transaction of all business except in cases where a larger vote is required under the Bylaws.

ARTICLE X **BOUNDARIES AND IDENTIFICATION**

Section 10.1 Chartered Chapters: Each Chapter shall be situated within the State of California, as approved by the Board of Directors of the CCR, and shall be identified by its name in its Charter.

Section 10.2 Boundaries and Identification: All Chapters shall have on file, with the Chair of the Chartering Committee, a current description and map, consistent with their Charter. Each Chapter shall, prior to being chartered, submit a physical description of the boundaries of the proposed Chapter along with an 8.5” by 11” map highlighting the boundaries.

Section 10.3 Purposes of Boundaries: Boundaries as identified in this article are for purposes of endorsement and representation only and shall not be construed to prohibit any qualified person from joining a Chapter of his/her choice, whether or not that person lives within the boundaries of that Chapter.

ARTICLE XI **CHARTERED CHAPTERS**

Section 11.1 Structure: A Chartered Chapter shall include membership within a reasonably coherent geographical area (city, town, community, etc.) within the State of California. The geographical area of one Chartered Chapter shall not overlap into any other Chartered Chapter area.

Section 11.2 Bylaws: Each Chapter shall develop its own Bylaws which may be based on Model Bylaws available from the Membership Secretary of the CCR. “Local” Bylaws must be in conformance with CCR Bylaws and are subject to review by the Board of Directors of CCR.

Section 11.3 Membership:

(a) The classification of membership in the CCR shall be as follows: Regular, Associate, and Honorary. (Amended in Convention on 4/12/03)

(1) Regular membership shall consist of the members of CCR Chartered Chapters who are in good standing. Regular members must be a registered Republican. (Amended 1/11/09)

(2) Associate membership shall consist of non-voting members who, as individuals, desire to join with the CCR in furthering its objectives. Associate members shall pay annual dues in an amount to be determined by the Board of Directors. The Board of Directors shall also determine the benefits of Associate Membership.

(3) Honorary membership shall consist of non-voting and non-dues paying individual(s) who, by direction of the Board of Directors have been presented with an honorary membership. (Amended 4/12/03)

(b) Each prospective members must be accepted under the Bylaws of his/her Chartered Chapter and must continue to comply with those Bylaws and must pay such annual dues as may be fixed.

(c) A Regular Member shall be affiliated with no more than one (a) Chartered Chapter for purposes of Section 12.8 of these Bylaws. It is incumbent on the member to advise any additional Chartered Chapter which he/she may join of his/her primary membership. Chapters shall not actively recruit members away from another Chartered Chapter.

Section 11.4 Membership Requirements: To maintain its good standing in the CCR, each Chartered Chapter must maintain a minimum of eleven (11) active, **regular** members, each of whom has paid current dues. (Amended 1/11/09)

Section 11.5 Reports: Each Chartered Chapter shall submit to the Membership Secretary of the CCR periodical reports of its membership together with the names and addresses of its President, Secretary and Treasurer plus such other information as may be required at such times and in such manner as may uniformly be provided by resolution of the Board of Directors of the CCR.

Section 11.6 Records: All records of each Chartered Chapter shall be maintained by the Chartered Chapter and available for examination by members thereof and by the officers of the CCR.

Section 11.7 Application for Charter: Application for charter of a new Chapter shall be made on the standard petition form as adopted by the Board of Directors of the CCR.

Section 11.8 Initial Organization: Upon receipt of an approved petition by the Membership Secretary of the CCR, the Board of Directors of the CCR may, by resolution, approve formation of the new Chapter and direct, through its accredited representative, the organization of said Chapter.

Section 11.9 Conditions of Organization: The organization of the new Chapter shall be completed under the direction of the accredited representative of the CCR; provided that the new Chapter shall have:

- (a) Ratified the Bylaws of the CCR, and
- (b) Adopted its own Bylaws, and
- (c) Elected its own officers, directors and committees, and accomplished its organization in accordance with its Bylaws, and
- (d) Certified to the Membership Secretary of the CCR that its officers, directors, committees and members have been instructed in their duties by the accredited representative of the CCR, and have paid to the Membership Secretary of the CCR its Charter Fee as required by the Bylaws, and
- (e) Certified to the Membership Secretary of the CCR that it has held at least two (2) regular meetings as an organized body.
- (f) If the geographical area of the organizing Chapter overlaps any existing Chartered Chapter(s) in good standing, then the organizing Chapter shall notify said Chapter(s) in writing, not less than 45 days prior to the Board meeting (or Convention to which the organizing Chapter applies for Charter), requesting a letter releasing the geographical area of the affected Chapter(s). The organizing Chapter will present a copy of the request and the response, if any, to the Chartering Committee.

Section 11.10 Completion of Organization: Upon satisfaction of the requirements set forth in this article the Board of Directors of the CCR may issue to the new Chapter a charter signed by the President and the Membership Secretary of the CCR under the seal of the CCR. This charter shall state the name of the Chapter and the date of membership, which shall be the date of acceptance by the Board of Directors of the CCR.

ARTICLE XII **CONVENTIONS**

Section 12.1 Time and Place: A Convention of the CCR shall be held annually. The Convention to elect officers shall be held in January of each odd numbered year and the Convention to Endorse shall be held during the first quarter of even numbered years. The time and place shall be fixed by the Board of Directors and each Chartered Chapter shall be notified thereof at least two months in advance of said Convention. (Proviso added to make the elections of offices held 4/10/05 to be the first held under these revised bylaws.) (rev. 4/10/05)(10/13/07)

Section 12.2 Special Conventions: In case of an emergency, special Conventions may be called by the President with the approval of the majority of the members of the Executive Board. The call for a Special Convention shall specify the subjects to be considered, and no subjects shall be considered that are not so specified. (Amended 1/1804)

Section 12.3 Call: The Recording/Corresponding Secretary of the CCR shall mail to the President, Vice President and Secretary of each Chartered Chapter, and to each State Officer and each Director, an official call to the Annual Convention at least two (2) calendar months prior to the date of the Convention and for a special Convention at least thirty (30) days prior to the date thereof.

Section 12.4 Supervision: The Executive Board shall have full supervision and management of all Conventions and shall determine official program and order of business of each Convention. (Amended at Convention January 18, 2004.) (Amended 1/11/09)

Section 12.5 Officers: The officers of each Convention shall be the officers of the CCR. At, or prior to any Convention, the President may appoint a Recording Secretary of the Convention to assist the President and the Secretaries.

Section 12.6 Sergeant-at-Arms: At each duly called Convention or prior thereto, the President shall appoint a Sergeant-at-Arms and such assistants to the Sergeant-at-Arms as the President may deem necessary or advisable.

Section 12.7 Special Committees: At each duly called Convention, or prior thereof, the President shall appoint a Committee on Credentials, a Committee on Resolutions, a Committee on Nominations and such other committees as the President may deem proper, each to consist of at least three (3) members from local Chapters.

Section 12.8 Representation: Each local Chapter in good standing Chartered by the CCR (including Chapters chartered in January prior to the Convention) shall be entitled to elect Delegates to each Convention of the CCR as follows: One (1) Delegate by virtue of the Charter held by it: one (1) Delegate for the first twenty-five (25) members and one (1) Delegate for each twenty-five (25) members, or major fraction thereof.

The Board of Directors, at a duly called meeting held prior to the Convention, may by a motion and a two-thirds vote of the Directors present (where a quorum is present), increase the number of entitled Delegates as provided under this Section.

Section 12.9 Delegates-At-Large: The voting members of the Board of Directors and all Past Presidents of the CCR shall be Delegates-At-Large at all Conventions.

Section 12.10 Delegates and Alternates: Each Delegate and Alternate shall be named by the Chapter as provided for under the Bylaws of the Chapter. In the event the Chapter Bylaws do not provide for a method of naming the Delegates and Alternates, an election of Delegates and Alternates shall be required. In the event of substitution of an Alternate for a Delegate, any person designated as an Alternate from the delegation may be substituted for the Delegate and the change shall be reported to the Credentials Committee, and, when such substitution of an Alternate for the Delegate has been made, the Alternate shall continue to act as the Delegate until the close of the Convention. Delegates, Delegates-At-Large and Alternates shall be active members in good standing of the Chartered Chapter they represent, but shall not be elected State Officials holding partisan remunerative office other than an office within the Republican Party. A certificate duly authenticated by the President and Secretary of the local Chapter shall be forwarded to the Credentials Committee so as to be received by that Committee not later than twenty (20) days prior to the Convention. The Committee on Credentials shall have the right to determine as to the seating of the Delegates and Alternates for such Chartered Chapters that shall fail to certify the election of its Delegates and Alternates. Delegates and Alternates shall be regular members in good standing. (Amended 1/11/09)

Section 12.11 Registration Fee: The Executive Board shall establish the registration fee to be paid to the CCR by all members attending any Convention of the CCR. The proceeds derived from such registration fees shall be expended under the direction of the Committee on Convention Program and arrangements, and with the approval of the Board of Directors. A notice, stating the amount of the registration fee and giving the Convention Program shall be sent by the Recording and Corresponding Secretary of the CCR to the Secretary, President and Vice President of each member Chapter, each State Officer and each Director at least twenty (20) days before the date of the Convention. No Delegate, Delegate-At-Large nor Alternate shall be entitled to vote in a Convention unless and until his/her registration fee has been paid. The profit or loss accruing from any Convention shall be shared equally by the CCR and the host local Chapter. (Amended 1/11/09)

Section 12.12 Voting:

- (a) In all voting, a majority shall rule, unless otherwise provided in the Bylaws.
- (b) In all Conventions of the CCR, each accredited Delegate and Delegate-At-Large shall be entitled to cast one vote as shall be ascertained on the following basis:
 - (1) Each Delegate-At-Large of the CCR shall have one vote.
 - (2) Each Delegate from a local Chapter shall have one vote.
- (c) Voting by proxy is allowed at any meeting of the Delegates of the CCR. A Chapter member may carry no more than one (1) proxy representing a qualified Delegate from his/her chapter. Additionally, each Chartered Chapter shall be entitled to one vote by written proxy in the event that none of the duly authorized Delegates are able to attend the Convention. All proxies must be in writing, signed by the Chapter's President and Secretary. (Amended 4/10/05) (Amended 1/11/09)
- (d) There shall be no cumulative voting.

ARTICLE XIII
CONVENTION PROCEDURE

Section 13.1 Program: The official program of a Convention as approved by the Board of Directors shall be the Orders of the Day for all sessions. Changes in the program may be made from time to time by a majority vote of the Delegates and Delegates-At-Large present and voting.

Section 13.2 Resolutions: All resolutions shall be submitted to the Corresponding/Recording Secretary no less than 50 days prior to the Board of Directors meeting or Convention at which they are to be considered. The Corresponding/Recording Secretary shall then send a copy to the Secretary of each Chartered Chapter no less than thirty (30) days prior to the meeting at which they are to be considered and referred to the Committee on Resolutions for consideration and recommendation to the Board of Directors or Convention. All such resolutions must be reported out of the Committee on Resolutions. Debate on such resolutions shall not be in order until they have been reported out by the Committee on Resolutions. All resolutions submitted late shall require a two-thirds vote of the body in order to be considered.

Section 13.3 Debate: Reports of Committees, communications to the Conventions, resolutions presented by the Committee on Resolutions, and all motions save such as are known to parliamentary practice as "non-debatable" may be debated upon the floor of the Convention, unless by a two-thirds vote the Convention decides to dispose of them without debate. No Delegate shall speak in the Convention longer than five (5) minutes at one time, except as provided in the Order of the Day or by a majority vote of the Convention.

Section 13.4 Endorsement of Candidates: Endorsement of candidates proposed to be voted upon by the electorate statewide, shall be made only by the affirmative vote of two-thirds of the delegates present and voting at the regular or special Convention of the CCR. Only one person may be endorsed for a particular office.

Section 13.5 Consideration of Statewide Ballot Initiatives, Propositions, State and/or Federal Law: Consideration of a position on a statewide ballot initiative, proposition, state law or federal law may be brought before the Convention if reported out by a duly appointed committee(s). A majority Special Convention shall specify the subjects to be considered, and no subjects shall be considered that are not so specified. (Amended 1/18/04)

ARTICLE XIV **NOMINATION AND ELECTION OF OFFICERS**

Section 14.1 Time: The official program of The Reorganizaing Convention shall indicate the days and hours for nomination and election of officers, and shall be subject to change only in accordance with the rules of the Convention procedure.

Section 14.2 Committee on Elections: The Committee on Elections shall have general charge of the election and the distributing and counting of the ballots.

Section 14.3 Eligibility: Any active member of a Chartered Chapter in good standing who meets the qualifications set forth in Section 7.2 of these Bylaws may be eligible to any elective office, but no person shall be submitted as a candidate for any office without the consent of such person having been obtained, and provided that the person is qualified.

Section 14.4 Election of Vice Presidents: One Vice President shall be elected from each CCR Membership Division.

Section 14.5 Nominations: All nominations shall be made from the floor of the Convention at the time designated on the official program.

Section 14.6 Accredited Voters: Before the opening of polls, the Membership Secretary shall provide the Committee on Elections with a list of the Delegates and Delegates-At-Large as shown by the report of the Committee on Credentials. No Delegate or Delegate-At-Large shall be allowed to vote unless his/her name appears on the list.

Section 14.7 Ballots: The voting shall be by ballot only if two or more candidates are nominated for a specific office. (Amended at Convention on 4/12/03)

Section 14.8 Officers: A majority of all votes cast shall be necessary for the election of President. In the event that any ballot cast does not show a majority for any nominee for President, the President shall designate a time and place for further balloting for such office.

Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped, and on each succeeding ballot the procedure shall be followed until some nominee shall have received a majority of all votes cast. Among those nominated for Vice President, the one receiving the highest vote within each Division, though less than a majority, shall be deemed elected. Among those nominated for the office other than President or Vice President, the one receiving the highest vote, though less than a majority, shall be deemed elected.

Section 14.9 Cumulative Voting: Cumulative voting shall not be permitted.

ARTICLE XV **VACANCIES IN OFFICE BETWEEN CONVENTIONS**

Section 15.1 President: In the event of a vacancy in the office of President occurring between Reorganizing Conventions, the First Vice President shall be elevated to the office of the President for the unexpired term. (Amended 1/11/09)

Section 15.2 First Vice President and Vice Presidents: In the event of a vacancy in the office of First Vice President or Vice President occurring between Reorganizing Conventions, the Board of Directors shall elect a qualified member of a Chartered Chapter to fill the office for the unexpired term.
(Amended 1/11/09)

Section 15.3 Secretary and Treasurer: In the event of a vacancy in the office of either Secretary or the Treasurer the Board of Directors may select a qualified member of a Chartered Chapter to fill such office for the unexpired term.

ARTICLE XVI
REVENUES

Section 16.1 Fees and Dues: The revenue of the CCR shall be derived from fees and dues, fees from publications and supplies, and from contributions to the work of the CCR.

Section 16.2 Charter Fees: The Board of Directors shall have the power to provide by resolution a schedule of fees for the granting of charters, which until changed by the Board shall be the sum of ten dollars (\$10.00).

Section 16.3 Dues:

- (a) The Board of Directors shall by resolution prescribe per capita annual dues to be paid by all Chapters to the State CCR. Such dues shall be based on the number of members in good standing in each Chapter.
- (b) The annual per capita dues provided for in this Section shall be forwarded to the Membership Secretary of the CCR for each member in good standing belonging to the Chartered Chapter. All dues are payable to the Membership Secretary by the last day of each quarter (March 31, June 30, Septemebr 30 and December 31). Any delinquency in the forwarding of dues when payable shall result in the suspension of the membership in the CCR and the Chartered Chapter. (Amended 1/18/04)

ARTICLE XVII
FINANCE AND ACCOUNTING

Section 17.1 Fiscal Year: The fiscal year, for purposes of accounting, of the CCR shall be the calendar year.

Section 17.2 System of Accounting: The Board of Directors shall cause an efficient double entry system of accounting to be installed and maintained.

Section 17.3 Budget: At the beginning of each new term of office the duly elected officers of the CCR, and the Board of Directors shall adopt a budget making appropriations therein for the ensuing year. Each budget shall specify the purpose and amount of each appropriation and shall include a statement of the estimated revenues of the CCR for such period and the sources thereof.

Section 17.4 Disbursements: All disbursements shall be made solely by check.

Section 17.5 Depositories: The Board of Directors shall designate the depositories of all funds of the CCR.

Section 17.6 Signers of Check: The Board of Directors shall have the power to authorize such officers and employees as in its judgement may seem advisable to execute and countersign the checks.

Section 17.7 Audit of Accounts: The President shall select, with the approval of the Board of Directors, a committee who shall review/audit the books of accounts of the CCR annually or more frequently. Books of accounts shall include all records maintained by the Officers of the CCR.

ARTICLE XVIII
**ENDORSEMENT OF LOCAL CANDIDATES AND
RECALL OF LOCAL ELECTED OFFICIALS**

Section 18.1 Two-Thirds Vote Of A Committee: Endorsements of local candidates for public office, or starting or joining a recall effort for any elected local official, may be made only by a two-thirds vote of a committee, at a physical meeting composed of representation of all Chartered Chapters within the district from which the Candidate proposed to be endorsed is to be elected, or the official proposed to be recalled is an elected official. The temporary Chairperson shall be the ranking state officer in the particular district or where the officers are of equal rank, the temporary chairperson shall be determined by lot.

- (a) For purposes of determining the composition of representation of each Chartered Chapter eligible to participate, representation shall be determined in the same manner as provided in Section 12.8 of these Bylaws, based upon the State Membership Secretary's roster of membership as of the first day of the month prior to the Committee meeting. The Chapters may increase the number of delegates as provided in the formula from one (1) to any agreed upon number.
- (b) If any participating Chapter contests the uses of Section 18.1 (a) alone, it may require all Chapters participating in the Committee to further proportion their participation by the proportional share of the district as determined by the number of precincts within the boundaries of the Chapter to the total number of precincts in the Candidate's or official's district.
- (c) If, by virtue of no Chapter existing in the local area, or if the existing Chapter(s) in a local area do not take action to consider an endorsement or recall of local candidates pursuant to this Section, then the CCR Board of Directors or by delegation, the Executive Board, may take the action by a two-thirds vote at a duly called meeting where a quorum is present.
(Amended 4/12/03)

Section 18.2 Notice of Committee Meetings: Each Chartered Chapter entitled to participate shall be given at least ten (10) days written notice prior to the meeting of the committee, except in cases of urgency, in which case equal notice shall be given to the Presidents and Secretaries of each such Chartered Chapter.

Section 18.3 Limitations on Endorsing and Recalling:

- (a) Officers and members of Chartered Chapters shall not become members of, or take part as such Chapter members or officers, in a Fact-finding Committee, or Endorsing Committee, created in and for the name of the Republican Party, except where the authority of the Chapter in which they are members, is expressed through an election or by the action of their Board of Directors.
- (b) Neither the CCR nor any Chartered Chapter shall endorse any candidate for any public office, whether partisan or non-partisan, unless such candidate is a duly registered member of the Republican Party.
- (c) The CCR President, upon being notified prior to an election, or between elections, of any alleged infraction of the Bylaws concerning endorsement of candidates or issues, or recall of an elected official, shall immediately conduct an investigation of the alleged infraction and take whatever action is deemed necessary to protect the endorsement/recall privilege and good name of the CCR.

- (d) Only one person may be endorsed for a particular office.
- (e) Only individuals who have been certified as eligible by the appropriate election official may be considered for endorsement to a particular office.

ARTICLE XIX

REGIONAL COORDINATING COUNCIL

(This Article dealing with Regional Coordinating Council was deleted by way of Bylaw amendment 4/10/05.)

ARTICLE XX

BRANCHES - EXECUTIVE, LEGISLATIVE, ORGANIZATIONAL, PUBLIC RELATIONS AND MEMBERSHIP

Executive Branch

Section 20.1 Executive Branch Structure: The Executive Branch shall consist of the Executive Board and the Board of Directors, whose responsibility will be the management of the California Congress of Republicans.

Section 20.2 Executive Branch Relationship to other Branches: The Executive Branch shall receive from each branch and committees therein, information, data, and recommendations to assist in the development of policy and direction, and to help plan and guide the Congress in a manner to achieve its goals.

Legislative Branch

Section 20.20 Legislative Branch Structure: The Legislative Branch shall consist of the following Standing Committees: State Party Affairs, State Legislative Affairs, and National Affairs.

Section 20.21 Legislative Branch Committee Responsibilities:

- (a) The State Party Affairs Committee shall be responsible for monitoring the activities and reviewing proposed actions of the California Republican Party and the County Committees, and the preparation of resolutions and courses of action for presentation to the President and Board of Directors.
- (b) The State Legislative Affairs Committee shall be responsible for monitoring the activities of the California State Legislature, including but not limited to proposed legislation and ballot initiatives, and the preparation of recommendations, resolutions, and courses of action for presentation to the President and Board of Directors.
- (c) The National Affairs Committee shall be responsible for monitoring the U.S. Congress and the Republican National Committee, including but not limited to proposed legislation of the

Congress and policies of the National Committee; and the preparation of recommendations, resolutions, and courses of action for presentation to the President and Board of Directors.

Organizational Branch

Section 20.30 Organizational Branch Structure: The Organizational Branch shall consist of the following Standing Committees: Fund-raising, Communications, and Conventions.

Section 20.31 Organizational Branch Committee Responsibilities:

- (a) The Fund-raising Committee shall have the responsibility for raising funds to finance the organization's annual budget. The committee shall develop and implement fund-raising activities with the assistance of the entire organization.
- (b) The Communications Committee shall be responsible for developing and maintaining an in-house communications network to keep the Board and the membership informed on the organization's activities. This shall include establishing a system to communicate to all, or a portion, of the Board of Directors, Committees, or Vice Presidents.
- (c) The Convention Committee shall be responsible, with the assistance of a local Chapter(s), to locate and recommend to the Board of Directors suitable sites for CCR Conventions, taking into consideration: delegate costs, accommodations for lodging and meetings, and banquet facilities. Upon Board approval the Committee shall implement the recommendation(s) and coordinate with the local Chapter(s) and the CCR President.

Public Relations Branch

Section 20.40 Public Relations Branch Structure: The Public Relations Branch shall consist of the following Standing Committees: Public Relations, Distribution, and Awards, and be responsible for disseminating information about the CCR activities and building a responsible image of the organization throughout the state.

Section 20.41 Public Relations Branch Committee Responsibilities:

- (a) The Public Relations Committee shall be responsible for preparing news releases about the organization's activities for distribution to the press, as approved by the President.
- (b) The Distribution Committee shall be responsible for development and maintaining mailing lists of newspapers, radio and television stations. Whenever possible the list should include: fax numbers, e-mail addresses and names of contacts.
- (c) The Awards Committee shall receive from the Board of Directors, recommendations for the preparation and presentation of awards to members, non-members and businesses. The committee shall also recommend the type and category of "standing awards" to the Board of Directors.

Membership Branch

Section 20.50 Membership Branch Structure: The Membership Branch shall consist of the Membership Divisions, the Membership Regions, and the Membership Committee. The Board of Directors shall determine the number of Membership Divisions and Membership Regions.

Section 20.51 Membership Divisions Supervision: The Membership Divisions shall be supervised by a Vice President whose duties shall include, but not be limited to: supervising the regions assigned to the Division, and holding two Round Table meetings in their Division annually.
(Amended 4/12/03 & 4/10/05)

Section 20.52 Membership Regions. The Executive Board shall designate the Chapters in each Region, taking into consideration future growth and geographical problems, such as distance. (For purposes of initiating the Regions, an initial assignment of a Chapter(s) to a Region(s) may be made by the Convention at which this Bylaw is adopted.) (Amended 1/11/09)

Section 20.53 Deleted 10/13/07

Section 20.54 Standing Membership Committee: A Standing Membership Committee shall be created consisting of the Chairman of the Membership Committee, the Membership Secretary and the Division Vice Presidents.

Section 20.55 Standing Membership Committee Duties and Responsibilities:

- (a) The Membership Committee responsibilities shall include but not be limited to:
(1) supervision of the CCR's Charter and Associate Member programs; (2) developing programs to increase membership; (3) assisting Chapters in returning their Chapter to good standing when in jeopardy; and (4) preparing and distributing information to Chapters to assist in recruiting members, fund raising, education, political activities and management of the Region.
- (b) The Membership Committee shall receive all charter applications, determine if organizational requirements have been met, and make recommendation to the Board of Directors for action on the charter application.
- (c) The Membership Committee may recommend to the Board of Directors changes in the makeup of Membership Divisions and Regions. The committee may also recommend to the Board of Directors, additions in the number of Divisions and Regions on a temporary basis until such time as the bylaws may be amended.

Section 20.56 Committees under this Article

For purposes of this Article, unless otherwise specified, all committees shall have the chairperson appointed by the President, with the concurrence of the Board; and the members of the committee shall be selected by the Chairperson, with the concurrence of the President. All committees shall be comprised of three (3) or more members, including the Chairperson.

ARTICLE XXI
PARLIAMENTARY AUTHORITY

Section 21.1 Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws of the CCR.

ARTICLE XXII

AMENDMENTS TO BYLAWS

Section 22.1 Place and Vote Needed: Amendments to these Bylaws shall be made only at a regular or special Convention of the CCR by a two-thirds vote of the Delegates and Delegates-At-Large present and voting.

Section 22.2 Notice Required and Limitations: Proposed amendments to the Bylaws shall be delivered or mailed to the Recording and Corresponding Secretary of the CCR at least fifty (50) days prior to the date of the Convention. The Recording and Corresponding Secretary shall send a copy of the proposed amendment to the Secretary of each Chartered Chapter not less than (30) days prior to the date of the Convention. The Convention shall have power to revise the text of such amendments in approving the same, but shall adhere to the subject matter thereof.

Section 22.3 Policies and Procedures: The Board of Directors shall have the power to adopt, amend or revoke Administrative Policies and Procedures. These policies and procedures shall supplement and augment, but not conflict with the bylaws. Any policy or procedure adopted by the Board of Directors may be amended or revoked by a majority vote of delegates present and voting at an Annual or Special Convention. (Added 10/13/07)