

BY-LAWS
of the
REPUBLICAN CENTRAL COMMITTEE OF ORANGE COUNTY

Amended July 17, 2006

ARTICLE I

Name

The name of this organization shall be the Republican Central Committee of Orange County (also may be known as the Republican Party of Orange County), hereinafter referred to as "the Central Committee."

ARTICLE II

Purposes and Duties

The Central Committee shall perform the duties imposed on it by law and is the official body of the Republican Party of Orange County, California. The Central Committee is charged by law with the management and control of Republican campaigns under the general direction of the Republican State Central Committee.

The Republican Central Committee shall:

- A.** Control all its business and activities under its official name;
- B.** Encourage Republicans in Orange County to seek public office;
- C.** Support all Republican nominees in Orange County;
- D.** Contribute funds, leadership, manpower and prestige to the campaigns of all Republican nominees in Orange County, to the extent of the Central Committee's ability;
- E.** Provide effective public relations and education programs designed to bring the general public the underlying principles of the Republican Party in general and the position of the Party upon national and state issues after proper consideration of national and state platforms and policy, and upon such other issues as the Central Committee deems partisan;
- F.** Establish, encourage and foster volunteer Republican clubs in Orange County, to develop manpower and leadership from these clubs and to broaden the scope of the Republican Party;
- G.** Build and maintain county-wide precinct and campaign organizations and provide a central headquarters facility and personnel in order to make possible an effective

organization for the use by [sic] campaign committees of all Republican nominees in Orange County.

ARTICLE III

Definitions

A. Alternate Member (Alternate) - those persons appointed by Elected Members and Ex- Officio Members under provisions of the California Election Code, Section 9326;

B. Central Committee (Central Committee) - that organization in Orange County established and functioning under provisions of the California Election Code, Sections 7400 to 7500;

C. Ex-Officio Member (Ex-Officio)

1. Those persons entitled to be a member of the Central Committee under provisions of the California Election Code, Sections 7404 and 7405;

2. Those persons entitled to be a member of the Central Committee by virtue of their positions and/or achievements.

D. Member (Member) - those persons elected or appointed to the Central Committee under provisions of the California Election Code, Sections 7400, 7401, 7402, 7403 & 7420 to 7424;

E. Quorum (Quorum) - that number of voting Members required to be in attendance for business to be transacted.

ARTICLE IV

Membership

A. Elected Members:

1. Representation: The number and representation of Elected Members of the Central Committee is determined by the Election Code of the State of California, Section 7401;

2. Election: At every Direct Primary Election a County Central Committee shall be elected (California Election Code, Section 7420);

3. Appointment: Whenever there is a vacancy on the Central Committee for any reason, including the failure of a District to elect full representation, the Members representing the District in which the vacancy occurs shall, by majority affirmative vote, submit to the Central Committee the name of a proposed

Member to fill said vacancy. The Central Committee shall, by majority affirmative vote, elect said person as a Member, if it deems said person is the proper person to fill said vacancy. If the Members representing the District in which a vacancy occurs do not submit to the Central Committee a name to fill the vacancy within ninety (90) days after the vacancy occurs, the Central Committee may, without recommendation, fill the vacancy.

4. Term Commencement: The term of a Member elected in a primary election under subsection 2 of this Section A shall commence on the date the Central Committee holds its organizational meeting, as set forth in Section A of Article VIII of these By-laws.

The term of a Member appointed to fill a vacancy under subsection 3 of this Section A shall commence on the date the Central Committee elects such Member to fill the vacancy, as set forth in subsection 3 of this Section A.

In no case, however, shall a Member take office unless in compliance with the eligibility requirements of Section G of this Article IV and the referenced sections of the California Election Code.

B. Ex-Officio Members

1. The Republican incumbent or nominee for each State Senate or State Assembly Office in the County and, if residing in the County, the Republican incumbent or nominee for all State-wide Offices and the Republican incumbent or nominee for United States Senator and Congressman shall be Ex-Officio Members of the Central Committee (California Election Code, Sections 7404 & 7405);

2. Ex-Officio Members have the same rights and privileges as Elected or Appointed Members except that they shall not be entitled to the ballot designation "incumbent" on the Central Committee (California Election Code, Sections 7404-7405);

3. Ex-Officio Members may appoint an Alternate without Central Committee authorization (California Election Code, Section 7406).

C. Alternate Members

1. Members and Ex-Officio Members shall appoint an Alternate. Alternates of Members shall be approved by an affirmative majority vote of the Central Committee (California Election Code, Section 7406);

2. Alternates may make motions and vote only if written approval of same is filed with the Central Committee Secretary by the appointing Member. In the absence of the appointing Member and with such approval they may enjoy the rights and privileges of a Member;

3. Alternates, appointed by Ex-officio's shall have the rights and privileges of Ex-Officio's without written consent, when the Ex-Officio they represent is absent;

4. If the Member or Ex-Officio whom the Alternate represents, for any reason ceases to be a Member of the Central Committee, the Alternate shall continue to serve on the Central Committee with all the rights and privileges of the Member he/she represents until, but not including, the vote to approve the replacement of the Member he/she represents;

5. Upon the approval vote by the Central Committee of the replacement Member, the Alternate shall be considered as resigned;

6. Vacancies among Alternates shall be filled as in the case of an initial appointment.

D. Associate Members

1. The Presidents or Chairmen of all recognized Republican Organizations in Orange County shall be Associate Members upon written notification of assuming office to the Secretary of the Central Committee;

2. Associate Member vacancies shall be filled by the recognized Republican Organizations;

3. Associate Members shall not have the right to make motions or vote at Central Committee Meetings.

E. Youth Associate Members

1. Each Member of the Central Committee shall appoint two (2) Youth Associate Members to serve a term of a minimum of one (1) year;

2. Youth Associate Members shall be chosen and serve according to the criteria set forth in Article VII, Committees, Section A, Standing Committees, Sub-Section 5, Youth Advisory Committee;

3. Members shall fill vacancies in the membership of Youth Associates as in making the initial appointment.

F. Non-Voting Members

1. The Republican National Committeeman and/or Committeewoman from California, the Chairman and Elected Officers of the California Republican Party shall be Non-Voting Members of the Central Committee if residents of Orange County and not already Members of the Central Committee;

2. The Chairman of the County Republican Finance Committee, the Chairman of the County Precinct Advisory Committee, the Parliamentarian, the General Counsel and any other Committee Chairman designated by the Executive Committee and approved by the Central Committee shall be Non-Voting Members of the Central Committee if not otherwise Members thereof;

3. Non-Voting Members may not make motions or vote at Central Committee Meetings.

G. Eligibility

1. A person shall be registered as a Republican and shall reside in Orange County at the time of taking office by election or appointment (California Election Code, Section 7407);

2. An Alternate shall meet the same qualifications as a Member and shall reside in the same District as the appointing Member, except that Alternates for Ex-Officios need not reside within the District of the appointing power but must reside within the county of jurisdiction of the Central Committee (California Election Code, Section 7406);

3. Each Member, before taking office, shall take and subscribe to the oath or affirmation set forth in Article XX, Section 3 of the Constitution of the State of California. The oath or affirmation may be taken before any officer authorized to administer oaths and no fee shall be charged by any person before whom the oath or affirmation is taken or subscribed (California Election Code, Section 7408).

H. Vacancies

1. A vacancy shall exist:

a. In the event of Election or Appointment of a person not eligible to be a Member of the Central Committee;

b. When a Member of the Central Committee dies, resigns, becomes incapacitated, moves from the jurisdiction of the Central Committee or ceases to be a member of the Republican Party (California Election Code, Section 7410);

c. If a Member is removed from the Central Committee pursuant to the California Election Code, Sections 7411 to 7413;

2. Whenever a person is appointed to fill a vacancy on the Central Committee, the Chairman shall file notices of appointment with the County Clerk and the Chairman of the California Republican Party within thirty (30) days of such

appointment. The notice shall contain the name and address of the person appointed, the name and address of the person replaced and the date of appointment (California Election Code, Section 7414).

I. Removal from Membership

1. Absence - Any Member of a committee, other than an Ex-Officio Member, who misses four (4) regularly called meetings within one 12-month period shall be removed from the committee concerned, unless his or her absence is caused by illness or temporary absence from the county on the date of the meeting (*California Election Code, Section 7411*);

2. Automatic Resignation - The removal of residence by a Member of the Central Committee from the district represented by the Member shall constitute automatic resignation of that Member from the Central Committee (*California Election Code, Section 7412*);

3. Party Affiliation - The Central Committee may remove any Member, other than Ex- Officio, who during his term of Membership:

- a. Affiliates with, or registers as a member of another party;
- b. Publicly discourages a voter(s) from voting for the nominee of the Republican Party for any office;
- c. Gives support or avows a preference for a candidate of another party or a candidate who is opposed to a candidate nominated by this party (*California Election Code, Section 7413*).

J. Discipline of Members

The Central Committee may censure or provide reproval of any Member who:

- a. Violates California Election Code, Section 7413;
- b. Shall intentionally cause the embarrassment of the Central Committee and/or the Republican Party;
- c. Represents his/her views as being those of the Central Committee when not authorized to do so;
- d. Commits the Central Committee to a course of action and/or financial expenditure without authorization to do so.

K. Procedure for Removal and/or Discipline

- 1.** Charges may be brought against any Member by a majority of Members of the Central Committee at a regular meeting, or by the majority of the Executive Committee at an Executive Committee Meeting;
- 2.** The accused Member shall be sent written notice of the charges and advised of the date of a formal hearing at least ten (10) days prior to such hearing;
- 3.** A formal hearing shall be scheduled before the Central Committee at the next regularly scheduled meeting after the charges are brought unless the Central Committee's elected term shall expire within sixty (60) days, in which event the Chairman may call a Special Meeting;
- 4.** The accused Member shall be allowed sufficient time to refute and/or defend himself against any and all accusations;
- 5.** A majority of the Members present may then vote removal, censure or reproof of the accused;
- 6.** A majority of the Members may vote removal, censure or reproof if the accused Member does not respond in person or writing to the charges;
- 7.** Should a majority vote for removal pursuant to California Election Code, Section 7413, the Member will cease to be a Member of the Central Committee and lose all rights associated with the office;
- 8.** Should a majority of the Central Committee vote to censure or reprove a Member pursuant to Article IV, Section I of these By-Laws or California Election Code, Section 7413, the Chairman, or the Secretary if the Chairman is the accused, shall send a written statement of censure or reproof to the Member so adjudged;

Should a majority of the Central Committee vote to censure a Member, the Central Committee shall, by a motion duly seconded and passed by a two-thirds (2/3) vote, specify one or more of the following penalties to be imposed on the censured Member:

- a.** Removal from all committees of the Central Committee;
- b.** Denial of access to confidential reports of the Central Committee including financial records;
- c.** Removal of the privilege of having an "Alternate Member";
- d.** Removal of the "right of recognition" from the floor by the Chairman. The Chairman, or the Secretary if the Chairman is accused, shall send a written statement of the defined penalties to the Member so adjudged.

9. Distribution of the formal statement of censure or reproof shall be determined by a majority vote of the Central Committee after consultation with the General Counsel.

ARTICLE V

Officers

A. Elected Officers

- 1.** The Elected Officers of the Central Committee shall be:
 - a.** Chairman
 - b.** First Vice Chairman
 - c.** Second Vice Chairman
 - d.** Secretary
 - e.** Treasurer
 - f.** Assistant Treasurer
 - g.** Sergeant-at-Arms
- 2.** The Elected Officers shall be Members, Elected or Appointed, of the Central Committee as set forth in Article IV, Section A of these By-Laws;
- 3.** Officers shall be elected by a majority of voting Members of the Central Committee;
- 4.** Officers shall serve until the organizational meeting of the next duly elected Central Committee unless an office shall become vacant by death, resignation or removal;
- 5.** An Officer may be removed from office by a majority of all voting Members of the Central Committee, present or not, at any meeting at which a vote for removal is taken. The vote of those not present at the meeting where the action is taken shall be secured by mail within ten (10) days after the meeting at which the issue of removal is voted upon;
- 6.** In the event that a vacancy, for any reason, should occur in the Office of Chairman, the First Vice Chairman or next senior officer shall, within the next

three (3) working days, call a meeting to elect a new Chairman. Not less than five (5) days' notice of this meeting shall be given the Members;

7. In the event that a vacancy shall occur in any office other than the Chairman, a successor may be chosen by a majority of those present at the next regular meeting of the Central Committee. If the Chairman should deem it appropriate, a nominating committee shall be selected at the next regular meeting with the responsibility of proposing a replacement for the vacant office. The report of the nominating committee shall be made at the next regular meeting following their appointment.

B. Appointed Officers

1. The Chairman shall, with the approval of the Central Committee, appoint a Parliamentarian, a General Counsel and such other Officers which the Central Committee; from time to time, might direct;

2. Appointed Officers shall serve in an advisory capacity to the Chairman and the Central Committee but shall not be in the line of succession to the Chairman at any meeting.

ARTICLE VI

Powers and Duties of Officers

A. Chairman

1. The Chairman shall call and preside at all meetings of the Central Committee and shall be the Chairman of the Executive Committee;

2. The Chairman, with the advise and consent of the Central Committee, by resolution, shall be authorized and directed to make such appointments as may be necessary to fill vacancies which the Central Committee is empowered by law to fill on the ballot (California Election Code, Section 6655);

3. The Chairman, with the advice and consent of the Executive Committee, shall be directed to make any necessary appointments to fill vacancies in delegations to Republican Party Conventions;

4. The Chairman shall be authorized to appoint a Parliamentarian, General Counsel, Chairmen and Members of standing committees, as specified in these By-Laws, and to appoint Chairmen and Members of any special committees authorized in accordance with these By-Laws;

5. The Chairman shall have the responsibility for the supervision and instruction of all paid staff personnel of the Central Committee;

6. The Chairman shall have the right and duty to manage and supervise the affairs of the Central Committee;

7. The Chairman shall perform all the duties usual and customary for the executive head of an elected organization.

B. First Vice Chairman

1. The First Vice Chairman shall perform the duties of the Chairman in the absence and/or disability of the Chairman;

2. The First Vice Chairman shall perform such other duties as may be assigned by the Chairman, the Executive Committee and/or the Central Committee;

3. The First Vice Chairman shall be a Member of the Executive Committee.

C. Second Vice Chairman

1. The Second Vice Chairman shall perform the duties of the Chairman in the absence and/or disability of the Chairman and the First Vice Chairman;

2. The Second Vice Chairman shall perform such other duties as may be assigned by the Chairman, the Executive Committee and/or the Central Committee;

3. The Second Vice Chairman shall be a Member of the Executive Committee.

D. Secretary

1. The Secretary shall keep proper records of the proceedings of the Central Committee;

2. The Secretary shall keep the custodian of all Party records and campaign files and shall maintain same at the County Party Headquarters;

3. The Secretary shall conduct and/or supervise all necessary correspondence of the Central Committee;

4. The Secretary shall perform such other duties as may be assigned by the Chairman, the Executive Committee and/or the Central Committee;

5. The Secretary shall be a Member of the Executive Committee.

E. Treasurer

- 1.** The Treasurer shall receive all monies of the Central Committee and shall deposit all monies, in the name of the Central Committee, in a financial institution(s) designated by the Executive Committee;
- 2.** The Treasurer shall maintain a record of all receipts and expenditures of the Central Committee and make reports of the same to the Central Committee and to such State and Federal agencies as required by law;
- 3.** The Treasurer shall be responsible for the safekeeping of all supplies and effects of the Central Committee and shall cause an inventory of the same to be a part of the Central Committee records;
- 4.** The Treasurer shall pay bills authorized by the Central Committee, by check signed by any of the following:
 - a.** The Treasurer and any of the following:
 - (i)** The Chairman
 - (ii)** The First Vice Chairman
 - (iii)** The Second Vice Chairman
 - (iv)** The Secretary
 - (v)** The Assistant Treasurer
 - (vi)** The Executive Director, or;
 - b.** Any two (2) of the following:
 - (i)** The Chairman
 - (ii)** The First Vice Chairman
 - (iii)** The Second Vice Chairman
 - (iv)** The Secretary
 - (v)** The Assistant Treasurer
 - (vi)** The Executive Director, or;
 - c.** By any Elected Officer of the Central Committee and such other persons authorized by name by the Executive Committee for disbursements of One Hundred Dollars \$100.00) or less.

5. The Treasurer shall cause a review of the books and accounts to be made by a Certified Public Accountant as of the close of each two year term and shall submit a report of said Review of the Executive Committee as soon as possible thereafter;

6. The Treasurer shall cause all financial records of the Central Committee to be made available during usual business hours for review by any Member of the Central Committee;

7. The Treasurer shall be a Member of the Executive Committee.

F. Assistant Treasurer

1. The Assistant Treasurer shall perform the duties of the Treasurer in the absence or disability of the Treasurer;

2. The Assistant Treasurer shall perform such other duties as may be assigned by the Chairman, the Treasurer, the Executive Committee and/or the Central Committee;

3. The Assistant Treasurer shall be a Member of the Executive Committee.

G. Sergeant-at-Arms

1. The Sergeant-at-Arms shall be responsible for maintenance of good order and decorum at all meetings of the Central Committee and the Executive Committee;

2. The Sergeant-at-Arms shall perform such other duties of the office as provided by **{Robert's Rules of Order, Newly Revised}**;

3. The Sergeant-at-Arms shall perform such other duties as may be assigned by the Chairman, the Executive Committee and/or the Central Committee;

4. The Sergeant-at-Arms shall be a Member of the Executive Committee.

H. Parliamentarian

1. The Parliamentarian shall be appointed by the Chairman with the consent of the Central Committee;

2. The Parliamentarian shall be knowledgeable of the By-Laws, Parliamentary Procedure and the California Election Code;

3. The Parliamentarian shall serve as advisor to the Chairman regarding matters of order and procedure at meetings of the Central Committee and the Executive Committee;
4. The Parliamentarian shall serve as advisor to the Members on those matters concerning By-Laws and/or Parliamentary Procedure;
5. The Parliamentarian need not be a Member of the Central Committee.
6. The Parliamentarian, if a Member of the Central Committee, shall be a member of the Executive Committee.

I. General Counsel

1. The General Counsel shall be appointed by the Chairman with the approval of the Executive Committee;
2. The General Counsel shall serve as legal counsel to the Chairman and the Central Committee as regards legal affairs of the Central Committee and the Republican Party of Orange County;
3. The General Counsel shall be a duly accredited attorney-at-law and shall not be a Member of the Central Committee.

J. Executive Director

1. The Executive Director shall be employed and/or appointed by the Chairman with the consent of the Executive Committee;
2. The Executive Director shall perform all duties assigned by the Chairman as regards the affairs of the Central Committee.

ARTICLE VII

Committees

A. Standing Committees

1. Executive Committee

- a. The Chairman, First Vice Chairman, Second Vice Chairman, Secretary, Treasurer, Assistant Treasurer, Sergeant-at-Arms, and if a Member of the Central Committee, the Parliamentarian shall be Members of the Executive Committee;

b. Each Assembly District within the county shall be represented on the Executive Committee either by one of the above Officers or by a Member elected by the Assembly District Caucus to represent the Assembly District on the Executive Committee;

c. In the event of failure of Members of an Assembly District, not represented on the Executive Committee, to agree on a representative to the Executive Committee within sixty (60) days of the Central Committee organizational meeting, the Chairman shall appoint such a representative from said Assembly District until such time as the Assembly District Caucus selects such a representative;

d. The Chairman of the Finance Committee and the Chairman of the Precinct Advisory Committee shall be Ex-Officio members of the Executive Committee, and if not members of the Central Committee, shall be Ex-Officio members without voting rights at the Executive Committee;

e. The Chairman may appoint a maximum of two (2) additional Members to serve on the Executive Committee, said appointments are subject to confirmation of the Central Committee;

f. The Executive Committee shall make recommendations on policy and be responsible for carrying out the policy decisions of the Central Committee;

g. The Executive Committee shall be responsible for the administration of the business activities of the Central Committee;

h. The Executive Committee may, with Central Committee approval, employ or appoint such persons as may be necessary to adequately serve the Republican Party of Orange County;

i. The Executive Committee shall, at the beginning of each calendar year, prepare a financial plan for that year, said plan to include, but not be limited to, an estimate of the cost of operation of the Central Committee, services to candidates, funds available and funds which must be raised. The financial plan must be approved by the Central Committee before it becomes operational;

j. The Executive Committee, in an election year, shall prepare a plan for funds and/or services to be provided to candidates of the Republican Party;

(i) Such plan shall consider input from Cal-Plan, State and Assembly Caucuses, Republican State Central Committee and the Republican National Committee;

(ii) Such plan shall provide for the raising of any funds necessary for its implementation;

(iii) Such plan shall be approved by the Central Committee and put into effect after the Primary Election;

k. The Executive Committee shall have the authority to expand the funds of the Central Committee in the ordinary operation of the Central Committee activities;

l. The Executive Committee shall consider and approve all indebtedness being incurred, except as ordinary and usual expenses. The Chairman shall administer the payment of ordinary and usual expenses;

m. The Chairman may expend emergency funds which must be reported to the Executive Committee at their next meeting;

n. The Executive Committee shall meet monthly;

o. A quorum of the Executive Committee shall consist of a majority of the voting Members thereof;

p. The Executive Committee may submit a majority and minority report on any matter to the Central Committee provided that such minority report represents the position of at least four (4) of the voting Members of the Executive committee.

2. Finance Committee

a. The Finance Committee Chairman and Members shall be appointed by the Central Committee Chairman, subject to the approval of the Central Committee;

b. The Treasurer and the Assistant Treasurer shall be Members of the Finance Committee;

c. Qualifications of and number of Members of the Finance Committee are at the discretion of the Central Committee Chairman who shall take into consideration factors such as residence, profession, fund-raising experience and community prestige of the prospective members;

d. The Finance Committee shall prepare a plan or plans for raising funds for the operation of the Central Committee, and financing of political campaigns and necessary allotments to State and National Committees;

- e.** The Finance Committee plan(s) shall be approved by the Executive Committee and then by the Central Committee;
- f.** The Finance Committee shall be responsible for the implementation of the plan(s) approved by the Central Committee;
- g.** The Finance Committee shall meet and report as needed to the Executive Committee and the Central Committee;
- h.** The Chairman of the Finance Committee shall be an Ex-Officio Member of the Executive Committee and if not a Member of the Central Committee shall be an Ex-Officio Member without voting rights at the Executive Committee.

3. Precinct Operations

- a.** The Precinct Operations Committee Chairman and its Members shall be appointed by the Central Committee Chairman, subject to the approval of the Central Committee;
- b.** Qualifications of and number of Members of the Precinct Operations Committee are at the discretion of the Central Committee Chairman who shall take into consideration factors such as experience in campaign and precinct organization, motivation of volunteers and awareness of the diversity of assets, problems, peculiarities and similarities throughout the county as they affect political campaigns;
- c.** The Precinct Operations Committee shall recommend a Precinct Operations Plan to recruit, train, organize, and deploy precinct operations personnel to best ensure the election of Republican candidates;
 - (i)** The plan may include other functions and responsibilities as needed to support the Precinct Operations. For example a table of organization, a timetable for achievement and an estimate of funds needed to accomplish its responsibilities;
 - (ii)** This plan shall be approved by the Executive Committee and then by the Central Committee;
- d.** The Precinct Operations Committee shall be responsible for the implementation of the plan approved by the Central Committee;
- e.** The Precinct Operations Committee, unless otherwise expressly authorized by the Central Committee, shall establish a countywide Precinct Operations organization consisting of: 1) Regional Chairmen, 2)

Deputy Chairmen, 3) City Chairmen/ Area Chairmen, and 4) Precinct Captains/Neighborhood Representatives;

f. The Precinct Operations Committee will determine the jurisdictional boundaries for the Regions. The boundaries shall be based on City boundaries or as other wise directed.

g. Appointments

(i) The Central Committee Chairman shall appoint the Deputy Chairmen for each City.

(ii) With the concurrence of the Central Committee Chairman, the Precinct Operation Committee Chairman shall appoint the Regional Chairmen;

(iii) With the concurrence of the Deputy Chairmen, The Regional Chairmen shall appoint City Chairmen and/or Area Chairmen

(iv)The City Chairmen shall appoint the Precinct Captains.

(v) The Precinct Captains shall appoint Neighborhood Representatives

h. Responsibilities

(i) Regional Chairmen

a) In conjunction with the Deputy Chairmen, the Regional Chairmen shall be responsible for the implementation of the county Precinct Operations program within his jurisdictions;

b) Regional Chairmen shall perform such other duties as may be assigned by the Precinct Operations Committee Chairman and/or the Precinct Operations Committee;

c) Regional Chairmen may be removed by the Central Committee Chairman.

(ii) Deputy Chairmen

a) In conjunction with the Regional Chairmen, the Deputy Chairmen shall be responsible for the implementation of the county Precinct Operations program within their jurisdiction;

b) The Deputy Chairmen may have other duties and responsibilities out side of the Precinct Operation as assigned by the Central Committee Chairman and Central Committee.

c) With the approval of the Central Committee Chairman, a Deputy Chairman may also be the City Chairman.

(iii) City Chairmen and/or Area Chairmen

a) City Chairmen may be responsible for an entire city, and Area Chairmen may be responsible for portions of one city;

b) The City Chairmen/ Area Chairmen are shall be responsible for the implementation of the county Precinct Operations program within their jurisdiction;

c) City Chairmen/ Area Chairmen may be removed by the appointing authority.

(iv) Precinct Captains/Neighborhood Representatives

a) Precinct Captains shall be responsible for the implementation of the county Precinct Operations program within their jurisdiction;

b) Precinct Captains may appoint other volunteers as Neighborhood Representatives with in the Precinct, as deemed necessary, to assist them in accomplishing his duties;

c) Precinct Captains may be removed by City Chairmen.

i. All persons appointed to positions within the precinct organization shall be registered Republicans;

j. The Precinct Operations Committee Chairman shall be responsible for index files, reports and other materials so as to sustain and improve the Republican Precinct Organization within Orange County;

k. The Executive Committee and the Central Committee, having ultimate responsibility for the election of Republicans in Orange County shall maintain the authority to remove any person within the precinct structure

or alter the Precinct Operations Committee program in order to ensure the election of Republican candidates;

l. The Precinct Operations Committee Chairman shall be an Ex-Officio Member of the Executive Committee and if not a Member of the Central Committee shall be an Ex-Officio Member of the Executive Committee without voting rights.

4. Ethics Committee

a. The Chairman and Members of the Ethics Committee shall be selected by the Chairman of the Central Committee, subject to the approval of the Central Committee:

(i) The Ethics Committee shall consist of not less than nine (9) nor more than eleven (11) members including one (1) person from each Assembly District whose qualifications are at a discretion of the Chairman of the Central Committee;

(ii) The Chairman of the Central Committee, in selecting the Ethics Committee, should consider such factors as experience in the political process, respect within the community and the ability to fairly and objectively represent the Republican Party in a respectable manner.

b. The Ethics Committee should encourage all candidates to run ethical and fair campaigns;

c. The Ethics Committee shall prepare a statement of campaign ethics, subject to the approval of the Executive Committee, and shall encourage all Republican Candidates to endorse those standards in writing;

d. The Ethics Committee shall prepare By-Laws procedures, subject to the approval of the Executive Committee, which shall include procedures for receiving and adjudicating complaints and for the dissemination of the results of any conclusions reached after a full and formal hearing of any matter;

e. The Ethics Committee shall investigate any written complaints, promptly evaluating all relevant data;

f. The Chairman of the Ethics Committee shall file a written report to the Executive Committee on any matter considered by the Ethics Committee within forty-eight (48) hours of the time a matter is considered;

g. The Chairman and the Members of the Ethics Committee shall treat all matters brought before them as confidential until reported to the Executive Committee and until appropriate follow-up action is agreed to by the General Counsel;

h. It is expected that all members of the Ethics Committee will be available with twelve (12) hour minimum notification to consider matters during the two (2) weeks proceeding an election.

5. Youth Advisory Committee

a. The Chairman and Members of the Youth Advisory Committee shall be appointed by the Chairman of the Central Committee, subject to the approval of the Central Committee;

b. The number of Members of the Youth Advisory Committee shall be at the discretion of the Chairman of the Central Committee as shall their qualifications, provided however, that the membership of the Central Committee be adequately acquainted with and representative of Republican Youth in general;

c. The Youth Advisory Committee shall be drawn from the entire county as to properly represent the assets, problems and peculiarities within the county from the standpoint of Republican Youth;

d. It shall be the responsibility of the Youth Advisory Committee to recommend organizational procedures, programs and techniques which will best promote the Republican Party among young voters

e. The Youth Advisory Committee shall be responsible for the guidance and development of the Republican Youth Associates of the Committee;

f. The Youth Advisory Committee shall have a sub-committee composed exclusively of Republican Youth Associate Members as referred to herein under the heading "Associate Members." The name of this sub-committee shall be Republican Youth Associates;

g. The purpose of the Republican Youth Associates shall be:

(i) To promote the principles of the Republican Party among future voters;

(ii) To develop the potential leaders of the Republican Party for succeeding generations;

(iii) To establish a Youth Precinct Organization which will complement the Central Committee's precinct organization;

(iv) To conduct a young speaker's bureau composed of high school and college age youth to represent the Republican Party on a well-planned and coordinated program of speaking engagements.

h. Republican Youth Associates shall serve on the Republican Youth Associates sub- committee for a term of at least one (1) calendar year coinciding with the term of the person appointing them:

i. Republican Youth Associates must be high school or college age students at the time of appointment and shall be registered Republicans if of voting age.

6. Resolutions Committee

a. The Chairman and Members of the Resolutions Committee shall be appointed by the Chairman of the Central Committee subject to the approval of the Central Committee;

b. The number and qualifications of the Members of the Resolutions Committee shall be at the discretion of the Chairman of the Central Committee;

c. The Resolutions Committee shall meet as often as required to receive, consider and make recommendations upon proposed resolutions as submitted under Article IX of these By-Laws.

7. Endorsements Committee

a. The Chairman of the Endorsements Committee and Members of the Endorsements Committee shall be appointed by the Central Committee Chairman from the membership of the Central Committee, subject to the approval of the Central Committee.

b. Qualifications of members of the Endorsements Committee are at the discretion of the Central Committee Chairman who shall take into consideration factors such as experience in campaign and precinct organization, experience in the political process, respect within the community, and the ability to fairly and objectively determine whether or not the Republican Party should endorse a particular Republican for non-partisan office or endorse an initiative. The Endorsements Committee shall recommend endorsements only for Local Offices and state and local initiatives to the Central Committee.

c. The Endorsements Committee shall be composed of 7 Central Committee members and a quorum shall consist of a majority of the members.

d. The Endorsements Committee shall meet as often as required to receive, consider and make endorsements in accordance with Article XIII of these By-Laws.

B. Special (ad-hoc) Committees

1. The Chairman, with the approval of the Central Committee, may appoint such special committees as may be deemed to be in the best interest of the Central Committee and/or the Republican Party;

2. These special committees may include, but are not limited to, By-Laws Committee, Elections Security Committee, Ethnic Interest Committees and such Ad-Hoc Committees designed to carry out special tasks.

ARTICLE VIII

Meetings

A. Organizational Meeting

1. Date, Location and Notice of the Organizational Meeting

The Committee shall meet and hold an organizational meeting on the third Monday in January following the election of new Members to the Committee at the direct primary election under Subsection 2 of Section A of Article IV of these By-Laws (election of members at primary) and the referenced section(s) of the California Elections Code. [7441(b)].

22

The time and location of the organizational meeting shall be determined by rule of the Committee, or, if no such rule has been adopted, at the direction of the Chairman.

The Chairman shall call the organizational meeting by giving written notice to each person elected under subsection 2 of Section A of Article IV of these By-Laws (election of members at primary) and the referenced section(s) of the California Election Code.

Such written notice shall be given at least twenty (20) days prior to the date of the organizational meeting and shall include the date, time and location of the organizational meeting.

2. Actions to be taken at the Organizational Meeting

All persons present, who were elected to the Central Committee under subsection 2 of Section A of Article IV of these By-Laws (election of members at primary) and the referenced section(s) of the California Election Code, shall take and subscribe to the oath or affirmation provided for in Section 7408 of the California Election Code.

The Committee shall then elect a Chairman and such other officers as set forth in Section A of Article V of these By-Laws (Elected Officers).

The Committee may then conduct any other business, as it deems necessary, as it would at any regular meeting of the Committee.

B. The Central Committee shall meet the third (3rd) Monday of each month unless waived by a suspension of these By-Laws or unless an organizational meeting has been held in that month under section A of this Article VIII;

1. A quorum of the Central Committee shall consist of a majority of the Members and Ex-Officio's either present or represented by an alternate;

2. In the absence of a quorum at any regular monthly meeting of the Central Committee, the Executive Committee may perform such functions as would normally be performed by the Central Committee as a whole.

C. The Chairman may call Special Meetings of the Central Committee at any time provided that written notice of such meetings be sent to all Members, Ex-Officio Members, Alternates and non-voting members at least five (5) days prior to such meeting;

D. A Special Meeting may be called by petition, in writing, by one fourth (1/4) of the 23 Members and Ex-Officio Members. Upon receipt of such a petition, the Chairman shall call a Special Meeting as in Section B of this Article;

E. At all meetings of the Central Committee, the Committee Chairmen shall report on the attendance and activities of their committees;

F. Standing and Special Committees shall meet as necessary to carry out their responsibilities.

ARTICLE IX

Resolutions

- A.** All proposed resolutions shall be presented, in writing, to the Chairman of the Executive Committee thirty (30) days prior to the regular meeting of the Central Committee at which action is sought;
- B.** The proposed resolution shall be referred to the Resolutions Committee for its consideration and recommendation;
- 1.** The Resolutions Committee may rephrase the proposed resolution to reflect those conditions for a resolution as contained in the parliamentary authority;
 - 2.** The Resolutions Committee may recommend "for," or "against," or "no-action" on the proposed resolution;
- C.** The Resolutions Committee shall report its recommendations to the Central Committee at a regular meeting;
- D.** The proposed resolution must receive a two-thirds (2/3) majority vote of the Central Committee to be approved;
- E.** If, in the view of the proponent, a resolution warrants immediate action at a regular meeting of the Central Committee, the proponent of the requested resolution shall submit the resolution in writing to the Secretary for reading to the Central Committee;
- 1.** The Central Committee, by two-thirds (2/3) affirmative vote, may permit consideration of the proposed resolution without thirty (30) days prior notice and referral to the Resolutions Committee;
 - 2.** An urgency resolution shall require a two-thirds (2/3) affirmative vote to be approved.

ARTICLE X

Independent Republican Clubs

- A.** The authority to charter and coordinate the activities of Independent Republican Clubs shall be vested in the Executive Committee;
- B.** The Executive Committee may require an Independent Republican Club requesting a charter to provide a listings of goals, objectives and a copy of the By-Laws of the petitioning group prior to granting a charter;
- C.** The Executive Committee may approve or reject a charter application and may review an existing charter pursuant to the rights granted the Republican Central Committee of Orange County by the California Election Code, Section 7443.

ARTICLE XI

Amendments

- A.** These By-Laws may be amended at any regular or special meeting of the Central Committee by a two-thirds (2/3) vote of the Members present at such a meeting;
- B.** A proposal to amend these By-Laws shall be deemed out of order unless notification of the proposed amendments shall be given, in writing, to the entire Central Committee at least fourteen (14) days prior to the vote on such amendment.

ARTICLE XII

Authorities

A. The Parliamentary authority for the Central Committee shall be **Robert's Rules of Order, Newly Revised**;

1. This authority shall determine any question not covered in these By-Laws for procedures or conduct at meetings of the Central Committee and/or any of its committees;

2. These rules may be suspended but not amended at any regular constituted meeting of the Central Committee by two-thirds (2/3) affirmative vote of the Members present;

3. Amendments shall occur only by the procedure set forth in Article XI of these By- Laws.

B. The statutory authority for the Central Committee shall be the California Election Code, 25 Sections 7400 to 7500;

C. The California Election Code, Sections 7400 to 7500 shall be a part of these By-Laws and a copy of same shall be Addendum A and attached to these By-Laws;

D. The ranking of authority for the Central Committee in all matters shall be the California Election Code, then these By-Laws, and then **Robert's Rules of Order, Newly Revised**.

ARTICLE XIII

Endorsements by the Chairman, Executive Committee, and Central Committee

A. Chairman's Endorsements - Republican Candidates with no Republican Opponent. Anytime after the close of the filing period for any Local Office and after written request from the candidate, the Chairman recommends an endorsement to the Central Committee of any Republican candidate for Local Office who does not face a

Republican opponent, or if the number of Republican candidates for a particular board does not exceed the number of seats to be voted upon in the upcoming election. Such endorsements shall only be granted upon a two-thirds affirmative vote of the Central Committee members voting. For the purposes of this Article “Local Office” shall mean any elected office or position in Orange County except State or Federal offices and Central Committee positions.

B. Central Committee Endorsements. The Central Committee may endorse any Republican candidate for Local Office, or any initiative, referendum, recall or other measure submitted to the voters of Orange County, according to the following procedures:

1. Early Endorsement of Incumbents. Republican incumbents seeking re-election to the same Local Office who are members of the Orange County Local Elected Officials Association can request an early endorsement before the opening of the filing period for that office by sending a written request to the Chairman of the Endorsements Committee. Any such requests for endorsement received more than 105 days before the opening of the filing period will be put on an early endorsement list and sent to all members of the Endorsements Committee and the Central Committee. Any Endorsements Committee member or Central Committee member may request within 20 days that a name be removed from the list. All names not removed from the list during this 20 day period shall be deemed endorsed. At the Central Committee’s next meeting, the Central Committee may also consider any name removed from the list, and may consider withdrawing its endorsement of any incumbent on the list. Endorsements of Republican incumbents removed from the list are granted upon a two-thirds affirmative vote of the Central Committee members voting. Withdrawal of an endorsement of any incumbent must be approved by a two-thirds affirmative vote of the Central Committee members voting, and can only be considered at the next regularly scheduled Central Committee meeting after the endorsement is deemed granted.

2. Endorsement of Candidates with at least one Republican Opponent. Republican candidates for Local Office with at least one Republican opponent, or where the number of Republican candidates for a particular board exceeds the number of seats to be voted upon in an upcoming election, may request an endorsement by the Central Committee by submitting a request in writing for such endorsement to the Chairman of the Endorsements Committee. Any such requests for endorsement received by the Chairman of the Endorsements Committee within 5 days after the close of the filing period will be considered by the Endorsements Committee within 15 days after the close of the filing period. Recommendations of the Endorsements Committee shall be placed on a consent list and sent to the Endorsements Committee and the Central Committee. At the Central Committee’s next meeting, any Central Committee member may request a name be removed from the consent list, after which time the Central Committee will vote on the consent list, and shall then consider any name removed from the

consent list. Endorsements shall only be granted upon a two-thirds affirmative vote of the Central Committee members voting.

3. Initiatives and Recalls. The Endorsements Committee may recommend, by two-thirds affirmative vote of those present and voting, that the Central Committee support, oppose, or take no position on any state or local proposition, ballot measure, or recall of an elected official. At the Central Committee's next regularly scheduled meeting after such a recommendation, the Central Committee shall consider the recommendation, and may, upon a two-thirds affirmative vote of the Central Committee members voting, grant its support or opposition to such proposition, ballot measure or recall.

C. Other endorsements. In extraordinary circumstances, or in order to prevent extreme injustice or unfairness, the Chairman may allow other endorsements for Local Office, or any initiative, referendum, recall or other measure submitted to the voters of Orange County, to be considered by the Central Committee by providing written notice to the Central Committee 5 days prior to a meeting of the Central Committee. Such endorsements shall only be granted upon a two-thirds affirmative vote of the Central Committee members voting at a meeting where the candidate requesting the endorsement is present and available to answer questions posed by the Central Committee. No other endorsements for any Local Office shall be made by the Chairman, the Executive Committee, nor any other standing or ad hoc committee, Assembly District caucus or any other subdivision within the Central Committee.

###