

BYLAWS

of

The Santa Clara County Republican Party

Santa Clara County, California

PREAMBLE

The Santa Clara County Republican Party hereby adopts these Bylaws as the Rules for the composition and actions of the Santa Clara County Republican Party, the election of officers, and the management and operation of the Santa Clara County Party.

ARTICLE I

Name, Purpose & Duties

Section 1.

a. The name of the organization shall be the "Santa Clara County Republican Party" hereinafter referred to as the "County Party."

b. The name of the governing body of the County Party shall be the "Santa Clara County Republican Committee," herein after referred to as the "Republican Committee" or "Committee."

c. The County Party is a sovereign political organization, which is voluntary affiliated with the California Republican Party and the Republican National Committee.

Section 2.

The Republican Committee exists for the purpose of conducting the business of the County Party.

Section 3.

The Committee shall perform such activities as are deemed by the Committee to be necessary and proper to elect Republicans to public office.

Article II

Objectives & Powers

Section 1. The Objectives of the County Party shall be:

a. To register citizens as Republican voters and to assist and encourage all Republicans to vote in every election;

b. To campaign for the election of Republican candidates for public offices, and to work for the appointment of Republicans to appointive governmental positions;



- c. To maintain an effective, intelligent, aggressive, and permanent Republican campaign organization in Santa Clara County;
- d. To participate in the development of the principles and platforms of the Republican Party;
- e. To serve as liaison between Republicans in Santa Clara County and both the California Republican Party and the Republican National Committee;
- f. To recognize and assist Republican volunteer organizations in Santa Clara County;
- g. To bring new volunteers into Republican Party politics and provide an opportunity for them to find political expression and recognition;
- h. To recruit competent Republican candidates to run for public office, and to train future leaders for service in local, state and federal government;
- i. To promote patriotism among the citizens of Santa Clara County;
- j. To advance the cause of good government at all levels; and
- k. To support such other issues as the Committee deems appropriate.

Section 2.

a. The Committee shall have the power to further the objectives of the County Party in accordance with these Bylaws through all legal means, including, but not limited to, the solicitation and expenditure of funds.

b. The Committee shall have the power to take the following actions only with the approval of a majority of those members voting at a meeting of the Committee:

1. To expend funds on behalf of, or donate funds to, Republican candidates, campaigns, political causes and affiliated or unaffiliated organizations;

2. To purchase, buy, lease, or otherwise acquire real estate and other property, and to construct, erect, maintain and remove improvements thereon, and to sell, mortgage, hypothecate, exchange, trade or otherwise dispose of any real estate or other property, improved or unimproved;

3. No individuals, committees, nor other organizations shall have power to make expenditures or incur liabilities on behalf of the County Party or the County Committee without prior authorization of the County Committee. Unauthorized expenses and liabilities shall be the sole responsibility of the individuals, committees and/or other organizations, which incurred them.

c. The Committee shall have the power to use the name County Party or Committee in an endorsement for any candidate for partisan & non-partisan office or ballot measure. Endorsement actions shall be as follows:

1. When there is a Republican on the ballot, only registered Republicans should be considered for endorsement by the Committee Members present and voting.

2. When there is no Republican on the ballot, then a non-Republican may be endorsed, but only with a 2/3 vote of the Committee Members present and voting. The County Committee shall not endorse any candidate in a contested Republican Party election, except in the following manner and under these circumstances:

a. When notice of the proposed action is given at least five days in advance of the Committee meeting to all persons entitled to vote;

b. A meeting is held and the candidates affected are given an opportunity to appear; and

c. A candidate receives a two-thirds (2/3) majority vote of the voting members present and voting.

ARTICLE III

Membership

Section 1.

The Members of the Committee (herein collectively referred to as “Members”) shall be divided into the following four categories of membership:

a. **Regular Members** shall be defined as those members of the County Party elected to the Committee by the voters in the biennial direct primary election for the Republican Party. Members of the County Party who are appointed by the Committee to fill vacancies created by the vacancy of Regular Member shall also be defined as “Regular Members”.

The term of each Regular Member of the Committee shall begin at the Organizational Meeting of the Committee held following the Presidential primary election, and shall end upon the commencement of the next Organizational Meeting following the next Presidential primary election.

b. **Ex-Officio Members** shall be defined as those individuals who received the Republican nomination as candidates for the California State Assembly, the California State Senate, or the United-States House of Representatives, provided their respective districts include some portion of Santa Clara County. Republican nominees and incumbents for the following offices shall also be Ex-officio Members if they reside in Santa Clara County:

Governor



Lieutenant Governor

Secretary of State

Controller

Treasurer

Attorney General

Members of the State Board of Equalization

United States Senator from California

Ex-Officio Members shall have all the rights, privileges, and responsibilities of Regular Members.

The term of each Ex-officio Member of the Committee shall begin at the Organizational Meeting of the Committee held following the primary election for that office, and shall end upon the commencement of the Organizational Meeting following the next primary election for that office.

In a special election for an Assembly or Senate seat, or for the House of Representatives, the ex officio membership of the earlier nominee shall expire immediately upon the nomination of the person most recently nominated or elected, and the new nominee shall replace the earlier nominee for the remainder of the term.

c. Alternate Members

(i) Regular Members and Ex-Officio Members may appoint an Alternate to serve in their absence. Alternates must be registered Republicans and reside in Santa Clara County. Alternates of Regular members must reside in that Regular Member's supervisorial district.

(ii) In the absence of the appointing Member, Alternates may enjoy the rights and privileges of a Regular Member.

(iii) Alternates of Ex-Officio Members, shall have the rights and privileges of Ex-officio members when the Ex-Officio they represent is absent.

(iv) If the Regular Member or Ex-Officio Member whom the Alternate represents, ceases to be a member of the Committee for any reason, the Alternate shall cease to serve on the Committee.

(v) Regular Members & Ex-Officio Members must submit their recommended alternate's name in writing to the Secretary of the Committee.

Article IV

Vacancies & Removals

Section 1.

Any member desiring to resign from the Committee shall submit a written resignation to the Secretary, who shall present it to the Executive Committee for acceptance.

Section 2.

A vacancy occurring in the Regular Membership shall be filled by a successor chosen from the same Supervisorial District as the former member. The remaining Members of that Supervisorial District shall serve as the nominating committee for that replacement. The nomination is subject to the approval of the Majority of the Committee. When the Committee is considering the report of the nominating committee, members of the Committee may make additional nominations.

Section 3.

a. Any regular member who has unexcused absences from four (4) regularly scheduled meetings within any 12 month period shall be removed unless the absences are excused by the chair.

b. The Committee may remove any Regular or Alternate Member, who affiliates with or registers as a member of another political party while serving on the Committee; or who gives public support or avows public preference for a candidate who is opposed to a Republican candidate endorsed by the Santa Clara County Republican Party, by a majority vote of those present and voting at a regular meeting or a special meeting called for that purpose.

c. Automatic resignation- Failure to maintain a residence in the Supervisorial District from which a regular member was appointed or elected, shall constitute that member's automatic resignation from the Committee.

d. All regular Members are responsible for their conduct, and are expected to conduct themselves in a proper and acceptable way. Unethical conduct will not be permitted. Should any Regular Member's conduct be considered improper or unethical at any time, the Chair has the authority to recommend to the Committee that that Regular Member be removed. Actual removal from the Committee shall be subject to a 2/3 vote in favor of removal by voting Regular Members present at a regularly scheduled meeting.

ARTICLE V

Contributions by Members

Section 1.

It is expected that each Regular Member and Alternate shall make a voluntary contribution to the Committee operating budget. Any contribution shall be non-refundable.

ARTICLE VI

Officers

Section 1.

The officers of the Committee shall be Chair, Vice-Chair, Secretary, and Treasurer. Officers shall perform the duties prescribed in these bylaws (see Article VII) and by parliamentary authority adopted by the Committee.

Section 2.

The Committee shall conduct its organizational meeting within seventy-five (75) days of the general election following the direct primary election at which the regular members were elected. The Organizational Meeting shall take place in Santa Clara County at the place and time to be selected by the preceding Committee's Chair. At that time and place, the Committee shall organize by electing a Chair, Vice-Chair, Secretary, and Treasurer, who shall be the Committee's officers. Only regular members, ex-officio members and alternates of ex-officio members shall be eligible to hold the offices of Chair, Vice-Chair, Secretary, and Treasurer. If an elected regular member is not able to attend the organizational meeting, they may select an alternate to vote in place of that absent regular member. The same rules apply for ex-officio members. A notice of said meeting shall be sent to each member entitled to vote at said meeting at least ten (10) days before the date of the meeting.

ARTICLE VII

Duties of Officers

Section 1.

a. Chair: It shall be the duty of the Chair to preside at all meetings of the Committee; to perform all usual and customary duties of the office (Section 47, Robert's Rules of Order, Newly Revised and latest edition); to appoint all committees and a parliamentarian, and others as the Chair deems appropriate.

b. Vice-Chair: It shall be the duty of the Vice-Chair to assist the Chair with the Chair's assigned duties; and to assume the Chair's duties and responsibilities in the absence or resignation of the Chair.

c. Secretary: It shall be the duty of the Secretary to record and publish the proceedings of the Committee, to oversee correspondence dictated by the Committee, and to be the custodian of its records, except the Treasurer's records; and to perform such other duties as required by the Chair of the Executive Committee.

d. Treasurer: It shall be the duty of the Treasurer to have custody of all funds of the Committee; to make disbursements of such funds upon written order of the Chair or as approved in the minutes of the meetings of the Committee; and to comply with the provisions of the law requiring reports of any and all expenditures, including but not limited to campaign expenditures.

ARTICLE VIII

Meetings

Section 1.

a. Regular meetings of the Committee shall be held each month. The committee may cancel the regular meetings for the months of July or August, and December. The time and location will be properly noticed with the mailing of the agenda unless otherwise ordered by the Committee, or by the Executive Committee.

b. Written notice of all regular meetings, including precise time and location and an agenda shall be sent to all members by the Secretary in advance.

Section 2.

Organizational Meeting: As specified in the State Election Code, an organization meeting shall be for the purpose of administering the oath of office to the Regular Members, electing officers, and handling any other business that may arise.

Section 3.

Special meetings may be called by the Chair or by the Executive Committee and may be called upon the written request being sent to the Secretary in writing by a majority of the Members of the Committee. The purpose and place of the meeting shall be stated in the call. Except in the case of an emergency, at least three (3) days written (or electronic) notice shall be given by the Secretary. Only business stated in the call for the meeting may be conducted.

Section 4.

a. A quorum shall exist when the sum of Regular and Ex-Officio Members present is 15 or greater. If a member is absent, the responsible appointed Alternate Member may be counted in determining the presence of a quorum. Once established, the quorum shall be considered established until the meeting is adjourned. Meeting attendance via telephone conference, video, audio or Internet link will be counted towards a quorum. No official action requiring consent of the Committee shall be taken without a quorum.

b. Proxy voting shall not be permitted.

ARTICLE IX

The Executive Committee

Section 1.

a. The officers of the Santa Clara County Republican Committee shall constitute the Executive Committee of the Republican Party of Santa Clara County.

b. The Executive Committee shall have general supervision of the affairs of the Committee between its business meetings; may change the hour and place of meetings; may make recommendations to the Committee; and shall perform any and all other duties as needed to conduct the business of the Committee. The Executive Committee shall be subject to the orders of the Committee, and none of its acts shall conflict with action taken by the Committee.

c. Unless otherwise ordered by the Committee, regular meetings of the Executive Committee shall be held at the discretion of the Chair, and a meeting can be called by a majority of the voting Executive Committee members with written notice to the Chair. The Chair is responsible for notice to all Executive Committee members for meetings.

1. A quorum of the Executive Committee will be a majority of the Executive Committee.

d. The Chair may designate any individual as a non-voting member of the Executive Committee at any time. The Chair may revoke such designation at any time.

Section 2.

Any special authority, not covered in these bylaws, given by the Committee to the Executive Committee shall be reviewed and reaffirmed at each Organizational Meeting, otherwise the authority shall be temporary until such time as the authority can be reaffirmed by the Committee.

ARTICLE X

Committees

Section 1.

a. The following committees are to be standing committees of the Committee:

1. Executive: (Set forth in Article IX of the bylaws).

Section 2.

Other Committees- At the discretion of the Chair, other committees may be formed on an “ad hoc” basis or a permanent basis as deemed necessary to carry on the work of the Committee.

Section 3.

With the exception of the Executive Committee, the Chair of the Committee shall serve as “Ex-officio” voting member of all committees set forth in these bylaws, ad hoc committees, standing committees, and any sub-committees of the Committee.

ARTICLE XI

Parliamentary Authority & Policies & Procedures

Section 1.

a. The order of which authority is herein accepted is as follows:

1. California Election Code

2. Bylaws

3. Robert's Rules of Order, Newly Revised, shall govern the Committee in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

b. If any provision of these bylaws, other than Article III Section 1, is contrary to the provisions of the California Elections Code, the California Elections Code shall govern. In all other instances, the provisions of these bylaws shall govern.

Section 2.

The chair and the Executive Committee may propose "Policy and Procedure Guidelines" to serve as a procedural guidelines for the Committee. These Policies and Procedures may be modified by the Executive Committee but must be approved by a majority vote of the Committee. These Policies & Procedures & Guidelines shall sunset with each Election Cycle of the Committee, unless they are re-affirmed by the newly established Committee at their Organizational Meeting.

ARTICLE XII

Amendment of Bylaws

Section 1.

These bylaws may be amended at any regular meeting by a two-thirds (2/3) vote of the Regular and Ex-Officio Members present and voting, providing that the amendment has been submitted in writing at the previous regular meeting.

Adopted this __ day of _____, _____

Secretary