

**The Republican Party**  
 *of San Diego County*

# **Bylaws**

2021-2022

Adopted on January 11, 2021

# BYLAWS OF THE REPUBLICAN PARTY OF SAN DIEGO COUNTY

## ARTICLE I General Authority

### Section 1.00 PREAMBLE AND AUTHORITY

The Republican Party of San Diego County hereby adopts these bylaws which include rules for the composition of the Republican Central Committee (“the Committee”), the election of its officers, and the management and operation of the Party.

These bylaws shall constitute the sole and exclusive governing rules of the Committee, a private association which is dedicated to the purposes of endorsing and electing members of the Republican Party to federal, state and local public offices.

### Section 1.01 GOVERNING BODIES

The Committee consists of the membership meeting in full several times each year, the Executive Committee, and the executive direction of the elected officers as provided more particularly in these bylaws.

### Section 1.02 ROLE AND RELATIONSHIP TO THE STATE CENTRAL COMMITTEE

The Committee is the official organization of the Republican Party in the County of San Diego, and exercises general direction over the Republican election campaign for Republican endorsed candidates in the County. The Committee operates under these bylaws and rules, and works together with the state central committee in support of the Republican campaign.

The Committee’s mission is to support the election of Republican candidates to office.

## ARTICLE II Committee

### Section 2.01 MEMBERSHIP

#### Section 2.01.01 Members

(A) The following shall be members of the Committee:

- (1) The Committee shall not exceed 60 members.
- (2) Six (6) regular members elected from each Assembly District which includes San Diego County.
- (3) Two (2) appointed at-large members, proposed by the Chairman and confirmed by both the Executive Committee and Central Committee who shall not be eligible to serve as Officers. At-large members serve at-will.
- (4) Ex-Officio members consisting of Republican candidates who are elected to State Senate, State Assembly, and United States Congress in districts which include San Diego County.

(B) The following shall be alternate members of the Committee:

One (1) person appointed by each regular and ex-officio member of the Committee. The alternate member shall have the right to vote only when the written authorization of the member who appointed him or her is on file with the Secretary, the alternate member has been duly sworn in and in the absence of the regular or ex-officio member. An alternate member of the Committee shall be subject to the rules and regulations of the Committee and must otherwise meet the same qualifications as any other regular member. An alternate member to an ex-officio shall reside in the district of the appointing power, the San Diego County portion. No member of the Committee may serve as an alternate member of the Committee. No alternate member of the Committee may serve in that capacity for more than one appointer.

Due diligence should be taken when appointing an alternate as the actions and behavior of an alternate are not separate from the appointer.

(C) The following shall be “youth associate members” of the Committee:

(1) Each member of the Committee may appoint one (1) youth associate member. Youth associate members shall be honorary, non-voting members, who shall serve under the direction of the chairman of the Youth Advisory Committee. Youth associate members shall be subject to the rules and regulations of the Committee and must otherwise meet the same qualifications as any other regular member except that they need not reside in the district of the appointing power but need only reside in San Diego County.

(D) When the terms “regular member,” “at large member”, “ex-officio member,” or “alternate member” is used, said term shall specifically refer to that group to the exclusion of others.

#### Section 2.01.02 Terms of Members

(A) Regular members

(1) The term of each regular member of the Committee designated in Section 2.01.01(A)(2) shall begin at the organizational meeting of the Committee, held in December or January following the primary election, and shall end upon the commencement of the organizational meeting following the next election of regular members by the Republican voters of San Diego County.

(B) At Large members

(1) The term of each at large member of the Committee designated in Section 2.01.01(A)2) shall begin when they are confirmed by the Central Committee and shall end upon the commencement of the organizational meeting following the next election of regular members by the Republican voters of San Diego County.

(C) Ex-Officio members

(1) The term of each ex-officio member of the Committee designated in 2.01.01(A) (3) shall begin at the organizational meeting of the Committee, held in December or January following their election, and shall end upon the commencement of the next organizational meeting following the next election of regular members by the Republican voters of San Diego County or upon the end of their term in December or January, whichever is later

#### Section 2.01.03 General Rules of Membership

(A) No person may hold more than one membership.

- (B) If a regular member of the Committee is elected to any office listed in Section 2.01.01(A) (3) , the member shall retain the ex-officio membership and forfeit the elected membership.
- (C) In all of the situations described in Section 2.01.03, the other membership shall be considered vacant due to ineligibility.
- (D) Each regular member of the Committee is responsible for actively participating in and contributing to the programs of one Standing Committee throughout his or her term of office, and in the Assembly District Caucus of which he or she is a member.
- (E) Any member who registers as a member of another political party shall be considered to have resigned.
- (F) Any regular member who changes legal residence from the Assembly District in which elected or appointed shall be considered to have resigned.
- (G) For the purposes of membership, including alternates, residency shall mean primary domicile.
- (H) Any member or alternate who works on a for-pay basis for, directly or as a consultant, or who has a direct financial interest—separate from a general economic interest—any candidate, elected official, or issue campaign, must disclose the relationship or interest prior to speaking in support of endorsing that candidate, elected official, or issue campaign.

Section 2.01.04            Vacancies and Filling of Vacancies

- (A) A vacancy exists in a regular, at large, or ex-officio membership if the member resigns, dies, ceases to be a registered Republican, is certified as incapacitated, moves out of the Assembly District in which he or she was elected, or is removed from the Committee.
- (B) When any member of the Committee, other than an ex-officio member, misses four regularly called meetings within a 12 month period for reasons other than illness or temporary absence from the county, the Secretary shall transmit a notice to the Chairman, who shall declare a vacancy for the seat held by the member.
- (C) To be eligible to fill a vacancy as a regular member, a person must have the same qualifications as required of the original Central Committee member for said seat.
- (D) A vacancy in a regular elected membership shall be filled in the following manner:
  - (1) The Chairman shall announce the vacancy at the next regularly scheduled meeting of the Committee following the receipt of a vacancy notice from the Secretary. An election to fill the vacancy shall be held at the next meeting of the Committee following the meeting at which the vacancy is announced.
  - (2) The Assembly District caucus in which the vacancy exists shall meet, and with the concurrence of a majority of the caucus members, nominate a candidate to fill the vacancy. The full Committee shall then vote up or down on the caucus' nominee at the next regularly scheduled meeting.

Section 2.01.05            Discipline of Members

- (A) The Committee may remove any member who during his or her term of membership: (1) affiliates with, or registers as a member of another party, or (2) who publicly advocates that the voters should not vote for an endorsed candidate of this party for any office, or (3) who gives support to or avows a

preference for a candidate of another party or candidate who is opposed to a candidate endorsed by this party.

- (B) Any member who (1) represents their views as being those of the Committee or the Republican Party when not authorized to do so, or (2) intentionally causes embarrassment to the Committee or the Republican Party, or (3) commits the Committee to a course of action or financial expenditure without authorization to do so, or (4) engages in inappropriate conduct, may be censured or removed.
- (C) To remove or censure a member of the Committee, another member of the Committee must transmit a written complaint to the Chairman, who shall refer it to the Ethics Committee for evaluation. The chairman of the Ethics Committee shall notify the accused and solicit rebuttal documentation for review by the Ethics Committee. The findings of the Ethics Committee shall be communicated in closed (executive) session to the Executive Committee, which will then recommend removal, censure, or no action by a majority vote.
- (D) Removal or censure of a member shall be, in closed session, by either unanimous vote of the Executive Committee with no abstentions or by a majority of those present and voting of the full Committee at the next regularly scheduled meeting, with notice of no less than 10 days. The member subject to removal or censure shall not be eligible to vote.
- (E) If, in accordance with the procedure prescribed in this section, a member is censured, or voluntarily resigns, the action of the Committee shall last only until the member's current term expires, or would have expired, after which he/she shall again be eligible to be a member, Ex-Officio or alternate.
- (F) A censured member shall lose all member privileges other than being able to cast his/her vote on matters before the full Committee.
- (G) If a member is removed by the Committee, the action of the Committee shall last for the remainder of the current term, plus one subsequent term, effective the date of the removal, during which he/she shall not be eligible to be a regular, Ex-Officio, or alternate member.
- (H) A member who has been removed or who voluntarily resigned is also ineligible to hold the position of alternate during the time that he/she is ineligible to be a member.
- (I) Members and Ex-Officios are responsible for the actions and behavior of their respective alternate. Removing an alternate after – or in anticipation of – disciplinary action against the member or Ex-Officio does not absolve him or her of responsibility.

Section 2.02                    MEETINGS

Section 2.02.01            Organizational and Regular Meetings

- (A) Organizational meeting. The Committee shall convene in an organizational meeting biennially to adopt bylaws, elect officers, and conduct other business as the Committee deems necessary. Newly elected regular and Ex-Officio members shall be sworn in at the Organizational meeting following their election.
  - (1) The Chairman shall call the organizational meeting on the second Monday of the December or January following the primary election. The Secretary or his/her designee shall send written notice to each Ex-Officio and ex-officio alternate member, and each elected or appointed member due to be sworn at the organizational meeting. Such notice shall be transmitted at least ten (10) days in advance.

- (2) Newly elected or appointed members of the Committee shall subscribe to the oath or affirmation of office. Ex-Officios shall be considered sworn-in once they have been sworn in to the office to which they were elected
  - (3) The Committee shall elect an Elections Officer solely to preside over the adoption of bylaws and the election of a Chairman. The Elections Officer shall appoint an Acting Secretary to record the adoption of bylaws and election of the Chairman.
  - (4) Bylaws shall be adopted by a majority vote of the Committee.
  - (5) The Committee shall elect a chairman. Upon election, the newly elected Chairman shall preside over the election of other officers in the following order: Secretary, First Vice Chairman, Second Vice Chairman and Treasurer. Each officer shall assume duties immediately upon election.
- (B) Regular meetings shall be held on the second Monday of each subsequent month, subject to change or cancellation by the Executive Committee. The location of meetings shall be determined by the Chairman.

Section 2.02.02            Meetings

- (A) The Secretary shall provide a calendar of scheduled meetings to each member of the Committee at its January meeting. Members shall be informed of any change or cancellation of a meeting of the Committee made in accordance with Section 2.02.01, in writing at least six days prior to the original scheduled date of the meeting.
- (B) E-mail notice and voice mail notice shall constitute sufficient written notice under these bylaws.
- (C) The Committee may meet in closed session for any purpose upon the consent of a majority of the Committee. All discussion of matters in closed session shall be kept confidential unless a majority of the Committee votes to grant exception. The results of any votes cast in closed session shall be considered reported in open session prior to adjournment of the meeting.

Section 2.02.03            Quorum, Proxies and Voting

- (A) Quorum. A quorum of the Committee is a majority of the current, sitting membership, either in person or as represented by appointed alternate.
- (B) Proxies. Proxies shall not be permitted for any purpose, including establishment of attendance or voting.
- (C) Voting.
  - (1) Voting shall be by the regular, at large, and Ex-Officio members of the Committee or in their absence their duly appointed alternate. Alternate members may not vote in the presence of their appointer.
  - (2) The election of officers shall be conducted by secret ballot, except than in each case where there is no contest for the office, the officer may be elected by acclamation.
  - (3) Voting on matters of endorsing a Republican candidate for office shall be done in accordance with the schedule and rules determined by the Executive Committee.

(4) In cases other than those in sections (A) (C) (2) and (A) (C) (3) above, voting shall be by voice vote, or the Chairman may request a standing vote.

(5) In all cases the calculation of votes on any matter shall exclude abstentions, write-ins and illegible votes with the outcome determined solely by those members present and voting.

#### Section 2.02.04          Suspension of Rules

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

#### Section 2.02.05          Special Meetings

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

(B) A special meeting may be called by written petition of 15 regular and/or ex-officio members. Upon receipt of such a petition, the Chairman must set a time and location for a special meeting to take place within eight days. The Chairman must notify the Secretary of the special meeting, and the Secretary shall transmit written notice of the meeting to all members.

### Section 2.03              OFFICERS

#### Section 2.03.01          List of Officers

(A) Officers. The following shall be the regular elected officers of the Committee to serve for the two year term following the organizational meeting or until their successors have been elected: Chairman, First Vice Chairman, Second Vice Chairman, Treasurer and Secretary.

The Chairman shall also appoint a General Counsel, a Parliamentarian, a Sergeant at Arms, an Executive Director, and other subordinates.

Elections for the elected officers shall take place at each organizational meeting.

(B) Chairman Emeritus. Any Chairman that has served at least five 2-year terms or ten years total will be deemed to have earned the Honorary title of "Chairman Emeritus". The title shall expire after ten (10) years. The Honorary title confers no powers or privileges and is purely Honorary in nature as a sign of appreciation for their length of service. It is not an Officer position and holds no voting power.

#### Section 2.03.02          Eligibility to seek or hold office

(A) Any regular member or ex-officio of the Committee may seek and hold an elected office of the Committee. Alternates may not seek or hold office.

(B) Officers shall be elected at the Committee's organizational meeting pursuant to the procedure outlined in Section 2.02.01(A).

#### Section 2.03.03          Vacancies in offices.

(A) Chairman. If a vacancy occurs in the office of Chairman, by reason of resignation, death, or otherwise, the First Vice Chairman shall immediately and temporarily become Acting Chairman until a successor Chairman is elected at the next meeting of the Committee.

- (B) If a vacancy occurs in any elective office other than Chairman, by reason of resignation, death, or otherwise, a successor shall be elected at the next meeting of the Committee.
- (C) If a vacancy occurs less than 15 days prior to the next regularly scheduled meeting of the Committee, the vacancy election shall be held at the meeting following the next meeting of the Committee. In no case may more than 45 days be permitted to pass before a vacancy election is held.
- (D) If a vacancy occurs more than 15 days prior to the next regularly scheduled meeting of the Committee, the vacancy election shall be held at the next regularly scheduled meeting of the Committee.
- (E) The Secretary shall notify all members of the Committee of a scheduled vacancy election at least 15 days in advance. In the event of a vacancy in the office of Secretary, the Chairman or a Vice Chairman shall provide the notice.

**Section 2.03.04          Duties of the Chairman**

- (A) The Chairman shall serve as the chief executive and spokesperson of the Committee, and represent the Committee on the local, state and national level.
- (B) The Chairman shall preside at all meetings of the full Committee, Executive Committee and any other gathering of the Committee requiring a presiding officer.
- (C) The Chairman shall appoint and remove the chairs and members of Standing, Special and Ad Hoc Committees.
- (D) The Chairman shall appoint a Victory Chairman to conduct the Party's Victory Campaign in support of our endorsed candidates, and any special projects assigned by the Chairman.
- (E) The Chairman shall have the power to retain and terminate all members of the Committee's staff, within approved budget parameters, subject to confirmation by the Executive Committee.
- (F) The Chairman shall have the right and duty to manage the affairs of the Committee and shall perform all the duties usual and customary for the executive of an elected organization.
- (G) The Chairman shall not obligate the Committee to any debt or obligation that is longer than his/her term of office unless approved by two-thirds of the Executive Committee.
- (H) The Chairman shall have the power to endorse Republican candidates for public office on behalf of the Committee per section 3.01.01.
- (I) The Chairman shall be a member of the California Republican County Chairmen's Association and other entities within the state committee as it prescribes.
- (J) The Committee shall provide for the reimbursement of expenses incurred by the Chairman and other officers in the performance of their duties.
- (K) The Chairman shall guide the Executive Committee in nominating members to the Ethics Committee.

**2.03.05          Duties of the First and Second Vice Chairman**



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

#### 2.03.06 Duties of the Treasurer

- (A) The Treasurer shall prepare financial practices and procedures which shall be submitted to the Executive Committee for approval.
- (B) The Treasurer shall provide oversight of the Committee's financial activities to ensure that adequate and correct accounts of all of the properties and business transactions of the Committee, including its assets, liabilities, receipts and disbursements, are maintained; that expenditures have been made in accordance with the approved budget or as directed by the Executive Committee; that the Committee's assets are protected; and that federal, state and local campaign reports are prepared and records are maintained in compliance with such laws.
- (C) The Treasurer and the Chairman shall cosign on all accounts of the Committee. The Chairman may designate another officer, or the Executive Director to cosign checks in his/her absence on a case-by-case basis.
- (D) The Treasurer shall render a report and account of the financial condition of the Committee at meetings of the Committee and Executive Committee.
- (E) The Treasurer shall monitor and supervise the preparation of financial reports required by federal, state and local law, including payroll tax returns, income tax returns, and campaign disclosure reports. The Treasurer shall have such other duties as prescribed by the Committee or Executive Committee.
- (F) The Treasurer shall be responsible for assigning expenditures and income to budgetary categories, and determining whether requested expenditures are within approved budget parameters.

#### 2.03.07 Duties of the Secretary

- (A) The Secretary shall be responsible for keeping the records of the membership and proceedings of the Committee in a manner consistent with *Robert's Rules of Order, Newly Revised*. The Secretary shall have such other duties as from time to time may be prescribed for him or her by the Committee or Executive Committee.
  - (1) The Secretary shall be responsible for providing transmitting all notices described in these bylaws and by the Committee unless otherwise noted.
  - (2) The Secretary shall assess and from time to time report to the Executive Committee whether each member is actively and continually serving his/her Standing Committee.
  - (3) The Secretary shall upon request from any member provide a list of all Committee members serving on each Standing Committee.
- (B) In the absence of the Chairman and Vice Chairmen, the Secretary shall perform the Chairman's duties.

#### 2.03.08 Duties of the Immediate Past Chairman

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

2.04 EXECUTIVE COMMITTEE

2.04.01 Composition

The Executive Committee shall consist of the following members or ex-officios who shall be entitled to vote: the Chairman, the First and Second Vice Chairmen, the Secretary, the Treasurer, the Chairmen of each Assembly District Caucus, the Chairmen of the Candidate Recruitment, Finance, Precinct Operations, Voter Registration, Communications Clubs & Coalitions Standing Committees, the Victory Chairman, and the Immediate Past Chairman. The General Counsel and Parliamentarian shall be non-voting members of the Executive Committee, unless that person also holds a voting position. The officers of the Committee shall also be the officers of the Executive Committee.

2.04.02 Duties

- (A) The Executive Committee shall provide general direction for the business and operations of the Committee.
- (B) The powers of the Executive Committee shall be subject to and limited by any limitations in these bylaws and by the powers of the Committee and the California elections code.
- (C) The Executive Committee shall authorize the initiation of any litigation by or on behalf of the Committee and shall approve the defense of any litigation against the Committee or any other person or entity on behalf of the Committee.
- (D) Each member of the Executive Committee shall perform the duties of a member in good faith, and in a manner that such member believes to be in the best interest of the Committee.
- (E) The Executive Committee shall review and approve the Committee's budget and financial plan at or before its February meeting each year.
- (F) The Executive Committee shall have the power to review and approve all contracts and indebtedness and approve any non-budgeted payment in excess of \$1,000.
- (G) The Executive Committee shall approve and refer to the full Committee for approval a strategic plan for the fulfillment of the Committee's responsibility to conduct the Republican campaign each election cycle.
- (H) The Executive Committee shall be the final arbiter of conflicts within and between standing committees and Assembly District caucuses. The Executive Committee shall be the final arbiter of conflicts between members.
- (I) The Executive Committee shall prepare and adopt the Committee's endorsement schedule and rules.
- (J) The Executive Committee shall collect, review and vet endorsement consideration requests from candidates and present candidates to be considered for endorsement by the Committee.
- (K) The Executive Committee shall appoint four (4) members of the Ethics Committee.

- (L) The Executive Committee may endorse candidates for office and measures that are wholly outside of San Diego County.
- (M) The Executive Committee must approve, with a 2/3 threshold, not including any At Large members, any payments to the Chairman outside of general reimbursements incurred in the regular course of his or her duties.

#### 2.04.03 Meetings, Quorum and Voting

- (A) The Executive Committee shall meet in person at least eight times within each calendar year and at such places and times in San Diego County as designated by the Chairman.
- (B) Meetings of the Executive Committee shall be open to all members of the Committee.
- (C) Upon written request to the Chairman by three (3) members of the Executive Committee, the Chairman shall call an Executive Committee meeting to be convened within 10 days from the date of receipt of the written request.
- (D) The Chairman may call a special meeting of the Executive Committee with 24 hours notice to all Executive Committee members.
- (E) The Chairman shall prepare an agenda for each Executive Committee meeting. The Secretary shall transmit the agenda, and accompanying documentation, to Executive Committee members 48 hours in advance of the meeting.
- (F) The presence in person of three officers shall constitute a quorum for the purpose of transacting business.
- (G) Voting in Executive Committee meetings shall be in person only and voting by proxy shall not be permitted. Each member shall have only one vote, even if they happen to occupy two or more Executive Committee positions.
- (H) Members of the Executive Committee not physically present in the county at the time of the meeting may participate through use of telephone conference or similar equipment.
- (I) Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all members of the Executive Committee shall individually or collectively consent in writing to such action. Such written consent or consents must be filed with the minutes of the Executive Committee. Action by written consent has the same force and effect as a vote of the members of the Executive Committee.
- (J) The Executive Committee and/or Chairman may appoint Ad Hoc committees from time to time as necessary for the fulfillment of the Committee's responsibilities.
- (K) Each Assembly District Caucus Chair shall be entitled to one vote on the Executive Committee, except during such periods when the Secretary reports that the Caucus has failed to ensure each regular caucus member's active Standing Committee participation. Voting rights of the Caucus Chair shall be restored when the Secretary certifies Caucus participation on each standing committee, or by a two-thirds vote of the Executive Committee, excluding the Caucus Chair in question.
- (L) The Executive Committee may meet in closed session when discussing personnel matters, litigation or potential litigation, negotiations, when discussing matters related to the removal or censure of a member, or for any other purpose upon a majority vote.

2.05 STANDING AND SPECIAL COMMITTEES

2.05.01 Composition

(A) The Committee shall include the following standing committees, other than the Executive Committee:

- (1) Voter Integrity & Registration
- (2) Candidate Recruitment
- (3) Precinct Operations
- (4) Clubs & Coalitions
- (5) Communications
- (6) Finance

(B) Special Committees

- (2) Ethics Committee
- (3) Youth Advisory Committee

2.05.02 Appointments, Vacancies, Duties and Terms of Members

(A) At the commencement of his or her term of office, the Chairman of the Committee shall as soon as reasonably practical appoint the chairmen the Standing and Special Committees. The Chairman may replace any committee chairman at any time.

(B) The Chairman of each Assembly District Caucus shall be responsible for ensuring that each regular member of the Caucus actively and continually serves on a standing committee. Assembly District Caucus Chairs may appoint regular members of the Committee residing in his or her Assembly District to standing committees. Conflicts between Caucus Chair and Chairman appointments shall be resolved by the Executive Committee.

(C) Each Assembly District Caucus Chair shall ensure each standing committee is represented by a caucus member.

(D) Any action or recommendation by any standing committee is subject to ratification, modification, or rejection by the Executive Committee or full Committee. The Committee shall have final authority on matters of policy unless prohibited by these bylaws.

(E) No standing committee may endorse any candidate for any public office. The Candidate Recruitment and Executive Committees may recommend the endorsement of a candidate, but such recommendation shall not be binding on the Committee.

(F) The Voter Integrity & Registration committee shall implement programs to guard the integrity of the voter rolls, to register new Republican voters, and to identify DTS (Decline-to-State) voters who share our values throughout San Diego County.

(G) The Candidate Recruitment committee shall implement programs to identify and recruit Republican candidates for public offices in the county. The Candidate Recruitment Committee may not recruit candidates to run against candidates endorsed by the full Committee, unless the number of endorsed candidates is less than the number of seats up for election on a given board in a single election.

(H) The Precinct Operations committee shall build and maintain a Republican Neighborhood Precinct Organization consisting of volunteer Precinct Representatives charged with maximizing the rate at

which Republican voters in their assigned precinct turn out to vote, and vote for the candidates endorsed by the Committee.

- (I) The Clubs & Coalitions Committee shall work to expand the reach of the Republican Party and its candidates into likeminded clubs and organizations as well as occupational, ethnic and religious communities throughout the county.
- (J) The Communications committee shall regularly provide an email newsletter and other periodical communications as necessary to ensure the Committee's members, volunteers, candidates, elected officials and donors are well informed of Committee programs, events and opportunities for participation. It shall furthermore help maintain the party's website, social networks presence and a "Letters to the Editor" program.
- (K) The Finance Committee shall, with the approval of the Chairman, implement fundraising programs to ensure the Committee's operations and programs are sufficiently funded. The Chairman shall appoint the Finance Chairman or co-chairmen, one of whom shall be designated as chairman of the Finance Committee, the chairman or co-chairmen of the Chairman's Pinnacle, Chairman's Circle, Reagan Club, Century Club, San Diego Association of Republican Elected Officials, and other donor clubs as the Finance Committee or Executive Committee shall establish. The Chairman, the Vice Chairmen and the Treasurer shall be ex-officio members of the Finance committee.
- (L) The Ethics Committee shall evaluate formal complaints from members against members, ex-officios, alternates, candidates, elected officials or other Republicans in San Diego County. The Ethics Committee shall consist of one officer, the General Counsel and Parliamentarian and four (4) members appointed by the Executive Committee. The General Counsel and Parliamentarian shall be advisory non-voting members. It shall conduct its work in a confidential manner, reporting its findings its findings and recommendations in (closed) executive session to the Executive Committee. The Ethics Committee shall encourage all candidates to run ethical and truthful campaigns, and prepare a "rules of conduct" document for the Executive Committee to adopt and encourage all Republican candidates to adhere to. All Ethics Committee members shall make themselves available within 12 hours to consider matters in the six weeks preceding an election, during which its findings and recommendations can be reported directly to the Chairman, and ratified by three officers in writing, if the matter involves a current campaign for elected office.
- (M) The Youth Advisory Committee shall recommend activities, programs and techniques to promote the Republican Party among voters under the age of 35. It shall be responsible for the guidance and development of the Youth Associates of the Committee. Its goal shall be to promote the principles of the Republican Party among future voters, developing future leaders and actively seek to place Youth Associates in appointed positions on city, county and state boards and commissions. It shall engage local high schools, colleges and universities, ensuring that there are vibrant Republican Clubs on each, helping to start, and maintain them, assist with developing speakers who can speak to fellow youth about our party on a peer-to-peer basis on a systematic basis.

#### 2.05.03 Meetings and Standing Rules

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

#### 2.05.04 Reports

All Standing Committees may report on any subject within the scope of that committee's duties as specified in these bylaws or as specially conferred upon the committee by the Chairman at each

meeting of the committee, or upon the direction of the Chairman, at any meeting of the Executive Committee, or to such other meeting and at such other times as the Chairman may direct.

## 2.06 ASSEMBLY DISTRICT CAUCUSES

The regular, appointed, ex-officio and alternate members of the Committee from each Assembly District shall constitute each Assembly District Caucus.

### 2.06.01 Composition

- (A) The members of each Assembly District Caucus shall consist of the regular members, ex-officio members and appointed ex-officio members residing in the Assembly District.
- (B) An ex-officio member who does not reside in an Assembly District that enters San Diego County shall not be a member of an Assembly District Caucus.
- (C) Alternate members of the Committee shall serve as alternate members of the caucus for the appointer.

### 2.06.02 Caucus Chairs and Officers

Each Assembly District Caucus shall elect a Caucus Chair and other officers as it deems necessary. The Caucus Chair shall be a member of the Executive Committee, subject to these bylaws. A Vice Chair may be elected to act as an alternate for the Caucus Chair at the Executive Committee meeting in the event that the Caucus Chair is not available for the Executive Committee meeting, with the same voting rights as the Caucus Chair during their absence.

### 2.06.03 Meetings, Quorum and Voting

A quorum shall consist of a majority of the members of the Caucus and their alternates. Alternate members may vote only in the absence of their appointer. In all cases the calculation of votes on any matter shall exclude abstentions, with the outcome determined solely by those members present and voting.

### 2.06.04 Duties

The Assembly District Caucus Chair is responsible for ensuring the implementation of all Committee programs and the work of the Standing Committees, within the Assembly District.

### 2.06.05 Funds

Funds raised by the caucus shall be deposited in the Committee account and allocated by the budget and/or action of the Executive Committee. Disbursement of funds allocated to caucus use shall be upon written request of the caucus chair, after a majority vote of voting caucus members.

No expenditure that is inconsistent with the fulfillment of the Committee's role or programs shall be authorized by the Chairman or Treasurer.

## ARTICLE III Miscellaneous

### 3.01 ENDORSEMENTS BY THE CHAIRMAN, EXECUTIVE COMMITTEE, AND FULL COMMITTEE

### 3.01.01 Chairman's Endorsements

The Chairman may, on behalf of the Committee, after the close of filing, and after receipt of an endorsement request form in good order, endorse a Republican candidate for office in San Diego County when the candidate is the only Republican who will appear on the ballot, only one who has submitted an endorsement request in good order, or when the number of endorsed Republican candidates does not exceed the number of positions on a given board in a single election. A Chairman's endorsement made on behalf of the Committee shall have the same force and effect as an endorsement voted on and approved by the full Committee. A Chairman's endorsement on behalf of the Committee may be revoked by a simple majority vote of the full Committee at the next regularly scheduled meeting following the issuance of the endorsement.

### 3.01.02 Executive Committee Endorsements

The Executive Committee may not endorse, support, or oppose any candidate or ballot measure without a full vote of the Committee. It may only make non-binding recommendations to the Committee.

The Executive Committee may endorse, support, or oppose any candidate or ballot measure that is wholly outside of San Diego County.

### 3.01.03 Full Committee Endorsements

All candidate endorsements and ballot measure positions within, or that touch San Diego County must be voted on by the Full Committee, in accordance with the endorsement schedule and rules adopted by the Executive Committee.

### 3.01.04 Other endorsements prohibited

No Standing Committee, ad hoc committee, Assembly District caucus or other subdivision within the Committee may endorse any candidate for public office.

## 3.02 FISCAL AFFAIRS

- (A) The Committee's fiscal year shall commence on the first day of January.
- (B) The full Executive Committee shall review and approve the Committee's budget and financial plan at or before its February meeting, covering the period from March 1 up to February 28 of the succeeding year. It shall make amendments as necessary.
- (C) The Chairman may authorize any unbudgeted expense up to \$1,000. Unbudgeted expenses in excess of this amount, or expenditures in excess of amounts set forth in the budget, shall require the authorization of the Executive Committee.
- (D) No budget in an even-numbered year may be approved that fails to account for the repayment of all Committee debts before the commencement of the next organizational meeting of the Committee, unless endorsed by a two-thirds vote of the Executive Committee. Leases and installment-based payments shall be excluded from this provision.
- (E) Any regular member or ex-officio of the Committee shall have full access to the financial records of the Committee upon written request from a member. The Treasurer shall arrange for viewing of such records in a reasonable period of time and manner.

- (F) The Treasurer shall, with the consent of the Executive Committee, use an accountant who shall assume the duties and functions of a Controller, and shall have the official title of Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in preparing all budgets and financial reports and maintaining all accounts of the Committee. The Assistant Treasurer shall assist the Treasurer in preparing all tax, campaign disclosure, and other reports required by law. The Treasurer is responsible for the actions of the Assistant Treasurer.
- (G) The Treasurer shall demand a written and signed order from the Chairman for directing an expenditure of funds. No payment may be authorized without appropriate documentation consistent with generally accepted accounting practices. No payment may be ordered unless it is signed by the Chairman.
- (H) Committee resources may be used to support candidates endorsed by the Republican Party of San Diego County or the California Republican Party.
- (I) Committee resources may be used to advance the Committee's position, or the California Republican Party's position, on initiatives and referenda.
- (J) Member Communications. The Committee may conduct Member Communications programs in coordination with any endorsed candidate as permitted by, and subject to the limitations of, federal, state and local law.

3.03 STRATEGIC PLANNING

The Committee shall adopt a Strategic Plan broadly outlining the programs and operation of the Committee and will include those areas covered by the standing committees established in these bylaws. The Plan may cover either a one or two year period, and shall be adopted either at the organizational meeting, or at a subsequent meeting of the Committee not later than February. If a one-year plan is adopted following the organizational meeting, a plan covering the second year shall be adopted no later than the following February.

3.04 LIABILITY OF OFFICERS, EXECUTIVE COMMITTEE AND FULL COMMITTEE MEMBERS

The Committee shall indemnify and hold harmless its officers, the Executive Director, Executive Committee and full Committee members from any monetary judgment, fine or penalty, including costs of suit and reasonable attorneys' fees resulting from any official acts or omissions of the officer, Executive Committee or full Committee member, except when involving intentional, grossly reckless or grossly negligent acts or omissions arising from activity of the officer or Committee member on behalf of the Committee.

3.05 PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *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 and any rules the Committee may adopt.

These bylaws or other rules of the Committee shall prevail in all cases where a conflict exists with the California Elections Code. However, the California Elections Code shall prevail in all cases where these bylaws or other rules of the Committee are silent.

3.06 EXPIRATION AND AMENDMENT OF THESE BYLAWS



- (A) These bylaws shall be reaffirmed or revised at each organizational meeting of the Committee by a simple majority vote. They shall govern the operation of the Committee up to and including that vote. The reaffirmed or revised bylaws shall become effective immediately at the conclusion of that vote.
  
- (B) These bylaws may be amended by a two-thirds vote of the members of the Committee attending and voting in a regularly scheduled Committee meeting, provided that the text of the proposed amendment was circulated at the previous regularly scheduled meeting of the Committee.