

# **PLACER COUNTY REPUBLICAN ASSEMBLY BYLAWS**

## **Article I. Name, Affiliations, & Jurisdiction**

The name of this Republican volunteer association is the Placer County Republican Assembly and it is a chartered unit of the California Republican Assembly (a non-profit California corporation chartered by the California Republican Party and affiliated with the National Federation of Republican Assemblies). The jurisdiction of the Placer County Republican Assembly includes all of Placer County, California.

## **Article II. Powers & Objectives**

1. The Placer County Republican Assembly shall have the power to achieve its objectives through all legal means.
2. The objectives of the Placer County Republican Assembly shall be:
  - (a) To campaign for the election of Republican candidates for public offices, and to work for the appointment of Republicans to appointive positions;
  - (b) To maintain an effective, intelligent, aggressive, and permanent Republican campaign organization in Placer County;
  - (c) To participate in the development of the principles and platforms of the Republican Party while advancing the conservative principles of the California Republican Assembly;
  - (d) To register voters as members of the Republican Party and to help them cast informed ballots in every election;
  - (e) To recruit well-qualified Republican candidates to run for office, to endorse Republican candidates and virtuous ballot measures, and to train leaders for service in government;
  - (f) To promote loyalty and patriotism among the citizens of Placer County, the State of California, and the United States of America; and,
  - (g) To advance the cause of good government at all levels.

## **Article III. Membership & Dues**

1. Members of the Placer County Republican Assembly must be American citizens of good moral character who are registered Republican voters and who have paid the appropriate dues. The Board of Directors may reject the admittance of any new member by two-thirds vote; such rejections may be appealed at the next General Meeting for resolution by majority vote.
2. The Board of Directors may award honorary membership by two-thirds vote. Such honorary members shall not be permitted to vote unless they meet the eligibility requirements for members.
3. The organization's membership records shall be retained by the Secretary or such other officer designated for this purpose by the Board of Directors. In the event of a conflict between the organization's records and those maintained by the California

Republican Assembly or anyone else, the organization's records shall take precedence.

4. Any member may be suspended, expelled, or otherwise disciplined for misconduct by a two-thirds vote of the Board of Directors. Prior to the vote, the member shall receive at least seven days' notice and shall have an opportunity to address the charges. The Board's action may be appealed at the next General Meeting.

5. Membership shall be automatically suspended for any member whose annual membership dues are not paid by March 1. Such persons shall be reinstated as members when their dues are paid, unless rejected by the Board of Directors by a two-thirds vote, subject to appeal at the next General Meeting.

6. Membership dues shall be \$25 per calendar year.

#### **Article IV. Officers & Board of Directors**

1. The elected officers of the Placer County Republican Assembly are the President, Vice President, Treasurer, Secretary and Immediate Past President. The President, Vice President, Treasurer, and Secretary shall be elected at the Annual Meeting of the Placer County Republican Assembly and their terms shall end when their successors are elected.

2. The appointed officers (if any) shall be appointed by the President and confirmed by a two-thirds majority vote of the Board of Directors. Alternatively, the Board of Directors may create and define appointed offices and allow them to be filled by election at the next Annual Meeting. The duties and terms of all appointed officers shall be specified by the Board of Directors, provided that no term may extend beyond the next Annual Meeting.

3. The elected and appointed officers shall comprise the Board of Directors. Each Board member shall have one vote and proxy voting shall not be permitted. The Board of Directors shall manage, direct and coordinate the affairs of the Placer County Republican Assembly. Unless delegates and alternates to California Republican Assembly conventions and meetings have been elected at a General Meeting or Annual Meeting, the Board of Directors shall have the power to elect them by majority vote. If the Board does not act, the President shall appoint all delegates and alternates.

4. The President shall preside at all meetings. He shall serve as the chief executive officer and shall exercise general supervision over the organization's activities, staff, agents, and officers. He shall appoint all committees and committee chairmen, subject to confirmation by the Board of Directors. He shall diligently enforce these Bylaws and the rules promulgated by the California Republican Assembly.

5. The Vice President shall preside at all meetings if the President is absent or unable to preside. He shall assist the President in his executive duties, as assigned. If the office of President becomes vacant, he shall serve as Acting President until the Board of Directors elects a new President.

6. The Treasurer is the organization's chief financial officer. The Treasurer shall collect, record, and deposit all dues money and other contributions, and shall submit

the appropriate dues to the California Republican Assembly. The Treasurer shall maintain records of all financial transactions and shall submit a Treasurer's Report to the Board of Directors at least once each quarter, or more frequently if requested by the Board. The Treasurer shall also be responsible for fulfilling the reporting requirements of the federal and state campaign finance laws.

7. The Secretary shall record and maintain the minutes at all meetings and shall serve as historian, corresponding secretary, custodian of all official records, and membership secretary (when no other officer has been assigned those tasks). The Secretary shall send the notices for all meetings.

8. Whenever a new Treasurer is elected, and more frequently if directed by the Board, the Board shall elect at least three members of the organization to serve on the Financial Review Committee to review the organization's financial records. All records requested by that Committee shall be promptly presented by the custodian of the records so that the Committee can issue a report to the Board within sixty days.

9. Any member of the Board of Directors may be removed from office by two-thirds vote at any General Meeting, or by two-thirds vote of the Board of Directors at any Board meeting, subject to appeal at the next General Meeting (with such appeals to be resolved by majority vote).

10. Vacancies on the Board of Directors, no matter how created, shall be filled by majority vote of the Board of Directors. A President who leaves office before the end of his term forfeits the right to serve as Immediate Past President; the person who completes the President's term shall serve as Immediate Past President for the following term.

11. Board meetings may be called by the President or by a majority of the other members of the Board of Directors. Board members shall receive seven days' notice for each meeting, but members shall have the right to waive notice and participation in the meeting shall constitute waiver. Meetings may be conducted in person or by telephone or Internet conference, or by any other means that permits two-way communication. Participation by a majority of the Board members shall constitute quorum.

### **Article V. Meetings**

1. General Meetings shall be called by the President or the Board of Directors as needed to achieve the objectives of the Placer County Republican Assembly. Members shall receive at least seven days' notice of the time, place, and purpose of the meeting. Quorum shall be attained by the presence of one-quarter of the membership or two-thirds of the Board of Directors. Once attained, quorum shall remain in effect until the meeting is adjourned.

2. The Annual Meeting shall be called in January, February, or March by the Board of Directors to elect the elected officers and conduct such other business as may be deemed necessary by the membership. Members shall receive at least two weeks' notice of the meeting. There shall be no quorum requirement.

3. The Board of Directors may select a Nominating Committee to recommend candidates for the elected offices and any appointed offices to be filled at the Annual Meeting. If appointed, the Nominating Committee shall present its report at the Annual Meeting after hearing members' suggestions and interviewing candidates, as necessary. After the Nominations Committee report (if any), nominations shall be accepted from the floor may be made from the floor at the Assembly meeting at which the election of such officers and directors takes place. Contested elections shall be held by secret ballot, with run-off elections to be held until one candidate receives a majority of the votes cast.
4. The notice required by these Bylaws may be satisfied by mail, hand delivery, electronic mail, or other similar means.
5. Voting at all meetings shall be restricted to persons who have been members in good standing for more than thirty days.
6. *Robert's Rules of Order, Newly Revised* shall serve as the parliamentary authority for all disputed matters not covered by these Bylaws or the Bylaws of the California Republican Assembly.

#### **Article V. Bylaw Amendments**

1. These Bylaws, drafted in September 2007, supersede all previous bylaws and standing rules for the Placer County Republican Assembly.
2. These Bylaws may be amended by two-thirds vote at a General Meeting or Annual Meeting. No amendment may be considered unless two weeks' notice of the text of the proposed amendment was provided to all members. Only germane amendments may be approved without providing additional notice. Members shall have the right to waive notice of proposed amendments, and those present at a meeting who fail to object to insufficient notice prior to the vote shall be deemed to have waived notice.
3. After each amendment, the Secretary shall deliver the updated Bylaws to the California Republican Assembly for safekeeping.

*{Note: These bylaws for the Placer County Republican Assembly were most recently amended at the General Meeting in Rocklin, California on June 18, 2013.}*