BYLAWS
of the
MARIN COUNTY REPUBLICAN CENTRAL COMMITTEE

Marin County California

PREAMBLE

The Marin County Republican Central Committee hereby adopts these Bylaws for the composition and actions of the Marin County Republican Central Committee, the election of officers, and the management and operation of the Marin County Republican Central Committee.

ARTICLE I
Name, Purpose & Duties

Section 1
Name, Purpose & Duties

a. The name of the organization shall be the Marin County Republican Party hereinafter referred to as the Marin County Republican Party or MCRP.

b. The name of the governing body of the MCRP shall be the Marin County Republican Central Committee, hereinafter referred to as the MCRCC.

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

Section 2

The MCRCC exists for the purpose of conducting the business of the MCRP.

Section 3

The MCRCC shall perform such activities as are deemed by it to be necessary or proper to elect Republicans to public office.
ARTICLE II
Objectives & Powers

Section 1

The Objectives of the MCRCC 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 Marin County;

d. To serve as liaison between Republicans in Marin County and both the California Republican Party and the Republican national committee; including participating in the development of the principles and platforms of the Republican Party;

e. To recognize and assist Republican volunteer organizations in Marin County;

f. To bring new volunteers into Republican Party politics and provide an opportunity for them to find political expression and recognition;

g. To recruit competent Republican candidates to run for public office, and to train future leaders for service in local, state and federal government;

h. To promote patriotism among the citizens of Marin County;

i. To advance the cause of good government at all levels; and

j. To support such other issues as the MCRCC deems appropriate.

Section 2

a. The MCRCC 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 MCRCC 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 County Central Committee:

1. To expend funds on behalf of, or donate funds to, Republican candidates or nominees for partisan campaigns, or Republican candidates for non-partisan office, 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. To approve non-budgeted expenditures in excess of $500; or,

4. To use the name of the County party or County Central Committee in an endorsement for any candidate (except in a contested Republican Primary) or ballot measure.

c. The MCRCC shall not endorse any candidate in a contested Republican Party election, except in the following manner and circumstances:

1. Notice of the proposed action is given at least five days in advance of the MCRCC meeting to all persons entitled to vote.

2. A hearing is held and the candidates affected are given an opportunity to appear.

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

4. The action is concurred in by all other Republican County Central Committees, which have jurisdiction over the affected election district, in compliance with the provisions of subdivisions (1) through (3) of this subsection.

d. Individuals, committees, or other organizations shall have no power to make expenditures or incur liabilities on behalf of the County Party or the County Central Committee without prior authorization of the MCRCC. Unauthorized expenses and liabilities shall be the sole responsibility of the individuals, committees and/or other organizations which incurred them.
ARTICLE III
Membership

Section 1

The Members of the MCRCC (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 MCRCC by the voters in the quadrennial direct Presidential Primary Election for the Republican Party. Members of the MCRP who are appointed by the MCRCC to fill the vacancies created by the vacancy of a Regular Member shall also be defined as Regular Members.

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

c. **Alternate Members** - Any Alternate Member must be approved by a majority vote of the Members, present and voting at a meeting of the MCRCC before they are seated and allowed to vote. The proposed Alternate (’s) name shall be submitted in writing to the Secretary of the MCRCC and at the next scheduled meeting of the Committee the members will vote to approve the Alternate and if approved, the Alternate will be sworn in by the Chair, Secretary, or any other individual as set forth in the California Election Code duly authorized to swear in Members of the MCRCC and seated and allowed to vote.

   1. Regular Members and Ex-officio Members may each appoint an Alternate to serve in their absence. An Alternate Member must be a registered Republican from the Regular Member’s District. Alternate Members shall be approved by a majority vote of the Members. The only exceptions are Alternates to incumbents.

   2. Alternate Members may make motions and vote only if the appointing Member thereof, files written notice of authorization with the MCRCC Secretary. In the absence of their appointing Member and with such authorization they may enjoy the rights and privileges of a Regular Member.
3. Alternates of Ex-officio members, once appointed and approved by the MCRCC shall have the rights and privileges of Ex-officio members when the Ex-Officio they represent is absent.

4. If the Regular Member or Ex-officio Member whom the Alternate Member represents for any reason ceases to be a member of the MCRCC, the Alternate Member shall cease to serve on the MCRCC.

5. An individual may serve as an alternate for more than one Regular or Ex-officio Member but may only do so for one Member at any given MCRCC meeting.

d. Associate Members

1. The Presidents or Chairs of the following recognized Republican organizations in Marin County shall automatically be Associate Members of the MCRCC:

   - Marin County Republican Women, Federated
   - Novato Republican Women, Federated
   - Lincoln Club of Northern California
   - Log Cabin Republicans of Marin

2. Any Republican organization may request MCRCC recognition by written request sent to the Chair and the Secretary at least seven (7) days prior to an MCRCC Meeting. The Republican organization shall be recognized by the MCRCC upon approval by a majority of Members present and voting at the meeting. Upon approval by the MCRCC, the Chair, or President of the recognized Republican organization, shall become an Associate Member of the MCRCC.

3. Associate members, or an appointed representative, shall not have the right to vote at MCRCC Meetings.
ARTICLE IV
Vacancies & Removals

Section 1

Any Member desiring to resign from the MCRCC must submit a written resignation to the MCRCC 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, by the remaining members of that Supervisorial District, subject to the approval of the majority of the Members, at a regular meeting.

Section 3

a. Any Regular Member who misses four (4) regularly scheduled meetings within one year, who is not represented at such meetings by their Alternate Member as set forth in this document in Article III, section 1c, unless excused as absent by the Chair, will be removed from the MCRCC.

b. The MCRCC may remove any Regular, Alternate, or Associate Member, who affiliates with or registers as a member of another political party while serving on the MCRCC; or who gives public support or avows public preference for a candidate of another political party with the exception of an election where no Republican is in the race; or a candidate who is opposed to a candidate nominated and/or endorsed by the Republican Party, by a majority vote of Members present at a Regular Meeting or a Special Meeting called for that purpose.

1. A majority vote of MCRCC Members at a Regular Meeting shall terminate the membership of an Associate Member. Such termination may be without specific cause.

2. Failure to maintain one’s primary residence in the Supervisorial District from which a member was elected or appointed shall constitute that member’s automatic resignation from the MCRCC.

3. No issue-based materials may be displayed at any MCRCC sponsored table, booth event or function without written approval from the Executive Board.
ARTICLE V
Contributions by members

Section 1

a. Each Regular Member shall contribute a minimum of $20 a month to the MCRCC operating budget.

1. Contributions of $40 a month or above that have been made by individuals beyond Regular Members and on behalf of solicitations by a Regular Member shall satisfy the Regular Member's obligation under this section.

b. Regular Members electing not to contribute or provide solicited contributions will not be seated at meetings nor have the privilege of casting votes on committee business until such time they are in good standing with their contributions.

c. Each Alternate member is requested to make a minimum of $10 monthly contribution to the MCRCC operating budget.

d. Ex-Officio Members and their Alternates are exempt from the requirements of this Section but are encouraged to make voluntary contributions.

e. Contributions satisfying the amounts in this Section may be made on a monthly, quarterly or annual basis by check or credit card.

f. Any contributions made shall be non-refundable.
ARTICLE VI
Officers

Section 1

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

Section 2

At the regular meeting held in November of a Presidential General Election year, a Nominating Committee of five (5) members, one member from each Supervisorial District (unless one or more districts have no representation) shall be appointed by the Chair of the MCRCC. It shall be the duty of this committee to nominate candidates for the offices to be filled at the Organizational meeting to take place within (60) days of the Election's Certification by the County Registrar. The Nominating Committee shall report to all officers and members-elect in writing at least ten (10) days prior to the following January Organizational Meeting. Before the election at the Organizational meeting in January, additional nominations from the floor shall be permitted.

Section 3

a. The officers shall be elected by a majority vote of members present at the Organizational Meeting, and immediately begin serving a four-year term or until their successors are elected.

b. Each elected Officer must be a Regular or Ex-officio member of the MCRCC.

c. No Member shall hold more than one Committee office at a time.

d. Any officer may be removed for cause by a two thirds (2/3) vote of the members duly serving on MCRCC at a regular meeting or a special meeting called for that specific purpose.

e. In the event any office is vacated, other than the office of the Chair, the Nominating Committee will meet and recommend a replacement officer for that office to be filled by a majority vote of the membership present and voting at the meeting following the next succeeding Regular Meeting after the vacancy occurs. In the event the Chair is vacated, then the Vice-Chair shall immediately become the Chair.

f. The nominating committee shall immediately meet to recommend a replacement for the Vice-Chair office to be filled by a majority vote of the members present and voting at the next succeeding regular meeting after the chair has vacated the seat.
ARTICLE VII
Duties of Officers

Section 1

a. **Chair:** It shall be the duty of the Chair to preside at all meetings of the MCRCC; to perform all duties usual and customary of the office (Section 46, Roberts Rules of Order, Newly Revised or latest edition); to appoint all committees and 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. The Vice-Chair will chair the Finance Committee.

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

d. **Treasurer:** It shall be the duty of the Treasurer to have custody of all funds of the MCRCC; to make disbursements of such funds upon written order of the Chair or as approved in the minutes of the meetings of the MCRCC; 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 MCRCC shall be held on the last Thursday of each month at a location to be properly noticed with the mailing of the agenda unless otherwise ordered by the MCRCC, or by the Executive Committee.

b. Written notice of all regular meetings, including precise location and an agenda will be sent to all members by the MCRCC Secretary five (5) days in advance of the meeting.

Section 2

a. Organizational Meeting: As specified in the State Election Code (ref. 5), an organizational meeting shall be for the purpose of administering the oath of office to the elected Members, electing Officers, presenting the audit, and handling any other business that may arise.

Section 3

a. 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 MCRCC Secretary in writing of a majority of the Members of the MCRCC. The purpose and place of the meeting shall be stated in the call. Except in the case of an emergency, the Secretary shall give three (3) days written (or electronic) notice. Only business stated in the call for the meeting may be conducted.

Section 4

a. A majority of the Regular Members of the MCRCC constitutes 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 all be counted towards a quorum.

b. Proxy voting shall not be permitted.
ARTICLE IX
The Executive Committee

Section 1

a. The four-(4) Officers of the MCRCC and a designated Regular Member chosen by
the Chair shall constitute the Executive Committee. Alternates of Members are not
permitted to participate for their Members on the Executive Committee.

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

c. Meetings:

1. Unless otherwise ordered by the MCRCC, 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 Executive Committee members with written notice to the
Chair. The Chair is responsible for notice to all Executive Committee members
for meetings.

2. A quorum of the Executive Committee will be a majority of the Executive
Committee based on the number of voting Members of the Executive Committee
in place at the time of the meeting. Meeting attendance via telephone conference,
video, audio or Internet link will all be counted towards a quorum.

3. A report of the Executive Committee meeting will be prepared by the Secretary
and submitted for the next regular meeting of the MCRCC.

Section 2

Any special authority, not covered in these Bylaws, given by the MCRCC to the
Executive Committee shall be reviewed and reaffirmed at each Organizational
Meeting; otherwise the authority shall be temporary until such time as the MCRCC
can reaffirm the authority.
ARTICLE X
Committees

Section 1

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

1. Executive: As set forth in Article IX of these Bylaws.

2. Finance Committee: Shall consist of the Vice-Chair, the Treasurer, and other such members as appointed by the Chairman of the MCRCC, with the advice and consent of the MCRCC. The duties shall be to organize and maintain an official, permanent, fundraising organization and to raise funds to meet the MCRCC's budget. The Finance Committee shall oversee necessary MCRCC’s audit functions and also provide input to the Committee in the development of its Annual Budget or Biennial Budget. The Vice-Chair will be chair of the Finance Committee. The Finance Committee shall meet as often as required. These meetings may be via telephone conference, video, audio or Internet link.

3. Communications Committee: Shall organize programs aimed at two objectives:

   a. Outbound: increasing awareness of the MCRCC's goals and activities throughout Marin County and

   b. Inbound: increasing the MCRCC's understanding of the issues and priorities of the issues and priorities of the conservative and moderate residents of Marin County that the MCRCC represents. The Communications Committee's chair shall serve as the MCRCC's principle contact person with the press. The MCRCC Chairman with the advice and consent of the MCRCC shall appoint the Chairman and other committee members.

4. Precinct Committee: The Precinct Committee shall recruit, organize, manage, train, motivate and mobilize a permanent network of neighborhood representatives in every precinct in Marin County. The MCRCC Chairman with the advice and consent of the MCRCC shall appoint the Chairman and other committee members.

5. Registration Committee: The Registration Committee shall devise and implement multiple and diverse projects to register Republican voters in the Marin County. The MCRCC Chair with the advice and consent of the MCRCC will appoint the Chairman and other committee members.

6. Other Committees: At the discretion of the Chair, other committees can be formed on an ad hoc basis or a permanent basis as deemed necessary to carry on the work of the MCRCC.

7. All committees and subcommittees not covered by the Bylaws, or other policies and procedures of the MCRCC, and any special authority given to a committee or
subcommittee by the MCRCC shall automatically terminate at each Organizational Meeting, unless reviewed and reaffirmed by majority vote of the MCRCC at this meeting.

Section 2

a. With the exception of the Executive Committee, the Chair of the MCRCC shall serve as an ex-officio voting member of all committees set forth in these Bylaws, ad hoc committees, standing committees, and any sub-committees of the MCRCC.
ARTICLE XI
Parliamentary Authority & Policies & Procedures

Section 1

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

1. California Elections Code
2. Bylaws
3. Roberts Rules of Order, Newly Revised, shall govern the Central 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 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 the procedural guidelines for the MCRCC. These policies and procedures may be modified by the Executive Committee but must be approved by a majority vote of the MCRCC. The Policies & Procedures shall sunset with each Election Cycle of the MCRCC, unless they are re-affirmed by the newly established MCRCC at their Organizational Meeting.
ARTICLE XII
Amendment of Bylaws

Section 1

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

Adopted this _____ day of ___________, 2015

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Secretary