



## BYLAWS

Of the

MARIN COUNTY REPUBLICAN CENTRAL COMMITTEE

Effective June 22, 2023

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

- 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.
- d. Use of Organization Name, Brand and Likeness
  - a. The Committee retains the common law right to control and authorize the use of the party name “Marin County Republican Central Committee”, “Marin County Republican Party” or “Marin GOP” in connection with official political activity within the State of California, in particular any use that in any way implies, states or misrepresents an affiliation or relationship with, or endorsement by, the MCRP or MCRCC. Any prior use of the name “Marin County Republican Central Committee”, “Marin County Republican Party” or “Marin GOP” by any person or group doing business or conducting any political activity within the State of California or County of Marin, shall not be recognized as a waiver of the Committee’s right to claim exclusive use of the name “Marin County Republican Central Committee”, “Marin County Republican Party” or “Marin GOP” within

the State of California or County of Marin.

Section 2

- a. The MCRCC exists for the purpose of conducting the business of the **MCRP**.

Section 3

- a. 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.
- 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.
  1. Any Regular Member running for a seat on the committee must be a registered Republican for at least one year prior to the close of filing for that election, to be verified by the registrar of voters prior to the taking out of papers.
  2. Any Regular Member being considered for an appointment on the committee must be a registered Republican for at least one year prior to the date of the appointment, to be verified by the registrar of voters prior to their nomination.
  3. The exception to items 1 and 2 would be an individual who has just turned 18 or an individual who has just moved to Marin and registered as a Republican.
- 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.

1. Should an ex-officio member cease to live in their District for any reason, the chair shall reserve the right to appoint a replacement to serve as a replacement for the remainder of their term until the next election for that office and a successor is nominated.
- 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.

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

1. 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.
2. 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.
3. 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.
4. 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.

- a. 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.
- b. 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.

Section 2

- a. A vacancy occurring in the Regular Membership (including Regular Members and Alternate Members) shall be filled by a successor chosen and nominated from the same Supervisorial District as the former Member, by any one of the remaining members of that Supervisorial District, subject to the approval of the majority of the Members present at a regular meeting. The sponsoring member must also be present at the meeting the Regular Member candidate is being nominated at.
- b. Alternate nominations must be made by the Regular Member they will be an alternate to. That Regular Member must be also be present at the Regular Meeting to do so.
- c. A nomination for an alternate vacancy occurring for an Ex-Officio must be made by the Ex-Officio they will be an alternate to. The Ex-Officio Member (if outside of Marin) need not be present at the Regular Meeting to do so but rather can notify the Chair and the Secretary by e-mail of their nomination.
- d. Written notice of all new Regular Member and Alternate nominations must be provided in writing to the secretary and the chair 10 days prior to the next scheduled Regular Meeting by the Regular Member(s) making the nomination.

Section 3

a. Reasons for Removal

1. 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.
2. 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; who violates Article I, Section 1, subdivision d of these bylaws; or who violates the MCRCC Code of Conduct set forth in this Article.

b. Removal Process

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. A majority vote of MCRCC Members at a Regular Meeting may terminate the membership of a Regular Member or an Alternate Member. Such termination shall be for specific cause, which shall be by reference to the grounds for removal set forth in this Article, specifically Section 3 and all of its subdivisions.

c. Code of Conduct

1. Standards

a. NO HARASSMENT. The MCRCC prohibits harassment of any kind both during and outside of meetings, including but not limited to verbal, nonverbal, physical, and digital harassment, and will take appropriate and immediate action in response to complaints or knowledge of violations of this policy. For purposes of this policy, harassment is any verbal, non-verbal, physical, digital or physical conduct designed to threaten, intimidate, accuse, badger or coerce another member of the MCRCC.

b. DECORUM.

- i. All remarks during meetings must be addressed through the Chair – members cannot address one another directly.
- ii. Remarks must be confined to the merits of the question at hand – all remarks must have bearing on whether the immediately pending question should be adopted.
- iii. Refrain from attacking another member’s motives – under no circumstances can a member question or attack another member.
- iv. Avoid the use of members’ names – it is best to instead describe a member using their official title.
- v. Refrain from disturbing the assembly – during remarks by the presiding officer, debate, or voting, no member is permitted to disturb the assembly in any way.
- vi. Refrain from the making of dilatory and improper motions – any main motion or other motion that is frivolous or absurd or contains no rational proposition is deemed dilatory and shall be ruled out of order by the Chair.



c. MISREPRESENTATION. No issue-based materials may be displayed at any MCRCC sponsored table, booth event or function without written approval from the Executive Board.

## 2. Procedures for Discipline

a. Any breaches of order during a meeting will first receive a warning from the Chair.

b. If violations of the Code of Conduct continue after the first warning, the Chair will be forced to "Name the Offender," as outlined in the MCRCC's Parliamentary Authority.

c. If the Offending Member continues to disrupt the meeting after being "Named," the Chair shall initiate disciplinary action, up to and including asking for a motion to dismiss the offending Member from the meeting.

d. If an Offending Member is dismissed from two (2) meetings during a term of office, the Offending Member may be removed in accordance with this Article.

e. The MCRCC Chair (or Acting Chair) may, if indicated, summarily suspend the membership of any Regular Member or Alternate whom they believe is in violation of any of the listed codes of conduct or any reason determined to be detrimental to the goals of the MCRCC. A vote to remove the member or lift the suspension will be determined at the next regularly scheduled meeting by a majority of members present."

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

- a. 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

- a. At the regular meeting held in November of an even 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 two-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, 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 Regular Meeting following the next succeeding Regular Meeting after the vacancy occurs. If the vacancy occurs in or during a Regular Meeting, then the election of the replacement officer shall occur at the next scheduled Regular Meeting. In the event the Chair is vacated, the Vice-Chair shall immediately assume the duties of the Chair until a new Chair is elected.

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 Treasurer'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

- a. 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

- a. 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

- a. 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.

Amended & adopted this 22nd day of June, 2023

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Secretary-Sarah Nagle