

ALAMEDA COUNTY REPUBLICAN PARTY BYLAWS

Article I. Names & Affiliations

Section 1. The name of this organization is the “**Alameda County Republican Party (ACRP),**” hereinafter referred to as the “**County Party.**”

Section 2. The name of the governing body of the Alameda County Republican Party is the “**Alameda County Republican Central Committee (ACRCC)**” (hereinafter referred to as the “**County Committee**”), established and functioning under provisions of the California Elections Code (the “**Elections Code**”).

Section 3. Use of Organization Name, Brand and Likeness: The County Committee retains the common law right to control and authorize the use of the party name “Alameda County Republican Central Committee”, “Alameda County Republican Party” or “Alameda County 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 ACRP or ACRCC. Any prior use of the name “Alameda County Republican Central Committee”, “Alameda County Republican Party” or “Alameda County GOP” by any person or group doing business or conducting any political activity within the State of California or County of Alameda, shall not be recognized as a waiver of the Committee’s right to claim exclusive use of the name “Alameda County Republican Central Committee”, “Alameda County Republican Party” or “Alameda County GOP” within the State of California or County of Alameda.

Section 4. The County Party is a sovereign political organization which is voluntarily affiliated with the California Republican Party and the Republican National Committee.

Section 5. The County Party is not affiliated with the State of California or any of its political subdivisions. The County Party and the County Committee expressly retain their constitutional and legal rights as private and voluntary political associations. The County Committee shall not be bound by any statutory language which contravenes its constitutional rights as a private and voluntary political association, except with the consent of its members.

Article II. Objectives & Powers

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

- a) To register U.S. citizens residing in the County as Republican voters
- b) To encourage all Republicans registered in the County to vote in every election;

- c) To recruit and encourage competent Republican candidates to run for public office appearing on any ballots for County voters, and to train future such leaders for future service in local, state, and federal government;
- d) To provide funds, leadership, volunteers, and facilities (to the extent of the County Committee's ability) to support Republican nominees' campaigns appearing on any ballots for County voters;
- e) To work for the appointment of Republicans residing in the County to appointive governmental positions;
- f) To participate in the development of the principles and platforms of the Republican Party and to support and promulgate them within Alameda County by providing public relations and educational programs designed to bring to the public the underlying principles of the Republican Party and the position of the Party on national, state, and local issues after proper consideration of national and state platforms and policies;
- g) To serve as a liaison between Republicans residing in Alameda County and both the California Republican Party and the Republican National Committee;
- h) To recognize, encourage, and assist Republican volunteer organizations within Alameda County in order to develop membership and leadership from these organizations, and to coordinate their activities with those of the County Party;
- i) To bring new volunteers into Republican Party politics, provide an opportunity for them to find political expression and recognition and broaden the membership of the Republican Party.

Section 2. The County Committee shall have the power to further the objectives of the County Party in accordance with these Bylaws through all legal means, including the solicitation and expenditure of funds.

Section 3. Notwithstanding the foregoing, the County Committee shall not have the power to take the following actions without the approval of two-thirds of those County Committee Members present and eligible to vote at a meeting of the County Committee unless specifically authorized by these Bylaws:

- a) To expend funds on behalf of, or donate funds to, Republican candidates, campaigns, political causes, and affiliated or unaffiliated organizations;
- b) 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; or
- c) To use the name of the County Party or County Committee in an endorsement for any candidate or ballot measure.

Section 4. Individuals, committees, or other organizations shall have no power to make expenditures or incur liabilities on behalf of the County Party or County Committee without the prior authorization of the County Committee. Unauthorized expenses and liabilities shall be the sole responsibility of the individuals, committees or other organizations which incurred them.

Article III. Membership & Dues

Section 1. All Republicans legally registered to vote in Alameda County are self-selected members of the County Party (hereinafter referred to as “**Registered Republicans**” to avoid confusion with the term “Members” throughout these Bylaws.

Section 2. County Committee Members (hereinafter collectively referred to as “**Members**”) shall not have any disciplinary action(s) on record with the California Republican Party for the preceding five years. Members shall be divided and defined into these four categories:

a) **Elected Members:** those who complete their filing with the County Registrar of Voters to run in a Presidential Year Primary Election for a Member seat in the State Assembly District where they reside (whether duly elected using a County ballot or appointed by virtue of less than the number of filing candidates authorized for that State Assembly District) to the County Committee.

i) Elected Members also include Members subsequently elected by the County Committee to fill vacancies.

ii) All elected members that are affected by decennial redistricting will remain seated in their elected district until their elected term expires. The member may participate in dual-district activities during the transition period (See also Article 3, Section 4).

b) **Ex-Officio Members:** those who were the top vote-getting Republican candidate for a balloted office (as specified in Section 6) in the most recent Primary election.

c) **Alternate Members:** those who are nominated from and residing within the same State Assembly District as the nominating Elected or Ex-Officio Member.

d) **Associate Members:** dues-paying volunteers from among Registered Republicans.

i) The Presidents or Chairs of the following independent volunteer Republican organizations in Alameda County shall automatically be gratis Associate Members of the ACRC:

- East Bay Republican Club
- Lincoln Club of Northern California
- Tri-Valley Republicans
- UC Berkeley College Republicans

Presidents or Chairs of other Republican organizations may become Associate members in accordance with Article IX, Section 7.

Section 3. Each person seeking election to the County Committee must be a Registered Republican for at least one year before his or her appointment and is in compliance with Article III, Section II.

Section 4. Before taking office, each Member shall take and subscribe to the oath or affirmation required by the Elections Code.

Section 5. Terms of Office. The four-year term of office for Elected Members will commence on the date of the next biennial organizational meeting (usually January), and end at the opening of the biennial organizational meeting after the next Presidential primary election.

Registered Republicans who are subsequently elected by the County Committee to fill vacancies, regardless of reason for vacancy, have the same rights and responsibilities as Elected Members and are not distinguished from Elected Members hereinafter. Their term of office shall commence upon having taken the required oath or affirmation of office and having signed the Code of Ethics form.

(The number and representation of Elected Members of the County Committee is determined by Elections Code Section 7401.)

Section 6. An Ex-Officio Member is the Republican who received the most votes in any Primary or Special election for:

- a) the State Assembly, the State Senate, or the United States House of Representatives, whose districts at the time of the election include at least some portion of Alameda County.
- b) Governor, Lieutenant Governor, Treasurer, Controller, Attorney General, Secretary of State, or United States Senator who also reside in the County.
- c) Member of the State Board of Equalization who also reside in the County.

Ex-Officio Members enjoy all the rights, privileges and responsibilities of Elected Members. Notwithstanding any provision of the Elections Code, for so long as there is a "top two" primary, **"Republican nominee"** shall be determined as provided in the Bylaws of the California Republican Party.

Ex-Officio Members shall take office upon the certification of the Primary or Special election results by the Secretary of State. The term of the prior Ex-Officio Member shall terminate on that same date. If there is no Republican nominee in the Primary or Special election for a particular partisan office, the term of office for the Ex-Officio Member in question ends on the date of the Primary or Special election certification results by the Secretary of State.

Any person appointed between Primary elections by the Governor to the State Assembly, the State Senate, United States Senate or the United States House of Representatives from a

district which, at the time of appointment, includes at least some portion of Alameda County, who has been a registered Republican for at least one year before the appointment, shall be an Ex-Officio Member on the date they assume office. On that date, the term of the prior Ex-Officio Member shall terminate.

In the event a decennial redistricting eliminates all portions of Alameda County from an State Assembly, State Senate, United States Senate or United States House of Representatives district, the term of the Ex-Officio Member from the district shall terminate on the effectiveness of the redistricting legislation. In the event a decennial redistricting adds a portion of Alameda County to an State Assembly, State Senate, United States Senate or United States House of Representatives district which previously did not have any, the term of the Ex-Officio Member from the district shall begin on the effectiveness of the redistricting legislation.

Section 7. Elected and Ex-Officio Members who have paid their dues in full are each entitled to appoint one Alternate Member to vote in their absence at meetings of the County Committee and their Assembly District Caucus (See Article X, Section 2).

An Alternate Member must meet the following qualifications and will have the following rights, privileges, and responsibilities:

- a) Each Alternate Member must meet the same qualifications as the appointing Member and must reside in the same District as that Member, except that alternates for an incumbent State Senator, Member of the Assembly, or Representative in Congress need not reside within the District of the appointing Ex-Officio Member, but must only reside within Alameda County (Elections Code Section 7406).
- b) Each Alternate Member must be appointed in writing, which must state that the Alternate Member is given the right to vote when the Member who appointed them is absent from meetings of the County Committee, must pay annual membership dues, and take the oath of office.
- c) Appointment of an Alternate Member must be approved by a majority of the County Committee, except that an Ex-Officio member who is also an incumbent officeholder may appoint an Alternate Member without such approval. Alternate Members take office on the date that their appointment is approved, or on the date that they are appointed if approval is not required. The term of an Alternate Member ends when the term of the appointing Elected or Ex-Officio Member ends.
- d) Alternate Members enjoy all the rights, privileges, and responsibilities of Elected Members, except that they have no right to vote except when the Members who appointed them are absent from meetings of the County Committee.
- e) The Member who appointed the Alternate Member may remove or ask to appoint a replacement Alternate Member in writing at any time.

f) Vacancies among Alternates may remain vacant. A Member has no obligation to name an Alternate.

g) Alternate Members removed by the County Committee in accordance with Article IV are not eligible for re-appointment and shall not become Associate Members.

Section 8. Each Elected or Ex-Officio Member who has paid dues in full is entitled to appoint Associate Members. Associate Members are not allowed to vote at meetings of the County Committee. There shall be no limit to the number of persons who may serve as Associate Members. All appointments must be made in writing.

Section 9. Annual membership dues in the amount determined by the County Committee shall be paid by all Members upon the assumption of office. After the initial payment, the next annual payment is due on January 1st of the following year(s). Annual dues are nonrefundable.

Section 10. The right to vote and participate in debate during regular, special, or organizational meetings of the County Committee or the Executive Committee shall be restricted to those Elected and Ex-Officio Members, or their Alternates in the absence of the Member who appointed them, who have paid dues in full and signed a Code of Ethics in form attached to these Bylaws ("Code of Ethics").

Section 11. Dues shall be paid to the Temporary Secretary at the biennial organizational meeting. After that meeting, dues shall be paid to the Treasurer, Assistant Treasurer, or to such other persons as the County Committee may determine by majority vote.

Section 13. No person may serve as both an Elected Member and an Ex-Officio Member at the same time. Any Elected Member so affected must choose one role or the other in writing within 30 days. If notice is not received in writing, the Member forfeits their Ex-Officio status.

Article IV. Removals & Vacancies

Section 1. Any Member may be removed by a two-thirds vote of the County Committee at any meeting, provided that they have received ten days' written notice (and a copy of the complaint, if applicable) of the date, time, place, and purpose of the meeting at which the vote to remove them is scheduled to take place, if:

- a. The member materially violates the bylaws, Code of Ethics, special rule or standing rule.

The Member shall be given an opportunity to address the County Committee in their defense before the removal vote.

Section 2. Any Member will be automatically removed if:

- a) The Member affirmatively registers with another party or as no party preference, endorses or gives support or avows a preference for a candidate of another party, gives support or avows a preference for a candidate opposing a Republican nominee, or

advocates that voters should not vote for a Republican nominee for any office, provided that such actions were public and took place within the Member's term of office;

b) The Member initiates litigation or voluntarily assists in litigation against the County Party, the County Committee, or any officer or agent of the County Party, unless that Member has previously addressed their grievances to the Executive Committee and participated in good faith in mediation with a mutually acceptable mediator. If the Member continues with litigation and is "Unsuccessful", the Member shall be ineligible to vote on any business before the County Committee for a period of 5 years after the commencement of the litigation, if they are re-elected to office after their removal.

"Unsuccessful" as used here means failing to obtain a favorable judgment overall, or withdrawing the action, or having the action dismissed.

"Litigation" as defined here includes any legal action, including lawsuits, FPPC complaints, Restraining Orders (temporary or permanent), SEC Complaints, and all federal, state, or local regulatory actions.

c) Any elected Member who has refused or failed to pay the annual membership dues and sign the Code of Ethics form within 60 days of the due date (per Article III, Section 9) shall be deemed to have resigned (per Article VI, Section 3I).

d) The Member has been removed from three or more meetings for disruptive behavior.

Section 3. An Elected Member forfeits their voting rights following removal as a delegate of the California Republican Party for a period of five years following that Elected Member's removal.

Section 4. An Elected Member who moves their residence to an Assembly District other than that from which they were elected shall be deemed to have resigned. An Alternate Member who moves their residence in an Assembly District other than that of the Elected Member by whom they were appointed shall be deemed to have resigned. Ex-Officio Members and their Alternates who are required to reside in Alameda County shall be deemed to have resigned by moving their residence outside the county. A change in District lines due to the decennial redistricting does not constitute a move or change of residence (Elections Code Section 7201).

Section 5. Any Elected Member may be removed in accordance with Section 2 of this article for failing to attend any regular, special, or organizational meetings of the County Committee under the following circumstances:

a) The Elected Member has missed four meetings within the immediate preceding twelve months, unless the absence is caused by illness or temporary absence from the county on the date of the meeting, regardless of whether the Elected Member was represented by an Alternate; or

b) The Elected Member has been absent from five meetings within the immediate preceding twelve months regardless of the reasons for the absences and regardless of whether the Elected Member was represented by an Alternate.

Section 6. Any Member may resign by submitting a dated and signed letter of resignation to the Chairman or the Secretary, or by announcing their resignation at a regularly scheduled meeting of the County Committee.

Section 7. All resignations shall be accepted automatically without vote by the County Committee, and they shall take effect immediately.

Section 8. Whenever a vacancy occurs among the Elected Members (whether by death, resignation, or removal in accordance with these Bylaws or to fill a vacancy in the County Committee subsequent to the biennial organizational meeting caused by failure to elect in the direct primary election the full number of Elected Members authorized by the Election Code) the Chairman shall immediately declare and fill the vacancy in accordance with the following procedure:

a) Members of the Assembly District Caucus in which the vacancy occurs shall nominate Republican Voter(s) from that Assembly District to fill the vacancy.

b) If no one from the Assembly District Caucus nominates anyone eligible to fill the vacancy, then ~~at~~ any Elected Member may nominate persons from the appropriate Assembly District to fill the vacancy.

c) The County Committee shall then elect one of the nominees to fill the vacancy by majority vote. If no candidate receives a majority of the votes cast, then a run-off election shall be held immediately between the two candidates who received the most votes.

d) Whenever a vacancy is filled under this Section, the Chairman shall notify the Alameda County Registrar of Voters and the Chairman of the California Republican Party within thirty days.

Section 9. Whenever an Elected or Ex-Officio Member vacates their position, whether by death, removal, or resignation, their Alternate Member automatically becomes an Associate Member. Any Associate Members they appointed remain Associate Members.

Article V. Elected and Appointed Officers

Section 1. The “**Elected Officers**” of the County Party are Chairman, Vice Chairman, Treasurer, Secretary, Assistant Treasurer, and Assistant Secretary. Only Elected and Ex-Officio Members are eligible to serve as Elected Officers.

Section 2. The Elected Officers shall be elected at the biennial organizational meeting of the County Committee in accordance with these Bylaws.

Section 3. The Chairman may appoint a Parliamentarian, a Sergeant-at-Arms, a General Counsel, and such other “**Appointed Officers**” as approved by a majority of the members voting at a meeting of the County Committee. Appointed Officers shall serve in an advisory capacity to the Chairman, the Executive Committee, and the County Committee, but shall not be in the line of succession to the Chairman at any meeting. Only Elected and Ex-Officio Members shall be eligible to serve as Appointed Officers, with the exception of the General Counsel.

Section 4. The Elected and Appointed Officers shall serve until their successors are elected or appointed, or until they are removed, resign, or become disqualified in accordance with these Bylaws.

Section 5. In the event of a vacancy in any elected office, the Chairman or Acting Chairman shall immediately declare a vacancy and call for an election to fill the vacancy at the same or next meeting of the County Committee. At the same or next meeting, any Elected or Ex-Officio Member may nominate himself or another such member to fill the vacancy. The County Committee shall then elect one of the nominees to fill the vacancy by majority vote of those present and voting.

Section 6. In these elections and all other elections required or permitted under these Bylaws, if no candidate receives a majority of all the votes cast on the first ballot, then a run-off election shall be held immediately between the two candidates who received the most votes.

Article VI. Officers’ Duties

Section 1. The Chairman shall have the following duties:

- a) Serving as chief executive officer and providing general management and supervision over the County Party’s activities, staff, and officers, and performing all the duties usual and customary for the executive head of an elected organization;
- b) Calling and presiding at all meetings of the County Committee and acting as the Chairman of the Executive Committee;
- c) Coordinating the County Committee’s activities with other Republican organizations and representing the County Party in its relationship with the California Republican Party and the Republican National Committee; he or she is authorized to make any necessary appointments to fill vacancies in delegations to Republican Party Conventions;
- d) Supervising and instructing all paid staff of the County Committee, including their hiring and dismissal, subject to the approval of the Executive Committee;

e) Causing a yearly political action plan to be prepared for approval by the County Committee, and, upon approval, submitting the plan to the California Republican Party.

Section 2. The Vice Chairman shall have the following duties:

a) Generally supervising and coordinating the activities of the Assembly District Coordinating Councils in cooperation with the Assembly District Chairmen. At each meeting of the County Committee and the Executive Committee, the Vice Chairman shall report on the activities of the Assembly District Coordinating Councils, with assistance from each Assembly District Chairman as necessary;

b) Recruiting volunteer staff at the County Committee Headquarters;

c) Presiding at all meetings of the County Committee and the Executive Committee if the Chairman is absent or unable to preside;

d) Performing such other duties as may be assigned by the Chairman, the Executive Committee, or the County Committee.

Section 3. The Treasurer shall have the following duties:

a) Serving as the chief financial officer of the County Party;

b) Presiding at all meetings as Chairman when the Chairman and Vice Chairman are simultaneously absent or unable to preside;

c) Serving on the Finance Committee;

d) Collecting and recording all monies of the County Committee, including monies donated or paid to the County Party, and depositing all monies, in the name of the County Committee, in one or more financial institutions designated by the Executive Committee;

e) Paying bills and disbursing monies as authorized by the County Committee or the Executive Committee in accordance with a written procedure approved by the Executive Committee;

f) Maintaining records of all financial transactions and reporting expenditures and receipts to the County Committee and Executive Committee at each meeting;

g) Preparing and administering a budget for the County Party;

h) Maintaining a record of all receipts and expenditures of the County Committee, reporting these to the County Committee and Executive Committee at each meeting and to state and federal agencies as required by law, and fulfilling all other reporting requirements of the state and federal campaign finance laws;

i) Safekeeping of all supplies and effects of the County Committee and causing an inventory of these to be a part of the County Committee records;

j) Causing an audit of the books and accounts to be made by an Audit Committee (as outlined in Article VIII, Section 3);

k) Making financial records of the County Committee available for review by any Elected or Ex-Officio Member of the County Committee and to other Members upon written request and with the approval of the Executive Committee;

l) Notifying the Member(s) of any delinquent dues and advising the Chairman and Secretary if Members are more than 60 days delinquent and subject to removal under these Article IV, Section 2c;

Section 4. The Secretary shall have the following duties:

a) Recording and distributing the minutes of the proceedings of County Committee and Executive Committee meetings, including a record of attendance, whether a quorum was established, and a record of all votes;

b) Conducting the roll call at each County Committee meeting and providing the current number of Elected Members required to establish a quorum;

c) Presiding at all meetings as Chairman when the Chairman, Vice Chairman, and Treasurer are simultaneously absent or unable to preside;

d) Serving as custodian of the official records of the County Committee; maintaining accurate copies of the minutes of past meetings, these Bylaws, resolutions, and the Membership roster; making these documents available to Elected and Ex-Officio Members; and, upon written request and with the approval of the Executive Committee, making these documents available to other Members;

e) The Secretary shall maintain the official records of the County Committee at the County Party Headquarters unless otherwise specified by the Executive Committee;

f) The Secretary shall conduct or supervise all necessary correspondence of the County Party and the County Committee, and shall send out the call to meetings of the County Committee and the Executive Committee;

g) The Secretary shall perform such other duties as may be assigned by the Chairman, the Executive Committee, or the County Committee;

Section 5. The Assistant Treasurer shall have the following duties:

a) Performing the duties of the Treasurer in the absence or disability of the Treasurer;

b) Assisting the Treasurer in all of the Treasurer's responsibilities;

c) Serving on the Finance Committee;

d) Performing such other duties as may be assigned by the Chairman, the Treasurer, the Executive Committee, or the County Committee.

Section 6. The Assistant Secretary shall have the following duties:

- a) Performing the duties of the Secretary in the absence or disability of the Secretary;
- b) Assisting the Secretary in all of the Secretary's responsibilities;
- c) Unless another individual is assigned by the County Committee, acting as Historian by collecting and maintaining newspaper articles, photographs, and other records of the activities of the County Party.

Section 7. The duties of each Assembly District Chairman shall be as follows:

- a) Calling and presiding over the meetings of the Assembly District Caucus and Assembly District Coordinating Council;
- b) Taking responsibility for supervising the members and activities of the Assembly District Coordinating Council, and in this capacity cooperating with the Vice Chairman of the County Committee;
- c) Coordinating the activities of the Council with other Councils and Republican organizations and implementing the policies of the County Committee within the Assembly District.

Section 8. The duties of the Parliamentarian (should one be appointed) shall be as follows:

- a) Being knowledgeable of these Bylaws, parliamentary procedure, and the Elections Code;
- b) Advising the Chairman, members of the Executive Committee, and other Members on proper parliamentary procedure, interpretation of these Bylaws and the Elections Code, and matters of order and procedure with the goal of making meetings as productive and efficient as possible;
- c) Bringing an unabridged copy of "Robert's Rules of Order, Newly Revised" to all meetings to serve as the parliamentary authority for all disputed matters not specifically covered by these Bylaws;
- d) Serving as a member of the Executive Committee.

Section 9. The duties of the Sergeant-at-Arms (should one be appointed) shall be as follows:

- a) Assisting the Chairman in maintaining good order and decorum at County Committee meetings, County Party activities, and other meetings as requested by the Chairman;
- b) Assisting the Secretary in counting recorded votes and monitoring the voting procedure employed at County Committee meetings in order to ensure fairness, accuracy, and accountability;

c) Performing such other duties as may be assigned by the Chairman, the Executive Committee, and the County Committee.

Section 10. The duties of the General Counsel (should one be appointed) shall be as follows:

- a) Maintaining active membership in the State Bar of California;
- b) Advising the County Committee on laws and regulations governing their activities; and
- c) Representing, or supervising the representation of, the County Party in any litigation. The General Counsel is not required to be a Member of the County Committee.

Section 11. The duties of any other officers shall be established by the County Committee at the time their appointments are approved.

Article VII. Meetings of the County Committee

Section 1. Regular meetings of the County Committee shall be held once each calendar month (other than December). These meetings shall be held at 7:00 p.m. on the third Wednesday of each month electronically or at the Headquarters of the County Party unless another date, time, or place was selected by the County Committee at a previous meeting or unless an organizational meeting has been held in that month. Any regular meeting may be dispensed with (or the optional December regular meeting may be held) by a two-thirds vote of voting Members present at a previous meeting.

Section 2. Seven days' notice (including agenda) of regular meetings of the County Committee shall be given to all Members by the Secretary or the Assistant Secretary. The failure to provide such notice will not invalidate regular meetings which are held at 7:00 p.m. on the third Wednesday of the month. Members have the right to waive notice, and presence at a particular meeting constitutes waiver of notice for that meeting.

Section 3. Special Meetings of the County Committee may be called once per month (unless there is a building emergency) as follows:

- a) By the Chairman of the County Committee;
- b) By a majority of the Elected Members; or
- c) By two-thirds of the Executive Committee.

The Members calling a special meeting shall provide seven days' notice to all Members of the date, time, place, and purpose of the meeting. Members have the right to waive notice, and presence at a particular meeting constitutes waiver of notice for that meeting.

Section 4. A quorum for the transaction of business at meetings of the County Committee is attained by the presence of a majority of the current dues-paid Elected Members either in person or by duly appointed Alternate Members. Once attained, a quorum will remain in effect for the duration of each meeting. The Secretary shall announce the number of Elected Members required for a quorum and report on any changes to the membership status of Elected, Ex-Officio, and Alternate Members before the roll call.

Section 5. Voting by proxy will not be permitted. Each Elected or Ex-Officio Member present shall have exactly one vote. Each Alternate Member present shall have exactly one vote if the Member who appointed them is absent.

Section 6. All forms of recording and photography are prohibited by Members and attendees upon entry of the venues where regular or special meetings are held. Officially sanctioned virtual electronic recordings are exempt. All recordings will be deleted once meeting minutes are adopted.

Section 7. Meeting Decorum

- a) **Warning for Disruptive Behavior:** If a member exhibits disruptive behavior during a committee meeting, the Chairperson will issue a warning to the member. Disruptive behavior includes, but is not limited to, shouting, bullying, dilatory motions, frequent and intentional interruptions of speakers, refusal to follow the directives of the Chairperson, and other forms of conduct that materially disturb the proceedings of the meeting, a serious act or pattern of behavior directed at a specific individual that causes fear or apprehension in that person known as “intimidation”.
- b) **Three-Strike Rule:** A member who is warned for disruptive behavior three times during a single meeting will be subject to removal from that meeting. Upon a third warning, the Chairperson will pause the meeting, and the committee will immediately remove, by majority vote, the offending member. If the vote passes, the member will forfeit their voting rights for the remainder of the meeting and must immediately vacate the meeting.
- c) **Consequences of Removal: First Removal:** If a member is removed from a meeting based on the three-strike rule, the member will not be permitted to attend the next three months of committee meetings in person. Instead, the member may participate in the meetings virtually via Zoom or another approved online meeting platform. The decision to allow a return to in-person meetings will be at the discretion of the Chairperson.
- d) **Failure to Leave Meeting:** If the member refuses to leave the meeting after a vote for removal has been approved, the member will be barred from attending in-person meetings for six months. During this period, the member may still participate in meetings virtually. The decision to allow a return to in-person meetings will be at the discretion of the Chairperson.

- e) **Continued Disruptive Behavior:** If the member continues to disrupt meetings virtually and the Chair must warn the member about inappropriate behavior virtually the member will be subject to further consequences according to Article IV.
- f) **Documentation and Tracking:** The Secretary of the committee will document all instances of warnings, votes for removal, and the outcomes of such votes in the official minutes of the meeting.

Article VIII. Standing & Special Committees

Section 1. The County Committee shall have two “**Standing Committees,**” the Finance Committee and the Building Committee.

Section 2. The County Committee may create or abolish other committees (“**Special Committees**”) by majority vote at any meeting. A Special Committee’s authority and duration must be established and approved at the time of its creation by the County Committee, although these may be modified subject to the approval of the County Committee.

Section 3. The Finance Committee shall have the primary responsibility for raising funds for the County Party. It shall also assist the Treasurer and Assistant Treasurer in financial planning, administering the budget, obtaining insurance, paying taxes, managing assets and investments, auditing the financial records of the County Party, and fulfilling the reporting requirements of federal and state campaign finance laws. At least once each year, and more often if the Finance Committee deems necessary, the Finance Committee shall elect three of its members to an Audit Committee to audit all of the financial records of the County Party and the County Committee, and to report the results to the Executive Committee and the County Committee. Elected officers are not eligible to serve on the Audit Committee.

Section 4. The Building Committee shall be responsible for the maintenance, repair, and upgrading of the headquarters building, as well as recommendations for rental or lease of any temporary offices used to support campaigns or other approved activities of the County Party. The Building Committee shall ensure that committee meetings are held in quarters that are accessible to persons with disabilities (Elections Code Section 7431).

The Building Committee shall cause qualified volunteers or professionals to make annual inspections of the headquarters and report the results to the Executive Committee. A building budget shall be developed annually and included in the County Committee annual budget.

Any emergency expenditures under \$1000 for the purposes of repairs or replacements may be approved by a majority of the Executive Committee. Approval of any non-budgeted or emergency building expenses exceeding \$1000 must be in accordance with Article II, Section 3.

Section 5. The chairman (and vice chairman, if any) and members of each Standing or Special Committee shall be appointed by the Chairman of the County Party, and serve at the Chairman’s pleasure.

Section 6. Each Standing or Special Committee may choose to form subcommittees to perform specific functions. Committees and subcommittees may adopt special rules and procedures to govern their meetings and activities, subject to the right of the County Committee to review and modify these rules and procedures by majority vote.

Section 7. Standing and Special Committees shall meet as necessary to carry out their responsibilities.

Article IX. The Executive Committee

Section 1. The Executive Committee shall consist of the Chairman, Vice Chairman, Treasurer, Secretary, Assistant Treasurer, Assistant Secretary, and Parliamentarian.

Section 2. Meetings of the Executive Committee shall be called by the Chairman or by a majority of the Executive Committee members. The Chairman, or whoever calls the meeting, shall provide at least three days' notice of the time, place, and purpose of the meeting. Members of the Executive Committee have the right to waive notice of meetings. Presence at a particular meeting will constitute a waiver of notice for that meeting.

Section 3. With the concurrence of a majority of the members of the Executive Committee, a meeting may be held virtually in lieu of a physical meeting. However, all other requirements for an Executive Committee Meeting, including notice and quorum, shall be observed.

Section 4. A quorum at meetings of the Executive Committee will be attained by the presence of four members, provided that either the Chairman or Vice Chairman and either the Treasurer or Assistant Treasurer is present. Proxy voting shall not be permitted, nor shall Alternate Members be permitted to vote on behalf of Executive Committee members. The Executive Committee may request the presence of other Members or the General Counsel at their discretion, but these individuals shall not vote. Approval of actions by the Executive Committee requires a majority vote of the Executive Committee members present unless otherwise specified by these Bylaws.

Section 5. The Executive Committee shall make recommendations regarding the management, direction, and coordination of the affairs of the County Committee and the County Party, and it shall act on urgent matters which cannot await presentation at the next regularly scheduled meeting of the County Committee. No such action of the Executive Committee will continue to be effective unless ratified at the next meeting of the County Committee at which a quorum is present, except as otherwise provided in this Article.

Section 6. Unless a separate Resolutions Committee is established by the County Committee as a Special Committee, the Executive Committee shall function as the Resolutions Committee. The Executive Committee (or the Resolutions Committee, if any) shall consider and vote on all resolutions submitted by Members in accordance with Article XIII.

Section 7. The Executive Committee has the authority to approve and recognize independent Republican volunteer organizations with members and activities in Alameda County, in accordance with California Republican Party rules.

Section 8. The County Committee may delegate its full authority and any of its responsibilities to the Executive Committee with the approval of two-thirds of those Members voting at any meeting, notwithstanding any other provisions of these Bylaws.

Section 9. The compensation and responsibilities of all paid staff members must be approved by a majority vote of the Executive Committee.

Article X. Assembly District Coordinating Councils

Section 1. The Assembly District Coordinating Councils (hereinafter also referred to as “**Councils**”) shall implement the programs and policies of the County Committee within their respective Assembly Districts. They shall seek to provide effective communication between all segments of the County Party and the County Committee. They shall organize volunteer recruitment, training, and placement within their Districts, and they shall assist Republican campaigns at the local level. These councils are expressly not Assembly District Committees described by the Elections Code in Sections 7460-7470.

Section 2. Each Council's initial membership shall consist of all Elected and Ex-Officio Members residing in or representing that Assembly District (which shall be defined as the Assembly District Caucus), all Alternate and Associate Members residing within the District, City Chairs, all members and associate members of the State Central Committee of the California Republican Party residing within the District, and the presiding officer (or designated representative) of every recognized Republican volunteer organization with activities and members in the District. Each Council may extend membership to other Republican volunteers with the approval of a majority of the Caucus members present at any meeting.

Section 3. The Assembly District Chairman shall also be the Chairman of the Assembly District Coordinating Council. Assembly District Chairmen shall be elected by majority votes by Members residing in their respective Assembly District Caucuses. An Assembly District Chairman must be a Member and must be in good standing with the County Committee. Each Council may elect a Vice Chairman, Treasurer, and Secretary as needed.

A vacancy in the office of Assembly District Chairman shall be filled by a majority vote of Members residing in the Assembly District Caucus in which the vacancy occurred.

Section 4. The Chairman of the Council shall call and preside at all meetings of the Council. He or she shall coordinate the Council's activities with those of the County Central Committee and other Republican organizations in the District and county, and shall supervise and assist the other officers of the Council.

Section 5. Any monies donated or paid to the Councils shall be immediately transferred to the Treasurer of the County Party along with records showing their source. Those monies shall be earmarked by the Treasurer for that Council's activities.

Section 6. The Chairman of the Council may establish specialized subcommittees, as needed, subject to approval by the Council.

Section 7. The Chairman of the Council may nominate an individual to be a City Chair, responsible for coordinating the activities of the County Party with his or her city. All nominations for City Chair must be approved by a majority vote of the Council. If the city spans two or more Assembly Districts, the Councils from those districts will decide if one or more City Chairs are nominated.

Section 8. Each Council may adopt standing rules and procedures to govern their meetings and activities, as long as they do not violate these Bylaws. The County Committee may abolish or modify these rules and procedures by two-thirds vote. Unless its rules specify otherwise, each Council shall follow *Robert's Rules of Order, Newly Revised* in its proceedings. Each Council may specify the requirement for a quorum at Council meetings and committee meetings.

Article XI. The Biennial Organizational Meeting

Section 1. The biennial organizational meeting of the County Committee (also referred to as the “**organizational meeting**”) shall be held on the same date, time and place as regular meetings during the month of January following a general election in accordance with the Elections Code (Elections Code Section 7241 (b)). The Executive Committee shall provide seven days' written notice (including agenda) to all incoming Elected Members and Ex-Officio Members of the date, time, and place of the organizational meeting, but failure to give notice will not invalidate the meeting. The Executive Committee shall administer and certify oaths of office (per California Constitution Article XX Section 3).

Section 2. The agenda for the organizational meeting shall remain as set forth below, unless modified by a majority of those voting Members present:

- a) Call to order by the outgoing Chairman (or acting Chairman);
- b) Moment of silence and Pledge of Allegiance;
- c) Provisional seating of Members who have been declared elected, seating of Ex-Officios' (or their Alternates if applicable) and roll call by the outgoing Secretary (or acting Secretary);
- d) Election of qualified Republicans to fill vacancies in Ex-Officio or Elected Members by majority vote of the persons seated under subsection c) above;
- e) Challenges to seating of Elected Members based on:

- i. Change of residence from the Assembly District from which he or she was elected;
 - ii. Affirmative registration with another party or as no party preference; or
 - iii. Order by a court of competent jurisdiction;
 - iv. Removal by the County Committee or as a delegate of the California Republican Party within the past 5 years.
- f) Administration of the oath of office;
 - g) Election of a Temporary Chairman;
 - h) Election of a Temporary Secretary;
 - i) Acknowledgement of the Bylaws;
 - j) Election of officers in the following order: Chairman, Vice Chairman, Treasurer, Secretary, Assistant Treasurer, and Assistant Secretary;
 - k) Election of an Assembly District Chairman for each Assembly District;
 - l) Appointment and confirmation of the Parliamentarian, Sergeant-at-Arms, and General Counsel (at the discretion of the Chairman);
 - m) Appointment of Standing Committee chairmen (at the discretion of the Chairman);
 - n) Selection of membership in Standing Committees (at the discretion of the Chairman);
 - o) New business (if any);
 - p) Announcement of the date, time, and place of the next meeting; and
 - q) Adjournment.

Article XII. Delegates

Section 1. Delegates: all delegate appointments are made and filled per the Standing Rules and Bylaws of the California Republican Party Section 2.01.01, as shown below:

a) Regular Delegates:

The current Chairman or President, as the case may be, or the designee of the Chairman or President, of each statewide Republican volunteer organization chartered by the Committee;

The current Republican Party nominees for each of the following partisan elective offices: Member of the State Senate; Member of the State Assembly; Member of the United States House of Representatives;

The Treasurer of each Republican County Central Committee who is (1) a member of the Treasurer's Republican County Central Committee, as determined by said County Committee's bylaws, and (2) an unpaid volunteer will be a regular delegate of the State Central Committee.

b) Appointive Delegate: One person per 75,000 registered Republicans in the county, or four persons, whichever is greater, appointed by the newly elected and certified Chairman of each Republican County Central Committee which is organized in December or January following a general election in accordance with Sections 7441 or 7444 of the Elections Code. Beginning in 2017, such appointments shall be made only by Chairmen of Republican County Central Committees whose regular members have filed for office with their county registrar or clerk and been elected in the most recent California presidential primary election or have filled vacancies for positions remaining open after that election process. Notwithstanding any other provisions of these bylaws, the terms of delegates appointed pursuant to this section will begin upon certification of the appointments by the newly elected Chairman after his election or 17 calendar days prior to the date that the spring election convention convenes, whichever is sooner.

c) Other: Refer to the Standing Rules and Bylaws of the California Republican Party [Section 2.01.01 (9)].

Article XIII. Endorsements by the Chairman or County Committee

Section 1. Chairman's Endorsements - Republican Candidates with no Republican Opponent. Anytime after the close of the filing period for any Local Office and after a written request from the candidate, the Chairman may recommend to the County Committee the endorsement of any Republican candidate for Local Office who does not face a Republican opponent. Such endorsements may only be granted upon a two-thirds affirmative vote of the County Committee members voting. "**Local Office**" means any elected office or position in Alameda County including U.S. House of Representatives, State Senate, and State Assembly whose districts encompass one or more voters residing in Alameda County. "Local Office" excludes any other state or federal offices, and County Committee positions.

Section 2. County Committee Endorsements. The County Committee may endorse any Republican candidate for Local Office or any initiative, referendum, recall, or other measure to be submitted to the voters of Alameda County, according to the following procedures. In the absence of an Endorsements Committee, its functions as described in this Article shall be performed by the Executive Committee.

a) **Early Endorsement of Incumbents.** Republican incumbents seeking reelection to the same Local Office can request an early endorsement before the opening of the filing period for that office by sending a written request to the Chairman of the County Committee. Any such requests for endorsement received more than 105 days before the opening of the filing period will be put on an early endorsement list and sent to all Elected and Ex-Officio members of the County Committee, who may request within 20 days that a name be removed from the list. All names not removed from the list during this 20-day period shall be deemed endorsed. At the County Committee's next meeting, the County Committee may also consider any name removed from the list, and may consider withdrawing its endorsement of any incumbent on the list. Endorsements of Republican incumbents removed from the list are granted upon a two-thirds affirmative vote of the County Committee members voting.

Withdrawal of an endorsement of any incumbent must be approved by a two-thirds affirmative vote of the County Committee members voting, and can only be considered at the next regularly scheduled County Committee meeting after the endorsement is deemed granted.

b) **Endorsement of Candidates with at least one Republican Opponent.** Republican candidates for Local Office with at least one Republican opponent, or where the number of Republican candidates for a particular board exceeds the number of seats to be voted upon in an upcoming election, may request the endorsement of the County Committee by submitting a request in writing to the Chairman of the Endorsements Committee. Any such requests for endorsement received by the Chairman of the Endorsements Committee within five days after the close of the filing period shall be considered by the Endorsements Committee within 15 days after the close of the filing period. Recommendations of the Endorsements Committee shall be placed on a consent list and sent to the Endorsements Committee and the County Committee. At the County Committee's next meeting, any Elected or Ex-Officio County Committee member may request that a name be removed from the consent list, after which time the County Committee will vote on the consent list, and shall then consider any name removed from the consent list. Endorsements shall only be granted upon a two-thirds affirmative vote of the County Committee members voting.

c) **Initiatives and Recalls.** The Endorsements Committee may recommend, by two-thirds vote of those present and voting, that the County Committee support, oppose, or take no position on any state or local proposition, ballot measure, or recall of an elected official. At the County Committee's next regularly scheduled meeting after such a recommendation, the County Committee shall consider the recommendation, and may, upon a two-thirds vote of the County Committee members voting, grant its support or opposition to such proposition, ballot measure, or recall.

d) **Other endorsements.** In extraordinary circumstances, or to prevent extreme injustice or unfairness, the Chairman may allow other endorsements for Local Office or any initiative, referendum, recall, or other measure submitted to the voters of Alameda County to be considered by the County Committee by providing written notice to the County Committee five days prior to a meeting of the County Committee. Such endorsements shall only be granted upon a two-thirds vote of the County Committee members voting at a meeting where the

candidate or an advocate requesting the endorsement is present and available to answer questions posed by the County Committee. No other endorsements for any Local Office may be made by the Chairman, the Executive Committee, nor any other standing or ad hoc committee, Assembly District Coordinating Council or any other subdivision within the County Committee.

Article XIV. Resolutions

Section 1. All proposed resolutions must be presented, in writing, and in proper format, to the Chairman of the County Committee by a Member at least seven days before the regular meeting of the County Committee at which action is sought.

Section 2. The proposed resolution shall be referred to the Executive Committee for its consideration and recommendation.

a) The Executive Committee may rephrase the proposed resolution to reflect the conditions for a resolution as contained in the parliamentary authority; and

b) The Executive Committee may recommend “for,” or “against,” or “no-action” on the proposed resolution.

Section 3. The Executive Committee shall report its recommendations to the County Committee at a regular meeting.

Section 4. If, in the view of the Member proposing it, a resolution warrants immediate action at a regular meeting of the County Committee, the Member shall submit the resolution in writing to the Secretary for reading to the County Committee. The County Committee, by two-thirds majority vote, may permit consideration of the proposed resolution without seven days prior notice and referral to the Executive Committee.

Section 5. To be approved, the proposed resolution must receive a two-thirds majority vote of the County Committee.

Article XV. Amendments

Section 1. These Bylaws may be amended by a two-thirds vote of the Members voting at any regular, special, or organizational meeting of the County Committee, provided that those voting in the affirmative must include at least a majority of the Elected Members (not including Alternate Members voting on their behalf).

Section 2. No amendment may be considered unless ten days' written notice of the text of the proposed amendment was sent to all Elected and Ex-Officio Members of the County Committee. Members may waive notice of proposed amendments, and those present at the meeting will be deemed to have waived notice.

Article XVI. Notices

Section 1. All notices under these Bylaws may be by first-class mail, hand delivery or email. The date of notice is three days after the date of the postmark (if by mailing), or the date of delivery if by hand-delivery or email.

Article XVII. Indemnification

Section 1. Indemnity of Delegates and Officers. To the fullest extent permitted by law, the County Committee shall indemnify its delegates and officers, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in the course of executing their duties as delegates and/or officers of the County Committee, and including an action by or in the right of the County Committee, by reason of the fact that the person is or was a person serving on the Central Committee or Executive Committee.

Section 2. Authorizing Indemnification. On written request to the Secretary by any person seeking indemnification under this article, the County Committee shall promptly determine whether the person seeking indemnification meets the criteria for indemnification described above, and, if so, by a majority vote of those present and voting, the County Committee shall authorize indemnification. For purposes of this Article only, email shall not be sufficient to effectuate such written request.

Section 3. Indemnity Not Available. Indemnification shall not be available or authorized for acts and omissions that are grossly negligent, reckless, or intentional, and/or for any form of fraud or deceit. Indemnity shall not be available to any person who initiates legal action against any delegate or officer of the County Committee and either withdraws that action or is unsuccessful in obtaining a favorable judgment.

Section 4. Indemnity Limits. The indemnification liability of the Republican Central Committee shall be limited to a reasonable amount, not exceeding 50% of the total account balance at the time the claim arises.

Article XVIII. Mediation

Section 1. Any dispute, claim or controversy arising out of or relating to these Bylaws or the governance of the County Committee shall first be brought before the Executive Committee. If the parties are unable to reach a mutual agreement, all Elected Members, Ex-Officio Members, and Alternates agree to submit their dispute to mediation prior to initiating any legal action against the County Committee or any of its members.

- a) Both parties will attempt to mutually agree on a neutral mediator within 30 days of the dispute arising.
- b) If the parties cannot agree on a mediator within this timeframe, the County Committee will appoint one.
- c) The selected mediator must be impartial and have expertise relevant to the dispute.

Article XIX. Authorities

Section 1. The statutory authority for the County Committee is the Elections Code.

Section 2. These Bylaws, adopted on January 20, 2009, as amended March 18, 2014, May 17, 2017, October 18, 2023, August 21, 2024, September 18, 2024 and xxxxx supersede all previous Bylaws. They will remain in effect until amended or replaced by the County Committee.

Section 3. The parliamentary authority for the County Committee is “Robert’s Rules of Order, Newly Revised” (“**Roberts Rules**”).

- a) Robert’s Rules shall determine any question not covered in these Bylaws for procedures or conduct at meetings of the County Committee and any of its committees or subcommittees; and
- b) Robert’s Rules may be suspended at any regularly constituted meeting of the County Committee by two-thirds affirmative vote of the Members present.

Section 4. In the event of conflict between these authorities, the ranking of authority for the County Committee in all matters shall be these Bylaws, California Elections Code, and then Robert’s Rules.

Section 5. In situations addressed herein, these Bylaws take precedence over similar provisions of the Elections Code.

**CERTIFICATE OF SECRETARY OF
ALAMEDA COUNTY REPUBLICAN PARTY**

The undersigned hereby certifies that the undersigned is the duly elected, qualified, and acting Secretary of the Alameda County Republican Party (ACRP), and that the foregoing Bylaws, comprising 24 pages, constitute the Bylaws of the ACRP as of the date hereof, including all duly adopted amendments through, and were adopted at the ACRP regular meeting on October 16, 2024.

Executed in San Leandro, California this 16th day of October, 2024.

Stephanie Szto

Stephanie Szto

Secretary

Code of Ethics

[Attached]

Alameda County Republican Party (ACRP)

CODE OF ETHICS

As an elected member representing all registered Republicans in my Assembly District,
I recognize and agree that:

1. I have been elected to provide Republicans in my district with constructive participation in the decisions and activities of the Party.
2. I will respect ideas and opinions expressed by fellow Committee members and to ensure the best interests of the Party.
3. I will respect and support decisions and events of the Committee and Republican nominees for partisan offices.
4. I pledge to devote the time and effort necessary to ensure thoughtful and informed decisions of the Committee.
5. I will adhere to the highest standards of integrity and honesty in all of my endeavors to safeguard the public trust.
6. I will work to accomplish the mission of the ACRP and strive to maintain the trust of those who elected me.
7. I will serve the interests of all Republicans, avoid acts of favoritism toward special interests and avoid use of the Committee for personal advantage.
8. I understand that my authority is restricted and that I do not take actions for the Committee.
9. I agree to take any dispute, claim or controversy arising out of or relating to these Bylaws or the governance of the County Committee first to the Executive Committee for resolution. If a suitable resolution cannot be found, I agree to submit my dispute to mediation prior to initiating any legal action against the County Committee or any of its members.

10. I agree to keep all forms of internal ACRP communications confidential. If I initiate unauthorized distributions of communication, I will be subject to disciplinary action as follows:

First Offense: written warning

Second Offense: 30 day suspension

Third Offense: 90 day suspension

Fourth Offense: Automatic removal from the committee.

11. I agree to not engage in electronic recordings of any kind without the explicit consent of the Executive Committee. If I am found to be recording, I will be asked to turn my device off. If the device is not turned off, I immediately forfeit my voting rights and will be required to leave the meeting. If it is found that I secretly recorded without permission, I am subject to disciplinary action per Article IV.

12. I understand that I may be removed from the Committee for not complying with this Code, for affirmatively reregistering with another party or as no party preference, and as otherwise provided in the ACRP Bylaws.

Date

Signature