

**ARTICLE I
Name and Jurisdiction**

SECTION 1.01. Name. The name of the organization shall be the California Republican Assembly, hereinafter referred to as "CRA."

SECTION 1.02. Jurisdiction. The jurisdiction of the CRA shall be within the State of California. CRA political action shall concern only matters relating to geographical or political units larger than the jurisdiction of any chartered Republican Assembly.

**ARTICLE II
Powers**

SECTION 2.01. The powers of the CRA shall be:

(a) To direct, manage, supervise and control its business, property and funds, and to carry out its objectives.

(b) To create and charter Republican Assemblies and to supervise and coordinate them.

**ARTICLE III
Objectives**

SECTION 3.01. The objectives of the CRA are:

(a) To develop a statewide, intelligent, aggressive and serviceable Republican organization.

(b) To provide through this organization a practical program for the betterment of the Republican Party of the State of California and of the various political subdivisions of the State of California.

(c) To assist the various Republican Assemblies in improving the public relations of the Republican Party, in supporting Republican political campaigns, encouraging public forums and social programs, and in attracting a greater number of voters to work to advance the interests of the Republican Party and our country.

**ARTICLE IV
Composition**

SECTION 4.01. The CRA shall consist of all members-at-large and all Republican Assemblies that have been accepted and chartered by the Board of Directors of the CRA in the manner provided in Article XII of the Bylaws that continue to comply with the CRA Bylaws as amended (provided that those memberships and charters have not been revoked by the Board of Directors).

SECTION 4.02 Members-at-large are persons who have joined the CRA without joining a chartered Republican Assembly. In order to be eligible to join CRA as a member-at-large, a person must be an American citizen of good moral character who is registered to vote as a Republican. Each member-at-large must complete a membership application and submit the appropriate dues to the Membership

Secretary. The CRA Board of Directors shall have the exclusive authority to accept, reject, discipline or terminate members-at-large.

SECTION 4.03 Every member-at-large shall be eligible to join a chartered Republican Assembly, according to the rules of that Republican Assembly. When a member-at-large is accepted as a member by a Republican Assembly, that person ceases to be a member-at-large. The CRA shall retain the membership dues that were paid by such a member-at-large. Upon written request from the Republican Assembly that accepted the member-at-large, the Membership Secretary shall apply a credit toward the dues of the next regular member to join that Republican Assembly.

SECTION 4.04 Members-at-large who choose not to join Republican Assemblies shall not be eligible to participate in Annual or Special Conventions, unless they are serving as voting members of the Board of Directors.

ARTICLE V Charters

SECTION 5.01. Ratification of Bylaws. Every Republican Assembly, by accepting a charter from the CRA, ratifies and agrees to be bound in all things by the Bylaws of the CRA and the amendments thereto.

SECTION 5.02. Year-end Charter Applications. Petitions for charters received by the Membership Secretary not later than December 31 of any year may be approved by the Board of Directors of the CRA at the following Board Meeting in January, if held. Republican Assemblies receiving charters under the provisions of this section shall be eligible to send Delegates to the next Annual Convention of the CRA, as authorized in Section 15.08 of the Bylaws.

ARTICLE VI Termination of Charter and Membership

SECTION 6.01. Non-payment. Any chartered Republican Assembly more than sixty days in arrears for any indebtedness to the CRA shall be considered not-in-good-standing and may have its charter and membership suspended, or revoked by action of the Board of Directors provided that at least thirty days before such action, notice of such indebtedness shall have been duly sent by certified mail by the Membership Secretary to the last reported President and Secretary of that Republican Assembly.

SECTION 6.02. Non-Attendance. Any chartered Republican Assembly that fails for two consecutive years to present a Delegate to the Annual Convention of the CRA shall be considered not-in-good-standing and may have its charter revoked by action of the Board of Directors provided that at least thirty days before such action, notice of the intended action shall have been duly sent by certified mail by the Membership Secretary to the last reported President and Secretary of such Republican Assembly.

SECTION 6.03. Membership. Any chartered Republican Assembly with a membership of ten or fewer members as of January 31, shall be notified by the

Membership Secretary, prior to the next March 15, that its charter is in jeopardy. The Board of Directors shall also be so notified by the Membership Secretary and shall take official note of the fact. If the membership has not increased to a minimum of eleven members within six months after the notice has been sent by the Membership Secretary, it shall be considered not-in-good-standing and may have its charter and membership revoked at the next following meeting of the Board of Directors.

SECTION 6.04. Discipline. Any Republican Assembly that fails to conform to the Bylaws of the CRA may have its charter and membership suspended or revoked, or may otherwise be disciplined, by a two-thirds vote of the entire Board of Directors; provided, that at least thirty days before such action, notice of such intended action be sent by certified mail by the Membership Secretary to the last reported President and Secretary of such Republican Assembly. Acceptance of a CRA charter constitutes agreement by each Republican Assembly that the state Board of Directors has full authority to discipline any Republican Assembly for violation of these Bylaws, including the power to suspend or revoke its charter. Officers of a Republican Assembly whose charter has been revoked shall turn over all money and documents properly belonging to that Republican Assembly to a duly-authorized representative of the state Board of Directors at a time and place designated by that representative.

SECTION 6.05. Appeal. If the Board of Directors shall suspend or revoke the charter of any Republican Assembly or shall otherwise discipline a Republican Assembly, the Membership Secretary shall send a notice of such action within fifteen days by certified mail to the last reported President and Secretary of that Republican Assembly.

The Republican Assembly in question, within thirty days from the date of mailing of such notice and not less than ten days before the next Annual or Special Convention, may file a written notice of appeal with the Membership Secretary. This appeal shall be considered at the next Convention, unless filed less than ten days prior, in which case it shall be considered and decided by a two-thirds vote of the Board of Directors at its next meeting following the Convention.

SECTION 6.06. Resignation. Any chartered Republican Assembly may resign from the CRA by submitting a resignation in writing to the Membership Secretary, if its duties and obligations shall have been fulfilled. To be effective, a resignation shall have been approved by three-fourths of the active membership of such Republican Assembly and shall be certified by its President and Secretary. Such resignation shall become effective when accepted by the Board of Directors at its next meeting.

SECTION 6.07. Surrender of Charter. Any chartered Republican Assembly that has ceased to be part of the CRA for any reason shall relinquish the name Republican Assembly, shall surrender its charter certificate to the Membership Secretary, and shall not thereafter use the name, emblem or insignia of any Republican Assembly or the CRA in any manner whatsoever.

SECTION 6.08. Termination and Discipline of Member.

(a) Any individual member of the CRA may have his membership terminated, or may otherwise be disciplined, after a hearing, by two-thirds vote at a meeting of the

Board of Directors where a quorum is present, whenever the Board determines that the member has:

- (1) publicly supported or registered as a member of a political party other than the Republican Party;
- (2) using his name and title as a member of the CRA in publicly advocating that the electorate should not vote for the Republican nominee for any elected political office;
- (3) using his name and title as a member of the CRA in giving support or avowing a preference for a candidate of another party for election to an elected public office if that candidate is opposed by a Republican candidate;
- (4) using his name and title as a member of the CRA in endorsing candidates running for any public office, whether partisan or non-partisan, or for office in the California Republican Party without a vote of the delegates at a local endorsing committee in accordance with Article XXII; or
- (5) otherwise bringing discredit or disrepute upon the CRA, provided that at least thirty days before such action, notice of the intended action shall have been duly sent by certified mail by the Membership Secretary to the member in question.

(b) If the Board of Directors shall terminate membership or shall otherwise discipline any such member, the Membership Secretary shall send notice of such action within fifteen days by certified mail to the member. The member, within thirty days from the date of mailing such notice, and not less than ten days before the date of the first session of the next Annual or Special Convention, may file a written notice of appeal with the Membership Secretary. This appeal shall be considered at the next Convention, unless filed less than ten days prior to the date of the first session thereof; in the latter instance, the appeal shall be considered and decided by a two-thirds vote of the Board of Directors, where a quorum is present, following that Convention.

(c) Any individual member so terminated from membership in the CRA shall immediately cease to claim membership in, cease holding any office, and cease claiming or holding any official relationship with the CRA or any chartered Republican Assembly. Such individual shall also immediately surrender to the Membership Secretary all documents, records, emblems, insignia, funds, or other devices or properties of any nature whatsoever. The terminated member shall not thereafter use the name, emblem, or insignia of Republican Assembly or CRA in any manner whatsoever.

ARTICLE VII Officers and Directors

SECTION 7.01. Title. The officers and directors of the CRA shall be a President, the Immediate Past President, ten Vice Presidents, a Recording Secretary, a Corresponding Secretary, a Membership Secretary, a Voter Registration Secretary, a Treasurer, an Assistant Treasurer, a Sergeant-at-Arms, a National Committeeman, a National Committeewoman, and one District Director from each State Senatorial District.

SECTION 7.02. Qualifications.

(a) Each officer shall be a member in good standing of a chartered Republican Assembly and shall continue as such throughout his term, except that a member-at-large may be appointed to fill a vacancy in accordance with Article XVIII.

(b) No officer of the CRA shall be a candidate for, or hold, any partisan, elected public office, other than an office within the Republican Party. In the event that an officer becomes a candidate for such office, the officer's CRA position shall be automatically vacant.

(c) No member who holds the position of officer or director of the CRA shall miss two or more meetings of the Board of Directors between Annual Conventions, unless such non-attendance is excused by a vote of the Board of Directors. In the event that such member is declared absent for a second time at a meeting of the Board of Directors held between Annual Conventions, such member's position of officer or director shall automatically terminate, unless such non-attendance has been excused by a vote of the Board of Directors. The press of personal or other business affairs of the officers or directors shall not serve as an acceptable basis for excusing non-attendance.

(d) No CRA Board Member shall hold more than one voting position on the Board. In the event that an individual is elected or appointed to a second voting position, the first position held shall be automatically vacant.

SECTION 7.03. Compensation. All of the above-named officers of the CRA shall serve the CRA without compensation.

SECTION 7.04. Staff. The Board of Directors shall have the power to appoint such staff as it deems necessary.

SECTION 7.05. Election of Officers. The President, the Recording Secretary, the Corresponding Secretary, the Membership Secretary, the Treasurer, the Assistant Treasurer, the Sergeant-at-Arms, the National Committeeman and the National Committeewoman shall be elected at the Annual Convention in each odd numbered year in the manner provided in the Bylaws and shall serve for the period of two years and until their successors are elected and qualified. Five Vice Presidents shall be elected at each Annual Convention and shall serve for the period of two years and until their successors are elected and qualified.

SECTION 7.06. Election of District Directors and Deputy District Directors. The District Directors and Deputy District Directors shall be elected at the Annual Convention, one from each State Senatorial District, in the manner prescribed in the Bylaws, and shall serve for the period of one year and until their successors are elected and qualified.

SECTION 7.07. Vacancies. A vacancy in any of the elected CRA officers occurring between Annual Conventions shall be filled in the manner prescribed in Sections 18.01 - 18.05 of the Bylaws.

SECTION 7.08. Outgoing Officers. At the conclusion of each Annual Convention, outgoing officers shall be empowered to continue to perform their duties only on matters which were initiated and approved prior to the close of the Convention and

which matters shall be completed within a fifteen day period following the close of the Convention.

ARTICLE VIII
Duties of Officers and Directors

SECTION 8.01. President. The President shall preside at all Conventions and all meetings of the Board of Directors. He shall be the chief executive officer of the CRA and shall exercise general supervision over the work and activities of the CRA. He shall perform such other duties as usually pertain to the office of the President.

SECTION 8.02. Immediate Past President. The Immediate Past President shall perform such duties as may be assigned to him by the President or the Board of Directors.

SECTION 8.03. Vice Presidents. In the event of the inability of the President to perform his duties, the Vice President selected by the Board of Directors shall preside and perform the duties of, and have the same authority as the President. The Vice Presidents shall also perform such other duties as usually pertain to the office of Vice President or as may be assigned to them by the President or the Board of Directors.

SECTION 8.04. Recording Secretary. The Recording Secretary shall assist the President and the Board of Directors in conducting the business of the CRA and shall perform such duties as are specified or implied in the Bylaws, or as may be assigned to him by the President or by the Board of Directors. He shall attend all meetings of the Board of Directors and all Conventions of the CRA, and shall act as Secretary thereof. He shall make an annual report to the Board of Directors at the Annual Convention, which report shall contain all information required by the Board of Directors. He shall be the custodian of the Code of Administrative Provisions, the Articles of Incorporation of the CRA, and reports pertaining thereto. This officer shall have the responsibility for collecting, assembling, and preserving from the minutes all recorded motions and rulings.

SECTION 8.05. Corresponding Secretary. The Corresponding Secretary shall assist the President and the Board of Directors in conducting the business of the CRA and shall perform such duties as are specified or implied in the Bylaws, or as may be assigned to him by the President or by the Board of Directors. He shall sign all documents issued by the CRA whereon his signature is required. He shall receive correspondence on behalf of the organization and shall originate correspondence to CRA subordinate units, individual members, and the public in conformity with these Bylaws.

SECTION 8.06. Membership Secretary. The Membership Secretary shall keep the records of members and shall perform such other duties as are specified or implied in the Bylaws, or as may be assigned by the President or the Board of Directors. He shall also keep the Republican Assembly charters and all material pertaining thereto, and shall report any discrepancy between these and the state CRA Bylaws to the Board of Directors at its next meeting. He shall attend all meetings of the Board of Directors and all Conventions of the CRA. He shall sign all documents issued by the

CRA whereon his signature is required. He shall keep the membership accounts in the manner prescribed by the Board of Directors, receive all membership dues paid to the CRA and turn over all funds to the Treasurer within thirty days after receiving them, taking the Treasurer's receipts therefor. He shall give bond for the faithful discharge of his duties in such sum as may be required by the Board of Directors, the cost of such bond to be borne by the CRA.

SECTION 8.07. Voter Registration Secretary. The Voter Registration Secretary shall be responsible for assisting the President in coordinating the statewide voter registration efforts of the CRA. The Voter Registration Secretary may appoint regional deputies to assist in this process as needed and shall report to the Board the status of registration at each Board meeting.

SECTION 8.08. Treasurer. The Treasurer shall receive from the Membership Secretary all membership dues paid to the CRA, giving receipts therefor. He shall also receive all other funds paid to the CRA. He shall deposit all funds in a bank or banks that has been designated by the Board of Directors, and shall disburse these funds upon order of the Board of Directors. He shall make a financial report to the Board of Directors at the Annual Convention, or more frequently if required by the Board of Directors. He shall attend all meetings of the Board of Directors and all Conventions of the CRA. He shall perform such other duties as are specified or implied in the Bylaws, or as may be assigned by the President or the Board of Directors. He shall give bond for the faithful discharge of his duties in such sum as may be required by the Board of Directors, the cost of such bond to be borne by the CRA.

SECTION 8.09. Assistant Treasurer. The Assistant Treasurer shall have such duties and responsibilities as may be delegated to him by the Treasurer and shall perform other duties as are specified or implied in the Bylaws, or as may be assigned by the President or the Board of Directors. In the event of the inability of the Treasurer to perform his duties, the Assistant Treasurer shall perform the duties of, and shall have the same authority as the Treasurer. He shall attend all meetings of the Board of Directors and all Conventions of the CRA. The Assistant Treasurer shall give bond for the faithful discharge of his duties in such sum as may be required by the Board of Directors, the cost of such bond to be borne by the CRA.

SECTION 8.10. Sergeant-at-Arms. The Sergeant-at-Arms, and any deputies and assistants appointed by the President, shall assist the President or presiding officer in maintaining order and decorum at all Board meetings, Conventions and Special Conventions.

SECTION 8.11. National Committeeman and National Committeewoman. The National Committeeman and National Committeewoman shall represent the CRA on the Board of the National Federation of Republican Assemblies (also know as NFRA). They shall also work with the CRA Board of Directors and chartered Republican Assembly Presidents in matters concerning national issues and candidates.

SECTION 8.12. District Directors and Deputy District Directors.

(a) Under the direction and supervision of the Board of Directors, each District Director shall have the duty of furthering the objectives of the CRA and of promoting the interests of the chartered Republican Assemblies within the State Senatorial

District. He shall be an ex-officio member of all Boards of Directors of Republican Assemblies within his State Senatorial District.

(b) Each Deputy District Director shall have all the rights and privileges of a member of the Board of Directors, with the exception of the right to vote. In the absence of the District Director at a Board of Directors meeting, his Deputy District Director shall have the right to vote in his stead.

SECTION 8.13. Other Past Presidents. All Past Presidents shall perform the duties of organizing and maintaining an active committee of past CRA officers and directors. This committee shall have the responsibility of aiding in the organization and functioning of the CRA.

SECTION 8.14. Transfer of Records. All officers and directors shall deliver to their successors all CRA records, correspondence, databases, lists, checkbooks, and other property in their possession or under their control within thirty days after leaving office. If no successor is in office during this thirty-day period, then the property shall be delivered to the CRA President.

ARTICLE IX Board of Directors

SECTION 9.01. (a) How constituted. The Board of Directors of the CRA shall be composed of the President, the Immediate Past President, ten Vice Presidents, the Recording Secretary, the Corresponding Secretary, the Membership Secretary, the Voter Registration Secretary, the Treasurer, the Assistant Treasurer, the Sergeant-at-Arms, the National Committeeman, the National Committeewoman, and one Director from each State Senate District.

(b) Past Presidents. All CRA Past Presidents in good standing shall be ex-officio members of the Board of Directors, without the power to vote.

(c) Directors-at-Large. Directors-at-Large, who comply with the qualifications for officers as stated in Section 7.02, may be appointed by the President subject to the later ratification and approval of the Board of Directors, and shall have all the rights and privileges of the Board of Directors with the exception of the right to vote.

(d) Republican Assembly Presidents. Presidents of any chartered Republican Assembly shall have all the rights and privileges of members of the Board of Directors with the exception of the right to vote.

SECTION 9.02. (a) Powers and Limitations of Powers. The Board of Directors shall have the control and management of all the affairs, properties, and funds of the CRA provided however that any candidate proposed to be voted upon by the electorate shall not be endorsed by the Board of Directors unless there is no Republican Assembly in the district in which an election is being held, or if the Republican Assemblies within such district do not hold a convention to consider endorsing in such election. Statewide candidates shall be endorsed only at an Annual or Special Convention of the CRA. The Board of Directors may make recommendations, by a two-thirds vote of the members present at any meeting where a quorum is present, concerning statewide measures proposed to be voted on by the electorate or candidates for office in the California Republican Party, provided however that written notice of such proposed vote is given at least fifteen days prior to the Board Meeting

and further that such recommendations are released only in the name of the Board of Directors and not in the name of the CRA as a whole.

(b) The Board of Directors shall have such powers as are prescribed in these Bylaws and shall exercise general control and supervision of all officers, directors and agents of the CRA. After a hearing, the Board of Directors may remove any officer or director for good cause by a two-thirds vote, provided that the individual in question was mailed written notice of the date, time, place and purpose of the hearing. The Corresponding Secretary (or such other officers as the Board may direct) shall mail the hearing notice by certified mail at least fifteen days prior to the hearing.

(c) The Board of Directors may pass resolutions concerning legislation and policies, except those excluded in this section, by a two-thirds vote of the members present at any meeting where a quorum is present.

SECTION 9.03. Meetings. The Board of Directors shall meet at such times and places as may be determined by action of the Board, by call of the President, or by written request of ten members of the Board, provided that there shall be at least two meetings each year, one immediately after the close of the Annual Convention at which it is elected, and the other within three days prior to the first session of the succeeding Annual Convention. A written notice of the time and place of all meetings of the Board of Directors, except the meeting at the close of the Annual Convention, shall be mailed to each Officer and Director, to the Secretary of each chartered Republican Assembly and to the Chairmen of all Committees by the Corresponding Secretary not less than fifteen days prior to those meetings.

SECTION 9.04. Special Meetings. The Board of Directors may, without meeting together, transact business by mail, by voting on questions submitted to them by or with the approval of the President. Fifteen days shall be allowed for the return of the votes by mail, facsimile, or electronic mail to the Corresponding Secretary. The voting shall be considered closed at the end of fifteen days, provided that the majority of the members of the Board shall have returned their votes by that time, or it shall be considered closed at any time prior thereto if and when all of the Directors have returned their votes. If, at the expiration of the fifteen-day period, a majority of the Board of Directors has not returned their votes, the measure being voted upon shall be deemed to have failed. The Secretary must preserve all ballots received until the next meeting of the Board of Directors, at which meeting the Board of Directors shall order the disposition of the ballots. In cases where a hearing is required by the Bylaws of the CRA, voting by mail shall not be permitted unless authorized by a two-thirds vote of all members of the Board of Directors.

SECTION 9.05. Appeal. Any action taken by the Board of Directors may be appealed to an Annual or Special Convention, provided that the appeal shall be made by at least one chartered Republican Assembly, and notice of such appeal shall be mailed by such chartered Republican Assemblies by certified mail to the Corresponding Secretary within thirty days after such action is taken by the Board, and at least thirty days prior to the Convention. Upon receiving such notification, the Corresponding Secretary shall notify the Secretary of each chartered Republican Assembly of such appeal at least fifteen days prior to the Convention.

SECTION 9.06. Quorum. At all meetings of the Board of Directors, one-third of the voting members of the Board shall constitute a quorum for the transaction of all business except in cases where a larger vote is required by the Bylaws.

**ARTICLE X
Boundaries and Identification**

SECTION 10.01. State Senatorial Districts. Each State Senatorial District shall encompass the territory designated therefore by the California Legislature, and shall be identified by its District Number.

**ARTICLE XI
State Senatorial District Officers**

SECTION 11.01. Officers. Each State Senatorial District shall have one District Director and one Deputy District Director.

SECTION 11.02. Duties. The duties of these officers shall be as set forth in Article VIII of the Bylaws.

SECTION 11.03. Elections. Election of these officers shall be as set forth in Section 17.08 of the Bylaws.

**ARTICLE XII
Republican Assemblies**

SECTION 12.01. Structure. A chartered Republican Assembly shall include membership within a reasonably coherent geographical area (county, city, town, community, etc.) within the State of California, shall be the only such Republican Assembly in that territory, and shall be identified by the name in its charter. Chartered Republican Assemblies shall not incorporate.

SECTION 12.02. Bylaws. Each Republican Assembly shall develop its own bylaws, which may be based on Model Bylaws available from the Corresponding Secretary. Chartered Republican Assembly bylaws must be in conformance with CRA Bylaws and they are subject to approval by the Board.

SECTION 12.03. Qualifications for Membership. Members of each chartered Republican Assembly shall be those American citizens of good moral character who are registered with the Republican Party, in the geographical area of that chartered Republican Assembly, except that those registered in an area where there is no chartered Republican Assembly may become members of a Republican Assembly in a nearby area until a new Republican Assembly may be chartered. Each prospective member must be accepted under the bylaws of his chartered Republican Assembly, must continue to comply with those bylaws, and must pay such annual dues as may be fixed.

SECTION 12.04. Action on Applications. Action on any applications for membership in each Republican Assembly shall be taken within thirty days by the Board of Directors of that Republican Assembly or at a regular meeting; otherwise, the applications shall be automatically approved, and the new member shall be accepted with the right to vote.

SECTION 12.05. Transfer of Membership. Any active member may transfer his membership from one Republican Assembly to another if his membership in the new Republican Assembly complies with the qualifications for membership set forth in Article XII. In that event, the Secretary of the Republican Assembly to which the member is transferring shall promptly notify the Membership Secretary and the latter shall then notify the Secretary of the Republican Assembly from which the member has transferred. Acceptance of the transferred member immediately terminates his membership in his former Republican Assembly. The member shall pay the difference, if any, between the membership dues of the two Republican Assemblies involved.

SECTION 12.06. Honorary Membership. Honorary Members shall be those registered Republicans who, by two-thirds vote of either the Board of Directors of the CRA or any chartered Republican Assembly, are elected to honorary membership in the CRA.

SECTION 12.07. Membership Requirements. To maintain its good standing in the CRA, each Republican Assembly must maintain a minimum of eleven active members, each of whom has paid current dues.

SECTION 12.08. Officers and Directors. Each Republican Assembly shall have a President, a Secretary and a Treasurer, plus such additional officers as may be specified in its bylaws. It may also have a Board of Directors, composed as specified in its bylaws.

SECTION 12.09. Elections. Each Republican Assembly shall elect its officers, directors, and CRA Convention Delegates annually in accordance with its bylaws.

SECTION 12.10. Meetings. Each Republican Assembly shall hold at least one meeting each quarter, at a time and place determined by its Board of Directors or officers, which Board or officers may also prescribe other meetings.

SECTION 12.11. Reports. Each chartered Republican Assembly shall submit to the Membership Secretary periodical reports of its membership, together with the names and addresses of its President, Secretary and Treasurer, plus such other information as may be required at such times and in such manner as may uniformly be provided by resolution of the Board of Directors of the CRA.

SECTION 12.12. Records. All records of each Republican Assembly shall be maintained by the Secretary and Treasurer of that Republican Assembly, available for examination by members thereof and by the officers of the CRA.

SECTION 12.13. Application for Charter. Application for charter of a new Republican Assembly shall be made on the standard petition form as adopted by the

Board of Directors of the CRA, which petition shall be signed by at least fifteen persons eligible for active membership in the prospective Republican Assembly. At least ten of these prospective members must reside within the prospective geographical area of the prospective Republican Assembly. Before its presentation to the Membership Secretary, the petition shall be forwarded to the cognizant District Director or Vice President for investigation and approval.

SECTION 12.14. Initial Organization. Upon receipt of an approved petition by the Membership Secretary, the Board of Directors of the CRA may by resolution approve the formation of a new Republican Assembly and direct, through its accredited representative(s), the organization of the new Republican Assembly.

SECTION 12.15. Conditions of Organization. The organization of the new Republican Assembly shall be completed, under the direction of the accredited representative(s) of the CRA; provided that the new Republican Assembly shall have:

- (1) Ratified the Bylaws of the CRA.
- (2) Adopted its own bylaws.
- (3) Elected its own officers and directors (if any) and committees, and accomplished its organization in accordance with its bylaws.
- (4) Certified to the Membership Secretary that its officers, directors, committees and members have been instructed in their duties by the accredited representative(s) of the CRA.
- (5) Certified to the Membership Secretary that it has held at least two regular meetings as an organized body.

SECTION 12.16. Completion of Organization. Upon satisfaction of the requirements set forth in this article, the Board of Directors of the CRA may issue the new Republican Assembly a charter signed by the President and the Membership Secretary under the seal of the CRA. This charter shall state the name of the new Republican Assembly and the date of membership, which shall be the date of acceptance by the Board of Directors of the CRA.

ARTICLE XIII

Disputes

SECTION 13.01. Actions by Republican Assemblies. Jurisdictional issues and other controversies between chartered Republican Assemblies shall be resolved by their respective boards of directors, or should such boards not exist, by their officers.

SECTION 13.02 Appeal. If agreement cannot be reached under the provisions of Section 13.01, appeal may be made to the Membership Secretary. Following written notice sent not less than twenty days earlier to the last reported President and Secretary of each Republican Assembly involved in the dispute, the Board of Directors of the CRA may hold a hearing on the matter, taking into account the findings of the cognizant District Director. The Board of Directors of the CRA may then resolve the matter in such a fashion and upon such conditions as it may establish.

SECTION 13.03. Final Decision. The decision of the Board of Directors of the CRA on all matters concerned in this Article shall be final; provided, that this decision may be appealed to the next Annual Convention in accordance with Section 9.05.

**ARTICLE XIV
Committees**

SECTION 14.01. Named by the Board. The Board of Directors shall have the power to name all committees during its term of office, except that it shall name no more than twenty standing committees in all. The president shall have the power to appoint all members of the committees, excepting the members of the Publications Committee. All committees other than sub-committees shall report to the Board of Directors or to the President.

SECTION 14.02. Members Appointed by President. The standing committees shall be appointed by the President, with the exception of the Publications Committee, and each shall consist of not less than five members. They shall perform such duties as may be authorized by the Board of Directors. A quorum shall be one-third of the members of the committee or three members, whichever is greater. An individual shall be removed as a committee member if the individual misses more than two consecutive committee meetings.

SECTION 14.03. Holdover Member. Either the Chairman, or if he is unable to act, then some other active member of each committee shall be appointed as a member of such committee in the succeeding year.

**ARTICLE XV
Conventions**

SECTION 15.01. (a) Time and Place. A Convention of the CRA shall be held annually during March or April. The time and place shall be fixed by the Board of Directors and each chartered Republican Assembly shall be notified thereof at least two months in advance of the Convention.

(b) Site Selection. The Board of Directors may, after giving ninety days notice to each chartered Republican Assembly, select sites for Conventions to be held within the three calendar years following the date of selection.

SECTION 15.02. Special Conventions. In case of an emergency, Special Conventions may be called by the President with the approval of the majority of the members of the Board of Directors. The call for a Special Convention shall specify the subjects to be considered, and no subjects shall be considered that are not so specified.

SECTION 15.03. The Corresponding Secretary shall mail to the Secretary of each chartered Republican Assembly an official call to the Annual Convention at least two calendar months prior to the date of the Convention. For a Special Convention, the call shall be mailed at least thirty days prior to the date thereof.

SECTION 15.04. Supervision. The Board of Directors shall have full supervision and management of all Conventions and shall determine the official program and order of business at each Convention.

SECTION 15.05. Officers. The officers of each Convention shall be the officers of the CRA.

SECTION 15.06. Sergeant-at-Arms. At each duly called Convention or prior thereto, the President shall appoint such assistants to the Sergeant-at-Arms as the President may deem necessary or advisable.

SECTION 15.07. Special Committee. At each duly called Convention, or prior thereto, the President shall appoint a Credentials Committee, Resolutions Committee, Nominating Committee, Elections Committee, and such other committees as the President may deem proper, each to consist of at least three members from chartered Republican Assemblies.

SECTION 15.08. Representation. Each local Republican Assembly in good standing chartered by the CRA Board of Directors shall be entitled to elect Delegates to each Convention of the CRA as follows: two Delegates by virtue of its charter; one Delegate for the first fifteen members and one Delegate for each additional ten. A quorum shall consist of one-third of delegates at the Convention. Representation shall be determined by membership totals as reported on or before January 31 prior to the Annual Convention, or 60 days prior to the Convention that immediately precedes each United States Presidential election. Once attained, quorum shall remain in effect until the time set by the delegates for the adjournment of the Convention.

SECTION 15.09. Delegates-at-Large. The voting members of the Board of Directors and all Past Presidents of the CRA shall be Delegates-at-Large at all Conventions.

SECTION 15.10. Delegates and Alternates. Each Delegate and Alternate shall be elected by the membership of the chartered Republican Assembly that he represents. Any chartered Republican Assembly in good standing, at the time of electing its Delegates for a Convention as herein specified, may elect Alternates in a number not to exceed four times the number of Delegates. In the event of the substitution of an Alternate for a Delegate, any person designated as an Alternate from the delegation may be substituted for the Delegate and the change shall be reported to the Credentials Committee, and, when such substitution of an Alternate for the Delegate has been made, the Alternate shall continue to act as the Delegate until the close of the Convention. This rule may be modified by the Credentials Committee with regard to the Delegates of the host Republican Assembly so as to permit the substitution of an Alternate for a Delegate for one or more sessions, but only in the event that the Delegate is so engaged in the administrative work of the Convention as to make it impossible for him to attend such session or sessions of the Convention, and such substitution has been duly-reported to and noted by the Credentials Committee. Delegates, Delegates-at-Large, and Alternates shall be active members in good standing of the chartered Republican Assemblies they represent, but shall not hold partisan elected offices other than offices within the Republican Party. The Delegates

and Alternates shall be elected by such Republican Assemblies prior to the date of any Convention and their election shall be evidenced by a certificate duly-authenticated by the President and the Secretary of the local Republican Assembly, and such certificate shall be forwarded to the Credentials Committee so as to be received by that Committee not later than twenty days prior to the Convention. The Credentials Committee shall have the right to determine the seating of the Delegates and Alternates for such chartered Republican Assembly that shall fail to certify the election of its Delegates or Alternates.

SECTION 15.11. Registration Fee. The Board of Directors shall establish the registration fee to be paid to the CRA by all members attending any Convention of the CRA. The proceeds derived from such registration fees shall be expended under the direction of the Conventions and Sites Committee, with the approval of the Board of Directors. When requested at least two weeks prior to the Convention, the Credentials Committee will provide at a nominal fee to all candidates seeking CRA state office, statewide Republican candidates and state proposition committees, a list of all known CRA Delegates' and Alternates' names and addresses. A notice, stating the amount of the registration fee and giving the Convention program, shall be sent by the Corresponding Secretary to the Secretary and President of each chartered Republican Assembly, each state officer, and each District Director, at least twenty days before the date of the Convention. No Delegate, Delegate-at-Large, nor Alternate shall be entitled to vote in a Convention unless and until his registration fee has been paid. The profit or loss accruing from any Convention shall be shared equally by the CRA and the host Republican Assembly or Assemblies. Within sixty days after the close of the Convention, the host chartered Republican Assembly or Assemblies shall submit a final report documenting profit or loss to the Convention and Sites Committee and shall satisfy any resulting indebtedness to the CRA Treasurer. Any Republican Assembly that fails to file such a report may be disciplined in accordance with Article VI.

SECTION 15.12. Past Presidents. All CRA Past Presidents in good standing shall have delegate status, notwithstanding any other provision of these Bylaws.

SECTION 15.13. Voting.

- (a) In all voting, a majority shall rule, unless otherwise provided in the Bylaws.
- (b) In all Conventions, each accredited Delegate and Delegate-at-Large shall be entitled to cast one vote, as shall be ascertained on the following basis:
 - (1) Each Delegate-at-Large of the CRA shall have one vote.
 - (2) Each Delegate from a chartered Republican Assembly shall have exactly one vote.
 - (3) There shall be no voting by proxy at any meeting of Delegates of the CRA, except that each chartered Republican Assembly shall be entitled to one vote by written proxy signed by its President and Secretary, in the event that none of the duly authorized Delegates and Alternates are able to attend the Convention.
- (c) There shall be no cumulative voting nor shall any delegate-at-large vote as both a delegate-at-large and then again as a delegate or alternate.

ARTICLE XVI

Convention Procedure

SECTION 16.01. Program. The official program of a Convention as approved by the Board of Directors shall be the Orders of the Day for all sessions. Changes in the program may be made from time to time by a majority vote of the Delegates and Delegates-at-Large present and voting.

SECTION 16.02. Resolutions. All resolutions shall be referred to the Resolutions Committee for its consideration and recommendation to the Convention. All such resolutions submitted to the CRA President ten or more days prior to the opening of the convention must be reported out. Debate on such resolutions shall not be in order until they have been reported out by the Resolutions Committee.

SECTION 16.03. Debate. Committee Reports, communications to the Conventions, resolutions presented by the Resolutions Committee, and all motions save such as are known to parliamentary practice to be undebatable may be debated upon the floor of the Convention, unless by a two-thirds vote the Convention decides to dispose of them without debate. No Delegate shall speak in Convention longer than five minutes at one time, except as provided in the order of the day or by majority vote of the Convention.

SECTION 16.04. Endorsement of Candidates. Endorsements of candidates proposed to be voted upon by the electorate statewide, shall be made only by the affirmative vote of two-thirds of the Delegates present and voting at an Annual or Special Convention of the CRA. Only one person may be endorsed for a particular office.

**ARTICLE XVII
Nomination and Election of Officers**

SECTION 17.01. Time. The official program of the Annual Convention shall indicate the days and hours for nomination and election of officers and shall be subject to change only in accordance with the rules of the Convention procedure.

SECTION 17.02. Elections Committee. The Elections Committee shall have general charge of the election and the distributing and the counting of the ballots.

SECTION 17.03. Eligibility. Any active member of a chartered Republican Assembly in good standing may be eligible for any elective office, but no person shall be submitted as a candidate for any office without the consent of such person having been obtained, and provided that the person is qualified under Article VII.

SECTION 17.04. Nominations. All nominations shall be made from the floor of the Convention at the time designated on the official program.

SECTION 17.05. Accredited Voters. Before the opening of polls, the Membership Secretary shall provide the Elections Committee with a list of the Delegates and Delegates-at-Large as shown by the report of the Credentials Committee. No Delegate or Delegate-at-Large shall be allowed to vote unless his name appears on the list.

SECTION 17.06. Ballots. The voting shall be by ballot only.

SECTION 17.07. Officers. A majority of all votes cast shall be necessary for the election of President. In the event that any ballot cast does not show a majority for any nominee for President, the President shall designate a time and place for further balloting for such office. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot the same procedures shall be followed until some nominee shall have received a majority of all votes cast. Among those nominated for Vice President, the candidates receiving the highest vote, though less than a majority, shall be deemed elected. Among those nominated for an office other than President or Vice President, the one receiving the highest vote, though less than a majority, shall be deemed elected.

SECTION 17.08. District Directors and Deputy Directors.

(a) Nomination. All of the Delegates elected to the Convention from each Senate District shall nominate a District Director and a Deputy Director in a manner prescribed by the Board of Directors of the CRA.

(b) Election. A District Director and a Deputy Director from each Senate District shall be elected at the Annual Convention by the Delegates-at-Large and the Delegates from each State Senate District. If there be less than three delegates from a State Senate District, voting and present, the District Director and the Deputy District Director shall be appointed by the Board of Directors from a list approved by the Republican Assemblies from the State Senate District in which the Director and Deputy Director are to serve.

(c) Voting. Each Delegate and Delegate-at-Large from each Senate District recognized by the Convention shall be entitled to cast one vote in the election of the District Director and Deputy Director. The incumbent District Director and Deputy Director shall each be entitled to one vote. A majority of all votes cast in each Senate District election shall be necessary for the election of the District Director and Deputy Director. In the event that any ballot cast does not show a majority for any nominee, the nominee having the lowest vote on the first ballot shall be dropped and another ballot cast, and on each succeeding ballot the same procedure shall be followed until such nominee shall have received a majority of all votes cast.

(d) Term of Office. Each District Director and Deputy Director shall take office immediately upon the closing of the Annual Convention of the CRA and shall serve thereafter until the close of the next Annual Convention.

(e) Selection of Senate District. Chartered Republican Assemblies whose geographical boundaries include more than one Senate District may cast their votes for Director and Deputy Director in only one Senate District. The choice of the Senate District in which to vote rests with the chartered Republican Assembly. This choice must be transmitted to the Membership Secretary not later than December 31 of each year to become effective for the next Annual Convention. An annual declaration is required. Should no declaration be made by December 31 of each year, the chartered Republican Assembly will remain in the same Senate District that it was in during the previous Convention. For newly chartered Republican Assemblies with no prior record and for any disputes, the matter shall be decided by the Credentials Committee of the Convention.

SECTION 17.09. Cumulative Voting. Cumulative voting shall not be permitted. For the purposes of this section, the following are considered cumulative voting:

(a) One person casting more than one vote for a single candidate, even when the election permits casting votes for several candidates for the same office.

(b) A delegate-at-large voting as both a delegate-at-large, and then again as a delegate or alternate.

ARTICLE XVIII

Vacancies in Office between Conventions

SECTION 18.01. President. In the event of a vacancy in the office of President occurring between Annual Conventions, the Board of Directors shall appoint a Vice President to become President until the next Annual Convention. At that time, the Convention shall fill the remaining term of office.

SECTION 18.02. Other Vacancies. In the event of a vacancy in any office except those of President, District Director or Deputy Director, occurring between Annual Conventions, the Board of Directors shall elect a qualified member of a chartered Republican Assembly to fill the office until the next Annual Convention. At that time, the Convention shall fill the remaining term of office.

SECTION 18.03. District Director and Deputy Director.

(a) In the event of a vacancy in the office of District Director in any Senate District between the Annual Conventions, the Deputy Director will fill such vacancy until the following Annual Convention.

(b) In the event of a vacancy in the office of Deputy Director, the President, with the approval of the Board of Directors, shall appoint a member of a chartered Republican Assembly to fill the unexpired term. The appointee must reside in the appropriate Senate District, unless the following paragraph applies.

(c) If a vacancy occurs in either the position of District Director or Deputy Director (or both) in a Senate District with no chartered Republican Assembly, then the President, with the approval of the Board of Directors, shall appoint the respective positions by appointing members-at-large who reside in that Senate District, or by appointing members from a chartered Republican Assembly from an adjacent or nearby Senate District.

ARTICLE XIX

Revenues

SECTION 19.01. Fees and Dues. The revenues of the CRA shall be derived from fees and dues, fees from publications and supplies, and from contributions to the work of the CRA.

SECTION 19.02. Dues.

(a) The annual state dues shall be forwarded to the Membership Secretary within thirty days of receipt. Any delinquency in the forwarding of dues when payable shall result in the suspension of membership in the CRA of the chartered Republican Assembly.

(b) The annual state dues of the CRA shall be Fourteen dollars per person and Nine dollars per each additional person at the same address.

(c) The Board of Directors may specify the annual state dues for members-at-large, but any increase or decrease shall not apply retroactively to any member-at-large who had already submitted the dues for that year.

SECTION 19.03 Publication Rate. The Board of Directors shall have the power, in its discretion, to fix the subscription price of the CALIFORNIA REPUBLICAN or other publication in its interest, and to provide ways and means of securing subscriptions and raising revenues for the purposes of the CRA and the objects it may support.

SECTION 19.04. Other Revenue. Revenues, other than those defined in Section 19.01 of this Article, may be raised as provided in the Bylaws.

SECTION 19.05. The CRA shall pay annual dues of fifty cents to the National Federation of Republican Assemblies for each CRA member.

ARTICLE XX

Finance and Accounting

SECTION 20.01. Fiscal Year. The fiscal year of the CRA shall coincide with the term of office of the duly elected officers of the CRA or at such other time as the Board of Directors may prescribe by resolution adopted by a two-thirds vote.

SECTION 20.02. System of Accounts. The Board of Directors shall cause an efficient double entry system of accounts to be installed and maintained.

SECTION 20.03. Budget. Prior to the close of each fiscal year, the Board of Directors shall adopt a budget making appropriations therein for the ensuing year. Each budget shall specify the purpose and the amount of each appropriation, and shall include a statement of the estimated revenues of the CRA for such annual period and the sources thereof. Any budget adopted by a prior Board of Directors may be accepted or rejected in whole or in part or substitutions and additions made, at the discretion of the newly elected Board of Directors.

SECTION 20.04. Disbursements. All disbursements shall be made solely by check.

SECTION 20.05. Depositories. The Board of Directors shall designate the depositories of all funds of the CRA.

SECTION 20.06. Signers of Checks. The Board of Directors shall have the power to authorize such officers and employees as in its judgment may seem advisable to execute and countersign CRA checks, and to do and perform such other acts as will carry out the purpose and objects of this article. The Board of Directors shall provide a fidelity bond for all persons authorized to sign checks, or otherwise handle funds of the CRA, in the amount of at least \$30,000 per person, with the cost of the bond to be borne by the CRA. The President shall hold the bond.

SECTION 20.07. Audit of Accounts. The President shall select, with approval of the Board of Directors, a recognized and acceptable accountant to audit the books of accounts of the CRA at least every four years. The Recording and Membership Secretaries and Treasurer shall submit their books and all other records for audit whenever required by the Board of Directors.

SECTION 20.08. Within thirty days of receipt, the Board of Directors shall cause to be mailed to the Secretary and President of each chartered Republican Assembly, the balance sheet and a statement of receipts and expenditures of the CRA for the previous fiscal year (unless those items are distributed at the Annual Convention).

ARTICLE XXI Official Publications

SECTION 21.01. Policy.

(a) The Board of Directors shall have full control of all questions of policy of the official publications.

(b) The Board of Directors shall appoint a Publications Committee composed of seven members and consideration shall be given to members qualified in editorial, advertising and business experience. This committee shall execute the policies as determined and directed by the Board of Directors.

(c) All actions of the Publications Committee are subject to approval of the Board of Directors.

(d) An individual shall be removed automatically as a committee member if the individual misses more than two committee meetings.

SECTION 21.02. Staff.

(a) The Publications Committee shall establish a policy and shall define the responsibilities and the authority of the Editor.

(b) Editorial Staff. The Publications Committee shall appoint the Editor of the official publication, and shall set his compensation, if any. The Editor shall appoint his assistants subject to the approval of the Publications Committee, which committee shall have the power to compensate his assistants if in its judgment such compensation is advisable.

SECTION 21.03. Republican Assembly Correspondents. Each chartered Republican Assembly shall appoint one of its members to act as official correspondent to the official publication. Such correspondent shall make such reports of the Assembly as may be required by the Editor.

SECTION 21.04. Honorary Subscription. Every Past President of the CRA shall receive without cost, a permanent subscription to the official publication of the CRA.

ARTICLE XXII Endorsement of Local Candidates and Recall of Local Elected Officials

SECTION 22.01. Two-thirds Vote of a Committee. Endorsements of local candidates for public office, or starting or joining a recall effort for any elected local

official, may be made only by a two-thirds vote of a committee, at a physical meeting composed of equal representation of all chartered Republican Assemblies within the district from which the candidate proposed to be endorsed is to be elected, or the official proposed to be recalled is an elected official. The temporary chairman shall be the ranking state officer in the particular district within which the candidate is to be elected or the official is to be recalled. Where the particular district has officers of equal rank, the temporary chairman shall be determined by lot.

SECTION 22.02. Notice of Committee Meeting. Each chartered Republican Assembly entitled to participate shall be given at least ten days written notice prior to the meeting of the committee, except in cases of urgency, in which case equal notice shall be given to the Presidents and Secretaries of such chartered Republican Assemblies.

SECTION 22.03. Limitations on Endorsing and Recalling.

(a) Neither the CRA nor any chartered Republican Assembly shall endorse any candidate for any public office, whether partisan or non-partisan, unless such candidate is a duly-registered member of the Republican Party.

(b) The CRA President, upon being notified prior to an election, or between elections, of any alleged infraction of the Bylaws concerning endorsement of candidates or issues, or recall of an elected official, shall immediately conduct an investigation of the alleged infraction and take whatever action is deemed necessary to protect the endorsement or recall privilege and good name of the CRA.

(c) Only one person may be endorsed for a particular office.

(d) Only individuals who have been certified as eligible by the appropriate election official may be considered for endorsement to a particular office.

(e) For purposes of determining eligibility to vote, delegates to a local endorsing committee must have been members of the qualified chartered Republican Assembly no less than 30 days prior to the date of the local endorsing committee.

SECTION 22.04. In the event that a local endorsing committee only involves a single chartered Republican Assembly, no delegate selection process shall apply, and all members of that Republican Assembly, subject to the restriction set forth in 22.03(e), shall be eligible to vote on the endorsement.

ARTICLE XXIII Code of Administrative Provisions

SECTION 23.01. The Board of Directors of the CRA shall have power to adopt and amend from time to time a Code of Administrative Provisions supplementing and augmenting but not in conflict with the Bylaws of the CRA and such code of administrative provisions as so adopted by the Board of Directors shall be in full force and effect unless revoked by a Annual or Special Convention of the CRA.

ARTICLE XXIV Parliamentary Authority

SECTION 24.01. The most current version of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically addressed by the Bylaws of the CRA.

**ARTICLE XXV
Printing of Bylaws**

SECTION 25.01. At the conclusion of each Convention where any amendments are made to the Bylaws, the Bylaws Committee shall be charged with the authority and the responsibility to cause and supervise the printing of the Bylaws as in effect at the end of that Convention. Printers' proofs of the Bylaws as amended shall be furnished by the out-going Chairman of the Bylaws Committee to each outgoing member of the Bylaws Committee, and to the newly elected officers. Each such person shall then make comment and return them to the outgoing Chairman who shall then be authorized with the advice of his committee to cause and supervise the printing and circulation of the Bylaws. The Bylaws shall be dated as of the closing date of the Convention each year.

**ARTICLE XXVI
Amendments to Bylaws**

SECTION 26.01. Place and Vote Needed. Amendments to these Bylaws shall be made only at a Annual or Special Convention of the CRA by a two-thirds vote of the Delegates and Delegates-at-Large present and voting.

SECTION 26.02. Notice Required and Limitations. Proposed amendments to the Bylaws shall be delivered or mailed to the Corresponding Secretary at least fifty days prior to the date of the Convention. The Secretary shall send a copy of the proposed amendments to the Secretary of each chartered Assembly not less than thirty days prior to the date of the Convention. The Convention shall have power to revise the text of such amendments in approving the same, but shall adhere to the subject matter thereof as specified by the Bylaws Committee.