

Caucus Copy – April 28, 2015

***BYLAWS OF THE
BROWN COUNTY REPUBLICAN PARTY
EFFECTIVE May ____, 2015***

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BYLAWS OF THE REPUBLICAN PARTY OF BROWN COUNTY

EFFECTIVE May ____, 2015

ARTICLE I NAME

The name of this organization shall be the “Republican Party of Brown County” and shall be referred to in these Bylaws as “BCRP”.

ARTICLE II AUTHORITY

The BCRP’s authority to act is as an entity of the Republican Party of Wisconsin. The BCRP is authorized to perform such acts as set forth by the Constitution of the Republican Party of Wisconsin, as amended from time to time, the Executive Committee of the Republican Party of Wisconsin, these Bylaws, as amended from time to time, the BCRP’s Executive Committee and BCRP’s Members.

The Republican Party of Wisconsin Constitution (“Constitution”) shall be controlling and any conflict or ambiguities of the Bylaws must be resolved in favor of the Constitution.

ARTICLE III PURPOSE

The purpose of this organization shall be to unify the activities of the Republican Party of Brown County, and to advance, in every honorable and lawful way, fundamental Republican principals and policies, and as a voluntary organization, cooperate and assist in all local, county, state, and national elections, to the end that our republican form of government, as created under the constitutions of the United States and the State of Wisconsin, be preserved for all the people. As a constituent, self-governing part of the Republican Party of Wisconsin, this organization shall direct, manage, supervise and control the business, property and funds of the Republican Party of Brown County. Furthermore, we shall seek to honorably advance our fundamental principles consistent with national and state platforms.

ARTICLE IV MEMBERSHIP

4.01. (A). Membership. Membership in this organization shall be open to all Brown County residents of voting age who believe in the above objectives, purposes and principles of the Republican Party. Qualified and voting members of this organization shall be those Republicans who have paid their current dues to the Republican Party of Brown County and who have been recorded by the Secretary or Treasurer at least ten days prior to any caucus or Special Meeting (“Members”). The membership year runs from the date of payment of dues until the following July 31st or the date designated by Executive Committee and corresponds to the appropriate membership level.

(B). Associate. An individual who lives outside Brown County who is of voting age and who believes in the above objectives, purposes and principles of the Republican Party may apply to become an Associate of BCRP. His/her membership must be approved by the Executive Committee. Upon approval and payment of the designated dues, the Associate shall be entitled to attend all BCRP events but shall have no voting rights.

4.02. Dues. The annual membership dues shall be so designated by the Executive Committee. All dues for the year become due and payable as prescribed by the Executive Committee. Budgets covering specific periods may be prepared from time to time by the Executive Committee and used by the Executive Committee as a basis for prescribing dues. Dues not paid by any Member on or before the due date shall thereupon become delinquent.

4.03. Annual Caucus. The annual Caucus of the Members shall be held each year prior to April 1st but no earlier than January 15th at the hour designated in the written notice of said Caucus given pursuant to Section 4.06. The Caucus agenda shall include election of delegates and alternates to attend the District Caucus and the State Convention, the election of Executive Committee Members whose terms are expiring, plus any other business as set forth in the written notice. Additionally, in odd numbered years the Officers shall be elected at the annual Caucus.

4.04. Special Meeting. Special Meetings of the Members, for any purpose or purposes, unless otherwise prescribed by the Republican Party of Wisconsin Constitution and Section 4.03 (election of delegates and alternates), may be called by the Chairperson or Executive Committee for any reason, including the Chairperson’s receipt from a Member of a written request for a Special Meeting. The Chairperson shall be bound to call a Special Meeting upon receipt of a petition for such meeting signed by either the greater of: (i) twenty-five (25) Members or (ii) five percent (5%) of the Members. Notice shall be given to Members at least eight (8) days in advance of a Special Meeting by U.S. Mail or by email. Only the business stated in the Notice for such meeting shall be transacted at such Meeting.

4.05. Place of Meeting. The place of meeting for the annual Caucus or Special Meeting shall be determined by the Executive Committee and set forth in the Notice.

4.06. Notice of Annual Caucus. Written notice to each Member stating the place, day and hour of the Caucus and the purpose or purposes for which the meeting is called, shall be delivered not less than eight (8) days nor more than thirty (30) days before the date of the Caucus, either personally, by U.S. Mail or sent via e-mail by or at the direction of the Chairperson. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his/her address as it appears on the membership records of the BCRP, with postage thereon prepaid, or if by e-mail, at the time the e-mail is sent, addressed to the Member at his/her e-mail address as it appears in the membership books of the BCRP. Additionally, notice will be posted on the BCRP's website.

4.07. Quorum. Fifteen (15) Members in attendance at a Special Meeting or Caucus shall constitute a quorum. If a quorum is present, the affirmative vote of the majority of the Members at the Caucus or Special Meeting shall be the act of the Members.

4.08. Conduct of Meetings. Except as to the extent the Executive Committee may otherwise provide, the Chairperson and, in his/her absence, the Vice Chairperson and, in his/her absence, the Second Vice Chairperson shall call the Caucus or Special Meeting of the Members to order and shall act as chairman of the Caucus or Special Meeting, and the Secretary of the BCRP shall act as secretary of all meetings of the Members, but, (in the absence of the secretary, the presiding officer may appoint any other person to act as secretary of the meeting.)

4.09. Voting. Each Member shall be entitled to one vote on each matter submitted for vote at all Caucuses and Special Meetings of the Members. No Member shall be allowed to vote by proxy or in any way delegate his/her voting rights to another.

4.10. Resignation and Expulsion. Any Member accepted for membership in the BCRP may withdraw or resign from BCRP upon giving five (5) days prior written notice to the Executive Committee. Upon reasonable notice, any Member may be expelled from the BCRP for good cause upon recommendations by two-thirds (2/3) vote of the Executive Committee and a majority vote of the Members at the Annual Caucus or Special Meeting. Good cause is defined as any determination by the Executive Committee that the actions of a Member are detrimental to the purposes of the BCRP.

ARTICLE V EXECUTIVE COMMITTEE

5.01. General Powers. The business affairs of the BCRP shall be managed by its Executive Committee.

5.02. Number and Tenure. The number of elected Committee Members shall be nine (9) Members. Elected Committee Members shall serve for three (3) years with the elections staggered so that each year three (3) Committee Members' seats shall be up for election.

To implement the staggered election, the Committee Members shall be up for elections as follows:

- Committee member #1 2016 (Currently – Rick Nell)
- Committee member #2 2016 (Currently – Adam Funk)
- Committee member #3 2016 (Currently – Bunny Burris)
- Committee member #4 2017 (Currently – Chip McDonald)
- Committee member #5 2017 (Currently – Rich Heidel)
- Committee member #6 2017 (Currently–Linda Clemedtsen-Sieker)
- Committee member #7 2018 (Currently – Marian Krumberger)
- Committee member #8 2018 (Currently – Kelly Ruh)
- Committee member #9 2018 (Currently – Michael Macco)

In addition to the 9 elected Committee Members, the Executive Committee will consist of three (3) Non-voting Members as follows: Immediate past-Chairperson, legal advisor, and Chairperson of the Finance Committee.

All Executive Committee Members shall serve until the adjournment of the Caucus at which his/her successor is elected.

5.03. Election of Executive Committee Members. Prior to each annual Caucus, the Chairperson, with the approval of the Executive Committee, shall appoint a nominating Committee consisting of at least three (3) Members, who shall nominate candidates for the Executive Committee. The list of nominees shall be published with the Notice of Caucus. All geographic areas of the county should be represented on the Executive Committee. At the Caucus, nominations for Committee Members shall be allowed from the floor.

5.04. Duties of the Executive Committee. The duties of the Executive Committee shall be to:

- (A). Transact any necessary business between meetings or Caucuses.
- (B). Make recommendations to the Chairperson as to the policies of the Party.
- (C). Perform any duties prescribed in these Bylaws, including ratification of committee appointments made by the Chairperson, approval of disbursements, and other such actions, as needed.

(D). Fill vacancies in the Executive Committee and other committees that occur between elections.

(E). Oversee the delegate selection process to assure that a full slate of delegates and alternates may attend the Congressional District Caucus and State Convention.

(F). Reserve to itself the right to recommend to the general membership, at a Caucus or Special Meeting, to endorse or withhold endorsement of candidates.

(G). Recommend, for cause, the removal of Members, including Officers, to the general Membership, upon 2/3 vote of the Executive Committee.

5.05. Regular Meetings. The Executive Committee shall meet once a month at a time and place determined by resolution of the Committee. Notice of such regular meeting shall be published on the BCRP website following resolution of the Committee establishing such meeting.

5.06. Special Meetings. Special meetings of the Executive Committee may be called by or at the request of the Chairperson or any five (5) Committee Members. The Chairperson may designate any place within Brown County as the place for holding any Special Meeting of the Executive Committee, but if no other place is designated, the place of Special Meeting shall be the principal business office of the BCRP.

5.07. Meetings by Electronic Means of Communication.

(A) Conduct of Meetings. To the extent provided in these Bylaws, the Executive Committee, or any committee of the Executive Committee may, in addition to conducting meetings in which each Committee Member participates in person and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any Regular or Special Meeting by the use of any electronic means of communication, provided (i) all participating Committee Members may simultaneously hear each other during the meeting, or (ii) all communication during the meeting is immediately transmitted to each participating Committee Member and each participating Committee Member is able to immediately send messages to all other participating Committee Members. Before the commencement of any business at a meeting at which any Committee Members do not participate in person, all participating Committee Members shall be informed that a meeting is taking place at which official business may be transacted.

(B) Verification of Committee Members Identity. The identity of each Committee Member participating in a Committee meeting conducted pursuant to Section 5.07(A) of these Bylaws (other than a meeting in which each Committee

Member participates in person) must be verified by the Secretary before a Committee Member vote.

5.08. Notice of Meetings; Waiver of Notice. Notice of each Executive Committee meeting, shall be delivered to each Committee Member at his/her address as set forth in the BCRP records or at such other address as the Committee Member shall have designated in writing and filed with the Secretary. Notice may be given orally or communicated in person, by e-mail, telephone, facsimile, other form of wire or wireless communication or private carrier. Notice shall be given not less than seventy-two (72) hours before the meeting being noticed. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail, delivered to the private carrier or sent via e-mail. Oral notice is effective when communicated. A Committee Member may waive notice of the meeting required under this section. The waiver must be in writing, signed by the Committee Member and retained by the Secretary of BCRP. The Committee Members at or participating in a meeting shall constitute a waiver of notice of the meeting unless the Committee Member, at the beginning of the meeting or promptly upon his/her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

5.09. Quorum. A majority of the voting membership of the Executive Committee shall constitute a quorum for the transaction of business at any meetings of the Executive Committee. In the event that a majority of the voting membership of the Executive Committee is not present, the meeting shall be canceled, and the business of BCRP will not be officially conducted until the next called meeting of the Executive Committee.

5.10. Manner of Acting. The act of the majority of the Committee Members present at a meeting at which a quorum is present shall be the act of the Executive Committee.

5.11. Conduct of Meetings. The Chairperson and, in his/her absence, the First Vice Chairperson and, in his/her absence, the Second Vice Chairperson, shall call meetings of the Executive Committee to order and shall act as Chairperson of the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Executive Committees, but in the absence of the Secretary, the presiding officer may appoint any Committee Member or other person present to act as Secretary of the meeting.

5.12. Vacancies, Removal, Expulsion. Any vacancy occurring in the Executive Committee may be filled until the next succeeding annual Caucus by affirmative vote of a majority of the Committee Members then in office. Any Committee Member may be removed from office for any cause at any Regular or Special Meeting of the Executive Committee by two-thirds (2/3) vote of the Executive Committee. Any Executive Committee Member may resign upon written notice to the Chairperson or Secretary of the BCRP. Each Committee Member elected or appointed to fill a

vacancy shall hold the office for the unexpired term of his/her predecessor. Each Committee Member shall be required to notify the Secretary prior to the monthly meeting if the Member cannot attend. Absenteeism shall be reviewed by the Executive Committee and may result in removal from office.

5.13. Presumption of Assent. A Committee Member of the BCRP who is present at a meeting of the Executive Committee or a committee thereof of which he/she is a Member at which action on any matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she files his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or forwards such dissent by registered mail or e-mail to the Secretary of BCRP immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Committee Member who voted in favor of such action.

5.14. Compensation. No Executive Committee Member shall receive compensation for his/her service in such capacity, but when approved by the Executive Committee, may be reimbursed for expenses incurred on behalf of BCRP.

5.15. Policies, Procedures and Rules of Conduct. The Executive Committee shall promulgate such policies, procedures and rules of conduct as it deems fit in order to further the goals of the BCRP, but at all times the policies, procedures and rules of conduct shall be in conformance with the Republican Party of Wisconsin Constitution and directives.

5.16. Candidate Support.

- A. Executive Committee Members are allowed to participate in the Republican Party of Wisconsin's endorsement process.
- B. Executive Committee Members who use their position to advance pre-primary non-endorsed candidates in partisan elections shall resign their position or be subject to removal from the Executive Committee.

ARTICLE VI COMMITTEES

6.01. Committees Generally. The Executive Committee by resolution adopted by the affirmative vote of a majority of the Committee Members may designate one or more committees, in addition to those set forth in Section 6.2. Each committee so designated shall have and may exercise such powers as may be provided in the resolution of the Executive Committee designating such committee. Such resolution may from time to time be amended and supplemented. The Executive Committee may appoint one or more of its members to any such committee who may

take the place of any absent member or members at any meeting of such committee, upon request by which chairperson of committee. Each such committee shall elect a chairperson from its members, shall fix its own rules governing the conduct of its activities (as long as such rules are not in conflict with these Bylaws or the Constitution) and shall make such reports to the Secretary of its activities on a timely basis.

The Chairperson shall have the right to review any of the actions of any committee and such right of review shall include the right to modify any such action, provided that the Executive Committee shall indicate to the committee within two weeks of any action that such action shall be reviewed. The Executive Committee itself may pass upon any action otherwise designated to a committee prior to and without any committee action.

6.02. Standing Committees. The following committees shall be established from time to time as needed to perform the functions set forth below:

- A. Officer Nominating Committee. A nominating committee of no fewer than three (3) Members shall be appointed by the Executive Committee at least sixty (60) days prior to each election. This committee shall secure at least one nominee for each office. The report of the Officer Nominating Committee shall be included with the notice of the Caucus at which the election is to be held. Nominees for any officer position or other specified position, such as Executive Committee Member, shall be current Members at the time of nomination. The nomination of Committee Members should reflect all geographic areas of the county.
- B. Delegate Nominating Committee. A nominating committee of no fewer than three (3) members shall be appointed by the Chairperson and ratified by the Executive Committee for the purpose of nominating delegates and alternates to attend the annual Congressional District Caucus and State Convention. The list of nominees shall be included with the notice of the Caucus at which the election is to be held.
- C. Finance Committee. The Finance Committee Chairperson and no fewer than two additional members, (none of whom shall be voting members of the Executive Committee) shall be appointed by the Chairperson and ratified by the Executive Committee. The Finance Committee shall raise the funds necessary for carrying out Party activities, work in harmony with the Finance Committee of the Republican Party of Wisconsin, and perform such other duties as the Chairperson and Executive Committee may direct.
- D. Campaign Committee. A Campaign Committee Chairperson and no fewer than two additional members, (none of whom shall be members of the Executive Committee),

shall be appointed by the Chairperson and ratified by the Executive Committee. The Campaign Committee shall develop and execute programs that will promote the election of Republican candidates and to perform such other duties as the Chairperson and Executive Committee may direct.

ARTICLE VII OFFICERS

7.01. Number. The principal officers of the BCRP shall be a Chairperson, a First Vice Chairperson, a Second Vice Chairperson, a Secretary, and a Treasurer. The duties of the officers shall be those enumerated herein and any further duties designated by the Executive Committee. The duties herein specified for particular officers may be transferred to and vested in such other officers as the Executive Committee shall elect or appoint, from time to time, and for such periods or without limitation as to time as the Executive Committee shall order.

7.02. Election and Term of Office. The Officer Nominating Committee shall be responsible to nominate at least one (1) nominee for each office as set forth in Section 6.02(A). The Officers shall be elected to two (2) year terms at each odd numbered year Caucus (i.e. 2017, 2019, 2021...). An Officer's term shall end at the adjournment of the Caucus at which his/her successor is elected. Those appointed to fill a vacancy serve only until the normal end of that term. Whenever more than one candidate is nominated for an Officer or Executive Committee Membership, election will be held by written ballot. A majority of votes cast shall elect.

7.03. Removal. An Officer may be removed by a majority vote of the Membership at an Annual Caucus or a Special Meeting, upon a recommendation secured by a two-thirds (2/3) vote of the Executive Committee.

7.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by majority vote of the Executive Committee for the unexpired portion of the term.

7.05. Chairperson. The Chairperson shall call and preside at all meetings and Caucuses of the BCRP and of the Executive Committee, and shall have general supervision over the work of the organization, including appointment to committees, setting the terms for such committees, and recommending committee chairs. Such appointments are subject to ratification by the Executive Committee. In addition, the Chairperson shall craft meeting agendas, establish and monitor general administrative rules to ensure the efficient operation of the Party, particularly including conformity with all election laws and regular noticing of all meetings and meeting agendas by email, newsletter, website, or other means. The Chairperson shall function as the only official spokesperson for the BCRP, unless another spokesperson, by approval of the Executive Committee, fulfills this role.

7.06. First Vice Chairperson. He or she shall perform the duties of the Chairperson in the event of the Chairperson's absence or inability to perform required duties. In addition, the First Vice Chairperson shall assist in the normal functioning of the BCRP.

7.07. Second Vice Chairperson. He or she shall perform the duties of the Chairperson in the event of the Chairperson or First Vice Chairperson's absence or inability to perform required duties. In addition, the Second Vice Chairperson shall assist in the normal functioning of the BCRP.

7.08. Treasurer. As custodian of all funds for the BCRP, the Treasurer shall receive and disburse all monies as approved by the Executive Committee consistent with all laws governing political organizations. When fees are assessed to cover the cost of the Congressional District Caucus, the Treasurer shall be empowered to pay such fees prior to the District Caucus. The Treasurer shall keep an account of all receipts and disbursements, maintain all financial accounts, and provide the Chairperson and the Executive Committee proper reports of such accounting.

7.09. Secretary. The Secretary shall keep and provide minutes and treasurer reports of all meetings and caucuses and shall be the custodian of all official records of the BCRP, including treasurer reports. In addition, the Secretary shall assist in expediting all official correspondence of the BCRP.

7.10. Appointed Officials. The Executive Committee shall appoint such officials as it deems necessary to carry on the BCRP programs. The Executive Committee shall determine the duties of each official.

7.11. Compensation. All officers and officials shall serve without compensation except that they may be reimbursed for budgeted expenses upon approval of the Executive Committee. The Chairperson, with the approval of the Executive Committee, may appoint full or part-time employees who may be paid such compensation as determined by the Executive Committee.

ARTICLE VIII LIABILITY OF MEMBERS AND COMMITTEE MEMBERS

8.01. Liability of Committee Members and Officers. No person shall be liable to the BCRP for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her in good faith as a Committee Member or Officer at the request of the BCRP if such person:

- (A) Exercised and used the same degree of care and skill as a prudent man/woman would have exercised or used under the circumstances in the conduct of his/her own affairs; or

- (B) Took or omitted to take such action in reliance upon advice of counsel for the BCRP or upon statements made or information furnished by Officer or Committee Members of the BCRP on which he/she had reasonable grounds to believe to be true.
- (C) The foregoing shall not be exclusive of other rights and defenses to which he/she may be entitled as a matter of law.

8.02. Transactions with the BCRP. The Executive Committee may from time to time authorize transactions by Officers, Executive Committee Members and employees with BCRP. Any contract or other transaction between the BCRP and any firm of which one or more of its Executive Committee Members are members or employees, or in which they are interested, or between the BCRP and any Corporation or association of which one or more of its Executive Committee Members are members, directors, officers or employees, shall be valid for all purposes, notwithstanding the presence of such Executive Committee Member or Members at the meeting of the Executive Committee, which acts upon such contract or transaction, and if the fact of such interest shall be disclosed to the Executive Committee and the Executive Committee shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Executive Committee Members present. Such interested Executive Committee Member or Members shall be counted in determining whether a quorum is present, but shall not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE IX MISCELLANEOUS PROVISIONS

9.01. BCRP Property. All property, including financial records, depository accounts, intangible property (i.e. websites, trademarks, copy rights, telephone numbers, accounting and membership software), membership lists, minutes, and other work products of Officers, Executive Committee Members and other appointed officials of the BCRP shall remain the property of the BCRP; and subject to such rules and requirements as are designated by the BCRP.

9.02. Parliamentary Authority. Except as set forth in these Bylaws, Roberts' Rules of Order, Newly Revised, as amended from time to time, shall govern all proceedings. Any conflicts between Roberts' Rules of Order and these Bylaws will be resolved in favor of the Bylaws. In the event of a conflict between the two, the BCRP's legal advisor's decision shall be final unless such opinion is overridden by a majority vote of the Executive Committee.

9.03. Amendments. The Executive Committee shall review and approve by majority vote any and all proposed amendments to these Bylaws. If approved by the Executive Committee, these amendments to these Bylaws may be approved by a two-thirds (2/3) vote at any Caucus or Special Meeting of the Members where the Notice states such purpose. Such amendments must not be in conflict with the Constitution and are subject to modification should the State Executive Committee deem any provision is a conflict. Pursuant to Article V, Section 5 of the Constitution, the Executive Committee of the Republican Party of Wisconsin (“State Executive Members”) shall review these Bylaws for compliance, and to ensure there are no conflicts, with the Constitution. In the event the State Executive Committee determines there is a conflict between these Bylaws and the Constitution, the Executive Committee shall work with the State Executive Committee to resolve such conflict. Once resolved, such changes must still be approved by the Members pursuant to these Bylaws.