

LAKE COUNTY REPUBLICAN EXECUTIVE COMMITTEE
BYLAWS OF THE
LAKE COUNTY REPUBLICAN EXECUTIVE COMMITTEE (EXHIBIT A)
As Amended May 28, 2019

ARTICLE I. AUTHORITY FOR AND CONSTRUCTION OF BYLAWS

These bylaws were passed pursuant to the County Model Constitution and shall be construed whenever possible in a manner consistent with the Florida Constitution, the Florida Statutes, Constitution of the Republican State Executive Committee of Florida, Party Rules of Procedure Republican State Executive Committee and the County Model Constitution.

ARTICLE II. MEMBERSHIP, VACANCIES AND *EX-OFFICIO* MEMBERS

Section 1. Membership

(A) Except for at-large members pursuant to Section 103.091(6)(a). Florida Statutes, the primary method of acquiring membership on the Executive Committee is by election pursuant to Section 103.091(4), Florida Statutes, and Party Rules of Procedure Republican State Executive Committee.

(B) No action by any member shall be binding on the Executive Committee if said action is in violation of the Florida Constitution, the Florida Statutes, Constitution of the Republican State Executive Committee of Florida, Party Rules of Procedure Republican State Executive Committee, the County Model Constitution or these Bylaws, or was undertaken without actual authority from Executive Committee.

Section 2. Vacancies

Vacancies on the Executive Committee occurring between elections shall be filled by nominations made by any member of the Executive Committee, and a majority vote of the Executive Committee in conformity with the County Model Constitution. Prior to being considered by the Executive Committee, each applicant shall complete a written application to be provided by the Executive Board. The application shall seek information necessary to establish that the applicant is legally eligible to serve and may seek additional information relevant to the Executive Committee's consideration. A candidate for vacancy on the committee who meets the registration and residence requirements and follows the rules of procedure prescribed for filling a vacancy for consideration, must be voted upon by the County Executive Committee.

Section 3. *Ex-Officio* Members

The president of any Lake County based club or political organization that has official federal or state party permission to use the word "Republican" in the title of the club or organization shall be an *ex-officio* member of the Executive Committee without vote.

ARTICLE III. OFFICERS

Section 1. Officers

The officers of the Executive Committee must be members of the Executive Committee and shall consist of a Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Corresponding Secretary, Treasurer and Recording Secretary.

Section 2. Duties

(A) Chairperson

The Chairperson's duties shall be as prescribed in the Florida Statutes, Constitution of the Republican State Executive Committee of Florida, Party Rules of Procedure Republican State Executive Committee, the County Model Constitution and the Executive Committee Bylaws and all other duties applicable to the office.

(B) First Vice-Chairperson

The First Vice-Chairperson's duties shall be as prescribed in the Florida Statutes, Constitution of the Republican State Executive Committee of Florida, Party Rules of Procedure Republican State Executive Committee, the County Model Constitution, the Executive Committee Bylaws and as directed from time-to-time by the Chairperson and all other duties applicable to the office. In the event of an absence or incapacity of the Chairperson, or if the position of Chairperson is vacant, the First Vice-Chairperson shall perform the duties of the Chairperson and shall hold the title of Acting Chairperson until the Chairperson returns or a successor Chairperson has been elected. In the event the Chairperson's absence or incapacity is deemed permanent or will extend beyond sixty (60) days, the Acting Chairperson shall proceed as set forth in the County Model Constitution, Article IV, Section 5.

(C) Second Vice-Chairperson

The Second Vice-Chairperson's duties shall be as prescribed by the Executive Committee Bylaws and as directed from time-to-time by the Chairperson and other duties applicable to the office. In the event of an absence or incapacity of the First Vice-Chairperson, or if the position of the First Vice-Chairperson becomes vacant, the Second Vice-Chairperson shall perform the duties of the first Vice-Chairperson, along with the Second Vice-Chairperson's duties, shall hold the title of Acting First Vice-Chairperson until the First Vice-Chairperson returns or a successor has been elected. In the event of the absence or incapacity of the First Vice-Chairperson and said absence or incapacity is deemed permanent or extends beyond sixty (60) days, the First Vice-Chairperson position shall be declared vacant.

(D) Corresponding Secretary

The Corresponding Secretary shall issue notice of all meetings of the Executive Committee and the Executive Board and shall be the official custodian of the Executive Committee's books and records, and shall perform all duties incident to his/her office, or imposed by the Florida Statutes, the Constitution of the Republican State Executive Committee of Florida, Party Rules of Procedure Republican State Executive Committee, the County Model Constitution, the Executive Committee Bylaws and as directed from time-to-time by the Chairperson.

(E) Treasurer

(1) The Treasurer shall perform all duties incident to his/her office or imposed by the Florida Statutes, Constitution of the Republican State Executive Committee of Florida, Party Rules of Procedure Republican State Executive Committee, the County Model Constitution, Bylaws of the Lake County Republican Executive Committee and as directed from time-to-time by the Chairperson.

(2) The Treasurer shall have the following specific duties:

(a) He/She shall ensure that the indemnity bonds required under the County Model Constitution for the Chairperson and Treasurer are obtained and filed with the county supervisor of elections;

(b) He/She shall have charge and supervision over and be responsible for accounting for all receipts and disbursements of the Executive Committee;

(c) He/She shall cause all financial receipts of the Executive Committee to be deposited in the name and to the credit of the Executive Committee in FDIC insured banks or other FDIC insured depositories approved by the Executive Board;

(d) He/She shall cause all expenditures of the Executive Committee to be disbursed by checks or debit card drawn upon the authorized depositories of the Executive Committee. He/She shall receive and preserve all invoices, vouchers or other similar supporting documentation for all disbursements;

(e) He/She shall carry out the valid expenditure orders of the Chairperson, Executive Board and/or Executive Committee, as the case may be. All checks and debit card transactions shall be signed by two authorized signatures as required by the County Model Constitution. Debit card transactions must be approved prior to the execution of the transaction by completion of the debit card authorization form evidenced by two authorized signatures. Prior automatic withdrawals shall be authorized but only after Executive Board approval. Prior approval must be obtained from the Executive Board for each specific institution with proper documentation and recorded in board minutes;

(f) He/She shall render to the Chairperson and/or Executive Board whenever requested, a statement of the financial condition of the Executive Committee and of all his/her transactions as Treasurer;

(g) He/She shall render to the Executive Committee at each meeting thereof a financial report, which report shall include a summary of receipts and reasonable itemization of disbursements since the previous meeting;

(h) He/She shall timely prepare and submit to the Chairperson for review the report of contributions and expenditures required by Section 106.29, Florida Statutes and the County Model Constitution, advise the Chairperson of the requirements that said report be timely filed with the county supervisor of elections and that a copy of the cover sheet of said report be timely filed with the State Executive Committee as required by the County Model Constitution, and ensure that a copy of the complete latest filed report is available for inspection at each meeting of the Executive Committee.

(i) He/She shall produce all financial records of the Executive Committee to, and comply with all request for information and documentation from, the annual audit committee appointed by the Executive Committee under the County Model Constitution;

(j) He/She shall perform all duties incident to the office of Treasurer and any other additional duties as from time-to-time may be assigned to him/her by the Executive Board or the Chairperson, provided however, that any incidental or additional duties shall be consistent with the County Model Constitution, the Executive Committee Bylaws, and general law;

(k) Automatic deposits showing a debited expense are authorized, however, such debited expense shall be accounted for and posted as a separate expense thus showing the gross amount received minus the debited charge.

(F) Recording Secretary

The Recording Secretary shall attend all meetings of the Executive Committee and Executive Board and shall keep minutes of the same, and shall perform such other duties as required by the Executive Committee Bylaws or as directed from time-to-time by the Chairperson

Section 3. Election and Term

The officers of the Executive Committee shall be elected at the organization meeting of the Executive Committee for a two (2) year term until the next organizational meeting in the manner prescribed by the Florida Statutes, Constitution of the Republican State Executive Committee of Florida, Party Rules of Procedure Republican State Executive Committee and the County Model Constitution.

Section 4. Vacancies

Any officer vacancies of the Executive Committee shall be filled by nomination and election at the next meeting of the Executive Committee following the meeting at which the vacancy is declared or occurs. Nominations for officer positions may be made by any member of the executive Committee. The election shall be held in accordance with the County Model Constitution.

Section 5. Restrictions

All officers of the Executive Committee and district representatives shall be subject to the following restrictions:

(A) Unless approved by two-thirds of the members of the Executive Committee present at the meeting, all officers and district representatives shall be prohibited from publically endorsing or serving as the campaign manager or treasurer for any local, county, state, or federal candidate, except in uncontested Republican primaries or in general elections.

(B) No officer or district representative of the Executive Committee shall use the name of the Lake County Republican Executive Committee or his or her title or position thereon to publically screen, certify, recommend and/or endorse, either orally or in writing, any Republican candidate over any other Republican running for the same office except when screening, certification, recommendation and/or endorsement is authorized by the Executive Committee as per Article IX, Section 1. This prohibition shall not apply to any Republican candidate in a general election.

ARTICLE IV. EXECUTIVE BOARD

Section 1. Composition

The Executive Board of the Executive Committee shall consist of the following:

- The Elected Officers of the Executive Committee,
- The State Committeeman,
- The State Committeewoman,
- The five (5) District Representatives

The ongoing Chairperson of the Executive Committee if he/she was not removed from his/her service as said Chairperson involuntarily and continues as a member of the Executive Committee, His/her term shall only be for the one two-year (2) term immediately following his/her service as Chairperson of the Executive Committee.

Section 2. Ex-Officio Members

The Parliamentarian of the Executive Committee shall be an *ex-officio* member of the Executive Board without vote. The Executive Board may have as *ex-officio* members,

without vote, such persons and office holders as the Executive Board shall name by a majority vote of the Board.

Section 3. Minutes of Meetings

The Executive Board shall keep minutes of actions taken at its meetings and such minutes shall be available for inspection by any member of the Executive Committee. The Chairperson will report at the next general or special meeting all actions of the Executive Board.

Section 4. Meetings

The Executive Board shall hold meetings at least once each month that the Executive Committee has a regular meeting, within one week prior to the regular meeting, or upon the call of the Chairperson.

Section 5. Quorum

A quorum for the transaction of business at any regular meeting or special meeting of the Executive Board shall consist of a majority of the members of the Executive Board. *Ex-officio* members shall not be counted in determining either the presence of a quorum or the sufficiency of a vote by the Executive Board. A majority of those voting members present at any regular or special meeting, though less than a quorum, shall have the power to adjourn the meeting to a future time. The vote required on any question coming before the Executive Board shall be a majority of the quorum present. Proxy voting shall not be permissible at meetings of the Executive Board.

Section 6. Committee of the Whole

The Executive Board shall serve as a Committee of the Whole for the purpose of considering local, state and national issues to be recommended to the Executive Committee for consideration.

Article V. Subcommittees and Parliamentarian

Section 1. Standing Subcommittees

The Executive Committee shall have the following standing subcommittees: Membership, Headquarters, Finance, Campaign, Technology, and By-Laws. The Chairperson shall be considered an *ex-officio* member of all standing subcommittees. The members and chairpersons of the standing subcommittee shall be appointed by the Chairperson, with the approval of the Executive Committee, subject to the following:

(A) The Finance Subcommittee shall have two (2) subcommittees: Lincoln/Reagan Dinner and Special Events. The treasurer shall be a member of the Finance Subcommittee and of the said two (2) subcommittees.

(B) The Campaign Subcommittee shall consist of eleven members: (8) voting members nominated by the Chairperson and approved by the Executive Committee plus the Chairperson, State Committeeman and State Committeewoman. No candidate, campaign manager, campaign treasurer or assistant treasurer shall be appointed to or allowed to continue serving on the Campaign Subcommittee.

Section 2. Ad Hoc Subcommittees

The Chairperson may appoint as many ad hoc subcommittees as he/she deems necessary to carry out the functions of the Executive Committee.

Section 3. Parliamentarian

The Chairperson shall appoint a voting member of the Executive Committee to serve as parliamentarian.

ARTICLE VI. OFFICES, MEETINGS, NOTICES AND RESOLUTIONS

Section 1. Office

An office known as the Headquarters of the Lake County Republican Party shall be maintained. All lease or mortgage contracts incident to maintaining such office must be approved by majority vote of the Executive Board with the advice of the Executive Committee.

Section 2. Meetings

In accordance with Party Rules of Procedure Republican State Executive Committee, the Executive Committee shall hold at least six (6) regular meetings during each calendar year, one meeting within each quarter with at least twenty-eight days between each meeting. The date, time and place of the regular meetings of the Executive Committee shall be determined by the County Chairman. Special meetings may be called as provided in the County Model Constitution.

Section 3. Quorum

A quorum for the transaction of business at any regular meeting or special meeting of the Executive Committee shall consist of forty percent (40%) of the members of the Executive Committee, including those members deemed present under County Model Constitution, Article VI, Section 3. *Ex-officio* members shall not be counted in determining either the presence of a quorum, and they shall be without vote. A majority of those voting members present at any regular or special meeting, though less than a quorum, shall have the power to adjourn the meeting to a future time. Except as otherwise expressly provided by the Florida Statutes, the County Model Constitution and the Executive Committee Bylaws, the vote required on any question coming before the Executive Committee shall be by a majority of the quorum present. Proxy voting shall not be permissible at meetings of the Executive Committee.

Section 4. Notices

Notice of any regular meeting of the Executive Committee shall be made by U.S. Mail, fax, electronic mail or telephone to all members and alternates at least ten (10) days prior to the meeting.

Section 5. Resolutions on Public Issues

A two-thirds vote of the members of the Executive Committee present at a meeting is required for the Executive Committee to pass a resolution taking a public position on any issue. At least five (5) days written notice shall be given to the Executive Committee for any resolution, along with a copy of the proposed resolution to be considered by the Executive Committee under this section. County Model Constitution, Article VII, number 12 sets forth additional rules for submission and adoption of resolutions. However, no resolution conflicting with the platform adopted by the Republican National Committee shall be considered.

Section 6. Attendance

Florida Statute 103.131(8) a member's office will be declared vacant, "By his or her failure to attend, without good and sufficient reason, three consecutive meetings, regular or called, of the committee which he or she is a member". "Good and sufficient reason" is defined to include illness, death of a family member, a family emergency, a family obligation, snowbirds, travel related, work related exceptions, or elected official's responsibilities. County Model Constitution, Article V, Section 4(a), "Removal for non-attendance at County Executive Committee Meetings", sets forth the rule of attendance for members of the Executive Committee.

Section 7. Rules of Procedure

In accordance with Article XI of the County Model Constitution, the Executive Committee, with a majority vote of the full committee, may establish and maintain a "Rules of Procedure Manual" outlining Rules to be followed by the Executive Committee. Each rule must be submitted to and with a majority vote of the full committee, passed prior to becoming a procedural rule. Said rules may not conflict with these Bylaws, the County Model Constitution, the Party Rules of Procedure Republican State Executive Committee, Constitution of the Republican State Executive Committee of Florida, Roberts Rules of Order Newly Revised, or the Florida Statutes. Any single rule, by majority vote of the full committee, may be temporarily waived, adjusted or altered, however, said waived, adjusted or altered rule shall revert to its original form at the conclusion of the meeting. Any rule of procedure, by majority vote of the full Committee, may be permanently amended or removed. The manual of "Rules of Procedure" shall be maintained by the Corresponding Secretary.

ARTICLE VII. FINANCIAL CONTROLS AND LIMITS OF AUTHORITY

Section 1. Financial Controls

(A) Except as provided in these Bylaws, all non-budgeted expenditures of the Executive Committee shall be approved by majority vote of the Executive Committee at a duly called regular or special meeting at which a quorum shall be present.

(B) The members or officers of the Executive Committee shall be without authority to, and shall not, incur debts or otherwise obligate the Executive Committee financially, except as expressly authorized by the Executive Committee or authorized by the Executive Committee Bylaws.

(C) All cash, checks or other funds received by or for the benefit of this Executive Committee shall be deposited in one or more financial institutions designated as the official depositories for this committee funds. Checks may be drawn or withdrawals made against the accounts only upon the signature of the Treasurer and Chairperson. The resolution to the financial institution signed by the Corresponding Secretary, with the approval of the Executive Committee, shall require that all checks or drafts be co-signed as indicated above. No check or other instrument payable to the Executive Committee shall be cashed, nor shall cash collected be expended, but must be deposited in one or more of the designated accounts.

(D) A petty cash fund may be established and Funds drawn from the official depositories for that purpose may thereafter be expended in amounts less than \$100.00 per transaction. All such petty cash draws and expenditures must be documented in a petty cash ledger with written receipts showing the purpose of the expenditures and filed with the Treasurer at least monthly.

Section 2. Annual Budget

Prior to February 1 of each year the Chairperson shall present to the Executive Board and the Executive Committee a budget for that calendar year. The Executive Board shall review and approve the budget, modify and approve the budget as modified, or approve an alternative budget. As approved by the Executive Board, the budget will be submitted for approval to the Executive Committee. The Executive Committee shall review and approve the budget, modify and approve the budget as modified or approve an alternative budget. Funds for any budgeted expenditures in the approved budget may be expended without further action of the Executive Committee and shall be disbursed in accordance with good accounting practices and all applicable laws. Should the Executive Committee, by vote of the majority of those present, during the presentation of the budget for approval, so rule that more time is needed to study said budget proposal, the Executive Committee shall be authorized to approve a tentative budget for a period not to exceed thirty-five days from the date of original proposed budget. No more than fifteen percent of the funds for any expenditure in the tentatively approved budget may be expended without further action of the Executive Committee and shall be disbursed in accordance with good accounting practices and all applicable laws.

Section 3. Board's Limits of Authority

The Executive Board shall have authority to approve non-budgeted expenditures as follows:

(A) In any quarterly report period under Section 106.29, Florida Statutes, non-recurring expenditures not exceeding \$1,000.00 above the authority of the Chairperson pursuant to Section 4(A); and

(B) Expenditures directly related to planning, promoting and hosting the annual Lincoln/Reagan Dinner fund-raiser event or any other fund-raiser event approved by the Executive Board.

(C) All non-budgeted expenditures are to be reported to the Executive Committee in the Treasurer's report at the Executive Committee meeting following date of the expenditure.

Section 4. Chairperson's Limits of Authority

The Chairperson shall have authority to approve non-budgeted expenditures as follows:

(A) In any quarterly reporting period under 106.29, Florida Statutes, non-recurring expenditures not exceeding \$500.00.

(B) Usual, customary and reasonable expenditures incurred in the ordinary course of the Executive Committee's activities, including:

(1) Expenditures directly related to the maintenance of the office used as headquarters for the Republican Party of Lake County and its website, including rent, utilities, regular telephone lines, internet access subscription, insurance, office supplies, office equipment, postage for regular mailings, repairs and other similar recurring overhead expenses; and,

(2) Expenditures directly related to implementation of an election campaign plan provided the campaign plan has been approved by the Executive Board.

(3) All non-budgeted expenditures are to be reported to the Executive Committee in the Treasurer's report at the Executive Committee meeting following the date of the expenditure.

ARTICLE VIII. ELECTIONS

Section 1. Use of Committee Names or Positions

No member of the Executive Committee shall use the name of the Lake County Republican Executive Committee or his/her title or position thereon to publicly screen, certify, recommend and/or endorse, either orally or in writing, any Republican candidate over any other Republican candidate, running for the same office, except when screening, certification, recommendation and/or endorsement is authorized by the Executive Committee as per Article IX, Section 1.

Section 2. Campaign Plans

Prior to each primary and general election campaign, the Chairperson shall propose to the Executive Board a campaign plan and budget. The Executive Board shall review and approve the plan, modify and approve the plan as modified or approve an alternative plan. All campaign funds expended in any primary or general election campaign must be in furtherance of the Executive Board's approved campaign plan and shall be disbursed in accordance with all applicable laws.

ARTICLE IX. EXECUTIVE COMMITTEE SCREENING, CERTIFICATION, RECOMMENDATION, AND/OR ENDORSEMENT OF CANDIDATES

Section 1. Procedure

(A) The Executive Committee may authorize use of the certification, recommendation and/or endorsement process provided in Party Rules of Procedure Republican State Executive Committee (under which it may screen, certify, recommend and/or endorse one or more candidates in a contested Republican primary, or a registered Republican in a nonpartisan election, or a registered Republican in a local unitary special/general election) but only upon the affirmative vote of at least two-thirds (2/3) of the Executive Committee present and voting at a duly called meeting complying with the notice requirements set forth below. At such meeting, after the Executive Committee votes to authorize use of said screen, certification, recommendations and/or endorsement process the Executive Committee may then screen, certify, recommend and/or endorse one or more candidates in a contested Republican primary, or a registered Republican in a nonpartisan election, or a registered Republican in a local unitary special/general election, upon the affirmative votes of not less than two-thirds (2/3) of the Executive Committee members present and voting.

(B) Prior to the vote to authorize the screening, certification, recommendation and/or endorsement process, each announced candidate shall be provided reasonable notice that a vote on use of the screening, certification, recommendation and/or endorsement process, and if authorized, a second vote on screening, certifications, recommendation and/or endorsement, will occur and that he/she will be allowed to speak at such meeting in support of or in opposition to any proposed screening, certification,

recommendation and/or endorsement process and any screening, certification, recommendation and/or endorsement in an election for an office for which he/she is a candidate.

(C) To be considered for screening, certification, recommendation and/or endorsement a candidate shall comply with the screening requirements of the Campaign Subcommittee unless excused by the Campaign Subcommittee for good cause.

(D) There shall be at least ten (10) days written notice to each member of the Executive Committee of any meeting at which the aforementioned votes may be taken. The written notice shall inform each member of the time, date, place of meeting, and state that separate votes will be taken on whether to authorize use of the screening, certification recommendation and/or endorsement process, and if authorized, on screening, certification, recommendation and/or endorsement of one or more Republican candidates in the elections specified in the notice. A copy of the notice of the meeting shall be mailed by the Chairperson or other appropriate officer to: Republican Party of Florida, Post Office Box 211, Tallahassee, Florida 32302.

Section 2. Candidates Screening

The Campaign Subcommittee shall have jurisdiction to interview and screen candidates and to make recommendations to the Executive Committee for the purpose of screening, certification, recommendation and/or endorsement of one or more Republican candidates in any contested Republican primary, or a registered Republican in a nonpartisan election, or a registered Republican in a local unitary/special election.

ARTICLE X. DISTRICT REPRESENTATIVES

Section 1. Definition

There shall be five (5) District Representatives nominated and elected from the five (5) County Commissioner Districts. Each District Representative shall serve a twenty-four (24) month term.

Section 2. Responsibilities

Each District Representative shall:

(A) Organize each District.

(B) Hold a district meeting at least four (4) times a year to discuss current district issues and problems, give updates for events and review news from the Executive Committee, discuss upcoming elections or rallies and any and all action for the good of the party.

(C) Ensure each Precinct has a Representative on the Republican Executive Committee.

(D) Review opportunities for Republican Clubs.

(E) Discuss issues members which to bring up at the next Executive Board meeting.

(F) Conduct other such business as necessary for the good of the District or Party.

Section 3. Selection

At its December organizational meeting of the Executive Committee, nominations from the floor shall be opened for each district position. Once nominations have closed, the Executive Committee shall elect each district representative by majority vote of members present.

Section 4. Vacancy

If a District Representative vacates his/her position before the end of the elected term the Executive Board shall appoint a replacement to fill the unexpired term with the approval of the Executive Committee.

ARTICLE XI. AMENDMENTS

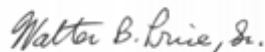
Any amendments to these Bylaws shall be adopted at any regular or special meeting by a majority vote of the full Executive Committee provided the proposed Bylaws or amendments are submitted to the members of the Executive Committee by regular mail, electronic mail (e-mail) or hand delivered at least ten (10) days prior to the meeting at which the Bylaws or amendments are to be considered.

ADOPTION:

The adoption of these Bylaws is hereby effectuated with the passage of Resolution LCREC 0019-001 voted on May 28, 2019. The adoption of these Bylaws are in accordance with Article XI of the Republican Executive Committee (REC) Bylaws adopted on November 16, 2010. Said Bylaws shall replace in total all previously passed Bylaws and shall be considered the official Bylaws until amended as per Article XI of the adopted document.

CERTIFICATION:

I hereby certify that the foregoing document is a true copy of the approved Bylaws of the Lake County Republican Executive Committee as of, and including the action taken at, the regular meeting of the Lake County Republican Executive Committee held on May 28, 2019.



_____, **County Chairman**