

BYLAWS of the
REPUBLICAN CENTRAL COMMITTEE
OF ORANGE COUNTY



Amended May 20, 2019

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BYLAWS of the REPUBLICAN CENTRAL COMMITTEE OF ORANGE COUNTY

Amended December 4, 2017

ARTICLE I

Name

The name of this organization shall be the Republican Central Committee of Orange County (also may be known as the Republican Party of Orange County and Orange County Grand Old Party, OCGOP) , hereinafter referred to as "the Central Committee."

ARTICLE II

Purposes and Duties

The Central Committee shall perform the duties imposed on it by law and is the official body of the Republican Party of Orange County, California. The Central Committee is charged by law with the management and control of Republican campaigns under the general direction of the Republican State Central Committee. (California Election Code 7440)

The Central Committee shall:

- A.** Control all its business and activities under its official name;
- B.** Encourage Republicans in Orange County to seek public office;
- C.** Support all Republican nominees and endorsed candidates in Orange County;
- D.** Contribute funds, leadership, manpower, facilities and prestige to the campaigns of all Republican nominees and endorsed candidates in Orange County, to the extent of the Central Committee's ability;

- E.** Provide effective public relations education programs designed to bring the general public the underlying principles of the Republican Party in general and the position of the Party on national, state and county issues as set forth in the national and state platforms and policy and/or resolutions of the Central Committee;
- F.** Establish, encourage and foster local volunteer Republican clubs in Orange County, to develop manpower and leadership from these clubs and to broaden the scope of the Republican Party;
- G.** Build and maintain countywide precinct organization based on dedicated precinct teams and citywide organization. The precinct operations are dedicated to registering Republicans and getting them to vote.
- H.** Endorse Republican candidates for local non-partisan and voter-nominated offices.

ARTICLE III

Definitions

- A. Alternate Member (Alternate) -** those persons appointed by Elected Members and Ex Officios under provisions of the California Election Code, Section 7406;
- B. Central Committee (Central Committee) -** that organization in Orange County established and functioning under provisions of the California Election Code, Sections 7400 to 7499;
- C. Ex Officio Member (Ex Officio) –** Those persons entitled to be a member of the Central Committee under provisions of the California Election Code, Sections 7404 and 7405;
- D. Elected Member (Elected Member) –** Those persons elected or appointed (to fill a Vacancy) to the Central Committee under provisions of the California Election Code, Sections 7401, and 7420 to 7424;
- E. Quorum (Quorum) -** That number of Voting Members required to be in attendance for business to be transacted;

F. Voting Member (Voting Member) - The Elected Members, Ex Officios and Alternates who are eligible to vote at a Central Committee meeting;

G. Central Committee Members (Central Committee Member) – all Elected Members, Ex Officios and Alternates.

H. Voter-Nominated Office (Voter-nominated office) means a congressional or state Elective office for which any candidate may choose to have his or her party preference or lack of party preference indicated upon the ballot. (California Election Code 359.5)

1. The offices are:
 - a. Governor.
 - b. Lieutenant Governor.
 - c. Secretary of State.
 - d. Controller.
 - e. Treasurer.
 - f. Attorney General.
 - g. Insurance Commissioner.
 - h. Member of the State Board of Equalization.
 - i. United States Senator.
 - j. Member of the United States House of Representatives.
 - k. State Senator.
 - l. Member of the Assembly.

ARTICLE IV

Membership

A. Elected Members

1. Representation: The number and representation of Elected Members of the Central Committee are determined by the Election Code of the State of California Section 7401;

2. Election: At every direct primary election a county Central Committee shall be elected (California Election Code, Section 7420);

When district boundaries are redrawn and districts are renumbered in accordance with the decennial census, an Elected Member of a county central committee may run for election in a newly numbered district at the next election even though his or her current term of office has not expired. If a person is elected in the newly numbered district and takes the oath of office, the person is deemed to have resigned from his or her previous district office at that time. (California Election Code, Section 7420) ;

3. Appointment: Whenever there is a vacancy on the Central Committee for any reason, including the failure of an assembly district to elect full representation, the Elected Members representing the assembly district in which the vacancy occurs shall, by majority affirmative vote, submit to the Central Committee the name of a proposed member to fill said vacancy. The Central Committee shall, by majority affirmative vote of Voting Members present and voting, elect said person as an Elected Member, if it deems said person is the proper person to fill said vacancy. If the Elected Members representing the assembly district in which a vacancy occurs do not submit to the Central Committee a name to fill the vacancy within ninety (90) days after the vacancy occurs, the Central Committee may, without recommendation, fill the vacancy;

4. Term Commencement: The term of an Elected Member elected in a primary election under subsection 2 of this Section A shall commence on the date the Central Committee holds its organizational meeting, as set forth in Section A of Article VIII of these Bylaws ;

The term of an Elected Member appointed to fill a vacancy under subsection 3 of this Section A shall commence on the date the Central Committee elects such Elected Member to fill the vacancy, as set forth in subsection 3 of this Section A;

In no case, however, shall an Elected Member take office unless in compliance with the eligibility requirements of Section G of this Article IV and the referenced sections of the California Election Code.

B. Ex Officio Members

1 . The following offices are eligible for ex officio membership in the OCGOP Central Committee.

a. Republican Nominees from their Districts within Orange County.
(California Election Code 7404)

(i) State Senator

(ii) State Assembly

(iii) US House Representative.

b. And if they reside in the county, Republican nominees for offices.
(California Election Code 7405)

(i) Governor.

(ii) Lieutenant Governor.

(iii) Treasurer.

(iv) Controller.

(v) Attorney General.

(vi) Secretary of State.

(vii) Member of the State Board of Equalization.

(viii) United States Senator from California.

c. A person shall be entitled to ex officio membership upon receiving a certificate of nomination from the Secretary of State. (California Election Code 7404)

2. For the purpose of determining the nominee as it pertains to establishing Ex-Officio Membership of the OCGOP Central Committee the following rules apply.

a. If one Republican emerges from the Voter-nominated office primary election, then he or she will be considered the nominee.

b. If two Republicans emerge from the Voter-nominated office primary election, then the winner of the general election shall be considered the nominee.

c. If no Republican candidate emerges from the Voter-nominated office primary election, the Republican with the highest number of votes in the voter-nominated office primary election shall be considered the nominee.

d. If no Republicans were in the Voter-nominated office primary election, there will be no ex officio member from that district.

e. In all cases, when a Republican candidate, who is eligible for ex officio membership, is elected to a Voter-nominated office as listed above, that candidate shall be considered the nominee.

3. Ex Officios have the same rights and privileges as Elected Members except that they shall not be entitled to the ballot designation "incumbent" on the Central Committee (California Election Code, Sections 7404 - 7405);

4. An Ex Officio, who is an incumbent, may appoint an Alternate without Central Committee authorization (California Election Code, Section 7406);

5. If an Ex Officio is also an Elected Member of the Central Committee, he or she will be limited to one vote even if he or she holds two seats.

C. Alternate Members

1. Elected Members and Ex Officios may appoint an Alternate. Alternates of Elected Members and Alternates of Ex Officios who are nominees shall be approved by an affirmative majority of Voting Members present and voting (California Election Code, Section 7406);
2. Alternates may make motions and vote only if written approval of same is filed with the Central Committee Secretary by the appointing Elected Member. In the excused absence of the appointing Elected Member from the Central Committee meeting and with such approval they may enjoy the rights and privileges of an appointing Elected Member;
3. An Alternate appointed by Ex Officio shall have the rights and privileges of Ex Officios with written consent, when the Ex Officio they represent is absent;
4. Whenever the Elected or Ex Officio Member of the Central Committee whom the Alternate represents resigns, is recalled, or ceases to serve on the Central Committee for any reason, the Alternate appointed by said OCGOP Member shall be considered as having resigned. The time and date of the Alternate's resignation shall be the same time and date as that of the Elected or Ex Officio Member who appointed this Alternate. No Alternate shall participate in the process of either the nomination for a replacement Member by the assembly district caucus or the confirmation vote by the Central Committee.
5. Upon the approval vote by the Voting Members present and voting of the replacement Elected Member, the Alternate shall be considered as resigned;
6. Vacancies among Alternates shall be filled as in the case of an initial appointment.

D. Associate Members

1. The Presidents or Chairmen of all chartered Republican organizations and local volunteer Republican clubs in Orange County may be Associate Members after submitting written notification of assuming office to the Secretary of the Central Committee;
2. Associate Member vacancies shall be filled by the chartered Republican organizations and local volunteer Republican clubs;
3. Associate Members shall not have the right to make motions or vote at Central Committee meetings.

E. Youth Associate Members

1. Each Central Committee Member shall appoint at least two (2) Youth Associate Members to serve a term of a minimum of one (1) year;
2. Youth Associate Members shall be chosen and serve according to the criteria set forth in Article VII, Committees, Section A, Standing Committees, Sub-Section 5, Youth Advisory Committee;
3. Members shall fill vacancies in the membership of Youth Associates as in making the initial appointment.

F. Non-Voting Members

1. The Republican National Committeeman and/or Committeewoman from California, and the Chairman and Elected Officers of the California Republican Party shall be non-voting members of the Central Committee if residents of Orange County and not already an Elected Members of the Central Committee;
2. The Chairman of the County Republican Finance Committee, Precinct Operation Chairman, the Parliamentarian, and any other Committee Chairman designated by the Executive Committee and approved by the Central Committee shall be non-voting members of the Central Committee if not otherwise an Elected Members thereof;

3. Non-voting members may not make motions or vote at Central Committee meetings.

G. Eligibility

1. A person shall be registered as a Republican and shall reside in Orange County at the time of taking office by election or appointment (California Election Code, Section 7407);

2 . An Alternate shall meet the same qualifications as the appointing Elected Member and Ex Officio and shall reside in the same district as the appointing member, except that Alternates appointed by an incumbent State Senator, Member of the Assembly or Representative in Congress need not reside within the District of the appointing power but must reside within the county of jurisdiction of the Central Committee (California Election Code, Section 7406);

3. Each Elected Member, before taking office, shall take and subscribe to the oath or affirmation set forth in Article XX, Section 3 of the Constitution of the State of California. The oath or affirmation may be taken before any officer authorized to administer oaths, and no fee shall be charged by any person before whom the oath or affirmation is taken or subscribed (California Election Code, Section 7408).

H. Vacancies

1. A vacancy shall exist:

a. In the event of election or appointment of a person not eligible to be an Elected Member of the Central Committee;

b. When an Elected Member of the Central Committee dies, resigns, becomes incapacitated, moves from the jurisdiction of the Central Committee or ceases to be a member of the Republican Party (California Election Code, Section 7410);

c. If an Elected Member is removed from the Central Committee pursuant to the California Election Code, Sections 7411 to 7413 .

2. Whenever a person is appointed to fill a vacancy on the Central Committee, the Chairman shall file notices of appointment with the County Clerk and the Chairman of the California Republican Party within thirty (30) days of such appointment. The notice shall contain the name and address of the person appointed, the name and address of the person replaced and the date of appointment (California Election Code, Section 7414).

3. Vacancies are filled in accordance with Section IV, A 3. For the purpose of these bylaws, the person appointed to fill the vacancy will be considered as an Elected Member.

I. Removal from Membership

1. Absence –

a. Any Elected Member of a committee, other than an Ex Officio, who misses four (4) regularly called meetings within one 12-month period shall be removed from the committee concerned, unless his or her absence is caused by illness or temporary absence from the county on the date of the meeting (California Election Code, Section 7411);

b. The Central Committee may, in its sole discretion and in accordance with its Bylaws, remove an Elected Member who misses four or more regularly called meetings within one 12-month period. (California Election Code, Section 7411);

2. Automatic Resignation - The removal of residence by an Elected Member of the Central Committee from the assembly district represented by the Elected Member shall constitute automatic resignation of that Elected Member from the Central Committee (California Election Code, Section 7412);

3. Party Affiliation - The Central Committee may remove any Elected Member, other than an Ex Officio, who during his term of membership;

a. Affiliates with or registers as a member of another party;

- b.** Publicly discourages a voter from voting for the nominee of the Republican Party for any office;
- c.** Gives support or avows a preference for a candidate of another party or a candidate who is opposed to a candidate nominated by this party (California Election Code, Section 7413).

J. Discipline of Elected Members

- 1.** The Central Committee may censure or provide reproof of any Elected Member who:
 - a.** Violates California Election Code, Section 7413;
 - b.** Shall intentionally cause the embarrassment of the Central Committee and/or the Republican Party;
 - c.** Represents his/her views as being those of the Central Committee when not authorized to do so;
 - d.** Commits the Central Committee to a course of action and/or financial expenditure without authorization to do so.

K. Procedure for Removal and/or Discipline

- 1.** Charges may be brought against any Elected Member by a majority of Elected Members of the Central Committee at a regular meeting, or by the majority of the Executive Committee at an Executive Committee meeting;
- 2.** The accused Elected Member shall be sent written notice of the charges and advised of the date of a formal hearing at least ten (10) days prior to such hearing;
- 3.** A formal hearing shall be scheduled before the Central Committee at the next regularly scheduled meeting after the charges are brought unless the Central Committee's elected term shall expire within sixty (60) days, in which event the Chairman may call a Special Meeting;

4. At the formal hearing , the accused Elected Member shall be allowed sufficient time to refute and/or defend himself against any and all accusations;
5. A majority of the Elected Members present and voting may then vote removal, censure or reproof of the accused;
6. A majority of the Elected Members present and voting may vote removal, censure or reproof if the accused Elected Member does not respond in person or in writing to the charges within 15 (fifteen) days;
7. Should a majority of Elected Members present and voting vote for removal pursuant to California Election Code, Section 7413, the Elected Member will cease to be a member of the Central Committee and lose all rights associated with the office;
8. Should a majority of the Elected Members present and voting vote to censure or reprove an Elected Member, pursuant to Article IV Section I of these Bylaws, the Chairman, or the Secretary if the Chairman is the accused, shall send a written statement of censure or reproof to the Elected Member so adjudged;

Should a majority of the Elected Members vote to censure an Elected Member, the Central Committee shall, by a motion duly seconded and passed by a two-third (2/3) vote of Elected Members present and voting, specify one or more of the following penalties to be imposed on the censured Elected Member:

- a. Removal from all committees of the Central Committee;
- b. Denial of access to confidential reports of the Central Committee including financial records;
- c. Removal of the privilege of having an "Alternate";
- d. Removal of the "right of recognition" from the floor by the Chairman. The Chairman, or the Secretary if the Chairman is accused,

shall send a written statement of the defined penalties to the Elected Member so adjudged.

9. Distribution of the formal statement of censure or reproof shall be determined by a majority vote of the Elected Members present and voting after consultation with the General Counsel.

L. Annual Dues

1. Central Committee Members whose dues are over two months in arrear will lose their voting privileges and right to be recognized by the Chairman until the dues are paid. If the Central Committee Member loses his privileges, the Alternate also loses the privileges .

M. Financial Disclosure

1. Any Elected Member or Alternate who works on behalf of a candidate, elected official, issue campaign, initiative or referendum and who has a financial interest in any of those matters must disclose the relationship or interest prior to speaking in support or opposition to endorsing a candidate, elected official, issue campaign, initiative or referendum;

2. A financial interest is defined as receiving a financial or economic benefit from the relationship between the Elected Member or Alternate and the candidate, elected official or issue campaign, initiative or referendum.

N. Voting by Proxy

1. Voting by proxy shall be expressly prohibited at any meeting of the County Committee Executive Committee, Standing Committee or Ad Hoc Committee.

ARTICLE V

Officers

A. Elected Officers

1. The Elected Officers of the Central Committee shall be:
 - a. Chairman
 - b. First Vice Chairman
 - c. Second Vice Chairman
 - d. Secretary
 - e. Treasurer
 - f. Assistant Treasurer
 - g. Sergeant-at-Arms
2. The Elected Officers shall be an Elected Members of the Central Committee as set forth in Article IV, Section A of these Bylaws;
3. Officers shall be elected by a majority of Voting Members of the Central Committee present and voting;
4. Officers shall serve until the organizational meeting of the next duly elected Central Committee unless an office shall become vacant by death, resignation or removal;
5. An Officer may be removed from office by a majority of all Voting Members of the Central Committee, present or not, at any meeting at which a vote for removal is taken. The vote of those not present at the meeting where the action is taken shall be secured by mail within ten (10) days after the meeting at which the issue of removal is voted upon;
6. In the event that a vacancy, for any reason, should occur in the office of Chairman, the First Vice Chairman or next senior officer shall, within the

next three (3) working days, call a meeting to elect a new Chairman. Not less than five (5) days' notice of this meeting shall be given the Central Committee Members;

7. In the event that a vacancy shall occur in any office other than the Chairman, a successor may be chosen by a majority of those present at the next regular meeting of the Central Committee. If the Chairman should deem it appropriate, a nominating committee shall be selected at the next regular meeting with the responsibility of proposing a replacement for the vacant office. The report of the nominating committee shall be made at the next regular meeting following their appointment.

B. Appointed Officers

1. The Chairman shall, with the approval of the Executive Committee and the Central Committee, appoint Appointed Officers that the Central Committee, from time to time, might direct;

2. Appointed Officers shall serve in an advisory capacity to the Chairman and the Central Committee but shall not be in the line of succession to the Chairman at any meeting;

3. At the Organizational Meeting, the Chairman shall appoint a Parliamentarian with the approval of the Central Committee.

ARTICLE VI

Powers and Duties of Officers

A. Chairman

1. The Chairman shall call and preside at all meetings of the Central Committee and shall be the Chairman of the Executive Committee;

2. The Chairman shall serve as the chief executive and spokesperson of the Committee. However, nothing in this paragraph shall prohibit a Central Committee member from speaking in his/her individual capacity regarding Committee issues or business.

3. The Chairman, with the advice and consent of the Executive Committee, shall be directed to make any necessary appointments to fill vacancies in delegations to Republican Party conventions;
4. The Chairman shall be authorized to appoint a Parliamentarian, General Counsel, chairmen and members of standing committees, as specified in these Bylaws, and to appoint chairmen and members of any Ad Hoc committees authorized in accordance with these Bylaws;
5. The Chairman shall have the responsibility for the supervision and instruction of all paid staff personnel of the Central Committee;
6. The Chairman shall have the right and duty to manage and supervise the affairs of the Central Committee;
7. The Chairman shall perform all the duties usual and customary for the executive head of an elected organization.

B. First Vice Chairman

1. The First Vice Chairman shall perform the duties of the Chairman in the absence and/or disability of the Chairman;
2. The First Vice Chairman shall perform such other duties as may be assigned by the Chairman, the Executive Committee and/or the Central Committee;
3. The First Vice Chairman shall be a member of the Executive Committee.

C. Second Vice Chairman

1. The Second Vice Chairman shall perform the duties of the Chairman in the absence and/or disability of the Chairman and the First Vice Chairman;
2. The Second Vice Chairman shall perform such other duties as may be assigned by the Chairman, the Executive Committee and/or the Central Committee;
3. The Second Vice Chairman shall be member of the Executive Committee.

D. Secretary

- 1.** The Secretary shall keep proper records of the proceedings of the Central Committee;
- 2.** The Secretary shall be the custodian of all the Central Committee's records and campaign files and shall maintain same at the Central Committee Headquarters;
- 3.** The Secretary shall conduct and/or supervise all necessary correspondence of the Central Committee;
- 4.** The Secretary shall perform such other duties as may be assigned by the Chairman, the Executive Committee and/or the Central Committee;
- 5.** The Secretary shall be a member of the Executive Committee.

E. Treasurer

- 1.** The Treasurer shall receive all monies of the Central Committee and shall deposit all monies, in the name of the Central Committee, in a financial institution(s) designated by the Executive Committee;
- 2.** The Treasurer shall maintain a record of all receipts and expenditures of the Central Committee and make reports of the same to the Central Committee and to such State and Federal agencies as required by law.
- 3.** The Treasurer shall be responsible for the safekeeping of all supplies and effects of the Central Committee and shall cause an inventory of the same to be a part of the Central Committee records;
- 4.** The Treasurer shall pay bills authorized by the Central Committee, by check signed by any of the following:
 - a.** The Treasurer and any of the following:
 - (i)** The Chairman
 - (ii)** The First Vice Chairman

(iii) The Second Vice Chairman

(iv) The Secretary

(v) The Assistant Treasurer

(vi) The Executive Director, or;

b. Any two (2) of the following:

(i) The Chairman

(ii) The First Vice Chairman

(iii) The Second Vice Chairman

(iv) The Secretary

(v) The Assistant Treasurer

(vi) The Executive Director, or;

c. By any Elected Officer of the Central Committee and such other persons authorized by name by the Executive Committee for disbursements of One Hundred Dollars (\$100.00) or less.

5. The Treasurer will make available the financial books and records to the Financial Review Committee;

6. The Treasurer shall cause all financial records of the Central Committee to be made available during usual business hours for review by any Central Committee Member;

7. The Treasurer shall be member of the Executive Committee;

8. Upon request of the Chairman, and at each meeting of the Executive Committee and the Central Committee, the Treasurer shall render a report and account of all his transactions as Treasurer and of the financial condition of the Central Committee;

9 . The Treasurer shall have copies of the Financial Statements available for Central Committee Members at the dais during Central Committee meetings. Central Committee Members may make appointment with the Treasurer to review the records and books.

F. Assistant Treasurer

1. The Assistant Treasurer shall perform the duties of the Treasurer in the absence or disability of the Treasurer;
2. The Assistant Treasurer shall perform such other duties as may be assigned by the Chairman, the Treasurer, the Executive Committee and/or the Central Committee;
3. The Assistant Treasurer shall be a member of the Executive Committee.

G. Sergeant-at-Arms

1. The Sergeant-at-Arms shall be responsible for maintenance of good order and decorum at all meetings of the Central Committee and the Executive Committee;
2. The Sergeant-at-Arms shall perform such other duties of the office as provided by **{Robert's Rules of Order Newly Revised}** ;
3. The Sergeant-at-Arms shall perform such other duties as may be assigned by the Chairman, the Executive Committee and/or the Central Committee;
4. The Sergeant-at-Arms shall be a member of the Executive Committee.

H. Parliamentarian

1. The Parliamentarian shall be appointed by the Chairman with the consent of the Central Committee;
2. The Parliamentarian shall be knowledgeable of the Bylaws, Parliamentary Procedure and the California Election Code;

3. The Parliamentarian shall serve as advisor to the Chairman regarding matters of order and procedure at meetings of the Central Committee and the Executive Committee;
4. The Parliamentarian shall serve as advisor to the members on those matters concerning Bylaws and/or Parliamentary Procedure;
5. The Parliamentarian need not be an Elected Member of the Central Committee;
6. The Parliamentarian, if an Elected Member of the Central Committee, shall be member of the Executive Committee.

I. General Counsel

1. The General Counsel shall be appointed by the Chairman with the approval of the Executive Committee;
2. The General Counsel shall serve as legal counsel to the Chairman and the Central Committee as regards legal affairs of the Central Committee and the Republican Party of Orange County;
3. The General Counsel shall be a duly accredited attorney-at-law and shall not be a Central Committee Member.

J. Executive Director

1. The Executive Director shall be employed and/or appointed by the Chairman with the consent of the Executive Committee;
2. The Executive Director shall perform all duties assigned by the Chairman as regards the affairs of the Central Committee.

ARTICLE VII

Committees

Each Standing Committee shall prepare plans and procedures for carrying out its responsibilities. The Executive Committee shall approve these plan (s). Each Committee shall be responsible for implementing its approved plans and/or procedures. The Standing Committees may adopt standing rules that are not inconsistent with Bylaws;

Each Standing Committee and Ad Hoc Committee shall report on its 1) past and 2) planned activities and 3) any special needs to the Executive Committee in a format and frequency as required by the Executive Committee.

A. Standing Committees

1. Executive Committee

- a.** The Chairman, First Vice Chairman, Second Vice Chairman, Secretary, Treasurer, Assistant Treasurer, Sergeant-at-Arms, and if an Elected Member of the Central Committee, the Parliamentarian shall be Members of the Executive Committee;
- b.** Each assembly district within the county shall be represented on the Executive Committee either by one of the above officers or by an Elected Member elected by the assembly district caucus to represent the assembly district on the Executive Committee;
- c.** In the event of failure of the Elected Members of an assembly district, not represented on the Executive Committee, to agree on a representative to the Executive Committee within sixty (60) days of the Central Committee organizational meeting, the Chairman shall appoint such a representative from said assembly district until such time as the assembly district caucus selects such a representative;
- d .** The Chairman of the Finance Committee and the Precinct Operations Chairman shall be ex officio members of the Executive Committee, and if not an Elected Members of the Central Committee,

shall be ex officio members without voting rights at the Executive Committee;

e. The Chairman may appoint a maximum of two (2) additional Elected Members to serve on the Executive Committee, said appointments are subject to confirmation of the Central Committee;

f. The Executive Committee shall make recommendations on policy and be responsible for carrying out the policy decisions of the Central Committee;

g. The Executive Committee shall be responsible for the administration of the business activities of the Central Committee.;

h. The Executive Committee may, with Central Committee approval, employ or appoint such persons as may be necessary to adequately serve the Republican Party of Orange County;

i. The Executive Committee shall, at the beginning of each calendar year, prepare a financial plan for that year, said plan to include, but not be limited to, an estimate of the cost of operation of the Central Committee, services to candidates, funds available and funds which must be raised. The financial plan must be approved by the Central Committee before it becomes operational;

j. The Executive Committee, in an election year, shall prepare a plan for funds and/or services to be provided to candidates of the Republican Party;

(i) Such plan shall consider input from Cal-Plan, State and Assembly Caucuses, Republican State Central Committee and the Republican National Committee;

(ii) Such plan shall provide for the raising of any funds necessary for its implementation;

(iii) Such plan shall be approved by the Central Committee and put into effect after the primary election;

k. The Executive Committee shall have the authority to expand the funds of the Central Committee in the ordinary operation of the Central Committee activities;

l. The Executive Committee shall consider and approve all indebtedness being incurred, except ordinary and usual expenses. The Chairman shall administer the payment of ordinary and usual expenses;

m. The Chairman may expend emergency funds which must be reported to the Executive Committee at their next meeting;

n. The Executive Committee shall meet monthly; **o.** A quorum of the Executive Committee shall consist of a majority of the Voting Members thereof;

p. The Executive Committee may submit a majority and minority report on any matter to the Central Committee provided that such minority report represents the position of at least four (4) of the voting Members of the Executive Committee.

q. The Executive Committee shall write, and the Central Committee shall adopt, a Political Plan broadly outlining the programs and operations of the Central Committee, which will include those areas covered by the Standing Committees established in these Bylaws. The Plan may cover either a one or two-year period and shall be adopted not later than April following the Organizational Meeting. If a one-year plan is adopted following the Organizational Meeting, a plan covering the second year shall be adopted no later than the following March.

2. Finance Committee

a. The Finance Committee Chairman and its members shall be appointed by the Central Committee Chairman subject to the approval of the Central Committee;

b. The Treasurer and the Assistant Treasurer shall be members of the Finance Committee;

c. Qualifications of and number of members of the Finance Committee are at the discretion of the Central Committee Chairman who shall take into consideration factors such as residence, profession, fund-raising experience and community prestige of the prospective members;

d. The Finance Committee shall prepare a plan or plans for raising funds for the operation of the Central Committee, and financing of political campaigns and necessary allotments to State and National Committees;

e. The Finance Committee plan(s) shall be approved by the Executive Committee and then by the Central Committee;

f. The Finance Committee shall be responsible for the implementation of the plan(s) approved by the Central Committee;

g. The Finance Committee shall meet and report as needed to the Executive Committee and the Central Committee;

h. The Chairman of the Finance Committee shall be an ex officio member of the Executive Committee and if not an Elected Member of the Central Committee shall be an ex officio member without voting rights at the Executive Committee.

3. Precinct Operations Committee.

a. The Precinct Operations Committee Chairman and its members shall be appointed by the Central Committee Chairman, subject to the approval of the Central Committee;

b. Qualifications of and number of members of the Precinct Operations Committee are at the discretion of the Central Committee Chairman who shall take into consideration factors such as experience in campaign and precinct organization, motivation of volunteers and

awareness of the diversity of assets, problems, peculiarities and similarities throughout the county as they affect political campaigns;

c. The Precinct Operations Committee shall recommend a Precinct Operations Plan to recruit, train, organize, and deploy precinct operations personnel to best ensure the election of Republican candidates;

(i) The plan may include other functions and responsibilities as needed to support the Precinct Operations. For example a table of organization, a timetable for achievement and an estimate of funds needed to accomplish its responsibilities and requirements to prepare procedures and guidelines for Precinct Operations;

(ii) This plan will also define the District Chairman and area of jurisdiction ;

(iii) This plan shall be approved by the Executive Committee. 24

d. The Precinct Operations Committee shall be responsible for the implementation of the plan approved by the Executive Committee;

e. The Precinct Operations Committee, unless otherwise expressly authorized by the Central Committee, shall establish a countywide Precinct Operations organization consisting of: 1) District Chairs, 2) City Chairs/City Area Chairs, and 3) Precinct Captains/Precinct workers;

f. The Precinct Operations Committee will determine the jurisdictional boundaries for the Districts. The boundaries shall be based on City boundaries or as otherwise directed.

g. Appointments

(i) With the concurrence of the Central Committee Chairman, the Precinct Operations Committee Chairman shall appoint the District Chairs.;

(ii) With the concurrence of the Precinct Operations Committee Chair, the District Chair shall appoint City Chairs and/or City Area Chairs;

(iii) The City Chair/City Area Chair shall appoint the Precinct Captains;

(iv) The Precinct Captains shall appoint Precinct Workers.

h. Responsibilities

(i) District Chairs

a) The District Chairs shall be responsible for the implementation of the county Precinct Operation Plan within their jurisdictions;

b) District Chairs shall perform such other duties as may be assigned by the Precinct Operation Committee Chair and/or the Precinct Operation Committee;

c) The District Chair may be removed by the Central Committee Chairman;

(ii) City/Chairs / City Area Chairs

a) City Chairs may be responsible for an entire city, and the City Area Chairs may be responsible for portions of one city;

b) The City Chairs / City Area Chairs shall be responsible for the implementation of the county Precinct Operations Plan within their jurisdiction;

c) City Chairs / City Area Chairs may be removed by the appointing authority;

(iii) The Precinct Team consists of the precinct Captains and Precinct workers

a) Precinct Captains shall be responsible for the implementations of the county Precinct Operations Plan within their jurisdiction;

b) Precinct Captains may appoint other volunteers as Precinct Workers within the Precinct, as deemed necessary to assist them in accomplishing their duties;

c) Precinct Captains may be removed by City Chairs / City Area Chairs.

i. All persons appointed to Precinct Captains and above positions within the precinct organization shall be registered Republicans.

Unregistered youths and those registered as No Party Preference (NPP) may volunteer to be precinct workers with a registered Republican vouching for them and with the approval of the Precinct Captain or City Chairman .

j. The Precinct Operations Committee Chairman shall be responsible for files, reports and other materials so as to sustain and improve the Republican Precinct Organization within Orange County;

k. The Executive Committee and the Central Committee, having ultimate responsibility for the election of Republicans in Orange County shall maintain the authority to remove any person within the precinct structure or alter the Precinct Operations Committee plan in order to ensure the election of Republican candidates;

l. The Precinct Operations Committee Chairman shall be an ex officio member of the Executive Committee and if not an Elected Member of the Central Committee shall be an ex officio member of the Executive Committee without voting rights.

4. Ethics Committee

a. The Chairman and members of the Ethics Committee shall be selected by the Chairman of the Central Committee, subject to the approval of the Central Committee:

(i) The Ethics Committee shall consist of not less than nine (9) nor more than eleven (11) members including one (1) person from each assembly district whose qualifications are at the discretion of the Chairman of the Central Committee;

(ii) The Chairman of the Central Committee, in selecting the Ethics Committee, should consider such factors as experience in the political process, respect within the community and the ability to fairly and objectively represent the Republican Party in a respectable manner;

(iii) Only Elected Members can be appointed to the Ethics Committee.

b. The Ethics Committee should encourage all candidates to run ethical and fair campaigns;

c. The Ethics Committee shall prepare a statement of ethics subject to the approval of the Executive Committee, and shall encourage all Republican Candidates to endorse those standards in writing;

d. The Ethics Committee shall prepare Bylaw procedures, subject to the approval of the Executive Committee, which shall include procedures for receiving and adjudicating complaints and for the dissemination of the results of any conclusions reached after a full and formal hearing of any matter;

e. The Ethics Committee shall investigate any written complaints, promptly evaluating all relevant data;

f. The Chairman of the Ethics Committee shall file a written report to the Executive Committee on any matter considered by the Ethics Committee within forty-eight (48) hours of the time a matter is considered;

g. The Chairman and the members of the Ethics Committee shall treat all matters brought before them as confidential until reported to the Executive Committee and until appropriate follow-up action is agreed to by the General Counsel;

h. It is expected that all members of the Ethics Committee will be available with twelve (12) hour minimum notification to consider matters during the five (5) weeks preceding an election.

5. Youth Advisory Committee

a. The Chairman and members of the Youth Advisory Committee shall be appointed by the Chairman of the Central Committee, subject to the approval of the Central Committee;

b. The number of members of the Youth Advisory Committee shall be at the discretion of the Chairman of the Central Committee as shall their qualifications, provided however, that the membership of the Central Committee be adequately acquainted with and representative of Republican youth in general;

c. The Youth Advisory Committee shall be drawn from the entire county as to properly represent the assets, problems and peculiarities within the county from the standpoint of Republican youth;

d. It shall be the responsibility of the Youth Advisory Committee to recommend organizational procedures, programs and techniques which will best promote the Republican Party among young voters;

e. The Youth Advisory Committee shall be responsible for the guidance and development of the Republican Youth Associates of the Committee;

f. The Youth Advisory Committee shall have a sub-committee composed exclusively of Republican Youth Associate Members as referred to herein under the heading "Associate Members." The name of this sub-committee shall be Republican Youth Associates;

- g.** The purpose of the Republican Youth Associates shall be:
- (i)** To promote the principles of the Republican Party among future voters;
 - (ii)** To develop the potential leaders of the Republican Party for succeeding generations;
 - (iii)** To establish a Youth Precinct Organization which will complement the Central Committee's precinct organization;
 - (iv)** To conduct a young speakers' bureau composed of high school and college age youth to represent the Republican Party on a well-planned and coordinated program of speaking engagements;
- h.** Republican Youth Associates shall serve on the Republican Youth Associates sub- committee for a term of at least one (1) calendar year coinciding with the term of the person appointing them;
- i.** Republican Youth Associates must be high school or college age students at the time of appointment and shall be registered Republicans if of voting age.

6. Resolutions Committee

- a.** The Chairman and members of the Resolutions Committee shall be appointed by the Chairman of the Central Committee subject to the approval of the Central Committee;
- b.** The number and qualifications of the members of the Resolutions Committee shall be at the discretion of the Chairman of the Central Committee;
- c.** The Resolutions Committee shall meet as often as required to receive, consider and make recommendations upon proposed resolutions as submitted under Article IX of these Bylaws.

7. Endorsements Committee

This Endorsement Committee is established to provide recommendation for the endorsement of non-partisan local candidates.

- a.** The Chairman and members of the Endorsements Committee shall be appointed by the Chairman of the Central Committee, subject to the approval of the Central Committee ;
- b.** Endorsements Committee members shall be Elected Members of the Central Committee who have the ability to fairly and objectively determine whether the Republican Party should endorse a candidate and ballot measure. Alternates and Ex Officios may not be members of the Endorsements Committee. The Endorsements Committee shall be composed of seven (7) members and a quorum shall consist of a majority of the members;
- c.** The Endorsements Committee shall meet as often as required to receive, consider and make endorsements in accordance with Article XIII of the Bylaws;
- d.** The Endorsements Committee shall prepare endorsement procedures, including criteria and timelines, which shall govern the endorsement process in accordance with Article XIII.

8. Volunteer Committee

- a.** The Chairman and members of the Volunteer Committee shall be appointed by the Chairman of the Central Committee, subject to the approval of the Central Committee;
- b.** The Volunteer Committee shall work with the staff to maintain a list of volunteers, including contact information, for all volunteers and volunteer groups within the county. The listing shall record the name of the volunteers and the source; date recorded, assignments and confirmation of assignments;
- c.** The Volunteer Committee shall maintain contact with all volunteers and volunteer groups to maintain a rapport with them;

d. The Volunteer Committee shall take the lead in recruitment of new volunteers and volunteer groups.

9. Technical and Communication Committee

a. The Chairman and members of the Technical and Communications Committee shall be appointed by the Chairman of the Central Committee, subject to the approval of the Central Committee;

b. The Chairman of the Technical and Communications Committee shall regularly provide an online presence, newsletter and other periodical communications as necessary to ensure the Central Committee's members, volunteers, candidates, elected officials and supporters are well informed of Central Committee's programs, events, and opportunities for participation;

c. The Committee shall keep current with communication technology and methods, and evaluate them for adaptation for the Central Committee functions;

d. The Chairman of the Technical and Communications Committee will assure that all public communications are approved by the Chairman and/or the Executive Committee before release.

10. American Dream Outreach Committee

a. The Chairman and members of the American Dream Outreach Committee shall be appointed by the Chairman of the Central Committee, subject to the approval of the Central Committee;

b. The Committee is responsible to develop, implement and sustain outreach programs to all communities, particularly those that are Democrat strongholds or leaning Democrat;

c. The programs may include communication messages, such as conservative principles and values, how these principles and values relate to the individual in terms of achieving the American Dream, and how these principles and values are reflected in the Republican Party;

d. Committee activities may include attendance of key community events, and through these outreach efforts the Committee will work to develop relationships with community leaders as well as identify potential conservative Republican candidates at the local level for endorsement consideration by the Central Committee.

11. Financial Review Committee

a. The Elected Members of the Financial Review Committee shall be appointed by the individual assembly districts (one member for each assembly district);

b. Annually and in the first quarter of the year, the Financial Review Committee shall review the financial books and records;

c. The Committee shall prepare a Financial Review Plan to be approved by the Executive Committee;

d. The Committee shall make a report and recommendations to the Executive Committee within a month of concluding the review. The report and recommendations will be made available on request for Central Committee Members to review at headquarters;

e. At any time the Financial Review Committee can request a CPA Review.

12. Voter Registration Committee

a. The Chairman and members of the Voter Registration Committee shall be appointed by the Chairman of the Central Committee, subject to the approval of the Central Committee;

b. The Voter Registration Committee shall develop and maintain a countywide registration program that may include signature gatherers and volunteer registration groups, and the committee shall interface with volunteer Republican groups and clubs;

c. The Voter Registration Committee shall recruit, train, organize and deploy volunteers to register Republicans;

d. Develop and maintain a record of registrations obtained by the Central Committee.

B. Ad Hoc Committees

1. The Chairman, with the approval of the Central Committee, may appoint such special committees as may be deemed to be in the best interest of the Central Committee and/or the Republican Party;

2. These special committees may include, but are not limited to, Bylaws Committee, Elections Security Committee, Ethnic Interest Committees and such Ad Hoc Committees designed to carry out special tasks;

3. Each Ad Hoc Committee, when assigned, shall prepare plans and procedures for carrying out their assignment. The Executive Committee shall approve the plans and procedures. The Ad Hoc Committee shall define the end product and methods to obtain the product. The plans and procedures shall also have a schedule and a cost estimate. Each Committee shall be responsible for implementing the approved plans and/or procedures. The Ad Hoc Committees may adopt standing rules not inconsistent with the Bylaws;

4. Each Ad Hoc Committee shall report on its past and planned activities and any special needs to the Executive Committee on a mutually agreed format and frequency.

ARTICLE VIII

Meetings

A. Organizational Meeting

1. Date, Location and Notice of the Organizational Meeting

a. The Central Committee shall meet and hold an organizational meeting on the third Monday in January following the election of new Elected Members to the Central Committee at the direct primary election under Subsection 2 of Section A of Article IV of these

Bylaws (election of members at primary) and the referenced section(s) of the California Elections Code. [7441(b)];

b. The time and location of the organizational meeting shall be determined by rule of the Central Committee or, if no such rule has been adopted, at the direction of the Chairman;

c. The Chairman shall call the organizational meeting by giving written notice to each person elected under subsection 2 of Section A of Article IV of these Bylaws (election of members at primary) and the referenced section(s) of the California Election Code;

d. Such written notice shall be given at least twenty (20) days prior to the date of the organizational meeting and shall include the date, time and location of the organizational meeting;

2. Actions to be taken at the Organizational Meeting

a. All persons present, who were elected to the Central Committee under subsection 2 of Section A of Article IV of these Bylaws (election of members at primary) and the referenced section(s) of the California Election Code, shall take and subscribe to the oath or affirmation provided for in Section 7408 of the California Election Code;

b. The Committee shall then elect a Chairman, and such other officers as set forth in Section A of Article V of these Bylaws (Elected Officers);

c. The Committee may then conduct any other business, as it deems necessary, as it would at any regular meeting of the Committee.

B. Central Committee - General Meeting

The Central Committee shall meet the third (3rd) Monday of each month unless waived by a suspension of these Bylaws or unless an organizational meeting has been held in that month under section A of this Article VIII;

1. A quorum of the Central Committee shall consist of a majority of the Elected Members and Ex Officios either present or represented by his or her Alternate;

2. In the absence of a quorum at any regular monthly meeting of the Central Committee, the Executive Committee may perform such functions as would normally be performed by the Central Committee as a whole.

C. Central Committee - Special Meeting – Chairman

The Chairman may call Special Meetings of the Central Committee at any time provided that written notice of such meetings be sent to all Elected Members, Ex Officios, Alternates and non-voting members at least five (5) days prior to such meeting;

D. Central Committee - Special Meeting – by petition

A Special Meeting may be called by petition, in writing, by one fourth (1/4) of the Elected Members and Ex Officios. Upon receipt of such a petition, the Chairman shall call a Special Meeting as in Section B of this Article;

E. Committee Reports

At all meetings of the Central Committee, the Committee Chairmen shall report on the attendance and activities of their committees;

F. Committee Meeting

Standing and Ad Hoc Committees shall meet as necessary to carry out their responsibilities.

ARTICLE IX

Resolutions

A. Resolution Initiation

All proposed resolutions shall be presented, in writing, to the Chairman of the Executive Committee thirty (30) days prior to the regular meeting of the Central Committee at which action is sought.

B. Referred to Resolution Committee

The proposed resolution shall be referred to the Resolutions Committee for its consideration and recommendation;

1. The Resolutions Committee may rephrase the proposed resolution to reflect those conditions for a resolution as contained in the parliamentary authority;
2. The Resolutions Committee may recommend "for," or "against," or "no-action" on the proposed resolution.

C. Resolution Committee Report

The Resolutions Committee shall report its recommendations to the Central Committee at a regular meeting.

D. Resolution Approval

The proposed resolution must receive a two-thirds (2/3) majority vote of Voting Members present and voting to be approved.

E. Immediate Action

If, in the view of the proponent, a resolution warrants immediate action at a regular meeting of the Central Committee, the proponent of the requested resolution shall submit the resolution in writing to the Secretary for reading to the Central Committee;

1. The Central Committee, by two-thirds (2/3) affirmative vote of Voting Members present and voting, may permit consideration of the proposed resolution without thirty (30) days prior notice and referral to the Resolutions Committee;
2. An urgency resolution shall require a two-thirds (2/3) affirmative vote of Voting Members present and voting to be approved.

ARTICLE X

Local Volunteer Republican Clubs

- A.** The authority to charter and coordinate the activities of a local volunteer Republican Clubs shall be vested in the Executive Committee;
- B.** The Executive Committee may require a local volunteer Republican Club requesting a charter to provide listings of goals, objectives and a copy of the Bylaws of the petitioning group prior to granting a charter;
- C.** The Executive Committee may approve or reject a charter application for a proposed local volunteer Republican Club and may review an existing charter.

ARTICLE XI

Amendments

- A.** These Bylaws may be amended at any regular or special meeting of the Central Committee by a two-thirds (2/3) vote of Voting Members present and voting at such a meeting;
- B.** A proposal to amend these Bylaws shall be deemed out of order unless notification of the proposed amendments shall be given, in writing, to the entire Central Committee at least fourteen (14) days prior to the vote on such amendment.

ARTICLE XII

Authorities

A. Robert 's Rules of Order

The Parliamentary authority for the Central Committee shall be the current edition of **Robert's Rules of Order Newly Revised**,

1. This authority shall determine any question not covered in these Bylaws for procedures or conduct at meetings of the Central Committee and/or any of its committees;
2. These rules may be suspended but not amended at any regular constituted meeting of the Central Committee by two-thirds (2/3) affirmative vote of the Members present;
3. Amendments shall occur only by the procedure set forth in Article XI of these Bylaws.

B. California Election Codes

The statutory authority for the Central Committee shall be the California Election Code, 25 Sections 7400 to 7499.

C. Ranking of Authority

The ranking of authority for the Central Committee in all matters shall be the California Election Code, California Republican Party Bylaws, then these Bylaws, and then Robert's Rules of Order Newly Revised.

ARTICLE XIII

1. Endorsements of Non-Partisan Office and Ballot Measures

- A. Any request for an endorsement from the Central Committee by a candidate for any non-partisan office, or any request for an endorsement of an initiative, referendum, recall, or other ballot measure shall be submitted to the Chairman of the Central Committee. The Chairman shall refer the

endorsement request within seven (7) days to either the Endorsements Committee or directly to the Central Committee. If the Chairman does not take action the endorsement will be forwarded to the Endorsement Committee; as set forth below.

B. For a non-partisan candidate to request the endorsement of the Republican Party of Orange County, he or she must submit, at a minimum, signatures from one third of the voting Members (this includes Elected Members and Ex Officio Members, but not alternates) formally supporting the request for endorsement. For example, “I request that the Central Committee endorse Candidate X for the Office of Y.” The validity of signatures would be confirmed by email to Central Committee members from Republican Party of Orange County personnel, under the direction of the Executive Director and/or the Chairman. If the candidate submits signatures from a majority of voting Members, then the candidate would be considered at the next meeting of the Central Committee for which at least 7 days’ notice can be provided to the Central Committee. If the candidate submits signatures from one third of the voting Members but less than a majority of the voting Members, then the candidate’s request would be referred to the Endorsements Committee by the Chairman, except where one of the following occur: (a) A majority vote by the members of the Central Committee at a regularly scheduled meeting to bring the candidate's endorsement request directly to the Central Committee at their next regularly scheduled meeting; (b) A 2/3 vote by the Central Committee to bring a candidate's request to bypass the endorsement committee and have the candidate's endorsement request be heard by the Central Committee at the meeting in which the vote to hear the endorsement request was made; or, (c) The Chairman sends the candidate directly to the Central Committee for consideration, but the Central Committee may choose to send the candidate back to the Endorsements Committee. A non-partisan candidate is exempt from the signature requirements if: (a) That candidate is an incumbent running for re-election and was previously endorsed by the Central Committee for that office; or, (b) That candidate’s campaign has been targeted by the California Republican Party or the Orange County Republican Party.

C. The Endorsements Committee shall meet to consider any endorsement referred to the Endorsements Committee by the Chairman and, it shall make recommendations regarding any such endorsement to the Central Committee;

D. The procedures the Endorsements Committee will follow to make endorsement recommendations, including criteria for endorsements and timelines, must be approved by a majority of the Voting Members present and voting no less than 180 days before the date of the election. If procedures specific to any particular election cycle have not been adopted, the procedures in place during the prior election will control;

E. Endorsement requests by candidates shall only be considered under the following circumstances:

- 1.** The request for an endorsement must be in writing and signed by the candidate.
- 2.** The signature requirements set forth in paragraph B above must be satisfied or excused pursuant to that paragraph.
- 3.** Information must be obtained on the questionnaire provided by the Central Committee and signed by the candidate, which indicates the candidate's positions as they relate to the California Republican Party Platform, issues important to the Central Committee, and the candidate's involvement with the Central Committee.

F. No endorsement can be considered except upon email or other written notice to the Central Committee Members at least seven days in advance of the Central Committee meeting at which the endorsement will be considered. All information obtained from a candidate pursuant to Section E must be available to the Central Committee Members at the time of the notice;

G. An Elected Member of the Endorsements Committee who is an employee, paid consultant, or has any other financial interest in the campaign of the candidate or ballot measure being considered shall not vote on the endorsement. Any Central Committee Elected Member, or that

Elected Member ' s Alternate, or any other person, who has such a financial interest, must disclose the financial interest at the beginning of any remarks related to an endorsement at an Endorsements Committee or Central Committee meeting;

H. Endorsements by the Central Committee shall only be granted upon a two-thirds affirmative vote of the Voting Members present and voting;

I. Only registered Republicans can receive an endorsement by the Central Committee; a candidate shall not be considered for an endorsement by the Central Committee if the candidate has endorsed a non-Republican against the Central Committee's endorsed Republican candidate in any race after December 1, 2015 in which the non-Republican filed for the same seat as the Central Committee's endorsed Republican candidate.

1. Once the Central Committee endorses a Republican candidate in any race, a candidate who had previously endorsed a non-Republican for that same seat before the Central Committee had endorsed, that candidate has no more than 24 hours in which to publically remove their endorsement of that non-Republican candidate. A candidate who fails to act in accordance with this paragraph shall not be considered for endorsement by the Central Committee.

2. A candidate's endorsement shall be revoked by the Chairman if after being endorsed by the Central committee, that candidate endorses a non-Republican against the Central Committee's endorsed Republican candidate in any race or if that candidate fails to act in accordance with paragraph 1.

3. With the consent of the Executive Committee, the Chairman may authorize the expenditure of Central Committee resources to campaign against a candidate whose endorsement was revoked pursuant to this subsection.

4. For purposes of this subsection, in a race with multiple seats, "same seat" shall refer to the number of seats available; if the number of seats available exceeds the number of candidates endorsed by the

Central Committee, then an applicant may still be considered for endorsement by the Central Committee if there are enough seats available that the applicant's non-Republican endorsee(s) and the Central Committee's endorsee(s) could all be elected.

J. Endorsement in multiple seat races should not exceed the number of seats currently listed on the election ballot.

K. Notwithstanding ARTICLE XII (A)(1) of these Bylaws, this article cannot be suspended, and no endorsements shall be considered or voted upon by the Central Committee in a manner inconsistent with this article.

2. Endorsement of Partisan Office

A. The Central Committee may endorse in favor of a candidate, or against a candidate, in a partisan race for either a primary election or general election, pursuant to these provisions.

B. An endorsement in favor of a candidate or against a candidate will require a two-thirds (2/3) vote of the members of the Central Committee present and voting. The Central Committee may, by a 2/3 vote of those present and voting at a meeting of the Central Committee, withdraw any endorsement previously made by the Central Committee. No vote on endorsement for any partisan office may take place more than 150 days before a primary or general election, except where and when: (1) the OCGOP (determined by the Executive Committee) or the California Republican Party has officially designated a partisan office for that one single election as being a "targeted Race"; and, (2) either: (a) where the individual to be endorsed is a current Republican officeholder; or (b) where there is no Republican incumbent. Any partisan endorsement may be revoked by a majority vote at any meeting of the Central Committee upon recommendation by the Chairman, without prior notice, or upon the recommendation of any Elected Member or Ex Officio Member of the Central Committee, upon 14 days prior written notice to all Elected Members and Ex Officio Members of the Central Committee.

C. The ordinary process for a partisan endorsement shall commence if the Chairman of the Central Committee receives a request for endorsement from a Republican candidate. For a partisan candidate to request the endorsement of the Republican Party of Orange County, he or she must submit, at a minimum, signatures from one third of the voting Members (this includes

Elected Members and Ex Officio Members, but not alternates) formally supporting the request for endorsement. For example, “I request that the Central Committee endorse Candidate X for the Office of Y.” The validity of signatures would be confirmed by email to Central Committee members from Republican Party of Orange County personnel, under the direction of the Executive Director and/or the Chairman. If the candidate submits signatures from a majority of voting Members, then the candidate would be considered at the next meeting of the Central Committee for which at least 7 days’ notice can be provided to the Central Committee. If the candidate submits signatures from one third of the voting Members but less than a majority of the voting Members, then the candidate’s request would be referred to the Endorsements Committee by the Chairman, except where one of the following occur: (a) A majority vote by the members of the Central Committee at a regularly scheduled meeting to bring the candidate's endorsement request directly to the Central Committee at their next regularly scheduled meeting; (b) A 2/3 vote by the Central Committee to bring a candidate's request to bypass the endorsement committee and have the candidate's endorsement request be heard by the Central Committee at the meeting in which the vote to hear the endorsement request was made; or, (c) The Chairman sends the candidate directly to the Central Committee for consideration, but the Central Committee may choose to send the candidate back to the Endorsements Committee. A partisan candidate is exempt from the signature requirements if: (a) That candidate is an incumbent running for re-election and was previously endorsed by the Central Committee for that office; (b) That candidate’s campaign has been targeted by the California Republican Party or the Orange County Republican Party; or, (c) The request qualifies as a “late or quick endorsement” as set forth in this Article.

D. Once the Chairman receives the request, the Chairman must do the following:

1. Within three business days of receipt, notify all Central Committee members, in writing, of the potential for an endorsement vote;

2. A candidate questionnaire, which will be prepared by the Executive Committee, or those to whom it delegates that task, will be provided to all Republican candidates for that office. Only candidates who completely answer and then sign the questionnaire completely will be considered for endorsement. Republican incumbents who are holding partisan office and running for re-election are excused from the questionnaire requirement.
3. If the next Central Committee meeting is more than 14 days away, then a candidate forum must be scheduled for the next Central Committee meeting.
4. If the next Central Committee meeting is less than 14 days away, then a candidate forum must be scheduled for the following Central Committee meeting. Alternatively, the Chairman of the Central Committee may schedule a special meeting, but such special meeting may be held no sooner than 14 days after the receipt of the endorsement request and written notice to all Central Committee members.
5. Only candidates who submit the signatures required by Section C above at least 7 days before the meeting may be considered for endorsement.

E. Before a motion to endorse or oppose a candidate in a partisan race shall be in order, all known Republican candidates for that seat shall be invited to speak before the Central Committee in a candidate forum.

F. The format of a candidate forum shall be determined by the Chairman, subject to approval of the Executive Committee. The Central Committee shall be advised of the approved format at least seven (7) days prior to the meeting at which the forum will occur.

G. Subsequent to a candidate forum for a particular seat, it shall be in order at that meeting or any subsequent meeting of the Central Committee for a motion to endorse in favor of or against a candidate for that seat, as long as

the other requirements set forth above are satisfied (including, but not limited to, the signature requirement and the questionnaire requirement).

H. Rules of debate at the Central Committee meeting for a vote on a partisan endorsement request shall be determined prior to the Central Committee meeting by the Chairman, subject to the approval of the Executive Committee. Rules of debate can be amended by a majority vote of those present and voting at the Central Committee meeting.

I. Late/Quick Endorsements –

1. Should the Chairman or a majority of the Executive Committee determine that a late or quick endorsement or opposition needs to be considered by the Central Committee in a short time frame, they may call a special meeting of the Central Committee for that purpose on at least 24 hours' notice. Notice shall be provided by both email and telephone call. (To be considered for California Republican Party endorsement, at least five days' notice is required.)
2. A quorum for such a special meeting shall be the same as a quorum of a standard Central Committee meeting. At the discretion of the Chairman or the Executive Committee, voting and debate may be permitted by telephonic or electronic means.
3. A 2/3 vote of those present and voting will be required for an endorsement for or against any candidate. Telephonic votes must be cast by roll call.
4. Except for the notice requirement and manner of participation, all other rules applicable to partisan endorsements shall apply to the Late/Quick Endorsements process.

J. A candidate who does not appear before the Central Committee for the candidate forum may not be considered for endorsement. However, the Chairman or Executive Committee may allow such appearance by telephone or electronic means or by representative under extraordinary circumstances or when a legislator is away on government business.

K. A candidate who does not fill out and sign the questionnaire shall not be eligible for endorsement. Republican incumbents who are holding partisan office and running for re-election are excused from the questionnaire requirement.

L. All candidate questionnaires will be kept at headquarters and made available for viewing by Central Committee Members and Alternates. One or more copies shall also be made available at the Central Committee meeting where the vote occurs. Additional copies will be made at the discretion of the Chairman and the Executive Committee.

M. Should a candidate endorsed by the Central Committee cease to be a registered Republican, the endorsement shall become null and void. This will be communicated by registered mail and e-mail to the candidates pursuant to the endorsement procedure outlined above.

N. If the party endorses a candidate for the primary election who does not make it to the runoff, the party may reconvene to consider supporting or opposing a candidate in the general election as set forth in this Article.

O. If the relevant requirements are satisfied, the Chairman will formally request that the California Republican Party also endorse the candidate.

P. Except as otherwise set forth in this ARTICLE XIII, Section 2, the procedures for partisan endorsements, including criteria for endorsements and timelines, must be approved by a majority of the Voting Members present and voting no less than 90 days before the date of the election. If procedures specific to any particular election cycle have not been adopted, the procedures in place during the prior election will control.

Q. Endorsement in multiple seat races should not exceed the number of seats currently listed on the election ballot.

R. Notwithstanding ARTICLE XII(A)(I) of these Bylaws, this article cannot be suspended, and no endorsements shall be considered or voted upon by the Central Committee in a manner inconsistent with this article.

ARTICLE XIV

2. Republican Party Brand

A. Chairman of the Party shall determine the manner of the use of the Party Logo considering the following:

1. Consistency of the Brand
2. All endorsed candidates must sign a license agreement regarding the BRAND
3. Exactly which BRAND(s) can be used
4. Control BRAND with all media, such as print/mail, Video, electronic, web based and social media.
5. Require the use of slogan in conjunction with the BRAND.

B. The Chairman shall be responsible in enforcing the BRAND requirements