



SAN FRANCISCO REPUBLICAN PARTY BYLAWS

As adopted by the San Francisco Republican Party Central Committee
As amended 03-04-2009; 07-23-2011; 01-09-2013; 11-16-2016; 01-06-2017; 09-11-2019;
03-04-2022; 09-20-2022; 01-03-2023; 11-04-2023; 03-18-2024; 01-01-2025; 3-05-2025; and
04-02-2025.

ARTICLE I – PREAMBLE

Section 1: Official San Francisco Republican Party (the “SFGOP”)

The San Francisco Republican County Central Committee (the “Committee”) is the official political organization affiliated with the California Republican Party representing registered Republicans residing in the City and County of San Francisco.

Section 2: Powers vested

All powers of the SFGOP are vested in and may only be exercised by the Committee except as expressly provided in these Bylaws. The Committee shall have charge within the City and County of San Francisco of the Republican Party’s campaigns supporting candidates for local elected office and, under the general direction of the California Republican Party, of the Republican Party’s campaigns supporting candidates for state elected offices.

Section 3: Mission statement

The mission of the SFGOP is to win elections to advance core Republican values, as articulated in and by the leadership, history, texts, and traditions of the Republican Party. The mission of the Committee is to help the SFGOP win elections.

ARTICLE II – COUNTY CENTRAL COMMITTEE

Section 1: Member eligibility

- A. No person is eligible for election to the Committee as a member if he has not been a registered Republican for the ninety (90) calendar days prior to delivering to the San Francisco Department of Elections all documentation and materials required by applicable law to stand for election to the Committee, inclusive of the date of delivery.
- B. No person is eligible for appointment to the Committee as a member if (a) he has not been a registered Republican for the ninety (90) calendar days prior to his appointment in accordance with these Bylaws, inclusive of the date of appointment, or (b) he was removed as a member of the Committee in accordance with Article II, Section 4 of these Bylaws and no Organizational Meeting has occurred since that removal.

Section 2: Committee of private political party

Members of the Committee hold office in a private political party. Neither the SFGOP nor the Committee is a public agency. Members of the SFGOP are not public officers.

Section 3: Term of members

- A. Elected members of the Committee shall assume office upon the convening of the first meeting of their term (the “Organizational Meeting”), which is to be held on the first non-holiday Wednesday of the January following certification of their election by the San Francisco Department of Elections or an authorized official thereof, and shall be entitled to serve in office until the convening of the next Organizational Meeting.
- B. Appointed members of the Committee shall assume office upon their appointment in accordance with these Bylaws, and shall be entitled to serve in office until the convening of the next Organizational Meeting.
- C. Ex officio membership in the Committee shall be determined as set forth in Division 7, Part 3 of the California Elections Code and enjoy all rights and privileges set forth thereunder.

Section 4: Removal and censure

- A. The Committee may remove or censure any member, other than an ex officio member, who during his term of office:
 - i. violates these Bylaws repeatedly and maliciously;

- ii. interrupts the business of the Committee in a repeated and continuing manner;
or
 - iii. engages in any other behavior for which the Committee is permitted by applicable law to remove or censure a member.
- B. A motion for removal or censure of a member (the “First Motion”) may be made at any regularly scheduled meeting of the Committee, except the Organizational Meeting. The First Motion shall contain allegations consisting of an articulable, factual basis for removal or censure. If the First Motion passes, the Committee shall discuss the removal or censure at its next regularly scheduled meeting. If the subject member is present at the meeting at which the First Motion passes, he shall be deemed duly notified; if the member is not present, the Committee shall notify him within forty eight (48) hours of the meeting’s adjournment.
- C. At the following meeting, discussion of the removal or censure of the member shall occur in closed session. Both the member subject to removal or censure and the mover of the First Motion shall have the opportunity to present oral and documentary evidence relevant to the allegations and to call and examine witnesses. All members shall have the opportunity to examine evidence and to pose up to two minutes of questions to the member subject to removal or censure, the mover of the First Motion, and each witness, respectively. At the conclusion of discussion, a second motion (the “Second Motion”) may be made to remove or censure the member.
- D. Passage of the Second Motion shall require a Two-Thirds ($\frac{2}{3}$) Vote, but no fewer than thirteen (13) votes. The member shall be immediately deemed removed or censured upon passage of the Second Motion.
- E. A member may not be subject to removal or censure twice for the same act, nor may a failed motion for removal or censure be reconsidered or revived, nor may any act or omission relating to a failed motion for removal or censure form the basis of a future motion for removal or censure.
- F. For the avoidance of doubt, the California Evidence Code, the California Code of Civil Procedure, nor any other procedural codes shall apply to the procedures or discussions set forth in this Article II, Section 4.

Section 5: Vacancies

In the event of a vacancy on the Committee, notice of (i) the vacancy, and (ii) an election to fill the vacancy shall be provided by the Chair, or other presiding officer, at the Organizational Meeting or a regularly scheduled meeting of the Committee. The election to fill the vacancy shall

occur at the next regularly scheduled meeting of the Committee.

Section 6: Alternates

- A. Each member may appoint one alternate, and only one alternate at any given time, by providing notice of the appointment to the Chair or the Secretary; provided, however, that the Committee reserves the right to reject, by Two-Thirds ($\frac{2}{3}$) Vote and no fewer than thirteen (13) votes, the appointment of any alternate for any length of time, except as expressly prohibited by the California Elections Code. For the avoidance of doubt, a member who holds more than one seat on the Committee may only appoint one alternate.
- B. An alternate shall serve from the time of his appointment until the appointment is rescinded by the appointing member or the appointing member no longer serves on the Committee, and shall enjoy the same privileges and be subject to the same rules as an elected, appointed, or ex officio member, except as otherwise provided by applicable law or in this Article II, Section 6.
- C. An alternate shall not be counted as present on behalf of the appointing member for attendance, quorum, or voting purposes at more than two (2) regularly scheduled meetings of the Committee during any calendar year; provided, however, that this provision shall not apply to the alternate of an ex officio member who is also an incumbent officeholder of any of the offices listed Sections 7404 and 7405 of the California Elections code at the time of the meeting.
- D. An alternate:
 - i. may not be a member occupying another seat on the Committee;
 - ii. may vote only in the absence of the member who appointed him;
 - iii. may not serve as or perform the functions of an officer of the SFGOP;
 - iv. must reside in San Francisco County;
 - v. may serve as an alternate for only one member at any meeting of the Committee; and
 - vi. for the avoidance of doubt, must reside in the district of the appointing power, except as otherwise provided by applicable law.

Section 7: Meetings, generally

A. Notice and agenda

- i. Notice shall be provided to all members of the time and place of any meeting of the Committee at least four (4) calendar days in advance, and inclusive of the date, of the meeting.
- ii. An agenda must be provided to all members at least four (4) calendar days in advance, and inclusive of the date, of the meeting. The agenda may be provided by the same means as any notice under these Bylaws. Without prejudice to any rights that a member may have under these Bylaws or applicable law to raise new items under a section of the agenda reserved therefor, the Committee may not act on any item that does not appear on the agenda without amendment of the agenda by Majority Vote; provided, however, that a Two-Thirds ($\frac{2}{3}$) Vote shall be required to amend the agenda with respect to the disbursement of funds or the making of endorsements.

B. Quorum

- i. At any meeting, a quorum is achieved by the presence of a majority of elected or appointed members or their alternates. For the avoidance of doubt, the foregoing determination is made exclusive of ex officio members or their alternates.
- ii. No official business or votes may be undertaken, except to recess, adjourn, or take such other action as the Parliamentary Authority permits in the absence of a quorum, at a meeting unless a quorum has been declared and during such time as a quorum exists. If a quorum is successfully challenged by a motion of the members at any point in a meeting, the meeting shall be either recessed or adjourned.

C. Voting

- i. Every member, including any member who holds more than one seat on the Committee, shall be entitled to only one vote.
- ii. Unless otherwise provided in these Bylaws, all motions of the Committee shall require a Majority Vote.
- iii. In elections or endorsement contests under these Bylaws involving more than two (2) candidates, if no candidate receives the requisite votes on the first ballot, then a run-off election or endorsement contest shall be held immediately between the two (2) candidates who received the most votes.

- iv. In elections or endorsement contests under these Bylaws involving two (2) or fewer candidates, if no candidate receives the requisite votes, then the office shall remain vacant or no endorsement shall be made, unless and until a motion is duly made and passed to reconsider the election or endorsement contest.
- v. A Majority, Two-Thirds ($\frac{2}{3}$), or Three-Fifths ($\frac{3}{5}$) Vote is determined in reference to the number of members present and voting. A vote by any member to “abstain” shall mean that, with respect to the given motion, that member is not considered to be present and voting; provided, however, that a vote by any member to take “no position” shall not have the foregoing effect.

D. Action by unanimous written consent

- i. Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if all elected or appointed members, exclusive of alternates, consent in writing to such action. The written consents shall be filed with the minutes of proceedings and shall have the same force and effect as a vote taken at a duly convened meeting.

E. Electronic and hybrid meetings

- i. Meetings of the Committee may be conducted electronically, in whole or in part, including but not limited to teleconference, video conference, or other online communication platform, provided that all participants can hear and be heard simultaneously. Participation in an electronic meeting shall constitute presence in person for attendance, quorum, and voting purposes. The method of electronic participation shall be determined by the Chair and communicated in advance to all participants.
- ii. Members may participate in up to six (6) meetings per calendar year remotely through teleconference, video conference, or other electronic means that allow all participants to communicate effectively, and be considered present for attendance, quorum, and voting purposes; provided, however, that the Executive Committee may in its discretion and upon notice provided at least four (4) calendar days in advance, and inclusive of the date, of any given meeting require in-person participation by members for attendance, quorum, and voting purposes at such meeting.
- iii. Members may not participate and shall not be considered present for attendance, quorum, or voting purposes in an Organizational Meeting remotely through teleconference, video conference, or any means other than in person.

- iv. Members participating remotely waive any right under these Bylaws, applicable law, or otherwise to cast their vote on any item before the Committee by secret ballot, unless an electronic secret ballot system has been implemented.

F. Conduct and public attendance

- i. Meetings of the Committee shall generally be open to the public; provided, however, that the Committee may at its discretion restrict from attending, or remove from, a meeting any person who is not a member of the Committee.

Section 8: Regularly scheduled and special meetings

- A. Regularly scheduled meetings of the Committee shall be held on the first non-holiday Wednesday of each month following the Organizational Meeting, subject to change or cancellation by the Executive Committee.
- B. A special meeting may be called by the Chair, by majority vote of the Executive Committee, or by written request, delivered to the Chair, of a majority of the members of the Committee.
- C. Regularly scheduled and special meetings may be held at a location anywhere within the City and County of San Francisco.

Section 9: Organizational Meetings

- A. The first meeting at which elected members of the Committee assume office is the Organizational Meeting.
- B. Notice of the Organizational meeting shall be delivered to all members and members-elect by the person serving as Secretary of the Committee immediately prior to the convening of the Organizational Meeting. A copy of these Bylaws shall be attached to the notice.
- C. The agenda of the Organizational Meeting shall be: Call to order; pledge of allegiance; roll call; election of the Chair; election of the Secretary; election of other officers as set forth below; and required notices.
- D. The presence of an alternate shall not be counted towards a quorum and no alternate shall be eligible to vote at an Organizational Meeting.
- E. The Organizational Meeting shall be presided over by an Organizational Chair from either Assembly District 17 or Assembly District 19 on a rotating basis (the "Organizational Assembly District"). In 2017, the Organizational Assembly District shall

be Assembly District 19. The candidate who (i) is from the Organizational Assembly District, and (ii) received the highest number of votes in the most recent election to the Committee shall serve as Organizational Chair. If this person is unable or unwilling to serve as Organizational Chair, then the candidate who received the second highest number of votes shall serve.

- F. The Organizational Chair shall appoint an Organizational Meeting secretary from among the current elected members.
- G. All votes cast at the Organizational Meeting shall be by secret ballot.
- H. In the event of any conflict between the provisions set forth in this Article II, Section 9 and those set forth elsewhere in these Bylaws, the former shall prevail during an Organizational Meeting.

Section 10: Endorsement Meetings

- A. The Vice Chair of Political Affairs may organize, convene, and preside over meetings of the Committee to endorse candidates and propositions ("Endorsement Meetings"). The official endorsement of a candidate or proposition by the SFGOP may only be determined at an Endorsement Meeting.
- B. All endorsements shall require a Three-Fifths ($\frac{3}{5}$) Vote, but no fewer than thirteen (13) votes.
- C. Any member may move (i) that the Committee go into closed session for any portion of an Endorsement Meeting, and/or (ii) cast votes at the meeting by secret ballot.
- D. An Endorsement Meeting may be combined with an otherwise duly noticed and convened regularly scheduled or special meeting of the Committee.
- E. The SFGOP shall endorse a viable Republican candidate in nonpartisan elections. If (i) there is no viable Republican candidate, (ii) the election is for multiple seats, or (iii) the election is determined by ranked choice voting, then the SFGOP may also endorse viable non-Republican candidates most likely to advance core Republican values.
- F. For the avoidance of doubt, the SFGOP may provide additional information to voters, including but not limited to suggested rankings in a multiple-seat or ranked choice voting election, by Majority Vote, but no fewer than thirteen (13) votes, taken at an Endorsement Meeting.

- G. In the event of any conflict between the provisions set forth in this Article II, Section 10 and those set forth elsewhere in these Bylaws, the former shall prevail during an Endorsement Meeting or the portion of a regularly scheduled or special meeting devoted to the business of an Endorsement Meeting.

ARTICLE III – EXECUTIVE COMMITTEE

Section 1: Composition

- A. The officers of the Committee, who are also members of the Executive Committee, shall be the Chair, Treasurer, Secretary, First Vice Chair, Vice Chair – Finance, Vice Chair – Special Events, Vice Chair – Political Affairs, Vice Chair – Volunteer Activities, and Vice Chair – Communications.
- B. All officers except the Chair may appoint a deputy. The deputy must be a member of the Committee and shall serve as deputy at the pleasure of the appointing Officer. The deputy may serve as an alternate for the officer on the Executive Committee and shall exercise such powers and authorities as are determined by the appointing Officer in accordance with these Bylaws.

Section 2: Removal

Any officer may be removed from his position by Three-Fifths ($\frac{3}{5}$) Vote of the Committee, but no fewer than thirteen (13) votes.

Section 3: Meetings, generally

- A. Notice and agenda
- i. Notice shall be provided to all members, officers, and deputies of the time and place of any meeting of the Executive Committee at least four (4) calendar days in advance, and inclusive of the date, of the meeting.
 - ii. An agenda shall be delivered to all members, officers, and deputies at least four (4) calendar days in advance, and inclusive of the date, of the meeting. The agenda may be provided by the same means as any notice under these Bylaws. The officers may not act on any item that does not appear on the agenda without amendment of the agenda by a majority vote of the officers. The Chair shall prepare the agenda and include any item thereon reasonably requested by an officer.

- iii. Upon written consent from two-thirds ($\frac{2}{3}$) of the officers delivered to the Chair, notice of a special meeting of the Executive Committee may be delivered by telephone at least twenty four (24) hours in advance of the convening of the meeting, and no other provisions or requirements regarding notice set forth in these Bylaws shall apply. An agenda for the special meeting shall be delivered to all members, officers, and deputies within four (4) hours of delivery of the foregoing notice.

B. Quorum

- i. At any meeting of the Executive Committee, a quorum is achieved by the presence of a majority of the officers.

C. Voting

- i. Every officer, including any officer who holds more than one seat on the Executive Committee, shall be entitled to only one vote.
- ii. Unless otherwise provided in these Bylaws, all motions of the Executive Committee shall require a Majority Vote.
- iii. A Majority, Two-Thirds ($\frac{2}{3}$), or Three-Fifths ($\frac{3}{5}$) Vote is determined in reference to the number of officers present and voting. A vote by any officer to “abstain” shall mean that, with respect to the given motion, that officer is not considered to be present and voting; provided, however, that a vote by any officer to take “no position” shall not have the foregoing effect.

D. Action by unanimous written consent

- i. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if all officers or their alternates consent in writing to such action. The written consents shall be filed with the minutes of proceedings and shall have the same force and effect as a vote taken at a duly convened meeting.

E. Electronic and hybrid meetings

- i. Meetings of the Executive Committee may be conducted electronically, including but not limited to teleconference, video conference, or other online communication platform, provided that all participants can hear and be heard simultaneously. Participation in an electronic meeting shall constitute presence in person for attendance, quorum, and voting purposes. The method of

electronic participation shall be determined by the Chair and communicated in advance to all participants.

F. Conduct and member attendance

- i. Meetings of the Executive Committee shall generally be open to members of the Committee; provided, however, that the Executive Committee may at its discretion restrict from attending, or remove from, a meeting any person who is not an officer.

Section 4: Regularly scheduled and special meetings

- A. Regularly scheduled meetings of the Executive Committee shall be held each month following the Organizational meeting, subject to change or cancellation by the Executive Committee.
- B. Special meetings of the Executive Committee may be called by the Chair, by majority vote of the Executive Committee, or by written request, delivered to the Chair, of a majority of the members of the Executive Committee.
- C. Regularly scheduled and special meetings may be held at a location anywhere within the City and County of San Francisco.

Section 5: Chair

The Chair is the chief executive officer and chief spokesperson of the SFGOP. Subject to the general direction and guidance of the Committee and in coordination with the Executive Committee, the Chair shall:

- A. provide general oversight for the good order and functioning of the SFGOP, execute decisions on behalf thereof, and perform all other duties assigned by law, these Bylaws, and the Bylaws of the California Republican Party;
- B. on an annual basis submit a written report to the Committee regarding the general state of the SFGOP;
- C. on an annual basis, present to the Committee an annual budget for approval and, as needed from time to time, obtain from the Executive Committee approval for any expenditures or financial transactions that materially depart from the foregoing budget;
- D. serve as ex officio member of all sub-committees created by the Committee or Executive Committee;

- E. have the power to appoint persons to perform administrative tasks for the SFGOP, subject to the approval of the Executive Committee;
- F. have the power to appoint a member of the Committee to perform any tasks, functions, or duties that an officer is failing to perform, until such time as said officer resumes performance or is removed;
- G. preside over all meetings of the SFGOP; and
- H. appoint an Acting Chair when both the Chair and the First Vice Chair are not available to attend a meeting. If both the Chair and the First Vice Chair are not available to attend a meeting and the Chair fails to appoint an Acting Chair, the Executive Committee shall by Majority Vote appoint an Acting Chair.

Section 6: Treasurer

The Treasurer is the chief financial officer of the SFGOP. Subject to the general direction and guidance of the Committee and in coordination with the Chair and the Executive Committee, the Treasurer shall:

- A. in accordance with generally accepted accounting practices: provide oversight of the financial activities of the SFGOP to ensure that (i) adequate and correct accounts of all of the properties and business transactions of the SFGOP, including its assets, liabilities, receipts, and disbursements, are maintained; (ii) all expenditures by the SFGOP have been made in accordance with a budget approved by the Committee; (iii) that the assets of the SFGOP are protected; and (iv) that federal, state, and local campaign finance reports and tax returns are prepared and records are maintained in compliance with such laws;
- B. prepare monthly and annual financial reports for the Committee;
- C. be a co-signer, with the Chair, on all accounts of the SFGOP; and
- D. prepare or revise a written financial management and procedure policy for the SFGOP, to be approved by a majority of the Executive Committee.

Section 7: Secretary

- A. The Secretary shall:
 - i. maintain records and archives of the SFGOP, including a database of all current members of the Committee;

- ii. upon request, notice properly called meetings, secure meeting locations selected by the Chair, and keep minutes;
 - iii. timely inform elections officials, the California Republican Party, and the Republican National Committee, as needed, of any changes to the membership of the Committee, and otherwise ensure that all required reports, except financial reports, are submitted to and kept current with the foregoing bodies; and
 - iv. maintain the official calendar of the SFGOP.
- B. All information required to be delivered to the Secretary shall be in an electronic format, if so reasonably requested by the Secretary.
 - C. The Secretary shall allow inspection of all records and archives by any member upon reasonable notice.

Section 8: First Vice Chair

- A. The First Vice Chair shall perform (i) the duties of the Chair in the absence or the disability of the Chair, and (ii) such other duties as may be assigned by the Chair, the Executive Committee and/or the Committee.
- B. Upon the resignation, removal, or permanent incapacity of the Chair, the First Vice Chair shall assume the office and duties of the Chair, pending the election of a new Chair to be held within 45 days, inclusive of the date of assumption, thereof.

Section 9: Vice Chair – Finance

The Vice Chair – Finance shall raise funds to advance the mission of the SFGOP, and is responsible for the development of a fundraising plan in furtherance thereof in consultation with the Committee and to be approved by the Executive Committee.

Section 10: Vice Chair – Special Events

The Vice Chair – Special Events shall plan, organize, and coordinate all official SFGOP events, and is responsible for the development of an events plan in furtherance thereof in consultation with the Committee and to be approved by the Executive Committee.

Section 11: Vice Chair – Political Affairs

The Vice Chair – Political Affairs shall (i) collect and report to the Committee relevant political news, analysis, statistics, and results, (ii) identify and develop target issues, candidates, and elections, (iii) coordinate with endorsed candidates and ballot measures and provide resources thereto, (iv) organize and preside over the endorsement process; (v) educate Republican voters on local political matters and upcoming elections; (vi) support the Committee’s efforts to organize and mobilize Republican voters; and (vii) lobby on behalf of the SFGOP.

Section 12: Vice Chair – Volunteer Activities

The Vice Chair – Volunteer Activities shall create and maintain a network of volunteers to advance the mission of the SFGOP, and shall support the Committee’s efforts to organize and mobilize Republican voters.

Section 13: Vice Chair – Communications

The Vice Chair – Communications shall develop and execute a media strategy to advance the mission of the SFGOP, including but not limited to maintaining a roster of press contacts, interacting with and providing statements to the press, and promoting the SFGOP through a variety of media channels.

Section 14: Resolutions Committee

Unless a separate Resolutions Committee is established by the Committee, the Executive Committee shall function as the Resolutions Committee. The Resolutions Committee shall consider all resolutions submitted by members of the Committee. Resolutions approved by the Resolutions Committee shall require a Majority Vote by the Committee for adoption. Resolutions not approved by the Resolutions Committee shall require a Three-Fifths (⅔) Vote.

ARTICLE IV – DUTIES AND GENERAL CONDUCT

Section 1: Collegiality

Members shall refrain from direct personal attacks on the character, intelligence, physical appearance, mannerisms, sex, sexual orientation, race, ancestry, color, creed, or religion of other members; refrain from physical, written, and verbal harassment of other members; respect the privacy of other members and not disseminate the personal information thereof or use said personal information for activities not directly related to SFGOP business; and generally comport themselves in a manner befitting a public representative of the SFGOP.

Section 2: Confidentiality

Members shall maintain the confidentiality of all strategies, plans, trade secrets, and proprietary information of the SFGOP.

Section 3: Speaking for the SFGOP

Only the Chair, his designee, and the Vice Chair – Communications may speak on behalf of the SFGOP. All other members shall refrain from making public comments that suggest or imply that a personal position they hold is the official position of the SFGOP, unless such position has been duly adopted or resolved by the Committee.

Section 4: Advancing the mission of the SFGOP

Every member shall be personally responsible for advancing the mission of the SFGOP by fundraising, volunteering, registering voters, gathering signatures, or otherwise devoting material resources or efforts to official SFGOP activities. Every member shall adhere to the highest standards of trust and integrity, confine their official acts to those authorized to them under these Bylaws and by applicable law, serve the interests of all Republicans, and avoid acts of favoritism towards special interests or use of the Committee for personal advantage.

ARTICLE V – CHARTERING REPUBLICAN VOLUNTEER CLUBS

Section 1: Qualifications

A Republican volunteer club (a “Club”) may be chartered by the SFGOP upon Two-Thirds ($\frac{2}{3}$) Vote of the Committee, having presented to the Executive Committee written evidence that the following criteria have been met:

- A. The Club has at least eight (8) members.
- B. The Club holds regularly scheduled meetings at least four times per year.
- C. The Club has a current set of Bylaws that are not in conflict or inconsistent with these Bylaws.
- D. The Club is in compliance with all chartering requirements, provisions, and conditions of its parent organization, if any.
- E. The Club agrees to advance the mission of the SFGOP.

Section 2: Duties of Club presidents

A representative of each Club shall regularly attend the meetings of the Committee.

Section 3: Conduct

A Club shall not engage in any actions prohibited to the Committee or deemed “unwelcome” under these Bylaws or the bylaws of the California Republican Party, or by applicable law.

Section 4: Revocation of Charter

The SFGOP may revoke as follows the charter of a Club by reason of its failure to comply with any of the requirements of this Article V:

- A. The Executive Committee shall give a Club which has failed to comply with any of the requirements of this Article V adequate notice of such failure as well as an opportunity to be heard regarding the same.
- B. After a properly noticed hearing before the Committee, a Club that has failed to comply with any of the requirements of this Article V shall have thirty (30) days from the date of the hearing, inclusive of the date of the hearing, to cure such failure(s). Failure to cure within the foregoing period shall constitute sufficient grounds for the revocation of the Club’s charter upon Three-Fifths ($\frac{3}{5}$) Vote of the Committee.

ARTICLE VI – AMENDMENT AND WAIVER OF BYLAWS

Section 1: Amendment

- A. During the Organizational Meeting and the three (3) regularly scheduled meetings of the Committee thereafter, these Bylaws may be amended by a Majority Vote of the Committee, but no fewer than thirteen (13) votes.
- B. Subsequently, these Bylaws may be amended as follows:
 - i. A proposed amendment shall be submitted in writing to the Chair for inclusion on the agenda of the forthcoming meeting of the Executive Committee, which shall by Majority Vote recommend to support or oppose the amendment as written, or to offer a modified version of the amendment.
 - ii. At the next meeting of the Committee, the recommendation of the Executive Committee and its offered modification, if any, shall be presented to the Committee, which may then approve the amendment, as written or modified, by Two-Thirds ($\frac{2}{3}$) Vote, but no fewer than thirteen (13) votes.

Section 2: Waiver

These Bylaws may be waived by a Two-Thirds ($\frac{2}{3}$) Vote at any meeting of the SFGOP, but no fewer than thirteen (13) votes. The waiver shall be in force and effect until the close of said meeting.

ARTICLE VII – MISCELLANEOUS

Section 1: Conditional Acts

Whenever the Committee or Executive Committee has substantial concerns about the legal effect or status of any action, it may make, upon Majority Vote, such action conditional until binding legal authority is obtained in regards to the matter. All effects of the action shall be stayed, and the status quo maintained, until said authority is obtained. A motion to make an action conditional pursuant to this section is not required to be noticed or placed on an agenda.

Section 2: Indemnity

- A. To the fullest extent permitted by law, the SFGOP shall indemnify its members and officers, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in the course of executing their duties as members and/or officers of the Committee, and including an action by or in the right of the SFGOP, by reason of the fact that the person is or was a person serving on the Committee or Executive Committee.
- B. On written request to the Secretary by any person seeking indemnification under this Article VII, Section 2, the Committee shall promptly determine whether the person seeking indemnification meets the criteria for indemnification described above and, if so, by a Majority Vote shall authorize indemnification.
- C. Indemnification shall not be available or authorized for acts and omissions that are grossly negligent, reckless, or intentional, and/or for any form of fraud or deceit.
- D. No amendment, repeal, or modification of these Bylaws shall adversely affect any right or protection under this Article VII, Section 2 existing at the time of such amendment, repeal, or modification.

Section 3: Form of notice

Any notice required to be given under these Bylaws or by applicable law may be delivered personally, by mail, by email, or by any other means permitted by applicable law. Notice shall be deemed given when delivered in person, deposited in the mail with proper postage, sent by email to the recipient's last known email address, or transmitted by any other method reasonably calculated to provide actual notice.

Section 4: Severance

If any provisions of these Bylaws are found to be invalid for any reason, the invalidity of those provisions shall not affect the validity of any other provisions herein.

Section 5: Conflicts

In the event of a conflict between these Bylaws, the California Elections Code, and the bylaws of the California Republican Party, such conflict shall be resolved according to the following order of precedence: (i) The California Elections Code; (ii) the bylaws of the California Republican Party, (iii) these Bylaws.

Section 6: Parliamentary procedure

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern meetings of the Committee and Executive Committee in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the California Elections Code, and the bylaws of the California Republican Party.