

## **BYLAWS OF THE HAMILTON COUNTY REPUBLICAN PARTY**

### **Article I Name and Purpose**

Section 1. This organization is the Hamilton County Republican Party and will be referred to as the HCGOP throughout this document.

Section 2. The purposes of the HCGOP shall be to promote public awareness of Republican ideals and values, to advance the Republican Party platform, and to support Republican nominees in general elections. This includes fostering the growth and strength of the HCGOP in both membership and funds.

### **Article II County Executive Committee**

Section 1. The affairs of the HCGOP shall be governed by the County Executive Committee (CEC) in accordance with the Tennessee Republican Party (TRP) Bylaws and Rules, the Republican National Committee (RNC) Rules, and these HCGOP Bylaws.

Section 2. The CEC shall consist of the following voting members:

1. Chair,
2. First Vice Chair,
3. Second Vice Chair,
4. Third Vice Chair,
5. Secretary,
6. Vice Secretary,
7. Treasurer,
8. Vice Treasurer,
9. The four State Executive Committee (SEC) members representing Hamilton County,
10. The President of one Hamilton County Tennessee Federated Republican Women club (TFRW),
11. The Chair of the Hamilton County Young Republicans (YR)
12. The Immediate Past HCGOP Chair.

In the absence of a TFRW club or YR group in the county, a representative of those constituencies may be appointed to the CEC by the TRP Chair.

The CEC may appoint a Parliamentarian, Legal Counsel, and/or a Sergeant at Arms, to advise the CEC; however, they will serve as non-voting CEC members.

A. The First Vice Chair shall be of the opposite sex of the Chair and will automatically assume the duties of the Chair in his/her absence.

B. If a person holds more than one position on the CEC, such person shall be entitled to only one vote on matters before the CEC.

C. If the county has more than one TFRW club, the TFRW president to serve on the CEC will be determined by alphabetical rotation (Chattanooga Republican Women, Hamilton County Republican Women, Tennessee Valley Republican Women).

Section 3. Neither the CEC as a body, nor the County Chair, shall endorse any Republican candidate in a contested primary election for local, state, or national elections. This Section shall not apply to a Chair in a primary election in which his/her spouse, or his/her immediate family member is a candidate.

### **Article III Election of Officers**

Section 1. Election of officers to the CEC shall be made in accordance with TRP Bylaws and Rules. Officers are elected at county reorganizations held between January 15 and April 15 of each odd numbered year. With the exception of the SEC members, Presidents of the TFRW and YRs and immediate past chairman, all voting CEC members are considered officers for purposes of this Article.

Section 2. In the event of the death, resignation, or relocation outside the county by an officer, the CEC shall elect a new officer to serve the remainder of the term. The vacancy shall be filled at either a regularly called or specially called meeting of the CEC within thirty (30) days after such vacancy occurs.

- If the office to fill is the Chair or Treasurer, the First Vice-Chair or Vice-Treasurer, respectively, shall automatically assume the duties of the office until the CEC elects a replacement.
- Should the CEC elect a current CEC officer to fill the vacancy, the resulting vacancy(ies) in that officer's former position must be filled at that meeting as well.

Section 3. No County Chair shall serve more than two (2) full consecutive terms.

## **Article IV Meetings**

### **Section 1. Regular Meetings.**

The CEC shall hold regular meetings at least quarterly in non-election years and monthly during election years.

The Secretary shall deliver written notice to each CEC Member at least thirty (30) days before the date of each regular meeting. Such notice shall state the date, time and location or manner of the meeting. If the meeting is to be held via any means other than at a physical location, the notice must set forth the contact or other appropriate information that will allow each CEC Member to attend via the alternative form of meeting. Notice may be given personally or by electronic transmission. Notice shall be addressed to each recipient at such electronic address as the recipient has given to the CEC for the purpose of notice.

### **Section 2. Special Meetings.**

Special meetings may be called by the Chair or by one third (1/3) of the CEC provided that at least seven (7) days written notice of such meeting is given to the CEC. Such notice shall state the date, time and location or manner of the meeting as well as all matters to be considered at the special meeting. If the meeting is to be held via any means other than at a physical location, the notice must set forth the contact or other appropriate information that will allow each CEC Member to attend via the alternative form of meeting. Notice may be given personally or by electronic transmission. Notice shall be addressed to each recipient at such electronic address as the recipient has given to the CEC for the purpose of notice.

### **Section 3. Waiver of Notice.**

If a person entitled to notice of a meeting participates in or attends the meeting, the participation or attendance constitutes a waiver of notice of the meeting, and the person is considered present at the meeting, unless the person participates in or attends the meeting solely to object to the transaction of business at the meeting on the ground that the meeting was not lawfully called or convened. Notice of a meeting is not required to be given to a CEC Member entitled to notice, if the person entitled to notice signs a written waiver of notice of the meeting, regardless of whether the waiver is signed before, during or after the time of the meeting.

### **Section 4. Meeting Format**

CEC meetings may be held at any location in the county as designated by the Chair.

As set forth below, meetings may be held solely, or in part, by using a conference telephone or other suitable communications system. Thus, the location of a meeting means either the physical location of the meeting, or in the case of an alternative form of meeting, the form of communications system to be used for the meeting and the means of accessing that communications system for purposes of attending the meeting.

The CEC may hold meetings by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology via the Internet, or any combination thereof, so long as the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at the meeting, the Chair must implement reasonable measures to verify that every person voting by means of remote communications is sufficiently identified, and the Secretary must keep a record of any vote or other action taken.

#### Section 5. Quorum.

A quorum shall consist of a majority, (i.e. eight) of the fifteen voting Officers as defined in Article II Section 2 above.

#### Section 6. Proxy Voting.

Only SEC members who are unable to attend may proxy their vote, either written or electronic, to another member, as noted in TNGOP Article VIII, Section 3.

#### Section 7. Electronic Voting Between Meetings.

If motions arise that need to be voted on in between meetings, electronic voting via email shall be permitted. For a vote to count, the motion must be sent to the entire voting membership of the CEC either individually or via a previously established listserv. The notice of the vote to be taken must include the rationale for the motion, particular time constraints, and a minimum time (at least seven (7) days written notice) between the notice and the time that CEC members are required to submit their vote in order for their respective votes to be counted. The Secretary shall record the vote.

#### Section 8. Attendance Requirement.

Members of the CEC are expected to attend every meeting. Three successive absences of any locally elected CEC member from a regularly called meeting are grounds for automatic removal from the CEC. This requirement does not apply to SEC members.

## **Article V Officers' Duties**

Section 1. The HCGOP Chair shall be the chief executive of the HCGOP and shall perform duties required by these bylaws, the Tennessee Republican Party bylaws, and applicable law.

The Chair is responsible for:

- A. Managing the affairs of the CEC.
- B. Coordinating the political activities of the HCGOP, to include consulting with general election campaigns.
- C. Preserving order and decorum at all meetings.
- D. Appointing chairs of committees, if any.
- E. Creating an annual budget, with the assistance of the Treasurer, to be voted on by the CEC no later than February. In years where a new chair is elected, the budget shall be submitted no later than 90 days after the convention.
- F. Working with the Treasurer to set fundraising goals to support annual operations and election year activities.
- G. Working with the Treasurer monthly to review income, expenses and ensure an audit trail is maintained.

In addition, the HCGOP Chair will be an ex-officio member of all CEC committees, if any. The Chair shall have the right to vote on any motion before the CEC but may reserve his/her vote to break any ties.

During any transition period, the outgoing Chair shall provide CEC records to the incoming Chair within ten (10) calendar days of the election of a new Chair. At a minimum, such records must include a list of all current contracts to which the HCGOP is a party accompanied by a complete copy of each such contract.

Section 2. The First Vice Chair shall perform the duties of the County Chair in the absence of the County Chair. If both the County Chair and the First Vice Chair are absent from a CEC meeting, the CEC shall elect a temporary Chair to preside at the meeting. The First Vice Chair shall perform such other duties as may be assigned by the HCGOP Chair.

Section 3. The Second Vice-Chair shall perform such other duties as may be assigned by the HCGOP Chair.

Section 4. The Third Vice Chair shall perform such other duties as may be assigned by the HCGOP Chair.

Section 5. The Secretary shall carry out the usual duties of that office, keeping an up-to-date roll of CEC members and ensuring that each member receives timely notices of meetings.

The Secretary shall take the minutes of each meeting of the CEC and maintain a permanent file containing all meeting minutes. Minutes shall be emailed to the CEC within five days of the

meeting. At the beginning of the next meeting, the Secretary shall make a motion to adopt those minutes.

If the Secretary must be absent from a meeting, the Vice Secretary shall assume responsibilities of the Secretary.

All records of the Secretary shall be and remain the property of the CEC. During any transition period, the outgoing Secretary shall provide such records to the incoming Secretary within ten (10) calendar days of the election of a new Secretary.

In addition, the Secretary shall be responsible for transmitting material relevant to the TRP and the HCGOP via electronic communication in a timely manner. Such material shall include, but not be limited to:

- A. Announcements regarding the HCGOP biennial reorganization.
- B. HCGOP bylaw changes or quadrennial bylaws submissions.
- C. Local candidate nomination decisions (as per Rule H of TRP Bylaws and Rules).
- D. Vacancies and the election of county party officers.

The Secretary shall perform such other duties as may be assigned by the County Chair.

Section 6. The Vice Secretary shall perform the duties of Secretary in the Secretary's absence. In the absence of both the Secretary and Vice Secretary, the Chair shall appoint a substitute. The Vice Secretary shall perform such other duties as may be assigned by the Secretary or HCGOP Chair.

Section 7. The duties and responsibilities of the Treasurer shall include, but not be limited to, those found in the CEC's most current financial policy entitled "HCGOP Fiscal Operations Policy."

The Treasurer shall be the chief financial officer of HCGOP assets (which shall include one bank account) while the HCGOP board shall be collectively responsible for implementing internal financial controls. At a minimum, such controls must include 'segregation of duties' for addressing the following functional fiscal responsibilities:

- A. Officers with access to (cash, check, credit card) assets,
- B. Officers with access to accounting systems,
- C. Officers in authorizing positions, and
- D. Officers exercising independent (internal) oversight (i.e. an officer not involved with an original transaction.)

Segregation of duties implies that no one officer should be responsible for more than one functional responsibility.

Without permission from the State Party Chair, neither the CEC nor any officer may enter into any contract that binds the HCGOP beyond thirty (30) days following the next biennial county organization convention.

The Treasurer shall report at each regular or special CEC meeting of the CEC on the balance of the bank account and all receipts and disbursements since the previous meeting. Such a report should be placed in writing and appended to the minutes of the meeting at which it is given. All records of the Treasurer shall be and remain the property of the CEC. The books and records will be open to inspection at reasonable times by any current CEC member and by the State Chairman or his designee upon request. During any transition period, the outgoing Treasurer shall provide such records to the incoming Treasurer within ten (10) calendar days of the election of a new Treasurer.

The Treasurer shall submit a treasurer's report to the TRP twice a year: a) on or before the first Monday of April, and b) on or before the second Monday of September.

The Treasurer will serve as the person of record for any fund controlled by, funded by, or auxiliary to the CEC, including any political action committee fund or other monetary fund requiring regular reporting to a governmental or regulatory entity. Further, the Treasurer shall submit or cause to be submitted all compliance reports required by applicable law. In the event that the person of record changes, any necessary documents required to effectuate such change must be promptly filed, but no more than thirty (30) days after a new Treasurer assumes office. If a secondary person of record is required, that person will be the Chair or another CEC member who is willing to serve if so designated by the CEC.

Donations to 501(c)(3) organizations must have prior CEC approval. Adoption of a budget by the CEC constitutes prior approval of funds in accordance with the budget.

The Treasurer shall perform such other financial duties as may be assigned by the Chair.

Section 8. The Vice-Treasurer shall assist the Treasurer in performing his/her duties and immediately assume the role of interim Treasurer in the event the position becomes vacant.

The Vice-Treasurer shall perform such other duties as may be assigned by the Treasurer, or HCGOP Chair.

Section 9. Removal of officers. State party rules set forth in TNGOP Rule G shall govern the removal proceedings of any CEC member except for the Chair and SEC officers.

## **Article VI**

### **Party Membership**

The TRP Bylaws and Rules set forth TRP membership requirements as well as requirements for candidacy to party leadership and public office. The HCGOP defers to the TRP Bylaws for all issues concerning the rights of membership and its privileges, including without limitation, the right to qualify and run for party leadership and/or public office.

## **Article VII**

### **Amendment of Bylaws**

These Bylaws may be amended by a majority of the full voting membership of the CEC at any meeting, provided that notice of the meeting at which the vote is to be taken includes a copy of any proposed amendments. Any changes or amendments to these Bylaws are subject to approval by the Bylaws and Rules Sub-Committee of the TRP State Executive Committee (“SEC”) and the Chair of the TRP.

## **Article VIII**

### **Conformity**

These HCGOP Bylaws are intended to be in conformity with the TRP Bylaws and Rules, the RNC Rules, governing federal and Tennessee statutes, rules, and regulations. From time to time, the TRP may adopt new or make amendments to the TRP Bylaws and Rules, in which case the CEC shall promptly take such actions as is necessary to bring these Bylaws into conformance therewith.

## **Article IX**

### **Parliamentary Procedures**

Section 1. The most recent revised edition of Robert’s Rules of Order shall govern all proceedings on matters not specifically covered by these Bylaws, unless otherwise suspended by a two-thirds vote of the CEC.