

# **CALIFORNIA REPUBLICAN ASSEMBLY BYLAWS**

*as Amended at the Special Convention in Costa Mesa, California on November 4, 2023*

## **ARTICLE I - NAME & JURISDICTION**

Section 1.01. Name. The name of the organization shall be the California Republican Assembly, hereinafter referred to as "CRA."

Section 1.02. Jurisdiction. The jurisdiction of the CRA shall be the State of California. CRA political action shall concern only matters relating to geographical or political units larger than the jurisdiction of any chartered Republican Assembly, except as specified.

## **ARTICLE II - POWERS**

Section 2.01. The powers of the CRA shall be:

(a) To direct, manage, supervise, and control its business, property, and funds, and to carry out its objectives.

(b) To create and charter Republican Assemblies and to supervise and coordinate them.

## **ARTICLE III - OBJECTIVES**

Section 3.01. The objectives of the CRA are:

(a) To develop a statewide, intelligent, aggressive and serviceable Republican organization;

(b) To provide through this organization a practical program for the betterment of the Republican Party of the State of California and of the various political subdivisions of the State of California; and,

(c) To assist the various Republican Assemblies in improving the public relations of the Republican Party, in supporting Republican political campaigns, encouraging public forums and social programs, and in attracting a greater number of voters to work to advance the interests of the Republican Party and our country.

## **ARTICLE IV - MEMBERSHIP**

Section 4.01. Joining CRA. To become a CRA member, and to retain membership in subsequent years, an eligible person must submit an electronic membership application and annual dues to the Membership Secretary. The CRA Board of Directors shall determine the electronic means and procedures to be used for this purpose.

Section 4.02. Membership Applications. The Board of Directors shall specify the information to be included on the membership application, but changes to the application shall not apply retroactively to disqualify existing members. At a minimum, the membership application shall include the member's name, registered voting address, mailing address if different from registered voting address, telephone number(s), unique e-mail address, declaration of Republican registration, and the name of the Republican Assembly the member wishes to join.

Section 4.03. Dues. Annual dues shall be \$25 for each member.

Section 4.04. Annual Expiration of Membership. All CRA memberships shall expire on December 31st of each calendar year.

Section 4.05. Membership Requirements. In order to be eligible to join CRA, a person must be an American citizen of good moral character who is registered to vote in California as a Republican.

Section 4.06. Chartered Republican Assembly Membership Requirements. Chartered Republican Assemblies may set their own membership requirements in their bylaws, including the requirement for additional membership dues, subject to Section 4.07.

Section 4.07. Assignment to a Chartered Republican Assembly. Members shall be assigned to the chartered Republican Assembly listed on their membership applications. Where no preference is listed, individuals shall be members-at-large. At any time, CRA members and members-at-large may transfer membership to any chartered Republican Assembly they are eligible to join by notifying the Membership Secretary and the President or Secretary of both the new Republican Assembly and the old Republican Assembly (if any). No person may be a member of more than one chartered Republican Assembly at the same time.

Section 4.08. Rejection of New Members by a Chartered Republican Assembly. Any chartered Republican Assembly may reject any new member, at its discretion, by notifying that member and the Membership Secretary. When a Republican Assembly seeks to reject a new member more than thirty days after being informed of the application or transfer, the rejection shall require the approval of the CRA Board of Directors. The member in question shall enjoy all membership privileges until the Board of Directors may choose to act.

Section 4.09. Remittance of Dues to Chartered Republican Assemblies. The Treasurer shall remit \$10 per member to each chartered Republican Assembly according to a payment schedule set by the CRA Board of Directors, but not less than once per year (or not less than once per quarter, upon a request from the chartered Republican Assembly to the Treasurer).

Section 4.10. Members-at-Large. CRA members not assigned to a chartered Republican Assembly are members-at-large. The CRA Board of Directors shall have the exclusive authority to accept, reject, discipline, or terminate members-at-large. Members-at-large may not vote at Annual or Special Conventions, unless they are serving as Delegates-at-Large.

Section 4.11. Honorary Membership. By a two-thirds vote, the CRA Board of Directors or the board of directors of any chartered Republican Assembly may award Honorary Membership to any registered Republican.

Section 4.12. Disputes and Definitions. Disputes involving this Article shall be resolved by the CRA Board of Directors. All references to the Board of Directors in this Article shall include any committee created by the Board to which these responsibilities have been delegated. All references to the Membership Secretary in this Article shall include all other officers and agents acting on his behalf with the prior approval of the Board of Directors.

Section 4.13. Ratification of Bylaws. By joining CRA, every member, member-at-large, Life Member, and chartered Republican Assembly ratifies and agrees to be bound by the CRA Bylaws and any subsequent amendments.

## **ARTICLE V – LIFE MEMBERSHIP**

Section 5.01. Life Membership. Any registered Republican voter eligible to join CRA may join as a Life Member by submitting a Board-approved life membership application and the current lifetime dues to the Membership Secretary, Treasurer, President, or any other officer designated by the Board.

Section 5.02. Life Tenure. Life Membership shall never expire during the member's lifetime, unless the Board of Directors rejects a new Life Member by majority vote and then refunds the dues within the first year. A Life Member's tenure shall begin when the membership application and dues are submitted. A Life Member who resides outside California, who registers or affiliates with any political party besides the Republican Party, or who does not inform the Membership Secretary or Corresponding Secretary of changes to his or her contact information shall be transferred to inactive status for as long as those circumstances persist. Inactive Life Members shall not hold office or have any rights under these Bylaws except the right to petition the Board for removal from inactive status and the right to appeal the Board's decision to any Annual or Special Convention.

Section 5.03. Lifetime Dues. The dues for Life Members shall be no less than \$1,000 per person per lifetime. The Board of Directors shall have discretion to specify a higher amount, but any change shall not apply retroactively to any Life Member who already submitted the previously-required amount. Life Members shall never be obligated to pay additional dues to CRA or to any chartered Republican Assembly. Life Memberships shall not be transferrable or assignable to different individuals.

Section 5.04. Local Membership. Life Members may join chartered Republican Assemblies, or be rejected by them, in the same manner as other CRA members. The payment of additional dues shall never be required as a condition of membership. Life Members shall be counted as members of their respective chartered Republican Assemblies, if any, for purposes of determining the number of Convention Delegates permitted from those Republican Assemblies. Life Members who are not members of any chartered Republican Assembly shall be treated as members-at-large, except as otherwise specified in this Article.

Section 5.05. Discipline. By joining CRA, Life Members ratify and agree to be bound by the CRA Bylaws and any subsequent amendments. Life Members who fail to comply with these Bylaws or who take extraordinary actions to intentionally disrupt CRA activities may have their Life Membership revoked and their dues refunded, or may be otherwise disciplined, by a two-thirds vote of the Board. At least thirty days prior to any such Board vote, notice of the alleged offense and the time and place of the Board

meeting to discuss it shall be provided to the Life Member's last reported address. Any action of the Board may be appealed to the next Annual or Special Convention for final resolution.

Section 5.06. Lifetime Dues Endowment Fund. The dues from Life Members shall be deposited into a separate account and shall not be commingled with other CRA funds. No more than ten percent of the total funds in this account may be expended, removed, or encumbered in any calendar year, but this restriction does not apply to refunds required by this Article or to expenses required to maintain the account. All expenditures, transfers, and encumbrances shall require the approval of two-thirds of the Board, except that refunds may be authorized by majority vote within one year after a Life Member's dues were received. Funds from this account shall never be used by CRA or its agents for campaign contributions or independent expenditure campaigns. The Treasurer shall be responsible for maintaining and investing these funds, unless another officer is designated by the Board for that purpose; alternatively, the Board may appoint a trustee, attorney, banker, broker or such professional to maintain this account and the Board may authorize payment for such services from the account. By a two-thirds vote, the Board may authorize and approve the creation or modification of a trust, corporation, or legal entity to maintain and invest these funds for the benefit of CRA. Upon written request from a chartered Republican Assembly that recruited a new Life Member, two-thirds of the CRA Board may award up to ten percent of that Life Member's dues to that chartered Republican Assembly. The Treasurer, or the person maintaining this account, may deposit additional donations and income into this account, with the approval of a majority of the Board, on the condition that these additional funds are subject to the same restrictions that apply to dues from Life Members. If the account balance has remained under \$2,000 for more than two years, then two-thirds of the Board may authorize the account to be closed while such situation persists; the ten percent annual limit on expenditures shall not apply to the funds remaining when the account is closed.

#### **ARTICLE VI - TERMINATION OF CHARTER AND MEMBERSHIP**

Section 6.01. Non-payment. Any chartered Republican Assembly more than sixty days in arrears for any indebtedness to the CRA may have its charter and membership suspended or revoked by the Board of Directors. Written notice of such indebtedness shall have been sent by the Membership Secretary, Treasurer, or Assistant Treasurer to the last reported President and Secretary of that Republican Assembly at least thirty days prior to any Board vote on the matter.

Section 6.02. Non-Attendance. Any chartered Republican Assembly that fails to send a Delegate to the Annual Convention for two consecutive years may have its charter suspended or revoked by the Board of Directors. Written notice shall be provided to the last reported President and Secretary of such Republican Assembly by the Membership Secretary, Recording Secretary, or Corresponding Secretary at least thirty days prior to any Board vote on the matter.

Section 6.03. Membership. By January 31, the Membership Secretary shall notify each chartered Republican Assembly with fewer than fifteen dues-paying members that its charter is in jeopardy. The Board of Directors shall also be so notified by the Membership Secretary. If the membership has not increased to a minimum of fifteen members within six months after the notice was sent, then the chartered Republican Assembly may have its charter and membership revoked at the next Board meeting.

Section 6.04. Discipline. Any Republican Assembly that fails to conform to these Bylaws may have its charter and membership suspended or revoked, or may be otherwise disciplined, by a two-thirds vote of the Board of Directors. At least thirty days prior to any Board vote on such matter, written notice of the alleged offense and the Board meeting to discuss it shall be provided to the last reported President and Secretary of such Republican Assembly by the Membership Secretary, Recording Secretary, or Corresponding Secretary. Acceptance of a CRA charter constitutes agreement by each Republican Assembly that the state Board of Directors has full authority to discipline any Republican Assembly for violation of these Bylaws, including the power to suspend or revoke its charter. Officers, agents, and members of a Republican Assembly whose charter has been revoked shall turn over all money and property belonging to that Republican Assembly to a duly-authorized representative of the state Board of Directors at a time and place designated by that representative.

Section 6.05. Appeal. Any officer of a Republican Assembly that has had been disciplined by the Board of Directors, even if its charter has been revoked, may appeal to the next Annual or Special Convention for final action.

Section 6.06. Resignation. Any chartered Republican Assembly may resign from the CRA by submitting a written resignation. To be effective, a resignation must have been approved by two-thirds of

the total membership of such Republican Assembly and shall be certified by its President and Secretary. Such resignation shall become effective only if accepted by the CRA Board of Directors at its next meeting.

Section 6.07. Surrender of Charter. Any chartered Republican Assembly that has ceased to be part of the CRA for any reason, or that is seeking to leave CRA, shall relinquish the name Republican Assembly, surrender its charter certificate to the Membership Secretary, and transfer all of its funds to the CRA Treasurer. The former chartered Republican Assembly shall not thereafter use the name, emblem or insignia of any Republican Assembly or the CRA in any manner.

Section 6.08. Termination and Discipline of Member.

(a) Any CRA member may have his membership terminated or may be otherwise disciplined, after a hearing, by a two-thirds vote of the Board whenever the Board determines that the member has:

(1) Supported or registered as a member of a political party other than the Republican Party;

(2) Used his name and CRA title to publicly advocate that voters should not vote for the Republican nominee for any office for which there is a Republican nominee;

(3) Used his name and CRA title to support or avow a preference for a candidate of another party for election to a public office, if that candidate is opposed by a Republican candidate;

(4) Used his name and CRA title to endorse any candidate running for any public office or Republican Party office when that candidate has not been endorsed by CRA;

(5) Claimed to represent any Republican Assembly that has not been duly chartered by the Board of Directors; or

(6) Otherwise violated the CRA Bylaws or brought discredit or disrepute upon the CRA, provided that at least thirty days before such disciplinary action, the member was notified in writing of the alleged offense and the Board hearing. CRA members shall be permitted to address the charges against them prior to the Board vote.

(b) Any person disciplined by the Board of Directors may appeal to the next Annual or Special Convention for final action.

(c) Any individual member terminated from CRA membership shall immediately cease to claim membership in, cease holding any office, and cease claiming or holding any official relationship with the CRA or any chartered Republican Assembly. Such individual shall also immediately surrender to the Membership Secretary all documents, records, emblems, insignia, funds, or other devices or properties of any nature whatsoever. The terminated member shall not thereafter use the name, emblem, or insignia of Republican Assembly or CRA in any manner whatsoever.

## **ARTICLE VII - OFFICERS**

Section 7.01. Titles. The CRA officers shall be President, Immediate Past President, Executive Vice President, ten Vice Presidents, Recording Secretary, Corresponding Secretary, Membership Secretary, Voter Registration Secretary, Treasurer, Assistant Treasurer, Sergeant-at-Arms, National Committeeman, National Committeewoman, up to ten appointed officers who have been confirmed by the Board of Directors, and one Senate District Director and one Deputy Senate District Director from each State Senate District, with State Senate Districts to be those used for Legislative elections.

Section 7.02. Qualifications.

(a) Each officer shall be a member in good standing of a chartered Republican Assembly, a member-at-large, or a Life Member, and shall continue as such throughout his term.

(b) Individuals holding partisan, elected, public offices are ineligible to serve as CRA officers. The Board of Directors shall have discretion to remove any CRA officer by majority vote at any Board meeting if that officer has qualified to appear on the ballot for a partisan, elected, public office.

(c) No elected officer shall miss two or more meetings of the Board of Directors between Annual Conventions unless such absence is excused by the Board of Directors. The press of personal or other business shall not serve as an acceptable excuse for absences. The elected office shall become vacant automatically after the second unexcused absence.

(d) No CRA Board Member shall hold more than one elected office on the Board. In the event that an individual is elected or appointed to a second elected office, the first elected office shall be automatically vacant. An elected office does not become vacant when the officer merely accepts additional duties or titles from the Board without filling another elected office.

Section 7.03. Compensation and Staff. CRA officers and directors shall serve without compensation. The Board of Directors shall have the power to hire, supervise, and discharge employees and compensated staff.

Section 7.04. Appointed Officers. The President may appoint up to ten CRA members as voting members of the Board of Directors, subject to Board confirmation. The first three appointed officers may be confirmed by majority vote, but subsequent appointments shall require a two-thirds vote for confirmation. The Board of Directors shall establish the title, duties, scope of authority, and term of office for each appointed officer. The Board shall not specify a term of office longer than the two-year term of the President who made the appointment. If the Presidency becomes vacant, any appointed office confirmed by less than two-thirds vote shall be vacant until filled by the incoming President and confirmed by majority vote; appointed offices confirmed by two-thirds vote may be vacated by majority vote at the request of the incoming President.

Section 7.05. Elected Officers. The President, Recording Secretary, Corresponding Secretary, Membership Secretary, Voter Registration Secretary, Treasurer, Assistant Treasurer, Sergeant-at-Arms, National Committeeman and National Committeewoman, and five Vice Presidents shall be elected at the Annual Convention in each odd-numbered year and shall serve for approximately two years until their successors are elected. The other five Vice Presidents and the Executive Vice President shall be elected at the Annual Convention in each even-numbered year and shall serve for approximately two years until their successors are elected. The Senate District Directors and Deputy Senate District Directors shall be elected at each Annual Convention by caucuses of their respective Senate Districts, and they shall serve until the adjournment of the following Annual Convention.

### **ARTICLE VIII – OFFICERS’ DUTIES**

Section 8.01. President. The President shall preside at all Conventions and all meetings of the Board of Directors. He shall be the chief executive officer of the CRA and shall exercise general supervision over CRA activities.

Section 8.02. Immediate Past President. The Immediate Past President shall perform such duties as may be assigned to him by the President or the Board of Directors.

Section 8.03. Executive Vice President. If the President is absent or unable to perform his duties, the Executive Vice President shall preside and serve as Acting President. The Executive Vice President shall assist the President and the Board of Directors, as assigned.

Section 8.04. Vice Presidents. In the event that the President and Executive Vice President are simultaneously absent or unable to perform their duties, a Vice President selected by the Board of Directors shall preside and serve as Acting President. The Vice Presidents shall assist the Senate District Directors and also perform such other duties as may be assigned to them by the President or the Board.

Section 8.05. Recording Secretary. The Recording Secretary shall assist the President and the Board of Directors in conducting the business of the CRA and shall perform such duties as are specified or implied in the Bylaws, or as may be assigned to him by the President or by the Board of Directors. He shall attend all meetings of the Board of Directors and all CRA Conventions, and shall act as Secretary thereof. He shall make an annual report to the Board of Directors at the Annual Convention, which report shall contain all information required by the Board of Directors. He shall be the custodian of these Bylaws and the CRA Articles of Incorporation. He shall have the responsibility for collecting, assembling, and preserving from the minutes all recorded motions and rulings and he shall maintain attendance records for members of the Board of Directors, indicating which absences were excused and which were not. These attendance records, once approved by the Board of Directors, shall determine whether any vacancies exist on the Board due to non-attendance.

Section 8.06. Corresponding Secretary. The Corresponding Secretary shall assist the President and the Board of Directors in conducting the business of the CRA and shall perform such duties as are specified or implied in the Bylaws, or as may be assigned to him by the President or by the Board of Directors. He shall sign all documents issued by the CRA whereon his signature is required. He shall receive correspondence on behalf of the organization and shall originate correspondence to CRA subordinate units, individual members, and the public in conformity with these Bylaws.

Section 8.07. Membership Secretary. The Membership Secretary shall keep the records of members and shall perform such other duties as are specified or implied in the Bylaws, or as may be assigned by the President or the Board of Directors. He shall also keep the Republican Assembly charters and all material pertaining thereto, and shall report any discrepancy between these and the state CRA Bylaws to the Board of Directors at its next meeting. He shall attend all meetings of the Board of Directors and all Conventions of the CRA. He shall sign all documents issued by the CRA whereon his signature is required. He shall keep the membership accounts in the manner prescribed by the Board of Directors,

receive all membership dues paid to the CRA and turn over all funds to the Treasurer within thirty days after receiving them, taking the Treasurer's receipts therefor.

Section 8.08. Voter Registration Secretary. The Voter Registration Secretary shall be responsible for assisting the President in coordinating the statewide voter registration efforts of the CRA. The Voter Registration Secretary may appoint regional deputies to assist in this process as needed and shall report to the Board the status of registration at each Board meeting.

Section 8.09. Treasurer. The Treasurer shall receive from the Membership Secretary all membership dues paid to the CRA, giving receipts therefor. He shall also receive all other funds paid to the CRA. He shall deposit all funds in a bank or banks that has been designated by the Board of Directors, and shall disburse these funds upon order of the Board of Directors. At Annual and Special Conventions, and at such other times as required by the Board of Directors, he shall disburse forty percent of the annual membership dues collected from members of each chartered Republican Assembly to that Republican Assembly's Treasurer or designated representative. He shall make a financial report to the Board of Directors at the Annual Convention, or more frequently if required by the Board of Directors. He shall attend all meetings of the Board of Directors and all Conventions of the CRA. He shall perform such other duties as are specified or implied in the Bylaws, or as may be assigned by the President or the Board.

Section 8.10. Assistant Treasurer. The Assistant Treasurer shall have such duties and responsibilities as may be delegated to him by the Treasurer and shall perform other duties as are specified or implied in the Bylaws, or as may be assigned by the President or the Board of Directors. In the event of the inability of the Treasurer to perform his duties, the Assistant Treasurer shall perform the duties of, and shall have the same authority as the Treasurer. He shall attend all meetings of the Board of Directors and all CRA Conventions.

Section 8.11. Sergeant-at-Arms. The Sergeant-at-Arms, and any deputies and assistants appointed by the President, shall assist the President or presiding officer in maintaining order and decorum at all Board meetings, Conventions and Special Conventions.

Section 8.12. National Committeeman and National Committeewoman. The National Committeeman and National Committeewoman shall represent the CRA on the Board of the National Federation of Republican Assemblies. They shall also work with the CRA Board of Directors and chartered Republican Assembly Presidents in matters concerning national issues and candidates.

Section 8.13. Senate District Directors and Deputy Senate District Directors. Under the direction and supervision of the Board of Directors, each Senate District Director and Deputy Senate District Director shall advance the CRA objectives, promote the interests and assist in the activities of the chartered Republican Assemblies within the Senate District, and shall represent those chartered Republican Assemblies on the Board of Directors. The Senate District Director shall be an ex-officio member of all Boards of Directors of Republican Assemblies within his Senate District, but shall not have the right to vote on such local Boards unless that right is granted by the local bylaws. Senate District Directors shall be notified prior to all meetings of the Republican Assemblies in their Senate Districts, consistent with the notification of members.

Section 8.14. Appointed Officers. The appointed officers shall perform the duties that were established for them at the time their appointments were confirmed, as well as any duties that may be subsequently assigned to them by the President or the Board of Directors.

Section 8.15. Transfer of Records by Outgoing Officers. At the conclusion of each Annual Convention, the outgoing officers shall be empowered to continue to perform their duties only on matters that were initiated and approved prior to the close of the Convention, which matters shall be completed within fifteen days. All outgoing officers shall deliver to their successors all CRA records, correspondence, databases, lists, checkbooks, and other property in their possession or under their control within thirty days after leaving office. If no successor is in office during this thirty-day period, then the property shall be delivered to the CRA President.

## **ARTICLE IX - BOARD OF DIRECTORS**

Section 9.01. Board Membership. The CRA Board of Directors shall be composed of the President, Immediate Past President, Executive Vice President, ten Vice Presidents, Recording Secretary, Corresponding Secretary, Membership Secretary, Voter Registration Secretary, Treasurer, Assistant Treasurer, Sergeant-at-Arms, National Committeeman, National Committeewoman, up to ten appointed officers who have been confirmed by the Board of Directors, and one Senate District Director and one

Deputy Senate District Director from each Senate District, with Senate Districts to be those used for Legislative elections.

Section 9.02. (a) Powers and Limitations of Powers. The Board of Directors shall have the control and management of all CRA affairs, properties, and funds. The Board shall have the power to endorse local candidates and the recall of local officials if there are no chartered Republican Assemblies in the particular district or in response to a written request from all of the chartered Republican Assemblies in that district. Statewide candidates and statewide recall efforts shall be endorsed only at Annual or Special Conventions, except when the candidate endorsed by CRA has withdrawn his candidacy or become ineligible for the office, in which case the Board of Directors shall have the power to endorse by two-thirds vote. The Board of Directors shall have the power to endorse candidates for national, statewide, or regional positions in the California Republican Party or the Republican National Committee. The Board of Directors may also make recommendations concerning statewide measures by two-thirds vote at any meeting, provided that written notice of such proposed vote is given at least fourteen days prior to the Board Meeting and that such recommendations are released only in the name of the Board of Directors and not in the name of CRA as a whole.

(b) The Board of Directors shall have such powers as are prescribed in these Bylaws and shall exercise general control and supervision of all CRA officers, directors, employees, and agents. After a hearing, the Board of Directors may remove any officer for good cause by a two-thirds vote, provided that the individual was provided written notice of the Board meeting and the alleged offense.

(c) The Board may pass resolutions concerning legislation and policies by two-thirds vote.

Section 9.03. Board Committees. The Board of Directors may create and supervise various committees of Board members to advise and assist the Board. The President shall appoint all committee members and officers, subject to Board approval, and the President shall be an ex-officio voting member of each Board committee, unless he declines to serve. Board committees may be created, modified, or disbanded at any Board meeting and they shall cease to exist at the adjournment of the final Board meeting before the Annual Convention.

Section 9.04. Meetings. The Board of Directors shall meet at such times and places as may be determined by the Board or by call of the President. If no meeting has been held or noticed to occur within thirty days, then one quarter of the Board may call a Board meeting. There shall be at least two meetings each year; one immediately after the close of the Annual Convention. Fourteen days' written notice of the time and place of all in-person Board meetings, except the meeting at the close of the Annual Convention, shall be provided to all Board members by the Corresponding Secretary or by whoever called the meeting.

Section 9.05. Special Meetings. The Board of Directors may transact business by electronic mail by voting on motions approved by the President and sent by the Corresponding Secretary. Voting shall be closed after five days (or sooner, if all Directors have voted). A motion shall be defeated if most Directors have not voted after five days. Ballots shall be retained until the next in-person Board meeting, when the Board may dispose of them. No hearing required by these Bylaws may be conducted by electronic mail except with prior Board approval by two-thirds vote.

Section 9.06. Appeal. Any action taken by the Board of Directors may be appealed to an Annual or Special Convention, provided that the appeal shall be made by at least one chartered Republican Assembly, and written notice of such appeal shall be submitted by such chartered Republican Assemblies to the President and Corresponding Secretary within thirty days after such action is taken by the Board, and at least thirty days prior to the Convention.

Section 9.07. Quorum and Voting. Quorum of the Board of Directors shall be attained by the participation of one quarter of the Board. Once attained, quorum shall remain in effect until adjournment. Each Board member shall have exactly one vote and proxy voting shall not be permitted.

Section 9.08. Notices. Any written notice required by these Bylaws for any purpose may be delivered by means of electronic mail, facsimile, hand delivery, first-class mail, or other mail. Actual receipt shall not be required; submission to the last reported address shall be sufficient. Notice may be waived by the person entitled to receive it. Physical appearance at a meeting requiring notice shall always constitute waiver.

## **ARTICLE X - REPUBLICAN ASSEMBLIES**

Section 10.01. Structure. A chartered Republican Assembly shall include membership within a reasonably coherent geographical area (county, city, town, community, etc.) within the State of California,

shall be the only such Republican Assembly in that territory, and shall be identified by the name in its charter. Chartered Republican Assemblies shall not incorporate.

Section 10.02. Bylaws. Each Republican Assembly shall develop its own bylaws, which may be based on Model Bylaws available from the Membership Secretary. Chartered Republican Assembly bylaws must be in conformance with CRA Bylaws and they are subject to approval by the CRA Board of Directors.

Section 10.03. Officers and Directors. Each Republican Assembly shall have a President, a Secretary, and a Treasurer, plus such additional officers as may be specified in its bylaws. It may also have a Board of Directors, as specified in its bylaws.

Section 10.04. Elections. Each Republican Assembly shall elect its officers and CRA Convention Delegates and Alternates at least annually. Delegates and Alternates may be appointed rather than elected when the local bylaws expressly permit appointment.

Section 10.05. Meetings. Each Republican Assembly shall hold at least one meeting each quarter, at a time and place determined by its Board of Directors or officers, which Board or officers may also prescribe other meetings.

Section 10.06. Reports. Each chartered Republican Assembly shall submit to the Membership Secretary periodical reports of its membership, together with the names and addresses of its President, Secretary and Treasurer, plus such other information as may be required at such times and in such manner as may be uniformly provided by resolution of the CRA Board of Directors.

Section 10.07. Records. All records of each Republican Assembly shall be maintained by its officers, available for examination by members thereof and by CRA Board members. Such officers shall provide evidence of the election of Convention Delegates and Alternates, or their appointment if applicable, to the Credentials Committee, President, or Membership Secretary upon request.

Section 10.08. Application for Charter. Application for charter of a new Republican Assembly shall be made on the standard petition form as adopted by the Board of Directors of the CRA, which petition shall be signed by at least fifteen persons eligible for active membership in the prospective Republican Assembly. At least ten of these prospective members must reside within the prospective geographical area of the prospective Republican Assembly. Before its presentation to the Membership Secretary, the petition shall be forwarded to the cognizant District Director or Vice President for investigation and approval.

Section 10.09. Initial Organization. Upon receipt of an approved petition by the Membership Secretary, the Board of Directors of the CRA may by resolution approve the formation of a new Republican Assembly and direct, through its accredited representative(s), the organization of the new Republican Assembly.

Section 10.10. Conditions of Organization. The organization of the new Republican Assembly shall be completed, under the direction of the accredited CRA representative(s), provided that the new Republican Assembly shall have:

- (a) Ratified the CRA Bylaws.
- (b) Adopted its own bylaws.
- (c) Elected its own officers and directors (if any) and committees, and accomplished its organization in accordance with its bylaws.
- (d) Certified to the Membership Secretary that its officers, directors, committees and members have been instructed in their duties by the accredited CRA representative(s).
- (e) Certified to the Membership Secretary that it has held at least two meetings, with at least seven days between each meeting, with at least one CRA Board member present, no less than sixty days prior to the Annual Convention. Notice of these organizational meetings must have been provided to the Senate District Director, Deputy Senate District Director, or Membership Secretary.

Section 10.11. Completion of Organization. Upon satisfaction of the requirements set forth in this Article, the CRA Board of Directors may issue the new Republican Assembly a charter signed by the President and the Membership Secretary. This charter shall state the name of the new Republican Assembly and the date of membership, which shall be the date of approval by the CRA Board. A new Republican Assembly that has been chartered in accordance with this Article shall be eligible to send Delegates to the next Convention if its charter was approved by the CRA Board at least thirty days prior to the first day of that Convention.

## **ARTICLE XI - DISPUTES**

Section 11.01. Local Disputes. Disputes and controversies between chartered Republican Assemblies and within a single chartered Republican Assembly shall be resolved by their respective officers



and boards of directors. If an agreement cannot be reached, any CRA member may appeal to the CRA Board of Directors by submitting written notice to the President, Corresponding Secretary, or Membership Secretary. The CRA Board of Directors may resolve the matter at any Board meeting where fourteen days' written notice was provided to the persons who filed the appeal and to each chartered Republican Assembly involved in the dispute. Any Board decision may be appealed to the next Annual or Special Convention, where the decision may be approved, overturned, or modified by majority vote.

Section 11.02. Disputes Subject to the California Republican Party Bylaws. CRA and its officers, members, and former members shall comply with all of the dispute resolution procedures and arbitration rules set forth in the California Republican Party Bylaws ("Party Rules"), but only after first exhausting the administrative remedies specified in this Article. Whenever the Party Rules apply, they shall be the sole legal or equitable remedy for unresolved disputes. If the Party Rules do not apply to a particular dispute, the CRA Board of Directors may voluntarily submit the dispute to the California Republican Party to be resolved as if those Party Rules applied. If the California Republican Party agrees to resolve such a dispute, then there shall be no other legal or equitable remedy.

Section 11.03. Administrative Remedies. A CRA member, former member, or chartered Republican Assembly involved in a dispute with the CRA, the Board of Directors, or any CRA officer, agent, committee, or member shall provide written notice of the dispute to the President, Corresponding Secretary, and Membership Secretary. No CRA member shall invoke the Party Rules or take any action to resolve a dispute unless the member has first provided this notice and waited ninety days for the Board of Directors to attempt to resolve the dispute. If, during the ninety-day period, the Board of Directors determines that the Party Rules do not apply and requests that the California Republican Party resolve the dispute as if the Party Rules did apply, then an additional sixty days shall be allowed for the California Republican Party to determine whether it will resolve the dispute. Where the Party Rules do not apply and where the California Republican Party has not agreed within sixty days to resolve the dispute as if the Party Rules applied, the dispute shall be settled according to the Commercial Arbitration Rules of the American Arbitration Association (or, if applicable, according to some other arbitration procedure that may be approved in writing by all parties to the dispute and by vote of the Board of Directors).

Section 11.04. Litigation Prohibited. The President, Membership Secretary, or Board of Directors may summarily terminate the membership of any CRA member who files a lawsuit or legal action against CRA, its officers or agents, or any chartered Republican Assembly, or who voluntarily assists in such action, without first complying with the provisions of this Article. Where membership is terminated by the President or Membership Secretary, it may be appealed to the Board of Directors and the decision of the Board shall be final. The Board may take other disciplinary action and pursue other legal remedies against such a CRA member or former member, without prior notice, by majority vote. Any CRA member whose membership is terminated under this section shall not be permitted to rejoin CRA without the prior approval of the Board of Directors.

## **ARTICLE XII - CONVENTIONS**

Section 12.01. Convention Scheduling and Site Selection. The Annual Convention shall be held each year between January 1st and June 30th. The Board of Directors shall approve the time, place, and particulars for each Convention, but shall not act more than three years in advance. The Corresponding Secretary, or such other officer as may be assigned by the Board, shall provide at least sixty days' notice of the Convention to each Board member, member-at-large, and chartered Republican Assembly.

Section 12.02. Special Conventions. In case of an emergency, Special Conventions may be called by the President with the approval of the majority of the Board of Directors. The call for a Special Convention shall specify the subjects to be considered, and no subjects shall be considered that are not specified in the call.

Section 12.03. The Corresponding Secretary shall mail to the President or Secretary of each chartered Republican Assembly an official call to the Annual Convention at least two calendar months prior to the date of the Convention. For a Special Convention, the call shall be mailed at least thirty days prior to the date thereof.

Section 12.04. Officers and Supervision. The officers of each Convention shall be the officers of the CRA. The Board of Directors shall have full supervision and management of all Conventions and shall determine the official program and order of business at each Convention. The President may appoint such assistants to the Sergeant-at-Arms as he deems necessary or advisable.

Section 12.05. Convention Committees. Prior to each Convention, the President shall appoint a Credentials Committee, Resolutions Committee, Nominating Committee, Elections Committee, Rules Committee, Bylaws Committee and such other Convention committees as the President and Board of Directors may deem necessary and proper. Committee appointments must be approved by the Board, or by the Convention itself if the Board fails to act. Membership shall be open to all CRA members and members-at-large, with at least three individuals assigned to each Convention committee but the Credentials Committee, to which at least five individuals shall be assigned. The immediate past committee chairman or some other former committee member shall be appointed as a member of each Convention committee in the succeeding year. Convention committees that have not already been discharged or replaced by the Board shall cease to exist at the adjournment of the second Board meeting after the Annual Convention. All former committee members shall return all CRA records and property to their successors within two weeks, or to the President if their successors are not known.

Section 12.06. Representation and Quorum. Each chartered Republican Assembly shall be entitled to send three members as Delegates to each CRA Convention plus one additional Delegate for each ten additional members after the first fifteen members. If a chartered Republican Assembly has been disciplined or terminated by the Board of Directors, it may nevertheless send Delegates to the Convention for the purpose of appealing the Board's decision, and those Delegates shall abide by the decision of the Convention. Representation shall be determined by the records maintained by the Membership Secretary, as of thirty days prior to the Convention. Quorum shall be attained by the presence of one-third of the Delegates registered for the Convention. Once attained, quorum shall remain in effect until adjournment.

Section 12.07. Delegates-at-Large. All members of the CRA Board of Directors and all Past CRA Presidents shall be Delegates-at-Large at all Conventions.

Section 12.08. Selection of Delegates and Alternates. Delegates and Alternates shall be elected by their Republican Assemblies, except where the local bylaws expressly permit appointment. They must be members of the Republican Assemblies they represent, both at the time of their selection and throughout the Convention. The list of Delegates and Alternates shall be submitted by an officer from each Republican Assembly to the Credentials Committee (or to the Membership Secretary if the Credentials Committee has not been appointed) at least twenty days prior to the first day of each Convention. The Credentials Committee or the Convention shall determine which members of a Republican Assembly shall serve as Delegates or Alternates if no one was elected or appointed, if the list of Delegates and Alternates was not submitted in a timely manner, or if the persons selected are not registered for the Convention.

Section 12.09. Alternates. Chartered Republican Assemblies may select an unlimited number of members as Alternates. An Alternate may take the place of an absent Delegate, according to the order indicated by his Republican Assembly, by giving notice and showing identification to the Credentials Committee, or to the Recording Secretary or Sergeant-at-Arms when the Credentials Committee is unavailable. Disputes shall be resolved by the Credentials Committee or the Convention. All references to Delegates shall include Alternates acting on behalf of absent Delegates.

Section 12.10. Delegate Residency. No more than one-third of the Delegates representing a chartered Republican Assembly may reside outside the territory previously approved for that Republican Assembly by the CRA Board of Directors. If disputed, residency shall be determined by voter registration records. If such records are unavailable or inconclusive, residency may be established by other evidence, such as a California driver's license. At any time during a Convention, if the number of Delegates residing outside the territory of the chartered Republican Assembly exceeds one-third, then the surplus out-of-territory Delegates shall be treated as non-voting Alternates. Disputes shall be resolved by the Credentials Committee or the Convention. The Convention shall have discretion to adopt procedural rules governing this matter and such rules may prevent the same delegation from being challenged more than once.

Section 12.11. Registration Fee. The Board of Directors shall establish the registration fee to be paid to the CRA by all persons attending any CRA Convention. The proceeds derived from such registration fees shall be expended under the direction of the Conventions and Sites Committee, with the approval of the Board of Directors. When requested at least two weeks prior to the Convention, the Credentials Committee will provide at a nominal fee to all candidates seeking CRA state office, statewide Republican candidates and state proposition committees, a list of all known CRA Delegates' and Alternates' names and addresses. A notice, stating the amount of the registration fee and giving the Convention program, shall be sent by the Corresponding Secretary to the Secretary and President of each chartered Republican Assembly, and to each member of the Board of Directors at least twenty days before the date of the Convention. No Delegate, Delegate-at-Large, or Alternate shall be entitled to vote in a Convention unless his registration fee has been paid. The profit or loss accruing from any Convention shall be shared

equally by the CRA and the host Republican Assembly or Assemblies. Within sixty days after the close of the Convention, the host chartered Republican Assembly or Assemblies shall submit a final report documenting profit or loss to the Convention and Sites Committee and shall satisfy any resulting indebtedness to the CRA Treasurer. Any Republican Assembly that fails to file such a report may be disciplined.

Section 12.12. Voting. Each Delegate, Delegate-at-Large, and Alternate (if voting on behalf of an absent Delegate) shall have exactly one vote. There shall be no voting by proxy. Roll call votes shall not be permitted unless previously approved by majority vote.

### **ARTICLE XIII - CONVENTION PROCEDURE**

Section 13.01. Program. The official program of a Convention as approved by the Board of Directors shall be the Orders of the Day for all sessions. Changes in the program may be made from time to time by a majority vote of the Delegates and Delegates-at-Large.

Section 13.02. Resolutions. All resolutions shall be referred to the Resolutions Committee for its consideration and recommendation to the Convention. All such resolutions submitted to the CRA President ten or more days prior to the opening of the Convention must be reported out. Debate on such resolutions shall not be in order until they have been reported out by the Resolutions Committee.

Section 13.03. Debate. Committee Reports, communications to the Convention, resolutions presented by the Resolutions Committee, and all motions save such as are known to parliamentary practice to be undebatable may be debated upon the floor of the Convention, unless by a two-thirds vote the Convention decides to dispose of them without debate. No Delegate shall speak in Convention longer than five minutes at one time, except as provided in the Convention Rules or by majority vote.

Section 13.04. Endorsement of Candidates. The endorsement of statewide candidates shall require the support of two-thirds of those present and voting at an Annual or Special Convention of the CRA, except as otherwise specified in these Bylaws. A candidate for Board of Equalization may be endorsed in the same manner unless a different candidate was previously endorsed at a local endorsing convention. Nothing in these Bylaws shall be construed to prohibit a chartered Republican Assembly from endorsing a statewide candidate or a candidate for Board of Equalization in its own name if that candidate has already received the CRA endorsement.

### **ARTICLE XIV - NOMINATION & ELECTION OF OFFICERS**

Section 14.01. Elections. Officers shall be nominated and elected at the Annual Convention in accordance with the Convention Rules. Any member-at-large, Life Member, or member of a chartered Republican Assembly may be elected, whether serving as a Delegate or not. The Elections Committee shall conduct the elections, distribute and collect any ballots needed, and count all votes in the presence of the candidates or their representatives. Voting shall be restricted to Delegates, Delegates-at-Large, and Alternates serving in the place of absent Delegates, as determined by the Credentials Committee Report adopted by the Convention.

Section 14.02. Plurality. For all offices except President, Executive Vice President, and Vice President, the candidate who receives the most votes shall be elected, even if less than a majority. A majority vote shall be required to elect the President and the Executive Vice President. If none of the candidates nominated for President or Executive Vice President receives a majority of the votes cast, then a run-off election shall be held immediately between the two candidates who received the most votes. For the five Vice President positions, the five candidates nominated who received the most votes shall be elected. If an election is held to fill a mid-term vacancy in the office of Vice President, then the Convention Rules shall determine the procedure, such as whether that election may be combined with the election for the other Vice Presidents.

Section 14.08. Senate District Directors and Deputy Senate District Directors.

(a) Nomination. Delegates from each Senate District shall nominate a Senate District Director and a Deputy Senate District Director as prescribed by the Board of Directors.

(b) Election. A Senate District Director and a Deputy Senate District Director shall be elected at the Annual Convention by the Delegates and Delegates-at-Large from each Senate District. If there are fewer than three Delegates from a Senate District present, the Senate District Director and the Deputy Senate District Director shall be appointed by the Board of Directors. The President and the Board of Directors shall seek advice from the chartered Republican Assemblies in the Senate District prior to filling vacancies by appointment, but the failure to seek such advice shall not invalidate an appointment.

(c) Voting. Each Delegate and Delegate-at-Large shall be entitled to cast one vote in the election of a Senate District Director and Deputy Senate District Director, and a majority of all votes cast in each District shall be necessary for election. Delegates shall vote in the Senate District selected by their chartered Republican Assemblies but Delegates-at-Large shall vote in the Senate Districts where they personally reside.

(d) Term of Office. Each Senate District Director and Deputy Senate District Director shall take office immediately upon the closing of the Annual Convention and shall serve thereafter until the close of the next Annual Convention.

(e) Selection of Senate District. Chartered Republican Assemblies whose geographical boundaries include more than one Senate District shall cast their votes for Senate District Director and Deputy Senate District Director in only one Senate District. The choice of the Senate District in which to vote rests with the chartered Republican Assembly. This choice must be transmitted to the Membership Secretary no later than December 31 of each year to become effective for the next Annual Convention. If no declaration was made in time, then the chartered Republican Assembly shall remain in the same Senate District that it was in during the previous Convention, if the Senate District boundaries remain the same. The Credentials Committee of the Convention, or the President if the Committee is unavailable, shall resolve any disputes involving this Section and shall assign chartered Republican Assemblies to Senate Districts whenever necessary.

#### **ARTICLE XV - VACANCIES IN OFFICE BETWEEN CONVENTIONS**

Section 15.01. President. If the office of President becomes vacant, the Executive Vice President shall become President until the next Annual Convention. If the offices of President and Executive Vice President are simultaneously vacant, the Board of Directors shall elect one Vice President to be President and another Board member to be Executive Vice President until the next Annual Convention. A Board meeting for this purpose may be called by a majority of the ten Vice Presidents or by one quarter of the Board, with at least ten days' written notice. At the next Annual Convention, an officer shall be elected to fill the remaining term of office, if any.

Section 15.02. Other Vacancies. In the event of a vacancy in any elected office except that of President, Senate District Director, or Deputy Senate District Director occurring between Annual Conventions, the President shall appoint a member of a chartered Republican Assembly or a member-at-large to temporarily fill the office, subject to approval by the requisite majority of the Board of Directors. At the next Annual Convention, the office shall be filled by election. A vacancy occurring in an appointed office shall be filled by Presidential appointment, subject to Board confirmation.

Section 15.03. Senate District Directors & Deputy Senate District Directors. When the office of Senate District Director becomes vacant, the Deputy Senate District Director shall fill the vacancy. When the office of Deputy Senate District Director becomes vacant, or when both offices are vacant, the President shall fill each vacancy by appointing a member of a chartered Republican Assembly or a member-at-large, subject to approval by the requisite majority of the Board of Directors. Each appointee must reside in the appropriate Senate District, unless there is no chartered Republican Assembly in that Senate District, in which case the appointee may reside in a nearby Senate District.

Section 15.04. Requisite Majority of the Board. Within sixty days of an upcoming Annual Convention, approval by two-thirds of the Board of Directors shall be required to fill Board vacancies. At all other times, a simple majority vote shall suffice, except in the case of appointed offices after the first three, which shall always require approval by two-thirds vote.

#### **ARTICLE XVI - FINANCE & ACCOUNTING**

Section 16.01. Fiscal Year and Budgets. The CRA fiscal year shall be April 1 to March 30, unless some other period is adopted by a two-thirds vote of the Board of Directors. The Board shall adopt a budget prior to the close of each fiscal year, but any such budget may be modified by majority vote at any subsequent Board meeting. The Board shall approve the CRA accounting method.

Section 16.02. Disbursements and Banking. All disbursements shall be made solely by check, except that, with the prior approval of the Treasurer and the Board of Directors, disbursements may be made by equivalent electronic means, such as wire transfers, automated clearing house transfers, and debit card transactions. The Board of Directors shall determine which banks are used for CRA funds and which CRA officers shall serve as the authorized signatories on CRA accounts. Unless the Board takes contrary action, the President, Treasurer, and Assistant Treasurer shall serve as the authorized signatories

on each account. Upon request, CRA banking, income, and disbursement records shall be made available by the Treasurer or Assistant Treasurer to any member of the Board of Directors and to Presidents of chartered Republican Assemblies. Subject to Board oversight and review, the Treasurer and Assistant Treasurer may redact sensitive personal data and may regulate the time, place, and manner of such financial disclosures in order to protect CRA and its members.

Section 16.03. Audit of Accounts. The Board of Directors may order an audit or review of the CRA records and accounts maintained by any CRA officer or agent, including any treasurer, bookkeeper, or accountant for a political action committee affiliated with CRA. Between Board meetings, the President may order such an audit or review. The failure of any such person to present CRA records in his possession or under his control within fourteen days of receiving the request shall constitute grounds for removal or discipline by the Board.

## **ARTICLE XVII - ENDORSEMENT OF LOCAL CANDIDATES & RECALL OF LOCAL ELECTED OFFICIALS**

Section 17.01. Two-thirds Vote for Local Endorsements. Endorsement of candidates for local office, and endorsements for or against the recall of local officials, shall require the support of two-thirds of the delegates present and voting at a local endorsing convention. Delegates must be present at a physical meeting in order to vote. Absent or abstaining delegates shall reduce the number needed for an endorsement, but delegates expressly voting not to endorse shall not reduce that number. The failure of any Republican Assembly to participate in a local endorsing convention shall not invalidate an endorsement from that convention.

Section 17.02. Procedure for Calling Local Endorsing Conventions. The temporary chairman of the local endorsing convention shall be the highest-ranking state officer in the particular district within which the candidate is to be elected or the official is to be recalled. Where the district has officers of equal rank, the temporary chairman shall be determined by lot. If no state officer resides in the district, then the state officer who resides nearest to the district shall serve as temporary chairman. The temporary chairman shall provide at least ten days written notice of the date, time, place and purpose of the local endorsing convention to the President and Secretary of each chartered Republican Assembly entitled to participate, except in cases of urgency, in which case equal notice shall be given to the Presidents and Secretaries of such chartered Republican Assemblies. If the temporary chairman fails to call an endorsing convention by the fiftieth day before the date of the election or recall election, then the convention may be called by the CRA President or by a majority of the officers of the largest chartered Republican Assembly entitled to participate (as determined by the records of the CRA Membership Secretary).

Section 17.03. Representation. The temporary chairman, or whoever calls the local endorsing convention, shall specify the number of delegates that chartered Republican Assemblies in the district shall be entitled to send to the convention. All chartered Republican Assemblies wholly or partially within the particular candidate or official's district shall be entitled to equal representation. The number of potential delegates from each Republican Assembly entitled to participate shall not be fewer than three nor more than seven unless a different number was previously approved by the President of every chartered Republican Assembly in the district prior to the notice of the local endorsing convention. Each chartered Republican Assembly shall elect the delegates and alternates for local endorsing conventions except when the members of that Republican Assembly have voted to allow the President or Board of Directors of that Republican Assembly to appoint all the delegates and alternates.

Section 17.04. Delegate Residency. The delegate residency rules and procedures outlined for state Convention Delegates in Section 12.10 shall also apply to local endorsing conventions that involve more than one chartered Republican Assembly, except that disputes shall be resolved by the temporary chairman or the CRA President. If delegate residency was not challenged prior to an endorsement vote at a local endorsing convention, then it may not be challenged subsequently, except by the CRA President.

Section 17.05. Limitations on Endorsing:

- (a) Only registered members of the Republican Party may be endorsed for any office.
- (b) The CRA President, upon being notified prior to an election, or between elections, of any alleged infraction of the Bylaws concerning endorsement of candidates or issues, or recall of an elected official, shall immediately conduct an investigation of the alleged infraction and take whatever action is deemed necessary to protect the endorsement or recall privilege and the good name of the CRA.
- (c) Only one person may be endorsed for a particular office.
- (d) Endorsements shall occur no sooner than sixty days prior to the close of filing.

(e) For purposes of determining eligibility to vote, delegates to a local endorsing convention must have been members of their respective chartered Republican Assembly no less than thirty days prior to the date of the local endorsing convention, as determined by the membership records maintained by the CRA Membership Secretary.

Section 17.06. If a local endorsing convention involves only a single chartered Republican Assembly, then no delegate selection process shall apply, and all members of that Republican Assembly shall be eligible to vote on the endorsement, subject to the restrictions set forth above. The President of that Republican Assembly shall serve as the chairman of the local endorsing convention.

Section 17.07. When a duly-endorsed candidate ceases to be a candidate, regardless of the reason, the temporary chairman who called the prior endorsing convention for that office may call another endorsing convention to endorse a different candidate, pursuant to this Article. If the temporary chairman fails to call an endorsing convention within ten days after the endorsed candidate ceases to be a candidate, then the CRA President or a majority of the officers of the largest chartered Republican Assembly in the district may call the meeting. If there are fewer than thirty days until the election at the time the endorsed candidate ceases to be a candidate, then the temporary chairman may choose to hold the endorsing convention in person or by e-mail. The temporary chairman shall provide five days' notice of the meeting and its format to all the delegates who participated in the prior endorsing convention (if known) and to the President or Secretary of each chartered Republican Assembly entitled to participate. Unless the temporary chairman receives written notice that a chartered Republican Assembly has selected new delegates, then the delegates who participated in the prior endorsing convention shall be entitled to participate in the new endorsing convention.

#### **ARTICLE XVIII - PARLIAMENTARY AUTHORITY**

Section 18.01. The most current version of *Robert's Rules of Order, Newly Revised*, shall be the parliamentary authority for all matters of procedure not specifically addressed by these Bylaws.

Section 18.02. Standing Rules. The Board of Directors may adopt standing rules to govern its activities, provided that they do not conflict with these Bylaws. The adoption, amendment, and repeal of standing rules shall require approval by majority vote of the Board, except that standing rules that conflict with *Robert's Rules of Order, Newly Revised* shall require approval by two-thirds majority. Standing rules shall be compiled and maintained by the Recording Secretary and made available to any CRA member upon request. All standing rules shall expire at the conclusion of each Annual Convention, at which time the in-coming Board of Directors may re-adopt them.

#### **ARTICLE XIX - AMENDMENTS TO THESE BYLAWS**

Section 19.01. Amendment Process. Amendments to these Bylaws shall be made only at CRA Annual or Special Conventions by a two-thirds vote.

Section 19.02. Notice and Germane Amendments. Proposed amendments to the Bylaws shall be submitted in writing to the Corresponding Secretary at least fifty days prior to the first day of the Convention. The Corresponding Secretary shall submit the proposed amendments to the CRA Board of Directors and to the President or Secretary of each chartered Republican Assembly not less than thirty days prior to the first day of the Convention. The Convention may revise the text of such amendments, but shall adhere to the subject matter thereof, as determined by the Bylaws Committee.

Section 19.03. Distribution of Bylaws. At the conclusion of each Convention where any amendments are adopted, the Bylaws Committee shall be responsible for proofreading and formatting the amendments, incorporating them into the Bylaws, and distributing the new Bylaws to the newly-elected Board of Directors.