

BYLAWS OF THE REPUBLICAN PARTY OF SHELBY COUNTY

ARTICLE I. NAME

The name of this organization shall be the Republican Party of Shelby County (RPSC).

ARTICLE II. PURPOSE

The purposes of the RPSC include, but are not limited to, electing Republican candidates to office on the national, state and local levels; recruiting Republican candidates to run for office; assisting the national Republican Party, the Republican National Committee, Tennessee Republican Party and other Republican organizations in carrying out their purposes; raising funds for election campaigns and other Republican purposes; recruiting membership in the Republican Party; increasing public awareness of the Republican position on public issues; and fostering good citizenship in general.

ARTICLE III. MEMBERSHIP

Section 1. Any citizen of Shelby County, Tennessee, who shares the ideas and goals of the Republican Party shall be eligible to become a member of the RPSC.

Section 2. The County Executive Committee may recognize special levels of membership for dues-paying members but no dues payment shall be required as a consideration for active membership in the RPSC. All County Executive Committee members shall be encouraged to participate as dues-paying members.

ARTICLE IV. COUNTY EXECUTIVE COMMITTEE

Section 1. The County Executive Committee (CEC) shall be composed of the following.

a. Officers:

- i. Chairman
- ii. Vice Chairman (who must be of the opposite sex from the Chairman)
- iii. Second Vice Chairman (who must be of the same sex as the Chairman)
- iv. Third Vice Chairman (who must be of the opposite sex from the Chairman)
- v. Fourth Vice Chairman (who must be of the same sex as the Chairman)
- vi. Recording Secretary
- vii. Corresponding Secretary
- viii. Treasurer
- ix. Vice Treasurer.

b. At-Large Members: There shall be eight (8) at-large members.

c. District Members: A member shall be elected from each State House of Representatives District or portion thereof in Shelby County.

d. Club Presidents: The President or Chair, or designated representative of any Republican club or organization located within Shelby County which is federated or chartered by a state federating or chartering body, and the President, Chair, or designated representative of any non-federated Established Republican Club in compliance with Article VIII of these Bylaws, shall be members.

- e. Members of the State Executive Committee: Members of the State Executive Committee who represent any portion of Shelby County shall be members.
- f. The Immediate Past Chair of the RPSC.
- g. Legal Counsel. Legal Counsel shall be appointed by the Chairman.
- h. Assistants. The Chairman shall have the authority to appoint assistant officers who shall serve as nonvoting members of the CEC.

Section 2. Elections

The elections of Officers, At-Large and District Members shall be in accordance with the Bylaws of the Tennessee Republican Party and the Convention Standing Rules of the RPSC.

Section 3. Term of Office

- a. The terms of office are determined by the TRP.
- b. The term of office shall begin immediately following the election with the exception of the Treasurer who shall continue through the end of the applicable fiscal year.

Section 4. Qualifications

- a. The qualifications are determined by the TRP.
- b. Each member of the CEC shall at all times, reside in Shelby County, Tennessee.

Section 5. Duties

Each CEC member shall give financial support to the RPSC to the extent that each deems appropriate to his or her circumstances and shall be encouraged to participate in other federated and non-federated local Established Republican Clubs. Each CEC member shall be involved in the campaigns of Republican candidates.

- a. The Chairman shall preside at all meetings, represent the RPSC when called upon, appoint a parliamentarian, appoint committee and board chairmen members, and take any and all other action not inconsistent with these Bylaws which is reasonably calculated to further the interests of the Republican Party of Shelby County. The Chairman shall also be the official spokesman for the Party, and only the Chairman's designee may represent the Party when directed by the Chairman.
- b. The Vice Chairman shall preside in the absence of the Chairman and assist the Chairman as needed. In the absence of the Chairman and Vice Chairman, the Second Vice Chairman, Third Vice Chairman, and Fourth Vice Chairman, respectively in that order, shall preside and shall assist when called upon.
- c. The Recording Secretary shall keep an accurate record of the business meetings, maintain a roster and attendance records, and provide required notifications.
- d. The Corresponding Secretary shall be responsible for RPSC communication including, but not limited to, sending required notices, letters, correspondence, and emails, as may be directed by the Chairman, Vice Chairman, or the CEC. The Corresponding Secretary shall assume such other duties as designated by the Chairman.
- e. The Treasurer shall be responsible for the general fund expenditures and budget approved by the CEC.
- f. The Vice Treasurer shall assist the Treasurer when called upon for acts of the Treasurer when needed.

- g. At-Large Members shall raise funds in support of the RPSC through memberships, solicitation of donations, and assist in the fundraising activities and events initiated by the RPSC.
- h. District Members shall:
 - i. Support fund raising events by ticket sales and attendance.
 - ii. Promote and attend Republican activities.
 - iii. Assist with preparations for precinct conventions and county conventions.
 - iv. Promote Republican education in the districts.
 - v. Recruit volunteers for RPSC including poll watchers.
 - vi. Assist with Republican precinct organization.
 - vii. Assist with voter registration drives.
 - viii. Seek viable Republican candidates for local offices.
 - ix. Attend Established Republican Club meetings to report on RPSC activities.

Section 6. Removal - Conduct.

- a. An Officer, At-Large Member or District Member may be removed from the CEC for the following reasons:
 - i. Conviction of a crime;
 - ii. Conduct prejudicial to the interest of RPSC;
 - iii. Open, notorious, and/or financial support of the Democrat Party or other nationally recognized Party which is not the Republican Party; or,
 - iv. Endorsing or assisting in any manner, a Democrat or other non-Republican in an election or primary election in which a Republican is a candidate or has filed as a candidate. This provision shall not apply to nonpartisan elections.
- b. Procedure: To remove a member under this section, at least two other members must file a written notice with the Chairman, stating the specific reason for the proposed removal. Written notice must be provided to the member for whom removal is being proposed within five days of receipt. The notice shall contain the reason for the proposed removal, a copy of the RPSC Bylaws, and the date the motion will be considered. A motion for removal may be considered at a regular meeting or special meeting. An affirmative vote of two-thirds (2/3) of the voting members present shall be required to remove a member at which time the position will be deemed vacant.

Section 7. Removal – Absences.

- a. An Officer, At-Large Member, or District Member shall be automatically removed after either:
 - i. Three consecutive unexcused absences from a regular meeting; or
 - ii. Eight absences (excused or unexcused) from a regular meeting within the fiscal year.
- b. Notice shall be provided to the member and the Chairman following the second consecutive unexcused absence or the seventh absence within the fiscal year.
- c. Written notice shall be provided to a removed member and the Chairman within 7 days of removal. The member shall have fourteen (14) days from the date of the notice to request a review by the Chairman's Cabinet. Such request shall be made in writing to the Chairman. If no such request is received by the Chairman within the time provided, the former

member's removal shall stand and the position will be deemed vacant. If the former member requests the Chairman's Cabinet to review the former member's removal, then the Chairman's Cabinet shall consider whether the former member should be reinstated based upon a number of factors including, but not limited to: the former member's past and present contributions to the Republican Party and the CEC; the reasons for the former member's absences; and the former member's willingness to contribute to the CEC in the future. The former member may be reinstated by a majority vote of the Chairman's Cabinet. The Chairman's Cabinet shall vote on the reinstatement before the next regular meeting. Upon reinstatement, the member will be considered as having no absences, however, the reinstated member shall be subject to the attendance requirement.

Section 8. Removal – Residency

- a. An Officer, At-Large Member, or District Member shall be automatically removed should he or she no longer reside in Shelby County, Tennessee and the position will be deemed vacant.
- b. A District Member shall reside in the legislative district for which the member is elected and tenure in office shall terminate if and when such member shall cease to reside in said district and the position will be deemed vacant.
- c. Residency is determined by voter registration.

Section 9. Resignation. No person shall be deemed to have resigned from the CEC unless that person's written resignation is received by the Chairman or First Vice Chairman, and Recording Secretary, and the resignation is accepted by the CEC. The position will be deemed vacant upon acceptance by the CEC.

Section 10. Vacancy.

- a. Chairman Vacancy: In the event of a vacancy in the office of Chairman for any reason, the First Vice Chairman shall temporarily assume the duties of the Chairman until a new Chairman is elected. If the First Vice Chairman is unable or unwilling to assume the position of Chairman, the Second Vice Chairman shall temporarily assume the duties of the Chairman.
- b. Treasurer Vacancy: In the event of a vacancy in the office of Treasurer for any reason, the Vice Treasurer shall temporarily assume the duties of the Treasurer until a new Treasurer is elected.
- c. A vacancy in a position of any Officer, At-Large Member, or District Member shall be filled by election by the CEC. Notice of the vacancy shall be given at the next regular or special meeting of the CEC. The CEC shall set the date of the election to occur within 90 calendar days of the vacancy. A majority vote of those present and entitled to vote shall be required to fill a vacancy.

ARTICLE V. MEETINGS

Section 1. Regular Meetings. Regular meetings of the CEC shall be held on the first Thursday of each month. The date of a regular meeting may be changed or cancelled at a prior regular meeting by a two-thirds (2/3) vote of those present, entitled to vote, and constituting a quorum or at any other time at the discretion of the Chairman with unanimous approval of the Officers. Notice of

the time and place of all regular meetings shall be provided to all CEC members at least five (5) days prior to the date of the meeting via mail and/or email, and an agenda approved by the Chairman shall accompany such notice.

Section 2. Special Meetings: Special meetings may be called by the Chairman or by not less than eight (8) voting CEC members upon five (5) days written notice of the date, time, and place of such meeting given to all CEC members. Special meetings shall be restricted to the business contained in the notice of the meeting.

Section 3. Quorum: A majority of the voting members of the CEC, subject to removal under attendance the requirement shall constitute a quorum, or quorum may also be achieved by the presence of one-third (1/3) of the total voting members of the CEC. Any member of the CEC holding two or more offices or designations specified above, shall only be counted only once for purposes of calculating any quorum required under these Bylaws. No vacant office shall be counted for purposes of calculating any quorum required under these Bylaws.

Section 4. Attendance: In the event those voting members subject to attendance are unable to attend a regularly scheduled meeting, the member shall request to be excused from the meeting by the Chairman or the Recording Secretary. Any request to be excused must be submitted to the Chairman or Recording Secretary no later than 14 days following the meeting. This section shall not apply to the following members of the CEC: (a) President or Chairman of a Federated Republican club or organization; (b) members of the State Executive Committee; (c) the immediate past RPSC Chairman; (d) President, Chair, or designated representative of any non-federated Established Republican Club in compliance with Article VIII of these Bylaws. These members of the CEC however are encouraged to attend all CEC meetings.

Section 5. Voting: All members of the CEC, with the exception of Legal Counsel and assistant officers, shall be entitled to vote. In the event that a member of the CEC holds two or more offices or designations specified above, his or her vote shall be counted only once on any question pending before the CEC. Any five (5) voting members of the CEC may require that any vote be taken by roll call. Any ten (10) voting members may require that any vote be taken by secret ballot, and such request shall take precedence over a request for roll call vote. The CEC may not take action on any item of New Business not listed on the Agenda accompanying the meeting notice unless permitted by majority vote of those members present at the meeting.

Section 6. Executive Session. The Chairman or a majority of CEC members present may call for an Executive Session. Only voting members and others specifically invited by the Chairman may attend.

ARTICLE VI. CHAIRMAN'S CABINET

Section 1. Composition. The Chairman's Cabinet comprised of the Officers of the CEC and the Chairmen of the Standing Committees of the RPSC.

Section 2. Duties and Powers. The Chairman's Cabinet shall have general supervision of the affairs of the RPSC between its business meetings and perform such other duties as determined by the Chairman.

Section 3. Meetings and Quorum. The Chairman's Cabinet shall meet at the discretion of the Chairman at such time and upon such notice as the Chairman shall require in his or her discretion. Six (6) members of the Chairman's Cabinet shall constitute quorum, provided at least four (4) of such members are Officers.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees: Standing Committees shall be appointed by the Chairman and include: the Bylaws Committee, the Finance Committee, the Candidate Recruitment Committee, the Grassroots Committee, the Outreach Committee, the Established Republican Club (ERC) Accreditation Committee, and the Election Operations Committee.

Except as provided otherwise in these Bylaws, the Chairman shall determine the duties, responsibilities and composition of each Standing Committee.

The ERC Accreditation Committee shall be composed of five (5) voting CEC members, three (3) of whom shall be District Representatives. A chairman or president of a federated club or a chairman or president of a non-federated ERC shall not serve on the ERC Accreditation Committee.

The Election Operations Committee shall be a standing committee charged with taking those steps deemed reasonably necessary by the Chairman and/or the CEC to ensure the integrity of all elections held in Shelby County, including, but not limited to, monitoring Election Day activity and recruiting registrars and other poll workers at the various polling sites.

Section 2. Special Committees. Special committees may be created as necessary by the Chairman or CEC.

ARTICLE VIII. ESTABLISHED REPUBLICAN CLUBS

Section 1. Federated Clubs: Any club that is properly chartered and recognized by the Tennessee Federation of Republican Women, the Tennessee Young Republican Federation, Inc., or the Tennessee Federation of College Republicans, shall be recognized by the Republican Party of Shelby County as an Established Republican Club

Section 2. Required Documents for Applicant Clubs: Any other, non-federated club that endorses and supports the purposes of the RPSC wishing to be recognized as an ERC shall complete and file an application form with the ERC Accreditation Committee.

A copy of the club's by-laws or rules that govern the organization shall be filed with, and upon each revision be submitted to, the Accreditation Committee.

A list of the club's dues-paying membership, a list of the elected officers of the club, and a certification that the club's by-laws have not been revised in the prior twelve (12) months shall be submitted to the ERC Accreditation Committee by June 30 of each calendar year. If the Accreditation Committee has not received the club's list of members, list of officers, and by-laws certification by August 31, notification of same shall be sent to the club by the Accreditation

Committee informing them of the requirements of this Section. Failure to submit required document by September 30 shall be grounds for revocation of ERC status.

Section 3. No ERC shall officially endorse a candidate in a contested Republican primary election. A statement or provision to this effect shall be included in the by-laws or governing rules for each club.

Section 4. No ERC shall officially endorse a candidate in a non-partisan race that is opposing a candidate endorsed by the RPSC. No ERC shall officially endorse a Democrat or other non-Republican in an election in which a Republican is a candidate; this provision shall not apply in non-partisan elections. A statement or provision to this effect shall be included in the by-laws or governing rules for each club.

Section 5. ERC Accreditation Committee and Accreditation Procedure: The Accreditation Committee shall meet within thirty (30) days of the date a club's application is filed. The Accreditation Committee shall determine by majority vote whether an applicant club meets the requirements. The applicant club shall be notified of the Accreditation Committee's decision in writing within ten (10) days of the Accreditation Committee's decision.

If the Accreditation Committee determines that the applicant club does not satisfy the requirements in this Article, the club's application shall be denied. The club may appeal the decision of the Accreditation Committee to the CEC within ninety (90) days.

In the event of an appeal, the application shall be made available to the members of the CEC. The CEC shall determine by majority vote whether the applicant club satisfactorily meets the requirements and criteria. If a president or chairman of an applicant club is a voting member of the CEC, the individual shall not be permitted to vote on the question of whether the applicant club in question satisfactorily meets the requirements and criteria.

A club whose application was denied either by the Accreditation Committee or the CEC must wait twelve (12) months before re-submitting the club's application.

Section 6. Revocation of ERC Status: Upon proper motion, the CEC is entitled, by an affirmative vote of two-thirds (2/3) of the voting members present, to revoke the accreditation status of an ERC. A club whose ERC accreditation status is revoked must wait twelve months (12) before re-submitting the club's application. If a president or chairman of an ERC is a voting member of the CEC, the individual shall not be permitted to vote on the question of whether an ERC's accreditation status shall be revoked.

ARTICLE IX. FINANCE

Section 1. Expenditure of Funds: The Treasurer shall maintain and account for two (2) separate accounts: the General Operations Account and the Political Operations Account.

- a. Expenditure of funds from the General Operations Account for unbudgeted items of the Republican Party of Shelby County less than Five Hundred Dollars (\$500.00) may be made upon written approval of two (2) of the following: the Chairman, the Vice-Chairman, the Second Vice Chairman, the Third Vice-Chairman, the Fourth Vice-Chairman, the Treasurer, the Vice Treasurer, and the Finance Chairman; provided, however, that at least

one of the two members from whom written approval is secured is the Chairman or Vice-Chairman. No other expenditures or obligations shall be made from the General Operations Account without the prior approval of the CEC as a whole. Adoption of a budget by the CEC shall constitute such prior approval.

- b. Expenditures from the Political Operations Account are limited to expenses for political activities that do not constitute campaign contributions under Tennessee or federal law. Such expenditures may include expenses for voter registration activities, get-out-the-vote activities, costs of preparing and distributing printed sample ballots, expenditures for rent, overhead, general administrative, fundraising and other day-to-day costs, and any other expenditure which is not made on behalf of a clearly identified candidate and the expenditure cannot be directly attributed to that candidate.

Monthly reports of expenses from the Political Operations Account shall be made to the CEC. Expenditure of funds from the Political Operations Account for any item of the Republican Party of Shelby County more than Two Hundred Fifty Dollars (\$250.00) requires written approval of two (2) of the following: the Chairman, the Vice-Chairman, the Second Vice Chairman, the Third Vice-Chairman, the Fourth Vice-Chairman, the Treasurer, the Vice Treasurer, and the Finance Chairman; provided, however, that at least one of the two members from whom written approval is secured is the Chairman or Vice-Chairman.

Section 2. The fiscal year of the Republican Party of Shelby County shall be May 1 through April 30 for purposes of adoption of the annual budget by the CEC.

Section 3. Records:

- a. The Treasurer shall be responsible for implementing an internal system of financial controls, shall review the RPSC books on a monthly basis, and shall be available to assist the Chairman as needed.
- b. The books and records shall be open to inspection by any member of the CEC upon request at reasonable times.
- c. Within thirty (30) days following the County Convention a two member "Review" committee shall be appointed and shall report to the CEC within sixty (60) days following the County Convention. When a new Chairman is elected, the incoming and outgoing Chairmen shall each appoint a member to serve on the "Review" Committee. The Chairman or the CEC as a whole may call for a "Review" at such times as they determine necessary. A "review" as used herein shall refer to the term customarily used by Certified Public Accounts, and shall not require a full audit.

Section 4. Persons of Record for Political Action Committee (PAC) Fund. In the event that a PAC exists, the persons of record shall be the Chairman and designated Vice Chairman for any fund controlled by, funded by, or auxiliary to the Shelby Country Republican Party, including any political action committee (PAC) fund or other monetary fund requiring regular reporting to a governmental or regulatory entity. Any necessary papers or documents required to effectuate a change of the persons of record shall be promptly filed after the Chairman and Vice Chairman

assume office, but in no instance more than thirty (30) days after the Chairman and Vice Chairman assume office.

ARTICLE X. RULES OF ORDER AND AMENDMENTS

Section 1. Parliamentary Authority. Except as otherwise provided by the laws of the State of Tennessee, the Call and Rules of the Republican Party of Tennessee and by these Bylaws, the current edition of *Robert's Rules of Order Newly Revised* shall govern the conduct of all meetings of the CEC, subject to the following exceptions.

Section 2. Limit on Debate: No member shall speak more than twice to the same question, no longer than three (3) minutes at any time without leave of the CEC and only upon a two-thirds (2/3) vote of the voting members present.

Section 3. Amendments: Amendments to these Bylaws may be proposed only in writing by any voting member or Officer of the CEC. Any amendment so proposed shall be read in its entirety at a regular meeting of the CEC, but may not be adopted until the next regular meeting of the CEC. The adoption of an amendment to these Bylaws shall require the affirmative vote of a simple majority of the total number of voting members and Officers of the CEC. Amendments shall become effective immediately upon their adoption unless otherwise stated in the amendment.

Section 4. Resolutions: Any resolution which a member intends to propose to the CEC shall be submitted in writing to the Chairman no later than ten (10) days prior to the scheduled meeting of the CEC at which the member wishes to propose the resolution. The Chairman shall forward a copy of the resolution to all members of the CEC with the meeting notice. This notice requirement may be suspended by a majority of the voting members present.

Section 5. Notice: Any notice required by these Bylaws may be sent by mail, courier, facsimile transmission, and/or Email, and such notice shall be deemed to have been provided on the date such notice is transmitted or otherwise sent.

Section 6. Waiver of Procedural Errors. Any procedural errors, whether inadvertent or otherwise, committed during the course of a meeting of the CEC shall not be grounds for later invalidating an action taken by the Committee unless such error is raised and preserved by point of order prior to the adjournment of the meeting at which such error is committed.

Revised	June 13, 1985
Revised	April 10, 1986
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