

## **BYLAWS**

### **STATE REPUBLICAN EXECUTIVE COMMITTEE**

#### **ARTICLE I – NAME**

The name of the organization shall be the State Republican Executive Committee, hereinafter referred to as the “SREC”.

#### **ARTICLE II – PURPOSE**

The purposes of the SREC shall be

- A. To act as the governing body of the Republican Party of Texas (hereinafter referred to as the “Party”) and exercise those powers and fulfill those duties and responsibilities conferred upon it by the state or federal statutes,
- B. To establish general policy for the Party, subject to the direction of the biennial state convention,
- C. To be responsible for the general supervision and management of the Party,
- D. To foster and encourage growth in the Party by promoting the principles as expressed in the platform and by electing Republican officeholders, and
- E. To provide an opportunity for full participation in the Party to all Texans who subscribe to the beliefs and principles advocated by the Party.

#### **ARTICLE III – MEMBERSHIP**

##### Section 1. Election.

The SREC shall be composed of the State Chairman (hereinafter referred to as the “Chairman”) and the State Vice-Chairman (hereinafter referred to as the “Vice-Chairman”), one a man and the other a woman, and two (2) members from each state-senatorial district, one a man and the other a woman, all to be elected at the Party’s biennial state convention, as prescribed by the Texas Election Code<sup>1</sup>.

(Proviso: The Secretary shall add or update the parenthetical notations in these Bylaws as necessary, which reference the TEC or RPT Rules.)

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<sup>1</sup>TEC Sec. 171.002

Section 2. Qualifications.

In order to qualify as a candidate for membership on the SREC, one must affiliate<sup>2</sup> with the Party in the year in which the SREC is elected and in which he or she runs for SREC membership, contingent only upon requisites stated in Section 1 of this Article.

Section 3. Term of Office.

The term of office shall commence immediately upon conclusion of the State Convention, at which the Member, Chairman, or Vice Chairman is elected and continue until the conclusion of the next biannual convention.<sup>3</sup>

Section 4. Vacancies.

In the event of a vacancy in any position on the SREC, a majority of the members of the SREC shall fill the vacancy in accordance with the provisions of the Texas Election Code and these Bylaws. **Notice of a resignation on the SREC and of an election to fill such vacancy, except of a vacancy in the office of the Chairman, shall be included in the notice of call of a meeting. The written call shall be delivered pursuant to Article V, Section 2 of the bylaws. The twelve-day notice of an election to fill a vacancy may be waived by a two-thirds (2/3) vote of the SREC at the meeting at which the vacancy is to be filled, if the vacancy is due to death or other extraordinary circumstances.** In the event of a vacancy in the office of the Chairman, the provisions of Article IV, Section 2(B), shall be applicable.

Section 5. Duties.

It shall be the duty of each SREC member to furnish liaison between the Party and Republicans within the district he or she represents; to promote the growth of the Party within that district through the recruitment of Party officials where no entity of the Party exists; to ensure that Party officials within that district have adequate information concerning the conduct of primary elections, county or district conventions and meetings, and legal requirements governing contributions and expenditures; and to fulfill the purposes of the SREC as stated in Article II of these Bylaws.

Section 6. Non-Voting, Ex-Officio Members.

- A. The National Committeeman, the National Committeewoman, the Finance Chairman, the Treasurer, the Assistant Treasurer(s), if any, the Chaplain, the General Counsel, the Assistant General Counsel(s), if any, the Parliamentarian, the Assistant Parliamentarian, if any, the Sergeant at Arms, and the Secretary, if not an SREC member, shall, by virtue of their offices, automatically be accorded ex-officio membership on the SREC as long as each shall hold such office,

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<sup>2</sup>TEC Sec. 162.001

<sup>3</sup>TEC Sec. 171.002(c)

entitling them to attend all meetings of the SREC, including executive sessions, and to speak at all such meetings, but not to make motions or to vote.

- B. Recognizing the substantial contributions to Party development and growth by autonomous Republican auxiliaries, and desirous of promoting harmonious interaction between these groups and the Party, the SREC extends ex-officio membership, without a vote, to a representative from each auxiliary, to be selected by each respective group, contingent upon meeting the criteria outlined in Article VII, Section 8(E)(2)(b). This ex-officio status grants the privilege of attending all SREC meetings, of speaking at such meetings, and of submitting prior to each SREC meeting a written activity report to be included in each member's briefing document in lieu of an oral presentation of the organization's activities, but not to make motions, vote, or attend executive sessions of the SREC or of the SREC committee meetings.

#### **ARTICLE IV – ELECTED OFFICERS OF THE SREC**

##### Section 1. Elected Officers.

The elected officers of the SREC shall be the Chairman, the Vice-Chairman, and the Secretary, who each shall perform those duties assigned to them by the Texas Election Code<sup>4</sup>, by these Bylaws, and by the Rules of the Party.

##### Section 2. Duties.

- A. The CHAIRMAN, who shall be elected as prescribed by the Texas Election Code,<sup>5</sup> shall be the chief executive officer of the Party, representing the SREC as its official spokesman. Additionally, the Chairman shall:
1. Preside at all meetings of the SREC;
  2. Serve as temporary chairman of the biennial state convention;<sup>6</sup>
  3. Make the appointments specified by these Bylaws;
  4. Call the meetings specified in the Texas Election Code<sup>7</sup> and in these Bylaws;
  5. Be a voting ex-officio member of all committees;

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<sup>4</sup>TEC Sec. 171.002

<sup>5</sup> TEC Sec. 171.002

<sup>6</sup>TEC Sec. 174.094(a)

<sup>7</sup>TEC 172.120

6. Serve as a member of the Republican National Committee, subject to that body's rules;<sup>8</sup>
  7. Ensure compliance of the Party with all applicable state and federal laws, with these Bylaws, and with the Rules of the Party;
  8. In conjunction with the SREC, coordinate the political activities of the Party and direct the advance planning of the programs of the Party;
  9. Exercise the usual powers of supervision and management pertaining to the State Headquarters of the Party, including employment of an executive director and such supportive staff as warranted; and
  10. Assure the safekeeping of all records of the Party and turn them over to his successor upon vacating the office.
- B. The VICE-CHAIRMAN, who shall be elected as prescribed by the Texas Election Code<sup>9</sup>, shall assist the Chairman as requested in the performance of the duties of that office; and in the event of the Chairman's death or resignation shall perform the duties of the Chairman until a new Chairman is elected. In the event of a vacancy in the office of the Chairman, the Vice-Chairman shall call a meeting of the SREC, to be held within thirty (30) days of the Chairman's death or resignation, for the purpose of electing a new Chairman. Notice of the date, time, and place of the meeting shall be given the SREC members no fewer than ten (10) days prior to the meeting. This notice provision for the meeting to elect a new Chairman shall be superior to and govern any and all other notice provisions contained in these Bylaws. However, notwithstanding the foregoing, if a Chairman submits in writing to the SREC an irrevocable letter of resignation setting a specific day and exact time certain in the future as to when the Chairman's resignation will be effective, and such resignation is accepted by the Officials Committee or the SREC, then the Chairman may in place of the Vice-Chairman call a meeting of the SREC to be held on the day the resignation takes place provided such notice was sent to the SREC at least thirty (30) days prior to the meeting at which the new Chairman will be elected. In the event the Chairman does not call such a meeting, the Vice-Chairman shall call a meeting after the resignation is in effect in accordance with the previous provisions of this article. The Vice-Chairman shall be a voting ex-officio member of all committees.
- C. The SECRETARY, who may be either a member of the SREC or such other person as the SREC may select, shall be elected by the SREC at its organizational meeting for a term concurrent with that of the SREC; and shall act as recording officer of the SREC, keeping the minutes and attendance records for all SREC meetings, such records to be retained at State Headquarters in a journal for that purpose. If the Secretary is an SREC member, then the Secretary will be a voting

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<sup>8</sup> National Rules of the Republican Party, Rule 1

<sup>9</sup> TEC Sec. 171.002

ex-officio member of all committees. In the event that the Secretary is not an elected member of the SREC, that person shall be a non-voting ex-officio member of the SREC and all committees.

## **ARTICLE V – MEETINGS**

### Section 1. Conduct of Meetings.

The SREC shall meet upon call of the Chairman, at such times as required by the Texas Election Code<sup>10</sup> and as provided by these Bylaws in succeeding sections of this Article and by the Rules of the Party. All meetings of the SREC shall be open to credentialed media representatives and to interested Party members, except the SREC may declare an executive (closed) session for the purpose of considering confidential matters.

- A. **STATUTORY MEETINGS.** Meetings prescribed by the Texas Election Code<sup>11</sup> shall be duly called by the Chairman, or in his absence by the Vice-Chairman, for the purpose so designated by law; and no other business may be transacted at such statutory meetings unless notice of such other business has been included in the call.
- B. **REGULAR MEETINGS.** The SREC shall meet no less frequently than quarterly for the conduct of business necessary to fulfill its objectives and purposes. A statutory meeting is not precluded from being designated as a quarterly meeting. In even-numbered years, the fourth quarterly meeting shall be held after the November general election.
- C. **ORGANIZATIONAL MEETINGS.** One or more organizational meetings of the newly elected SREC shall be held within thirty (30) days following its election for the purpose of organizing the SREC, including the adoption of Bylaws,<sup>12</sup> the election of a Secretary, and consideration of the Chairman's appointments.
- D. **SPECIAL MEETINGS.** Special meetings of the SREC may be called by the Chairman, and shall be called by the Chairman upon petition signed by at least fifteen (15) members of the SREC, representing no fewer than ten (10) state-senatorial districts, delivered to the Secretary (or to the State Headquarters if the Secretary is not available) at least fourteen (14) days prior to the date specified for the meeting. Any notice of a special meeting must contain the purpose for which the meeting is called.

### Section 2. Notice of Meetings.

A written call containing notice of the meeting shall be mailed and postmarked by the U.S. Postal Service, or transmitted by electronic mail, no later than twelve (12) days prior

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<sup>10</sup> TEC Sec. \_\_\_\_

<sup>11</sup> TEC Sec. \_\_\_\_

<sup>12</sup> RPT Rule 8

to the meeting, to each of the SREC members at the member's address appearing on the Secretary's records, with the method of notice above to be at the member's option. (The foregoing provision does not apply to the organizational meeting of the SREC if such meeting is held immediately following the biennial state convention at which the SREC is elected and if an announcement is made while the biennial state convention is in session; however, such a meeting shall not be considered a regular quarterly meeting.) The twelve-day notice may be waived in the event of a stated emergency, as declared by the Officials Committee, in which case forty-eight (48) hours' notice shall be given by telephone and confirmed by overnight letter.

### Section 3. Proxies.

Written proxies for the SREC members shall be recognized at any general or executive meeting, but not committee meetings, of the SREC, except where otherwise specified in the bylaws, if the appointment complies with the Texas Election Code.<sup>13</sup> Proxies are considered valid if the proxy giver's signature is notarized or confirmation is provided to the Secretary and is approved by a proxy committee.

### Section 4. Quorum.

A quorum for all regular and special meetings of the SREC shall be a majority (no fewer than 33 SREC votes) of the SREC, in person or represented by proxy. At statutory meetings, a quorum shall consist of those members present, in person or represented by proxy (except where a different quorum requirement is imposed by the Texas Election Code<sup>14</sup>) provided, however, that if a majority of the SREC is not represented as above provided, only the business required by the Texas Election Code shall be transacted.

### Section 5. Voting.

Each member of the SREC, including the Chairman and the Vice-Chairman, in person or represented by proxy, shall have the right to cast his individual vote. The method of voting shall be by voice, show of hands, or ballot, as determined by the Chairman, unless otherwise ordered by a majority vote of the SREC, provided, however, that upon demand of at least twenty per cent (20%) of the members present, in person or represented by proxy, a roll-call vote shall be taken. The "ayes" and "nays" of any roll-call vote shall be entered into the minutes of such a meeting.

## **ARTICLE VI – OFFICIALS OF THE PARTY**

### Section 1. Elective Officials.

The Republican National Committeeman and Committeewoman shall be the elective officials of the Party. Each shall be elected in accordance with the Rules of the Party.<sup>15</sup>

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<sup>13</sup> TEC Sec. 171.004

<sup>14</sup> TEC Sec. 171.003(b)

<sup>15</sup> RPT Rule 40

Each shall serve a term of four (4) years, commencing with the adjournment of the quadrennial national convention. The duty of each shall be to provide liaison and communication between the SREC and Republican National Committee. In the event of a vacancy in the office of either National Committee member, the Chairman shall call a meeting of the SREC no fewer than twenty (20) days or more than thirty (30) days within occurrence of such vacancy for the purpose of electing a successor.

Section 2. Appointive Officials.

The appointive officials of the Party shall be the Finance Chairman, the Treasurer, the Assistant Treasurer(s) (optional), the Parliamentarian, the Assistant Parliamentarian (optional), the General Counsel and the Assistant General Counsel(s) (optional), the Sergeant at Arms, and the Chaplain each of whom shall be appointed by the Chairman.

A. APPOINTIVE VACANCIES. The appointive officials shall serve at the pleasure of the Chairman. In the event of a vacancy in the office of Chairman, the appointive officials shall serve until the election of a new Chairman. Upon the election of a new Chairman, the offices of all appointive officials automatically are vacated and open for appointment by the new Chairman.

B. DUTIES OF APPOINTIVE OFFICIALS

1. The FINANCE CHAIRMAN shall be appointed as soon as practicable following the election of the Chairman. His duties shall be to serve as Chairman of the Finance Committee.
2. The TREASURER shall be appointed immediately following the election of a Chairman, subject to confirmation by the SREC. The Treasurer may exercise all powers and duties of that office prior to and following confirmation. The Treasurer shall be custodian of all funds belonging to the Party and shall submit a quarterly report of disbursements and receipts to the SREC. He shall supervise a system of bookkeeping in which the accounts correspond to identical categories in the budget, the records of which shall be in safekeeping at State Headquarters and available for inspection by any member of the SREC and/or the Officials Committee. The Treasurer shall be responsible for filing with the appropriate authorities all statements and reports required by state or federal law. At the end of his term of office, he shall turn over to his successor all funds, books, and other papers of the Party. The Treasurer shall be a voting ex-officio member of any SREC committee or board having supervisory or oversight responsibility over the state party's "non-allocable" or "exempt" (as those terms are used in federal campaign-finance law) state campaign activities (including programs conducted by the "Victory" committee of the SREC).

3. The ASSISTANT TREASURER(S) (optional) may be appointed following the election of the Chairman subject to confirmation by the SREC. In the event of the Treasurer's death, resignation, or inability to serve, the Assistant Treasurer(s), if any, automatically shall succeed to the office of Treasurer and assume the duties thereof until the Treasurer's replacement by action of the Chairman. Each Assistant Treasurer, if any, shall be a voting ex-officio member of the Finance Committee.
4. The GENERAL COUNSEL shall be appointed following the election of the Chair subject to confirmation by the SREC. The General Counsel shall be an attorney duly licensed to practice law in the State of Texas, whose general duties shall be to advise the Chairman and the SREC of the public responsibilities and statutory obligations of the Party.
5. The ASSISTANT GENERAL COUNSEL(S) (optional) may be appointed following the election of the Chairman subject to confirmation by the SREC. Each Assistant General Counsel will be an attorney duly licensed to practice law in the State of Texas, whose general duties shall be to assist the General Counsel.
6. The PARLIAMENTARIAN shall be appointed following the election of the Chairman. The general duties shall be to advise the Chairman and the SREC on the Rules, and procedures of the Party, these Bylaws, and any rules of order.
7. The ASSISTANT PARLIAMENTARIAN (optional) shall be appointed as needed by the Chairman. The general duties shall be to assist the Parliamentarian as needed and to serve as temporary Parliamentarian in the absence of the Parliamentarian.
8. The SERGEANT AT ARMS shall be appointed following the election of the Chairman. The general duties shall be to maintain order during the meetings of the SREC, and to perform such other duties as requested by the Chairman.
9. The CHAPLAIN shall be appointed following the election of the Chairman. The Chaplain shall provide the spiritual leadership for the Party and perform such duties as requested by the Chairman.
10. The HISTORIAN (optional) shall be appointed following the election of the chair. The historian shall compile and maintain records reflecting the history of the Republican Party of Texas.

## **ARTICLE VII – COMMITTEES**

### Section 1. Committee Members.



When not specified in these Bylaws, both the number of and the appointing of committee members shall be established by the Chairman, subject to confirmation by the SREC, or the committee members shall be selected by a method as directed by the SREC, and shall be persons affiliated with the Party and when specified, they shall be members of the SREC.

Section 2. Committee Chairmen.

Committee chairmen shall be appointed by the Chairman from among the committee members, unless otherwise specified.

Section 3. Committee Notice.

Notice of committee meetings shall be included in a call for any SREC meeting in which committee meetings are scheduled, or in a written call from the Chairman, or from the committee chairman, or by petition of one half (50%) of the committee members containing notice of the meeting. Notice of a meeting shall be mailed to each member of the committee and to all ex-officio committee members at the address appearing on the Secretary's records and postmarked no later than twelve (12) days prior to the meeting date. The twelve-day notice may be waived in the event of a stated emergency, as declared by the Chairman or the Officials Committee, in which case forty-eight (48) hours' notice shall be given by telephone, overnight mail, or facsimile.

Section 4. Committee Quorum.

A majority of the regular committee members shall be a quorum, except that for the Candidate Resource Committee a quorum shall be one-third of the regular committee members. Voting ex-officio members are not used in calculating the number required for a committee quorum. However, both regular members and voting ex-officio members shall be counted, if present in person or by proxy, in establishing that the required number of persons is present for a quorum.

Section 5. Committee Voting.

- A. Voting Committee Members. Each member of the committee, including voting ex-officio members shall have the right to cast his individual vote. Method of voting shall be by voice, or show of hands, or ballot, as determined by majority vote of the committee, provided, however, that upon demand by twenty percent (20%) of the members present, a roll-call vote shall be taken.
- B. Non-Voting Ex-Officio Committee Members. The National Committeeman, the National Committeewoman, the Finance Chairman, the Treasurer, the General Counsel, the Assistant General Counsel(s), if any, the Parliamentarian, if any, and the Secretary (if not an SREC member) shall, by virtue of their offices, automatically be accorded ex-officio membership on all SREC committees as

long as each shall hold such office, entitling them to attend all meetings of any SREC committee, including executive sessions, and to speak at all such meetings, but not to make motions or to vote.

Section 6. Minority Report.

A minority report may be given by no fewer than twenty percent (20%) of the committee members present and moved as a motion to amend the majority report by substitution.

Section 7. Standing Committees.

The standing committees of the SREC shall be the

- A. Officials Committee,
- B. Finance Committee,
- C. Candidate Resource Committee,
- D. Party Organization Committee,
- E. Coalition and Auxiliaries Committee,
- F. Resolutions Committee, and
- G. Rules Committee

Section 8. Duties of Standing Committees.

A. THE OFFICIALS COMMITTEE

1. Composition and Voting Members: The Officials Committee shall be composed of the Chairman, the Vice-Chairman, the Secretary, the National Committeeman, the National Committeewoman, the Finance Chairman, the Treasurer, the Assistant Treasurer(s) if any, the General Counsel, the Assistant General Counsel(s), if any, the Parliamentarian, any two (2) SREC members appointed by the Chairman, and five (5) members of the SREC to be elected at the next quarterly meeting of the SREC following the Organizational Meeting. The Chairman shall serve as the chairman of the Officials Committee. In his or her absence, the Vice Chairman shall serve as the chairman of the Officials Committee. The voting members of the Officials Committee shall be the Chairman, the Vice-Chairman, any two (2) SREC members appointed by the Chairman, and the five (5) elected members of the SREC.
2. Election of the Five SREC Members.
  - a. Nominations: Nominations shall be made from the floor. After nominations have been made, the nominees shall draw numbered lots as to speaking order. The nominee drawing the number 1 shall speak first, followed by number 2, and so forth in sequential number order. Each nominee shall have a total of five (5) minutes to speak, including those who wish to speak on behalf of the

nominee(s). After all nomination speeches have concluded, voting shall be conducted by secret paper ballot. The Chairman shall appoint three (3) non-nominated SREC members to count the ballots. Each nominee may have one (1) teller to witness the vote counting.

- b. **Ballot:** Each paper ballot shall consist of five (5) blank lines: one for each open office. Chairman, Vice Chairman, and each member of the SREC or an SREC member's official proxy, shall be entitled to receive one paper ballot. On the paper ballot, those entitled to vote may write up to five names; one per line. The order in which the names are written on the ballot is of no consequence. A ballot may not contain the name of any nominee(s) multiple times; in such event the name of nominee(s) shall be counted as having received only one vote per nominee on the particular paper ballot. However, if a ballot contains six or more different names, then that entire cast ballot shall be declared invalid and shall not be counted. The top five nominees receiving the most votes shall be declared as being duly elected, provided that each nominee must at a minimum receive a majority of the total votes cast.
  - c. **Runoff:** In the event of a tie among two or more nominees receiving the lowest votes among the five top vote recipients, those nominees shall be in a runoff. There shall be no additional time for speeches. A new paper ballot containing lines for the number of positions remaining to be filled shall be prepared. The Chairman, Vice Chairman, and each member of the SREC, or an SREC member's official proxy shall be entitled to receive one paper ballot. On the paper ballot, those entitled to vote may write up to one name per line. A ballot may not contain the name of any nominee(s) multiple times; in such event the name of nominee(s) be counted as having received only one vote per nominee on that particular paper ballot. If a ballot contains more different names than remaining positions, then that entire cast ballot shall be declared invalid and shall not be counted.
  - d. **Conclusion of Voting:** Voting shall conclude when all five (5) positions have been filled.
  - e. **Voice Vote:** In the event there are only five (5) nominations for SREC on the Officials Committee, the voting may be by voice vote or the presiding officer may declare them elected.
3. **Quorum, Meetings, Voting, and Proxies.** Quorum shall consist of 50% or more of the voting members present. The Officials Committee shall only vote on matters on which each member of the committee and each

member of the SREC was sent an email notice five (5) days prior to the matter being discussed in a meeting. Failure to send proper notice shall make decisions of the meeting voidable at the option of the SREC. Matters shall only be voted on in a meeting where a quorum of Officials Committee members is present in person, via telephone conference call, or a combination of in person and via telephone conference. No meeting and no voting shall be conducted via email. Except when declared open by majority vote of the Committee or by the presiding officer, either in the call of the meeting or after the meeting has come to order, all meetings of the Officials Committee shall be in executive session, subject to the provisions outlined in Rule 27 of the RPT Rules, and all SREC shall be allowed to attend in person or via telephone conference call. A method of identity verification shall be established for each SREC member on a telephone conference call. No proxies are allowed for Officials Committee members. Proxies of SREC members shall not be allowed to attend. The Secretary shall keep written minutes of all Officials Committee meetings and shall distribute the written minutes to the SREC within ten (10) days of the end of each meeting.

4. It shall be the duty of the Officials Committee:
  - a. To assume responsibility for transaction of business necessary between meetings of the SREC, and
  - b. To prepare a budget for the Party each year, to be submitted to the SREC at its fourth quarterly meeting of the preceding calendar year. After the third quarterly SREC meeting, the Officials committee shall meet at least three times prior to the fourth quarterly meeting of the SREC, in order to work on the budget to be proposed at the SREC's fourth quarterly meeting.
  - c. To ratify all written contracts:
    - 1) Concerning employment, the RPT State Convention or real estate purchases or leases between the RPT and third parties involving proceeds or costs greater than \$25,000; and
    - 2) Providing there is no contract provision limiting the personal liability of SREC members, any contract between the RPT and third parties involving proceeds or costs greater than \$25,000 and up to \$100,000; and
    - 3) All contracts of any kind involving proceeds or costs greater than \$100,000 during the contract term.

B. THE FINANCE COMMITTEE

1. The appointed Finance Chairman shall serve as chairman of the Finance Committee. Additional voting ex-officio members shall be the Treasurer, the Assistant Treasurer(s), if any, the General Counsel, and the Assistant General Counsel(s), if any. The State Chair may also appoint, but is not required to appoint, one or more Deputy Finance Chairmen.
2. It shall be the duty of the Finance Committee to develop and implement ways and means to fund the programs and activities of the Party.

C. THE CANDIDATE RESOURCE COMMITTEE

1. The Candidate Resource Committee shall be appointed at the organizational meeting of the SREC, as follows:
  - a. The Chairman shall appoint twelve (12) current SREC members and six (6) non-SREC members subject to confirmation by the SREC.
  - b. Non-voting ex-officio members shall be the National Committeeman and the National Committeewoman.
  - c. The Chairman and the Vice-Chairman of the Candidate Resource Committee shall be members of the SREC and shall be appointed by the Chairman.
  - d. The following persons are ineligible for appointment to the Candidate Resource Committee:
    - 1) A person who holds an elected office or is a candidate for an elected office, and has filed for the appointment of a campaign treasurer; provided, however, that the ineligibility rules under this subsection will not apply to a person on the basis that he holds an elected office of or is a candidate for the office of SREC member, a county chairman, or precinct chairman.
    - 2) A person who is employed for compensation, either full-time or part-time, as a political consultant or as a staff member of an elected official or candidate.
    - 3) A person who is the spouse of an elected official or candidate.

- 4) A member of the SREC who is an elected member of the Officials Committee.
2. The Candidate Resource Committee shall provide support to Republican candidates for County and District offices by administering the Party Campaign Fund, making available campaign training materials, and assisting with targeting of races, within the limits of funds and other resources available.
3. The Candidate Resource Committee shall be authorized to develop and prescribe policies, standards, procedures, and criteria to form the basis upon which monies will be expended for the purposes of the Fund, subject expressly to the following:
  - a. It shall not be required that monies within the Fund be distributed to or on account of all candidates for offices of the same type or class or in equal amounts within any class;
  - b. The best efforts of the Candidate Resource Committee shall be utilized to distribute the monies in the Fund to, or on account of, those races and candidacies having the greatest chance of winning, fairly balanced with the policy of the Party, first, to support its incumbents or successor officeholders needing support, second, to emphasize races at the legislative, district, and county levels of government, with emphasis on the following:
    - 1) To establish a Republican foothold in counties that do not have a Republican base; or
    - 2) To establish, move toward or maintain Republican control of the county courthouse; or
    - 3) To increase the number of Republican judges or legislators within the State of Texas; and
  - c. No part of the Fund shall be utilized for the purpose, directly or indirectly, of paying any past campaign debts of, or attributable to, any candidate for public office.
  - d. The Candidate Resource Committee shall respect and implement any directives or resolutions on spending approved by the SREC.
4. The Candidate Resource Committee shall work with the Republican Party of Texas staff and fellow State Republican Executive Committee members to target the most appropriate candidates, to assist with effective training and/or training materials and fundraising effort/ideas.

5. Term of office shall run to the appointment of a succeeding committee at the first meeting of the SREC in each odd-numbered year unless a person becomes ineligible to serve due to a change in status under Article VII, Section 8(C)(1)(d) in which case a vacancy is created and shall be filled according to Article VII, Section 8(C)(5).
6. A vacancy on the Candidate Resource Committee shall be filled promptly by the Chairman subject to Article VII, Section 8(C)(1)(d), such appointment to be presented for confirmation at the next meeting of the SREC. A member may be removed by two-thirds (2/3) vote of the SREC at any duly called and convened meeting with previous notice.<sup>16</sup>
7. Written proxies for an Candidate Resource Committee meeting may only be given to a current member of the SREC who is not ineligible under Article VII, Section 8(C)(1)(d) unless otherwise allowed by these Bylaws.

**D. THE PARTY ORGANIZATION COMMITTEE**

1. The Party Organization Committee shall be comprised of no fewer than five (5) members of the SREC, nominated by the Chairman, and subject to confirmation by the SREC.
2. The Party Organization Committee shall coordinate the development and improvement of the organizational structure of the Party at every level, including the following:
  - a. **COUNTY CHAIRMEN.** The Committee shall be charged with the responsibility for recruiting, organizing, and training county chairmen, in cooperation with their respective SREC members, and for improving the effectiveness of the Party at the county level. The committee shall provide for meetings of county chairmen, no less than biennially, for the purpose of assisting and training county chairmen. All SREC members who are also county chairmen shall be voting ex-officio members of the Party Organization Committee. All other county chairmen shall be non-voting ex-officio members of the Party Organization Committee.
  - b. **VOTER REGISTRATION.** The Party Organization Committee shall develop programs to improve the registration of voters reasonably calculated to support Republican candidates.
  - c. **BALLOT SECURITY.** The Party Organization Committee shall coordinate the ballot security program of the Party.

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<sup>16</sup> As specified in Robert's Rules of Order, Newly Revised, 10<sup>th</sup> Edition, Page 4, Line 27.

E. THE AUXILIARIES AND COALITIONS COMMITTEE

1. The Auxiliaries and Coalitions Committee shall be comprised of no fewer than five (5) members of the SREC, nominated by the Chairman and subject to confirmation by the SREC. The Republican Party of Texas acknowledges Republican organizations as either Auxiliaries or Coalitions. These organizations are an integral part of the Party's growth plan. As such, each organization granted Auxiliary or Coalition status shall be listed on the State Party website with links to their own websites to promote their initiatives and expansion.
2. Auxiliaries.
  - a. An auxiliary is defined as a statewide group, not a part of the statutory party structure, which as a group, subscribes to the beliefs and principles advocated by the Party, which offers opportunities for the growth and development of the Party, the primary purpose of which is to promote the Republican Party of Texas and Republican nominees and causes, and which is granted auxiliary status by the SREC. The Auxiliaries and Coalitions Committee, in its sole discretion, shall decide which groups, if any, the Committee will recommend to the SREC for auxiliary status and shall ascertain that each group granted auxiliary status remains a viable and active organization compatible with the Party.
  - b. In order to maintain compatibility with the Party, each auxiliary desiring nonvoting ex-officio membership on the SREC shall, at a minimum:
    - 1) Keep a copy of the document used to govern its organization, either a charter, a constitution, and/or a set of current bylaws, any of which shall suffice, on file with the Auxiliaries and Coalitions Committee.
    - 2) File a copy of minutes of the meeting at which its officers and/or directors are elected or vacancies in any such offices filed with the Party within thirty (30) days of such meeting.
    - 3) Make available to the State Headquarters an updated list of the auxiliary's Chapter's or Club's Board of Directors for purposes of communications. This list shall not be released to any other group, campaign, or individual, nor shall any mailings be made to that list without permission of the executive committee of that auxiliary.



- 4) Provide for non-voting ex-officio status to one representative from the SREC, appointed by the State Chairman, to the auxiliary's governing body.
  - 5) When providing a forum and/or support for candidates, limit the forum and/or support to Republican candidates only in partisan office elections.
  - 6) Contribute to the RPT Master Calendar on auxiliary activities.
  - 7) Attend at least one SREC quarterly meeting annually and provide a brief report, written or verbal, at all SREC meetings.
  - 8) Submit a report prior to the 2nd quarterly meeting following the biennial state convention on the auxiliary's education and campaign activities.
  - 9) Take no position contrary to the Party platform and support no candidate opposing a Republican nominee. Auxiliary organizations are not prohibited from endorsing Republican candidates in a primary election if in agreement with the bylaws of the auxiliary organization.
- c. If any Party funds are disbursed to an auxiliary, that auxiliary shall file an accounting, satisfactory to the Committee, of such funds.
- d. All correspondence pertaining to provisions in this paragraph shall be addressed to the Chairman, Auxiliaries and Coalitions Committee, at the State Headquarters.
- e. Non-voting ex-officio status on the SREC may be granted to auxiliaries meeting the criteria established by the Auxiliaries and Coalitions Committee. For each term of the SREC, at the second quarterly meeting following the biennial State Convention, the Auxiliaries and Coalitions Committee shall recommend non-voting ex-officio status for organizations that the Committee decides meets all criteria set by the Committee, which status shall be granted only by majority vote of the SREC for its term. During each term of the SREC, the Auxiliaries and Coalitions Committee may additionally recommend additional non-voting ex-officio status for organizations that the Committee decides meets all criteria set by the Committee, which status shall be granted only by majority vote of the SREC for its term. An auxiliary's status can

be revoked by a two-thirds (2/3) vote of the SREC at any duly called and convened meeting.

3. Coalitions

- a. A coalition is defined as a temporary alliance between two or more groups, especially within political parties. In order to grow and develop the Party, the Auxiliaries and Coalitions Committee may seek opportunities for the Party to coalesce with other organizations on issues on which the Party and such organizations agree.
- b. These coalitions:
  - 1) Are not to be part of the statutory Party.
  - 2) Will not be granted official standing.
  - 3) Subscribe to the beliefs and principles of the Republican Party of Texas.
  - 4) Offer opportunity for growth and development of the Republican Party of Texas.
  - 5) Shall have a primary purpose to promote the principles and values of the Republican Party of Texas, candidates and causes.
  - 6) Shall work as autonomous organizations in conjunction with the Republican Party of Texas to promote conservative causes.
  - 7) May seek and receive RPT funding for special projects deemed constructive to the goals of the Party, as recommended by the Committee to the State Party Chairman.
  - 8) If any Party funds are disbursed to a Coalition, that Coalition shall file an accounting, satisfactory to the Committee, of such funds.

F. THE RESOLUTIONS COMMITTEE

1. The Resolutions Committee shall be comprised of no fewer than five (5) members of the SREC, nominated by the Chairman and subject to

confirmation by the SREC. The chairman of the Resolutions Committee shall be a member of the SREC and shall be appointed by the Chairman.

2. It shall be the duty of the Resolutions Committee to recommend policy positions of the Party on any issue brought before it (subject to the approval of the SREC) and to recommend changes in the Party platform to the Temporary Platform and Resolutions Committee of the next biennial state convention.
3. It shall not be in order for the SREC to consider a resolution which has either not been previously considered by the Resolutions Committee, or has been considered by the Resolutions Committee and failed of adoption. This bylaw may be suspended by either a majority vote of those members present and voting, or by the filing of a minority report with the chair prior to the convening of the SREC meeting by no less than 20% of the Resolutions Committee present and voting when a proposed resolution failed of adoption.

#### G. THE RULES COMMITTEE

1. The Rules Committee shall be comprised of no fewer than five (5) members of the SREC, nominated by the Chairman and subject to confirmation by the SREC. The chairman of the Rules Committee shall be a member of the SREC and shall be appointed by the Chairman.
2. Subject to the approval by the SREC, it shall be the duty of the Rules Committee to recommend changes to these Bylaws, to recommend changes in the Party Rules to the Temporary Rules Committee of the next biennial state convention, and to recommend action on the Chairman's clarification of any ambiguities in these Bylaws or in the Party Rules.<sup>17</sup>

#### Section 9. Special Committees.

Special committees, as are deemed necessary to perform duties not specifically assigned to a standing committee, may be appointed by the Chairman from time to time, subject to confirmation of the SREC.

#### Section 10. Committee Meeting Via Telephone Conference

Special meetings (e.g. meetings other than the quarterly called meetings of the SREC) of the Candidate Resource Committee and any special committees appointed by the Chairman, or subcommittees thereof, called pursuant to Section 3 of this Article, may be conducted via telephone conference, except that notice of the special meeting must be sent to each member of the committee or subcommittee and each member of the SREC via mail or email five (5) days prior to the meeting. Such notice shall include matters to be

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<sup>17</sup> RPT Rule 1(b)

discussed. Meetings held by telephone conference must allow for simultaneous aural communication among all participating members and must provide a method for non-committee members who have a right to appear before the committee or testify to seek recognition from the Chair of the committee or provide a scheduled opportunity for such testimony prior to the vote being taken on the relevant issue.

## **ARTICLE VIII – FINANCE**

### **Section 1. Campaign Fund.**

- A. After making provisions for payment in an orderly and timely basis of anticipated operating expenses of the Party, and any other obligations of the Party, the Chairman shall cause to be deposited promptly all monies received by the Party into the Republican Party Campaign Fund (hereinafter referred to as the “Fund”). The Chairman and any other authorized person(s) soliciting funds for the Party are expressly empowered to accept contributions directly into the Fund. The Fund shall be divided into subfunds, or accounts, in such a manner as to comply with all applicable state or federal laws or regulations pertinent to the purposes herein prescribed, subject to any limitation imposed by such laws and regulations, and shall be accounted for and reported in an accurate and timely manner.
- B. The Fund shall be utilized exclusively for the purpose of participating in direct campaign activities of Republican candidates for election to the public offices of the United States, the State of Texas, or any unit or subdivision thereof. Once money has been credited to the Fund, the State Chairman shall be authorized to transfer money to other funds or accounts of the Party in cases of emergency (not inconsistent with applicable law), upon notice of such action to the chairman of the Candidate Resource Committee. No monies may be transferred from the Fund that have been dedicated by the donor for use as Republican Party Campaign Funds.
- C. The Fund shall be administered and invested as may be directed by the Chairman. Monies in the Fund shall be distributed or expended of the purposes thereof only as shall be directed by the Candidate Resource Committee, as provided in Article VII, Section 8(C)(2) and 8(C)(3), of these Bylaws.
- D. Monies in the Fund shall not be raised or expended in connection with any primary campaign of any candidate for nomination of the Party or in any campaign in which more than one Republican, as shown by ballot designation, appears on the ballot, with the exception in a non-primary election that by a two-thirds vote of the SREC funds may be so raised and expended.

### **Section 2. Audit.**

- A. The National Committeeman and National Committeewoman shall appoint a three (3) member Audit Committee from the membership of the SREC not later than November 1 of each year to audit the current fiscal year. The Audit Committee shall select a firm of independent certified public accountants to audit all accounts of the Party for the current fiscal year, to be conducted so that the audit of the current fiscal year shall be completed no later than one hundred and eighty (180) days following the end of the current fiscal year.
- B. The original of the audit report shall be sent to the Chairman, with copies to the National Committeeman, the National Committeewoman, the Vice-Chairman, the General Counsel, the Treasurer, and the Finance Chairman, plus each member of the Audit Committee and any member of the SREC requesting a copy; in addition, a copy shall be filed with the State Headquarters where it shall be preserved and made available for inspection during office hours by any SREC member or Party official. The State Republican Executive Committee, by majority vote, may require the Chairman to post the Audited Financial Statements and Report of Independent Certified Public Accountants, or any portion thereof, on the website of the Republican Party of Texas.
- C. The Audit Committee shall present the audit report to the SREC for approval at the next ensuing regular meeting.
- D. In event of a vacancy in the office of Chairman, a complete audit shall be conducted in accordance with applicable provisions of this Section unless waived by a two-thirds (2/3) vote of the SREC.

Section 3. Fiscal.

Neither the Chairman nor any other officer, employee, or representative of the Party shall borrow money in the name of the Party unless expressly authorized to do so by a two-thirds (2/3) vote of the SREC, notice of request for such authorization having been included in the call to the meeting at which the request is to be made.

**ARTICLE IX – STATE HEADQUARTERS.**

Section 1. Location.

The permanent headquarters and executive office of the Party shall be in the capital city of Texas.<sup>18</sup>

Section 2. Administration.

The executive director, (if one be appointed) shall administer the operations of the State Headquarters under the direction of the Chairman.

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<sup>18</sup> RPT Rules 32 and 43

Section 3. Funds.

Funds shall be allocated for rental space and for personnel, as budgeted by the SREC. No Party funds or resources shall be used, either directly or indirectly, to influence intraparty contests. This restriction shall not preclude the Chairman of the Republican Party of Texas or his/her designee(s) from soliciting the support and involvement of elected officials and candidates for fundraising assistance for the benefit of the Republican Party of Texas, nor will it prohibit commendations for meritorious service.

Section 4. Staff Policy.

Staff members shall remain neutral in intraparty contests for both public and Party offices.

**ARTICLE X – PARLIAMENTARY AUTHORITY**

Rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the SREC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Rules of the Party, or any state or federal statute.<sup>19</sup>

**ARTICLE XI – AMENDMENT OF BYLAWS**

These Bylaws may be amended at any meeting of the SREC, duly called and constituted, by two-thirds (2/3) vote of those members present and voting, or a majority of the entire membership, in person or represented by proxy, provided that the amendment has been proposed in writing at the previous regular meeting, or notice of proposed amendment is included in the call to the meeting at which it will be presented.

Revised: 10/15/77

Amended: 9/8/78; 5/19/79; 9/6/80; 8/3/85; 11/23/85; 6/26/86; 7/30/88; 3/24/90; 3/23/91; 3/21/92; 3/27/93.

Revised: 9/15/95; 12/1/95; 4/13/96;

Amended: 10/18/96; 9/20/97; 12/13/97; 6/11/98; 6/12/99; 9/08/01

Revised: 4/1/02

Amended: 8/16/05; 3/10/06; 3/22/07; 9/26/09; 12/05/09; 9/25/10; 09/22/12; 03/02/13; 06/08/13; 09/28/13; 12/07/13; 03/29/14; 09/13/14; 12/06/14; 06/06/15; 09/12/15; 12/05/15; 05/14/16

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<sup>19</sup>RPT Rule 5