



2017

**BYLAWS
OF THE
CHEROKEE COUNTY REPUBLICAN PARTY**

(rev. _____)

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OF THE
CHEROKEE COUNTY REPUBLICAN PARTY**

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ARTICLE I: NAME, PURPOSE, AND FUNCTION

- A. NAME. This organization is and shall be known and referred to as the Cherokee County Republican Party and may be referred to by its acronym “CCRP”.
- B. PURPOSE. The purpose of the CCRP shall be to:
 - 1. To support and defend The Constitution of The United States of America against all enemies, both foreign and domestic, and to develop, foster, advance, and perpetuate the principles of the Republican Party.
 - 2. Support and otherwise do all within its lawful powers to promote and attain the election of Republican nominees for public office whose names appear on any general election and any special election and any local election in Cherokee County, Georgia.
 - 3. Fill vacancies as may occur by the death or inability of any Republican nominee to serve as nominee or as an official of the Republican Party.
 - 4. Manage the affairs of the Republican Party in Cherokee County, Georgia.
 - 5. Perform other functions, services and activities as may from time to time be necessary to further the cause of the Republican Party, its principles and its candidates.
- C. FUNCTION.
 - 1. Shall serve within Cherokee County, Georgia as the central and unified authority and representative body of the Republican platform and policies. as articulated by the National Republican Committee and the Republican Party of Georgia, and as may be supplemented, refined and implemented within Cherokee County, Georgia.
 - 2. Shall function to assist and endeavor to develop, implement, encourage, educate, and foster Republican principles within Cherokee County, Georgia, those electoral districts of which any part of Cherokee County may be a part, and as genuine opportunity may present, elsewhere; and it
 - 3. Shall strive to recruit and elect qualified Republican candidates to every available public office of which any part of the said County may be a part.

ARTICLE II: CCRP MEMBERSHIP

- A. QUALIFICATION. All legal and qualified voters residing within Cherokee County, Georgia, who support the principles of the Republican Party, support its policies, its aims and purposes and its candidates are eligible to be members of the CCRP.
- B. ADMISSION TO MEMBERSHIP. Any qualified voter shall be admitted to membership in the CCRP upon: payment of the posted annual dues determined from time to time by the County Committee.
- C. GOOD STANDING. A Member is a Member in Good Standing who i) has been admitted to Membership; ii) paid dues in accord with the By-laws and applicable resolutions for the current year; iii) has not resigned; iv) has not publicly repudiated membership by any

memorialized public means; v) has not been expelled; and vi) is not then subject to potential expulsion or removal from Office under Article IX.

D. DUES.

1. Dues and a due date for the payments of dues shall be set by the County Committee and posted thereby to be readily accessible to all persons and no dues change shall be effective unless posted at least 30 days in advance of effective date.
2. Dues payments shall be accepted at all CCRP Events and Meetings, except for County Committee Meetings, up to 15 minutes before the scheduled start thereof.
3. Any person who fails to pay dues by the due date thereof shall upon 30 days' notice from the Membership Vice-Chair shall have all privileges of a member in good standing suspended until the delinquency in dues is eliminated.
4. The Membership Committee shall be responsible for the development and enforcement of dues collection policies, subject to the oversight of the Executive Committee.
5. Any member who is not in good standing solely because a failure to pay dues who wishes to return to good standing shall pay his or her dues and be re-instated.

ARTICLE III. MEMBER RESPONSIBILITIES

- A. ELECTIONS. Members are encouraged to participate and fulfill the duty as a Republican to exercise their vote in the primary, local, special and general elections of the Republican Party in Cherokee County, Georgia.
- B. OFFICIAL EVENTS. Members are encouraged to attend Mass Meetings, and all Conventions and other official CCRP events, pursuant to the applicable rules of conduct.
- C. GENERAL CONDUCT. Regarding their relationships with the Republican Party and other Members, whether internally within CCRP or publicly or in any other manner, Members shall always act and communicate:
 1. In accord with the law; and
 2. In accord with the lawful rules of CCRP and the Republican Party of Georgia; and
 3. With courteous respect for the rights of all persons, including especially fellow CCRP Members.
- D. DISAGREEMENT & DISSENT. CCRP acknowledges that healthy debate, wise policy development and organizational growth require that persons with differing ideas, opinions and views can freely express themselves, and all Members are therefore urged to participate in doing so, but in accord with these By-laws.
- E. NO AUTHORITY: No Member shall purport to represent, or give the impression of representing, himself or herself as a spokesperson on behalf of CCRP without prior authority of the Chair or the Executive Committee.

F. ADHERENCE. All Members shall adhere faithfully to these By-laws.

ARTICLE IV: COUNTY COMMITTEE

A. MEMBERSHIP. The County Committee shall be the governing body of the CCRP. It shall consist of:

1. Chair
2. First Vice Chair
3. Vice Chair of Candidates and Elected Officials
4. Vice Chair of Communications
5. Vice Chair of Fundraising and Events
6. Vice Chair of Membership
7. Vice Chair of Precinct Development
8. Immediate Past Chair
9. Treasurer
10. Assistant Treasurer
11. Secretary
12. Assistant Secretary
13. State Committee Member(s)
14. District Committee Member(s)
15. Area Precinct Managers
16. Chair of each Voting Precinct
17. All elected Republican officials and representatives residing in Cherokee County shall be non-voting members
18. Chair of any officially chartered Affiliate recognized by the Georgia Republican Party shall be a non-voting member.
19. GOP representatives serving on the Elections and Registration Board
20. General Counsel shall be a non-voting member
21. Parliamentarian shall be a non-voting member
22. Chair of the Rules Committee shall be a non-voting member

B. VOTING PRIVILEGES.

1. All members of the County Committee shall be voting members, except those identified above in Article IV.A. as non-voting.
2. Each Committee Member or his proxy must sign meeting attendance forms which shall be validated by the Secretary. No other person may sign attendance on behalf of a Committee Member. Failure to sign will count as not present for purposes of calculating a member's voting.
3. Each person serving as a Member shall have one and only one vote, regardless of how many qualifying positions such person may hold.
4. No more than three (3) proxies may be carried by any County Committee Member at any meeting.

5. A vote of the majority, of the Committee Members present is required to take any action, unless otherwise specified in these Bylaws or in the Rules of the Georgia Republican Party.

C. QUORUMS.

1. A quorum for the transaction of business for the County Committee shall constitute presence in person or by proxy of forty percent (40%) of the County Committee Members eligible to vote.

D. DUTIES AND POWERS. The County Committee shall:

1. Enhance the prestige and reputation and build the voting and financial strength of the CCRP.
2. Cooperate with the Georgia Republican Party State Committee and with its Districts in conducting elections within CCRP's boundaries.
3. If a controversy arises within its jurisdiction, adhere to the procedures set forth in these By-laws and the Rules of the Republican Party of Georgia for the determination thereof. If any CCRP Member in good standing shall petition the County Committee to overrule, supplement, amend, modify, or suspend any action of the Executive Committee after publication of the Minutes of an Executive Committee, such a petition shall constitute proof of a controversy within the jurisdiction of the County Committee within the meaning of the Rules of the Republican Party of Georgia.
4. Cooperate with the said State Committee in conducting all statewide campaigns and activities within the County for National and State elections, and otherwise aid the said State Committee in other efforts, where practical.
5. Be responsible for filling officer vacancies as prescribed in Article VI.
6. Fulfill all duties set forth in the Rules of the Georgia Republican Party for County Committees.

E. MEETINGS.

1. At the call of the County Chair, the County Committee shall hold a minimum of four meetings annually, one meeting per calendar quarter. The County Chair shall determine the specific time and date of said meetings.
2. Additional County Committee meetings may be called by the County Chair, or upon written request to the Secretary by one-third (1/3) of the members of the County Committee.
3. All County Committee meeting notices shall be in writing, designating the date, time and place of said meeting, and shall be sent by the Secretary, Assistant Secretary or Chair to members of the County Committee not less than ten (10) days prior to the date of regular or special meetings.

- F. TERM OF OFFICE. The officers and members of the County Committee shall be elected at the County Convention. Their term of office shall begin upon adjournment of the County Convention except for officers and members elected between conventions to fill vacancies, in which case the term shall begin at the time of election. All terms of office shall extend until the later of i) election of replacement; or ii) final adjournment of the next odd year County Convention unless sooner removed in accordance with these Rules.

- G. Area Managers
 - 1. Shall represent the portions of Cherokee County within the precincts of each County Commission Post. Split precincts shall be assigned to the area in which resides the majority of the precinct's population, as determined by most recently available data certified by any governmental source.
 - 2. Shall be elected at the County Convention by the convention delegates representing their Commission Post.
 - 3. In the event an additional County Commission Post is allocated to Cherokee County such Posts shall have an Area Precinct Manager appointed by the Chair to represent that portion of Cherokee County. Said officer shall be elected at the County Convention by the convention delegates representing said Post.

ARTICLE V: EXECUTIVE COMMITTEE

- A. MEMBERSHIP. The Executive Committee shall consist of the following County Committee officers, all of whom, excluding, General Counsel, Rules Chair, and Parliamentarian shall be voting members:
 - 1. Chair
 - 2. First Vice Chair
 - 3. Vice Chair of Candidates and Elected Officials
 - 4. Vice Chair of Communications
 - 5. Vice Chair of Fundraising and Events
 - 6. Vice Chair of Membership
 - 7. Vice Chair of Precinct Development
 - 8. Immediate Past Chair
 - 9. Treasurer
 - 10. Assistant Treasurer
 - 11. Secretary
 - 12. Assistant Secretary
 - 13. State Committee Member(s)
 - 14. District Committee Member(s)
 - 15. Area Precinct Managers
 - 16. General Counsel
 - 17. Parliamentarian
 - 18. Chair of the Rules Committee

- B. PREREQUISITES.

Every Candidate for any office in CCRP must be a member in good standing within the party.

C. DUTIES & POWERS. The Executive Committee shall:

1. Have the duty, responsibility, power, and authority to conduct the affairs of the CCRP between meetings of the County Committee, except those powers and duties specifically set forth in the Rules of the Georgia Republican Party for County Committees, and subject to the power of the County Committee as provided in Art. V.D of these Bylaws.
2. In accordance with the State Call, implement County Conventions and Mass Meetings, determine the place for holding same, and plan for such meetings.
3. Have the authority, by majority vote, to allocate and to contribute funds of the CCRP to the official campaign funds of Republican Party nominees for any public office for which any Cherokee County, Georgia, voter may cast a ballot,
4. After each County Convention, the Executive Committee or County Chair may authorize and obtain an audit or review by a qualified independent Certified Public Accountant of the books of the CCRP at least once each year. Upon request by any CCRP Member in good standing, the results of said audit shall be made available to CCRP Members through the Secretary for perusal following completion of the audit.
5. Approve all expenditures more than five hundred dollars (\$500) in any 30-day period.
6. All checks equal to and greater than five hundred dollars (\$500), except for those for rent and utilities, shall be signed by the Chair or First Vice Chair and the Treasurer or Assistant Treasurer. Checks less than five hundred dollars (\$500) and checks for rent or utilities may be signed by either the Chair or First Vice Chair or the Treasurer or Assistant Treasurer.
7. Notwithstanding the foregoing provisions, if an annual budget shall be adopted by a majority vote of the whole number of the Executive Committee, such a budget may include amendment of the dollar limit signature requirements.
8. Any Member who makes a purchase on behalf of the CCRP with prior approval of the persons who could sign a check for the same amount under Para. 6, above, shall be reimbursed only upon providing to the Treasurer a written request with original receipts for all moneys spent.
9. Approve or disapprove the County Chair's appointment of the General Counsel by majority vote of the whole number of the Executive Committee, and if the Executive Committee shall reject the appointment, then at the same meeting the Executive Committee shall select a substitute by majority vote of the whole number of the Executive Committee.
- 10., Elect the Parliamentarian by majority vote of the whole number of the Executive Committee.

11. No person may simultaneously hold both the position of Parliamentarian and the position of General Counsel.
12. Shall have such other duties and powers, if any, as are or shall be mandated under the applicable rules of The Republican Party of Georgia.

D. RELATIONSHIP TO COUNTY COMMITTEE

Notwithstanding any of the foregoing, any action of any kind or character may be overruled by County Committee by majority vote of a quorum present unless a greater preponderance is required under these By-laws or by the Rules of the Georgia Republican Party.

E. MEETINGS.

1. Meetings shall be at the call of the Chair, or upon written notice requesting a meeting to the Secretary by one-third (1/3) of the members of the Executive Committee.
2. All notices may be in writing and/or electronically transmitted form, designating date, time and place of said meeting, and shall be sent by the Secretary, Assistant Secretary or Chair to members not less than ten (10) days prior to the date of the meeting. If transmitted by email, a read receipt is required by the issuer.
3. An emergency meeting of the Executive Committee may be called without ten (10) day notice if approval is given by at least fifty percent (50%) of the Executive Committee by any means valid for notice or in writing at such meeting to be confirmed by the Secretary or Assistant Secretary prior to the scheduling of the meeting. The request for an emergency meeting must include the time, place, and date of said meeting.
4. Depending upon the context and nature of the meeting(s), non-committee member participation shall be allowed, except during any executive session. If, for any reason other than executive session, non-committee member participation is not allowed, the reasons must be documented with the Secretary prior to the commencement of the meeting and acknowledged in the approved minutes for the public record, except that upon a vote of two-thirds of the Executive Committee then present with a quorum at the meeting, the same may be withheld from the public records. Nothing herein shall be construed to prevent the Executive Committee from resorting to executive session at any meeting once the meeting is openly convened.

F. QUORUM.

Presence in person or by proxy of fifty percent (50%) of the voting members of the Executive Committee shall constitute a quorum for the transaction of business of the Committee.

- G. ELECTION AND TERM OF OFFICE. The officers and members of the Executive Committee shall be elected by the County Convention. Their term of office shall begin

upon adjournment of the County Convention except for officers and members elected between conventions to fill vacancies, in which case the term shall begin at the time of election. All terms of office shall extend until the later of: (i) the election of a replacement; or (ii) commencement of the next odd year County Convention, unless sooner removed in accordance with these Rules.

H. ELECTRONIC ACTIONS. In the event of a critical, actionable emergency, as determined by the Chair, relating to the finances, financial well-being, public reputation or general well-being of CCRP or GA-GOP or the National Republican Party, the Chair may, by any reasonably secure memorialized electronic means now existing or hereafter developed, conduct an electronic vote of the Executive Committee to deal therewith. The action the Chair desires to be taken shall be stated as requiring a “yea” vote to be approved.

1. The Secretary shall be the focal point for the collection, tabulation and final publication of the vote tally.

2. The Chair shall provide to all Executive Committee Members a clear and concise explanation of the cause for the vote, including urgency that precludes an Emergency Meeting under Art. V.E.3.

3. Voting shall be held over no less than a 36-hour period and not more than a 48-hour period. Any Member not responding shall be recorded as an abstention. If and as a 2/3 “yea” vote of the total Committee Membership or a 1/3 “nay” vote thereof is reached, voting will be concluded and a summary of votes shall be recorded by the Secretary with notice thereof to all Committee Members within 24 hours.

4. To be effective, votes at least equal to a Quorum must be tallied with at least 2/3 thereof voting “yea”.

5. Nothing herein shall preclude the Executive Committee from holding electronic meetings in which voices can be heard with identities established (e.g. video meetings, etc.) and for which majority rule of a quorum may be effective unless otherwise provided in these By-laws.

ARTICLE VI: VACANCIES IN OFFICE

A. CHAIR. Should the office of Chair become vacant for any reason, the First Vice Chair shall automatically and immediately become Acting Chair and shall serve as same with all the duties, powers, and prerogatives of the County Chair until the County Committee shall fill such vacancy, at its next regular or special meeting, by a majority vote. The intention to fill such vacancy shall be set forth in written notice of the meeting of the County Committee sent at least thirty (30) days prior to the meeting. The meeting shall be publicly accessible to all members in good standing and shall be publicized by electronic notice and posted on the CCRP website simultaneously with notice to County Committee Members.

B. Should the office of any Vice Chair, Secretary, Assistant Secretary, Treasurer or Assistant Treasurer become vacant for any reason, including death, resignation, termination of residence in Cherokee County, removal according to these By-laws, the Executive

Committee may appoint an acting officer to assume the responsibilities of such office until the next County Committee regular or special meeting at which the County Committee shall fill such vacancy by a majority vote. The intention to fill such a vacancy shall be set forth in the written notice of the County Committee meeting sent to each member at least thirty (30) days prior to the meeting.

- C. Should the office of any Area Precinct Manager become vacant for any reason, including death, resignation, termination of residence within the Area of Cherokee County, redistricting, or removal according to these By-laws, then the portion of the County Committee representing said Commission Post shall fill such vacancy at the next regular or special County Committee Meeting by a majority vote. The intention to fill such vacancy shall be set forth in written notice of the meeting to each member at least thirty (30) days prior to the meeting.
- D. Should the office of any Precinct Chair become vacant for any reason, including death, resignation, termination of residence within said Precinct, or removal according to these By-laws, the Precinct Vice Chair of said Precinct shall move to the Precinct Chair position. In the event, that neither the Precinct Chair nor the Precinct Vice Chair can serve, the County Chair may appoint, with the approval of the Executive Committee, a new Precinct Chair for said Precinct Chair, but preference shall be given to a resident of the Precinct if one can be found; secondary preference shall be given to anyone who is employed full-time in the Precinct. A person may chair more than one Precinct, but no person shall have more than one (1) vote at County Committee.
- E. Vacancies in a Precinct Committee, other than that of Precinct Chair, caused by death, resignation, continued failure to perform as determined by a majority of the Precinct Committee, or termination of residence within the Precinct, shall be filled by the Precinct Chair with prior approval by a majority of the Precinct Committee.
- F. Any person appointed or elected to any position who is not in good standing shall have fourteen (14) days from date of appointment or election to place himself or herself in good standing, and if failing to do so shall be deemed to have declined the position. Such failure shall be certified by the Membership Chair and the Secretary to the Chair, who shall then act to fill such position in accord with these By-laws.

ARTICLE VII: JOB DESCRIPTIONS

A. CHAIR.

- 1. Shall be the chief executive officer responsible for the general supervision of the affairs of the County and Executive Committees
- 2. Shall be the official media spokesperson for the CCRP on all occasions, unless in writing the Chair delegates another Executive Committee member for circumstances as deemed necessary.
- 3. Shall oversee the administration of office(s) including the supervision of and hiring/firing of employees of the County Committee.
- 4. Shall be an ex-officio member of all committees excluding the Nominating Committee.

5. Subject to approval, by a majority of the County Committee, shall appoint a General Counsel, a Parliamentarian, or both,
6. Shall appoint permanent or special committees and their chairmen and may dissolve such committees only with the approval of the Executive Committee.
7. Shall appoint representatives to County and municipal boards, committees, and commissions, such as the Republican members of the Cherokee County Board of Registration and Elections, which appointment shall require approval, by a majority, of the Executive Committee.
8. Shall appoint temporary County Convention Committees and their respective chairmen, subject to approval, by a majority, of the Executive Committee, not less than thirty (30) days before a County Convention.
9. May issue checks in accordance with these Bylaws.
10. In an official capacity, may not endorse any candidate in any election contested by more than one Republican.
11. Shall be responsible for coordinating the CCRP with the State and District Committees.
12. Shall be available on election days to answer questions and dispatch assistance to possible trouble areas.
13. May direct that the next Officer in line (the First Vice Chair, unless such position is vacant) temporarily, for not more than twenty-one (21) consecutive days, serve as Acting Chair if the Chair believes he will be unable (e.g. medical reasons, etc.) or unavailable (e.g. foreign travel, vacation, etc.) to fulfill the Chair's duties as Acting Chair. Such direction may be early terminated by the Chair. All references in these By-laws to the Chair shall include the Acting Chair.

B. FIRST VICE CHAIR.

1. Shall act in lieu of the Chair in the absence thereof.
2. In the event of the Chair's vacancy, the First Vice Chair shall assume the duties and responsibilities of the Chair until a Chair is duly elected in accord with these Bylaws.
3. Shall provide Chair-approved programs for the Cherokee County Republican Party.
4. Shall, with the Chair's approval:
 - a. Coordinate the Mass Meetings and County Convention.
 - b. Secure locations and speakers for the monthly CCRP meetings.
 - c. Secure locations for County Committee meetings and for Executive Committee meetings.
 - d. Coordinate educational events for the benefit of the CCRP and its members.

e. Coordinate any other program and/or program-related activities upon the request of the Chair.

5. Shall perform other duties as needed at the request of the County Chair or the Executive Committee.

C. VICE CHAIR OF CANDIDATES AND ELECTED OFFICIALS.

1. Shall be the liaison between the CCRP and its candidates and elected officials.

2. Shall be responsible for the candidate qualification process.

3. Shall be responsible for establishing the procedures of qualification in alignment with Official Code of Georgia Annotated (**O.C.G.A § 21-2-153 (2016)**). - Certification of political party candidates and these By-Laws.

4. Shall be available during the week of candidate qualification, to aid with Republican candidates and volunteers assisting in the process.

5. Shall be responsible for Candidate training programs, the Candidate vetting process and Candidate recruitment programs.

6. Shall not publicly endorse a candidate's campaign during a local primary, primary runoff, or special election in Cherokee County. Public endorsement is defined in Art. IX.B.3.

7. Shall be available on election days to assist the County Chair in answering questions and dispatching assistance to possible trouble areas.

8. Shall perform other duties as needed at the request the County Chair or Executive Committee.

9. Shall chair the committees formed to implement these programs, processes and procedures.

D. VICE CHAIR OF COMMUNICATIONS.

1. Shall be responsible for providing the distribution of internal and external communication.

2. Shall assist the Chair in publicizing vacancies that may occur in offices of the CCRP.

3. Shall be responsible for disseminating the Chair's press releases to the media.

4. Shall be responsible for the management of the website and social media and presentation and delivery of information via electronic methods.

5. Shall perform other duties as needed at the request the County Chair or the Executive Committee.

E. VICE CHAIR OF FUNDRAISING.

1. Shall be responsible for planning, organizing and executing fundraising events approved by the Executive Committee or assigned to by the Chair.
2. Shall be responsible for raising funds of the CCRP through the solicitation of business donations, sponsorships, contributions, and any other means approved by the Executive Committee
3. Shall be responsible for annual fundraising initiatives.
4. Shall serve on and as the vice chair of the Finance Committee.
5. Shall perform other duties as needed at the request of the County Chair or Executive Committee.

F. VICE CHAIR OF MEMBERSHIP.

1. Shall be responsible for CCRP membership development and growth.
2. Shall be responsible for maintaining an accurate membership record and membership roster including membership contact information.
3. Shall be responsible for holding at least two explicitly designated membership drives per year for which a specific plan is developed, in addition to the continuing efforts to expand CCRP membership.
4. Shall be responsible for visitor follow-up.
5. Shall utilize and maintain an industry standard electronic database or industry standard spreadsheet programs to insure membership records are properly recorded.
6. Shall coordinate with the Secretary, Assistant Secretary, Chair and other officers as appropriate to facilitate notices due under these By-laws and CCRP communications, including without limitation making the membership roster available to such officers for legitimate CCRP purposes.
7. Shall serve on and chair the Membership Committee.
8. Shall perform other duties as needed at the request the County Chair or the Executive Committee.

G. VICE CHAIR OF PRECINCT DEVELOPMENT.

1. Shall be responsible for scheduling, administering, and overseeing meetings of all Area Managers, Precinct Managers and Precinct Committees.
2. Shall identify candidates for the offices of Area Manager and Precinct Chairmen.

4. Shall plan, organize and execute the CCRP's "grass roots" training programs and coordinate efforts with District and State Republican Party organizations.
5. Shall submit a list of poll watchers for each precinct to the Chair.
6. Arrange training programs for poll watchers.
7. Shall be available on election days to assist the Chair in answering questions and dispatching assistance to possible trouble areas.
8. Shall perform other duties as needed at the request of the County Chair or the Executive Committee.
9. Shall keep and distribute voting statistics for all elections by precincts, prepare analyses of voting trends, prepare position papers on matters of current interest, and perform other research as directed by the Chair.

H. TREASURER.

1. Shall be the Chief Financial Officer of the CCRP.
2. Shall collect all monies due to the CCRP.
3. Shall maintain a record and account of properties and assets of the CCRP.
4. Shall be authorized to make payment of all just debts in accordance with these rules
5. Shall render a written report to the Executive Committee and at each County meeting, listing all receipts, disbursements, and balances of assets and liabilities.
6. Shall issue checks in accordance with these Bylaws.
7. Shall prepare and execute an operating budget, which shall be approved by the County Chair and ratified by the Executive Committee by the end of June annually.
8. Chair the Finance Committee and cooperate with the Audit Committee.
9. Shall perform other duties as needed at the request of the County Chair or Executive Committee.

I. ASSISTANT TREASURER

1. Shall assist and support the Treasurer in financial matters as requested.
2. Serve on the Finance Committee and provide such cooperation to the Audit Committee as may be requested thereby.
3. Shall act in lieu of the Treasurer in the absence thereof.

4. Shall perform other duties as needed at the request of the Treasurer or County Chair or the Executive Committee.

J. SECRETARY.

1. Shall maintain records containing the By-laws, special rules of order, standing rules, and properly recorded minutes and Committee reports.
2. Shall have access available for CCRP records at every meeting.
3. Shall prepare the agenda for County Committee and Executive Committee meetings.
4. Shall provide committees with relevant information from the assembly.
5. Shall publish minutes within ten (10) days of each meeting.
6. Shall furnish to committees those documents required for the performance of their duties and have available a list of all existing committees and their members.
7. Shall date the committee reports when received, note further action taken and preserve the same in the Secretary's records.
8. Shall verify any data concerning eligibility to vote including submitted proxy statements at committee meetings, prepare notices and assist the Committee Chairs as directed by the County Chair.
9. Transmit appropriate meeting announcements as required under these By-laws.
10. Shall perform other duties as needed at the request of the County Chair or Executive Committee.

K. ASSISTANT SECRETARY.

1. Shall assist and support the Secretary with administrative duties.
2. Shall act in lieu of the Secretary in the absence thereof.
3. Shall perform other duties as needed at the request of the County Chair or Executive Committee.

L. AREA PRECINCT MANAGERS.

1. Shall organize and assist the various Precinct Managers as necessary, to include identifying candidates for the office of Precinct Manager.
2. Shall organize a variety of political events, "get out the vote" campaigns, candidate forums, and similar events to assist the core programs of the CCRP. They shall further assist in all grass roots training programs.

3. Shall perform other duties as needed at the request of the County Chair or Executive Committee.

M. PARLIAMENTARIAN.

1. Shall be well versed in the bylaws of the CCRP, the bylaws of the Georgia Republican Party, and Robert's' Rules of Order.
2. Shall advise the County Chair, the Executive Committee, and/or the County Committee on procedural matters and questions.
3. Shall, at any meeting in which a dispute arises over any procedure, rule therein, subject to the right of the meeting to suspend such rule.

N. GENERAL COUNSEL

1. Shall be well versed in the bylaws of the CCRP, the bylaws of the Georgia Republican Party, all pertinent State and Federal law, and all pertinent election law.
2. Shall advise the County Chair, the Executive Committee, and/or the County Committee on all legal and regulatory matters concerning the CCRP.

O. PRECINCT OFFICERS.

1. Shall be elected by those qualified persons participating in each precinct mass meeting election in accordance with the State Call.
2. Shall preside over all meetings and caucuses of their precinct during their term of office.
4. Duties shall include:
5.
 - a. Identification of property owners in their precinct who will consent to placement of signs on their property.
 - b. Host grassroots meetings.
 - c. Support Republican candidates
4. Shall provide the Vice Chair of Precinct Development with names of qualified persons who are willing to serve in appointed positions on boards and/or authorities.
5. Shall perform other duties as may be assigned by the Area Precinct Manager or by the Vice Chair of Precinct Development.

P. DISTRICT COMMITTEE MEMBERS. Upon request from the Chair or the Executive Committee, the District Committee Members representing Cherokee County in Congressional District Committees will provide a written report of the District Committee Meetings.

- Q. STATE COMMITTEE MEMBERS. Upon request from the Chair or the Executive Committee, the State Committee Members representing Cherokee County on the State Committee will provide a written report of the State Committee Meetings.
- R. COMMITTEE MEMBERS: Members of all Committees, including but not limited to County Committee, Executive Committee, Standing Committees, ad hoc Committees and others, shall have the duty to regularly attend meetings thereof unless prevented from doing so by good cause.
- S. ALL POSITIONS: Every person holding an elected or appointed position within CCRP has the responsibility to carry out the duties of such position to the best of ability in an ethical manner and without prejudice to the interests of any Republican or Republican candidate.
- T. ALL COMMITTEES: Shall keep minutes of their meetings for submission to the Executive Board.

ARTICLE VIII: CCRP REPRESENTATIVES

- A. CCRP Representatives are persons selected by CCRP to serve in positions separate from CCRP, such as the Board of Elections.
- B. Shall be elected by a majority of the Executive Committee.
- C. Shall be governed by these By-laws and applicable State Law.
- D. Shall provide the Executive Committee with a written report of activities quarterly in non-election years and monthly in election years.

ARTICLE IX: REMOVAL, SUSPENSION & LIMITATION

- A. Any County Committee Member, Executive Committee Member, Officer or Representative Appointee may, unless otherwise prohibited by applicable law, be removed from such position for cause by a two-thirds (2/3) vote of a quorum present at any duly called meeting of the County Committee.
 - 1. Any such removal shall be presented to the County Committee by majority vote of the Executive Committee.
 - 2. The Secretary, Assistant Secretary or Chair shall give to the individual written notice of such meeting by any receipted means (whether or not refused or accepted) by, sent at least thirty-two (32) days in advance thereof, setting forth i) the grounds for removal, and ii) that the individual shall be given the opportunity to be present and be heard in person and/or by any representative of his or her choice.
- B. "Cause" as used in this Section shall include:
 - 1. Persistent failure, neglect or refusal to perform duties of the position.
 - 2. Conduct which the person knows or should know is detrimental to the best interests of the Republican Party.

3. Public Support of any person other than the official qualified candidate of the Republican Party in any contested general election. Such prohibited support may include, by way of example and without limitation, donation of funds or resources, public announcement or endorsement.
 4. Violation of these By-laws.
 5. Conviction of a felony (without restoration of rights) or crime of moral turpitude within five years prior to serving or while serving in such position.
 6. Misuse or abuse of office.
 7. Inability to continue to perform the duties of such position.
 8. Any other cause as may be determined by 2/3rd vote of a quorum then present of County Committee.
- C. Any member, who is not in good standing according to these Rules (Article II), shall automatically be suspended from the position so held until either i) restoration to good standing; or ii) removal from office, either by vote of County Committee, or automatically, if after being notified of said delinquency by the Treasurer or Assistant Treasurer, the individual fails to correct said delinquency within thirty (30) days of said notification.
1. The Chair together with the Secretary or Assistant Secretary shall have the power and duty to give prompt notice of and enforce any such suspension.
 2. The Chair may appoint a temporary replacement to serve, or until the suspension is lifted, or until the Executive Committee meets to appoint a temporary replacement in lieu of the Chair's selection.
- D. As soon as an officer qualifies to run for an elected public office for which at least one other Republican has also qualified, he shall be deemed to have resigned his office. An officer who qualifies as a candidate for an elected public office for which no other Republican has also qualified shall be deemed to have resigned immediately upon being elected to that office. As soon as an officer qualifies as a candidate for elected office as a candidate of any political party other than the Republican Party, he shall be deemed to have resigned said office.
- E. Any CCRP Member may, unless otherwise prohibited by applicable law, be expelled from membership for Expulsion Cause, as defined hereinbelow, by a two-thirds (2/3) vote of a quorum present at any duly called meeting of the County Committee.
1. Any such removal shall be presented to the County Committee by majority vote of the Executive Committee.
 2. The accuser of an offense or violation must be present in person at the Executive Committee Meeting in which such accusation is voted upon, and the accuser must be present at the County Committee Meeting, if held, to consider the same.
 3. The Secretary, Assistant Secretary or Chair shall give to the individual written notice of such meeting by any receipted means (whether or not refused or

accepted) by, sent at least thirty-two (32) days in advance thereof, setting forth i) the grounds for removal, and ii) that the individual shall be given the opportunity to be present and be heard in person and/or by any representative of his or her choice.

4. Expulsion Cause shall be the same as Cause in subsection B of this Article, excluding B.1. and B.7.

ARTICLE X: COMMITTEES

A. The following Standing Committees shall be maintained by the Cherokee County Republican Party:

- 1) RULES COMMITTEE, consisting of an odd number of Members, between 3 and 5 inclusive, whose Members will be chosen by the Executive Board who shall also select its Chair.

- (1) Have the goal of reviewing and updating the By-Laws between Conventions, as to present the best possible outcome within a 60-day timeframe for each individual submission.
- (2) The proposed changes to be reviewed by the Executive Board prior to submission to the County Committee.
- (3) Adoption by the County Committee to amend the By-Laws will be by 2/3 of the quorum at said meeting.
- (4) The Chair of the Rules Committee will be considered a non-voting member of the Executive Board to facilitate communication between the Committee and the Executive Board.

2. MEMBERSHIP COMMITTEE, consisting of an odd number of Members between 5 and 9 inclusive, whose Members shall be chosen by the Vice Chair of Membership who shall chair the Membership Committee. The Membership Committee shall:

- a. Have the goal of and be responsible for expanding membership among qualified voters in Cherokee County, Georgia.
- b. Handle Membership administration matters.
- c. Verify the qualifications of persons applying for Membership.
- d. Have the power to waive or reduce dues for worthy cause shown, subject to County Chair approval.

3. FINANCE COMMITTEE, to be chaired by the Treasurer and consisting of an odd number of Members between 5 and 7 inclusive, including

the Assistant Treasurer and the Vice Chair of Fundraising, and the balance of whom shall be chosen by the Executive Committee, The Finance Committee shall:

- a. Oversee administration of the finances by the Treasurer of the CCRP.
 - b. Make budgetary recommendations to the Executive Committee.
 - c. Select professionals for recommendation as non-voting members of the Investments Committee, as per Art. X.4. below.
4. CANDIDATE VETTING COMMITTEE, to be chaired by the Vice Chair of Candidates, and consisting of an odd number of Members between 5 and 9 inclusive, whose Members shall be chosen by the Vice Chair of Candidates with the approval of the Chair. The Candidate Vetting Committee shall:
- a. Interview and make recommendations as to the fitness of prospective candidates for office.
 - b. Develop reasonable standards for determining the fitness of prospective candidates for office.
 - c. Verify the legal qualifications of prospective candidates for office, for which assistance may be sought from the General Counsel.
5. INVESTMENTS COMMITTEE to be co-chaired by the First Vice-Chair and the Treasurer and to consist of the two said Co-Chairs together with the Current Chair, the Immediate Past Chair, the Vice-Chair of Fundraising, an Attorney (who is a CCRP Member licensed to practice law in Georgia, preferably experienced in tax law), a Certified Public Accountant (who is a CCRP Member licensed to practice accountancy in Georgia, preferably focused on taxation) and a Certified Financial Planner (duly certified and who is a CCRP Member). The Attorney, Certified Public Accountant and Certified Financial Planner shall all be non-voting members and shall each selected by the Finance Committee and approved by the Executive Committee. If no CCRP Member can be found for any of the non-voting positions, those positions shall be left temporarily vacant, but assistance may be sought from professionals who are not CCRP Members as similarly selected and approved, preferably on a pro-bono basis. The Investments Committee shall:
- a. Be responsible for and have the authority to manage investment funds, determining the need for and suitability of investment advisors and directing investments as appropriate. Such authority shall be exercised by resolution approved by majority vote of the Committee authorizing either Co-Chair to act.
 - b. Release investment funds to the General Fund upon request of the Executive Committee and by 2/3rds confirmation of the County Committee.

- c. Make recommendations as may seem prudent and report to the Finance Committee, Executive Committee and County Committees as appropriate.
 - d. Exercise its authority by resolution approved by majority vote, including without limitation authorizing either Co-Chair or other Member to act (e.g. signature(s) authority, etc.).
- B. The Chair may create and dissolve ad hoc committees as he deems necessary, and may appoint members to such committees or delegate such appointment power as the Chair desires. No ad hoc Committee shall have any power to take any binding action without delegation of the proper authority in accord with these By-laws (e.g. from the Chair, Treasurer, Executive Committee, etc.)
- C. Committee Chairmen shall read and then submit, in writing, Committee Reports to be included in the minutes of the Executive Committee and/or the County Committee, as needed.
- D. The Chair of any Committee, Standing or ad hoc, may remove any Member from the Committee for good cause, subject to approval of the County Chair.

ARTICLE XI: PRECINCT COMMITTEES

- A. MEMBERSHIP. The Precinct Committee shall consist of the following, provided they are dues-paying members in good standing of the CCRP and are qualified resident electors of such Precinct.
 - 1. Officers
 - a. Precinct Chair
 - b. Vice Chair
 - c. Secretary
 - 2. Members
 - a. Area, Subdivision and/or Block Captains
 - b. Chairmen of Precinct Subcommittees (optional)
 - c. Legal and qualified voters residing within the Precinct, who declare general accord with the principles of the Republican Party, believe in its declaration of policies, are in sympathy with its aims and purposes and who support its candidates
- B. TERM OF OFFICE. Precinct officers shall be elected at the Precinct Mass Meetings held in odd-numbered years, and shall hold offices until their successors are duly elected and qualified, unless sooner removed in accordance with these Rules. Chairmen of subcommittees and Area and/or Block Captains shall be appointed by the Precinct Chair with prior approval by a majority of the Precinct Committee.
- C. MEETINGS. The Precinct Committee, in coordination with the Area Manager, shall meet upon call of the Precinct Chair or upon request of a majority of its members. Unless the following requirement is waived by two-thirds (2/3) of the total Precinct Committee, such Calls shall be in writing, shall designate the time and place of the meeting, and shall be

sent to all members of the Precinct Committee not less than ten (10) days prior to the date of such meeting.

ARTICLE XII: COUNTY CONVENTIONS AND MASS MEETINGS

- A. MEETING DATES. Pursuant to an official call of the Georgia Republican State Committee, County Conventions and Precinct Mass Meetings shall be held in each odd-numbered year to conduct business including, but not limited to, electing CCRP leadership. Subject to a call from the Georgia Republican State Committee, additional County Conventions and Precinct Mass Meetings shall be held each presidential election year to conduct business including, but not limited to, electing delegates and alternates to the District and State Republican Conventions.
- B. ELECTION OF DELEGATES. Delegates and alternates to the County Convention shall be elected at Mass Meetings held in accordance with the Call of the Georgia Republican State Committee. In conformity with the Rules of the Georgia Republican Party, only delegates and alternates elected at a Precinct Mass Meeting may participate in a County Convention. Persons not so elected at a Mass Meeting held in compliance with the specified procedures and at the officially published time and place shall not be seated at a County Convention as delegates or alternates, but may be seated at a designated visitors' area.
- C. SELF NOMINATION AND VETTING. Registered voters may nominate themselves in absentia to serve as a Delegate or Alternate to the County Convention through a properly executed and signed CCRP-approved Nomination Form presented at the Precinct caucus by any member of said precinct present. Persons whose names are submitted to serve as Delegates or Alternates to the County Convention will be vetted by the Convention Credentials Committee.
- D. COMMITTEES IN SESSION. No official business may be transacted at any Convention or Mass Meeting while any of its temporary or permanent committees are in session.
- E. RULES OF ORDER. Robert's Rules of Order shall govern all deliberations of County Conventions and Precinct Mass Meetings, and their respective committees, except to the extent that they are modified by the Georgia Republican State Committee, by these Rules or by a two-thirds (2/3) vote of said Convention, Mass Meeting or committee in session, a quorum being present.

ARTICLE XIII: ALLOCATION OF DELEGATES AND ALTERNATES TO THE CONGRESSIONAL CONVENTIONS AND TO THE GEORGIA STATE CONVENTION.

- A. The Delegates and Alternates allocated to Cherokee County for the Congressional Districts and the Georgia State Republican Conventions shall be elected at the County Convention.
- B. District and State Delegates and Alternates, shall be elected in accord with the Rules of the Georgia Republican Party.
- C. Persons seeking nomination to be a Delegate or Alternate to the District and/or State conventions must submit a completed nomination application form to the Convention

Nominating Committee not later than March 1 in the year of the conventions. Nomination application forms will be available at the Precinct Mass Meeting.

- D. Applications will be fairly vetted by the Nominating Committee using available resources to measure the applicant's contribution of time and service to the CCRP and the Republican Party. Nominations will be weighted in favor of the greatest contributors of time and service.
- E. Applicants may be asked to appear before the Convention Nominating Committee for a brief interview.
- F. A person elected to serve as a Delegate or Alternate to any convention and who fails to register for that convention without a valid reason for such failure, will not be eligible to serve as a Delegate during the next convention year.

ARTICLE XIV: PROXIES

- A. Proxies shall be substantially in the form prescribed in Addendum A attached to these Rules.
- B. A committee member's proxy shall be revoked by said member upon his attendance at the committee meeting for which it was given.
- C. No member shall vote more than three (3) individual proxies at any single County Committee meeting.
- D. No member shall vote more than three (3) individual proxies at any single Executive Committee meeting.
- E. Each member shall be responsible for submitting his or her own proxy to the Committee Member of choice, which Member shall have the duty to hand carry the proxy form (which may be executed by email) to the meeting and declare the same upon signing in.

ARTICLE XV. USE OF CONTACT INFORMATION

Contact information, personal and business, provided to the CCRP are for the sole purpose of communication of Republican Party business and may not be used for any other purpose without the written consent of the individual.

ARTICLE XVI: CONFLICT IN TERMS.

To the extent that any By-law herein, or section or term hereof, is or becomes in conflict with the Rules of the Georgia Republican Party or the Georgia Election Code, such rule or section or term thereof is superseded thereby and void, and the remainder of these By-laws shall not be affected.

ARTICLE XVII: AMENDMENTS.

- A. These Rules may be amended in the following ways:
 - 1. At any County Convention of the CCRP by a majority vote, a quorum being present.

2. At any County Committee meeting of the CCRP by a two-thirds (2/3) vote, a quorum being present. Each member of the County Committee shall be given written notice, at least thirty (30) days prior to the meeting, setting forth the intention to amend the rules, and details of the proposed amendment(s).
- B. No amendment to these By-Laws shall be permitted outside of County Convention unless such amendment is first approved by majority vote the Executive Committee. Any and all proposed amendments, so approved by the Executive Committee, must then be noticed to the entire CCRP membership for at least thirty (30) days prior to the County Committee Meeting where the By-law amendment is scheduled for final approval by 2/3 vote, a quorum being present.
 - B. Said amendment(s) shall become effective when adopted and recorded with the Board of Elections unless otherwise provided.
 - C. The Executive Committee may amend any Addendum by a majority vote at a duly called Executive Committee meeting.

ARTICLE XVIII: DEFINITIONS OF PARLIAMENTARY TERMS

- A. MAJORITY. More than half of the votes cast.
- B. VOTES CAST: Votes Cast are Yeas and Nays; abstentions do not constitute votes cast and are not counted toward determining the outcome of a vote.
- C. QUORUM. The specified number of members required to hold a legal meeting.
- D. TWO-THIRDS or 2/3rd. Two-Thirds of the vote cast.
- E. THREE-FOURTHS or 3/4th. Three quarters of the vote cast.
- F. The term “man”, as used in Chair or Vice Chair, and the term “he”, as used in he, his, or him, shall not be a limitation as to gender.
- G. NOTICE. All notices shall be given in written form and shall be mailed, faxed, e-mailed, or otherwise electronically transmitted. Electronic replies and proxies are considered valid for all purposes. Actual notice shall be good notice for all purposes.

The undersigned Officers hereby certify that the above is a true and correct copy of the Rules of the Cherokee County Republican Party (“CCRP”) as adopted by a greater than two thirds (2/3) vote, a quorum being present, at the 2017 County Convention held in Canton, Cherokee County, Georgia, on March 18, 2017 as permitted by Article XVI, of the 2015 By-laws then in effect and to be duly superseded hereby upon recording with the Cherokee County Board of Elections.

Officers:

Signed in the presence of:

Chair

Notary Public

Date_____

Date_____

Secretary

Notary Public

Date_____

Date_____

The undersigned member of the Board of Elections certifies that the above is a true and correct copy of the Rules of the Cherokee County Republican Party ("CCRP") as adopted by a greater than two thirds (2/3) vote, a quorum being present, at the 2017 County Convention held in Canton, Cherokee County, Georgia, on March 18, 2017 as permitted by Article XVI, of the 2015 By-laws then in effect and to be duly superseded hereby upon recording with the Cherokee County Board of Elections.

Board of Elections Representative

Notary Public

Date_____

Date_____

ADDENDUM A

STATE OF GEORGIA
COUNTY OF CHEROKEE
PROXY
CHEROKEE COUNTY REPUBLICAN PARTY

I (state your name) _____,

residing at _____,

state that I am a voting member of the County Committee of the Cherokee County Republican Party, and

I do hereby constitute and appoint _____, as

my agent and attorney-in-fact to vote my individual vote at the called meeting of the County Committee

of the Cherokee County Republican Party to be held on the _____ day of _____,

201_____, and to vote in my name, place and stead, upon any question that is properly before the

Committee, with all the power I possess as if I were present at such meeting, hereby specifically revoking

any and all other proxies previously made, if any.

I submit this form as follows:

_____ in writing to the CCRP Secretary; or

_____ electronically, by email ____, smartphone text, ____, or facsimile ____, to each of the following: the CCRP Secretary, the CCRP Assistant Secretary, and the Chair of the CCRP or his designee.

IN WITNESS WHEREOF, I have set my hand and seal this _____ day of _____,

20_____.

Signature

Witness (no witness required if submitted electronically)