

**WALLA WALLA COUNTY REPUBLICAN CENTRAL
COMMITTEE**

BYLAWS

Adopted February 26, 2007

ARTICLE 1: NAME

The name of this organization shall be the WALLA WALLA COUNTY REPUBLICAN CENTRAL COMMITTEE, hereinafter referred to as the "CENTRAL COMMITTEE." The trade name of the organization shall be the Walla Walla County Republican Party.

ARTICLE 2: PURPOSE

The purpose of this organization shall be as follows:

1. to serve as the official governing body of the Republican Party in Walla Walla County, Washington (RCW 29.42)
2. to elect Republicans to public office
3. to attract voters and workers to the Republican Party
4. to lead, contribute to, and participate in the establishment of a Republican Party organization that is an effective vehicle for setting public policy.
5. to fulfill those functions conferred on it by state law, and
6. to plan, organize, administer, and finance the Central Committee's operations to accomplish the other stated purposes.

ARTICLE 3: CENTRAL COMMITTEE

Article 3.1: Membership

The Central Committee shall consist of the Precinct Committee Officers from the voting precincts of the county and duly elected Republican officials. Only Precinct officers shall have a vote in the Central Committee. Except for the selection of officers, and filling of elective vacancies, the County Chairman (whether or not he is also a Precinct Committee Officer) shall vote only in case of a tie.

Article 3.2: Central Committee Meetings

The Central Committee shall meet for the purpose of organization at an easily accessible location within the county, following each state general election held in even-numbered years, subsequent to the certification of the Precinct Committee Officers by the County Auditor, and no later than the second Saturday of the following January. The authorization of officers of the retiring committee shall cause notice of the time and place of such meeting to be mailed to each Precinct Committee Officer at least seven days prior to the date of the meeting.

The County Chairman shall hold an adequate number of meetings of the Central Committee to carry out the biennial program of the Central Committee. Such meetings shall be called at least once every three months at a time and place to be designated by the chairman with reasonable notice given prior to the date of the meeting.

The County Chairman shall call a meeting of the Central Committee whenever two-thirds of the members of the Executive Committee, or a majority of the members of the Central Committee, by signed petition, demand such a meeting to be called. If the County Chairman fails to act, and if the County Vice-Chairman fails in turn to issue a call, the petitioners may issue the call for a meeting. In case of meetings called under duress, the meeting shall be held not less than seven or more than ten days after written notice (letter or e-mail) of such meeting to the Central Committee memberships.

Precinct Committee Officers should attempt to secure a representative to attend Central Committee meetings when they will not be able to attend such meetings. Such a representative must be a declared Republican and a registered voter in the same precinct and have a proxy in writing signed by the Precinct Committee Officer.

Article 3.3: Quorums

A quorum for Central Committee Meetings called for adoption or amendment of bylaws, election of officers, removal of officers or approval of biennial budget shall be forty percent of the Precinct Committee Officers at the time of the call. At other meetings, twenty percent of the Precinct Committee Officers shall constitute a quorum.

Article 3.4: Proxies

No proxy shall be recognized by the Central Committee at the organization meeting. At other meetings an absent member may be represented by the holder of a signed proxy if it is held by a declared Republican who is a voter in the same precinct.

At a meeting of the Executive Committee, an absent member of the Executive Committee may be represented by the holder of his signed proxy; but no person may cast more than one vote. The person holding the proxy must be a declared Republican and a registered voter, but does not have to reside in the same precinct as the absent Executive Committee member.

Article 3.5: Parliamentary Authority

When not inconsistent with the provisions in these rules, Robert's Rules of Order, newly Revised (most current edition) shall govern all meetings of the Central Committee and Executive Committee.

Article 3.6: Announcement of Vote

Results of any tallied votes taken at a Central Committee meeting shall be announced, together with numerical tallies, after the vote and recorded in the minutes.

Article 3.7: Eligibility of Officers

Only declared Republicans who are registered voters in Walla Walla County shall be eligible for election to any office in the Central Committee.

Article 3.8: Election of Officers - Removal - Vacancies

At each organizational meeting, the Central Committee shall elect a County Chairman and a County Vice-Chairman who must be of opposite sex, a State Committeeman and a State Committeewoman.

A nominating committee of five, elected by the Executive Committee, shall present at least one slate of nominees for County Chairman, County Vice-Chairman, State Committeeman and State Committeewoman. A Precinct Committee Officer at the organizational meeting may nominate other persons from the floor.

The Central Committee shall have the power by a vote of two-thirds of a legal quorum present at a regularly called meeting to remove any elective or appointive officer, provided that prior notice of this proposed action shall have been mailed to all committee members at least seven days prior to the meeting. The Central Committee shall fill any resulting vacancy by election or direct it to be filled within 30 days.

ARTICLE 4: EXECUTIVE COMMITTEE

The Executive Committee shall consist of the County Chairman, the County Vice-Chairman, the State Committeeman, the State Committeewoman, the Secretary and the Treasurer.

The Executive Committee shall meet upon call of the County Chairman, normally once each month unless the Executive Committee shall determine such frequency is not necessary. Four members of the Executive Committee shall constitute a quorum for the transaction of business.

Between meetings of the Central Committee, the Executive Committee shall have authority to act for the Central Committee; but in no case shall such action be contrary to previous actions of the Central Committee.

ARTICLE 5: ELECTED OFFICERS

Article 5.1: County Chairman

The County Chairman shall have the following authority and responsibilities:

- a. Shall be the Chief Executive Officer of the Central Committee
- b. Shall be empowered to perform all the duties usually incident or pertaining to the office
- c. Shall preside at the meetings of the Central Committee and of the Executive Committee
- d. Shall be an ex-officio member of all standing and special committees, except the nominating committee
- e. Shall be responsible for the proper functioning of all committees and employees of the Central Committee
- f. Shall have the power to appoint or remove any appointive officer, committee, or employee, and to fill all vacancies
- g. Shall be empowered to appoint special committees at his/her own discretion or at the direction of the Central Committee.
- h. Shall be empowered to appoint Precinct Committee Officers where vacancies occur, except when a vacancy occurs because of failure to elect at a State general election, such vacancy shall not be filled until after the organizational meeting.
- i. Shall be responsible for having an audit of the financial records at least once each biennium and whenever a new Treasurer takes office.
- j. Shall carry out other purposes as outlined in Article 2.

Article 5.2: County Vice-Chairman

The County Vice-Chairman shall be the assistant to the Chairman in the administration of his/her duties and shall preside at all meetings of the Central Committee and the Executive Committee in the absence of the County Chairman.

In the event of a vacancy occurring in the office of the County Chairman, the County Vice-Chairman shall, within thirty days, call a meeting by written (letter or e-mail) notice of the Central Committee for the purpose of filling such vacancy and shall exercise all of the powers and perform all of the duties of the County Chairman until said vacancy has been filled.

Article 5.3: State Committeeman and State Committeewoman

The State Committeeman, the State Committeewoman and the Chairman shall be the representatives of the Walla Walla County Republican Central Committee on the Republican State Committee of Washington (hereinafter referred to as the State Committee). They shall report on the activities of the State Committee to the Executive Committee and to the Central Committee.

ARTICLE 6: APPOINTED OFFICERS

Article 6.1: Secretary

The Secretary shall be responsible for the safekeeping of the Central Committee's records under the supervision of the County Chairman and shall perform other such duties as may be assigned by the County Chairman. The Secretary shall also keep complete and accurate minutes of the proceedings at all meetings of both the Central Committee and Executive Committee, shall compile signed records of all such proceedings, and shall perform other such duties as the Chairman may assign.

Article 6.2: Treasurer

The Treasurer shall have the following responsibilities:

- a. be the custodian of all funds of the Central Committee
- b. keep an accurate record of all receipts and disbursements, make such records available for audit as directed by the County Chairman, and submit a Treasurer's report to each Central Committee meeting.
- c. deposit all funds received in a bank designated by the Executive Committee. All checks drawn on such funds shall require the signatures of any two of the officers: the Treasurer, the County Chairman, or another elected officer who is on the bank signatory agreement. All such disbursements shall require the approval of the Executive Committee.

- d. perform all other duties, which are usually assigned to the office of Treasurer, including the filing of any records that may be required by State or Federal law, especially those required by the Public Disclosure Commission.

ARTICLE 7: FINANCES

At the beginning of each biennium, the County Chairman, together with such other persons as the County Chairman may designate, shall establish a budget and fund-raising goal for the biennium. Said budget and goal shall take into consideration the obligations of the Central Committee to the Republican National Committee, the Republican State Committee of Washington, Republican nominees for public office in Walla Walla County and the 16th Legislative District, and to the Central Committee itself for operating funds.

ARTICLE 8: COUNTY CONVENTION

During each even-numbered year, the County Chairman shall call a County Convention to adopt a county platform and to elect delegates to the State Convention, pursuant to rules established by the Washington State Republican Party. Said convention shall be held at a time in accordance with a call from the State Committee.

Article 8.1: County Convention Delegates

Delegates and Alternates to the County Convention shall come from precinct caucuses to be held as directed by the State Committee. If the State Committee fails to act, the county will hold caucuses at least three weeks prior to the date of the County Convention.

The caucus date shall be as directed by the State Committee. The County Chairman shall instruct each Precinct Committee Officer that it is his/her duty to call his/her precinct caucus to order as Chairman and proceed in accordance with the call and Robert's Rules of Order, Newly Revised (most current edition). Caucuses, in unmanned precincts, may be called by a temporary chairman who is appointed by the County Chairman.

Article 8.2: State Convention Delegates

Delegates to the State Convention shall be allocated on the basis of Republican vote in each Legislative District. The County Chairman, the County Vice-Chairman, the State Committeeman and the State Committeewoman shall be automatic delegates-at-large. At least one delegate and one alternate shall be elected from each Legislative District by district caucus during the County Convention.

ARTICLE 9: PLATFORM COMMITTEE

In each new biennium the County Chairman shall appoint the chairman and members of the Platform Committee six months prior to the Caucus meetings held in even years.

It shall be the goal of the Central Committee to mail (letter or e-mail) the proposed platform to all delegates at least ten days prior to the County Convention.

ARTICLE 10: AMENDMENTS

These bylaws may be amended by a two-thirds vote of a legal quorum present at any meeting of the Central Committee. All proposed amendments shall be submitted in writing to the County Chairman, and to the Bylaws Committee for a recommendation, not less than thirty days prior to the convening of any regularly called meeting of the Central Committee. Copies of the amendments shall be mailed (letter or e-mail) to all Central Committee members, by the County Chairman, not later than seven days before the meeting at which they are to be considered.

ARTICLE 11: BYLAWS DURATION

At the biennial organization meeting, the first item of business shall be a motion by the temporary chairman to continue these bylaws in effect as temporary bylaws for the conduct of the meeting and until permanent bylaws are adopted.

ARTICLE 12: RECORDS AND MAILING LISTS

Any and all records and mailing lists prepared or maintained by any officer, committee, chairman or person on behalf of the Central Committee or the Executive Committee are the property of the Central Committee and shall be made available to individuals as directed by the County Chairman, and to the successor officers maintaining the records or mailings lists, within thirty days after the organization meeting.