

Walla Walla County Republican Party Bylaws

2019-2020

Definitions

Precinct Captain – A member of the Central Committee that has been appointed to serve in the role of Precinct Committee Officer for a precinct in which that member does not reside.

Statutory Member - Derives membership from state statute. These are Precinct Committee Officers (PCOs) elected by their precincts and PCOs appointed by the Chair.

Notice – For purposes of these bylaws, the designated communication method for notices shall be an email to the member's address on file with the Secretary.

Article I - 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 II - Purpose

Purpose The primary purpose of this organization is to elect Republicans to public office who support our party platform and values. This is best achieved by promoting the growth of the Republican Party in Walla Walla County, educating voters and providing opportunities to participate in the formulation of fair and open election processes and the formulation of general public policy that adheres to our core principles.

Article III - Membership

Section 1. Central Committee Members

Elected Precinct Committee Officers are automatic members of the Central Committee. In addition, individuals holding the following offices shall hold Central Committee membership and voting privileges for all functions of the Central Committee: Executive Board members as defined in Article VI, appointed Precinct Committee Officers, Precinct Captains and elected Republicans holding partisan office, provided those officials are registered voters of Walla Walla County or hold 16th Legislative District, 4th Congressional District or 5th Congressional District offices.

Section 2. Associate Members

Dues paying individuals registered to vote in Walla Walla County who are not part of the Central Committee are granted basic membership in the Walla Walla County Republican Party. These members shall be entitled to all privileges of Central Committee membership except making motions, voting and access to records related to executive sessions.

Section 3. Dues

Dues shall be established by the Central Committee as a standing rule. There shall be no pro-rated application of dues.

Section 4. Resignations

Central Committee members and officers may resign from office at any time. A written resignation must be submitted to the Executive Board and shall take effect thirty days from receipt or the date indicated by the member, whichever is sooner.

Section 5. Members in Good Standing

- a) Eligibility. Central Committee members are highly encouraged to set a good example and pay annual dues. To meet quorum requirements, it is necessary to have members attend regular and special meetings. Members are required to attend at least one regular meeting per quarter. For extenuating circumstances, the Chairman may waive the attendance requirement when given prior notice by the absent member. Persistent

absenteeism will result in the member being asked in a letter from the Executive Board to submit a letter of resignation so that their position can be filled with an active member.

- b) Suspension. Good standing may be revoked by no less than a two-thirds vote of the Central Committee for any reason as it may deem appropriate, provided the Central Committee and the member in question have been given 10 days' notice of the proposed action before the vote is held. Members whose removal or suspension is before the committee shall have the right to speak in their own defense before such vote is held.
- c) Central Committee members may not run or staff a political campaign or PAC for a competing political party, make public endorsements in a third-party publication for a candidate of a competing party when there exists an endorsed Republican candidate or while serving, be a member of any other political party.

Article IV - Officers

Section 1. Eligibility, Election and Appointment of Officers

- a) Eligibility. Any registered voter of Walla Walla County is eligible to be an officer for the Central Committee upon election, or appointment as specified below.
- b) Elections. The Chair, Vice-Chair, Treasurer, State Committeewoman and State Committeeman shall be elected by a secret ballot of the Central Committee. Contested offices shall be considered for election individually.
- c) The Secretary shall be appointed by the Chair.
- d) Officers may be removed from office by a two-thirds vote of the Central Committee.

Section 2. Chair

The Chair shall have the following authority and duties:

- a) Act as Chief Executive Officer and spokesperson for the Walla Walla County Republican Party
- b) Preside at meetings of the Central Committee and Executive Board
- c) Participate as an ex-officio member of all standing and special committees
- d) Nominate chairs for standing and special committees, subject to confirmation by the Central Committee
- e) Appoint Precinct Committee Officers to fill PCO vacancies
- f) Nominate Precinct Captains, subject to confirmation by the Central Committee
- g) Appoint a webmaster
- h) Appoint a parliamentarian
- i) Direct and oversee the transfer of financial assets and records and the implementation of internal controls, per standing rules, over the Central Committee's assets to be completed within 60 days of taking office
- j) Spend no more than fifty dollars in a thirty-day period without Executive Board or Central Committee approval
- k) Direct and oversee an inventory of Central Committee assets within ninety days of taking office
- l) Accept membership on the State Committee when granted by the State Committee
- m) Perform all statutory duties and other duties as authorized by the Central Committee

Section 3. Vice-Chair

The Vice-Chair shall have the following authority and duties:

- a) Serve as Chair Pro Tem in the event of vacancy of the Chair or any time a motion involving the Chair would create a conflict of interest
- b) Call a special election within 30 days when such vacancy occurs, providing Central Committee members at least 10 days' notice of the special election
- c) Preside at meetings of the Central Committee and Executive Board meetings in the Chair's absence

Section 4. Treasurer

The Treasurer shall have the following authority and duties:

- a) Maintain all funds in an account designated by the Executive Board

- b) Submit a report at each Central Committee meeting containing itemized expenditures and income, or copies of all Public Disclosure and Federal Elections Commission filings for the last 30 days.
- c) Report periodically on current financial status in relation to the adopted budget
- d) Disburse payments in accordance with Standing Rules
- e) Ensure compliance with all PDC and FEC regulations
- f) Chair the Finance Committee
- g) The Chair, upon recommendation of the Treasurer and approval of the Executive Board may appoint a Deputy Treasurer who shall assist and or act in the place of the Treasurer when the Treasurer is unavailable or unable to perform all the duties of Treasurer. The Executive Board may, if necessary, contract or hire the services of an individual to be responsible for PDC reporting. The Deputy Treasurer appointed under this section may not vote as a member of the Executive Board.

Section 5. Secretary

The Secretary shall have the following authority and duties:

- a) Keep minutes of all meetings of the Central Committee and the Executive Board
- b) Maintain secure and accurate records
- c) If directed by the Chair, notify the County Auditor of Precinct Committee Officer and Precinct Captain appointments and resignations.
- d) Facilitate all meeting notices, invitations, thank you cards and other correspondence as directed by the Chair
- e) The Chair, upon recommendation of the Secretary and approval of the Executive Board, may appoint a Deputy Secretary who shall assist and or act in the place of the Secretary when the Secretary is unavailable or unable to perform all the duties of Secretary. The Deputy Secretary, appointed under this section, may not vote as a member of the Executive Board.

Section 6. State Committee Members

The State Committeeman and State Committeewoman shall have the following authority and duties:

- a) Perform their statutory duties and represent the Central Committee on the Republican State Committee of Washington
- b) Report on the activities of the State Committee to the Executive Board and the Central Committee.

Article V - Meetings

Section 1. Regular Meetings

Regular meetings of the Central Committee shall be held every fourth Monday of each month, unless otherwise ordered by the Executive Board.

Section 2. Special Meetings

Other meetings may be called from time to time as directed by the Chair or Executive Board. Special meetings require Central Committee notice of at least five business days.

Section 3. Quorums

Twenty-five percent of the Central Committee membership in good standing shall constitute a quorum for the transaction of business for any Central Committee meeting, unless otherwise specified by these bylaws. Only members in good standing may make motions, second motions or vote.

Section 4. Proxies

Members may be represented by a proxy at any regular meeting of the Central Committee. The proxy must be a registered voter in the same precinct as the absent member and must submit a note signed by the absent member instructing the Chair to recognize the proxy for the specified meeting.

Section 5. Executive Session

Under unusual circumstances, closed sessions of the Central Committee may be prudent. Sessions shall be closed to non-voting members upon a vote of two thirds of the Executive Board or two thirds of the Central Committee. Matters discussed and recorded in Executive Session shall remain confidential until otherwise directed by the Central Committee by a two-thirds vote.

Section 6. Voting

- a) Secret balloting must be used for all elections of officers or whenever demanded by one-third of members present. Motions for secret ballot are not debatable
- b) Results of all votes shall be announced by the secretary, including the number of ayes, nays and abstentions
- c) The Chair shall vote only in the case of a tie

Article VI - Executive Board

Section 1. Members

The Executive Board of the Central Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer, State Committeewoman and State Committeeman.

Section 2. Meetings and Voting

The Executive Board shall meet at the call of any two of its members or the call of the Chair. Two-thirds of its members shall constitute a quorum for the transaction of business.

Section 3. Duties and Authority

The Executive Board shall assist the Chair with implementing actions of the Central Committee, provide recommendations and bring proposed action to the Central Committee. The Executive Board may act on behalf of the Central Committee between its regular meetings only if the matter cannot reasonably wait to be addressed by the Central Committee at its next regular meeting.

Section 4. Limitations

The Executive Board shall not:

- a) Act contrary to previous action of the Central Committee, absent an emergency.
- b) Expend more than \$500 in a 30 day period without Central Committee approval
- c) Act on any matter requiring more than a simple majority vote of the Central Committee
- d) Amend or repeal a standing rule
- e) Enter into any contract without Central Committee approval

Article VII - Committees

Each standing committee shall consist of at least three, but not more than seven members. Members shall be nominated by the Chair and confirmed by the Central Committee.

Section 1. Bylaws Committee

This committee will have the following authority and duties:

- a) Provide recommended action for bylaw amendments prior to Central Committee consideration

Section 2. Finance Committee

This committee shall have the following authority and duties:

- a) Draft a proposed budget for Central Committee consideration
- b) Develop and implement a fundraising program within adopted budget guidelines

Section 3. Platform Committee

This committee shall have the following authority and duties:

- a) Organize no later than four months prior to the County Convention. Dates and timeline are determined by the State Republican Party.
- b) Submit proposed County Platform to the Central Committee at the regular meeting prior to the County Convention
- c) Submit a proposed platform to the County Convention delegates ten days prior to the County Convention.

Section 4. Vetting Committee

This Committee shall include only Central Committee and Executive Board members. This Committee is responsible for creating, reviewing and revising the vetting procedures and documents which are to be used to evaluate Republican candidates. The documents will include but are not limited to:

- a) A questionnaire relevant to the position being pursued which identifies, at a minimum a candidate's:
1. Qualifications including education, work experience, skills and community involvement.
 2. Pertinent Republican credentials and or a written statement why candidate believes themselves to be a Republican.
 3. Statement acknowledging their concurrence with the WWGOP platform and values.
 4. A statement by the candidate regarding their future commitments and or participation in the WWGOP.

The Committee will review candidates' questionnaires and documentations. The Vetting Committee shall submit a documented report with recommendations to the Central Committee for ratification by a majority vote at either a regular or special meeting. If necessary, the Central Committee may conduct in-person interviews.

Section 5. County Convention Committee

This committee shall have the following authority and duties:

- a) Submit proposed convention rules to County Convention delegates ten days prior to the County Convention

Section 6. Other Special Committees

Other committees may be formed at the direction of the Chair or Central Committee to accomplish specific tasks. The composition and objective of each special committee shall be determined by the motion to create it, or the Chair in absence of such motion. Each special committee shall cease to exist upon completion of its objective.

Article VIII - Candidates for Public Office

Section 1. Certification

Each candidate for any public office in Walla Walla County or for 16th Legislative District office is entitled to request Republican certification. Certification is not an endorsement, rather a statement from the Walla Walla County Republican Party that it acknowledges the candidate is indeed Republican. Upon delivery of the Vetting Committee's report, the Central Committee shall consider certification of candidates at any regular meeting of the Central Committee, provided 10 days notice of the proposed certification action is communicated to the Central Committee. All candidates receiving at least one-third of the vote shall be certified.

Candidates failing to receive certification will not be afforded access to any party resources, including but not limited to, voter database and opportunities for candidacy promotion.

Section 2. Candidate Support

Monetary contributions, in-kind contributions (as defined by the PDC) and candidate endorsements shall require Central Committee approval. The Central Committee may consider such support of certified candidates at any regular meeting of the Central Committee, provided seven days' notice of the proposed action is communicated to the Central Committee. Forty percent of the Central Committee members in good standing shall constitute a quorum for this purpose. Adoption shall require two-thirds of the vote.

Article IX - Liability

The Central Committee shall maintain general liability insurance coverage with bodily injury and property damage liability limits of at least \$1,000,000 per occurrence. In addition, liability for bodily injury and property damage arising from serving or distributing alcoholic beverages must be secured with limits of at least \$1,000,000 per occurrence before any alcoholic beverages may be served at any Central Committee sponsored event.

Article X - Caucus and Convention

The Walla Walla County Caucuses and Convention shall operate in accordance with timelines and rules adopted by the Washington State Republican Party. The County Convention shall adopt a Walla Walla County Republican Party platform and elect delegates to the Republican Convention of Washington State.

Article XI - Parliamentary Authority and Rules

Section 1 Rules of Order

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Central Committee, sub-committees and special meetings in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any standing rules or any special rules of order.

Section 2. Standing Rules

Standing rules are limited in scope to the administration of these bylaws. Although standing rules are equally binding, they may be adopted, amended, suspended or repealed by a simple majority vote at any regular meeting without advanced notice.

Article XII - Amendment of Bylaws

These bylaws may be amended at any regular meeting of the Central Committee by a two-thirds vote, provided the amendment has been submitted to the Bylaws Committee and Central Committee twenty-one days in advance of the meeting at which the amendment will be considered. A quorum for Article XII action is forty percent of Central Committee membership in good standing.

Article XIII - Central Committee Transition and Dissolution

Section 1. Central Committee Transition

All records and assets of the Central Committee shall be transferred by the outgoing Executive Board to the newly elected Central Committee within 5 business days of organization in even years. The most recently adopted platform shall remain in force until adoption of a new platform at the County Convention. All contracts shall be honored by the newly elected Central Committee.

Section 2. Dissolution

This organization may cease to exist only if no Precinct Committee Officers are elected on the date designated for that purpose. In that event, and after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, the Central Committee shall distribute all remaining assets to such tax-exempt organizations as it may deem appropriate. This action must take place prior to December 1 of the same year or shall require a two-thirds vote of members present. Failure to distribute assets by the deadline shall result in assignment of assets to the Washington State Republican Party.

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Note on numbering system: The first number before the period is the article of the bylaws pertaining to the standing rule, while the second number is the subsection of the article.

2.0 - Ballot Measure Support

It is the policy of the Walla Walla Republican Party to avoid the appearance of support for ballot measures that have not been endorsed by the Central Committee. The executive board may not provide ballot measure support without Central Committee approval. For the purpose of this rule, support includes, but is not limited to, monetary contributions, in-kind contributions (as defined by the PDC) and use of Central Committee resources, including rented space, email system, website or inclusion of materials in organized literature drops. Any time a campaign or individual approaches the party for support, the chair shall inform the campaign or individual of the above policy. The request shall be forwarded to the Central Committee members. No further action shall be taken until directed by the Central Committee.

3.3 – Dues

Fixed Dues Amount - Central Committee and Associate Member dues for 2017-18 are \$35 per member and \$50 per couple.

4.4 – Treasurer’s Duties

Segregation of Duties

If the same person is responsible for multiple duties, the natural checks and balances of the system are removed. Trust is not the issue; verifying business transactions is. No single person should have unquestioned authority of the finances. In conjunction with the duties as outlined in the Bylaws, the Treasurer shall have the following additional duties:

Safety of Funds and Assets

1. The Treasurer shall have access to bank accounts for reporting and other purposes, but shall not sign checks.
2. The Treasurer will maintain pins and passwords for all Central Committee financial accounts, which will be shared with the Chair for security and backup.
3. All checks or disbursements require two authorizations. The Treasurer or designee will prepare the check and sign off on the invoice supporting the expenditure. The second authorization is by signature of a different Central Committee Officer on the check. Documentation will be retained by the committee for five years after the end of the current year.
4. Bank statements and other accounts shall be reconciled once a month with copies of the bank reconciliations provided to the Executive Committee. Copies of bank statements, and financial reports shall be made accessible to all members of the Central Committee at their regular meeting covering all activity since the previous reports were provided.

Other Duties

1. Prior to each major Central Committee event the system of internal controls over revenues and expenditures shall be reviewed by Treasurer and presented to the Executive Committee for approval.
2. Annually review with the Executive Committee whether there is adequate insurance coverage for assets and for potential liabilities for events and other activities.
3. Maintain current backups for all data files, off site and safe from casualty
4. Maintain security over passwords
5. Maintain security over blank check stock
6. Maintain security over checks received for deposit

4.5 - Records and Minutes

Audio Recording - The Secretary shall electronically record the audio of Central Committee and Executive Board meetings in addition to written minutes and store each electronic recording on the party Google Drive for reference purposes.

Executive Board Minutes - Minutes of Executive Board meetings shall be distributed to the Central Committee members before each Central Committee meeting.

Preservation of Records (proposed) - All records of the party are property of the Central Committee and shall be preserved and available to members in accordance with the Bylaws. Records include, but are not limited to, all email correspondence contained within the chair@wallawallacountygop.com, vice-chair@wallawallacountygop.com, committeeman@wallawallacountygop.com, committeewoman@wallawallacountygop.com, treasurer@wallawallacountygop.com, secretary@wallawallacountygop.com and wallawallacountygop@gmail.com email accounts, minutes, audio recordings, electronic financial data, graphics, contracts, membership lists, and any other physical or electronic record created for party purposes.