

KANAWHA COUNTY REPUBLICAN EXECUTIVE COMMITTEE

BY-LAWS

Revised and Adopted February 1, 2022

ARTICLE I: NAME

The name of this organization shall be the: "Kanawha County Republican Executive Committee."

ARTICLE II: MEMBERSHIP

Section 1: Elected or appointed members of the Committee constitute the membership of the Committee, until replaced by their qualified successors, in accordance with the provisions of the Code of West Virginia, 1931, as amended.

Section 2: The associate members of the Committee shall be appointed by the Committee and shall assist the Committee in fulfilling its duties. Associate members shall not have the right to vote on matters before the Committee and shall serve until the end of the term of office of all members of the Committee.

Section 3: The voting members of the Committee must at all times be bona fide residents of Kanawha County, reside in the district to which they are appointed on the Committee, and be registered Republicans for the period of at least one year (12 months).

ARTICLE III: TERM OF OFFICE

Section 1: The term of office of all members of the Committee shall begin on the first day of July following the non-presidential election year Primary, and shall continue for four years, until replaced by their qualified successors.

Section 3: Vacancies in the Committee shall be filled by election by the Committee. The nominee for an unexpired term may be proposed by any member of the Executive Committee. The nominee must then be elected by the Committee. The nominee must meet all qualifications for the vacant seat.

ARTICLE IV: DUTIES OF MEMBERS

Section 1: It shall be the duty of the Committee members to appoint poll officials for the Primary and General elections. Each Committee member shall be responsible for selecting the officials for his/her particular district or assigned precincts.

Section 2: It shall be the duty of the Committee to hold an annual Lincoln Day Dinner.

Section 3: It shall be the duty of the Committee to promote the principles of the Republican Party.

Section 4: It shall be the duty of the voting members to regularly attend meetings of the Committee, and to provide poll workers for elections. Failure to fulfill either of these duties may result in removal from the Committee under the terms outlined in Article XIII, Sections 2 and 2a.

#### ARTICLE V: OFFICERS

Section 1: The officers of the Committee shall consist of a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. Said officers may or may not be elected members of the Committee.

Section 2: The terms of all Officers shall begin on the date of their election and continue until the first day of July following the next non-presidential Primary election, or until replaced by their qualified successors.

Section 3: Vacancies in any of the positions on the Committee other than the Chairman shall be appointed by the Chairman until the next meeting is held. At that time the vacancy shall be filled by majority vote of the members present.

Section 4: The Vice-Chairman shall occupy the vacancy in the office of the Chairman until the meeting of the Committee to elect a new Chairman is held. At that time the vacancy shall be filled by a majority of the members present.

Section 5: Holding of a public office shall not preclude a member's holding of an office of this Committee.

Section 6: The Committee may, by resolution adopted by a majority vote, authorize any officer to enter into a contract, lease, loan or other obligation.

Section 1: The Chairman shall be the chief executive officer of the Committee, and shall be responsible for the management and administration of its affairs, subject first to these by-laws, and instructions from the Committee, which may not conflict. The Chairman shall be the official spokesperson for the Committee.

Section 2: The Chairman shall preside at all meetings of the Committee. In the absence of the Chairman, the order of succession for presiding shall be the Vice-Chairman, Secretary, and Treasurer. In the event that all of these officers are absent, then the meeting shall be adjourned until the next scheduled meeting.

Section 3: The Chairman shall have no vote at any meeting of the Committee, except where the vote on any question is equally divided.

Section 4: The Chairman shall appoint the membership and designate the chairman of all sub and special committees, except as otherwise provided in the by-laws. The Chairman shall appoint such personnel to assist the Chairman in the administration of the affairs of the Committee, as deemed necessary or proper.

Section 5: The Chairman shall appoint as needed a qualified attorney as the General Counsel for the Committee. This attorney shall advise the Chairman and the Committee regarding legal matters. The Chairman, officers or members of the Committee may request said attorney to perform such other services as needed. The Chairman may also appoint one or more Assistant Counsel to the Committee.

Section 6: The Chairman of the Committee, upon filing for elective office under any party affiliation other than Republican, shall proffer a resignation. He/she shall immediately notify the Vice-Chairman and the Secretary of the vacancy.

Section 7: The Chairman shall have the responsibility to promptly investigate any report that a member does not meet the residency requirement of Article II, Section 3, and shall report the results of the investigation to the next meeting of the Committee. Upon 30 days written notice to the affected member and written or electronic notice to the members of the Committee, the Committee may, by majority vote of those present, declare that member's position to be vacant and may move immediately to fill that vacancy. Electronic notice must be sent with read receipt, and must meet the opt-out allowances as stated in Article XI, Section 6.

Section 1: The Vice-Chairman shall perform the duties of the Chairman when the Chairman is absent or unable to serve, and shall perform such other duties as may be assigned by the Committee or by the Chairman.

Section 2: Excepting the Board of Arbitration, the Vice-Chairman shall serve as a voting member of all sub and special committees appointed by the Chairman.

#### ARTICLE VIII: SECRETARY

Section 1: The Secretary of the Committee shall keep a log of attendance and an accurate minute journal of all the meetings of the Committee, and such reports as the Chairman or Committee may require.

Section 2: The Secretary shall have charge of the necessary correspondence of the Committee and perform such other duties as may be assigned by the Chairman or the Committee.

Section 3: Within ten days after a called meeting where a motion was passed to remove an officer, the Secretary shall notify the general membership of the charges and the facts of said motion under the provisions in Article XII.

#### ARTICLE IX: TREASURER

Section 1: The Treasurer shall receive and have charge of all funds of the Executive Committee. The Treasurer shall deposit such funds in one or more separate bank accounts in the name of the Executive Committee. The bank, or banks, where such deposits are made is to be designated by the committee.

Section 2: All expenditures of the funds of the Committee shall be made by check and shall be signed by the Treasurer. At the option of the Chairman, an additional co-signer may be required at any point and shall continue until the Chairman concludes it is no longer required.

Section 3: On or before the first day of June of each year, the Treasurer shall make available to each member of the Committee a financial report summarizing receipts and disbursements listed according to the categories specified by the form of the financial statements required by the Secretary of State's Office to fulfill the provision of West Virginia Code 3-8-5.

Section 4: At each meeting of the Committee, the Treasurer shall provide the Committee with a written accounting of the receipts and disbursements.

Section 5: The Treasurer shall be responsible for fulfilling the obligations and duties specified for the Treasurer in the provisions of Chapter 3, Article 8 of the Code of West Virginia, 1931, as amended.

#### ARTICLE X: COMMITTEES

The Chairman of the Committee may appoint such other committees as in their opinion may be required, and shall designate the duties and duration of such committees.

#### ARTICLE XI: MEETINGS OF THE COMMITTEE

Section 1: After the first day of July, but not later than the first day of August following the election of a new Committee, an organizational meeting shall be convened at a time and place to be designated, on the call of the Chairman of the retiring Committee, to elect new officers, and to transact all other business as is deemed by the Chairman to be an immediate need.

Section 2: In addition to the organizational meeting, the Committee shall hold at least four (4) meetings annually, one (1) each calendar quarter at a time and place to be designated by the Chairman.

Section 3: Special meetings of the Committee may be called, upon the written request of the Chairman or upon a written request or petition signed by any fifteen members of the Committee. Any notice of a special meeting, whether issued by the Chairman or by members of the Committee as herein before specified, shall clearly set forth the business of the Committee to be discussed and acted on at said special meeting. In no event shall any vote be taken upon any issue at a special meeting of the Committee if the notice of the special meeting did not specifically and clearly set forth the issue.

Section 4: In the event of a vacancy in the office of Chairman of the Committee, the Vice-Chairman shall call a special meeting of the Committee to fill the vacancy. The meeting must be called for a date no later than thirty (30) days after the occurrence of the vacancy. However, if a meeting has already been called, the election of the Chairman shall be added to the agenda.

Section 5: Thirty (30) percent(%) of the membership of the Committee present shall be necessary to constitute a quorum for the transaction of the business of the Committee. Section 6: A call for a special meeting must meet certain requirements in order to be held. The requirements differ according to who originates the request for a special meeting, and are detailed as follows:

If a special meeting is called by the Chairman, a written or electronic notice must be sent to every member. The Chairman must be present at the special meeting or it must be re-convened.

A. Written notices

1. Must be postmarked at least ten days before the meeting.
2. The notice must contain the purpose of the meeting. No other business will be conducted during the special meeting.

B. Electronic notices

1. Must be sent at least ten days before the meeting.
2. Must be sent with read receipt.
3. The notice must contain the purpose of the meeting. No other business will be conducted during the special meeting.
4. A member may opt-out of receiving electronic notices by notifying the Chairman in writing that the member would prefer to receive special meeting notices by standard mail. The member must allow 60 days from date of receipt of opt-out by the Chairman for the request to be in effect.
5. Any member or officer who does not opt-out of receiving electronic notices of any kind must keep their electronic mail addresses on file with the Secretary of the Committee, and shall be responsible for notifying the Secretary of any change. A member who does not opt-out in writing as described above is deemed to have elected to receive electronic notices, and such notices are considered received when the notice is sent.

If a special meeting is called by members of the Committee, a written or electronic notice must be sent to every member, including all officers. There must be fifteen or more members of the Committee who state in writing the purpose of the special meeting, and sign their names below the stated purpose. At least fifteen signatures must be present on the written statement for it to be a valid call for a special meeting. This statement page must be included in the notice sent out to all members and officers. At least fifteen members of the Committee who sign the written statement must be present at the meeting, and if less than fifteen

members are absent, the meeting must be re-convened.

A. Written notices

1. The written notice is the statement page with at least fifteen signatures and stated purpose, and must be postmarked at least ten days before the meeting.
2. No other business will be conducted during the special meeting.
3. The written notice with the original signatures must be given to the Secretary at the beginning of the meeting, and members will be allowed to examine it if requested.

B. Electronic notices

1. The written notice as described above with the stated purpose and at least fifteen signatures must be scanned and sent to every member including officers at least ten days before the meeting.
2. The written notice when sent via email must be sent with read receipt.
3. No other business **will** be conducted during the special meeting.
4. The written notice as described above with the stated purpose and at least fifteen original signatures must be given to the Secretary at the beginning of the meeting, and members **will** be allowed to examine it if requested.
5. A member may opt-out of receiving electronic notices by notifying the Chairman in writing that the member would prefer to receive special meeting notices by standard mail. The member must allow 60 days from date of receipt of opt-out by the Chairman for the request to be in effect.
6. Any member or officer who does not opt-out of receiving electronic notices of any kind must keep their electronic mail addresses on file with the Secretary of the Committee, and shall be responsible for notifying the Secretary of any change. A member who does not opt-out in writing as described above is deemed to have elected to receive electronic notices, and such notices are considered received when the notice is sent.

Section 7: All votes cast at any meeting shall be made by the members present.

Section 8: The current edition of Robert's Rules of Order Newly Revised shall govern the conduct of the meetings of the Committee, except as otherwise provided by these by-laws.

Section 9: The suggested order of business at any meeting shall be as follows -

1. Roll call of members.
2. Reading of the minutes of the previous meeting and approval thereof.
3. Filling of any vacancies on the Committee, if required.
4. The election of officers, if required.
5. Introduction of guests.
6. Unfinished business.
7. Reports of Chairman and other officers, if applicable.
8. Reports of Committees.
9. New business.
10. Adjournment.

## ARTICLE XII: REMOVAL OF OFFICERS

The following procedure must be followed to *remove* an officer from his/her position:

Section 1: A majority *vote* of those present (with a quorum) at a special meeting called to *remove* the officer, or those present (with a quorum) at a regular meeting where a motion to *remove* the officer is made; and

Section 2: written notice, by regular United States mail, which advises the Committee and the officer in question of the action taken shall be provided within ten (10) days of the special or regular meeting; and

Section 3: a second called meeting wherein two-thirds (2/3rds) of those present (with a quorum) *vote to remove* the officer from his/her position.

## ARTICLE XIII: FORFEITURE OF RIGHTS AND PRIVILEGES

Section 1: A member of the Committee (elected, appointed, voting or associate) who by public action donates, contributes, endorses or in any manner provides open and public assistance to a non-Republican candidate, at any time during any election cycle or at any other time outside of an election cycle, shall be at risk of forfeiting any and all rights and privileges of a member of the Committee. The member shall be prohibited from attending any meeting of the Committee, pending *review* of evidence by the Board of Arbitration. The Board of Arbitration shall be convened by the Chairman, who shall appoint *seven* members who, with such Chairman, shall constitute the Board. The Chairman or someone designated by the Chairman will act as Chairman of the Board. After hearing all evidence, including any presented by the member in question (presented in person or by the member's attorney), the Board shall decide if the evidence upholds cause for banishment, or acquittal. Acquittal results in retention by member of all rights and privileges. Banishment, if upheld, shall be a term often years, with the member's name stricken from the active membership roster.

Section 2: If a voting member of the Committee (elected, appointed, voting or associate) fails without a reasonable or just cause to attend at least 50% of the regular and special meetings called within a calendar year, they shall forfeit any and all rights and privileges as a member of the Committee. If the member, when notified of forfeiture, wishes to retain membership, the Chairman of the Committee shall appoint a panel of *seven* members, who with such Chairman, shall constitute a Board of Arbitration to hear evidence on the issue of forfeiture of rights and privileges. Actions of the Board of Arbitration shall be governed by Article XIII, Section 1, and shall be *voted* upon at the next regular meeting.

Section 2a. If a voting member of the Committee fails without reasonable or just cause to provide poll workers for any election, they shall forfeit any and all rights and privileges as a member of the Committee. If the member, when notified of forfeiture, wishes to retain membership, the Chairman of the Committee shall appoint a panel of *seven* members, who with such Chairman, shall constitute a Board of Arbitration to hear evidence on the issue of forfeiture of rights and privileges. Actions of the Board of Arbitration shall be governed by Article XIII, Section 1, and shall be *voted* upon at the next regular meeting.

Section 3: Upon submission of a petition signed by seven members of the Committee, the Chairman of the Committee shall appoint a panel of seven members, who with such Chairman shall constitute a Board of Arbitration to hear evidence on the issue of forfeiture of rights and privileges. The Chairman, or someone designated by the Chairman, shall decide on a finding of the facts and recommend a course of action, as specified in Article XIII, Section 1, to be voted upon at the next regular meeting.

Section 4: The Board of Arbitration shall fix its own rules and procedures, excepting the alteration of those previously detailed in Article XIII, Section 1, and shall allow parties to be represented in person or by counsel. The Board shall require the General Counsel of the Committee to attend such hearings and to serve as its legal adviser. The Board must give at least ten days' written notice to a defendant before they are to appear before the Board.

#### ARTICLE XIV: AMENDMENTS

Section 1: Two-thirds (2/3rds) of the membership of the Committee present voting in the affirmative shall be necessary to amend these by-laws.

Section 2: Amendment(s) of these by-laws requires previous notice, in writing, to the members of the Committee. When notice of a by-laws amendment is given in open meeting, it cannot be considered at that time, except to be discussed informally and briefly at the discretion of the presiding officer.

Section 3: Notice of a change in a by-law must display the existing by-law and the by-law with the proposed change(s) in parallel columns, to facilitate a member's consideration of the import of the proposed change(s).

#### ARTICLE XV: EFFECTIVE DATE

These by-laws shall be effective immediately upon adoption.