

CALIFORNIA REPUBLICAN ASSEMBLY BYLAWS

as Amended at the Special Convention in Los Angeles, California on November 19, 2011

ARTICLE I - NAME & JURISDICTION

Section 1.01. Name. The name of the organization shall be the California Republican Assembly, hereinafter referred to as "CRA."

Section 1.02. Jurisdiction. The jurisdiction of the CRA shall be within the State of California. CRA political action shall concern only matters relating to geographical or political units larger than the jurisdiction of any chartered Republican Assembly except as specified.

ARTICLE II - POWERS

Section 2.01. The powers of the CRA shall be:

(a) To direct, manage, supervise and control its business, property and funds, and to carry out its objectives.

(b) To create and charter Republican Assemblies and to supervise and coordinate them.

ARTICLE III - OBJECTIVES

Section 3.01. The objectives of the CRA are:

(a) To develop a statewide, intelligent, aggressive and serviceable Republican organization;

(b) To provide through this organization a practical program for the betterment of the Republican Party of the State of California and of the various political subdivisions of the State of California; and,

(c) To assist the various Republican Assemblies in improving the public relations of the Republican Party, in supporting Republican political campaigns, encouraging public forums and social programs, and in attracting a greater number of voters to work to advance the interests of the Republican Party and our country.

ARTICLE IV - MEMBERSHIP

Section 4.01. Joining CRA. To become a member of CRA, a person must submit a completed membership form and annual dues to the Membership Secretary. Forms and dues may be submitted in person, by mail, or by electronic means. Chartered Republican Assemblies may collect membership forms and dues on behalf of CRA, as fiduciaries for CRA, but prospective members do not become CRA members until their forms and dues are submitted to the Membership Secretary. Failure to forward forms and dues to the Membership Secretary within ten days shall be grounds for discipline (in addition to whatever other legal remedies the Board may pursue).

Section 4.02. Membership Forms. The Board of Directors shall specify the information to be included on the printed membership form or electronic equivalent, but changes to the form shall not apply retroactively to disqualify existing members. At a minimum, the membership form shall include the member's name, registered voting address, declaration of Republican registration, and the name of the chartered Republican Assembly the member wishes to join.

Section 4.03. Dues. Annual dues shall be \$25 for each member, except that a \$10 dues shall apply to additional members living in the same household with the same mailing address. The Board of Directors may specify lower dues for CRA members who are also members of the California College Republicans or the Young Republican Federation of California, but any increase or decrease shall not apply retroactively to any member who had already submitted the previously-approved dues for that year. When a prospective member causes the CRA to incur extraordinary collection costs, such as bank fees for returned checks, those costs must be paid in addition to the dues before the member can join or maintain membership in CRA.

Section 4.04. Membership Requirements. In order to be eligible to join CRA, a person must be an American citizen of good moral character who is registered to vote as a Republican in the State of California.

Section 4.05. Chartered Republican Assembly Membership Requirements. Chartered Republican Assemblies may set their own membership requirements in their bylaws, including the requirement for additional membership dues, subject to Section 4.07.

Section 4.06. Assignment to a Chartered Republican Assembly. Members will be assigned to the chartered Republican Assembly listed on their membership forms. Where no preference is listed, the Membership Secretary may assign a new member to any chartered Republican Assembly where the member lives, works, or attends school. At any time, CRA members may transfer membership to any chartered Republican Assembly they are eligible to join by notifying the Membership Secretary and the President or Secretary of both the new Republican Assembly and the old Republican Assembly (if any). No person may be a member of more than one chartered Republican Assembly at the same time.

Section 4.07. Rejection of New Members by a Chartered Republican Assembly. Any chartered Republican Assembly may reject any member, at its discretion, by notifying that member and the Membership Secretary. When a Republican Assembly seeks to reject a member more than 30 days after being informed of the assignment or transfer, the rejection shall require the approval of the CRA Board of Directors. The member in question shall enjoy all membership privileges until the Board of Directors may choose to act.

Section 4.08. Remittance of Dues to Chartered Republican Assemblies. Each chartered Republican Assembly shall receive forty percent of the membership dues collected from members assigned to it. The CRA Treasurer shall disburse these funds to chartered Republican Assemblies represented at Annual or Special Conventions, and at such other times and places as the CRA Board of Directors may direct. Nothing in these Bylaws shall be construed to permit a Republican Assembly to withhold forty percent from the annual membership dues that must be submitted to the Membership Secretary. Chartered Republican Assemblies with fewer than eleven CRA members shall not receive any portion of their dues until they have eleven members; once they attain eleven members, they shall only be entitled to forty percent of the dues submitted to the Membership Secretary within that calendar year. Once the forty percent portion of a members' dues have been disbursed for a given year, subsequent transfers have no financial effect.

Section 4.09. Members-at-Large. CRA members not assigned to a chartered Republican Assembly are members-at-large. The CRA Board of Directors shall have the exclusive authority to accept, reject, discipline or terminate members-at-large. Members-at-large may not vote at Annual or Special Conventions, unless they are serving as voting members of the Board of Directors.

Section 4.10. Honorary Membership. By a two-thirds vote, the CRA Board of Directors or the board of directors of any chartered Republican Assembly may award Honorary Membership to any registered Republican.

Section 4.11. Disputes and Definitions. Disputes involving this Article shall be resolved by the CRA Board of Directors. All references to the Board of Directors in this Article shall include any committee created by the Board to which these responsibilities have been delegated. All references to Membership Secretary and Treasurer in this Article include all other officers and agents acting on their behalf with the prior approval of the Board of Directors.

ARTICLE V - CHARTERS

Section 5.01. Ratification of Bylaws. Every Republican Assembly, by accepting a charter from the CRA, ratifies and agrees to be bound in all things by the Bylaws of the CRA and the amendments thereto.

Section 5.02. Year-end Charter Applications. Petitions for charters received by the Membership Secretary not later than December 31 of any year may be approved by the Board of Directors of the CRA at the following Board Meeting in January, if held. Republican Assemblies receiving charters under the provisions of this section shall be eligible to send Delegates to the next Annual Convention of the CRA, as authorized in Section 13.08.

ARTICLE VI - TERMINATION OF CHARTER AND MEMBERSHIP

Section 6.01. Non-payment. Any chartered Republican Assembly more than sixty days in arrears for any indebtedness to the CRA may have its charter and membership suspended or revoked by the Board of Directors. Written notice of such indebtedness shall have been sent by the Membership Secretary, Treasurer, or Assistant Treasurer to the last reported President and Secretary of that Republican Assembly at least thirty days prior to any Board vote on the matter.

Section 6.02. Non-Attendance. Any chartered Republican Assembly that fails to send a Delegate to the Annual Convention for two consecutive years may have its charter suspended or revoked by the Board of Directors. Written notice shall be provided to the last reported President and Secretary of such Republican Assembly by the Membership Secretary, Recording Secretary, or Corresponding Secretary at least thirty days prior to any Board vote on the matter.

Section 6.03. Membership. Any chartered Republican Assembly with a membership of ten or fewer members as of January 31 shall be notified by the Membership Secretary, prior to March 15, that its charter is in jeopardy. The Board of Directors shall also be so notified by the Membership Secretary. If the membership has not increased to a minimum of eleven members within six months after the notice has been sent by the Membership Secretary, it may have its charter and membership revoked at the next Board meeting.

Section 6.04. Discipline. Any Republican Assembly that fails to conform to these Bylaws may have its charter and membership suspended or revoked, or may be otherwise disciplined, by a two-thirds vote of the Board of Directors. At least thirty days prior to any Board vote on such matter, written notice of the alleged offense and the Board meeting to discuss it shall be provided to the last reported President and Secretary of such Republican Assembly by the Membership Secretary, Recording Secretary, or Corresponding Secretary. Acceptance of a CRA charter constitutes agreement by each Republican Assembly that the state Board of Directors has full authority to discipline any Republican Assembly for violation of these Bylaws, including the power to suspend or revoke its charter. Officers, agents, and members of a Republican Assembly whose charter has been revoked shall turn over all money and property belonging to that Republican Assembly to a duly-authorized representative of the state Board of Directors at a time and place designated by that representative.

Section 6.05. Appeal. Any officer of a Republican Assembly that has had been disciplined by the Board of Directors, even if its charter has been revoked, may appeal to the next Annual or Special Convention for final action.

Section 6.06. Resignation. Any chartered Republican Assembly may resign from the CRA by submitting a written resignation. To be effective, a resignation must have been approved by two-thirds of the total membership of such Republican Assembly and shall be certified by its President and Secretary. Such resignation shall become effective only if accepted by the CRA Board of Directors at its next meeting.

Section 6.07. Surrender of Charter. Any chartered Republican Assembly that has ceased to be part of the CRA for any reason, or that is seeking to leave CRA, shall relinquish the name Republican Assembly, surrender its charter certificate to the Membership Secretary, and transfer all of its funds to the CRA Treasurer. The former chartered Republican Assembly shall not thereafter use the name, emblem or insignia of any Republican Assembly or the CRA in any manner.

Section 6.08. Termination and Discipline of Member.

(a) Any CRA member may have his membership terminated or may be otherwise disciplined, after a hearing, by a two-thirds vote of the Board of Directors whenever the Board determines that the member has:

- (1) Supported or registered as a member of a political party other than the Republican Party;
- (2) Used his name and CRA title to publicly advocate that voters should not vote for the Republican nominee for any office for which there is a Republican nominee;
- (3) Used his name and CRA title to support or avow a preference for a candidate of another party for election to a public office, if that candidate is opposed by a Republican candidate;
- (4) Used his name and CRA title to endorse any candidate running for any public office or Republican Party office when that candidate has not been endorsed by CRA;
- (5) Claimed to represent any Republican Assembly that has not been duly chartered by the Board of Directors; or

(6) Otherwise violated the CRA Bylaws or brought discredit or disrepute upon the CRA, provided that at least thirty days before such disciplinary action the member was notified in writing of the alleged offense and the Board hearing. CRA members shall be permitted to address the charges against them prior to the Board vote.

(b) Any person disciplined by the Board of Directors may appeal to the next Annual or Special Convention for final action.

(c) Any individual member terminated from CRA membership shall immediately cease to claim membership in, cease holding any office, and cease claiming or holding any official relationship with the CRA or any chartered Republican Assembly. Such individual shall also immediately surrender to the Membership Secretary all documents, records, emblems, insignia, funds, or other devices or properties of any nature whatsoever. The terminated member shall not thereafter use the name, emblem, or insignia of Republican Assembly or CRA in any manner whatsoever.

ARTICLE VII - OFFICERS & DIRECTORS

Section 7.01. Title. The officers and directors of the CRA shall be President, Immediate Past President, ten Vice Presidents, Recording Secretary, Corresponding Secretary, Membership Secretary, Voter Registration Secretary, Treasurer, Assistant Treasurer, Sergeant-at-Arms, National Committeeman, National Committeewoman, up to ten appointed officers who have been confirmed by the Board of Directors, and one Senate District Director and one Deputy Senate District Director from each State Senate District, with State Senate Districts to be those used for Legislative elections.

Section 7.02. Qualifications.

(a) Each officer shall be a member in good standing of a chartered Republican Assembly or a member-at-large and shall continue as such throughout his term.

(b) No officer of the CRA shall be a candidate for, or hold, any partisan, elected public office, other than an office within the Republican Party. In the event that an officer becomes a candidate for such office, the officer's CRA position shall be automatically vacant.

(c) No elected officer shall miss two or more meetings of the Board of Directors between Annual Conventions, unless such absence is excused by the Board of Directors. The press of personal or other business shall not serve as an acceptable excuse for absences. The elected office shall become vacant automatically after the second unexcused absence.

(d) No CRA Board Member shall hold more than one elected office on the Board. In the event that an individual is elected or appointed to a second elected office, the first elected office held shall be automatically vacant.

Section 7.03. Compensation and Staff. CRA officers and directors shall serve without compensation. The Board of Directors shall have the power to hire, supervise, and discharge employees and compensated staff.

Section 7.04. Appointed Officers. The President may appoint up to ten CRA members as voting members of the Board of Directors, subject to Board confirmation. The first three appointed officers may be confirmed by majority vote, but subsequent appointments shall require a two-thirds vote for confirmation. The Board of Directors shall establish the title, duties, scope of authority, and term of office for each appointed officer. The Board shall not specify a term of office longer than the two-year term of the President who made the appointment. If the Presidency becomes vacant, any appointed office confirmed by less than two-thirds vote shall be vacant until filled by the incoming President and confirmed by majority vote; appointed offices confirmed by two-thirds vote may be vacated by majority vote at the request of the incoming President.

Section 7.05. Elected Officers. The President, Recording Secretary, Corresponding Secretary, Membership Secretary, Voter Registration Secretary, Treasurer, Assistant Treasurer, Sergeant-at-Arms, National Committeeman and National Committeewoman shall be elected at the Annual Convention in each odd numbered year and shall serve until their successors are elected. Five Vice Presidents shall be elected at each Annual Convention and shall serve for approximately two years until their successors are elected. The Senate District Directors and Deputy Senate District Directors shall be elected at each Annual Convention, by caucuses of their respective Senate Districts, and they shall serve until the adjournment of the following Annual Convention.

ARTICLE VIII - DUTIES OF OFFICERS & DIRECTORS

Section 8.01. President. The President shall preside at all Conventions and all meetings of the Board of Directors. He shall be the chief executive officer of the CRA and shall exercise general supervision over CRA activities.

Section 8.02. Immediate Past President. The Immediate Past President shall perform such duties as may be assigned to him by the President or the Board of Directors.

Section 8.03. Vice Presidents. In the event of the inability of the President to perform his duties, a Vice President selected by the Board of Directors shall preside and serve as Acting President. The Vice Presidents shall also perform such other duties as may be assigned to them by the President or the Board of Directors.

Section 8.04. Recording Secretary. The Recording Secretary shall assist the President and the Board of Directors in conducting the business of the CRA and shall perform such duties as are specified or implied in the Bylaws, or as may be assigned to him by the President or by the Board of Directors. He shall attend all meetings of the Board of Directors and all CRA Conventions, and shall act as Secretary thereof. He shall make an annual report to the Board of Directors at the Annual Convention, which report shall contain all information required by the Board of Directors. He shall be the custodian of these Bylaws and the CRA Articles of Incorporation. He shall have the responsibility for collecting, assembling, and preserving from the minutes all recorded motions and rulings and he shall maintain attendance records for members of the Board of Directors, indicating which absences were excused and which were not. These attendance records, once approved by the Board of Directors, shall determine whether any vacancies exist on the Board due to non-attendance.

Section 8.05. Corresponding Secretary. The Corresponding Secretary shall assist the President and the Board of Directors in conducting the business of the CRA and shall perform such duties as are specified or implied in the Bylaws, or as may be assigned to him by the President or by the Board of Directors. He shall sign all documents issued by the CRA whereon his signature is required. He shall receive correspondence on behalf of the organization and shall originate correspondence to CRA subordinate units, individual members, and the public in conformity with these Bylaws.

Section 8.06. Membership Secretary. The Membership Secretary shall keep the records of members and shall perform such other duties as are specified or implied in the Bylaws, or as may be assigned by the President or the Board of Directors. He shall also keep the Republican Assembly charters and all material pertaining thereto, and shall report any discrepancy between these and the state CRA Bylaws to the Board of Directors at its next meeting. He shall attend all meetings of the Board of Directors and all Conventions of the CRA. He shall sign all documents issued by the CRA whereon his signature is required. He shall keep the membership accounts in the manner prescribed by the Board of Directors, receive all membership dues paid to the CRA and turn over all funds to the Treasurer within thirty days after receiving them, taking the Treasurer's receipts therefor.

Section 8.07. Voter Registration Secretary. The Voter Registration Secretary shall be responsible for assisting the President in coordinating the statewide voter registration efforts of the CRA. The Voter Registration Secretary may appoint regional deputies to assist in this process as needed and shall report to the Board the status of registration at each Board meeting.

Section 8.08. Treasurer. The Treasurer shall receive from the Membership Secretary all membership dues paid to the CRA, giving receipts therefor. He shall also receive all other funds paid to the CRA. He shall deposit all funds in a bank or banks that has been designated by the Board of Directors, and shall disburse these funds upon order of the Board of Directors. At Annual and Special Conventions, and at such other times as required by the Board of Directors, he shall disburse forty percent of the annual membership dues collected from members of each chartered Republican Assembly to that Republican Assembly's Treasurer or designated representative. He shall make a financial report to the Board of Directors at the Annual Convention, or more frequently if required by the Board of Directors. He shall attend all meetings of the Board of Directors and all Conventions of the CRA. He shall perform such other duties as are specified or implied in the Bylaws, or as may be assigned by the President or the Board of Directors.

Section 8.09. Assistant Treasurer. The Assistant Treasurer shall have such duties and responsibilities as may be delegated to him by the Treasurer and shall perform other duties as are specified or implied in the Bylaws, or as may be assigned by the President or the Board of Directors.

In the event of the inability of the Treasurer to perform his duties, the Assistant Treasurer shall perform the duties of, and shall have the same authority as the Treasurer. He shall attend all meetings of the Board of Directors and all Conventions of the CRA.

Section 8.10. Sergeant-at-Arms. The Sergeant-at-Arms, and any deputies and assistants appointed by the President, shall assist the President or presiding officer in maintaining order and decorum at all Board meetings, Conventions and Special Conventions.

Section 8.11. National Committeeman and National Committeewoman. The National Committeeman and National Committeewoman shall represent the CRA on the Board of the National Federation of Republican Assemblies. They shall also work with the CRA Board of Directors and chartered Republican Assembly Presidents in matters concerning national issues and candidates.

Section 8.12. Senate District Directors and Deputy Senate District Directors. Under the direction and supervision of the Board of Directors, each Senate District Director and Deputy Senate District Director shall advance the objectives of the CRA, promote the interests and assist in the activities of the chartered Republican Assemblies within the Senate District, and shall represent those chartered Republican Assemblies on the Board of Directors. The Senate District Director shall be an ex-officio member of all Boards of Directors of Republican Assemblies within his Senate District, but shall not have the right to vote on such local Boards unless that right is granted by the local bylaws.

Section 8.13. Appointed Officers. The appointed officers shall perform the duties that were established for them at the time their appointments were confirmed, as well as any duties that may be subsequently assigned to them by the President or the Board of Directors.

Section 8.14. Transfer of Records by Outgoing Officers. At the conclusion of each Annual Convention, the outgoing officers shall be empowered to continue to perform their duties only on matters that were initiated and approved prior to the close of the Convention, which matters shall be completed within fifteen days. All outgoing officers shall deliver to their successors all CRA records, correspondence, databases, lists, checkbooks, and other property in their possession or under their control within thirty days after leaving office. If no successor is in office during this thirty-day period, then the property shall be delivered to the CRA President.

ARTICLE IX - BOARD OF DIRECTORS

Section 9.01. Board Membership. The CRA Board of Directors shall be composed of the President, Immediate Past President, ten Vice Presidents, Recording Secretary, Corresponding Secretary, Membership Secretary, Voter Registration Secretary, Treasurer, Assistant Treasurer, Sergeant-at-Arms, National Committeeman, National Committeewoman, up to ten appointed officers who have been confirmed by the Board of Directors, and one Senate District Director and one Deputy Senate District Director from each Senate District, with Senate Districts to be those used for Legislative elections.

Section 9.02. (a) Powers and Limitations of Powers. The Board of Directors shall have the control and management of all the affairs, properties, and funds of the CRA. The Board shall have the power to endorse local candidates and the recall of local officials if there are no chartered Republican Assemblies in the particular district, or in response to a written request from all of the chartered Republican Assemblies in that district. Statewide candidates and statewide recall efforts shall be endorsed only at an Annual or Special Conventions of the CRA, except when the candidate endorsed by the CRA has withdrawn his candidacy or become ineligible for the office, in which case the Board of Directors shall have the power to endorse by two-thirds vote. The Board of Directors shall have the power to endorse candidates for national, statewide, or regional positions in the California Republican Party or the Republican National Committee. The Board of Directors may also make recommendations by a two-thirds vote at any meeting, concerning statewide measures, provided that written notice of such proposed vote is given at least fourteen days prior to the Board Meeting and that such recommendations are released only in the name of the Board of Directors and not in the name of the CRA as a whole.

(b) The Board of Directors shall have such powers as are prescribed in these Bylaws and shall exercise general control and supervision of all officers, directors, employees, and agents of CRA. After a hearing, the Board of Directors may remove any officer or director for good cause by a two-thirds vote, provided that the individual in question was provided written notice of the Board meeting and the alleged offense.

(c) The Board of Directors may pass resolutions concerning legislation and policies by a two-thirds vote.

Section 9.03. Meetings. The Board of Directors shall meet at such times and places as may be determined by the Board or by call of the President. If no meeting has been held or noticed to occur within thirty days, then one quarter of the Board may call a Board meeting. There shall be at least two meetings each year; one immediately after the close of the Annual Convention. Fourteen days' written notice of the time and place of all in-person Board meetings, except the meeting at the close of the Annual Convention, shall be provided to all Board members by the Corresponding Secretary or by whoever called the meeting.

Section 9.04. Special Meetings. The Board of Directors may transact business by electronic mail by voting on motions approved by the President and sent by the Corresponding Secretary. Voting shall be closed after five days (or sooner, if all Directors have voted). A motion shall be defeated if most Directors have not voted after five days. Ballots shall be retained until the next in-person Board meeting, when the Board may dispose of them. No hearing required by these Bylaws may be conducted by electronic mail except with prior Board approval by two-thirds vote.

Section 9.05. Appeal. Any action taken by the Board of Directors may be appealed to an Annual or Special Convention, provided that the appeal shall be made by at least one chartered Republican Assembly, and written notice of such appeal shall be submitted by such chartered Republican Assemblies to the President and Corresponding Secretary within thirty days after such action is taken by the Board, and at least thirty days prior to the Convention.

Section 9.06. Quorum and Voting. Quorum of the Board of Directors shall be attained by the participation of one quarter of the Board. Once attained, quorum shall remain in effect until adjournment. Each Board member shall have exactly one vote and proxy voting shall not be permitted.

Section 9.07. Notices. Any written notice required by these Bylaws for any purpose may be delivered by means of electronic mail, facsimile, hand delivery, first-class mail, or other mail. Actual receipt shall not be required; submission to the last reported address shall be sufficient. Notice may be waived by the person entitled to receive it. Physical appearance at a meeting requiring notice shall constitute waiver.

ARTICLE X - REPUBLICAN ASSEMBLIES

Section 10.01. Structure. A chartered Republican Assembly shall include membership within a reasonably coherent geographical area (county, city, town, community, etc.) within the State of California, shall be the only such Republican Assembly in that territory, and shall be identified by the name in its charter. Chartered Republican Assemblies shall not incorporate.

Section 10.02. Bylaws. Each Republican Assembly shall develop its own bylaws, which may be based on Model Bylaws available from the Membership Secretary. Chartered Republican Assembly bylaws must be in conformance with CRA Bylaws and they are subject to approval by the CRA Board of Directors.

Section 10.03. Officers and Directors. Each Republican Assembly shall have a President, a Secretary, and a Treasurer, plus such additional officers as may be specified in its bylaws. It may also have a Board of Directors, as specified in its bylaws.

Section 10.04. Elections. Each Republican Assembly shall elect its officers and CRA Convention Delegates and Alternates at least annually. Delegates and Alternates may be appointed rather than elected when the local bylaws expressly permit appointment.

Section 10.05. Meetings. Each Republican Assembly shall hold at least one meeting each quarter, at a time and place determined by its Board of Directors or officers, which Board or officers may also prescribe other meetings.

Section 10.06. Reports. Each chartered Republican Assembly shall submit to the Membership Secretary periodical reports of its membership, together with the names and addresses of its President, Secretary and Treasurer, plus such other information as may be required at such times and in such manner as may uniformly be provided by resolution of the Board of Directors of the CRA.

Section 10.07. Records. All records of each Republican Assembly shall be maintained by its officers, available for examination by members thereof and by CRA Board members. Such officers

shall provide evidence of the election of Convention Delegates and Alternates, or their appointment if applicable, to the Credentials Committee, President, or Membership Secretary upon request.

Section 10.08. Application for Charter. Application for charter of a new Republican Assembly shall be made on the standard petition form as adopted by the Board of Directors of the CRA, which petition shall be signed by at least fifteen persons eligible for active membership in the prospective Republican Assembly. At least ten of these prospective members must reside within the prospective geographical area of the prospective Republican Assembly. Before its presentation to the Membership Secretary, the petition shall be forwarded to the cognizant District Director or Vice President for investigation and approval.

Section 10.09. Initial Organization. Upon receipt of an approved petition by the Membership Secretary, the Board of Directors of the CRA may by resolution approve the formation of a new Republican Assembly and direct, through its accredited representative(s), the organization of the new Republican Assembly.

Section 10.10. Conditions of Organization. The organization of the new Republican Assembly shall be completed, under the direction of the accredited representative(s) of the CRA; provided that the new Republican Assembly shall have:

- (a) Ratified the Bylaws of the CRA.
- (b) Adopted its own bylaws.
- (c) Elected its own officers and directors (if any) and committees, and accomplished its organization in accordance with its bylaws.
- (d) Certified to the Membership Secretary that its officers, directors, committees and members have been instructed in their duties by the accredited representative(s) of the CRA.
- (e) Certified to the Membership Secretary that it has held at least two meetings, with at least seven days between each meeting, with two CRA Board members present, no less than sixty days prior to the Annual Convention; or, if two Board members were not present, then four meetings with at least seven days between each meeting, no less than ninety days before the Annual Convention. Notice of these organizational meetings must have been provided to the Senate District Director, Deputy Senate District Director, or Membership Secretary.

Section 10.11. Completion of Organization. Upon satisfaction of the requirements set forth in this Article, the Board of Directors of the CRA may issue the new Republican Assembly a charter signed by the President and the Membership Secretary under the seal of the CRA. This charter shall state the name of the new Republican Assembly and the date of membership, which shall be the date of acceptance by the Board of Directors of the CRA.

ARTICLE XI - DISPUTES

Section 11.01. Local Disputes. Disputes and controversies between chartered Republican Assemblies and within a single chartered Republican Assembly shall be resolved by their respective officers and boards of directors. If an agreement cannot be reached, any CRA member may appeal to the CRA Board of Directors by submitting written notice to the President, Corresponding Secretary, or Membership Secretary. The CRA Board of Directors may resolve the matter at any Board meeting where fourteen days' written notice was provided to the persons who filed the appeal and to each chartered Republican Assembly involved in the dispute. Any Board decision may be appealed to the next Annual or Special Convention, where the decision may be approved, overturned, or modified by majority vote.

Section 11.02. Disputes Subject to the California Republican Party Bylaws. CRA and its officers, members, and former members shall comply with all of the dispute resolution procedures and arbitration rules set forth in the California Republican Party Bylaws ("Party Rules"), but only after first exhausting the administrative remedies specified in this Article. Whenever the Party Rules apply, they shall be the sole legal or equitable remedy for unresolved disputes. If the Party Rules do not apply to a particular dispute, the CRA Board of Directors may voluntarily submit the dispute to the California Republican Party to be resolved as if those Party Rules applied. If the California Republican Party agrees to resolve such a dispute, then there shall be no other legal or equitable remedy.

Section 11.03. Administrative Remedies. A CRA member, former member, or chartered Republican Assembly involved in a dispute with the CRA, the Board of Directors, or any CRA officer, agent, committee or member shall provide written notice of the dispute to the President,

Corresponding Secretary, and Membership Secretary. No CRA member shall invoke the Party Rules or take any action to resolve a dispute unless the member has first provided this notice and waited ninety days for the Board of Directors to attempt to resolve the dispute. If, during the ninety-day period, the Board of Directors determines that the Party Rules do not apply and requests that the California Republican Party resolve the dispute as if the Party Rules did apply, then an additional sixty days shall be allowed for the California Republican Party to determine whether it will resolve the dispute. Where the Party Rules do not apply and where the California Republican Party has not agreed within sixty days to resolve the dispute as if the Party Rules applied, the dispute shall be settled according to the Commercial Arbitration Rules of the American Arbitration Association (or, if applicable, according to some other arbitration procedure that may be approved in writing by all parties to the dispute and by vote of the Board of Directors).

Section 11.04. Litigation Prohibited. The President, Membership Secretary, or Board of Directors may summarily terminate the membership of any CRA member who files a lawsuit or legal action against CRA, its officers or agents, or any chartered Republican Assembly, or who voluntarily assists in such action, without first complying with the provisions of this Article. Where membership is terminated by the President or Membership Secretary, it may be appealed to the Board of Directors and the decision of the Board shall be final. The Board may take other disciplinary action and pursue other legal remedies against such a CRA member or former member, without prior notice, by majority vote. Any CRA member whose membership is terminated under this section shall not be permitted to rejoin CRA without the prior approval of the Board of Directors.

ARTICLE XII - COMMITTEES

Section 12.01. Named by the Board. The Board of Directors shall have the power to name all committees during its term of office, except that it shall name no more than twenty standing committees in all. The President shall have the power to appoint all members of the committees, excepting the members of the Publications Committee. All committees other than sub-committees shall report to the Board of Directors or to the President.

Section 12.02. Members Appointed by President. The standing committees shall be appointed by the President, with the exception of the Publications Committee, and each shall consist of not less than five members. They shall perform such duties as may be authorized by the Board of Directors. A quorum shall be one-third of the members of the committee or three members, whichever is greater. An individual shall be removed as a committee member if the individual misses more than two consecutive committee meetings.

Section 12.03. Holdover Member. Either the immediate past committee chairman, or some other committee member if he is unable to serve, shall be appointed as a member of each committee in the succeeding year.

ARTICLE XIII - CONVENTIONS

Section 13.01. (a) Time and Place. The Annual Convention shall be held each year during March or April. The Board of Directors shall fix the time and place and each chartered Republican Assembly shall be notified at least two months in advance of the Convention.

(b) Site Selection. The Board of Directors may, after giving ninety days notice to each chartered Republican Assembly, select sites for Conventions to be held within the three calendar years following the date of selection.

Section 13.02. Special Conventions. In case of an emergency, Special Conventions may be called by the President with the approval of the majority of the Board of Directors. The call for a Special Convention shall specify the subjects to be considered, and no subjects shall be considered that are not specified in the call.

Section 13.03. The Corresponding Secretary shall mail to the Secretary of each chartered Republican Assembly an official call to the Annual Convention at least two calendar months prior to the date of the Convention. For a Special Convention, the call shall be mailed at least thirty days prior to the date thereof.

Section 13.04. Officers and Supervision. The officers of each Convention shall be the officers of the CRA. The Board of Directors shall have full supervision and management of all Conventions

and shall determine the official program and order of business at each Convention. The President may appoint such assistants to the Sergeant-at-Arms as he deems necessary or advisable.

Section 13.05. Special Convention Committees. At each duly-called Convention or prior thereto, the President shall appoint a Credentials Committee, Resolutions Committee, Nominating Committee, Elections Committee, Bylaws Committee and such other committees as the President may deem proper, each to consist of at least three members from chartered Republican Assemblies.

Section 13.06. Representation and Quorum. Each chartered Republican Assembly in good standing shall be entitled to select Delegates to each CRA Convention as follows: two Delegates by virtue of its charter; one Delegate for the first fifteen members and one Delegate for each additional ten. Representation shall be determined by the records maintained by the Membership Secretary, as of 30 days prior to the Convention. Quorum shall be attained by the presence of one-third of the Delegates registered at the Convention. Once attained, quorum shall remain in effect until adjournment.

Section 13.07. Delegates-at-Large. All members of the CRA Board of Directors and all Past CRA Presidents shall be Delegates-at-Large at all Conventions.

Section 13.08. Selection of Delegates and Alternates. Delegates and Alternates shall be elected by their Republican Assemblies, except where the local bylaws expressly permit appointment. They must be members of the Republican Assemblies they represent, both at the time of their selection and throughout the Convention. The list of Delegates and Alternates shall be submitted by an officer from each Republican Assembly to the Credentials Committee (or to the Membership Secretary if the Credentials Committee has not been appointed) at least twenty days prior to the first day of each Convention. The Credentials Committee or the Convention shall determine which members of a Republican Assembly shall serve as Delegates or Alternates if no one was elected or appointed, if the list of Delegates and Alternates was not submitted in a timely manner, or if the persons selected are not registered for the Convention.

Section 13.09. Alternates. Chartered Republican Assemblies may select an unlimited number of members as Alternates. An Alternate may take the place of an absent Delegate, according to the order indicated by his Republican Assembly, by giving notice and showing identification to the Credentials Committee, or to the Recording Secretary or Sergeant-at-Arms when the Credentials Committee is unavailable. Disputes shall be resolved by the Credentials Committee or the Convention. All references to Delegates shall include Alternates acting on behalf of absent Delegates.

Section 13.10. Delegate Residency. No more than one-third of the Delegates representing a chartered Republican Assembly may reside outside the territory previously approved for that Republican Assembly by the CRA Board of Directors. If disputed, residency shall be determined by voter registration records. If such records are unavailable or inconclusive, residency may be established by other evidence, such as a California driver's license. At any time during a Convention, if the number of Delegates residing outside the territory of the chartered Republican Assembly exceeds one-third, then the surplus out-of-territory Delegates shall be treated as non-voting Alternates. Disputes shall be resolved by the Credentials Committee or the Convention. The Convention shall have discretion to adopt procedural rules governing this matter and such rules may prevent the same delegation from being challenged more than once under this Section.

Section 13.11. Registration Fee. The Board of Directors shall establish the registration fee to be paid to the CRA by all persons attending any CRA Convention. The proceeds derived from such registration fees shall be expended under the direction of the Conventions and Sites Committee, with the approval of the Board of Directors. When requested at least two weeks prior to the Convention, the Credentials Committee will provide at a nominal fee to all candidates seeking CRA state office, statewide Republican candidates and state proposition committees, a list of all known CRA Delegates' and Alternates' names and addresses. A notice, stating the amount of the registration fee and giving the Convention program, shall be sent by the Corresponding Secretary to the Secretary and President of each chartered Republican Assembly, and to each member of the Board of Directors at least twenty days before the date of the Convention. No Delegate, Delegate-at-Large, or Alternate shall be entitled to vote in a Convention unless his registration fee has been paid. The profit or loss accruing from any Convention shall be shared equally by the CRA and the host Republican Assembly or Assemblies. Within sixty days after the close of the Convention, the host chartered Republican Assembly or Assemblies shall submit a final report documenting profit or loss to the Convention and Sites

Committee and shall satisfy any resulting indebtedness to the CRA Treasurer. Any Republican Assembly that fails to file such a report may be disciplined.

Section 13.12. Voting. Each Delegate, Delegate-at-Large, and Alternate (if voting on behalf of an absent Delegate) shall have exactly one vote. There shall be no voting by proxy. Roll call votes shall not be permitted unless previously approved by majority vote.

ARTICLE XIV - CONVENTION PROCEDURE

Section 14.01. Program. The official program of a Convention as approved by the Board of Directors shall be the Orders of the Day for all sessions. Changes in the program may be made from time to time by a majority vote of the Delegates and Delegates-at-Large.

Section 14.02. Resolutions. All resolutions shall be referred to the Resolutions Committee for its consideration and recommendation to the Convention. All such resolutions submitted to the CRA President ten or more days prior to the opening of the Convention must be reported out. Debate on such resolutions shall not be in order until they have been reported out by the Resolutions Committee.

Section 14.03. Debate. Committee Reports, communications to the Convention, resolutions presented by the Resolutions Committee, and all motions save such as are known to parliamentary practice to be undebatable may be debated upon the floor of the Convention, unless by a two-thirds vote the Convention decides to dispose of them without debate. No Delegate shall speak in Convention longer than five minutes at one time, except as provided in the order of the day or by majority vote of the Convention.

Section 14.04. Endorsement of Candidates. The endorsement of statewide candidates shall require the support of two-thirds of those present and voting at an Annual or Special Convention of the CRA, except as otherwise specified in these Bylaws. A candidate for Board of Equalization may be endorsed in the same manner unless a different candidate was previously endorsed at a local endorsing convention. Nothing in these Bylaws shall be construed to prohibit a chartered Republican Assembly from endorsing a statewide candidate or a candidate for Board of Equalization in its own name if that candidate has already received the CRA endorsement.

ARTICLE XV - NOMINATION & ELECTION OF OFFICERS

Section 15.01. Time. The official program of the Annual Convention shall indicate the days and hours for nomination and election of officers and shall be subject to change only in accordance with the rules of the Convention procedure.

Section 15.02. Elections Committee. The Elections Committee shall have general charge of the election and the distributing and the counting of the ballots.

Section 15.03. Eligibility. Any member-at-large or member of a chartered Republican Assembly in good standing is eligible for any elective office, whether or not that person is a Convention Delegate or Alternate.

Section 15.04. Nominations. All nominations shall be made from the floor of the Convention at the time designated on the official program.

Section 15.05. Accredited Voters. Before the opening of polls, the Credentials Committee shall provide the Elections Committee with a list of the Delegates and Delegates-at-Large as shown by the report of the Credentials Committee. No Delegate or Delegate-at-Large shall be allowed to vote unless his name appears on the list.

Section 15.06. Ballots. The voting shall be by ballot only.

Section 15.07. Officers. A majority of all votes cast shall be necessary for the election of President. In the event that any ballot cast does not show a majority for any nominee for President, the President shall designate a time and place for further balloting for such office. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot the same procedures shall be followed until some nominee shall have received a majority of all votes cast. Among those nominated for Vice President, the candidates receiving the highest vote, though less than a majority, shall be deemed elected. Among those nominated for any other office, the one receiving the highest vote, though less than a majority, shall be deemed elected.

Section 15.08. Senate District Directors and Deputy Senate District Directors.

(a) Nomination. Delegates from each Senate District shall nominate a Senate District Director and a Deputy Senate District Director as prescribed by the Board of Directors.

(b) Election. A Senate District Director and a Deputy Senate District Director shall be elected at the Annual Convention by the Delegates and Delegates-at-Large from each Senate District. If there are fewer than three Delegates from a Senate District present, the Senate District Director and the Deputy Senate District Director shall be appointed by the Board of Directors. The President and the Board of Directors shall seek advice from the chartered Republican Assemblies in the Senate District prior to filling vacancies by appointment, but the failure to seek such advice shall not invalidate an appointment.

(c) Voting. Each Delegate and Delegate-at-Large shall be entitled to cast one vote in the election of a Senate District Director and Deputy Senate District Director, and a majority of all votes cast in each District shall be necessary for election. Delegates shall vote in the Senate District selected by their chartered Republican Assemblies but Delegates-at-Large shall vote in the Senate Districts where they personally reside.

(d) Term of Office. Each Senate District Director and Deputy Senate District Director shall take office immediately upon the closing of the Annual Convention and shall serve thereafter until the close of the next Annual Convention.

(e) Selection of Senate District. Chartered Republican Assemblies whose geographical boundaries include more than one Senate District shall cast their votes for Senate District Director and Deputy Senate District Director in only one Senate District. The choice of the Senate District in which to vote rests with the chartered Republican Assembly. This choice must be transmitted to the Membership Secretary no later than December 31 of each year to become effective for the next Annual Convention. If no declaration was made in time, then the chartered Republican Assembly shall remain in the same Senate District that it was in during the previous Convention, if the Senate District boundaries remain the same. The Credentials Committee of the Convention, or the President if the Committee is unavailable, shall resolve any disputes involving this Section and shall assign chartered Republican Assemblies to Senate Districts whenever necessary.

ARTICLE XVI - VACANCIES IN OFFICE BETWEEN CONVENTIONS

Section 16.01. President. In the event of a vacancy in the office of President occurring between Annual Conventions, the Board of Directors shall elect a Vice President to become President until the next Annual Convention. A meeting for this purpose may be called by a majority of the Vice Presidents or by one quarter of the Board, with at least ten days' written notice. A President shall be elected to fill the remaining term of office at the next Annual Convention.

Section 16.02. Other Vacancies. In the event of a vacancy in any elected office except that of President, Senate District Director, or Deputy Senate District Director occurring between Annual Conventions, the President shall appoint a member of a chartered Republican Assembly or a member-at-large to temporarily fill the office, subject to approval by the Board of Directors. At the next Annual Convention, the office shall be filled by election. A vacancy occurring in an appointed office shall be filled by Presidential appointment, subject to confirmation by the requisite majority of the Board.

Section 16.03. Senate District Directors and Deputy Senate District Directors.

(a) In the event of a vacancy in the office of Senate District Director between Annual Conventions, the Deputy Senate District Director shall fill the vacancy.

(b) In the event of a vacancy in the office of Deputy Senate District Director, the President shall appoint a member of a chartered Republican Assembly or a member-at-large to fill the unexpired term, with the approval of the Board of Directors. The appointee must reside in the appropriate Senate District, unless the following paragraph applies.

(c) If a vacancy occurs in either the position of Senate District Director or Deputy Senate District Director (or both) in a Senate District with no chartered Republican Assembly, then the President, with the approval of the Board of Directors, shall appoint the respective positions by appointing members-at-large who reside in that Senate District, or by appointing members of a chartered Republican Assembly or members-at-large from an adjacent or nearby Senate District.

ARTICLE XVII - FINANCE & ACCOUNTING

Section 17.01. Fiscal Year. The fiscal year of the CRA shall coincide with the term of office of the duly elected officers of the CRA or at such other time as the Board of Directors may prescribe by resolution adopted by a two-thirds vote.

Section 17.02. System of Accounts. The Board of Directors shall cause an efficient double entry system of accounts to be installed and maintained.

Section 17.03. Budget. Prior to the close of each fiscal year, the Board of Directors shall adopt a budget making appropriations therein for the ensuing year. Each budget shall specify the purpose and the amount of each appropriation, and shall include a statement of the estimated revenues of the CRA for such annual period and the sources thereof. Any budget adopted by a prior Board of Directors may be accepted or rejected in whole or in part or substitutions and additions made, at the discretion of the newly-elected Board of Directors.

Section 17.04. Disbursements. All disbursements shall be made solely by check.

Section 17.05. Depositories. The Board of Directors shall designate the depositories of all funds of the CRA.

Section 17.06. Signers of Checks. The Board of Directors shall have the power to authorize such officers and employees as in its judgment may seem advisable to execute and countersign CRA checks, and to do and perform such other acts as will carry out the purpose and objects of this Article.

Section 17.07. Audit of Accounts. The Board of Directors may order an audit or review of the CRA records and accounts maintained by any CRA officer, director, or agent, including any treasurer, bookkeeper, or accountant for a political action committee affiliated with CRA. Between Board meetings, the President may order such an audit or review, as he may deem necessary. The failure of any such person to present CRA records in his possession or under his control within 14 days of receiving the request shall constitute grounds for removal or discipline.

Section 17.08. Within thirty days of receipt, the Board of Directors shall cause to be mailed to the Secretary and President of each chartered Republican Assembly, the balance sheet and a statement of receipts and expenditures of the CRA for the previous fiscal year (unless those items are distributed at the Annual Convention).

ARTICLE XVIII - OFFICIAL PUBLICATIONS

Section 18.01. Policy.

(a) The Board of Directors shall have full control of all questions of policy of the official publications.

(b) The Board of Directors shall appoint a Publications Committee composed of seven members and consideration shall be given to members qualified in editorial, advertising and business experience. This committee shall execute the policies as determined and directed by the Board of Directors.

(c) All actions of the Publications Committee are subject to approval of the Board of Directors.

(d) An individual shall be removed automatically as a committee member if the individual misses more than two committee meetings.

Section 18.02. Staff.

(a) The Publications Committee shall establish a policy and shall define the responsibilities and the authority of the Editor.

(b) Editorial Staff. The Publications Committee shall appoint the Editor of the official publication, and shall set his compensation, if any. The Editor shall appoint his assistants subject to the approval of the Publications Committee, which committee shall have the power to compensate his assistants if in its judgment such compensation is advisable.

Section 18.03. Republican Assembly Correspondents. Each chartered Republican Assembly shall appoint one of its members to act as official correspondent to the official publication. Such correspondent shall make such reports of the Assembly as may be required by the Editor.

Section 18.04. Honorary Subscription. Every Past President of the CRA shall receive without cost, a permanent subscription to the official publication of the CRA.

ARTICLE XIX - ENDORSEMENT OF LOCAL CANDIDATES & RECALL OF LOCAL ELECTED OFFICIALS

Section 19.01. Two-thirds Vote for Local Endorsements. Endorsement of candidates for local office, and endorsements for or against the recall of local officials, shall require the support of two-thirds of the delegates present and voting at a local endorsing convention. Delegates must be present at a physical meeting in order to vote. Absent or abstaining delegates shall reduce the number needed for an endorsement, but delegates expressly voting not to endorse shall not reduce that number. The failure of any Republican Assembly to participate in a local endorsing convention shall not invalidate an endorsement from that convention.

Section 19.02. Procedure for Calling Local Endorsing Conventions. The temporary chairman of the local endorsing convention shall be the highest-ranking state officer in the particular district within which the candidate is to be elected or the official is to be recalled. Where the district has officers of equal rank, the temporary chairman shall be determined by lot. If no state officer resides in the district, then the state officer who resides nearest to the district shall serve as temporary chairman. The temporary chairman shall provide at least ten days written notice of the date, time, place and purpose of the local endorsing convention to the President and Secretary of each chartered Republican Assembly entitled to participate, except in cases of urgency, in which case equal notice shall be given to the Presidents and Secretaries of such chartered Republican Assemblies. If the temporary chairman fails to call an endorsing convention by the 50th day before the date of the election or recall election, then the convention may be called by the CRA President or by a majority of the officers of the largest chartered Republican Assembly entitled to participate (as determined by the records of the CRA Membership Secretary).

Section 19.03. Representation. The temporary chairman, or whoever calls the local endorsing convention, shall specify the number of delegates that chartered Republican Assemblies in the district shall be entitled to send to the convention. All chartered Republican Assemblies wholly or partially within the particular candidate or official's district shall be entitled to equal representation. The number of potential delegates from each Republican Assembly entitled to participate shall not be fewer than three nor more than seven unless a different number was previously approved by the President of every chartered Republican Assembly in the district prior to the notice of the local endorsing convention. Each chartered Republican Assembly shall elect the delegates and alternates for local endorsing conventions except when the members of that Republican Assembly have voted to allow the President or Board of Directors of that Republican Assembly to appoint all the delegates and alternates.

Section 19.04. Delegate Residency. The delegate residency rules and procedures outlined for state Convention Delegates in Section 13.10 shall also apply to local endorsing conventions that involve more than one chartered Republican Assembly, except that disputes shall be resolved by the temporary chairman or the CRA President. If delegate residency was not challenged prior to an endorsement vote at a local endorsing convention, then it may not be challenged subsequently, except by the CRA President.

Section 19.05. Limitations on Endorsing

(a) Neither the CRA nor any chartered Republican Assembly shall endorse any candidate for any public office, whether partisan or non-partisan, unless such candidate is a duly-registered member of the Republican Party.

(b) The CRA President, upon being notified prior to an election, or between elections, of any alleged infraction of the Bylaws concerning endorsement of candidates or issues, or recall of an elected official, shall immediately conduct an investigation of the alleged infraction and take whatever action is deemed necessary to protect the endorsement or recall privilege and the good name of the CRA.

(c) Only one person may be endorsed for a particular office.

(d) Only individuals who have been certified as eligible by the appropriate election official may be endorsed for a particular office.

(e) For purposes of determining eligibility to vote, delegates to a local endorsing convention must have been members of their respective chartered Republican Assembly no less than 30 days prior to the date of the local endorsing convention, as determined by the membership records maintained by the CRA Membership Secretary.

Section 19.06. If a local endorsing convention involves only a single chartered Republican Assembly, then no delegate selection process shall apply, and all members of that Republican

Assembly shall be eligible to vote on the endorsement, subject to the restriction set forth in Section 19.04(e). The President of that Republican Assembly shall serve as the chairman of the local endorsing convention.

Section 19.07. When a duly-endorsed candidate ceases to be a candidate, regardless of the reason, the temporary chairman who called the prior endorsing convention for that office may call another endorsing convention to endorse a different candidate, pursuant to this Article. If the temporary chairman fails to call an endorsing convention within 10 days after the endorsed candidate ceases to be a candidate, then the CRA President or a majority of the officers of the largest chartered Republican Assembly may call the meeting.

If there are fewer than 30 days until the election at the time the endorsed candidate ceases to be a candidate, then the temporary chairman may choose to hold the endorsing convention in person or by e-mail. The temporary chairman shall provide five days notice of the meeting and its format to all the delegates who participated in the prior endorsing convention (if known) and to the President and Secretary of each chartered Republican Assembly entitled to participate. Unless the temporary chairman receives written notice that a chartered Republican Assembly has selected new delegates, then the delegates who participated in the prior endorsing convention shall be entitled to participate in the new endorsing convention.

ARTICLE XX - PARLIAMENTARY AUTHORITY

Section 20.01. The most current version of *Robert's Rules of Order, Newly Revised*, shall be the parliamentary authority for all matters of procedure not specifically addressed by these Bylaws.

Section 20.02. Standing Rules. The Board of Directors may adopt standing rules to govern its activities, provided that they do not conflict with these Bylaws. The adoption, amendment, and repeal of standing rules shall require approval by majority vote of the Board, except that standing rules that conflict with *Robert's Rules of Order, Newly Revised* shall require approval by two-thirds majority. Standing rules shall be compiled and maintained by the Recording Secretary and made available to any CRA member upon request. All standing rules shall expire at the conclusion of each Annual Convention, at which time the in-coming Board of Directors may re-adopt them.

ARTICLE XXI - AMENDMENTS TO THESE BYLAWS

Section 21.01. Amendment Process. Amendments to these Bylaws shall be made only at Annual or Special Conventions of the CRA by a two-thirds vote.

Section 21.02. Notice and Germane Amendments. Proposed amendments to the Bylaws shall be submitted to the Corresponding Secretary at least fifty days prior to the date of the Convention. The Corresponding Secretary shall submit the text of the proposed amendments to the President or Secretary of each chartered Republican Assembly not less than thirty days prior to the first day of the Convention. The Convention may revise the text of such amendments, but shall adhere to the subject matter thereof as specified by the Bylaws Committee.

Section 21.03. Printing of Bylaws. At the conclusion of each Convention where any amendments are adopted, the Bylaws Committee shall be charged with the authority and the responsibility to cause and supervise the printing of the Bylaws in effect at the end of that Convention. Printers' proofs of the Bylaws as amended shall be furnished by the out-going Chairman of the Bylaws Committee to each outgoing member of the Bylaws Committee and to the newly-elected officers. Each such person shall then make comment and return them to the outgoing Chairman, who shall then be authorized with the advice of his committee to cause and supervise the printing and circulation of the new Bylaws. The Bylaws shall be dated as of the closing date of the Convention each year.