

**BYLAWS OF THE
DALLAS COUNTY REPUBLICAN PARTY
EXECUTIVE COMMITTEE**

ARTICLE I.

THE EXECUTIVE COMMITTEE

A. Name and Membership.

The name of this committee shall be the Dallas County Republican Party ("DCRP") Executive Committee (hereinafter referred to as "Executive Committee").

Membership of this committee shall be comprised of the County Chair and the DCRP Precinct Chairs as provided by the Election Code of the State of Texas and these bylaws.

B. Duties.

The Executive Committee shall exercise those powers conferred upon it by the Election Code of the State of Texas, and by these Bylaws, and perform all duties necessary to promote the best interest of the DCRP.

C. Vacancies.

Precinct Chair vacancies shall be filled in accordance with the provisions of the Texas Election Code with recommendations by the Precinct Chair Vacancy Committee as described in Article V.

ARTICLE II.

MEETINGS OF THE EXECUTIVE COMMITTEE

A. Statutory Organizational Meetings.

Meetings required by the Election Code shall convene at the time and place provided by the Code to conduct such business required by the Texas Election Code and which may properly arise. Pursuant to the Republican Party of Texas Rules, this Executive Committee shall hold its organizational meeting within forty-five (45) days after the term of office begins for the County Chair and the Precinct Chairs. (This is twenty (20) days after the Primary Run-off Election according to Subsection 171.022 (c) of the TEC.)

B. Regular Meetings.

Regular Meetings of the Executive Committee shall be called by the County Chair (or by the County Vice-Chair in the County Chair's incapacitation) and held not less than one (1) time per calendar quarter, and no less than eight (8) times per calendar year.

C. Special Meetings.

Special Meetings of the Executive Committee may be held at any time upon: (1) a written call issued by the County Chair; or (2) a written call signed by twenty percent or more of the number of members of the Executive Committee in office at the time of signing the call.

D. Call & Notice of Meetings.

1. Statutory Organizational Meetings. The County Chair shall be responsible for calling an organizational meeting in the manner provided by the Rules of the Republican Party of Texas.

a. If the County Chair does not call a meeting, then one-fourth (1/4) of the Members of the Executive Committee may, by written demand, call an organizational meeting.

b. Notice of the organizational meeting shall be mailed by USPS to the last known address of the members of the Executive Committee at least fourteen (14) days prior to the date of the meeting and such notice shall state the time, date, and location of the meeting and the names(s) of the person(s) issuing the call.

c. The agenda of the organizational meeting shall include, but not be limited to, the swearing in of the newly elected Precinct Chairs and the adoption of Bylaws and/or Rules for the biennium. The proposed Bylaws and/or Rules shall be sent out with the meeting call via USPS at least fourteen (14) days prior to the date of the meeting.

2. Regular Meetings. At least ten days prior to the date of any Regular Meeting, written notice containing the information required by these Bylaws shall be provided by the County Chair (or by the County Vice-Chair in the County Chair's incapacitation), via mail or email, to each member of the Executive Committee at his or her address as it appears on the records of the DCRP by or under the authority of the Secretary. The notice shall contain the time and place of the Regular Meeting, together with object or objects thereof.

3. Special Meeting. Any call must be delivered to the Secretary at least fourteen days prior to the dates specified in the call for meeting. At least ten days prior to the date of the meeting, written notice of the call containing the information required by these Bylaws, shall be provided, by mail or email, to each member of the Executive Committee at his or her address as it appears on the records of the DCRP by or under the authority of the Secretary. Both the call delivered to the Secretary

and notice sent to the Executive Committee must contain the time and place of the Special Meeting, together with object or objects thereof. A Special Meeting may be called to fill a vacancy in the County Chair position.

ARTICLE III.

CONDUCT OF THE MEETINGS OF THE EXECUTIVE COMMITTEE

A. Quorum.

1. **Statutory Organizational Meetings.** At an Organizational Meeting a quorum shall consist of those members present; provided, however, that if a majority of the members of the Executive Committee are not present at an Organizational Meeting, then only such business as is called for by the Election Code shall be transacted at such meeting.

2. Regular Meetings.

a. A quorum shall consist of not less than one-quarter (1/4) of the Executive Committee members, excluding vacancies, at the time of the meeting call for non-statutory business.

b. As provided by Section 171.024(c), TEC, and within the rules set by the SREC, these bylaws designate one-fourth (1/4) of the membership, excluding vacancies, as the quorum for filling vacancies on County Executive Committees.

3. **Special Meetings.** At all Special Meetings there shall be present, in order to constitute a quorum, at least a majority of the members of the Executive Committee in office at the time the meeting is called to order. If a quorum is not present, a less number may adjourn the meeting to some future time, not exceeding ten days.

B. Attendance at Meetings.

At all meetings of the Executive Committee, all elected officials of the Republican Party of Texas, incumbent statewide District and County Republican officeholders, the County Vice Chair, Legal Counsel and Secretary, together with such other persons as may be designated by the County Chair, shall have the right to be recognized to speak but shall not have voting rights.

C. Voting.

In balloting on any motion of election, the counting of votes shall be on an individual basis, and pursuant to Section 171.026 of the Texas Election Code, voting by proxy shall not be permitted under any circumstances during an Executive Committee Meeting, whether Statutory, Regular, or Special. Each member of the Executive Committee who is present,

including the County Chair, shall have the right to cast his individual vote. A roll call vote shall be taken on demand of ten such members. A secret ballot shall be taken upon a majority vote.

ARTICLE IV.

OFFICERS OF THE EXECUTIVE COMMITTEE

A. County Chair.

The County Chair shall be elected in accordance with the provisions of the Election Code of the State of Texas and shall be the Chair of the Executive Committee, and shall be the Chief Executive Officer of the DCRP; he or she shall preside at all meetings of the Executive Committee, coordinate the political activities of the DCRP, including the appointments of all committee chairs, the County Treasurer, and other officers in his or her sole discretion.

The County Chair shall be a member of all committees, shall represent the Executive Committee in its official capacity, shall employ such persons and make such appointments as deemed appropriate, and shall have such usual powers of supervision and management as may pertain to the office of the County Chair.

B. County Vice Chair.

The County Vice Chair shall be appointed by the County Chair in his or her sole discretion, and shall perform such duties as may be directed by the County Chair, and shall perform the duties of the County Chair in the event of his or her vacancy, death, disqualification or resignation, until a new County Chair has been duly elected. In the event of a vacancy of the office of the County Chair, the County Vice Chair, or the Secretary if the office of County Vice Chair is vacant, shall call a meeting of the Executive Committee to be held within thirty days of the occurrence of the vacancy for the purpose of electing a new County Chair.

C. Secretary.

The Secretary shall be elected by the Executive Committee as provided in the Texas Election Code, and shall keep minutes and attendance records for all meetings of the Executive Committee, and such minutes shall be retained at the principal office of the DCRP.

The secretary shall be elected at the Organizational Meeting or a subsequent Regular Meeting as soon as practical, and shall serve for the same term as the members of the Executive Committee.

ARTICLE V.

COMMITTEES OF THE DALLAS COUNTY REPUBLICAN PARTY

A. Committee Composition.

1. **Committee Members:** When not specified in these Bylaws, both the number of and the appointing of committee members shall be established by the County Chair, and shall not necessarily be members of the Executive Committee unless otherwise specified in this section.

2. **Committee Chairs:** Committee Chairs shall be appointed by the County Chair within his or her sole discretion, unless otherwise specified in these Bylaws.

B. Committee Procedure.

1. **Quorum:** A majority of the regular committee members shall be a quorum, which is only necessary if the committee is to take a vote, and all members shall be counted, if present in person, in establishing that the required number of persons is present for a quorum.

2. **Committee Voting.** Each member of the committee, shall have the right to cast his individual vote. Method of voting shall be by voice, or show of hands, or ballot, as determined by majority vote of the committee, provided, however, that upon demand by twenty percent (20%) of the members present, a roll-call vote shall be taken.

3. **Minority Report.** A minority report may be given by no fewer than twenty percent (20%) of the committee members present and moved as a motion to amend the majority report by substitution.

C. Standing Committees.

The standing committees of the Dallas County Republican Party shall be the:

1. Precinct Chair Vacancy Committee;
2. Resolutions Committee; and
3. Audit Committee.

D. The Precinct Chair Vacancy Committee.

1. The Precinct Chair Vacancy Committee shall be comprised of no fewer than nine (9) members of the Executive Committee, nominated by the County Chair and subject to confirmation by the Executive Committee.

2. There shall be no chair of the Precinct Chair Vacancy Committee. All work related to the administration of this committee, such as distributing and receiving applications, preliminary vetting of candidates, and scheduling, shall be conducted by the Executive Director of DCRP. It shall be the duty of the Precinct Chair Vacancy Committee to review the applications of those who apply for vacant precinct chair positions, who otherwise meet the requirements of the election code, and make recommendations to the County Chair about their qualification for recommendation to the Executive Committee.

3. It shall not be in order for the Executive Committee to consider a nomination from the floor of any Executive Committee meeting for a vacant precinct chair position which has not been previously considered by the Precinct Chair Vacancy Committee. This bylaw may be suspended by a two-thirds vote of the members of the Executive Committee.

This section does not apply to precinct chairs who were duly elected during the Republican Primary and have, since that time, relocated to an empty precinct and applied for appointment. Such an individual may be nominated by the County Chair without the committee's review.

E. The Resolutions Committee.

1. The Resolutions Committee shall be comprised of no fewer than six (6) members as follows:

- a) 4 members of the Executive Committee to be nominated by the County Chair and subject to confirmation by the Executive committee; and
- b) 2 members, not necessarily from the Executive Committee, which shall be appointed by the County Chair in his or her sole discretion and NOT subject to confirmation by the Executive Committee.

2. The chair of the Resolutions Committee shall be a member of the Executive Committee and shall be appointed by the County Chair in his or her sole discretion, in addition to the above appointed members.

3. It shall be the duty of the Resolutions Committee to recommend policy positions of the DCRP to the Executive Committee on any issue properly brought before it.

4. It shall not be in order for the Executive Committee to consider a resolution which had not been previously considered by the Resolutions Committee.

This section (4) of these bylaws may be suspended by a 2/3 vote of the members of the Executive Committee, permitting a resolution not previously considered by the Resolutions Committee to be heard on the floor.

G. Additional Committees.

All other committees, as are deemed necessary to perform duties not specifically assigned to a standing committee, may be created and their memberships and chairs appointed by the County Chair in his or her sole discretion.

ARTICLE VI.

COUNTY AUDIT

A. Treasurer.

The County Treasurer shall be appointed by the County Chair no later than the June Executive Committee Meeting in even numbered years, for a two year term, and shall assist with auditing, forecasting, and reporting.

B. Quarterly Reports.

The County Chair shall, once every quarter, present a quarterly financial report of disbursements and receipts to the Executive Committee.

C. Audit.

1. There shall be a GAAP audit of all financial records of the DCRP by an Independent Certified Public Accountant that shall be completed by June 1st of every odd numbered year.

2. The Independent Certified Public Accountant or firm shall be appointed no later than March 1st of the odd numbered year by a committee to be chaired by the County Treasurer and to be made up of one person appointed by the County Chair, and two people nominated by and approved by the Executive Committee at the first Executive Committee Meeting of every odd numbered year.

3. The original of the completed audit report shall be sent to the County Chair, with copies to the County Treasurer, each member of the Audit Committee, the County Vice Chair, and the Executive Director. A copy shall be kept on file at the headquarters of the DCRP where it shall be preserved for seven (7) years, and it shall be available for inspection during office hours by any member of the Executive Committee.

4. The Audit Committee shall present the completed report to the Executive Committee at the next Regular Executive Committee Meeting most immediately following the completion of the audit.

5. In the event of a vacancy in the office of County Chair, following a vote by the Executive Committee to elect a new County Chair, the new County Chair shall have the option to request an additional audit at his or her discretion, to be conducted in accordance with the applicable provisions of this section utilizing the members of the last standing Audit Committee.

ARTICLE VII.

RULES OF ORDER

A. Rules.

The proceedings of the Executive Committee shall be governed by the following authorities in the following order:

1. Primarily by the Rules of the Republican Party of Texas;
2. Second, by these Bylaws;
3. Third, any standing rules of this Executive Committee, and
4. Finally, Robert's Rules of Order shall govern when they do not otherwise conflict with the above.

ARTICLE VIII.

AMENDMENT OF BY-LAWS

A. Amendment.

These bylaws may be amended by the affirmative vote of two-thirds of the members of the Executive Committee present at any meeting of the Executive Committee at which a quorum is present, provided that such amendment has been first proposed at the last previous meeting of the Executive Committee.

ARTICLE IX.

EFFECTIVE DATE OF BYLAWS

A. Effective Date.

These bylaws shall be effective on the date of their adoption by the Dallas County Republican Party Executive Committee.

