



SAN FRANCISCO REPUBLICAN PARTY BYLAWS

As adopted by the San Francisco Republican Party Central Committee
As Amended 03-04-2009; 07-23-2011; 01-09-2013; 11-16-2016; 01-06-2017; 09-11-2019;
03-04-2022; 09-20-2022; 01-03-2023; 11-04-2023; and 03-18-2024;

ARTICLE I – PREAMBLE

Section 1: Official San Francisco Republican Party (the “SFGOP”)

The San Francisco Republican County Central Committee (DBA the San Francisco Republican Party, SFRP or SFGOP) is the official political organization in San Francisco affiliated with the California Republican Party representing registered Republicans residing in the City and County of San Francisco.

Section 2: Powers Vested in the San Francisco Republican Party

All powers of the Republican Party in San Francisco are vested in and may only be exercised by the San Francisco Republican Party except as expressly provided in these Bylaws. The San Francisco Republican Party shall have charge within the City and County of San Francisco under the general direction of the state central committee or of the executive committee selected by the state central committee of statewide election campaigns for Republican nominees for state elective offices and shall work together with the state central committee with respect to local election campaigns.¹

Section 3: Mission Statement

The mission of the SFGOP is to win elections by: (1) turning out Republican voters to the polls through the organization and maintenance of a precinct based Republican volunteer network and through an effective absentee voter program; (2) recruiting, grooming, and running competent Republican candidates; (3) raising, contributing, and spending funds to support the campaigns of endorsed candidates and issues; and (4) communicating, explaining, and advocating Core Republican Values of the SFGOP as defined in Section 4 below, and policy positions based thereon, to the electorate through appropriate means.

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Section 4: Core Republican Values of the SFGOP

The Core Republican Values of the SFGOP are individual liberty, personal responsibility, private property, free enterprise, law and order, public safety, leaner, more efficient, less intrusive government, freedom of speech, privacy, and strong, cohesive families and communities.

Section 5: Regulation by California Legislature

- (a) The SFGOP is authorized under Section 7442 of the State Elections Code to make rules and regulations providing for any of the following: (1) how officers of the SFGOP may be removed; (2) how meetings may be called; and (3) whether or not proxies may be used and the conditions under which they may be used. The provisions in these Bylaws relating to how meetings may be called shall supersede any provisions in the Elections Code to the contrary. However, in all other cases of conflict, the Elections Code shall take precedence over any and all provisions of these Bylaws, except those provisions that are incorporated from the Standing Rules and Bylaws of the California Republican Party.²
- (b) Any amendments to the Elections Code made after the adoption of these Bylaws shall be as binding as if they were enacted prior to the adoption of these Bylaws. Nothing in this section shall be construed so as to limit the power of the SFGOP to amend these Bylaws.

ARTICLE II – COUNTY CENTRAL COMMITTEE

Section 1: Election of San Francisco Republican Party Delegates

- (a) Delegates of the SFGOP shall be elected by registered Republican voters of the Assembly districts, and shall consist of 12 delegates elected from Assembly District 17, and 13 delegates elected from Assembly District 19. The election to the SFGOP shall be held at every statewide presidential primary election.³
- (b) A qualified candidate for the SFGOP shall become eligible for election upon delivering for filing to the San Francisco County elections official (1) a declaration of candidacy and (2) signed nomination papers. A person who has not been a registered Republican at all times during the previous three months before the date on which the candidate delivers a declaration of candidacy and signed nomination papers to the San Francisco County Department of Elections, or has been a delegate of another qualified political party at any time during the previous twelve months before the date on which the candidate delivers a declaration of candidacy and signed nomination papers to the San Francisco County Department of Elections is not eligible to be an elected delegate of the SFGOP.

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Section 2: Committee of Private Political Party

Delegates of the SFGOP hold office in a private political party. The SFGOP is not a public agency. Delegates of the SFGOP are not public officers.⁴

Section 3: Term of Elected Delegates of SFGOP

- (a) The delegates of the SFGOP shall assume office and hold their first meeting (the “Organizational Meeting”) on the first non-holiday Wednesday of the January following certification of the SFGOP delegate election by the Director of Elections, Department of Elections, City and County of San Francisco. Delegates of the SFGOP will serve until the convening of the next Organizational Meeting.

Section 4: Ex Officio Delegates

- (a) A person shall be named an ex officio delegate of the SFGOP upon receiving a certificate of nomination from the California Secretary of State. Any resident of San Francisco who is the nominee of the California Republican Party for Governor, Lieutenant Governor, Treasurer, Controller, Attorney General, Secretary of State, Member of the State Board of Equalization, and United States Senator from California shall be an ex officio delegate of the SFGOP. The nominees of the California Republican Party for State Senate, Assembly, and U.S. House of Representatives in all districts that are either partially or completely located within the City and County of San Francisco shall be ex officio delegates of the SFGOP. A write-in candidate who wins election over the nominee of the California Republican Party shall also be considered an ex officio delegate of the SFGOP if the write-in candidate’s affidavit of registration reflects that the write-in candidate has been registered with the California Republican Party for at least six months prior to the general election.⁵
- (b) Ex officio delegates shall be entitled to all the rights and privileges, including the right to vote, and shall have the same standing in every way as other delegates of the SFGOP, except that they shall not be entitled to a ballot designation of incumbent upon seeking election to the SFGOP in the next presidential primary election.⁶
- (c) Ex Officio delegates who are also elected delegates shall be entitled to only one vote and one alternate.

Section 5: Removal, Resignation, Death, Incapacity, and Ineligibility

- (a) The SFGOP may remove or censure any member, other than an ex officio member, who during his or her term of membership
 - 1) misses four regularly called meetings within a twelve month period,
 - 2) affiliates or registers as a member of another party,

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- 3) advocates publicly that the voters should not vote for the nominee of the California Republican Party for any office,
- 4) gives support or avows a preference for a candidate of another party or candidate who is opposed to a candidate nominated by the California Republican Party,
- 5) violates these Bylaws repeatedly and maliciously, or
- 6) interrupts the business of this committee in a repeated and continuing manner.

Removal from the SFGOP, or censure by the SFGOP, for any reason shall require a 2/3 vote of those present and voting, but not less than 13 votes. No member may be removed under paragraphs 5) or 6) above, unless that member had been warned via a censure that their actions were in violation of paragraphs 5) or 6).⁷

(b). Procedures for Removal or Censure

1) A Motion for Removal or Censure may be made at any regularly scheduled meeting of the SFGOP, excepting the Organizational Meeting. Upon discussion, the SFGOP shall vote to either reject the Motion, or to schedule a hearing at some future regularly scheduled meeting that is at least twenty-one days in the future. The scheduling of a hearing shall require a majority vote of those present and voting, and not less than 13 votes to schedule a hearing. If the delegate is not present at the time of voting on the Motion, a certified letter will be sent to the delegate within two business days, notifying the delegate of the Motion for Removal or Censure and the scheduled date of the hearing.

2) The hearing shall be closed to the public. The scope of the hearing shall be limited to the factual allegations contained in the motion for removal and censure. No delegate of the SFGOP shall be deemed to be disqualified from voting on the matter due to conflict of interest.

3) The delegate subject to removal or censure, as well as the author of the Motion for Removal or Censure will be granted the opportunity to present oral and documentary evidence relevant to the factual allegations contained in the petition. Witnesses shall be permitted to testify so long as they have personal knowledge of the alleged facts and are available for cross-examination. The Evidence Code, the California Code of Civil Procedure, or other administrative procedural codes do not apply.

4) All delegates of the SFGOP shall have the opportunity to personally examine documentary evidence. Each delegate of the SFGOP shall have up to two minutes to ask questions of witnesses, the author of the Motion, and the delegate subject to removal and censure. The decision of the SFGOP shall be final and non-appealable.

5) A delegate may not be subject to censure or removal twice for the same act or occurrence, nor may a failed motion to censure or remove be reconsidered or revived,

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nor may any act or omission in a failed Motion for Removal or Censure form the basis of a future motion.

- (c) The removal of residence by an elected or appointed delegate of the SFGOP from the Assembly District from which he or she has been elected or appointed shall constitute his or her automatic resignation from the SFGOP.
- (d) In the event of the appointment of an ineligible person, or whenever any delegate dies, resigns or becomes incapacitated to act, or removes from the jurisdiction of the SFGOP, or ceases to be a member of the California Republican Party, a vacancy exists which shall be filled by appointment by the SFGOP pursuant to Section 6 of this Article II.

Section 6: Filling of Vacancies

- (a) A vacancy in the SFGOP shall exist
 - 1) In the event of election or appointment of a person not eligible to be a delegate of the SFGOP;
 - 2) When a delegate dies, resigns, becomes incapacitated, moves from the jurisdiction of the SFGOP or ceases to be a member of the California Republican Party;⁸
 - 3) If a delegate is removed from the SFGOP pursuant to Section 5 above
- (b) In the event that a seat on the SFGOP becomes vacant, the SFGOP shall appoint an eligible person to fill vacancies in accordance with state law.

Section 7: Proxies and Alternates

- (a) Alternates shall be permitted. An alternate delegate of an elected, appointed or ex officio delegate must meet the same eligibility requirements as the appointing delegate, except that an alternate delegate appointed by the Republican candidate who received the most votes in the most recent primary election for State Senator, Member of the Assembly, or Representative in the United States Congress need not reside in the district of the appointing power, but need only reside in San Francisco County. An alternate delegate shall have the right to vote only with the written authorization of the delegate who appointed him or her. To effectively delegate the right to vote, a letter of appointment must expressly state that an alternate has the right to vote.⁹
- (b) An alternate delegate shall be subject to the rules and regulations of the SFGOP. An alternate may vote only in the absence of the delegate who appointed him or her. An alternate may not perform the functions of an officer of the SFGOP.¹⁰
- (c) An alternate may serve only one delegate of the SFGOP at any given meeting. A delegate may only appoint one alternate. An alternate serves at the pleasure of the appointing delegate and must reside within the City of County of San Francisco at all

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times during his or her appointment as an alternate. The appointing delegate may appoint a new alternate replacing his or her current alternate at any time, provided the requirements of subsections (a) and (b) above are met. An alternate's term ends automatically at the end of the appointing delegate's term, or in the event the appointing delegate's seat becomes vacant, pursuant to Section 6, above.

- (d) Alternates may be removed for any of the reasons stated in Section 5 above, and are subject to the same procedures as set forth in that section.
- (e) Attendance by an alternate at two General Meetings per calendar year is considered attendance by a delegate under Section 5 above.

Section 8: Notice of General and Special Meetings

- (a) The SFGOP shall hold a minimum of eleven (11) General Meetings annually within the City and County of San Francisco that are accessible to disabled persons at a time and place selected by the Chair and confirmed by the Executive Committee. The date and time may be changed by a Majority Vote of the delegates present and voting. The Secretary shall provide notice to all delegates a yearly schedule within one month after the Organizational meeting. The Secretary shall provide a reminder notice to every delegate of the SFGOP at least 7 days prior to the meeting.
- (b) A Special Meeting may be called by the Chair of the SFGOP at locations anywhere within the City and County of San Francisco that is accessible to disabled persons. A Special Meeting may also be called by majority vote of the Executive Committee or upon written petition of a majority of the delegates of the SFGOP. The Secretary shall provide e-mail notice to every delegate of the SFGOP at least 7 days prior to any Special Meeting.
- (c) Delivery of all notices may be accomplished by e-mail.

Section 9: Agenda

- (a) The Chair shall prepare an agenda for all meetings of the SFGOP. The agenda shall be noticed no less than 7 days prior to for all General and Special Meetings unless otherwise provided by these Bylaws. The Chair may send such agenda notice to all delegates, or request the Secretary to do so.
- (b) The SFGOP may not act on any item that does not appear on the agenda without amendment of the agenda by a majority vote of the SFGOP. A 3/5 Vote shall be required to amend the agenda with respect to the budgeting of funds, endorsements, and appointments.

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Section 10: Quorum of General and Special Meetings of the SFGOP

- (a) A quorum shall constitute 50% of the total SFGOP delegates, plus one delegate. Vacant seats, unoccupied ex officio delegate seats, and ex officio delegate seats that are held by anyone who also holds another SFGOP seat shall not be included in the quorum calculation.
- (b) If an ex officio delegate or his alternate fails to attend a meeting, that ex officio delegate's seat shall not be included in the quorum calculation. If the ex officio delegate or his alternate attends the next meeting, that ex officio delegate's seat shall be included in the quorum calculation.

Section 11: Voting

- (a) This Section is applicable to both the actions of the SFGOP and the Executive Committee.
- (b) No official business or votes may be undertaken at either a SFGOP or Executive Committee meeting unless a quorum has been declared and during such time as a quorum exists. If a quorum is successfully challenged at any point in a meeting, the meeting will be either recessed or adjourned and no additional official business or votes may take place until a quorum is again achieved, or until the next meeting.
- (c) Every delegate of the SFGOP shall have one vote. The term delegate shall apply to alternates acting on behalf of their appointing delegate. A delegate who holds more than one seat on the SFGOP shall have only one vote.
- (d) For purposes of these Bylaws, "3/5 Vote" means an affirmative or negative vote by at least 60% of the total delegates present and voting; "2/3 Vote" means an affirmative or negative vote by at least 66.67% of the total delegates present and voting; "Majority Vote" means an affirmative or negative vote greater than 50% of the total delegates present and voting. Unless otherwise specified, all procedural and non-procedural motions shall require a Majority Vote.
- (e) If any SFGOP delegate votes to "abstain," that delegate's vote will not be counted in determining whether or not a Majority Vote, 3/5 Vote, or 2/3 Vote has been attained on any motion. If any SFGOP delegate votes "No Position" or "No Endorsement" on a vote, that vote will be counted in determining whether or not a Majority Vote, 3/5 Vote, or 2/3 Vote has been attained on any motion.
- (f) If, for reasons beyond the SFGOP's control, meetings cannot be held in person, then meetings shall be held electronically. Votes on motions and other matters will be official SFGOP business. Participation in a meeting through the use of conference telephone or electronic video screen constitutes presence in person at that meeting as long as all delegates participating in the meeting are able to hear one another. The Chairman shall decide what constitutes reasons beyond the SFGOP's control.

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Section 12: Conduct of All Meetings

- (a) General and Special Meetings of the SFGOP shall be open to all members of the public except as provided herein. Executive Committee meetings of the SFGOP shall be open to all delegates and alternates of the SFGOP except as provided herein.
- (b) Upon a Majority Vote, the SFGOP may place restrictions on the attendance at meetings, and shall have the discretion to prevent any person from attending meetings except as provided herein. In no case may a regular, ex officio or alternate delegate of the SFGOP be restricted from attending a meeting. The Chair, or the SFGOP by Majority Vote, retains the power to remove any individual other than a SFGOP delegate from a General or Special meeting for any reason even if the person is an invited guest.

Section 13: Organizational Meetings of the SFGOP

- (a) The first meeting of the SFGOP comprising newly elected or re-elected delegates shall be known as the Organizational Meeting. The Organizational Meeting shall be held on the first non-holiday Wednesday of the January following certification of the Presidential primary election by the California Secretary of State.¹¹
- (b) The Secretary shall send notice of the Organizational Meeting to all delegates and delegates-elect of the SFGOP by e-mail.
- (c) The agenda for the Organizational Meeting shall be: Call to Order, Pledge of Allegiance, Roll Call, Election to fill any vacant seats, Election of the Chair, Election of the Secretary, and Election of all other Officers as set forth below. A copy of these Bylaws shall be attached to the notice of the Organizational Meeting.¹²
- (d) The presence of an alternate shall not be counted towards a quorum and no alternate shall be qualified to vote at an Organizational Meeting.
- (e) The Organizational Meeting shall be presided over by an Organizational Chair, selected from either Assembly District 17 or Assembly District 19 on a rotating basis. In 2017, the Organizational Chair shall be selected from Assembly District 19. The SFGOP Central Committee candidate, elected at the most recent presidential primary election, who received the highest number of votes in their Assembly District for the SFGOP Central Committee, shall be the Organizational Chair. If this person is unable or unwilling to serve as Organizational Chair, then the position shall go to the candidate who received the second highest number of votes. The Organizational Chair shall convene the meeting at the designated time and place and shall lead the pledge of allegiance to the United States of America. The Organizational Secretary shall thereupon take the roll. The Secretary for the previous organizational year, if elected in the most recent election for SFGOP, shall be known as the Organizational Secretary. If such Secretary does not run for election, is not elected

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in the most recent election, or his or her seat becomes vacant, the Organizational Chair shall appoint an Organizational Secretary from the current delegates who were elected during the most recent presidential primary election.

- (f) All elections shall be determined by a majority vote of those present. All votes cast at the Organizational Meeting shall be by secret ballot. In multi-candidate contests, if no candidate obtains a Majority Vote, the candidate receiving the fewest votes shall be automatically eliminated from the next ballot, and the procedure will be continued for subsequent ballots, if need be, until a winner is determined. The Organizational Meeting shall not be continued to another date except in cases where an event beyond the control of the SFGOP makes it impossible or impractical to hold or complete the Organizational Meeting. Should there not be any nominations for a particular office or if a candidate, even if unopposed, fails to receive a majority vote of those present and voting, the seat will remain vacant until it is filled at the next meeting or a subsequent meeting.
- (g) These Bylaws shall take effect immediately upon being adopted as written, unless expressly amended. A Majority Vote of those present and voting and no fewer than 13 votes shall be required for Bylaw amendments proposed at the Organizational Meeting or until the third regular meeting following the Organizational Meeting.

Section 14: Endorsement Meetings of the SFGOP

- (a) The Vice Chair – Political Affairs shall organize and call Endorsement Meetings for local, regional, and State candidates. Endorsement Meetings for a candidate or candidates may be called by the SFGOP prior to the deadline for candidates to declare their candidacy upon Majority Vote of the SFGOP.
- (b) The Vice Chair – Political Affairs shall organize and call Endorsement Meetings for local and State ballot measures. At that meeting, the SFGOP will determine which measures it will endorse or oppose, as well as which measures the SFGOP will submit arguments for the lottery to become the official opponent of a measure and which measures the SFGOP will submit paid arguments in favor or against. The SFGOP may also hold an earlier endorsement meeting to endorse an initiative when it is being circulated to qualify for the ballot, or a subsequent meeting if the majority of delegates at the endorsements meeting choose to have a second meeting to further discuss and endorse one or more ballot measures.
- (c) The Vice Chair -- Political Affairs will endeavor to contact proponents and opponents of all local measures appearing on the San Francisco ballot, and will send questionnaires to all candidates running for local non-partisan office. No candidate who has failed to submit a completed (and responsive) questionnaire will be eligible to be endorsed by the SFGOP, except upon a suspension of this requirement by an affirmative 2/3 Vote of the SFGOP.
- (d) The Vice Chair – Political Affairs may consolidate or bifurcate Endorsement Meetings at his or her discretion.

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- (e) Endorsement Meetings shall be noticed by the Secretary to all delegates of the SFGOP no less than 14 days before such meetings. The approved agenda shall accompany the notice.
- (f) Endorsement Meetings in which candidates and advocates appear shall be publicized by the Vice Chair – Communications and shall ordinarily be open to the public.
- (g) Except as otherwise provided herein, all endorsements shall require a 3/5 Vote of those present and voting, and no fewer than 11 votes to endorse. After all the candidates and advocates have appeared before the committee in subsection (f) above, the SFGOP may vote to go into a closed session for deliberations and voting. Any delegate of the SFGOP may make this request, which shall be approved by a majority vote of those present and voting.
- (h) The SFGOP shall not endorse, support, or oppose any candidate for the Republican nomination in a contested election for any partisan elective office at a direct primary election.¹³ Where there is more than one Republican candidate for nomination or election in a special primary election or top two primary election, the SFGOP may endorse, support or oppose any candidate for the Republican nomination or election provided (1) notice of the proposed action is given at least five days in advance of the SFGOP meeting to all persons entitled to vote; (2) a hearing is held and the candidates affected are given an opportunity to appear and make a statement in support of their candidacy; (3) a candidate receives a 2/3 Vote of those present and voting and no fewer than 11 votes to endorse; and (4) the action is concurred in by all other Republican County Central Committees which have jurisdiction over the affected election district, in compliance with this paragraph.
- (i) In non-partisan races, the SFGOP will endorse only a viable Republican candidate in the race, unless the race is for multiple seats (e.g., the College or School Boards) or Rank Choice Voting applies. The SFGOP may endorse additional non-Republican candidates who are most likely to support the Core Republican Values of the SFGOP.
- (j) All endorsements of the SFGOP shall be made in the name of the “San Francisco Republican Party”.

ARTICLE III – EXECUTIVE COMMITTEE

Section 1: Members of the Executive Committee

- (a) The Executive Committee shall consist of the Chair, Treasurer, Secretary, First Vice Chair, Vice Chair – Finance, Vice Chair – Special Events, Vice Chair – Political Affairs, Vice Chair - Volunteer Activities, and Vice Chair – Communications.
- (b) All officers except the Chair shall appoint a Deputy who is an elected or ex officio delegate of the SFGOP. The Deputy serves at the pleasure of the appointing Officer. The Deputy shall act

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as an Executive Committee alternate and have supervisory authority as determined by the appointing Officer.

- (c) All officers shall perform such other tasks as the general membership of the SFGOP and Executive Committee deem necessary and proper by a Majority Vote of those present and voting.
- (d) The members of the SFGOP may elect, by Majority Vote, to create a vice chair for the term to head an ad-hoc committee for a specific purpose, as determined by the members. The members may vote at any meeting to create or dissolve ad-hoc committees.

Section 2: Meetings of the Executive Committee

- (a) The Executive Committee shall hold a minimum of eleven (11) meetings annually within the City and County of San Francisco that is accessible to disabled persons at a time and place selected by the Chair and confirmed by the Executive Committee.
- (b) Special Executive Committee Meetings may be called on such other occasions that the Chair, or any 4 Executive Committee delegates, deem appropriate.
- (c) Quorum for an Executive Committee meeting shall consist of an absolute majority of all Officers. A quorum may be obtained telephonically.

Section 3: Notice of Executive Committee Meetings

- (a) Written notice of an Executive Committee Meeting shall be sent in the same manner as General Meetings.
- (b) Notice of Special Executive Committee Meetings may be given by telephone with 24 hours notice whenever five Executive Committee members so consent. Notice of Special Executive Committee Meetings may be given on four days notice whenever four Executive Committee members, including the Chair, so consent.

Section 4: Agenda

- (a) The Chair shall prepare, and the Secretary shall provide, an agenda for the regularly scheduled Executive Committee meetings to accompany the meeting notice. The Chair shall, upon request of any delegate of the Executive Committee made prior to the preparation of the agenda or, in the alternative, at least 5 days prior to the Executive Committee meeting, place a requested item on the agenda.
- (b) Anyone giving notice of a Special Executive Committee meeting shall e-mail all other officers a copy of their proposed agenda within four hours of giving telephone notice of the meeting, or shall include a copy of the agenda if notice is given otherwise.

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- (c) No matter absent from the agenda may be discussed at an Executive Committee meeting without a Majority Vote of those present and voting.

Section 5: Executive Committee Voting

Any tie vote on a motion made in the Executive Committee shall be referred to the full committee for resolution, unless the motion is withdrawn by its maker.

Section 6: The Chair

The Chair is the chief executive officer and chief spokesman of the SFGOP. Subject to the general direction of voting delegates acting in a meeting, whether general or special, and in coordination with the respective Vice Chairs set forth in this Article, the Chair shall:

- (a) Be the chief operating officer of the SFGOP and perform general oversight of the SFGOP, and execute decisions of the local SFGOP and other such duties prescribed by statute, administrative regulation, or by these Bylaws.
- (b) On a bi-annual basis shall submit a written report to the SFGOP regarding the general state of the local SFGOP including finance, communications, political affairs, and precinct operations.
- (c) Be an ex officio delegate of all committees and sub-committees created by the SFGOP and Executive Committee.
- (d) Appoint Registered Republicans to perform administrative tasks for the local SFGOP as deputies, subject to approval of the respective Vice Chairs. The Chair shall have the power to discharge any appointed Registered Republican who is not a delegate of the SFGOP.
- (e) Preside over all meetings of the SFGOP and Executive Committee.
- (f) Appoint an Acting Chair when both the Chair and the First Vice Chair are not available to attend a meeting. If both the Chair and the First Vice Chair are not available to attend a meeting and the Chair fails to appoint an Acting Chair, the Executive Committee shall by majority vote appoint an Acting Chair. The Acting Chair will be a member of the Executive Committee.
- (g) Perform or appoint an agent or agents to perform any function or duty of an officer that such officer is failing to perform, until such time as the Officer begins performing the function or duty, or is removed and/or replaced.

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Section 7: The Treasurer

- (a) The Treasurer shall provide oversight of the financial activities of the SFGOP to ensure that adequate and correct accounts of all of the properties and business transactions of the SFGOP, including its assets, liabilities, receipts and disbursements, are maintained; that expenditures have been made in accordance with the approved budget or as directed by the SFGOP; that the assets of the SFGOP are protected; and that federal, state, and local campaign finance reports are prepared and records are maintained in compliance with such laws. The Treasurer shall only employ generally accepted accounting practices.
- (b) At the first Executive Committee meeting following the Organizational Meeting, the Treasurer shall prepare written financial management policies and procedures, in consultation which shall be submitted, modified and/or adopted by the Executive Committee by a majority vote of delegates present and voting.
- (c) The Treasurer shall prepare monthly financial reports to the SFGOP. A yearend report shall be e-mailed to all delegates and (if applicable) delegate-elects before the January meeting.
- (d) The Treasurer shall sign on all accounts with the Chair.
- (e) The Treasurer shall make reasonable efforts to ascertain and report what person, program, project, or event is primarily responsible for each financial contribution received and shall make annual reports of the same. The report shall contain a roster of SFGOP members stating the contribution of each and every delegate.
- (f) The Treasurer shall prepare or monitor and supervise the preparation of financial reports required by federal, state and local law, including payroll tax returns, income tax returns, and campaign disclosure reports. The Treasurer shall sign such income tax returns and campaign disclosure reports.

Section 8: The Secretary

- (a) The Secretary shall be in charge of all records including membership files, the proceedings of the general membership of the SFGOP and Executive Committee, and the permanent archives. The Secretary shall have the duty of noticing meetings to all delegates, securing the location selected by the Chair, keeping minutes of all meetings (including Executive Committee meetings), maintaining an archive of all minutes and acts, maintaining a database of current delegates and informing elections officials of any changes, and performing such other duties as are specified in these Bylaws. The Secretary shall maintain the official calendar of the SFGOP.
- (b) All information which is required to be delivered to the Secretary shall be in an electronic format. The Secretary shall allow inspection of all records by any delegate upon reasonable notice.

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- (c) The Secretary shall be responsible for ensuring that all required reports and information, except financial reports and information, are submitted and kept current with respect to the County Elections Office, the California Secretary of State, and other Republican organizations such as the Republican National Committee and the California Republican Party.

Section 9: Vice Chairs

- (a) Vice Chairs shall be responsible for implementing programs, projects, and policies of the SFGOP and Executive Committee.
- (b) Vice Chairs shall be elected by a Majority Vote of those present and voting, but not less than 13 votes to elect, and may only be removed upon a 3/5 Vote of those present and voting, but not less than 13 votes to remove.
- (c) Vice Chairs must be delegates of the SFGOP.
- (d) Vice Chairs shall develop and implement policies and procedures approved by a Majority Vote of those present and voting of the Executive Committee and the general membership of the SFGOP.
- (e) Vice Chairs may independently, or with the help of subcommittees that they create, develop plans. However, no money may be expended on such plans unless the plans are approved by a majority vote of the Executive Committee, and the money budgeted by the SFGOP.
- (f) Vice Chairs may form subcommittees of SFGOP delegates and registered Republicans to serve as think-tanks and to help expand and achieve goals and objectives.
- (g) Vice Chairs may appoint, on a temporary basis, any qualified registered Republican to temporarily perform administrative tasks, said appointment being effective as of the date the name, address, telephone number, is delivered to the Secretary. Said appointment shall be considered conditional until approval by a majority vote of the Executive Committee. Once approved, the person shall be considered an official volunteer.
- (h) Vice Chairs shall have management authority, including the power to discharge an official volunteer. An official volunteer may be discharged at will.

Section 10: First Vice Chair

- (a) The First Vice Chair shall perform the duties of the Chair in the absence or the disability of the Chair.

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- (b) The First Vice Chair shall perform such other duties as may be assigned by the Chair, the Executive Committee and/or the Central Committee.
- (c) Upon the resignation, removal, or permanent incapacity of the Chair, the First Vice Chair shall temporarily assume the office of The Chair, pending an election of a new Chair to be held within 45 days of the prior Chair's vacation of the office. During this period, the First Vice Chair shall assume all duties consistent with Article III, Section 6 of these Bylaws.

Section 11: Vice Chair -- Finance

- (a) The charge of the Vice Chair – Finance shall be to raise sufficient money to sustain and expand the activities of the SFGOP.
- (b) The Vice Chair - Finance is responsible for financial planning and implementation of programs and projects on behalf of the SFGOP in cooperation and coordination with both the Vice Chair for Special Events, and the Vice Chair for Political Affairs, and any other officer as deemed necessary and appropriate.
- (c) The Vice Chair – Finance shall present a Financial Plan for raising money from business interests (corporate and small), individuals (major donors and sustaining delegates), as well as gifts and endowments. The Financial Plan shall include an estimated fund raising target and proposed budget. The Financial Plan shall be modified and/or adopted by a majority vote of the Executive Committee and submitted to the delegates of the SFGOP for approval by a Majority Vote of delegates present and voting.

Section 12: Vice Chair – Special Events

- (a) The Vice Chair – Special Events is responsible for all events on behalf of the SFGOP, as approved by the delegates of the SFGOP and for organizing all events in cooperation and coordination with the Vice Chair -- Finance, and any other officers deemed appropriate.
- (b) The Vice Chair – Special Events shall prepare and present for approval an Events Plan. The Events Plan shall be modified and/or adopted by a Majority Vote of the Executive Committee and submitted to the delegates of the SFGOP for approval by a Majority Vote of those present and voting.

Section 13: Vice Chair – Political Affairs

- (a) The charge of the Vice Chair – Political Affairs shall be to achieve the maximum number of political victories in San Francisco County on behalf of the Republican Party and the SFGOP Core Republican Values.
- (b) The Vice Chair – Political Affairs shall be responsible for collecting and reporting

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campaign statistics and results, identifying possible issues and candidates to target, recruiting and developing candidates, coordinating with campaigns, building political coalitions, outreach to traditionally non-Republican communities and organizations, preparing slates, organizing the endorsement process, proposing platform issues, and lobbying on behalf of the SFGOP.

Section 14: Vice Chair – Volunteer Activities.

- (a) The charge of the Vice Chair – Volunteer Activities shall be to create and maintain a reliable and cohesive network of volunteers to carry out the plans of the SFGOP.
- (b) The Vice Chair – Volunteer Activities shall be responsible for volunteer recruitment, getting out the vote (GOTV) during elections, phone banking, recruiting precinct captains and precinct organization, petition signing, , voter registration and information booths at street fairs and other public events, maintaining an e-mail tree for organizing rallies and providing rapid response to political issues in newspapers, radio, and television, and communicating and coordinating with, and the creation of Republican clubs, and maintenance of volunteer lists.

Section 15: Vice Chair – Communications

- (a) The charge of the Vice Chair – Communications is to spread the messages of the SFGOP effectively through appropriate media.
- (b) The Vice Chair – Communications shall be responsible for maintaining a current media roster, press release list, and press kits, developing cordial relationships with media delegates, creating press releases and holding press conferences, creating advertising campaigns and advertising materials, preparing slate card mailers, purchasing advertising time and space, and speaking as a surrogate on behalf of the Chair.

Section 16: Audits

Any and all books of the SFGOP shall be independently audited on an annual basis by a reputable auditing firm selected by the Executive Committee.

Section 17: Budget Committee

- (a) The Budget Committee shall be Co-Chaired by the Treasurer and the Vice Chair – Finance, and shall also include all Executive Committee Officers and SFGOP delegates with expertise agreed upon by the Chair.
- (b) The Budget Committee shall present a complete and detailed proposed budget to the SFGOP. It shall be voted upon and approved by a Majority Vote of delegates present and voting.

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- (c) The Budget shall cover two years and shall be submitted no later than the second regular meeting following the Organizational Meeting.

Section 18: Removal of Officers

Any Officer of the Executive Committee may be removed from office only upon a 3/5 Vote of SFGOP delegates present and voting, but not fewer than 13 votes to remove.

ARTICLE IV – DUTIES

Section 1: Obedience

All delegates of the SFGOP shall obey these Bylaws.

Section 2: Loyalty

Any delegate of the SFGOP who publicly advocates that the voters should not vote for the nominee of the California Republican Party for any office, or who gives support to or avows a preference for any publicly announced candidate for partisan office of a party other than the California Republican Party or for a candidate for partisan office who is opposed to a candidate nominated by the California Republican Party is subject to discipline pursuant to Article II, section 2.01.06(A) of the Standing Rules and Bylaws of the California Republican Party.

Section 3: Support

During each election, all delegates of the SFGOP shall support, in terms of time or money, at least one candidate or ballot initiative endorsed by the SFGOP.

Section 4: Collegiality

All delegates of the SFGOP shall refrain from direct personal attacks regarding the character, intelligence, physical appearance, mannerisms, sex, sexual orientation, race, ancestry, color, creed, or religion of other delegates of the SFGOP and shall otherwise refrain from physical, written, and verbal harassment including directing slurs or obscenity at another delegate of the SFGOP.

Section 5: Respect

- (a) All delegates of the SFGOP shall respect the personal privacy of other delegates and refrain from disseminating the personal contact information of other delegates and/or using such information for activities not directly related to the business of the SFGOP.
- (b) All delegates of the SFGOP shall immediately cease and desist from any activity directed at another delegate of the SFGOP that is claimed to be objectionable by the person to whom the activity is directed. No discipline may be imposed under this subsection unless

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the objectionable activity is determined to be objectively unreasonable and disrespectful.

Section 6: Confidentiality

All delegates of the SFGOP shall keep all strategies and other confidential information of the SFGOP and Executive Committee confidential.

Section 7: Speaking for the SFGOP

- (a) All delegates of the SFGOP shall refrain from making public comments that suggest or imply that a personal position of the SFGOP delegate is that of the SFGOP, unless a resolution has been passed by the SFGOP supporting that position.
- (b) Only the Chair, his or her designee, and Vice Chair – Communications may speak on behalf of the SFGOP during official ceremonies and press conferences. All other delegates of the SFGOP shall speak only for themselves, unless the Executive Committee pre-approves the communication or appearance by majority vote.

Section 8: Furtherance of the Goals of the SFGOP

It shall be the goal of every SFGOP delegate to accomplish at least one of the following goals during each calendar year:

- a) Raise or donate \$1,000 for the SFGOP.
- b) Provide at least 50 hours of volunteer service to the SFGOP.
- c) Register ten people to the Republican Party.
- d) Gather eighty (80) signatures on an initiative endorsed by the SFGOP.

Each delegate shall have the duty to report such activities upon the request of the Secretary. At the request of a majority of the SFGOP, the Secretary shall prepare a report documenting whether each delegate has reported achieving at least one of the goals listed above.

ARTICLE V – CHARTERING REPUBLICAN VOLUNTEER CLUBS

Section 1: Qualifications.

A Republican volunteer club, hereinafter called “club”, may be chartered by the SFGOP only upon presentation to the Executive Committee written evidence that the following criteria have been met:

- (a) **Membership.** The club must have at least 10 currently regular delegates in the immediately preceding 12-month period. Membership in the club must be limited to

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registered Republicans or those who intend to register as Republicans upon reaching the age of 18. Only regular delegates of the club may be entitled to vote at membership meetings or hold office within the club.

- (b) **Bylaws.** The club must have a current set of Bylaws approved by the regular delegates of the club at a regularly scheduled membership meeting. The Bylaws of the club may not conflict with or be inconsistent with these Bylaws.
- (c) **Elected Officers.** The club must have a current set of officers or delegates of its governing board, who were elected by the regular membership of the club at a regularly scheduled membership meeting.
- (d) **Regular Meetings.** The club must hold regular membership meetings at least four times per annum.
- (e) **Volunteer Agreement.** The club must agree to help build the Republican Party in San Francisco by performing one or more of the following duties: (1) volunteering time at SFGOP Headquarters; (2) volunteering in campaigns of nominees of the Republican SFGOP for partisan office, or of candidates for non-partisan office who are delegates of the Republican SFGOP; (3) volunteering in Republican-sponsored petition or ballot measure campaigns; (4) volunteering in the registration of Republican voters; or (5) volunteering on one or more committees, including participation in precinct operations.
- (f) **Parent Organization.** The club must comply with all chartering requirements, provisions, and conditions of its parent organization, if any.

Section 2: Duties of Club Presidents.

The president of a club should regularly attend the meetings of the SFGOP.

Section 3: Republican SFGOP Allegiance.

A club shall not engage in any action which publicly undermines the SFGOP, including, but not limited to, the following: (a) endorsing or publicly supporting a candidate other than the nominee of the SFGOP in a partisan general election in San Francisco, or (b) publicly advocating the defeat or opposing the election of a nominee of the SFGOP for public office in San Francisco. However, the provisions of this Section shall not apply where the Republican National Committee, the California Republican Party, or the SFGOP has repudiated the candidacy of a nominee of the SFGOP or has endorsed the candidacy of a person who is not a delegate of the SFGOP.

Section 4: Revocation of Charter.

The SFGOP may revoke the charter of a club by reason of its failure to comply with any of the requirements of this Article in accordance with the following guidelines and procedures:

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- (a) Notice to Club. The Executive Committee of the SFGOP shall give a club which has failed to comply with any of the requirements of this Article adequate notice of such failure as well as an opportunity to be heard regarding the same.
- (b) Hearing Before SFGOP. After a properly noticed hearing before the SFGOP, a club, which has failed to comply with any of the requirements of this Article, shall have 30 days from the date of the hearing to cure such failure and comply with such requirement or requirements. Failure to comply with such requirement or requirements within the said 30-day period shall constitute sufficient ground for the revocation of the club's charter.

ARTICLE VI – LEGAL CONSIDERATIONS

Section 1: General Counsel

The SFGOP shall appoint by a Majority Vote of those present and voting a registered Republican to serve as General Counsel to the SFGOP. The General Counsel may be a delegate of the SFGOP. No compensation shall be paid to the General Counsel unless it has been previously budgeted or specifically approved by a majority vote of the SFGOP. The General Counsel shall attend any meeting of the general membership of the SFGOP and the Executive Committee upon request of any delegate of those committees.

Section 2: Legal Opinions

Whenever any delegate of the SFGOP has a question of the propriety of any action, or proposed action of the SFGOP or any of its committees, the delegate may request a legal opinion directly from the General Counsel. The General Counsel shall respond to the question, in writing, forwarding the question and response to all delegates of the Executive Committee.

Section 3: Conditional Acts

Whenever the general membership of the SFGOP or Executive Committee has substantial concerns about the legal effect of any action, it may make such action conditional until binding legal authority is obtained on the matter. All effects of the act shall be stayed, and the status quo maintained, until the authority is obtained. Procedurally, the underlying act shall be passed as required by these Bylaws, and then made conditional upon a majority vote of the Central or Executive Committees. A motion to make an act conditional pursuant to this section is not required to be noticed in advance, or placed on any agenda.

Section 4: Severance

If any provisions of these Bylaws are found to be invalid for any reason, the invalidity of those provisions shall not affect the validity of any other provisions herein.

ARTICLE VII– PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order* shall govern the Central

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and Executive Committees in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Bylaws of the California Republican Party and the State Elections Code.

ARTICLE VIII – INDEMNITY

Section 1: Indemnity of Delegates and Officers

To the fullest extent permitted by law, the SFGOP shall indemnify its delegates and officers, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in the course of executing their duties as delegates and/or officers of the SFGOP, and including an action by or in the right of the SFGOP, by reason of the fact that the person is or was a person serving on the Central Committee or Executive Committee.

Section 2: Authorizing Indemnification

On written request to the Secretary by any person seeking indemnification under this article, the SFGOP shall promptly determine whether the person seeking indemnification meets the criteria for indemnification described above, and, if so, by a majority vote of those present and voting, the SFGOP shall authorize indemnification. For purposes of this Article VIII only, email shall not be sufficient to effectuate such written request.

Section 3: Indemnity Not Available

Indemnification shall not be available or authorized for acts and omissions that are grossly negligent, reckless, or intentional, and/or for any form of fraud or deceit.

ARTICLE IX – AMENDING AND WAIVING OF BYLAWS

Section 1: Amendment Procedure

After the third regular meeting following the Organizational Meeting, the Bylaws may only be amended as per this section. All proposed amendments shall be submitted in writing and signed by at least 25% of the total SFGOP delegates and sent directly to the Chair, who shall place any proposed amendment on the next Executive Committee agenda. The Executive Committee shall by Majority Vote recommend to either support or oppose the amendment, as written. The Executive Committee may also put forward a modified version of the amendment by a Majority Vote. Notice of the proposed amendment(s), with full text, shall be included in the next agenda of the SFGOP meeting. At that meeting, the SFGOP shall by Majority Vote decide whether or not to consider amending the Bylaws. If consideration is desired, the amendment(s) shall be fully debated and the Bylaws are amended if the amendment(s) receive 2/3 vote of those present and voting, but no fewer than 13 votes to amend.

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Section 2: Waiving of Bylaws

These Bylaws may be waived by a 2/3 vote of those present and voting at any duly noticed meeting of the SFGOP, but no fewer than 13 votes shall be required to effect a waiver. The waiver shall be in force and effect until the close of the meeting in which the delegates voted to waive the Bylaws.

¹ Elections Code §§ 7440, 7443.

² *Katz v. Fitzgerald* (1907) 152 Cal. 433; California Elections Code § 7400 et seq.; *Tashjian v. Republican SFGOP of Conn.* (1986) 479 U.S. 208; *Eu v. San Francisco Democratic Comm.* (1989) 489 U.S. 214; *California Democratic SFGOP v. Jones, Secretary of State of California* (2000) 530 U.S. 567,

³ Elections Code §§ 7403, 7420 and 7422.

⁴ *Moore v. Panish* (1982) 32 Cal.3d 535, 545; *Los Angeles County Democratic Central Committee v. County of Los Angeles* (1976) 61 Cal.App.3d 335; 59 Ops. Cal. Atty. Gen. 60, 61 (1976); 59 Ops. Cal. Atty. Gen. 162, 163-164 (1976); *Azevedo v. Jordan* (1965) 237 Cal.App.2d 521, 528; *Stout v. Democratic County Central Com.* (1952) 40 Cal.2d 91, 94.

⁵ Elections Code §§ 7404 (a)-(c), 7405 and 8147.

⁶ Elections Code §§ 7404-7405.

⁷ Elections Code §§ 7411(b) & 7413

⁸ Elections Code § 7410

⁹ Elections Code § 7406; 78 Ops. Cal. Atty. Gen. 285 (1995).

¹⁰ Elections Code § 7406; 78 Ops. Cal. Atty. Gen. 285 (1995).

¹¹ Elections Code §§ 7441(b), 7444.

¹² Elections Code § 7441.

¹³ Article III, § 3.02.02(A) of the Standing Rules and Bylaws of the California Republican Party.