

BY-LAWS OF THE GILMER COUNTY REPUBLICAN PARTY, INC.
April 17, 2021

Preamble

WE, THE REPUBLICANS OF GILMER COUNTY, in order to perpetuate and promote the principles of the Republican Party and to insure that the Republican principles shall remain eternal for the benefit of the Citizens of Gilmer County, do hereby ordain, establish and adopt the Bylaws of the Gilmer County Republican Party, Inc.

ARTICLE I. NAME, PURPOSE, AND FUNCTION

A. NAME. This organization shall be known and referred to as the Gilmer County Republican Party Inc. ("the Party"). The Party is a political organization and political party as defined by Georgia law.

B. PURPOSE. The purpose of the Gilmer County Republican Party shall be to develop, foster, advance, and perpetuate the principles of the Republican Party, to support and otherwise do all within its power to insure the election of all Republican nominees for public office whose name appear on the general election and any special election or other regular election ballots in Gilmer County.

C. FUNCTION. The Gilmer County Republican Party, consisting of its members shall serve as the central and unified authority and representative body of the Republican platform and policies within Gilmer County. It shall function to assist and endeavor to develop, implement, encourage, educate, and create Republican principles within Gilmer County; and it shall strive to recruit and elect qualified Republican candidates to every available public office.

D. PRINCIPLES. The Gilmer County Republican Party is a chapter of both the Republican National Committee, and the Georgia Republican Party, and support the aims, goals and principles of both. The following Principles will be codified in these Bylaws. The Party shall strive to protect the rights of all people from conception until natural death, and to fight for lower taxes, less government, individual responsibility, and strive to guarantee the rights provided to all men by God.

ARTICLE II. PARTY MEMBERSHIP

A. Membership in the Party shall be open to all legal and qualified registered voters residing within Gilmer County who subscribe to the principles of the Republican Party.

B. Non-residents of Gilmer County that subscribe to the principles of the Republican Party can be a non-resident member of the Gilmer Republican Party, but shall not be delegates to the County Convention, nor shall they be permitted to vote on policy, procedural, or operational motions.

C. Any elector claiming membership may be required to provide a written affirmation of adherence to the principles of the Republican Party before being allowed to vote in any convention or meeting.

ARTICLE III. ORGANIZATION OF COUNTY COMMITTEE.

The Gilmer County Committee shall be the governing body (except while the Gilmer County Convention of the Gilmer Republican Party is in session) of the Gilmer Republican Party. In between meetings of the County Committee, their powers are delegated to the Executive Committee.

A. **MEMBERSHIP.** The County Committee shall be composed of the following members:

1. County Chairman
2. 1st Vice Chairman
3. 2nd Vice Chairman
4. Secretary
5. Treasurer
6. Immediate Past Chairman
7. Precinct Chairmen (13)
8. District and State Committee Members who reside in Gilmer County
9. Elected Republican officials who reside in Gilmer County (ex officio)
10. Communications Director
11. General Counsel
12. Parliamentarian
13. Sergeant at Arms
14. Chaplain

B. VOTING PRIVILEGES

1. All members of the County Committee shall be voting members, except the Communications Director, General Counsel, Parliamentarian, Sergeant at Arms, Chaplain, and elected officials residing in Gilmer County.
2. Voting members have only one vote, regardless of the number of voting positions held.

C. QUORUM

1. **QUORUM.** A Quorum for the transaction of business for the Gilmer County Committee shall constitute presence in person or by a proxy of twenty-five (25) percent of the voting County Committee members.
2. **PROXIES.** No member shall vote more than two individual proxies at any County Committee meeting. Each member shall be responsible for submitting his/her own

proxy to the representative of his choice, but such representative must be a County Committee member. A committee member's proxy shall be revoked by said member upon his attendance at the committee meeting for which it was given. All proxies must be submitted to the Secretary prior to or during roll call of County Committee meeting in writing.

3. If a Precinct does not have a Precinct chairman, that Precinct shall not be counted towards a quorum of the County Committee.

D. DUTIES

1. THE COUNTY COMMITTEE

The County Committee exercises county-wide control over party affairs between County Conventions. It is vested with all duties, powers, and privileges possessed by the County Convention, and shall act for the Gilmer County Republican Party. It has the duty to enhance the prestige and reputation and to build the voting and financial strength of the Party. The County Committee shall be responsible for fulfilling officer vacancies and preparing for Mass Precinct Meetings and County Conventions. The County Committee shall approve a budget for the Party. Between meetings of the County Committee, the authority of the Party to function is delegated to the Executive Committee.

2. THE CHAIRMAN

a. The Chairman shall be the Chief Executive of the Gilmer County Republican Party, and shall exercise all the duties, responsibilities and powers delegated by these rules, and such other duties, responsibilities and powers consistent with these rules, which the County Committee may assign.

b. The Chairman shall be the spokesman for the Party and for the County Committee and it shall be his/her duty to establish communication with the news media. In performing this function, the Chairman may delegate this responsibility and may appoint at his/her discretion a Communications Director.

c. The Chairman shall be the presiding officer at each meeting of the County Committee and shall issue the call for and preside at each County Convention unless replaced by a convention chairman.

d. The Chairman shall appoint such standing or ad hoc committees as deemed appropriate.

e. The County Chairman may at his/her discretion appoint a Communications Director, Parliamentarian, General Counsel, Sergeant at Arms, and Chaplain to all to serve without vote.

f. The Chairman may authorize expenditures of up to two hundred and fifty dollars (\$250.00) within approved budget line items without prior authorization from either the County Committee or County Executive Committee.

g. The Chairman may sign, with the Secretary or any other officer of the Party authorized by the County Committee or County Executive Committee, any deeds, mortgages, bonds, contracts, or other instruments which the County Committee or County Executive Committee has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the County Committee or County Executive Committee or by these bylaws or by statute to some other officer or agent of the Party.

h. The Chairman will qualify all county Republican candidates seeking to run for partisan office during the appropriate qualifying time periods stipulated by the State.

3. FIRST VICE CHAIRMAN

The First Vice Chairman shall serve as Chairman in the absence of the Chairman. He or she shall perform such other duties as may be assigned by the Chairman, County Committee, or County Executive Committee. The First Vice Chairman shall direct the activities of the Precinct chairs.

4. SECOND VICE CHAIRMAN

The Second Vice Chairman shall be responsible for party organization and membership growth, serve the County Chairman as directed, and perform other duties as may be assigned by the Chairman, County Committee, or County Executive Committee.

5. SECRETARY

The Secretary shall be the official record keeper of the Party and shall keep written minutes of all meetings, including those of the County Committee and Executive Committee, and shall keep an accurate attendance Record at County Committee meetings and Executive Committee Meetings. Minutes shall be provided timely after each meeting. The Secretary shall be the custodian of party records except the Treasurer's books. The Secretary will call the role when it is required and shall be responsible for personal correspondence such as, but not limited to, expression of gratitude, concern, condolence and congratulations, and other duties as the Chairman, the County Committee, or County Executive Committee may assign.

6. TREASURER

The Treasurer shall keep the financial records of the Party subject to the supervision and periodic review by the County Committee or County Executive Committee or, if so directed by such Committee, or the Chairman, the Treasurer shall have charge and custody of and be responsible for all funds and securities of the Party; receive and give receipts for monies due and payable to the Party, and deposit all such monies in the name of the Party in such banks, trust companies, or other depositories. The Treasurer

shall account for the same by regular monthly statements, shall prepare and submit a budget to the County Committee for approval, and such other duties as may be assigned from time to time by the Chairman, the County Committee or County Executive Committee.

7. IMMEDIATE PAST CHAIRMAN

The Immediate Past Chairman is deemed a member of the County Committee even if having moved outside of Gilmer County, and will continue to have a vote so long as he or she remains a registered voter in Gilmer County.

8. PRECINCT CHAIRMEN

- a. The role of the Precinct Chairmen shall be to organize their Precincts in accordance with Georgia Republican Party guidelines and Rules.
- b. They shall seek to Identify Republican Voters, Register Republican Voters, inform voters of all elections, Gilmer County Republican Party Events and serve as a contact person for campaign materials.
- c. They will lead Get Out the Vote (GOTV) efforts within their Precinct.

9. STATE AND DISTRICT COMMITTEE MEMBERS

All members of the District and State Republican Party Committees who reside in Gilmer County are voting members of the County Committee.

10. RESIDENT ELECTED OFFICIALS

All Republican state, county, and city elected officials residing in Gilmer County are deemed ex officio members.

11. COMMUNICATIONS DIRECTOR

The Communications Director shall be responsible for maintaining the County party website; maintaining the Facebook page and other social media; issuing email blasts or other communications as assigned; keeping a list of email addresses of people with whom the party regularly communicates; handling media requests; arranging for public notices or advertisements of meetings, events, or elections; and, such other duties as may be assigned by the County Committee or Chairman from time to time.

12. GENERAL COUNSEL

As appointed by the Chairman, the General Counsel will be available to answer legal questions and offer legal advice as needed. Should this person also meet the qualifications of the Parliamentarian, the same person may serve in both capacities.

13. PARLIMENTARIAN

As appointed by the Chairman, he or she shall be well versed in parliamentary procedures according to the most recent edition of Robert's Rules of Order; shall be well versed in the Gilmer County Republican Party by-laws, and the Rules of the

Georgia Republican Party. They may assist the Chairman by advising the Chairman on questions and rules. Should this person also meet the qualifications of the General Counsel, the same person may serve in both capacities.

14. SERGEANT AT ARMS

As appointed by the Chairman, the Sergeant at Arms shall maintain order and decorum at meetings and the County Convention as needed; and shall also act as the official timekeeper at the County Convention.

15. CHAPLAIN

As appointed by the Chairman, the Chaplain shall open meetings when called upon with an invocation for the blessings and guidance of Almighty God.

16. ABSENCE OF THE CHAIRMAN

In the absence of the Chairman, the presiding officer shall be determined by the following line of succession: First Vice Chairman, Second Vice Chairman, Secretary, and the Treasurer.

E. MEETINGS

1. At the call of the County Chairman, the County Committee shall hold a minimum of two (2) meetings annually. The County Chairman shall determine the specific time and date of said meetings. Additional County Committee meetings may be called by the County Chairman, or upon written notice requesting a meeting, presented to the Secretary by one-third (1/3) of the voting members of the County Committee.
2. All committee meeting notices shall be in writing and sent by facsimile, e-mail or U.S. Postal Service not less than ten (10) days prior to the date of regular or special meetings. Notice will designate time and place of meeting. Meeting place may also include meetings by conference call, video conferencing, or email.

F. TERM OF OFFICE. The officers and precinct chairmen shall be elected at the County Convention and Mass precinct meetings respectively. Their term of office shall begin upon adjournment of the County Convention except for officers and members elected between conventions to fill vacancies, in which case the term shall begin at time of election. All terms of office shall extend until the adjournment of the next odd year County Convention unless removed earlier in accordance with these rules.

G. CURRENT ADDRESSES. Members are responsible for keeping the Party informed of any changes in either postal or electronic mail addresses. Changes of address shall be forwarded to the Secretary, whose postal and email (if any) address shall be posted on the Party's web site.

H. REMOVAL FROM OFFICE

1. Any member of the County Committee may be removed from the County Committee for cause by a two-thirds (2/3) vote of a quorum of fifty (50) percent of the voting County Committee members present at any duly called meeting of the County Committee. However, such individuals must be given written notice of such meeting, sent at least twenty (20) days in advance, setting forth the grounds for removal, and such individual must be given the opportunity to be present, and to be heard in person and/or by any representative of his or her choice. "Cause" as used herein shall include:
 - a. Failure to perform duties of his or her office, or failure to attend three (3) successive called meetings either in person or by proxy, without cause,
 - b. Failure to participate in the affairs of the Party over a six-month time period, or
 - c. Conduct detrimental to the best interests of the Party.
2. All Members of the County Committee are expected to support the official qualified candidates of the Republican Party in all contested general elections and non-contested Republican Party elections. Public support of any candidate in opposition to the official Republican candidate in a general election by a County Committee member shall constitute conduct detrimental to the best interests of the party.
3. Qualifying to run for public office shall be deemed as an immediate resignation, except in an uncontested primary, in which resignation will be deemed immediate upon election in accordance with State Rules.
4. Appeals on removal from office may be addressed to the District Committee following the procedures in the Rules of the Georgia Republican Party, Article 8.

I. VACANCIES. Officer and Precinct Chairmen vacancies caused by death, resignation, continued failure to perform or termination of residence within the County, shall be filled by the County Committee by a majority vote of members present in person or by proxy. The Chairman or Acting Chairman shall call a meeting of the County Committee within ninety (90) days to fill vacancy. A ten (10) day written notice must be given.

ARTICLE IV. ORGANIZATION OF THE EXECUTIVE COMMITTEE

A. MEMBERSHIP. The Executive Committee shall consist of the following County Committee Officers:

1. Chairman
2. First Vice Chairman

3. Second Vice Chairman
4. Secretary
5. Treasurer
6. Immediate Past Chairman
7. Communications Director

All members shall be voting members, except the Communications Director.

B. DUTIES

1. The Executive Committee of the Gilmer County Republican Party shall have the duty, responsibility, power and authority to conduct the affairs of the Gilmer County Republican Party between meetings of the County Committee. The duties of the Executive Committee members shall be as delineated in Article III.D above.
2. The Executive Committee or County Chairman shall authorize and receive a formal or an informal audit of the books of Gilmer County Republican Party at least once each year.

C. MEETINGS

1. The Executive Committee shall meet at the call of the Chairman, or upon written request for a meeting to the Secretary by one third (1/3) of the members of the Executive Committee.
2. All committee meeting notices shall be in writing and sent by facsimile, e-mail or U.S. Postal Service not less than ten (10) days prior to date of regular or special meetings. Notice will designate time and place of meeting. Meeting place may also include meetings by conference call, video conferencing, or email.
3. An emergency meeting of the Executive Committee may be called without the ten day (10) day notice if approval is given by at least one third (1/3) of the Executive Committee members either by texts or email. The request for an emergency meeting must include the time, place and date for the meeting.
4. The Executive Committee shall organize meetings for the general membership of the Gilmer Republican Party. The meetings shall be used to further the message of the Party, hear from elected officials and candidates for office, and to discuss relevant issues of concern to the Party. There shall be no less than one (1) meeting of the general membership every two (2) months. General members shall be notified at least seven (7) days, but not more than thirty (30) days, prior to the meeting via newsprint, news sites, U.S. Postal Service, or social media.
5. All meetings of the membership or Committees shall be governed and conducted: first, in accordance with the Rules of the Gilmer County Republican Party and

second, except as modified by the Rules of the Gilmer County Republican Party, the latest edition of Robert's Rules of Order, Newly Revised.

D. QUORUM. A Quorum of the Executive Committee shall consist of fifty (50) percent of the voting members present either in person or by proxy. Proxy rules are the same as in Article III C.2 above.

ARTICLE V. CONTRACTS, CHECKS, DEPOSITS AND GIFTS

A. CONTRACTS. The Executive Committee may authorize any officer or officers, agent or agents of the Party, in addition to the officers so authorized by these bylaws, to enter into any contract or execute any instrument in the name of and on behalf of the Party, and such authority shall be confined to specific instances.

B. CHECKS, DRAFTS, ETC. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Party shall be signed by such officer or officers, agent or agents of the Party and in such manner as shall be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, the Treasurer or the Chairman shall sign such instruments.

C. DEPOSITS. All funds of the Party shall be deposited to the credit of the Party in such banks, trust companies, or other depositories as the Executive Committee may select.

D. GIFTS. The Executive Committee may accept on behalf of the Party any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Party.

ARTICLE VI. INDEMNIFICATION OF COMMITTEE MEMBERS

A. The Party shall indemnify an individual made a party to a proceeding because he or she is or was a member of the Executive Committee against liability incurred in a proceeding if the committee member conducted himself or herself in good faith and believed in the case of conduct in his or her official capacity with the Party, that his or her conduct was in the best interests of the Party or in all other cases, that his or her conduct was at least not opposed to the best interests of the Party and in the case of any criminal proceeding, the Committee Member had no reasonable cause to believe that his or her conduct was unlawful.

B. The termination of a proceeding by judgment, order, settlement or conviction is not of itself a determination that the committee member did not meet the standard of conduct previously described. The Party, however, may not indemnify a committee member in connection with a proceeding by or in the right of the Party in which the committee member was adjudged liable to the Party or in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

C. Indemnification herein permitted in connection with a proceeding by or in the right of the Party is limited to reasonable expenses incurred in connection with the proceeding and to the readily available liquid assets of the Party.

ARTICLE VII. BOOKS AND RECORDS

The Party shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Executive Committee, and any other body or bodies having any of the authority of the County Committee and shall keep at the registered or principal office a record giving the names and addresses of the Members. Any Member may inspect all books and records of the Party for any proper purpose at any reasonable time.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the Party shall begin on the first day of January in each year and shall end on the last day of December in the same year.

ARTICLE IX. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the laws of the State of Georgia or of any other jurisdiction or under the provisions of the Articles of Incorporation or the by-laws of the Party, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X. COUNTY CONVENTIONS AND MASS MEETINGS.

A. MEETING DATES. Pursuant to an official call of the Georgia Republican Party, County Conventions and Precinct Mass Meetings shall be held in each odd numbered year to conduct business including, but not limited to, electing party leadership. Subject to a call from the Georgia Republican Party, additional County Conventions and Precinct Mass Meetings shall be held each presidential election year to conduct business including, but not limited to, electing Delegates and Alternate Delegates to the District and State Republican Conventions.

B. ELECTION OF DELEGATES. Delegates and Alternate Delegates to the County Conventions shall be elected at Mass Meetings held in accordance with the Call of the Georgia Republican Party. In conformity with the Rules of the Georgia Republican Party only Delegates and Alternate Delegates elected at a Precinct Mass Meeting may participate in a County Convention.

C. RULES OF ORDER. All Mass Meetings and the County Convention shall be governed and conducted: first, in accordance with the Rules of the Georgia Republican Party and the Call, and second, except as modified by the Rules of the Georgia Republican Party or the Call or, with regard to the County Conventions, by the rules of the County party, the latest edition of Robert's Rules of Order, Newly Revised.

D. RESOLUTIONS. The following shall be used as a procedure for all submitted resolutions to the Rules and Resolutions committee.

1. Resolutions must be submitted in advance to the Rules and Resolutions Committee by the date set by the Committee.
2. The Rules and Resolutions Committee shall review proposed Resolutions and make its recommendation to the County Convention for those Resolutions it proposes be adopted by the Convention.
3. Adopted Resolutions shall be distributed in accordance with the directions in the Resolutions themselves; if there is no direction, the Committee shall recommend a distribution, which may include sending the Resolution to elected officials, to the Resolutions Committee for the Ninth District Convention, or more, as appropriate.

F. STANDING RULES FOR CONVENTIONS AND MASS MEETINGS

1. Registration for Mass meetings and Conventions must close at their exact designated time. An official clock must be designated and at the appointed hour, a designated official shall stand at the end of any registration line in which there are potential delegates and alternates who are in line to register. Only guests may enter the line after the appointed hour.
2. Cell Phones and other electronic devices shall be turned off during a Precinct Mass Meeting or a County Convention. This rule shall not apply to emergency personnel and first responders or any individual with permission from the Chairman.
3. No signs or placards are allowed within the delegation during Mass Precinct Meetings or County Conventions unless authorized by the Chairman.
4. When the Mass Meetings have been called to order no one may move from one precinct to another and no one from a precinct may give names to a different precinct.
5. Persons who are not present at Mass Meetings may not be a Delegate/Alternate at the County Convention unless someone from their precinct already has the information needed. Full Name, address, telephone number, and email. If this information is not submitted the name will not be accepted. Phone calls, texts are not permitted during Mass Meetings.
6. The Credentials Committee shall make its report before any official convention business can take place. Neither the Credentials Committee nor the convention has the authority to seat any delegate or alternate who was not registered or in line to register at the appointed deadline.

7. The Convention shall elect a Chairman and Secretary. The Chairman shall appoint a Parliamentarian and a Sergeant at Arms.
8. Signs will designate seating areas for Delegates and Alternates. Only those with proper credentials may be seated in those areas so designated.
9. Convention Committees may not be in session while the Convention is in session and transacting business. The Committees shall report to the Convention at the prescribed time, presenting for vote those items requiring a convention vote.
10. Anyone who wants to be nominated for any Party office, Delegate or Alternate must be interviewed by the Nominating Committee prior to the County Convention. Interview dates, time, and location will be set by the Chairman of the Nominating Committee and will be at least one week or more prior to the County Convention. The Nominating Committee may use such criteria as it deems appropriate in selecting nominees, giving priority to service to the Party, including but not limited to attending meetings and events, serving as a party or precinct officer, or volunteering for get-out-the vote efforts.
11. In the event more than one candidate is nominated for a position, each candidate will be given two minutes to address the convention.
12. In order to facilitate Convention business, the Chair may change the order of scheduled speakers for the presentation of the Credentials Committee and for appropriate voting.
13. Participants failing to comply with these rules will forfeit their delegate or alternate designation and will be removed from the proceedings.
14. If any Precinct does not caucus, or does not elect a full delegation, any unfilled positions may not be filled with delegates or alternates from another precinct.
15. The County Chairman may appoint a temporary Precinct Chairman for each Precinct Meeting, giving preference where possible to the ranking officer of each Precinct.

ARTICLE XI. ALLOCATION OF DELEGATES AND ALTERNATE DELEGATES TO THE CONGRESSIONAL CONVENTIONS AND TO THE GEORGIA STATE CONVENTION.

A. Delegates and Alternate Delegates allocated to Gilmer County for the Congressional District(s) and the Georgia State Republican Conventions shall be elected at the County Convention.

B. District and State Convention Delegates and Alternate Delegates, shall be allocated according to the rules of the Georgia Republican Party. These allocation numbers shall be set forth in the Official Call for said conventions.

ARTICLE XII. CONFLICT OF RULES.

To the extent that any rule herein, or section thereof, is or becomes in conflict with the rules of the Georgia Republican Party or the Georgia Election Code, such rule or section thereof is superseded thereby and void, and the remainder of these Rules shall not be affected.

ARTICLE XIII. AMENDMENTS.

A. These Rules may be amended in following ways:

1. By a majority vote, a quorum being present, at any County Convention of the Gilmer County Republican Party.
2. By a two-thirds (2/3) vote, of a quorum of fifty (50) percent being present, at any County Committee meeting of the Gilmer County Republican Party. Each member of the County Committee shall be given written notice, at least thirty (30) days prior to the meeting, setting forth the intention to amend the rules, and details of the proposed amendment(s). Changes made by the County Committee must be validated by a majority vote of the membership at the next regular meeting.

B. Said amendment(s) and Rules shall become effective when adopted and filed with the Gilmer County Probate Court unless otherwise provided.

ARTICLE XIV. OFFICES

A. The Party shall have and continuously maintain in Gilmer County a registered agent as required by law and who is an officer of the Party. This registered agent will be noted with the Secretary of State Corporate Records.

B. The Party may have such other informal offices within Gilmer County as the County Executive Committee may determine or as the affairs of the Party may require.

ARTICLE XV. APPROVAL OF THE BYLAWS

These bylaws shall be ratified as the last order of business at each convention.

Amended and adopted at the County Convention March 9, 2013.
Amended and adopted at the County Convention March 14, 2015.
Amended and adopted at the County Convention March 15, 2016.

Ratified with no changes at the County Convention March 14, 2017.
Amended and adopted at the County Convention March 9, 2019.
Ratified with no changes at the County Convention April 17, 2021

The undersigned hereby certify that the above is a true and correct copy of the Bylaws of the Gilmer County Republican Party as adopted at the County Convention this 9th day of March 2019:

Signed:

Convention Chairman

Convention Secretary

The undersigned acknowledges receipt of the Bylaws of the Gilmer County Republican Party as adopted March 9, 2019 and submitted for filing of record this ____ day of _____ 2019, in Gilmer County, Georgia.

Judge, Gilmer County Probate Court

Notary Public