

# ARTICLE I

## Name & Purpose

The name of this organization shall be the Oregon Republican Party (hereinafter referred to as the State Central Committee). The trade name of the organization shall be the Oregon Republican Party (ORP).

The purpose of the State Central Committee shall be:

To elect Republicans, who promote the platform of the Oregon Republican Party, to public office,

To insure growth of the Republican Party, through voter registration and volunteer force, to make the Oregon Republican Party the number one national party in Oregon,

To lead, contribute, and participate in the establishment of a Republican Party organization that is an effective vehicle for setting public policy through its platform,

To coordinate, encourage, and assist county growth through the County central committees,

To plan, organize, administer, and finance the State Central Committee's operations to accomplish the other stated purposes.

# ARTICLE II

## Authority

### Section A. Authority.

The ORP State Central Committee is the highest Party authority in the State and has sole authorization to adopt rules or resolutions for all matters of Party government. Accordingly, these Bylaws and/or any rules adopted by the ORP State Central Committee from time to time define the manner in which the Party is to be organized and operated. Except as otherwise provided by these Bylaws, it is not the intent of the ORP State Central Committee to conform with ORS 248.012 to 248.316, as amended.

### Section B. General.

These Bylaws shall become effective upon their adoption and shall be used to govern the State Central Committee of the Oregon Republican Party until these Bylaws are amended.

# ARTICLE III

## ORP State Central Committee

### Section A. Precinct Committeepersons.

In order to provide an equitable manner in which to select members of the county central committees, and ultimately the ORP State Central Committee, the Oregon Republican Party intends to participate in elections for precinct committeepersons as provided in ORS 248.015 to 248.029, as amended.

### Section B. Membership.

The Central Committee of the Oregon Republican Party (hereinafter referred to as the "ORP State Central

Committee”) shall consist of two delegates from the county central committee of each county, who shall be the county Chairman and county Vice-Chairman, unless otherwise provided in county Bylaws; and other delegates from each county equal to the number of voters in the county affiliated with the Party and registered for the General Election, divided by 15,000. If the remaining number exceeds 7,500, one additional delegate shall represent the county. Such delegates, and an equal number of alternates, shall be selected by the county central committee at the same time and in the same manner as county officers are elected.

The duly elected Chairman, Vice-Chairman, Secretary, Treasurer, National Committeeman and Committeewoman of the Oregon Republican Party, and the Chairman and Vice-Chairman of the Congressional Districts or their alternates shall be voting members of the ORP State Central Committee. The officer presiding over any meeting of the ORP State Central Committee may vote to make or break a tie vote of the ORP State Central Committee. However, if the presiding officer is a delegate of the ORP State Central Committee, he may cast a vote in an election where a secret ballot is used. In the event of the absence of any member named in this paragraph, a proxy shall not be seated.

When a delegate from a county central committee is unable to attend a meeting of the ORP State Central Committee, an elected alternate delegate from the county central committee may attend the meeting. In the absence of both, a proxy may be seated, as provided in Article V, Section A.

In addition to the alternate delegates described in Article III, Section B, (paragraph 1) The elected Secretary and Treasurer of each county organization shall be considered Alternate Delegates. They shall have priority seating over proxy holders, but shall not be seated ahead of elected Alternates.

The following officeholders, when registered as members of the Oregon Republican Party, shall be non-voting members of the ORP State Central Committee:

- A. Governor
- B. Secretary of State
- C. State Treasurer
- D. Attorney General
- E. Labor Commissioner
- F. A member of the Republican caucus of the Oregon State House of Representatives designated by the caucus
- G. A member of the Republican caucus of the Oregon State Senate designated by the caucus.

Section C. Term of Office.

The term of office for delegates to the ORP State Central Committee shall be from the County Biennial Organizational Meeting until their successors are qualified and elected.

## **ARTICLE IV**

Meetings

Section A.

The Biennial Organizational Meeting of the ORP State Central Committee shall be held not earlier than January 1 and not later than February 28 of odd-numbered years.

The retiring Chairman shall call the meeting by proper notice at a time and place designated by the retiring Chairman.

The purpose of the meeting is to elect officers as provided in Article VII.

At the organizational meeting the retiring Chairman shall cause all property, records, and funds owned or controlled by the ORP State Central Committee to be delivered to the newly elected officers of the newly organized ORP State Central Committee.

Notice will be sent by first-class mail or electronic mail, unless a member has indicated in writing another method of preferred notice, in which case notice will be sent according to the preferred method. First class US mail is always sufficient. Notice of regular meetings must be issued at least thirty (30) days prior to the meeting. Notice of other meetings will be at least (30) days unless these bylaws authorize a shorter notice period. *(Amended 5/21/2011)*

#### Section B.

Regular Meetings of the ORP State Central Committee shall be called at least two times during even-numbered years. During odd-numbered years, they shall be called at least three times. At least one meeting in each year shall be held in eastern Oregon and at least one meeting each year shall be held in western Oregon. *(Amended 5/21/2011)*

Central Committee or Executive Committee meetings will be conducted in person at a designated place and time, on a conference call at a designated conference call-in number and time, or a combination of in person and conference call with a designated place, conference call-in number, and time at the Chairman's discretion. If any members attend by conference call, then all votes will be conducted by roll call. Conference call may not be used at the Biennial Organization Meeting or at any meeting where election of officers is conducted. Alternately, business may be conducted on a specific subject, as outlined in Section G.

Notice of regular meetings should be issued at least thirty (30) days prior to the meeting.

#### Section C.

A Petitioned Meeting shall be called by the Secretary when requested by one delegate from at least nineteen (19) counties. Petition forms shall be separate, but substantially identical for each county and shall prescribe the date of the meeting, the main purpose, and city in which the meeting is to be held. Petitions shall be filed with, or received by, the Secretary at least 14 days prior to the date specified for the meeting. After receiving signed petitions from at least 19 counties, the Secretary shall promptly make the necessary arrangements and mail the required notices.

#### Section D.

A Special Election Meeting shall be one called by the ORP Executive Committee for the purpose of filling a vacancy as prescribed in these Bylaws and for no other purpose. Written notice of a special election meeting shall be sent at least fourteen (14) days prior to the meeting.

#### Section E.

No business shall be conducted at any meeting until a quorum, as defined in Article V, Section B, is present. Failure to give the required 30 day written notice of the meeting shall invalidate the business of the meeting. The date of the issuance of the notice shall determine compliance with notice requirements under these Bylaws.

#### Section F. Resolutions.

No resolution shall be considered at any meeting of the ORP State Central Committee unless it has first been submitted to the Chairman not less than 30 days prior to the day of the meeting. The foregoing shall not apply to resolutions introduced by a Resolutions Committee duly appointed by the Chairman prior to a particular meeting.

#### Section G. Business By Mail, Fax, Email, or Conference Call.

Any business of the ORP State Central Committee may be conducted by mail, fax, email, or conference call. The Chairman shall mail, via first class mail, fax, email, or initiate conference call, notice of proposed action(s) to each member of the ORP State Central Committee. Such proposals are not amendable and can only be voted upon as stated in the notice.

All “yes” or “no” responses from ORP State Central Committee members which are postmarked within 14 days of the date of the notice, and which are received by the Chairman within twenty-one (21) days of the date of the notice shall be counted in determining the outcome of the vote by mail.

All “yes” or “no” responses from ORP State Central Committee members which are received by the Chairman within 5 days of the date of the notice by fax or email, or recorded the same day by voice vote during the conference call shall be counted in determining the outcome of the vote-by fax, email, or conference call.

#### Section H. Credentials.

There shall be a standing committee on credentials consisting of the Chairman and Vice-Chairman of each of the five congressional districts, or their alternate. The Chairman of the credentials committee shall be appointed, by the Chairman of the Oregon Republican Party, from among the members of the credentials committee.

#### Section I. Credentials Challenges and Rules.

All challenges to an entire delegation shall be in writing and signed by the profferer.

A challenge to a delegation shall specify the reason for the credentials challenge and provide, as exhibits, all supporting documentation.

Notice of the challenge shall be sent via certified mail to the party office, the Chairman of the credentials committee, and to the Chairman, Vice-Chairman or Secretary of the challenged delegation at least ten days prior to a meeting of the ORP State Central Committee.

Challenges to the qualifications of an individual delegate, alternate delegate or proxy must specify the reason for the challenge and must be made prior to the acceptance by the ORP State Central Committee of the challenged delegate’s credentials.

Rules regarding credentialing may be adopted by the credentials committee. Notice of the rules shall be provided to the ORP State Central Committee.

## **ARTICLE V**

### Proxies and Quorum

### Section A. Proxies.

Written proxies signed by the absent delegate or alternate delegate may be used in balloting on business before the ORP State Central Committee. Signed proxies may be transmitted electronically. A proxy holder must be a registered Republican in the county of the delegate represented by the proxy. No particular form is necessary, but the proxy form shall include the name and address of the proxy holder, the name and office of the person represented, and such other information as the officeholder desires. A proxy from a delegate shall take precedence over a proxy from an alternate delegate. No county shall be entitled to more votes than the number allowed in Article III. No delegate or holder of a proxy shall have more than one vote. Members who are described in Article III, Section B (2), may not give proxies.

### Section B. Quorum.

A delegate or alternate delegate, in person (or in proxy) from each of a majority of the counties and a majority of the members present constitutes a quorum of the ORP State Central Committee. A quorum applies to all business conducted, whether in a meeting or via mail, fax, email, or conference call.

## ARTICLE VI

### Elections

Section A. Secret Ballot. All elections pertaining to officers, delegates, and alternates at all levels of the party organization, including state, congressional districts, and county, shall be by written, secret ballot, unless the election is uncontested.

Section B. Selection of Electors. In the year when a President and Vice President of the United States are to be nominated and elected, selection of candidates for the elector(s) of the President and Vice President shall take place at District Conventions held pursuant to Article XIV, Section A. *(Amended 5/21/2011)*

## ARTICLE VII

### Officers

#### Section A. Number.

There shall be four elected officers of the ORP State Central Committee: a Chairman, a Vice-Chairman, a Secretary, and a Treasurer.

#### Section B. Qualifications for Office.

Any person who has been a registered Republican for six (~~6~~) months, and who is currently living in the state of Oregon, shall be eligible to hold office.

#### Section C. Election.

In the election of officers, only duly elected delegates to the ORP State Central Committee, their alternates or proxies, may vote. All officers shall be elected by a majority of those present and voting.

#### Section D. Term of Office.

There shall be one elective term of office each biennium for elected officers.

Persons elected to fill a vacancy shall be elected to complete the unexpired term of office.

Section E. Recall.

At any duly called meeting, any one or all of the elected officers of the ORP State Central Committee may be recalled by a majority vote of the members present; provided that a petition or petitions signed by a majority of the ORP State Central Committee delegation, representing at least 19 counties requesting said recall, have been filed with the Secretary at least 14 days prior to the meeting. Upon submission to the Secretary, of said Petition or Petitions, the Secretary shall notify in writing; the officer to be recalled and the ORP State Central Committee, at least ten (10) days prior to said meeting, that a recall vote will be held at a Regular or Petitioned meeting, as the case may be, and, if requested in said Petition or Petitions, that if such officer is recalled, a special election will be held at such meeting to fill the vacancy so created.

Section F. Vacancies in Office.

If any office prescribed in Section A of this Article is vacant, the Executive Committee shall select one of its members as a temporary officer to perform the duties of the office until the officer is duly elected. In the case of a vacancy in the office of the State Chairman, the State Vice-Chairman shall automatically assume the position of State Chairman until such time as an election can be held pursuant to these Bylaws or the Oregon Revised Statutes.

The Executive Committee shall direct the Secretary (or Temporary Secretary) to immediately notify the membership of the vacancy, the action taken in filling the vacancy, and except as provided in Section F (3), the ORP Executive Committee shall direct the Secretary to mail notices of a special election meeting to be held within thirty (30) days after the date of the vacancy.

If the vacancy occurs within two months before the date when a meeting is required by Oregon law or under the provisions of the Bylaws, the ORP Executive Committee may suspend calling a special election meeting, in which case the vacancy shall be filled at the regular meeting.

## **ARTICLE VIII**

### **Powers and Duties of the State Chairman**

In addition to performing the duties, outlined in other Articles of these Bylaws, and the duties of any organizational president, the State Chairman shall:

Section A.

Subject to the control of the ORP State Central Committee and the ORP Executive Committee, have general charge of the affairs of the Oregon Republican Party in Oregon. He or she shall promote the interests of the Oregon Republican Party and the national Republican Party.

Section B.

Call meetings as prescribed in these Bylaws.

Section C.

Hire, dismiss, supervise, and direct all employees of the ORP State Central Committee without need of approval by the ORP Executive Committee of the ORP State Central Committee, except the Chairman shall not enter into employment contracts without prior approval of the ORP Executive Committee.

Section D.

Appoint the following standing committees:

- (1) A Finance Committee consisting of five or more, members which shall include the State Treasurer and the State Finance Chairman;
- (2) A Candidate Assistance Committee;
- (3) A Precinct Organization Committee;
- (4) A Budget Committee consisting of one or more representatives from each congressional district and the State Party Treasurer who shall act as Chairman of the Committee;
- (5) A Bylaws Committee;
- (6) A Rules Committee; and
- (7) A Resolutions Committee.

Section E.

Appoint the Chairman of each standing committee (except the Budget Committee, the Chairman of which shall be the State Party Treasurer) with the advice and consent of the ORP Executive Committee.

Section F.

Appoint ad hoc committees to serve at the pleasure of the Chairman.

Section G.

Make a report to the ORP State Central Committee at each meeting. This report shall include a summary of the Chairman's activities and actions of the ORP Executive Committee during the interval between meetings of the ORP State Central Committee.

Section H.

Have the power to negotiate fidelity bonds for those officers and employees that the State Chairman designates.

Section I.

Have the authority to file with the Secretary of State, a typewritten statement of arguments for the success of the Party's principles and election of the Party's candidates on a statewide basis and opposing the principles and candidates of other political parties or organizations on a statewide basis.

## **ARTICLE IX**

### **Powers and Duties of the Vice-Chairman**

Section A.

The Vice-Chairman shall have such powers and perform such duties as may be assigned from time to time by the Chairman.

Section B.

If the Chairman is temporarily unable to perform the duties of the office, the Vice-Chairman shall perform and assume all of the duties of the office. If the office of the Chairman becomes vacant, the Vice-Chairman shall immediately call a meeting of the ORP Executive Committee.

## **ARTICLE X**

### **Powers and Duties of the Secretary**

Section A.

The Secretary shall be responsible for keeping the minutes of all meetings of the ORP State Central Committee and the Executive Committee in books provided for this purpose. The official minutes notebooks shall be kept at Party headquarters. Minutes of all meetings shall be transcribed within ten days after the meeting and within fifteen (15) days when the Executive Committee and ORP State Central Committee meetings are held on the same or consecutive days. The original copy shall be mailed or delivered to Party headquarters and a copy retained by the Secretary at his or her residence. A copy of the ORP State Central Committee minutes shall be delivered within a reasonable time to each member of the ORP State Central Committee. A copy of the Executive Committee minutes or a report of Executive Committee meetings shall be delivered within a reasonable time to each member of the ORP State Central Committee.

#### Section B.

An up-to-date roster of all county officers shall be maintained by the Secretary at Party headquarters and at his or her residence. If the Secretary finds unfilled vacancies in county offices, he or she shall immediately notify the State Chairman.

#### Section C.

The Secretary shall be responsible for mailing notices of all meetings of the ORP State Central Committee, Executive Committee, and Congressional Districts when called by the State Chairman. The Secretary shall also mail an appropriate notice to alternate delegates prior to each ORP State Central Committee meeting.

#### Section D.

Immediately after the primary election, the Secretary shall notify the county chairman and secretary of the retiring county central committees of their statutory duty and encourage them to promptly call county biennial meetings as prescribe by these bylaws. The Secretary shall advise each county secretary of the importance of immediately mailing a list of newly-elected officers to State Headquarters.

## **ARTICLE XI**

### Powers and Duties of the Treasurer

#### Section A.

The Treasurer shall act as the fiscal agent for the ORP State Central Committee for the receipt and disbursement of all funds. Money belonging to the ORP State Central Committee shall be deposited and maintained as directed by the ORP Executive Committee.

#### Section B.

The Treasurer shall keep a complete account of all receipts and disbursements in a manner prescribed by the ORP Executive Committee and in accordance with generally accepted accounting practices for political action committees. At a minimum, report shall include a statement showing receipts, disbursements, and relationship of both to the budget.

#### Section C.

The Treasurer shall assure compliance with all local, state and federal laws relating to the financial affairs of the Oregon Republican Party.

## **ARTICLE XII**



## The Executive Committee

### Section A. Membership.

The ORP Executive Committee shall consist of the following voting members:

- (1) State Chairman, who shall be the Chairman of the Executive Committee;
- (2) The State Vice-Chairman;
- (3) The State Secretary, who shall also serve as Secretary of the ORP Executive Committee;
- (4) The State Treasurer;
- (5) The National Committeeman;
- (6) The National Committeewoman;
- (7-16) The Congressional District Chairmen and Vice-chairmen or, if absent, their alternates such that each Congressional District may cast a maximum of two votes as outlined in Section I of this Article;
- (17) The State Finance Chairman;
- (18) The State Precinct Organization Chairman;
- (19) A member of the Oregon Republican Congressional delegation designated by a majority of the members or their designated representative who will serve until the Oregon Republican Party organization meeting;
- (20) A Republican elected to statewide partisan office designated by a majority of such elected Republicans or their designated representative who will serve until the Oregon Republican Party organization meeting;
- (21) A member of the Republican caucus of the Oregon State Senate designated by that caucus or their designated representative who will serve until the Oregon Republican Party organization meeting; and (22) A member of the Republican caucus of the State House of Representatives designated by that caucus or their designated representative who will serve until the Oregon Republican Party organization meeting;

### Section B. Appointed Members.

Numbers 17 and 18 listed in Section A of this Article, and all other appointees, shall be appointed by the State Chairman. All appointees shall serve at the pleasure of the Chairman and their term of office shall automatically expire when a new State Chairman assumes office.

### Section C. Ex-Officio Members.

Any person who has served as State Chairman within the last two years; the legal counsel; the Chairmen of the Bylaws Committee, the Rules Committee, and the Resolutions Committee, and such other Committee Chairmen as the Chairman may designate, shall be ex-officio members of the ORP Executive Committee, but shall not have voting privileges.

### Section D. Regular Meetings.

During even-numbered years, the Executive Committee shall meet at least once every two months on call of the Chairman. During odd-numbered years, it shall meet at least once every three months on call of the Chairman. In lieu of meeting "on call of the Chairman," the Executive Committee may, in its rules of procedure, establish regular meeting times and direct the Secretary to automatically mail notices for such meetings.

### Section E. Petitioned Meetings.

Upon receipt of a petition signed by at least six voting members of the Executive Committee demanding a meeting of the Executive Committee, the Secretary shall call a meeting within 14 days of the receipt of such request, and mail the required notices.

### Section F. Quorum.

A quorum shall consist of a majority of the voting members, except that members numbers 19, 20, 21 and 22 shall not be counted as voting members for purposes of determining a quorum.

#### Section G. Powers And Duties Of The Executive Committee.

Subject to the direction of the ORP State Central Committee and to the provisions of these Bylaws, during the intervals between ORP State Central Committee meetings, the Executive Committee shall carry on the business of the ORP State Central Committee and shall possess and may exercise all of the powers of the ORP State Central Committee, except those reserved specifically to the ORP State Central Committee action. The Executive Committee may by a two-thirds vote adopt resolutions consistent with the party platform on legislative issues on behalf of the party.

With the assistance of the State Finance Chairman and the Budget Committee, the Executive Committee shall consider and approve a State Finance plan and periodic budgets for the ORP State Central Committee. Both the finance plan and each budget shall be submitted to the ORP State Central Committee for its approval and final adoption. The Executive Committee may amend any finance plan or budget previously adopted by the ORP State Central Committee. The total budget shall become effective only if a petitioned meeting of the ORP State Central Committee to review such increase has not been requested within 14 days after the Secretary has mailed written notice to the ORP State Central Committee of such increase in the budget.

#### Section H.

A salaried employee of the ORP State Central Committee shall have no vote in matters pertaining to his/her employment in Executive Committee meetings.

#### Section I. Voting By Congressional District Officers.

Any two Congressional District officers, or their alternates, present at an Executive Committee meeting may cast the votes of the congressional district from which they were elected. The Alternate Chairman may cast the vote of the absent Vice-Chairman in the event of the concurrent absence of the Alternate Vice-Chairman. The Alternate Vice-Chairman may cast the vote of the absent Chairman in the event of the concurrent absence of the Alternate Chairman. In no case, may one individual cast more than one vote, nor may more than two votes be cast by the representatives of any one congressional district.

## **ARTICLE XIII**

### National Committeeman and National Committeewoman

#### Section A. Qualifications for National Committeeman and National Committeewoman.

A candidate for National Committeeman and National Committeewoman shall be:

A registered Republican in the State of Oregon 180 days before the Primary Election.

Notification of candidacy for National Committeeman or National Committeewoman must be made in writing to the ORP State Central Committee 45 days prior to the Election. *(Amended 2/4/2012)*

#### Section B. Election of National Committeeman and National Committeewoman.

The National Committeeman and National Committeewoman shall be elected by the ORP State Central Committee at the first ORP State Central Committee Meeting held in the Presidential Election year, with 60 day notice. *(Amended 5/21/2011)*

Section C. Term of Office for National Committeeman and National Committeewoman.

The term of office for the National Committeeman and National Committeewoman shall be for four years and shall comply with the rules of the Republican National Committee.

Section D. Recall.

At any duly called meeting, either the National Committeewoman or National Committeeman may be recalled by a majority vote of the members present; provided that a petition or petitions signed by a majority of the ORP State Central Committee delegation, representing at least 19 counties requesting said recall, have been filed with the Secretary at least 14 days prior to the meeting. Upon submission to the Secretary, of said Petition or Petitions, the Secretary shall notify in writing; the office holder to be recalled and the ORP State Central Committee, at least ten (10) days prior to said meeting, that a recall vote will be held at a Regular or Petitioned meeting, as the case may be, that if such office holder is recalled, a special election will be held at such meeting to fill the vacancy so created.

Section E. Vacancy In Office of National Committeeman or National Committeewoman.

In the case of a vacancy in the office of National Committeeman or National Committeewoman, the ORP State Central Committee shall elect a successor.

## **ARTICLE XIV**

Congressional District  
Organizational Activities

Section A. Congressional District Convention.

The duly elected Precinct Committeepersons of every county, or portions thereof, within each congressional district shall convene at a time and place designated by the State Chairman for the purpose of:

Electing from the delegates, a Congressional District Chairman and Vice-Chairman, and Alternate Chairman and Alternate Vice-Chairman, and other officers as deemed necessary.

Electing delegates and their alternates to the Republican National Convention. The meeting shall be held not later than forty (40) days after the May Primary held in the presidential election year. Election of officers, delegates, and their alternates shall be by ballot.

Section B.

Term of Office for the Congressional District officers shall be from the Congressional District Convention until their successors are qualified and elected.

Section C. Vacancies in Congressional District Office.

If one of the offices of Congressional District Chairman or Vice-Chairman becomes vacant, the respective Alternate Chairman or Vice-Chairman shall succeed to the office. If one of the alternate district positions becomes vacant, the remaining officers and the county chairs of the affected counties shall elect a new alternate.

Section D. Expenditure of Funds.

With the approval of the majority of the county chairs and district officers, in the effected districts, a budget for the use of district funds may be implemented.

Section E. Approved Activities.

The Congressional District officers may use District funds to facilitate District Conventions, communications, candidate recruitment, candidate Primary debates, candidate assistance in General elections, volunteer training and other activities as approved by a majority of the Congressional District officers, or their Alternates and the Chairs of counties within the affected District.

Section F. District Conventions.

Notwithstanding any district convention rules, the ORP may canvass the precinct committeeperson election results for one or more of the Oregon counties and issue its own notice of election to any precinct committeeperson who has been duly elected in the primary election. This notice will serve as a substitute for any county notice of election or certification of election. The ORP notice of election is sufficient to authorize a precinct committeeperson to participate in the congressional district conventions until such time as the official state or county notification is received. Notice of election shall be issued only to precinct committeepersons who have been duly elected under the Oregon election process.

Notwithstanding any district convention rules, the ORP shall recognize written county notices of election presented by elected write-in candidates at the congressional district conventions and timely notification of district conventions is waived for precinct committeepersons elected by write-in.

## **ARTICLE XV**

### The County Central Committee

Section A. Membership.

The county central committee shall be comprised of all Republican precinct committeepersons of the county who were duly elected pursuant to ORS or have been appointed pursuant to county rule.

Section B. Authority.

The county central committee is the highest party authority in county party matters and may adopt bylaws, rules or resolutions for any matter of county party government which are not in conflict with these bylaws.

Section C. Financial Responsibility.

Under no circumstances shall the Oregon Republican Party, the ORP State Central Committee, or any individual officer or employee of the ORP be liable for debts and contracts of a County Central Committee.

Section D. County Bylaws.

Each county central committee shall adopt bylaws to be approved by the State Executive Committee.

Section E. Organizational Meeting.

Upon the call of the retiring Chairman of the county central committee, the county central committee shall hold an organizational meeting no earlier than the date of the General Election, nor later than November 25, of even-numbered years.

Notice of such meeting must be mailed, no later than ten days prior to the date of the meeting, to all certified Republican precinct committeepersons elected during the primary election of that year or appointed pursuant to county rule. A copy of the notice must also be sent to the ORP State Central

Committee no later than ten days prior to the date of the meeting.

The purpose of the meeting is to elect officers for the county central committee and to elect delegates and alternate delegates to the ORP State Central Committee pursuant to these Bylaws and to conduct any other business deemed appropriate by the county central committee.

A person appointed to fill a vacancy in the office of precinct committee person may not vote on the election of county central committee officers at the organizational meeting of the newly elected committee, but may vote to fill any vacancy in a committee office after the organizational meeting.

Section F. Notice to the ORP State Central Committee.

Within five business days of the county organizational meeting, the newly elected chairman of the county central committee shall cause notice to be provided, in writing, of the names of each county officer and the names of each delegate and alternate delegate to the ORP State Central Committee. The county central committee must also provide a current copy of all county Bylaws and rules to the ORP State Central Committee no later than November 30 of each even-numbered year.

Section G. Notice to County Clerk.

Within five business days of election, the newly elected chairman of the county central committee shall cause a notice to be provided to the county clerk's office designating the newly elected county chairman as the official authorized to communicate with and receive notices from the county clerk on behalf of the Oregon Republican Party's affiliate within the county.

Section H. Notice to Secretary of State.

Within five business days of the election, or within five business days of the final C&E due date which ever is later, the newly elected chairman of the county central committee shall cause all appropriate forms to be filed with the Secretary of State's office which will provide adequate notice to that office of the change in party leadership and which will officially transfer responsibility for contribution and expense reporting to the new officers.

Section I. Failure to Organize.

In the event that a county central committee fails to organize, the Chairman of the ORP State Central Committee may appoint a temporary county chairman for the purpose of calling an organizational meeting. The temporary chairman must call an organizational meeting within sixty (60) days of his or her initial appointment. Until officers and delegates are duly elected, but in no event for a period which exceeds 60 days, the Temporary Chairman may represent the county central committee as a temporary delegate to the ORP State Central Committee.

## **ARTICLE XVI**

### State Convention

The State Convention shall be called between August and October of odd numbered years at a time and place designated by the Chairman of the ORP State Central Committee, in conjunction with a meeting of the ORP State Central Committee.

Section A.

The purpose of this convention shall be to:

Consider amendments to the party platform;  
Consider other matters that may come before the convention. *(Amended 5/21/2011)*

#### Section B. Delegates to the State Party Convention.

Delegates to the State Party Convention shall consist of the following candidates and officers of the Party nominated or elected at the Primary Election. Officeholders or candidates include:

- (1) US Senator(s)
- (2) US Representative(s)
- (3) Statewide officeholders
- (4) State Senators
- (5) State Representatives
- (6) Delegates or their alternates to the ORP State Central Committee
- (7) Additional delegates from each county on the basis of one delegate or alternate for every 5,000, or major fraction thereof, registered Republicans who were registered by the primary election.

Each delegate shall be a delegate-at-large and shall have only one vote. No proxy shall be allowed in the State Party Convention.

#### Section C. Quorum.

A majority of those eligible under numbers 6 and 7 of Section B constitutes a quorum.

## **ARTICLE XVII**

### National Convention

#### Section A. Delegates to the National Convention.

On or before October 1 of the year before the year in which the national convention is to be held, the Oregon Republican Party State Central Committee shall adopt and certify and file with the Republican National Committee special rules to provide for the selection of delegates and alternate delegates to the Republican National Convention. These special rules shall

- (1) be consistent with the Bylaws of the Oregon Republican State Central Committee; and
- (2) adhere to the most recent rules adopted by the Republican National Convention.

Such special rules for the selection of Delegates to the Republican National Convention shall be enacted in the same manner as Bylaws and that procedure shall conform to Article XXVI. These special rules for the selection of delegates to the Republican National Convention shall only be in effect for the convention for which they were enacted.

#### Section B. Delegate Conduct at the Republican National Convention.

Candidates for delegate and alternate to the Republican National Convention must state which Presidential Preference Primary candidate they favor, and will be listed as running for one of the delegate positions assigned to that presidential candidate. Each person selected as a delegate or alternate shall sign a pledge that he/she shall vote at the National Convention for the candidate for the President of the United States he/she favors until the candidate is:

- (1) nominated;
- (2) receives less than 35% of the votes for nomination at the convention;
- (3) releases the delegate from the pledge; or

(4) until two convention nominating ballots have been taken.

Should a delegate or alternate refuse to cast his/her vote in accordance with this pledge, as required by both the Bylaws of the Oregon Republican Party Central Committee and the Oregon Revised Statutes, the Chairman of the Oregon delegation to the National Convention shall report to the convention floor that delegate's vote in accordance with such laws and rules until such time as that delegate is released from his/her pledge.

## **ARTICLE XVIII**

### **Budget**

#### **Section A.**

The Budget Committee shall submit a proposed budget to the Executive Committee at least ten days in advance of action on the proposed budget by the Executive Committee. The Executive Committee shall send a proposed budget to the members of the ORP State Central Committee not less than ten days in advance of the meeting at which the proposed budget is to be considered by the ORP State Central Committee. A budget shall be submitted for adoption by the ORP State Central Committee in advance of its effective date.

#### **Section B.**

The budget shall be on the basis of a fiscal year ending March 31.

#### **Section C.**

No expenses shall be allowed which are not included in the budget, either as a line item or from contingency as provided in Section E.

#### **Section D.**

Only the Executive Committee or the ORP State Central Committee may amend the budget subject to Article XII, Section G (2).

#### **Section E.**

The budget will include a minimum of 5% of gross expenses to be listed as "contingency" which shall be available for Party business by the Chairman without consulting the Executive or ORP State Central Committees.

## **ARTICLE XIX**

### **Travel and Out-of-Pocket Expenditures**

#### **Section A.**

The ORP Executive Committee shall budget for Party-related travel and other out-of-pocket expenditures for each of the four state officers and such other persons as may appear advisable.

#### **Section B.**

The Executive Committee shall establish procedures for processing expense reports. However, no procedure shall prevent the prompt reimbursements of budgeted and authorized expenses.

#### **Section C.**

Detailed vouchers for expenses incurred, miles traveled, and duties performed shall be submitted to the Treasurer for approval prior to reimbursement to insure compliance with the approved budget and all State and Federal laws. The Treasurer shall submit all such reimbursement to the ORP Executive Committee for review.

Section D.

No out-of-state expense shall be paid for any person other than the State Chairman, the Vice-Chairman, the National Committeeman and the National Committeewoman unless prior approval for the person's travel was given by the Executive Committee, the ORP State Central Committee or the State Chairman.

## **ARTICLE XX**

### Employees

Section A.

Upon the approval of the ORP Executive Committee, the Chairman may enter into employment contracts with such persons as may appear advisable. All employment contracts shall be in writing. For the purposes of this section, an employment contract is any agreement that alters the usual and customary terms of "at will" employment.

Section B.

Neither the ORP State Central Committee nor the Executive Committee shall bind a future ORP State Central Committee. The Executive Committee shall not give any employment contract that extends beyond the next Biennial Organizational meeting. All employment contracts shall provide for dismissal of the employee by the Chairman without cause, without penalty, and without ORP Executive Committee approval being required.

Section C.

Except for a full time Chairman, no party officer shall serve as an employee of the Party while holding party office. For the purpose of this section, Party officer consists of Chairman, Vice-Chairman, Secretary and Treasurer.

## **ARTICLE XXI**

### Location of State Headquarters

The permanent headquarters of the ORP State Central Committee shall be established and maintained in a location selected by the State Chairman with the approval of the Executive Committee. However, nothing in this Article shall prevent the Executive Committee from establishing a branch office in one or more congressional districts, provided that the permanent headquarters shall be maintained during the same time.

## **ARTICLE XXII**

### Vacancies in Elective Office or Nomination for Office

Section A. Vacancies in Legislative Assembly.



The State Chairman is designated by the Oregon Republican Party to receive notice of vacancy in the Legislative Assembly. Upon receipt of such a notice the State Chairman shall call a meeting of the precinct committeepersons representing the precincts within the district who were precinct committeepersons of the precinct when the vacancy occurred. The State Chairman shall select the time and place for the meeting and designate a chairman. At the meeting the precinct committeepersons shall, pursuant to Party rule, nominate not fewer than three nor more than five qualified persons to fill the vacancy. The nominating procedure shall reflect the principle of one-person, one-vote to accord voting weight in proportion to the number of party members represented in each precinct. The Chairman of the meeting on behalf of the Oregon Republican Party shall immediately notify the Secretary of State of the persons nominated.

#### Section B. Vacancies in other Elective Offices.

In the event the law permits the Oregon Republican Party to participate in filling a vacancy to any elective office other than in the Legislative Assembly and other than by nomination of a candidate for election by the voters, and if the law does not provide a procedure for filling the vacancy, the State Chairman shall call a convention from within the effected district.

#### Section C. Vacancies in Nomination to State Office.

For purposes of this section, "State Office" means any office with respect to which the Oregon Secretary of State is the filing officer for nominating petitions and for which candidates may be nominated by the Oregon Republican Party. A nomination will be deemed vacant if there is no primary election with respect to the election or if, for any reason, there is no nominee of the Oregon Republican Party at any time after the primary election. If the State Chairman determines that a vacancy exists in the Republican nomination for State Office and that a qualified candidate is seeking the Republican nomination, the State Chairman shall convene a convention to nominate a candidate and designate the time and place for that convention. If the State Office is from a district within a single county, the precinct committeepersons for precincts within the district shall be the delegates. If the State Office is a statewide office, it shall be filled by the ORP State Central Committee, except that the notice of a meeting to fill such a vacancy need not be given 30 days before the meeting if there is not sufficient time to give the notice. In all other cases the State Chairman shall allocate delegates to the counties on a proportional basis reflecting the number of registered Republicans within the portion of each county which is in the district, and the affected county central committees shall select delegates by vote of the precinct committeepersons who are within the district.

#### Section D. Vacancies in Nomination to other Office.

Vacancies in nominations for offices for which the filing officer is not the Secretary of State shall be filled in the same manner as provided in Section A, except that the County Chairman for the county in which the filing officer is located shall perform the duties of the State Chairman with respect to those offices.

## **ARTICLE XXIII**

### Endorsement of Candidates and Measures

#### Section A.

After due consideration, the ORP State Central Committee, the Executive Committee or a Candidate's Assistance Committee may recruit and financially assist legally qualified Legislative candidates in the Primary Election, after duly consulting with the Executive Committee of the County or Counties affected, provided that in any contested primary, including, but not limited to, legislative races, the Oregon Republican Party shall treat legally qualified candidates equally.

Section B.

Neither the ORP State Central Committee nor the Executive Committee, nor any officer or agent thereof, may represent that the ORP, or the respective committee, endorses or recommends the passage or defeat of any bill before Legislature or Congress, or any bill or measure referred to or initiated by the people (endorsement), except when endorsement of the particular bill or measure is approved by at least one of the following methods: 1) a vote of at least 2/3 of those present and voting at an ORP State Committee meeting which has a quorum; 2) a vote of at least 2/3 of those present and voting at a duly called Executive Committee meeting which has a quorum; or 3) a unanimous vote of the six statewide officers including the four elected ORP State Central Committee officers and the two RNC Committeepersons. *(Amended 5/21/2011).*

## **ARTICLE XXIV**

### Rules

Section A. Authority.

The County Central Committees of the Oregon Republican Party shall adopt Bylaws that require compliance with the following procedures to assure the fair and open participation of all interested party members.

Section B. Rules.

Standing Rules and Policy Statements may be supplemental to these Bylaws in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

Section C. Amendments.

These Standing Rules and Policy Statements may be changed from time to time upon majority vote of the State Central Committee.

Section D. Rules Committee.

It shall be the responsibility of the Rules Committee to make and review proposed rules for adoption by the State Central Committee.

## **ARTICLE XXV**

### Parliamentary Authority

The rules contained in the latest edition of “Robert’s Rules of Order Newly Revised” shall govern the ORP State Central Committee in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or with special rules of procedure that may be adopted for the ORP State Central Committee by the ORP State Central Committee from time to time or for the Executive Committee from time to time.

## **ARTICLE XXVI**

### Amendments and Suspension

Section A.

These Bylaws may be amended, altered or repealed by a majority vote of those present and voting at the Biennial Organizational Meeting. At any other duly convened meeting of the ORP State Central Committee, these Bylaws may be amended by a majority vote of those present and voting, provided that notice of the proposed amendment has been mailed with the official notice of the meeting.

#### Section B.

Amendments to these Bylaws may be proposed by ORP State Central Committee action, Executive Committee recommendation, or upon request by any member. The Secretary shall include a copy of the proposed amendment with the official call for the next meeting other than the Biennial Organizational Meeting.

#### Section C. Bylaws Committee.

The Bylaws Committee shall meet regularly and make and review all proposed changes to these Bylaws.

#### Section D.

Any Section of these Bylaws may be suspended upon vote of the ORP State Central Committee provided that:

- (1) the motion to suspend the Bylaws shall enumerate the specific Article and Section to be suspended and shall specify the length of time for which the specified Bylaw is suspended, and
- (2) the motion to suspend the Bylaws shall pass on a 2/3 vote of those present and voting at the ORP State Central Committee meeting.

## **ARTICLE XXVII**

### ORP Platform

The Oregon Republican Party shall have a Standing Platform and it may be amended at the biennial State Convention.