

Bylaws
of the
First Congressional
District Republican Committee of Virginia

Adopted: January 8, 1999
Amended: March 20, 2004
Amended: October 21, 2004

ARTICLE I - Name

The name of this organization shall be "First Congressional District Republican Committee of Virginia," hereinafter called the "District Committee" or "the Committee."

ARTICLE II - Organization

The District Committee is organized under and governed by the "Plan of Organization of the Republican Party of Virginia" (the "State Party Plan"). No action of the District Committee shall conflict with the State Party Plan, as amended from time to time. To the extent that there shall be a conflict, the provisions of the State Party Plan shall prevail.

ARTICLE III - Objectives

The purpose of the District Committee is to promote and promulgate the principles of the Republican Party, to encourage qualified candidates to run for public office, to elect Republican candidates to public office, to assist generally the citizens composing the units served by the District Committee, and to assist elected Republican officials in the execution of their responsibilities.

ARTICLE IV - Membership and Voting Rights

Members of the District Committee must reside within Virginia's First Congressional District throughout their terms on the Committee. No member of the Committee shall be entitled to more than one vote on any matter regardless of the number of voting membership seats he or she may hold. Voting membership on the District Committee shall consist of and be restricted to the following:

- (1) District Chairman;
- (2) Chairman of each Unit located wholly or in part within the District, or his or her designee when the Unit Chairman does not reside in the District;
- (3) Members of the State Central Committee elected by the Biennial District Convention, unless deprived of voting rights by the Biennial District Convention;
- (4) Members of the State Central Committee

elected by the District Committee by virtue of the District having cast its plurality vote for the Republican Presidential nominee in the last preceding Presidential election and/or the District being represented by a Republican Member of the House of Representatives;

- (5) First District Representative of the Virginia Federation of Republican Women;
- (6) First District Representative of the Young Republican Federation;
and
- (7) First District Representative of the College Republican Federation.

As used in these Bylaws, "member of the District Committee" shall mean a voting member of the District Committee.

Article V - Nonvoting Officers

Section A. Officers Elected by District Committee

The District Committee Officers shall be elected by the District Committee at the first meeting following the Biennial District Convention to serve until their successors are elected at the first meeting following the next Biennial District Convention. A District Committee Officer may be removed from office for cause by a two-thirds vote of the members of the District Committee, after notice and opportunity to present a defense as set forth in the State Party Plan. Vacancies in any District Committee Office shall be filled by a vote of the members of the District Committee at the first meeting following the occurrence of the vacancy in which notice of the intent to fill the vacancy has been included in the call of the meeting. The District Chairman may make an interim appointment to an office until the District Committee fills the vacancy. An officer shall not enjoy voting rights unless he or she is entitled to vote as a member of the District Committee. With the exception of the right to vote, District Committee Officers may participate fully in District Committee meetings, including, but not limited to, making of motions and participation in discussion. District Committee Officers shall be:

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|--------------------------|---------------|
| (1) First Vice-Chairman | (3) Secretary |
| (2) Second Vice-Chairman | (4) Treasurer |

Section B. Other Officers

The District Chairman shall appoint a Legal Counsel, Parliamentarian, Training Coordinator, and Candidate Development Coordinator, and shall fill all such other offices as the District Committee may create. The District Chairman may appoint Regional Vice Chairmen, not to exceed five in number, whose duties shall be assigned at the discretion of the District Chairman. The officers appointed under this Section B shall serve exclusively at the pleasure of the District Chairman. Unless an officer is also a member of the Committee, officers appointed under this Section B shall not have the right to participate in meetings of the District Committee except to make reports and render advice as called for by the District Chairman or the Committee.

ARTICLE VI - Duties of District Committee Officers

Section A. District Chairman

The District Chairman shall be responsible for the general execution and implementation of the programs and policies of the District Committee, commensurate with achieving the goals of the State Party Plan and the Committee. In addition, the District Chairman shall:

- (1) Call mass meetings, party canvasses or conventions in accordance with the State Party Plan and preside over the same until a temporary organization is effected;
- (2) Represent the District Committee on the State Central Committee and the Executive Committee of the Republican Party of Virginia;
- (3) Convene the District Committee as required under Article VIII, Section A;
- (4) Appoint one qualified person to make an annual audit of the books and financial records of the District Committee at the end of each fiscal year or whenever there is a change in the person holding the office of Treasurer, which person shall report to the District Committee at the next meeting following his/her appointment; and

- (5) Carry out such duties as are set forth in the State Party Plan.

Section B. First Vice Chairman

The First Vice Chairman shall assume the duties of the District Chairman during the disability or absence of the District Chairman. The First Vice Chairman shall perform other duties as instructed by the District Chairman.

Section C. Second Vice Chairman

The Second Vice Chairman shall assume the duties of the District Chairman during the disability or absence of both the District Chairman and First Vice Chairman. The Second Vice Chairman shall carry out special projects and other duties as instructed by the District Chairman.

Section D. Secretary

The Secretary shall keep the minutes and other official records of the District Committee, shall keep attendance records, shall advise District Committee members when they have missed two consecutive meetings, and shall assist the District Chairman with official correspondence and the filing of documents.

Section E. Treasurer

The Treasurer shall receive and disburse all funds, shall submit a written report of financial transactions and condition at each District Committee meeting, shall file all required financial reports, and shall issue notices of assessments to all units. The records of the District Treasurer shall be subject to audit per Article 6, Section A-4. The Treasurer shall be authorized to disburse funds under the following conditions:

- (1) In accordance with an annual budget approved by the District Committee at a regularly called meeting, provided adequate funds are on hand to meet any priority obligations as established by such a budget;
- (2) By authority of the District Committee at a duly called meeting, provided a source of funds to meet other obligations is clearly identified;
- (3) Upon the authority of the District

Chairman, the Treasurer shall also have the authority to make expenditures not exceeding a total of \$200 between each meeting of the District Committee.

- (4) The Treasurer and the District Chairman are empowered to open a bank account in the name of the First Congressional District Republican Committee of Virginia and make deposits to and withdrawals from such account in accordance with these Bylaws; and
- (5) The Treasurer shall keep proper records, which are to be open to inspection by any member of the District Committee at all reasonable times, and upon reasonable notice. The Treasurer shall deliver all official records to the person as stipulated in Article 6, Section A-4 within ten days from the Treasurer's leaving office.

Article VII - Standing and Special Committees

Section A. Finance Committee

There shall be a standing committee, known as the Finance Committee. The chairman and members of the Finance Committee shall be appointed by the District Chairman.

Section B. Other Committees

Other standing and special committees shall be established by the District Committee as needed and their chairmen and members shall be appointed by the District Chairman.

Article VIII - Meetings

Section A. Frequency

The District Committee shall meet at least once each calendar quarter ~~*on the third Friday of March, June, September, and November~~ at a date, time and location to be designated by the District Committee or, in the absence of such designation, by the District Chairman. A meeting date may be changed by majority vote of the District Committee present and voting. Meetings may be arranged telephonically via conference call with the approval of a majority vote of the District Committee present and voting. Additional meetings as may be required shall be called by the District Chairman or upon petition to

the District Chairman of one-third of the members of the District Committee. These additional meetings that may be called by the Chairman may be held telephonically via conference call at the Chairman's discretion. The District Chairman may post-pone or re-locate any properly called Meeting due to extraordinary circumstances (inclement weather, natural disaster, etc...) provided that he makes a good-faith effort to contact all Committee Members either in writing, electronically, or telephonically.

Section B. Notice

Meetings of the District Committee shall be held upon a minimum of seven days written or electronic (e-mail), or faxed notice, as specified by the Committee Members, with agenda enclosed to the membership as recorded on the official membership list prepared and maintained by the Secretary. Notice of telephonically-conducted meetings must include appropriate conference call instructions.

Section C . Quorum and Proxy

A majority of the members of the District Committee shall constitute a quorum for the transaction of business. A member of the District Committee may be represented at any District Committee meeting by a proxy, subject to the following conditions:

- (1) No individual may cast more than one vote, regardless of the number of voting membership seats and proxies he or she may hold;
- (2) Any person who acts as proxy for another must be a voting resident of the First Congressional District of Virginia and, except in the case of proxies for State Central Committee members, the unit or organization represented by the person whose proxy he or she holds;
- (3) Any proxy may be withdrawn by the District Committee member giving it at any time prior to its exercise;
- (4) All proxies shall be in writing, signed by the maker, and substantially in the form mandated by the State Party Plan.

Section D . Rules

Meetings shall be governed by and conducted in accordance with the State Party Plan, these Bylaws and *Robert's Rules of Order* (9th Edition, Newly Revised), which shall control in that order in the event of conflict.

Article IX - Budget and Finance

Section A. Budget

An annual calendar year budget shall be prepared by the Treasurer in coordination with the Finance Committee under the supervision of the District Chairman. It shall be presented to the District Committee for approval at the last meeting of the Committee each calendar year.

Section B. Funding

- (1) Each Unit Committee shall pay an annual assessment in proportion to delegate votes in the unit at the last Biennial District Convention (or delegate votes the unit would have had if the unit has been added to the First Congressional District after the last Biennial District Convention). The amount of the assessment shall be determined by vote of the District Committee at its meeting at which the annual budget is approved. Notice of the assessment shall be sent to each Unit Chairman within two weeks of the meeting at which the assessment is determined.
- (2) The Finance Committee shall be responsible for planning and executing a minimum of one event annually designed to raise funds for the District Committee.

Section C. Debt

- (1) The District Committee shall not expend more funds than it has on hand, nor incur debts which would result in a budget deficit.
- (2) The District Committee shall not be responsible for the campaign debts of any candidate.

Section D. Fiscal year

The fiscal year of the District Committee shall be from January 1 through December 31.

Article X - Adoption and Amendment

Section A. Adoption of Bylaws

These Bylaws shall become effective at the end of the meeting at which they are adopted. Adoption shall require (1) that notice of the intent to adopt and general text of the Bylaws were included in the call for the meeting at which the vote was taken, and (2) approval by a three-fourths vote of the members of the District Committee present at the meeting, but not less than a majority of the total members.

Section B. Amendments

These Bylaws may be amended by a two-thirds vote of the members of the District Committee present and voting at any meeting, provided notice of the proposed amendment, including its text, is included in the call to the meeting. Amendments shall become effective immediately upon their adoption.

*Amended Sept. 15, 2013, Article VIII – Meetings, Section A, Frequency