



# HENRICO COUNTY REPUBLICAN COMMITTEE

## EXECUTIVE COMMITTEE

Eddie Whitlock  
Chairman

Courtney Malveaux  
Programs Vice Chair

Tammy Beard  
Precinct Vice Chair

Bob Matson  
Membership Vice  
Chair

Ernesto Sampson  
Recording Secretary

Jim Herring  
Corresponding  
Secretary

Frances Boswell  
Treasurer

Benjamin Dessart  
Brookland Chair

Dana Smith  
Fairfield Chair

Robert Marshall  
Three Chopt Chair

Jim Beamer  
Tuckahoe Chair

Mallory McCune  
Varina Chair

Don Boswell  
Past Chairman

Earl Williams  
Sergeant-at-Arms

Bryan Horn  
Parliamentarian

## MEMORANDUM

To: Membership of the Henrico County Republican Committee

From: Rules Committee

Date: October 7, 2016

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Earlier this year, Chairman Whitlock presented the Rules Committee with proposed revisions to the Bylaws of the Henrico County Republican Committee (“HCRC Bylaws”). After several meetings and much work and discussion, the Rules Committee has drafted the attached document outlining proposed revisions to the HCRC Bylaws.

Changes are shown in the following manner: deleted language is shown in blue strikeout (~~deleted language~~) and language which is added is shown in blue italics (*added language*).

The changes are all aimed at improving the HCRC Bylaws. Among them are provisions which elevate marketing and finance functions to the level of Vice Chair, create new subcommittees by which to build a foundation for future growth, conform the HCRC Bylaws even more closely to the current State Party Plan, and modernize our Bylaws to make clear that email will suffice for all notice and mailing requirements.

The Executive Committee voted to recommend these amendments to the membership at their meeting last night on October 6, 2016.

By copy of this memo, we are sending these amendments to the membership for review and comment. If you have any comments on these amendments once you have reviewed them, please send your comments by email to [bylaws@henricogop.com](mailto:bylaws@henricogop.com) on or before 5:00 p.m. on Wednesday, October 19, 2016. Also, please note that they are marked confidential. We appreciate your consideration.

Respectfully submitted,

By The Rules Committee,

Daniel Butler

Robert Dutton

Ron Hedlund

David Johnson

Richard Roberts

Bryan W. Horn, Chair

## Bylaws of the Henrico County Republican Committee

### Article I – Name

The name of this organization shall be “Henrico County Republican Committee,” hereinafter called the “~~County~~ Committee.”

### Article II – Definitions

*The terms used throughout these Bylaws are defined as follows:*

1. “State Party” means the Republican Party of Virginia.
2. “State Party Plan” means the Plan of Organization of the Republican Party of Virginia.
3. “State Central Committee” means the State Central Committee of the Republican Party of Virginia.
4. “Election District” means Henrico County, a magisterial district, precinct or portions or combinations of such political subdivisions which comprise the area defined by law in which an election is to be held.
5. “Congressional District” means the Election District for a member of the House of Representatives of the United States Congress.
6. “District” means Congressional District unless otherwise designated.
7. “Legislative District” means the Election District for a member of the House of Delegates or the State Senate of the Virginia General Assembly.
8. “District Committee” means the Republican Congressional District Committee for each Congressional District.
9. “Legislative District Committee” means the Republican District Committee for each State Senatorial District and each House of Delegates District as the context may require.
10. “Unit” means County or City in Virginia.
11. “Committee” means the governing body of the Republican Party of Henrico County, Virginia, unless the text clearly refers to another committee.
12. “Chairman” means the chief executive officer of the Republican Party of Henrico County, Virginia.
13. “County” means the County of Henrico, Virginia.
14. “Party Member” means Mass Meeting participants in the case of a Mass Meeting; Canvass voters in the case of a Party Canvass; or delegates in the case of a convention.
15. “Chairman”, “Chairmen”, “he”, and “his” shall not be construed to denote gender.
16. “Ex-Officio” means the person holding the office and shall not be construed to mean with or without a vote.
17. “Mass Meeting” is as defined in Robert’s Rules of Order subject to the provisions in the State Party Plan.
18. “Party Canvass” is as defined in the State Party Plan.
19. “Convention” is as defined in Robert’s Rules of Order subject to the provisions in the State Party Plan.
20. “Primary” is as defined in the State Party Plan.
21. “Bylaws” means the Bylaws of the Committee.

22. *“Robert’s Rules of Order” shall mean the current edition of Robert’s Rules of Order, newly Revised.*
23. *The definition of other terms set forth in the State Party Plan are equally applicable to these Bylaws and are hereby incorporated by reference.*
24. *References to “written notice” or “mail” or “mailing” or other terms of like import shall be deemed to include email.*

### **Article ~~IIII~~ – Organization**

The ~~County~~ Committee is organized under and governed by the ~~“Plan of Organization of the Republican Party of Virginia,” hereinafter called the~~ “State Party Plan.” No action of the ~~County~~ Committee nor these Bylaws shall conflict with the State Party Plan, as amended from time to time; and to the extent that there shall be a conflict, the provisions of the State Party Plan shall prevail.

### **Article ~~IVIII~~ - Objectives**

~~The purpose of the County 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 districts served by the County Committee, and to assist elected Republican officials in the execution of their responsibilities.~~

*The purpose of the Committee is:*

1. *To promote and promulgate the principles of the Republican Party.*
2. *To encourage and assist Republican candidates committed to the principles of the Republican Party to run for public office;*
3. *To receive funds for the operation of the Committee;*
4. *To raise funds for Republican candidates;*
5. *To elect Republican candidates to public office; and*
6. *To assist elected Republican officials in the execution of their responsibilities.*

### **Article ~~VIIV~~ - Membership**

#### **Section A. Qualifications**

1. Members shall meet the qualifications for participation in the Republican Party as set forth in Article I of the State Party Plan.
2. *All persons seeking membership must have completed a membership form prior to the time of their election to the Committee.*

#### **Section B. Dues**

Each member of the ~~County~~ Committee shall be required to pay ~~reasonable~~ annual dues ~~in ,~~ the amount, ~~and by the date, of which shall be~~ determined by a majority vote of those members who are present and voting at a duly called meeting, *provided that notice of any dues increase*

*is included in the notice for the meeting; currently the dues are THIRTY DOLLARS (\$30.00) and are due and payable by the 1<sup>st</sup> day of April of each year. The failure of any member to timely pay their dues will subject them to being removed from the Committee. ~~Initially, the annual dues shall be TWENTY DOLLARS (\$20.00).~~*

### **Section C. Composition**

The ~~County~~ Committee shall consist of:

1. A Chairman.
2. Precinct Membership – The number of ~~County~~ Committee members from each precinct in ~~the Henrico~~ County shall be determined by the ~~County~~ Committee on the basis of votes for Republican candidates in a recent election or elections, but not less than one (1) member from each precinct.
3. At-Large Membership – Additional At-Large memberships may be created, which shall not exceed in number ~~25%~~ 30% of the precinct membership as determined under the preceding paragraph.
4. ~~Ex-officio Membership~~ *Elected Public Officials* – All elected Republican officials who reside in ~~the Henrico~~ County shall be additional members of the ~~County~~ Committee. *They shall not be classified as At-Large members.*

~~Principles of equal distribution of membership between men and women, as well as representation from all segments of the party, are to be encouraged.~~

### **Section D. Election**

1. The ~~County~~ Chairman and *other* members of the ~~County~~ Committee shall be elected at the ~~county~~ Mass Meeting, Party Canvass, Convention or Primary called for the purpose of electing delegates to the Biennial District Conventions for the Congressional Districts among which the County may be divided, and they shall hold office for two years from the time of their election, until *their* successors are ~~selected~~ *delected*, or unless sooner removed.
2. *Any person seeking membership on the Committee after the Annual Meeting in even numbered years may be elected at any regular or special meeting of the Committee, and shall hold office from the time of their election until the next election, or unless sooner removed.*
3. *Any precinct member who moves to a new precinct shall, upon notifying the Secretary, become a member of the new precinct if there is a vacant seat, otherwise he shall become a member At-Large if there is a vacant At-Large seat. Otherwise he shall remain a member of his old precinct until the next committee is elected. Any precinct member who moves from the County shall be removed from the Committee.*

### **Section E. Resignation**

~~Any member shall be deemed to have resigned as a member of the County Committee who:~~  
~~1. fails to attend, either in person or by proxy, three consecutive duly called meetings; or,~~  
~~2. fails to pay his annual dues by April 1 of each year.~~  
~~The Recording Secretary shall notify in writing such member of his failure to comply with the provisions of paragraph (2) within thirty days of such failure.~~

### **Section E. Loss of Membership**

*Any member shall lose his membership in the Committee if the member:*

- 1. Submits a letter of resignation to the Chairman; or*
- 2. Otherwise violates the criteria for participation in party actions as provided for in the State Party Plan.*

#### **Section F. Removal**

~~The Chairman or any other officer or~~ Any member of the ~~County~~ Committee may be removed for cause ~~from office~~ by a two-thirds (2/3<sup>rd</sup>s) vote of the membership of the ~~County~~ Committee after having been furnished with notice that such removal will be sought, and with the charges, in writing, signed by not less than one-third of the members of the ~~County~~ Committee, and allowing him thirty (30) days within which to appear and defend himself.

#### **Section G. Appeal**

~~Any person having been deemed to have resigned from the County Committee pursuant to the provisions of the preceding Section E may appeal to the Executive Committee for reinstatement and such appeal may be granted for good and sufficient reason.~~

#### **Section H. Vacancies**

- ~~1. In the event of the death, resignation, removal, or inability to act of the County Chairman, the Executive Committee shall call a special meeting of the County Committee to be held within thirty days for the purpose of electing a new County Chairman to fill the unexpired term.~~
- ~~2. Members may be elected to fill any vacancy at any regularly called meeting of the County Committee provided that notice of such existing vacancy shall be given with the call for the meeting.~~

### *Article VI – Duties*

#### **Section A. Nomination Process**

*The Committee shall determine whether candidates for local and constitutional public offices shall be nominated by Mass Meeting, Party Canvass, Convention, or Primary, and whether the Chairman and Committee members shall be elected by Mass Meeting, Party Canvass, Convention, or Primary.*

#### **Section B. Method of Nomination for Elected Office**

*The Committee shall call all regular and special Mass Meetings, Party Canvasses, and Conventions, and make all arrangements therefor, and if a Convention, determine the basis of representation. Authority to make such arrangements (other than the date, time, and whether there shall be, and the requirements for, if any pre-filing), may, at the discretion of the Committee, be delegated to the Chairman.*

#### **Section C. Cooperation with Party Organization**

*The Committee shall cooperate with the State Central Committee, its District Committees, and the Legislative District Committees within its boundaries in conducting all elections and fund raising activities.*

**Section D. Contests**

*All controversies and contests arising in the County shall be handled in a manner consistent with the then applicable provisions of the State Party Plan.*

**Article VII~~V~~ – Officers**

**Section A. General**

The officers of the ~~County~~ Committee shall be: ~~a Chairman, elected as provided by Article IV, Section D, of these Bylaws, and the following officers who shall be elected from the membership at the first meeting of the County Committee following the election of the County Chairman and members of the County Committee:~~

1. *Chairman*
- ~~1.~~2. Vice-Chairman (Programs);
- ~~2.~~3. Vice-Chairman (Precinct Organization);
- ~~3.~~4. Vice-Chairman (Membership);
5. *Vice-Chairman (Finance);*
6. *Vice-Chairman (Marketing);*
7. *Secretary; and*
- ~~4.~~Recording Secretary;
- ~~5.~~Corresponding Secretary;
- ~~6.~~8. Treasurer.;

~~provided, however, that no~~ *No* paid members of campaign staffs or the paid staff of the Republican Party of Virginia shall be eligible to hold the offices of Chairman *or* ~~;~~ Vice-Chairman (Programs), Vice-Chairman (Precinct Organization), and Vice-Chairman (Membership).

**Section B. Election**

1. *The Chairman shall be elected by the members of the Committee as provided for in Article V, Section D.1 of these Bylaws.*
2. *All other officers shall be elected by the members at the first meeting of the Committee following the election of the Chairman. The election of all other officers shall be by a plurality vote of those members of the Committee present and eligible to vote.*
3. *The name of each person seeking election to an office shall be placed in nomination, and seconded, prior to a vote for such office.*

**Section BC. Magisterial District Chairmen**

1. A Magisterial District Chairman for each Magisterial District shall be elected by the members of the ~~County~~ Committee who reside in the respective Magisterial District. Such chairmen shall be responsible for the activities of the Magisterial District, including precinct organizations, and appointment of precinct captains who reside within the precincts within his Magisterial District.

2. In the event of the removal, resignation, death or removal from residence from his respective Magisterial District, such Magisterial District Chairman shall be temporarily replaced by appointment of the ~~County~~ Chairman until a permanent replacement can be elected by a caucus of the committee members within such Magisterial District, which caucus shall be called by appropriate notice to accompany the call for the ~~County~~ Committee

meeting at which such caucus shall act.

**Section C. Duties of Officers**

1. — ~~The County Chairman shall be responsible for the general execution and implementation of the programs and policies of the County Committee, commensurate with achieving the goals of the State Party Plan. In addition, the County Chairman shall:~~
  - a. — ~~Call mass meetings for conventions in accordance with the State Party Plan and preside over the same until a temporary organization is effected;~~
  - b. — ~~Represent the County Committee on the Congressional and Legislative District Committees encompassing his residence, and designate a member of the County Committee residing in that part of the County located in each of the other involved Congressional and Legislative Districts who shall serve at the pleasure of the County Chairman as the representative of the County Committee on the respective Congressional or Legislative District Committee with the authority and vote of the County Chairman;~~
  - c. — ~~Convene the County Committee no less than once each three month period and more frequently when the needs of the Party so demand; and,~~
  - d. — ~~Appoint two qualified persons to make an annual audit of the books and financial records of the Committee at the end of each fiscal year, which persons shall report to the County Committee.~~
2. — ~~The Vice Chairman (Programs) shall be in charge of programs and special projects as assigned by the Executive Committee. In the event of the death or disability of the Chairman, the Vice Chairman (Programs) shall act as temporary Chairman until the Recording Secretary shall call a meeting as set forth in Section C(5) below.~~
3. — ~~The Vice Chairman (Precinct Organization) shall be in charge of the organization of all the precincts in Henrico County. He shall see that a Precinct Chairman is appointed by the Magisterial District Chairmen for each precinct and he shall work with these Magisterial District Chairmen to see that the Precinct Chairmen are properly trained, instructed and supplied.~~
4. — ~~The Vice Chairman (Membership) shall be responsible for recruiting party members and shall perform such functions as shall be assigned by the Executive Committee.~~
5. — ~~The Recording Secretary shall take minutes of all meetings of the County Committee and of the Executive Committee and keep them in his custody. He shall keep an accurate list of the attendance of the membership, which shall be incorporated into the minutes of each meeting, and shall notify the Chairman when a member becomes delinquent pursuant to Article IV, Section E, of these Bylaws. He shall have available for reference at all meetings the official list of members entitled to vote on the business of the County Committee. The Recording Secretary shall deliver all official records in his custody to his successor within ten days of the expiration of his term of office. In the event of the County Chairman's death, resignation, removal, or inability to act, the Recording Secretary shall call a special meeting of the Executive Committee within ten days to act on setting a date for the meeting of the County Committee to be held within thirty days of such Executive Committee meeting for the purpose of electing a new Chairman for the unexpired term.~~
6. — ~~The Corresponding Secretary shall be responsible for such correspondence as directed by the County Chairman or the Executive Committee. The Corresponding Secretary shall be responsible for mailing all meeting notices at the direction of the County Chairman or upon~~

~~petition of one-third of the members of the County Committee and for stimulating attendance at those meetings as well as special functions. He shall keep on file all communications received and copies of all letters sent out. He shall keep an accurate list of the names, addresses, and electronic mail addresses where provided, of all members and shall provide all members of the County Committee with a copy of same. In the case of death, removal, resignation, or inability to act of the Chairman, the Corresponding Secretary shall, at the direction of the Executive Committee, issue a call for a meeting for the purpose of electing a new Chairman to fill the unexpired term. The Corresponding Secretary shall deliver all records in his possession to his successor within ten days of the expiration of his term.~~

~~7. — The Treasurer shall be responsible for the safekeeping and disbursement of all County Committee funds.~~

~~a. — The Treasurer shall be authorized to distribute funds under the following conditions:~~

~~i. — In accordance with an annual budget approved by the County Committee at a regularly called meeting, provided adequate funds are on hand to meet any priority obligations as established by such a budget;~~

~~ii. — By authority of the Executive Committee at a duly called meeting, provided a source of funds to meet other obligations is clearly identified;~~

~~iii. — By authority of the Chairman or two of the Vice Chairmen, the Treasurer shall also have the authority to make expenditures up to a total of \$100.00.~~

~~b. — The Treasurer and the County Chairman are empowered to open a bank account in the name of the Henrico County Republican Committee and to make deposits and withdrawals from such account.~~

~~c. — The Treasurer shall present at each County Committee meeting a report covering the period since the preceding meeting; the Treasurer shall present an annual report to the County Committee at the end of the calendar year. The Treasurer's books are to be audited at the end of the year by two persons designated by the Chairman. The audit is to be certified as to correctness to the County Committee, with a copy to the Treasurer.~~

~~d. — The Treasurer shall notify the Recording Secretary upon the failure of any member to pay his annual dues as provided by Article IV, Section E, of these Bylaws within ten days of such failure and before the next meeting of the County Committee.~~

~~e. — The Treasurer shall keep proper records, which are to be open to inspection by any member of the County Committee at all reasonable times, and upon reasonable notice. The Treasurer shall deliver all official records in his possession to his successor within ten days of the expiration of his term.~~

~~f. The Treasurer shall be a member of the Finance Committee as herein provided.~~

~~8. — The Magisterial District Chairmen shall be responsible for organizing the Republican Party members within their respective districts.~~

***Section D. Duties of Officers***

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

*a. Issue calls for Committee Mass Meetings, Party Canvasses or Conventions in accordance with the State Party Plan and preside over the same until a temporary organization is effected;*



- b. *Represent the Committee on the Congressional and Legislative District Committees encompassing his residence, and designate a member of the Committee residing in that part of the County located in each of the other involved Congressional and Legislative Districts who shall serve at the pleasure of the Chairman as the representative of the Committee on the respective Congressional or Legislative District Committee with the authority and vote of the Chairman;*
  - c. *Convene the Committee no less than once during each calendar quarter, with no more than four (4) months between each meeting, and more frequently when the needs of the Party so demand;*
  - d. *Preside over all meetings of the Committee;*
  - e. *Direct the Secretary to send written notice of the call for a meeting to all members of the Committee which shall include the agenda for the meeting;*
  - f. *Be responsible for providing a prescribed time and place, which shall be supervised by the Chairman, or a designated representative, for filing such declaration of candidacy and petitions as may be required by state law of a candidate in any primary election;*
  - g. *In the absence of the Treasurer, disburse Committee funds pursuant to Article VII Section D.8 of these Bylaws;*
  - h. *Appoint from the Committee at least two qualified persons, who are not members of the Executive Committee, at the end of each fiscal year, to determine that the books and financial records of the Committee are maintained with good accounting principles, which persons shall report to the Committee;*
  - i. *Direct the execution of the resolutions of the Committee and Executive Committee, and report to each on any failure of its resolutions to be executed;*
  - j. *Appoint a Secretary pro tempore at any meeting at which the Secretary is absent;*
  - k. *Manage the affairs of the Committee as its chief executive officer;*
  - l. *Serve as a nonvoting ex-officio member of all committees set forth in Article X of these Bylaws, with the exception of any nominating committee; and*
  - m. *Appoint persons to the following special positions who shall serve at the Chairman's pleasure:*
    - i. *Legal Advisor - An attorney-at-law who shall provide legal guidance to the Chairman, Committee, and special committees relating to legal issues.*
    - ii. *Parliamentarian - A person whose duties shall include advising the Chairman, Committee and special committees with respect to the requirements of the State Party Plan, Bylaws, and applicable provisions of Robert's Rules of Order.*
    - iii. *Sergeant-at-Arms – A person whose duties shall include maintaining security and order at all meetings, functions and activities.*
    - iv. *Other Positions - Such other persons as the Chairman deems necessary to further the objectives of the Committee.*
2. *The Vice-Chairman (Programs) shall be the chair of the Programs Committee. He shall be responsible for developing and implementing, with the approval of the Chairman and the Executive Committee, a plan for the programs for the regular, special, and social meetings of the Committee. In the event of the death or disability of the Chairman, the Vice-Chairman (Programs) shall act as temporary Chairman until the Executive Committee shall call a meeting for the election of a new Chairman as set forth in Article VII, Section G of these Bylaws.*

3. *The Vice-Chairman (Precinct Organization) shall be the chair of the Precinct Organization Committee. He shall be responsible for coordinating the efforts of the Magisterial District Chairmen. He shall also be responsible for the maintenance of voter records, the supervision of canvassing in his precinct, the recruitment and supervision of poll workers on election day, and the supervision of finance drives within his precinct. He shall be responsible for developing and implementing, with the approval of the Chairman and the Executive Committee, a plan for:*
  - a. *Organizing all voting precincts throughout the County with a Precinct Captain and poll workers;*
  - b. *Ensuring the delivery of campaign signs, literature and Committee Sample Ballots to all voting precincts throughout the County; and*
  - c. *Conducting canvassing within all voting precincts throughout the County.*
4. *The Vice-Chairman (Membership) shall be the chair of the Membership Committee. He shall be responsible for developing and implementing, with the approval of the Chairman and the Executive Committee, a plan for:*
  - a. *Increasing the membership of the Committee; and*
  - b. *Increasing membership involvement in the activities of the Committee.*
5. *The Vice-Chairman (Finance) shall be the chair of the Finance Committee. He shall be responsible for developing and implementing, with the approval of the Chairman and the Executive Committee, a plan for fundraising and fund management for the Committee.*
6. *The Vice-Chairman (Marketing) shall be the chair of the Marketing Committee. He shall be responsible for developing and implementing, with the approval of the Chairman and the Executive Committee, a plan for marketing the Committee.*
7. *The Secretary shall:*
  - a. *Attend, and record the minutes of, all meetings of the Committee and of the Executive Committee and keep them in his custody;*
  - b. *Maintain the records of the Committee and of the Executive Committee and keep them in his custody;*
  - c. *Maintain accurate attendance records of all Committee meetings, which shall be incorporated into the minutes of each meeting;*
  - d. *Have available for reference at all meetings the official list of members entitled to vote on the business of the Committee;*
  - e. *Be responsible for such correspondence as directed by the Chairman or the Executive Committee;*
  - f. *Mail all meeting notices, along with a copy of the meeting agenda, at the direction of the Chairman or upon petition of one-third of the members of the Committee;*
  - g. *Keep on file all communications received and dispatched from the Committee;*
  - h. *Keep a complete and accurate list of the names, addresses, and electronic mail addresses, of all members and make such list available to the Committee members upon reasonable written request to the Secretary with a copy to the Chairman. Such list and the information contained therein may only be used by Committee members for official Committee business and shall not be provided to any person or entity outside of the Committee;*
  - i. *Be the chair of the Communications Committee; and*
  - j. *Deliver all records in his possession to his successor within ten days after the commencement of his successor's term.*

8. *The Treasurer shall:*
- a. *Be responsible for the deposit, disbursement and safekeeping of all Committee funds and shall promptly deposit all funds belonging to the Committee in the bank account described in this Section D.8;*
  - b. *Maintain accurate records of all financial transactions;*
  - c. *Distribute funds under the following conditions:*
    - i. *Any expenditure in accordance with an annual budget, or amended budget, approved by the Committee at a regularly called meeting; or*
    - ii. *Any expenditure not exceeding FIVE HUNDRED DOLLARS (\$500.00) by authority of the Executive Committee at a duly called meeting, from a source other than those allocated for expenditure in the annual budget or amended budget.*
  - d. *Be empowered to open and maintain a bank account in the name of Committee with the Chairman;*
  - e. *Present at each Committee meeting a report covering the period since the preceding meeting;*
  - f. *Present an annual report to the Committee at the end of the calendar year;*
  - g. *Send dues assessments to all Committee Members as prescribed by Article V, Section B of these Bylaws.*
  - h. *Upon the failure of any member to pay his annual dues as provided by Article V, Section B of these Bylaws, notify such member, and the Chairman, within thirty (30) days of such failure to pay;*
  - i. *Prepare all reports and filings required by Federal and Virginia law;*
  - j. *Be the custodian of Committee funds;*
  - k. *Make the Committee's books and financial records available to the Chairman, the Executive Committee and the Audit Committee immediately upon their respective written request; and*
  - l. *Deliver all official records in his possession to his successor within ten days after the commencement of his successor's term.*

**Section ~~E~~D. Resignation**

Any officer shall be deemed to have resigned his office if he fails to meet the qualifications for membership in the ~~County~~ Committee, ~~or~~ fails to attend, either in person or by proxy, three consecutive duly called meetings of the Executive Committee, ~~or submits a letter of resignation to the Chairman.~~

**Section E. Removal**

~~Any officer may be removed from his office as set forth in Article IV, Section F, of these Bylaws. No officer, solely by his removal from office, shall be removed from membership in the County Committee, which may be effected by a separate or concurrent act.~~

**Section F. Removal**

*Any officer may be removed from his office for cause from their position by a two-thirds (2/3<sup>rd</sup>s) vote of the membership of the Committee after having been furnished with notice that such removal will be sought, with the charges, in writing, signed by not less than one-third of the members of the Committee, and allowing him thirty days within which to appear and defend himself. No officer, solely by his removal from office, shall be removed from membership in the*

*Committee, which may be effected by a separate or concurrent act.*

**Section G. Vacancies**

1. *In the event of the death, resignation, removal, or inability to act of the Chairman, the Executive Committee shall call a special meeting of the Committee to be held within thirty days for the purpose of electing a new Chairman to fill the unexpired term. The election of the Chairman shall be by a majority vote of those present and eligible to vote.*
2. *In the event of the death, resignation, removal, or inability to act of any other officer, the position shall be filled by election at a regularly called or special meeting of the Committee, provided that there has been notice that there will be such an election. The election of the officer shall be by a majority vote of those present and eligible to vote.*

**Article ~~VIII~~VI - Meetings**

**Section A. General**

The ~~County~~ Committee shall meet at least once in each quarter year. The Spring meeting shall be the *first meeting held during the second calendar quarter of the year and shall be the Annual Meeting*. Additional meetings as may be required shall be called by the ~~County~~ Chairman or upon petition of one-third of the members of the ~~County~~ Committee.

**Section B. Notice**

Meetings of the ~~County~~ Committee shall be held upon *not less than* seven (7) days written notice, with the agenda enclosed, to the membership as recorded on the list prepared and maintained by the ~~Corresponding~~ Secretary. Such membership list shall include all members entitled to vote on the business of the ~~County~~ Committee ~~and may include members deemed to have resigned as provided by Article IV, Section E, of the Bylaws~~. Any member may provide his electronic mail address to the ~~Corresponding~~ Secretary, who shall include such electronic mail address in the membership list. In any case where the valid electronic mail address is included in the membership list, notice, and any agenda or document required by these Bylaws to be mailed with such notice, may be communicated by electronic mail to the member, and such communication shall be considered written.

**Section C. Proxy**

A member of the ~~County~~ Committee may be represented at any ~~County~~ Committee meeting by a proxy, subject to the following conditions:

1. No individual may cast more than one vote at any meeting which he attends.
2. Any person who acts as proxy for another must meet the qualifications for membership on the ~~County~~ Committee as stated in Article ~~VI~~V, Section A~~5~~, of these Bylaws and meet the requirements of ~~Article VII, Section A.2, of~~ the State Party Plan.
3. All proxies shall be in writing, signed by the maker, substantially in the form set forth in ~~Article VII, Section A, of~~ the State Party Plan.
4. Any proxy may be withdrawn by the Committee member giving it at any time prior to its exercise.

**Section D. Voting by Ballot**

At any election when there is more than one candidate for *the same County* Committee office, the vote shall be taken by *a paper ballot issued to each Committee member eligible to vote. accomplished by roll call of the membership of the County Committee with each member coming forward to cast the paper ballot when his name is called.*

**Section E. Quorum**

Twenty percent of the voting members of the *County* Committee, present in person or by proxy, shall constitute a quorum for the transaction of business. *Only Committee members whose dues are current shall be eligible to vote.*

**Article *IXVII* - Executive Committee**

**Section A. Membership**

The Executive Committee shall consist of:

~~1. Voting Members:~~

- ~~a. County Chairman;~~
- ~~b. Vice Chairman (Membership);~~
- ~~e. Vice Chairman (Precinct Organization);~~
- ~~d. Vice Chairman (Programs);~~
- ~~e. Recording Secretary;~~
- ~~f. Corresponding Secretary;~~
- ~~g. Treasurer;~~
- ~~h. Immediate Past Chairman (if still a resident of Henrico County);~~
- ~~i. Magisterial District Chairmen;~~

~~2. Non-voting members:~~

- ~~a. Chairmen of Standing Committees;~~
- ~~b. Republican members of the Planning Commission;~~
- ~~e. Republican members of the Electoral Board;~~
- ~~d. All elected Republican officials who reside in Henrico County.~~

1. Voting members:

- a. Chairman;
- b. Vice-Chairman (Programs);
- c. Vice-Chairman (Precinct Organization);
- d. Vice-Chairman (Membership);
- e. Vice-Chairman (Finance);
- f. Vice Chairman (Marketing);
- g. Secretary;
- h. Treasurer;
- i. Immediate Past Chairman (if still a resident of the County); and
- j. Magisterial District Chairmen.

2. Non-voting members:

- a. The Chairmen of all Committees, whether standing or appointed;

- b. Republican members of the Planning Commission;*
- c. Republican members of the Electoral Board; and*
- d. All elected Republican officials who reside in the County.*

### **Section B. Duties**

The Executive Committee shall carry on the business of the ~~County~~ Committee in conformity with the policies and programs of the Republican Party. It shall have the general power to administer the affairs of the ~~County~~ Committee between business meetings and shall report its actions to the ~~County~~ Committee.

### **Section C. Voting**

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

- 1. No individual may cast more than one (1) proxy at any meeting which he attends.*
- 2. Any person who acts as proxy for another must meet the qualifications for membership on the Committee as stated in Article V, Section A of these Bylaws and meet the proxy requirements of the State Party Plan.*
- 3. All proxies shall be in writing, signed by the maker, substantially in the form set forth in the State Party Plan.*
- 4. Any proxy may be withdrawn by the Executive Committee member giving it at any time prior to its exercise.*

### **Section D. Meetings**

Meetings of the Executive Committee will be held monthly, insofar as practical, upon the prior written *or electronic notice call* of the Chairman or of four voting members of the Executive Committee.

## **Article XVIII – Committees**

### **Section A. Standing Committees**

There shall be the following Standing Committees, the members of which ~~shall shall~~ be appointed by the ~~County~~ Chairman, as soon as practical after his election, with the approval of the majority of the Executive Committee, unless otherwise provided:

~~1. Finance;~~

~~2. Rules.~~

~~There may be such additional special committees as are deemed advisable by the County Chairman. The County Chairman shall be an ex-officio member of all such committees, and he shall fill any vacancy as it may occur.~~

- 1. Audit;*
- 2. Communications;*
- 3. Community Engagement;*
- 4. Community Service;*
- 5. Finance;*

6. *Marketing;*
7. *Membership;*
8. *Precinct Organization;*
9. *Programs;*
10. *Rules; and*
11. *Young Conservatives.*

**Section B. Duties of Standing Committees**

1. *The Audit Committee shall consist of a chairman and such other members, none of whom may be members of the Executive Committee, as shall be deemed advisable, but no less than one (1), appointed by the Chairman pursuant to Article VII, Section D.1.h of these Bylaws. This committee shall be responsible to determine that the books and financial records of the Committee are maintained with good accounting principles at the end of each fiscal year, and report the same to the Committee pursuant to Article VII, Section D.1.h of these Bylaws.*
2. *The Communications Committee shall consist of a chairman (who shall be the Secretary) and such other members as shall be deemed advisable. This committee shall be responsible for all public notices, public relations, communications and web site maintenance for the Committee.*
3. *The Community Engagement Committee shall consist of a chairman and such other members as shall be deemed advisable. This committee shall actively engage in ethnic and minority community activities, and actively recruit and retain ethnic and minority members for the Committee and organize minority membership activities, in addition to promoting engagement with other groups and with the community generally.*
4. *The Community Service Committee shall consist of a chairman and such other members as shall be deemed advisable. This committee shall be responsible for scheduling and managing Committee member involvement in community service projects.*
- 4.5. *The Finance Committee shall consist of a chairman (who shall be the Vice-Chairman (Finance)) ~~Chairman, the Treasurer,~~ and at least one other member of the ~~County~~ Committee from each Magisterial District, insofar as practical. This ~~C~~committee shall be responsible for the overall planning and supervision of the financial affairs of the ~~County~~ Committee. It shall plan, organize and supervise the raising of funds for the ~~County~~ Committee. It shall prepare an annual budget to be presented by the Treasurer to the Executive Committee prior to the ~~last annual~~ meeting in each fiscal year and shall perform such other duties as shall be assigned by the ~~County~~ Chairman.*
6. *The Marketing Committee shall consist of a chairman (who shall be the Vice-Chairman (Marketing)) and such other members as shall be deemed advisable. This committee shall be responsible for a plan for marketing for the Committee.*
7. *The Membership Committee shall consist of a chairman (who shall be the Vice-Chairman (Membership)) and such other members as shall be deemed advisable. This committee shall actively recruit and retain membership in the Committee, organize membership activities and increase the involvement of the membership in Committee activities and events. Principles of equal distribution of membership between men and women, as well as representation from all segments of the party, are to be encouraged.*
8. *The Precinct Organization Committee shall consist of a chairman (who shall be the Vice-Chairman (Precinct Organization)) and such other members as shall be deemed advisable.*

*This committee shall coordinate all precinct activities, including the canvassing of the precincts, the posting of campaign signs, the distribution of campaign literature and sample ballots, and the staffing of polls on election days.*

9. *The Programs Committee shall consist of a chairman (who shall be the Vice-Chairman (Programs)) and such other members as shall be deemed advisable. This committee shall engage speakers for Committee meetings and organize social, educational and program activities.*
10. *The Rules Committee shall consist of a chairman (who shall be the Parliamentarian) and such other members as shall be deemed advisable. This Committee shall ensure that the actions of the County Committee and of the Executive Committee are consistent with the Bylaws and the State Party Plan. This committee shall be responsible for the periodic review of the Bylaws for consistency with the State Party Plan. It shall prepare rules and orders of business, consistent with as provided by Article VIII, Section I, of the State Party Plan, for all Mass Meetings, Party Canvasses, Conventions, and Primaries authorized by the County Committee and shall perform such other duties as shall be assigned by the County Chairman. The Chairman of this Committee shall have available for reference at all meetings current copies of these Bylaws and the State Party Plan, and may be consulted as parliamentarian by the County Chairman or the chairman of any standing committee.*
11. *The Young Conservatives Committee shall consist of a chairman and such other members as shall be deemed advisable. This committee shall be responsible for involving younger Republicans with the activities and events of the Committee.*

#### ***Section C. Other Committees***

*The Chairman, with the majority approval of the Executive Committee, shall create and abolish from time to time such special committees as deemed appropriate to aid in the administration of the affairs of the Committee. The Chairman shall appoint the chairman of such special committee and may appoint the other members thereof, or leave such appointment to the chairman of the special committee.*

### **~~Article IX - Construction~~**

~~The use of nouns and pronouns within these Bylaws shall be construed to denote either gender.~~

### ***Article XI - Financial Provisions***

#### ***Section A. General Policy***

*The Committee shall operate on a "pay as you go" basis and shall not incur any indebtedness.*

#### ***Section B. Endorsement and Guarantees***

*The Committee shall neither endorse, guarantee, or otherwise be responsible for the campaign or other debts of any individual, candidate or nominee.*

#### ***Section C. Signature Requirements***

*All accounts shall require the signatures of both the Treasurer and the Chairman for the withdrawal of any funds, or the issuance of any checks, exceeding FIVE HUNDRED DOLLARS*



(\$500.00).

**Section D. Annual Budget**

*An annual budget will be prepared and presented to Committee members according to Article X, Section B.5 of these Bylaws at the first meeting in the first calendar quarter of each year. Subject to the requirements of Section A hereof, once adopted the annual budget will act as an authorization to disburse funds accordingly, provided that no campaign funds shall be released to any candidate or nominee except by a separate resolution naming the donee and the amount. Amendments to the budget or supplemental spending authorization may be voted on at any meeting of the Committee.*

**Section E. Committee Staff**

*Individuals providing paid personal services to the Committee shall be required to sign a contractual agreement with the Committee in a form acceptable to the Executive Committee stipulating compensation rates, duties and responsibilities, and other necessary information as determined by the Chairman. This contractual agreement shall be available for viewing at the Committee headquarters by any Committee member in good standing upon reasonable written request to the Chairman. The Executive Committee shall oversee an annual performance review of individuals providing such personal services to the Committee.*

**Article XII - Interpretive Provisions**

**Section A. Captions and Headings**

*The captions and headings used in these Bylaws inserted only as a matter of convenience and for reference, and in no way limit or otherwise affect the scope, meaning or effect of any provision of these Bylaws.*

**Section B. Severability**

*Each provision of these Bylaws is severable from every other provision hereof, and the invalidity of any one or more provisions of these Bylaws shall not change the meaning of, or otherwise affect, any other provision hereof.*

**Section C. Pronouns**

*The use of nouns and pronouns within these Bylaws shall be construed to denote either gender.*

**Article XIII - Miscellaneous Provisions**

**Section A. Fiscal Year**

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

**Section B. Rules**

*The Committee may adopt such rules as deemed appropriate to carry out its business so long as they are consistent with these Bylaws and the State Party Plan.*

**Section C. Parliamentary Authority and Procedures**

*All Committee, standing committee and special committee meetings, Convention and Mass*

*Meetings shall be governed by and conducted in accordance with the following precedence: the State Party Plan, these Bylaws, its rules, and otherwise in accordance with the then current edition of Robert's Rules of Order.*

***Section D. Expectations of Committee Members***

*Membership on the Committee is not an honorary but a working position. Each member is expected to assist in building the party at the local, state and national levels and recruiting new Committee members, and to participate in supporting election day operations and activities.*

**Article ~~XIV~~ – Amendments**

**Section A. Form and Grammar**

The Rules Committee is hereby authorized to recommend any corrections of form and grammar to the text of these Bylaws, and such recommendations may be incorporated into the text with the approval of the Executive Committee, provided that no amendment of substance shall be effected except as established in this Article.

**Section B. State Party Plan**

In the event that an amendment to the State Party Plan necessitates an amendment to these Bylaws, the Rules Committee shall construct an appropriate amendment to these Bylaws within thirty days of the amendment of the State Party Plan. The amendment shall be communicated to the membership of the ~~County~~ Committee with the official notice of the next meeting of the ~~County~~ Committee, and shall take effect with the consent of a majority of the members who are present and voting at that meeting.

**Section C. Substantive Amendments**

The Bylaws may be amended by a two-thirds vote of those members of the ~~County~~ Committee who are present and ~~voting-eligible to vote~~ at a duly called meeting; provided that the proposed amendment shall have been previously referred to the Rules Committee, and that a copy of such proposed amendment shall be mailed to the membership along with the official notice of such meeting. *Such amendments shall become effective immediately upon their approval.*

*Amended and Restated Effective \_\_\_\_\_.*