

## **BYLAWS OF REPUBLICAN STATE EXECUTIVE COMMITTEE OF WEST VIRGINIA**

### **Preamble**

The Republican Party believes that a person's individual rights come from God and the right to govern is loaned to the government by the people. The Declaration of Independence states unequivocally that "all men are created equal, that they are endowed by their Creator with certain unalienable Rights, that among these are Life, Liberty and the pursuit of Happiness--That to secure these rights, Governments are instituted among Men, deriving their just powers from the consent of the governed." The Republican Party is the party of traditional American values - strong national defense, support for law enforcement and the rule of law, fiscal restraint, economic freedom, free enterprise, and traditional values. As Republicans, we are and must be committed to encouraging the broadest possible participation in the affairs of our Party. This party, open to every American citizen, is and must remain the vehicle for free and just government. In accepting membership within the West Virginia Republican Party, an individual assumes the obligation to protect and advance the organization, its principles, values, and its purposes.

### **Definitions:**

*(As used in these Bylaws)*

**Congressional District:** A political subdivision of a state which elects a member of the United State House of Representatives every two years.

**County:** A subdivision of the State, whose government and affairs are governed by State Law. In West Virginia, there are 55 counties.

**Delegate District:** A political subdivision of a state which elects a member of the West Virginia House of Delegates every two years.

**Disqualification:** A status by which an individual ceases being eligible to qualify for membership or holding office; for example, if a member of a County Executive Committee changes their party identification on their voter registration file, then such member immediately ceases to be a member of the County Executive Committee because they are disqualified.

**Disability:** A status by which an individual is incapacitated and unable to discharge the duties of their office.

**Executive Committee:** A political body which governs and exercises control of the affairs of the political party within their specific geographic and political region and is organized, and subject to, under applicable rules of the party.

**Good Standing:** This refers to any person who is a citizen of the United States, a resident of the State of West Virginia, a registered Republican voter in the State of West Virginia, and who has not been found to be in violation of any applicable rule of the party.

**Malfeasance:** Wrongdoing by an official.

**Majority of Votes Cast:** When unqualified, a "majority vote" is taken to mean more than half of the votes cast. If 30 members were at a meeting, but only 20 votes were cast, a majority vote would be 11 votes.

**Misfeasance:** a wrongful exercise of authority.

**Nonfeasance:** failure to perform an act or duty that is imposed by Federal or State Law, these Bylaws or *The Rules of the Republican Party*.

**Non-Presidential Election Year:** As used in these Bylaws, this phrase refers to even-numbered years in which a regularly scheduled election for the United States House of Representatives is held and in which an election for President of the United States does not occur. These elections are colloquially referred to as midterm elections.

**Personnel Handbook:** A document which governs the day-to-day management of the West Virginia Republican Party State Party Staff and Headquarters and is created, revised, and managed by the Steering Committee.

**Proxy:** the authority to represent someone else in voting membership on an Executive Committee.

**Republican National Committee:** The national governing body of the Republican Party, which is composed of three (3) members from each state and territory within the United States.

**Quorum:** The minimum number or fraction of the full voting membership of a body which must be present in order for business to proceed.

**Residency:** In order to be a resident of the State of West Virginia as described in these Bylaws, an individual must be registered to vote in the State of West Virginia and possess a form of Photo Identification issued by the State of West Virginia.

**The Rules of the Republican Party:** The rules that govern the Republican National Committee and all subordinate committees. No rules at the state and/or local level can be in conflict with these rules.

**Senatorial District:** A political subdivision of a state which elects a member of the West Virginia State Senate every two years.

**United States House of Representatives:** The lower chamber of the United States Congress, made up of 435 Congressional Districts.

**United States Senate:** The upper chamber of the United States Congress, made up of two (2) Senators for each state.

**West Virginia Code:** West Virginia State Law, enacted by the Legislature, that governs the State of West Virginia.

#### **ARTICLE I – Name & Authority**

The name of this organization shall be the "Republican State Executive Committee of West Virginia" (hereinafter "Executive Committee" or, alternatively, "West Virginia Republican Party" or "WVGOP.") The

full, final, and plenary authority of the West Virginia Republican Party is possessed by and resides in the Republican State Executive Committee of West Virginia. Wherever these Bylaws are in conflict with State Law regarding the authority and governance of internal party affairs, these Bylaws shall take precedence<sup>1</sup>.

## **ARTICLE II – Members**

**Section 1.** The Members of the Executive Committee shall be elected in accordance with these Bylaws and shall consist of the State Chairman, State Co-Chairman, State Secretary, State Treasurer, Republican National Committeeman, Republican National Committeewoman, Thirty-four (34) State Senatorial District Committeemen, Thirty-four (34) State Senatorial District Committeewomen, the County Chair of each County Republican Executive Committee, the President or highest-ranking officer of the West Virginia Federation of Republican Women, the Chairman or highest-ranking officer of the West Virginia Federation of Young Republicans, one At-Large member from each Congressional District corresponding to the number of Congressional Districts and Three (3) Members State-At-Large.

**Section 2.** Membership on the Executive Committee shall be limited to United States citizens who are registered Republican voters in West Virginia and in good standing with the West Virginia Republican Party and who are legal residents and citizens of the State of West Virginia.

**Section 3.** The State Chairman shall have the responsibility to promptly investigate any reports that a member does not meet the residency requirements of Section 2 of this article, and shall report the results of such investigation to the next meeting of the Executive Committee. Upon 30 days notice to the affected member and to the Executive Committee members, the Executive Committee may, by majority vote, declare that member's position to be vacant and may move immediately to fill that vacancy.

## **ARTICLE III – Term of Office**

The term of office of all members of the State Executive Committee so elected shall begin on the first day of July following the statewide primaries during each non-Presidential election year and shall continue for four years thereafter and or until their successors are elected and qualified, provided they remain in good standing.

## **ARTICLE IV – Officers**

**Section 1.** The Officers of the Executive Committee shall consist of the State Chairman, State Co-Chairman, State Secretary, State Treasurer, Republican National Committeeman and Republican National Committeewoman.

**Section 2.** The terms of all State Officers (except for the Republican National Committeeman and Republican National Committeewoman) shall begin on the date of their election to such office and shall continue until July 1 during each non-Presidential election year or until their successors are elected and qualified except for the terms specified in Article II & Article XI.

**Section 3.** The duties and responsibilities of each State Officer shall be as follows:

- (a) **State Chairman:** The State Chairman or their designee shall serve as the Chief Executive Officer of the West Virginia Republican Party with all necessary and implied powers to carry out their duties. The Chairman is the leader of the West Virginia Republican Party charged with

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<sup>1</sup> *State ex rel. Zagula v. Grossi*, 149 W.Va. 11, 19, 138 S.E.2d 356, 361 (1964)

establishing a strategic vision/plan for the Party and ensuring the organization has the needed resources to fulfill its mission; oversees the overall structure of the party; is responsible for all personnel at the state party; and ensures the Party is efficient and effective at all levels. The State Chairman shall preside at all State Executive Committee meetings, create and appoint any special committees as necessary, and serve as an *ex-officio* non-voting member of all special and standing committees including, but not limited to, those specifically provided for in these Bylaws. The Chairman shall have no vote at any meeting of the State Executive Committee, except where the vote on any question is equally divided. The State Chairman shall be responsible for carrying out the mandate of these Bylaws.

- (b) **Co-Chairman:** The State Co-Chairman, who shall be of the opposite sex from the Chairman, shall have all the duties and authorities of the State Chairman during the absence or disability of the State Chairman, and who shall also serve as Acting Chairman during a vacancy in the office of State Chairman until such office is elected. The Co-Chairman, is to assist and support the Chairman in carrying out important tasks and act as a liaison for the Chairman and other key stakeholders as needed. The Co-Chairman shall maintain broad Party relationships and is a key source of communications with the District and County leadership. The Co-Chairman shall also serve as an *ex-officio* non-voting member of all committees.
- (c) **Secretary:** The Secretary of the Executive Committee shall keep an accurate minute journal of all of the meetings of the Committee and shall make such reports as the Chairman or the Committee may require.
- (d) **Treasurer:** The State Treasurer is the lead officer responsible for the financial compliance of the West Virginia Republican Party and ensures proper adherence to all reporting rules and regulations. The Treasurer shall oversee all party receipts and disbursements. The Treasurer shall work with the appropriate staff in order to keep careful records according to normal and accepted accounting procedures of all transactions.
- (e) **Republican National Committeeman and Republican National Committeewoman:** The Republican National Committeeman and Republican National Committeewoman shall be elected in accordance with these Bylaws and shall fulfill all duties and responsibilities as assigned to them by the State Chairman or as governed and prescribed by *The Rules of the Republican Party*.
- (f) **Legal Counsel:** The State Legal Counsel advises the Party Leadership on all legal issues to ensure the Party remains in compliance on matters that include: Fundraising, election regulations, and communications. The Legal Counsel shall oversee deployment of election officials, advises on recount challenges, lawsuits and any other matters requested by the Chairman. The Legal Counsel shall be appointed by and serve at the pleasure of the State Chairman. The Chairman may also, in his discretion, appoint one or more Assistant Counsel to the Legal Counsel.

#### **Section 4. Election of State Party Officers.**

- (a) At the Summer Meeting of the Executive Committee during each non-Presidential Election year, the Executive Committee shall elect the State Chairman. The newly elected State Chairman shall nominate one (1) candidate for State Co-Chairman, one (1) candidate for State Secretary and

one (1) candidate for State Treasurer, which shall be elected or rejected by the State Executive Committee.

(b) At the Summer Meeting of the Executive Committee during each year in which a Presidential election is held, the Executive Committee shall elect a Republican National Committeeman and Republican National Committeewoman.

(c) No person shall be elected to the offices of State Chairman, State Co-Chairman, State Secretary, State Treasurer, Republican National Committeeman or Republican National Committeewoman without receiving a majority of votes cast by the Executive Committee

#### **Article V – Emeritus Members**

The Executive Committee may confer the honorary lifetime office of emeritus member in recognition of long term notable service to the West Virginia Republican Party in positions of significant responsibility, so long as they remain eligible in accordance with the provisions of Article II, Section 2 of these Bylaws. Two-thirds of the members of the Executive Committee present in person or by proxy, voting in the affirmative shall be necessary to confer emeritus membership; provided that notice of the proposed election and the date of the meeting at which it will be presented shall have been submitted to all the members in writing at least thirty (30) days before the meeting at which the proposed election is to be considered. Emeritus members shall have none of the obligations of membership, but shall be entitled to all of the privileges except those of making motions and voting.

#### **ARTICLE VI – Standing Committees**

There shall be seven (7) standing committees, which shall be appointed by the State Chairman and composed for a term of four (4) years.

**Section 1 – The Steering Committee.** There shall be a Steering Committee, comprised of the elected officers of the Executive Committee and the Chairs of the Standing Committees. The Steering Committee will assist and advise the Chairman in the conduct of Executive Committee affairs between meetings of the Executive Committee and be responsible for the structure and review of a Personnel Handbook.

**Section 2 – Audit Committee.** There shall be an Auditing Committee, composed of three members nominated by the Steering Committee with the approval of the Executive Committee for a four (4) year term during the winter meeting of the Executive Committee during each year immediately following the year in which a Presidential election is held. The Steering Committee shall designate one of the members as chairman of the Auditing Committee. No person shall serve more than two consecutive years as chair of the Audit Committee or more than six four (4) consecutive years as a member of the Auditing Committee. An audit of the Treasurer’s accounts shall be performed by the Audit Committee and reported to the Executive Committee upon a change of chairman, a change of treasurer, or each two years.

**Section 3 – Rules & Bylaws Committee.** There shall be a Rules & Bylaws Committee, composed of five members appointed by the chairman with the approval of the executive committee. The State Chairman shall appoint one of the members as chairman of the Rules & Bylaws Committee. The Rules & Bylaws Committee shall advise the chairman regarding procedures for use in meetings of the Executive Committee and shall advise the Executive Committee concerning the advisability of all proposed amendments to these bylaws. When proposing amendments to these Bylaws en masse, the Rules &

Bylaws Committee shall propose to the State Executive Committee a resolution which shall serve as an instrument of implementation for such changes, which shall describe a schedule for such implementation, provided that all amendments and changes adopted must have full force and effect prior to the next summer meeting during the non-Presidential election year. The Rules & Bylaws Committee shall conduct a quadrennial review of these Bylaws and make recommendations for amendments not later than May 1 during the year immediately preceding the year in which a Presidential election is held.

**Section 4 – Financial Resources Allocation Committee.** The Financial Resources Allocation Committee (FRAC) shall be composed of the Republican National Committeeman, Republican National Committeewoman and three (3) members appointed by the State Chairman. The State Treasurer shall be an ex-officio non-voting member of this committee.

- (a) The Financial Resources Allocation Committee shall prepare an annual operating budget for approval at the Summer Meeting of the Executive Committee and shall advise the Chairman on all financial matters.
- (b) The Financial Resources Allocation Committee shall review and approve any expenditure or obligation over \$15,000. Any expenditure or commitment for expenditure subject to this article and not authorized by the Financial Resources Allocation Committee shall not represent a valid expenditure or obligation of the State Republican Executive Committee of West Virginia.

**Section 5 – County Chairs Committee.** The Standing Committee of County Chairs shall be composed of all chairs of each County Executive Committee and shall meet at least twice annually to coincide with meetings of the Executive Committee. The Standing Committee of County Chairs shall elect from its membership the Chairman of said committee during the summer meeting of the Executive Committee during each even-numbered year. The Standing Committee of County Chairs will review and share best practices for County Executive Committees and shall deliver to the Executive Committee a report on the health of the County Executive Committees.

**Section 6 – Resolutions Committee.** The Standing Committee on Resolutions shall be assembled in the following manner: During the Summer Meeting of the Executive Committee during each non-Presidential election years, each Executive Committee member will caucus with other Executive Committee members from their Congressional District and elect one (1) man and one (1) woman from among their members to serve as that Congressional District’s representatives on the Standing Committee on Resolutions. The State Chair shall appoint the Chairman of this committee and three (3) members-at-Large to serve a term of four (4) years. Should any member of this committee vacate their position on this committee, the State Chair shall appoint a replacement who is an Executive Committee member from that same Congressional District. Resolutions may be considered by the full Executive Committee only if they have been submitted at least ten (10) days in advance of a regularly called Executive Committee meeting. The report of the Standing Committee on Resolutions shall not be amendable from the floor, unless one-third of the members of the Standing Committee on Resolutions wish to submit such amendment to the full Executive Committee, which they must file in writing by petition to the State Secretary not less than one (1) hour prior to the scheduled call to order of the full State Executive Committee. The Standing Committee on Resolutions shall also be responsible for the creation, facilitation, and composition of a quadriennial party platform, to be presented to and adopted by the Executive Committee at the Summer Meeting during each year in which the presidential election is held.

**Section 7 – Membership Committee.** The Membership Committee will be composed of one man and one woman from each Congressional District and three (3) members at-large. Such members shall be appointed by the State Chairman subject to the approval of the Executive Committee. The State Co-Chairman shall be the Chairman of the Membership Committee. The Membership Committee shall review absences of Executive Committee members and violation of these rules by party office holders, and make a recommendation to the Steering Committee, which may ratify or reject the recommendations of the Membership Committee.

**Section 8.** Special Committees may be created as needed and shall exist at the pleasure of the State Chairman.

**ARTICLE VII – Meetings of the State Executive Committee**

- (a) **Meetings:** The Executive Committee shall meet twice each year – one Winter Meeting to be conducted between January 1 and April 1 each year and one Summer Meeting to be conducted between June 1 and September 1 during each year – subject to the call of the State Chairman.
- (b) **Special Meetings:** Special meetings of the State Executive Committee may be called by the State Chairman, a majority of the Steering Committee members or on a written petition signed by twenty-five percent (25%) of the members of the Executive Committee. Such petition shall state the purpose of such meeting and be transmitted to the State Chairman.
- (c) **Notice:** Notice of each meeting will be given in writing and mailed by the State Secretary at least Ten (10) days before the meeting. However, in the case of special meetings or in an emergency, the State Chairman may direct the State Secretary to give the membership less than Ten (10) days notice by telephoning, or contacting via electronic mail.
- (d) **Quorum:** Forty percent (40%) of the membership of the Executive Committee voting in person or by proxy, shall constitute a quorum for the conduct of business.
- (e) **Proxy Voting:** Members of the State Executive Committee may give their proxy to any registered Republican who resides in and is registered in the same State Senate District. Such proxy shall be transmitted to the State Chairman and State Secretary prior to the start of the duly called meeting of the State Executive Committee. Each proxy shall be completed on the form prescribed by and approved by the State Party staff and State Party Secretary. No proxy shall be recognized unless the same be filed with the Secretary prior to the start of any meeting and in no event later than during the roll call of members at any meeting, the holder clearly announcing the name of the Committee member so represented and the name of the holder of such proxy during the roll call. No person may carry more than two proxy votes.
- (f) Any person who serves as a member of the Executive Committee by virtue of holding more than one office shall only exercise one vote.
- (g) The current edition of *Robert's Rules of Order, Newly Revised Edition* shall govern the conduct of the meetings of the State Executive Committee and all subordinate party committees except as otherwise provided by these Bylaws.

- (h) The Membership Committee will review any Executive Committee member who has been absent from, and failed to send a proxy to, their third consecutive meeting and make a recommendation to the Steering Committee about whether to declare their seats vacant. Absences may be excused by the State Chair, subject to appropriate notification prior to a meeting.

All meetings of the State Executive Committee and all other subordinate party committees and Conventions shall be opened with a prayer and the Pledge of Allegiance to the flag of the United States of America.

#### **ARTICLE VIII – State Party Headquarters**

The Headquarters of the Executive Committee shall be in the same county which holds the seat of West Virginia State government.

#### **ARTICLE IX – Party Emblem**

The eagle shall be the party emblem to be used upon any official ballot and, at appropriate times, upon all official material of the Executive Committee.

#### **ARTICLE X – Vacancies**

A vacancy in a position may be caused by death, disqualification, disability, resignation, removal or inability to serve. In the case of a vacancy caused by removal, the person who was removed from the position shall not be eligible for election to any State Executive Committee post for a period of four years following the date of removal, except with the approval of the Steering Committee. The State Chairman may by appointment fill any Party officer's or committee member position of the State Executive Committee or any subordinate party committee if such position has been vacant for sixty (60) days without a successor having been named and certified pursuant to other applicable Rules of the Party; the person so appointed shall serve the remainder of the unexpired term of the office; any such appointment shall be subject to the approval of the Executive Committee, but the person appointed will have full authority of the office between the time of the appointment and the time such appointment fails to receive ratification by the Steering Committee.

- (a) A vacancy in the position of State Chairman, Republican National Committeeman or Republican National Committeewoman will be filled by election of the Executive Committee.
- (b) A vacancy in the position of State Co-Chairman, State Secretary, State Treasurer, State Legal Counsel, or of a State-At-Large position of the Executive Committee shall be filled by appointment by the State Chairman.
- (c) A vacancy in the office of Senatorial District Committeeman or Senatorial District Committeewoman shall be filled in the following manner: the Steering Committee shall nominate a candidate, and the Executive Committee shall elect or reject such candidate, at the next regular or special meeting. Should the candidate nominated by the Steering Committee fail to be elected, nominations from the floor shall be open, but no person may be elected without receiving a majority of votes cast.
- (d) Once a person has been elected to a District or County Party Office which results in the person becoming a member of the Executive Committee, if the boundaries of the District are changed



or the officer moves out of the District or County making such officer a non-resident of the District or County from which elected, such office will be declared vacant.

#### **ARTICLE XI – Removal by the Executive Committee**

- (a) In addition to the procedures available under these Bylaws, any member of the Executive Committee may be removed from the Executive Committee and from Party office for misfeasance; malfeasance or nonfeasance in office provided any member so offending has been given thirty (30) days written notice and the opportunity to be heard. He or she may be removed by majority vote of the members present at a duly called and constituted meeting of the Executive Committee.
- (b) Removal by the Executive Committee – Any member or officer of a District, County, or other Party Committee, may be removed by the State Executive Committee for misfeasance, malfeasance, or nonfeasance in office by a majority vote, provided that ten (10) days notice of such action has been given, or a two-thirds vote without notice. The membership of any member who fails to send a proxy to or otherwise has missed three (3) consecutive state executive committee meetings shall be automatically terminated. The State Secretary shall send written notice of automatic termination of membership. Within fourteen (14) days of receiving notice of their termination, such member may appeal the automatic termination of their membership. The Membership Committee shall review the appeal and make a recommendation to the Steering Committee, who may ratify or reject the recommendation of the Membership Committee.
- (c) In addition to the procedures available elsewhere in this article, any party officer above may be removed without cause from said office by the Committee of which he is an officer. That is, any of the State Chairman, State Co-Chairman, State Secretary, State Treasurer, Republican National Committeeman or Republican National Committeewoman may be removed by the Executive Committee. Further, and any of the four County Officers, or County Executive Committee members may likewise be removed by the County Executive Committee. Before any such committee may vote on the question of removal of an officer under this provision, said officer must be given at least fourteen (14) days advance written notice of the date, time, place and purpose of the meeting at which said vote will be taken. The vote of at least two-thirds (2/3) of the members of the committee present and voting shall be necessary for such removal. No reasons for removal need be given. If the necessary number of votes are cast in favor of removal, said removal will be effective immediately.

#### **Article XII – National Organization**

##### **Section 1. Presidential Electors.**

- (a) Any individual who is nominated for the office of Republican Presidential Elector must be a registered Republican voter in the State of West Virginia eligible to vote in the Republican Presidential Preference Primary that same year.
- (b) Any individual interested in being considered for Republican Presidential Elector must submit a letter requesting consideration to the State Party Headquarters no later than seven days prior to the summer meeting of the State Executive Committee during each year in which a Presidential election is held. The Steering Committee shall nominate one (1) slate for consideration for

Republican Presidential electors for the State of West Virginia to be voted on at the Presidential election in November. Said slate shall consist of one (1) person from each Congressional District and two (2) people State At-Large. During the summer meeting of the State Executive Committee during each year in which a Presidential election is held, the slate nominated by the Steering Committee shall be presented to the State Executive Committee for ratification. In order to be ratified, a slate must receive a majority of votes cast at the summer meeting. Should a slate fail to receive a majority of votes cast, the Steering Committee shall reconvene on the same day and in the same location and nominate a new slate for ratification. This process shall continue indefinitely until a slate is ratified.

- (c) The State Chairman shall certify the names of the Presidential Electors to the West Virginia Secretary of State not later than fifteen (15) days following the Summer meeting pursuant to West Virginia Code § 3-5-21.
- (d) Should there be a vacancy in the position of Republican Presidential elector after the summer meeting, the Steering Committee shall be empowered to meet and nominate a new Republican Presidential Elector. The State Chairman shall certify the replacement for the Presidential Elector to the West Virginia Secretary of State within five (5) days following such action taken by the Steering Committee.

#### **ARTICLE XIII – Regulation of Subordinate Party Executive Committees**

**Section 1. Jurisdiction.** In the interest of effective organization and party harmony, the State Executive Committee and its Chairman shall and will exercise jurisdiction, control and authority over the County, Senatorial, Delegate District, and Congressional Committees of the Republican Party in West Virginia in all matters having to do with: (i) the filling of vacancies when any such Committee is unable to do so, (ii) the election of any officer of the committee in the event of a tie vote, and (iii) of any other matter of the business of any such committee which in the opinion of the State Executive Committee or the State Chairman shall be of sufficient importance to the Republican party to require removal from local consideration and action by the State Executive Committee.

**Section 2. Temporary Exigent Jurisdiction.** If, in the opinion of the Chairman of the State Executive Committee, time is of the essence in regard to the issue or issues in controversy, the Chairman may exercise discretion to resolve the issue or issues in controversy, on a temporary basis by taking such action as they may deem in the best interests of the Republican Party by filling any vacancy, naming any officer, or taking what other action may be provident and they shall notify in writing the members of any subordinate committee of their action within ten (10) days thereafter, which action shall become final and binding upon the County, Senatorial, Delegate District, or Congressional Committees of the Republican Party in West Virginia and their members, unless a notice of appeal in writing filed by no less than 50 percent of the members of any such committee is filed with the Secretary of the State Committee within ten (10) days after the date of mailing of the notice, as herein above provided for, by the said Chairman to the members of such committee. Such notice of appeal to the Secretary shall be sent by certified or registered mail. Any such action taken by the Chairman in accordance with the terms of this section shall be in full force and effect from the date of his action until any appeal therefrom is adjudicated in accordance with the provisions of section three hereof.

**Section 3.** When any such question or controversy arises in any such County, Senatorial, Delegate District, or Congressional Committee, which the Chairman deems not to require immediate action upon his part as provided for in section two, or if written notice of appeal has been properly filed, as

hereinbefore provided for, from any decision of the Chairman made according to the provisions of Article XII, Section 2 of these Bylaws, the Chairman of the State Executive Committee shall appoint a panel of four members who, with such Chairman, shall constitute a Board of Arbitration to hear evidence on the issue. After hearing all the evidence of any and all parties in interest, the Board shall by secret ballot decide the issue in writing and such decision shall be final and binding upon all parties concerned.

**Section 4.** The Board of Arbitration shall fix its own rules and procedure, shall allow parties to be represented in person and by counsel, and the Board shall require the State Legal Counsel to attend such hearings and serve as Its legal advisor. The State Chairman or their designee shall act as Chairman of the Board.

**Section 5.** No members of the Executive Committee from the County, Senatorial, Delegate District, or Congressional Districts in which the issue arises shall serve as a member of any such Board of Arbitration.

**Section 6.** In the event the Chairman of the Executive Committee is a resident of the political subdivision in which the issue arises, then the Steering Committee shall select the four members of the Board and the State Co-Chairman shall perform all other duties of the State Chairman in relation to the hearings and proceedings of such Board.

**Section 7.** A new Board of Arbitration shall be convened for each issue or question.

**Section 8.** The Board may hold hearings and conduct its proceedings at such places as may be most convenient to the members of the Board, to witnesses and parties in interest and their counsel.

**Section 9.** The State Chairman shall be authorized to expend such funds of the Executive Committee as may be necessary or proper to meet the expense of any such Board of Arbitration.

#### **ARTICLE XIV – Republican Integrity**

- (a) Any person who did not support the Republican Presidential Nominee during the most recent presidential election shall not be elected to be a delegate or an alternate delegate to the District, State, or National Conventions, respectively.
- (b) The Executive Committee may vote to disavow a candidate who, in its judgment, exhibits excessively immoral or illegal behavior unbecoming of a representative of the Republican Party. Any Thirty-five (35) members of the Executive Committee may submit a letter to the State Chairman requesting such action be taken. The State Chairman shall then conduct a meeting of the Executive Committee to consider such action. A three-fourths (3/4) majority of members present shall be required to disavow a candidate. Party members who publicly oppose a candidate disavowed by the Steering Committee shall be exempt from the penalties outlined by Article XI these Bylaws.
- (c) The West Virginia Republican State Executive Committee is an organization established and dedicated to the furtherance of the Republican Party. The members of the West Virginia Republican State Executive Committee serve to make this goal a reality. Therefore, any member of the West Virginia Republican State Executive Committee who by any public action donates, contributes, endorses, or in any manner provides open and public assistance to a non-Republican candidate in a contested or non-contested campaign for public office to the

detriment of the Republican candidate, shall forfeit any and all rights and privileges of a member of the West Virginia Republican State Executive Committee. Such member's name shall be removed from the active membership roster. Such member shall forfeit all rights to vote and participate in the decision-making process of the Committee, and such member shall be prohibited from attending any meeting of the Committee as whole or as a Sub-committee. The term of this banishment shall be ten years.

#### **ARTICLE XV - COUNTY EXECUTIVE COMMITTEES**

The County Executive Committee's authority is exclusive and shall include the managing and directing of Party affairs in their respective county including the collection and disbursement of Party funds; the promotion of campaigns of Republican candidates who represent their county at the national, state and local levels and the recruitment of poll workers that will represent the Republican Party on Election Day and ensure the integrity of elections.

**Section 1. Membership:** The membership of each County Executive Committee shall consist of the elected members of the County Executive Committee who are geographically distributed throughout the county as determined by State Law and directed by the County Clerk of the county, elected by the Republican voters on the primary election ballot during each non-Presidential election year and the County Officers.

**Section 2. Officers:** The County Officers shall be:

- (a) **County Chairman:** The County Chairman, or their designee, serves as the Chief Executive Officer of the County Party with all necessary and implied powers to carry out their duties. The Chairman is charged with overseeing an annual plan that is reflective of the County goals, priorities and financial resources; Oversees the overall structure of the County party and coordination of County Party activities. As the primary officer, the County Chairman is responsible for ensuring the scope of the County Executive Committee tasks is accomplished. The County Chairman shall preside at all County meetings, shall create and appoint any special committees as necessary, and shall serve as an ex-officio member of all special and standing County Executive Subcommittees. The County Chairman is responsible for carrying out the mandate of the Rules.
- (b) **County Vice-Chairman:** The County Vice Chairman shall have all the duties and authorities of the County Chairman during the absence or disability of the County Chairman, and who shall also serve as the Acting Chairman when the Chair is unable to execute his duties or during a vacancy in the office of County Chairman until such vacancy is filled. Further, the Vice Chairman, or their designee, is to assist and support the Chairman in carrying out important tasks and act as a liaison for the Chairman and other key stakeholders as needed. While this is one of the most undefined roles, it plays a critical role in maintaining the relationship between the State, and District.
- (c) **County Secretary:** The County Secretary shall keep and be responsible for the minutes and records including correspondence, of all County Party meetings.
- (d) **County Treasurer:** The County Treasurer is the lead officer responsible for the financial compliance of the County Republican Party and ensures proper adherence to all reporting rules and regulations.

**Section 3. Meetings:** The County Executive Committee shall hold regular meetings not less than quarterly.

- (a) Special meetings of the County Executive Committee may be called by the County Chairman or on petition in writing signed by Twenty-five percent (25%) of the County Executive Committee and transmitted to the County Chairman. Such petition by members shall state the purpose of such meeting. Any such special meeting shall require at least five (5) business days written notice to all members of the County Executive Committee. However, in an emergency, the County Chairman may direct the County Secretary to give less than five (5) days' notice by telephoning, or contacting via electronic mail, the members.
- (b) Twenty-Five percent (25%) of the membership of the County Executive Committee shall constitute a quorum for the conduct of business.

**Section 4. Standing Committees:** Standing Committees may be created and shall exist at the pleasure of the County Executive Committee.

**Section 5. Special Committees:** Special Committees may be created and shall exist at the pleasure of the County Chairman; such committees shall be subject to ratification by the County Executive Committee.

**Section 6. Vacancies:** Vacancies in the County Executive Committee will be filled by the County Executive Committee, except that long-standing vacancies of sixty (60) days or more may be filled by the County Chairman. All such vacancies filled by the County Executive Committee shall be reported, in writing, within ten (10) days to the West Virginia Secretary of State, County Clerk, and State Republican Party Headquarters. The new members shall not be recognized until the minutes of the meeting at which they were elected, their names, addresses, telephone numbers and email addresses are reported to State Party Headquarters.

**Section 7. Removal Local:** The County Executive Committee may itself remove any member without notice for absence from three (3) consecutive duly called meetings, or with 30-day written notice for misfeasance, malfeasance or nonfeasance in office subject to the same appeal as provided in contested elections to the Executive Committee. The membership of any member who has three (3) consecutive unexcused absences from executive committee meetings or four (4) unexcused absences in a calendar year shall be automatically terminated. Such member may be reinstated by a two-thirds vote of the County Executive Committee.

**Section 8. Local Rules.** County Executive Committees may adopt rules or bylaws which may not conflict with these Bylaws in matters relating to the election and removal of officers and members of the County Executive Committee. Wherever the local rules or bylaws adopted by a County Executive Committee conflicts with these Bylaws in matters related to the election and removal of officers of the County Executive Committee, these Bylaws shall take precedence and govern. No other party committee shall be authorized to adopt rules or bylaws. The rules or bylaws of a County Executive Committee shall have no force or effect unless submitted to the State Republican Party Headquarters within ten (10) days of the adoption of said document or amendments made to the said document.

#### **Article XVI – State Senate & Delegate District Committees**

There shall be a State Senate District Committee and House of Delegates District Committee (which may also be referred to as a "Vacancy Committee"), composed of one (1) man and one (1) woman from each

county in their respective districts, elected by the Republican primary election voters during the May primary during each non-Presidential election year.

**Section 1. Officers:** Upon meeting, each committee will elect a Chairman and a Secretary. Such officers will serve until the next election or until their successors are elected and qualified.

**Section 2. Meetings and Limitations:** Each Senate District and Delegate District Committee shall meet subject to the call of the State Chairman or of the Chairman of the Senate District or Delegate District Committee. Such committee shall not be allowed to raise money, spend money, adopt resolutions, or rules that are inconsistent with these rules.

**Section 3. Purpose:** The Senate District and Delegate District Committees exist for the purpose of filling vacancies in the Senate or House of Delegates, as the case may be, filling vacancies on the general election ballot in accordance with West Virginia Code, or any other duty or obligation imposed by Party Rule or State Law.

**Section 4. Vacancy in the State Legislature:** Wherever else public or Party law requires the filling of an elected office by a Party Committee, the State Senate Executive Committee or House of Delegate Executive Committee, whatever the case may be, shall fulfil their obligations in accordance with state law as provided in this rule.

- (a) In order to be eligible to be nominated for a vacancy in elected office by the Republican Party, a candidate shall be constitutionally eligible to hold such office at least sixty (60) days prior to the date that the vacancy occurred and shall have been a registered Republican voter in the most recent general election.
- (b) The Delegate District Committee or Senate District Committee shall convene, conduct interviews, and nominate a list of three (3) candidates to send to the Governor within fifteen (15) days of the vacancy occurring.
- (c) The State Party Chairman, or their designee, shall facilitate the process of conducting interviews and filling such office by whatever means necessary, which shall include but is not limited to, facilitating and conducting the interviews, calling special meetings of the District Vacancy Committee, and certifying the results of such committee meetings to the Governor. The State Chairman shall take care to see that each candidate nominated by the Republican Party for such office is constitutionally eligible.
- (d) The State Chairman and State Party Staff shall, in consultation with the elected Chair of the District Vacancy Committee, prepare a list of questions that will be asked of candidates during their interview process. The State Chairman and State Party Staff shall ensure that there is adequate public notice of such vacancy and that there are at least Seventy-two (72) hours between the time that the notice is posted publicly and the time that the application period closes.
  - a. The nomination of such candidates for a vacancy shall occur in the following manner:
    - i. If there are three (3) candidates who have applied, the Vacancy Committee need not convene, unless called to do so by the State Chair, the District Vacancy Chair, or upon the application of forty percent (40%) of the members of the District Vacancy Committee. In such cases, should there be only three

candidates, and the committee is not called, the State Chairman shall certify those three names to the Governor and shall provide a copy to the Secretary of State.

- ii. If there are less than three (3) candidates, the Vacancy District Committee shall convene and endeavor to fill the remaining slots from a list of eligible registered Republicans who are constitutionally eligible to hold such office and are registered to vote in and reside in the District from which the vacancy arises.
- iii. If there are more than three (3) candidates who apply for such office, interviews will be conducted in person at a location in the District, unless such district is within twenty-five (25) miles of the State Party Headquarters, at which point the interviews shall be conducted at State Party Headquarters. All interviews will be uniform and no candidate shall be asked different questions, questioned by individual committee members, or be given more or less time. Upon the conclusion of the interviews, the District Vacancy Committee shall deliberate and choose three candidates to submit to the Governor. The District Vacancy Committee shall vote by blank ballot and no name shall be placed on the list submitted to the Governor unless they receive a majority of votes cast. The members of the District Vacancy Committee shall vote for up to three candidates on the first round of balloting. If any candidate receives a majority of votes cast, that candidate shall be nominated and their name shall be removed from the next round of voting. In succeeding rounds of balloting, the committee members shall only be allowed to vote for the number of slots left to nominate. In each succeeding round of balloting, the candidate receiving the fewest votes shall be eliminated for the next round of balloting, unless there are multiple candidates who receive the fewest amounts of votes. This process shall continue indefinitely until a slate of three (3) candidates is nominated.
- iv. Upon the conclusion of the committee interviews and action, the State Chairman, District Vacancy Committee Chairman (or Vice Chair in the absence of the Chair), and District Vacancy Committee Secretary shall certify, by letter on State Party letterhead, the list of three (3) names for such vacancy. This letter shall be filed by the State Party Staff within twenty-four (24) hours of the letter being signed by all three officers. All letters and certification papers shall be filed with the Governor of West Virginia and the West Virginia Secretary of State.
- v. In any case where there is no Senate Vacancy Committee or Delegate Vacancy Committee due to the district being wholly within one county, the County Chair shall appoint a subcommittee which shall act as the vacancy committee and the process of such committee be facilitated by the County Chair and State Chair. In such case, the names of the three (3) nominated candidates shall be certified by the County Chair, County Secretary, and State Chair.

#### **ARTICLE XVII – Statutory Obligations**

**Section 1.** In any case where the Republican nominee for any office shall become ineligible to appear on the ballot or continue to be the Republican nominee due to death, disqualification, or withdrawal, in any

situation under State Law, the Executive Committee of jurisdiction shall fill the vacancy as provided by West Virginia Code § 3-5-19. That is, statewide positions will be filled by the Executive Committee, a Congressional position will be filled by the Congressional District Committee, a State Senate position will be filled by the State Senate District Committee, a House of Delegates position will be filled by the Delegate District Committee, and County offices or positions whose geographic positions are wholly within one county but have no other executive committee of jurisdiction shall be filled by the County Executive Committee. After any nominating meeting held pursuant to this Article, the State Chairman shall certify the nominee so chosen, to the Secretary of State and/or other applicable authority.

**Section 2.** Congressional District Committees shall exist solely for the purpose of the duties described in this section, unless it shall be called to fulfill any other duty granted or imposed by State Law, these Bylaws, or *The Rules of the Republican Party*. Such committee shall not be allowed to raise money, spend money, adopt resolutions, or rules that are inconsistent with these rules.

#### **ARTICLE XVIII – Amendments**

Two-thirds of the members of the Executive Committee present in person or by proxy, voting in the affirmative shall be necessary to amend these Bylaws; provided that the proposed amendment and the date of the meeting at which it will be presented shall have been submitted to all the members in writing at least Thirty (30) days before the meeting at which the proposed amendment is to be considered. Following the notice to members of the State Executive Committee of any amendment to these Bylaws, there shall be a comment period of fifteen (15) days during which members may review such changes and recommend further amendments to the Rules & Bylaws Committee, which shall then review the suggestions and make a recommendation to the full State Executive Committee.