

Bylaws of the Marin County Republican Central Committee

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Bylaws of the Marin County Republican Central Committee

PREAMBLE

The Marin County Republican Central Committee hereby adopts these Bylaws for the composition and actions of the Marin County Republican Central Committee, the election of officers, and the management and operation of the Marin County Republican Central Committee.

ARTICLE I: Name, Purpose and Duties

Section 1 - Name

- a. The name of this organization is the "Marin County Republican Party," hereinafter referred to as the "MCRP" or the "County Party." The name of the governing body of this organization is the "Marin County Republican Central Committee," hereinafter referred to as the "MCRCC" or the "Central Committee."
- b. The MCRP is a private, nonprofit, unincorporated, and independent partisan association. It voluntarily affiliates with the California Republican Party. The MCRCC may charter, recognize, support, or affiliate with other Republican groups. It may also end these relationships by a majority vote.
- c. The MCRCC shall prevent the names "Marin County Republican Party," "Marin County Republican Central Committee" and "Marin GOP" from being used by unauthorized persons, campaigns, or unaffiliated organizations. Endorsements of candidates or ballot measures shall require the approval of two-thirds of the Central Committee.

Section 2 - Purpose and Duties

The MCRCC conducts the business of the MCRP. It carries out activities it considers necessary to increase Republican registrations and to elect Republicans to public office.

ARTICLE II: Objectives and Powers

Section 1 - Objectives

- a. To register citizens of Marin County as Republicans and to assist and encourage all Republicans to vote in every election.
- b. To campaign for the election of Republican candidates for public office and the appointment of Republicans to appointive government positions.
- c. To maintain an effective, intelligent, aggressive and permanent campaign organization in Marin County.
- d. To participate in the development of the principles and platform of the Republican Party, and to support and promulgate those principles and platform.
- e. To serve as a liaison between Republicans in Marin County and the California Republican Party.
- f. To recognize and assist Republican organizations in Marin County and to coordinate their activities with those of the County Party.
- g. To bring new volunteers into Republican Party politics and to provide opportunities for them to achieve recognition through political expression.
- h. To recruit competent Republican candidates to run for public office, to endorse qualified Republican candidates, and to

train future leaders for service in local, state and federal government.

- i. To promote loyalty and patriotism in Marin County, the State of California, and the United States of America.
- j. To advance the cause of good government at all levels.
- k. To promote and support other such issues as the Central Committee deems partisan.

Section 2 - Powers

The Central Committee shall have the power to further the objectives of the County Party in accordance with these Bylaws through all legal means including, but not limited to:

- a. The solicitation and expenditure of funds.
- b. Use the name of the County Party or Central Committee in an endorsement for any candidate for partisan office (except in a contested Republican Primary) or ballot measure.

Section 3 - Authorization of Expenses and Liabilities

The Central Committee shall have the power to take the following actions with the approval of a majority of Members present and voting at a meeting of the Central Committee:

- a. To donate funds to local Republican candidates or campaigns.
- b. To purchase, buy, lease, or otherwise acquire real estate and other property; to construct, erect, maintain, and remove improvements thereon; and to sell, mortgage, hypothecate, exchange, trade or otherwise dispose of any real estate and/or other property, improved or unimproved.
- c. To approve non-budgeted general operating expenditure of more than \$200.00 per transaction.

- d. Individuals, officers, and other organizations cannot make expenditures or incur liabilities on behalf of the MCRCC without prior approval by a majority vote of the MCRCC. Any unauthorized expenses and liabilities are the sole responsibility of the person who incurred them.
- e. The Central Committee shall not authorize any expenditure or contribution payable to any entity in which a Member or a Member's spouse, parent, sibling, or child, has a financial interest or acts as a director or officer, except by the concurrence of two-thirds of Members present and voting. Every Member of the Central Committee shall be obligated to disclose such potential conflicts of interest prior to the vote to authorize the expenditure of funds and shall abstain from voting when such a potential conflict exists. Where payment is reimbursement for a documented and verifiable expenditure that was properly authorized by the Central Committee, the Member to be reimbursed shall abstain from voting, but otherwise this section shall not apply.
- f. The Central Committee shall indemnify and hold its Members harmless from any monetary judgment, fine or penalty, resulting from any acts or omissions of the Officers or Members, except for intentional, grossly reckless or grossly negligent acts or omissions arising from any official act of the Officer or Member on behalf of the Central Committee.

Section 3 - Endorsements

The Central Committee shall not endorse any candidate in a contested Republican Primary election, except in the following manner and under these circumstances:

- a. Notice of the proposed action is given to all voting members

at least five days in advance of a Regular Meeting.

- b. A hearing is being held and the candidates affected are given an opportunity to appear.
- c. A candidate receives a two-thirds (2/3) majority vote of the Members present and voting.

ARTICLE III: Membership

Section 1 - Electors

All Republicans who are legally registered to vote in Marin County are electors of MCRCC members. Members have a duty to electors to support and promote the goals of the MCRCC and a fiduciary duty to oversee MCRCC finances.

Section 2 - Membership Categories

The members of the MCRCC, collectively known as "Members," are comprised of four categories. A person may only serve as a voting member of the Central Committee in one category of membership at a time. The four categories are as follows:

- a. Regular Members. The number of Regular Members is established by the Marin County Elections Department in accordance with the California Elections Code § 7400. A person becomes a Regular Member either by election in the quadrennial presidential primary election, or appointment by the Central Committee to fill a vacancy. A person must meet the qualifications of California Elections Code Section § 7407 to be eligible for election or appointment to the MCRCC.
- b. Ex-Officio Members (ex-Officios) are local Republican nominees or incumbent Republican officeholders. They include:
 - 1) The most recent Republican nominees and the

incumbent Republican officeholders for the House of Representatives, State Senate, and State Assembly, if their districts include any part of Marin County.

2) The most recent Republican nominees and the incumbent Republican officeholders for the statewide offices of United States Senator, Governor, Lieutenant Governor, Attorney General, Controller, Secretary of State, Treasurer, and Insurance Commissioner, but only if they currently live in Marin County.

3) If a Regular Member of the Central Committee qualifies to serve as an Ex-Officio Member of the Central Committee, their seat as a Regular Member shall be vacated; once verified, ex-officios have the same privileges as Regular Members.

c. Alternate Members (Alternates) are nominated by MCRCC Regular and Ex-Officio Members. They have all the rights of a Regular Member when that Member is absent.

1) Members may nominate one Alternate that shall be approved by a majority of Members present and voting, unless the Ex-Officio Member that nominated them is an incumbent.

2) Members shall notify the Chair in writing or by email if they will be absent and name the Alternate that is to represent them at the meeting.

3) Alternates may serve multiple Regular or Ex-Officio Members but may represent only one Member at meetings. They shall represent the Regular Member or Ex-Officio that first notifies the Chair of their pending absence.

4) An Alternate may be elected as an Officer or

approved as an At-Large Member of the Executive Committee.

d. Associate Members are appointed by Regular Members and shall be approved by a majority of Members present and voting. Associate Members shall be Republicans registered to vote in Marin County who actively contribute to the MCRCC.

- 1) Associate Members shall not vote or make motions at Regular Meetings, Special Meetings or Organizational Meetings of the Central Committee.
- 2) An Associate may be elected as an Officer or approved as an At-Large Member of the Executive Committee.

Section 3 - Ex-Officio Determination

The MCRCC shall have the sole discretion to determine by majority vote which Republican candidates and officeholders are the most recent Republican nominees for purposes of Ex-Officio Membership. In making that determination for each office listed in this Article, the MCRCC shall follow these guidelines:

- a. If only one Republican candidate will appear on the ballot in the November General Election, or in a special election or recall election, then that person is the Republican nominee for that office.
- b. If two or more Republican candidates will appear on the ballot in the November General Election, or in a special election or recall election, but one candidate was endorsed for that office by the Central Committee, then that endorsed candidate is the Republican nominee for that office.
- c. If two or more Republican candidates will appear on the ballot in the November General Election, or in a special

election or recall election, and if no candidate was endorsed for that office by the Central Committee, then the Republican candidate who receives the most votes in that election shall become the Republican nominee for that office when the election results are certified.

d. If no Republican candidate will appear on the ballot in the November General Election, or in a special election or recall election, then there is no Republican nominee for that office, but the Central Committee shall have the discretion to seat the prior Republican nominee for that office as the most recent Republican nominee if there is no incumbent Republican officeholder.

e. When the election results are certified after the November General Election, special election, or recall election, if the winner is a Republican who was not the Republican nominee under these guidelines, then that person shall thereby become the most recent Republican nominee for purposes of Ex-Officio Membership.

Section 4 - Alternate Member Qualifications

All Alternates must be registered Republican voters in Marin County. Alternates nominated by Regular Members must live in the same supervisor district as their nominating member. Nominations must be made in writing to the Secretary. Alternates have all the rights and responsibilities of Members except that they can only vote and make motions when they represent a member that is absent. Alternates can be removed in writing by their nominating member at any time. The Alternate and their nominating member must be present for approval by Members present and voting.

Section 5 - Associate Member Appointments

Each Regular or Ex-Officio Member may appoint Republicans registered to vote in Marin County as Associates. They shall enjoy all the rights, privileges, and responsibilities of Regular Members, including participation in discussions, but they shall not vote or make motions at Regular Meetings, Special Meetings or Organizational Meetings. Appointments shall be made in writing. There shall be no limit to the number of Associate Members that Regular or Ex-Officio Members may appoint. Associates may continue in office from term to term, without the need for re-appointment, so long as they remain registered to vote as Republicans, remain in good standing, comply with these Bylaws, and notify the Secretary of changes to their contact information. The Associate and their appointee must be present for the vote.

Section 6 - Member Dues

Members shall pay dues as described in the Standing Rules.

Section 7 - Member Standing

Members in good standing may be seated and participate in MCRCC meetings. A Member is in good standing if they are sworn in, meet residency requirements, are current on dues, and remain registered to vote as Republicans in Marin County.

Section 8 - Length of Member Terms

- a. The term for Regular Members begins and ends on the day of the Organizational Meeting that follows a quadrennial Presidential General Election (a 4-year term).
- b. The term for Ex-officio Members shall be according to the California Elections Code.
- c. Alternate Members serve upon approval by a majority of Regular and Ex-Officio Members until the Organizational Meeting Call

to Order in even-numbered years or when their appointing Member ceases to be a Member of the MCRCC for any reason or if they are removed in writing by their appointing Member.

d. The term for Associate Members is as described in Section 5 of this article.

ARTICLE IV: Removals or Expulsions, Resignations and Vacancies

Death, resignation, removal or expulsion of a Member shall result in a vacancy.

Section 1 - Expulsion

Any Member may be expelled for bad conduct or incapacitation by a two-thirds vote of members present and voting. Bad conduct includes, but is not limited to, criminal behavior, benefiting from an undisclosed conflict of interest, intentionally disrupting MCRCC meetings and events after receiving a warning, lying to the MCRCC, failing to surrender MCRCC records and property within two weeks after a written demand, or seeking to damage the MCRCC.

Prior to the vote, the individual in jeopardy of expulsion shall receive fourteen (14) days' notice of the date, time, place, and purpose of the meeting at which the vote is scheduled to take place. If present at that meeting, the individual shall have the right to hear and respond to the allegations prior to the vote.

Individuals removed from the Central Committee through this procedure shall not be eligible to serve on subcommittees or for appointment to positions as Alternates or Associates during the remainder of that Member's term.

Section 2 - Removal

Any Member may be removed without prior notice by a simple majority vote of the MCRCC at any meeting for:

- a. Affiliating or registering with another party or supporting a non-Republican candidate against a Republican candidate endorsed by the MCRCC, provided that such actions took place within the Member's term of office; or
- b. Filing a lawsuit or voluntarily assisting with a lawsuit against the MCRP, the MCRCC, or any officer or agent of the MCRCC, unless that Member first attempted to address the grievances to the MCRCC and participated in good faith mediation or arbitration.

Section 3 - Resignation

Any Regular Member shall be deemed to have resigned by failing to attend four MCRCC regular meetings in any twelve-month period. Where attendance is disputed, absences shall be determined from the approved meeting minutes.

Any Regular or Alternate Member who moves their residence from the Supervisor District from which he or she was elected or appointed shall be deemed to have resigned.

Ex-Officios that take residence outside their district shall be deemed to have resigned and their Alternate shall not be allowed to represent them at meetings. Alternates of Ex-Officio Members that take residence outside Marin County shall be deemed to have resigned.

Any Member of the MCRCC may resign by submitting a letter of resignation or by publicly resigning at a MCRCC meeting. All resignations shall be effective immediately and automatically, without any vote by the Central Committee.

Section 4 - Vacancies

A vacancy among Regular Members shall be filled to comply with California Elections Code §§ 7409 and 7410. A vacancy among Ex-

Officios may be filled by the Chair with the approval of a majority of Members present and voting.

- a. When a vacancy occurs by death, removal, resignation, or electing too few members, the Chair shall provide notice of the vacancy during a regular MCRCC meeting and call for an election to fill the vacancy at the next regular meeting. In such elections, if no candidate receives a majority of votes on the first ballot, then a run-off shall be held immediately between the two candidates that received the most votes.
- b. The remaining Members of a district shall choose nominees to fill the vacancy. If they fail to do so, the Executive Committee shall choose the nominees. Nominees to fill a vacancy shall be approved by a majority of Members present and voting.

ARTICLE VI: Officers

Officers of the MCRCC shall consist of a Chair, a Vice Chair, a Treasurer, and a Secretary. Officers are Members of the Executive Committee.

Section 1 - Officer Qualifications

Officers shall be members in good standing and are elected by Regular Members of the MCRCC. No Member shall hold more than one position on the Executive Committee.

Section 2 - Duration of Officer Term

Officer terms begin upon their election at the Organizational Meeting and end when their successor is elected (a two-year term).

Section 3 - Duties of Officers

- a. Chair: It shall be the duty of the Chair to preside over all Regular and Executive Committee meetings of the MCRCC; to

perform all duties usual and customary of the Office per RONR (12th Ed.) 47:5-20; and with the Advice and Consent of Members, appoint subcommittee Chairs. The Vice Chair shall serve as Chair in the absence the Chair. In the absence of both Chair and Vice Chair, the Secretary shall appoint another Regular Member to serve as Chair.

b. Vice Chair: It shall be the duty of the Vice Chair to preside over all meetings of the MCRCC when the Chair is absent, or if the chair is vacated, per RONR (12th Ed.) 47:23-28; the Vice Chair shall also serve as the Chair of the Finance Committee.

c. Secretary: It shall be the duty of the Secretary to record the proceedings of the MCRCC; to perform all duties usual and customary of the Office per RONR (12th Ed.) 47:32-36, to oversee correspondence dictated by the MCRCC, and to be the custodian of all MCRCC records, except those of the Treasurer; and to perform such other duties as required by the Chair of the MCRCC. The Secretary may designate an Assistant Secretary that need not be a Member. The Central Committee may choose another Member to serve as the custodian of records.

d. Treasurer: It shall be the duty of the Treasurer to oversee all funds of the MCRCC and to have custody of all financial records of the MCRCC; to perform all duties usual and customary of the Office per RONR (12th Ed.) 47:38-39; to make disbursements of such funds upon written order of the Chair or as approved in the minutes of the meetings of the MCRCC; and to comply with all state FPPC and federal FEC filing requirements. The Treasurer may designate an Assistant Treasurer that need not be a Member.

Section 5 - Officer Nominations and Elections

MCRCC Officers shall be nominated and elected at the Organizational Meeting per the Standing Rules.

Section 6 - Compensation

No Members of the MCRCC nor its Officers shall receive compensation for their time or service.

ARTICLE V: Meetings

All business of the MCRCC is conducted or authorized at meetings open to all Members.

Section 1 - Regular Meetings

Regular meetings of the MCRCC shall comply with the schedule and procedures described in the Standing Rules.

Section 2 - Special Meetings

Special meetings of the MCRCC shall comply with the call and procedures described in the Standing Rules.

Section 3 - Executive Committee Meetings

Executive Committee meetings of the MCRCC shall comply with the call and procedures described in the Standing Rules.

Section 4 - Organizational Meetings

Organizational Meetings shall be scheduled and conducted per ARTICLE II of the Standing Rules.

Section 5 - Notice

Notices for all meetings shall comply with the requirements in the Standing Rules.

Section 6 - Recordings

All meetings shall be recorded, except for closed sessions. Recordings shall be available to Members only.

Section 7 - Quorum

- a. A roll call shall be taken to establish a quorum.
- b. A meeting shall not proceed without a quorum.
- c. A quorum is attained when more than one-half of the members are in attendance.
- d. Once attained, a quorum remains in effect through adjournment.

ARTICLE VII: Executive Committee

Section 1 - Members of the Executive Committee

The Executive Committee will consist of the four MCRCC Officers and an At-Large Member. This member is nominated by the Chair and approved by a majority vote of Regular Members present and voting at the Organizational Meeting.

Section 2 - Executive Committee Meetings

The Executive Committee shall meet as prescribed in the Standing Rules.

Section 3 - Duties of the Executive Committee

The Executive Committee shall oversee the general affairs of the MCRCC between business meetings. It may adjust the time and location of Executive Committee meetings, propose changes to Regular Meetings (subject to MCRCC approval), and carry out other necessary duties to conduct MCRCC business.

Section 4 - Authority of the Executive Committee

The Executive Committee shall have only that authority explicitly designated in these Bylaws or as granted by the MCRCC by

majority vote of Members present and voting. None of its acts shall conflict with action taken by the MCRCC.

Any special authority given to the Executive Committee by the MCRCC shall expire at the Call to Order of the Organizational Meeting.

The Executive Committee may approve MCRCC expenditures, reimbursements, and contributions under the following circumstances:

- a. An expenditure of \$500 or less if it is too urgent to await approval at the next MCRCC regular meeting,
- b. An expenditure is a direct cost of a fund-raising event that was previously approved by the MCRCC, or
- c. The expenditure is a campaign contribution made with funds that have already been received by the MCRCC, where such a contribution is legal, would not violate standing rules and procedures, and would not contradict prior endorsements made by the Central Committee.

Section 5 - Minutes of the Executive Committee

The Secretary shall prepare minutes of the Executive Committee meeting for submittal to Members at the next regular meeting.

ARTICLE VIII: Subcommittees

Section 1 - Subcommittees

Subcommittees, or committees, of the MCRCC are intended to achieve the goals of the MCRCC while increasing participation in the MCRCC. For that reason, unless noted otherwise, registration as a Republican in Marin County is the only qualification needed to serve on an MCRCC committee. Except for the Finance Committee, the

Chair shall appoint subcommittee Chairs with the Advice and Consent of the MCRCC.

Section 2 – Standing Committees

The following shall be standing subcommittees of the MCRCC:

- a. Finance Committee: The Finance Committee shall be comprised of the Vice Chair, the Treasurer, and Members as may be appointed by the Chair with the Advice and Consent of the MCRCC. The Vice Chair may designate another Member to serve on the Finance Committee in their place. The duties of the Finance Committee shall be to organize and maintain a fundraising organization and to raise funds to meet the MCRCC budget. The Finance Committee shall oversee necessary MCRCC audit functions and provide input to the MCRCC in the development of its Annual Budget. The Vice Chair, or their designated replacement on the Finance Committee, shall chair the Finance Committee. The Finance Committee shall meet as often as required to fulfill its duties. These meetings may be conducted in person, by teleconference or over the Internet.
- b. Communications Committee: The purpose of the Communications Committee is to increase awareness of the goals and activities of the MCRCC throughout Marin County, and to increase the MCRCC's understanding of the issues and priorities of Marin County Republicans.
 - 1) Provided that funding is available, the committee is authorized to utilize US Mail, print media, email, websites and social media to achieve its goals.
 - 2) The Chair of the MCRCC Communications Committee shall be the principle MCRCC contact person for the press.
- c. Election Integrity Committee: The duties of the Election

Integrity Committee are to:

- 1) Analyze voter rolls for compliance with state and federal law prior to an election,
- 2) Recruit, train and schedule observers for every election conducted by the Marin County Elections Department,
- 3) Accumulate and analyze observation reports,
- 4) Prepare a comprehensive report for each election to:
 - i. Document equipment and procedures used for the election,
 - ii. Itemize observed violations of state or federal elections codes,
 - iii. Analyze potential security vulnerabilities,
 - iv. Describe any anomalies in election results,
 - v. Document facts that could form the basis for a recount or re-election,
 - vi. Recommend changes to improve election security
 - vii. Present their findings to interested groups and organizations to educate the public on threats to the security of our elections.

d. Precinct Committee: The goals of the committee are to:

- 1) Recruit, organize, manage, train, motivate and mobilize a permanent network of neighborhood representatives in every precinct in Marin County.
- 2) Find Republican candidates to run for local elective or appointed office,
- 3) Train and support Republican candidates to get them elected or appointed to local office,
- 4) Get Republican candidates elected to office.

e. Voter Registration Committee: The duties of the Voter

Registration Committee shall be to devise and implement multiple and diverse projects to register Republican voters in Marin County.

- f. Events Committee: The purpose of the Events Committee is to:
- 1) Plan events to attract conservatives, grow the Republican Party in Marin County, and generate revenue for the MCRCC,
 - 2) Work with the Finance Committee to create fundraising events, and
 - 3) Create a database of venues, capacities and costs.

Section 3 - Ad Hoc Committees

Other Subcommittees may be formed by the Chair to perform tasks deemed necessary to achieve the goals of the MCRCC.

Section 4 - Advice and Consent

The Advice and consent of the MCRCC shall be established by majority vote of Members present and voting at a regular meeting.

Section 5 - Ex-officio of Subcommittees

The Chair may serve as Ex-officio voting member of any standing or ad hoc committee.

ARTICLE IX: Parliamentary Authority

Section 1 - Order of precedence:

- a. The order of which authority is herein accepted is as follows:
- 1) California Elections Code,
 - 2) These Bylaws,
 - 3) The Standing Rules,
 - 4) Roberts Rules of Order Newly Revised (latest edition)
- shall govern MCRCC in all cases in which they are not inconsistent with these Bylaws.

- b. If any provision of these Bylaws is contrary to the provisions of the California Elections Code, the California Elections Code shall govern. In all other instances, the provisions of these Bylaws shall govern.

Section 2 - Standing Rules

In addition to these Bylaws, the Standing Rules govern MCRCC procedures. They expire with the Bylaws at the Organizational Meetings. The Bylaws and Standing Rules can be re-affirmed, modified, or replaced by a majority vote of Regular Members present at that meeting, provided that proposed changes are provided to Regular Members 30 days before the meeting.

ARTICLE IX: Accounting Protocols

Section 1 - Safe Harbor¹

The MCRCC shall adopt the FEC-recommended² accounting protocols to obtain "Safe Harbor" status, namely:

- a. All bank accounts are opened in the name of the committee, never an individual, using the committee's Employer Identification Number, not an individual's Social Security Number,
- b. Bank statements are reviewed for unauthorized transactions and reconciled to the accounting records each month. Further, bank records are reconciled to disclosure reports prior to filing. The reconciliations are done by someone other than a check signer or an individual responsible for handling the committee's accounting,

¹ <https://tinyurl.com/FEC-SafeHarbor>.

² The internal controls set forth here represent the minimum efforts a committee must take to qualify for this safe harbor. The FEC provides additional guidance on internal controls best practices at <https://tinyurl.com/fec-Guide>. This policy does not absolve or mitigate FEC liability for individuals responsible or complicit in the misappropriations.

c. Checks over \$1000 are authorized in writing or signed by two individuals, or both. Further, all wire transfers are authorized in writing by two individuals. The individuals who may authorize disbursements or sign checks should be identified in writing in the committee's internal policies.

d. An individual who does not handle the committee's accounting or have banking authority receives incoming checks and monitors all other incoming receipts. This individual makes a list of all committee receipts and places a restrictive endorsement, such as: "For Deposit Only to the Account of the Payee" on all checks, and

e. If the committee has a petty cash fund, an imprest system³ is used and the value of the petty cash fund should be no more than \$500.

Section 2 - Fiscal Year

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

ARTICLE X: Amendments

Section 1 - Adoption of Bylaw Amendments

Proposed Bylaw Amendments may be adopted by a three-quarters (3/4) super majority vote of Regular Members present and voting at the meeting where the amendments are introduced, by a two-thirds (2/3) majority of Regular Members present and voting at the following regular meeting, or by a majority of Regular Members at

³ An imprest fund is one in which the sum of the disbursements recorded in the petty cash log since the last replenishment and the remaining cash always equals the stated amount of the fund. When the fund is replenished the amount of the replenishment equals the amounts recorded since the prior replenishment and should bring the cash balance back to the stated amount. Only one person should oversee the fund.

the Organizational Meeting following a quadrennial presidential general election.

Section 2 – Adoption of Standing Rules Amendments

Adoption of Proposed Standing Rules Amendments shall be by majority vote of Regular Members present and voting.

Section 3 – Amendment Presentation Format

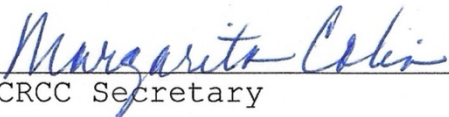
Proposed amendments shall be presented in writing to Members at a Regular Meeting in a style that clearly indicates the modifications. A single strike-through shall be used for text to be removed. Text added or and modified shall be underlined and shown in red. A printed version of the Word file with "Tracking On" and "All Markup" meets the required markup style to present proposed amendments to Members.

Proposed Bylaws at an Organizational Meeting following a quadrennial presidential general election need not comply with the section.

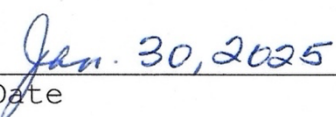
ARTICLE XI: Termination

Should the MCRCC cease operations for any reason, the assets of the organization, once all debts have been expunged, shall be disposed of in accordance with the charitable nonprofit purposes of a 501 (c) (3) corporation.

Adopted or Amended this 30th day of January 2025.



MCRCC Secretary



Date