



**By-Laws
of the
Texas Republican County Chairmen's Association**

Adopted
June 14, 2018

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**TEXAS REPUBLICAN COUNTY CHAIRMEN'S ASSOCIATION
(TRCCA)**

BY-LAWS

Article I – Name and Description

Section 1.1: Name. The official name of this organization is “Texas Republican County Chairmen’s Association.”

Section 1.2: Identity. The organization may also be known as “TRCCA.”

Section 1.3: Description. The TRCCA is a grassroots organization of duly elected County Chairmen of the Republican Party in Texas. TRCCA enacts these by-laws to govern the principles and operation of the organization.

Article II – Objectives

Section 2.1: Internal.

- (1) To represent and assist the members of TRCCA.
- (2) To educate, train, organize and support County Chairmen to better enable them to perform their duties of conducting elections.
- (3) To review and propose changes to the Texas Election Code to improve Texas Elections.

Section 2.2: Texas and National. To work with the Republican Party of Texas, and the Republican National Committee to establish and promote the principles of the Republican Party.

Section 2.3: Limitations.

- (1) TRCCA shall not engage in any activities or exercise powers that are not in harmony with or in furtherance of the purposes herein.
- (2) TRCCA’s property and assets are dedicated to the objectives set forth herein. In the event of TRCCA’s dissolution or demise, no part of the property, assets or any monetary fund or description shall inure to the benefit of anyone (including members, Board members, and officers of TRCCA) except to distribute these assets to an organization pursuant to and in compliance with Internal Revenue Code Section 507 or other relevant treasury or Political Action Committee as those code sections pertain.

Article III – Membership

Section 3.1: Members. All duly elected, selected or appointed Republican County Chairmen in

the State of Texas are members of TRCCA. The voting membership of TRCCA shall be made up of only dues-paid members of the TRCCA.

Section 3.2: Voting Rights. A member is entitled to vote seven days after a timely paid membership receipt is issued to the member.

Section 3.3: Dues. The amount of membership dues will be set by the Executive Committee of TRCCA with the consent of the majority of the Board of Directors, except that the current dues amount will continue in effect unless changed by such a vote. The term of dues coincides with the County Chairmen's two-year term of office. Dues are transferable within a county, to a successor, but not pro-rated.

Section 3.4: List of Members. A current official membership list maintained by the Executive Director and prepared and updated as necessary by the Treasurer.

Article IV – Executive Committee & Duties

Section 4.1: Executive Committee: The Executive Committee of TRCCA shall be the President, Vice-President, Secretary, Treasurer, Representative to the State Republican Executive Committee (SREC), and Member at Large (only if the Treasurer is not a County Chairman and TRCCA member), Assistant Treasurer, Legislative Chairman, Training Chairman and Immediate Past President. The Executive Committee shall meet as determined by The President and may meet in conjunction with meetings of the Board of Directors or apart.

Section 4.2: Terms of Office: Shall be for two (2) years or until the biennial election, whichever occurs later, and may extend beyond the tenure of the officer as a County Chair.

Section 4.3: Qualifications: With the exception of the Treasurer, all Executive Committee Members (noted in Section 4.1 supra) shall be elected or appointed (where applicable) from the eligible dues-paid members of TRCCA.

Section 4.4: President. The President shall:

- (1) Be elected at the Biennial Meeting.
- (2) Represent TRCCA and be the TRCCA official spokesperson and is authorized to delegate such spokesperson responsibility as deemed appropriate for specific functions.
- (3) Preside at all general, regular or special meetings of TRCCA and of its Executive Committee, and of its entire Board of Directors.
- (4) Call all meetings unless otherwise provided herein.
- (5) Appoint all chairmen and members of committees subject to the approval of the Executive Committee.
- (6) Develop a Biennial Budget in coordination with the Treasurer, Assistant Treasurer and Executive Director.
- (7) Appoint a Legislative Chairman, Training Chairman, and Assistant Treasurer as referenced in these bylaws, to be confirmed by a majority of the Executive Committee.
- (8) Be responsible to implement all notices for By-Laws directed meetings including elections.

Section 4.5: Vice-President: The Vice President Shall:

- (1) Be elected at the Biennial Meeting.
- (2) Assist the President in the fulfilling of duties and responsibilities
- (3) Preside in the absence of the President at appropriate functions and meetings of the TRCCA.

Section 4.6: Secretary. The Secretary shall:

- (1) Be elected at the Biennial Meeting.
- (2) Receive and maintain all files of the officers of the previous administration and report such to the Executive Committee.
- (3) Keep minutes of all meetings of the TRCCA and the Executive Committee and Board of Directors.
- (4) If requested by the President, be responsible for all official correspondence between the TRCCA and the membership, including but not limited to the distribution of meeting notices, minutes and reports to the members as provided by the Executive Director.

Section 4.7: Treasurer. The Treasurer shall:

- (1) Be elected at the Biennial Meeting.
- (2) Receive and oversee all of the funds of the TRCCA.
- (3) Pay all bills authorized by the majority of TRCCA's Executive Committee as provided herein. The bank account of TRCCA will be set up so that one signature is required for every check payment, with the authorized signatories being the current President, Vice-President, Treasurer, and Executive Director. These signatories will sign only checks consistent with: a) actions previously authorized, explicitly or by reasonable implication, by the Executive Committee; or b) actions requiring payment of \$500.00 or less deemed by the signatories to be consistent with the goal of TRCCA; or c) action requiring payment of over \$500.00 approved orally or in writing, including email, by three or more Executive Committee members.
- (4) Keep a correct account of the amount and source of receipts and the amount and the purposes of disbursements and prepare and submit the proper reports for filing to the appropriate agencies, the Executive Committee, the Board of Directors, and to all membership meetings.
- (5) Collect dues from the membership and give receipt for the payments. The Treasurer shall notify the Executive Director of paid memberships received for the purpose of maintaining the official membership list.
- (6) Have a voice, not a vote, unless a County Chairman and TRCCA paying member.
- (7) Be responsible for developing a Biennial Budget in coordination with the President, Assistant Treasurer and Executive Director.

Section 4.8: Representative to SREC: The Representative to the SREC shall:

- (1) Be elected at the Biennial Meeting.
- (2) Attend SREC meetings on a regular basis, and act as a liaison between these two organizations.

Section 4.9: Media Chairman: The Media Chairman shall:

- (1) Be appointed by the President and confirmed by the Executive Committee.
- (2) Maintain and update the website and social media services, the content for which must be approved by the President.

Section 4.10: Assistant Treasurer: The Assistant Treasurer shall:

- (1) Be appointed by the President and be confirmed by a majority of the Executive Committee, to represent and assist the Treasurer in the absence of the Treasurer.
- (2) Will produce reports and assist with all PAC and other accounts, if any.
- (3) Have a voice, not a vote.

Section 4.11: Legislative Chairman. The Legislative Chairman shall:

- (1) Be appointed by the President and confirmed by the Executive Committee.
- (2) Be the head of the Legislative Committee.

Section 4.12: Training Chairman. The Training Chairman shall:

- (1) Be appointed by the President and confirmed by the Executive Committee.
- (2) Be the head of the Training Committee.

Section 4.13: Immediate Past President. The Immediate Past President TRCCA shall:

- (1) Be a member of the Executive Committee except that the former President may decline to be a member of the Executive Committee in writing.

Section 4.14: Executive Director. The Executive Committee may:

- (1) Authorize the appointment of an individual to the position of TRCCA Executive Director and set appropriate compensation.
- (2) The Executive Director is authorized to take such action on behalf of TRCCA as is authorized by the Executive Committee.
- (3) Other specific duties will be referenced in a contract approved by the Executive Committee.
- (4) The President on behalf of the Board of Directors will promulgate the specific duties of the Executive Director to all members.
- (5) The Executive Director is not a voting member of the Executive Committee or the Board of Directors, unless a County Chairman and TRCCA paying member. The Executive Director shall recuse from votes regarding budget and/or direct Executive Director related topics before the board.

Section 4.15: Vacancy.

A vacancy of an Executive Committee position shall be filled by majority vote of the Executive Committee to be replaced by any TRCCA dues-paid member; except that the Vice-President shall fill a vacancy in the office of President if the Vice-President is willing to accept the position. If the Vice-President is unwilling to accept this position, the Board of Directors will fill said position.

Article V – Other Duties of the Executive Committee

Section 5.1: Committee Members/Other Positions. The Executive Committee shall approve the appointment of all Committee chairs and members, and an Assistant Treasurer, nominated by the President, as well as any other positions and vacancies authorized in these bylaws.

Section 5.2: Nominating Committee. The Executive Committee, at least 120 days prior to any meeting at which the election of an officer(s) will occur, shall select a nominating committee to fill the offices of this association. The Chairman of the Nominating Committee shall present that slate of offices to be filled to the voting membership for its consideration.

Section 5.3: Biennial Budget. The President, in coordination with the Executive Director or President's designee, shall be responsible for developing a Biennial Budget, in reasonable detail and in coordination with the Treasurer and Assistant Treasurer. The biennial budget of TRCCA shall be approved by the Board of Directors. The budget shall be mailed or emailed to all paid members at least fifteen (15) days from the date adopted.

Section 5.4: Reimbursement of Expenses. The Treasurer will reimburse the Board of Directors for TRCCA related expenditures (travel, administrative, etc.) made with the approval of said Executive Committee if sufficient funds exist. This includes authorized expenditures made by non-members, such as the Executive Director, the Parliamentarian and legal counsel.

Section 5.5: Other Duties. If there is a matter which is not otherwise addressed by a reasonable interpretation of these bylaws, the Executive Committee is authorized to determine the best way to address said matter. This includes any complaints regarding votes or elections where the Executive Committee agrees that a reasonable dispute exists regarding the outcome of said election/vote.

Article VI –Board of Directors

Section 6.1: Members. The Board of Directors of the TRCCA shall consist of the Executive Committee and eleven Regional Directors. The eleven Regional Directors shall be elected from the dues-paid members of TRCCA and shall be elected from their respective eleven regions by their fellow County Chairmen from that region and may not be a member of the current executive committee. The Regional Directors must be eligible dues paid members of the TRCCA.

Section 6.2: Duties of Regional Directors. Duties of Regional directors shall be to coordinate training of county chairs with the TRCCA Training Director, assist and advise county chairs in carrying out their duties, and bring to the Executive Board any concerns or suggestions from the county chairs in that region.

Section 6.3: Regional Map. The Board of Directors will devise the map defining the regional grouping for each Regional Director prior to the distribution of the meeting call for each Biennial Meeting, and that map shall be included in the Biennial Meeting Call. The regions shall be approved by the eligible voting membership of the TRCCA and the adopted Regional Map should remain in effect without change for that two-year cycle. The Board of Directors may vote to change a Regional Map for unusual circumstances between Biennial Meetings. In this event a vote of the entire voting membership of the TRCCA is required to approve a Regional Map change. If a Regional Map change is approved by process between Biennial Meetings, then election procedures for Regional Directors per Section VIII may apply for all of the regions or just a specific region per needs.

Section 6.4: Business Matters. The Board of Directors shall have the right and duty to transact any business necessary between general, special or biennial membership meetings, except specifications mentioned elsewhere in these Bylaws.

Section 6.5: Meetings/Notice/Agenda. At least one Board of Directors meeting shall be held each quarter of the year. Meetings of the Executive Committee or Board of Directors are called by the President, or upon written request of five of the members of the Executive Committee or a majority of the total Board of Directors. An agenda shall be submitted within 72 hours of the

meeting. The Board of Directors shall meet prior to the Biennial Meeting and any General Meeting of TRCCA to set the agenda for said meeting, which shall be mailed or emailed to all members at least twelve (12) days prior to said meeting. Motions from the floor to add an item(s) to the agenda will be recognized and considered if a majority of members vote in favor of considering said additional item(s).

Section 6.6: Quorum. The quorum for all meetings of the Executive Committee shall be five of the members of the Executive Committee. The quorum for all meetings of the Board of Directors shall be a majority of the members of the Board of Directors, including the Executive Committee. Proxies are addressed in Section 6.11.

Section 6.7: Attendance Requirements. If an Executive Committee Member or Board of Directors member of the TRCCA fails to attend three consecutive meetings, this officer may be considered to have tendered his/her resignation. Such resignation shall not be effective until voted upon by the Executive Committee if such concerns a member of the Executive Committee, or voted upon by the Board of Directors if such concerns a Regional Board of Directors member. These bodies may excuse one or more of the absences for good cause. A board member whose resignation has become effective due to unexcused absences shall not be eligible to be re-nominated to an Executive Committee or a Regional Board of Directors position for two years after said effective date.

Section 6.8: Filling Vacancy. A vacancy of a regional Board of Directors position shall be filled by majority vote of those dues paid County Chairmen from that region and the position may be replaced by any eligible TRCCA dues-paid member from that same region. Persons selected or voted to fill a vacancy will fill the remainder of the unexpired term. Email votes are permitted for any of these actions per Section 8.1.

Section 6.9: Other Positions. The members of the Board of Directors, by majority vote, may appoint any individual of their choice, including non-TRCCA members, to the positions of TRCCA Legal Counsel and Parliamentarian. These positions are advisory only, and are not to vote in said capacity on any TRCCA Executive Committee or Board of Directors matter, although they may vote if they are authorized to vote in another capacity.

Section 6.10: Advisors. Any person may be asked to assist the Executive Committee and/or Board of Directors and may serve in an advisory capacity but is without a vote on the Executive Committee or Board of Directors.

Section 6.11: Votes & Proxies. Every member of the Board of Directors holds one vote. A dated proxy in writing stated by one Board of Directors member to be signed by another Board of Directors member shall be accepted for any meeting and authorizes that individual to cast a proxy vote, as well as the individual's vote. A member of the Board of Directors may vote no more than one proxy for all matters at any one meeting.

Article VII. Committees

Section 7.1: Committees. There shall be the following committees: Nominations, Legislation, and Training. The President may appoint other ad hoc committees as needed. Committees shall consist of between three and seven eligible and voting TRCCA members, except as specifically provided below.

Section 7.2: Nominations Committee. The Nominations Committee will ensure that, 60 days prior to the Biennial Meeting, paid members are provided a mailing or email address to send the name(s) of themselves or other eligible TRCCA members to be considered for an Executive Committee or Regional Director position. The Committee will then interview those individuals about their interest in the position. After conducting those interviews, the committee will propose a slate of officers for nomination at least 15 days prior to the Biennial Meeting.

Section 7.3: Legislation Committee. This Committee will review existing Texas Election Law and determine if changes need to be made. The Committee will take testimony from all interested parties and decide if these proposed changes should be included in the TRCCA Legislative Program.

Section 7.4: Training Committee. This Committee will Plan, develop, and execute a Training Program for TRCCA members, their officers and/or precinct chairs as requested by TRCCA members.

Section 7.5: Legal Counsel and Parliamentarian. The Legal Counsel and Parliamentarian selected by the Executive Committee will be allowed to participate as non-voting members of any of the committees. These positions are advisory only and are not to vote in said capacity on any TRCCA Executive Committee or Board of Directors matter, although they may vote if they are authorized to vote in another capacity.

Article VIII – Elections and Other Votes

Section 8.1: Voting Rules. The outcome of all votes, including elections of officers, shall be based on the majority result of the eligible dues-paid members voting unless specifically provided otherwise herein. Votes resulting in less than a majority will result in a run-off election between the two individuals or propositions receiving the greatest number of votes. Voting by email may be authorized and members shall be given no less than 5 days nor more than 10 days from the date of mailing/emailing by TRCCA to return their ballots to TRCCA. The last date to return any ballots and have same be valid and counted shall be included in the materials given to each dues-paid member. Votes may be conducted by mail, email, or in person, as directed by the Board of Directors. Elections and votes concerning the Biennial Meeting must be made in person or by proxy.

Section 8.2: Eligibility. Only paid TRCCA members as of the date(s) allowed for any vote may vote. The date of receipt by TRCCA of any vote will be the determinative date for deciding membership and whether said vote was made in a timely manner. Dues must be paid at least 7 days prior to the meeting in order to vote. In the event of an email vote the date the official email is first distributed is the date for consideration of the seven day dues paid member rule.

Section 8.3: Elections. Election of the Executive Committee and Regional Directors shall be held at the Biennial State Convention of the Republican Party of Texas at a time and place set by the Executive Committee, unless otherwise dictated by unusual circumstances.

Section 8.4: Term Limits. No officer of the association shall hold the same position more than four consecutive terms.

Section 8.5: Proxy. A dated proxy in writing stated by one TRCCA voting member to be signed

by another TRCCA voting member shall be accepted and authorizes that individual to cast a proxy vote, as well as the individual's vote. A TRCCA voting member may vote no more than one proxy for all matters at any one meeting.

Section 8.6: Nominations Report. The Chairman of the Nominating Committee shall give the nominations report at the Biennial Meeting. Additional nominations for specific office(s) may be made from the floor at the meeting, provided that same are preferred by at least three voting members. Speeches for said candidate(s) shall be allowed only if the election for that particular office is contested, in which event, said speeches shall be no longer than a total of 5 minutes per candidate, to be allocated at the discretion of the candidate.

Section 8.7: Contested Voting. All contested races for offices and all votes under these By-Laws shall be by secret, paper ballot.

Section 8.8: Rules for Contested Elections. The proper conduct of any pre-vote speeches/debate, any election and/or the measurement of the outcome of any election or vote will be determined by the Board of Directors, except that any current Officer and/or board member will recuse himself/herself from any determination regarding the outcome of any election in which he/she is a candidate.

Section 8.9: Advocacy Rules. All votes on whether or not TRCCA should adopt and advocate any particular position on an issue shall be conducted in accordance with Section XI. Additionally, those entitled to cast ballots shall be given the wording of the position which the TRCCA Board of Directors has put forward for a vote, and shall be given no less than 5 days nor more than 10 days from the date of mailing/emailing by TRCCA to return their ballots to TRCCA. The last date to return any ballots and have same be valid and counted shall be included in the materials given to each dues-paid member.

Article IX – Rules of Order

The latest edition of Robert's Rules of Order, Newly Revised, shall govern all proceedings not inconsistent with the provisions herein.

Article X – TRCCA Meetings

Section 10.1: Board of Directors Meetings. At least one Board of Directors meeting shall be held each quarter of the year. The President shall call the meetings. Board members shall be given written notice via mail or email thereof at least twelve (12) days prior to a meeting unless six or more Board members agree that an emergency meeting should be held with less notice. An agenda shall be submitted within 72 hours of the meeting.

Section 10.2: Special Meetings. Special meetings may be called by six members of the Board of Directors or by fifteen (15) dues-paid members. All members shall be given written notice via mail or email thereof at least fifteen (15) days prior to a special meeting. An agenda shall be submitted within 72 hours of the meeting. The meeting may proceed if a quorum of no less than 15 members is present.

Section 10.3: Biennial Meeting. This meeting will be held either during or within 24 hours of the beginning or ending of the biennial state convention of the Republican Party of Texas. The meeting may proceed if a quorum of no less than 15 members is present.

Section 10.4: General Meeting. The TRCCA President may call a general meeting in any year in which the biennial meeting will not be held. All members shall be given written notice via mail or email of said meeting at least 30 days prior to said meeting. The meeting may proceed if a quorum of no less than 15 members is present.

Article XI – Determination and Advocacy of TRCCA Positions on Issues

Section 11.1: Officers. TRCCA members may adopt and/or advocate any position at any time on any issue, but are to make clear that they are doing so in their individual/non-TRCCA capacity.

Section 11.2: TRCCA Positions Limits. The organization will not adopt any position contrary to the platform of the Republican Party of Texas.

Section 11.3: Advocacy. Only the TRCCA President or his/her appointed representative(s) are authorized to speak on behalf of TRCCA. Such representatives may speak on behalf of TRCCA on a controversial position.

Section 11.4: Advocacy Rules & Process. The following Advocacy rules and process apply:

(1) Any Republican official, including any TRCCA member, may request to adopt and/or advocate a position. All positions must be put in writing and any actions must be forwarded in writing.

(2) Voting by Board of Directors. A majority of the Board of Directors may vote on whether or not to adopt a position on an issue. The position put forward by the

TRCCA Board of Directors need not be the same position as that advocated by the person originally requesting that it be adopted. Voting by email may be authorized and coordinated, as per section 8.1, and members shall be given no less than 5 days nor more than 10 days from the date of mailing/emailing by TRCCA to return their ballots to TRCCA. The last date to return any ballots and have same be valid and counted shall be included in the materials given in the call.

(3) Approval. In accordance with the procedures set out in Article VIII, the Board of Directors votes in favor of adopting and/or advocating said position by a simple majority of the Board of Directors.

Section 11.5: Advocacy Speaking by TRCCA Legislative Committee. The Legislative Committee Chairman and members shall have the freedom to advocate in the best interests of the TRCCA and shall not be in conflict with the directives of the Board of Directors, Platform of the Republican Party of Texas, or any subsequent votes relevant to Section XI.

Article XII Financial Accountability

Section 12.1: Administration. The Board of Directors shall be empowered to administer and manage the TRCCA accounts.

Section 12.2: Accounting. The TRCCA President, Treasurer and Assistant Treasurer shall provide a full accounting of the status of the TRCCA to the Board of Directors of the TRCCA on a quarterly basis.

Article XIII – Amendments to By-Laws

Amendments to By-Laws. These by-laws, or any part thereof, may be amended or repealed by a two-thirds (2/3) vote of the dues-paid members present and voting at any Biennial Meeting or General Meeting provided that notices of all proposed changes are submitted in writing, by mail or email, to the membership of the TRCCA at least fifteen (15) days prior to the meeting at which such action shall be taken.

Administrative Changes Adopted by the TRCCA on Jul 16, 2010; Jun 5, 2014; Feb 17, 2015; June 14, 2018.