

BYLAWS
of the
5th Congressional District of Virginia Republican Committee
(As of June 1993, Revised February 21, 1999, Revised June 17, 2017 and
Revised Nov. 10, 2018)

Article I Authority

These bylaws shall be supplementary to the Plan of Organization of the Republican Party of Virginia, hereafter called the State Party Plan. All business conducted by the District Committee shall be in accordance with the State Party Plan, these Bylaws, and Roberts Rules of Order (Newly Revised), with the order of precedence in the sequence listed.

Article II Membership and Voting Rights

1. The following members will have full voting membership of the Fifth District Committee:
 - District Chair
 - Vice-Chair(s), Recording Secretary, Treasurer
 - Chair of each unit or portion of unit within the District
 - Members of the State Central Committee
 - District Representative of the Virginia Federation of Republican Women
 - Young Republican District Committeeman
 - College Republican District Committeeman
2. No person shall have more than one vote at any committee meeting.
3. The regular members (State Central Comm.) representing a District shall be elected by the Quadrennial District Convention for a term of four (4) years or until their successors are elected.

State Central Committee Members not elected at the Quadrennial Convention: The Fifth District Committee shall elect an additional member to serve on the State Central Committee if the Congressional District cast its plurality vote for the Republican Presidential nominee in the last preceding Presidential election. This individual shall be elected by the District Committee at the first meeting following the Presidential election and shall serve concurrently with the Presidential term. The additional member for each Congressional District represented by a Republican Member of Congress shall be elected by the District Committee at the first meeting following the Congressman's election and shall serve concurrently with the Congressman's term.

Article III Officers and Their Election

- District Chair
- District Vice-Chair(s)
- Recording Secretary
- Treasurer

1. The District Chair shall be elected by the Biennial District Convention.
2. The Vice-Chair(s), Recording Secretary and Treasurer shall be elected by the District Committee for a two-year term at the first meeting following the Biennial District Convention.
3. The Vice-Chair(s), Recording Secretary and Treasurer shall serve until the beginning of the meeting at which their successor is to be elected.
4. The District Committee shall fill vacancies after notice of such intent has been included in the call of the meeting.
5. All members of the District committee must be active members of the Unit Committee of the county, city or town of residence in the Fifth District.

Article IV Duties of Officers

1. The duties of the District Chair shall be as set forth in the State Party Plan.
2. The District First Vice-Chair shall assume the duties of the District Chair during the disability of the District Chair and shall perform other duties as requested by the District Committee or District Chair.
3. The District Recording Secretary shall keep the minutes and other official records of the Committee, including attendance records and an updated roster of all Committee members, and shall assist the Chair with official correspondence and filing documents.
4. The District Treasurer shall receive and disburse all funds, submit a written report of financial transactions and conditions at each District Committee meeting, file all required financial reports and issue notices of assessments to all units.

Article V Executive Committee

The Executive Committee shall consist of the District Committee officers, the State Central Committee Members and three Unit Chairs selected by the District Committee. The Executive Committee shall meet upon call of the District Chair, who shall be its Chair. The Executive

Committee shall be subject to the direction of the District Committee and shall report all actions at the next meeting of the District Committee.

Article VI District Committee Zones and Zone Vice-Chairmen

- 1. Administrative Regions.** For administrative purposes, the Fifth Congressional District shall be divided into three (3) zones. The District Committee shall designate the units within each of the three zones by resolution.

In the event a county or city, or a portion thereof, is added or removed from being a part of the Fifth Congressional District by action of law, the District Chairman is authorized to adjust the listing of units making up specific zones until the District Committee acts to amend the boundary of the zones, as appropriate, for the effectiveness of the operations of the administrative zones.

- 2. Zone Vice-Chairman.** Each zone shall be within the purview of a Zone Vice-Chairman, who shall reside within the designated zone throughout his or her term. The primary responsibilities of the Zone Vice-Chairman shall be:
 - Provide consultative assistance to the Units within his or her zone;
 - Serve as a liaison between the Units and the District Chairman and District Committee; and
 - To discharge such other duties as may be assigned by the District Chairman or the District Committee

Article VII Standing and Special Committees

- All standing and special committees shall be established and appointed by the District Committee except that the District Committee may authorize the District Chair to appoint such committees. At the time a committee is appointed, the District Chair will establish a due date and format for committee reports.
- The Committees shall include, but not be limited to
 - Recruitment Committee
 - Bylaws Committee
 - Nominating Committee
 - Audit Committee
 - Finance Committee
 - Convention Committee
 - Planning Committee
 - Resolutions Committee
 - Rules Committee
 - Credentials Committee

3. The District shall have an audit conducted of the records of the Treasurer by an appointed audit committee following each Biennial Convention or whenever there is a change in the person holding the office, and as such other times as determined by the District Committee.
4. A nomination committee shall be appointed by the District Chair to submit names of qualified candidates for the offices of District Vice-Chair(s), Recording Secretary and Treasurer at the first District Committee meeting following the Biennial Convention.

Article VIII Finances

1. Each Unit Committee shall pay to the District Committee an annual assessment not to exceed \$3. per delegate, the amount to be determined by a majority vote of the District Committee in even numbered years and no later than June 30 in odd numbered years. Notice of the assessment shall be mailed to each Unit Chair by the District Treasurer within two weeks of the District Committee meeting at which the assessment is determined. The assessment should be paid by December 31 of the year.
2. All business related to convention procedures, to include location, representation, and fees, shall be determined at a called District Committee Meeting.
3. All expenditures shall be authorized by the District Committee either through an adopted budget or by approval of a specific request. An annual budget shall be prepared and adopted no later than June 30 of each year. The fiscal year of the District Committee shall be from July 1 through June 30. The District Chair and Treasurer shall individually be authorized to sign checks.

Article IX Proxies

A member of the District Committee may be represented in meeting by a proxy, subject to the following conditions:

1. No individual may cast more than one vote at any meeting.
2. The proxy holder must be an active member of the same Unit Committee or Organization in the Fifth District that is represented by the absent member.
3. All proxies shall be in writing and shall be signed by the maker of the proxy and shall be substantially in the following form:

“KNOW ALL MEN BY THESE PRESENTS, That I, {NAME} of {AREA REPRESENTED}, do hereby constitute and appoint {NAME of PROXY} my true and lawful attorney, to vote as my proxy (with full power of substitution)* at a meeting of the

Republican District Committee on the _____ day of {MONTH, YEAR}, or at any adjourned meeting thereof and for me and in my name, place and stead to vote upon any question that properly may come before such meeting, with all the power I should possess if personally present, hereby revoking all previous proxies.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, the _____ day of {MONTH, YEAR}

WITNESS _____ *(Seal)*

_____ *(Seal)*

(*) Inclusion of the power of substitution is discretionary with member. Its omission shall preclude substitution.

Article X Quorum

1. A majority of the voting members of the District Committee shall constitute a quorum for the transaction of business.
2. Any unfilled position will not be included in the numbers of voting members as part of the calculation for a quorum.

Article XI Absences

A member of the District Committee other than an ex-officio member automatically loses his committee position if he is absent three (3) consecutive meetings without representation by a person holding a proxy.

Article XII “Vacancies in the Fifth Congressional District Delegation to the National Convention” shall be included in the Call for the district convention.

A district committee's bylaws cannot be used to create a rule on replacement.

Article XIII Optional Appointment(s)

The District Chairman *may* appoint a Communications Secretary whose responsibilities *may* include the following:

- assisting the Recording Secretary in maintaining accurate contact information for each 5th Congressional District member, which may involve some 5th Congressional District website administration work;

- distributing email communications to all 5th Congressional District members at the direction of the District Chairman, including issuing Calls for the 5th Congressional District Committee meetings;
- acting as an information conduit between Republican campaigns and the 5th Congressional District membership; and
- helping to keep the 5th Congressional District Webmaster apprised of any information that needs to be posted on the 5th Congressional District website.

The Communications Secretary is a non-voting member of the 5th Congressional District Committee. The appointment of an individual to this position is *optional* and will be appointed only on an as-needed basis. Additionally, there is no designated timeframe for the appointment of a Communications Secretary; the individual may be appointed at any time as compared to District Officers who are elected at the first meeting following the Biennial District Convention. In the event that the Communications Secretary appointment is not made, or if the position becomes vacant, then the Recording Secretary retains or assumes these responsibilities.

Article XIV Amendments

1. All proposed changes to the Bylaws must be submitted to the Recording Secretary of the District Committee 30 days prior to the date of the proposed adoption.
2. The District Committee Bylaws may be amended by any District Convention by three-fourths (3/4) roll call vote, or by the District Committee by three-fourths (3/4) of its members present, but not less than a majority of the total members, after notice of such intent and general text of such amendment has been included in the call of the meeting.