

# Plan of Organization and Bylaws of the Winchester Republican Committee

Effective March 16, 2023

## Preamble

**BE IT RESOLVED** that the Republican Party is the party of the open door. Ours is the party of liberty, the party of equality of opportunity for all and favoritism of none.

Be it further resolved that we believe:

- That the free enterprise system is the most productive supplier of human needs and economic justice,
- That all individuals are entitled to equal rights, justice, and opportunities and should assume their responsibilities as citizens in a free society,
- That fiscal responsibility and budgetary restraints must be exercised at all levels of government,
- That the Federal Government must preserve individual liberty by observing Constitutional limitations,
- That peace is best preserved through a strong national defense,
- That faith in God, as recognized by our Founding Fathers is essential to the moral fiber of the Nation.

**BE IT FURTHER RESOLVED** that the following be and hereby are adopted as the by-laws governing the City Committee of the Republican Party of Winchester, Virginia, with the intent and purpose to encourage and allow the broadest possible participation of all voters in the Republican Party activities at all levels and to assure that the Republican Party is open and accessible to all Americans.

### ARTICLE I – NAME

The name of this organization shall be the “City Committee of the Republican Party for Winchester, Virginia” or “Winchester Republican Committee,” hereinafter called “The Committee” or “WRC.”

### ARTICLE II - ORGANIZATION

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

### ARTICLE III – PURPOSE AND OBJECTIVE

The purpose of the Winchester Republican Committee is to promote and promulgate the principles of the Republican Party, to encourage qualified candidates to run for public office, to elect Republican candidates to public office, to assist generally the citizens composing the

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districts served by the Winchester Republican Committee and to assist elected Republican officials in the execution of their responsibilities.

## **ARTICLE IV - MEMBERSHIP**

### **Section A: Qualifications**

All legal and qualified voters under the laws of the Commonwealth of Virginia, regardless of race, religion, national origin or sex, who are in accord with the principles of the Republican Party and reside in the City of Winchester and who, if requested, express in open meeting either orally or in writing as may be required, their intent to support all of its nominees for public office in the ensuing election, may participate as members of the Republican Party of Virginia in its mass meetings, party canvasses, conventions, or primaries encompassing their respective Wards and are eligible for membership or associate membership on the Winchester Republican Committee. Official members of a College Republican Federation of Virginia (in a chartered chapter at a school located in the City of Winchester who do not reside in the City of Winchester may become Associate members.

### **Section B: Dues**

1. Each member and associate member of the Committee shall be required to pay annual dues of \$40.00 or in an amount set by majority vote of the Committee, except that Committee members who meet the qualification set forth in Section A above, who are also, an official member of College Republican Federation of Virginia chapter shall not be required to pay annual dues. Elected Public Officials are members ex-officio, and therefore, are not required to pay dues.
2. Payment of dues shall be made a) concurrently with pre-filing for membership in the Committee ahead of a biennial Mass Meeting Party Canvass, Convention, or Primary in accordance with the provisions of the Official Call; or b) at the time of his/her election to the Committee; and on the one-year anniversary of such Mass Meeting Party Canvass, Convention, or Primary.
3. Individuals filing for membership or associate membership after September 1<sup>st</sup> shall only be required to pay one half of the annual dues amount for that year.
4. The voting privileges of a member are suspended if their dues are past due. Voting rights of that person may be immediately restored upon payment of dues owed.

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## Section C: Composition

The Committee shall consist of:

1. A Chairman
2. Precinct Members – the number of Committee members from each precinct shall be determined by the City Committee following the completion of the election for Governor by adding the number of Republican votes in the most recent presidential and gubernatorial election in said precinct and dividing that number by 250. If the remainder of that number exceeds 125, another seat shall be added for that precinct.
3. At-Large Members – the Committee may create additional at-large memberships; however, the number of at large members shall not exceed 30% of the total number of Committee members.
4. Elected Public Officials – all publicly elected Republican officials residing in Winchester shall be ex-officio members of the Committee.
5. Associate Members – Associate Members shall have all privileges of other Members including the right to attend meetings and speak in debate, except they shall not be entitled to a vote or make motions at a meeting of the WRC. Associate Members shall not count toward any limits on Precinct or At-Large Memberships, nor shall they be counted when establishing a quorum. An Associate Member shall meet all the requirements for Members of the Committee except for the attendance requirements of Article IV, Section F, Paragraph 5.

## Section D: Election to the Committee

1. **Timing of Election.** The Chairman and the members of the Committee shall be elected at the Mass Meeting, Party Canvass, Convention, or Primary called to elect delegates to the biennial Congressional District Convention and shall serve for a period of approximately two (2) years or until their successors are elected.
2. **Form of Election.** All individuals affirming compliance with Article IV, Section A Qualifications section and evidencing intent to join the committee as a member or as an associate member shall apply in written form to the Chairman. The Committee shall act on all applications for membership and associate membership.
3. **Publication of Application.** The applications for committee membership and associate membership shall be made available through the Committee website. The application form shall be voted on and decided by the full Committee.

## Section E: Removal from the Committee

1. The Chairman or any other member or associate membership of the Committee may be removed from office by the vote of two-thirds (2/3) of the other members of the Committee, after being furnished with notice that such removal will be sought with the

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charges in writing, signed by not less than one-third (1/3) of the members of the Committee; and allowing him thirty (30) days within which to appear and defend himself.

2. In accordance with the Plan of Organization of the Republican Party of Virginia a member or associate member of the WRC is deemed to have resigned his Committee position if he (a) makes a reportable contribution to and/or (b) allows his name to be publicly used by and/or (c) makes a written or other public statement in support of a candidate in opposition to a Republican nominee in a Virginia General or Special Election, and shall not be qualified for participation in Committee actions including mass meetings, party canvasses, conventions, or primaries for a period of four (4) years.

## **Section F: Vacancies**

1. A vacancy in the office of the Chairman shall be filled by the Committee for the remaining unexpired portion of the term.
2. Vacancies in the office of Vice Chairman, Secretary and Treasurer shall be filled by the Committee.
3. Any vacancies among other elected members of the Committee shall be filled by the Committee for the remaining unexpired portion of the term.
4. Vacancies shall be filled after notice of such intent has been included in the call of the meeting.
5. A member of the Committee, other than an Elected Public Official, automatically loses his Committee position if he is absent three (3) consecutive meetings without representation by a person holding a proxy. A vacancy created by such resignation shall be filled in accordance with the State Party Plan. In the case of an Elected Public Official with voting privileges, those voting privileges shall be suspended if he is absent three (3) consecutive meetings without representation by a person holding a proxy. Voting privileges for an Elected Public Official that have been suspended may be restored by a two-thirds (2/3) vote of the other members of the Committee. Elected Public Officials shall have a right to proxy their vote in their respective Election District.

## **ARTICLE V - OFFICERS**

### **Section A: Offices**

The following offices are established:

1. Chairman
2. Vice-chairman
3. Secretary
4. Treasurer

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## **Section B: Election of Officers**

1. The Chairman shall be elected at the Mass Meeting Party Canvass, Convention, or Primary called for the purpose of electing delegates to the biennial Congressional District Convention.
2. The Vice-Chairman, Secretary and Treasurer shall be elected by the membership of the Committee at the first Committee meeting following such Mass Meeting Party Canvass, Convention, or Primary.

## **Section C: Duties of the Officers**

1. **The duties of the Chairman are:**
  - Convene the Committee no less than once every quarter and issue a notice for such meetings, including the agenda for the meeting
  - Preside over the Committee meetings
  - Act as spokesman for the Committee and the party in general
  - Serve as Chair of the Executive Committee
  - Issue calls for Mass Meetings, Conventions and Caucuses as necessary and to preside over such until a temporary and/or permanent chair is elected
  - Serve as a member of the Congressional and Legislative District Committees
  - Oversee the duties of the other officers
  - Sign the minutes of the meetings following their approval
  - Authority to enter into contracts on behalf of the Committee; in accordance with Article IX – Finances. The Chairman shall not enter into a written or verbal contract or transaction to provide goods or services to the Committee if he has any financial interest in said contract or transaction, unless disclosed and waived by the Committee.
2. **The duties of the Vice-Chairman are:**
  - Assist the Chairman in the performance of his/her duties
  - Fill in for the Chairman in the event of his/her absence
  - Serve as a member of the Executive Committee
  - Perform such other tasks as may be assigned by the Chairman from time to time
3. **The duties of the Secretary are:**
  - Prepare and maintain the minutes of meetings of the Committee and the Executive Committee; accurately record the verbatim form of the motion when material to the conduct of the committee
  - Maintain a membership list and take roll at the beginning of each Committee meeting and each Executive Committee meeting

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- Certify any proxies which may be submitted and verify that they are regular in form and authentic
- Assist the Chairman with any correspondence
- Serve as a member of the Executive Committee
- Perform such other tasks as maybe assigned by the Chairman from time to time

#### **4. The duties of the Treasurer are:**

- To handle the financial matters of the Committee, including keeping the books, writing checks, making deposits, etc. The books shall be open to inspection by any member of the Committee upon three (3) days' notice and during normal business hours.
- Report to the Executive Committee and the Committee at its meetings on the financial state of the Committee, including specific reports on monies spent.
- Serve as a member of the Executive Committee
- Perform such other tasks as may be assigned by the Chairman from time to time
- Maintain a record of all transactions and make reports of the same to such Federal and State agencies as required by law. This shall include categorizing exempt and non-exempt functions of the Committee.
- Maintain familiarity with current tax and election law as it relates to funds attributable to Committee business. This shall include but is not limited to, Section 527 of the U.S. Internal Revenue Code (26 U.S.C. § 527) and the Code of Virginia, Title 24.2, Chapters 9.3, 9.4 and 9.5.

## **ARTICLE VI – EXECUTIVE COMMITTEE**

### **Section A: Membership**

1. The Executive Committee shall consist of:
  - The four officers listed in Article V
  - Three other Committee members elected by the Committee
2. Only members of the Committee shall be eligible for membership on the Executive Committee.

### **Section B: Duties**

The Executive Committee may carry on the business of the Winchester Republican Committee between the regular Committee meetings and shall report its actions to the Committee.

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## **Section C: Meeting**

Meetings of the Executive Committee shall be held subject to the call of the Chairman or of four voting members of the Executive Committee

## **Section D: Voting**

1. A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business.
2. If the Mass Meeting or the Committee charges the Executive Committee with the responsibility of naming a candidate for public office, such nomination shall require the support of 5 of the 7 members of the Executive Committee.

## **ARTICLE VII – OTHER COMMITTEES**

The Committee may, as its needs dictate, create other permanent or ad hoc Committees and may dissolve the same.

## **ARTICLE VIII - MEETINGS**

### **Section A: General Meetings**

The Committee shall meet as determined by the call of the Chairman, but not less than once each quarter.

### **Section B: Notice**

1. Members must receive written notice of the meeting at least 7 days prior to the meeting
2. Such notice may be sent by US Mail or by electronic mail at an address provided to and kept by the Secretary
3. It is the responsibility of the member to ensure that the Secretary has his/her current addresses, email addresses and phone numbers

### **Section C: Proxies**

Proxy may represent members at Committee meetings with the following conditions:

1. Except as provided in Article V, Section A (2) of the State Party Plan, no individual may cast more than one vote at any meeting.
2. (2) The proxy holder must be in accordance with Republican principles and live within the City of Winchester but need not live in the same Ward or Precinct as 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:

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“**KNOW ALL MEN BY THESE PRESENTS**, That I, [NAME] of the City of Winchester 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 Winchester Republican Committee on the \_\_\_\_\_ day of MONTH), [YEAR], or at any adjourned meeting therefor 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, this \_\_\_\_\_ day of [MONTH), [YEAR].

\_\_\_\_\_ (Seal)

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

## **Section D: Quorum**

The Secretary at the beginning of the meeting shall conduct a roll call of the membership. A quorum shall consist of a majority of the voting members. Elected Public Officials with voting privileges will not count toward a Quorum in the event of their absence but do count toward the total Quorum when present.

In the event that quorum is not reached, the Chairman may nonetheless conduct business called for in the meeting’s agenda. Robert’s Rules of Order shall govern the ratification of said business at the next regularly called meeting of the committee.

## **Section E: Robert’s Rules of Order**

Robert’s Rules of Order, newly revised, shall govern the conduct of meetings, unless specifically contradicted by these bylaws or State Party Plan. The Chairman may appoint a parliamentarian to monitor compliance with proper procedure.



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## **Section F: Order of Business**

The order of business at the Committee's meetings shall be substantially as follows:

1. Call to Order, Invocation and Pledge of Allegiance
2. Roll Call
3. Approval of Minutes of Previous Meetings
4. Chairman's Report
5. Treasurer's Report
6. Executive Committee Report
7. Reports from Any Standing or Special Committees
8. Reports from Any Liaison from Other Committees or Campaigns
9. Old Business
10. New Business
11. Issues Discussion
12. Announcements from Members or Guests
13. Adjournment

The Chairman may change the order of business to accommodate scheduling of speakers.

## **ARTICLE IX - FINANCES**

**Discretionary Spending.** Three (3) months prior to any General Election for any Federal, State or Local candidate, the Chairman shall have the authority to expend \$400.00 of Committee funds for direct campaign-related activities in the form of equipment, facilities, or services but

not including direct contributions to candidates. Other expenditures, including contributions to candidates, shall require approval by the Committee or Executive Committee approval. Said approval shall be terminated at the conclusion of the current electoral cycle. The Chairman shall provide receipts for any discretionary expenditures under this section.

## **ARTICLE X – APPROVAL OF BYLAWS**

These bylaws may be amended by a two-thirds vote of those members of the Committee who are present and voting at a duly called meeting, provided that a copy of such proposed amendments shall be mailed to the membership along with the official notice of such meeting.

*Originally adopted 1990*

*Amended May 25, 2004*

*Amended October 17, 2013*

*Amended November 21, 2019*

*Amended February 17, 2022*

*Amended March 17, 2022*

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