

BYLAWS OF THE FIRST CONGRESSIONAL DISTRICT REPUBLICAN PARTY OF GEORGIA, INC.

INTRODUCTION AND FUNCTION

The First Congressional District Republican Party of Georgia, Inc. is an IRS Section 527 political non-profit organization, the primary purpose of which is to recruit, promote and elect Republican candidates for public office, including President and Vice President of the United States. The District Party shall call any Convention other than those Conventions required by Georgia Republican State Committee and shall issue and publish the "Call" for its Conventions in conformity with the State Call and shall make arrangements for such Conventions. It shall have power to arrange for primaries and to promulgate Bylaws and regulations for the conduct thereof in conjunction with the Georgia Republican State Committee in compliance with the Laws of the State of Georgia. It shall assist in raising funds for National and State causes and aid the State Committee in other efforts where practical. It shall decide all controversies within the jurisdiction with the right of appeal from the County Committee to the District Committee, and from the District Committee to the State Committee. It shall fix the basis of representation to its Conventions consistent with State Bylaws. It shall cooperate with the State Committee in conducting statewide campaigns within its units. It shall set any required fees for delegates and alternates, and other fees as required prior to the District Conventions or other meetings.

ARTICLE I. GENERAL

Section 1. Qualifications for Participation: All voters who are registered and qualified to vote under the Laws of the State of Georgia; and who are in accord with the principles of the Republican Party; believe in its declarations of policy; are in sympathy with its aims and purposes; upon verification of registration and qualifications; may participate as members of their respective jurisdictions. All officers, members, delegates and voters provided for in these Bylaws must be qualified, registered resident electors of the respective units which they represent; except as provided for in the State Bylaws.

Section 2. Relation of State and District Bylaws: These Bylaws are adopted pursuant to the Bylaws of the Republican party of Georgia. Should any of these Bylaw's conflict with or be incompatible to the State Bylaws; the State Bylaws shall control. Any adopted changes in the State Bylaws shall automatically amend these Bylaws to the extent required to avoid any conflict or incompatibility. Any amendment of the States Bylaws shall be reported by the District Chairman to the first meeting of the District Committee after its adoption.

Section 3. State Election Laws: These Bylaws shall be subject to the Election Laws of the State of Georgia.

ARTICLE II. DISTRICT ORGANIZATION

Section 1. District Committee: There shall be a committee officially known as the "First Congressional District Republican Party of Georgia, Inc. of the Georgia Republican Party" or the "First Congressional District Republican Committee" hereinafter referred as the "District Committee."

Section 2. Membership of the District Committee: The District Committee shall be composed of the following voting members:

- A. A District Chairman, First Vice-Chairman, Second Vice Chairman, Third Vice-Chairman, Secretary, Assistant Secretary, Treasurer, and an Assistant Treasurer elected in Convention or as otherwise provided in by these Bylaws; These elected officers will be known as the Executive Board.
- B. Legal Counsel appointed by the Chairman.
- C. The County Chairman of every County within the District holding a recognized convention or otherwise organized in strict accordance with the Bylaws of the State Republican Party. In counties which are in more than one Congressional District; and the County Chairman does not reside in the First Congressional District; then the County Chairman may appoint; or the County Committee may elect, a Representative to the District Executive Committee to serve in the place of the County Chair.
- D. The Immediate Past Chair. All other past District Chairmen requesting in writing to the District Secretary or Chairman to become a non-voting member of the District Committee.
- E. The District Chairman or Director of any Republican organization chartered by their respective State Organization and sanctioned by the Georgia Republican Party or the Republican National Committee.
- F. Any active officer or member of the State Committee residing in the First District.
- G. Any past officers of the State Committee, residing within the First District requesting in writing to the District Secretary or Chairman to become a non-voting member of the District Committee.
- H. Any Republican elected or appointed to elective public office, partisan or non-partisan, in the First District requesting in writing to the District Secretary of Chairman to become a member of the District Committee during the term of his or her office with the concurrence of the County Chairman, as non-voting members.
- I. Additional members to be appointed or elected in each County within the District holding a recognized Convention or otherwise organized in strict accordance with the Rules of the State Republican Party, proportional to one (1) member for each *fifteen-hundred (1,500)* votes and major fraction thereof (751) or more cast for the Republican candidate for President in the immediately preceding general election.

Section 3. Election and Term of Office: The officers and members of the District Committee shall be elected by the biennial District Convention, or members may be elected by any other method approved by the District Convention and shall hold office for two years or until their successors are duly elected and qualified, unless sooner removed from office in accordance with these Bylaws.

Section 4. Executive Committee: There shall be a committee officially known as the "Executive Committee of the First Congressional District Committee of the Georgia Republican Party" or the Executive Committee of the First Congressional District Committee," hereinafter referred to as the "Executive Committee" or "District Executive Committee."

Section 5. Membership of the Executive Committee: The Executive Committee shall be composed of the following voting members.

District Chairman
Immediate Past District Chair
First Vice-Chairman
Second Vice-Chairman
Third Vice-Chairman
Secretary
Assistant Secretary
Treasurer
Assistant Treasurer
Legal Counsel

County Chairman (of every County within the First District holding recognized Conventions or otherwise organized in strict accordance with the Bylaws of the Republican Party. In the event the County Chairman resides outside the district, his or her representative)

The District Chairman shall be the Chairman of the Executive Committee.

ARTICLE III. ALTERATION OF MEMBERSHIP OF THE DISTRICT COMMITTEE

Section 1. Vacancy of the Office of District Chairman: If a vacancy shall occur in the office of District Chairman, the First Vice-Chairman shall automatically serve as Acting Chairman until a new District Chairman is elected or until the Acting Chairman is confirmed by a majority vote of a quorum of the District Committee.

Section 2. Vacancies of District Officers: Any vacancy in the offices of the District Committee, other than District Chairman, shall be filled by majority vote of a quorum present and voting of the District Committee.

Section 3. Vacancies of State Committee Members: Any vacancy in the District membership on the Republican State Committee of Georgia shall be filled within thirty (30) days of such vacancy by a majority vote of a quorum of the District Executive Committee; and the District Secretary shall notify the State Committee of its action in writing within five (5) days after the election in accordance with the State Bylaws.

Section 4. Other Vacancy: Except as otherwise provided by these Bylaws, whenever a duly appointed or elected candidate, committee member, elector, delegate, alternate, or other person resigns, or is removed from office, the resulting vacancy shall be filled by the appropriate committee or other unit at a properly called meeting by majority vote of those present and voting.

Section 5. Automatic Vacancy: As soon as an officer qualifies to run for an elected public office for which at least one other Republican has also qualified, he shall be deemed to have resigned. An officer who qualifies as a candidate for an elected public office for which no other Republican has also qualified shall be deemed to have resigned immediately upon being elected to that office. As soon as an officer or other qualifies as a candidate for elected office as a Democrat, he shall be deemed to have resigned all positions in the District Committee.

Section 6. Removal and Replacement of Defaulting County Chairman, Chairman Representative or County Committeemen: Should the District Committee determine that any County Chairman, his duly recognized Representative or County Committeeman is subject to removal for cause; and remedial action has not been taken by the affected County Committee; and corrective action is not taken which thirty (30) days after written notice from the District Committee has been mailed to such County Committee, the District Committee may remove such Chairman, Chairman Representative or Committeeman.

Section 7. Removal for Cause: Except as otherwise provided by the Bylaws, an officer or member may be removed by the District Committee only for cause by a vote of two-thirds (2/3) majority of a quorum present at a properly called meeting. As used herein "cause" shall include but is not limited to: (1) chronic absence; (2) continued failure to perform the duties of his or her office; and (3) conduct detrimental to the best interests of the Party.

A. If a member of the District Committee shall publicly advocate the election of another candidate for an office for which the Republican Party has nominated a candidate, that advocacy may be considered detrimental conduct and shall be cause for which that member may be removed from any office or committee; and

B. Continued failure to perform his or her duties or participate in the affairs of the party. Chronic absence is defined as absence from two (2) or more consecutive meetings. The Secretary shall announce to the District Committee at every meeting, after the roll has been taken, as to which members are chronically absent. These members shall be notified they are chronically absent, as defined herein, and of the consequence should they fail to attend a third consecutive meeting. The notice shall conform substantially to that required by Article III, Section 8 in all respects. If after notice the member fails to appear for a third (3) consecutive meeting, then the member shall be deemed to have resigned from the District Committee.

Section 8. Due Process: An officer or member facing removal is entitled to notice, which complies substantially with the requirements of this section. Such an individual shall be given written notice stating the grounds for his or her removal by certified mail addressed to the individual's last known address, return receipt requested. The notice shall be postmarked at least thirty-two (32) days prior to the meeting at which he or she may be removed. Such individuals shall be given the opportunity to be heard in person and/or by a representative of his or her choice, and to offer any explanation, excuse, mitigating circumstance or defense of the conduct alleged prior to any vote being taken to remove said member.

ARTICLE IV. DISTRICT MEETINGS

Section 1. Manner Convened: The District Committee and Executive Committee thereof shall meet on call of the Chairman; or on call of one-sixth of the members thereof.

Section 2. Frequency: The District Committee will meet at least twice per year. The Executive Committee shall meet as often as may be necessary.

Section 3. Notifications: Notice of meetings shall be by written notice transmitted either electronically (e-mail) or by U.S. Mail (upon written request only). Notice shall be sent no less than ten (10) business days in advance of said meeting.

Section 4. Quorum: One third (1/3) of the members of the District Committee shall constitute a quorum for transaction of business. As for the Exec Board, Exec Comm, and any other committee, a simple majority of the members thereof present and voting shall constitute a quorum for transaction of business.

Section 5. Attendance: Members are expected to attend District Committee meetings and stay informed as to its business. It shall be the responsibility of the County Chair to ensure that at least half of their District Committee members attend each meeting in person in order to assure a quorum for the transaction of business.

A. A majority of the voting members present in person or by proxy shall constitute a quorum for the transaction of business of the First Congressional District.

1. Form of Proxy: All proxies shall be in writing, shall be signed by the maker, and shall substantially in the following form:

KNOW ALL MEN BY THESE PRESENTS,

That I, _____ of _____ & _____
do Your Name County Congressional District

hereby constitute and appoint _____ as
my (Must be another voting 1st District Committee Member)

true and lawful attorney to vote at a meeting of the **First Congressional District Republican Party of Georgia, Inc. to be held on _____ at**

_____ or by phone at _____, passcode _____ or at any adjourned meeting thereof, and for me in my name, place and stead to vote upon any questions that properly may come before such meeting, with all the power that I should possess if personally present, hereby revoking all previous proxies.

IN WITNESS WHEREOF, I have set my hand and affixed my seal this _____ day of _____, 20__.

_____ Your signature (required)

2. VOTING OF PROXIES: members may be represented by proxies, subject to the following conditions: (a) Any member may direct his/her proxy only to another voting member, (b) No proxy may be directed to or voted by the District Chairman, and (c) No member may vote more than five (5) proxies.

Section 6. Attendance and Voting at District Executive Committee Meetings by Electronic Means: Official meetings of the District Executive Committee may be attended in person as provided in ARTICLE IV, Section 5 by physical attendance at a place designated in the notice or, in the absence of a designated location, by audio, video or electronic conference call.

A. Except as to votes requiring a secret ballot, for issues requiring a vote by the District Committee or the District Executive Committee, either in favor or opposed to certain propositions, the vote may be cast and taken by email or other electronic means.

1. All votes cast by electronic means shall be cast within five (5) business days of submission to Members.

2. A tally of all votes cast by electronic means shall be circulated to all Members within eight (8) business days of submission by Members.

3. A vote cast by electronic means shall have the same force and effect as a vote cast by a Member casting a vote in person; and

4. Votes cast and taken requiring a secret ballot shall only be taken at an in-person official meeting of the District Committee or the Executive Committee in which all members casting a vote are present in person.

ARTICLE V. DUTIES OF OFFICERS

Section 1. District Chairman: The District Chairman shall be the chief executive officer of the District Committee. His duties include the following.

- A. The District Chairman shall issue and publish "Calls" for the District Conventions upon at least ten (10) days prior notice and shall preside until a temporary organization is effected; Each such call shall state the purpose of the District Convention and shall notify each County Chairman in said District of the number of delegates and alternates to which each such County is entitled;
- B. The District Chairman, with the assistance of the District Secretary, upon the request of any person offering as a candidate for a position as an officer, delegate, or alternate delegate in the Republican Party, shall provide said person with the names and known contact information for the persons voting in the election for these positions.
- C. The District Chairman, with the assistance of the Convention Secretary and District Secretary, shall supply all County Chairmen with copies of Bylaws, Platforms, Resolutions and minutes of the previous Convention within thirty (30) days following the District Convention.
- D. The District Chairman shall appoint such additional officers (non-voting) and committees, as he deems advisable.
- E. The District Chairman shall call meetings of the District committee when the needs of the Party may require, but in no event less than twice per year. The District Chairman shall preside at meetings of said District Committee.
- F. The Chairman shall be responsible to see that all Reports, Resolutions, Bylaws and Amendments are filed in compliance with State Election Laws and the Bylaws of the Georgia Republican Party.
- G. The Chairman shall have oversight of the other District officers to ensure the faithful performance of their respective duties.
- H. The Chairman shall be subject to the oversight of the District Committee to ensure faithful performance of his or her duties.
- I. The Chairman shall appoint the following interim committees for approval by the District Committee at a district meeting or Executive meetings prior to the District Convention.

- Arrangements
- Resolutions Committee
- Registration Committee
- Platform Committee
- Nominating Committee
- Credentials Committee
- Bylaws Committee
- Sergeant-at-Arms.

Section 2. First Vice-Chairman: The First Vice-Chairman shall be responsible for maximizing the organization for all Counties within the District and to assist the Chairman.

- A. The First Vice-Chairman shall recruit, appoint and preside over a Committee known as the "County Organization Committee" which shall assist the First Vice-Chairman in recruiting

and organizing volunteers in unorganized counties and to arrange for training of County volunteers throughout the First District. The County Organization Committee shall authorize and appoint a temporary presiding officer to assist such Counties as deemed necessary to organize in strict compliance with the Bylaws of the Georgia Republican Party. See Article VIII as applicable.

- B. The First Vice-Chairman shall preside in the absence of the Chairman; and
- C. The First vice-Chairman shall serve as Acting Chairman in the event of vacancy of the Chairman's office. See Article III, Section 2.

Section 3. Second Vice-Chairman: The Second Vice-Chairman shall be responsible for candidate recruiting within the district and assist the Chairman.

- A. The Second Vice-Chairman shall recruit, appoint and preside over a Committee known as the "Candidate Recruitment Committee" to assist the Second Vice-Chairman in recruiting and arrange for training of Republican Candidates throughout the First District; and
- B. The Second Vice-Chairman shall preside in the absence of both the Chairman and the First Vice-Chairman.

Section 4. Third Vice-Chairman: The Third Vice-Chairman shall be responsible for fund-raising within the district and assist the Chairman.

- A. The Third Vice-Chairman shall recruit, appoint and preside over a Committee known as the "Fund-Raising Committee" which shall assist the Third Vice-Chairman in funding candidate campaigns and functions as determined appropriate by the District Committee; and
- B. The Third Vice-Chairman shall preside in the absence of the Chairman, The First Vice-Chairman, and the Second Vice-Chairman.

Section 5. Secretary: The Secretary shall perform the usual secretarial duties as set forth more fully below:

- A. The secretary shall take and keep the minutes of all meetings of the District and Executive Committees, and at each such meeting distribute the minutes of the previous meeting.
- B. The Secretary shall take and keep records of attendance at such meetings.
- C. The Secretary shall maintain the membership rolls and other records.
- D. The Secretary shall draft and deliver all notices required by these Bylaws except as otherwise provided by same; and
- E. The Secretary shall assist the District Chair in the preparation, maintenance and distribution of such other information and documentation as may be required by these Bylaws.

Section 6. Assistant Secretary: The Assistant Secretary shall assist the Secretary and shall fulfill the duties of the Secretary at any District or Executive Committee meeting which the Secretary is unable to

attend. Whenever circumstances allow, the Secretary shall notify the Assistant Secretary in advance when the Secretary will be unable to attend all or part of a District or Executive Committee meeting.

Section 7. Treasurer: The Treasurer shall keep and maintain all financial records of the District Committee. Not later than 10 days after each month, the Treasurer shall prepare and submit to each member of the District Committee a detailed list of all income received and a detailed list of all expenses disbursed. The report shall also consist of the beginning balance and ending balance and shall identify those expenses incurred and approved by the District Chairman. The Treasurer shall not disburse any

funds without the approval of the District Chairman. A financial report shall be prepared and submitted by the Treasurer at each District Committee Meeting and, with the assistance of the entire Executive Committee ensure that the District Committee is in compliance with all applicable laws, including any registration and/or reporting requirements required by State and Federal Law.

Section 8. Assistant Treasurer, The Assistant Treasurer shall also be signatory of the District checking accounts and be able to assume the duties of the Treasurer if not available for any reason.

ARTICLE VI. CONVENTIONS

Section 1. General: No business shall be transacted at any Convention while any of its Committees are in session.

Section 2. Representation: Representation in State District and County Conventions shall be based upon the Republican vote in the respective unit in such ratio as may be fixed by the State Committee or by the State Bylaws.

Section 3. Notification: The Congressional District Committee shall notify all delegates and alternates by written notice of the time, date, and place of the District Convention. The notice shall be mailed not later than ten (10) days prior to the date of said District Convention.

Section 4. Voting: Except where otherwise expressly provided, a majority vote of the Delegates meeting in Convention shall be necessary to adopt any proposed action by the respective convention. No person shall be elected to any office except by majority vote.

Section 5. Bylaws: At the District Convention, Bylaws shall be adopted not inconsistent with the Bylaws of the Georgia Republican Party. A certified copy of the District Bylaws must be filed with the State Chairman and a certified copy must be filed with the Secretary of the State Committee. Any amendments to such Bylaws shall be similarly filed. All such filing shall be within thirty (30) days after the adoption of the Bylaws or Amendments, as the case may be.

Section 6. Interim Committee Reports: Printed copies of all interim Committee reports shall be distributed to Convention Delegates at or before the representative Convention and prior to the voting by the Convention on said reports. A least ten (10) days prior to elections at the District Convention, the names of those who have indicated an interest in serving as officers of the District Committee, The State Committee, and those who wish to serve as delegates and alternates to the Republican National Committee shall be made available by the Nominating Committee to any persons upon request.

Section 7. Resolutions: Proponents of Resolutions shall, in advance as may be practical under the circumstances, distribute complete copies of same to delegates and alternates prior to the date of the District Convention so that the consideration thereof shall not unduly delay other business at said Convention.

ARTICLE VII. APPEALS

Committee On Appeals

All appeals made to the District Committee under this rule shall first be referred to a subcommittee known as the Committee on Appeals. The Committee on Appeals shall be appointed by the District Chairman. The Committee

on Appeals shall investigate the matter referred to, review appropriate documents, receive and review written representations from the parties involved in the dispute which may include a stenographic record, testimony and other evidence. The Committee may hold hearings if it deems necessary. For each case referred to it, the Committee on Appeals shall make a report of its findings, including a proposed judgement, to the District Committee not more than seventy-five (75) days from receipt of the appeal by the Appeals Committee. The District Committee shall vote on the report and proposed judgement of the Committee on Appeals not more than forty-five (45) days after receipt of the report and proposed judgement. After the decision of the District Committee has been made, the appellant has the right under our rules to then present their appeal to the State Committee.

ARTICLE VIII. DEFERRED ELECTION

Section 1. County Conventions: Where for any reason a County Convention of a County within the First Congressional District is not conducted on the date set in a Call for such Conventions in odd-numbered years, any person in such County interested in the organization of a County Committee, may file a written petition with the appropriate Committee requesting that a County Convention be called. Upon receipt of such request, the County Organization Committee shall determine by a majority vote whether or not such County Convention should be held, and if so, the County Organization Committee shall appoint and instruct a temporary presiding officer to preside at such County Convention until a temporary organization can be effected; provide however that any such Convention shall be governed by the Bylaws applicable to such Conventions, as herein provided and from the State Bylaws to the extent applicable, including publication of notice in the newspaper and holding the public place, where practicable.

Section 2. General Primaries: General Primaries shall be conducted in accordance with the laws of the State of Georgia.


ARTICLE IX. PREVAILING BYLAWS

Section 1. Rules of Order: Robert's Rules of Order, newly revised, shall govern the procedures to be followed at any Committee Meeting or Convention unless modified by a majority of the Convention or three-fourths (3/4) vote of those present and voting at the District Meeting.

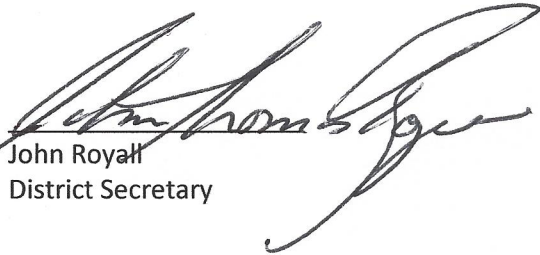
Section 2. Amendments: These Bylaws may be amended at any properly called First District Convention by a majority vote; or by the District Committee by) majority vote of those present and voting at any properly called District Meeting. However, in the event of a conflict with the Bylaws of the Georgia Republican Party, the later shall govern.

ARTICLE X. CERTIFICATION

The Chairman and Secretary, respective of the First Congressional District Republican Convention, do hereby certify that the forgoing is a true and correct copy of the Bylaws officially adopted by the First Congressional District Convention on April 22nd, 2023.



Kandiss Taylor
District Chair



John Royall
District Secretary