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**The Bylaws of
the Republican Party
of Fort Bend County**

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Adopted by the Fort Bend Republican Executive Committee

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APPROVED

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June 19, 2018

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58 **The Bylaws of the Republican Party of Fort Bend**
59 **County**

60 **Proposed May 14, 2018**

61
62 **Article I. The Organization**

63 This organization has been established pursuant to the Texas Election Code. The name of this
64 organization shall be “**The Republican Party of Fort Bend County.**” For purposes of reference in these
65 Bylaws, the organization shall be referred to as the “Party.” The Party shall be governed by the Executive
66 Committee of the Party in accordance with the Texas Election Code, the Rules of the Republican Party of
67 Texas, these Bylaws, and *Robert’s Rules of Order, Newly Revised*. The object of this organization shall
68 be to perform the duties assigned to it in the Texas Election Code, to support, assist and to elect
69 Republican candidates to public office, and to establish, promote and to educate the voting public on
70 positions and issues consistent with the State and/or National Republican Party Platforms.

71 **Article II. Governance**

72 **Section 2.1. The Executive Committee**

73 The Executive Committee shall be the governing body of the Party. The Executive Committee
74 shall exercise those powers and fulfill those duties conferred upon it by the Texas Election Code, the
75 Rules of the Republican Party of Texas, and these Bylaws.

76 **Section 2.2. Meetings**

77 Meetings of the Executive Committee shall be held in accordance with the requirements of the
78 Texas Election Code, the Rules of the Republican Party of Texas, and these Bylaws. Other than the
79 organizational meeting, meetings of the Executive Committee may be called by the Chairman or the
80 Secretary. The organizational meeting of the Executive Committee shall be held no earlier than the
81 twentieth day following the runoff election conducted after the Republican Party primary election in
82 even-numbered years (or no later than forty-five days after the Republican Party primary election in even-
83 numbered years if there is no runoff election). Special meetings of the Executive Committee may be
84 called by ten members of the Executive Committee.

85 **Section 2.3. Notice of Meetings**

86 Fourteen days written notice of the organizational meeting of the Executive Committee shall be
87 provided by the Chairman to the members of the Executive Committee. Seven days written notice of all
88 other meetings of the Executive Committee may be provided by the Chairman or the Secretary to the
89 members of the Executive Committee except in the case of an emergency, in which case three days
90 written notice of the meeting shall be provided to the members of the Executive Committee. Written
91 notice of all meetings of the Executive Committee shall include the date, time, and place of the meeting,
92 the agenda, and the specific items to be considered or voted on by the Executive Committee. If mailed,
93 the mailing should be properly addressed with postage prepaid. The postmark (cancellation stamp) will
94 determine the send date. Notice of meetings of the Executive Committee may be transmitted by email.

95 **Section 2.4. Quorum**

96 A quorum for any meeting of the Executive Committee, other than a statutory meeting required
97 by the Texas Election Code, shall be one fourth of the members of the Executive Committee. A quorum
98 for any statutory meeting of the Executive Committee shall consist of those members present.

99 **Section 2.5. Conduct of Business at Meetings**

100 The vote of a majority of the members of the Executive Committee present and voting at a
101 meeting at which a quorum has been established shall decide any question or issue to be resolved by the
102 Executive Committee, unless the affirmative vote of a greater percentage of the members of the Executive
103 Committee is required by the Texas Election Code, the Rules of the Republican Party of Texas, these
104 Bylaws, or *Robert's Rules of Order, Newly Revised*. At the request of two members of the Executive
105 Committee, any item of business shall be added to the agenda for the next meeting of the Executive
106 Committee for consideration, debate, and action. Unless a member of the Executive Committee obtains
107 the consent of the Executive Committee, a member of the Executive Committee may address the
108 Executive Committee no more than two times on any single item of business to be considered and for no
109 more than three minutes on each such occasion. Unless otherwise provided by the U.S. or Texas
110 Constitutions, U.S. or Texas statutes, the Rules of the Republican Party of Texas, or these Bylaws, the
111 current edition of *Robert's Rules of Order, Newly Revised*, shall be the parliamentary authority governing
112 the meetings of the Executive Committee.

113 **Section 2.6. Vacancies**

114 In the event that a vacancy exists with respect to a precinct chairman's office in a voting precinct,
115 the Chairman or any member of the Executive Committee may nominate any registered voter who (1)
116 resides in that precinct, and (2) voted in the most recent Republican Party primary election or signed the
117 oath of affiliation as a Republican to serve as the precinct chairman of the precinct in question, and the
118 Executive Committee, by majority vote at a meeting in which a quorum of the Executive Committee is
119 present, may appoint the nominee to fill the vacancy, provided written notification of the proposed action
120 is included in the notice for the meeting at which that action will be considered.

121 **Article III. The Officers of the Party**

122 **Section 3.1. Responsibilities and Duties**

123 The officers of the Party shall be responsible for implementing the policies and decisions of the
124 Executive Committee. At its organizational meeting, the Executive Committee shall nominate and elect
125 two co-Vice Chairmen (a First Vice-Chairman and a Second Vice-Chairman), a Secretary, a Treasurer,
126 and a General Counsel. At the organizational meeting or any meeting thereafter, they may also nominate
127 and elect a Parliamentarian, a Chaplain, and a Sergeant at Arms. To be eligible to serve as an officer a
128 person must (1) have voted in the most recent Republican Party primary election held prior to the
129 organizational meeting or taken the oath of affiliation as a Republican; and, (2) be a resident of Fort Bend
130 County; and, (3) with the exception of General Counsel, Treasurer, Parliamentarian, and Chaplain, be a
131 member of the Executive Committee. All officers shall have duties as specified in these bylaws, in
132 directives of the Executive Committee, and in *Robert's Rules of Order, Newly Revised*, except as
133 otherwise specified by the Texas Election Code and the rules of the Republican Party of Texas.

134 Within thirty days of the runoff election (or forty-five days of the primary election if there is no
135 runoff election), each officer shall deliver to the newly elected Chairman all records, documents, and
136 other property belonging to the Party.

137

138 An officer of the Party is a fiduciary and owes a legal duty of loyalty to act for the Party's benefit.
139 When carrying out his or her responsibilities, the officer must always seek to advance what he or she
140 reasonably believes to be the Party's best interest and must place the Party's best interest above the
141 officer's own personal interest or the interest of anyone else.
142

143 The officer also owes the Party a duty to act in good faith (i.e. a duty to act with an honest
144 purpose) and a duty not to deliberately disregard the officer's responsibilities to the Party or to
145 intentionally violate any laws.
146

147 The officer may not ask for or receive any significant benefit from any individual or group in
148 connection with actions the officer may take on behalf of, or in the name of, the Party unless the officer
149 obtains the prior authorization and approval of the Executive Committee. This is true even if the officer
150 believes the benefit he or she would receive will not harm the Party. So long as the officer holds his or
151 her position in the Party, he or she may never act on behalf of any individual or group seeking to do
152 business with the Party.
153

154 The officer may not compete with the Party or take advantage of an opportunity available to the
155 Party or assist another individual or group in doing so unless the officer obtains the prior authorization
156 and approval of the Executive Committee.
157

158 The officer may not use Party funds or other resources for the officer's benefit and may not use or
159 disclose the Party's proprietary or confidential information for the officer's benefit.
160

161 The officer may not enter into a business transaction with the Party unless he or she obtains the
162 prior authorization and approval of the Executive Committee.
163

164 In addition to the duties of loyalty and good faith, the officer owes the Party a legal duty to act
165 with due care, competence, and diligence. The officer must always act with the care that is reasonable for
166 a person in the same position under similar circumstances. The officer must use his or her skills and
167 knowledge in carrying out his or her responsibilities. The officer must follow the lawful instructions
168 received from the Executive Committee.
169

170 The officer must report certain information (i.e., information that is material or significant or
171 information concerning actual or probable violations of law or a breach of any duty owed to the Party)
172 within his or her area of responsibility to the Executive Committee in order for the Executive Committee
173 to properly meet its responsibilities and fulfill its function as the governing body of the Party.
174

175 If the officer has any questions regarding his or her responsibilities or the duties owed to the
176 Party, the officer should immediately refer the matter to the General Counsel.
177

178 **Section 3.2. The Chairman** 179

180 The Chairman shall preside at all meetings of the Executive Committee and shall implement the
181 policies approved by the Executive Committee. In the Chairman's absence at any meeting of the
182 Executive Committee, the Vice Chairman shall assume the duties and responsibilities of the office of
183 Chairman. In the absence of the Chairman and Vice Chairman, the Secretary shall assume the duties and
184 responsibilities of the Chairman and may appoint a temporary chair with the approval of the members of
185 the Executive Committee present. In the absence of the Chairman, the Vice Chairman and the Secretary
186 from any meeting of the Executive Committee, the Executive Committee may appoint a chairman and

187 secretary of that meeting from among the members of the Executive Committee present. The Chairman
188 may appoint assistants at his or her own discretion.

189 The Chairman shall be the Executive Committee's official representative and shall:

190 Execute and deliver all contracts and agreements in the name of, and on behalf of, the Party upon
191 the approval of the Executive Committee and within the limitations established by the budget.

192 With the Treasurer, prepare and submit for approval to the Executive Committee a biennial
193 budget no later than the first regular meeting of the EC after the organizational meeting for the current
194 biennium. (Two year term and Two year budget)

195 With the Treasurer approve the disbursement of all funds and the disposition of all property
196 belonging to the Party in accordance with the budget.

197 May approve any Executive Committee approved budgeted expenditure of \$10,000 or less

198 Be responsible for the safe keeping of all records of the Party during his or her term of office.

199 Be responsible for other matters formally assigned to the Chairman by the Executive Committee

200 The proposed budget may be submitted by e-mail to the members of the Executive Committee
201 and may be amended as necessary during the year by the Executive Committee.

202 **Section 3.3. The Vice Chairmen**

203 The First Vice Chairman shall preside at all meetings of the Executive Committee during the
204 Chairman's absence or during deliberations and voting on any matter in which the Chairman yields the
205 gavel. In the event of a vacancy in the office of the Chairman, the First Vice Chairman shall serve as the
206 Chairman pro tem until a new Chairman is elected by the Executive Committee.

207 The Second Vice Chairman shall preside at all meetings of the Executive Committee during the
208 Chairman's absence or during deliberations and voting on any matter in which the Chairman yields the
209 gavel in the absence of the First Vice Chairman. In the event of a vacancy in the office of the Chairman
210 and the First Vice Chairman, the Second Vice Chairman shall serve as the Chairman pro tem until a new
211 Chairman is elected by the Executive Committee.

212 Both Vice Chairmen will be provided committees by the Chairman to interface with and oversee.
213 They will also be responsible for any other matters formally assigned to them by the Executive
214 Committee.

215 **Section 3.4. The Secretary**

216 The Secretary shall record the minutes of all meetings of the Executive Committee. The Secretary
217 shall also preside at any meeting or appoint any member of the Executive Committee, with the approval
218 of the members present, to preside during the absence of the Chairman and the Vice Chairman or during
219 the deliberations and voting on any matter in which the Chairman and the Vice Chairman yield the gavel.
220 At each meeting of the Executive Committee, the Secretary shall report on the actions taken by the
221 Executive Committee at the previous meeting and submit the minutes for that meeting. The reading and
222 approval of the minutes for the previous meeting may be waived by a majority vote of the Executive

223 Committee. The Secretary shall also be responsible for other matters formally assigned to the Secretary
224 by the Executive Committee.

225 **Section 3.5. The Treasurer**

226 The Treasurer shall be responsible for all funds collected and disbursed by the Party, shall submit
227 a financial report to the Executive Committee within thirty days after the end of each calendar quarter
228 with each of those reports reconciled to the current year's budget, shall reconcile on a monthly basis all
229 bank statements for accounts maintained by the Party, shall with the Chairman approve the disbursement
230 of all funds and the disposition of all property belonging to the Party within the limits established by the
231 budget, and shall be the principal signature of the authorized signatures on all checks written on bank
232 accounts maintained by the Party. The Treasurer's reports may be transmitted to members of the
233 Executive Committee by e-mail. The Treasurer shall also be responsible for other matters formally
234 assigned to the Treasurer by the Executive Committee.

235 **Section 3.6. The General Counsel**

236 The General Counsel shall provide legal advice, upon request, to the Executive Committee in
237 regard to its responsibilities and duties under the Bylaws, the Rules of the Republican Party of Texas, the
238 Texas Election Code, and any other applicable law or regulation. The General Counsel shall also be
239 responsible for other matters formally assigned by the Executive Committee. The General Counsel's
240 client shall be the Party and not any individual member of the Executive Committee.

241 **Section 3.7. The Parliamentarian**

242 The Parliamentarian shall advise the Executive Committee on matters of procedure and
243 interpretations of Robert's Rules of Order, upon request, at any meeting of the Executive Committee.
244 The Parliamentarian shall also be responsible for other matters formally assigned to the Parliamentarian
245 by the Executive Committee.

246 **Section 3.8. The Chaplain and the Sergeant at Arms**

247 The Chaplain and the Sergeant at Arms shall have those duties and responsibilities assigned to
248 their offices under the Rules of the Republican Party.

249 **Section 3.9 Vacancies**

250 Subject to the requirements of the Texas Election Code, a vacancy in the positions of the
251 Chairman, Vice Chairmen, Secretary, Treasurer, or General Counsel, shall be filled by the Executive
252 Committee at a meeting called for that purpose within thirty days of the effective date of the officer's
253 resignation, disability, death, or removal. In the event that any officer elected by the Executive
254 Committee is either unable or unwilling, in the opinion of a majority of the Executive Committee, to
255 faithfully serve and fulfill the duties and responsibilities of his or her office, the officer may be removed
256 from office by the Executive Committee.

257

258 **Article IV. Committees**

259 **Section 4.1. Standing and Other Committees**

260 The Party shall maintain four standing committees, consisting of: (1) a Communication
261 Committee, (2) a Finance Committee, (3) a Vacancies Committee, and (4) an Events Committee. All shall
262 be governed by the Executive Committee. Each of the standing committees shall have a minimum of five
263 voting members, including its chairman. The chairman of each of the standing committees shall be a
264 member of the Executive Committee, and a majority of the members of each standing committee shall be
265 members of the Executive Committee, with the exception of the Finance and Vacancies Committees
266 being made up of only Executive Committee members. In the notice for the organizational meeting, the
267 Chairman shall include a report identifying the individuals he or she will nominate to serve as the
268 chairmen of each standing committee. The committee chairman and members of each standing committee
269 shall be elected by the Executive Committee. No one may serve as the chairman of more than one
270 standing committee.

271 Upon missing two consecutive meetings of a standing committee, a member of that committee
272 may be removed by a majority vote of the remaining voting members of that committee, and the
273 committee may appoint another individual to serve as a voting member pro tem of the committee to fill
274 the vacancy until a permanent voting member is elected by the Executive Committee.

275 The Executive Committee may impanel other committees (including, but not limited to, a
276 Precinct Development Committee, a Candidates Committee, a Bylaws Committee, an Outreach
277 Committee, and an Ethics Committee).

278 The Chairman shall be a member of all committees. At least one of the co-Vice Chairmen will be
279 voting members on each of the committees. The chairman of the Ethics Committee, if one is impaneled,
280 shall be the General Counsel and members shall include the Chairman, Vice Chairmen, By-laws Chair
281 and Four Executive Committee members elected at the meeting creating the committee. The committee
282 chairman and members of such committees may be elected by the Executive Committee at the
283 organization meeting or at a subsequent meeting.

284 The chairman of each standing or other committee shall submit all committee recommendations,
285 proposals, or reports to the Executive Committee. Such committee reports may be submitted by e-mail to
286 the Executive Committee. Meetings of a committee may be held on no less than five days' notice, either
287 written or verbal, issued by the chairman of the committee to each voting member of that committee.
288 Notice of the meeting may be e-mailed to members of the committee. Notice shall be forwarded to the
289 Chairman for distribution to all members of the Executive Committee.

290 In the event that any member of a committee is either unable or unwilling, in the opinion of the
291 Executive Committee, to faithfully serve and fulfill the duties and responsibilities of his or her position on
292 a committee, the committee member may be removed from that position by the Executive Committee.

293 **Section 4.2. The Communications Committee**

294 The Communications Committee shall develop and implement a communications program,
295 including, but not limited to, the Party newsletter and website. The Communications Committee shall be
296 responsible for ensuring that all facets of the communications program shall be available on a uniform
297 basis to all Republican elected officeholders, all candidates seeking the Republican Party's nomination for
298 office in a primary election, run-off, or special election, as well as all members of the Party. The
299 Communications Committee shall not accept a political advertisement that is not fully paid for in advance

300 or that does not comply with all applicable statutory and regulatory requirements. Questions in regard to
301 the latter condition shall be referred to the General Counsel by the chairman of the Communications
302 Committee. The Chairman and Treasurer of the Party shall serve as members of the Communications
303 Committee.

304 **Section 4.3. The Finance Committee**

305 The Finance Committee shall be responsible for: reviewing and overseeing the Party’s finances
306 on a quarterly basis, provided the amount is included in the budget previously approved by the Executive
307 Committee or surplus funds are available, approving all proposed expenditures of Party funds or
308 contractual commitments amounting to more than \$10,000.00, and assisting the Chairman and Treasurer
309 in developing the proposed budget for the next fiscal year. The Treasurer shall serve as a member of the
310 Finance Committee.

311 **Section 4.4. The Vacancies Committee**

312 The Vacancies Committee shall be responsible for: reviewing and recommending prospective
313 people to serve in vacant precincts. This committee will report back to the Executive Committee for
314 approval of new members to the Executive Committee.

315 **Section 4.5. The Events Committee**

316 The Events Committee shall be responsible for any events (except for the Lincoln Reagan
317 Dinner) that the Executive Committee decides to hold. This may include, but is not limited to, the Annual
318 Christmas Party, the Grand Old Picnic, a 4th of July Event, and the Fort Bend County Fair and Parade.
319 The Treasurer shall serve as a member of the Events Committee.

320 **Article V. General Provisions**

321 **Section 5.1. Amendment of the Bylaws**

322 These Bylaws shall be approved by the affirmative vote of a majority of the members of the
323 Executive Committee at its organizational meeting.

324 If a proposed amendment to the Bylaws is required in order to comply with the Texas Election
325 Code or the Rules of the Republican Party of Texas (in which case the amendment will require the
326 affirmative vote of a majority of the members of the Executive Committee present and voting at a
327 meeting called for that purpose), these Bylaws may be amended by a two-thirds affirmative vote of the
328 Executive Committee present and voting at a meeting called for that purpose, (1) provided the text of the
329 proposed amendment was included in the notice for that meeting, or (2) a majority of the members of the
330 Executive Committee present and voting at a meeting called for that purpose, provided the text of the
331 proposed amendment was furnished to, and considered but not voted on by the Executive Committee at
332 its previous meeting.

333 **Section 5.2. Fiscal Year**

334 The fiscal year of the Party shall begin on July 1st of year.

335 **Section 5.3. Checks, Contracts, etc.**

336 All checks written on accounts maintained by the Party shall be signed by the Treasurer or any
337 officer in the event the treasurer is unavailable. Any Officers (comprised of the Chairman, the Vice
338 Chairmen, the Treasurer, or the Secretary) are authorized to deliver checks, agreements, and other written
339 instruments entered into on behalf of, and in the name of, the Party. The above Officers are authorized to
340 request a credit/debit card in the name of the Party for budgeted expenses of not more than \$250 per
341 transaction.

342 **Section 5.4. Annual Review or Audit of Financial Statements**

343 The Provisions of this Section 5.4 shall apply upon the direction of the Executive Committee. At
344 the end of each fiscal year, but not later than January 31st of the succeeding year, the Treasurer and the
345 Finance Committee shall submit a report to the Executive Committee recommending that a certified
346 public accounting firm be engaged to conduct a review or Audit of the Party's financial statements for the
347 prior fiscal year. No later than February 20th of the next succeeding year, the Executive Committee shall
348 engage a certified public accounting firm to conduct a review or audit of the Party's financial statements
349 for the prior fiscal year.

350 **Section 5.5. Inspection of the Party's Books and Records**

351 The books and records of the Party shall be open to inspection or examination by any member of
352 the Executive Committee during normal business hours. A request to inspect the books and records of the
353 Party shall be submitted in writing to the Chairman, specifying the particular books and records to be
354 inspected. The books and records identified in the request shall be made available within ten business
355 days of the Chairman's receipt of the request.

356 **Section 5.6. Executive Committee as Final Authority**

357 The Executive Committee shall be the final authority on all public issues and shall, by majority
358 vote, determine which local or state candidates, if any, are to be endorsed by the Party. No member of the
359 Executive Committee, an officer of the Party, or a member of a Standing Committee may act, by verbal or
360 written communication, to express a position on a public issue or endorse or oppose a candidate for
361 elective or appointive office in a communication to the public using the Party's name, letterhead, logo,
362 funds, or other resources without explicit authorization by a majority vote of the Executive Committee at
363 a meeting called for that purpose. A member of the Executive Committee, an officer of the Party, or a
364 member of a Standing Committee may indicate his or her position with the Party in a letter to the editor,
365 personal endorsement of a candidate, or other communication to the public on a public issue or election
366 contest, provided that such communication clearly states that the communication does not represent the
367 position of the Party. Unless authorized by the Executive Committee at a meeting called for that purpose,
368 the Party shall not endorse or oppose any candidate in a contested Republican Party primary election or
369 runoff election. The Chairman, identified as such, may not endorse in any race, whether partisan or non-
370 partisan, where two or more known Republicans are on the ballot.

371 **Section 5.7. Political Advertisements**

372 Any publication or web site authorized by the Party or using the Party's name, letterhead, logo,
373 funds; or other resource that contains any advertising related to the election or defeat of a candidate
374 seeking the nomination of the Republican Party in a primary election, a runoff election, or a special
375 election shall include the prominent disclosure of the information set out below in no less than 12 point
376 bold type.

377 Advertisements in this publication regarding any candidates for public office do not
378 constitute endorsements by the Republican Party of Fort Bend County. The candidates are solely
379 responsible for the content, accuracy, and completeness of the information included in their
380 advertisements. Acceptance of advertisements for any candidates should not be construed as a
381 preference for one candidate by the Republican Party. The Republican Party does not endorse
382 candidates in contested primary elections, runoff, or special elections.

383 In any political advertisement or endorsement related to the election or defeat of any candidate
384 included in any publication or web site authorized by the Party or using the Party's name, letterhead, logo,
385 funds, or other resources, each such advertisement or endorsement shall include the prominent disclosure
386 in no less than 12 point type that the advertisement is a paid political advertisement and the name, street
387 address, and telephone number of the candidate or committee paying for the advertisement.

388 No political advertisement or endorsement from any unaffiliated political action committee with a
389 name associated with or similar to the name, image, or identity of the Republican Party may be accepted
390 for inclusion in any publication or website authorized by the Party or using the Party's name, letterhead,
391 logo, funds, or other resource.

392 **Section 5.8. Severability**

393 In the event that any provision of these Bylaws is held by a court of competent jurisdiction to
394 violate or to be inconsistent with a provision of the Texas Election Code or the Rules of the Republican
395 Party of the State of Texas, the particular provision of these Bylaws shall be deemed to be without force
396 or effect and the remaining provisions of these Bylaws shall not be affected thereby.