The Bylaws of
the Republican Party
of Fort Bend County

Adopted by the Fort Bend Republican Executive Committee

APPROVED

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The Bylaws of the Republican Party of Fort Bend County

Proposed May 14, 2018

Article I. The Organization

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

Article II. Governance

Section 2.1. The Executive Committee

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

Section 2.2. Meetings

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

Section 2.3. Notice of Meetings

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

Section 2.4. Quorum


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

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

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

**Section 2.6. Vacancies**

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

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

**Section 3.1. Responsibilities and Duties**

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

Within thirty days of the runoff election (or forty-five days of the primary election if there is no runoff election), each officer shall deliver to the newly elected Chairman all records, documents, and other property belonging to the Party.
An officer of the Party is a fiduciary and owes a legal duty of loyalty to act for the Party’s benefit. When carrying out his or her responsibilities, the officer must always seek to advance what he or she reasonably believes to be the Party’s best interest and must place the Party’s best interest above the officer’s own personal interest or the interest of anyone else.

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

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

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

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

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

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

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

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

Section 3.2. The Chairman

The Chairman shall preside at all meetings of the Executive Committee and shall implement the policies approved by the Executive Committee. In the Chairman’s absence at any meeting of the Executive Committee, the Vice Chairman shall assume the duties and responsibilities of the office of Chairman. In the absence of the Chairman and Vice Chairman, the Secretary shall assume the duties and responsibilities of the Chairman and may appoint a temporary chair with the approval of the members of the Executive Committee present. In the absence of the Chairman, the Vice Chairman and the Secretary from any meeting of the Executive Committee, the Executive Committee may appoint a chairman and
secretary of that meeting from among the members of the Executive Committee present. The Chairman may appoint assistants at his or her own discretion.

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

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

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

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

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

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

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

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

Section 3.3. The Vice Chairmen

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

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

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

Section 3.4. The Secretary

The Secretary shall record the minutes of all meetings of the Executive Committee. The Secretary shall also preside at any meeting or appoint any member of the Executive Committee, with the approval of the members present, to preside during the absence of the Chairman and the Vice Chairman or during deliberations and voting on any matter in which the Chairman and the Vice Chairman yield the gavel.

At each meeting of the Executive Committee, the Secretary shall report on the actions taken by the Executive Committee at the previous meeting and submit the minutes for that meeting. The reading and approval of the minutes for the previous meeting may be waived by a majority vote of the Executive Committee.
Committee. The Secretary shall also be responsible for other matters formally assigned to the Secretary by the Executive Committee.

Section 3.5. The Treasurer

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

Section 3.6. The General Counsel

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

Section 3.7. The Parliamentarian

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

Section 3.8. The Chaplain and the Sergeant at Arms

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

Section 3.9 Vacancies

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

Section 4.1. Standing and Other Committees

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

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

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

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

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

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

Section 4.2. The Communications Committee

The Communications Committee shall develop and implement a communications program, including, but not limited to, the Party newsletter and website. The Communications Committee shall be responsible for ensuring that all facets of the communications program shall be available on a uniform basis to all Republican elected officeholders, all candidates seeking the Republican Party’s nomination for office in a primary election, run-off, or special election, as well as all members of the Party. The Communications Committee shall not accept a political advertisement that is not fully paid for in advance
or that does not comply with all applicable statutory and regulatory requirements. Questions in regard to
the latter condition shall be referred to the General Counsel by the chairman of the Communications
Committee. The Chairman and Treasurer of the Party shall serve as members of the Communications
Committee.

**Section 4.3. The Finance Committee**

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

**Section 4.4. The Vacancies Committee**

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

**Section 4.5. The Events Committee**

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

**Article V. General Provisions**

**Section 5.1. Amendment of the Bylaws**

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

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

**Section 5.2. Fiscal Year**

The fiscal year of the Party shall begin on July 1st of year.
Section 5.3. Checks, Contracts, etc.

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

Section 5.4. Annual Review or Audit of Financial Statements

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

Section 5.5. Inspection of the Party’s Books and Records

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

Section 5.6. Executive Committee as Final Authority

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

Section 5.7. Political Advertisements

Any publication or web site authorized by the Party or using the Party’s name, letterhead, logo, funds; or other resource that contains any advertising related to the election or defeat of a candidate seeking the nomination of the Republican Party in a primary election, a runoff election, or a special election shall include the prominent disclosure of the information set out below in no less than 12 point bold type.
Advertisements in this publication regarding any candidates for public office do not constitute endorsements by the Republican Party of Fort Bend County. The candidates are solely responsible for the content, accuracy, and completeness of the information included in their advertisements. Acceptance of advertisements for any candidates should not be construed as a preference for one candidate by the Republican Party. The Republican Party does not endorse candidates in contested primary elections, runoff, or special elections.

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

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

Section 5.8. Severability

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