
**FULTON COUNTY
REPUBLICAN PARTY, INC.
RULES & BYLAWS**

November 15, 2004

**FULTON COUNTY REPUBLICAN PARTY, INC.
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FULTON COUNTY REPUBLICAN PARTY, INC.

RULES & BYLAWS

ARTICLE 1 - PREAMBLE & PARTICIPATION

Section 1.1 PREAMBLE. The Republican Party of Fulton County, an unincorporated association, reorganized itself into an incorporated entity, the Fulton County Republican Party, Inc. headquartered in the County of Fulton, Georgia and these rules and bylaws shall govern all aspects of the County Party including, but not limited to, its assets, activities, conventions, annual meetings, house district and precinct mass meetings, committees, and their respective committees.

Section 1.2 PARTICIPATION. Any person who is a Qualified Elector, is in accord with the principles of the Republican Party, believes in its declaration of policy, and is in agreement with its aims and purposes may participate in the County Party's Mass Meetings, and if duly elected pursuant to these Rules, in County, District and/or State Conventions.

ARTICLE 2- EXECUTIVE COMMITTEE

Section 2.1. AUTHORITY. Between County Conventions the County Party Executive Committee shall act in all respects as the County Party. Prior to the reorganization, described above, this Executive Committee was known as the County Committee.

Section 2.2. MEMBERSHIP REQUIREMENTS. (1) The Executive Committee shall consist of those persons specified in Section 2.5 below, provided, however, that each such person must be both a Current Dues-Paid Member and a Qualified Elector.

(2) The members of the Executive Committee shall be the voting members of the County Party.

Section 2.3 REMOVAL FROM OFFICE. Members of the Executive Committee shall be subject to removal (or shall have been deemed to have resigned) from the committee as provided in Article 10 hereof.

Section 2.4. DUPLICATE MEMBERSHIP. Any person qualifying as an Executive Committee member as a result of serving in or holding more than one capacity or position shall be a single member of the Executive Committee and is entitled to only the voting rights, privileges, and authority of a single member. Any such person may designate in which capacity or position such person is serving on the Executive Committee, or, if such person does not so designate, the County Chairman, if required, will make such a determination. Serving as an acting chairman or acting director shall not be a qualification to be an Executive Committee member.

Section 2.5. MEMBERSHIP. The members of the Executive Committee shall be:

- (1) County Party Officers;
- (2) Members of the State Executive Board of the State Committee of the Georgia Republican Party;
- (3) Present and immediate past District Chairmen;
- (4) Congressional District Directors of the Georgia Federation of Republican Women;
- (5) Congressional District Directors of the Georgia Federation of Young Republican clubs;
- (6) The three immediate former County Chairmen;
- (7) Each House District Chairman;

- (8) Each House District First Vice Chairman;
- (9) Each Precinct Chairman;
- (10) Upon approval by majority vote of the Operating Committee, the County Party Finance Chairman, Circle R Club Chairman, and General Counsel (who shall act also act as Parliamentarian);
- (11) One hundred (100) Members-At-Large;
- (12) Each Republican State Senator and Representative, County Commissioner, Member of a County or Municipal Board of Education, Mayor, and City Councilman, or who was elected to office in a non-partisan race and publicly declares himself a Republican;
- (13) Republican members of the Fulton County Board of Registration and Elections;
- (14) Chairmen of Municipal Republican Committees established within the County;
- (15) Chairmen of the North Fulton, South Fulton, and BuckSprings Republican Breakfasts, the Presidents of the Fulton County Republican Women's Federation Clubs, and the Presidents (i.e., chief executive officers) of the Fulton County Young Republican Clubs; and
- (16) President of the Georgia Federation of Republican Women, Chairman of the RNC Georgia Senior Republican Network, Chairman of the Georgia Federation of Young Republican Clubs, Chairman of the Georgia College Republicans, President of the Georgia Black Republican Council, State Chairman of the Teen Age Republicans, State Chairman of the Georgia Republican Veterans, and State Chairman of the Hispanic Republican Task Force.

Persons who are members of the Executive Committee as provided in Item (12) above may vote at any meeting of the Executive Committee at which they are personally present, but they shall not be counted for a quorum and may not submit a proxy or vote the proxy of any other member.

Section 2.6. DUTIES OF THE EXECUTIVE COMMITTEE. The Executive Committee shall: (1) act to enhance the prestige and reputation and to build the voting and financial strength of the County Party;

- (2) cooperate with the Georgia Republican Party and with its district committees in conducting elections within the County;
- (3) call County Conventions, Annual Meetings, Mass Meetings, shall fix the time and place for holding same, and shall make arrangements for those meetings and conventions;
- (4) determine whether or not the County Party shall conduct its House District and Precinct Mass Meetings under the provisions of Section 5.1 of the State Party Rules. If the State Party Rules are amended, modified, or replaced; then the appropriate section of those amended, modified, or replaced State Party Rules shall apply to these Rules. Should the Executive Committee elect to utilize the organizational option available under Section 5.1, the County Chairman shall notify the Executive Committee of the Georgia Republican Party (Attention: State Chairman) in the manner set forth in Section 5.1. In any year that the Executive Committee elects to employ the Section 5.1 option, Precinct Mass Meetings shall be conducted in conjunction with House District Mass Meetings, unless determined otherwise by the Executive Committee. In any year that the Executive Committee elects not to employ the Section 5.1 option, Precinct Mass Meetings shall be held for the purpose of organizing the County Party, unless determined otherwise by the Executive Committee;
- (5) determine the amount of annual membership dues for the President's Society, Ambassador's Club, Circle R Club, Joint, and Individual membership categories or such other membership categories as the Executive Committee may establish from time to time. All such categories of membership shall honorific

memberships only and shall not confer any legal or voting membership in the County Party;

(6) act as the sole judge of the qualifications of its own members, and decide all controversies and contests arising within its jurisdiction;

(7) during any primary or other election in which more than one Republican candidate is competing for the same office, the remain neutral and provide resources and assistance to all such candidates on an equal basis. This rule shall not prevent individual members from providing assistance in their individual capacities for particular candidates; and

(8) authorize, by a two-thirds vote, the signing of any promissory note or other debt obligation of the County Party. The repayment of principal and interest on such debt shall be the responsibility and obligation of the Executive Committee, consistent with applicable provisions of the laws of Georgia.

Section 2.7. ADVISORY MEMBERS. The Executive Committee, at its discretion, may elect as advisory members of the Executive Committee persons who are presiding officers of active Republican clubs in the County. Advisory Members shall serve as such at the pleasure of the Executive Committee, and shall be limited in number as the Executive Committee may determine. Advisory Members shall be Qualified Electors. Advisory Members shall have the privileges of the floor, but they shall not have a vote and shall not be counted for a quorum.

Section 2.8. HONORARY MEMBERS. The Executive Committee, at its discretion, may elect honorary members of the Executive Committee. Persons so elected shall be restricted to those who have served the Republican Party with distinction in high elected office or in high appointed Federal or state office, or who have served the Republican Party long and faithfully. Honorary Members shall serve as such at the pleasure of the Executive Committee, and shall be limited in number as the Executive Committee may determine. Honorary Members shall be Qualified Electors. Honorary Members shall have privileges of the floor, but they shall not have a vote and shall not be counted for a quorum.

ARTICLE 3 - OPERATING COMMITTEE

Section 3.1. AUTHORITY. The County Party Operating Committee shall have the duty, responsibility, power, and authority to conduct the affairs of the County Party between meetings of the Executive Committee and the County Convention. Prior to the reorganization, described above, the Operating Committee was known as the Executive Committee.

Section 3.2. MEMBERSHIP REQUIREMENTS. The Operating Committee shall consist of those persons described in Section 3.5 below, provided, however, that they are Current Dues-Paid Members and Qualified Electors.

Section 3.3. REMOVAL FROM OFFICE. Members of the Operating Committee shall be subject to removal (or shall have been deemed to have resigned) from the committee as provided in Article 10 hereof.

Section 3.4. DUPLICATE MEMBERSHIPS. Any person qualifying as a Operating Committee member as a result of serving in or holding more than one capacity or position shall be a single member of the Operating Committee and shall be entitled to only the voting rights, privileges, and authority of a single member. Such person may designate in which capacity or position is serving on the Operating Committee, or, if such person does not so designate, the County Chairman, if required, will make such determination. Serving as an acting chairman or acting director shall not be a qualification to be an Operating Committee

member.

Section 3.5. MEMBERSHIP. The following persons shall be members of the Operating Committee:

- (1) County Party Officers;
- (2) Members of the State Executive Board of the Georgia Republican Party;
- (3) Present and immediate past District Chairmen;
- (4) The immediate past County Chairman;
- (5) Each House District Chairman;
- (6) Upon approval by a majority vote of the Operating Committee, the County Party Finance Chairman, Circle R Club Chairman, and General Counsel (who shall act also as Parliamentarian);
- (7) Each Republican State Senator and Representative, County Commissioner, Member of a County or Municipal Board of Education, Mayor, and City Councilman, or who was elected to office in a non-partisan race and publicly declares himself a Republican;
- (8) Republican members of the Fulton County Board of Registration and Elections;
- (9) Chairmen of the North Fulton, South Fulton, and BuckSprings Republican Breakfasts, the Presidents of the Fulton County Republican Women's Federation Clubs, and the Presidents (i.e., chief executive officers) of the Fulton County Young Republican Clubs.

Persons who are members of the Operating Committee as provided in Item (7) above may vote at any meeting of the Operating Committee at which they are personally present, but they shall not be counted for a quorum and may not submit a proxy or vote the proxy of any other member.

Section 3.6. DUTIES OF THE OPERATING COMMITTEE. The Operating Committee shall:

- (1) determine the number of County Party employees and shall prescribe their respective duties and salaries. No paid employee of the County Party shall serve simultaneously as a member of the Executive Committee, the Operating Committee, or a House District Executive Committee.
- (2) have the authority to allocate and to contribute funds of the County Party to the official campaign funds of Republican candidates, who would represent all or part of the County, for use in Georgia Commission, Georgia General Assembly, County, or municipal general elections;
- (3) be the sole judge of the qualifications of its own members, and shall all controversies and contests arising within its jurisdiction;
- (4) during any primary or other election in which more than one Republican candidate is competing for the same office, the Operating Committee shall remain neutral and provide resources and assistance to all such candidates on an equal basis. This rule shall not prevent individual members from providing assistance in their individual capacities for particular candidates;
- (5) authorize and to obtain a review or compilation of the County Party's financial books and records by an independent accountant at least once each year. The results of said reviews or compilations shall be available for review at County Party headquarters during usual business hours by any Officer or member of the Executive Committee, upon reasonable notice to the County Chairman or County Treasurer, and shall be reported to each County Convention and Annual Meeting;
- (6) approve banks and trust companies to serve as depositories of funds of the County Party and for those banks and trust companies to honor, pay, and charge to the accounts of the County Party the proceeds

of checks, drafts, items, or other written orders on the County Party's accounts with said banks and trust companies;

(7) designate that the books and records of the County Party be maintained at such place or places in the County as the Operating Committee may determine from time to time;

(8) exercise such other responsibilities as the Executive Committee may determine from time to time, and shall report actions taken by it to the Executive Committee; and

(9) exercise such other general authority as is typically exercised by the board of directors of a non-profit corporation.

ARTICLE 4 - OFFICERS

The County Party Officers and their respective duties and responsibilities are:

Section 4.1 COUNTY CHAIRMAN. The County Chairman shall be the chief executive officer of County Party and, in such capacity as chief executive officer: (1) shall have general charge and control of all affairs and properties; (2) may sign and execute all authorized bonds, contracts, or other obligations; (3) shall have general powers and duties of supervision and management normally vested in the office of chief executive officer, chairman, or president of a corporation; (4) shall preside at all meetings; (5) shall convene conventions and Annual Meetings; (6) shall be the official spokesman; (7) shall be responsible for providing the Executive Committee, Operating Committee, and County Party with a place to meet and with necessary information; (8) shall oversee the administration of the office(s) of the Executive Committee and the County Party, including the supervision of and the right to hire and fire its employees; (9) shall be responsible for filing certified copies of these Rules, and any amendments hereto, with the Fulton County Board of Registration and Elections, the Georgia Secretary of State, the District Chairmen, and the Secretary of the Georgia Republican Party; and (10) shall determine in accordance with the provisions of Sections 2.5(11) and 12.2 (14) the number of Members-At-Large to be elected by each House District Mass Meeting and shall so notify the presiding officer of each such Mass Meeting.

Subject to prior approval by a majority of the Operating Committee, the County Chairman shall appoint a General Counsel, a Finance Chairman and a Circle R Club Chairman, who shall be members of the Executive Committee and of the Operating Committee. The County Chairman may appoint such other permanent or special committees and their chairmen as he deems desirable, and he may dissolve such committees.

The County Chairman shall appoint representatives on county and municipal boards, committees and commissions, such as the Republican members of the Fulton County Board of Registration and Elections, subject to the prior approval by a majority of the Executive Committee. Experience and continuity of membership - e.g., by reappointment and/or staggered terms - shall be considered by the County Chairman in making such appointments.

The County Chairman shall appoint temporary County Convention committees and their respective chairmen, subject to prior approval by a majority of the Operating Committee, not less than twenty (20) days before a County Convention.

The County Chairman shall disseminate the Call of the Georgia Republican Party for the County Conventions and Mass Meetings.

The County Chairman, in an official capacity, is authorized to cause the County Party to endorse Republican nominees for public office that have all or part of their district in the County.

Section 4.2. COUNTY VICE CHAIRMEN. The County First Vice Chairman and each County Vice Chairman shall have such duties and perform such functions as may be assigned to him by the County Chairman. The County First Vice Chairman shall perform the duties and exercise all the powers and prerogatives of the County Chairman in his absence or in the event of his temporary disability.

Section 4.3. COUNTY SECRETARY. The County Secretary shall be the secretary of the Executive Committee, Operating Committee, and County Party and in such capacity as secretary: (1) shall keep complete minutes of all meetings; (2) shall give, or cause to be given, notice of all meetings and all other notices required by law or by these Rules, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the County Chairman, or by persons upon whose written request the meeting is called as provided by these Rules; (3) shall have custody of the seal of the County Party and shall affix the same to all instruments requiring it, when authorized, and attest the same; (4) shall be responsible for promptly notifying any member of the Executive and/or Operating Committees who becomes delinquent in the payment of dues; and (5) shall perform such other duties and functions as may be assigned by the County Chairman. In addition, the County Secretary shall perform all the duties generally incident to the office of secretary of a corporation, subject to the direction and control of the County Chairman.

Section 4.4. COUNTY ASSISTANT SECRETARY. The County Assistant Secretary: (1) shall assist the County Secretary; (2) shall have power to perform all duties of the County Secretary in the absence of disability of the County Secretary; and (3) and shall have such other powers and shall perform such other duties as may be assigned by the County Chairman or by the County Secretary. In case of the absence or disability of the Secretary, the duties of the office shall be performed by the County Assistant Secretary.

Section 4.5. COUNTY TREASURER. The County Treasurer is the chief financial officer and treasurer of the County Party and, in such capacity as chief financial officer and treasurer: (1) shall collect all moneys due; (2) shall have custody of all the funds and securities; (2) shall keep full and accurate account of receipts and disbursements and shall maintain a record of all properties and assets which account and record shall be open for inspection by any member of the Executive Committee; (3) shall deposit all moneys and other valuables in the name and to the credit of the appropriate County Party entity such depository or depositories as may be designated by the Operating Committee; (4) shall be responsible for ensuring all current County Party dues paying members are invoiced each year for renewal of their annual membership no later than January 20; (5) shall disburse funds for authorized obligations, taking proper vouchers for such disbursements; (6) shall render to the County Chairman, Executive Committee, and Operating Committee an account of all his transactions as County Treasurer and of the financial condition of the County Party; (7) shall be bonded; and (8) shall perform such other duties and functions as may be assigned by the County Chairman. In addition, the County Treasurer shall perform all the duties generally incident to the office of the chief financial officer and treasurer of a corporation, subject to the direction and control of the County Chairman.

Section 4.6. COUNTY ASSISTANT TREASURER. The County Assistant Treasurer: (1) shall assist the County Treasurer; (2) shall have power to perform all duties of the County Treasurer in the absence or disability of the County Treasurer; (3) shall have such other powers and shall perform such other duties as may be assigned by the County Chairman; and (4) be bonded. In case of the absence or disability

of the County Treasurer, the duties of the office shall be performed by the County Assistant Treasurer.

Section 4.7. DISBURSEMENTS. The County Chairman, County First Vice-Chairman, County Treasurer and County Assistant Treasurer shall be empowered to sign checks on behalf of County Party. Checks in the amount of more than \$300 shall require two (2) signatures: the County Chairman's or the County First Vice-Chairman's and the County Treasurer's or the County Assistant Treasurer's.

Section 4.8. TERM OF OFFICE. The Officers shall be elected by the County Convention that occur in odd-numbered years and is also known as an organizational County Convention. Their terms of office shall begin upon adjournment of the organizational County Convention (except for officers and members elected between County Conventions to fill vacancies, in which case their terms shall begin at the time of election) and shall extend until the convening of the next organizational County Convention or until their successors are duly elected and qualified, unless sooner removed in accordance with these Rules.

Section 4.9. OFFICER VACANCIES. (1) Should the office of County Chairman or County Treasurer become vacant for any reason, the County First Vice Chairman or the County Assistant Treasurer automatically and immediately shall become Acting County Chairman or Acting County Treasurer respectively, and shall serve as same with all of the duties, powers, and prerogatives of the County Chairman or the County Treasurer until the Executive Committee, by majority vote, elects a new County Chairman or County Treasurer at a duly-called meeting, which meeting shall be held within thirty (30) days of the occurrence of said vacancy. The intention to fill such a vacancy shall be set forth in the written notice of the meeting sent to each Executive Committee member in accordance with Section 12.5.

(2) Should any County Party Officer position other than that of County Chairman or County Treasurer become vacant for any reason, then the Executive Committee shall fill such vacancy (and any vacancy created as a result of an incumbent officer being elected to a different office), at its next regular or special meeting, by a majority vote. The intention to fill such a vacancy shall be set forth in the written notice of the meeting sent to each Executive Committee member in accordance with Section 12.5.

Section 4.10. DISQUALIFICATION. Any person holding any of the following positions shall be disqualified from simultaneously serving a County Party Officer or as a House District Chairman:

- (1) Federal, state, County and/or municipal elected public office;
- (2) members of the State Executive Board of the Georgia Republican Party; or
- (3) paid employees of the County Party;

and no County Party Officer shall simultaneously serve as a House District Chairman.

ARTICLE 5 – MEETINGS OF THE EXECUTIVE COMMITTEE, OPERATING COMMITTEE & OFFICERS

Section 5.1. EXECUTIVE COMMITTEE. The Executive Committee shall meet at least twice during each calendar year, upon call of the County Chairman (one of which meetings shall be designated by the County Chairman as the Annual Meeting of the Corporation), or upon written request presented to the County Secretary signed by one-fourth of the Executive Committee members. In the event of such a request, the County Chairman promptly shall call a meeting of the Executive Committee, to be held within twenty (20) days after receipt of the written request by the County Secretary. Unless such requirement is waived by a majority of the total Executive Committee, all meetings of the Executive Committee shall be held within the County.

Section 5.2. OPERATING COMMITTEE. The Operating Committee shall meet at least twice during each calendar year, upon call of the County Chairman (one of which meetings shall be designated by the County Chairman as the Annual Meeting of the Operating Committee), or upon written request presented to the County Secretary signed by one-fourth of the Operating Committee members. In the event of such a request, the County Chairman promptly shall call a meeting of the Operating Committee, to be held within twenty (20) days after receipt of the written request by the County Secretary. Unless such requirement is waived by a majority of the total Operating Committee, all meetings of the Operating Committee shall be held within the County.

Section 5.3. OFFICERS. The County Party Officers shall meet upon call of the County Chairman, or upon written request presented to the County Secretary signed by one-fourth of the Officers. In the event of such a request, the County Chairman promptly shall call a meeting of the Officers, to be held within twenty (20) days after receipt of the written request by the County Secretary. Unless such requirement is waived by a majority of all of the Officers, all meetings of the Officers shall be held within the County.

Section 5.4. SPECIAL MEETINGS. Special meetings of the Executive Committee or the Operating Committee may be called at any time for any purpose or purposes by the County Chairman, the County First Vice Chairman, a County Vice Chairman, or upon the request in writing of a majority of all the members of such committee entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at each special meetings of the Executive Committee and the Operating Committee shall be confined to the purpose or purposes stated in the notice of the meeting.

Section 5.5. PLACE OF HOLDING MEETINGS. Each meeting of the Executive Committee, the Operating Committee and/or the County Party Officers shall be held at the principal office of the County Party or elsewhere in the County as designated by the County Chairman.

Section 5.6. NOTICE OF MEETINGS. Written notice of each meeting of the Executive Committee, the Operating Committee and the County Party Officers shall be sent in accordance with Section 12.5, by the County Secretary, to each member or County Party Officer, as the case may be, at least ten (10) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meetings, shall state briefly the purpose or purposes thereof.

Section 5.7. QUORUM. The presence in person or by proxy of twenty-five percent (25%) of the Executive Committee members shall constitute a quorum at all meetings of the Executive Committee except as otherwise provided by law. The presence in person or by proxy of fifty percent (50%) of the Operating Committee members shall constitute a quorum at all meetings of the Operating Committee except as otherwise provided by law. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the those committee members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

Section 5.8. CONDUCT OF MEETINGS. The County Chairman or, if he is not present, by the County First Vice Chairman or a County Vice Chairman shall preside over all meetings of the Executive Committee and the Operating Committee, or if none of said officers is present, a chairman shall be elected at the meeting. The County Secretary, or if he is not present, any County Assistant Secretary shall act as secretary of each meeting of the Executive Committee and the Operating Committee. In the absence of the

County Secretary and any County Assistant Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

Section 5.9. EXCLUSION FROM MEETING. At any time during a meeting of the County Party Executive Committee or the County Party Operating Committee, the County Chairman may exclude there from all persons who are not Officers or members of such committee.

Section 5.10. VOTING. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation, or by these Rules. At all meetings of the Executive Committee and the Operating Committee every member entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such member or his duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. Proxies may be given only to another member of the respective committee, and may provide for power of substitution of any other voting member of such committee. Any proxy may be revoked by attendance of the committee member in person at the meeting for which the proxy was given. All proxies shall be in writing, shall be dated and signed by the maker and shall be substantially in the following form:

KNOW ALL MEN BY THESE PRESENTS, that I, _____, of House District _____, do hereby constitute and appoint _____ (or such other member as he may, in writing, designate) my true and lawful attorney to vote at a meeting of the _____ Committee of the Fulton County Republican Party, Inc. to be held on the _____ day of _____, 20____, or at any adjourned meeting thereof, and for me and in my name, place and stead to vote upon any question that properly may come before such meeting, with all the power that I should possess if personally present, hereby revoking all previous proxies.

IN WITNESS WHEREOF, I have hereunto set my hand , this _____ day of _____, 20____.

Signature of Member

If the Chairman of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of ten percent (10%) or more of all of the Executive Committee members entitled to vote on such election or matter. In either of such events, the proxies and ballots shall be received and be taken in charge and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the tellers, which tellers shall have been appointed by the Chairman of said meeting.

Each Executive Committee and Operating Committee meeting notice, or the proxy enclosed therewith, shall include the following statement: "According to our Rules, any member who is absent from two (2) meetings within a calendar year without submitting a valid written proxy in advance of each such meeting, automatically shall lose his office/membership on this Committee."

Section 5.11. ATTENDANCE BY MEANS OTHER THAN PERSONAL APPEARANCE OR PROXY. If authorized by the presiding officer for a specific meeting, then those specified meetings of the Executive Committee and or Operating Committee:

- (1) May be attended by audio, video, or electronic conference call.
- (2) Except as to votes requiring a secret ballot, for issues requiring vote either in favor or opposed to a certain proposition, the vote may be cast and taken by e-mail or other electronic means subject to: (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 to 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.
- (3) Votes cast and taken by audio or video conference call shall be taken pursuant to roll call vote.
- (4) Votes cast and taken requiring a secret ballot shall only be taken at an official meeting in which all members casting a vote are present in person or represented by proxy.

Section 5.12. ACTION WITHOUT MEETING. Any action required or permitted to be taken by either the Executive Committee or the Operating Committee may be approved by the members of such committee without a meeting if the action is approved by members of such committee holding at least a majority of the voting power. The action must be evidenced by one or more written consents describing the action taken, signed by those members representing at least a majority of the voting power of the committee, and delivered to the County Secretary for inclusion in the minutes of such committee or filing with County Party records. Such a signed consent has the effect of a meeting vote and may be described as such in any documents. Written notice of approval of a matter by written consent shall be given by the County Secretary to all members of the committee within ten (10) days following such approval. Action taken by written consent pursuant to this provision shall, unless otherwise specified therein, be come effective when signed by the last committee member constituting a majority of the voting power of such committee.

Section 5.13. VOTING RIGHTS OF PERSONS INVOLVED IN FEDERAL CAMPAIGNS. The authority to vote on matters brought before any County Party committee shall not be granted to a person having a significant/leadership role in the campaign of an individual holding or seeking Federal elective public office or an organization involved in Federal election activities. That person shall not vote while he has that significant/leadership role. If after a vote is recorded and it is determined that a person voted who has a significant/leadership role at the time of the vote, then that person's vote shall not be counted and the matter voted upon will be determined excluding that person's vote. When the person who previously had a significant/leadership role no longer has that role, then that person's voting rights shall be reinstated. In matters of conflict regarding this authority to vote, the County Chairman, or in his absence, the person presiding, in his sole discretion, shall determine whether a person has a significant/leadership role in the campaign of an individual holding or seeking Federal elective public office or an organization involved in Federal election activities.

ARTICLE 6 –CONVENTIONS AND MASS MEETINGS

Section 6.1. WHEN HELD. Pursuant to an official Call of the State Committee of Georgia Republican Party, County Conventions, House District Mass Meetings and Precinct Mass Meetings shall be held in each odd-numbered year for the purpose of organizing the County Party, House Districts and Precincts and of electing delegates and alternate delegates to District and State Conventions. Pursuant to an official Call of the State Committee of Georgia Republican Party, additional County Conventions and Mass Meetings shall be held each presidential election year for the purpose of electing delegates and alternate

delegates to the District and State Conventions who in turn will elect delegates and alternate delegates to the Republican National Committee Convention and will vote on other matters. County Conventions and Mass Meetings held during a presidential election year are NOT held for electing County Party, House District, or Precinct officers or members of committees. However, electing persons to fill vacancies of County Party, House District, or Precinct organizations and committees is allowed.

Section 6.2. ELECTION OF DELEGATES. Delegates and alternate delegates to the County Convention shall be elected at Mass Meetings held in accordance with the Call of the Executive Committee. In conformity with the Rules of the Georgia Republican Party, only delegates and alternate delegates elected at a Mass Meeting may participate in a County Convention. Persons not so elected at a Mass Meeting held in compliance with the specified procedures and at the officially published time and place SHALL NOT BE SEATED at the County Convention.

Section 6.3. RATIFICATION OF MASS MEETINGS. Should the number of Qualified Electors at a House District Mass Meeting be less than five (5), the officers, delegates and alternate delegates elected thereat shall be subject to ratification by a majority vote of the County Convention.

Section 6.4. COMMITTEES IN SESSION. No official business may be transacted at any County Convention or Mass Meeting while any of its temporary or permanent committees is in session.

Section 6.5. COMMITTEE REPORTS. At each County Convention, a copy of the report of the temporary Nominating Committee shall be provided, prior to presentation and voting thereon, to each delegate. This rule shall not preclude additions or changes thereto being presented to the Convention by the Nominating Committee.

Section 6.6. DELEGATION CHAIRMEN. Unless determined otherwise at a House District Mass Meeting, by a majority vote of the House District's duly elected delegates to the County Convention, the chairman of each House District's delegation to the County Convention shall be the House District Chairman or, in his absence, the First Vice-Chairman.

Section 6.7. SEATING OF ALTERNATES. Unless determined otherwise at the County Convention, by a majority vote of the delegates present, the seating of alternates delegates in each Precinct delegation shall be determined by the Precinct Chairman or, in his absence, by a Precinct leader elected by the Precinct's delegates.

Section 6.8. RESIDENCY. In order to be registered or seated at any County Convention, a delegate or alternate delegate must be a Qualified Elector.

Section 6.9. SPLIT HOUSE DISTRICTS. Delegates and alternate delegates to District Conventions from House Districts not lying totally within one Congressional District shall be apportioned among and to the Congressional Districts by Precinct in the same proportion as the vote cast in said Precinct for the Republican nominee for President in the immediately preceding presidential general election bears to the total vote cast for said nominee in said election in said House District.

Section 6.10. METHOD OF ELECTION. Delegates and alternate delegates to a District Convention shall be voted upon only by County Convention delegates residing within that respective Congressional District. Delegates and alternates delegates to the State Convention shall be voted upon by all of the County Convention delegates.

Section 6.11. NOMINATIONS BY HOUSE DISTRICTS. Each House District in its Mass Meeting may nominate the delegates and alternate delegates to be elected from that House District to the District and State Conventions, but said nominations shall not be binding upon the County Convention.

Section 6.12. COUNTY CONVENTIONS. Pursuant to an official Call of the County Party Executive Committee, House District/Precinct Mass Meetings shall elect delegates and alternate delegates to organizational County Conventions in odd-numbered years, and to County Conventions in presidential election years for the primary purpose of electing delegates and alternates delegates to the Republican National Committee Convention.

Section 6.13. EXECUTIVE AND OPERATING COMMITTEES. The House District Mass Meeting in odd-numbered years shall elect its apportioned number of Members-At-Large of the County Party Executive Committee. As provided in these Rules, (A) the House District Chairman and First Vice-Chairman and each Precinct Chairman automatically shall be members of the County Party Executive Committee and (B) the House District Chairman automatically shall be a member of the County Party Operating Committee.

ARTICLE 7 – HOUSE DISTRICT EXECUTIVE COMMITTEES

Section 7.1. MEMBERSHIP. The House District Executive Committee ("HDEC") shall be the governing body of each House District, and shall consist of the following, provided that each such person must be both a Qualified Elector of such House District and a Current Dues-Paid Member:

- (1) House District Chairman;
- (2) House District First Vice Chairman;
- (3) House District Secretary;
- (4) House District Treasurer;
- (5) Any other House District officers elected by the HDEC;
- (6) The chairman of any House District committee appointed by the House District Chairman;
- (7) The Precinct Chairman of each Precinct located within the House District;
- (8) Members-At-Large of the County Executive Committee from such House District; and
- (9) Each Republican State Senator and Representative, County Commissioner, Member of a County or Municipal Board of Education, Mayor, and City Councilman, or who was elected to office in a non-partisan race and publicly declares himself a Republican. Such elected officials may vote at any meeting of the HDEC at which they are personally present, but they shall not be counted for a quorum and may not submit a proxy or vote another member's proxy.

Section 7.2. TERM OF OFFICE. The House District Chairman, First Vice Chairman, Secretary and Treasurer, and HDEC Members-At-Large shall be elected in each odd-numbered year at the organizational House District Mass Meetings held pursuant to an official Call of the County Party Executive Committee. Other House District officers may be elected from time to time by the HDEC. The term of office of House District officers and Members-at-Large shall begin upon the convening of the County Convention immediately following their election (except for officers and members elected after such Convention to fill vacancies, in which case their term shall begin at the time of election), and shall extend until the convening of the next organizational County Convention or until their successors are duly elected and qualified, unless an officer or member is sooner removed in accordance with these Rules.

Section 7.3. REMOVAL FROM OFFICE. Each House District officer and each member of the

HDEC shall be subject to removal from office (or shall be deemed to have resigned from office) for the same reasons as are applicable to County Party Officers and committee members and according to the same procedures as set forth in Article 10 hereof, except that, with respect to any such removal or deemed resignation, the HDEC shall exercise the authority granted in Article 10 to the County Party Executive Committee and the House District Chairman shall exercise the authority and discretion granted in Article 10 to the County Chairman.

Section 7.4. RESPONSIBILITIES. (1) It is the responsibility of the HDEC to enhance the prestige and reputation and to build the voting and financial strength of the Republican Party within the House District. The HDEC shall arrange for House District and Precinct Mass Meetings, and shall encourage qualified resident voters to participate in Republican Party affairs.

(2). No HDEC or an individual member thereof shall not make or cause to be made any public statement purporting to represent the view of the Georgia Republican Party, the County Party, or any officer thereof.

(3) Each House District Treasurer shall submit to the County Chairman and to his HDEC, during January of each year, an itemized financial report showing funds on hand and receipts and disbursements for the preceding calendar year. Such reports shall be presented also to the House District Mass Meeting.

(4) During any primary or other election in which more than one Republican candidate is competing for the same office, the HDEC shall remain neutral and provide its resources and assistance to all such candidates on an equal basis. This rule shall not prevent individual members from providing assistance in their individual capacities for particular candidates.

Section 7.5. HOUSE DISTRICT CHAIRMAN VACANCY. If a vacancy in the office of House District Chairman occurs and there is no then serving House District First Vice Chairman, then the County Chairman shall appoint a House District Chairman to fill that vacancy and that person shall have all the rights, authority, and privileges of that office. Within 45 days of the appointment, the appointed House District Chairman will call a meeting of the HDEC and the HDEC shall vote, to approve or disapprove the appointment and the appointed House District Chairman shall not be allowed to vote on this matter. Notice of the meeting and written purpose of the meeting shall be sent to each member of the HDEC at least twenty (20) days prior to the meeting in accordance with Section 12.5. If the HDEC votes not approve the appointment and votes for another person to be the House District Chairman, then that other person is installed as the House District Chairman on the date of the vote. If there are no members of the HDEC on the day immediately preceding the date of appointment, then the County Executive Committee at its next regular meeting shall vote, to approve or disapprove the appointment and the appointed House District Chairman shall not be allowed to vote on this matter. If the County Executive Committee votes not approve the appointment and votes for another person to be the House District Chairman, then that other person shall be the House District Chairman effective as of the date of the vote.

Section 7.6. HOUSE DISTRICT OFFICER AND MEMBER AND PRECINCT CHAIRMAN VACANCIES. If a vacancy occurs in any House District officer position (other than the House District Chairman) or in any House District Member-At-Large position, or in the Precinct Chairman position of any Precinct which is located within the House District (but only if there is no Precinct Committee to fill such vacancy, or if such Precinct Committee fails to fill such vacancy within thirty days after it shall have occurred), then the House District Chairman shall appoint a person to fill that vacancy. The HDEC at its next regular meeting shall vote to approve or disapprove the appointment. If the HDEC votes not to approve the appointment and votes for another person, then that other person is installed in the office or

position of the previous vacancy on the date of the vote.

Section 7.7. NOTIFICATION OF COUNTY CHAIRMAN. It shall be the responsibility of each House District Chairman to notify the County Chairman, in writing, of the name, mailing address, email address, and telephone number(s) of each person appointed and elected to a position on the HDEC. Notification shall occur within ten (10) days of an appointment or election. Persons eligible to be members of the County Executive Committee, will become members of such committee upon receipt by the County Chairman of the written notification.

Section 7.8. MEETINGS. The HDEC shall meet upon call of the House District Chairman. The HDEC also shall meet upon written request presented to the House District Secretary signed by one-fourth of its members. In the event of such a request, the House District Chairman shall promptly call a meeting of the HDEC to be held within twenty (20) days after receipt of the written request by the Secretary. All Calls shall be in writing, shall designate the time and place of the meeting and shall be sent to all members of the HDEC in accordance with Section 12.5 and not less than ten (10) days prior to the date of such meeting. Unless such requirement is waived by a majority of the total HDEC, all meetings shall be held within the House District. Each meeting notice, or the proxy enclosed therewith, shall include the following statement: "According to our Rules, any member who is absent from two (2) meetings within a calendar year, without submitting a valid written proxy in advance of each such meeting, automatically shall lose his membership on the House District Executive Committee. "

Section 7.9. QUORUM AND PROXIES. Presence in person or by proxy of a majority of the duly-constituted members of the HDEC shall constitute a quorum for the transaction of business. Proxies may be given only to another member of the HDEC (except that a Precinct Chairman may direct his proxy also to his Vice Chairman), and may provide for power of substitution of any other member of the HDEC. All proxies shall be in writing, shall be dated and signed by the maker, and shall be substantially in the form set forth in Section 5.10 of these Rules. A member's written proxy may be revoked by said member upon his attendance at the meeting for which it was given.

Section 7.10. ACTION WITHOUT MEETING & ALTERNATIVE MEETING ATTENDANCE. The HDEC may take action without a meeting and may allow attendance by alternative means at its meetings in the same manner as provided in Sections 5.11 and 5.12 with regard to the County Party Executive Committee and Operating Committee, except that for purposes of this Section 7.10 references in Sections 5.11 and 5.12 to the "Executive Committee" or "Operating Committee" shall instead refer to the "HDEC"; references to the "County Secretary" shall instead refer to the "House District Secretary"; and references to the "County Party" shall instead refer to the "House District".

ARTICLE 8– PRECINCT EXECUTIVE COMMITTEES

Section 8.1. MEMBERSHIP. At each Mass Meeting held in odd-numbered years, the participating Qualified Electors from each Precinct shall elect the members of the Precinct Executive Committee for such Precinct, consisting of a Precinct Chairman, a Precinct Secretary and Precinct Committeemen. Members of a Precinct Committee must be Qualified Electors registered to vote in that Precinct and must be Current Dues-Paid Members. The minimum number of Precinct Committeemen to be elected in addition to the Precinct Chairman and Precinct Secretary shall be three (3), but at each such Mass Meeting, the participating Qualified Electors may elect such great number of Precinct Committeemen as they deem appropriate.

Section 8.2. TERM OF OFFICE. Precinct officers other than the Precinct Chairman and Precinct

Secretary shall be elected by the members of the Precinct Executive Committee at its first meeting after the beginning of a new term of office of members of the Precinct Executive Committee. The term of office of the officers and members of the Precinct Executive Committee shall begin upon the convening of the County Convention immediately following their election (except for officers and members elected after such Convention to fill vacancies, in which case their term shall begin at the time of election), and shall extend until the convening of the next County Convention or until their successors are duly elected and qualified, unless an officer or member is sooner removed in accordance with these Rules. Chairmen of sub-committees, Area and/or Block Captains, and Neighborhood Representatives shall be appointed by the Precinct Chairman.

Section 8.3. REMOVAL FROM OFFICE. Each Precinct officer and each member of the Precinct Committee shall be subject to removal from office (or shall be deemed to have resigned from office) for the same reasons as are applicable to County Party Officers and committee members and according to the same procedures as set forth in Article 10 hereof, except that, with respect to any such removal or deemed resignation, the Precinct Executive Committee shall exercise the authority granted in Article 10 to the County Party Executive Committee and the Precinct Chairman shall exercise the authority and discretion granted in Article 10 to the County Chairman.

Section 8.4. VACANCIES. Any vacancy occurring in a Precinct Executive Committee shall be filled by a majority vote of a quorum present of the voting members of the Precinct Executive Committee.

Section 8.5. MEETINGS. The Precinct Executive Committee shall meet upon call of the Precinct Chairman or upon request to the Precinct Secretary of a majority of its members. In the event of such a request, the Precinct Chairman promptly shall call a meeting of the Precinct Executive Committee, to be held within twenty (20) days after receipt of the request by the Precinct Secretary. Unless this requirement is waived by two-thirds of the total Precinct Executive Committee, such Calls shall be in writing, shall designate the time and place of the meeting, and shall be sent to all members of the Precinct Executive Committee in accordance with Section 12.5 not less than ten (10) days prior to the date of such meeting. Unless such requirement is waived by a majority of the total Precinct Executive Committee, all meetings shall be held within the Precinct.

Section 8.6. ACTION WITHOUT MEETING & ALTERNATIVE MEETING ATTENDANCE. The Precinct Executive Committee may take action without a meeting and may allow attendance by alternative means at its meetings in the same manner as provided in Sections 5.11 and 5.12 with regard to the County Party Executive Committee and Operating Committee, except that for purposes of this Section 7.10 references in Sections 5.11 and 5.12 to the "Executive Committee" or "Operating Committee" shall instead refer to the "Precinct Executive Committee"; references to the "County Secretary" shall instead refer to the "Precinct Secretary"; and references to the "County Party" shall instead refer to the "Precinct".

ARTICLE 9 – MUNICIPAL EXECUTIVE COMMITTEES

The County Chairman, subject to prior approval by a majority of the Executive Committee, shall appoint annually a Municipal Executive Committee for each municipality all, or the majority of which, lies within the County in which a Republican municipal primary legally can be held. This Committee shall consist of a chairman, a vice chairman, a secretary, a treasurer, a member-at-large and such other members, if any, as the County Chairman may appoint. The County Chairman shall give preference in such appointments to Qualified Electors resident within each such municipality, but residence shall not be a prerequisite to service in any position on such a municipality's executive committee.

The County Chairman shall give each Municipal Executive Committee in the County such assistance, support and guidance as is necessary to insure that each such committee becomes and remains qualified as a Municipal Executive Committee and is properly registered with its municipality so that it may legally conduct Republican primaries for that municipality.

Each Municipal Executive Committee shall formulate, adopt and promulgate rules and regulations consistent with the Georgia Election Code, the Georgia Municipal Election Code, the rules and regulations of the State Election Board, the Rules of the Georgia Republican Party, and these Rules.

ARTICLE 10 - REMOVAL FROM OFFICE

Section 10.1. REMOVAL FOR CAUSE. Any County Party Officer, or committee member, may be removed from office for cause by a vote of a two-thirds (2/3) majority of a quorum present at any duly called meeting of the Executive Committee; provided however, such individual must be given written notice of said meeting sent in accordance with Section 12.5 at least thirty-two (32) days in advance thereof, setting forth the grounds for removal, and be given an opportunity to be heard in person or by his representative. "Cause" as used herein shall include continued failure to perform his duties or conduct detrimental to the best interests of the County Party, all as may be determined by the two-third (2/3) majority vote of a quorum of the Executive Committee. If a County Party Officer or committee member shall publicly advocate the election of another candidate for an office for which the Republican Party has nominated a candidate, that advocacy shall be cause for which that member may be removed from such office and/or committee membership.

Section 10.2. QUALIFICATION FOR PUBLIC OFFICE. If any County Party Officer or committee member qualifies as a candidate for an elected public office and at least one other Republican has also qualified, then the Officer or committee member shall be deemed to have resigned. If any County Party Officer or committee member qualifies as a candidate for an elected public office that no party affiliation is required and at least one other person who is a Current Dues-Paid Member as of the date that person also qualified, then the Officer or committee member shall be deemed to have resigned. Any County Party Officer or committee member who qualifies as a candidate for an elected public office for which no other Republican has also qualified or no person who is a Current Dues-Paid Member of the County Party has qualified shall be deemed to have resigned immediately upon being elected to that office. As soon as an individual qualifies as a candidate for elected office as a member of a political party other than the Republican Party, he shall be deemed to have resigned all Officer and committee positions and membership in the County Party.

Section 10.3. MEETING ABSENCES. Any County Party Officer or committee member who is absent from two (2) meetings of either the Executive Committee, or the Operating Committee, or both, within a calendar year, without submitting a valid written proxy in advance of each such meeting, shall be deemed to have resigned from the same at the conclusion of the second such meeting of said committee. The County Chairman, in his sole discretion and as of a date determined by the County Chairman, may reinstate that person to office; provided, however, that no person may be reinstated more than one time during any single term in office.

Section 10.4. FAILURE TO PAY DUES. Any County Party Officer or committee member who is not a Current Dues-Paid Member shall be deemed to have resigned from such office, if he fails to become current in the payment of his dues within thirty (30) days after election thereto, or, within thirty (30) days after written notice thereof is mailed to him by the County Secretary in accordance with Section 12.5. To

remain Current Dues-Paid Members, County Party Officers and committee members shall renew their County Party membership each year no later than the last day of February. Officers renewing after February will be considered Current Dues-Paid Members only from and after the date of their renewal.

Section 10.5. REINSTATEMENT. Any County Party Officer or committee member deemed to have resigned from such office by the effect of Selections 10.2 and 10.3 above may, within a period of sixty (60) days from the date of such deemed resignation, appeal to the County Party Executive Committee for reinstatement, either in person or through a representative of his choice, by requesting the County Secretary, in writing, to include notice of said appeal in the call for the next meeting of the County Executive Committee. Reinstatement shall require a two-thirds vote of the County Executive Committee.

ARTICLE 11 – REDISTRICTING

Section 11.1. COUNTY CHAIRMAN AUTHORITY. In order that the County Party might perform its responsibilities more effectively and might better assist Republican candidates, the County Chairman, anything in these Rules to the contrary notwithstanding, may, whenever the circumstances warrant, set a date upon which Sections 12.2 through 11.7 shall become effective. Said Sections shall remain in effect from such date until terminated by the Executive Committee or until the convening of the next officially-called organizational House District/Precinct Mass Meetings, whichever first occurs.

Section 11.2. OFFICERS AND MEMBERS REASSIGNMENT. During any period between adoption by the Georgia legislature of changes in House District boundary lines within the County or by the Fulton County Board of Registration and Elections of changes in Precinct boundaries, and their becoming legally effective, each House District Executive Committee (“HDEC”) officer or member, including Members-At-Large of the Executive Committee, and each Precinct Chairman who, by virtue of the proposed redistricting, will no longer reside in the House District and/or Precinct in which he is presently serving, shall assume and hold the same position in the House District and/or Precinct in which he will reside upon the said redistricting becoming effective.

Section 11.3. HOUSE DISTRICT OFFICERS. Should redistricting result in two or more House District Chairmen, First Vice Chairmen, Vice Chairmen, Secretaries, Assistant Secretaries, Treasurers, or Assistant Treasurers residing within the same House District, and the situation not be resolved promptly by voluntary resignation(s) by one (or more) of the officers affected, then the new HDEC (which shall include all old members who still reside within the District and all new members who now reside within the District and hold membership thereon pursuant to Section 9.2 hereof), by majority vote, shall determine which of the affected individuals shall be Chairman (the other(s) shall become a Vice Chairman), First Vice-Chairman (the other(s) shall become a Vice Chairman), Secretary (the other(s) shall become an Assistant Secretary) and/or Treasurer (the other(s) shall become an Assistant Treasurer). Affected individuals not elected as an Assistant Secretary or an Assistant Treasurer shall not be officers of the House District.

Section 11.4. PRECINCT CHAIRMAN. Should the redrawing of Precinct lines result in two or more Precinct Chairmen residing within the same Precinct, and the situation not be resolved promptly by voluntary resignation by one (or more) of the Precinct Chairmen affected, the new HDEC, by majority vote, shall determine which of the affected individuals shall serve as Precinct Chairman of the new Precinct (the other(s) shall serve as a Vice Chairman).

Section 11.5. RESIGNATION OF PREVIOUS POSITION. Assumption by a HDEC officer or member or by a Precinct Chairman, under this Article, of a position in a new House District or Precinct shall be deemed to include his automatic resignation from his old HDEC and/or Precinct position(s).

Section 11.6. VACANCIES. Any vacancies occurring on the HDEC or a Precinct Committee as a result of the implementation of this Article by the County Chairman shall be filled in accordance with these Rules.

Section 11.7. DELEGATE ALLOCATION. When Precinct boundary lines within the County are changed, delegates and alternate delegates for the next County Convention, based upon the total vote cast for the Republican nominee for President in said Precincts in the immediately preceding presidential general election, shall be allocated by the County Chairman to the affected Precincts pro-rata according to the number of registered voters in said Precincts at the time of allocation.

ARTICLE 12– MISCELLANEOUS PROVISIONS

Section 12.1. AMENDMENTS. These Rules may be amended at any County Convention by a majority vote or by the Executive Committee by a two-thirds vote. With respect to the Executive Committee, an amendment may be considered only if written notice is provided to all members of the Executive Committee sent in accordance with Section 12.5 not less than ten (10) days prior to the meeting setting forth the proposed amendment(s). Said amendment(s) shall become effective when adopted unless otherwise provided.

Section 12.2. DEFINITIONS. The following are selected defined terms of this document:

- (1) The terms, “Chairman”, “Vice Chairman” “Committeeman”, “he”, “him”, “his”, and all other such terms used in these Rules shall be gender neutral so that a person of either gender may hold such office or the term may refer to a person of either gender;
- (2) **Annual Meeting** means the annual meeting of the Executive Committee as specified by the laws of Georgia;
- (3) **County** means Fulton County, Georgia;
- (4) **County Convention** means the convention of the County Party held in each odd-numbered year and in each Presidential Election year as provided in Section 4.1(A) of the State Party Rules;
- (5) **County Party** means the Fulton County Republican Party, Inc.;
- (6) **County Party Officer** means any of the following: the Chairman, First Vice Chairman, Vice Chairman, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer;
- (7) **Current Dues-Paid Member** means a person who is a President’s Society, Ambassador’s Club, Circle R Club, Joint, or Individual member and is not delinquent in the payment of his dues. All such designations are honorific only and do not confer any legal membership or voting rights on any such person;
- (8) **District Chairman** means any person serving as the Chairman of any Republican Congressional District Committee for any Congressional District any part of which is located in the County;
- (9) **District Convention** means the Republican Congressional District conventions held in the odd-numbered years and in the presidential election years in any Congressional District any part of which is located in the County;
- (10) **Executive Committee** means the Executive Committee of the County Party and was previously known as the County Committee;
- (11) **HDEC** means House District Executive Committee;
- (12) **House District** means that portion of the each House District of the General Assembly of the State of Georgia located in the County;
- (13) **Mass Meeting** means the House District and precinct mass meetings held in the odd-numbered years and the presidential election years;

- (14) **Members-At-Large** means those members of the County Party Executive Committee be elected by their respective House District Mass Meeting, and apportioned among and to each House District in the same proportion as the vote cast in said House District for the Republican nominee for President in the immediately preceding presidential general election bears to the total vote cast in Fulton County in said election for said Republican nominee;
- (15) **Operating Committee** means the Operating Committee of the County Party and was previously known as the Executive Committee;
- (16) **Precinct** is synonymous with the terms "Election District" and "voting precinct" as provided in the Georgia Election Code;
- (17) **Precinct Committeemen** means the members of the Precinct Executive Committee elected as provided in Article 8 hereof;
- (18) **Qualified Elector** means a person that is a qualified registered voter in the County as defined by O.C.G.A. Section 21-2-2(7);
- (19) **Rules** mean these County Party rules and bylaws;
- (20) **State Convention** means the Georgia Republican Party conventions held in the odd-numbered years and in the presidential election years.
- (21) **State Party Rules** means Rules of the Georgia Republican Party as amended from time to time.

Section 12.3. CONFLICT OF RULES. To the extent that these Rules, or provision hereof, is or becomes in conflict with the Rules of the Georgia Republican Party, the Georgia Election Code, or the Georgia Municipal Election Code, such provision is superseded thereby and void, and the remainder of these Rules shall not be affected.

Section 12.4. FISCAL YEAR. The fiscal year of the County Party shall end on the last day of December of each year.

Section 12.5. NOTICES. Whenever, under the provisions of these Rules, notice is required to be given to any person it shall not be construed to require personal notice, but such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a prepaid envelope, addressed to each person at such address as appears in the records of the County Party, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any person may waive any notice required to be given under these Rules. If approved by a person entitled to receive notices, then the notice may be sent by fax or written electronic communication to that person and such notice will be deemed to be given at the same time as the notice is sent by fax or written electronic communication.

Section 12.6. OATH OF AFFIRMATION OF CANDIDATES. Any candidate for elective office running as a Republican Party candidate shall submit to the County Party the following oath affirming his or her allegiance to the party by signing the following oath:

I DO SWEAR OR AFFIRM MY ALLEGIANCE TO THE GEORGIA REPUBLICAN PARTY.

Signature of Candidate: _____ Date: _____

Section 12.7. OFFICES AND REGISTERED AGENT. The County Party shall at all times maintain a registered office in the State of Georgia and a registered agent at that address, but may have other offices located within or without the State of Georgia as the Operating Committee shall determine.

Section 12.8. RULES OF ORDER. The latest edition of *Robert's Rules of Order, Newly Revised* shall

be followed in all conventions and meetings, unless modified by: (1) the Rules of the Georgia Republican Party, (2) these Rules, or (3) a majority vote of the applicable County Convention, Mass Meeting or committee.

Section 12.9. SEAL. The seal of the County Party shall be in such form as the County Party Operating Committee may from time to time determine. The seal shall be in the custody of the County Secretary and affixed by him or by his assistants on all appropriate documents.

Section 12.10. EFFECTIVE DATE OF THESE RULES. These Rules and any amendments thereto, shall become effective immediately upon their adoption.

CERTIFICATION

These Rules and Bylaws were adopted on November 15, 2004 by the County Committee of the Fulton County Republican Party, Inc.

/s/ Lori Ford

Lori Ford

Secretary

Fulton County Republican Party, Inc.

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