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30 **BYLAWS OF THE REPUBLICAN PARTY OF SHELBY COUNTY**

31 **July 23, 2025**

32 **ARTICLE I**

33 **NAME, PURPOSE, AND GENERAL PROVISIONS**

34 **Section 1. Name**

35 The name of this organization shall be the Republican Party of Shelby County (hereinafter  
36 "RPSC").

37 **Section 2. Purpose**

38 The purpose of the RPSC is to promote Republican ideals, values, and elected officials  
39 throughout the State of Tennessee; nominate Republican candidates for public office; and  
40 support all Republican nominees in defeating Democrat opponents in general elections. The  
41 RPSC shall strengthen Party effectiveness by endorsing, recruiting, or recommending  
42 Republican candidates who uphold core Republican values and principles. Additionally, the  
43 RPSC shall educate the electorate on current issues and events affecting national, state, and local  
44 politics. This effort aims to increase participation within the local Party by equipping members  
45 and volunteers with the knowledge to focus their efforts effectively.

46 **ARTICLE II**

47 **RPSC MEMBERSHIP**

48 **Section 1. Eligibility**

49 Any citizen of Shelby County, Tennessee, who shares the ideals and goals of the Republican  
50 Party, as defined by the TRP and RNC, shall be eligible to become an active member of the  
51 RPSC.

52 **Section 2. Dues and Levels**

53 No dues payment shall be required for membership in the RPSC. The County Executive  
54 Committee (CEC) may recognize special levels of membership for dues-paying members to  
55 support RPSC operations. However, all CEC members should provide financial support, through  
56 dues or contributions, commensurate with their ability.

57 **ARTICLE III**

58 **COUNTY EXECUTIVE COMMITTEE**

59 **Section 1. Limitation on Voting Positions**

60 In accordance with TRP Bylaws Article VIII, Section 6, no individual shall serve as a member of  
61 the CEC, whether in a voting or non-voting capacity, if they are a sitting State Legislator, a paid  
62 employee of the TRP, or if their membership would create a conflict of interest as determined by  
63 the TRP State Executive Committee.

64 **Section 2. Officers and Composition**

65 **A. Officers**

66 These following listed officers shall be elected in accordance with the Bylaws of the TRP at the  
67 biennial County Reorganization Convention of the RPSC:

- 68 1. *Chairman*
- 69 2. *Vice Chairman (who must be of the opposite gender from the Chairman)*
- 70 3. *Second Vice Chairman (who must be of the same gender as the Chairman)*
- 71 4. *Third Vice Chairman (who must be of the opposite gender from the Chairman)*
- 72 5. *Fourth Vice Chairman (who must be of the same gender as the Chairman)*
- 73 6. *Recording Secretary*
- 74 7. *Corresponding Secretary*
- 75 8. *Treasurer*
- 76 9. *Vice Treasurer*

77 **B. Ex-Officio Voting Members:**

- 78 1. *Members of the State Executive Committee representing Shelby County*  
79 Members of the Tennessee Republican Party State Executive Committee (SEC) who  
80 represent any portion of Shelby County. SEC members are not subject to attendance  
81 requirements and cannot be removed for failure to attend.

- 82  
83 2. *President of a Federated Tennessee Republican Women's Club.*  
84 In the event that multiple such clubs exist within Shelby County, the following process  
85 shall govern the selection of the voting CEC member:

86 In accordance with TRP Article VIII, Section 3, one (1) president shall be selected  
87 annually to serve as the voting CEC member for a term of one (1) year, commencing at  
88 the first CEC meeting following their selection. For the initial year of implementation, if  
89 later than January, the term may be less than one year, ending at the call to order of the  
90 first CEC meeting of the next calendar year. The selection shall follow a rotational  
91 succession plan among the presidents of all Tennessee Federated Republican Women's  
92 Clubs in Shelby County, established as follows:

- 93 • If only two clubs exist, the initial order shall be determined by a coin toss conducted by a  
94 neutral party designated by the Chairman, with the winner serving first and the other  
95 second. If more than two clubs exist, the names of all clubs shall be placed in a container,  
96 and a neutral party designated by the CEC shall draw them in sequence to establish the  
97 order of succession.
- 98 • The president of the club drawn first shall serve as the initial voting CEC member,  
99 followed by the next in the sequence each subsequent year, repeating the cycle after all

100 clubs have served. The succession order shall be maintained and published by the  
101 Recording Secretary annually at the December CEC meeting, with the next president in  
102 sequence assuming the role at the first CEC meeting of the following year.

103 • If a new club is recognized, its president shall be added to the end of the succession  
104 order. If multiple clubs are added simultaneously, a drawing of lots among new clubs  
105 shall determine the succession order and they shall be added to the end of the succession  
106 order. If a club disbands, its president's position shall be removed from the sequence  
107 without disrupting the existing order.

108  
109 3. *Chairman of the Shelby County Young Republicans*  
110 In accordance with TRP Article VIII, Section 3, the Chairman of the Shelby County  
111 Young Republicans shall be a voting member.

112  
113 4. *Immediate Past Chairman of the RPSC*  
114 In accordance with TRP Article VIII, Section 3, the immediate past Chairman of the  
115 RPSC shall serve as a voting member and is not subject to attendance requirements.

116 5. *District Representatives*  
117 District Representatives shall be elected at the biennial County Reorganization  
118 Convention of the RPSC and shall represent each Tennessee House legislative district  
119 wholly or partly within Shelby County.

120  
121 **C. Non-Voting Members**

122 1. *At-Large Members*  
123 The Chairman may nominate up to eight (8) At-Large Members to serve as non-voting  
124 members of the CEC. Each nomination shall be subject to confirmation by a majority  
125 vote of the CEC. Once confirmed, At-Large Members shall serve at the discretion of the  
126 Chairman and may be removed or replaced by the Chairman with the approval of the  
127 CEC. Their terms shall expire at the next County Reorganization. At-Large Members  
128 shall provide guidance and insight to the CEC, and are expected to assume leadership  
129 roles in committees, foster engagement, and advance the strategic objectives of the  
130 RPSC.

131  
132 2. *Legal Counsel*  
133 In accordance with TRP Article VIII, Section 6, one or more legal counsel may be  
134 appointed by the Chairman, unless also holding a voting position, shall be a non-voting  
135 member of the CEC. No retainer fee or other compensation for service may be provided  
136 without the approval of the CEC.

137  
138 3. *Parliamentarian and Vice-Parliamentarian*  
139 The Chairman may appoint a Parliamentarian and/or Vice Parliamentarian, who, unless

140 also holding a voting position, shall serve as a non-voting member of the CEC. No  
141 retainer fee or other compensation for service may be provided without the approval of  
142 the CEC.

143

144 **Section 3. Elections**

145 The elections of officers listed in Section 2.A. of this Article shall be held in accordance with the  
146 Bylaws and Rules and Regulations of the TRP, and the Convention Standing Rules of the RPSC.

147 **Section 4. Term of Office**

148 a. The term of office for all CEC members shall be two years, commencing after their  
149 election at the biennial County Reorganization Convention held between January 15 and  
150 April 15 of each odd-numbered year, as specified in the TRP Bylaws, Article VIII,  
151 Section 4, and TRP Rule E, Part I, Section 1, and continuing until their successors are  
152 duly elected and take office at the subsequent reorganization; except that, in accordance  
153 with TRP Bylaws, Article VIII, Section 3, the President of a Federated Tennessee  
154 Republican Women’s Club, when selected from multiple clubs in Shelby County under  
155 Article III, Section 2.B.2, shall serve a term of one year, commencing at the first CEC  
156 meeting following their selection.

157

158 **Section 5. Qualifications**

159 a. The qualifications for all CEC members shall be in accordance with the TRP Bylaws.  
160 The Chairman and voting officers must meet the requirements outlined in Article VIII,  
161 Section 5. Voting members must meet the criteria specified in Article VIII, Section 3.  
162 Non-voting members must meet the conditions set forth in Article VIII, Section 5.C, in  
163 conjunction with Article IX, Section 1. Additionally, all members are subject to the  
164 eligibility restrictions detailed in Article VIII, Section 6.

165 b. No individual shall simultaneously hold more than one elected officer position listed in  
166 Section 2.A. of this Article. A member elected or appointed to an officer position must  
167 vacate any previously held officer position immediately upon assuming a new one. This  
168 restriction shall not apply to ex-officio positions or SEC members.

169 c. In addition, an individual seeking a position on the CEC—whether as an elected officer,  
170 voting member, non-voting member, or hired staff—shall not be an owner, employee, or  
171 independent contractor (e.g., 1099 non-employee) of a company engaged in the strategic  
172 political campaign business, including but not limited to fundraising, consulting, or  
173 campaign management. This restriction is intended to prevent access to RPSC intellectual  
174 property and sensitive data for use against other Republican candidates.

175 d. Any candidate for a CEC position (volunteer, hired, appointed, or elected) must disclose  
176 prior affiliations with such entities upon nomination or appointment. The CEC, by a  $\frac{2}{3}$   
177 majority of the members present and voting, may waive this restriction if the individual

178 demonstrates that their involvement poses no conflict of interest or risk to CEC  
179 intellectual property.

180 **Section 6. Duties**

181 Each CEC member shall provide financial support to the RPSC commensurate with their  
182 individual circumstances and is encouraged to actively participate in federated and local  
183 Republican organizations. Each CEC member shall engage in the campaigns of Republican  
184 candidates to advance the Party's objectives.

185

186 **A. Chairman**

187 The Chairman shall:

- 188 a. Preside over all RPSC meetings and enforce these Bylaws.
- 189 b. Represent the RPSC at public events, media engagements, and party functions as the  
190 official spokesman, designating a representative only when directed by the Chairman.
- 191 c. Appoint a parliamentarian to ensure procedural fairness during meetings.
- 192 d. Appoint chairmen and members of committees and boards, ensuring diverse  
193 representation of RPSC constituencies.
- 194 e. Take all actions not inconsistent with these Bylaws to further the interests of the RPSC,  
195 including leading candidate recruitment and voter outreach efforts.
- 196 f. Convene special CEC meetings as needed, with proper notice, to address urgent party  
197 business.
- 198 g. Coordinate with the TRP State Chairman and State Executive Committee members from  
199 the district on state-level goals impacting Shelby County.
- 200 h. The Chairman may vote on any motion and may reserve his vote to break a tie but may  
201 not vote twice on any motion consistent with TRP Bylaws, Article IV, Section 3.

202 **B. Vice Chairmen**

- 203 a. The Vice Chairman shall preside over meetings in the Chairman's absence and assist the  
204 Chairman in executing their duties as directed by the Chairman.
- 205 b. In the event of an absence or vacancy in the office of Chairman, the Vice Chairman shall  
206 temporarily assume the Chairman's role until a new Chairman is elected per subsection  
207 (H).
- 208 c. In the absence of both the Chairman and Vice Chairman, the Second Vice Chairman,  
209 Third Vice Chairman, and Fourth Vice Chairman shall preside, in that order, and assist  
210 when called upon by the Chairman or Vice Chairman. Each Vice Chairman shall chair a  
211 standing or special committee as assigned by the Chairman.

212

213

214 **C. Recording Secretary**

215 The Recording Secretary shall:

- 216 a. Keep accurate, detailed minutes of all RPSC business meetings and distribute copies to  
217 the CEC within seven (7) days following each meeting.
- 218 b. Maintain an up-to-date roster of CEC members, including contact information, and track  
219 attendance at all meetings.
- 220 c. Provide required meeting notifications to CEC members in coordination with the  
221 Chairman or Vice Chairman.
- 222 d. Preserve all official records and make them available to CEC members upon request,  
223 ensuring they are maintained in accordance with established organizational standards.

224 **D. Corresponding Secretary**

225 The Corresponding Secretary shall:

- 226 a. Manage all RPSC external communications as directed by the Chairman, Vice Chairman,  
227 or CEC, including sending notices, letters, correspondence, and emails.
- 228 b. Submit required reports and certifications to the TRP, ensuring timely compliance with  
229 state party deadlines.
- 230 c. Oversee maintenance of public communication channels (e.g., website or social media  
231 updates) to promote RPSC events and activities, as designated by the Chairman.
- 232 d. Assume additional duties assigned by the Chairman, such as drafting statements or  
233 coordinating with the media.

234 **E. Treasurer**

235 The Treasurer shall:

- 236 a. Manage the RPSC Political Operations fund, overseeing all expenditures in accordance  
237 with the CEC-approved budget.
- 238 b. Prepare and present a detailed financial report at each regular CEC meeting, detailing  
239 receipts, disbursements, and balances.
- 240 c. Develop the annual RPSC budget in consultation with the Chairman and submit it to the  
241 CEC for approval by April 10 of each calendar year.
- 242 d. File financial reports with the TRP as required, coordinating with the Corresponding  
243 Secretary for submission.
- 244 e. Monitor fundraising events, track contributions, and report totals to the Vice Treasurer  
245 for financial statements.
- 246 f. File timely compliance reports with the Tennessee Bureau of Ethics and Campaign  
247 Finance as required and in accordance with Tennessee State Campaign Finance  
248 Regulations and Calendar.

249 g. Maintain the RPSC Accounting and Financial Policies and Procedure Manual; the  
250 adoption of, and any changes to, the RPSC Accounting and Financial Policies and  
251 Procedure Manual must be approved by the CEC.

252 **F. Vice Treasurer**

253 The Vice Treasurer shall:

- 254 a. Assist the Treasurer in managing the Political Operations Fund and budget preparation as  
255 directed.
- 256 b. Assume the Treasurer’s duties in their absence, including presenting financial reports and  
257 authorizing expenditures, and temporarily fill the Treasurer’s role if vacant until a new  
258 Treasurer is elected per subsection (i).
- 259 c. Support the Treasurer in ensuring financial compliance with TRP and state election  
260 regulations.
- 261 d. Shall reconcile the RPSC accounting books for monthly disclosures to the CEC.

262 **G. All Members of the CEC (Voting and Non-Voting)**

263 All CEC members, regardless of voting status, shall:

- 264 a. Support fundraising events by assisting with ticket sales, securing sponsorships, and  
265 promoting attendance.
- 266 b. Promote and attend Republican activities, including precinct meetings, rallies, and  
267 community events.
- 268 c. Assist in preparations for the county party’s biennial reorganization, including precinct  
269 organization and delegate selection.
- 270 d. Promote Republican education in their districts through outreach, forums, or  
271 informational campaigns.
- 272 e. Recruit volunteers for RPSC voting efforts, including poll watchers and election day  
273 workers.
- 274 f. Assist with Republican precinct organization by identifying leaders and activating  
275 grassroots networks.
- 276 g. Support voter registration drives by distributing materials and engaging new voters.
- 277 h. Seek and encourage viable Republican candidates for local offices, providing initial  
278 support and referrals to the Third Vice Chairman.
- 279 i. Attend local Republican or community meetings to report on RPSC activities and gather  
280 input for CEC consideration.

281 **H. Vacancy in the Office of Chairman**

282 If the Chairman dies, resigns, relocates outside Shelby County, is removed, or becomes unable to  
283 serve:

- 284 a. The Vice Chairman shall immediately assume the Chairman’s duties on a temporary  
285 basis until a permanent replacement is elected.  
286 b. Within thirty (30) days, or the next regular or special-called meeting, the voting  
287 members of the CEC shall:  
288  
289 1. The CEC shall accept nominations for Chairman and then elect the Chairman by  
290 majority vote to serve until the next county reorganization, in accordance with  
291 TRP Article VIII, Section 7.

292 **I. Vacancy in Other Officer Positions**

293 If the office of Vice Chairman, Second Vice Chairman, Third Vice Chairman, Fourth Vice  
294 Chairman, Recording Secretary, Corresponding Secretary, Treasurer, or Vice Treasurer becomes  
295 vacant due to death, resignation, removal, change of residence outside Shelby County,  
296 disqualification, or inability to serve:

- 297 a. *Treasurer Vacancy:* The Vice Treasurer shall immediately assume the Treasurer’s duties  
298 on a temporary basis until a permanent replacement is elected, in accordance with TRP  
299 Article VIII, Sections 6 & 7. If the Vice Treasurer is chosen to replace the Treasurer on a  
300 full-time basis, the CEC shall elect a replacement for the Vice Treasurer by majority vote  
301 at a regular or special meeting held within thirty (30) days of the vacancy.  
302 b. *All Other Vacancies:* For vacancies in Vice Chairman, Second Vice Chairman, Third  
303 Vice Chairman, Fourth Vice Chairman, Recording Secretary, or Corresponding  
304 Secretary, the CEC shall elect a replacement by majority vote at a regular or special  
305 meeting held within thirty (30) days of the vacancy, in accordance with TRP Article VIII,  
306 Section 7. The elected replacement shall serve until the next county party reorganization.  
307 c. *Eligibility:* Candidates for any replacement must meet the eligibility requirements of  
308 Section 4 of these Bylaws and Article VIII, Section 5 of the TRP Bylaws, including  
309 gender requirements for Vice Chairman positions.  
310 a. *Temporary Replacement:* Until a permanent replacement is elected, the Chairman may  
311 appoint a CEC member meeting the eligibility criteria to temporarily perform the duties  
312 of the vacant position, except for Treasurer, where the Vice Treasurer assumes the role.

313 **Section 7. Removal – Conduct**

314 An officer may be removed from the CEC for “cause,” including but not limited to:

- 315 a. Conviction of a felony;  
316 b. Conduct prejudicial to the interests of the RPSC;  
317 c. Open, notorious, or financial support of the Democrat Party or any other nationally  
318 recognized party that is not the Republican Party;  
319 d. Endorsing or assisting, in any manner, a Democrat or other non-Republican in an election  
320 or primary election where a Republican is a candidate or has filed as a candidate, except

321 in nonpartisan elections.

322

323 **A. Removal of the Chairman**

324 The Chairman shall automatically cease to hold office, and the position shall be deemed vacant,  
325 if he or she changes his or her place of voter registration outside Shelby County, in accordance  
326 with TRP Rule G, Section 1. Residency is determined by voter registration as per Section 9 of  
327 this Article or as otherwise provided for in TRP Bylaws.

328 In addition to removal by the CEC, pursuant to TRP Rule G, the Chairman may be removed by  
329 the TRP State Executive Committee (SEC) for "cause" as defined in Section 6 of these Bylaws  
330 following the procedures outlined in TRP Article III, Section 4. To initiate removal for cause:

- 331 ● A written request signed by two-thirds (2/3) of the CEC must be filed with the TRP State  
332 Chairman, stating the specific cause for removal.
- 333 ● A copy of the request shall be sent to the Chairman by certified mail, return receipt  
334 requested, within five (5) days of filing, including the cause, supporting facts, and a copy  
335 of these Bylaws.

336 Removal for cause by the SEC shall follow TRP Article III, Section 4, requiring consideration at  
337 an SEC meeting at least forty-five (45) days after the request is filed, with a two-thirds (2/3) vote  
338 of SEC members present and voting, at a meeting with a quorum of at least thirty-four (34)  
339 members.

340 Upon removal, whether automatic due to residency change or by SEC action for cause, the  
341 position is deemed vacant.

342 **B. Removal of Other Officers**

343 To remove an officer other than the Chairman (Vice Chairman, Second Vice Chairman, Third  
344 Vice Chairman, Fourth Vice Chairman, Recording Secretary, Corresponding Secretary,  
345 Treasurer, or Vice Treasurer) for "cause" as defined in Section 7 of these Bylaws:

346 A written notice stating the cause for removal, signed by at least two (2) CEC members, must be  
347 submitted to the Chairman.

348 The Chairman shall provide written notice to the accused officer within five (5) days, including  
349 the cause, supporting facts, a copy of these Bylaws, and the date of the hearing, which shall be  
350 no sooner than fifteen (15) days from the date of notice.

351 Removal shall require a vote of two-thirds (2/3) of the CEC members present and voting at a  
352 meeting with a quorum of three-fourths (3/4) of the entire CEC membership in accordance with  
353 TRP Rule G, Sections 2 and 4.

354 Upon removal, the position is deemed vacant.

355 Additionally, any such officer shall be removed automatically for having been absent from three  
356 (3) consecutive regular CEC meetings, as provided in Section 8 of this Article and TRP Rule G,  
357 Section 3, with no further vote required.

358 **Section 8. Removal – Absences**

359 An officer shall be automatically removed from the CEC after three (3) consecutive unexcused  
360 in-person absences from regular CEC meetings. The Recording Secretary shall track attendance  
361 and announce at the end of each meeting the name of any officer who has reached three  
362 consecutive unexcused absences, at which point the position shall be deemed vacant without  
363 further action by the CEC. An absence may be excused if the officer submits a request as  
364 provided in Article IV, Section 4, and the Chairman approves the request.

365 **Section 9. Removal – Residency**

- 366 a. An Officer or At-Large Member shall be automatically removed should he or she no  
367 longer reside in Shelby County, Tennessee, and the position will be deemed vacant.
- 368 b. A District Representatives shall reside in the legislative district for which the member is  
369 elected and tenure in office shall terminate if and when such member shall cease to reside  
370 in said district and the position will be deemed vacant.
- 371 c. Residency is determined by voter registration.

372 **Section 10. Resignation**

373 A resignation shall be deemed effective upon receipt by the Chairman and Recording Secretary.  
374 No further action by the CEC is required.

375

376 **Section 11. Endorsement Restrictions**

- 377 a. Except as provided in Section 11.b, neither the CEC as a body, nor any officer—  
378 including the Chairman or anyone acting in an official capacity—shall endorse any  
379 Republican candidate in a contested primary election for local, state, or national office  
380 with SEC members adhering to TRP Bylaws, Article II, Section 4.A.
- 381 b. Any officer—including the Chairman or anyone acting in an official capacity, may  
382 endorse a Republican candidate in a contested primary election in their personal capacity,  
383 who is their spouse or a member of their immediate family, provided they do not use their  
384 official CEC title or imply that their endorsement represents the position of the CEC or  
385 the RPSC. Any such endorsement shall be clearly identified as a personal opinion and not  
386 an official action of the RPSC. This provision is consistent with TRP Bylaws, Article H,  
387 Section 4.D, and under Section 11 of this Article.
- 388 c. Neither the CEC as a body, nor any individual CEC member acting in an official  
389 capacity, shall endorse or assist in any manner a Democrat or other non-Republican in an  
390 election or primary election in which a Republican is a candidate or has filed as a  
391 candidate, except in nonpartisan elections, in accordance with TRP Bylaws, Article H,

392 Section 4.B. Violation of this subsection may constitute cause for removal under Section  
393 7 of this Article.

394 d. The above restrictions shall not apply to non-partisan judicial races.

395 **Section 12. Leave of Absence for CEC Members Running for Public Office**

396 a. Any member of the CEC, including the Chairman, running for public office in a  
397 contested Republican primary election shall take a leave of absence from their CEC  
398 position within ten (10) days after the candidate qualifying deadline, as established by  
399 TCA §2-5-101, in accordance with TRP Bylaws, Article VIII, Section 8.

400 b. During the leave of absence, the CEC member shall not exercise the powers, duties, or  
401 voting rights associated with their CEC position, including but not limited to presiding  
402 over meetings, appointing committee members, or representing the (RPSC in an official  
403 capacity.

404 c. For the Chairman, the Vice Chairman shall assume the Chairman’s duties on a temporary  
405 basis during the leave, as provided in Article III, Section 6H. For other CEC officers, the  
406 Chairman (or acting Chairman) may appoint a temporary replacement from among the  
407 CEC members meeting the qualifications stated in Article III, Section 5, until the leave  
408 concludes, or a permanent replacement is elected per Article III, Section 6.1.

409 d. The CEC member may be reinstated to their position upon certification of the primary  
410 election results by the Shelby County Election Commission, pursuant to TCA §2-8-101 et  
411 seq., provided they remain eligible under TRP Bylaws, Article VIII, Section 6, and these  
412 Bylaws. If the member wins election to a position rendering them ineligible to serve (e.g.,  
413 State Legislator or TRP employee, per TRP Bylaws, Article VIII, Section 6), their CEC  
414 position shall be deemed vacant upon taking office.

415 e. This requirement shall not apply to candidates in uncontested Republican primaries,  
416 general elections, or non-partisan races, consistent with the exception for non-partisan  
417 elections in TRP Bylaws, Article II, Section 4.B.

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**ARTICLE IV  
MEETINGS**

428 **Section 1. Regular Meetings**

- 429 a. The CEC shall set its meeting schedule for the calendar year prior to January 31, in  
430 accordance with TRP Bylaws, Article VIII, Section 3. The schedule shall provide for at  
431 least one meeting per quarter in non-election years and monthly meetings in election  
432 years, with election years defined as those in which a primary or general election for  
433 federal, state, or county offices occurs in Tennessee.
- 434 b. Unless otherwise specified in the annual schedule, regular meetings shall be held on the  
435 first Tuesday of the designated month at a time and place determined by the Chairman.  
436 The date, time, or place of a regular meeting may be changed or canceled at a prior  
437 regular meeting by a two-thirds (2/3) vote of those present, entitled to vote, and  
438 constituting a quorum, or by the Chairman with unanimous approval of the Officers,  
439 provided that notice of such change or cancellation is sent to all CEC members at least  
440 ten (10) days prior to the originally scheduled meeting date via mail and/or email.
- 441 c. Notice of the time and place of all regular meetings shall be provided to all CEC  
442 members not less than five (5) days prior to the date of the meeting via mail and/or email,  
443 and an agenda approved by the Chairman shall accompany such notice. The Recording  
444 Secretary shall distribute the annual schedule of meetings to all CEC members by  
445 February 15 of each year.

446 **Section 2. Special Meetings**

447 Special meetings may be called by the Chairman or by not less than eight (8) voting CEC  
448 members upon five (5) days written notice of the date, time, and place of such meeting given to  
449 all CEC members. Special meetings shall be restricted to the business contained in the notice of  
450 the meeting.

451 **Section 3. Quorum**

452 A majority of the voting members of the CEC shall constitute a quorum for conducting regular  
453 business, unless otherwise specified in these Bylaws or required by TRP Rules. For the removal  
454 of officers, a quorum shall require three-fourths (3/4) of the voting CEC membership to be  
455 present, in accordance with TRP Rule G, Section 6. No vacant office shall be included in the  
456 quorum calculation.

457 **Section 4. Attendance**

458 In the event those voting members subject to attendance are unable to attend a regularly  
459 scheduled meeting, the member shall request to be excused from the meeting by the Chairman or  
460 the Recording Secretary. Any request to be excused must be submitted to the Chairman or  
461 Recording Secretary no later than five (5) days following the missed meeting. This section shall

462 not apply to the following members of the CEC: (a) President or Chairman of a Federated  
463 Women’s club or organization; (b) members of the State Executive Committee; (c) the  
464 immediate past RPSC Chairman; (d) President, Chair, or designated representative of the Young  
465 Republicans. However, these members of the CEC are encouraged to attend all CEC meetings.  
466

467 **Section 5. Voting**

468 All CEC members, except non-voting members or others identified as non-voting in these  
469 Bylaws, shall have voting rights. Regardless of the number of voting positions held, a member  
470 shall cast only one vote per question. Three (3) voting members may demand a roll-call vote,  
471 while five (5) may demand a secret ballot, with the latter taking precedence over the former.  
472 New business not listed on the meeting agenda may be acted upon only with the approval of the  
473 majority of members present.

474 **Section 6. Proxy Voting**

475 Proxy voting by members of the County Executive Committee (CEC) shall be permitted under  
476 the following conditions:

477 a. Eligibility

478 A proxy may be issued to or received from any voting member of the CEC. No member may cast  
479 more than two (2) proxies in addition to their own vote. Proxies may not be issued to or received  
480 by non-voting members.

481 b. Excused Absence Requirement

482 A member issuing a proxy must have a reasonable excuse for absence and request to be excused  
483 in accordance with Article IV, Section 4. Issuing a proxy shall not exempt a member from  
484 attendance requirements.

485 c. Form and Submission

486 All proxies shall be in writing, shall state whether the voting authority is limited or unlimited,  
487 and shall be delivered to both the proxy holder and the Recording Secretary prior to the start of  
488 the meeting. Proxies may be submitted in hard copy or electronic form.

489 d. Record of Proxies

490 The Recording Secretary shall maintain a record of all proxies received and shall include such  
491 record in the official minutes of the meeting.

492 **Section 7. Executive Session**

493 The Chairman or a majority of CEC members present may call for an executive session to  
494 discuss confidential matters requiring privacy, such as personnel issues, legal concerns, or  
495 sensitive party strategies. A motion to enter executive session may be initiated by the Chairman

496 or any voting member and requires a majority vote of the voting members present and voting to  
497 be adopted.

498 Only voting members of the CEC, as specified in Article III, Section 2.A and 2.B., and  
499 individuals specifically invited by the Chairman, such as legal counsel or other advisors, may  
500 attend. All attendees shall be bound by strict confidentiality, and no information discussed in the  
501 executive session shall be disclosed to non-attendees without the consent of the voting members  
502 in attendance.

503 Minutes of the executive session shall be recorded separately by the Recording Secretary, limited  
504 to actions taken, and kept confidential, accessible only to voting CEC members upon request,  
505 unless otherwise directed by a two-thirds (2/3) vote of the CEC.

506 **Section 8. Meeting Recordings and Virtual Participation**

507 Live streaming of CEC meetings to social media platforms shall be prohibited to protect the  
508 privacy and integrity of discussions. However, the Communications Team shall record CEC  
509 meetings and may distribute content to social media platforms such as YouTube, Facebook,  
510 Instagram, or others within seven (7) days of the meeting.

511 CEC and SEC members may participate in meetings via Zoom or similar virtual platforms when  
512 authorized in advance by the Chairman. Voting and participation via Zoom is permitted;  
513 however, this does not waive the requirement for in-person attendance in accordance with Article  
514 III Section 8 of these bylaws.

515 All virtual participation must ensure secure access and shall be limited to individuals specifically  
516 authorized by the Chairman. All participants shall remain subject to the confidentiality  
517 requirements of Section 6 of this Article.

518 **ARTICLE V**  
519 **CHAIRMAN'S CABINET**

520 **Section 1. Composition**

521 The Chairman's Cabinet shall be composed of the Officers of the RPSC CEC and the Chairmen  
522 of the Standing Committees of the RPSC.

523 **Section 2. Duties and Powers**

524 The Chairman's Cabinet shall have general supervision of the affairs of the RPSC between its  
525 business meetings and perform such other duties as determined by the Chairman.

526  
527  
528

529 **Section 3. Meetings and Quorum**

530 The Chairman’s Cabinet shall meet at the discretion of the Chairman at such time and upon such  
531 notice as the Chairman shall require in his or her discretion. Six (6) members of the Chairman’s  
532 Cabinet shall constitute a quorum, provided at least four (4) of such members are Officers.

533 **ARTICLE VI**  
534 **COMMITTEES**

535 **Section 1. Standing Committees**

536 Standing Committees shall be appointed by the Chairman and include: the Bylaws Committee,  
537 the Finance Committee, the Candidate Recruitment Committee, the Membership Committee, the  
538 Outreach Committee, and the Election Operations Committee.

539 Except as provided otherwise in these Bylaws, the Chairman shall determine the duties,  
540 responsibilities, and composition of each Standing Committee.

541 The Election Operations Committee shall be a standing committee charged with taking those  
542 steps deemed reasonably necessary by the Chairman and/or the CEC to ensure the integrity of all  
543 elections held in Shelby County, including, but not limited to, monitoring Election Day activity  
544 and recruiting registrars and other poll workers at the various polling sites.

545 **Section 2. Special Committees**

546 Special committees may be established by the Chairman or the CEC as deemed necessary.  
547 Chairmen and members of such committees shall not be voting members of the CEC unless they  
548 hold a position specified in Article III, Sections 2.A. and 2.B. of these Bylaws.

549  
550 **Section 3. Outreach Teams**

551 a. Outreach Teams shall operate as a branch of the Outreach Committee, established under  
552 Section 1 of this Article. Each Outreach Team shall be responsible for organizing routine  
553 meetings, speaker series, and special events within their designated geographic area to  
554 engage the public and advance the RPSC’s mission, as outlined in Article 1, Section 2.  
555 Outreach Teams may be set up in geographical regions of Shelby County to ensure  
556 comprehensive coverage and localized engagement across the county.

557 b. Outreach Team Leaders shall be appointed by the Outreach Committee Chairman, subject  
558 to approval by the RPSC Chairman, and shall serve at the discretion of the Outreach  
559 Committee Chairman. Leaders are expected to:

560 i. Submit an annual budget proposal for their team to the Outreach Committee  
561 Chairman during the RPSC budget planning process, to be reviewed and  
562 incorporated into the Finance Committee’s annual budget recommendation under  
563 Article VIII, Section 1.



600 county Republican party in the county in which the individual resides.

601

602 3. The TRP will maintain a list of recognized auxiliary organizations, updated biennially.  
603 The SEC Political Subcommittee will determine the organizations to be included on the  
604 TRP recognized auxiliaries list in each odd year prior to December 15th, and the TRP  
605 will make a copy of its list available by January 15th of each even year. A CEC that  
606 desires to have any local auxiliary organizations considered by the TRP Political  
607 Subcommittee for inclusion on the TRP's recognized auxiliaries list must submit its  
608 request and list no later than:

609 a) September 30th in years immediately following a Presidential election; and/or

610 b) July 31st in years immediately following a Gubernatorial election.

611 B. Notwithstanding anything to the contrary in Section 1.A, an individual who has voted in any  
612 of the most recent four (4) statewide primary elections held by a party other than the applicable  
613 Republican Party will be ineligible to seek the Republican nomination for any public office in  
614 Tennessee.

615 C. Beginning on September 7th, 2023, notwithstanding anything to the contrary in Section 1.A,  
616 an individual who has brought legal action against the TRP or any county Republican Party will  
617 be ineligible to seek the Republican nomination for any public office in Tennessee within ten  
618 (10) years of the final resolution of such legal action unless the individual is successful, as  
619 determined by the applicable judge or jury, on all claims made against the named defendant(s) in  
620 such action.

621 D. An individual seeking any of the following elective offices as a Republican candidate will be  
622 required to submit to the TRP both a copy of his completed nominating petition and the  
623 applicable filing fee prior to the filing deadline for the office being sought:

624 Governor – \$5,000

625 US Senate – \$5,000

626 US Congress – \$2,500

627 Tennessee State Senate – \$1,000

628 Tennessee State Representative – \$500

629 District Attorney and Public Defender – \$500

630 State Executive Committee – \$100

631 Presidential Delegate to the Republican National Convention – \$100

632 Countywide Elected Offices – \$250

633 County Commission – \$50

634 School Board – \$50

635 Constable – \$50

636 1. Such fees may be submitted in any manner determined to be acceptable by the TRP,  
637 which will maintain an updated list of acceptable payment methods and provide that list  
638 to any candidate seeking office as a Republican within three (3) days of written request  
639 for the same. If the TRP posts the updated list on its website at least ten (10) days prior to  
640 any applicable filing deadline, it will be deemed to have met this requirement for all  
641 candidates including, without limitation, those making individual requests. The TRP will  
642 accept fees for any particular office during the period starting one (1) year prior to the  
643 applicable filing deadline and ending on the filing deadline for the office being sought.  
644 An individual may submit his filing fee within a 48-hour grace period after the applicable  
645 filing deadline provided that he pays the full fee plus an additional 25% late penalty.  
646

647 **Section 2.** The TRP, in its sole discretion, reserves the right to disqualify any individual from  
648 running as a Republican candidate if it determines the individual does not meet the standards or  
649 requirements set forth in this Article IX.

650 Upon receiving a prospective candidate's nominating petition and appropriate filing fee, the TRP  
651 will endeavor to verify the prospective candidate's voting record. If the TRP is unable to verify  
652 that the prospective candidate meets the voting requirements set forth in Article IX, Section 1,  
653 Paragraph A(1) or is considered ineligible under Article IX, Section 1, Paragraphs B or C, an  
654 automatic challenge to the candidate's bona fide Republican status will arise. In addition,  
655 individual Republican voters may challenge an individual's bona fide Republican status for  
656 purposes of seeking public office as detailed in Article IX, Section 2, Paragraph A below.

657 A. Any challenge of an individual's bona fide Republican status by individual Republican  
658 voters must be made to the State Chairman by at least three (3) individual registered  
659 voters (excluding SEC members), each of whom must 1) live in the district in which the  
660 challenged candidate has filed to run, and 2) have voted in at least three (3) of the four (4)  
661 most recent statewide Republican primary elections. Challenges must be made no later  
662 than five (5) days before the deadline for removal of a candidate's name from a ballot  
663 under TCA Section 2-5-204 or other applicable statute, rule or regulation, or any other  
664 applicable deadline.

665 B. In the event of any dispute about a prospective candidate's qualification to seek office as a  
666 Republican or request for a waiver of TRP requirements, the final decision is within the  
667 TRP's sole discretion. Any prospective candidate who is disqualified or challenged will  
668 be notified by the TRP and may respond to the decision and/or challenge provided that  
669 the response is provided to the TRP by its applicable deadlines. In the event that a  
670 prospective candidate submits the required filing fee, late fee, and/or the nominating  
671 petition to the TRP within the 48-hour grace period referenced in Article IX, Section 1,  
672 Paragraph D(1), the prospective candidate is taking the risk that there will be insufficient  
673 time to respond by the applicable TRP deadline and/or have such response considered.

674 C. Any challenge to, or request for a waiver of, an individual’s qualification to seek public  
675 office as a Republican will be determined by a majority vote of the State Chairman and  
676 each SEC member who represents any portion of the district covered by the individual’s  
677 proposed candidacy. Neither the SEC nor any portion or subcommittee thereof is required  
678 to follow the Tennessee Rules of Evidence, Tennessee Rules of Civil Procedure, or any  
679 other standards required in American courts of law or equity in considering and  
680 determining any challenge or request for a waiver.

681 D. The State Chairman shall communicate to the appropriate election officials all TRP  
682 decisions regarding a Republican candidate’s qualifications as determined pursuant to  
683 this Article.

684 **ARTICLE VIII**  
685 **FINANCE**

686 **Section 1. Expenditure of Funds**

687 The Treasurer shall maintain one (1) checking account.

688 Expenditure of funds from the account for unbudgeted items of the RPSC less than Five Hundred  
689 Dollars (\$500.00) may be made upon written approval of two (2) of the following: the Chairman,  
690 the Vice Chairman, the Second Vice Chairman, the Third Vice Chairman, the Fourth Vice  
691 Chairman, the Treasurer, the Vice Treasurer, and the Finance Chairman; provided, however, that  
692 at least one of the two members from whom written approval is secured is the Chairman or Vice  
693 Chairman and the other is the Treasurer or Vice Treasurer. No other expenditures or obligations  
694 shall be made from the account without the prior approval of the CEC as a whole. Adoption of a  
695 budget by the CEC shall constitute such prior approval.

696 **Section 2. Signature Authority**

697 Check-signing authority shall be vested in the Chairman and Treasurer. Contracts and purchase  
698 orders shall be signed by: (a) the Chairman or a Vice Chairman designated by him, and (b) the  
699 Treasurer or Vice Treasurer.

700 **Section 3. Fiscal Year**

701 For the purpose of adoption of the annual budget by the CEC, the fiscal year of the RPSC shall be  
702 May 1 through April 30.

703 **Section 4. Records**

704 a. The Treasurer shall be responsible for implementing an internal system of financial  
705 controls, shall review the RPSC books on a monthly basis, and shall be available to assist  
706 the Chairman as needed.

- 707        b. The books and records shall be open to inspection by any member of the CEC upon request  
708        at reasonable times.
- 709        c. Within thirty (30) days following the County Convention a two member “Review”  
710        committee shall be appointed and shall report to the CEC within sixty (60) days  
711        following the County Convention. When a new Chairman is elected, the incoming and  
712        outgoing Chairman shall each appoint a member to serve on the “Review” Committee.  
713        The Chairman or the CEC as a whole may call for a “Review” at such times as they  
714        determine necessary. A “review” as used herein shall refer to the term customarily used  
715        by Certified Public Accounts and shall not require a full audit.

716        **Section 5. Persons of Record for Political Action Committee (PAC) Fund**

717        For any fund controlled by, funded by, or auxiliary to the RPSC, including any political action  
718        committee (PAC) fund or other monetary fund requiring regular reporting to a governmental or  
719        regulatory entity, the person of record shall be the Treasurer. Any necessary papers or documents  
720        required to effectuate a change of the persons of record shall be promptly filed after a new  
721        Treasurer assumes office, but in no instance more than thirty (30) days after the assumption of  
722        office. The second person of record shall be the Chairman or other CEC Officers as designated  
723        by the CEC.

724        **Section 6. TRP Financial Reporting**

725        The Treasurer shall submit a financial report to the CEC at each regular meeting. The Treasurer  
726        shall submit biannual Treasurer’s Reports to the TRP on or before the first Monday of April and  
727        the second Monday of September annually, as required by TRP Article VIII, Section 9.  
728        Additionally, the Treasurer shall submit all required compliance reports to the Tennessee Bureau  
729        of Ethics and Campaign Finance, timely and as required by Tennessee state regulations.

730

731        **Section 7. Protection of Intellectual Property and Intangible Assets**

- 732        a. To safeguard sensitive and valuable RPSC information, any voting or non-voting member  
733        of the CEC, employee of the RPSC, volunteer of the RPSC, or any other individual may  
734        be required to sign a Non-Disclosure Agreement (NDA) as a condition to being provided  
735        access to confidential information, sensitive business, or campaign details.
- 736        b. The Treasurer, in coordination with the Chairman and Legal Counsel (if appointed), shall  
737        maintain and enforce the NDA policy, ensuring its execution and compliance. Copies of  
738        signed NDAs shall be retained as part of the RPSC’s official records, accessible to CEC  
739        members upon request during reasonable business hours, consistent with Section 3 of this  
740        Article.
- 741        c. Violation of an executed NDA may constitute "cause" for removal under Article III,  
742        Section 7, and may result in additional legal action as permitted by law.

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**ARTICLE IX**  
**RULES OF ORDER AND AMENDMENTS**

**Section 1. Parliamentary Authority**

Except as otherwise provided by the laws of the State of Tennessee, the Bylaws and Rules of the Republican Party of Tennessee, by these Bylaws, and the current edition of Robert’s Rules of Order Newly Revised shall govern the conduct of all meetings of the CEC, subject to the following exceptions.

**Section 2. Limit on Debate**

No member shall speak more than twice on the same question, nor for longer than three (3) minutes per speech, unless granted leave by two-thirds ( $\frac{2}{3}$ ) vote of the CEC members present and voting.

**Section 3. Amendments**

Amendments to these Bylaws may be proposed only in writing by any voting member or Officer of the CEC. Any amendment so proposed shall be read in its entirety at a regular meeting of the CEC and included in the notice of the next regular meeting at which it will be considered, sent to all CEC members at least five (5) days prior to that meeting via mail and/or email. The adoption of an amendment to these Bylaws shall require the affirmative vote of a majority of the total number of voting members of the CEC present. Amendments shall become effective immediately upon their approval by the TRP Rules and Bylaws Subcommittee, as required by TRP Bylaws Article VIII, Section 2.

**Section 4. Resolutions**

Any resolution which a voting member intends to propose to the CEC shall be submitted in writing to the Chairman no later than five (5) days prior to the scheduled meeting of the CEC at which the member wishes to propose the resolution. The Chairman shall forward a copy of the resolution to all members of the CEC with the meeting notice. This notice requirement may be suspended by a majority of the voting members present.

**Section 5. Notice**

Any notice required by these Bylaws may be sent by mail, courier, facsimile transmission, and/or email, and such notice shall be deemed to have been provided on the date such notice is transmitted or otherwise sent.

**Section 6. Waiver of Procedural Errors**

778 Procedural errors, whether intentional or unintentional, occurring during a CEC meeting shall not  
779 invalidate any action taken by the Committee unless a point of order is raised and recorded  
780 before the meeting's adjournment.

781 **Section 7. Bylaws Submission and Review**

782 These Bylaws and amendments shall be submitted to the TRP Rules and Bylaws Subcommittee  
783 for approval immediately upon adoption. The CEC shall review and update these Bylaws every  
784 four years post-reorganization, due by September 30 of the year after a presidential election.

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**ARTICLE X  
MISCELLANEOUS**

789 **Section 1. Gender Neutrality in Language**

790 For the purposes of these Bylaws, terms written in the masculine gender (e.g., "he," "his,"  
791 "Chairman") shall be construed as gender-neutral and apply equally to individuals of either  
792 gender, unless otherwise specified, ensuring inclusivity in interpretation while adhering to  
793 traditional parliamentary language.

794 **Section 2. Definition of Gender**

795 For the purposes of these Bylaws, "gender" shall be defined as an individual's biological gender  
796 as determined at birth, consisting of two categories—male and female—and no other, and not  
797 subject to self-identification or subsequent modification. This definition shall apply to all  
798 provisions requiring distinction between genders, including but not limited to the election of  
799 officer positions.

800 **Section 3. Conformity**

801 These Bylaws are intended to be in conformity with all Bylaws, rules, and regulations of the  
802 Tennessee Republican Party including the Republican National Committee, governing federal  
803 and Tennessee statutes, rules and regulations. From time to time the State Executive Committee  
804 of the Tennessee Republican Party may adopt amendments and rules to the Bylaws and Rules of  
805 the Tennessee Republican Party, this body shall promptly take such actions as is necessary to  
806 conform therewith.

807

808 **Section 4. Updates to External References**

809 To ensure clarity and consistency, any references within these Bylaws to external documents—  
810 including but not limited to the Tennessee Code Annotated, the Bylaws of the Tennessee  
811 Republican Party, and the Rules of the Republican National Committee—shall be deemed to

812 refer to the most current version of such documents. If these references are updated, renumbered,  
813 or reworded in a manner that does not alter their substantive meaning, the CEC may revise the  
814 affected language administratively to reflect such updates without requiring a formal amendment  
815 vote. Any such changes shall be recorded in the official version of these Bylaws and reported at  
816 the next regular CEC meeting.

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**REVISION HISTORY**

Revised June 13, 1985  
Revised April 10, 1986  
Revised July 10, 1989  
Revised November 14, 1990  
Revised October 14, 1993  
Revised April 3, 1997  
Revised May 1, 1997  
Revised August 14, 2003  
Revised October 7, 2004  
Revised June 2, 2005  
Revised October 6, 2005  
Revised June 7, 2007  
Revised March 6, 2014  
Revised May 4, 2017  
Revised July 23, 2025

868 **EXTERNAL REFERENCE EDITS**

869

870 **August 2, 2025**

871 1) The TNGOP State Executive Committee updated some filing fees under ARTICLE VII -  
872 BONA FIDE REPUBLICANS, Section 1, Paragraph D.

873

874 The following offices now have the following filing fee amounts (old values in red and  
875 struck through)

876 Countywide Elected Offices – ~~\$100~~ - \$250

877 County Commission – ~~\$25~~ - \$50

878 School Board – ~~\$25~~ - \$50

879 Constable – ~~\$25~~ - \$50

880

881 2) The TNGOP deleted the following language from their bylaws, and our bylaws have been  
882 amended and the section removed.

883

~~Article IX, Section 1.D – Filing Fees When Running Against  
Non-Republican Incumbents~~

886

~~Notwithstanding anything to the contrary in Article IX, Section 1D, no fee will be  
887 required from a candidate seeking a local office held by a non-Republican incumbent,  
888 who is seeking re-election.  
889~~

890

891 Removed Article VII, Section D.2. from the RPSC Bylaws

892

893 **December 6, 2025**

894 The TNGOP State Executive Committee updated the number of voters needed to  
895 challenge under ARTICLE VII - BONA FIDE REPUBLICANS, Section 2.

896

897 ***Rationale***

898 This does not change the current process of allowing people to challenge the bona fide  
899 status of a person running for public office other than changing the number of people  
900 required to lodge a challenge from five (5) to three (3), provided that those challenging  
901 are from different households. Prior to the last change, the idea was for 3 to be able to  
902 challenge; however, the original number required to challenge was moved to 5 because  
903 married couples were finding one other person to sign a challenge. This has been changed

904 back to 3 with the caveat that each person signing the challenge must be from different  
905 households.

906 The primary change has been to have the TRP be more proactive in ensuring that those  
907 running in Republican primaries have a solid Republican voting record. That is  
908 accomplished by having the TRP check prospective candidates' voting record upon  
909 receiving nominating petitions to determine if they at least meet the current voting  
910 requirements. If the TRP is unable to verify a prospective candidate's voting record or  
911 finds that the person is ineligible under other sections of the bylaws, the person will be  
912 sent a challenge letter and given the opportunity to respond to the Party's decision and/or  
913 challenge just as challenges are currently handled. An additional benefit of this approach  
914 is that these situations can be handled earlier and, in some cases, should help cut down on  
915 the doxxing of challengers' private information such as names, addresses, and other  
916 identifying details, without their consent, for the purpose of harassing them.

917

918 **March 21, 2026**

919 The TNGOP State Executive Committee updated their bylaws and removed term limits  
920 for county party chairman.

921 ***Rationale***

922 The TNGOP State Executive Committee realized that the County Party Chairmen, in  
923 counties with a population over 50,000, were the only positions with term limits. In order  
924 to make the rules uniform across the TNGOP universe, term limits for chairmen were  
925 removed.

926

927 Therefore, the following section has been removed in order to comply with TNGOP  
928 bylaws.

929

930 ~~Article III, Section 4.b The Chairman shall not serve more than two (2) full consecutive~~  
931 ~~terms. A partial term served due to a vacancy, as outlined in Section 6.H of this Article,~~  
932 ~~shall not count toward this limit.~~