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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.

Section 2. Officers and Composition

A. Officers

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

1. *Chairman*
2. *Vice Chairman (who must be of the opposite gender from the Chairman)*
3. *Second Vice Chairman (who must be of the same gender as the Chairman)*
4. *Third Vice Chairman (who must be of the opposite gender from the Chairman)*
5. *Fourth Vice Chairman (who must be of the same gender as the Chairman)*
6. *Recording Secretary*
7. *Corresponding Secretary*
8. *Treasurer*
9. *Vice Treasurer*

B. Ex-Officio Voting Members:

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

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

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

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

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

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

3. *Chairman of the Shelby County Young Republicans*

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

4. *Immediate Past Chairman of the RPSC*

In accordance with TRP Article VIII, Section 3, the immediate past Chairman of the RPSC shall serve as a voting member and is not subject to attendance requirements.

5. *District Representatives*

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

C. Non-Voting Members

1. *At-Large Members*

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

2. *Legal Counsel*

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

3. *Parliamentarian and Vice-Parliamentarian*

The Chairman may appoint a Parliamentarian and/or Vice Parliamentarian, who, unless

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

Section 3. Elections

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

Section 4. Term of Office

- a. The term of office for all CEC members shall be two years, commencing after their election at the biennial County Reorganization Convention held between January 15 and April 15 of each odd-numbered year, as specified in the TRP Bylaws, Article VIII, Section 4, and TRP Rule E, Part I, Section 1, and continuing until their successors are duly elected and take office at the subsequent reorganization; except that, in accordance with TRP Bylaws, Article VIII, Section 3, the President of a Federated Tennessee Republican Women's Club, when selected from multiple clubs in Shelby County under Article III, Section 2.B.2, shall serve a term of one year, commencing at the first CEC meeting following their selection.
- b. The Chairman shall not serve more than two (2) full consecutive terms. A partial term served due to a vacancy, as outlined in Section 6.H of this Article, shall not count toward this limit.

Section 5. Qualifications

- a. The qualifications for all CEC members shall be in accordance with the TRP Bylaws. The Chairman and voting officers must meet the requirements outlined in Article VIII, Section 5. Voting members must meet the criteria specified in Article VIII, Section 3. Non-voting members must meet the conditions set forth in Article VIII, Section 5.C, in conjunction with Article IX, Section 1. Additionally, all members are subject to the eligibility restrictions detailed in Article VIII, Section 6.
- b. No individual shall simultaneously hold more than one elected officer position listed in Section 2.A. of this Article. A member elected or appointed to an officer position must vacate any previously held officer position immediately upon assuming a new one. This restriction shall not apply to ex-officio positions or SEC members.
- c. In addition, an individual seeking a position on the CEC—whether as an elected officer, voting member, non-voting member, or hired staff—shall not be an owner, employee, or independent contractor (e.g., 1099 non-employee) of a company engaged in the strategic political campaign business, including but not limited to fundraising, consulting, or campaign management. This restriction is intended to prevent access to RPSC intellectual property and sensitive data for use against other Republican candidates.

- d. Any candidate for a CEC position (volunteer, hired, appointed, or elected) must disclose prior affiliations with such entities upon nomination or appointment. The CEC, by a $\frac{2}{3}$ majority of the members present and voting, may waive this restriction if the individual demonstrates that their involvement poses no conflict of interest or risk to CEC intellectual property.

Section 6. Duties

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

A. Chairman

The Chairman shall:

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

B. Vice Chairmen

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

C. Recording Secretary

The Recording Secretary shall:

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

D. Corresponding Secretary

The Corresponding Secretary shall:

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

E. Treasurer

The Treasurer shall:

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

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

F. Vice Treasurer

The Vice Treasurer shall:

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

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

All CEC members, regardless of voting status, shall:

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

H. Vacancy in the Office of Chairman

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

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

I. Vacancy in Other Officer Positions

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

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

Section 7. Removal – Conduct

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

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

in nonpartisan elections.

A. Removal of the Chairman

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

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

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

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

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

B. Removal of Other Officers

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

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

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

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

Upon removal, the position is deemed vacant.

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

359 **Section 8. Removal – Absences**

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

366 **Section 9. Removal – Residency**

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

373 **Section 10. Resignation**

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

376 **Section 11. Endorsement Restrictions**

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

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

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

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

- a. Any member of the CEC, including the Chairman, running for public office in a contested Republican primary election shall take a leave of absence from their CEC position within ten (10) days after the candidate qualifying deadline, as established by TCA §2-5-101, in accordance with TRP Bylaws, Article VIII, Section 8.
- b. During the leave of absence, the CEC member shall not exercise the powers, duties, or voting rights associated with their CEC position, including but not limited to presiding over meetings, appointing committee members, or representing the (RPSC in an official capacity.
- c. For the Chairman, the Vice Chairman shall assume the Chairman's duties on a temporary basis during the leave, as provided in Article III, Section 6H. For other CEC officers, the Chairman (or acting Chairman) may appoint a temporary replacement from among the CEC members meeting the qualifications stated in Article III, Section 5, until the leave concludes, or a permanent replacement is elected per Article III, Section 6.1.
- d. The CEC member may be reinstated to their position upon certification of the primary election results by the Shelby County Election Commission, pursuant to TCA §2-8-101 et seq., provided they remain eligible under TRP Bylaws, Article VIII, Section 6, and these Bylaws. If the member wins election to a position rendering them ineligible to serve (e.g., State Legislator or TRP employee, per TRP Bylaws, Article VIII, Section 6), their CEC position shall be deemed vacant upon taking office.
- e. This requirement shall not apply to candidates in uncontested Republican primaries, general elections, or non-partisan races, consistent with the exception for non-partisan elections in TRP Bylaws, Article II, Section 4.B.

427 **ARTICLE IV**
428 **MEETINGS**

429 **Section 1. Regular Meetings**

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

447 **Section 2. Special Meetings**

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

452 **Section 3. Quorum**

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

458 **Section 4. Attendance**

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

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

Section 5. Voting

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

Section 6. Proxy Voting

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

a. Eligibility

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

b. Excused Absence Requirement

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

c. Form and Submission

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

d. Record of Proxies

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

Section 7. Executive Session

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

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

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

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

Section 8. Meeting Recordings and Virtual Participation

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

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

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

ARTICLE V CHAIRMAN’S CABINET

Section 1. Composition

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

Section 2. Duties and Powers

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

Section 3. Meetings and Quorum

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

**ARTICLE VI
COMMITTEES**

Section 1. Standing Committees

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

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

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

Section 2. Special Committees

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

Section 3. Outreach Teams

- a. Outreach Teams shall operate as a branch of the Outreach Committee, established under Section 1 of this Article. Each Outreach Team shall be responsible for organizing routine meetings, speaker series, and special events within their designated geographic area to engage the public and advance the RPSC's mission, as outlined in Article 1, Section 2. Outreach Teams may be set up in geographical regions of Shelby County to ensure comprehensive coverage and localized engagement across the county.
- b. Outreach Team Leaders shall be appointed by the Outreach Committee Chairman, subject to approval by the RPSC Chairman, and shall serve at the discretion of the Outreach Committee Chairman. Leaders are expected to:
 - i. Submit an annual budget proposal for their team to the Outreach Committee Chairman during the RPSC budget planning process, to be reviewed and incorporated into the Finance Committee's annual budget recommendation under Article VIII, Section 1.

- ii. Support RPSC fundraising activities, campaign efforts, and strategic missions by promoting local, state, and federal endorsed, recommended, or bona fide Republican candidates, as directed by the CEC or Chairman’s Cabinet.
- iii. Outreach Teams shall report their activities and progress to the Outreach Committee Chairman quarterly, who shall present a consolidated report to the CEC at regular meetings. Team Leaders may be invited to CEC meetings by the Chairman to provide updates or insights, serving in a non-voting capacity unless otherwise holding a voting CEC position under Article III, Section 2.

ARTICLE VII BONA FIDE REPUBLICANS

This article is taken directly from the Tennessee Republican Party (TRP) Bylaws and included here for ease of reference. It allows all readers to review TRP requirements without needing to consult the state Bylaws separately. The article has been adapted to fit within this Article VII of the RPSC Bylaws, and all references originally made to “Article IX” in the TRP template have been updated accordingly. All authority and enforcement of these provisions remain solely with the TRP.

Section 1. The following sets forth Party Membership requirements and other parameters for candidacy to public office as a Republican in Tennessee:

A. In addition to requirements imposed by applicable law, any individual seeking election as a Republican candidate for public office must be a “bona fide Republican.” The burden of proving to the TRP that an individual meets its membership requirements is on the prospective candidate.

1. For purposes of this Article, a “bona fide Republican” is defined as an individual who:
 - a) is actively involved in the Tennessee Republican Party, the county Republican Party of the county in which the individual resides, or a TRP-recognized auxiliary organization;
 - b) is registered to vote in the above-noted county; and
 - c) has voted in at least three (3) of the four (4) most recent statewide Republican primary elections in which he is eligible to vote.
2. For purposes of this Article, “actively involved” includes, without limitation, attending TRP meetings or events; regularly attending Republican county party meetings or events; being a member of a recognized auxiliary organization for at least one year; working on the campaign of a Republican candidate for office in the most recent previous election cycle; contribution of money to the TRP, a county party, any recognized auxiliary organization, or to a Republican candidate committee with confirmation by the candidate or candidate’s campaign official; provided, however, that such activity or actions must have occurred during the time period elapsed since the most recent reorganization of the

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

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

- 610 a) September 30th in years immediately following a Presidential election; and/or
- 611 b) July 31st in years immediately following a Gubernatorial election.

612 B. Notwithstanding anything to the contrary in Section 1.A, an individual who has voted in any

613 of the most recent four (4) statewide primary elections held by a party other than the applicable

614 Republican Party will be ineligible to seek the Republican nomination for any public office in

615 Tennessee.

616 C. Beginning on September 7th, 2023, notwithstanding anything to the contrary in Section 1.A,

617 an individual who has brought legal action against the TRP or any county Republican Party will

618 be ineligible to seek the Republican nomination for any public office in Tennessee within ten

619 (10) years of the final resolution of such legal action unless the individual is successful, as

620 determined by the applicable judge or jury, on all claims made against the named defendant(s) in

621 such action.

622 D. An individual seeking any of the following elective offices as a Republican candidate will be

623 required to submit to the TRP both a copy of his completed nominating petition and the

624 applicable filing fee prior to the filing deadline for the office being sought:

625 Governor – \$5,000

626 US Senate – \$5,000

627 US Congress – \$2,500

628 Tennessee State Senate – \$1,000

629 Tennessee State Representative – \$500

630 District Attorney and Public Defender – \$500

631 State Executive Committee – \$100

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

633 Countywide Elected Offices – \$250

634 County Commission – \$50

635 School Board – \$50

636 Constable – \$50

- 637 1. Such fees may be submitted in any manner determined to be acceptable by the TRP,
638 which will maintain an updated list of acceptable payment methods and provide that list
639 to any candidate seeking office as a Republican within three (3) days of written request
640 for the same. If the TRP posts the updated list on its website at least ten (10) days prior to
641 any applicable filing deadline, it will be deemed to have met this requirement for all
642 candidates including, without limitation, those making individual requests. The TRP will
643 accept fees for any particular office during the period starting one (1) year prior to the
644 applicable filing deadline and ending on the filing deadline for the office being sought.
645 An individual may submit his filing fee within a 48-hour grace period after the applicable
646 filing deadline provided that he pays the full fee plus an additional 25% late penalty.
647

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

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

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

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

- C. Any challenge to, or request for a waiver of, an individual's qualification to seek public office as a Republican will be determined by a majority vote of the State Chairman and each SEC member who represents any portion of the district covered by the individual's proposed candidacy. Neither the SEC nor any portion or subcommittee thereof is required to follow the Tennessee Rules of Evidence, Tennessee Rules of Civil Procedure, or any other standards required in American courts of law or equity in considering and determining any challenge or request for a waiver.
- D. The State Chairman shall communicate to the appropriate election officials all TRP decisions regarding a Republican candidate's qualifications as determined pursuant to this Article.

ARTICLE VIII

FINANCE

Section 1. Expenditure of Funds

The Treasurer shall maintain one (1) checking account.

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

Section 2. Signature Authority

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

Section 3. Fiscal Year

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

Section 4. Records

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

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

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

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

Section 6. TRP Financial Reporting

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

Section 7. Protection of Intellectual Property and Intangible Assets

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

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

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

Section 7. Bylaws Submission and Review

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

ARTICLE X MISCELLANEOUS

Section 1. Gender Neutrality in Language

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

Section 2. Definition of Gender

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

Section 3. Conformity

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

Section 4. Updates to External References

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

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

841	REVISION HISTORY
842	
843	Revised June 13, 1985
844	Revised April 10, 1986
845	Revised July 10, 1989
846	Revised November 14, 1990
847	Revised October 14, 1993
848	Revised April 3, 1997
849	Revised May 1, 1997
850	Revised August 14, 2003
851	Revised October 7, 2004
852	Revised June 2, 2005
853	Revised October 6, 2005
854	Revised June 7, 2007
855	Revised March 6, 2014
856	Revised May 4, 2017
857	Revised July 23, 2025
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869 **EXTERNAL REFERENCE EDITS**

870

871 **August 2, 2025**

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

874

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

876 struck through)

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

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

879 School Board – ~~\$25~~ - \$50

880 Constable – ~~\$25~~ - \$50

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

884

885 ~~Article IX, Section 1.D—Filing Fees When Running Against~~

886 ~~Non-Republican Incumbents~~

887

888 ~~Notwithstanding anything to the contrary in Article IX, Section 1D, no fee will be~~

889 ~~required from a candidate seeking a local office held by a non-Republican incumbent,~~

890 ~~who is seeking re-election.~~

891

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

893

894 **December 6, 2025**

895 The TNGOP State Executive Committee updated the number of voters needed to

896 challenge under ARTICLE VII - BONA FIDE REPUBLICANS, Section 2.

897

898 ***Rationale***

899 This does not change the current process of allowing people to challenge the bona fide

900 status of a person running for public office other than changing the number of people

901 required to lodge a challenge from five (5) to three (3), provided that those challenging

902 are from different households. Prior to the last change, the idea was for 3 to be able to

903 challenge; however, the original number required to challenge was moved to 5 because

904 married couples were finding one other person to sign a challenge. This has been changed

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

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