

Kootenai County Republican Central Committee Bylaws

Article I -- NAME

1.1 The name of the organization shall be the Kootenai County Republican Central Committee, which may hereinafter be referred to as the KCRCC.

Article II -- AUTHORITY AND PURPOSE

2.1 The KCRCC is formed in accordance with Idaho Code 34-502 and 34-505 and the rules of the Republican Party of the State of Idaho. The KCRCC shall have all the powers and duties prescribed by State law and regulations adopted by the State Party Conventions or the State Central Committee.

2.2 The KCRCC shall be the governing body for the Republican Party of Kootenai County and as such shall establish all policies and functions of the Republican Party on the county level, as long as they are not inconsistent with the rules and regulations of the Idaho Republican Party and Idaho Statutes. The following articles of these bylaws shall constitute the rules of conduct and governance of the Kootenai County Republican Central Committee, and shall supersede all previous bylaws and rules of order.

Article III -- MEMBERS

3.1 Composition: The KCRCC shall consist of the Precinct Committee Members elected at the State Primary Election. The officers are the Chair, Vice Chair, State Committeeman, State Committeewoman, State Youth Committee Person, Secretary, Treasurer, Legislative District Chairs, and such other officers as elected by the KCRCC members.

3.2 The Precinct Committee Members shall elect all officers of the KCRCC at the biennial organization meeting in accordance with Section 5.1 of these bylaws. Term of office for officers shall be for two years or until their successors are elected, subject to section 6.1 regarding vacancies.

3.3 Qualifications: All members of the KCRCC shall be affiliated with the Republican Party and be qualified electors of the Kootenai County precinct in which they reside.

3.4 Selection of Precinct Committee Members: Precinct Committee Members shall be elected at the State Primary Election, or appointed by the KCRCC according to Idaho Code 34-502 and Section 6.1 of these bylaws.

3.5 Voting Members

- a. Voting members of the KCRCC shall consist of all Precinct Committee Members elected at the immediately previous Primary Election and thereafter holding office, or those appointed pursuant to section 6.1.
- b. Voting privileges shall comply with these Bylaws, Idaho Republican Party State Rules and Idaho Code.
- c. A KCRCC member who holds more than one officer or subcommittee position shall have only one vote.

Article IV -- OFFICERS AND THEIR DUTIES

4.1 The officers of the KCRCC shall be composed of a Chair, Vice Chair, State Committeeman, State Committeewoman, State Youth Committeeperson, Secretary, the Legislative District Chairs, and the Treasurer, all of whom except the State Committeeman, State Committeewoman, State Youth Committeeperson are required to be then-sitting Precinct Committee Members.

- a. **CHAIR:** The Chair shall call to order and preside at KCRCC meetings. The Chair shall be responsible for conducting all KCRCC meetings in accordance with these bylaws. The Chair shall see that order is maintained at KCRCC meetings. The Chair shall oversee officers and Precinct Committee Members pertaining to KCRCC business and perform such other duties as are determined and granted by the KCRCC and these bylaws. The Chair is an *ex-officio* member of all standing subcommittees, but does not have to attend all standing subcommittee meetings. The Chair shall not exercise undue control over the subcommittee meeting processes or substance discussed when said Chair is present at such meetings, so that the subcommittee members are empowered to reach their own solutions.
- b. **VICE CHAIR:** The Vice Chair shall assist the Chair; carry out assigned responsibilities; preside in the Chair's absence at any meeting of the KCRCC, Executive Council, or any other meeting to which the Chair would be authorized to attend, and shall perform other duties as assigned by the Chair.
- c. **SECRETARY:** The Secretary shall record and maintain the minutes of meetings of the KCRCC and the Executive Council; publish the agenda for each meeting; call the roll; notify the members of each meeting; maintain a list of names, addresses, and contact information for members of the KCRCC; maintain a record of attendance and of proxies; handle all correspondence pertaining to KCRCC business; and shall perform other duties as assigned by the Chair.
- d. **TREASURER:** The Treasurer shall have charge of all funds of the KCRCC and furnish a written treasurer's report to the Chair and the Secretary at each KCRCC regular meeting. The Treasurer shall annually furnish a written treasurer's report to the members of the KCRCC at the January regular meeting; file such reports as required by State and Federal Law and provide copies of such reports to the members of KCRCC if requested; and

shall perform other duties as assigned by the Chair.

The Treasurer's report shall include but not be limited to: actual income and expenditures, with a reconciliation of the actual income and expenditures by comparison to the annual budget. The Treasurer shall be a member of the Budget Subcommittee.

- e. **LEGISLATIVE DISTRICT CHAIR:** Each Legislative District shall have a Chair for said District, which shall meet with all committee members for precincts within such District at times designated as necessary to meet the needs of the District, or for geographic coordination of KCRCC events. At the Biennial Organization Meeting, each Legislative District shall elect a Chair, who shall thereafter serve for the two-year duration, unless that elected Chair shall vacate the office prior to the expiration of their term.
- f. **STATE COMMITTEEMAN and STATE COMMITTEEWOMAN:** These officers shall serve as KCRCC liaison to the State Central Committee.
- g. **STATE YOUTH COMMITTEEPERSON:** This officer shall serve as KCRCC liaison to the State Central Committee and shall be between the ages of 18 and 40 at the time of his or her election, and shall also perform other such duties as prescribed by the Chair.

Article V -- MEETINGS

5.1 **Biennial Organization Meeting:** The biennial organization meeting is held to elect officers of the KCRCC and delegates to the State convention. The meeting shall be held in Coeur d'Alene on the Wednesday, Thursday or Friday of the week following each primary election. The incumbent Chair shall notify the newly elected Precinct Committee Members as reported on the County Clerk's election results posting, and shall give them at least seven (7) days' notice of the date, time and place of that meeting.

5.2 **Regular meetings:** Regular meetings shall be held at 7 p.m. on the fourth Tuesday of each month. The Secretary shall notify the members of the time and place of all regular meetings at least seven (7) days prior to the meeting. Any single regular meeting can be changed as to time or location by a majority vote of the full committee or on an emergency basis by the Chair with two (2) business days' notice to the full central committee. Otherwise, all notification criteria herein still apply.

5.3 **Special meetings:** Special meetings may be called by the Chair, or by ten (10) committee members of the KCRCC duly qualified to vote, petitioning the Secretary for notice as herein provided. Proper notification shall consist of at least a 72-hour notice. Notice shall include an agenda for the meeting. The meeting shall be limited to the purpose stated in the notice and agenda.

5.4 **Executive Session:** An executive session consists of only Executive Council members and members of the KCRCC. An executive session may be called by any member of the KCRCC during any KCRCC meeting, and an immediate vote to enter executive session after such call shall trigger such a session upon the passage by a simple majority vote of the committee members then in attendance.

5.5 The Agenda: A proposed agenda shall be published not less than five (5) days prior to each regular meeting and be made available to the members of KCRCC upon publication. A printed agenda shall be provided for each member at each KCRCC meeting. Items to be included on the agenda must be submitted to the Chair or the Secretary not less than seven (7) days prior to the meeting at which the agenda is to be used, except for section 5.3 Special Meeting agendas. The agenda shall follow the format in the KCRCC Special Rules.

5.6 Quorum: A quorum shall consist of one-third (1/3) of the duly elected plus appointed KCRCC committee members present at the meeting. Proxies cannot be used to establish a quorum. Once a quorum is determined to exist and a meeting begins the exit from that meeting by any number of members shall not result in a loss of power to continue the meeting until business is finished by the remaining meeting attendees.

5.7 Proxies: A proxy statement must include the following information: the name and signature of the person issuing the proxy, the KCRCC member to whom the proxy is assigned, and the date of the meeting at which the proxy is to be used. A proxy shall not be valid at more than one meeting, except under the circumstances outlined in section 6.1(b)(4), and no proxy statement shall be required for the circumstances outlined under section 6.1(b) of these bylaws.

5.8 Motions and Resolutions. Motions and resolutions raised or brought before the central committee may only be proposed, offered, amended, or voted upon by sitting committee members. Statements of support or opposition to proposed or pending legislation may be offered by committee or non-committee members at the discretion of the Chair. Announcements at a meeting may be given by any person at the discretion of the Chair. The Chair's discretion exercised at a meeting related to this section 5.8 may be overruled by a vote of two-thirds (2/3) of the committee members in attendance upon proper motion.

5.9 Proper Method of Notification of Meetings: Proper notification shall be by email. If any member wishes to be notified by any other means (postal mail, fax, etc.), the member must give written instructions of his preference to the Secretary.

5.10 Emergency meetings of the Executive Council may be called by the Chair or any Executive Council member at any time with two (2) days' notice that includes an agenda to the other Executive Council members.

Article VI -- VACANCIES

6.1 KCRCC vacancies: When a vacancy in a precinct committee member's position occurs a notification of vacancy shall be given to each member of the KCRCC at least fourteen (14) days prior to a KCRCC regular meeting where nominations may be held. Notification may also be given in person at any regular meeting prior to a subsequent meeting at which nominations would be made. The KCRCC shall fill such vacancies after nomination and a vote. Only a voting member of the KCRCC may make such nominations. All nominees shall be voted on by written ballot at the next regular meeting of the KCRCC with a majority vote by those members then in attendance on those nomination(s) determining the outcome. All nominees must be present to be voted on, and as a condition of election shall recite an oath

before the vote at that meeting that they agree to at least two-thirds of the positions found in the State Republican Platform and that they shall work to reach those goals if elected. If no nominee is present for a particular position, nominations shall be reopened provided that nothing shall prevent the original nominee from being renominated. Any KCRCC member chosen according to the provisions of this article shall be considered appointed. If a vacancy occurs in a precinct committee member's position and that member also holds an office in section 4.1(a) through 4.1(f) or section 7, the vacancy shall not carry that office with it to the newly elected replacement member, but that office shall be subject to committee vote by the full body or subcommittee as stated herein.

a. A notification of vacancy shall be announced by the Chair when any committee member resigns from their position; dies; moves their primary residence from their precinct; changes their party affiliation from Republican; ceases to be a qualified elector; or if the committee member is absent a fourth time as stated in (b)(4) below.

b. A committee member shall give the Chair, the Secretary, and their Legislative District Chair notice at least two hours before a committee meeting if they will be absent, and that notice shall give an allowable cause as stated in (b)(5) below. If no such notice with an allowable cause is given, the following shall occur:

1. At that meeting, the absent committee member's Legislative District Chair shall exercise a proxy on all votes made for the absent member's precinct. The absent member shall have no vote at that meeting, even if they attend, unless they are present for the quorum roll call at the beginning of the meeting, in which circumstance the Legislative District Chair shall not exercise that member's proxy. If the Legislative District Chair shall be absent, the absent member's proxy shall be exercised by the committee member then occupying the precinct position sequentially numbered one or the next greater occupied precinct than the absent committee member.

2. If the absent committee member does not attend a second meeting during their term without timely notice and allowable cause, then their proxy shall be handled as in (b)(1) above, and the Legislative District Chair shall procure a current list of Republican voters in the absent committee member's precinct, and prior to the next regular committee meeting shall cause a mailer at the committee's cost to be sent to the absent committee member's precinct Republican voters informing them of the absent committee member's two absences and the precinct's resulting lack of representation due to the absent member's failure to exercise due care. Such mailer shall also request those Republican voters contact the absent member and advocate for his or her future fulfillment of their duty to attend central committee meetings.

3. At the third occurrence of a precinct committee member being absent during their term from a meeting without timely notice and allowable cause, the Legislative District Chair or other committee member as stated in (b)(1) above shall exercise the absent committee member's proxy, and the Legislative District Chair shall cause a second mailer to be sent at the committee's cost to the Republican voters in the absent member's precinct soliciting interest in becoming the new precinct committee member in the precinct. The mailer shall inform the precinct's

Republican voters that a fourth absence without timely notice and allowable cause shall terminate the absent member's term of office upon a majority vote of the precinct committee members then attending the next regular committee meeting where absence without notice and allowable cause occurs, and that if such majority vote is reached that a vacancy shall be declared to exist in the absent member's precinct.

4. At the fourth occurrence of a precinct committee member being absent during their term from a meeting without timely notice and allowable cause, the central committee as an item of New Business shall declare a vacancy in the absent committee member's precinct without requiring pre-meeting notice on the agenda under section 5.5. The Legislative District Chair for that precinct or other committee member as stated in (b)(1) above shall exercise the absent committee member's proxy for subsequent meetings until a replacement member is nominated and elected pursuant to section 6.1 above, and the Legislative District Chair shall cause a mailer to be sent to the Republican voters in the absent member's precinct giving notice of a vacancy and soliciting interest from those mailer recipients in becoming the new precinct committee member in the absent member's precinct. A copy of said notice shall also be sent to the then absent precinct committee member. The mailer shall provide the Chair's and the Legislative District Chair's contact for nominations, which shall also be open to nominations from other committee members pursuant to section 6.1 above.

5. Allowable Causes Justifying Absence: (a) Physical absence when more than two hours from the committee meeting site without a Zoom or similar option being available, (b) a previously scheduled commitment, (c) a personal or family medical need, or (d) other personal or family emergency. The cause of absence given in the timely notice as required by this subsection 6.1(b) may be stated in the committee member's notice by reference to section 6.1(b)(5)(a), (b), (c), or (d) without stating other specifics of the reason.

6.2 Certification of Election: When the vacant precinct committee member's office is filled, , the Chair shall certify to the County Clerk, before the next regular meeting, the name and address of the elected member. The Legislative District Chair shall then send a mailer to the Republican voters in the affected precinct giving the name, address, and email address of the new precinct committee member.

Article VII -- SUBCOMMITTEES

7.1 The KCRCC shall have an Executive Council and the following standing subcommittees: Budget, Recruitment, Rating & Vetting, Campaign, Legislative, Parades & Events, Fair, and Lincoln Day. Other non-standing subcommittees may be created by a majority vote of the KCRCC. All subcommittees created by the KCRCC shall be established by a letter of appointment, drafted by the KCRCC Chair, defining the authority, purpose and duration of the subcommittee, and said letters of appointment shall be shared with the full central committee upon creation by the Chair. All non-standing subcommittees shall terminate with the submission and acceptance by the Chair of their final report. All members of standing and non-standing subcommittees shall only be occupied by precinct committee members then

holding a precinct committee member office. All KCRCC members shall receive a list of subcommittee members and their respective contact information when the subcommittee is formed or after a change in subcommittee membership occurs.

7.2 Quorum: A quorum shall consist of one-third (1/3) of the members of a subcommittee, except that no quorum can be established with less than three members. Proxies cannot be used to establish a quorum. Once a quorum is determined to exist and a meeting begins the exit from that meeting by any number of attending members shall not result in the remaining meeting attendees losing power to continue the meeting until business is finished, unless the attendees fall below three in number.

7.3 Executive Council

a. Composition: The Executive Council shall consist of the Chair, Vice Chair, Secretary, Treasurer, State Committeeman, State Committeewoman, Youth Committee Person, and the Chairs of Legislative Districts 2, 3, 4, and 5.

b. The Executive Council shall have the authority to act on behalf of the KCRCC between regular meetings at the discretion of the Chair. All action(s) taken by the Executive Council shall be ratified by a majority vote of the full central committee then in attendance at the next regular meeting, except that any non-budgeted financial decisions involving the expenditure of less than \$500 shall not require ratification.

Executive Council action(s) failing a ratification vote shall be rescinded and nullified, including any contracts entered into or lawsuits filed whether they involve non-central committee members or committee members. Any contracts entered into by the Executive Council between regular meetings shall notify the contract parties of the requirement of a ratification vote by the central committee, and that the contract may be null and void if the vote to ratify fails.

As to lawsuits, when the KCRCC is a plaintiff, the suit shall not be served on any opposing party until after the ratification vote. If the vote fails, then the lawsuit shall promptly be dismissed by the Executive Council before service of the suit on any opposing party. If the KCRCC is a defendant, the ratification vote shall be held during a special meeting to be called by the Chair, because the vote must be held prior to the time an answer is required by the Idaho civil rules. All ratification votes shall be scribed into the minutes of the meeting in which such a vote is held.

c. The Executive Council shall develop policies to address data security. These policies shall specify what data is to be considered proprietary and requiring security, how that data is to be secured, who is responsible for collecting and maintaining the data, who shall have access to the data, and what are the consequences for violating data policies.

d. Removal of an Executive Council member may occur with or without cause and shall be accomplished in the following manner.

1. Call for removal shall be made by a then-sitting precinct committee member, and shall be immediately voted upon with the outcome determined by a majority vote at a KCRCC meeting.

2. If the removed Executive Council member is not present at the meeting when a vote to remove is held, notice of and outcome of the vote on the call for removal shall be sent by the Secretary via registered mail to the member in question within three (3) business days after the meeting at which the call and vote for removal was made.

7.4 Budget Subcommittee: The Budget Subcommittee shall be comprised of the Chair of the various standing committees and shall be chaired by a Budget Subcommittee Chair chosen by that subcommittee's members.

The Budget Subcommittee shall develop funding allocation for each of the standing subcommittees. The budget shall be presented to the KCRCC at the July meeting of each year and approved by a majority vote. Each of the standing subcommittees shall approve any spending of their allocated funds by a majority vote. At any regular meeting, a standing subcommittee chair may call for an executive session to request the KCRCC allocate additional funds to their subcommittee, giving the reasons therefor to justify the planned expenditure in executive session. Approval of additional funds requires a majority vote of the Central Committee after closing the executive session.

7.5 Recruitment Subcommittee: The Recruitment Subcommittee shall be responsible for identifying and recruiting qualified candidates for public office, although the right of any other committee member to suggest a person for public office shall remain intact. All potential candidates identified by the Recruitment Subcommittee, or another central committee member shall be submitted to the Rating and Vetting Subcommittee for evaluation to see whether the candidates accord with the State Republican Platform.

7.6 Rating & Vetting Subcommittee: The Rating & Vetting (R&V) Subcommittee shall be responsible for collecting information about incumbents and potential candidates for public office. The R&V Subcommittee may utilize questionnaires, interviews, forums, background checks, social media reviews, and other means of investigation into the suitability of a candidate for office giving primary importance to their adherence and perceived capability to carry out the policies of the State Republican Platform. The R&V Subcommittee chairman shall present a report to the Central Committee during the Special Meeting to rank the candidates prior to an election.

7.7 Campaign Subcommittee: The Campaign Subcommittee shall be responsible for candidate training and general marketing of the KCRCC and KCRCC recommended candidates both before and after the election of KCRCC recommended candidates. Training for KCRCC recommended candidates shall be developed and provided to assure the best possible chances of success in the office into which a candidate is elected.

7.8 Legislative Subcommittee: The Legislative Subcommittee shall be responsible for:

- a. Tracking legislation or policy proposals through the State Legislature;
- b. Tracking legislation or policy proposals through local governing authorities;
- c. Reporting on the status of legislation to the KCRCC;
- d. Making recommendations concerning the legislation to the KCRCC;

- e. Recommending resolutions concerning legislation;
- f. Setting up town hall meetings with incumbent legislators; and
- g. Acting as a liaison between the KCRCC and our elected officials.

7.9 Parades & Events Subcommittee: The Parades & Events Subcommittee shall plan and coordinate participation in parades and community events in each community throughout the entire county.

7.10 Fair Subcommittee: The Fair Subcommittee shall plan and coordinate participation in the Kootenai County Fair.

7.11 Lincoln Day Subcommittee: The Lincoln Day Subcommittee shall plan and coordinate the annual Lincoln Day Dinner.

Article VIII -- RULES OF PROCEDURE

8.1 The latest edition of Robert's Rules of Order shall be the parliamentary authority for the conduct of business and meetings of the KCRCC and subcommittees for all matters not specifically covered by these bylaws, insofar as those Robert's Rules are not inconsistent with Idaho Code Title 34 and the Rules of the Idaho Republican Party.

8.2 These bylaws may be amended at a regular or special meeting by a two-thirds (2/3) vote. Notice of and a copy of the proposed changes must be given to all members at least thirty (30) days in advance of the regular or special meeting during which the changes will be voted upon. Further, to allow proper consideration of proposed content, a committee member's amendments to the proposed changes must be sent to the Chair, the Secretary, and that amending committee member's Legislative District Chair not less than seven (7) days prior to the meeting at which the changes are to be voted upon pursuant to agenda change requirements under bylaws section 5.5. Amendments to proposed changes may be made at the meeting where such amendments are scheduled to be voted upon pursuant to Robert's Rules of Order and these bylaws.

Chair

Secretary

Effective Date _____

Two Notary Public Acknowledgments on Following Page

STATE OF IDAHO)
) ss.
County of Kootenai)

On this ____ day of _____, 2024, before me _____,
personally appeared _____, known or identified to me (or proved to me
on the oath of _____), to be the Chair of the Kootenai County
Republican Central Committee, and acknowledged to me that he/she/they executed this
document in that capacity.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the
day and year in this certificate first above written.

NOTARY PUBLIC FOR IDAHO
Residing at _____
My Commission Expires _____

STATE OF IDAHO)
) ss.
County of Kootenai)

On this ____ day of _____, 2024, before me _____,
personally appeared _____, known or identified to me (or proved to me
on the oath of _____), to be the Secretary of the Kootenai
County Republican Central Committee, and acknowledged to me that he/she/they executed this
document in that capacity.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the
day and year in this certificate first above written.

NOTARY PUBLIC FOR IDAHO
Residing at _____
My Commission Expires _____

SPECIAL RULES OF ORDER - ORDER OF BUSINESS

a. The order of business at duly called meetings of the Kootenai County Republican Central Committee (KCRCC) must include and be in the following order:

1. Call to order
2. Invocation
3. Pledge of Allegiance
4. Programs and/or Special Guests
5. Roll Call and Determination of a Quorum
6. Reading and Approval of Minutes
7. Treasurer's Report
8. Subcommittee Reports
9. Unfinished Business
10. New Business
11. Announcements
12. Adjournment

b. Amendments to these Special Rules of Order may be made at any regular meeting of the KCRCC by a two-thirds (2/3) vote without notice and by a majority vote with prior notice of the change by it being an item properly placed on the agenda as specified under Article V, Section 5.5 of these KCRCC bylaws.

c. Items not on the printed agenda under New Business may be raised for an immediate hearing by motion by any member present, such motion to add such to the agenda being passed by a majority vote of the committee members then in attendance when the motion is offered.

d. Special Rules and their amendments shall be attached to the bylaws as part of the government of this committee.