

REPUBLICAN STATE CENTRAL COMMITTEE OF IOWA

BYLAWS

Adopted on June 28, 1978
Amended September 13, 1980
Amended January 31, 1981
Amended May 27, 1981
Amended February 19, 1983
Amended February 16, 1985
Amended June 8, 1985
Amended February 15, 1986
Amended March 15, 1986
Amended May 2, 1987
Amended March 26, 1988
Amended February 4, 1989
Amended September 30, 1989
Amended January 15, 1994
Amended May 17, 1997
Amended August 16, 1997
Amended November 1, 1997
Amended August 25, 2001
Amended April 14, 2012
Amended August 24, 2013
Amended June 27, 2015
Amended January 28, 2017

ARTICLE I - OFFICERS AND DUTIES

1. The Republican State Central Committee of Iowa (herein referred to as the "Central Committee") shall elect the following officers at the first meeting of the Central Committee in the year following the biennial general election. These officers shall serve at the pleasure of the Central Committee and shall discharge the duties described below:

a. Chair of the Central Committee (herein referred to as the "State Chair") whose duties shall be to:

- 1.) Preside at all meetings of the Central Committee.
- 2.) Make policy recommendations to the Central Committee.

3.) Act as the administrative officer of the Central Committee in charge of the staff and state office of the Central Committee, including the employment of an Executive Director with the approval of the Central Committee.

4.) Serve as a member of the Republican National Committee.

5.) Approve all expenditures made on behalf of the Central Committee.

6.) Employ an auditing firm to conduct an annual audit of the finances of the Central Committee.

7.) Appoint, with the consent of the Central Committee, a Finance Chair who shall develop plans and programs to raise funds for the Central Committee, and who shall serve at the pleasure of the State Chair.

8.) Appoint, with the consent of the Central Committee, Legal Counsel who shall advise the Central Committee and act for the Central Committee in connection with all legal matters, and who shall serve at the pleasure of the State Chair.

9.) Confer with the State Co-Chair in connection with the duties of the State Chair and State CoChair, and perform such other duties as the Central Committee may direct.

b. Co-Chair of the Central Committee (herein referred to as the "State Co-Chair"), whose duties shall be to:

1.) Act in the absence of the State Chair of the with respect to the duties assigned to the State Chair, except as to service on the Republican National Committee.

2.) Coordinate the activities of the auxiliaries with the Central Committee.

3.) Confer with the State Chair in connection with the duties of the State Chair and State CoChair, and perform such other duties as the Central Committee may direct.

c. Treasurer of the Central Committee who shall be a member of the Central Committee and whose duties shall be to:

1.) Carry out the duties of the Treasurer of a political committee, as required by federal and state law, including the signing of all statements of organization and periodic statements of contributions and expenditures.

2.) Provide oversight in the maintenance of adequate records of the financial transactions of the Central Committee and assure compliance with all federal and state laws.

3.) Present current financial reports to meetings of Central Committee.

4.) Perform such other duties as may be assigned by the Central Committee.

d. Secretary of the Central Committee, who shall be a member of the Central Committee and whose duties shall be to:

1.) Supervise the taking of all minutes at meetings of the Central Committee.

2.) Take minutes at all executive sessions of the Central Committee.

3.) Present to the Central Committee minutes of previous meetings of the Central Committee for review and approval by the Central Committee.

4.) Perform such other duties as may be assigned by the Central Committee.

2. The State Chair, with the consent of the Central Committee, shall designate individuals on the Central Committee's staff (herein referred to as the ("Staff")) to assist the officers of the Central Committee in the following capacities:

a. An Assistant Treasurer of the Central Committee, whose duties shall be to:

1.) Assist the Treasurer as may be required; particularly in the preparation of all statements of organization and periodic statements of contributions and expenditures.

2.) Receive and deposit all Central Committee funds; and, upon the written direction of the State Chair or Executive Director, disburse funds of the Central Committee.

3.) Maintain adequate and required records of all financial transactions of the Central Committee.

4.) Prepare and complete current reports of financial transactions, including listings of disbursements made and unpaid bills, prior to each meeting of the Central Committee.

5.) Perform such other duties as may be assigned by the State Chair or Executive Director.

b. An Assistant Secretary of the Central Committee, whose duties shall be to:

1.) Assist the Secretary as may be required, particularly in the taking and preparation of minutes.

2.) Maintain and preserve the records and minutes of the Central Committee.

3.) Perform such other duties as may be assigned by the State Chair or Executive Director.

3. The Assistant Treasurer and other persons handling the Central Committee's funds shall post a surety bond if required by the Central Committee. The amount of any surety bond shall be established and the premium therefor shall be paid by the Central Committee.
4. In the absence of the Secretary, the State Chair may appoint a secretary pro tempore.

ARTICLE II - COMMITTEES

The State Chair, with consent of the Central Committee, shall appoint the chair of each of the committees established by this Article. Except as otherwise provided herein, the membership of each of the committees shall consist of one member of the Central Committee from each Congressional District. In addition, the National Committeeman, the National Committeewoman, the Legal Counsel and the Finance Chair shall be appointed to such committees as determined by the State Chair, with consent of the Central Committee.

The following shall be committees of the Central Committee appointed by the State Chair, with the consent of the Central Committee:

1. Budget Committee, which shall be responsible for recommending a budget on an annual calendar year basis for the expenditures of the Central Committee, and which shall consider the budgeting of such additional items of expenditures as from time to time are proposed for consideration and approval by the Central Committee. Expenditures for each line item of the budget shall not exceed the amount set by the budget in any one calendar year, except as the amount budgeted is specifically increased or decreased by the Central Committee. The costs for fundraising functions are exempted from this requirement because such costs are dependent on various factors such as the number of persons attending a fundraising function.

Any Committee or Temporary Committee may recommend to the Budget Committee a proposed budget for those Central Committee activities within the purview of said Committee or Temporary Committee.

The Budget Committee also shall be charged with reviewing with the staff all fundraising efforts.

2. Campaign Committee, which shall be charged with planning and recommending the strategy and funding of political campaigns falling within the jurisdiction of the Committee. The Campaign Committee also shall be charged with reviewing with the staff the campaign efforts offered, planned, and coordinated by the Central Committee, and assist in candidate recruitment.
3. Organization Committee, which shall be charged with planning and recommending the Party's caucus and convention activities; Party organization and voter programs; and Party's Constitution and Central Committee's bylaw matters. The Organization Committee also shall be charged with reviewing with the staff the Party's efforts in connection with caucuses, conventions, Party organization, and voter programs.

4. Personnel Committee, which shall prepare and recommend to the Central Committee personnel policies for employees of the Central Committee, and perform such other duties as may be outlined in the personnel policies. The committee shall consist of the following: a. State Chair.

b. State Co-Chair.

c. Four (4) members of the Central Committee, who shall be appointed by the State Chair, with the consent of the State Central Committee.

d. The Executive Director.

5. Temporary Committees & Policy Councils. The State Chair may appoint such Temporary Committees and Councils as deemed necessary. The membership of these committees & Policy Councils shall be determined by the State Chair, with consent of the State Central Committee. Such Temporary Committees shall in no event remain in existence for more than one (1) year from the date of their formation.

ARTICLE III - AUXILIARIES

The rights of the following organizations having Republican affiliations, who carry on their activities consistent with the Constitution, the objectives, platforms and principles of the Party, shall be recognized and the organization of local groups shall be permitted and encouraged, provided the activities of all such organizations are coordinated with authorized Party activities and are under the direction of the regularly constituted Party authorities:

1. The Iowa Federation of Republican Women shall retain its individual organization and identity. It shall carry on the educational work about the Republican Party of Iowa among the women of Iowa and shall assist the Central Committee in all its activities.

2. The College Republicans of Iowa shall be an organization of college and university students who shall provide an opportunity for students to train and work in political campaigns. It shall encourage the students to participate in the activities that promote the Republican Party of Iowa on college and University campuses and shall assist the Central Committee in all its activities.

3. Organized minorities having Republican affiliation may petition the Central Committee to become an affiliate member and assist the Central Committee in all its activities. The Central Committee may act on such petitions as it deems best for the interests of the Republican Party of Iowa.

ARTICLE IV - MEETINGS

1. Meetings of the Central Committee shall be convened on written and or e-mail or fax call of:

a. The State Chair, or

b. The State Co-Chair, or

c. Five members of the Central Committee.

Notices of every meeting shall be mailed, e-mailed, or faxed at the preference of the recipient at least ten (10) days in advance of the scheduled date of the meeting to the address of each member of the Central Committee. Meetings shall be called at least quarterly during each calendar year.

2. In addition to the notice of call of each meeting, a written agenda outlining the subjects to be covered in the proposed meeting shall be mailed to each member of the Central Committee. Any member may request items to be included on the proposed agenda prior to its mailing.

3. A quorum for the conduct of business shall consist of the two members more than fifty percent of the membership of the Central Committee.

4. Robert's Rules of Order, Newly Revised, shall govern at all meetings of the Central Committee except as altered by the Code of Iowa, the Constitution of the Republican Party of Iowa or these Bylaws.

5. There shall be no proxy votes at meetings of the Central Committee, except to elect a State Chair or State Co-Chair or to fill vacancies of National Committeeman or Committeewoman, in which case a written general or limited proxy may be granted by a member unable to attend to another member of the Central Committee or to a County Chair or a County Co-Chair within such member's District.

6. All meetings of the Central Committee shall be open to the public, except Executive Sessions called by majority vote of the voting members of the Central Committee present. Executive Sessions may be (a) full Executive Sessions at which only voting members of the Central Committee together with the State Chair and/or State Co-Chair, or such person as may be designated by the Central Committee to act as Chair may be present; or (b) Partial Executive Sessions at which the Finance Chair, Legal Counsel and other persons specified by the Central Committee may be present.

7. Meetings of the Central Committee may be conducted by teleconference, or individual members of the Central Committee may participate in Central Committee meetings by using teleconferencing. However, the election of Central Committee officers, the election of members

of the Republican National Committee or other business where voting is conducted by use of secret ballots shall not be conducted by teleconference or use of teleconferencing.

ARTICLE V - PROCEDURES FOR FILLING VACANCIES ON THE CENTRAL COMMITTEE

1. Whenever a State Chair or a State Co-Chair is elected from within the membership of the Central Committee, said State Chair or State Co-Chair may not continue to serve as a member of the Central Committee.
2. Within twenty (20) days after a vacancy arises in the membership of the Central Committee, notice of such vacancy shall be forwarded by the State Chair to the members of the District Executive Committee of the Congressional District in which a vacancy exists. The notice shall include a call for a meeting of the Committee at a designated time and place. The meeting shall be held within seventy-five (75) days after the vacancy arises and at such meeting, the Committee shall elect by majority vote a person to fill the unexpired term arising from the vacancy.
3. A Chair of the District Executive Committee may be elected or selected pursuant to the following order of precedence for procedure: (a) by the District Convention; (b) by the District Executive Committee; or (c) as may be determined by the members of the Central Committee from the District.
4. There shall be no proxies at meetings of District Executive Committees except to fill a vacancy in the Central Committee as set forth above, in which case a member of the District Executive Committee may give a written general or limited proxy to another member of his or her County Central Committee or County Chair or Co-Chair.
5. Members of the State Central Committee elected at a district caucus shall assume their duties at closing gavel of the RPI State Convention. Members elected to fill a vacancy by a District Executive Committee assume their duties upon certification of their election by the District Executive Committee.

ARTICLE VI - PROPERTY, RECORDS, AND PERSONAL RESPONSIBILITY

1. All records and property purchased or acquired by the Central Committee or any of its employees in connection with the conduct of the affairs of the Central Committee shall be the property of the Central Committee.
2. Contracts - Checks - Loans - Deposits

a. Contracts: The Central Committee may authorize any officer or officers, agent, or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of said Central Committee, provided such procurement, contract or agreement will not result in the expenditure of \$15,000 or more during the State Chair's two year term and the entire term of the contract or agreement. Any procurement, contract or agreement which will result in the expenditure of \$15,000 or more during the entire term of the contract or agreement requires the signatures of the Executive Director or State Chair and the Treasurer or Co-Chair.

The State Chair and/or the Executive Director may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Republican State Central Committee of Iowa, provided the duration of the contract is for less than one year and adheres to the provisions of this section.

All contracts for a duration of one year or more require the previous approval of the Republican State Central Committee of Iowa.

b. Loans: No loans shall be contracted on behalf of the Central Committee and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Central Committee.

c. Checks, Drafts, etc.: All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Central Committee shall be signed by such officer or officers, agent or agents of the Central Committee and in such manner as may be determined by resolution of the Central Committee.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Republican State Central Committee shall be signed by the State Chair or Executive Director and the Treasurer or State Co-Chair. Notwithstanding the above, a separate account not exceeding \$2500 may be established by the Central Committee. Checks not exceeding \$1500 drawn on this account may be signed by the Chair or Executive Director.

d. Deposits: All funds under control of the Central Committee shall be deposited to the credit of The Central Committee in such bank, trust companies, savings and loan institutions, or other depositories as the Central Committee may select.

3. The Central Committee has major responsibilities defined as follows:

a. To maintain and operate the Party organization.

b. To recruit qualified candidates and assist in conducting the political campaigns required to elect all candidates of the Republican Party to office.

- c. To conduct such conventions of the Republican Party as shall be necessary.
- d. To recommend qualified individuals to serve by appointment on the various branches of government.
- e. Raise funds and disperse monies on behalf of the Republican Party of Iowa.

4. No member of the Central Committee shall be liable personally for any obligations of the Central Committee except that each individual is responsible personally for the prompt transmittal of funds collected by the member to the Treasurer, and for the accurate accounting as to funds and property in the member's custody and on behalf of the Central Committee.

5. The Republican Party of Iowa shall not use any resources to include, but not limited to, the use of funds obtained in any way, the use of the name of The Republican Party of Iowa on mailers, emails, press releases, or any campaign materials of any kind, the use of nonprofit mailing status, lists, or staff, for the benefit of any Republican candidate in contested primary and caucus races.

ARTICLE VII - AMENDMENTS TO BYLAWS

These Bylaws shall be strictly adhered to and may be amended only by a two-thirds majority vote of the total Central Committee at any regularly called meeting of the Central Committee. Written notice of the proposed amendment and a full copy thereof shall be forwarded to the members of the Central Committee at least ten (10) days before the meeting at which said amendment is to be presented for consideration and vote.

ARTICLE VIII – BINDING OF NATIONAL CONVENTION DELEGATES

1. The Iowa delegation to the Republican National Convention shall be bound on the first ballot to vote proportionally in accordance with the outcome of the Iowa Caucuses. The proportional delegate allocation shall be rounded to the nearest whole delegate. In the event that a delegate is unallocated due to mathematical rounding, the unallocated delegate vote shall be cast in favor of the candidate closest to the rounding threshold. In the event that delegates are over-allocated due to mathematical rounding, the over-allocated delegate shall be removed from a candidate based on the rounding threshold. Delegates shall be bound to the candidates in direct proportion to the candidates' respective vote shares in the Iowa Caucuses regardless of whether any such candidate has withdrawn from the race or otherwise does not have his or her name placed in nomination at the Republican National Convention.

2. Notwithstanding paragraph 1 of this article, if only one candidate's name is placed in nomination at the Republican National Convention, all delegates shall be bound to vote for such candidate on the first ballot provided that the candidate received votes in the Iowa Caucuses.
3. The Chairman of the Iowa delegation, or his or her designee, shall announce the vote of the delegation in accordance with this Article.