

**BYLAWS
OF THE TENNESSEE REPUBLICAN PARTY**

**ARTICLE I
NAME AND PURPOSE**

Section 1. The name of this organization is the Tennessee Republican Party (hereinafter sometimes referred to as the "TRP" or the "Party").

Section 2. The purposes of the Party include, but are not limited to, electing Republican candidates to office on the national, state and local levels; recruiting Republican candidates to run for office; assisting the national Republican Party, the Republican National Committee and other Republican organizations on the national level in carrying out their purposes; raising funds for election campaigns and other Republican purposes; recruiting membership in the Republican Party; increasing public awareness of the Republican position on public issues; and fostering good citizenship in general.

**ARTICLE II
STATE EXECUTIVE COMMITTEE**

Section 1. The affairs of the TRP shall be governed by the Republican State Executive Committee of Tennessee (hereinafter, the "SEC").

Section 2. The duties and powers of the SEC, in general, include but are not limited to the following: To serve as the TRP's state primary board; to have immediate charge and full control of the political affairs of the TRP and establish policy to guide and direct County Republican Parties; to adopt such rules and measures as may best promote the success of the Republican Party and the broadening of its base; and to cause the Counties, precincts, and other political subdivisions in Tennessee to be organized for political purposes.

Section 3. The duties of individual members of the SEC include, but are not limited to, the following:

A. They shall be the representatives of the TRP to the District from which they are elected.

B. They shall facilitate the flow of information to and from the District from which they are elected.

C. They shall be expected to attend all meetings of the SEC; or, if a member is unable to attend, he shall execute and deliver a valid written or electronic proxy, as more particularly described in Article V, Section 4 below.



D. They shall be appointed to a Subcommittee of the SEC, and shall actively participate in the execution of that Subcommittee's responsibilities.

E. They shall be expected to support the TRP as a member of the Capitol Club or higher level of support, and shall assist in recruiting local Capitol Club members.

F. They shall be active in local Republican affairs and shall attend as many Republican events and County Executive Committee (hereinafter, the CEC) meetings within the District from which they are elected as possible.

G. They shall assist in coordinating the biennial reorganization of the Party in the County or Counties within their District, and submission of Bylaws in the year following a presidential election.

H. They shall assist in recruiting, advising and supporting Republican candidates for office.

Section 4. The following shall apply to endorsement of candidates in contested elections:

A. Neither the SEC as a body, nor the Officers, nor the TRP's paid staff members, nor a County Republican Party or CEC as a body, nor County Republican Party Chairmen shall endorse a Republican candidate in a contested primary election.

The exceptions to the above prohibition against endorsements are as follows:

1) The foregoing prohibition against endorsements shall not prohibit endorsement of a Republican opponent of a Republican candidate who, as a member of the General Assembly, voted for any redistricting plan opposed by the Tennessee Republican Party either through the SEC, the State Chairman, or the Tennessee Republican Party's legal counsel.

2) The foregoing prohibition against endorsements shall not prohibit endorsement of a Republican opponent of a Republican candidate who, as a member of the General Assembly, voted for a person who was not the nominee of the Republican Caucus of the House or Senate, for any officer of the House or Senate.

B. Neither the SEC nor a County Republican Party or CEC as a body or individual member, shall endorse, or assist in any manner, a Democrat or other non-Republican in an election or primary election in which a Republican is a candidate or has filed as a candidate. The forgoing provision shall not apply to nonpartisan elections



C. Sections 3A, B, F and H above shall specifically govern the conduct of individual SEC or CEC members with respect to the endorsement of any Republican candidate in a contested primary election for State Senator or State Representative or other local or judicial offices in the District or County which he represents.

D. The foregoing subsections shall not apply to a primary election in which the individual SEC member or Officer, or his spouse, or a member of his immediate family, is a candidate.

ARTICLE III MEMBERS OF THE STATE EXECUTIVE COMMITTEE

Section 1. A. The SEC shall consist of sixty-six (66) members. They shall be elected at each regular August Republican primary election immediately before the election of the Governor in the same year. One bona fide Republican man and one bona fide Republican woman shall be elected to the SEC from each of the thirty-three (33) State Senatorial Districts, by the voters of each respective District qualified to vote in such Republican primary. Each SEC member shall be a legally registered voter in the Senatorial District from which he is elected. Prior to his filing, he shall have voted in the last three Statewide Republican primaries in his county of residence during those primary elections. Younger Republicans who may not have been of legal age for three primary elections must obtain approval from the state Chairman¹. State Legislators and paid employees of the Tennessee Republican Party shall not be eligible to serve on the SEC². The SEC shall serve a four-year term, commencing September 15 following its election. Upon commencing his term, each member shall qualify by taking the oath of office, which shall be filed with the State Coordinator of Elections.

B. Bona fide Tennessee Republicans (See Article IX, Section 1) holding the following offices and positions shall be entitled to receive notice of, and attend, all meetings of the SEC: The Governor; any U. S. Senator or Congressman; the Republican Leaders of the Tennessee House of Representatives and Senate; the State Election Commissioner, Secretary of State, Comptroller and Treasurer; the Republican National Committeeman and Committeewoman; the County Party Chairmen; the Chairmen of the Congressional District Republican Executive Committees, if any; and the State Chairman or President of the Federation of Republican Women, the Young Republicans, the College Republicans, any statewide organization of African-American Republicans, and the Teenage Republicans.

¹ Pursuant to the minutes from the December 3, 2011 SEC Meeting, the phrase referencing “the last three Republican primaries in his county of residence”, was approved with the understanding that this would not require one to have voted in three primaries in the same residence. This allows for an individual to have moved from county to county and state to state.

² The ineligibility of legislators and TRP employees will go into effect on September 15th, 2014.



Section 2. A. If a member of the SEC dies, resigns, or is removed from office during his term, the State Chairman shall appoint a committee of at least three (3) SEC members, including the other member from the District from which the vacancy exists. The committee shall recommend a replacement at the next meeting of the SEC. At that meeting, other nominations shall be permitted to be made from the floor. The SEC shall elect a successor by majority vote of the members present and voting. Proxies shall be permitted for this purpose. If no candidate receives a majority vote, a run-off shall be held between the two candidates receiving the highest number of votes. If there is a tie, successive votes shall continue to be taken until there is a winner of a majority vote.

B. A member of the SEC who is elected to fill a vacancy shall serve until the next regular August primary election, at which time a successor shall be chosen by the voters of the Senatorial District in question.

C. A person elected to fill an unexpired term under Section 2A or 2B above shall be a bona fide Republican of the same gender as the former member, and a legally registered voter in the Senatorial District from which the vacancy arose, under the reapportionment law then in effect.

D. If no one qualifies or is elected to a position on the SEC at an August primary election under Section 1 or Section 2B, the vacancy shall be filled in accordance with Section 2A.

E. If, solely because of reapportionment, a member ceases to be a legally registered voter or resident of the Senatorial District from which he was elected, this shall not constitute grounds for removal or declaring the position vacant.

Section 3. An SEC member shall automatically cease to hold office, and a vacancy shall exist, in the event of change of his place of voter registration outside the District which he represents (except in the case of reapportionment during the member's term, as stated above), or for having been physically absent from three (3) consecutive regularly called SEC meetings. This provision shall not apply to an absence from meetings that have been rescheduled from the previously announced date. An SEC member shall have an affirmative duty to give notice in writing to the State Chairman of a move outside the District which he represents. The Secretary shall announce at the beginning of each SEC meeting the name of any member who has become disqualified because he has moved outside his District, and shall announce at the end of each meeting the name of any member who has become disqualified because he has been physically absent from three (3) consecutive SEC meetings. The State Chairman shall proceed to fill the vacancy in the manner set forth herein.

Section 4. In addition to the foregoing reasons for automatic removal from the SEC, a member may be removed for cause. "Cause" shall consist of disqualification, violation of the oath of office, or serious violation of the material duties of office outlined in Article II Section 3



of the TRP Bylaws (including, but not limited to, ceasing to be a bone fide Republican). "Disqualification" is defined as open and overt support of a declared non-Republican candidate in either a contested primary or general election in which candidates run under party labels; or having been determined by the SEC to have engaged in conduct unfit for a member of that body. To remove a member for cause, at least two other members must file a written motion with the State Chairman, stating the specific reason for the proposed removal. They must also send a copy to the member for whom removal is being proposed, by certified mail, return receipt requested, addressed to the member's last address known to the State Chairman or the Secretary. Such motion shall be filed and the copy sent at least forty-five (45) days before the SEC meeting at which the motion to remove is to be acted upon. After receiving the motion, the State Chairman may appoint a committee to investigate the facts set forth in the motion. At the SEC meeting at which the motion is considered, the member of whom removal is sought, and those requesting removal, shall have the right to be heard, present evidence, and call witnesses. It shall not be necessary to follow the rules of evidence or other procedures followed in courts of law or equity; hearsay evidence shall be allowed. The affirmative vote of two thirds (2/3) of the SEC members who are physically present and voting, and qualified to vote at the meeting at which such vote is taken, at which a quorum of thirty-four (34) members is physically present, shall be required for removal. Proxies shall be permitted on other issues voted on at such a meeting, but shall not be permitted on the vote for or against removing the member. If the member is removed, his removal shall take effect immediately upon the State Chairman's announcement of the vote. The vacancy shall be filled in accordance with Section 2A above.

Section 5. This Article III is based upon Tennessee Code Annotated (hereinafter, "TCA") Sections 2-13-103 through 2-13-105 and any related sections which create and form the legal authority for the SEC. Amendments of any of such sections shall constitute automatic amendments of these Bylaws, if such amendments conflict with or are not covered by these Bylaws.

ARTICLE IV OFFICERS

Section 1. The Officers of the TRP shall be the State Chairman, the Vice-Chairman, the Secretary, the Treasurer, the Vice-Treasurer, and such other Officers as the SEC deems appropriate. The Officers need not be members of the SEC. The SEC shall elect the Officers in December of each even-numbered year. Any contested race for Officer shall be conducted by secret ballot. Proxies shall not be permitted in the election of Officers. Officers shall serve a term of two (2) years or until their successors are elected and qualified. Officers who are not members of the SEC shall not vote at SEC meetings. If no candidate receives a majority vote, a runoff shall be held between the two candidates receiving the highest number of votes. If there is a tie, successive votes shall continue to be taken until there is a winner of a majority vote.

Section 2. Officers can be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the SEC members who are physically present and qualified to vote at the



meeting at which such vote is taken, at which a quorum of thirty-four (34) members is physically present. Proxies shall be permitted on other issues voted on at such a meeting, but shall not be permitted on the vote for or against removing the officer. The procedure to be followed for removal shall be the same as that set forth for removal of SEC members in Article III, Section 4 above.

Section 3. The State Chairman shall be the Chief Executive Officer of the TRP and of the SEC. He shall be responsible for the management and administration of the affairs of the SEC. He shall preside at all meetings of the Officers and of the SEC; coordinate the political activities of the TRP; and supervise and direct advance planning of the political activities of the TRP, including consulting with the campaigns of Republican candidates in general elections. He shall preserve decorum and order at meetings, and shall decide all questions of order and procedure, subject to an appeal by any member to all SEC members present when the question of order arises. He shall be a member of all subcommittees. He shall submit an annual budget to the SEC not later than three (3) months before the close of each fiscal year. He shall approve (by his signature) all check requests for disbursements of TRP funds, and a copy of the check for the disbursement shall be attached to the check request and maintained as part of the Party's financial records. He shall have such powers and responsibilities as shall be delegated to him from time to time by the SEC, and those general and customary powers which are usually exercised by chief executive officers. He may employ staff personnel, and establish their compensation. The State Chairman shall have the authority as to the persons who are employed to fill TRP staff positions, their compensation, and as to their tenure in such positions. The Administrative Committee shall have the authority to overturn a hire with a vote of three fourths (3/4) of the committee at their next regularly scheduled meeting. Upon the election of a new State Chairman (at the beginning of a term or to fill a vacancy), the SEC shall determine whether the State Chairman shall be compensated; and, if so, the level of such compensation.

Section 4. The Vice-Chairman, who shall be the sex opposite the State Chairman, shall perform the duties of the State Chairman in his absence. The Vice-Chairman shall assist the State Chairman as a liaison to recognized auxiliary organizations and help ensure that they have submitted the required information regarding their local chapters to the TRP. If both the State Chairman and the Vice-Chairman are absent from an SEC meeting, the SEC shall elect a temporary State Chairman to preside at such meeting.

Section 5. The Secretary shall take the minutes of each meeting of the SEC and the Administrative Subcommittee created in Article VI, Section I below, including all such meetings held by conference call. If the Secretary must be absent from such a meeting, he shall be responsible for obtaining a replacement. The Secretary shall perform such other duties as may be assigned by the State Chairman or the SEC. All records of the Secretary shall be and remain the property of the SEC, and shall be maintained at the principal office of the Tennessee Republican Party. Minutes from meetings of the SEC and the Administrative Subcommittee shall be submitted within seven (7) business days after each meeting to the State Chairman and appropriate staff at the TRP.



Section 6. The Treasurer shall be responsible for implementing an internal system of financial controls, shall review TRP books on a monthly basis, shall be available to assist the Party's bookkeeper and the State Chairman as needed, and shall be responsible for preparation of standard yearly financial statements. The term "internal system of financial controls" shall include, but shall not be limited to, maintenance of all bank statements and cancelled checks and deposit records, photocopies of other copies of all receipts and disbursements, and the invoices, check requests or other documentation substantiating each disbursement; copies of documentation of all internal transfers between accounts; copies of all reports filed with any governmental body including the Federal Election Commission or the Tennessee Registry of Election Finance; copies of all tax returns and schedules and exhibits and all supporting documentation; monthly, quarterly and annual statements of profit and loss and balance sheets; all documentation needed in order for the preparation of the "review" referred to elsewhere; and proper backup (off-site) of all computer records. Records shall be maintained for such periods of time as are required by law, and thereafter as recommended by the Tennessee Republican Party's outside accountants. He shall assist in the performance of a "review," as that term is customarily used by accountants, of the TRP's books and records and financial statements, at the end of each State Chairman's term and whenever the SEC determines that a "review" is needed. He shall be responsible for state and federal financial and election disclosures, and shall represent the Party at any hearings of the State Registry of Election Finance or the Federal Election Commission. The books and records shall be maintained at the principal office of the Tennessee Republican Party, and shall be open to inspection by any member of the SEC at reasonable times. The Treasurer shall report, at each regular or special meeting of the SEC, all receipts and disbursements since the previous meeting. The SEC may require that the Treasurer give a bond to secure the proper performance of his duties. If it does so, the premium for said bond shall be paid from the funds of the TRP. All records of the Treasurer shall be and remain the property of the SEC.

Section 7. The Vice-Treasurer shall assist the Treasurer in performing his duties. He shall also help ensure that county Republican parties submit their biannual treasurer's reports to the TRP. If the SEC requires the Vice-Treasurer to obtain a bond to insure the proper performance of his duties, the premium for said bond shall be paid out of the funds of the TRP.

Section 8. If an office created in this Article becomes vacant, the SEC shall elect a person to serve during the remainder of the unexpired term. If the office of State Chairman or Treasurer becomes vacant, the Vice-Chairman or Vice-Treasurer shall automatically fill the vacant office temporarily, until the SEC elects a new State Chairman or Treasurer. If the Chairman elected to fill an unexpired term is of the same sex as the Vice-Chairman, it shall not be necessary to replace the Vice-Chairman with a new Vice-Chairman of the opposite sex until the end of the term. If the office of Vice-Chairman becomes vacant, the Vice-Chairman elected to fill the unexpired term shall be of the opposite sex from the person then serving as the elected Chairman.



ARTICLE V
MEETINGS OF THE STATE EXECUTIVE COMMITTEE

Section 1. The SEC shall hold at least three (3) regular meetings per year. The State Chairman shall determine the date of each of said regular meetings. However, one (1) of said meetings shall take place on the first or second Saturday of each December (beginning in 1994), and no more than six (6) months shall elapse between regular meetings. Notice of the exact date, time and place of each regular meeting, an agenda outlining principle items to be discussed, proxy forms, and any other materials required by these Bylaws shall be mailed to each Officer, member and ex-officio member at least thirty (30) days before the date of said meeting. Substantial compliance with the foregoing notice requirements shall be sufficient, and the extent of the description of the agenda to be included in the notice shall be at the State Chairman's discretion. By January 31 of each calendar year, the State Chairman shall set and provide to members the dates for each meeting to be held during that year.

Section 2. Special meetings of the SEC can be called by the State Chairman on his own motion, or on the request of at least twenty-two (22) members of the SEC residing in at least four (4) congressional districts. Notice of such special meetings shall be given in the manner described in Section 1 above, except that notice may be shortened to 10 days for good cause.

Section 3. A quorum for the transaction of business at an SEC meeting shall consist of thirty-four (34) members present in person or by proxy, but at least twenty-two (22) members shall be present in person except as provided elsewhere in these Bylaws. A majority of those present in person or by proxy at a duly constituted meeting shall be sufficient to vote on any question, unless specifically excepted elsewhere in these Bylaws.

Section 4. An SEC member may give his proxy to any other SEC member. The proxy shall name the individual authorized to exercise the SEC member's vote. It shall state the date of the meeting for which the proxy shall be effective, and the limitations or instructions, if any, under which the designated proxy shall be voted. No individual shall be permitted to hold and exercise more than two valid Proxies at any meeting.

Section 5. The most recent revised edition of Robert's Rules of Order shall govern all proceedings of the SEC on matters not specifically covered by these Bylaws. A Parliamentarian, asked by the State Chairman to serve, shall be required to advise the Chairman on all parliamentary questions. He should be a neutral party that is neither an Officer of the TRP nor member of the SEC.

Section 6. Except as otherwise provided herein, whenever the SEC is required or permitted to take any action by vote, such action may be taken without a meeting, on written consent, including electronic communication, by a majority of the full voting membership of the SEC, after the question has been presented to the full voting membership in writing, setting forth the action for which consent is sought. Actions shall not be taken without a meeting on written



consent on the following: Election of officers, amendment of the Bylaws, and removal of SEC members or Officers.

ARTICLE VI SUBCOMMITTEES

Section 1. There shall be five (5) standing Subcommittees of the SEC: Bylaws and Rules; Finance and Budget; Communications; Political; and Administrative. The State Chairman shall assign every SEC member to at least one (1) standing Subcommittee.

A. Bylaws and Rules: The duties of Bylaws and Rules Subcommittee shall include, but are not limited to, updating and improving the current governing document of the TRP as well as assisting and ensuring county parties submit Bylaws and approve proposed changes to county Bylaws.

B. Finance and Budget: The duties of the Finance and Budget Subcommittee shall include, but are not limited to, assisting in the development and approval of a budget, assisting in the growth of TRP's donor membership and the promotion of purchasing tickets and sponsorship for TRP fundraising events including the Annual Statesmen's Dinner.

C. Communications: The duties of the Communications Subcommittee shall include, but are not limited to, evaluating issue resolutions, working with county parties to establish and maintain appropriate forms of communications including email lists, websites and all social media accounts as well as ensuring county parties and local candidates are submitting up-to-date and accurate contact information to the TRP.

D. Political: The duties of the Political Subcommittee shall include, but are not limited to, helping county parties elect Republicans on the local level, assisting when needed in candidate recruitment, ensuring that county parties and local candidates know and understand election notification and filing deadlines, as well as providing support to ensure candidate qualification requirements are met.

Section 2. The Administrative Subcommittee shall consist of the State Chairman, the Officers of the TRP, the Chairmen of the standing Subcommittees, the RNC Committeeman and Committeewoman, the TFRW President, the TYRF State Chair, and three (3) to five (5) SEC members. Under no circumstances shall lists of the TRP's financial contributors be given out without prior approval of the Administrative Subcommittee.

Section 3. The State Chairman, with the advice and consent of the SEC, shall appoint the Chairmen, Vice-Chairmen, and members of the remaining four (4) standing Subcommittees. The Chairmen of such Subcommittees shall be members of the SEC. The State Chairman may



appoint additional members of such Subcommittees, who are not required to be members of the SEC. Each of the remaining four (4) standing Subcommittees shall have at least one (1) member from each Congressional District. Each of the remaining Subcommittees shall have a secretary appointed by the Subcommittee Chairman. Minutes of the subcommittee meetings shall be submitted within seven (7) business days after each meeting to the State Chairman, subcommittee members, and appropriate staff at the TRP.

Section 4. The Subcommittee Chairmen and members may be removed, with or without cause, either by a majority vote of the full membership of the SEC, or by the State Chairman.

Section 5. The State Chair, upon election or re-election, shall appoint all Subcommittee Chairman and members in accordance with Article VI, Section 3 of these Bylaws. All Subcommittee Chairman and members shall serve on the Subcommittee until such time as their successors are duly appointed, except in cases of resignation or removal.

Section 6. The State Chairman shall be the Chairman of the Administrative Subcommittee. Notwithstanding Article III, Section 3, in the absence of the State Chairman, the TRP Vice-Chairman shall preside over the Administrative Subcommittee. The State Chairman shall also be a voting member of all other Subcommittees.

Section 7. The State Chairman may create and appoint any special or temporary Subcommittees which he deems to be in the best interest of the TRP. Such Subcommittees may include or may consist of persons other than members of the SEC. Any special or temporary Subcommittees created under this section shall cease to exist upon the election of a new State Chairman.

Section 8. A special temporary Bylaws and Rules Subcommittee for Reorganization will be formed by December 15th every even numbered year to prepare for the upcoming County Party Reorganizations. This committee will cease to exist following the April 15th deadline for biennial reorganizations.

ARTICLE VII AMENDMENT OF BYLAWS

Section 1. These Bylaws may be amended by a majority of the full voting membership of the SEC at any meeting, provided that notice of the meeting at which the vote is to be taken includes a copy of the proposed amendment.

Section 2. The proposed amendment(s) to the Bylaws may not be amended from the floor at the SEC meeting, unless such amendment is minor and non-substantive, and is passed by acclamation. Any amendment which is not minor or which is substantive shall require re-commencement of the amendment procedure, including notice of the proposed amendment



being included with notice of the subsequent SEC meeting at which the proposed amendment is to be considered.

ARTICLE VIII COUNTY REPUBLICAN PARTIES

Section 1. County Parties shall exist to promote Republican ideals, values, and all Republican elected officials across Tennessee while, at the same time, nominating Republican candidates for public office and helping all Republican nominees defeat Democrats in general elections.

Section 2. The Republican Party in each County shall adopt Bylaws consistent with and in accordance with those of the TRP and the Republican National Committee, and may adopt additional Rules, which shall also be consistent therewith. County Bylaws and Rules, and any amendments thereto, must be approved by the Rules and Bylaws Subcommittee of the SEC of the TRP, and shall be filed with the TRP immediately after their adoption. The Rules and Bylaws Subcommittee may, for good cause shown, grant waivers of state Bylaws.

A. Every four years each county party's newly elected CEC must evaluate its Bylaws and may make any necessary changes.

B. The Bylaws will be due by September 30th of each year immediately following a presidential election; all counties must submit their Bylaws by this time. Counties that fail to submit Bylaws by this date will have their Bylaws defaulted to county Bylaws template approved by the TRP's Rules and Bylaws Committee. Any changes to the Bylaws template approved by the Rules and Bylaws Subcommittee shall immediately apply to all county parties using the Bylaws template. County Parties using the Bylaws template shall be notified of changes with seven (7) business days.

C. County parties may make changes to their Bylaws between February 1st and July 31st of odd numbered years, but they must submit a copy to be reviewed and approved by the TRP's Bylaws and Rules Committee before they are recognized as the new county party Bylaws. The Bylaws and Rules Committee may require changes to be made prior to approving the Bylaws.

D. Any changes to the Bylaws of the TRP shall supersede a county party's Bylaws should there be any conflict.

Section 3. Each CEC shall meet at least quarterly. The CEC is defined as the County Party's elected Republican Party Officers as stated in Article VIII, Section 6, the SEC member(s) representing that County, the President of the Tennessee Federated Republican Women's Club in that County, the Chairman of the County Young Republicans, the immediate past County Chairman, and any other elected members as defined by the County Party's Bylaws. If a county



has more than one Tennessee Federated Republican Women's club, the officers of such clubs shall elect, at the beginning of the year, one of the club presidents to serve for one (1) year on the CEC. These positions are the only members on the CEC who have a vote. Chairmen or representatives of local political subdivisions within a County, such as Precincts or Council Districts, shall not be voting members of CECs. In counties with 250,000 or more residents, separate elected district chairs may be included as voting members of the CEC as stated in their approved Bylaws. If there is not a Tennessee Federated Republican Women's Club or a Young Republicans Club in that County, the State Chairman may appoint a person from that County to represent those constituencies. At these meetings, SEC members who are unable to attend may send a proxy vote, either written or electronic, to another voting member.

Section 4. Every odd-numbered year, each County Republican Party shall reorganize itself in accordance with procedures set forth in the Rules accompanying these Bylaws, and in accordance with the County Party's Bylaws and applicable Rules. The County Party shall notify the TRP at least 30 days in advance of its convention held for the purpose of reorganizing.

Section 5. The following shall be requirements for candidacy to county party leadership:

A. For a County Party Chairman

1. Any individual who is actively involved in the Tennessee Republican Party, his County Republican Party, or any recognized auxiliary organization of either; and resides and is registered to vote in said county; and

2. Any individual who has voted in the last three Statewide Republican primaries in his county of residence during those primary elections. Younger Republicans who may not have been of legal age for three primary elections must obtain approval from the State Chairman;

B. For other voting officers as defined in the County Party Bylaws:

1. Any individual who is actively involved in the Tennessee Republican Party, his County Republican Party, or any recognized auxiliary organization of either; and resides and is registered to vote in said county; and

2. Any individual who has voted in three of the last four Statewide Republican primaries in his county of residence during those primary elections. Younger Republicans who may not have been of legal age for three primary elections must obtain approval from the State Chairman;

C. For any non-voting County Party leadership positions, individuals must meet the bona fide Republican standards set in Article IX Section 1 of these Bylaws.



Section 6. The County Party Officers are, but are not limited to, Chairman, Vice-Chairman of the opposite sex from the Chairman, Secretary, Treasurer, Vice-Treasurer, and such other similar officers, including additional Vice-Chairmen or Directors, as may be deemed appropriate, and as may be provided for in the County Party's duly adopted and approved Bylaws. County Party Officers shall also include the County Party's legal counsel, who shall be appointed by the County Chairman, but who shall not have a vote in that position. A County Party legal counsel shall not be prohibited from simultaneously holding a voting position as a County Party Officer or other CEC member. Chairmen or representatives of local political subdivisions within a County, such as Precincts or Council Districts, shall not be considered CEC members or party officers and do not have a vote. In counties with 250,000 or more residents, separate elected district chairs may be included as voting members of the CEC as stated in their approved Bylaws. The Vice-Chairman or Vice-Treasurer shall automatically assume the office of Chairman or Treasurer, respectively, on a temporary basis, if either of said offices should become vacant. State Legislators and paid employees of the Tennessee Republican Party shall not be eligible to serve on the CEC.

Section 7. The CEC shall proceed to elect a new Chairman or Treasurer, as the case may be, and fill any other office which becomes vacant, by majority vote, at a duly called meeting within thirty (30) days after such vacancy occurs. An officer elected to fill a vacancy shall serve until the next County Party reorganization, and until his successor is duly elected and takes office. These officers must also qualify as bona fide Republican County Party Officers (See Article VIII, Section 5). A vacancy in a County office occurs if an Officer dies, resigns, changes his residence out of the County, is removed from office, or otherwise becomes disqualified or unable to serve his complete term. No County Chairman shall serve more than two (2) full consecutive terms, except in counties with a population of less than 50,000. The CEC may request a waiver from the State Bylaws Subcommittee if absolutely necessary.

Section 8. A County Party Chairman running for public office in a contested Republican primary shall take a leave of absence from his position within ten (10) days after the filing deadline. The Chair shall have the option to be reinstated to his position after certification of the primary.

Section 9. Each County Party Treasurer shall be required to submit a Treasurer's Report to the TRP on or before the first Monday of April and the second Monday of September.

ARTICLE IX MISCELLANEOUS

Section 1. The following shall be Party membership requirements for candidacy to public office. The TRP hereby defines the term "bona fide Republican," as:

A. Any individual who is actively involved in the Tennessee Republican



Party, his County Republican Party, or any recognized auxiliary organization of either; and resides and is registered to vote in said county; and either

B. Any individual who has voted in at least three (3) of the four (4) most recent Statewide Republican primary elections; or

C. Any individual who is vouched for in writing (to the satisfaction of the decision makers defined herein) as a bona fide Republican by an officer of the TRP or a member of the CEC, excluding SEC members, of the County and/or District where said individual resides. The decision makers defined herein may require additional verification that said individual is indeed a bona fide Republican.

The final decision concerning said individual's bona fide Republican status shall be determined by a majority vote of the following: the State Chairman and each SEC member who represents any portion of the district covered by said individual's proposed candidacy.

1. The TRP and each CEC shall maintain a list of all recognized auxiliary organizations for the application of the forgoing standards. Each CEC shall submit an updated list of recognized auxiliary organizations prior to their biennial reorganization. The State Chairman has final authority on all approved auxiliary organizations.
2. "Actively involved in" in the foregoing section shall be defined as a quantifiable contribution including, but not limited to, time or money to Tennessee Republican Party, his County Republican Party, or any recognized auxiliary organization of either during the time period since the most recent County Republican Party reorganization.

D. Any individual seeking elective office as a Republican candidate will be required to submit to the TRP the following fees prior to the applicable filing deadline for the office being sought.

Governor - \$5,000

US Senate - \$5,000

US Congress - \$2,500

Tennessee State Senate - \$1,000

Tennessee State Representative - \$500

State Executive Committee - \$100

Countywide Elected Offices - \$100

County Commission and Constable - \$25



Such fees may be submitted in any manner determined to be acceptable by the TRP, which will maintain an updated list of acceptable payment methods and provide that list to any candidate seeking office as a Republican within three (3) days of a written request for the same. If the TRP posts the updated list on its website at least ten (10) days prior to any applicable filing deadline, it will be deemed to have met this requirement for all candidates including, without limitation, those making individual requests. The TRP will accept fees for any particular office from the day after Election Day of the office being sought until the expiration of the following applicable filing deadline.

1. Should any individual seeking elective office as a Republican candidate not have the financial ability to pay the required filing fee for the office sought, such individual may appeal to the Political Subcommittee of the TRP for a waiver of the fee provided that such appeal is filed in writing with the TRP at least ten (10) days prior to the applicable filing deadline.
2. In addition to the filing fee, the individual seeking elective office as a Republican candidate will be required to submit to the TRP a copy of his or her completed nominating petition that was filed with the appropriate county election commission office or the office of the state coordinator of elections, whichever is applicable to the office being sought.
3. No fee collected from any candidate that is not currently held by a republican.

Section 2. If a person's bona fide status is challenged, the challenge shall be made to the State Chairman from at least two (2) individual registered voters (within the district in which the challenged candidate has filed to run) who have voted in at least three (3) of the last four (4) most recent Statewide Republican primary elections. Such a challenge must be made no later than five (5) days before the deadline for removal of a candidate's name from a ballot under TCA Section 2-5-204 or otherwise, or any other applicable deadline. The challenge shall be resolved pursuant to the standards and procedures set forth in Section 1 above. The SEC hereby delegates to the State Chairman the authority to communicate to the appropriate election law officials the decision as to whether or not the challenged individual shall be considered a bona fide Republican for the purposes in question.

Section 3. These Bylaws shall be effective on and after their adoption by the SEC. All previous Bylaws or Rules inconsistent herewith are hereby repealed.

Section 4. The use of the masculine shall include the feminine and neuter. The use of the feminine shall include the masculine and neuter. The use of the neuter shall include the masculine and feminine. The use of the singular shall include the plural and vice-versa.



Section 5. These Bylaws are intended to be in conformity with all Bylaws, rules and regulations of the national Republican Party, including the Republican National Committee; with governing federal and Tennessee statutes, rules and regulations; and other law. If any of the foregoing are amended hereafter with the effect that these Bylaws are in conflict therewith, these Bylaws shall be deemed amended to conform therewith. The SEC shall as soon as possible thereafter cause these Bylaws to be expressly amended to conform therewith.

Section 6. From time to time, the SEC may adopt Rules and Regulations to set forth or govern procedures to be followed, conditions to be met, and actions to be taken by the TRP, the SEC, County Republican Parties, and/or affiliated Republican organizations. Such Rules and Regulations shall have the full force and effect of these Bylaws. The bodies affected by such Rules and Regulations, or changes thereto, shall promptly take such action as is necessary to conform therewith. Such Rules and Regulations shall be adopted or amended in the same manner as amendments to these Bylaws as set forth in Article VII.

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**RULES AND REGULATIONS
OF THE TENNESSEE REPUBLICAN PARTY**

**RULE A
REPRESENTATION ON REPUBLICAN NATIONAL COMMITTEE**

Section 1. The Tennessee Republican Party shall be represented on the Republican National Committee by the State Chairman, who shall serve ex officio, and by one (1) National Committeeman and one (1) National Committeewoman, selected as hereinafter provided.

Section 2. Before each quadrennial Republican National Convention, the SEC shall select the National Committeeman and Committeewoman in the following manner:

A. The State Chairman shall place on the agenda of an SEC meeting, the selection of the National Committeeman and National Committeewoman. The selection of each shall be made separately, and may occur at a regular or a special meeting of the SEC.

B. The State Chairman may promulgate rules concerning the selection procedure, including but not limited to the order of selection, the length of nominating or seconding speeches, and other procedural matters not covered specifically by this Rule or the Bylaws of the Party. Such rules shall be distributed to all members of the SEC at least five (5) days before said meeting.

C. Any member of the SEC may nominate any qualified individual for either of said offices. Each nomination must be seconded by another member of the SEC.

D. After all nominations are made and seconded, the SEC shall elect the National Committeemen. On the request of any member of the SEC, the voting shall be by secret ballot. The State Chairman shall preside over the election, and may delegate to others such duties as are appropriate to assist him in carrying out the election process and in counting votes. Each qualified member of the SEC shall be entitled to vote at each ballot, but proxies shall not be permitted. "Qualified member" shall mean a member duly elected as provided in the Bylaws, who is not an ex officio member, who is not subject to automatic removal from office, and who has not been removed for other cause.

E. The State Chairman shall have no vote, in the event of a tie or otherwise, unless he is a qualified member of the SEC in his own right.

F. The candidate receiving a majority of the votes shall be the National Committeeman or National Committeewoman. "Majority" shall mean more than one-half (1/2) of the elected and qualified members present, whether or not such members actually cast ballots. Ex officio members of the SEC shall not be counted in determining a majority. If no candidate receives a majority on the first ballot, a "run-off" vote shall be taken between the two candidates



receiving the most votes on the first ballot. The candidate attaining a majority in this "run-off" vote shall be declared the winner. If there is a tie vote on the second ballot, succeeding ballots shall be taken until one of the two candidates receives a majority and is thereby elected. Any elected and qualified member of the SEC who abstains from voting on one balloting shall not be prohibited from voting on a subsequent balloting.

Section 3. Any bona fide member of the Republican Party duly registered to vote in Tennessee, and residing therein at the time of such election, shall be eligible to hold such office. A National Committeeperson shall cease to be qualified to hold office, and his office shall be deemed vacant, in the event of death, removal of his residence from the State, inability to serve, inattention to duties, by duly tendered and accepted resignation, or for other cause. A National Committeeperson may be removed from office for inability to serve or inattention to duties, or for other cause, if he does not voluntarily resign, pursuant to the procedures set forth in the Bylaws for removal of a SEC member. In the event of such removal, the action of the SEC shall be final and conclusive for all purposes. Any resignation shall be tendered to the State Chairman. Its acceptance shall be by formal action of the SEC by a duly carried motion or resolution.

Section 4. Each National Committeeperson shall serve a four (4) year term, or until his or her successor shall be duly elected, unless the Committeeperson ceases to be qualified to hold office, resigns or is removed. There shall be a limit of two (2) successive full terms to which a person may be elected.

Section 5. If there is a vacancy in the office of National Committeeperson, the State Chairman shall declare the vacancy. Alternatively, the SEC may declare a vacancy by resolution. The State Chairman shall schedule an election to fill such vacancy at a regular or special meeting of the SEC to take place within ninety (90) days thereafter. Said election shall be carried out as provided in this Rule A, but the term of the newly-elected National Committeeperson shall be effective only as to the remainder of the term of office during which the vacancy occurred.

Section 6. At each Republican National Convention, the Chairman of the Tennessee Delegation to said Convention shall announce and/or certify to such Convention, pursuant to the rules thereof, the selection of the National Committeepersons. Said Convention shall proceed to ratify or confirm such selection as provided by its rules.

Section 7. If a meeting of the Republican National Committee is held when there is a vacancy in the office of National Committeeman or National Committeewoman for Tennessee, or if a meeting is held at a time when a National Committeeperson cannot attend, the State Chairman shall appoint an Alternate Committeeman or Committeewoman for such meeting (if and to the extent authorized by the rules of the Republican National Committee). Such Alternate shall have and exercise the rights and privileges of such office to the full extent permitted by the Republican National Committee.



Section 8. If there is a meeting of the Republican National Committee at a time when there is a vacancy in the office of State Chairman, the Vice-Chairman shall substitute for the State Chairman as the ex officio member for Tennessee, if and to the extent permitted by the Republican National Committee.

Section 9. If there is a conflict between this Rule A and any applicable rules of the Republican National Committee, the latter shall govern.

RULE B PRESIDENTIAL ELECTORS

Section 1. The Tennessee Republican Party hereby adopts this Rule to provide for the selection of Republican nominees for Presidential Elector, as defined by TCA Sections 2-15-101 through 2-15-105.

Section 2. After the first Tuesday in May and before the first Tuesday in September of each Presidential election year, or before any earlier deadline set by applicable law, the SEC shall elect one (1) Elector for each Congressional District, who shall be a resident of such District, and two (2) Electors for the State at large. When selected, those names shall appear on the ballot as the Electors representing the Republican candidates for President and Vice-President of the United States, and who shall perform the duties of a Presidential Elector as defined by the laws of Tennessee and the United States then in effect. When performing the duties of a Presidential Elector, he shall vote for the candidates for President and Vice-President who are the nominees of the national Republican Party, unless one or both of said persons has ceased to be the national Republican Party's nominee, in which case he shall vote for an individual approved by the Tennessee Republican Party, unless prohibited from doing so by federal or state statute, a binding court ruling, or the Rules of the Republican National Committee.

Section 3. The State Chairman shall call for the selection of Electors at a regular or special meeting of the SEC. The State Chairman shall appoint a Nominating Committee pursuant to Article VI, Section 7 of the Bylaws, which shall nominate a slate of proposed Electors prior to the time when notice of the SEC meeting is required to be sent. Additional nominations may be made from the floor at such meeting. The State Chairman shall adopt rules to govern the holding of the election, as provided in Rule A above.

RULE C ELECTION OF DELEGATES TO REPUBLICAN NATIONAL CONVENTION

Section 1. Three (3) Delegates to the Republican National Convention shall be elected from each Congressional District, on the ballot in the Tennessee Presidential Preference Primary. The Delegates and Alternates from each Congressional District shall be bona fide Republicans, and bona fide residents of and legally registered voters in the District for which they are Delegates and Alternates.



Section 2. The remaining number of Delegates, as determined by the rules of the Republican National Committee, shall be allocated as follows: Half shall be elected from the State at large on the ballot in said Presidential Preference Primary. The remaining number of Delegates, including any odd number or delegate positions not filled through election due to a lack of qualified candidates, shall be appointed from the State at large by the State Chairman pending the approval of the SEC, with the advice of the respective Presidential campaigns. A corresponding number of Alternates to such Delegates shall be appointed from the State at large in the same manner, separately from the selection of Alternates to elected Delegates under Section 3 below. At large Delegates and Alternates shall be bona fide Republicans, and bona fide residents of and legally registered voters in Tennessee.

Section 3. The official campaign of each Presidential candidate earning Delegate and Alternate positions shall offer Alternate positions to those persons who unsuccessfully sought election to be Delegates, having already met the approval of that Presidential campaign. Each such Delegate candidate shall be offered the right of first refusal to a position as an Alternate to a seat for which he was a candidate, in descending order based on the popular vote count. If all of the positions for a candidate's Alternates are not filled from among such candidates for Delegate, the Presidential campaign shall then choose any bona fide Republican as such Alternate. The position of Alternate to an uncommitted Delegate, if such is created, shall be filled from those seeking election as uncommitted Delegates, in descending order of votes received.

Section 4-A. District Delegate and Alternate Entitlements. For the purpose of determining the entitlement to District Delegates and Alternates by Presidential candidates, the provisions of this Section shall apply, as follows:

A Presidential candidate receiving more than two-thirds (2/3) of the votes in any Congressional District shall be entitled to three (3) Delegates and Alternates from that Congressional District.

If no Presidential candidate receives more than two-thirds (2/3) of the votes in any Congressional District, the plurality winner is entitled to two (2) Delegates and Alternates from that District, and the candidate receiving the next highest number of votes receives one (1) Delegate and Alternate; provided, however, that if the plurality winner receives more than twenty percent (20%) and the number of votes received by the next highest candidate is less than twenty percent (20%), the plurality winner is entitled to three (3) Delegates and Alternates.

If no Presidential candidate receives more than twenty percent (20%), each of the three (3) candidates receiving the highest number of votes shall receive one (1) Delegate and Alternate.

Section 4-B. At-Large Delegate and Alternate Entitlements. For the purposes of determining the entitlement to At-Large Delegates and Alternates by Presidential candidates, the



provisions of this Section shall apply, as follows:

A Presidential candidate receiving more than two-thirds (2/3) of the votes cast in the Presidential Primary, canvassed on a statewide basis, shall be entitled to all At-Large Delegates and Alternates allocated to Tennessee under the Rules of the National Republican Party.

If no Presidential candidate receives two-thirds (2/3) of the votes cast statewide in the Presidential Primary, the At-Large Delegates and Alternates shall be apportioned among the candidates receiving more than twenty percent (20%) of the statewide vote, in the ratio which the number of votes received by each such candidate who received more than twenty percent (20%) of the statewide vote bears to the total of all such candidates receiving more than twenty percent (20%) of the statewide vote, rounding fractional Delegates and Alternates upward to the next whole number beginning with the Presidential candidate receiving the largest number of votes.

If no Presidential candidate receives more than twenty percent (20%) of the statewide vote, the At-Large Delegates and Alternates shall be apportioned among such candidates in the ratio which the number of votes received by each candidate bears to the total statewide vote, beginning with the Presidential candidate receiving the highest number of votes, and rounding fractional Delegates and Alternates to the second highest candidate in the same manner, and so forth, until the Delegates and Alternates to be apportioned have been fully awarded.

Section 5. If a duly selected Delegate dies, resigns, or is otherwise unable or fails to attend the Republican Convention or any session thereof, his Alternate Delegate shall succeed to such office during the absence of the Delegate. If, more than thirty (30) days before the convention, a Delegate's position becomes vacant and is not filled by his Alternate or if an Alternate's position becomes vacant, the position shall be filled in accordance with Paragraph 3 above. If such a vacancy is not filled by thirty (30) days before the convention, it shall be filled in the manner described in the following sentence. If, thirty (30) or fewer days before the convention or during the convention, a Delegate's position becomes vacant and is not filled by his Alternate, or if an Alternate's position becomes vacant, the State Chairman, with the advice and consent of the Administrative Committee, shall fill the vacant Delegate or Alternate position.

Section 6. If, after a Presidential Primary election in which a certain Presidential candidate earns Delegate positions, the Presidential candidate withdraws from the race, his Delegate(s) and Alternate(s) shall continue to have the right to attend the Convention. If any of them does not attend the Convention, the State Chairman, with the advice and consent of the Administrative Committee, shall select a replacement Delegate or Alternate.

Section 7. The TRP, through its staff personnel, shall assist in seeing that the procedures set forth in this Rule C are carried out properly and on time.

Section 8. If any provision of this Rule C is contrary to the Rules and Call of a Republican National Convention, the Rules and Call of the Convention shall govern; and the



SEC shall be entitled to rely upon any written opinion of the General Counsel of the Republican National Convention. If any provision of this Rule causes a mathematically impossible result, the SEC is hereby authorized to modify the provision so that a mathematically possible result occurs.

RULE D
COMPREHENSIVE RULE GOVERNING COUNTY PARTY REORGANIZATION

Part I--General

Section 1. County Republican Parties shall reorganize themselves between January 15 and April 15 of each odd numbered year. Such reorganizations shall be accomplished in the manner set forth in these Rules. If any County Party desires to use a method of reorganization differing from these Rules, its County Chairman and Secretary shall, by January 1 of any odd-numbered year, certify to the State Chairman in writing its proposed reorganization rules, which are subject to approval or disapproval by the TRP Bylaws and Rules Subcommittee. If the proposed rules are disapproved by the TRP Bylaws and Rules Subcommittee before the beginning of the County Party's reorganization process, the County must follow the procedures set forth herein, unless before the beginning of the reorganization process the SEC overrides the decision of the TRP Bylaws and Rules Subcommittee. Before certifying its proposed reorganization rules to the State Chairman, the proposed County rules must previously have been approved by a majority of a County Convention or the CEC. The certification to the State Chairman by the County Chairman and Secretary shall state the date and manner of adopting said proposed County rules, and shall represent that, to the best of their knowledge, information and belief the Convention or CEC meeting at which such proposed County rules were adopted was held in the spirit of fairness, and that fair notice and the opportunity for full participation were given. If a county does not have approved rules from its county regarding reorganizations, then that county will follow the manner set forth in the state rules.

Section 2. All County Republican Parties shall reorganize through a Mass Convention as outlined in Part III of these Rules. A County Republican Party may reorganize through a delegated convention as outlined in Part II of these rules but must first receive approval to do so from the State Chairman.

Section 3. The Call for the Reorganizational Meeting.

A. On or before the January 15 of each odd numbered year, the County Chairman shall call a meeting of the CEC (as defined by Article VIII, Section 3 of the TRP Bylaws, that is, the County Party's elected Republican Party Officers, the SEC member(s) representing that County, the President of a Tennessee Federated Republican Women's Club in that County, the Chairman of the County Young Republicans (or a representative of those two constituencies appointed by the State Chairman), the immediate past County Chairman, and any other members as defined by the County Party's Bylaws), by written notice sent at least 15 days



before such meeting. Such meeting shall take place on or before January 30 of each odd numbered year. At such meeting, the Officers present shall constitute a quorum. If the County Chairman fails to call the meeting, the State Chairman shall appoint a temporary County Chairman to carry out the procedures for reorganizing the County Party.

B. In Counties approved to reorganize by delegated convention, such meeting shall fix the time, date and places for the Precinct Conventions and for the Precinct Delegated County Convention. Precinct Conventions and Precinct Delegated County Conventions may be held on the same day with approval by the Rules and Bylaws Subcommittee.

C. At such meeting, in any event, the County Chairman shall appoint, with the approval of the Officers present, a Parliamentarian and a Contest and Credentials Committee to serve for the County Convention. The Contest and Credentials Committee shall consist of five (5) members from five (5) separate Precincts within the County. The Contest and Credentials Committee shall have the final authority on and announce the eligibility of candidates to run for County Party Officers as set forth in Article VIII, Section 5. A separate Convention Chairman may also be appointed with approval of the Officers present at this same meeting.

D. No waivers to the rules of reorganization will be granted after February 28th

Section 4. The duties of the Contest and Credentials Committee shall include the following:

A. It shall prepare instructions for the holding of the Precinct Conventions, if applicable, including the proper number of Delegates to be chosen by each Precinct. The number of Delegates to be elected from each Precinct shall be determined from the official voting records of the last Presidential General Election, and shall be certified in writing and delivered to the existing Precinct Chairman, or person serving in his stead as described in Part II, Section 2A below, along with the ballots for the election of Precinct Officers and Delegates, and certification forms to be used for the Precinct Convention proceedings.

B. It shall prepare ballots for the election of Precinct Officers and Delegates, certification forms for reporting the results of the elections in the Precinct Conventions, and provide the form for affirmation of Republican allegiance (the form of which is attached hereto as Exhibit A), and any other forms deemed necessary or appropriate for use in the reorganization of the County Party.

C. It shall meet after the Precinct Conventions and before the County Delegated Convention and review the certifications received from each newly elected Precinct Chairman, and take such other actions as are specified in Part II, Section 5 below.

D. It shall hear and determine any contests of elections at Precinct



Conventions, subject to appeal to the County Delegated Convention as a whole, in the manner set forth below.

E. Meetings of the Contest and Credentials Committee shall be open to the public.

Section 5. At least ten (10) days before the reorganization, a County Party must submit their reorganization details to the TRP for display on its website. Additionally, any websites and social media accounts run by the County Party must advertise their convention details. Required details are the date, time, and location of the reorganization, as well as a contact phone number or email of the County Chairman and, if applicable, the Convention Chairman. Convention announcement details must also state that any bonafide Republicans interested in running for County Party Chairman must submit their names and contact information to the Contest and Credentials Committee seven (7) calendar days before the convention.

Part II--Precinct Conventions

Section 1. On the date and at the time and place(s) specified, a Precinct Convention shall be held for each Precinct within the County. The purpose of such Conventions shall be the election of Delegates and Alternate Delegates from such Precinct to the Delegated County Convention, as well as the election of a Precinct Chairman, Vice-Chairman and such other Officers as may be desired, and the transaction of such other business as may be appropriate.

Section 2. The order of business for the Precinct Convention shall be as follows:

A. The then-existing Precinct Chairman shall convene the meeting. If he is unable to be present, the Precinct Vice-Chairman, if any, shall preside. If there is no Vice-Chairman, the Precinct Chairman may designate in writing a temporary Chairman to act in his place and stead. If there is no functioning Precinct Chairman or Vice-Chairman, the County Chairman shall designate in writing a temporary Chairman who meets the qualifications prescribed for elected county party leadership in Article VIII Section 5.

B. The next order of business shall be the resolution of any challenge to a citizen's right to vote and participate in the Precinct Convention. Any bona fide Republican citizen who is duly registered to vote in, and resides in, the Precinct shall be entitled to vote and participate in the Precinct Convention. Any bona fide Republican citizen whose loyalty to the Republican Party is questioned may be challenged by any other bona fide Republican citizen present and qualified to participate. The challenged citizen shall be entitled to vote and participate in the Convention upon his public and written affirmation of his allegiance to the Republican Party on the form duly furnished by the County Chairman or the Contest and Credentials Committee as set forth on Exhibit A attached hereto. Notwithstanding the foregoing, no person who is then holding office as a Democrat shall be allowed to vote and participate in a Precinct or County Party Convention. If a citizen's residence or registration to



vote in the Precinct is challenged, he shall vote on a provisional paper ballot which shall be counted, marked and set aside. If such citizen is determined not to be duly registered to vote in said Precinct, and not to be a resident thereof, his vote and participation shall be null and void. All prospective delegate shall present a valid photo I.D., and the county Contest and Credentials committee shall verify the delegates registered voter status.

C. The next order of business shall be that the Chairman of the meeting shall designate two (2) Clerks, who shall assist in distributing, collecting and counting ballots, and shall perform such other tasks as are assigned by the Chairman of the meeting.

D. The next order of business shall be the election of a new Precinct Chairman and other Officers as mentioned above. Precinct Officers shall meet the requirements set forth for elected county party leadership in Article VIII Section 4, and be elected by majority vote of the qualified citizens present and voting. Runoffs shall be held, if necessary to determine a majority. The newly elected Precinct Chairman shall upon his election assume the chair and preside at the remainder of the Precinct Convention.

E. The next order of business shall be the election of the Precinct's Delegates to the Delegated County Convention.

1. The total Republican vote in the last Presidential general election shall be the basis on which shall be determined the number of Delegates to be elected. In Counties having populations of more than 100,000 in the last U. S. Census, the Precinct shall be entitled to a minimum of one (1) Delegate for each 200 Republican votes cast for the Republican Presidential nominee, or majority thereof, in that Precinct. Fractional Delegates shall not be permitted. In Counties having populations of fewer than 100,000 in the last U.S. Census, the Precinct shall be entitled to a minimum of one (1) Delegate for each 100 Republican votes cast for the Republican Presidential nominee, or majority thereof, in that Precinct.

2. If Early Voting in the Presidential Election was conducted in such a manner that it is not possible to ascertain the Republican Presidential vote from Early Voting in each Precinct, then the total Republican Presidential votes cast during Early Voting shall be divided pro rata among the Precincts. Thus, if 5% of the Republican Presidential vote on Election Day was cast in a Precinct, then that Precinct shall be apportioned 5% of the Republican Presidential votes during early voting. In that manner, the total number of Republican Presidential votes shall be determined for each Precinct.

3. Each qualified citizen present and participating in the Precinct Convention shall be entitled to vote for the number of Delegates to which such Precinct is entitled. No proxies shall be permitted.

4. The floor shall be opened for nominations for Delegates. Delegate nominees must be present to accept the nomination. In case of party reorganization, if a potential



delegate cannot be present, he or she may submit a written letter of intent to attend the delegated convention and accept a delegate nomination at that precinct convention. The total vote for each candidate for Delegate shall be recorded. Delegates in the number allotted to such Precinct shall be elected in order of the highest total vote received. In case of a tie vote, all names involved in the tie shall be used in consecutive Delegate positions. A runoff shall be used if necessary to fill the last Delegate position. All Delegates must be bona fide Republicans duly registered to vote in, and residing in, the Precinct at the time of the Precinct Convention. Alternate Delegates shall also be elected, in a number up to the number of Delegates elected. Candidates for Delegate who did not receive sufficient votes to be elected Delegate shall become Alternates, in descending order of the number of votes cast for each person. In case of a tie, the method described herein above shall be used for electing Alternates. Any remaining Alternate Delegate positions which cannot be filled by election, shall be filled by appointment by the Precinct Chairman.

F. The Precinct Convention shall then proceed to such other business as may be appropriate.

Section 3. If any Precinct fails to hold a Precinct Convention, or fails to elect Delegates at such Convention, then promptly after the Delegated County Convention, the newly elected County Chairman shall appoint a Precinct Chairman and other Precinct Officers and committee members from qualified Republicans who meet the requirements for county party leadership set forth in Article VIII Section 5 and reside and are registered to vote in such Precinct, to serve until the next County Reorganization. The County Chairman shall not, however, appoint Delegates to the County Convention.

Section 4. Within three (3) business days after the Precinct Convention, the newly elected Precinct Chairman shall certify the results of the election of Precinct Delegates to the County Chairman or the Chairman of the Contest and Credentials Committee, on forms prescribed and furnished by the Contest and Credentials Committee. The newly elected Precinct Chairman shall also furnish a list of the names and addresses of the citizens who voted and participated in the Precinct Convention. The names and addresses of Delegates to the County Convention shall be available to the public. The ballots cast in the Precinct Convention shall be preserved by the Precinct Chairman until after the Delegated County Convention. If the results of the election are timely contested, or the certification is rejected by the Contest and Credentials Committee, the ballots shall be promptly delivered to the Chairman of that Committee, to be preserved until any possible contest has been finally resolved, or the time for filing any further contest has expired.

Section 5. Within seven (7) calendar days after the Precinct Conventions, the Contest and Credentials Committee shall meet and review all certifications made pursuant to Section 4 above. If it rejects any certification, the Chairman of the Committee shall, within twenty-four (24) hours thereafter, notify in writing any Delegate whose credentials have been rejected, specifying the time and place at which any contest of such rejection shall be heard.

Section 6. If there is a contest of any election at a Precinct Convention, the Contest



and Credentials Committee shall hear and resolve the same. Any citizen participating in any Precinct Convention may contest the results by filing with the Chairman of the Contest and Credentials Committee at contact information provided in advertised details of Precinct Conventions, a written notice of contest stating the specific legal and factual grounds therefore. Such notice of contest shall be filed within five (5) business days after the Precinct Convention. Such notice may be submitted electronically to the email address provided in the Notice of Precinct Conventions. At the meeting held pursuant to the foregoing Section, the Contest and Credentials Committee shall fix the time and place for hearing all contests filed pursuant to this Section; and the Chairman shall notify the contestants and the contested Delegates of the time and place for hearing such contests. Contestants may be represented by counsel at such contest hearings. The Committee or any contestant may cause a record to be made of such hearing. All contests shall be heard and decided at least twenty-four (24) hours before the Delegated County Convention. The determination of the Contest and Credentials Committee may be appealed to the County Convention as a whole in the manner provided elsewhere herein. There shall be no appeals to the Convention unless filed in writing to the Contest and Credentials Committee as set forth above. Any contests or appeals of rejected certifications or of the results of the Precinct Convention may be dismissed and not appealed to the County Convention as a whole if the dismissal is based on grounds clearly laid out in the above rules.

Part III--County Conventions

Section 1. At the time, date and place specified, the County Convention shall meet to reorganize the County Party. Whether said Convention is a County Delegated Convention or a Mass Convention shall be determined on the basis described in Part I, Sections 2 and 3 above.

Section 2. The order of business at the County Convention shall be as follows:

A. The County Chairman shall convene the Convention. If he is unable to be present, the County Vice-Chairman, if any, shall preside. If there is no Vice-Chairman, the County Chairman may designate in writing a temporary Chairman, who meets the qualifications prescribed for elected county party leadership in Article VIII Section 5, to act in his place and stead. If there is no functioning County Chairman or Vice Chairman, the State Chairman may designate in writing a temporary Chairman. The County Chairman may also appoint a Convention Chair to preside of the convention per the approval of the State Chairman.

B. The following procedures shall only apply to Delegated County Conventions:

1. Only Delegates (including Alternates, if applicable) certified by the Contest and Credentials Committee shall be allowed on the floor of the Convention.

2. The report of the Contest and Credentials Committee shall be read, and the Secretary shall call the roll of Precincts to determine if a quorum is present. The



presence of Delegates representing one-third (1/3) of the Precincts in the County shall constitute a quorum.

3. The Convention shall then proceed to hear and determine any appeals from actions of the Contest and Credentials Committee. Contestants shall be entitled to appear on the floor and present their appeals. The contests shall be heard in the numbered order of Precincts, and, within Precincts, in alphabetical order. Each contest shall be determined by a majority vote of the Delegates voting in the manner heretofore prescribed. The certified Delegates whose seats are in question shall not be entitled to vote, but all other Delegates, including those whose seats may be the subject of a later contest, may vote on such contest. If any contesting Delegate is seated by the Convention, such Delegate shall immediately take his place in the Convention, and shall be entitled to full participation thereafter.

4. On any divided vote, a roll call may be requested by any Delegate. The roll call shall be called by Precinct in numerical order and, within Precincts, in alphabetical order. Each Precinct shall be entitled to one (1) vote for each Delegate (including Alternates, where applicable) present and voting. Use of the unit rule shall not be permitted.

C. The following procedures shall apply to Mass Conventions: The next order of business shall be the resolution of any challenge to a citizen's right to vote and participate in the Mass Convention. Any bona fide Republican citizen who is duly registered to vote in, and resides in, the County shall be entitled to vote and participate in the County Mass Convention. Any bona fide Republican citizen whose loyalty to the Republican Party is questioned may be challenged by any other bona fide Republican citizen present and qualified to participate. The challenged citizen shall be entitled to vote and participate in the Convention upon his public and written affirmation of his allegiance to the Republican Party on the form duly furnished by the County Chairman or the Contest and Credentials Committee as set forth on Exhibit A attached hereto. If a citizen's residence or registration to vote in the County is challenged, he shall vote on a provisional paper ballot which shall be counted, marked and set aside. If such citizen is determined not to be duly registered to vote in said County, and not to be a resident thereof, his vote and participation shall be null and void.

D. The next order of business shall be the election of a new County Chairman. The Contest and Credentials Committee shall place the eligible candidates into nomination whose names they received seven (7) calendar days before the convention; no nominations for Chairman shall come from the floor. The election shall be determined by a majority of votes cast. There shall be a runoff election of the two candidates receiving the highest number of votes, if necessary. The newly elected Chairman shall, upon election, assume the chair and preside over the remainder of the convention. The newly elected chairman may allow the past chair or the appointed convention chair to preside over the remainder of the convention, if desired.

E. The meeting shall then proceed to the election of other Officers of the



County Party, including a Vice-Chairman of the opposite sex from the Chairman, a Secretary, a Treasurer, a Vice-Treasurer, and such other Officers as approved in the County's Bylaws (See Article VIII, Section 7), subject to the Tennessee Republican Party Bylaws and Rules.

F. At least two (2) Clerks appointed by the Chairman of the Contest and Credentials Committee shall tally the votes for all officer elections immediately following each ballot and perform such other functions as are assigned by the Chairman of the meeting. The Contest and Credentials Committee shall oversee the voting.

G. The County Convention shall then proceed to such other business as may have been included in the Call of the meeting, and such other business as it deems appropriate.

H. Except as otherwise provided in these Bylaws and Rules, or the duly approved County Party Bylaws or Rules, the County Convention shall be conducted in compliance with Robert's Newly Revised Rules of Order.

Part IV--Certification of CEC

Section 1. Within ten (10) days following certification of the results of the County Reorganization, the County Chairman shall ensure the Officers are sworn to a commitment to perform the duties of their position to the best of their ability, as defined in the TPR Bylaws. This ceremony can be conducted by any Republican county constitutional officer, by an SEC member representing that Senatorial District, by the State Party Chairman or his designee. In addition, the County chairman shall confirm, under oath, a pledge to uphold and enforce all Bylaws of the TRP.

Section 2. Within ten (10) calendar days after the County Party reorganization, whether by Precinct Delegated Convention or Mass Convention, the newly elected County Chairman and Secretary shall certify in writing to the State Chairman the following:

- A. The names and addresses of all members of the newly elected CEC;
- B. The names and addresses of the newly elected Officers of the County Republican Party;
- C. The names and addresses of the newly-elected Precinct (or Council District) Chairman and Vice-Chairmen of the County Republican Party; and
- D. The names and addresses of all Delegates participating in a Precinct Delegated Convention, or of all persons participating in a Mass Convention, whichever is applicable.

RULE E



CONTESTS OF RESULTS OF COUNTY REORGANIZATIONS

Section 1. If any qualified Republican seeking to be elected to County Party office, and in attendance at the County Convention, should desire to contest the results of the elections at such Convention, a contest is deemed to exist.

Section 2. A contestant shall file a Notice of Contest with the State Chairman within five (5) calendar days after the County Convention, and shall simultaneously serve a copy of such Notice on the County Chairman, other County Officers, and all contestees affected by such contest. Such Notice of Contest shall state with particularity the factual and legal basis for such contest. If a contest is immediately deemed to lack grounds for contest, then the State Chairman may dismiss the contest and inform all parties involved.

Section 3. Within ten (10) calendar days thereafter, the contestant shall file with the State Chairman a memorandum or brief supporting the contest. A copy of such memorandum or brief shall be served on the same parties listed in Section 2 above, and on their counsel, if any have appeared. Within seven (7) calendar days thereafter, the contestee or contestees may file with the State Chairman a response and any supporting memorandum or brief that they deem appropriate; and shall serve a copy thereof on the parties listed in Section 2 above and on their counsel, if any. Such memoranda or briefs shall include any supporting affidavits, correspondence or other documents to be relied upon as evidence.

Section 4. The State Chairman shall call a meeting of the SEC, to take place after the expiration of the periods set forth in Sections 2 and 3 above, to consider such contest. With the notice of such meeting, the State Chairman shall mail to all members and Officers of the SEC copies of the Notice of Contest, Response(s), and supporting memoranda or briefs.

Section 5. The State Chairman may, in his discretion, appoint a special committee before such meeting, to review the Notice of Contest, Response(s), and supporting memoranda or briefs. Such committee may also hear any further testimony or statements which the contestants might desire to submit. Such committee shall make a recommendation to the SEC as to the disposition of the contest. The SEC, in its discretion, may hear and consider other matters besides the recommendation of the special committee. If a special committee is not appointed, the SEC shall hear the testimony or statements of the contestants. In either event, each contestant shall be given equal opportunity to present his position on the issue. The contesting party shall have the privilege of opening and closing. The SEC shall have full power to adopt other rules and procedures as may be appropriate for and pertinent to the hearing. Upon completion of the hearing, the SEC shall take such action as it may deem fit in the disposition of said contest.

Section 6. While a contest exists, all checks or monies disbursed out of County funds must be approved by the State Chairman. The same shall apply for all regularly scheduled meetings of the County Party.



RULE F
REMOVAL OF COUNTY OFFICERS

Section 1. A County Party Chairman; shall automatically cease to hold office, and a vacancy shall exist, in the event of change of his place of voter registration outside the County which he serves; or the County Party Chairman may be removed for “cause” by action of the State Chairman and the SEC in a manner similar to that described in Article III, Section 4 of these Bylaws and Rules, upon written request signed by two-thirds (2/3) of the CEC.

Section 2. The rules for removal of any CEC Member except the County Chairman, shall be determined by the County Party Bylaws. In the event that rules for removal of CEC Members are not described in County Bylaws, the following State Party rules shall apply.

Section 3. A member shall be automatically removed for having been physically absent from three (3) consecutive committee meetings. By a two-thirds (2/3) vote, the CEC may move for the removal for cause of any member of the CEC, excluding the Chairman. This action shall be filed with the State Chairman and signed by the necessary number of members of the CEC.

Section 4. The action for removal for a CEC Member, other than the Chairman, shall specify the grounds, and include a statement of the facts, and any documentation in support thereof, and shall designate a time and place with fifteen (15) days notice for a full hearing of the action and response, such hearing to be conducted by the County Chairman. A copy of such shall be served on the members of the CEC affected by such action, and their counsel, if any.

Section 5. Within ten (10) calendar days thereafter, the affected member may file with the County Chairman a response and supporting brief and documentation. A copy of the same shall be served on those requesting the removal from office, and their counsel, if any.

Section 6. Three-fourths (3/4) of the entire CEC shall be required to be present in order to constitute a quorum at such special meeting.

Section 7. A two-thirds (2/3) vote of the CEC present and voting at such meeting shall be required for removal.

Section 8. Any member of the CEC, including the Chairman, may be removed for “cause” by a majority vote of the SEC at any meeting in which two-thirds (2/3) of the Committee is present.

Section 9. If a member of the CEC is removed, his successors shall be elected in the same manner and by the same procedures specified for the filling of a vacancy of an officer by the CEC under the provisions of Article VIII, Section 5 and Article VIII, Section 6.



Section 10. Any County Republican Party may be temporarily required to cease all operations, including without limitation, financial activities, by the State Chairman for “cause” for a 30-day period or until the SEC meets, whichever comes first. The SEC will set requirements for the county party to meet before they are allowed to recommence operations. The State Chairman shall have the sole determination of whether those requirements have been met.

Section 11. Any County Republican Party may be dissolved for “cause” by a two-thirds (2/3) vote of the SEC at any meeting in which two-thirds (2/3) of the Committee is present. The County Party shall remain dissolved until the State Chairman sets a date for a new county party reorganization, or until the regularly required reorganization period, whichever comes first.

RULE G

LOCAL CANDIDATE NOMINATIONS

Section 1. The purpose of this Rule is to authorize and provide additional methods, other than by Party primary, for the nomination of Republican candidates for any office in which only the voters within a single County (or portion thereof) are entitled to vote.

Section 2. The CEC for each County in the state is hereby authorized to decide whether or not Republican candidates for local or County offices shall be nominated and, if so, whether they shall be nominated by a Party primary or by a County Convention. In counties where there is no active or recognized CEC, the SEC members representing that County are authorized to make this decision. Such decision shall be made at a meeting of the CEC duly called for such purpose. Such meeting shall be held more than fifteen (15) days before the candidate qualifying deadline as provided in TCA Section 2-5-101, as it may be amended from time to time. Such meeting may be called either by the County Chairman or by a majority of the members of the CEC, by giving each member seven (7) days' prior written notice of the date, time, place (within the County) and purpose thereof.

Section 3. A County Convention shall be held in the same manner outlined for Mass Conventions in Rule D, Part III of these Rules.

Section 4. If the CEC decides to nominate Republican candidates by Convention; a time, date and place for holding such Convention shall be fixed; provided that the date of such Convention shall be before the first Thursday in May before the August election. The pertinent provisions of Rules D and E above shall govern the procedures for advertising and giving notice of such Convention, the conduct of the Convention, the certification of nominees, contests, etc.

Section 5. In offices with districts separated within the county, only bona fide



Republican voters from within those districts may nominate candidates for offices in said district.

Section 6. Any County Republican Party which nominated candidates for local office, either by primary or County Convention, in the most recent local office elections, must continue to nominate candidates for local office by either method set forth in this rule.

Section 7. A CEC may request, in writing to the State Chairman, for a waiver to Section 6 of this Rule for a specific election cycle and, therefore, forfeit the right to nominate candidates for that particular election cycle. If a waiver is granted, the CEC receiving such a waiver must return to nominating candidates to local office in the next local election by either method set forth in this rule.

RULE H JUDICIAL COMMITTEES

Section 1. For each Judicial District lying in more than one County or part of a County, this Rule shall govern the selection of candidates for Chancellors, Circuit Judges, District Attorney General and Public Defender.

Section 2. If any CEC within a Judicial District chooses to select candidates for said office to run as Republicans, it is the responsibility of the CEC to notify the State Party of their intention and request that a Judicial Committee be formed. In the event that no County Party contacts the State Party, the Chairman of the State Party may also call for the formation of the Committee.

A. The State Chairman may appoint a temporary Judicial Committee Chairman to be responsible for notification to all Counties or partial Counties within the Judicial District.

B. The Judicial Committee member(s) from each County or portion of a County shall be appointed by the CEC in each respective County lying wholly or partly in the Judicial District in question.

C. Each CEC shall appoint two persons to the Judicial Committee, which shall not exceed 15 members. In the event the Committee would exceed 15 members, each County or portion of a County in the Judicial District, starting with the smallest population, in ascending order, shall have only one member. Should one or more County Parties within a Judicial District not have a recognized County Party, the State Party shall act on behalf of the respective County or Counties.



D. The Committee shall be constituted at a time sufficiently in advance of deadlines for candidates to qualify.

E. The Judicial Committee may meet by teleconference or in person, but the Chair of the Judicial Committee must give at least three (3) days notice to each County or part of a County lying within the Judicial District.

Section 3. The Judicial Committee shall decide by a majority vote whether the Republican nominee for each office within the Judicial District will be selected by Primary or Delegated Convention.

A. If the Judicial Committee decides to hold a Delegated Convention they shall publish notice in a newspaper or newspapers of general circulation in each of the Counties as a whole or part, within the Judicial District at least ten (10) days prior to the qualifying deadline.

B. If the Judicial Committee decides that positions will be nominated by a Primary, each CEC within the Judicial District must submit a written letter to their County Election Commission and provide a copy of the letter to the Judicial Committee Chair and State Party prior to the deadline defined in TCA Section 2-13-203 (d).

1. Once the Judicial Committee decides that the open positions within the Judicial District will be nominated by primary, all CEC, even if they voted against the primary, must file the appropriate letter with the respective County Election Commission. The State Party will act on behalf of any County that does not have a County Party and file the appropriate notice.

2. In such an event that a position within a Judicial District is to be filled in a year when no spring primary will take place and a County or part of a County lying within a Judicial District will not be holding a primary for any other position, it will be left to the discretion of the respective CEC whether to call for the Primary. If the CEC chooses to not call for the Primary, but the Judicial Committee has decided on nominating by means of a primary, the CEC may not hold a Delegated Convention.

C. If the Judicial Committee decides that positions will be nominated by Delegated Convention, the convention shall be held in a manner provided for in Rule E and contests shall be determined in a manner provided for in Rule F.



1. Each County or portion thereof shall be entitled to one (1) vote for each 100 votes cast for the Republican Presidential candidate in the most recent Presidential election prior to the date of said Delegated Convention.

2. The Chairman of the Judicial Committee shall certify the nominee to the Coordinator of Elections as is required by TCA Section 2-13-203, as may be amended from time to time, and to the State Party. The Committee shall take such other actions as may be required by state or federal law, rule or regulation.

D. If the Judicial Committee decides that it shall hold neither a Primary nor Delegated Convention, an individual CEC can opt to call for the open positions in the Judicial District to appear on the Primary ballot in their County. In such an event, the CEC must notify their County Election Commission and the State Party as is required in TCA Section 2-13-203(d).

Section 4. The Judicial Committees shall carry out their duties in such a manner as to be neutral, fair and objective and to give all qualified persons a fair opportunity to seek the office to be filled.

RULE I BREAKING TIE VOTES IN CONTESTED REPUBLICAN PRIMARY ELECTIONS

This Rule I is adopted pursuant to TCA § 2-8-114, as it may be amended from time to time. This Rule is intended to govern the procedure for casting the deciding vote in any Republican primary election in which the vote, as certified by the County Election Commission under TCA § 2-8-101, et seq., is a tie between or among two or more Republican candidates.

Section 1. In case of a tie vote between or among two or more Republican candidates in a primary election, the SEC, in its capacity as the State Primary Board, shall cast the deciding vote. The State Primary Board shall hold a meeting within five (5) days after the tie vote has been officially certified by the Coordinator of Elections under TCA § 2-8-113; provided, however, that the State Primary Board shall hold its meeting and cast the deciding vote no later than seven (7) days before the qualifying deadline, even if the Coordinator of Elections has not officially certified the vote by that date. If it appears that there is a tie vote, based upon the certification of the election results by the County Election Commission under TCA § 2-8-101, et seq., then the State Chairman or his appointee may prepare for and give notice of the holding of a State Primary Board meeting to take place as soon as the tie vote has been certified by the Coordinator of Elections, or by seven (7) days before the qualifying deadline. The meeting of the State Primary Board shall be permitted to take place telephonically. If the meeting is telephonic, a roll call vote shall be taken. If a determination is made that ballots are to be cast under governing rules of procedure, telecopied ballots shall be permitted, so long as they are received by the State Chairman or his delegate within one (1) calendar day after the meeting, but



if a ballot is not received, the roll call vote cast by the State Primary Board member in question shall be counted as his vote. The quorum for such meeting shall be the same as the quorum for a meeting of the SEC, and the winning candidate shall be chosen by a majority vote of those present at the meeting, in person or telephonically. In case of a tie vote, the State Chairman shall cast the deciding vote. The State Primary Board's decision shall be final.

Section 2. If the tie vote occurs in a Republican primary election within a single county, the deciding vote shall be cast by the County Primary Board of that county, as the delegate of the State Primary Board. The County Primary Board shall conduct an actual (not a telephonic) meeting, and the votes of three (3) County Primary Board members shall be necessary in order to determine the winning candidate. Such meeting shall be held within five (5) days after the Coordinator of Elections has certified the results of the election as provided in TCA 2-8-113; provided, however, that the County Primary Board shall hold its meeting and cast the deciding vote no later than seven (7) days before the qualifying deadline, even if the Coordinator of Elections has not officially certified the vote by that date. If it appears that there is a tie vote, based upon the certification of the election results by the County Election Commission under TCA 2-8-101, et seq., then the County Primary Board may prepare for and give notice of the holding of a County Primary Board meeting to take place as soon as the tie vote has been certified by the Coordinator of Elections. The County Primary Board shall notify the State Chairman of its decision, or the fact that it did not reach a decision, immediately after the conclusion of its meeting. Any candidate shall be permitted to appeal the decision of the County Primary Board, to the State Chairman. Notice of such appeal shall be communicated to the County Primary Board, the other candidate(s) involved, and the State Chairman, no later than 48 hours after the decision of the County Primary Board; and such communication shall be by telecopy, electronic mail, or other means of instantaneous communication. The candidate so appealing shall send all documents which he wishes to bring to the attention of the State Chairman in such a manner that they are received by the State Chairman within 24 hours after the notice of appeal is given. Any other candidate shall send any additional documents in such a manner that they are received by the State Chairman within 24 hours thereafter. The State Chairman, as the delegate of the State Primary Board, shall determine such appeal, and the winner of the primary election. Additionally, if the County Primary Board is unable or refuses to meet, or to decide the winner of the primary election, the State Chairman shall decide the winner of the primary election. If such an appeal is made to the State Chairman, or if the State Chairman decides the winner due to the County Primary Board's inability or refusal to do so, his decision shall be final.

Section 3. Proxies shall not be permitted at the meeting of the State Primary Board or the County Primary Board under this Rule I.

Section 4. If it appears that any primary election has resulted in a tie vote, the County Party, the candidate(s), or other interested persons shall so notify the State Chairman or his appointee, immediately, by telephone, telecopy, or other means of instant communication. The State Chairman or his appointee shall be kept fully informed of all developments with respect to



the situation. The State Chairman or his appointee shall notify and instruct the State Primary Board, the County Primary Board, the candidate(s) involved, and any other person whom the State Chairman directs, as to the procedures to be followed in order for the State Primary Board, the County Primary Board, or the State Chairman to carry out its or his duties, including setting times by which interested parties must furnish documents that they wish to be considered by either the State Primary Board or the Chairman. The determinations to be made and the deciding votes to be cast under this Rule, by the State Primary Board, the County Primary Board, or the State Chairman, shall be made and cast in the manner provided herein, based upon the information (written and/or oral) made available to it or to him under the existing circumstances, including the time constraints under which it or he must operate. Meetings shall be conducted according to the Tennessee Republican Party Bylaws insofar as is reasonably practicable (except for the informality of notice of meetings necessitated by this Rule I) and parliamentary procedure; but the meetings are not judicial proceedings, and rules of civil procedure, rules of evidence, and other legal procedures shall not be applicable.

Section 5. Notwithstanding any provision of this Rule I, all action necessary to determine the winner of the primary election shall be taken and completed in time to enable the State Primary Board, or the State Chairman as its delegate, to certify the results to the Coordinator of Elections in a timely manner, under the governing statutes.

RULE J

Contests of a Republican Primary Election

This Rule J is adopted pursuant to TCA § 2-17-104, as it may be amended from time to time. This Rule is intended to govern the procedure the State Primary Board to hear and determine a primary election contest and make the disposition of the contest which justice and fairness require, including setting aside the election if necessary.

Section 1. Upon satisfaction of TCA § 2-17-104 (b) a contest shall deem to exist. The State Chairman, who also serves as the Chair of the State Primary Board, shall review the contest and determine if grounds for a contest exist. He shall consult with the legal counsel of the TRP in making this determination. The State Chairman has the authority to dismiss the contest should he determine grounds for a contest do not exist.

Section 2. Should grounds for a contest exist; the State Chairman shall notify the contester, the adversely affected candidates, and the entirety of the State Primary Board of the contest and the grounds for which it exists. In this notification he shall also establish what options are available to the State Primary Board to make the disposition of the contest which justice and fairness require.

Section 3. A date, time, and venue shall be established for the State Primary Board to hear arguments from the contester and the adversely affected candidates. This date shall occur before a deadline set by the State Elections Coordinator for the replacement of a nominee after the primary election. Notification of the meeting shall be done in accordance with the Sunshine



Laws of Tennessee as required under TCA for meetings of the State Primary Board.

Section 4. The State Primary Board hereby grants the State Chairman the authority to set the agenda, rules, and order for the hearing of arguments from the contesters and adversely affected candidates. It shall not be necessary to follow the rules of evidence or other procedures followed in courts of law or equity. The candidates involved shall be allowed to retain legal counsel and said legal counsel shall be allowed to speak on behalf of the candidates.

Section 5. The most recent edition of Robert's Rules of Order shall govern debate of the State Primary Board after arguments have been heard.

Section 6. Any resolution to the contest, including dismissal of the contest or overturning the election, must pass with a majority vote of the State Primary Board present and voting. Proxies shall not be permitted. All decisions shall be final with no option for appeal available. Certification of the primary election and the Republican nominee shall be done immediately following the meeting of the State Primary Board.

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