

RULES OF THE FIFTH CONGRESSIONAL DISTRICT REPUBLICAN PARTY OF GEORGIA

- As adopted April 22, 1989 by the Fifth Congressional District Republican Convention.
- As amended and adopted July 19, 1989 by the Fifth Congressional District Committee.
- As adopted April 20, 1991 by the Fifth Congressional District Republican Convention.
- As adopted April 17, 1993 by the Fifth Congressional District Republican Convention.
- As adopted April 15, 1995 by the Fifth Congressional District Republican Convention.
- As adopted April 19, 1997 by the Fifth Congressional District Republican Convention.
- As adopted April 17, 1999 by the Fifth Congressional District Republican Convention.
- As amended and adopted April 7, 2001 by the Fifth Congressional District Committee.
- As amended and adopted April 3, 2004 by the Fifth Congressional District Committee.
- As amended and adopted April 2, 2005 by the Fifth Congressional District Committee.
- As adopted April 18, 2009 by the Fifth Congressional District Republican Convention.
- As adopted April 16, 2011 by the Fifth Congressional District Republican Convention.
- As adopted November 8, 2011 by the Fifth Congressional District Committee.
- As adopted April 20, 2013 by the Fifth Congressional District Republican Convention.
- As adopted April 18, 2015 by the Fifth Congressional District Republican Convention.
- As adopted April 22, 2017 by the Fifth Congressional District Republican Convention.
- As amended and adopted April 13, 2019 by the Fifth Congressional District Republican Convention.
- As amended and adopted on May 14, 2021, by unanimous vote of the Fifth Congressional District Committee.

ARTICLE I
Fifth Congressional District Republican Party of Georgia

All legal and qualified voters resident within the Fifth Congressional District of Georgia (hereinafter referred to as “Fifth District” or “District”), who are in accord with the principles and goals of the Republican Party, believe in its declaration of policies and are in sympathy with its aims and purposes, may participate as members of the Fifth District Republican Party of Georgia and in its primary elections.

ARTICLE II
District Committee

Section 1. **MEMBERSHIP.** The Fifth Congressional District Republican Committee (hereinafter referred to as “District Committee”) shall be the governing body of the Fifth Congressional District Republican Party of Georgia, and shall consist of the following, provided they be qualified resident electors of the Fifth District:

- a) Chairman
- b) First Vice Chairman
- c) Vice Chairmen (not to exceed seven)
- d) Secretary
- e) Assistant Secretary
- f) Treasurer
- g) Assistant Treasurer
(The above shall constitute the Officers of the District Committee)
- h) Immediate past Fifth District Chairman
- i) Current Republican Party County Chairmen
- j) Immediate past Republican Party County Chairmen
- k) Republican County First Vice Chairmen
- l) Members of the Republican State Committee of Georgia
- m) House District Chairs in Fulton County, Senate District Chairs in DeKalb County, and Senate District Chairs in Clayton County
- n) Republican members of the County Boards of Registration & Elections
- o) Chairs of any Municipal Republican Committees established within the District pursuant to the Georgia Municipal Election Code
- p) Honorary Members: The following members shall be considered honorary members ex officio of the District Committee, shall not have a vote and shall not be counted for a quorum, and shall not be present for any decision on expenditure of Party funds:
 - a. A General Counsel, who shall be appointed by the Chairman
 - b. Chairs of standing or special committees appointed by the Chairman pursuant to the provisions of Article V, Section 1 below
 - c. Each Republican State, County and Municipal office holder who was elected as a Republican candidate, or in a non-partisan race and shall have publicly declared himself to be a Republican
 - d. Allied Organizations

- i. The President of the Georgia Federation of Republican Women
- ii. The Chairman of the RNC Georgia Senior Republican Network
- iii. The Chairman of the Georgia Federation of Young Republican Clubs
- iv. The Chairman of the Georgia College Republicans
- v. The President of the Georgia Black Republican Council
- vi. The State Chairman of the Georgia Teenage Republicans
- vii. The Chairman of Georgia Republican Veterans
- viii. The Chairman of the Hispanic Grassroots Taskforce
- ix. The President of the Georgia Log Cabin Republicans

The District Committee shall be the sole judge of the qualifications of its own members.

Section 2. **TERM OF OFFICE.** Members of the District Committee shall be elected, in odd-numbered years, by a District Convention held pursuant to an Official Call of the Republican State Committee of Georgia. Their term of office shall begin upon adjournment of the District Convention (except for members elected to fill vacancies occurring between Conventions, in which case the term shall begin at the time of election) and shall extend until the convening of the next organizational District Convention or until their successors are duly elected and qualified, unless sooner removed in accordance with these Rules. The office of Chairman shall be limited to two consecutive two-year terms.

Section 3. **VACANCIES.** In the event of the death, resignation, change of residence from the District, malfeasance in office or continued failure to perform his/her duties (said malfeasance or failure to perform to be determined by the District Committee, by a two-thirds vote, at a duly called meeting) of any member of the District Committee or the Executive Committee, the District Committee shall fill such vacancy, at a duly called meeting, by a majority vote. If a Delegate or Alternate Delegate to the Republican National Convention shall have been elected by a Fifth District Convention, and a vacancy in the position should occur prior to the date of said National Convention, the Executive Committee shall fill such vacancy by a majority vote. Should the office of Chairman or Treasurer become vacant for any reason, the First Vice Chairman or the Assistant Treasurer automatically and immediately shall become Acting Chairman or Acting Treasurer, respectively, and shall serve as same with all the duties, powers and prerogatives of the Chairman or the Treasurer until the District Committee can elect a new Chairman or Treasurer at a duly called meeting, which meeting shall be held within thirty (30) days of the occurrence of said vacancy.

Section 4. **DUTIES.** The District Committee, in the interim between District Conventions, shall be vested with all of the duties, powers and privileges possessed by the District Convention and shall act for the Fifth Congressional District Republican Party of Georgia during said period. The District Committee shall call District Conventions, make arrangements therefor, and fix the time and place for holding the same. It shall provide assistance and support to the campaigns of Republican candidates in the District. It shall cooperate with the State Committee and with County Committees

in the conduct of state-wide and county campaigns within the District, and shall otherwise aid the State and County Committees wherever practical. It also shall perform all other duties required of it under the Rules of the Georgia Republican Party.

Section 5. QUORUM. The presence in person or by proxy of a majority of the voting members of the District Committee shall constitute a quorum for the transaction of business.

Section 6. PROXIES. Voting members of the District Committee may be represented in official matters by written proxy, provided that a member may direct his/her proxy only to another voting member of the District Committee.

Section 7. MEETINGS. The District Committee shall meet at least once during each calendar year upon call of the Chairman. The District Committee also shall meet upon written request presented to the Secretary by one-fourth of the voting members thereof. All calls shall be in writing, shall designate the date, time, and place of said meeting, and shall be mailed, faxed, or sent by written electronic communication to all members of the District Committee not less than ten (10) days prior to the date of such meeting. The Chairman may call such other meetings of the District Committee as he/she may determine. Unless such requirement is waived by a majority of the entire District Committee, meetings of the District Committee shall be held within the boundaries of the Fifth Congressional District. Any person may waive any meeting notice required to be given under this Article. If approved by a person entitled to receive notices, then the notice may be mailed, faxed, or sent by written electronic communication and will be considered delivered upon proof of transmission.

Section 8. CANDIDATES. If any officer of the District Committee shall legally qualify as a candidate for public office, the position on the District Committee held by such officer automatically shall become vacant, and the remaining voting members of the District Committee shall fill such vacancy in accordance with these Rules.

Section 9. ADVISORY MEMBERS. The District Committee, at its discretion, may designate as Advisory Members persons who are presiding officers of active Republican clubs within the Fifth Congressional District. Such Advisory Members shall serve as such at the pleasure of the District Committee, and shall be limited in number as the District Committee may determine. They shall be afforded the privilege of the floor, but they shall not have a vote and shall not be counted for a quorum.

Section 10. HONORARY MEMBERS. The District Committee, at its discretion, may elect Honorary Members who are residents within the Fifth Congressional District. Persons so elected shall be restricted to those who have served the Republican Party with distinction in high elected office or in high appointed Federal or State office, or who have served the Republican Party long and faithfully. Such Honorary Members shall be members of the District Committee with privileges of the floor, but they shall not have a vote and shall not be counted for a quorum.

Section 11. CAUSES FOR REMOVAL.

- a) Any member of the District Committee who publicly announces his/her support of a candidate for public office other than the official candidate of the Republican Party, automatically shall be removed from membership on the District Committee.
- b) Any member who is absent from two (2) consecutive meetings of the District Committee or two (2) consecutive meetings of the Executive Committee, without submitting in advance of such meetings a written proxy in favor of another member of the District Committee or the Executive Committee, respectively, automatically shall be removed from membership on the District Committee.
- c) Any member of the District Committee who is not a dues-paying member in good standing of his/her County Party shall be removed by the Chairman from membership on the District Committee if he/she fails to become current in said dues within thirty (30) days after written notice thereof from the Secretary.
- d) Any member of the District Committee who votes in a Democratic primary election, when there is a Republican contested race in which he/she could have voted, automatically shall be removed from membership on the District Committee.

Such vacancies shall be filled by the District Committee in accordance with these Rules.

Section 12. RESTRICTIONS. No Officer of the District Committee shall be an elected Federal, State, County or Municipal officeholder; or shall serve simultaneously as a member of the Republican State Committee, or as an officer of a County Committee.

ARTICLE III
Executive Committee

Section 1. MEMBERSHIP. The Fifth Congressional District Republican Executive Committee (hereinafter referred to as the "Executive Committee") shall have all of the duties, powers and privileges of the District Committee between meetings of the District Committee and while the District Convention shall not be in session. The Executive Committee shall consist of the following, provided they be qualified resident electors of the Fifth District:

- a) Officers of the District Committee
- b) County Chairmen
- c) Members of the State Committee
- d) Immediate past District Chairman
- e) Immediate past County Chairmen
- f) General Counsel, who shall be appointed by the District Chairman as a non-voting member and shall not be counted for a quorum

- g) Chairs of standing or special committees appointed by the Chairman, who shall serve without vote on the Executive Committee and shall not be counted for a quorum on the Executive Committee unless specifically approved as voting members thereof by a two-thirds vote of the Executive Committee.

Section 2. QUORUM. The presence in person or by proxy of a majority of the voting members of the Executive Committee, and of any committee approved by the Executive Committee as provided in Article V, Section 1, shall constitute a quorum for the transaction of business.

Section 3. PROXIES. Voting members of the Executive Committee may be represented in official matters by written proxy, provided that a member may direct his/her proxy only to another voting member of the Executive Committee.

Section 4. MEETINGS. The Executive Committee shall meet at least twice each calendar year upon call of the Chairman, or upon a written request presented to the Secretary by one-fourth of the voting members thereof. All calls shall be in writing, shall designate the date, time and place of said meeting, and shall be mailed, faxed, or sent by written electronic communication to all members of the Executive Committee not less than ten (10) days prior to the date of such meeting. The Chairman may call such other meetings of the Executive Committee as he/she may determine. Unless such requirement is waived by a majority of the entire Executive Committee, meetings of the Executive Committee shall be held within the boundaries of the Fifth Congressional District. Any person may waive any meeting notice required to be given under this Article. If approved by a person entitled to receive notices, then the notice may be mailed, faxed, or sent by written electronic communication and will be considered delivered upon proof of transmission.

ARTICLE IV Committee Meetings

Section 1. PROXIES. All proxies for meetings of either the District Committee or the Executive Committee shall be in writing, shall be dated and signed by the maker, and shall be substantially in the following form:

[example of proxy form on next page]

I, *[at least first and last name of person giving proxy]*, of the Fifth Congressional District, do hereby constitute and appoint *[at least first and last name of person receiving proxy]* (or such other member as he may, in writing, designate) my true and lawful representative to vote at a meeting of the [Executive or District, as applicable] Committee of the Republican Party of the Fifth Congressional District of Georgia to be held on *[date]*, or at any adjourned meeting thereof, and for me and in my name, place and stead to vote upon any question that properly may come before such meeting, with all the power that I should possess if personally present, hereby revoking all previous proxies.

This ____ day of _____, 20 ____.

_____	_____ (Seal)
Name	Signature

Section 2. ACTION WITHOUT MEETING. Any action required or permitted to be taken by either the District Committee or the Executive Committee may be approved by the members of such committee without a meeting if the action is approved by members of such committee holding at least a majority of the voting power. The action must be evidenced by one or more written consents describing the action taken, signed by those members representing at least a majority of the voting power of the committee, and delivered to the Secretary for inclusion in the minutes of such committee or filing with Fifth Congressional District Republican Party of Georgia records. Such a signed consent has the effect of a meeting vote and may be described as such in any documents. Written notice of approval of a matter by written consent shall be given by the Secretary to all members of the committee. Action taken by written consent pursuant to this provision shall, unless otherwise specified therein, become effective when signed by the last committee member constituting a majority of the voting power of such committee.

Section 3. ATTENDANCE BY MEANS OTHER THAN PERSONAL APPEARANCE OR PROXY. If authorized by the presiding officer for a specific meeting, then those specified meetings of the District Committee and/or Executive Committee:

- a) May be attended by audio, visual, or other electronic means, when sufficiently secure for the subject matter.
- b) Except as to votes requiring a secret ballot, for issues requiring vote either in favor or opposed to a certain proposition, the vote may be cast and taken by e-mail or other electronic means subject to: (1) All votes cast by electronic means shall be cast within five (5) business days of submission to members. (2) A tally of all votes cast by electronic means shall be circulated to all members within eight (8) business days of submission to members. (3) A vote cast by electronic means shall have the same force and effect as a vote cast by a member casting a vote in person.
- c) Votes cast and taken by audio, visual or other electronic means shall be taken pursuant to roll call vote.

- d) Votes cast and taken requiring a secret ballot shall only be taken at an official meeting in which all members casting a vote are present in person or represented by proxy.

Section 4. VOTING RIGHTS OF PERSONS INVOLVED IN FEDERAL CAMPAIGNS. The authority to vote on matters brought before any District committee shall not be granted to a person having a significant or leadership role in the campaign of an individual holding or seeking Federal elective public office or an organization involved in Federal election activities. That person shall not vote while he has that significant/leadership role. If after a vote is recorded and it is determined that a person voted who has a significant/leadership role at the time of the vote, then that person's vote shall not be counted and the matter voted upon will be determined excluding that person's vote. When the person who previously had a significant/leadership role no longer has that role, then that person's voting rights shall be reinstated. In matters of conflict regarding this authority to vote, the Chairman, or in his/her absence, the person presiding, in his sole discretion, shall determine whether a person has a significant/leadership role in the campaign of an individual holding or seeking Federal elective public office or an organization involved in Federal election activities.

Section 5. DUPLICATE MEMBERSHIPS. Any person qualifying as a member of the District Committee or the Executive Committee as a result of serving in or holding more than one capacity or position shall be a single member of such committee and shall be entitled to only the voting rights, privileges, and authority of a single member. Such person may designate in which capacity or position is serving on such committee, or, if such person does not so designate, the Chairman, if required, will make such determination.

Section 6. ADJOURNED MEETINGS. If less than a quorum shall be in attendance at the time for which a meeting of any committee shall have been called, the meeting may be adjourned from time to time by a majority vote of those committee members present or represented, without any notice other than by announcement at the meeting, until such time as a quorum may be obtained. At any adjourned meeting at which a quorum shall be represented, any business may be transacted which might have been transacted if the meeting had been held as originally called.

ARTICLE V Duties of Officers

Section 1. CHAIRMAN. The Chairman shall disseminate calls for District Conventions consistent with the Rules of the Georgia Republican Party and shall preside thereover until the election of a permanent Convention Chairman. Each such call shall state the purpose of the District Convention and shall notify each County Chairman of the number of Delegates and Alternates to which the County shall be entitled. The Chairman shall convene the District Committee and the Executive Committee when the needs of the Party demand, and he/she shall preside at their meetings. He/she may, with the approval of the Executive Committee, appoint such standing or special committees and the Chairs thereof as he/she deems advisable, and he/she may dissolve such committees. The Chair

of such committees shall not have a vote and shall not be counted for a quorum on the Executive Committee unless specifically authorized by the Executive Committee.

Section 2. VICE CHAIRMEN. Each Vice Chairman shall have such duties and perform such functions as may be assigned to him/her by the Chairman. The First Vice Chairman shall perform the duties and exercise all of the powers and prerogatives of the Chairman in his/her absence or in the event of his/her temporary disability.

Section 3. SECRETARY. The Secretary shall prepare notices for meetings of committees as requested by the Chairman; and he/she shall keep complete minutes of meetings of the District Committee and of the Executive Committee, which minutes shall be the property of the District Committee. He/she shall serve as Secretary of District Conventions until a permanent Convention Secretary shall have been elected. He/she shall, under the direction of the District Committee, prepare the temporary roll of Delegates and Alternates to the District Convention, placing thereon the names certified to him/her by the appropriate County Chairmen. Said roll shall govern the proceedings of the District Convention until accepted or changed by the Convention itself. The Secretary shall keep a record of the proceedings of each District Convention. He/she shall keep a current roster of the names and addresses of the Chairs and members of all committees herein provided for, and shall have such other duties and perform such other functions as may be assigned to him/her by the Chairman.

Section 4. ASSISTANT SECRETARY. The Assistant Secretary shall assist the Secretary, shall perform the duties of the Secretary in his/her absence or in the event of his/her temporary disability, and shall have such other duties and perform such other functions as may be assigned to him/her by the Chairman.

Section 5. TREASURER. The Treasurer shall be the custodian of all District Committee funds, shall keep a correct account of all receipts and disbursements, which account shall be open for inspection by any member of the District Committee, and shall have such other duties and perform such other functions as may be assigned to him/her by the Chairman.

Section 6. ASSISTANT TREASURER. The Assistant Treasurer shall assist the Treasurer, shall perform the duties of the Treasurer in his/her absence or in the event of his/her temporary disability, and shall have such other duties and perform such other functions as may be assigned to him/her by the Chairman.

Section 7. GENERAL COUNSEL. In addition to the normal duties attendant to such office, the General Counsel shall act as Parliamentarian at meetings of the District Committee and the Executive Committee.

Section 8. DISBURSEMENTS. The Chairman, First Vice Chairman, Treasurer and Assistant Treasurer shall be empowered to sign checks on behalf of the District Committee. Checks in the amount of two hundred (\$200) dollars or more shall

require two (2) signatures: (a) the Chairman's or the First Vice Chairman's signature and (b) the Treasurer's or the Assistant Treasurer's signature.

ARTICLE VI District Conventions

Section 1. Pursuant to an Official Call of the Georgia Republican State Committee, there shall be held in each odd-numbered year a District Convention for the purpose of reorganizing the Fifth Congressional District Republican Committee and transacting all necessary and proper business of the Party pertaining thereto. Subject to an Official Call of the Republican National Committee, an additional Convention shall be held in each presidential election year for the purpose of electing Delegates and Alternates to the Republican National Convention, but not for electing any District officers or committees.

Section 2. Only Delegates and Alternates elected thereto by County Conventions within the District may participate in a Fifth District Convention. The Convention itself shall be open to the public.

Section 3. The Chairman shall mail, fax, or send by written electronic communication a notice to all Delegates and Alternates of the date, time and place of a District Convention not less than ten (10) days in advance thereof.

Section 4. No official business shall be transacted at any Convention while any of its temporary or permanent committees are in session.

Section 5. The most recent edition of the Roberts Rules of Order shall govern all deliberations of District Conventions and their committees except to the extent modified by the Republican State Committee or by a majority vote of the Convention or of a committee thereof in session.

Section 6. District organizational Conventions shall elect members of the State Committee from the Fifth Congressional District. In the event of a vacancy thereon caused by death, resignation, malfeasance, extended failure to act, or termination of residence within the Fifth Congressional District, the Executive Committee, by majority vote, shall fill such vacancy within ninety (90) days after it occurs. It shall be the responsibility of the Chairman to properly and immediately notify the Republican State Committee of the filling of any such vacancy.

Section 7. A quorum at the District Convention shall consist of 20% of the Delegates seated after the alternates are seated at the District Convention.

ARTICLE VII Rules of Order

The most recent edition of the Robert's Rules of Order shall govern all deliberations of the District Committee and the Executive Committee, and their respective committees, except as modified by these Rules or by a two-thirds vote of a committee in Session, a quorum being present.

ARTICLE VIII State Rules

The Rules of the Georgia Republican Party, as amended or as they may be amended hereafter, are incorporated as a part of these Rules.

ARTICLE IX Conflict of Rules

These Rules shall become effective immediately upon their adoption. To the extent that any rule herein, or section thereof, is or becomes in conflict with the Rules of the Georgia Republican Party, the Georgia Election Code or the Georgia Municipal Election Code, such rule or section thereof is superseded thereby and void, and the remainder of these Rules shall not be affected.

ARTICLE X Amendments

These Rules may be amended at any Fifth District Convention by a majority vote, a quorum being present; or by the District Committee by a two-thirds vote, a quorum being present. Amendments to these Rules may be adopted by the District Committee only after notice to all members of the Committee are mailed, faxed, or sent by written electronic communication at least ten (10) days prior to the date of the meeting, setting forth the intention to amend the Rules. It shall be necessary in said notice to set forth in detail the proposed amendment(s). The amended Rules shall become effective when adopted unless otherwise provided.

CERTIFICATION

These Fifth Congressional District Republican Party of Georgia Rules were adopted on April 22, 2023, by unanimous vote of the Fifth Congressional District Convention.

Brad Carver
Chairman
Fifth Congressional District Republican Party of Georgia