

**BYLAWS of  
CALIFORNIA REPUBLICAN VETERANS  
OF AMERICA  
an Association**

**ARTICLE I. OFFICES**

**Principal Office**

Section 1.01. The principal office of the Association for the transaction of its business is located at The Office of the Serving State Chairman or such other offices as the Association Board of Directors may designate.

**ARTICLE II. MEMBERS**

**Classes of Membership and Rights**

Section 2.01. There shall be three (3) classes of membership as follows: Veteran and Active Military Individual Members (voting), Associate Individual Members (non-voting), Organizational Members (voting). Voting, active Members only shall have voting rights in the Association and its chapters, and the voting rights of each member of both voting classes shall be equal. In all other respects, the membership and other rights, interests, and privileges of all members, regardless of class, shall be equal. The three classes of membership shall be divided into three sub-classes by length of membership: lifetime, three-year, and annual.

**Admission**

Section 2.02. Application for Membership shall be on such form as shall be prescribed from time to time by the Board of Directors. If the applicant possesses the qualifications for Active Membership as herein provided, his application shall be accepted. Such membership shall continue for the term of the enrolled membership until the death, resignation or disqualification of the member or until the membership is sooner terminated as in these Bylaws.

## **Dues**

### **Amounts**

Section 2.03 (a) All members shall pay dues as follows: individual (voting) - ~~\$36~~,~~\$90~~, \$150 for one, three and lifetime dues respectively; individual associate (non-voting) - \$24, \$72, \$100 for one, three and lifetime dues respectively; organizational (voting, one vote) - \$300, \$800, \$1500 for one, three and lifetime dues respectively. These amounts may be changed, subsequently, from time to time by action of the Board of Directors, provided that any change shall not have retroactive effect to increase the previously paid dues of members. Excepting lifetime dues, which are paid in entirety upon enrollment, renewal of membership by payment of dues shall occur effective January 1 of each year. Members who join during the year will have dues prorated during their first year of membership

### **Property of Dues**

(b) Dues paid to the Association become the property of the state Association and any severable or individual interest of any member therein terminates on such payment. The Association Chapters may, at their discretion and by vote of a quorum of voting members, assess dues for chapter membership, and such dues become and remain the property of the Chapter.

## **Termination of Membership**

### **By Resignation or Death**

Section 2.04(a) The membership of any member of the Association shall automatically terminate (1) on his written request for such termination delivered to the State Chairman, Treasurer, Secretary, or any Director of the Association personally or by United States mail, such membership to terminate when the request is received; or (2) on the member's death.

### **By Nonpayment of Dues or Assessments**

(b) The membership of any member who fails to pay his/her/its dues when they become due and within thirty (30) days thereafter shall automatically terminate at the end of such thirty (30) day

period, provided written notice of due date for dues payment was delivered personally or by United States mail within ten (10) days before the due date that such dues were due and payable as of said due date. In the event that such written notice is not given as herein required, then such membership shall automatically terminate for nonpayment of dues only if they are not fully paid within thirty (30) days after such written notice is eventually given and delivered to the member in person or deposited in the United States mail, postage prepaid, and sent to him at his address as it appears on the books of the Association.

### **Rights on Termination**

(c) All rights and interests of a member in the Association shall cease upon termination of membership as herein provided. In no event, shall the Association be required to return the dues of a terminating member.

### **Reinstatement**

(d) Any member whose membership is terminated as provided in this section, other than by death, may be readmitted to membership by meeting the requirements and complying with the provisions applicable herein to the admission of new members.

### **Suspension and Expulsion**

Section 2.05(a) The Board of Directors is authorized, as herein provided, to censure either privately or publicly, suspend from membership for a period of not more than one (1) year, or to both censure and suspend, or expel from membership any member of this Association for good cause.

(b) "Good Cause", as used in this section, means:

(i) Any conduct that brings the Association into public disrepute or violates the purposes for which this Association is formed;

(ii) Any willful failure or refusal to abide by the Articles, Bylaws, or Rules (if any) of this Association;

(iii) Any conduct that violates, impairs or compromises the goals of the Association;

(iv) Any conduct advancing, or reasonably tending to advance, the campaigns of candidates for elected office, where those campaigns are adversarial to Republican candidates.

(c) Definitions.

(i) A "private reproof" is a reproof in letter form, signed by the Association's State Chairman, and sent to the subject member by certified or registered mail, return

receipt requested. A copy of the letter and the return receipt shall be filed with the records of the Association.

(ii) A "public reproof" is the same as a private reproof except that in addition to sending a letter to the subject member and filing a copy thereof, together with the return receipt, with the records of the Association meeting imposing discipline, a copy of the letter is transmitted to the membership at the next following regular meeting of the state Association and the Chapter of the subject member, if any, at which a quorum is present.

(iii) A "suspension" requires compliance with Sub-paragraph (ii) hereof and in addition all voting and other rights of the member during the term of his suspension are terminated, provided, however, that such member shall not be relieved of any liability for payment of dues or assessments falling due or levied during the period of his suspension.

(iv) An "expulsion" requires compliance with Sub-paragraph (ii) hereof and in addition thereto the membership of the member in this Association is immediately and conclusively terminated, provided, however, that such member shall not be relieved of any liability for the payment of dues accruing prior to the hearing on the charges against him as herein provided.

(d) Procedure.

(i) Proceedings against a subject member may be initiated by the State Director(s) or the President of any Chapter of the Association.

(ii) On initiation of proceedings, the State Director(s) or Chapter President (if the subject member is not enrolled in a Chapter, the Chapter most proximate to the subject member's address of record) shall schedule the matter to be heard by the Chapter's membership (or most proximate Chapter, as the case may be) at the next regular or special meeting held not less than twenty (20) days nor more than forty (40) days after the date the of notice to the subject member of initiation of proceedings. The

Secretary, or other person appointed by the State Director(s), or the Chapter President or designee thereof shall deliver or mail at least ten (10) days prior to the date of the hearing a copy of the notice of the proceedings inclusive of the allegations concerning the subject member, together with a notice of the time and place of the chapter hearing, to the subject member either in person or by United States mail addressed to him at his address as it appears on the books of the Association. Should the person whose duty it is to serve the notice fail or refuse to do so, such copy and notice may be delivered as herein provided by any Officer of the Association or involved chapter, and in such event the matter shall be heard at the next regular or special meeting of the involved chapter at which a quorum is present held not less than ten (10) days after the copy and notice are personally delivered or deposited in the United States mail. If a quorum fails to attend such meeting, the matter shall be heard at the next succeeding regular or special meeting, provided, however, that if a quorum fails to attend such next succeeding regular or special meeting, the matter against the subject member shall be dismissed. Such dismissal shall be automatic and final, except where the alleged conduct of the subject member giving rise to the proceeding under this section gives rise to or is based on future alleged misconduct.

(iii) Notwithstanding any other provision in these Bylaws, notice of the meeting at which the hearing is first scheduled or subsequently scheduled shall be given to all members of the involved chapter.

(iv) The hearing shall be informal and the rules of evidence and rules of judicial procedure need not be observed. The hearing shall be presided over by the President of the involved chapter who shall (1) read the charges against the subject member; (2) require that the charges be verified by the testimony of the person or persons making them; (3) hear any other witnesses against the subject member; (4) allow the subject member to cross-examine each witness; (5) allow the subject member to make a statement in his own behalf; (6) allow the subject member to call witnesses in his own behalf; (7) allow the chapter members present, when and as

recognized by the chair, and subject to the control of the chair, to question witnesses; and (8) rule on the admission and exclusion of evidence and on questions of hearing procedure.

(v) After the hearing has closed, the voting chapter members constituting no less than fifty per cent of the chapter's enrolled voting members shall vote on whether to impose discipline or dismiss the matter. If they vote to impose discipline but cannot agree on the nature and extent thereof, the discipline shall be a private reproof as herein provided. The vote imposing discipline or dismissing the matter shall in either event be final.

(e) An expelled member shall not be eligible for readmission to the Association prior to the expiration of two (2) years from the date of his expulsion.

(f) All rights of the subject member in the Association or in its property shall cease on his expulsion.

### **Membership Book**

Section 2.06. The Association shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the manner of termination and the date on which such membership ceased. Such book shall be kept at the Association's principal office or the office of the Association's Treasurer and shall be available for inspection by any member of the Association during regular business hours and, notwithstanding any other provision of these Bylaws, shall not be available for inspection by members or the public except where required by law.

### **Transferability of Membership**

Section 2.08. Membership in this Association is nontransferable and nonassignable.

## **Right to Inspect Records**

Section 2.09. All records of this Association, except the membership book, shall be open to inspection on the written demand of any member at any reasonable time for a purpose reasonably related to his interests as such.

## **ARTICLE III. MEETINGS OF MEMBERS**

### **Place**

Section 3.01 Statewide meetings of members may be held at the principal office of the Association or at such other place as may be designated from time to time by the Board of Directors.

### **Meetings**

Section 3.02. Statewide meetings of members may be called by the State Chairman of the Association and held at such times and places within California. The Association is not required to call or conduct statewide meetings.

### **Notice**

Section 3.03. Written notice of the time and place of meetings shall be delivered personally to each member or sent to him by United States mail, postage prepaid, or by telegram, or by facsimile or by email at least thirty (30) days prior to such meeting. If sent by mail or telegram, the notice shall be addressed to the member at this address as shown on the books of the Association and shall be deemed given at the time it is deposited in the mail or delivered to the telegraph company. If sent by email or facsimile, the notice shall be deemed given upon transmission to the facsimile number or email address of record in the records of the Association. No action shall be taken on any of the following proposals at any meeting unless written notice of the general nature of the business or proposal has been given: (a) a proposal to sell, lease, convey, exchange, transfer, or otherwise dispose of all or substantially all of the property or assets of the Association; (b) any proposal relating to the real property, if any, of the Association; (c) any proposal of the Association to incur any indebtedness in excess of the sum of \$20,000; (d) any proposal to amend the By-Laws of this Association.

## **Contents of Notice**

Section 3.04. Notice of statewide meetings of members not hereby dispensed with shall specify the place, the day, and the hour of the meeting.

## **Consent of Absentees**

Section 3.05. The transactions of any statewide meeting of members, however called and noticed, are as valid as though had at a meeting duly held after regular call and notice if a quorum, as hereinafter defined, is present and if, either before or after the meeting, each of the persons entitled to vote but not present signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the Association's records or made a part of the minutes of the meeting.

## **Quorum**

Section 3.06. A quorum shall consist of 3 or more voting members.

## **Adjournment for Lack of Quorum**

Section 3.07. If a quorum is not present at the commencement of the statewide meeting no business shall be transacted and the only motion that the chair shall entertain is a motion to adjourn, provided, however, if a quorum is present at commencement of the meeting and absences subsequent to commencement and call of the rolls should remove a quorum, the members, by vote of a majority of the voting members present, may move to continue the business of the meeting or to adjourn. If adjourned for less than thirty (30) days, no notice of the adjourned meeting need be given.

## **Loss of Quorum**

Section 3.08. The voting members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

## **Voting**

Section 3.09. Voting shall be by voice vote, provided, however, that a majority of voting members may, by voice vote, resolve that items of

business of the meeting, or any of said items, shall be by secret ballot. Members shall not be permitted to vote or act by proxy, except as provided herein below in Section 3.11, and cumulative voting shall not be authorized.

### **Conduct of Meetings**

Section 3.10.(a) Statewide meetings of members shall be presided over by the State Chairman of the Association or, in his/her absence, by the Treasurer, Secretary, or Director, or in the absence of those, by a chairman chosen by a majority of the voting members present. The Secretary of the Association shall act as Secretary of all meetings of members, provided that in his/her absence the presiding officer shall appoint another person to act as Secretary of the meeting.

(b) Meetings shall be governed by *Robert's Rules of Order*, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of this Association, or with law.

### **Delegates of Active Chapters**

Section 3.11. For purposes of establishing quorum as defined herein for the purposes of conduct of business (Section 3.06 as herein amended – 3 voting members), removal of directors (Section 4.06 – majority of voting members) and for voting on matters presented to the meeting(s) of the general membership, an active voting or associate member (the “delegate”) of the Association may carry the voting proxies of voting members. The procedures for verifying members’ proxies shall be prescribed from time to time by the Board of Directors.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Qualifications**

Section 4.01. The business of the Association shall be conducted by or under the guidance of the Five members of the Board of Directors consisting of four Regional Directors and the State Chairman. A Director shall be: (1) A veteran of the Armed Forces of the United States, discharged honorably;(2) willing to serve and execute the duties of Director; (3) a registered Republican voter in California; and be elected by a majority of the members at a meeting with a quorum as specified in Section 3.06. Vacancies on the Board may be filled by vote of the sitting members of the Board.

### **Terms of Office**

Section 4.02. The Directors shall serve for terms of one year or until duly replaced by a successor or until such time of their refusal or inability to serve, resignation or removal.

### **Quorum and Duties**

Section 4.03. It shall be the duty of the Board of Directors:

(a) To perform any and all duties imposed on him/her individually by law, by the Articles of this Association, or by these Bylaws.

(b) To employ such officers, agents, and employees as may be authorized from time to time by resolution.

(c) To supervise all officers, agents, and employees of this Association to assure that their duties are properly performed.

(d) To register his/her address with the Secretary of the Association, and notices of meetings mailed or telegraphed to him/her at such addresses shall be valid notices thereof.

(e) To appoint an executive committee and standing committees to assist in the administration of the Association's business as the Board may, from time to time, deem prudent.

(f) A quorum for the conduct of business by the Board shall be three directors. The State Chairman need not cast a vote unless necessary to resolve a tie vote by the other Directors.

## **Compensation**

Section 4.04. Directors and officers will not be salaried. They will pay their own expenses to attend meetings and may apply to the Association for reimbursement of reasonable expenses which application may be approved or not at the sole discretion of the Board considering the financial condition of the Association.

## **Removal**

Section 4.06. A Director may be removed from office at any time by the vote of a majority of the quorum of members of the Association at a statewide meeting convened consistent with these bylaws for that purpose. If a Director is so removed, a new Director shall be elected at the same meeting and he/she shall hold office for the term set forth in Section 4.02 hereof.

## **Vacancies**

Section 4.07.(a) Vacancy in the position of Director shall exist on the death, resignation, or removal of the Director.

(b) A majority of the members of the Board of Directors may appoint a Director fill the unexpired term of a Director whose seat has become vacant.

(c) Persons appointed to fill vacancies as in this section provided shall hold office until their removal or resignation as in these Bylaws provided.

## **ARTICLE V. OFFICERS**

### **Number and Titles**

Section 5.01. The officers of the Association shall be a State Chairman who shall be a member of the Board of Directors and shall function as the chief operating officer. There shall also be a Secretary, and a Treasurer who may be Directors. The Association may also have, at the discretion of the State Chairman one or more Assistant Secretaries, one or more Assistant

Treasurers, and such other officers as the Board of Directors may from time to time appoint.

### **Qualifications**

Section 5.02. The State Chairman shall have the qualifications set out in Section 4.01 hereinabove. Other officers shall meet qualifications as the Board of Directors may prescribe from time to time.

### **Terms of Office**

Section 5.03. The officers other than State Chairman shall serve at the pleasure of the Board of Directors or until their resignation, removal, termination, death or disability to perform the duties of the officer position.

### **Compensation**

Section 5.05. Officers will not be salaried. Officers may be reimbursed reasonable expenses as the Board of Directors, in its sole discretion, may decide, and as the Association's financial position may permit.

### **Removal**

Section 5.06. Any officer, other than the State Chairman, may be removed from office at any time by the vote of the Board of Directors. In the case of the removal of any officer, a new officer shall be elected by the Board to serve the unexpired portion of the term of his predecessor. In the event that the Board fails to name a successor officer, the State Chairman may appoint the successor officer.

### **Duties of Secretary**

Section 5.07. The Secretary shall:

(a) Certify and keep at the principal office of the Association the original or a copy of its Bylaws as amended or otherwise altered to date, and keep it at said office the original or a copy of the Articles of Association as amended to date.

(b) Keep a book of minutes of all meetings of the officers and of the statewide membership, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, notice thereof given, the names of those present at these meetings, the number of members present at members' meetings, and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as may be required by law.

(d) Be custodian of the records of the Association.

(e) Keep at the principal office of the Association a membership book containing the name and address of each member, and, in any case where membership has been terminated, record such fact in the book, together with the manner of termination and the date on which the membership ceased.

(f) Exhibit at all reasonable times to any officer of the Association, or to his agent or attorney, on request therefor, the Articles of Association, the Bylaws, the membership book, and the minutes of the proceedings of offices' and statewide membership meetings.

(g) Exhibit at all reasonable times to any member, or to his agent or attorney, on request therefor for a purpose reasonably related to the interests of such member, the Articles of Association, the Bylaws, and the minutes of Board of Directors' or statewide membership meetings, and he/she shall exhibit said records at any time when required by the demand of ten (10) percent or more of the members.

(h) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of this Association, or by these Bylaws, or which may be assigned to him/her from time to time by the State Chairman or the Board of Directors.

### **Duties of Treasurer**

Section 5.8. Subject to the provisions of Article VII of these Bylaws, the Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositaries as shall be selected with the approval of the Board of Directors.

(b) Receive, and give receipt for, moneys due and payable to the Association from any source whatever.

(c) Disburse or cause to be disbursed the funds of the Association as may be directed by the State Chairman, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any officer of the Association, or to his agent or attorney, on request therefor.

(f) Exhibit at all reasonable times to any member, his agent, or attorney, on written demand therefor for a purpose reasonable related to the interests of such member, the books of account and financial records of the Association, and shall exhibit said records at any time when required by the demand of ten (10) percent or more of the members.

(g) Render to the Board of Directors or to the State Chairman upon request an account of any or all of his transactions as Treasurer and of the financial condition of the Association.

(h) If required by the Board of Directors, give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine.

(j) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Association of this Association, or by these Bylaws, or which may be assigned to him/her from time to time by the State Chairman or the Board.

(k) Prepare, or cause to be prepared, any and all financial reports and/or documents required by the Association's purposes.

## **ARTICLE VI. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

### **Execution of Instruments**

Section 6.01. The Board of Directors, except as otherwise expressly provided in the Articles of Association of this Association or in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances, provided, however, that such contract or delivery is expressly authorized by the Articles or Bylaws.

### **Checks and Notes**

Section 6.02. Except as otherwise specifically determined by resolution of the Board of Directors, as provided in Section 6.01, or as otherwise required by law, by the Articles of Association of this Association, or by these Bylaws, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Association shall be signed by the Treasurer or Assistant Treasurer.

### **Deposits**

Section 6.03. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors or Treasurer may select.

## **ARTICLE VII. BYLAWS**

### **Adoption, Amendment, and Repeal**

Section 7.01. These Bylaws as amended shall become effective 60 days after they have been submitted, pursuant to a resolution adopted by the Board of Directors, to the Association's voting membership provided that if a majority of the membership eligible to vote shall communicate in writing to the Board that the by-laws shall not become effective then these by-laws as amended shall not be adopted. Once these by-laws as amended shall become effective they may be further amended by vote of the Board of Directors as to any matter that is not forbidden to the Board by the Articles of Association.

### **Certification and Inspection**

Section 7.02. The original or a copy of the Bylaws, as amended or otherwise altered to date, certified by the Secretary of the Association, shall be recorded and kept in a book which shall be kept in the principal office of

the Association, and such book shall be open to inspection by the members at all reasonable times during office hours.

## **ARTICLE VIII. ASSOCIATION CHAPTERS, INSIGNIA, AND SEAL**

### **Association Chapters**

Section 8.01. The statewide membership of the Association may and should organize into local chapters for the purpose of advancing the goals of the Association at a local/regional level. Records of the affiliation of Association members with local chapters shall be maintained by the Treasurer and Secretary.

Section 8.02. The Association chapters shall be situated and domiciled in California (affiliated members need not be California residents).

Section 8.03. The association chapters shall adopt Articles of Association substantively consistent with the Articles of this Association, varying only in procedural matters suited to the governance of a local chapter. The local Articles shall be in a form and language drafted and promulgated by this Association for the purpose of adoption uniformly by all chapters, and each of them. In no case shall any local chapter adopt Articles of Association at variance with the provisions of the Articles governing the statewide Association where said provisions speak to policies, goals or non-procedural matters, nor shall any chapter adopt Articles inconsistent, in form and language, with the uniform Articles for chapters provided by this Association, except as provided hereinbelow in Section 8.05.

Section 8.04. The association chapters shall adopt Bylaws in a form and language drafted and promulgated by this Association for the purpose of adoption uniformly by all chapters, and each of them. In no case shall any chapter adopt Bylaws inconsistent, in form and language, with the uniform Bylaws for chapters provided by this Association, except as provided hereinbelow in Section 8.05.

Section 8.05. The provisions of Sections 8.03 and 8.04 hereinabove afford the membership of this Association statewide uniformity, promoting unity of purpose among the chapters wherever situated in California, eliminating any unfair competition between and among the chapters, availing members of commonality of procedures in the event of member relocation, and, providing consistency of the goals, purposes and

membership criteria of the Association. Accordingly, no chapter of this Association shall adopt Articles of Association and Bylaws inconsistently with the provisions of Sections 8.03 and 8.04, except in the event that said adoption is made necessary for the purpose of local chartering and/or certification by a County Central Committee of the Republican Party, in which case the proposed Articles of Association and Bylaws, as the case may necessarily be, shall be submitted to the State Director for approval prior to adoption by the subject local chapter; said approval shall not be unreasonably withheld.

Section 8.06. The local chapters, and each of them, shall undertake the necessary activity for local chartering/certification by the County Central Committee of the Republican Party in and for the County in which the principal office of the local chapter, or the residence of the chapter President in the event of no principal office, is situated. The local chapters, once so chartered and/or certified, shall take all reasonable steps to maintain said charter/certification; the local chapters shall at all times comply with lawful Central Committee Bylaws and rules thereunder, except where said compliance would violate the purposes and/or principles of this Association. The chapters, and each of them, shall convene a meeting of its membership on a periodic basis, notice of the date, time and place thereof given to the members thereof no less than twenty calendar days in advance, with the meeting place located in the county of the principal office of the chapter or the address of the chapter president if no principal office.

Section 8.07 The CRVA Board of Directors may endorse the candidacy of a Republican running in a primary election where, in the judgment of the Board, the candidate exemplifies or advances the principles of the Association or where a candidate's primary opponent is inimical to the principles of the Association. Individual Chapters shall not issue endorsements that are inconsistent with the endorsements of the Board of Directors. No chapter shall render an organizational endorsement or render organizational support of any candidate who is not a Republican.

Section 8.08 All chapters, once certified and/or chartered by the appropriate County Central Committee, and provided that the subject chartered/certified chapter is in compliance with the provisions of Sections 8.02 through 8.07 herein, inclusive, shall be deemed and identified as a chartered chapter of this Association for all purposes. The Association reserves the right to "decharter" any chapter for violation of the provisions of Sections 8.02 through 8.07 inclusive, and to give notice to concerned individuals/entities of the that event.

Section 8.10 Notwithstanding the provisions of Sections 9.02 through 8.07, inclusive, and the restrictions on chapters imposed thereby, each chapter of the Association retains its autonomy in all matters not otherwise the subject of those sections including, without limitation, matters organizational, political, financial and procedural.

### **Fiscal Year**

Section 8.11. The fiscal year of the Association shall be the calendar year.

### **Insignia and Seal**

Section 8.12. The Association may adopt, use, alter, or cancel an Association insignia or seal, or both, and by rule shall prescribe the time, manner, and place in which such insignia may be worn or used. The chapters shall adopt and use the insignia or seal of the Association for identification as a chapter and for all purposes without alteration, excepting that the single and sole alteration of the Association seal for identification of the chapter name, at the discretion of the chapter, is permitted and contemplated.

## **ARTICLE IX. CONSTRUCTION**

Section 9.01. As used in these Bylaws:

(a) The present tense includes the past and future tenses, and the future tense includes the present.

(b) The masculine gender includes the feminine and neuter.

(c) The singular number includes the plural, and the plural number includes the singular.

(d) The word "shall" is mandatory and the word "may" is permissive.

(e) All communications, notices, correspondence and meetings referenced herein, and the method of transmission and conduct of meetings, may be by electronic mail ("email").

## **Resolution of Adoption**

The Foregoing by-laws as amended have been adopted by resolution of the Board of Directors of the California Republican Veterans of America and shall be submitted to each voting member of the Association who shall have 60 days from the date of submission to communicate to the Board, in writing, that the voting member objects to the adoption of these by-laws as amended. If a majority of voting members shall express in writing their objection to the adoption of the foregoing by-laws as amended then these by-laws as amended shall not be adopted and the by-laws in effect as of the date immediately prior to the date of this resolution shall remain in force.

Dated: August 19, 2006

\_\_\_\_\_  
William Wassink, State Chairman

\_\_\_\_\_  
David Zucker, Director

\_\_\_\_\_  
Fred Davis, Director

\_\_\_\_\_  
Frank Elliott, MD, Director

\_\_\_\_\_  
Ken Larsen, Director

## **Certification**

I, David C. Zucker, hereby certify:

That I am the duly elected and acting Secretary of the California Republican Veterans of America, an unincorporated Association, and that the foregoing Bylaws as amended, consisting of 20 pages, constitute the Bylaws of said Association as duly adopted on August 19, 2006, by the Board of Directors of the Association.

Dated: August 19, 2006

\_\_\_\_\_  
David C. Zucker, Secretary