

**BYLAWS OF THE REPUBLICAN PARTY OF STANISLAUS COUNTY
CENTRAL COMMITTEE**

ARTICLE I – NAME: The name of this organization is the Republican Party of Stanislaus County (RPSC) also known as The Stanislaus County Republican Central Committee, The Committee, and The Party.

ARTICLE II – PURPOSE & DUTIES: The RPSC shall perform all legally required duties under the general direction of the California Republican Party as well as the following:

- A. Encourage Republicans in Stanislaus County to seek political office;
- B. Support Republican nominees for partisan and non-partisan office; and
- C. Support Republican activities and participation in Stanislaus County through various means. Such activities may include but are not limited to Republican chartered clubs; voter registration; fundraising; operating election headquarters; endorsing candidates; recruiting volunteers and developing countywide precinct organizations.

ARTICLE III – MEMBERSHIP: The RPSC shall be made up of Elected Members (elected in a general election), Appointed Members, Alternate Members and Ex Officio Members. All of these groups of members shall be referred to herein as “Members.” Elected Members and Appointed Members shall be referred to herein as “Regular Members.”

- A. Regular Members
 - 1. The number of elected members and the election cycle of the RPSC is determined by the Elections Code of the State of California.
 - 2. Whenever a vacancy occurs in the RPSC, the majority of Regular Members from the district in which a vacancy occurs will nominate an individual for appointment to fill that vacancy. The RPSC as a whole will then vote whether to appoint the nominated individual as a member. If the Regular Members of the district fail to nominate an individual within sixty (60) days after the vacancy occurs, or if the nominated individual is rejected by the RPSC, the RPSC, without a recommendation, may appoint an eligible person to fill the vacancy by majority vote. A member so appointed is an Appointed Member, and shall have all the rights, privileges and obligations of Elected Members.
 - 3. A person shall be eligible to become an Appointed Member only if he/she is and has been a registered Republican for at least one year and is a resident of the district to be represented.

B. Alternate Members

1. Each Regular Member and Ex Officio Member of the RPSC may appoint an "Alternate Member" to act in their place in the Regular Member's absence. Such appointments are subject to the approval of the majority of the Committee at any meeting. In the event that a Regular Member of the RPSC shall fail within ninety days to appoint an Alternate Member, a majority of the RPSC, at any meeting, may make such an appointment. If the RPSC fails to make such appointment, the Executive Committee may make such an appointment.
2. Each Alternate Member must be a qualified, registered Republican residing in the same district as the Member who nominates him/her, but cannot be the spouse of the nominating Member.
3. Except as limited by these bylaws, Alternate Members shall have full rights and privileges of Regular Members except that (a) they may make motions and vote on issues before the RPSC **only** when the Member they represent is not in attendance at an RPSC meeting, (b) they are ineligible to serve as officers of the RPSC and (c) they cannot be members of the Executive Committee.
4. If the Regular Member represented by an Alternate Member dies, is disqualified, resigns, or for any other reason ceases to be a Regular Member, the Alternate Member shall continue to serve on the RPSC with all the rights and privileges of that Regular Member until, but not including, the vote for the appointment of the replacement for the Regular Member. When the new Regular Member is appointed, the Alternate Member's resignation shall be automatic, thereby allowing the new Regular Member to nominate his/her Alternate Member.
5. Having an Alternate is a Member privilege that may be revoked by the RPSC with a 2/3-vote of the Members present.
6. Alternate Members shall not be subject to the same attendance requirements as Regular Members. Absence of an Alternate Member shall only be noted when the Regular Member represented is also absent.

C. Ex Officio Members: The Republican incumbent or nominee for each State Senate seat in the County; each State Assembly seat in the county; and each U.S. Congressional seat in the county, and if residing in the county, the Republican incumbent or nominee for Governor, Lt. Governor, Treasurer, Controller, Attorney General, Secretary of State, Member of the Board of Equalization, and U. S. Senator shall be Ex-Officio Members of the RPSC. These Ex-Officio

Members shall be entitled to all rights and privileges as every other Member of the RPSC except:

1. The incumbent office holder may appoint or remove an Alternate to the RPSC without RPSC authorization.
2. He/she may not be removed from the RPSC for absences from meetings; and
3. He/she shall not be entitled to the ballot designation of “Incumbent” on the RPSC.

D. Removal / Discipline of Members

1. Pursuant to California Election Code, Section 7413, The Central Committee may remove any Member, other than an Ex Officio Member, who, during his/her term in office:
 - a. Affiliates with, supports or registers as a Member of another party;
 - b. Publicly advocates that the voters should not vote for the “nominee of this party” for any office; or
 - c. Gives support or avows a preference for a candidate of a different party who is opposed by a candidate endorsed or supported by the Republican Party.
2. Removal for Absence: In accord with Elections Code section 7411, any Regular Member of the RPSC who misses four (4) regularly called meetings per calendar year shall be removed unless his or her absence is caused by illness or temporary absence from the county on the date of the meeting. Attendance at any meeting by an absent Regular Member’s Alternate Member shall not be counted as a missed meeting by the Regular Member for purposes of this subsection.
3. Other Removal or Discipline: The RPSC shall have the discretion and authority to remove any Regular Member or Alternate Member for reasons unspecified in these Bylaws with a 2/3-vote of the Members present at any regular meeting. In lieu of removal, the RPSC may choose to censure any Member with a vote of two-thirds of the Members present.
4. Automatic Resignation: If there is a change of residence by a Regular Member or Alternate Member of the RPSC that results in residence

outside of the Supervisorial District from which that Member was elected or appointed, such change of residence shall constitute automatic resignation from the RPSC. Conviction of a felony during their term of office shall also constitute automatic resignation of the Member from the RPSC.

5. Automatic Removal: Any Member who brings or assists in bringing a legal or administrative action against the California Republican Party, the RPSC or its officers before exhausting all the remedies provided for in Article VIII is automatically removed as a Member of the RPSC.
6. Censure:
 - a. Censure of a Member may consist any or all of the following penalties:
 - i) Automatic removal from all standing or sub-committees of the RPSC;
 - ii) Automatic denial of access to confidential reports of the RPSC, including financial records.
 - iii) If a Regular Member, revocation of the privilege of having an Alternate with any Alternate Member of the censured Regular Member dismissed from the committee.
 - iv) Removal of the "right of recognition" from the floor by the Chairman.
 - v.) Removal from any RPSC office held; or
 - vi) Censure without a specified penalty ("Rebuke").
 - b. The Chairman, or the Secretary if the Chairman is accused, shall send a written statement of the defined penalties to the Members so adjudged.
 - c. Censure of a Member shall remain in effect until the end of the Member's term, or until lifted by the RPSC with a majority vote of the Members present.

7. Procedure for Removal and/or Censure: The RPSC may make rules and regulations providing for removal. Any elected, appointed or Alternate Member found in violation of Article III, section D, subsections 1 through 3, may be censured or removed as a Member of the RPSC. The removal/censure shall be implemented as follows:
 - a. Request for removal or censure may be brought against a Regular or Alternate Member by any other Member of the RPSC. Any such request specifying all reasons must be presented in writing to the Chairman for distribution to the Executive Committee. The Member so charged shall be sent written notice by the Chairman, which notice shall contain the specific charges brought as well as the date of a special Executive Committee hearing, which hearing date shall be at least ten (10) days after delivery of such notice. The “charged” Member may contest the charges in person or in writing. A majority of the Executive Committee Members present at the Special Hearing must vote that the charges are well-founded and supported by significant evidence, or the matter will terminate. In the event that the Request is for removal or censure of the Chairman, the written request shall be presented to the Vice Chairman who shall distribute to the Executive Committee, send notice to the “charged” Member and preside over the Special Hearing wherein the matter will be presented.
 - b. If the majority of the Executive Committee Members at the Special Hearing vote to sustain the charges, the charges shall be brought to the RPSC as a whole at the next regular meeting (the “Hearing”) for a vote. The charged Member shall be allowed a reasonable time (minimum 15 days; maximum of 30 days) to defend him/herself against any/or all charges. Unless excused by a 2/3 vote of the attendees of the Special Hearing, at least one of The Member(s) requesting removal must be present at all hearings concerning removal, or all charges will be dropped.
 - c. In the case of violations of Article III, section D, subsections 1 and 2, if a majority of those Members present at the RPSC Hearing agree that the charged Member’s violations occurred and are subject to these Bylaws, and/or the Member does not reply to the written notice of the charges brought against him/her within the time limits established, the RPSC shall remove the Member from the RPSC and all rights associated with that office.

- d. In the case of removal under Article III, section D, subsection 3, if 2/3 of those Members at the RPSC Hearing vote to remove or censure the Member, that Member shall be removed or censured.
 - e. Evidence in all hearings shall only relate to the charges raised in the original complaint. Further, new evidence relating to the existing charges shall be shown to the charged Member at least 5 days prior to any hearing in order to be admissible. New charges must be brought in a new proceeding.
 - f. Any Member who instead of following the above procedures, publishes charges against another Member by contacting the press, by posting on social media or otherwise publicly announces the charges shall lose his or her membership on the Committee upon a 2/3 vote of the Executive Committee at their next regularly scheduled meeting.
- E. Payments: Other than reimbursement for pre-approved expenses, Regular Members shall not receive, directly or indirectly, any salaries, fees or other remuneration from the RPSC, unless otherwise approved by a two-thirds vote of the RPSC. Any such approval must be renewed annually.
 - F. Proxy voting: Voting by proxy shall be prohibited at any meeting of the RPSC.

ARTICLE IV – OFFICERS

A. Elected Officers

The elected officers of the RPSC will be a Chairman, Vice Chairman, Secretary, Membership Chairman and Treasurer who shall be elected or appointed Regular Members of the RPSC.

- 1. Election: The officers shall be elected at the Regular meeting of the RPSC in January of odd numbered years.
- 2. Term: These officers shall serve until their successors are elected unless an office becomes open sooner due to resignation, disqualification, vacancy or removal. Officers will generally serve for a term of two (2) years.

B. Removal:

- 1. Grounds for removal of an officer shall be the same as grounds for removal of a Member. Additionally, any officer may be removed from

office at any time and for any reason by a vote of three-quarters of the Regular Members of the RPSC. Any Regular Member of the RPSC may bring a request for removal of an officer. This request shall be in writing, and shall specify the reason the member wants the officer removed from office. This request shall be presented to the Executive Committee sitting without the challenged officer.

- a. The Chairman shall send the charged Officer written notice containing the charges alleged and the date of the Executive Committee hearing, which hearing shall be at least ten days after service of said notice. The “charged” officer may contest the charges in person or in writing. If the request is made against the Chairman, the Vice-Chairman shall provide such notice to the Chairman.
- b. The Executive Committee shall make its recommendation to the RPSC as a whole.
- c. The RPSC as a whole shall vote on whether or not the officer shall be removed from office.

- C. Vacancies: In the event a vacancy shall occur in the office of Chairman, the Vice Chairman shall immediately call a special meeting of the RPSC, giving all Members not less than five (5) days’ notice, to elect a new Chairman. In the event a vacancy shall occur in any other office, a successor shall be chosen by a majority of those Members present at the next Regular RPSC meeting.

ARTICLE V – POWERS AND DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE

- A. No person, including officers, shall obligate the RPSC in any way, without the express authorization of the RPSC. In the event of such authorization, such obligation shall be made by the Chairman or, in the event of his or her absence or disability, the Vice Chairman or a person authorized by the RPSC in writing, and then only as expressly authorized by the RPSC as a whole.

B. Chairman:

1. The Chairman shall call and preside at all meetings of the RPSC and the Executive Committee and shall perform all other duties authorized by the RPSC. The Chairman shall be a member of the Executive Committee and preside over its meetings.

2. The Chairman, with the advice and consent of the RPSC, is authorized and directed to make such appointments as may be necessary to fill vacancies which the RPSC is empowered by law to fill on the ballot.
 3. The Chairman with the advice and consent of the RPSC shall be authorized to appoint Members of the standing committees except when otherwise specified by some rule or Bylaw, and to appoint the Chairman and Members of any special committees authorized in accordance with the Bylaws.
 4. The Chairman shall have responsibility for supervising and instructing paid personnel.
 5. The Chairman shall have the right and duty generally to manage and supervise the affairs of the RPSC and shall be an Ex-Officio Member of all committees.
 6. The Chairman shall report on the Executive Committee meeting(s) to the RPSC at the next regular RPSC business meeting.
 7. The Chairman may appoint a Parliamentarian and Sergeant-at-Arms as he deems necessary. Such appointed individuals shall serve at the pleasure of the Chairman.
- C. Vice-Chairman: In the event of the absence or disability of the Chairman, the Vice-Chairman shall be empowered to act as Chairman until the next duly called meeting of the RPSC or until the Chairman is able to act, whichever occurs first. The Vice-Chairman shall be a Member of the Executive Committee.
- D. Secretary:
1. The Secretary shall keep proper records of the proceedings of the RPSC and the Executive Committee and shall be the custodian of all RPSC records and of the campaign files, which are to be maintained at the headquarters. The Secretary shall conduct or supervise all necessary correspondence of the Committee and shall perform such other duties as may be delegated to him/her by the Chairman, The Executive Committee, or the RPSC.
 2. The Secretary shall email Minutes of the RPSC meetings to every Member and Alternate of the RPSC within two (2) weeks of each meeting.
 3. The Secretary shall be a member of the Executive Committee.
- E. Treasurer:

1. The Treasurer shall receive and keep all funds of the RPSC in a federally insured bank and shall keep accurate accounts of all balances, of all receipts and of all disbursements.
2. The Treasurer shall collect or expend funds only when authorized by the Executive Committee or the RPSC. All disbursements shall be by check signed by the Treasurer and one other officer. In the event of the Treasurer's extended absence or disability, the Treasurer may designate another officer to sign checks in his place.
3. The Treasurer shall give a monthly oral report to the regular RPSC business meeting summarizing all expenses and disbursements since the last business meeting. This report shall consist only of a report of the financial status, income and expenses of the RPSC.
4. The Treasurer shall be a Member of the Executive Committee.
5. The powers of the Treasurer specified in 1. and 2. above can be suspended by vote of the Executive Committee pending the next regular RPSC meeting.

F. Membership Chairman:

1. The Membership Chairman shall take roll, keep attendance records and maintain membership records including addresses and vacancies.
2. The Membership Chairman shall perform the duties of the Secretary in the event of the absence or disability of the Secretary.
3. The Membership Chairman shall inform the Chairman of the names of any Members that miss more than three (3) regularly called meetings per calendar year.
4. The Membership Chairman shall be a Member of the Executive Committee.

G. Executive Committee:

1. Each Supervisorial District will be represented on the Executive Committee by its Caucus Chairman. Each officer of the RPSC and each Caucus Chairman shall be a Member of the Executive Committee.
2. The principal functions of the Executive Committee shall be (1) to make recommendations on policy and administration of the affairs of the RPSC

to the RPSC, and (2) together with the Chairman, be responsible for carrying out the policy decisions of the RPSC and the Executive Committee.

3. The Executive Committee shall have the authority to expend funds of the RPSC for its ordinary operations and have authority regarding the distribution of time-sensitive funds to candidates and/or campaigns where the expenditure of those funds must take place before the next RPSC Meeting. In the event that immediate approval of an expense the Executive Committee is authorized to make is, in the opinion of the Chairman, warranted for any reason, the Chairman or his designee is authorized to poll the Members of the Executive Committee by telephone, and if a majority concurs, the Chairman can authorize such an expense. However, such an expense must be reported at the next regularly scheduled meeting of the RPSC.
 4. A majority of the voting Members of the Executive Committee shall constitute a quorum.
 5. The Executive Committee may meet in closed session to discuss personnel matters, legal issues, internal controversies and disciplinary matters. All actions taken in such closed sessions shall be reported to the RPSC in the Chairman's Report.
 6. Except for closed sessions, all Executive Committee meetings shall be open for attendance by Regular Members of the RPSC. However, only members of the Executive Committee shall be able to make motions or vote. Other participation by non-Executive Committee members shall be at the discretion of the majority of members of the Executive Committee.
- H. Signatory Authority on Bank Accounts: All officers shall have the power to sign checks on the RPSC's bank accounts. Two signatures shall be required on all checks on RPSC accounts. The RPSC can authorize other Regular Members to sign checks on RPSC accounts.

ARTICLE VI – COMMITTEES

The Chairman, with the approval of the RPSC, may appoint such committees and special committees as he/she feels are needed and are in the best interests of the RPSC. All committee chairmen and committee members shall be appointed by the Chairman and be subject to the approval of the RPSC. Neither the chairman of these committees nor committee members need be Members, but they must be registered Republicans.

ARTICLE VII – MEETINGS

- A. Regular Meetings: Prior to the start of each calendar year, the Executive Committee shall generate a schedule for Regular Meetings during the upcoming year. This schedule can be changed by a 2/3 vote of the Executive Committee or a majority vote of the RPCC so long as 7 days email notice is given to all RPCC members.
- B. The regular meeting of the RPSC Executive Committee will be the 3rd Monday of each month unless this meeting date or time is cancelled or changed by the Chairman or by a majority vote of the Executive Committee.
- C. Special Meetings: The Chairman may call Special Meetings of the RPSC or the Executive Committee at any time provided that, in the case of the RPSC, five (5) days email notice is sent to all Members including all Ex-Officio and Alternate Members.
- D. Quorum: In determining whether a Quorum exists at any Regular Meeting, the Membership Chair shall consider each Regular Member's seat, and count as present all Regular Members present, and all Alternate Members present where their Regular Member is not present. Ex-Officio Members and their alternates shall not be counted for this purpose. A quorum shall be present if over half of the Regular Member's seats are covered by either the Regular Member or their Alternate Member. In the event that at any regularly called meeting of the RPSC a quorum is not present; the Executive Committee may perform such functions as normally would be performed by the RPSC as a whole but only on time-sensitive matters. A quorum of the Executive Committee shall exist if one more than half of its members are present.
- E. Organizational Meetings: The organizational meeting will take place in January of odd numbered years. The term of an elected Member shall commence after his/her election on the date that the RPSC holds its organizational meeting and his/her term will be for (4) years. At the organizational meeting, the RPSC will organize by s electing a Chairman, Vice Chairman, Secretary, Treasurer and Membership Chairman, and such other officers and committees as are specified in these Bylaws The term of office for RPSC officers shall be for two (2) years. The Chairman of the RPSC shall, with the assistance of the Executive Committee, make arrangements for the time and place of meetings and shall provide written (email) notices to all Regular, Ex-Officio and Alternate Members at least five (5) days before the meeting.
- F. Caucus Chairs: At each organizational meeting, each supervisorial district will meet separately and elect its caucus chair, who will be a member of the Executive Committee. The caucus chair shall serve until removed by his/her caucus or two

years, whichever occurs first. If a Member of a caucus wishes to change the caucus chair, that Member shall give thirty days' email or personal notice to the other Members of the caucus of the date and time of a caucus meeting at which the caucus may vote on a new caucus chair. A caucus meeting for the purpose of voting on a caucus chair shall take place immediately before or after a regular RPSC meeting unless all Members of that caucus agree on another day and time.

G. Business Session: While part of the Regular Meetings of the RPSC may be open to the public, all business of the RPSC shall be done in closed session at which the general public shall be excluded. Nothing in this section shall prevent special presentations by non-members to the closed session of the RPSC as arranged by the Chairman or at his/her direction. However, the individuals making such a presentation shall be dismissed prior to any discussion or vote by the RPSC.

1. Notwithstanding the foregoing, the Executive Committee may place agenda items about which they believe there is no dispute, to be placed on a Consent Calendar, which can be approved at the start of a Regular Meeting by a majority vote of the RPCC. A detailed explanation of each item on the Consent Calendar, together with any argument's pro and con, shall be sent to each member of the RPCC at least one week prior to the Regular Meeting at which it will be on the Consent Calendar. However, Committee endorsements shall not be put on a consent calendar.

2. Prior to the vote on the Consent Calendar, any member of the RPCC may request that a matter be pulled from the Consent Calendar to be considered in the closed session. Such request may be made prior to the Regular meeting or orally at that meeting.

H. Attendance By Electronic Means: A Member may attend any meeting which he or she is entitled to attend by electronic means if that is available at the meeting location. Electronic means shall include, but not be limited to, attendance by conference call, facetime, Skype Zoom, or a similar means. A Member wishing to attend electronically shall make arrangements with the Chairman or the person who will preside over that meeting at least 24 hours prior to the meeting time.

ARTICLE VIII -DISPUTE RESOLUTION:

A. The following disputes and conflicts are subject to this article:

1. All disputes regarding these Bylaws and their interpretation.
2. All disputes between the RPSC and any Member and/or RPSC chartered organization.
3. All disputes between or among any Members of RPSC with respect to these Bylaws.

B. All Members or RPSC chartered organizations with any dispute or conflict subject to this article must first exhaust their administrative remedies pursuant to Section C. of this Article VIII and, if still unsatisfied, then subject such conflict or dispute to binding arbitration pursuant to Section D. of this Article VIII. This article constitutes the sole source of legal relief for all disputes subject to this Article.

C. The administrative remedies of the RPSC are for disputes and conflicts that are as follows:

1. **Members' Disputes and Conflicts:** Members with disputes and/or conflicts subject to this article must first submit such disputes and/or conflicts to the Executive Committee for resolution. Any decision pursuant to this article by the Executive Committee may be appealed by any party to the dispute to the full RPSC. Unless so appealed, the decision of the Executive Committee shall be binding on the parties.
2. **Chartered Organization Disputes and Conflicts:** Organizations chartered by the RPSC with disputes and/or conflicts subject to this article must first submit such disputes and/or conflicts to the Executive Committee. Any decision by the Executive Committee pursuant to this article may be appealed to the full RPSC. Unless so appealed, the decision of the Executive Committee shall be binding on the parties.

D. If the procedures outlined in Section C fail to resolve the dispute, the party dissatisfied with the result may, by written notice to the other party or parties, require that the dispute be submitted to mandatory binding arbitration under this section.

3. Such notice must be received by the RPSC and the other party or parties to the dispute within fourteen calendar days of the decision rendered under Section C, above, or the decision rendered under Section C shall become final and binding on the parties.

4. Except as otherwise provided herein, or as otherwise agreed to by the parties, the arbitration under this Section D shall be conducted in accord with Title 9, Part 3, of the California Code of Civil Procedure, Sections 1280 et seq.
5. In any arbitration under this section, the arbitrator shall be selected as follows: The arbitrator shall be the head of the California Republican Party. Should he or she be unwilling or unable to serve as arbitrator, and the parties are within ten days thereafter unable to agree on a mutually acceptable arbitrator, each party, at its respective costs and by giving written notice to the other party, shall appoint one (1) arbitrator. If either party does not appoint an arbitrator within ten (10) days after the other party has given notice of the name of its arbitrator, the single arbitrator appointed by the party giving notice shall be the sole arbitrator. If two (2) arbitrators are appointed, those two (2) arbitrators shall appoint a third arbitrator who shall proceed to resolve the question. The appointment of a third arbitrator shall be made within ten (10) days following the appointment of the first two (2) arbitrators. If the two (2) arbitrators first appointed cannot agree upon a third arbitrator, the third arbitrator shall be chosen by the presiding judge of the Superior Court of the County of Stanislaus, State of California. Each party shall bear one half (1/2) of the cost of appointing a third arbitrator and of paying the third arbitrator's fees.
6. The arbitrator(s) shall issue a reasoned, written decision, which is in accord with California law. The written decision of the single arbitrator ultimately appointed by or for both parties shall be binding and conclusive on the parties. If three arbitrators hear the dispute, the decision of the majority of said arbitrators shall be binding and conclusive on the parties. Judgment may be entered on such written decision in any court having jurisdiction, and the parties consent to the jurisdiction of the Superior Court of the County of Stanislaus, California for this purpose.

ARTICLE IX - AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the RPSC by a 2/3 vote of the Members present, provided that written or email notification of any proposed amendments shall be given to the entire RPSC at least fourteen (14) days prior to the vote on the amendment.

ARTICLE X - INDEPENDENT REPUBLICAN CLUBS:

- A. Chartering and coordination of the activities of Independent Republican Clubs shall be vested in the Executive Committee.

- B. Executive Committee vote for approval or rejection of charter applications and revocations of existing charters shall be pursuant to the rights granted by section 12301 of the State Elections Code.
- C. Any organization that brings or assists in bringing a legal action against the California Republican Party, the RPSC, or its officers instead of exhausting all of the remedies provided for in Article VIII is automatically and permanently de-chartered and is ineligible to receive a charter at any time in the future.

ARTICLE XI - RULES OF ORDER:

Roberts Rules of Order, Newly Revised, shall determine any question of procedure or order for the conduct of meetings of the Committee or any of its committees, except that these Rules may be suspended by a two-thirds (2/3) vote of the total Members present at any regularly constituted meeting, or 2/3 of the members of the Executive Committee at any Executive Committee Meeting.