

BYLAWS OF THE STATE CENTRAL COMMITTEE OF THE REPUBLICAN PARTY OF LOUISIANA

(AMENDED 05/21/2011)

ARTICLE I

Preamble and Authority

Section 1. The State Central Committee of the Republican Party of Louisiana, a recognized political party, hereby adopts these Amended and Restated Bylaws, which include rules for the composition of the State Central Committee, the election of its officers, the conduct of its business and the management and operation of the Republican Party of Louisiana.

Section 2. The State Central Committee is the governing body of the Republican Party of Louisiana and shall have exclusive authority to control, manage, direct and administer all activities of the Republican Party of Louisiana, excepting only those duties specifically delegated to the Parish Executive Committees by Louisiana State Law.

Section 3. The Republican Party of Louisiana is dedicated to the purposes of electing persons affiliated with the Party to public offices at the federal, state, and local levels and supporting issues that reflect the principles of the Party.

ARTICLE II

Definitions

Section 1. When used in these bylaws, the terms set forth below shall have the following meaning:

- “State Party” or “the Party” means the Republican Party of Louisiana.
- “State Central Committee” or “the Committee” means the State Central Committee of the Republican Party of Louisiana.
- “District” means district from which a State Central Committee Member is elected, including single member districts within a legislative district from which more than one State Central Committee Member is elected.
- “Member” or “Members” means a member or members of the State Central Committee.
- “Mailed” or “mailing” means deposited or depositing in the United States Mail, properly addressed with postage pre-paid for first class mail delivery.
- “Party Headquarters” means the offices selected by the Executive Committee to house the employees, staff, books and records of the State Party. “Notice to Party Headquarters” shall mean delivery to the Chairman, Secretary, or Executive Director.
- “Robert’s Rules of Order” means the current edition of Robert’s Rules of Order, Newly Revised.

Section 2. "Chairman", "Chairmen", "he", and "his", shall not be construed to denote gender.

Section 3. Definitions not set forth above, to the extent found therein and where not otherwise inconsistent with these bylaws, shall be those set forth in Robert's Rules of Order.

ARTICLE III

Membership

Section 1. To qualify to be elected as a Member, a candidate must:

- Be a resident and a registered Republican voter of the District from which he or she is a candidate for at least six months prior to election day; and
- Qualify as required by law.

Section 2. The following public officials, while serving in office, shall be ex-officio, non-voting Members and shall not be counted for a quorum:

- Each statewide elected official of Louisiana who is Republican.
- Elected or appointed members of the United States Senate from Louisiana, if Republican.
- Elected members of the United States House of Representatives from Louisiana, if Republican.

ARTICLE IV

Officers

Section 1. The elected officers of the State Central Committee shall be a Chairman, Vice Chairman, Treasurer, Secretary, National Committeeman and National Committeewoman.

Section 2. The Chairman, Vice Chairman, Secretary and Treasurer shall serve for terms of two years or until their successors are elected. The National Committeeman and National Committeewoman shall serve for terms of four years or until their successors are elected.

Section 3. All elected officers must be duly elected Members.

Section 4. No Member may hold more than one elected office of the State Central Committee at a time.

Section 5. The officers serving at the time of adoption of these Amended and Restated Bylaws shall serve for the terms allowed in Section 2 of this Article, calculated from March 25, 2000.

Section 6. The Executive Committee shall notify the Members immediately if a vacancy in any office occurs or will occur. A vacancy in any office, including Chairman, shall be filled by the election of a successor officer to serve for the remainder of the un-expired

term. The election shall be at the first meeting of the State Central Committee held more than ten (10) days after the Members are notified of the vacancy.

ARTICLE V

Duties of the Officers

Section 1. The Chairman shall be the spokesman of the Party, shall serve as an ex-officio member of all standing and special committees, shall preside at all State Central Committee meetings and Executive Committee meetings, shall see that the instructions and orders of the Executive Committee and the State Central Committee are carried into effect and shall perform such other duties as are assigned by these by-laws, by the State Central Committee or by the Executive Committee as well as those duties applicable to the office as prescribed by Robert's Rules of Order. The Chairman may appoint one or more deputy chairmen to assist him in his duties or to perform specific tasks or projects delegated by the Chairman. Deputy Chairmen shall serve at the pleasure of the Chairman and shall not be members of the Executive Committee. The Chairman may also appoint a Finance Chairman to assist the Chairman in raising funds to support the activities of the State Central Committee. The Finance Chairman need not be a Member.

Section 2. The Vice Chairman shall serve as Chairman in the absence of the Chairman. In the absence of the Secretary or Treasurer, the duties of such officer shall devolve upon the Vice Chairman in his capacity as Assistant Secretary or Assistant Treasurer. The Vice Chairman shall perform such other duties as are assigned by the State Central Committee or by the Executive Committee as well as those duties applicable to the office as prescribed by Robert's Rules of Order.

Section 3. The Treasurer shall have the custody and responsibility of the funds of the Party. He shall cause said funds to be deposited in a bank or banks selected by the Executive Committee, which funds may be drawn as prescribed by the Executive Committee. He shall see that the financial records of the Party are properly maintained, shall present at each State Central Committee and Executive Committee meeting a budget status and financial report summarizing income, expenses, assets and liabilities of the Party and shall perform such other duties as are assigned by the State Central Committee or by the Executive Committee as well as those duties applicable to the office as prescribed by Robert's Rules of Order.

Section 4. The Secretary shall keep minutes of State Central Committee and Executive Committee meetings and shall be the custodian of those minutes and shall perform such other duties as are assigned by the State Central Committee or by the Executive Committee as well as those duties applicable to the office as prescribed by Robert's Rules of Order.

Section 5. The National Committeeman and National Committeewoman shall serve as the representatives of the Party to the Republican National Committee, shall prepare a joint written report annually summarizing the activities of the Republican National Committee, shall submit said report to the State Central Committee at the first quarterly meeting each year and shall perform such other duties as are assigned by the State Central Committee or by the Executive Committee.

Section 6. All officers shall be subject to the orders of the Executive Committee and the State Central Committee.

ARTICLE VI

Executive Committee

Section 1. The Executive Committee shall have general supervision of the affairs of the Party between meetings of the State Central Committee, fix the hour of meetings, make recommendations to the State Central Committee and shall perform such other duties as are specified in these bylaws. The Executive Committee shall be subject to the orders of the State Central Committee and none of its acts shall conflict with actions taken by the State Central Committee. The Executive Committee shall prepare a budget and submit it to the State Central Committee for approval by a majority vote at the first regular meeting each calendar year. A copy of the proposed budget shall be included with the call of the meeting. The Executive Committee may from time to time submit amendments to the budget, which amendments may be adopted by a majority vote of the State Central Committee. The Executive Committee may authorize any disbursements or expenditures that are consistent with the budget as approved by the State Central Committee and may authorize persons to sign checks and drafts against the Party's bank accounts. In all cases where the Chairman is authorized to appoint a Member or other person to a committee, office or other position, the appointment shall not take effect until approved by the Executive Committee.

Section 2. The Executive Committee shall consist of the elected officers of the State Central Committee and a) a Member who is also a member of the Louisiana Federation of Republican Women and is elected by a caucus consisting of those Members who are also members of the Louisiana Federation of Republican Women, b) the Finance Chairman if appointed by the Chairman with the advice and consent of the State Central Committee, and c) the Governor of Louisiana, if Republican and a Member.

Section 3. Meetings of the Executive Committee may be called by the Chairman or by the Vice Chairman and shall be called upon the written request of two members of the Executive Committee. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Except in cases of emergency, at least 48 hours notice of all meetings shall be given. The Executive Committee shall meet not less than monthly. Each member of the Executive Committee shall be entitled to one vote.

Section 4. Meetings of the Executive Committee may be conducted by telephone conference call provided all persons participating in the meeting can hear and communicate with each other. Participation in a meeting of the Executive Committee by telephone conference call constitutes presence in person at the meeting except as to a person who participates in the meeting for the express purpose of objecting to the transacting of any business on the ground that the meeting is not lawfully called or convened.

Section 5. In the event of a federally declared state of emergency or disaster to Louisiana, either imminent or after the fact, the Executive Committee may, by a 2/3 vote,

postpone a meeting of the Louisiana Republican State Central Committee. The postponed meeting shall be held in Baton Rouge, Lafayette, or Alexandria within 45 days. Members of the Republican State Central Committee shall be given written notice of the rescheduled meeting at least 14 days prior to it being held. All items included in the call of the postponed meeting shall be eligible for consideration at the rescheduled meeting.

ARTICLE VII

Committees

Section 1. Standing Committees shall be:

Credentials: The Credentials Committee, at each meeting of the State Central Committee, shall review the credentials of all Members present. It shall review any proxies that have been presented for use at a meeting of the State Central Committee and shall report on the standing and status of all Members and their proxies present and whether or not there is sufficient attendance to constitute a quorum. It shall also conduct hearings and report findings on disqualification of a Member, as provided in Article IX, Section 2.

Bylaws: The Bylaws Committee shall consist of not more than eight Members and shall receive, consider and report to the State Central Committee on all proposed amendments to these bylaws, all proposed reapportionment plans and all proposed rules for the holding of conventions, the endorsement of candidates, the selection of delegates to the Republican National Convention or the conduct of Presidential caucuses or primaries.

Resolutions: The Resolutions Committee shall receive, consider and report on all general resolutions proposed for adoption at meetings of the State Central Committee. This section shall not limit the right of a Member to present motions for consideration.

Audit Committee: The Audit Committee shall consist of five Members, at least three of whom are experienced in business and financial matters. The Audit Committee shall monitor the accounting and financial systems, procedures and policies and other internal financial controls of the Party and shall make recommendations to the Executive Committee and the State Central Committee on any changes, modifications or improvements that the Audit Committee deems necessary or advisable. It shall also, in cooperation with the Executive Committee, select a firm to conduct an annual independent audit of the Party's financial records, supervise the conduct of this audit and present the same to the State Central Committee at the first meeting following the audit's completion. The Audit Committee shall be allowed access to all records of the Party necessary to carry out its responsibilities.

Organizational: The Organizational Committee shall formulate recommendations for district and parish level organization of the activities of the Party and shall report the same to the State Central Committee for its consideration. The current district PAC organization shall remain in place until a new district and parish level organization is adopted by the State Central Committee. The Organizational Committee shall also formulate plans to foster and maintain relationships with all auxiliary organizations and other organizations that support the principles of the Party and shall report the same to the Executive Committee for its consideration.

Finance: The Finance Committee shall develop plans to assist the Finance Chairman in raising funds to support the activities of the State Central Committee. The Finance Chairman, if a Member shall serve as chairman of the Finance Committee. If the Finance Chairman is not a Member then the Chairman shall appoint a Member to serve as chairman of the Finance Committee.

Ballot Integrity: The Ballot Integrity Committee shall, with the approval of the Executive Committee, coordinate the Party's ballot integrity activities in all elections.

Voter Registration: The Voter Registration Committee shall formulate plans for increasing Republican voter registration in the State of Louisiana and shall submit the same to the Executive Committee for its consideration.

Voter Outreach: The Voter Outreach Committee shall formulate and submit to the Executive Committee for its consideration plans, procedures and policies to attract to the Republican Party members of all demographic, cultural, economic and racial segments of our population. Any voter registration activities recommended by the Voter Outreach Committee shall be referred to the Voter Registration Committee.

Section 2. Additional standing committees may be established by a two-thirds vote of the State Central Committee at a regular meeting.

Section 3. Special committees may be created by the Executive Committee or by the State Central Committee to carry out special projects or assignments that are not included within the responsibilities of a standing committee.

Section 4. The Chairman shall appoint the membership and chairs of all standing and special committees. Members of the State Central Committee shall comprise standing committees. Non-Members may be appointed to special committees but no more than two (2) non-members may serve on a special committee at one time. A committee chairman or committee member may be removed or replaced by the Chairman with approval of the Executive Committee.

Section 5. All standing committees may report on any subject within the scope of the committee's duties at each regular meeting of the State Central Committee or at a special meeting called for that purpose. Special committees shall report on completion of their assignment or project at a regular meeting of the State Central Committee or at a special meeting called for that purpose.

Section 6. All meetings of standing or special committees shall be open to Members.

ARTICLE VIII

Meetings of the State Central Committee

Section 1. Regular meetings of the Republican State Central Committee shall be held not less than quarterly in Louisiana. The Chairman, with approval of the Executive Committee, shall determine the date and location of the meetings. The dates and locations for meetings of each calendar year shall be made available to members no later than January 15 of that year with thirty (30) days written notice required for changes. The Executive Committee may, by majority vote, cancel any regular meeting scheduled

during the fourth quarter of a calendar year. Notice of cancellation shall be given to Members at least sixty (60) days in advance of the regular meeting.

Section 2. Special meetings of the State Central Committee may be called by the Chairman or by the Executive Committee and shall be called upon the written request of fifty (50) Members. At least ten (10) days written notice of special meetings shall be given. Special meetings shall be held in Baton Rouge, Louisiana and no business shall be transacted at special meetings except that mentioned in the call.

Section 3. A majority of the elected Members shall constitute a quorum for the transaction of business.

Section 4. If previous notice of motions is required by Robert's Rules or by these by-laws, the notice shall be included in the call of the meeting. A Member wishing to give previous notice may submit the notice in writing to Party Headquarters at least thirty (30) days before a regular meeting or may give the notice at the previous regular meeting. Notices so submitted shall be included in the call of the meeting. The call of any regular meeting shall be sent to members at least twenty (20) days before the regular meeting.

Section 5. The election of officers and the election of replacement Members shall be by secret ballot, except that in each case where there is no contest for the office, the officer or replacement Member may be elected by acclamation. A runoff between the two top candidates will be held if no candidate receives a simple majority on the first ballot.

Section 6. In cases where the method of voting is not specified in these bylaws, the method of voting may be by voice vote or by any other manner provided in Robert's Rules of Order subject to the following conditions: (1) a motion that the vote be counted shall only require the affirmative vote of 15 Members for adoption; (2) a motion to take a vote by roll call shall only require the affirmative vote of 40 Members for adoption.

Section 7. Proxies shall be allowed in taking of the roll, in calculating a quorum and in all votes cast. Members may be represented by proxy subject to the following conditions: (1) Any Member must direct his proxy to another Member who resides in either the same Congressional district, the same legislative house district, or the same parish as the Member giving the proxy; (2) proxies shall be in writing and acknowledged before a notary public or signed in the presence of two witnesses who also sign the proxy; (3) no Member may exercise the proxy of more than two other Members at any meeting; (4) no proxy may be directed to or voted by the Chairman. The Credentials Committee shall deliver the written proxies received at each meeting to the Secretary, who shall retain the proxies for a period of not less than six months after adjournment of the meeting; (5) no member shall be allowed to proxy unless that member has attended at least one of the three previous regular meetings in person. Said member must attend a regular meeting in person before being allowed to proxy at any future regular meeting.

ARTICLE IX

Removal of Members from Office

Section 1. An elected Member is subject to removal from office when the Member:

(a) establishes domicile outside of his State Legislative House District;

- (b) is convicted of a misdemeanor involving moral turpitude or of a felony;
- (c) changes his official registration from Republican;
- (d) is hired as an employee, staff member or consultant of the Republican Party of Louisiana.

Section 2. Upon receipt of notice of any of the above, the Executive Committee shall forward the name of the Member to the Credentials Committee. Within fifteen days of receipt of the notice the Credentials Committee shall deliver written notice to the Member of the alleged basis for his removal and shall schedule a hearing not sooner than ten nor later than twenty-one days after the notice is delivered. The Credentials Committee shall gather and review all available information on the subject and report on its findings to the Executive Committee within fifteen days after the hearing. After reviewing the report of the Credentials Committee, the Executive Committee may, by a two-thirds vote, recommend removal of the Member.

Section 3. Upon recommendation of the Executive Committee pursuant to Section 2 of this Article, the State Central Committee may remove a Member by a two-thirds vote of the State Central Committee at a regular meeting. The Chairman shall promptly notify the Secretary of State if the Member is removed.

ARTICLE X

Replacement of a Member

Section 1. In the event of removal, death, or resignation of a Member, the Chairman shall promptly notify the Secretary of State and the chairman or chairmen of the Parish Executive Committee(s) in the affected District.

Section 2. Each Parish Executive Committee in the affected District and/or SCC members from the affected parish or parishes and/or legislative house district or Congressional District may nominate one or more candidates to fill a vacancy by submitting in writing to the Party Headquarters the name, domicile address and telephone number of the candidate(s) at least 30 days prior to a regularly scheduled meeting. Nominations may also be made from the floor at the regular meeting by any member of the SCC from the affected parish or parishes, state legislative house district, or Congressional District. Members elected pursuant to this section shall not take office until the next regular meeting.

Section 3. A vacancy may be filled by the election of a replacement Member from candidates nominated pursuant to Section 2. The election may be conducted at a regular meeting of the State Central Committee held at least 60 days after delivery of the notices required by Section 1. Notice of the election and the names of the candidates shall be included in the call of the meeting and the election of the replacement Member shall be conducted pursuant to Article VIII, Section 5.

ARTICLE XI

Notices

Notices may be mailed, delivered by facsimile transmission or delivered electronically to Members who have voluntarily furnished their e-mail addresses to Party Headquarters. In the event that the Executive Committee does not maintain Party Headquarters, then notices that are required by these bylaws to be sent to the Party Headquarters shall be sent to the Secretary.

ARTICLE XII

Party Headquarters, Executive Director and Employees

Section 1. The domicile of the Party shall be Baton Rouge, Louisiana. The Executive Committee shall maintain the Party Headquarters in that city and may establish offices in other cities.

Section 2. The Chairman shall appoint an Executive Director. The Executive Director shall act under the immediate direction of the Executive Committee, shall be responsible for the administration and management of the day-to-day activities of the Party, shall supervise the employees and staff of the Party and shall perform such other duties as may be assigned by the Chairman or by the Executive Committee as well as those duties applicable to the office of executive director (executive secretary) as prescribed by Robert's Rules of Order. The Executive Director may be removed by the Chairman or, after ten (10) days written notice, by a majority vote of the Executive Committee.

Section 3. The Executive Director, with approval of the Executive Committee, may hire employees, staff, or consultants to assist the Executive Director. The Executive Director may dismiss any employee, staff member or consultant.

Section 4. The Executive Committee shall approve in advance any salary or other compensation paid to the Executive Director, the employees, the staff or the consultants of the Party.

Section 5. Employees and staff members shall not, either directly or indirectly, participate in or attempt to influence the election of Members, nor shall any person use Party funds, assets or resources for that purpose.

ARTICLE XIII

Parish Executive Committee Members

Section 1. In order to qualify and serve as a member of a Republican Parish Executive Committee, an individual must meet the qualifications set forth in Article III, Section 1 of these bylaws.

Section 2. The officers of each Parish Executive Committee shall be a Chairman, Vice-Chairman, Secretary, and Treasurer who are elected at the first meeting of the Parish Executive Committee held in accordance with Louisiana Revised Statute 18:444 C(1)

Section 3. The rules and regulations of a Parish Executive Committee shall be defined as the bylaws of the Parish Executive Committee which are on file with the Clerk of Court in that parish on January 1 of each calendar year. Notice of changes to the bylaws of a Parish Executive Committee shall be sent to the Secretary of the Republican Party of Louisiana within fifteen (15) days after such changes are adopted.

ARTICLE XIV

Reapportionment of the State Central Committee

Section 1. The State Central Committee may, at a regular meeting, adopt a plan of reapportionment in the number of Members to be elected from each District and the boundaries of such districts. Such plan should be proportional based on Republican voter registration. Any proposed reapportionment plan shall be submitted in the form of resolution and shall require previous notice and a majority vote for adoption. All such proposed plans or changes shall be referred to the Bylaws Committee for review and consideration.

Section 2. The State Central Committee may, at a regular meeting, adopt a plan changing the method of electing Members, the total number of elected Members or other aspects of the composition of the State Central Committee. Any such proposed plan or change shall be submitted in the form of a resolution and shall require previous notice. A two-thirds (2/3) vote shall be required for adoption provided the number of members to be elected changes by more than five percent (5%). All such proposed plans or changes shall be referred to the Bylaws Committee for review and consideration.

ARTICLE XV

Endorsements, Conventions and Presidential Primaries or Caucuses

The State Central Committee may, at a regular meeting, adopt rules for the holding of conventions, for the endorsement of candidates or for the conduct of Presidential primaries or caucuses. Proposed rules for the same shall be submitted in the form of a

resolution and shall require previous notice and a two-thirds (2/3) vote for adoption. All such proposed rules or amendments shall be referred to the Bylaws Committee for review and consideration.

ARTICLE XVI

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the State Central Committee in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the State Central Committee may adopt.

ARTICLE XVII

Amendment of Bylaws

These bylaws may be amended only at the second meeting held each year and by a 2/3 vote. The RSCC Executive Committee may vote to allow an amendment to be considered at a meeting other than the second meeting of the year, provided that the amendment has been submitted to either the Chairman or Party Headquarters at least thirty (30) days preceding the meeting of the State Central Committee at which it is to be considered. Unless there is unanimous consent to the adoption of an amendment to the bylaws, the vote on an amendment shall be a counted vote of the members standing together with their proxies. However, unless otherwise ordered by at least 30 members, no minute entry of the details of the names of those voting and how they voted shall be required. A copy of any proposed amendment to the bylaws shall be enclosed with the call of the meeting. All proposed amendments to the bylaws shall be referred to the Bylaws Committee for review and consideration.

ARTICLE XVIII

Effective Date and Repeal of Prior Bylaws, Amendments and State Council Charter

Section 1. These Amended and Restated Bylaws shall become effective upon adoption by the State Central Committee and shall repeal and replace any prior bylaws and amendments to the bylaws, including the Bylaws for the State Central Committee of the Louisiana Republican Party and any amendments thereto.

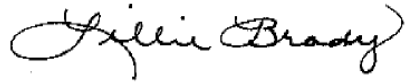
Section 2. The Republican Party of Louisiana State Central Committee State Republican Council Charter is hereby repealed and the State Republican Council is abolished.

ARTICLE XIX

In accordance with LA Revised Statute 18:1275.1, the State Central Committee of the Republican Party of Louisiana hereby prohibits unaffiliated voters from participating in its congressional primary elections.

CERTIFICATE

I certify that the foregoing Bylaws for the State Central Committee of the Republican Party of Louisiana were amended on May 21, 2011 at a regular meeting of the State Central Committee. They are a true and correct copy of those on file at the Headquarters of the Republican Party of Louisiana in Baton Rouge.

A handwritten signature in cursive script that reads "Lillie Brady". The signature is written in black ink and is positioned above the printed name.

Lillie Brady, Secretary