

EXHIBIT L-3

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NOTARY PUBLIC
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Bylaws of the Democratic Party of the State of Washington

As amended by the Washington State Democratic Central Committee on January 30, 2010

These Bylaws are adopted pursuant to the Charter of the Democratic Party of the State of Washington.

Article I State Democratic Convention

The State Convention of the Democratic Party is the highest authority of the Democratic Party of the State of Washington, subject to the provisions of the Charter of the Democratic Party of the State of Washington. The Convention shall be called by the Washington State Democratic Central Committee pursuant to Articles V and VI of the State Charter.

Article II Washington State Democratic Central Committee

A. Purpose and Powers

1. The Washington State Democratic Central Committee, also known as the state central committee ("SCC"), is the governing body of the Democratic Party of the State of Washington as authorized by the Democratic State Convention and the Charter of the Democratic Party of the State of Washington.
2. The SCC shall have all powers and carry out all duties delegated to it by the Convention under the Charter. The SCC is the sole Party organization authorized to collect and disburse funds in the name of the Democratic Party of the State of Washington. The SCC provides the funds, staff and other assistance necessary for the operations of its committees.

B. Membership

1. The SCC shall consist of the state committeewoman and the state committeeman elected from each legislative district and from each county of the State of Washington, without regard to whether each is a precinct committee officer, in compliance with Article III B of the Charter.
2. Members shall be elected for two-year terms and shall serve until their successors have been elected.
3. All Members of the SCC shall have equal voice and vote in the affairs of the SCC unless these Bylaws or the Charter direct expressly to the contrary.
4. The following shall be Special Members of the SCC. They shall be entitled to equal voice and vote in affairs of the SCC when in personal attendance. Special

1 Members have no proxy. Except where expressly limited in the Charter or in
2 these Bylaws, Special Members shall have all rights and privileges granted to
3 Members under these Bylaws.

- 4 a. The elected officers of the State Central Committee.
- 5 b. National Committeemen and National Committeewomen elected from the
6 State of Washington.
- 7 c. The Governor of the State of Washington when that office is held by a
8 Democrat.
- 9 d. United States Senators from the State of Washington if such offices are held
10 by Democrats.
- 11 e. Members of the United States House of Representatives from the State of
12 Washington if such Members are Democrats.
- 13 f. The Leader of the Washington State Senate Democratic Caucus.
- 14 g. The Leader of the Washington State House of Representatives Democratic
15 Caucus.
- 16 h. A representative of the Young Democrats of Washington.
- 17 i. A representative of the Federation of Democratic Women's Clubs.
- 18 j. The Chair of the Organization of County and District Chairs; provided that
19 in the absence of the Chair, the Vice Chair of the Organization of County and
20 District Chairs may serve in the Chair's stead, with vote, as an alternate.
- 21 k. The SCC may from time to time extend Special Membership privileges,
22 provided that any such extension must be adopted by the SCC by
23 unanimous vote and shall be submitted to the next Convention for
24 ratification.

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26 C. Officers and Their Duties

- 27 1. The officers of the SCC shall be the Chair, Vice Chair, Secretary, Treasurer and
28 such other officers as the SCC shall from time to time authorize and elect.
- 29 2. The officers of the SCC shall be elected for two-year terms at the first meeting of
30 the SCC in odd-numbered years or, in the case of officers added by the SCC, in
31 the manner and at the time specified by the SCC in the resolution establishing
32 such office.
- 33 3. In the event of a vacancy in an office, the office may be filled by election at any
34 regular or special meeting of the SCC, provided the written notice of the
35 proposed election has been deposited in the mail, postage prepaid, to each
36 member of the SCC at least fifteen (15) days in advance of the meeting.
- 37 4. Vice Chair. The Vice Chair shall:
 - 38 a. In the absence of the Chair, or in the event of a vacancy in that office or the
39 disability of the incumbent, perform the duties of the Chair.
 - 40 b. Develop and maintain personnel policies and committee chair job
41 descriptions and perform such other responsibilities as the SCC or its
42 Executive Committee or the Chair may from time to time delegate.
- 43 5. Secretary. The Secretary shall:
 - 44 a. Prepare the minutes of all meetings of the SCC or its Executive Committee
45 and the State Convention.
 - 46 b. Keep all records of the SCC.

1 c. Perform such other duties as the SCC or its Executive Committee or the Chair
2 may from time to time delegate.

3 6. Treasurer. The Treasurer shall:

4 a. Maintain the financial records of the SCC and all committees, and be
5 responsible for the accurate and timely filing of all reports required by public
6 disclosure or taxing authorities.

7 b. Be the custodian of all funds and securities of the SCC and all committees.

8 c. Deposit and disburse funds of the SCC pursuant to the current budget and
9 policies and procedures established by the SCC or its Executive Committee.

10 d. Prepare and distribute a written financial report to each meeting of the SCC.

11 e. Serve as a voting member of the Finance Committee.

12 f. Perform such other duties as the SCC or its Executive Committee or the Chair
13 may from time to time delegate.

14 7. National Committee Members

15 a. The offices of National Committee members apportioned to the State of
16 Washington by the Democratic National Committee shall be filled by
17 election at large by the SCC during each Presidential election year.

18 b. National Committee members shall serve four-year terms and shall serve
19 until their successors are elected.

20 c. In the event of a vacancy in the post of National Committee member, the SCC
21 shall elect a replacement to serve the balance of the term. The replacement
22 shall be selected in the manner provided for filling vacancies in officer
23 positions.

24 8. Removal of Officers. Any officer may be removed upon two-thirds vote of the
25 SCC, provided at least fifteen (15) days prior notice of the meeting and the
26 grounds for removal are given to the members and the officer whose removal is
27 sought.

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29 D. Meetings

30 1. Regular Meetings

31 a. The SCC shall hold at least three (3) meetings per year, one of which can be
32 the State Convention. Meetings will be held at a time and place selected by
33 the Chair, pursuant to guidelines established by the SCC or its Executive
34 Committee; provided, however, that the Chair shall rotate the meetings
35 among Congressional Districts.

36 b. A call for each such meeting shall be mailed to all SCC Members at least
37 thirty (30) days in advance of the meeting.

38 c. In the absence of a call for a regular meeting, any twenty-five (25) Members
39 of the SCC may call such a meeting by issuing a proper call and proposed
40 agenda.

41 2. Organizational Meeting.

42 a. The first regular meeting of the SCC in odd-numbered years shall be its
43 organizational meeting. This meeting shall be held after legislative district
44 and county organizational meetings, provided such meetings are held in the
45 months of December and January immediately proceeding.

- 1 b. As its first orders of business at the organizational meeting, the SCC shall
2 adopt temporary rules for the meeting and elect a Chair, Vice Chair and the
3 other officers of the SCC.
- 4 c. In the absence of a call for an organizational meeting, any ten (10) members
5 of the SCC may call such a meeting by issuing a proper call and proposed
6 agenda.
- 7 3. Special Meetings. A special meeting of the SCC may be called for any purpose
8 by:
 - 9 a. The Chair.
 - 10 b. A majority of the Executive Committee.
 - 11 c. Any twenty-five (25) members of the SCC, provided that a proper call is
12 issued by the convening authority at least fifteen (15) days in advance of the
13 meeting.
- 14 4. Voting and Proxies
 - 15 a. All Members of the SCC shall have equal vote. In the event that any Member
16 shall be an officer or hold any additional position with the SCC that position
17 carries a vote, the Member shall nevertheless have only one vote in all affairs
18 of the SCC.
 - 19 b. A division of the house may be called upon any point by 10%, and a roll call
20 vote may be called by 20%, of those present and entitled to vote, including
21 proxies.
 - 22 c. Voting by proxy shall be permitted in accordance with the following rules:
 - 23 (1) All proxies must be in writing, signed by the Member. They may be
24 specific or general, instructed or uninstructed, transferable or non-
25 transferable, as specified by the maker. In the absence of specification,
26 a proxy shall be deemed to be general, uninstructed and non-
27 transferable.
 - 28 (2) No person shall hold more than one proxy.
 - 29 (3) In order to vote a proxy, the holder must register the proxy with the
30 Secretary of the SCC before a vote is taken. Only the individual
31 currently registered with the Secretary may vote the proxy.
 - 32 (4) The holder of a proxy must reside in the county or legislative district
33 in which the Member giving the proxy resides.
- 34 5. Quorum
 - 35 a. A quorum of the SCC shall be 40% of those eligible to vote. For purposes of
36 determining a quorum, valid proxies shall be counted.
 - 37 b. Once a quorum is established, the Chair need not entertain a quorum call
38 until all business included in the adopted agenda for the meeting has been
39 transacted.
- 40 6. Robert's Rules. In all matters not covered expressly by these Bylaws, Robert's
41 Rules of Order, newly revised, shall prevail.
- 42 7. Open Meetings. All meetings of the SCC shall be open to all Democrats, except
43 when called into Executive Session by majority vote.
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4 E. Committees

- 5 1. The SCC shall have the following Standing Committees: Resolutions Committee,
6 Rules and Bylaws Committee, Affirmative Action Committee; Finance
7 Committee; Elections Committee.
8 2. The Standing Committees shall:
9 a. Meet at the call of its chair.
10 b. Report fully on its activities and proposed activities to the SCC Chair, at
11 such times and in such form as the SCC Chair shall deem appropriate.
12 c. Submit annually to the SCC a proposed budget for SCC approval.
13 3. The Resolutions Committee shall review proposed resolutions to the SCC and
14 recommend their adoption or rejection; and propose rules and procedures to the
15 SCC for the handling of resolutions.
16 4. The Rules and Bylaws Committee shall recommend rules of procedure for the
17 conduct of meetings or the handling of special matters to the SCC and
18 recommend amendments to existing rules or these Bylaws; and review proposed
19 Bylaw amendments submitted to the SCC and recommend adoption or rejection.
20 5. The Affirmative Action Committee shall propose and coordinate an affirmative
21 action plan, and with the approval of the Executive Committee, implement the
22 plan, in order to discharge the SCC's affirmative action responsibilities under the
23 Charter of the Democratic Party of the United States and the Charter of the
24 Democratic Party of Washington.
25 6. The Finance Committee shall propose methods of raising funds for the SCC and,
26 with the approval of the Executive Committee, implement and coordinate
27 fundraising plans. The Treasurer of the SCC shall be a member of the Finance
28 Committee.
29 7. The Elections Committee shall propose policies and procedures to the SCC on
30 candidate recruitment and endorsements, fair campaign practices, political
31 ethics and other Party policy areas as determined by the SCC or the SCC Chair.
32 8. Other Committees.
33 a. The SCC may from time to time establish other committees to carry out
34 such duties and have such powers as the SCC may establish. Members of
35 such committees need not be members of the SCC.
36 b. The Chair may from time to time appoint such committees to report to the
37 Chair as the Chair may deem necessary or prudent. Such committees
38 shall have such powers as are granted by the Chair, provided, however,
39 that the Chair may not grant greater powers to a committee than the SCC
40 has given the Chair.
41 9. Committee Membership. Unless the enabling resolution shall specify a method
42 of selection of members of a committee and its composition, the Chair shall
43 appoint the members of the committee.
44 10. Committee Rules. Any Committee may adopt rules of procedure for the conduct
45 of its affairs. In the absence of specific rules, Robert's Rules of Order, newly
46 revised, shall govern the conduct of committee affairs.

1 11. Minority Reports. Minority Reports may be issued from any Committee on
2 concurrence of at least 20% of the Committee's membership.

3 12. Additional Duties. Committees shall perform such additional duties as the SCC
4 shall propose.

5 13. Limitations on Committee Activities. The following limitations shall govern the
6 activities of all Committees except the Executive Committee. The Committees
7 shall not be authorized to:

8 a. Incur expenses or enter contracts on behalf of the Democratic Party,
9 except as specifically authorized by the SCC.

10 b. Issue press releases or make public statements in the name of the
11 Democratic Party of the State of Washington except as specifically
12 authorized by the SCC Chair.

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14 F. Availability of Members' List. So that Members of the SCC shall be able to freely
15 communicate with other Members for the purpose of proposing resolutions, bylaws,
16 amendments or other business requiring notice to the SCC under these Bylaws, the
17 Chair shall make available to Members a mailing list of the members of the Committee
18 at cost.

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21 **Article III**
22 **Executive Committee**

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24 A. The Executive Committee shall consist of the Chair; Vice Chair; Treasurer; Secretary;
25 National Committeemen and Committeewomen; the chairs of the Finance, Statutory
26 State and Affirmative Action Committees; and a representative of the Washington State
27 Federated Democratic Women's Clubs, together with the SCC member elected by and
28 from the SCC membership in each Congressional District.

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30 B. The Executive Committee shall meet at the call of the Chair and have such powers and
31 duties as are delegated to it by the SCC. All actions of the Executive Committee must be
32 reported to the SCC at the next SCC meeting. The Executive Committee shall prepare
33 an annual operating budget.

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35 **Article IV**
36 **Budget, Compensation and Reimbursement**

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38 A. No later than the regular Second Quarter meeting, the SCC shall adopt a budget for the
39 following year. Budgeted expenditures shall be divided into two parts as follows: Part
40 A shall cover all expenses for the administration of the SCC; and Part B shall cover all
41 funds disbursed to candidates or political committees or expended directly on their
42 behalf. Rules for the disbursement of Part B funds shall be adopted annually by the
43 SCC. No funds shall be disbursed or obligated by or on behalf of the SCC except in
44 accordance with the adopted budget and any applicable rules. The budget shall be
45 amendable.

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3 B. Officers or employees of the Washington State Democratic Party may be compensated
4 and reimbursed for expenses in such amount and manner as determined by the SCC or
5 its Executive Committee. In the absence of explicit authority to do so, no officer or
6 employee shall receive compensation.
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8 C. The Executive Committee may require that the books be audited at any time. Subject to
9 Executive Committee confirmation, the Chair shall establish an audit committee
10 promptly after each reorganization meeting. The results of the audit shall be considered
11 by the Executive Committee and then reported to the SCC no later than its regular
12 second quarter meeting.
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16 **Article V**
17 **Chair of the Democratic Party of the State Of Washington**

- 18 A. The Chair of the Democratic Party of the State of Washington shall:
19 1. Be the Chief Executive Officer of the SCC and preside at all meetings of the SCC
20 or its Executive Committee.
21 2. Be charged with the responsibility for implementing all policies of the SCC.
22 3. Make the call for all meetings of the SCC or its Executive Committee.
23 4. Provide a provisional agenda for all meetings of the SCC or its Executive
24 Committee.
25 5. Perform such additional duties as the SCC or its Executive Committee shall
26 delegate to the Chair.
27 6. Except as otherwise provided in these Bylaws, appoint the chairs of standing
28 and special committees of the SCC.
29 7. Appoint legal counsel for the Washington State Democratic Party and appoint
30 such other professionals as may be required from time to time to act for the
31 Party. Such appointments must be confirmed by a majority vote of the Executive
32 Committee.
33 8. Appoint a Parliamentarian, Sergeants-at-Arms, Pages, Tally Clerks and such
34 other individuals as may be necessary for the efficient and fair administration of
35 SCC meetings.
36 9. Be the Authorized Spokesperson for the Democratic Party of the State of
37 Washington.
38 10. Be an ex-officio voting member of all committees of the SCC except the Statutory
39 Committee.
40 11. Appoint such deputy treasurers as may be needed to assist the Treasurer in
41 filing reports.
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Article VI Statutory State Committee

A. The Statutory State Committee shall be organized according to state law (RCW29.42.020) and shall perform only those duties explicitly specified by RCW 29.42.020(1) through (4), to-wit:

“(1) Call conventions at such time and place and under such circumstances and for such purposes as the call to convention shall designate. The manner, number and procedure for selection of state convention delegates shall be subject to the committee's rules and regulations duly adopted;”

“(2) Provide for the election of delegates to national conventions;”

“(3) Fill vacancies on the ticket for any federal or state office to be voted on by the electors of more than one county;”

“(4) Provide for the nomination of presidential electors.”

B. The Statutory State Committee shall adopt bylaws that shall delegate those duties to the SCC and that shall provide that the Chair of the Democratic Party of the State of Washington shall be the chair of the Statutory State Committee and that the Vice Chair elected by the SCC shall be the vice chair of the Statutory State Committee.

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Article VII Vacancies, Appointments

A. The Statutory State Committee of the SCC is subject to a permanent injunction issued by the Federal District Court in *Cunningham v. Washington State Democratic Committee* (Civ. No. C75-901, W.D. Wash. 1977), enjoining the Statutory State Committee from filling vacancies on the ticket for any federal or state office voted upon by the electors of two or more counties, filling vacancies on the ticket in legislative races, or making interim legislative appointments, in multi-county legislative districts by any method that contravenes the one-person, one-vote rule. Pursuant to the delegation of authority of Article VI. B. above, the SCC shall be responsible for compliance with this injunction.

★ B. In making interim legislative appointments in multi-county legislative districts, the SCC shall make its appointment from a list of three names submitted to the committee by a caucus of the elected and appointed Democratic precinct committee officers of the precincts within the legislative district. The SCC Chair shall call this caucus.

★ C. In making interim legislative appointments in single-county legislative districts, the county central committee shall make its appointment from a list of three names submitted to the committee by a caucus of the elected and appointed Democratic precinct committee officers of the precincts within the legislative district. The county chair shall call this caucus.

1 D. The SCC shall develop rules for the conduct of legislative appointment caucuses.

2 **Article VIII**

3 **County Central Committees**

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- 5 A. The county central committee shall be the governing body of the county Democratic
6 Party and shall have the responsibility for conducting Party affairs at the county level.
7 It shall be composed of all elected and appointed precinct committee officers.
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- 9 B. In any county central committee, only elected precinct committee officers and precinct
10 committee officers appointed after the organizational meeting shall vote for county
11 chair, vice chair, state committeewoman, state committeeman and any representative
12 the county central committee is authorized to send to other Party organizations and on
13 the adoption or amendment of bylaws. County central committees may allow other
14 Democrats to participate in all other functions.
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- 16 C. Each county central committee shall be organized according to state law, the Charter
17 and Bylaws of the Democratic Party of the State of Washington, and other provisions
18 pursuant to the authority of the Charter. Its organizational meeting shall take place in
19 December or January following each state general election held in even-numbered
20 years. At the organizational meeting, the committee shall elect a chair, a vice chair, a
21 state committeewoman, a state committeeman and any representatives it is authorized
22 to send to other Party organizations.
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- 24 D. The county central committee shall have a minimum of four (4) regular meetings a year
25 unless there are legislative district organizations within the county.
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- 27 E. In counties with legislative district organizations, the county central committee may
28 establish a county executive board.
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Article IX
Legislative District Organizations

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- A. The legislative district organization shall be the governing body of the legislative district Democratic Party and shall have the responsibility for conducting Party affairs at the legislative district level. It shall be composed of all elected and appointed precinct committee officers.
 - B. In any legislative district organization, only elected precinct committee officers and precinct committee officers appointed after the organizational meeting shall vote for district chair, vice chair, state committeewoman, state committeeman and any representative the legislative district organization is authorized to send to other Party organizations, and on the adoption or amendment of bylaws. Legislative district organizations may allow other Democrats to participate in all other functions.
 - C. Each legislative district organization shall be organized according to state law, the Charter and Bylaws of the Democratic Party of the State of Washington, and other provisions pursuant to the authority of the Charter. The legislative district organization shall be organized in accordance with rules passed by the county central committee in those counties in which there are two or more complete legislative districts. In legislative districts where counties have not provided for legislative district organization meetings, the SCC Chair shall do so. Its organizational meeting shall take place in December or January following each state general election held in even-numbered years. At the organizational meeting, the legislative district organization shall elect a chair, a vice chair, a state committeewoman, a state committeeman and any representatives it is authorized to send to other Party organizations. The legislative district organization shall have a minimum of four (4) regular meetings a year.

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Article X
Organization of County and District Chairs

- A. The Organization of County and District Chairs shall be composed of the chair of each Democratic county central committee and the chair of each Democratic legislative district organization in the State of Washington.
- B. The Organization shall elect from its ranks a chair, vice chair and such other officers as the Organization shall deem appropriate.
- C. The Organization shall recommend to the SCC for its consideration actions or expenditures to promote the grassroots structure of the Party and shall perform such additional duties and have such additional powers as the SCC may by resolution delegate.

Article XI

Selection of Nominees, Candidates and Delegates

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4 A. Delegates to Party conventions at all levels and Party officers (whether or not such
5 delegates and officers are declared by the State to be public officials) shall be selected
6 by voters who support the principles of the Democratic Party and wish to be publicly
7 known as Democrats.
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9 B. Except as otherwise required by the Charter, Bylaws and Rules of the Democratic Party
10 of the United States or by the Delegate Selection Rules of the Democratic National
11 Committee, candidates and nominees for public office who are or will be identified as
12 Democrats or publicly associated with the Democratic Party to any extent in the general
13 election for such office must be selected in accordance with Rules adopted by the SCC.
14 The Rules adopted by the SCC shall permit participation, subject to guarantees of
15 election fairness and accountability, by voters who wish to participate in the selection
16 but do not wish to become publicly affiliated with the Democratic Party; provided the
17 Rules may forbid the participation of any voter who has participated or will participate
18 in the selection of candidates associated with another political party if such candidates
19 seek to appear on the same primary or general election ballot as any Democratic
20 candidate being selected by the process in which the voter seeks to participate.
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22 C. In connection with any selection process in which voters who are not members of the
23 Democratic Party are permitted to participate, the SCC may require that candidates
24 demonstrate prior to filing for office reasonable support from Party members in order
25 to be eligible to participate in the selection process; PROVIDED, that any such
26 requirement shall have been adopted not less than ninety (90) days prior to the filing
27 period for the selection process, and further provided that any such requirement shall
28 apply equally to all candidates for each particular office.
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Article XII

Amendments, Rules

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- 3 A. No amendment to these Bylaws may be considered by the SCC unless notice of the
- 4 proposed amendment shall have been mailed to the SCC members at least fifteen (15)
- 5 days in advance.
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- 7 B. Bylaws may be amended by affirmative vote of a majority of the entire membership of
- 8 the SCC.
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- 10 C. The SCC may from time to time adopt additional procedural rules consistent with these
- 11 Bylaws for the conduct of meetings or the handling of special matters, or relating to the
- 12 operation of other Party organizations. Such rules may be adopted by majority vote, but
- 13 once adopted shall require a two-thirds vote to suspend.
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- 15 D. Each county central committee and legislative district organization shall adopt bylaws,
- 16 which shall establish a quorum and provide for calling special meetings by executive
- 17 action or by petition of members.
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